

Report from the Nominations and Remuneration Committee

Council of Governors	Item: 10
18th July 2019	Enclosure: E
Purpose of the Report: To provide the Council with a summary of discussions held at meetings of the Nominations and Remuneration Committee.	
For: Information <input checked="" type="checkbox"/> Assurance <input type="checkbox"/> Discussion and input <input type="checkbox"/> Decision/approval <input type="checkbox"/>	
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Recommendations: Council members are asked to note the report from the meeting of the Nominations & Remuneration Committee held on 4 th June 2019, including the content of the Job Description and Person Specification for the Trust's Chairman with effect from 1 st September 2019.	

Nominations & Remuneration Committee
Key Issues, Actions and Recommendations to the Council of Governors

Committee meeting held on 4th June 2019

	Agenda item	Outcome
1.	Annual NED performance appraisals and objectives for 2019/20	The Committee agreed that the process for performance appraisal and objective setting had been robust and assurance could be given to the Council of Governors that this was the case, along with the message that governors are expected to contribute to the 360 degree feedback surveys.
2.	NED recruitment and succession planning	<p>With regard to the appointment of a Non-Executive Director with the ability to chair the Audit Committee, the Committee discussed arrangements for a second round of the process as an appointment had not been made from the first shortlist. Shortlisting from the second round took place on 8th March 2019 and interviews are due to take place in August. As previously notified to the Council of Governors, Joan Mulcahy's term of office has been extended until 30th September 2019 whilst the search continues.</p> <p>Recommendations to the Council of Governors were made regarding the reappointments of Dr Rita Harris and Dr Nav Chana as Non-Executive Directors. Online voting has confirmed both reappointments. Dr Harris is reappointed for three years from 1st August 2019 and Dr Chana for two years from 1st December 2019.</p>
3.	NED and Chairman Remuneration	The Director of Workforce supported the Committee to review the remuneration of Non-Executive Directors and Chairman using benchmarking data provided by NHS Providers, taking into account the performance of the Hospital and the principles of pay policies applied across all groups of staff in 2018/19.

Item carried forward from the Committee meeting held on 4th March 2019

4.	Succession Planning for the Chairman	The Committee agreed the revised job description and person specification for the Chairman, to take effect from 1 st September 2019. This was not available for circulation at the last Council of Governors meeting but is now attached for information. The Council of Governors is asked to note the content.
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JOB DESCRIPTION

JOB TITLE	Chairman
LOCATION	Kingston Hospital, Galsworthy Road Kingston upon Thames, Surrey, KT2 7QB
REPORTS TO	Trust Board
ACCOUNTABLE TO	Trust Board

Overall Purpose

The Chair is responsible for leading the Board of Directors (Board) and the Council of Governors (Council) in setting the overall strategy and vision for the Trust. As a key ambassador for the Trust, the Chair must communicate with staff, Members and Governors and develop and maintain good working relationships with a wide range of stakeholders – both at local and national levels.

Main Responsibilities:

Strategy

- Lead the development of a strategic vision for the hospital, ensuring the Trust is effectively positioned in the wider health care economy, acting as a system as well as organisational leader.
- Promote the integration agenda, building and maintaining a close relationship with local agencies in the community concerned with health care delivery, promotion and prevention, and to promote ever greater and more effective integration of health and social care.
- Ensure that the Board has local plans and strategies which properly reflect NHS Priorities and Planning Framework.
- Ensure that the Trust promotes equality of opportunity and human rights in the treatment of its staff and patients as a key part of its strategic development.

Leadership

- Chair the Board and Council, facilitating their distinct but complementary roles and enhance the effectiveness of both. Build trust and operate transparently to harness the diversity of opinion required.
- Ensure the Board meeting agenda takes account of the full business of the Board, and that accurate, timely and clear information is provided to Board Members and, as appropriate, Governors.

- Facilitate the effective contribution of Non-Executive Directors, ensuring constructive relations between Executive and Non-Executive Directors to take forward the business of the organisation.
- Conduct an annual performance evaluation of the Board, its committees, the CEO and individual NEDs, ensuring a Board Development Programme is in place.
- Be a source of support for the Chief Executive as well as supporting and challenging constructively when needed, and participate in the appointment of the Chief Executive and other Executive Directors.

External relationships

- Establish effective networks to connect the organisation and the Board of Directors and Council of Governors to potentially useful external organisations and individuals.
- Inspire leadership in the community as an ambassador for the Trust, demonstrating a grasp of the different constituencies and their political drivers.

Compliance

- Ensure that the organisation complies within its legal and regulatory framework.
- Uphold, at all times, the Trust values, ensuring an unremitting focus on service quality and accessibility for patients.
- Uphold fiduciary duty invested in the position, undertaking such duties in a way that adds to public confidence and trust, balancing both service quality and financial accountabilities.

PERSON SPECIFICATION

JOB TITLE: Chairman

QUALIFICATIONS / EXPERIENCE

The ideal candidate for this role will have substantial Board or executive level experience gained in a large organisation of comparable complexity to the Trust. S/he will have the gravitas, charisma and presence to carry out successfully the ambassadorial aspects of the role, both within the hospital and at senior levels, locally, regionally and nationally, in the health and social care, business and political communities. Equally, it is vital that the Chair has the interpersonal skills to engage effectively with and serve the local community. Specifically, the successful candidate will demonstrate:

Essential criteria

- Strong business skills backed by demonstrable financial acumen and an understanding of how large organisations work, in terms of management, finance and risk.
- Well-developed political awareness, ideally experienced in dealing with Government and within a complex political context..
- Vision and imagination to be able to lead future strategic plans that align organisationally, in the localities across the local system, as well as regionally/nationally.
- Can demonstrate a strong commitment to develop the interests of staff and their wellbeing.
- A sound knowledge of corporate governance issues with a strong commitment to the public membership principles that lie at the heart of Foundation Trust status.
- Accustomed to a high level of accountability and comfortable operating in a complex, high risk environment.
- Strong leadership and interpersonal skills, able to engender respect from others, and work effectively as part of a team.
- A well networked individual with strong negotiation skills.
- A good listener, able to weigh up arguments and summarise for others, requiring refined analytical skills..
- Exceptional communication skills, comfortable presenting in a variety of fora and able to manage the media.

- A highly intelligent and challenging individual who has integrity, stature, gravitas and resilience.
- A commitment to and understanding of the needs of the local community and an awareness of local issues.

Desirable criteria

- An understanding of NHS policy and how underlying social, political and historical factors shape the local and National Health Service is desirable.
- Experience in the Health Service in general and in Foundation Trusts in particular would be an advantage.
- Can bring a track record of working flexibly and in an agile way, balancing the demands of the role with the development of self.