

SHEFFIELD TEACHING HOSPITALS NHS FOUNDATION TRUST

EXECUTIVE SUMMARY
REPORT TO THE COUNCIL OF GOVERNORS
12 DECEMBER 2024

Subject	Review of the Terms of Reference of the Council of Governors' Nomination and Remuneration Committee
Supporting TEG Member	Sandi Carman, Assistant Chief Executive
Author	Jane Pellegrina, Trust Membership Manager
Status	To Ratify

PURPOSE OF THE REPORT

To request that the Council of Governors (CoG) ratify amendments made to the Terms of Reference of the Council of Governors' Nomination and Remuneration Committee (NRC) approved by the NRC following a scheduled annual review.

KEY POINTS

- The workplan of CoG includes ratification of the outcome of an annual review of the Terms of Reference of the NRC.
- At a meeting on 27 November 2024 the NRC reviewed the Terms of Reference.
- The amendments approved by the NRC are highlighted as track changes in the attached copy of the Terms of Reference. The amendments are either for the purpose of clarity; to eliminate duplication or to remove duties that are not part of the NRC's remit.
- Following careful consideration the NRC agreed to reduce the number of seats on the NRC for Appointed Governors from two to one and to re-categorise this as a Public/Patient Governor seat.
- The amended Terms of Reference are presented to CoG for ratification.

IMPLICATIONS

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 **RATIFY** the amendments to the Terms of Reference approved by the Council of Governors' Nomination and Remuneration Committee following a scheduled annual review on 27 November 2024.

APPROVAL PROCESS

Meeting	Date	Approved Y/N
Council of Governors' Nomination and Remuneration Committee	27/11/2024	Y
Council of Governors	12/12/2024	

Council of Governors' Nomination and Remuneration Committee Terms of Reference

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 and 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 the leadership needs of the Trust with regard to succession planning for Non-Executive Directors, including the Chair, 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 ensure the continued ability of the Board to operate effectively.
- ~~○ 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 maintain, review and update the Standard Operating Procedure for the appointment 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, including the Chair.
- 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 any significant commitments held by proposed Non-Executive Director's positions, 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 for positions of Non-Executives Directors and the Chair 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 exceptional reappointment of any Non-Executive Directors, including the Chair, 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:
 - Remuneration 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, (including the Chair) whilst remaining cost effective.
- To oversee other arrangements for the terms and conditions of Non-Executive Directors (including the Chair), including but not limited to termination payments.

3. Accountable to

The Committee is accountable to the Council of Governors.

4. Reports to

Reports to	Reporting methods (e.g. minutes, progress report, assurance report)	Frequency
The committee reports to the Council of Governors	<p>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</p> <p>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.</p>	<p>After each meeting of the committee and makes an annual report to the Annual Members' Meeting.</p>

5. Receives Reports from

None

6. Membership and attendance

Membership

Designation
Chair of the Trust (Chair)
Public/Patient Governors (Vice-Chair)
Public/Patient Governor
Public/Patient Governor
Public/Patient Governor
<u>Public/Patient Governor</u>
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, when 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.~~ Except in extraordinary circumstances such as to ensure continuity of experience, neither the lead nor the deputy lead governor should be appointed as Vice-Chair.

In attendance

Designation
Assistant Chief Executive
Trust Membership Manager

7. Quorum

A quorum shall be ~~five~~ four members, where at least two are Public/Patient Governors.

8. Meeting Roles and Responsibilities

Chair	Annette Laban
Lead Officer	Sandi Carman
Meeting Administrator	Jane Pellegrina

9. 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. The Committee members will be appointed in accordance with Appendix 3.

10. 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~~.

11. 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 ~~m~~Minutes of the Committee will remain confidential and will not be circulated outside the Committee membership.

12. Meeting frequency

At least annually.

13. Process for reviewing effectiveness (tick all that apply)

- Annual review of terms of reference
- Annual report including review of work plan delivery and attendance
- ~~Annual report to the Annual Members' Meeting~~
- Report of Committee's work in the Trust's Annual Report and Accounts in accordance with the direction of NHS England
- Effectiveness questionnaire completed by members
- Internal / external audit review

14. Document control

Version	Version must be recorded
Status	Draft / Current / Review
Author	First name and last name of author
Approval body	Council of Governors' Nomination and Remuneration Committee
Date approved	<u>27 November 2024</u>
Ratification body	Council of Governors
Date ratified	12 December 202 4 ³
Issue date	Issue date to be recorded when uploaded to intranet
Review date	December 202 4 ⁵

Terms of reference template version 1.4

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~~, C4, 3 and B2,6 of the Code of Governance for provider trusts (NHSE, October 2022))

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~~ Except in extraordinary circumstances such as to ensure continuity of experience, neither the lead nor the deputy lead governor should be appointed as Vice-Chair.-

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 ten 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 on the Committee's membership 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.