

Executive Summary
Report to the Council of Governors
Being Held on 12 December 2023

Subject	Terms of Reference Review and Approval
Supporting TEG Member	Sandi Carman, Assistant Chief Executive
Author	Lucy Middleton, Business Manager and Jane Pellegrina, Membership Manager
Status¹	A

PURPOSE OF THE REPORT

To review and approve the Council of Governors' Terms of Reference and 2024 workplan and to ratify the Council of Governors' Nomination and Remuneration Committee Terms of Reference.

KEY POINTS

The Council of Governors (COG) is asked to:

- **Approve** the following documents:
 - i. [Council of Governors' Terms of Reference:](#)
An annual review of the Terms of Reference has been completed by the Assistant Chief Executive and the Foundation Trust Membership Manager.
Changes are identified in the attached copy of the Terms of Reference as follows:
 - Pages 1, 2 and 3: additional wording included following review of NHSE's *Addendum to your statutory duties – reference guide for NHS foundation trust governors, System working and collaboration: role of foundation trust councils of governors*.
 - Page 4: Membership designation – amended as per previously agreed changes to the Trust Constitution at the 19 September 2023 Council of Governors meeting.
 - Page 5: Quorum – amended as per previously agreed changes to the Constitution.
 - Page 5: - dates updated.
 - Appendix 1: NHS Improvement amended to NHS England (NHSE) throughout.
 - Throughout: Membership Engagement Strategy amended to Membership Engagement Plan
 - Throughout: Deletions are struck through and additional wording is highlighted in yellow.
 - ii. [Council of Governors' 2024 Workplan:](#) The workplan has been populated with items taken from the Council of Governors' Terms of Reference. The plan will be used to inform the development of Council of Governors' meeting agendas.
- **Ratify** the [Council of Governors' Nomination and Remuneration Committee Terms of Reference](#). The Terms of Reference were approved at the Council of Governors' Nomination and Remuneration Committee on 10 October 2023. Amendments are highlighted in the attached copy of the Terms of Reference as follows:
 - Throughout: NHS Improvement becomes NHS England
 - Paragraphs 13 and 14: dates amended
 - Appendix 1 section 3, paragraph 2: additional wording

IMPLICATIONS²

Aim of the STHFT Corporate Strategy		✓ Tick as appropriate
1	Deliver the Best Clinical Outcomes	✓
2	Provide Patient Centred Services	✓
3	Employ Caring and Cared for Staff	✓
4	Spend Public Money Wisely	✓
5	Create a Sustainable Organisation	✓
6	Deliver Excellent Research, Education and Innovation	✓

RECOMMENDATIONS

The Council of Governors is asked to

- a) **REVIEW** and **APPROVE** the Council of Governors' Terms of Reference and workplan
- b) **RATIFY** the Council of Governors' Nomination and Remuneration Committee Terms of Reference.

APPROVAL PROCESS

Meeting	Date	Approved Y/N
Council of Governors'	12/12/2023	

TERMS OF REFERENCE COUNCIL OF GOVERNORS

1. PURPOSE

In accordance with the Constitution, the Trust has a Council of Governors who are elected by members of the Trust or appointed by partner organisations.

The purpose of the Council of Governors is to:

- Hold the Non-Executive Directors individually and collectively to account for the performance of the unitary Board of Directors.
- Represent the interests of the members of the Trust as a whole and the interests of the public, including the population of the local system of which the Trust is part.

(Note: The role of the Council of Governors is derived from Schedule 7 and other sections of the National Health Service Act 2006 as amended by the Health and Social Care Act 2012.)

2. DUTIES/RESPONSIBILITIES

2.1 General

- To act at all times in the best interests of the Trust and in accordance with the Provider Licence, the Constitution and the Governors' Code of Conduct.
- To promote the achievement of the Trust's objectives within its Provider Licence and of its Principal Purpose as set out in the Constitution.
- To approve the policies and procedures for the appointment, re-appointment, removal, appraisal and remuneration of the Chair of the Board of Directors and Non-Executive Directors on the recommendation of the Council of Governors' Nomination and Remuneration Committee.
- To approve the appointment or re-appointment of the Chair and Non-Executive Directors of the Board of Directors on the recommendation of the Council of Governors' Nomination and Remuneration Committee and having taken into account the views of the Board of Directors on the composition of the Board in terms of balance of skills, experience and diversity.
- To approve the removal of the Chair or a Non-Executive Director of the Board of Directors on the recommendation of the Council of Governors' Nomination and Remuneration Committee, providing that the Council of Governors has first exhausted all other means of resolving the matter at issue in accordance with the *NHS Foundation Trust Code of Governance*.
- To approve the remuneration, allowances and other terms of office on appointment and any changes thereafter for the Chair and Non-Executive Directors of the Board of Directors on the recommendation of the Council of Governors' Nomination and Remuneration Committee.
- To approve the appointment of the Chief Executive recommended by the Non-Executive Directors.
- To approve the criteria for appointing, re-appointing and removing the External Auditor on the recommendation of the Audit Committee.

- To appoint, re-appoint and/or remove the External Auditor and to approve the terms of engagement of the Auditor on the recommendation of the Audit Committee.
- To receive the Annual Accounts, any report of the Auditor on the Annual Accounts and the Annual Report, including the Quality Report.
- To receive and consider updates on the Trust's strategic direction and act as a critical friend in providing feedback to the Board of Directors on the development of the Trust's Operational Plan.
- To consider whether the interests of the public at large have been factored into the Trust's decision making and seek assurance on the Board's performance in the context of the whole system and as part of the wider provision of health and social care.
- To consider whether the Board's decision making complies with the Triple Aim duty of better health and wellbeing for everyone; better quality of health services for all; sustainable use of NHS resources; as well as the role the Trust is playing in reducing health inequalities.
- To consider any proposal in the Operational Plan to carry on non-NHS activity, and to be satisfied that such proposals will not interfere with the Trust's principal purpose (the provision of goods and services for the purposes of the health service in England) and to notify the Board of Directors of the Council of Governors' opinion.
- To approve any proposal to increase the amount of income derived from the provision of goods and services other than for the purpose of the NHS in England where such an increase is greater than by 5% or more in any financial year.
- To approve proposals from the Board of Directors in respect of mergers, acquisitions, separations and dissolutions and significant transactions as defined in the Constitution.
- To seek assurance that all transactions demonstrate a clear case for change to meet NHSE's assurance requirements in the context of new ways of working benefitting the broader public interest.

2.2 Constitution

- To jointly approve with the Board of Directors any amendment to the Constitution.
- To approve the removal from office of a Governor in accordance with the procedure outlined in the Constitution.
- To approve the expulsion of a member of the Trust in accordance with the procedure outlined in the Constitution.
- With the support of the Assistant Chief Executive to convene an Annual Members' Meeting and to present an Annual Report to members, in accordance with the Constitution.
- In collaboration with the Board of Directors, to approve and routinely review the procedure for the resolution of disputes between the Board of Directors and the Council of Governors as outlined in the Constitution.

2.3 Holding the Board of Directors to Account

- To receive the agenda and minutes of the meetings of the Board of Directors.
- To develop and maintain good working relationships with the Board of Directors by meeting regularly and with sufficient frequency to establish appropriate channels of communication and constructive challenge.
- Hold the Non-Executive Directors individually and collectively to account for the performance of the unitary Board of Directors.
- In addition to statutory duties, to receive and comment on reports by the Board of Directors on the performance of the Trust against agreed financial, operational, quality

and regulatory compliance indicators and on progress against key milestones in the strategic and annual plans.

- Receive the annual report of the Audit Committee on the work, fees and performance of the External Auditor.

2.4 Membership Engagement

- To represent the interests of Trust members and members of the public, including the population of the local system of which the Trust is part.
- To approve the membership engagement plan strategy.
- To promote membership of the Trust and contribute to opportunities to recruit members in accordance with the membership engagement plan strategy.
- Contribute to members' and other stakeholders' understanding of the work of the Trust and the system by feeding back and seeking the views of the relevant member constituencies and partner organisations who elect / appoint Governors and the wider public.
- To act as ambassadors in order to raise the profile of the Trust's work with the public and other stakeholders.
- To be mindful of other bodies and organisations who also represent public interest and seek to work collaboratively.
- To attend relevant Trust events that facilitate contact between members, the public and Governors to promote governor accountability.

2.5 Compliance

- To ensure the Trust complies with its Provider Licence, the Constitution and any other applicable legislation and regulation.
- To engage with the Board of Directors as a critical friend if the Council of Governors has concerns about the Trust's compliance with its Provider Licence, the Constitution and any other applicable legislation and regulation.
- To inform NHS England, via the Lead Governor, if the Council of Governors is concerned that the Trust is at risk of breaching its Provider Licence and the Directors have failed to address non-compliance and concerns cannot be resolved at the local level.

2.6 Other Duties and Responsibilities

- To approve the allocation of members to committees or working groups of the Council of Governors and approve or ratify governor representatives on any Trust group or committee by invitation.
- To approve the comments or contributions of the Council of Governors, its committees or any working groups on Trust strategies, plans, policies and procedures, as appropriate.
- Contribute to the development of the Annual Report and Accounts, including the Quality Report, as appropriate.
- Participate in opportunities to review services and environments such as Patient-Led Inspections of the Care Environment; quality reviews; local evaluations of the user/carer experience etc.
- To approve the appointment of the Lead Governor; the Deputy Lead Governor and the Vice Chair of the Council of Governors' Nomination and Remuneration Committee, following an open election.
- Be equipped by the Trust with the skills and knowledge they require in their capacity as Governors.

3. **ACCOUNTABLE TO**

The Council of Governors represents the interests of and is accountable to the membership of the Trust.

(Note: The Council of Governors has a broader duty to represent the interests of the general public in the area served by the Trust.)

4. **REPORTS TO AND METHOD (INCLUDING MINUTES CIRCULATION)**

The Council of Governors reports to the membership of the Trust.

The Council of Governors meet in public and the agenda, papers and minutes for all the meetings are posted on the Trust's website.

A report on the work of the Council of Governors shall be given at the Annual Members' Meeting.

5. **MEMBERSHIP**

Members

DESIGNATION
Chair of the Board of Directors / Council of Governors
3 x Public Governors (Sheffield North)
3 x Public Governors (Sheffield South West)
3 x Public Governors (Sheffield West)
3 x Public Governors (Sheffield South East)
Public Governor (Outside of Sheffield)
7 x Patient Governors
Staff Governor (Medical and Dental)
Staff Governor (Nursing and Midwifery)
Staff Governor (Allied Health Professionals, Scientists and Technicians)
Staff Governor (Ancillary, Works and Maintenance)
Staff Governor (Administration, Management and Clerical)
Staff Governor (Primary and Community Services)
Appointed Governor (NHS Sheffield Clinical Commissioning Group) Sheffield Integrated Care Board
Appointed Governor (University of Sheffield)
Appointed Governor (Sheffield Hallam University)
Appointed Governor (Sheffield City Council)
Appointed Governor (Sheffield College)
Appointed Governor (Voluntary Action Sheffield)

Chair

The Council of Governors will normally be chaired by the Chair of the Board of Directors. Provision for chairing the meeting if the Chair is absent from the meeting or is temporarily absent on the grounds of a declared conflict of interest are set out in the Constitution.

Standing invitation

DESIGNATION
All Non-Executive Directors
Chief Executive
Chief Finance Officer
Chief Nurse
Medical Director (Development)
Medical Director (Operations)
Chief Operating Officer

Director of Human Resources and Staff Development
Director of Strategy and Planning
Assistant Chief Executive
Communications and Marketing Director

In attendance

DESIGNATION
Foundation Trust Membership Manager

(Note: Trust Members and members of the public are invited to attend.)

Serviced by

DESIGNATION
Business Manager
Foundation Trust Membership Manager

6. QUORUM

~~One third of the elected Governors including one Staff Governor.~~ No business shall be transacted at a meeting of the Council of Governors unless one-third of the whole of the Governors are present.

7. MEETING FREQUENCY AND PROCEDURES (MINIMUM IF APPLICABLE)

At least four meetings held in any one Financial Year including an Annual Members' Meeting.

8. DATE TERMS OF REFERENCE WERE LAST APPROVED

~~29 November 2022~~ 12 December 2023 Council of Governors meeting.

9. REVIEW DATE

December 20~~23~~24.

(Note: These Terms of Reference shall be reviewed annually)

10. PROCESS FOR REVIEWING EFFECTIVENESS

With the support of the Assistant Chief Executive, the Council of Governors will carry out an annual review of its work including the effectiveness and efficiency in the discharge of its responsibilities, its success in meeting the objectives of its membership ~~engagement plan~~ strategy and a record of Governor attendance at meetings. The outcome of the review shall be reported to the Annual Members' Meeting.

11. REPORTING STRUCTURE

Council of Governors' Nomination and Remuneration Committee
 Governors' Forum
 Such other groups/committees as required from time to time
 Task and finish working groups as necessary

Criteria, eligibility and process for the appointment of a Lead Governor and a Deputy Lead Governor

1 Introduction

- 1.1 Since 2010 Monitor [NHS Improvement](#), now NHS England (NHSE), has required all NHS Foundation Trusts to have a lead governor to facilitate direct communication in the limited circumstances where it may not be appropriate to communicate through the normal channels.

The criteria, eligibility and process for the selection of a lead governor and deputy lead governor within Sheffield Teaching Hospitals NHS Foundation Trust (STH) are outlined in this document.

2 Primary role and accountability

2.1 Lead governor

The primary purpose of the lead governor is to facilitate direct communication between ~~the regulator~~ (NHSE) and the governors. NHSE does not envisage regular direct communication with governors save where there may be a real risk of the Trust significantly breaching its licence or constitution and where concerns cannot be satisfactorily resolved via the normal channels. Once there is a risk that this may be the case, and the likely issue is one of board leadership, NHSE may wish to make contact with the governors at speed, through one established point of contact – the lead governor. This will enable governors to understand [the Regulator's](#) **NHSE's** concerns and in understanding the views of governors as to the capacity and capability of individuals to lead the Trust and to rectify, successfully, any issues.

The Trust should support the lead governor in understanding NHSE's role, particularly the basis on which NHSE may take regulatory action, to ensure the lead governor is able to correctly communicate more widely with other governors.

The lead governor is accountable to the Council of Governors as a collective and the Trust Chair. Other than the specified additional responsibilities, the role does not hold any additional responsibility or powers beyond those of an individual governor.

Similarly, but not exclusively, where individual governors may wish to contact NHSE, this would be expected to be through the lead governor.

2.2 Deputy lead governor

The primary role of the deputy lead governor is to deputise for the lead governor and to provide the Trust with a point of contact for the Council of Governors in the event that the lead governor is unavailable for a period of time or has a conflict of interest.

The deputy lead governor is accountable to the Council of Governors as a collective and the Trust Chair. Other than the specified additional responsibilities, the role does not hold any additional responsibility or powers beyond those of an individual

governor.

3. Criteria and eligibility

- 3.1** The Council of Governors will select a public or patient governor to undertake the role of lead governor and deputy lead governor of STH. The selection of a public or patient governor will:
- afford greater independence,
 - ensure adequate time can be committed to the role (which may potentially be an issue for both staff and appointed governors),
 - avoid potential conflicts of interest that may arise for staff governors.
- 3.2** Governors wishing to undertake the role of lead governor or deputy lead governor must:
- have served as a governor for at least one year,
 - be able to commit time to undertake the role,
 - be prepared to acquire knowledge and understanding of the arrangements/requirements of the role and the responsibilities attaching,
 - understand NHSE's England's role as an external regulator and the requirements of the Trust constitution,
 - uphold the values of the Trust, understanding and championing the Trust's PROUD values,
 - be committed to the success of the Trust.
- 3.3** Desirable personal qualities for a lead governor include:
- excellent interpersonal and communication skills,
 - the ability to deal with potential conflicts,
 - the ability to command the respect, confidence and support of their governor colleagues,
 - the ability to represent the views of their governor colleagues.

4. Process

- 4.1** The lead governor and deputy lead governor will be selected by the Council of Governors.
- 4.2** The process for the selection and appointment of the lead governor and deputy lead governor is as follows:
- 4.2.1** Upon a vacancy arising, the Chair will inform the Council of Governors of the vacancy and invite public and patient governors to express interest in the role.
- 4.2.2** Where more than one nomination is received, a confidential ballot of all governors will be held. Nominees will provide a short nomination statement describing their reasons for standing and a ballot paper showing all the candidates and their nomination statements will be distributed to all governors. Votes will be counted on a 'first past the post' basis. The Membership Manager will act as returning officer and at the deadline for receipt of votes will provide the outcome of the ballot to the Chair for announcement of the result to the Council of Governors. Ballot papers will be kept for six months and made available for scrutiny if required.
- 4.2.3** Where only one nomination is received, the Council of Governors will be asked to ratify the appointment.
- 4.2.4** The term of office of the lead governor and deputy lead governor will be for a period of three years, to run concurrently with the term of office as a governor or:

- until they resign the position by giving notice to the Chair; or
- until they are removed from the position by a resolution passed at a general meeting of the Council of Governors.

At the end of their term of office an individual may stand for re-election to the role. Governors serving as lead governor are eligible to nominate themselves for the role of deputy lead governor and visa versa.

4.2.5 The Assistant Chief Executive will notify NHSE ~~England~~ of any change of lead governor.

Council of Governors' Workplan January 2024 - December 2024

		March	June	September	December
CoG Business	Previous Minutes and Action Log				
	Declarations of Interest				
	Any Other Business				
Assurance - Performance Quality and Workforce	Chief Executive's Report				
	Feedback from Annual Members Meeting				
	Governors' Forum Meeting Update				
	Verbal Report from the Vice Chair of the Council of Governors' Nomination and Remuneration Committee				
	Chair of the Audit Committee report				
	Receive the Annual Report of the Audit Committee on the work, fees and performance of the External Auditor				
	Chair of the Finance and Performance Committee report				
	Chair of the People Committee report				
	Chair of the Quality Committee report				
	Partnership and System Update: Report of the Acute Federation Board				
	Partnership and System Update: Health and Care Partnership				
	Partnership and System Update: Links to ICB Public Meeting Papers				
	To approve the appointment of the Lead Governor; the Deputy Lead Governor and the Vice Chair of the Council of Governors' Nomination and Remuneration Committee, following an open election (as required)				
	Strategy / Planning	To receive updates on the Trust's corporate strategy and operational plan			
Effectiveness / Governance	Review and Approve the Council of Governors' Terms of Reference and Workplan				
	To Ratify the Council of Governors' Nomination & Remuneration Committee Terms of Reference				
	Annual review of Council of Governors Effectiveness and Efficiency				
	Jointly approve with the Board of Directors any amendments to the constitution (as required - three yearly cycle)				
Statutory Reporting / Compliance	External Audit Service: Annual Audit Report and Accounts				
	Receive the Quality Report				
	Appoint, re-appoint or remove the External Auditor				
	Approve the appointment or re-appointment of the Chair and/or Non-Executive Directors (where applicable)				
	Approve the remuneration of the Chair and Non-Executives (note consideration to be given to part year effect)				
	To note the outcome of the Chair's appraisal				
Stakeholder Engagement	Membership Engagement Plan Working Group Update				

TERMS OF REFERENCE

COUNCIL OF GOVERNORS' NOMINATION AND REMUNERATION COMMITTEE

1 PURPOSE

The Council of Governors' Nomination and Remuneration Committee is constituted as a standing committee of the Council of Governors.

The committee is authorised by the Council of Governors to act within its terms of reference, as set out below, subject to ratification of any amendments at future meetings of the Council of Governors.

The committee is authorised by the Council of Governors to obtain such internal information as it considers necessary for or expedient to the exercise and fulfilment of its functions. All members of staff and office-holders of the Trust are required to cooperate with any request made by the committee in pursuance of those aims.

The committee is authorised by the Council of Governors, subject to funding approval by the Chief Executive or Assistant Chief Executive acting on behalf of the Chief Executive, to instruct professional advisors and request the attendance of individuals and authorities from outside the Trust with relevant experience and expertise as required.

2 DUTIES/RESPONSIBILITIES

2.1 Nomination

- To regularly review the balance of skills, knowledge, experience and diversity of the Non-Executive Directors in conjunction with the Board of Directors.
- To give consideration to succession planning for Non-Executive Directors in the course of its work, taking into account the challenges and opportunities facing the Trust and the skills and expertise needed on the Board of Directors in the future.
- To keep the leadership needs of the Trust under review at Non-Executive Director level to ensure the continued ability of the Trust to operate effectively.
- To keep up to date and fully informed about strategic issues and commercial changes affecting the Trust and the environment in which it operates.
- To agree with the Council of Governors a clear process for the nomination of Non-Executive Directors, including the Chair.
- To take into account the views of the Board of Directors on the qualifications, skills and experience required for each Non-Executive Director position.
- To prepare and maintain a description of the role and capabilities required for an appointment of a Non-Executive Director, including the Chair.

- To identify and nominate candidates as Non-Executive Directors, including the Chair, for subsequent approval by the Council of Governors.
- To ensure that proposed Non-Executive Director's, including the Chair, other significant commitments are disclosed to the Council of Governors before appointment and that any changes to their commitments are reported to the Council of Governors as they arise.
- To ensure that, in line with Trust policy, proposed appointees disclose to the Assistant Chief Executive any business interests that may result in a conflict of interest prior to appointment and that any future business interests that could result in a conflict of interest are reported.
- To ensure that on appointment Non-Executive Directors, including the Chair, receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Board of Directors' meetings.
- To review the results of the Board of Directors' performance evaluation process that relate to the composition of the Board of Directors.
- To make recommendations to the Council of Governors concerning plans for succession particularly for the key roles of Chair and chairs of committees.
- To advise the Council of Governors in respect of reappointment of any Non-Executive Directors in relation to a term beyond eight years, see Appendix 1.
- To advise the Council of Governors in regard to any matters relating to the removal from office of a Non-Executive Director, including the Chair.

2.2 Remuneration

- To decide and review the terms and conditions of office of the Non-Executive Directors, including the Chair, in accordance with all relevant Trust policies, including:
 - Pay
 - Provision for any other benefits
 - Allowances
 - Expenses
- With the Senior Independent Director to monitor and evaluate annually the performance of the Chair.
- To monitor and evaluate the performance of individual Non-Executive Directors as assessed annually by the Chair.
- To comply with all relevant legislation, regulations and Trust policy in all respects, including (but not limited to) determining levels of remuneration that are sufficient to attract, retain and motivate Non-Executive Directors whilst remaining cost effective.
- To oversee other arrangements for Non-Executive Directors, including but not limited to termination payments.

3 ACCOUNTABLE TO

The committee is accountable to the Council of Governors.

4 REPORTS TO AND METHOD (INCLUDING MINUTES CIRCULATION)

The minutes of all meetings of the committee shall be formally recorded and shall be retained by the Assistant Chief Executive, on behalf of the Chair.

The committee shall report to the Council of Governors after each meeting of the committee and make an annual report to the Annual Members' Meeting.

The Assistant Chief Executive, on behalf of the Chair, shall ensure that the work of the committee is accurately reported in the Annual Report and Accounts in accordance with any direction from **NHS England**.

5 MEMBERSHIP - DESIGNATION/CHAIR OR VICE-CHAIR

➤ Members

DESIGNATION	CHAIR/VICE-CHAIR
Chair of the Trust	Chair
Public/Patient Governor	Vice-Chair
Public/Patient Governor	
Public/Patient Governor	
Public/Patient Governor	
Lead Governor ex-officio	
Deputy Lead Governor ex-officio	
Staff Governor	
Staff Governor	
Appointed Governor	
Appointed Governor	

➤ Chair

The Nomination and Remuneration Committee will be chaired by the Trust Chair except where the Chair has a conflict of interest, for example when the committee is considering the Chair's re-appointment, performance, remuneration or termination, the Chair shall withdraw from the meeting and the committee shall be chaired by the Vice Chair of the Committee.

➤ Vice-Chair

The Vice-Chair shall be a public or patient governor selected from among the committee members in accordance with Appendix 2. Neither the lead governor nor the deputy lead governor should be appointed as Vice-Chair unless there is no appropriate alternative.

➤ In attendance

NAME	DESIGNATION
Sandi Carman	Assistant Chief Executive
Jane Pellegrina	Trust Membership Manager

➤ Serviced by

NAME	DESIGNATION
Jane Pellegrina	Trust Membership Manager

➤ Lead Officer (If applicable)

NAME	DESIGNATION
Sandi Carman	Assistant Chief Executive

6 COMPOSITION OF AND APPOINTMENTS TO THE COMMITTEE

The committee will be chaired by the Chair of the Trust. There will normally be ten other members of the committee.

The membership of the committee will include a balance of public, patient, staff and appointed governors. Committee members will be appointed in accordance with Appendix 3.

7 TERMS OF OFFICE OF COMMITTEE MEMBERS

Given that the Chair and governors all have finite terms of office and given the need for the committee to have some stability to enable it to appreciate and discharge its responsibilities; there will be a four year membership tenure on the committee with an option to stand for re-selection by peers.

8 CONFIDENTIALITY

By its nature, the committee will deal with issues of a confidential nature. The membership is therefore expected to observe the highest degree of confidentiality and integrity in this regard. Any breaches in this regard will result in membership of the committee being terminated and redress via the Code of Conduct for Governors.

The Minutes of the committee will remain confidential and will not be circulated outside the committee membership.

9 QUORUM

A quorum shall be five members.

10 MEETING FREQUENCY AND PROCEDURES (MINIMUM IF APPLICABLE)

Meetings will be held at least annually.

11 PROCESS FOR REVIEWING EFFECTIVENESS

The effectiveness of the committee will be monitored on an annual basis via the following:

- Annual review and approval of the Terms of Reference by the Council of Governors
- Annual report to the Annual Members' Meeting
- Report of Committee's work in Annual Report and Accounts in accordance with direction from NHS England

12 REPORTING STRUCTURE

None

13 DATE TERMS OF REFERENCE WERE APPROVED

By Council of Governors' Nomination and Remuneration Committee on **10 October 2023**

Ratified by Council of Governors **12 December 2023**

14 REVIEW DATE

December 2024



PROCEDURAL GUIDANCE ON APPROVING AN EXCEPTIONAL RE-APPOINTMENT FOR A NON-EXECUTIVE DIRECTOR

1. Background

Section 4.6 of the Standing Orders of the Board of Directors stipulates the standard Term of Office for a Non-Executive Director is no more than four years and sets the maximum tenure at two consecutive Terms of Office.

Provision is made in Section 4.6 for the maximum tenure to be extended, once only, by annual reappointment in exceptional circumstances.

2. Criteria for approving an Annual Re-appointment

Circumstances may be deemed *exceptional* if a re-appointment of tenure would maintain stability when the:

- a) Board of Directors and/or the Trust is experiencing a period of stress, or
- b) Board of Directors faces an unplanned sudden and simultaneous loss of a majority of its Non-Executive Directors, or
- c) Board of Directors requires specialist Non-Executive Director input to manage and resolve a time-limited issue, or
- d) Significant structural organisational change

3. Process for seeking approval for an Annual Re-appointment

Approval for a re-appointment to the maximum tenure for an individual Non-Executive Director must be given by the Council of Governors' Nomination and Remuneration Committee which will in turn make a recommendation to the Council of Governors for final approval.

The case for an extension in exceptional circumstances may be initiated by either the Board of Directors or its Nomination and Remuneration Committee, or by the Council of Governors or its Nomination and Remuneration Committee. Any extension should be in alignment with national policy direction. Further advice should be sought from the South Yorkshire Integrated Care Board or NHS England as and when required.

The case must be based on the exception criteria outlined in Section 2 above and should be submitted by a paper to the Council of Governors' Nominations and Remuneration Committee.

In its deliberations, the Council of Governors' Nomination and Remuneration Committee should pay due regard to:

- the issue of eligibility under the exception criteria outlined in Section 2
- matters normally considered in the re-appointment the Non-Executive Director i.e. assessing the existing candidate against the current updated job description and person specification
- additional relevant issues, such as
 - the Non-Executive Director's past annual performance appraisal(s)

- any changes in the Non-Executive Director's commitments that may have a bearing on the time required to undertake the role
- any change in the Non-Executive Director's independence, particularly their length of service which is relevant to the determination of their independence (as set out in Section A.3.1 of Monitor's *Code of Governance*).

Appointment

Subject to final approval by the Council of Governors, the Non-Executive Director will be appointed for one year only. Further extensions are not permissible

The terms and conditions of the appointment will be clearly set out in the Letter of Appointment.

Any such extensions will be reported in the Trust's Annual Report and Accounts, as directed **NHS England**.

**COUNCIL OF GOVERNORS' NOMINATION AND REMUNERATION COMMITTEE
PROCESS FOR SELECTING A VICE-CHAIR OF THE COMMITTEE**

1. Context

The Committee is chaired by the Trust Chair except where the Chair has a conflict of interest, for example when the Committee is considering the Chair's re-appointment, performance, remuneration or termination, when the Chair withdraws from the meeting and the Committee is chaired by the Vice-Chair of the Committee.

The Vice-Chair of the Committee should be a public or patient governor selected from among the Committee members. Neither the lead governor nor the deputy lead governor should be appointed as Vice-Chair unless there is no appropriate alternative.

2. Appointment Process

When a vacancy occurs the Chair will seek expressions of interest from the Committee Members. In the event of more than one member expressing an interest the Chair will consult with the other Members privately to seek a majority recommendation.

3. Process following Selection of the Vice Chair of the Committee

The Chair will inform the successful candidate and the appointment will be notified to the next Council of Governors Meeting.

COUNCIL OF GOVERNORS' NOMINATION AND REMUNERATION COMMITTEE PROCESS FOR GOVERNORS TO JOIN THE COMMITTEE

1. Context

The Committee is chaired by the Chair of the Trust and there are eight other Committee Members.

Membership includes a balance of Public, Patient, Staff and Appointed Governors, made up of:

Four Public/Patient Governors
Two Staff Governors
Two Appointed Governors

Two Public/Patient ex-officio voting members:

- Lead Governor
- Deputy Lead Governor

2. Appointment Process

When a vacancy occurs the Chair will inform governors in the relevant constituency of the vacancy and invite expressions of interest in the role. In the event that a number of governors express an interest, a ballot amongst governors in the relevant constituency will be held and each candidate will be invited to submit a short statement supporting their application to take up the role.

3. Process following Selection

The Chair will inform the successful candidate and invite them to join the Committee. The appointment will be reported to the next Council of Governors Meeting.