

Meeting Title	Council of Governors		
Date	20 July 2023	Agenda item	CGo.7.23.13

Governors Nominations and Remuneration Committee (NRC) Report

Presented by	David Wilmshurst, NRC Governor		
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 Governors NRC since the previous report presented.		
Action required	For assurance		
Previously discussed at/informed by	Governors NRC on 16 May and 20 June 2023		
Previously approved at:	Committee/Group	Date	
	N/A		

Situation and Background

1. Membership of the NRC

The NRC is comprised of the following members:

- Dr Max Mclean, Chairman (NRC committee chair)
- Mr Dermot Bolton, Public Governor
- Mr Mark Chambers, Patient Governor
- Professor Alastair Goldman, Partner Governor
- Mr David Wilmshurst, Public Governor
- Ms Helen Wilson, Staff Governor
- Ms Raquel Licas, Staff Governor

The following are 'in attendance' at the NRC:

- Faeem Lal, Interim Director of Human Resources
- Laura Parsons, Associate Director of Corporate Governance / Board Secretary
- Jacqui Maurice, Head of Corporate Governance

2. Extraordinary NRC meeting held 16 May 2023

Present: Maxwell Mclean, David Wilmshurst, Alastair Goldman, Helen Wilson, Raquel Licas, and Dermot Bolton

In attendance: Laura Parsons, Jacqui Maurice and, Faeem Lal (for item 2.2)

2.1 Governors NRC annual evaluation

The NRC collectively undertook their evaluation which covered:

- Size and composition of NRC
- Management of NRC meetings
- NRC effectiveness
- Role of the Chair
- Overall NRC performance

Only one action came from the evaluation and this was to *'include within the governor activities calendar, alongside their (NRC members) attendance record, any training*

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undertaken by each NRC member and include this as part of the governors NRC annual evaluation.'

2.2 NED appointment process

The NRC considered the options available for appointments and determined that it would prefer to use the services of a search agency to ensure that focussed attention was placed on finding NEDs to meet the brief set by the NRC. There was a requirement for a NED to chair the Audit Committee and the NRC having taken feedback from the Board, also supported the search for a NED with a strong Equality, Diversity and Inclusion focus.

3. NRC meeting held 20 June 2023

Present: Maxwell Mclean, David Wilmshurst, Alastair Goldman, Helen Wilson, Raquel Licas, Mark Chambers and Dermot Bolton

In attendance: Laura Parsons, Jacqui Maurice and Faeem Lal

3.1 NED Appointment / Reappointment

This item is presented for discussion and approval at the closed Council of Governors meeting.

3.2 Search agency and NED interview process proposal

The NRC discussed this item on both 16 May and 20 June. A brief was prepared for a search agency. The NRC considered proposals from two agencies and determined that they would work with GatenbySanderson to seek two NEDs to fill the vacancies that will be left by Barrie Senior and Jon Prashar. The group also confirmed that the process would include a stakeholder panel and interview panel.

The membership of the stakeholder panel is as follows:

- Three governors (including a staff governor)
- Non-executive director
- Deputy chief executive officer
- Representative from Bradford District & Craven Health & Care Partnership
- Staff network representative
- Medical representative (e.g. a deputy Chief Medical Officer)
- Nursing representative (e.g. an operations director of nursing)
- Finance representative (as the roles include audit chair)
- Senior operations representative (e.g. a deputy director of operations)

The interview panel is comprised as follows:

- Chairman
- Four governors
- Chief Executive
- Representative from the Integrated Care Board

The appointment schedule is currently being confirmed however it is expected that the interview will take place in early to mid-October.

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3.3 Governors NRC work plan 2023 to 2025

The NRC reviewed and confirmed the work plan.

3.4 Chair/NED/Associate NED appointment process (annual review)

This item is presented for discussion and approval by the Council under a separate agenda item.

3.5 NRC terms of reference (annual review)

This item is presented for discussion and approval by the Council under a separate agenda item.

4. Next meetings of the Governors NRC

The next quarterly meeting of the NRC is scheduled for Tuesday 19 September 2023.

Recommendation

The Council of Governors is asked to note the report from the last Governors NRC meetings.