

Report to: Council of Governors – 10 November 2021

Presented by: Mervyn Dawe, Public Governor

Author: Anna Hilditch, Assistant Trust Secretary

SUBJECT: **NOMINATIONS AND REMUNERATION COMMITTEE SUMMARY REPORT**

This report is provided for:			
Decision X	Endorsement X	Assurance X	Information

Can this subject be discussed at a public Governor meeting?	Yes
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The purpose of this report is to:

To provide a summary to the Council of Governors of the business conducted at the Nominations and Remuneration Committee, held on 27 October 2021.

Role of the Nominations and Remuneration Committee

The Committee is a committee of the Council of Governors and will advise the Council on the appointment, dismissal, remuneration and terms of service of the Chair and Non-Executive Directors of the Board. The Committee has delegated authority to manage and oversee the appointment and appraisal processes for the Chair and Non-Executive Directors on behalf of the Council.

KEY POINTS TO DRAW TO THE COUNCIL'S ATTENTION

REAPPOINTMENT OF A NON-EXECUTIVE DIRECTOR

The purpose of this report was to ask the Nominations and Remuneration Committee to recommend to the Council of Governors the reappointment of Sumita Hutchison, Non-Executive Director for a further term of 3 years.

Sumita Hutchison's first term of office would come to an end on 13 January 2022. As set out in the Trust's Standing Orders, Sumita is eligible to be re-appointed for a further 3 years. Sumita has confirmed that she does wish to be considered for reappointment for a further 3 year term.

Sumita was a valued Non-Executive Director who brought a distinctive voice to the board and a different perspective, drawing on her professional background and experiences from elsewhere. Sumita is passionate about the 'people and culture' agenda within the Trust.

Since the merger in 2019, Sumita has chaired the Trust's Charitable Funds Committee. From October 2021 she has also taken up the Chair of the Mental Health Legislation Scrutiny Committee and Vice-Chair of the recently established Great Place to Work Committee. Sumita Hutchison also holds the NED Champion roles for Equality and Diversity and Climate Protection and is the Trust's nominated Wellbeing Guardian.

The Committee received the positive summary from Sumita's recent appraisal, noting that she also has a good attendance record.

Having considered the report, Committee members fully supported this reappointment, recognising Sumita's achievements and her positive links with external organisations and communities.

The Council of Governors is therefore asked to approve this reappointment.

NON-EXECUTIVE SKILLS AUDIT 2021

The purpose of this report was to present the outcome of the annual NED Skills Audit. In order to inform future NED recruitment, a skills audit is undertaken annually of the current NEDs, including the Chair. The purpose of the audit is to identify the skills currently on the Board and, what if any, gaps exist, or will be created when individual NEDs retire. The top-level summary outcome of the skills audit was received and noted.

A paper would be brought to the March 2022 meeting of the Committee setting out recommendations for future NED recruitment which would be informed by the results of the skills audit and the future needs of the Trust.

CHAIR AND NON-EXECUTIVE DIRECTOR REMUNERATION

The purpose of this report was to remind the Committee of the decisions taken in 2020 regarding NED and Chair Remuneration.

Following the merger of the Trusts in October 2019, the Committee considered the remuneration of the NEDs and the Chair in light of the new responsibilities within the larger organisation, a new NHSI/E framework and benchmarking data, and made recommendations to the Council of Governors on changes to remuneration levels.

It was agreed by the Council that the remuneration of NEDs and the Chair would be pegged for three years (to October 2022). This paper was therefore presented to the Committee for information as, in line with the decision of Governors, no changes to remuneration levels were being recommended.

It was noted that further national guidance was expected in the coming months which would again provide a steer on remuneration levels for Trust Chairs and NEDs. Taking into account the NHS Provider 2020/21 remuneration benchmarking data, Committee members agreed with the decision to keep remuneration at the current levels and to review this again once the national guidance had been issued to ensure that GHC remained in line with its peers.

DEPUTY LEAD GOVERNOR ROLE

In July 2020, the Trust put in place interim arrangements for the Lead Governor position following the resignation of the postholder. At the time, it was agreed that it would be sensible to appoint an interim Deputy Lead Governor to provide additional cover during this period. In January 2021, the Council appointed Chris Witham into the substantive Lead Governor role. At that time, it was felt that the role of Deputy was no longer required and would be stood down. It was agreed however, that this would be revisited during the year. The purpose of this item was therefore to ask the Committee to discuss and consider whether it would wish to create a formal Deputy Lead Governor role at GHC moving forward.

Committee members agreed that a Deputy Lead Governor would be helpful to provide cover in times of sickness. The level of involvement and requirement to attend preparatory meetings would need to be considered further. In terms of appointing a Deputy, the Committee suggested that the Lead Governor should have a say in who this person would be to ensure there was an effective working relationship.

It was agreed that it would be sensible to consider this further when the Lead Governor was in attendance as it was important to receive his feedback and input. This item was therefore rescheduled for the next meeting.

NOMINATION & REMUNERATION COMMITTEE MEMBERSHIP

Following June Hennell's resignation from the Council, a vacancy had also arisen on the Nominations and Remuneration Committee. An email was sent out to all Governors on 21 October inviting expressions of interest for people to join the Committee. Two Governors expressed an interest, Kizzy Kukreja (Staff Governor) and Graham Hewitt (Public Governor). The Committee welcomed this interest, and it was agreed that both Governors be invited to join the N&R Committee. Kizzy Kukreja would become a full member immediately, replacing the position left vacant following June Hennell's resignation. Graham Hewitt would be invited to join the Committee as a shadow member, attending meetings to understand the business of the Committee, to be appointed as a full voting member when Mervyn Dawe stepped down in June 2022 (or before).

Recommendations and Decisions Required

The Council of Governors is asked to:

- **Approve** the reappointment of Sumita Hutchison as a Non-Executive Director for a further term of 3 years from 14 January 2022.
- **Note** the decision to keep NED and Chair Remuneration at the current level
- **Endorse** the revised membership of the Nominations and Remuneration Committee

Report authorised by:

Date:

Where has this issue been discussed before?

Previous Council of Governor meetings

Appendix to this Paper

N/A