

Meeting Title	Council of Governors		
Date	27 April 2023	Agenda item	CGo.4.23.12

## Appraisal Processes: Chair / NED 2023 – Annual Review

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 proposed Chair and NED appraisal processes 2023 for approval		
Action required	For approval		
Previously discussed at/informed by	Governors Nominations and Remuneration Committee (NRC)		
Previously approved at:	Committee/Group	Date	
	Governors NRC	21 March 2023	

### Background

#### The Chair and Non-Executive Director (NED) appraisal processes

The Council of Governors has a statutory responsibility and a pivotal part to play in ensuring that the performance of the Chair and other Non-Executive Directors is effective and that they are making an important contribution to the leadership of the Foundation Trust.

The appraisal processes for the Chair and the NEDs are required to be reviewed and approved annually by the Council of Governors. The processes were last reviewed by the NRC in March 2022 and approved by the Council of Governors in April 2022.

#### Outcomes from the Chair and Non-Executive Director Appraisal Processes 2022

- The appraisals for the NEDs and the Chair were carried out in line with the approved process during 2022.
- The report from the Senior Independent Director (SID) on the outcome of the appraisal of the Chair was presented to the NRC on 21 June 2022. The Council received and gained assurance on the report on 21 July 2022.
- The report from the Chair on the outcome of the NED appraisals was presented to the NRC for review on 10 October 2022. The Council of Governors received and gained assurance from the report on 20 October 2022.

The key outcomes from the NED and the Chair Appraisal processes have been shared with NHS England (NHSE) in line with their requirements.

#### Chair and NED appraisal processes 2023

The Council of Governors is asked to note that the new [Code of Governance for NHS Provider Trusts](#) comes into effect on 1 April 2023. Section B.2.9 of the new code refers to:

“The value of ensuring that committee membership is refreshed and that no undue reliance is placed on particular individuals should be taken into account in deciding chairship and membership of committees.”

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In light of the guidance above, an addition has been made to the NED appraisal process to reflect this consideration. This is reflected (in tracked changes) on page 1 of the proposed NED appraisal process 2023, attached at Appendix A. There are no other additions or amendments proposed to the NED appraisal process.

There are minor changes proposed to the Chair appraisal process (presented in track changes) which reflect the implementation of the new code of governance and provide clarity on when the outcomes of the NED appraisals will be considered by the NRC and presented to the Council. The Chair appraisal process is attached at Appendix B.

The NHSE chair appraisal framework states that appraisals should be undertaken during the first quarter of the financial year, therefore it is recommended that the outcome of the Chair appraisal is reported to the NRC in June 2023 and to the Council of Governors in July 2023. The NED appraisals will be reported to the NRC in September 2023 and to the Council of Governors in October 2023.

The Governors NRC reviewed the appraisal processes for the NEDs and the Chair at its meeting on 21 March 2023 and confirmed the recommendation to the Council.

#### Recommendation/s

The Council of Governors is asked to approve the NED and Chair appraisal processes attached at Appendix A and Appendix B respectively.