

Front sheet: Council of Governors
Item number: 6
Date: 24 April 2025

Private/ public paper:	Public
Report Title:	Nomination and Remuneration Committee (NRC) Report
Author(s) Accountable Director:	Bethan Devonald, Senior corporate assurance officer Dawn Pearson, Associate director of communications and corporate governance
Presented by:	Sharon Mays, Chair Dawn Pearson, Associate director of communications and corporate governance
Vision and values:	The Trust vision is to ensure we work together for service users. Governance reporting supports the commitment to quality , ensuring we work together to improve services and deliver outstanding care .
Purpose and key actions:	The purpose of this report is to update the Council of Governors on the activity of the NRC, including the proposed process for both the Chair and the non-executive director (NED) appraisals for performance over the review period of 2024-2025 and the NRC review of effectiveness. The paper sets out: <ul style="list-style-type: none"> • The background to the appraisal process • The newly published guidance on Board appraisals 2025 • The proposed appraisal approach for the Chair • The proposed appraisal approach for Non-executive Directors (NED) • The NRC review of effectiveness and proposed changes to the NRC terms of reference • Recommendations • Supporting information as attachments
Executive summary:	<p><u>Chair appraisal</u></p> <ul style="list-style-type: none"> • NRC received recommendations in respect of the annual appraisal process for the Chair which will be conducted in line with the national Leadership Competency Framework launched in February 2024. • New guidance for all Board members was published on 1 April 2025, after the process was agreed at the NRC meeting. Following a review of this guidance, it has been confirmed that no changes are required to the process agreed by the NRC, as the agreed process complies with the new guidance. <p><u>NED appraisals</u></p> <ul style="list-style-type: none"> • Recommendations were received in respect of the annual appraisal process for the NEDs. • Following a review of the new Board member appraisal guidance (April 2025), it has been confirmed that only two minor changes are required to the process agreed by the NRC: <ul style="list-style-type: none"> ○ The “mini” 360 feedback for all Board members has been updated to reflect both the values and the NHS England (NHSE) leadership competency domains. The updated form can be found at appendix 1.

- An overall performance rating is required for NEDs and a section at the end of the NED appraisal reflection form has been added to accommodate this. The updated form can be found at **appendix 2**.

The Nominations and Remuneration Committee annual self-assessment
The feedback received from the NRC self-assessment, **found at appendix 6**, does not suggest a need to change the terms of reference (TOR), therefore only minor changes are required, to update job titles and ensure the document fits with current working practice. A tracked change version of the TORs can be found at **appendix 7**.

Appendices:

- **Appendix 1:** NED appraisal mini 360 (For information, updated since NRC meeting following new guidance)
- **Appendix 2:** NED appraisal reflection form (For information, updated since NRC meeting following new guidance)
- **Appendix 3:** Chair appraisal questionnaire for the period 2024-25 for completion by Governors via email and google forms and hard copies will be posted on request
- **Appendix 4:** Chair appraisal Process
- **Appendix 5:** NED appraisal questionnaire for the period 2024-25 for completion by Governors via email and google forms and hard copies will be posted on request.
- **Appendix 6:** NRC self-assessment
- **Appendix 7:** NRC terms of reference for approval

Which strategic objective does the item primarily contribute to:					
Effective Use of Resources	Yes	x	No		
Deliver Outstanding Care	Yes	x	No		
Great Place to Work	Yes	x	No		
Ensuring our services are inclusive	Yes		No	x	
What is the contribution to the delivery of standards, legal obligations and/or wider system and partnership working.					
<ul style="list-style-type: none"> • Code of Governance • NHSE requirements around Chair appraisal processes – NHSE Framework 2024 for conduction annual appraisals of NHS chairs (CAF) https://www.england.nhs.uk/long-read/framework-for-conducting-annual-appraisals-of-nhs-chairs/#appendix-3-nhs-chair-appraisal-reporting-template • NHS E requirements around NED appraisal process Non-executive opportunities in the NHS » Non-executive Directors performance appraisal: a good practice guide • NHS E requirements around fit and proper persons for Board members NHS England » NHS leadership competency framework for board members 					
BAF and corporate risk/s:	There are currently no Board Assurance risks, or corporate risks associated with this item. Stable and experienced leadership is key to sustaining ongoing improvement, and therefore there would be risks associated with not undertaking an appropriate appraisal process.				
Any background papers/ items previously considered:	Paper to the NRC on 1 April 2025 on Chair and NED appraisal process. No previous paper to CoG.				

Recommendation:	<p>The Council of Governors are asked to:</p> <ul style="list-style-type: none">• Approve proposed questions for Council of Governors in the Chair's 360 assessment see appendix 3.• Approve the Chair appraisal process see appendix 4• Approve the NED appraisal process• Approve proposed questions for Council of Governors in the NED's assessment see appendix 5.• Receive and approve the changes to the NRC terms of reference attached in appendix 7.
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**Council of Governors
Nomination and Remuneration Committee (NRC) Report
24 April 2025**

1. Purpose of the report

The purpose of this report is to update the Council of Governors on the activity of the NRC, including the proposed process for both the Chair and the non-executive director (NED) appraisals for performance over the review period of 2024-2025 and the NRC review of effectiveness. The paper sets out:

- The background to the appraisal process
- The newly published guidance on Board appraisals 2025
- The proposed appraisal approach for the Chair
- The proposed appraisal approach for Non-executive Directors (NED)
- The NRC review of effectiveness and proposed changes to the NRC terms of reference
- Recommendations
- Supporting information as attachments

2. Background

On 28 February 2024, NHS England (NHSE) launched its leadership competency framework (LCF) for Board members. This was accompanied by a revised chair appraisal framework. These now form part of a planned suite of management and leadership development training, tools and resources for NHS organisations. The framework applies to all Board members of NHS provider organisations, integrated care boards (ICB) and NHS England. The aim is to support NHS organisations to recruit, appraise and develop Board members against a set of core competencies, to support the appointment of diverse, skilled and proficient leaders.

The six competency domains are:

- Driving high quality and sustainable outcomes
- Setting strategy and delivering long-term transformation
- Promoting equality and inclusion, and reducing health and workforce inequalities
- Providing robust governance and assurance
- Creating a compassionate, just and positive culture
- Building a trusted relationship with partners and communities

3. New guidance published April 2025

On 1 April 2025, the guidance for appraisal of Board members was updated. This guidance has been reviewed by the corporate governance team to identify and changes. Following this review, it is confirmed that both the Chair and NED process agreed by NRC in March 2025 remains in line with new guidance except for two minor changes.

The first change relates to a requirement that the board appraisal process ensures that the 6 domains in the NHS LCF are now included in the **assessment, discussion and documentation of the appraisal**. Therefore the “mini” 360 assessment which is completed by all members of the Board should include these 6 domains. This can be found at

appendix 1. The second change relates to a requirement to have an overall performance rating during board members appraisal. Therefore, a box has been added to the NED appraisal reflection form to allow space to give this rating. This updated form can be found at **appendix 2.** There are no changes required for the Chair as an overall rating is already included in the NHS E reporting template which is unchanged from last year, and the LCF domains are already included in the feedback for the appraisal. See attachment in **appendix 3.**

You can view the framework and associated templates here for more information: [NHS England » Framework for conducting annual appraisals of NHS chairs \(CAF\)](#)

In addition, the updated Board member guidance published on 1 April 2025 can be found here: [NHS England » Board member appraisal guidance](#)

3. Chairs appraisal 2024-2025

This framework published in 2024 for Chairs continues to be relevant following the updated guidance for all members, this framework establishes a standard process, consisting of four key stages, to be applied to the annual appraisal of Chairs. The Chair's appraisal should take place before the end of June each year. The process is attached in **appendix 4** and a summary is set out below:

Stage 1: Appraisal preparation

The Chair and the senior independent director will review the contents of the assessment template and determine whether to seek further feedback.

Additional areas of focus for this information could include the Chair's previous appraisal, personal development plan, in-year objectives and key aspects of the board development plan. In addition, the NHS LCF and the current overall performance of the respective system or organisation is considered.

In addition, preparation for appraisal by the facilitator is to speak with the NHSE regional director to ascertain whether any areas of competency should receive particular focus.

Stage 2: Multisource assessment

Assessment of the Chair's effectiveness will also be sought from a range of key stakeholders. Engagement will take place with external stakeholders, the lead Governor and Board members, following the documentation in the NHSE framework. A focused set of questions will be used by all Governors and can be found attached in **appendix 3.**

Stage 3: Evaluation

Following the assessment process a summary of all responses will be shared with the Chair, senior independent director, lead Governor and up to three members of the NRC who will facilitate the appraisal process.

Stage 4: Appraisal output

The key points arising from the appraisal discussion will be formally recorded by the appraisal facilitator and agreed by the Chair.

4. NED appraisal 2024-2025

Appraisals for NEDs will take place in July following the completion of the Chair's appraisal in June. A timetable detailing the appraisal process will be shared with Governors and NEDs once agreed. Appraisals will be undertaken by the Chair alongside the Lead Governor and up to three members of the NRC, subject to availability.

All NEDs will complete a self-reflection form which has now been updated from the previous year 2023-2024. In addition, each NED will complete a form which will focus on demonstrating individual performance against objectives and the leadership competency domains. This form will support this process, and it is worth noting that these domains are also reflected in the questions for both the Chair and NED 360 questionnaire completed by Governors.

Also, as last year several Board members (a combination of NEDs and Executive Directors) will be asked to give feedback on the NED as a "mini" 360 with feedback. It was originally proposed to NRC that this be based around the Trust's values, however following the updated guidance on the 1 April, **it is now proposed that this form reflect both the Trust Values and the 6 domains of the NHS LCF to ensure that these are covering during the assessment, discussion and documentation for NED appraisals.** This form has been agreed by the Chief Executive for all Board members.

Following completion of each NED appraisal a report on the outcome of all appraisals will be received by the NRC. After this a report will be received at the Council of Governors to provide an update on the appraisal process and provide assurance that an appropriate process has been followed, and to ensure the NRC have undertaken delegated functions appropriately.

5. NRC review of effectiveness and proposed changes to the NRC terms of reference

The committee received the NRC annual self-assessment, **this can be found at appendix 6.** Seven out of eight members responded with completed questionnaires. The feedback received does not suggest a need to change the terms of reference (TOR). Members felt that the NRC is running effectively overall, and meeting effectiveness has been supported by the increase in membership during 2024- 2025. Therefore, only minor changes to the TOR are required, to update job titles and ensure the document fits with current working practice. A tracked change version of these TORs can be found at **appendix 7**, which need to be approved by the CoG.

6. Recommendations

The Council of Governors are asked to:

- Approve proposed questions for Council of Governors in the Chair's 360 assessment **see appendix 3.**
- Approve the Chair appraisal process **see appendix 4**



- Approve the NED appraisal process
- Approve proposed questions for Council of Governors in the NED's assessment **see appendix 5.**
- Receive and approve the changes to the NRC terms of reference attached in **appendix 7.**

Appendices:

- **Appendix 1:** NED appraisal mini 360 (For information, updated since NRC meeting following new guidance)
- **Appendix 2:** NED appraisal reflection form (For information, updated since NRC meeting following new guidance)
- **Appendix 3:** Chair appraisal questionnaire for the period 2024-25 for completion by Governors via email and google forms and hard copies will be posted on request
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Appendix 1 – 360 Feedback for the appraisal of Non-Executive Director (NED) from the Board, aligning values with the leadership competency domains

Appraisee – INSERT NAME

In each box, please give a summary of how this Board member performs against the domain and value, think about areas of strength and Identified opportunities to increase impact and effectiveness. Please see guidance sheet for more information on the 6 domains.

Domain 1: Driving high quality, sustainable outcomes Value: Improving Lives	Domain 2: Setting strategy and delivering long-term transformation	Domain 3: Promoting equality and inclusion, and reducing health and workforce inequalities Value: Everyone counts	Domain 4: Providing robust governance and assurance Value: Commitment to Quality	Domain 5: Creating a compassionate, just and positive culture Value: Respect and Kindness	Domain 6: Building trusted relationships with partners and communities Value: Working together for service users

Appendix 1 – 360 Feedback for the appraisal of Non-Executive Director (NED) from the Board, aligning values with the leadership competency domains

Further comments:

- What have they done well in the last year?
- What could they have done even better?
- Anything else you wish to add?

Guidance: (on a separate attachment)

Domain 1: Driving high quality, sustainable outcomes

- The Board Member personally seeks out and acts on performance feedback and review and continually build their own skills and capability.
- The Board Member is committed to ensuring excellence in the delivery (and / or the commissioning) of high quality and safe care, including our workforce.
- The Board Member seeks to ensure that their organisation demonstrates continual improvement, increases productivity and brings about better health and care outcomes with lasting change and improvement

Domain 2: Setting strategy and delivering long-term transformation

- The Board Member personally seeks out and uses new insights on current and future trends and use evidence, research and innovation to help inform strategies.
- The Board Member leads the development of strategies which deliver against the needs of people using our services, as well as statutory duties and national and local system priorities.

Appendix 1 – 360 Feedback for the appraisal of Non-Executive Director (NED) from the Board, aligning values with the leadership competency domains

Domain 3: Promoting equality and inclusion, and reducing health and workforce inequalities

- improves population health outcomes and reduce health inequalities by improving access, experience and the quality of care
- ensures that resource deployment takes account of the need to improve equity of health outcomes with measurable impact and identifiable outcomes reduces workforce

Domain 4: Providing robust governance and assurance

- The Board Member understands their responsibilities as a board member and how the Board works together as a unitary board to reach collective agreement on their approach and decisions.
- The Board Member uses a variety of information sources and data to assure the organisation's financial performance, quality and safety frameworks, workforce arrangements and operational delivery.

The Board Member, together with the rest of the board, is visible throughout the organisation and their leadership is underpinned by the organisation's behaviours, values and standards. They are seen as a Well Led organisation and they understand the vital importance of working collaboratively.

Domain 5: Creating and compassionate, just and positive culture

The Board Member personally:

- speaks up against any form of racism, discrimination, bullying, aggression, sexual misconduct or violence, even when they might be the only voice
- challenges constructively, speaking up when they see actions and behaviours which are inappropriate and lead to staff or people using services feeling unsafe, or staff or people being excluded in any way or treated unfairly
- promotes flexible working where possible and uses data at board level to monitor impact on staff wellbeing and retention

The Board Member contributes as a leader:

- to develop a supportive, just and positive culture across the organisation (and system) to enable all staff to work effectively for the benefit of patients, communities and colleagues
- to ensure that all staff can take ownership of their work and contribute to meaningful decision making and improvement

Appendix 1 – 360 Feedback for the appraisal of Non-Executive Director (NED) from the Board, aligning values with the leadership competency domains

- to improve staff engagement, experience and wellbeing in line with our NHS People Promise (for example, with reference to equality, diversity and inclusion; freedom to speak up; personal and professional development; holding difficult conversations respectfully and addressing conflict) to ensure there is a safe culture of speaking up for our workforce

Domain 6: Building trusted relationships with partners and communities

- The Board Member is part of a board that recognises the need to collaborate, consult and co-produce with colleagues in neighbouring teams, providers and systems, people using services, our communities and our workforce.
- The Board Member identifies and communicates the priorities for financial, access and quality improvement, working with system partners to align our efforts where the need for improvement is greatest.
- The Board Member recognises and champions open and constructive communication with all system partners to share a common purpose, vision and strategy.



Appendix 2 Non-Executive Director (NED) appraisal summary for the period 2024-25 self-reflection form

The appraisal process is important to ensure that NEDs feel motivated, well supported, and confident dealing with the many issues and challenges they will face in their role. An effective appraisal will enable NEDs to evaluate their performance, receive constructive feedback, build upon strengths, and address any areas for development.

NEDs are asked to complete the following forms:

- Self-reflection form
- Performance against objectives and competency domains

Please complete and return these two forms by XX 2025.

Where a NED is relatively new in post – they are asked to complete this form based on their experiences to date.

Name	
Organisation	SHSC
Year	1 April 2024 - 31 March 2025

1. Summary - looking back at your contribution over the past year.

During your PDR you will also use the separate form 'Performance against objectives and competency domains' to aid discussion on your contribution to over the last year.

Consider the following which may be helpful as prompts:

- In summary what has stood out over the last year– contribution/impact to be proud of?
- In summary what challenges were faced and what have you learnt from these?
- How have you lived the values of the Trust



- What support have you appreciated?
- What development has helped you the most?
- How are you feeling and what further support and/or reasonable adjustments do you need to improve your health and wellbeing?

2. Looking forward to the next 12 months –

Following this, your PDR objectives for the next year will be agreed.

Consider the following:

- Suggest your work priorities and objectives
- How do we ensure you feel valued and recognised for your contribution?

3. Developing you

Consider the following:

- Identify development needs to support your role and objectives
- Discuss any NED/Chair career ambitions
- Detail any personal development agreed in the last review, how has this helped?



4. Any further comments or areas you wish to highlight, including any actions agreed to improve performance

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5. Overall summary of performance:

Improvement needed		Satisfactory		Good		Outstanding	
Partially meets performance standards	<input type="checkbox"/>	Meets performance standards	<input type="checkbox"/>	Partially exceeds performance standards	<input type="checkbox"/>	Exceeds performance standards	<input type="checkbox"/>

6. Suitability for appointment/re-appointment (where applicable)

The appraisee has confirmed they continue to be a 'fit and proper person' as outlined in [regulation](#) 5 and there are no pending proceedings or other matters which may affect their suitability for appointment.

YES/NO – If NO please provide details.

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Summary box (for completion by the Chair following the appraisal)

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Appraiser	
Signed	
Name	
Date	

Appraisee	
Signed	
Name	
Date	

Appendix 3

2025-26 Chair appraisal for the period 1 April 2024-31 March 2025

Stakeholders Questionnaire – Governors

Guidance notes to support completing the form.

You are asked to confirm the extent to which you agree with each statement in relation to Sharon Mays, the Chair of Sheffield Health and Social Care NHS Foundation Trust.

We understand you may not feel able to answer all the questions, if so, please do indicate this on the form and perhaps consider adding an observation in the comment box to help the Senior Independent Director in their discussions with the Chair.

For information and to support you in confirming the level to which the Chair meets each statement some of the ways in which you can do this is from how you observed their performance, for example:

- Your observations of their leadership in Chairing Council of Governors meetings/ Nominations and Remuneration Committee meetings/ Governor Development sessions/ the Annual Members Meeting
- Your observation of them at the Chair drop-in sessions with Governors
- Your observations of them Chairing Board of Directors meetings
- Your observations of their leadership of Board recruitment
- Any other direct engagement you may have had with them collectively or as individuals.
- Feedback received from them at every meeting of the Council of Governors and at the Board of Directors on their engagement in the Trust and as part of the system locally, regionally and nationally.

There are six new competency domains for Board members which have been used to support developing the questions on this form and are reflected in the detailed self-assessment the Chair is asked to complete in advance of their appraisal with the Senior Independent Director, Lead Governor, Deputy Lead Governor and another member of the Nominations and Remuneration Committee:

- Domain 1 - Driving high quality and sustainable outcomes.
- Domain 2 - Setting strategy and delivering long-term transformation.
- Domain 3 - Promoting equality and inclusion and reducing health and workforce inequalities.
- Domain 4 - Providing robust governance and assurance.
- Domain 5 - Creating a compassionate, just and positive culture.
- Domain 6 - Building a trusted relationship with partners and communities.
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NED APPRAISAL FORM FEEDBACK FROM GOVERNORS

I am a public/staff/service user/carers Governor – please delete as appropriate.

This feedback is for the Chair of the Board of Directors and Council of Governors – Sharon Mays

Please note:

- We know it can be difficult to answer the statements, but you will have seen examples of where the Chair has met many of these through your observation of their leadership of Governor meetings, and various engagement events, drops in, ad hoc support and so on.
- Please give feedback which is thoughtful and balanced.
- If do not feel able to answer do indicate this but perhaps consider adding an observation into the comment box which may help the Senior Independent Director in their discussions with the Chair as part of their appraisal.

Domain 1 - Driving high quality and sustainable outcomes

	Statement	Strongly agree	Agree	Dis-agree	Strongly disagree	Do not feel able to answer
1	I can see that the Chair has a strong level of commitment to ensuring we deliver the best possible quality outcomes for those we support and that they drive and challenge around the need for continuous improvement and delivering value for money.					

Additional comments

Domain 2 - Setting strategy and delivering long-term transformation

	Statement	Strongly agree	Agree	Dis-agree	Strongly disagree	Do not feel able to answer
2	I can see that the Chair has a strong level of understanding of the key strategic issues facing the Trust and ensures appropriate discussion takes place on these at the Board of Directors and Council of Governors.					

Additional comments						
Domain 3 - Promoting equality and inclusion, and reducing health and workforce inequalities						
	Statement	Strongly agree	Agree	Dis-agree	Strongly disagree	Do not feel able to answer
3.	I can see the Chair shows an understanding of a range of Equality Diversity and Inclusion issues and that they understand and promote the value of working together internally and with our partners to find ways together to address inequality.					
4.	Where I have observed them chairing a meeting e.g. a Board meeting, Council of Governors meeting or Nominations and Remuneration Committee meeting I can see that they try to ensure all those participating have a voice, has sufficient time and opportunity to engage.					
Additional comments						
Domain 4 - Providing robust governance and assurance						
	Statement	Strongly agree	Agree	Dis-agree	Strongly disagree	Do not feel able to answer
5	I have seen the Chair challenge constructively, respectfully and supportively in meetings and I have seen that they encourage others to do so including in answering questions from the Governors.					
6	I have seen examples of where the Chair has sought specific further assurance for example with transformation programmes such as service changes in our community					

	services.					
Additional comments						
Domain 5 - Creating a compassionate, just and positive culture						
	Statement	Strongly agree	Agree	Dis-agree	Strongly disagree	Do not feel able to answer
7	I can see that the Chair is committed to ensuring the Board leads the organisation in a compassionate and proactive way. Ensuring a focus on Quality and Safety first with a culture that encourages people to feel able to speak up.					
Additional comments						
Domain 6 - Building a trusted relationship with partners and communities						
	Statement	Strongly agree	Agree	Dis-agree	Strongly disagree	Do not feel able to answer
8	I consider the Chair to have engaged effectively with the Council of Governors both within the formal meetings and through other wide-ranging mechanisms.					
Additional comments						
Personal development, style and impact						
	Statement	Strongly agree	Agree	Dis-agree	Strongly disagree	Do not feel able to answer
9	I consider the Chair to act consistently in line with our Trust values. These are: <ul style="list-style-type: none"> Working together for service users Respect and kindness Everyone counts 					

	<ul style="list-style-type: none"> • Commitment to quality • Improving lives 					
Additional comments						
Areas in which the Chair has particular strengths or areas where further development or support to them would be helpful.						
10	Any final observations:					

Appendix 4

Chair appraisal proposed process – 2025 for the reporting period 1 April 2024 – 31 March 2025

Timetable Sheffield Health and Social Care NHS Foundation Trust

Reference – NHSE/I Framework for conducting annual appraisals of NHS provider chairs updated April 2021 and February 2024

Process timetable in summary

- Preparation for and conduct of the Chair's appraisal should be facilitated by the senior independent director (SID)
- The SID calls in and receives the Chairs self-evaluation and all assessment feedback from participant stakeholders. This is facilitated by the associate director of communications and corporate governance (Board Secretary) see **annex A** for the emails to be sent to stakeholders to call in input.
- Input will be called in from Board members, external stakeholders (including the Regional Director) and governors on **28 April 2025** for receipt by **12 May 2025**
- Input to be collated by the associate director of communications and corporate governance for the SID and the Chair
- Self-assessment to be received from the Chair by **23 May 2025**
- The appraisal will take place on 3 June 2025 (as agreed by SID and Lead governor)
- Report to be drafted by the associate director of communications and corporate Governance for the SID, for receipt at NRC on **10 June** and COG on **19 June 2025**
- The full appraisal process should be completed and submitted by to NHSE for onward sharing with the Senior Appointments and Assessment team (SAAT) at england.chairsappraisal@nhs.net to facilitate regional director review. Once approved by the regional director, SAAT will send it to NHS England's Chief Operating Officer for review (and for ICBs and NHS trusts, endorsement). NHS England's Chief Operating Officer will exercise discretion in seeking further information and/or moderating the appraisal outcomes, if such action is deemed necessary.

Stage 1 – April 2025	Stage 2 – Multisource assessment – To be circulated on 29 April for receipt by 14 May 2025	Stage 3 – Evaluation 17 – 31 May 2025	Stage 4 – Appraisal output 1 – 20 June 2025
<p>Appraisal Prep</p> <ul style="list-style-type: none"> • Draft process to be received at NRC 1 April 2025 • 6 competency domains to be used • Determine which stakeholders to invite to contribute. • All stages should be completed to support submission nationally by 30 June 2025 • SID to contact NHSE/I regional director Richard Barker to ask if there are any areas of competency for specific focus this year. 	<ul style="list-style-type: none"> • Governors will be provided with the form to complete either by email or Google survey <p>Other stakeholders might include:</p> <ul style="list-style-type: none"> • Non-Executive Directors (this includes a private meeting of the SID with the NEDs without the chair present) • Chief Executive • Executive Directors • ICS Chair • Commissioners and other system partners • Patient and public representative leads • Peer (s) from other Trusts • SID to circulate self-assessment template to Chair with deadline for response to be provided by 23 May 2025 [this self-evaluation should include detail on personal development and support needs] • The templates provided through the framework are not 	<ul style="list-style-type: none"> • Associate director of communications and corporate governance to amalgamate feedback for SID and the Chair for their discussion. • Chair self -assessment due for receipt by 23 May. • SID – discuss feedback received alongside the Chair's self-assessment with the Chair and Governor appraisers and SID and Chair complete the joint form 	<ul style="list-style-type: none"> • Appraisal to take place on Tuesday 3 June 2025 (agreed by SID and Lead governor) • Reports to be received from SID with support from associate director of communications and corporate governance at 10 June for circulation of outcome to the 19 June CoG • After completing all local activity, a copy of the appraisal reporting template should be sent to the Senior Appointments and Assessment team (SAAT) at england.chairsappraisal@nhs.net by 30 June 2025 to facilitate regional director review. • Once approved by the regional director, SAAT will send it to NHS England's Chief Operating Officer for review (and for ICBs and NHS trusts, endorsement). NHS England's Chief Operating Officer will exercise discretion in seeking further information and/or moderating the appraisal outcomes, if such action is deemed necessary.

	prescriptive but the 6 competencies should be reflected. Templates are attached to the report.		
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Annex A

Draft emails to stakeholders for the 360 element

Emails to go with the forms for completion from the associate director of communications and corporate governance (co-ordinating responses on behalf of the SID)

To Board members

Dear Colleague

I am writing to you on behalf of Anne Dray NED and Senior Independent Director at SHSC in respect of the annual appraisal for the SHSC Chair Sharon Mays to ask you to take part in the 360 element of our process by completing and returning the attached template. We are hoping that you will contribute to this multisource assessment, along with other colleagues both internal and external to SHSC we are approaching.

Anne is undertaking the appraisal in line with the NHSE updated Framework for the appraisal of Chairs February 2024 and is required to meet the national timeframe of submission of the outcome of appraisals centrally by the end of June 2025.

We are conscious that everyone continues to be extremely busy at the present time, and our timeframe for returning completed forms is tight, but we hope that you will find time to consider and contribute to this important process – we would be grateful for a response from you **by 12 May 2025** to support the appraisal due to take place in early June.

It is recognised that within the total group of those being asked to contribute, an individual's knowledge of, and engagement with, Sharon will vary and therefore the extent to which you can complete each section will also vary. Please consider each section and indicate the respective level of competency for each element where you can. We appreciate that for some colleagues your contribution may only be provided via Part 3 'Additional Commentary'. All contributions will be very much appreciated.

In my role as facilitator, I would like to reassure you that all contributions will be treated with in the strictest confidence. All contributions will be anonymised and collated into the supporting documentation Anne will discuss with Sharon in her appraisal. No directly attributable comments will be included.

Should you wish to discuss any element of your response with me or with Anne in strict confidence then please request to do so.

Kind Regards

Email to external colleagues

Dear xxxx

I am writing to you on behalf of Anne Dray NED and Senior Independent Director at SHSC in respect of the annual appraisal for the SHSC Chair Sharon Mays to ask you to take part in the 360 element of our process by completing and returning the attached template. We are hoping that you will contribute to this multisource assessment, along with other colleagues both internal and external to SHSC we are approaching.

Anne is undertaking the appraisal in line with the NHSE/I guidance document *Framework for conducting annual appraisals of NHS provider Chairs* and is required to meet the national timeframe of submission of the outcome of appraisals centrally by the end of June.

We are conscious that everyone continues to be extremely busy at the present time, and our timeframe for returning completed forms is tight, but we hope that you will find time to consider and contribute to this important process – we would be grateful for a response from you **by 12 May 2025** to support the appraisal due to take place in early June. The outcome will then be taken through the Governors Nominations and Remuneration Committee and then the Council of Governors meeting on 19 June 2025.

It is recognised that within the total group of those being asked to contribute, an individual's knowledge of, and engagement with, Sharon will vary and therefore the extent to which you can complete each section will also vary. Please consider each section carefully and consider the extent to which you agree with the statements which have been aligned underneath the new 6 competency domains for Board members. We appreciate that for some colleagues your contribution may only be provided via additional comments. All contributions will be very much appreciated.

In my role as facilitator, I would like to reassure you that all contributions will be treated with in the strictest confidence. All contributions will be anonymised and collated into the supporting documentation Anne will discuss with Sharon in her appraisal. No directly attributable comments will be included.

Should you wish to discuss any element of your response with me or with Anne in strict confidence then please request to do so.

Kind Regards

Email to Governors

Dear Governor

I am writing to you on behalf of Anne Dray NED and Senior Independent Director at SHSC in respect of the annual appraisal for the SHSC Chair Sharon Mays to ask you to take part in the 360 element of our process by completing and returning the attached template. We are hoping that you will contribute to this multisource assessment, along with other colleagues both internal and external to SHSC we are approaching.

Anne is undertaking the appraisal in line with the NHSE Framework for the appraisal of Chairs February 2024 and is required to meet the national timeframe of submission of the outcome of appraisals centrally by the end of June.

We are conscious that everyone continues to be extremely busy at the present time, and our timeframe for returning completed forms is tight, but we hope that you will find time to consider and contribute to this important process – we would be grateful for a response from you **by 12 May 2025** to support the appraisal due to take place in early June. The outcome will then be taken through the Governors Nominations and Remuneration Committee and then the Council of Governors meeting on 19 June 2025.

It is recognised that within the total group of those being asked to contribute, an individual's knowledge of, and engagement with, Sharon will vary and therefore the extent to which you can complete each section will also vary. Please consider each section and indicate the level to which you agree with each statement. We appreciate that for some colleagues your contribution may only be provided via additional comments sections. All contributions will be very much appreciated.

In my role as facilitator, I would like to reassure you that all contributions will be treated with in the strictest confidence. All contributions will be anonymised and collated into the supporting documentation Anne will discuss with Sharon in her appraisal. No directly attributable comments will be included.

Should you wish to discuss any element of your response with me or with Anne in strict confidence then please request to do so.

Kind Regards



Appendix 5

NED Appraisal for the period 1 April 2024 - 31 March 2025: Governor anonymous questionnaire

Guidance notes to support completing the form

Thank you for your participation in this review process for the Non-Executive Directors.

The NED appraisal process is important for two key reasons:

1. It provides assurance to the Council of Governors that the Non-Executive (NED) is effectively fulfilling their role.
2. It supports the person receiving the feedback to feel motivated, well supported, and confident to deal with the many issues and challenges they face in their role.

Please remember to be thoughtful, balanced and compassionate in your feedback and provide any contextualisation in the comment boxes where you wish to do so.

Governors can provide feedback either via email with the form attached or through google forms. **Please indicate your preferred method and the team will support you in this.**

Your response will remain non-attributable.

You are asked to confirm the extent to which you agree with each statement in relation to the person the review is for.

Please only provide one response to each statement. If you have other comments, please add them into the additional comment boxes provided. This additional context is welcomed.

There are **six new competency domains** for Board members which have been used to support developing the questions on this form.



NED APPRAISAL FORM FEEDBACK FROM GOVERNORS	
Insert photo of the non-executive	<p>We will insert detail about the committees they chair and specific roles they hold this is some detail for now about the NEDs as a whole</p> <p>For information and to support you in in confirming the level to which the NED meets each statement some of the ways in which you can do this is from how you observed the performance of a NED in a number of ways:</p> <ul style="list-style-type: none"> • Your observations of them at Council of Governors meetings, including where they have presented on the work of the committees they chair or answered your questions. • Your observations of them at Board meetings or committee meetings where you have been able to observe these - where you will have seen them holding executive directors to account and challenged around strategic and operational matters and decision making. • Your observations of their engagement/attendance at Governor workshops and seminars across the year or at Chair drop-in sessions, at various conferences and events we have held, and at the Annual Members Meeting • Any other direct engagement you may have had with them collectively or as individuals. <p>For information all of our NEDs are members of 3 board sub-committees. They all participate in a detailed programme of Board visits to our services both front line and corporate teams and give of their time over and above the requirements of their roles.</p> <p>Our non-executive directors have some specific lead roles such as:</p> <ul style="list-style-type: none"> • Heather Smith is the Deputy Chair, Freedom to Speak Up NED lead and the Chair of the Quality Assurance Committee, and interim Chair of the People Committee • Anne Dray is the Senior Independent Director and the Chair of the Audit and Risk Committee • Owen McLellan is the Chair of the Finance and Performance Committee • Olayinka Monisola Fadahunsi is the wellbeing NED lead for staff and is the Chair of the Mental Health Legislation Committee
This feedback is for non-executive director – INSERT NAME	



Any observations you wish to make on the performance of this Non-Executive Director

Personal development, style and impact – How the NED has demonstrated behaviour in line with our Trust values

Working together for service users	Respect and kindness	Everyone counts	Commitment to quality	Improving lives
1. What have they done well over the last year?				
2. What could they have done even better?				



3. Anything else you wish to add?

Domain 1 - Driving high quality and sustainable outcomes

	Statement	Strongly agree	Agree	Dis-agree	Strongly disagree	Do not feel able to answer
1	I have observed that the NED is committed to ensuring the Trust delivers the best quality outcomes for those we support whilst making effective use of resources.					

Comments



Domain 2 - Setting strategy and delivering long-term transformation						
	Statement	Strongly agree	Agree	Dis-agree	Strongly disagree	Do not feel able to answer
2	I have observed that main strategic issues and challenges facing the Trust (e.g. through your observation of them at Council of Governors, Board of Directors or Board sub committee meetings)					
Additional comments						
Domain 3 - Promoting equality and inclusion, and reducing health and workforce inequalities						
	Statement	Strongly agree	Agree	Dis-agree	Strongly disagree	Do not feel able to answer
3	I have observed that the NED values the importance of encouraging consideration of equality diversity and inclusion in discussions and decision making.					
4	Where I have observed the NED chairing a meeting e.g. a Board Sub Committee meeting - I can see that they have actively tried to give everyone a voice and sufficient time and opportunity to engage.					



Additional comments						
Domain 4 - Providing robust governance and assurance						
	Statement	Strongly agree	Agree	Dis-agree	Strongly disagree	Do not feel able to answer
5	I have observed the NED challenging colleagues and those presenting papers in a constructive, respectful and supportive way.					
Additional comments						
Domain 5 - Creating a compassionate, just and positive culture						
	Statement	Strongly agree	Agree	Dis-agree	Strongly disagree	Do not feel able to answer
6	I have observed that the NED is committed to the importance of a compassionate leadership approach which encourages people to 'speak up' when they have concerns.					
Additional comments						



Domain 6 - Building a trusted relationship with partners and communities						
	Statement	Strongly agree	Agree	Dis-agree	Strongly disagree	Do not feel able to answer
7	I consider the NED to have engaged effectively and positively with the Council of Governors in formal and informal meetings and settings.					
Additional comments						

Appendix 6 SHSC– Self-Assessment 2024-25 for Nomination and Remuneration Committee (NRC)

Theme 1 –Purpose and Scope

<i>Ref</i>	<i>Statement</i>	<i>Strongly Agree</i>	<i>Agree</i>	<i>Disagree</i>	<i>Strongly Disagree</i>	<i>Unable to Answer</i>	<i>Comments</i>
1a	The committee has clearly laid out its purpose and scope in the Terms of Reference	5	2				<p>Sheffield Health and Social Care, Nominations and Remuneration Committee (SHSC NRC) have a wide brief. The Terms of Reference are fit for purpose.</p> <p>NRC is clear on its role and regularly reports to the Council of Governors. The Terms of Reference are reviewed annually.</p>

Theme 2 - Work plans and activity during the year

<i>Ref</i>	<i>Statement</i>	<i>Strongly Agree</i>	<i>Agree</i>	<i>Disagree</i>	<i>Strongly Disagree</i>	<i>Unable to Answer</i>	<i>Comments</i>
2a	There is a structured forward plan in place and agendas reflect this.	4	3				<p>The NRC paperwork I receive keeps me fully informed of Trust priorities and actions plans to achieve targets.</p> <p>NRC has an annual work plan which is regularly reviewed and presented with the papers at each meeting.</p> <p>We are fully aware of upcoming issues that the committee needs to address and the agendas follow this.</p>

2b	<p>Reports, presentations, briefings and verbal updates are of high quality. They clearly outline:</p> <ul style="list-style-type: none"> the 'ask' of the members of the committee. they are user friendly. they provide the right level of information to support decision making 	3	4				Papers etc. are easy to understand and this enables productive debate.
2c	<p>The NRC are asked to reflect on the meeting, what has worked well and less well, to support continuous learning including reflecting on any unconscious bias</p>	3	4				<p>People are asked at NRC meetings, if they feel there has been any unconscious bias.</p> <p>This is a standing item on every agenda</p> <p>This is a challenge for me personally but reflecting is useful in understanding the underpinning of the decisions made by the committee.</p>

Theme 3 – Administrative arrangements and support

<i>Ref</i>	<i>Statement</i>	<i>Strongly Agree</i>	<i>Agree</i>	<i>Disagree</i>	<i>Strongly Disagree</i>	<i>Unable to Answer</i>	<i>Comments</i>
3a	Meetings are well managed in terms of venue/or via Teams	5	2				<p>NRC meetings are managed well. They are functional and to the point.</p> <p>Due to the size of the group, teams meetings work very well.</p>

3b	Papers, agendas, action logs, minutes, forward plan and papers are circulated within adequate timescales prior to the meeting.		7				Most of the time NRC paperwork prior to meetings has been received two weeks before the meeting. In general Apart from special circumstances, papers are delivered with sufficient time to digest them.
3c	The membership is appropriate with members contributing effectively. Attendance at the meetings is good.	1	5			1	The NRC functions effectively, with matters on hand being addressed or referred to another committee where appropriate. Attendance is satisfactory. Attendance has improved across the year The membership has a diverse range of skills and opinions. Leading to effective debate and outcomes on discussions.

Theme 4 – NRC Leadership (not to be completed by Chair)

<i>Ref</i>	<i>Statement</i>	<i>Strongly Agree</i>	<i>Agree</i>	<i>Disagree</i>	<i>Strongly Disagree</i>	<i>Unable to Answer</i>	<i>Comments</i>
4a	<p>The Chair has a positive impact on the performance of the NRC:</p> <ul style="list-style-type: none"> meetings are chaired effectively with clarity given on those papers requiring most discussion, the Chair ensures an appropriate flow for discussions whilst ensuring all elements have sufficient and appropriate time. 	3	3				<p>Sharon chairs the NRC really well, so the meeting runs through its agenda effectively and quickly.</p> <p>Sharon prioritises quite well if the need arises.</p> <p>Sharon paces NRC meetings very well. At most NRC meetings discussion flows as in the main the NRC group self-manage the meetings.</p>

	<ul style="list-style-type: none"> everyone has the opportunity to 'have a voice' and contribute to the debate 						<p>Sharon ensures that everyone is heard and has the opportunity to contribute to the meeting.</p> <p>The Chair makes sure that members are given opportunity to comment and all views provided are valued</p> <p>As in all meetings and committees. The chair makes the meetings cohesive and orderly.</p>
4b	Each agenda item is closed off appropriately and there is clarity on the conclusion, next steps.	2	4				<p>Yes, any items which need to be carried forward to a future meeting are correctly numbered and tagged. This is for ease of reference, regarding historical perennial issues.</p>

<i>Provide further comments on the overall effectiveness of the NRC</i>
<p>Overall, SHSC NRC runs quite well, providing good governance, scrutiny and oversight of Trust business.</p> <p>members have to be flexible about meeting dates to respond to circumstances which sometimes cannot be planned. Now we have more members available this is less of an issues than it has been in the past</p> <p>I believe that the committee is effective due to its constituent members and the chairing of the meetings.</p> <p>NRC meetings are short, sharp and to the point. The best thing is that decisions are arrived at collaboratively. All members are experienced governors, which helps.</p>
List anything the NRC does particularly well
NED appraisals and succession planning.

I feel NRC members ask insightful questions about the papers presented

NRC members participated in the Chair and NED appraisals.

NRC regularly reports to the Council of Governors

The Senior Independent Director leads on matters which involve the Chair of the Trust.

There is good participation, contributions and appropriate challenge.

In every meeting we have been well briefed which enables clear, focused decision making. We generally support the Chair but any diversions from this are considered carefully.

List any areas that require attention or improvement in the coming year or objectives you would wish to see included

Please include a copy of the Trust's Forward Plan and the Trust Strategy with each email invite notification, so the NRC members can regularly comment on completions and shortfalls in relation to these two key documents throughout the year.

The Trust is working on improving the front sheets of papers presented, in particular, trying to be really clear about the purpose and recommendations and providing a clear summary of the main points in the paper. It will be useful to capture feedback from members of how well this is working for papers presented to NRC

I think the committee might try to meet in person occasionally. In my experience discussion is more fruitful in the room.

Appendix 7

Terms of Reference



**Sheffield Health
and Social Care**
NHS Foundation Trust

Document History:	
Version Number:	4 (last updated 2024)
Approved by:	Council of Governors (April 2024)
Date approved:	Nominations and Remuneration Committee (of the Council of Governors) 8 February 2024
Name of Committee	Nomination and Remuneration Committee
Type of Committee	Committee of the Council of Governors
1.	Purpose of Committee <p>The Nomination and Remuneration Committee (the 'committee') has been established to:</p> <ul style="list-style-type: none"> Advise and make recommendations to the Council of Governors on the selection process, appointment, remuneration terms and conditions, and where necessary, the removal of, the Chair and Non -Executive Directors Review skills and balance of the Non-Executive Directors to support succession planning Be responsible for monitoring the performance of the Chair and Non-Executive Directors Be responsible for advising and making recommendations to the Council of Governors in respect of the approval the appointment of the Chief Executive following receipt of recommendations on this from the Board of Directors Remuneration and Nomination Committee.
2.	Scope <p>The scope of the committee is limited to nomination and remuneration requirements related to the Chair and other Non-Executive Directors. It does not include the processes concerning the recruitment and remuneration of Associate Non-Executive Directors which resides with the Board of Directors or with the recruitment and remuneration elements related to the Chief Executive except where indicated in terms of onward reporting to the Council of Governors.</p>
3.	Authority / Accountability <p>The Nomination and Remuneration and Committee is constituted as a standing committee of the Council of Governors its constitution and terms of reference are set out below, and are subject to amendments at future Council of Governors meetings as required and in line with any changes made to the Trust Constitution.</p> <p>The committee is authorised by the Council of Governors to act within its terms of reference. All members of staff are directed to cooperate with any request made by the committee.</p> <p>The committee is authorised by the Board of Directors and the Council of Governors to instruct professional advisors and request the attendance of individuals and authorities from outside our Trust with relevant experience and expertise if it considers this necessary or expedient to the exercising of its functions and in consultation with its internal advisors. See below.</p> <p>The Committee will receive reports from the Chair; the Executive Director of People; the Senior Independent Director and the <u>Associate</u> Director of <u>Communications and</u> Corporate Governance as required, to support its deliberations and to enable it to fulfil its duties.</p>

4.	Objectives of the Committee
	<p>The committee is authorised by the Council of Governors to:</p> <ul style="list-style-type: none"> • Carry out its duties as outlined in the terms of reference and to make recommendations to the Council of Governors on matters which require approval and in consultation with its internal advisors as outlined.
	<p><i>Nominations and appointments</i></p> <p>The committee has delegated responsibility for:</p> <ul style="list-style-type: none"> • Preparing a description of the role, responsibilities and requirements for the recruitment of the Chair and Non-Executive Directors taking into account the views of the Board of Directors • Approving recruitment documentation • Identifying and nominating suitable candidates for vacant roles • Periodically review the balance of skills, knowledge, qualifications, experience and diversity of the Chair and Non-Executive Directors having regard to the views of the Board of Directors and relevant guidance on Board composition • Ensuring compliance with the requirements outlined in Regulation 5 of the Health and Social Care Act 2008 (Regulated Activities and any subsequent updates), Regulations 201 and Regulation 5: Fit and Proper Persons requirements. The committee will receive an annual report provided by the Director of Corporate Governance, on Chair and Non-Executive compliance. • Evaluating the performance of the Chair and Non-Executive Directors with SID/Chair • Giving consideration to succession planning for the Chair and Non-Executive Directors, taking into account the challenges and opportunities facing the Trust and the skills and expertise needed on the Board of Directors in the future, with advice on this provided by the Chair and Director of Corporate Governance and Senior Independent Director as appropriate • Advising the Council of Governors in regard to any matters related to the removal of the Chair or Non-Executive Directors with advice provided by the Senior Independent Director and the Director of Corporate Governance as required • Participating in the shortlisting and appointment panels for appointment to roles within its remit <p>Note: Termination of the Chair or a Non-Executive Director requires completion of a rigorous process with a number of steps undertaken before a recommendation will go forward to the Council of Governors. A decision on termination would require approval of three quarters of the members of the Council of Governors.</p>
	<p><i>Terms and Conditions including remuneration</i></p> <p>The committee has delegated responsibility for the following ensuring adherence with all relevant laws, regulations and guidance:</p> <ul style="list-style-type: none"> • Recommending to the Council of Governors the remuneration and allowances and any other terms and conditions of the Chair and other Non-Executive Directors • Establishing levels of remuneration which are sufficient to attract, retain and motivate the Chair and other Non-Executive Directors of the quality and with the skills and experience required to successfully lead the Trust, whilst ensuring levels are appropriate for the roles, comparable with peers at similar sized NHS organisations, and at a level which is affordable to the Trust. • Taking appropriate benchmarking and market testing information into account, ensure that increases benchmark appropriately and are not made where Trust or individual performance do not justify them.

	<ul style="list-style-type: none"> Receiving and evaluating reports about the performance of the Chair (by the Senior Independent Director) and the Non-Executive Directors (by the Chair); taking into account the views of the Chief Executive and any external advisors and key stakeholders Annually reviewing the time commitment required for the roles of the Chair and the Non-Executive Directors Overseeing other related arrangements for the Chair and Non-Executive Directors Receiving reports from the Chair, Senior Independent Director, Executive Director of People and the <u>Associate</u> Director of <u>Communications and</u> Corporate Governance and any external advisors appointed, as required to support the committee in discharging its duties. <p>Note:</p> <ul style="list-style-type: none"> The remuneration of the Chair and Non-Executive directors should be reviewed at least every 3 years and when new appointments are made. The role of Associate Non-Executive Directors (non-voting roles on the Board of Directors) lie within the remit directly of the Board of Directors for appointment, terms, and conditions.
	<p>Succession Planning</p> <p>The committee is responsible for ensuring there are succession plans in place for the role of Chair and the other Non-Executive Directors taking into account terms of office, future challenges risks and opportunities faced by the Trust at any given time.</p> <ul style="list-style-type: none"> In support of succession planning the committee will at least annually review the balance of skills, knowledge and experience of the Non-Executive Directors as advised by the Chair.
	<p>Appointment of the Chief Executive</p> <p>The committee will receive recommendations from the Board of Directors Remuneration and Nomination Committee in respect of the appointment to the role of Chief Executive for onward recommendation for support from the Council of Governors.</p>
5.	Membership
	<p>The committee will be composed of</p> <ul style="list-style-type: none"> The Chair Lead Governor 2 Public Governors 1 Service User/ Young Service User Governor 1 Carer/Young Carer Governor 1 Staff Governor 1 Appointed Governor <p>If the numbers nominated exceed the numbers of places available, membership will be discussed with the Lead Governor and a recommendation made to the Council of Governors.</p> <p>Where there are no nominees coming forward for a particular category members of Council of Governors can be co-opted to fill any vacancy.</p> <p>Only members of the committee or the regular attendees have the right to attend committee meetings.</p>
6.	Attendees
	<p>Neither the Chair nor any other Non-Executive Director should be involved in deciding his or her own remuneration.</p>

	<p>Other regular attendees will be:</p> <ul style="list-style-type: none"> • Senior Independent Director • Director of Corporate Governance Associate Director of Communications and Corporate Governance/ Head of Corporate Assurance • Executive Director of People/Deputy Director of People as required <p>Other persons may be invited to attend by the committee to assist in deliberations.</p>
7.	<p>Chair, Quorum, Attendance and Meetings</p> <p>Chair The Trust Board Chair will chair the committee and in their absence or where appropriate to do so because of the nature of an item under discussion (i.e. where it relates to the chair), <u>the senior independent director</u>, the Lead Governor or another member of the committee, at their request, will chair the meeting.</p> <p>Quorum The committee will be quorate when five members of the committee are present which must include either the Chair or in their absence the Senior Independent Director.</p> <p>Attendance Members are expected to attend all meetings. Apologies must be received by the administrator in advance of the meetings. All members will be required to attend a minimum of two thirds of all meetings held annually.</p> <p>Any member of the committee who has not attended 3 meetings and has not sent their apologies and provided a reasonable explanation, may be asked to step down from the committee.</p> <p>Meetings Meetings will be called as required, but at least twice in each financial year.</p> <p>A formal agenda and supporting papers will be forwarded to all members, and those in attendance where appropriate, three working days prior to the date of the meeting wherever possible.</p> <p>The Head of Corporate Assurance will coordinate support to the committee and forward planning and will liaise with the Chair and the <u>Associate</u> Director of <u>Communications and</u> Corporate Governance, to draw up the agendas.</p> <p>The committee will draw up an annual programme of those areas of its remit that may be planned and will undertake an annual review of the effectiveness of the committee in relation to fulfilling its terms of reference and provide reports to the Board of Directors as required on decisions made.</p> <p>If any member or invitee has an interest, pecuniary or otherwise, in any matter and is present at the meeting at which the matter is under discussion, they will declare that interest as early as possible and shall not participate in the discussions. The Chair will have the power to request that member to withdraw until its consideration is completed.</p>
8.	<p>Minutes and Reporting Arrangements</p>

	<ul style="list-style-type: none"> • Formal minutes shall be taken of all committee meetings. • There are no Tier II groups reporting into this committee. • The committee will report to the Council of Governors after each meeting on discharge of its duties and key decisions made. The Chair will draw to the attention of the Council of Governors any issues, or decisions for disclosure which require action. • The committee shall receive and agree a description of the work of the committee, its policies and all Chair and Non-Executive Director emoluments in order that these are accurately reported in the required format in our Trust's Annual Report and Accounts • Where remuneration consultants are appointed, a statement should be made available as to whether they have any other connection with our Trust. 	
9.	Administrative arrangements	
	<p>The committee will be supported by a nominated administrator who will:</p> <ul style="list-style-type: none"> • Produce a schedule of meetings and maintain the annual workplan for the committee. • Prepare the agenda and papers with the Chair and the Director of Corporate Governance. and circulate three working days in advance of the meeting wherever possible. • Maintain accurate records of attendance, key discussion points and decisions taken and issue necessary action logs within five working days of the meeting. • Draft minutes, recording where the committee has delivered its purpose through relevant reports and subsequent discussion, debate and challenge, and where further information is required, for circulation to the meeting Chair within five working days of the meeting. • Organise future meetings, and • File and maintain records of the work of the committee in the required corporate records folder. 	
10.	Meeting effectiveness review	
	<p>The committee will at least once a year, review its own performance and terms of reference to ensure it is operating to maximum effectiveness and recommend any changes it considers necessary to the Council of Governors for approval.</p> <p>A record of frequency of attendance by members, quoracy and frequency of meetings will be maintained. Any areas of concern will be highlighted to the Chair.</p>	
11.	Review to be conducted by Committee Chair (Trust Board Chair)	
	Date Committee established	2009
	Terms of Reference to be reviewed	Annually
	Date of last review	February 2024 <u>March 2025</u>
	Date of next review	February 2025 <u>March 2026</u>

Approved by Nomination and Remuneration Committee – ~~8 February 2024~~ date to be inserted following meeting