

Meeting Title	Council of Governors		
Date	16 July 2020	Agenda item	CGo.7.20.8

## Nominations and Remuneration Committee (NRC) Report

Presented by	Ms Wendy McQuillan, public governor (NRC)		
Author	Jacqui Maurice, head of corporate governance		
Governance responsibility	Council of governors		
Purpose of the paper	To provide a routine report to the council of governors on matters addressed by the NRC since the previous report presented.		
Action required	To note		
Previously discussed at/informed by	Governors NRC meetings held: <ul style="list-style-type: none"> <li>- 16 January 2020 (extraordinary meeting)</li> <li>- 11 February 2020 (extraordinary meeting)</li> <li>- 10 March 2020</li> <li>- 2 July 2020</li> <li>- 2 July 2020 (extraordinary meeting)</li> </ul>		
Previously approved at:	Committee/Group	Date	
	N/A		

### Situation and Background

#### 1. Membership of the NRC

1.1 As at 2 July 2020 the NRC comprised the following members.

- Dr Max Mclean, chairman (NRC committee chair)
- Mr Alan Edmonds, public governor
- Mr Alan English, public governor
- Ms Wendy McQuillan, public governor
- Ms Hardev Sohal, patient governor
- Mr Kursh Siddique, public governor
- Mr David Wilmshurst, public governor

1.2 The following were 'in attendance' at the NRC.

- Ms Pat Campbell, director of human resources
- Ms Tanya Claridge, director of governance and corporate affairs
- Ms Jacqui Maurice, head of corporate governance

#### 2. Item considered by the NRC at the extraordinary meeting held 16 Jan 2020

2.1 Appointment of a new non-executive director - The council is reminded that a recommendation from the NRC was presented to the closed council of governors meeting later on 16 January regarding the appointment of a new non-executive director following the resignation of Mr Amjad Pervez (effective 31 January 2020). The recommendation presented to the council was approved. As a reminder the NRC was charged with undertaking "a non-executive director recruitment process to replace Mr Amjad Pervez and, in particular to frame the search for candidates to ensure that we continue to strive to have a board of directors that reflects the diversity of our local population and to bring commercial acumen to the board".

<b>Meeting Title</b>	<b>Council of Governors</b>		
<b>Date</b>	<b>16 July 2020</b>	<b>Agenda item</b>	<b>CGo.7.20.8</b>

**3. Items considered by the NRC at the extraordinary meeting held on 11 Feb 2020**

3.1 Non-executive director appointment process The NRC discussed and noted the applicable sections related to the appointment of new non-executive directors, confirmed it was cognisant of its role and, that it would operate within the parameters set.

3.2 Confirmation of executive search agency Following reflective debate and discussion the committee confirmed its support for procuring the appointment of GatenbySanderson to undertake the search for a new non-executive director.

3.3 Confirmation of brief for NED search The committee considered and agreed the key details of the brief and the expectations of the NRC with regard to the process to be undertaken in relation to the appointment and which would be confirmed with the executive search agency.

3.4 Review of non-executive director job description, person specification and terms and conditions The NRC agreed to a change to the person specification to ensure the inclusion of 'desirable' commercial experience.

**4 Items considered by the NRC at the meeting held on 10 March 2020**

4.1 NRC work programme 2020-2023 Minor adjustments regarding the timing of key items were approved.

4.2 NED reappointment: Professor Laura Stroud The NRC noted the three year term end date for Professor Stroud (22 October 2020) and as per the work plan noted it would discuss in detail and develop a recommendation to the council at the next scheduled NRC meeting.

4.3 Chairperson and non-executive director appraisal processes 2020 The committee took note of new guidance published by NHS Improvement. Subject to the inclusion of a section within the appraisal process agreed in 2019 with regard to the 'personal development plans'; the updated process would be presented to the council for approval.

4.4 Update on NED recruitment process Progress was noted with regard to finalising the brief with the executive search agency (and the associated costs) related the non-executive director search.

4.5 NHSE/I guidance - NED and chair remuneration Recent guidance published by NHS England / Improvement which sought to align the remuneration of NHS trust chairs and NEDs with those of foundation trusts was reviewed. The committee agreed that future remuneration may be aligned with that reflected in the guidance however, a firm recommendation to the council would be made after the NRC had taken account of benchmarking information provided annually by NHS Providers (which the foundation trust had yet to receive).

4.6 NRC self-assessment A new NRC self-assessment tool was reviewed and approved along with the timescale for completion.

Meeting Title	Council of Governors		
Date	16 July 2020	Agenda item	CGo.7.20.8

<b>5</b>	<b>Items considered by the NRC at the meeting held on 2 July 2020 (rescheduled from 2 June 2020)</b>
5.1	<u>Board evaluation</u> Reported on under a separate item on the closed council of governors meeting agenda.
5.2	<u>Process for appointing a chair/NED/associate NED</u> Reported on under a separate item on the council of governors meeting agenda.
5.3	<u>NED remuneration annual review</u> Reported on under a separate item on the closed council of governors meeting agenda.
5.4	<u>NED terms and conditions annual review</u> Reported on under a separate item on the council of governors meeting agenda.
5.5	<u>NED reappointment update: Professor Laura Stroud.</u> Reported on under a separate item on the closed council of governors meeting agenda.
5.6	<u>NED appointments/reappointments: Ms Trudy Feaster-Gee, Mr Barrie Senior and Mr Jon Prashar</u> Reported on under a separate item on the closed council of governors meeting agenda.
5.7	<u>NRC self-assessment results</u> Positive results were noted. The key area for action was the development of a formal induction programme for new governor members of the committee.
5.8	<u>NRC terms of reference review</u> Reported on under a separate item on the council of governors meeting agenda
<b>6</b>	<b>Items considered by extraordinary meeting of the NRC held on 2 July 2020</b>
6.1	<u>Longlisting briefing</u> Committee received a briefing from GatenbySanderson regarding the 43 applications received. After detailed deliberation the committee has confirmed 9 candidates for the initial longlist. Preliminary interviews will be undertaken by the executive search agency and the NRC will meet to confirm the shortlisted candidates on 22 July 2020.
6.2	<u>Interview process.</u> NRC agreed this would be a combination of interview and 'governor focus group' discussion on a pre-agreed topic. The full details will be shared with the council once confirmed.
6.3	<u>Interview panel.</u> The interview panel is in the process of being confirmed with NRC members. Interviews for the non-executive director position are scheduled to take place on 8 September 2020.
<b>7</b>	<b>Next meetings of the NRC</b> The next quarterly meeting of the NRC is scheduled for Tuesday 8 September 2020.
<b>Recommendation</b>	
The council of governors is asked to note the report from the governors NRC	