

Meeting Title	Council of Governors		
Date	6 February 2024	Agenda item	CGo.2.24.12

## Governors Nominations and Remuneration Committee (NRC) Report

Presented by	Mark Chambers, NRC Governor		
Author	Jacqui Maurice, Head of Corporate Governance		
Governance responsibility	Council of Governors		
Purpose of the paper	To seek two self-nominations for membership of the NRC and, to provide the routine report to the Council of Governors on matters addressed by the Governors NRC since the previous report presented to the Council on 9 November 2023		
Action required	For discussion		
Previously discussed at/ informed by	Governors NRC on: - 20 November 2023 - 9 January 2024 - 19 January 2024		
Previously approved at:	Committee/Group	Date	
	N/A		

### Situation and Background

#### 1. Membership of the NRC

The NRC is currently comprised of the following members:

- Helen Hirst, Interim Chair BTHFT
- Dermot Bolton, Public Governor
- Mark Chambers, Patient Governor
- Professor Alastair Goldman, Partner Governor
- Dr Farzana Khan, Staff Governor
- David Wilmshurst, Public Governor
- Helen Wilson, Staff Governor
- Sister Raquel Licas, Staff Governor

The NRC terms of Dermot Bolton and Mark Chambers are due to end in April 2024. Nominations are therefore sought from any Governor who wishes to put themselves forward to join the NRC. Governors are requested to send their self nominations

#### • Seeking Self-Nominations for Membership of the NRC

The full terms of reference for the NRC are available [here](#). With regard to the membership of the NRC the terms of reference state:

##### 3 Membership

3.1 The membership of the Committee shall consist of at least six Governors including at least three Public/Patient Governors. Members will be appointed by the Council of Governors.

3.2 Appointments to the Committee shall be for three years for each Governor or, until their period as Governor comes to an end (whichever occurs first). Governors are able to serve more than one three-year length of tenure.

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Self-nominations are therefore sought from Governors from the Public/Patient constituencies to fill the two vacancies.

- **Self-nomination process**

Any Public/Patient Governor interested in joining the NRC should confirm their self-nomination with Jacqui Maurice, Head of Corporate Governance **by 12 noon at the latest on Friday 29 March 2024.** There is no need to provide any additional information.

Where only two nominations are received they will be appointed to the NRC from 1 May 2024 to 30 April 2027 (or until the end of their term as a governor if this is sooner). Their nominations will be confirmed at the Council of Governors meeting on 25 April 2024. Where more than two self-nominations are received; membership will be considered and confirmed by the Council of Governors at the closed meeting on 25 April 2024 and reported to the open Council of Governors on 18 July 2024.

## **2. Summary of the Extraordinary NRC meeting held 20 November 2023**

The NRC approved the arrangements relating to the recruitment of a new Chairperson in line with the appointment process agreed with the Council in July 2023. The NRC was consulted on the brief for the appointment of an executive search agency and at the meeting on 20 November the NRC;

- Approved the appointment of GatenbySanderson to support the Chair recruitment and selection process;
- Confirmed the Chair role description and person specification
- Confirmed the terms and conditions for the Chair role along with the proposed remuneration level (subject to approval by the full Council of Governors on appointment of the new Chair)
- Provided comments on the draft advert and,
- Approved the selection process and timeline.

## **3. Summary of the Extraordinary NRC meeting held 9 January 2024**

The NRC considered in detail the report from the Executive Search Agency on the longlisted candidates for the role of Chair and determined the initial shortlist from **13** applications received. The NRC confirmed **8** candidates for the initial shortlist.

In support of the interview process, the NRC also considered the membership of two stakeholder panels (one internal and one external) and the membership of the interview panel (in line with the requirements set out in the Code of Governance for NHS Provider Trusts).

## **4. Summary of the second Extraordinary NRC meeting held 9 January 2024**

The item considered at this meeting will be discussed with the Council at the closed Council of Governors meeting on 6 February 2024.

## **5. Summary of the Extraordinary NRC meeting held 19 January 2024**

The NRC considered in detail the report in relation to the Chair role from the Executive Search Agency regarding the **8** candidates identified at the previous meeting held on 9 January and confirmed that **5** candidates would form the final shortlist and be invited for interview. One candidate subsequently withdrew from the process.

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The NRC further finalised and confirmed the membership of the stakeholder panels and the interview panel.

The Council of Governors is asked to note that, with regard to the Chair appointment process, the external stakeholder panel met with individual candidates on Thursday 1 February. The internal stakeholder panel will meet with individual candidates on Friday 2 February prior to their interview on the same date. Feedback from the stakeholder panels will be presented to the interview panel in advance of each candidate interview.

A recommendation regarding the Chair appointment will be presented to the NRC for consideration on Monday 5 February.

The recommendation regarding the appointment from the NRC will be presented to the Council for approval at the closed Council of Governors meeting on Tuesday 6 February.

#### **6. Summary of the second Extraordinary NRC meeting held 19 January 2024**

The item considered at this meeting will be discussed with the Council at the closed Council of Governors meeting on 6 February 2024.

#### **7. Next meeting of the Governors NRC**

The next quarterly meeting of the NRC is scheduled for Tuesday 19 March 2024.

#### **Recommendation**

- Public/Patient Governors are asked to put forward self-nominations for membership of the NRC to fill the two forthcoming vacancies – no later than **12 noon on Friday 29 March 2024.**
- The Council of Governors is asked to note and discuss the summary reports from the last series of Governors NRC meetings.