

Council of Governors: Summary Sheet

Title of Paper: Report from Nomination & Remuneration Committee

Presented By: Jayne Brown OBE, Trust chair

Action Required:	For Information	<input checked="" type="checkbox"/>	For Ratification	<input type="checkbox"/>	For a decision	<input checked="" type="checkbox"/>
	For Feedback	<input type="checkbox"/>	Vote required	<input type="checkbox"/>	For Receipt	<input type="checkbox"/>

To which duty does this refer:

Holding non-executive directors individually and collectively to account for the performance of the Board	
Appointment, removal and deciding the terms of office of the Chair and non-executive directors	X
Determining the remuneration of the Chair and non-executive directors	
Appointing or removing the Trust's auditor	
Approving or not the appointment of the Trust's chief executive	
Receiving the annual report and accounts and Auditor's report	
Representing the interests of members and the public	
Approving or not increases to non-NHS income of more than 5% of total income	
Approving or not significant transactions including acquisitions, mergers, separations and dissolutions	
Jointly approving changes to the Trust's constitution with the Board	
Expressing a view on the Trust's operational (forward) plans	
Consideration on the use of income from the provision of goods and services from sources other than the NHS in England	
Monitoring the activities of the Trust to ensure that they are being conducted in a manner consistent with its terms of authorisation and the constitution	
Monitoring the Trust's performance against its targets and strategic aims	

How does this item support the functioning of the Council of Governors?

Paragraph 28.1 of the Constitution requires the CoG to appoint one of the NEDs as Vice-Chair.
Paragraph 35.1 of the Constitution requires the CoG to determine the terms and conditions of office of NEDs
Paragraph 2.13 of Annex 8 of the Constitution requires the Board to appoint a SID in consultation with CoG

Author of Report: Sam Stoddart

Designation: Deputy Board Secretary

Date: 10 October 2018

SUMMARY REPORT

Report to: Council of Governors

Date: 18th October 2018

Subject: Report from the Nomination & Remuneration Committee (NRC)

Author: Sam Stoddart, Deputy Board Secretary

1. Purpose

<i>For approval</i>	<i>For a collective decision</i>	<i>To report progress</i>	<i>To seek input from</i>	<i>For information/assurance</i>	<i>Other (Please state below)</i>
x				x	

- To seek the approval of the Council of Governors (CoG) to extend the terms of office of Ann Stanley and Richard Mills for four months until 31 March 2019.
- For CoG to approve the appointment of Richard Mills as the Vice Chair with immediate effect.
- To note the Board approved appointment of Sandie Keene CBE as Senior Independent Director (SID) with effective from 11 October 2018.

2. Summary

NRC is required to discharge those functions in relation to the appointment of the Chair and Non-Executive Directors on behalf of CoG and to present its recommendation to CoG on appointments, terms of office, remuneration and terms and conditions for CoG's approval. NRC is chaired by Jayne Brown, and governor representatives are as follows:

Lead Governor:	Jules Jones
Public Governor:	Sylvia Hartley
Public Governor:	John Buston
Service User Governor:	Adam Butcher
Young Service User/Carer Governor:	Michael Thomas
Staff Governor:	Maggie Young
Appointed Governor:	Cllr Adam Hurst
Carer Governor:	Vacancy

NRC met on 5 October 2018 to receive a report on the Chair's appraisal, and update on NED appraisals, the appointment of the Vice Chair and SID. A report will be brought before CoG at its meeting of 6 December 2018 on the outcome of the Chair's appraisal.

2.1 Extension of the Terms of Office of A Stanley and R Mills

Ann Stanley and Richard Mills had appraisals scheduled for 2 and 3 October 2018 respectively, both of which had to be rescheduled. Because both terms of office end on 30 November 2018 it is necessary to seek extensions to allow sufficient time to enable the appraisals to take place. It has been common practice for NED terms of office to be extended when necessary to ensure appointment processes take place in a timely fashion.

Following appraisal and in line with the newly approved NED appraisal process and amended constitution, a report to NRC will detail their performance for NRC to consider its recommendation to CoG on whether to reappoint for a further four year term or to recommend an open recruitment process.

2.2 Recommendation to Appoint Richard Mills as Vice Chair

In accordance with paragraph 28.1 of the [Trust's Constitution](#), "the Council of Governors (CoG) at a general meeting of the Council of Governors shall appoint one of the Non-Executive Directors (NED) as a Vice Chair."

Following the end of the term of office of the previous Vice Chair on 31 March 2018, the Chair informed Council at its meeting of 26 April 2018 that over the following six months a review of NED skills would be undertaken with a view to identifying a substantive Senior Independent Director (SID) and Vice Chair.

This has now been completed and the Chair recommended to NRC Richard Mills to be appointed as Vice Chair. Mr Mills has been a NED since 1 December 2015 and during that time has become a skilled Chair of the Finance, Information and Performance Committee (FIPC) and the NED lead for Emergency Planning. As part of his appraisal, the Board and CoG were asked for their views on Mr Mills' skills and performance. Both Executives and Governors valued his knowledge of the Trust and the relationship he has developed with both. These skills, along with the considerable chairing experience of Mr Mills acquired over his career, provides assurance he is suitably qualified to undertake the role of Vice Chair.

NRC accepted the Chair's recommendation and commend it to CoG for approval.

2.3 Appointment of Senior Independent Director (SID)

In accordance with Annex 8 of the [Trust's Constitution](#), Standing Orders of the Board of Directors, paragraph 2.13, the Board "shall appoint one of the Non-Executive Directors to be the SID, in consultation with the Council of Governors".

For a six-month period from 11 April 2018 Richard Mills was appointed as Interim SID. This was noted by CoG at the meeting of 26 April 2018.

Following Mr Mills' interim appointment, the Chair took the opportunity to review NED skills. As a result of the review, the Chair recommended Sandie Keene CBE as SID for the duration of her term of office. This was approved by Board on 10 October 2018.

NRC noted the Chair's recommendation.

3. Next Steps

Subject to CoG approval, all necessary actions will be taken and processes completed.

4. Required Actions

CoG is asked to approve the following recommendations made by NRC:

- (a) To extend the terms of office of Ann Stanley and Richard Mills for four months until 31 March 2019.
- (b) To approve the appointment of Richard Mills as Vice Chair with immediate effect.

CoG is asked to note the following:

- (c) The appointment of Sandie Keene CBE as Senior Independent Director.

5. Monitoring Arrangements

It is the Chair's responsibility to ensure that annual appraisals for all NEDs take place and it is the responsibility of the Director of Corporate Governance to oversee the governance arrangements relating to the board appointments.

6. Contact Details

For further information, please contact:
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