

Council of Governors

19 September 2023

Report Title:	Appointments and Performance Committee Report
Executive/NED Lead:	Helen Taylor, Chair
Report author(s):	Ann Filby, Trust Secretary
Previously considered by:	Detailed consideration at Committee

Approval

Discussion

Information

Assurance

Executive summary

The Council of Governors Appointments and Performance Committee is a statutory Committee of the Council, reporting on its responsibilities within the Trust's Annual Report.

The Committee met on two occasions in 2022/23. Due to delays already advised to the Board of Directors and Council of Governors, the report and the annual accounts for 2022/23 are not yet completed to enable publication.

To date in 2023/24 the Committee has convened on two occasions. A separate item on the Council agenda relates to Non-Executive Director appointments. A summary is presented on the outcome of the Chair and Non-Executive Director performance review process as considered by the Committee and the Council of Governors at its meeting held in private on 29 June 2023.

1. Chair Appraisal 2022/23

The timetable and process for undertaking the Chair and Non-Executive Director appraisals was considered and approved by the Council in March 2023. A report was presented by the Senior Independent Director, supported by a full verbal briefing on the detail of the process that had been undertaken, with the support of the Lead Governor. The confidential nature of these individual reviews was highlighted. A Strong Performance rating was confirmed by the Council and had been endorsed by the NHS England Regional Director and was approved.

2. Non-Executive Director Appraisals 2022/23

The Chair presented a short report and a full verbal overview of each Non-Executive Director's performance. Following Council-led appointments, Fiona Ryder joined the Board on 1 March 2023 and was not subject to an appraisal. Two new Associate Non-Executive Directors joined ESNEFT in April 2023.

Positive performance ratings were confirmed by the Council in relation to Mark Millar, Deputy Chair, Richard Spencer, Senior Independent Director, Eddie Bloomfield, Hussein Khatib, John Humpston and Mike Gogarty.

The Committee considered the reappointment of Mark Millar, Deputy Chair and Chair of the Audit and Risk Committee. Mark comes to the end of his first term of office on 31 December 2023. The Council of Governors approved the recommendation to reappoint for a further three-year term of office from 1 January 2024 to 31 December 2026, and this has now been confirmed.

3. Non-Executive Director Remuneration

Remuneration was reviewed by the Council Governors in 2021 to ensure alignment with national guidance. The standard remuneration for Non-Executive Directors in all Trusts is £13,000 per annum for this part time role. The national guidance states that for “supra large Trusts” like ESNEFT there is provision to make payments to up to three individuals in recognition of additional responsibilities. The mandated additional payment is £2,000 per annum.

The Committee and Council of Governors had previously agreed to make two such payments. The Council confirmed the Committee’s recommendation to make the allowable additional responsibilities payment of £2,000 to a third Non-Executive Director. There was no recommendation for an inflation uplift.

There has been no change to the Chair’s remuneration.

Recommendation to the Council

The Council of Governors is asked to note the decisions made regarding Chair and Non-Executive Director performance and remuneration reviews.