

Meeting Title	Council of Governors		
Date	21 July 2022	Agenda item	CGo.7.22.15

Annual Review: Process for the appointment of a Chair / Non-Executive Director / Associate Non-Executive Director

Presented by	Laura Parsons, Associate Director of Corporate Governance/Board Secretary		
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Governance responsibility	Council of Governors		
Purpose of the paper	To present the process for appointment of a Chair / NED / Associate NED to the Council of Governors for approval as recommended by the Governors Nominations and Remuneration Committee (NRC).		
Action required	For approval		
Previously discussed at/informed by	NRC held on 21 June 2022		
Previously approved at:	Committee/Group	Date	

Background
<p>The process for appointing a Chair /NED / Associate Non-Executive Director was previously approved by the Council in April 2021. The Council approved amendments to section 2 on the process regarding appointments to clarify that all recommendations regarding reappointments should be referred to the NRC and then to the Council of Governors for a final decision, whether the Chair / SID and NRC are in agreement or not.</p> <p>The NRC reviewed the process at its meeting held on 21 June. There are no further changes proposed from the NRC.</p> <p>The process for the appointment of a Chair / Non-Executive Director / Associate Non-Executive Director is attached at Appendix 1.</p>
Recommendation/s
<p>The Council of Governors is asked to approve the process for the appointment of a Chair / Non-Executive Director / Associate Non-Executive Director.</p>

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Appendix 1

Process for the appointment of a Chair / Non-Executive Director / Associate Non-Executive Director

The Nominations and Remuneration Committee (NRC) will meet prior to the end of the term of office of the Chair / Non-Executive Director / Associate Non-Executive Director in sufficient time to enable an appointment / reappointment to be made.

Where a Chair / Non-Executive Director / Associate Non-Executive Director resigns mid-term, or is removed, then a meeting of the NRC (as defined within the NRC Terms of Reference) will be convened to confirm the process to be undertaken.

Actions

1. Review of the structure, size and composition of the Board of Directors

1.1 The Nominations and Remuneration Committee will, as part of its remit, regularly review the structure, size and composition of the Board of Directors and make recommendations for changes where appropriate.

1.2 With regard to each appointment / reappointment, views will be sought from the Board of Directors on the qualifications, skills and experience required for each position.

2. The process regarding reappointments

2.1 The Chair / Senior Independent Director should present to the NRC the outcomes from the appraisal of the Non-Executive Director / Associate Non-Executive Director / Chair in question and should advise the NRC if the person is seeking a further term (and that they are eligible). The Chair / Senior Independent Director would then be expected to confirm, following a formal performance evaluation, that;

The performance of the individual proposed for reappointment continues to be effective and the individual demonstrates commitment to the role, *or not*, and provide a recommendation with regard to their reappointment.

2.2 If the Chair / Senior Independent Director recommends a reappointment and that is then agreed by the NRC, then a recommendation to the full Council of Governors should be made for reappointment along with a recommendation regarding the Terms and Conditions.

2.3 If the Chair / Senior Independent Director does not recommend reappointment and that is then agreed by the NRC, then an open appointments process should be recommended to the full Council of Governors.

2.4 If the Chair / Senior Independent Director and the NRC cannot come to an agreement with regard to the reappointment, then the full Council of Governors will be asked to consider the views of the Chair / Senior Independent Director and the NRC and decide whether to make a reappointment or instigate

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an open appointments process. If an open appointments process is instigated then the person in question will be at liberty to take part in the process.

3. The process regarding new appointments

3.1 The NRC may consider procuring the services of an independent recruitment agency to assist with the recruitment process.

3.2 Where a conflict of interest is declared by a member of the NRC they are to withdraw from the appointment process.

3.3 The NRC will, with regard to each appointment;

3.3.1 Confirm the job description and person specification

3.3.2 Confirm the Terms and Conditions which will form the Chair / Non-Executive Directors' / Associate Non-Executive Directors' contract for services with the NHS Foundation Trust.

3.3.3 Confirm the associated recruitment campaign

3.3.4 Carry out shortlisting in line with the person specification and involving all members of the NRC.

3.3.5 Confirm the interview process and panel membership ensuring the panel is comprised of a majority of Governors and conduct interviews.

All panel members are required to have completed learning / development sessions with regard to 'equality and diversity' and 'interviewing and recruitment'.

4. Decision making process

4.1 A recommendation for approval will be presented to the Council of Governors from the NRC regarding reappointment / appointment, or not.

4.2 Where a reappointment / appointment is recommended for approval the NRC will also recommend for approval the associated Terms and Conditions.

4.2 Where no recommendation is forthcoming the process in relation to new appointments will begin again.

Review date: July 2023