

Report to: Council of Governors – 14 July 2021

Presented by: Chris Witham, Lead Governor

Author: Anna Hilditch, Assistant Trust Secretary

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

This report is provided for:

Decision	Endorsement	Assurance X	Information X
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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 30 June 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

CHAIR APPRAISAL 2020/21 – OUTCOME REPORT

The Committee received the outcome of the appraisal of the Trust Chair for 2020/21. Marcia Gallagher, Senior Independent Director was in attendance to present the report which highlighted the key themes emerging from the feedback received from Directors, Governors and stakeholders which formed the basis of the appraisal process with the Chair. It also identified areas that have arisen out of that feedback that might contribute to development plans for the forthcoming year. Assurance was received that the appraisal had been conducted in accordance with guidance issued by NHSE/I in April 2021.

The appraisal report also included Ingrid Barker's "Self-Review of the Year". It was felt that there was real merit in the Committee seeing all of the activities and components of the Chair's role, and this was welcomed by Committee members.

This was a positive appraisal and was a real tribute to Ingrid Barker's performance that she had continued to engage in a number of national and local forums over the past year. This was Ingrid's second year as Trust Chair and her leadership during Covid had been greatly valued. Ingrid had taken the sensible approach with Board colleagues to focus on achievable targets during what was an extremely challenging year. Ingrid has a strong and effective working relationship with the Chief Executive, and positive feedback was received from the Chair of the Gloucestershire ICS and the Chair of Gloucestershire Hospitals Trust who valued Ingrid's support and engagement.

The Committee received the key objectives for the Chair for 2021/22, noting that these personal objectives were aligned with those of the Chief Executive and the new Trust Strategy.

In summary, Marcia Gallagher said that 2020/21 had been a challenging year for the Trust and it was clear that Ingrid's leadership over the past year, had successfully steered the Trust through the impact of the Pandemic by her commitment, dedication and skill. A strong theme was her care and support for the health and wellbeing of all staff within the Trust. As demonstrated by feedback received from external stakeholders, Ingrid is well respected and viewed as an experienced, approachable and effective chair, dedicated to the people served by the Trust, and who makes a significant contribution to the work of the wider system.

The Committee thanked Marcia Gallagher for the report, which was well written, clear and thorough. The report contained a good balance of celebratory strengths whilst ensuring that the process carried out had been appropriately rigorous.

The Committee noted the outcome of this year's Chair appraisal process and agreed to report formally to the full Council that this information was received.

NON-EXECUTIVE DIRECTOR APPRAISAL 2020/21 – OUTCOME REPORT

The Committee received the outcome of the appraisal of the Non-Executive Directors for 2020/21.

Appraisal meetings for all NEDs took place in April 2021. In advance of each meeting, NEDs were asked to undertake a self-review focusing on their achievements over the past year and previously agreed objectives. Following the meeting, a summary of the discussion, proposed objectives and development plans were shared with each NED and signed off by both parties. The Committee received assurance that the appraisals had been conducted in accordance with guidance issued by NHSE/I in April 2021.

Appraisals were completed for Marcia Gallagher, Graham Russell, Maria Bond, Sumita Hutchinson, Jan Marriott, Dr. Stephen Alvis and Steve Brittan. Ingrid Barker informed the Committee that this had been a positive round of appraisals, and there were no areas of concern to raise with the Committee.

In summary, Ingrid Barker informed the Committee that 2020/21 had been another exceptional year, following on from the year of our merger, this time exceptional due to the Covid pandemic. The NEDs had once again risen to the challenge and worked hard to balance support for the Executive and our wider Trust colleagues whilst maintaining appropriate scrutiny and challenge in the interests of the people we serve. Whilst the pandemic has been dominant, the NEDs have contributed significantly to some key strategic priorities including the further development of our Trust Strategy and its supporting strategies, the developments in relation to the planned new Forest of Dean hospital and system working through the ICS and other partners. They have all been working from home throughout the pandemic with a handful of opportunities for face to face contact with Board colleagues and others through the year and most business being conducted via Teams. Nevertheless, they have all remained engaged and committed and have ensured good governance throughout, including providing close oversight of the Covid effort itself. The nature of online working has, however, provided welcome opportunities for NEDs to engage more than would be usual in national and regional initiatives which has brought fresh thinking and insight to the table.

The Committee noted the outcome of this year's NED appraisals process and agreed to report formally to the full Council that this information was received.

COUNCIL MEMBERSHIP AND ELECTION UPDATE

The Committee received this report which provided an update on changes to the membership of the Council of Governors and an update on progress with Governor elections. This report was noted.

RECRUITMENT OF A NON-EXECUTIVE DIRECTOR – PROGRESS REPORT

The purpose of this verbal report was to update the Nominations and Remuneration Committee on progress and current timelines for the recruitment for a Non-Executive Director.

Three strong candidates had been shortlisted and it was noted that the interviews would be taking place on 1st July. The interviews would be preceded by some discussion groups with Governors, experts by experience and senior managers. The Committee also noted that individual discussions had also taken place with each of the 3 shortlisted candidates with the Director of Finance and Graham Russell, Chair of the Resources Committee.

It was hoped that a preferred candidate could be identified following the interviews and a recommendation for appointment presented to the Council of Governors at their meeting on 14th July for approval.

Recommendations and Decisions Required

The Council of Governors is asked to:

- **Note** the content of this report, in particular the positive outcomes of the Chair and NED appraisal processes for 2020/21

Report authorised by:
Chris Witham

Date:
7 July 2021

Where has this issue been discussed before?

Previous Council of Governor meetings

Appendix to this Paper

N/A