

Council of Governors

SUMMARY REPORT

Meeting Date: 14 June 2022
Agenda Item: 15

Report Title:	Non-Executive Director Appraisal process		
Author(s):	Sharon Mays, Chair		
Accountable Director:	Sharon Mays, Chair		
Other Meetings presented to or previously agreed at:	Committee/Group:	Nominations and Remuneration Committee	
	Date:	8 June 2022	
Key Points recommendations to or previously agreed at:	The Nominations and Remuneration Committee discussed and agreed the appraisal process for the Non-Executive Directors for onward reporting to the Council of Governors		

Summary of key points in report

This report provides an update on the process to be followed for the annual appraisal for the Non-Executive Directors following discussion and agreement at Nominations and Remuneration Committee on 8 June 2022.

Recommendation for the Board/Committee to consider:

Consider for Action	Approval	Assurance	✓	Information
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To assure the Council of Governors that the process for undertaking the NED appraisals will take place in accordance with National Guidance and informed by Governor contribution.

Please identify which strategic priorities will be impacted by this report:

	Yes	✓	No
Covid-19 Getting through safely	Yes	✓	No
CQC Getting Back to Good	Yes	✓	No
Transformation – Changing things that will make a difference	Yes	✓	No
Partnerships – working together to make a bigger impact	Yes	✓	No

Is this report relevant to compliance with any key standards ?					State specific standard
Care Quality Commission	Yes	✓	No		Good Governance
IG Governance Toolkit	Yes		No		
Have these areas been considered ? YES/NO					If Yes, what are the implications or the impact? If no, please explain why
Patient Safety and Experience	Yes		No	✓	Not required for this purpose.
Financial (revenue & capital)	Yes		No	✓	
OD/Workforce	Yes		No	✓	
Equality, Diversity & Inclusion	Yes		No	✓	
Legal	Yes		No	✓	

2. Summary

Supporting principles within the [NHS Foundation Trust Code of Governance](#), requirements of the [provider licence](#), and the [Health and Social Care Act 2008 \(Regulated Activities\) Regulations 2014 \(regulation 5\)](#) require that individual evaluation of directors needs to take place to demonstrate that they are 'fit and proper', continue to contribute effectively, continue to demonstrate commitment and have the relevant skills for the role. The appraisal process is important to ensure that Non-Executive Directors feel motivated, well supported, and confident to deal with the many issues and challenges they will face in their role. An effective appraisal enables non-executives to evaluate their performance, receive constructive feedback, build upon strengths, and address any areas for development.

The annual review for the period 1 April 2021 to 31 March 2022 for five of the NEDs - Richard Mills, Heather Smith, Anne Dray, Olayinka Fadahunsi-Oluwole and Brendan Stone - (Associate NED) will take place in June and July 2022. Sandi Keene CBE left mid-year and therefore is not included in this process.

The appraisal process includes collation of feedback on the performance of NEDs from governors and board members. **Appendix A** contains a form for use by the Governors approved by the NRC – Governors will be asked to provide feedback on the ease of use of this form and it will be further refined in response to feedback received. Forms will be shared with Governors by the Corporate Governance team for completion. They will be treated in strictest confidence and collated, anonymously for feeding back to the appraisee and the appraisal panel.

Views from the Board will be gathered via the Chair and the Chief Executive. We may consider putting a full 360 in place for all Board members in the future - but this is currently not in place.

Appraisals will be undertaken by the Chair with the Lead Governor and Deputy Lead Governor or another member of NRC where available. All appraisal sessions provided a valuable opportunity to explore in detail the views of both the Board and the Governors, and for the appraisee to summarise their own self-assessment.

2.1 Appraisal schedule

Note – the specific timeframes outlined are subject to some slight change depending on the dates confirmed for the appraisals.

Timeframe	Action	Supported by
By the end of May 2022	Appraisal dates set for all NEDs	Sharon Sims
13 June 2022 (to be returned within two weeks)	Questionnaire sent to Governors. Paper copies to be sent to Governors on request.	Amber Wild
30 June 2022	Summary of confidential responses and self – assessment form sent to appraisee	Amber Wild
One week before the appraisal	Self-assessment received from appraisee	NEDs
One week before the appraisal	Summary of confidential responses from Governors and self-assessment shared with the appraisers	Amber Wild
Following appraisal - NRC date to be inserted	Appraisal paper to be received at Nominations and Remuneration Committee for review	Sharon Mays with support from Deborah Lawrenson

3.0 Required actions

The Council of Governors is asked to receive, note and discuss the report from the Nominations and Remuneration committee.

4.0 Next steps

Following completion of the appraisals a report on the outcome will be received at Nominations and Remuneration Committee following which a further report will be received at the Council of Governors which will confirm an appropriate process has been followed and the committee have been able to undertake its delegated functions appropriately

Contact Details For further information, please contact:

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Appendix A

Non-Executive Director 360 forms for completion by Governors

Non-Executive Director – EXAMPLE

Guidance Notes for Completion

NRC are asked for their views on the questions to be asked and the proposed approach. Those provided last year will be tabled for comparison.

- Your response will remain non-attributable and anonymous
- Place a cross in the box most relevant
- These statements are for Governors to review in order to assess the performance of the Non-Executive Directors.
- They have been developed through a detailed review of role descriptions, regulatory requirements and good practice guidance.
- Only one response should be selected per statement, and comments boxes are provided to enable you to articulate the rationale for responses (this is optional).
- Governor observers of Board Sub Committees in particular are asked to provide commentary on chairing of committees if they have been able to attend the meetings

I am a...	Governor							
	Statement	Strongly agree	Agree	Dis-agree	Strongly disagree	Cannot say	Comments	
Corporate understanding and strategic awareness								
1	Demonstrates well rounded knowledge of SHSC							
2	Demonstrates understanding of the breadth of key strategic issues							
Leadership								
3	Behaves consistently with our values							
Commitment								
4	Is visible in committing their time to understand SHSC and the environment we operate in							
Contributions and holding to account								
5	Challenges constructively and in a way that adds value							
6	Challenges mainly on strategic matters and management of strategic and corporate risk							

7	Contributes to debate across entirety of the Board agenda						
8	If applicable – Chairs effectively ensuring sufficient time, everyone has a voice; appropriate level of discussion and challenge and cross referral to other committees where needed						
9	Has engaged effectively with the Council of Governors						
Personal development, style and impact							
10	Consistently acts in best interests of patients, staff and the public						
11	Contributes meaningfully to the effectiveness of the Board as a team						
12	Any areas of potential further development						
13	Strengths/opportunities/additional comments						

NED Self – Assessment/Reflection – Name:	Date: