

## Council of Governors

<b>Date of meeting</b>	<b>26 September 2024</b>
<b>Report Title:</b>	Appointments and Performance Committee Report
<b>Executive/NED Lead:</b>	Helen Taylor, Chair
<b>Report author(s):</b>	Ann Filby, Trust Secretary

Approval
  Discussion
  Information
  Assurance

### Executive summary

The Council of Governors Appointments and Performance Committee is a statutory Committee of the Council, reporting on its responsibilities within the Trust's Annual Report.

The Committee met on three occasions in 2023/24. To date in 2024/25 the Committee has convened on two occasions, with a further meeting due to take place on 23 September to finalise all arrangements to advertise the role of Trust Chair, due to Helen Taylor's term of office coming to an end on 31 March 2025.

This report provides a summary of the outcome of the Chair and Non-Executive Director performance review process as considered by the Committee and the Council of Governors at its meeting held in private on 20 June 2024, and an update on other elements of Committee business.

#### 1. Chair Appraisal 2023/24

The timetable and process for undertaking the Chair and Non-Executive Director appraisals was considered and approved by the Council in March 2024. This took account of the requirements of the NHS leadership competency framework for board members published on 28 February 2024. A report was presented to the Committee on 18 June by the Senior Independent Director, supported by a full verbal briefing on the process that had been undertaken, with the support of the Lead Governor. The confidential nature of these individual reviews was highlighted. It was noted that for Chair appraisals, NHS England provides only two ratings – 'Satisfactory' or 'Cause for Concern'. The Council endorsed the Committee's recommendation of a final performance rating for Helen Taylor of Satisfactory. All requirements have been met regarding submission to NHS England in accordance with the framework for conducting appraisals for NHS Chairs, also published on 28 February.

#### 2. Non-Executive Director Appraisals 2023/24

The Chair presented a short report and a full verbal overview of each Non-Executive Director's performance. Positive performance ratings were confirmed by the Council in relation to Mark Millar, Deputy Chair, Richard Spencer, Senior Independent Director, Eddie Bloomfield, Mike Gogarty, John Humpston, Hussein Khatib, Karen Sinnott, and Associate Non-Executive Director Usha Sundaram. A summary has been submitted to NHS England in accordance with requirements.

The Committee considered the reappointment of Mike Gogarty and John Humpston for a second three-year term of office from 1 November 2024 to 31 October 2027 and the Council confirmed both reappointments. The principle of an extension of Richard Spencer's term of office by 12 months from 1 November 2024 to 31 October 2025 to support the Board during a period of significant transition had been agreed by the Council on 13 March 2024. This has also now been approved.

### **3. Non-Executive Director appointments**

The Council has previously agreed to the process and outline timetable to recruit to those Non-Executive Director roles that will become vacant between 1 November 2024 and early April 2025. GatenbySanderson is supporting the recruitment process, a stakeholder panel has been confirmed, and interviews will be held in late October. This will require an additional Council of Governors to be held in private in late October/early November to consider and approve the selection panel's recommendation. The date is to be confirmed.

### **4. Chair and Non-Executive Director Remuneration**

Remuneration was reviewed by the Council in 2021 to ensure alignment with national guidance. The standard remuneration for Non-Executive Directors in all Trusts is £13,000 per annum for this part time role with a range for the Trust Chair dependent on the size of Trust. The national guidance states that for "supra large Trusts" like ESNEFT there is provision to make payments to up to three individuals in recognition of additional responsibilities. The mandated additional payment is £2,000 per annum. Full use is being made of this flexibility. The Committee is currently reviewing remuneration, although there has been no change to the national published guidance. This is due for reconsideration in the autumn prior to a proposal being presented to the Council for consideration.

### **Recommendation to the Council**

The Council of Governors is asked to note the report.