

<b>Meeting Title</b>	<b>Council of Governors</b>		
<b>Date</b>	<b>21 October 2021</b>	<b>Agenda item</b>	<b>CGo.10.21.15</b>

## Report on the Non-Executive Director Appraisals 2021

<b>Presented by</b>	Dr Maxwell Mclean, Chairperson		
<b>Author</b>	Jacqui Maurice, Head of Corporate Governance		
<b>Governance responsibility</b>	Council of Governors		
<b>Purpose of the paper</b>	To provide a report to the Council on the completion of the Non-Executive Director appraisals in line with the process agreed with the council of governors.		
<b>Action required</b>	For decision		
<b>Previously discussed at/informed by</b>	Governors Nominations and Remuneration Committee held 21 September 2021		
<b>Previously approved at:</b>	<b>Committee/Group</b>	<b>Date</b>	

### Background

The Non-Executive Director Appraisal Process for 2021 was approved by the Council of Governors on 15 April 2021.

The Non-Executive Director appraisal process is attached in full at appendix A.

In line with the process, all Non-Executive Director appraisals have been undertaken.

Feedback from the Executive Directors and Governors has been used to inform each Non-Executive Director's appraisal.

The SMART objectives for the Non-Executive Directors have been finalised and agreed.

Prior to appraisal each Non-Executive Director has been provided with a copy of the appraisals pro-forma and objectives pro-forma to support them in preparing for their appraisal.

All Non-Executive directors have completed their annual 'fit and proper persons' self-declaration.

The Council is asked to note the report attached on the completion of the Non-Executive Director appraisals and to note that it was considered by the Governors Nominations and Remuneration Committee on 21 September 2021. The Governors Nominations and Remuneration Committee confirmed that it was assured that the process has been undertaken in line with that agreed with the Council.

The report is now presented to the Council of Governors for consideration.

### Recommendation/s

The Council is asked to confirm it is assured that the process has been undertaken in line with that agreed with the Council of Governors on 15 April 2021.

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## Non-Executive Director (NED) Appraisals 2021

### 1. Introduction

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

The appraisal process is designed to:

- a. Ensure good governance standards are adhered to and encourage personal development.
- b. Evaluate individual performance and contributions.
- c. Set clear expectations.
- d. Form an integral part of improved induction, training and development support for NEDs.
- e. Provide reassurance to the council of governors that the performance of each NED is the subject of an annual appraisal.

At the Council of Governors meeting held 15 April 2021 the Governors approved the appraisal process to be used for the Non-Executive Directors.

### 2. Appraisals and 'fit and proper persons' (FPP) requirements

All NEDs were provided with a copy of the appraisals pro-forma and objectives pro-forma to support them in considering and preparing for their appraisal. Appraisals have been undertaken with NEDs on the dates specified in the table below.

Non-Executive Director	Date of Appraisal
Mr Jon Prashar	14 May 2021
Mr Altaf Sadique	18 June 2021
Ms Karen Walker	30 June 2021
Mr Barrie Senior	23 July 2021
Ms Selina Ullah	23 July 2021
Ms Julie Lawreniuk	4 August 2021
Mr Mohammed Hussain	5 August 2021

All NEDs have completed their annual self-declaration with regard to the FPP requirements.

### 3. Feedback received that has informed each NED appraisal

- The Chief Executive has provided feedback on behalf of the Executive Directors to inform the NED appraisals.

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- Governors were invited to provide feedback via a questionnaire to support each NED appraisal.
  - The Chairman used the discussions with each Non-Executive Director to tease out their views on team and individual performance

#### **4. Setting of objectives and review of duties, areas of focus and time commitment**

Common high-level objectives have been confirmed for the coming year. The objectives cover:

- Contributions to the formulation of strategy and holding the Executive to account for the delivery of strategy
- Gaining assurance regarding finance, quality and performance
- Shaping organisational culture
- Ensuring that the Board acts in the best interests of the public
- Gaining assurance regarding finance, quality and performance
- Shaping organisational culture
- Ensuring that the Board acts in the best interests of the public

A number of individually tailored objectives related to their individual additional duties/areas of focus have been finalised with each NED.

The appraisal for each NED has also included a focus on:

- Committee and Academy roles
- Special responsibilities held
- Current time commitment
- Involvement/activities to be developed further (strengths and aspirations)
- learning and development needs
- Future time commitment

#### **5. Appraisal Outcomes**

NED appraisals were expected to be completed during quarter 1 however a number were subject to delay and as such were completed in the early part of quarter 2.

The documented outcomes from each NED appraisal have been finalised and lodged with the Associate Director of Corporate Governance/Board Secretary.

The Chair confirms that following the formal performance evaluation of each NED; the performance of each NED continues to be effective and demonstrates commitment to the role.

#### **6. Conclusion**

The Council of Governors is asked to note this report on the completion of the NED appraisals and to confirm if it is assured that the process has been undertaken in line with that agreed with the Council.

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## Appendix A

### Non-Executive Director Appraisal Process

1. Annually the Chair will confirm SMART objectives with each Non-Executive Director (NED).

<b>Definition of SMART Objectives</b>
<p><b>Specific:</b> outline in a clear statement precisely what is required</p> <p><b>Measurable:</b> include a measure to enable you to monitor progress and to know when the objective has been achieved</p> <p><b>Achievable:</b> 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</p> <p><b>Realistic:</b> focus on outcomes rather than the means of achieving them</p> <p><b>Timely:</b> agree the date by which the outcome must be achieved</p>

2. The NEDs will have a number of common high-level objectives related to the role of the NED and a couple of individually tailored objectives related to their individual additional duties/areas of focus.
3. The outcomes from any CQC and Well-Led Reviews will inform the appraisal and the setting of objectives.
4. The common high-level objectives will cover:
  - a) Contributions to the formulation of strategy and holding the executive to account for the delivery of strategy
  - b) Gaining assurance regarding finance, quality and performance
  - c) Shaping organisational culture
  - d) Ensuring that the Board acts in the best interests of the public.
5. All NED appraisals will be carried out during the same quarter of the year (April and May).
6. The Chair will meet with the NED and broadly review:
  - a) Previous year's Personal Development Plan (PDP) and SMART objectives, committee roles and special responsibilities held
  - b) Current time commitment

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- c) Involvement/activities to be developed further (strengths and aspirations), learning and development needs and, objectives for the coming year
- d) Future time commitment

7. In undertaking the NED appraisal the Chair will:

- a) Meet with the Chief Executive (who will provide collective feedback from the Executive Directors)
- b) Collect feedback from the Council of Governors

8. The Chair will review the NEDs 'fit and proper person' self-declarations annually.

9. The Chair will document the outcomes from the appraisal session including PDP and objectives identified for the forthcoming year.

10. Training and development opportunities identified will be discussed with the Board Secretary and actioned accordingly.

11. The Chair will present a report to the NRC on the appraisals of the NEDs at the end of Quarter 1 (June).

12. Where a new NED appointment has been made following completion of the annual appraisals, an appraisal will be undertaken within 12 months of appointment and a report presented to the next NRC.

13. The Chair will produce a formal report on the appraisals process undertaken which will be presented to the Council of Governors by the end of Quarter 2. In the case of a NED appointment made following the completion of the annual appraisals a report will be presented to the Council of Governors following consideration of the report by the NRC.

### Documentation

1. The NEDs will be provided with a copy of the pro forma prior to the appraisal for them to consider and prepare for their appraisal.
2. All appraisals will be documented and, following the completion of the appraisals the documents will be lodged with the Board Secretary.

**Appraisal pro forma** - This is attached at attached below at appendix 1.

**Non-Executive Director Objectives & PDP pro forma** - This is attached below at appendix 2

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## Non-Executive Director Appraisal form

<b>Name</b>	
<b>Review Period: (MM/YYYY to MM/YYYY)</b>	

### Overall assessment of performance

The performance of the individual in their role has been assessed through a formal appraisal process as

Strong	Meets requirements	Needs development

### Overall feedback and development needs

### Overall feedback from Non-Executive Director

### APPRAISAL SUMMARY

1. Previous year's objectives (see attached copy of last year's appraisal form), committee roles and special responsibilities held
2. Reflecting the values of the Foundation Trust in the delivery of objectives
3. Current time commitment
4. Involvement/activities to be developed further (strengths and aspirations), learning and development needs and, objectives for the coming year
5. Future time commitment

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6. Any further comments
Non-Executive Director views

Chair	
Signed	
Name	
Date	

Non-Executive Director	
Signed	
Name	
Date	

Chairman's annual review of 'Fit and Proper Persons' self-declaration completed	
Signed	
Name	
Date	

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**Appendix 2**

## Non-Executive Director Objectives & PDP 2021

<b>Name</b>	
<b>Review Period: (MM/YYYY to MM/YYYY)</b>	

### Identification of personal development and/or support needs

Description	Proposed intervention	Indicative timescale	Anticipated benefit/measure of success

### Common SMART high-level objectives based on;

- Contributions to the formulation of strategy and holding the executive to account for the delivery of strategy
- Gaining assurance regarding finance, quality and performance
- Shaping organisational culture
- Ensuring that the Board acts in the best interests of the public

### Individually tailored SMART objectives will relate to additional duties/areas of focus.

1.
2.
3.
4.
5.
6.

Chair	
Signed	
Name	
Date	

Non-Executive Director	
Signed	
Name	
Date	