

**From:** Georgia Denegri, Interim Trust Secretary

**To:** Council of Governors

**Date:** 20 July 2017

**Subject:** Nominations and Conduct Committee Report

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## **1.0 Purpose of the Report**

1.1 To report to the Council on the work of the Nominations and Conduct Committee and seek approval to the Committee's recommendations.

## **2.0 Role of the Council of Governors**

2.1 The Council of Governors is responsible for holding the Non-Executive Directors (NEDs) to account for the performance of the Board. As part of this responsibility, the Council of Governors appoints and removes the Chair and Non-Executive Directors and decides their remuneration, allowances and their other terms and conditions of office.

## **3.0 Background**

3.1 The Nominations and Conduct Committee has been established to carry out specific duties on behalf of the Council, including recommending candidates for appointment or re-appointment to the posts of Chair and Non-Executive Director, discussing their annual performance evaluation and remuneration, and promoting Governor standards.

3.2 The membership of the Committee is as follows:

- Marie Gabriel, Trust Chair (Committee Chair)
- Zara Hosany, Deputy Chair (ex-officio member)
- Norbert Lieckfeldt, Public Governor
- Keith Williams, Public Governor
- Neil Wilson, Appointed Governor
- Katherine Corbett, Staff Governor

3.3 Following on from its previous meeting on 27 April 2017 and subsequent report and discussion at the May Council of Governors meeting, the Committee met again on 29 June 2017 to consider:

- the Board's succession planning and re-appointments of the Trust Chair and Vice-Chair;
- support for improving governor effectiveness; and
- governor standards.

## Agenda Item 8

3.4 All members attended the meeting.

### 4.0 Chair and Non-Executive Director Re-appointments

*Marie Gabriel was not present at the Committee when this item was discussed.*

6.1 The Committee considered in detail the Board succession planning and noting the exceptional performance of the Trust Chair and Vice-Chair, as it was previously reported in the May Council meeting, agreed to recommend to the Council that:

- Marie Gabriel is re-appointed for a further three year term from 1 November 2018 to 31 October 2021.
- Mary Elford is re-appointed for a further term from 1 February 2018 to 31 October 2020. This term is for two years and eight months in order to be aligned with other NED end dates so to avoid future costly single vacancy campaigns.

### 5.0 Supporting Governor Effectiveness

6.2 The Committee discussed ideas for improving the election material, prospective governor statements, raising the profile of campaigns and holding an event for prospective governors.

### 6.0 Governor Standards

6.1 The Committee also reviewed the Council of Governors' Attendance Register, considered Governor responses to communications with the Chair and Membership Office regarding lack of attendance, and agreed appropriate actions in line with Council delegation.

6.2 Due to the long absence of the Assistant Deputy Chair, the Committee agreed to recommend to the Council that Norbert Lieckfeldt who was the next runner up fills the role until Council holds elections for the role after November once the main Council elections have been completed.

### 7.0 Action being requested

8.1 The Council is asked to **RECEIVE** the report and:

- a) **APPROVE** the re-appointment of Marie Gabriel as Trust Chair for a further three year term from 1 November 2018 to 31 October 2021.
- b) **APPROVE** re-appointment of Mary Elford for a further term from 1 February 2018 to 31 October 2020.
- c) **APPROVE** the appointment of Norbert Lieckfeldt as Assistant Deputy Chair until the next elections for the role are held.