



**Remuneration, Nominations and
Workforce Committee
Annual Report for 2024-25**

August 2025

Foreword

I am pleased to introduce the annual report of the Remuneration, Nominations and Workforce Committee for 2024-25. The report outlines the work undertaken by the Committee during the year and provides a summary of the areas of focus for the next 12 months.

I am delighted to say that we again ended the year on a high note, with positive retention and recruitment figures, and were able to continue to meet the Board's commitment to paying all colleagues at least the Real Living Wage. With pressures from the cost-of-living crisis continuing to be felt across all teams, it was important that we continued to meet this commitment.

I would like to thank Committee members and attendees for their continued commitment and support throughout the year, and I look forward to building upon our performance and commitment to employees during 2025-26.

Harry Hayer

Trustee and Committee Chair

1. INTRODUCTION TO THE REPORT AND THE REMUNERATION, NOMINATIONS AND WORKFORCE COMMITTEE

- 1.1 The Articles of Association of Brunelcare (referred to throughout this document as the Charity) state that:

“The Directors may delegate any of their powers or functions to a committee of two or more Directors but the terms of any delegation must be set out in terms of reference approved by the Board and included as a Schedule to its Standing Orders.” [Article 26.1]

- 1.2 In line with Article 26.1, the Board established the Remuneration Nominations and Workforce Committee (referred to throughout this report as ‘the Committee’). The Terms of Reference of this Committee for 2024-25 were reviewed and ratified by the Board in February 2024.
- 1.3 This report describes how the Committee complied with, and satisfied the requirements set out within, its Terms of Reference during the period 1 April 2024 to 31 March 2025.

2. FREQUENCY OF COMMITTEE MEETINGS, MEMBERSHIP AND QUORACY

- 2.1 During 2024-25, the Committee met twice:

- 20 August 2024; and
- 29 January 2025.

Both meetings were quorate. Details of the Trustees and Senior Leadership Team members who attended these meetings are provided at Appendix A.

- 2.2 As at 31 March 2025, the Committee comprised the following Trustee/Non-executive Director Members:

- Harry Hayer - Committee Chair
- Jo Makinson, Trustee
- Carol Slater, Trustee

3. KEY ISSUES CONSIDERED BY THE COMMITTEE DURING 2024-25

- 3.1 Amongst the key issues considered by the Committee during 2024-25 were the following:

Remuneration

- Employee annual increments and consolidated and non-consolidated bonus payments.

- Review of annual objectives, achievements and remuneration and benefits of SLT members and designated senior managers.
- Review of CEO's achievements, remuneration and annual objectives.
- Remuneration issues.

Nominations

- Trustee recruitment and discussions in relation to payment of Trustees.
- Trustee reappointment and membership of Board Committees.
- Review of the structure, size and composition of the Board.
- Trustee annual appraisals and the annual appraisal of the Chair of the Board.
- Trustee skills audit and recommendations.

Workforce

- Workforce strategy updates.
- Key workforce performance indicators.
- Recruitment and retention levels and related action.
- Employee benefits and cost of living increases.
- Approval of key Brunelcare policies, such as the Menopause Policy, Pay and Reward Policy, Speaking Up Policy and Young Worker Policy.
- Colleague survey result and actions.
- Updates from the Equality Forum.
- Gender and Ethnicity Pay Gap reporting.
- Modern Slavery and Human Trafficking Statement.

Governance matters of the Committee

- Annual review of the Committee's Terms of Reference.
- Committee Work Programme for 2025-26.
- Self-assessment of Committee effectiveness

4. THE COMMITTEE'S ARRANGEMENTS FOR REPORTING TO THE BOARD

- 4.1 Following each meeting, the Committee Chair presented a Chair Assurance report to the Board outlining matters considered by the Committee, decisions made and matters that it wished to escalate to the Board for information or consideration.

5. SELF-ASSESSMENT AND EVALUATION

- 5.1 In line with recommended practice, the Committee's terms of reference were reviewed to ensure that they remain fit for purpose, when the Committee met in January 2025. The Committee's Programme of Business for 2025-26 was

also agreed at the January 2025 meeting.

6. CONCLUSION AND KEY AREAS OF FOCUS IN 2025-26

- 6.1 This report provides a summary of the work undertaken by the Remuneration, Nomination and Workforce Committee during the 2024-25 financial year. As the Chair of the Committee, I am satisfied that it demonstrates that the Committee has complied with its Terms of Reference.
- 6.2 In the year ahead the Committee will focus on those matters that will strengthen Brunelcare's remuneration, nominations and workforce arrangements. The Committee's Annual Programme of Business for 2025-26 has been developed to ensure that it supports the Board by:
- providing assurance to the Board in relation to Brunelcare's arrangements for the remuneration and terms of service, including contractual arrangements, for all staff working for Brunelcare;
 - providing advice to the Board on the remuneration and terms of service for Board Members, the Chief Executive and members of the Senior Leadership Team;
 - providing assurance on the delivery of a workforce strategic objectives aligned to the Charity's annual business plan and ensuring that an appropriate workforce culture is in place;
 - regularly reviewing the composition of the Board and its Committees;
 - identifying and nominating for the approval of the Board, candidates to fill Board vacancies (including membership of committees) as and when they arise;
 - ensuring arrangements in relation to remuneration and nomination are effective and comply with relevant Codes of Governance; and
 - performing certain, specific functions as delegated by the Board and listed in the Committee's Terms of Reference.

Appendix A

Attendance at Meetings of the Remuneration and Nomination Committee

Date of Meeting	Committee Members	In Attendance
20 August 2024	<ul style="list-style-type: none"> • Harry Hayer, Committee Chair • Jo Makinson, Trustee • Carol Slater, Trustee 	<ul style="list-style-type: none"> • Oona Goldsworthy - Chief Executive Officer • Brian Whittaker - Director of Human Resources & Operational Development • Mandy Collins - Company Secretary & Head of Corporate Governance • Daniel Cooper – Performance and Governance Manager (<i>secretariat</i>)
11 January 2025	<ul style="list-style-type: none"> • Harry Hayer, Committee Chair • Jo Makinson, Trustee (for part of meeting) • Nick Hooper, Trustee (for part of meeting) 	<ul style="list-style-type: none"> • Oona Goldsworthy - Chief Executive Officer • Brian Whittaker - Director of Human Resources & Operational Development • Mandy Collins - Company Secretary & Head of Corporate Governance • Bibek Bhaker – Equality Forum Chair (for part of meeting) • Daniel Cooper – Performance and Governance Manager (<i>secretariat</i>)