

Council of Governors - Cover Sheet

Subject:	Report of the Governor Remuneration and Nomination Committee	Date: 31 st July 2023			
Prepared By:	Sally Brook Shanahan, Director of Corporate Affairs				
Approved By:	Claire Ward, Chair				
Presented By:	Sally Brook Shanahan, Director of Corporate Affairs				
Purpose					
To seek approval and recommend to the Council of Governors the recruitment of one additional Non-Executive Director, and to approve: <ul style="list-style-type: none"> the outline JD & Person Specification the remuneration, and the proposed timeline 	Approval	X			
	Assurance				
	Update				
	Consider				
Strategic Objectives					
Provide outstanding care in the best place at the right time	Improve health and well-being within our communities	Empower and support our people to be the best they can be	To continuously learn and improve	Sustainable use of resources and estate	Work collaboratively with partners in the community
X	X	X	X		
Principal Risk					
PR1	Significant deterioration in standards of safety and care				
PR2	Demand that overwhelms capacity				
PR3	Critical shortage of workforce capacity and capability				
PR4	Failure to achieve the Trust's financial strategy				
PR5	Inability to initiate and implement evidence-based Improvement and innovation				
PR6	Working more closely with local health and care partners does not fully deliver the required benefits				
PR7	Major disruptive incident				
PR8	Failure to deliver sustainable reductions in the Trust's impact on climate change				
Committees/groups where this item has been presented before					
Governor Remuneration and Nominations Committee – 20 th July 2023					
Acronyms					
NED – Non-Executive Director NHSE – National Health Service England PR6 – Principal Risk 6 N&RC - Nomination and Remuneration Committee					
Executive Summary					
A discussion about a proposal to recruit one additional Non-Executive Director was held at the Governor Remuneration and Nomination Committee meeting on 20 th July 2023. With the benefit of a discussion, the Committee agreed to recommend to the Council of Governors (CoG) the recruitment of one additional Non-Executive Director, and to approve: <ul style="list-style-type: none"> the outline Job Description & Person Specification the remuneration, and the proposed timeline, noting that this was moved forward so it would occur substantially in September 2023 rather than proceeding substantially in August 2023 as noted in the paper that went to the Committee. 					

Background Information

The process for the appointment of NEDs is led by the Nomination and Remuneration Committee on behalf of the Council of Governors under the guidance of the Trust Chair.

The Nomination and Remuneration involvement comprises:

- Agreeing any specific skill requirements
- Agreeing the role, job and person descriptions
- Determining the approach to identifying potential candidates
- Short listing candidates for interview
- Participating in the interview panel, noting a majority of the panel will be from the Council of Governors
- Recommending the preferred candidate to the Council of Governors
- Approval of recommendation noting this requires positive support from a numerical majority of a quorate Council of Governors meeting either present at the meeting or responding to an electronically distributed recommendation from the Governors' Remuneration and Nomination Committee. In rare cases, the Council of Governors may decide not to approve the candidate but must give legitimate, factual and legally sound reasons for withholding its approval, and,
- Ensuring that appropriate succession planning is in place

Meetings to undertake the above are chaired by the Trust Chair in the case of a NED appointment. The Chair will share the outcome of the exercise with the Trust Board and include in the next Annual Report.

Against this background and in order to:

- assist with NED succession planning,
- enhance the skill sets amongst the NEDs from which to draw Committee Chairs and members, and to
- support the proposals under consideration for a new Board Committee to be established to take ownership of the two Strategic Objectives currently without alignment to a Board Committee (Improve health and wellbeing within our communities & Work collaboratively with partners in the community) along with BAF risk PR 6 (Working more closely with local health partners does not fully deliver the required benefits),

the Governors' Remuneration and Nominations Committee, at its meeting on 20th July 2023, agreed to recommend to the Council of Governors that a further Non-Executive Director be appointed.

The guidance for governors on the appointment and removal of the chair and other Non-Executive Directors is contained in the NHSE (formerly Monitor) Guidance - "Your statutory duties, A reference guide for NHS Foundation Trust governors".

Paragraph 7.15.2 of the Trust's Constitution affirms that the appointment or removal of the Chair and other Non-Executive Directors requires the approval of the Council of Governors.

Job Description

In preparation for the recruitment process the Governors' Remuneration and Nominations Committee considered the knowledge, skill and experience requirements to be included in the Job Description for the appointment of the new NED, taking into account future requirements, and agreed to recommend it to the Council of Governors, acknowledging the potential that some final refinement may be required to the final issued version.

Remuneration and term of office

For Sherwood Forest Hospitals NHS Foundation Trust, as a foundation trust and in accordance with its Constitution, it is for the Council of Governors to determine the remuneration for the chair and non-executive directors.

In relation to the terms of an appointment, Non-Executive Directors are appointed for terms of office of a maximum of three years in accordance with Trust's Constitution and are currently paid £13,000 per annum. The Committee agreed to recommend to the Council of Governors that the same salary should be set for the proposed new NED role.

Proposed Recruitment Timeline

Following the review of the Job Description, Person Specification, remuneration and proposed timeline by the Remuneration and Nomination Committee, to recommend them to the full Council of Governors' meeting on 31st July 2023. If approved by the Council of Governors at its meeting on 31st July 2023, to proceed with the indicative recruitment timetable as follows:

- advertise the role on NHS Jobs for 3 weeks with a closing date in w/c 4th September 2023
- Remuneration and Nominations Committee members to shortlist candidates thereafter (week commencing 11th September 2023).
- A panel drawn from the Remuneration and Nominations Committee to interview candidates in week Commencing 17th or 24th September 2023 at which the panel should satisfy itself that the appointment process is appropriate and compliant with applicable law and process and that the proposed appointee has the right qualities to meet the job description taking into account the views of the board of directors on the qualifications, skills and experience required for the role.
- The panel should decide which candidates are appointable and, in or before w/c 2nd October 2023 put forward a recommendation on behalf of the Remuneration and Nomination Committee to a meeting of the Council of Governors for approval of the appointment at which approval by a majority of the governors attending the meeting is required.

Recommendations:

The Council of Governors is asked to consider and **approve** the following recommendations from the Governors' Remuneration and Nominations Committee:

- the Job Description and Person Specification for the new NED role at Appendix 1
- the remuneration of £13,000 per annum for the new NED, and
- to proceed with the recruitment timeline for the recruitment of a new NED as outlined above.