

## Council of Governors

<b>Date of meeting:</b>	10 December 2025
<b>Report Title:</b>	Chair and Non-Executive Director performance reviews 2025/26
<b>Executive/NED Lead:</b>	Mark Millar, Interim Trust Chair John Humpston, Senior Independent Director George Chalkias, Director of Governance
<b>Report author(s):</b>	Ann Filby, Trust Secretary
<b>Action required:</b>	Approval

### Executive summary

The general duties of the Council of Governors are set out within Schedule 7, 10A, NHS Act 2006 (as amended):

- i. To hold the non-executive directors individually and collectively to account for the performance of the board of directors, and
- ii. To represent the interests of the members of the corporation (the Trust) as a whole and the interests of the public.

Section 17(1) confirms: Council at a general meeting to appoint or remove the chairman and the other non-executive directors. 18(1) – It is for the council of governors at a general meeting to decide the remuneration and allowances, and the other terms and conditions of office, of the non-executive directors.

The Council of Governors' Appointments and Performance Committee receives and evaluates reports on the performance of the Chair and Non-Executive Directors, with the outcome presented to the Council of Governors. Subject to a satisfactory appraisal, Non-Executive Directors may be re-appointed by the Council for a further term of office. The reviews undertaken are considered at a meeting held in private. A summary of the outcome is presented to the Council in public in September confirming discharge of the Council's legal responsibilities.

At the Board's Remuneration and Nomination Committee, following publication of an NHS Board Appraisal Framework, it was confirmed that a single, integrated appraisal process would be implemented for all Board members from 2025/26. The Council of Governors on 25 June 2025 confirmed this proposal. A single appraisal form has been developed using the NHS form as amended to reflect ESNEFT requirements. This includes reference to the Trust's values and an equality, diversity and inclusion (EDI) objective to meet the requirement of the NHS EDI improvement plan and high impact actions. The new framework requires assessment against the six domains of the [Leadership Competency Framework](#) published in February 2024 and a 360 degree feedback process annually, with a range of stakeholders asked to participate.

The Senior Independent Director appraises the Chair, with the support of the Lead Governor.

The Chair appraises the Chief Executive and the Non-Executive Directors.

The Chief Executive appraises the Executive Directors.

### Action Required of the Council

The Council is invited to **approve** the timetable for undertaking the Chair and Non-Executive Directors' performance reviews 2025/26.