

Meeting Title	Council of Governors		
Date	16 January 2020	Agenda item	CGo.1.20.10

Chairman's Appraisal Process 2019: Objectives Setting

Presented by	Selina Ullah, Senior Independent Director		
Author	Jacqui Maurice, Head of Corporate Governance		
Governance responsibility	Council of Governors		
Purpose of the paper	To provide assurance to the Council of Governors that Objectives have been set for the Chair in line with the Chair Appraisal Process 2019.		
Action required	Decision		
Previously discussed at/informed by			
Previously approved at:	Committee/Group	Date	

Executive Summary

At the Council of Governors meeting held on 17 May 2019 (rescheduled from 18 April 2019) the Governors approved the Appraisal Process to be used for the Chair.

Dr Maxwell Mclean commenced his appointment as Chair of BTHFT on 1 May 2019. As such he has not yet served a full year in post. Selina Ullah, Senior Independent Director agreed with the Chair to set his objectives in this year (2019) which would then support his annual appraisal in the following year (2020).

The Senior Independent Director met with the Chair to discuss his objectives on 7 November 2019 with final sign off taking place on 25 November 2019.

To inform the objectives setting, the Senior Independent Director sought the views of;

- The Chief Executive Officer and Executive Directors
- Non-Executive Directors
- Governors

SMART objectives have been agreed and finalised with the Chairman. Prior to the setting of the Chairman's objectives the Chair was provided with a copy of the full appraisals pro-forma and objectives pro-forma to support him in preparing for his objectives setting with the Senior Independent Director.

The full Chair Appraisal Process is attached at Appendix 1 (page 4).

The Council of Governors is asked to note that the 'Fit and Proper Persons' self-declaration for the Chairman completed at the time of his appointment remains valid.

The Nominations and Remuneration Committee considered the attached report and discussed it with the Senior Independent Director. The NRC confirmed that it was assured with regard to the Objectives Setting undertaken by the Senior Independent Director as part of the Chairman's Appraisal Process 2019.

Recommendation/s

The NRC commends this report to the Council of Governors for their consideration and asks that the Council confirms if it too is assured with regard to the objectives setting undertaken by the Ms Selina Ullah, Senior Independent Director.

Meeting Title	Council of Governors		
Date	16 January 2020	Agenda item	CGo.1.20.10

--

Chairman's Appraisal Process 2019: Objectives Setting

1. Introduction

The Council of Governors has a statutory responsibility and a pivotal part to play in ensuring that the performance of the Chairman is effective and is making an important contribution to the leadership of the Foundation Trust.

The Chair's Appraisal Process is designed to:

- Ensure good governance standards are adhered to and encourage personal development.
- Evaluate individual performance and contributions.
- Set clear expectations.
- Form an integral part of improved induction, training and development support for the Chairman.
- Provide reassurance to the Council of Governors that the performance of the Chair is the subject of an annual appraisal.

At the Council of Governors meeting held 17 May 2019, the Governors approved the appraisal process to be used for the Chair.

2. Appointment of the Chair and completion of the 'Fit and Proper Person's' requirements

Dr Maxwell Mclean was appointed as Chair by the Council of Governors on 15 March 2019. Following the satisfactory completion of the required 'Fit and Proper Persons' checks; Dr Maxwell Mclean commenced his appointment as BTHFT Chair on 1 May 2019.

3. Setting of the Chair's Objectives

The Senior Independent Director initially met with the Chairman on 7 November for a preliminary discussion with regard to the proposed objectives. Prior to this session, the Chairman was provided with a copy of the appraisal pro-forma which includes the objectives pro-forma to support him preparing for his session with the Senior Independent Director.

4. Feedback received that has informed the Chair's Objectives Setting

The Senior Independent Director and the Chair received feedback on the following areas which have informed the objectives setting.

- Strategic direction and objective setting
- Support, challenge and holding to account
- Sub-committees and special responsibilities
- Governance and performance improvement
- Partnerships, patient and community focus
- Involvement/activities to be developed further (strengths and aspirations), learning and development needs and, objectives for the coming year
- Current time commitment
- Future time commitment

Meeting Title	Council of Governors		
Date	16 January 2020	Agenda item	CGo.1.20.10

Chair 'Objectives Setting' Questionnaires were circulated to Governors and Non-Executive Directors in line with the schedule detailed below.

Governor / NED feedback to support the Chairman's objective setting	Date
Circulation of Governors Questionnaire	30 October 2019
Deadline for return of completed questionnaire by Governors	6 November 2019
Circulation of NED Questionnaires	30 October 2019
Deadline for return of completed questionnaire by NEDs	6 November 2019

In addition to the completion of questionnaires both the Non-Executive Directors and the Governors were also offered an additional opportunity to meet collectively with the SID.

The Senior Independent Director consulted with both the Acting Chief Executive and the Chief Executive on 6 November 2017.

There were no requests from Executive Directors, Non-Executive Directors or Governors to meet individually with the SID.

5. Chairman's Objectives

The Chair's objectives were finalised and confirmed with the Chair on Monday 25 November 2019.

The Chair's Objectives are attached at Appendix 2 (page 6).

6. NRC Assurance

The Nominations and Remuneration Committee considered the report and has determined that it is assured with regard to the Objectives Setting undertaken by the Senior Independent Director as part of the Chairman's Appraisal Process 2019 and as such the NRC commends this report to the Council of Governors for their consideration.

Selina Ullah
Senior Independent Director
November 2019

Meeting Title	Council of Governors		
Date	16 January 2020	Agenda item	CGo.1.20.10

Appendix 1

Chair Appraisal Process

1. The Senior Independent Director (SID) will meet with the Nominations and Remuneration Committee (NRC) prior to the start of the appraisal process to discuss the remit and identify any development needs that the SID may have.
2. Following discussion with the SID and the Chair, the NRC will make a recommendation to the Council of Governors on the annual set of objectives for the Chair based on the role of the Chair. The role of the Chair of a Foundation Trust covers the following:

Formulate Strategy	Ensures the Board develops vision, strategies and clear objectives to deliver organisational purpose.
Ensure Accountability	Holds CEO to account for delivery of strategy. Ensures Board committees that support accountability are properly constituted.
Shape Culture	Provides visible leadership in developing a positive culture for the organisation, and ensures that this is reflected and modelled in their own and in the Board's behaviour and decision making. With regard to Board culture; Leads and supports a constructive dynamic within the Board, enabling contributions from all Directors.
Context	Ensures all Board members are well briefed on the external context.
Intelligence	Ensures the provision of information to the Board and Council of Governors that is timely, reliable and comprehensive.
Engagement	Plays key role as an ambassador, and in building strong partnerships with: <ul style="list-style-type: none"> • Patients and Public • Members and Governors • Staff • External Stakeholders • Regulators

The outcomes from the CQC and Well-Led Reviews will inform the appraisal and the setting of objectives.

3. Annually the SID will lead the process in line with guidance in the Foundation Trust Code of Governance.

In undertaking the appraisal the SID will meet with;

- 3.1 The Chief Executive - who will provide the collective views of the Executive Directors
- 3.2 Collectively with the Non-Executive Directors
- 3.3 The Lead Governor and Vice-Chair of the Council of Governors - who will provide the collective views of the Governors
- 3.4 In consultation with the NRC; individually with external stakeholders.

4. Any Director or Governor is able to meet individually with the SID as part of the Chair's appraisal process.

Meeting Title	Council of Governors		
Date	16 January 2020	Agenda item	CGo.1.20.10

5. The SID will gather and document views and thoughts on the Chair's contributions and performance in the following categories.

- 5.1 Previous year's objectives
- 5.2 Current time commitment
- 5.3 Strategic direction and objective setting
- 5.4 Support, challenge and holding to account
- 5.5 Sub-committees and special responsibilities
- 5.6 Governance and performance improvement
- 5.7 Partnerships, patient and community focus
- 5.8 Involvement/activities to be developed further (strengths and aspirations), learning and development needs and, objectives for the coming year
- 5.9 Future time commitment.

6. Where a Director or Governor is unable to meet with the SID then an opportunity will be provided for them (either written or verbal) to provide feedback on the Chair's contribution and performance in the areas outlined in section 5 above.
7. The SID will review the Chair's 'fit and proper person' self-declaration annually.
8. The SID will collate the outcomes from the appraisal sessions and hold a meeting with the Chair to discuss the outcomes and identify SMART objectives for the forthcoming year.

Definition of SMART Objectives

Specific: outline in a clear statement precisely what is required

Measurable: include a measure to enable you to monitor progress and to know when the objective has been achieved

Achievable: objectives can be designed to be challenging, but it is important that failure is not built into objectives. Appraiser and appraisee should agree to the objectives to ensure commitment to them

Realistic: focus on outcomes rather than the means of achieving them

Timely: agree the date by which the outcome must be achieved

9. A formal report on the appraisal and the outcomes along with new objectives will be presented to the:
- 9.1 Nominations and Remuneration Committee during Quarter 3.
 - 9.2 Council of Governors during Quarter 4.
10. The SID will confirm to the Governors whether, following formal performance evaluation, the performance of the Chair continues to be effective and demonstrates commitment to the role.
11. All appraisals will be documented and, following the completion of the appraisals the documents will be lodged with the Trust Secretary.