Council of Governors' Remuneration and Appraisal Committee Meeting
MINUTES
23 November 2011

PRESENT	Mr David Frank (Chair)	Public Governor – Surrey Heath
	Ms Judi Linney	Public Governor – Runnymede
	Mr Hugh Meares	Appointed Governor – Runnymede
	Ms Michèle Low	Public Governor – Hounslow
IN ATTENDANCE:	Ms Raj Bhamber	Director of Workforce and Organisational Development
APOLOGIES:	Mr Paul Wills	Staff Governor
	Mr Andrew Liles	Chief Executive
SECRETARY:	Ms Jane Gear	Board Secretary/Head of Corporate Affairs

Minute **Action**

R&A14/11 **Minutes of the previous meeting**

The minutes of the meeting held on 3 May 2011 were agreed as a correct record.

Matters arising

R&A15/11 **Non-Executive Director – dimensions for pay evaluation (minute R&A6/10 refers).**

It was agreed that the possible dimensions to be considered in the next annual evaluation of Non-Executive Director pay would be discussed at the January 2012 meeting. **RB**

It was also understood that the Foundation Trust Network (FTN) had undertaken a review of Non-Executive Director pay and it was agreed to find out the results. **JG**

The intention would be to make a recommendation on pay to the May Council Meeting.

R&A16/11 **Appraisal Process for the Non-Executive Directors**

It was noted that the Chairman was responsible for leading the actual appraisal of Non-Executive Directors.

The proposed model was based on the format agreed by the Committee at the May meeting for the Chairman's appraisal.

The process included a 360-degree feedback questionnaire which was being used as part of the ongoing process of Board assessment. The Committee were advised that the process was designed and run by Foresight Partnership which was an independent consultancy.

The Governors agreed that the process for Non-Executive Directors should specify the types of input to the 360 degree process which should be sought. This should include:

- The Board of Directors.
- Governors.
- Senior clinicians.
- Members of subcommittees relevant to the individual Non-Executive Director role. This might include external stakeholders such as the auditors.

The Governors felt that this span of stakeholder input would ensure that any significant material adverse comments about an individual Non-Executive Director would be captured. The use of a broad range of appraisers would ensure that all aspects of performance would be considered. The independent collation process would help give assurance to the Council of Governors. It was also noted that five dimensions examined through the 360-degree tool were about 'hard' issues, not personality.

At the conclusion of the Non-Executive Director's appraisal, the Chairman would produce a report which would confirm to the Governors whether the performance of the Non-Executive Director continued to be effective.

In considering the draft timetable, it was clarified that the proposal on the process would be made to the December 2011 Council of Governors by the Lead Governor. The Chairman of the Trust would be responsible for providing the report on the Non-Executive Director's appraisal to the February 2012 Remuneration and Appraisal Committee meeting.

The Committee AGREED to recommend the process described to the December Council of Governors' meeting. **DF**

R&A17/11 Draft Annual Report and Review of Terms of Reference

The draft Annual Report was AGREED.

It was agreed that the proposal on the revision to the Terms of Reference should stipulate that the quorum would be three members which must as a minimum consists of:

- The lead governor.
- One public governor in addition to the lead governor.
- One governor from either the staff or appointed governor group.

Committee members were reminded that they had been appointed by the Council of Governors for a one-year period. Therefore the paper to the Council of Governors would ask for confirmation of membership going forward.

It was also agreed to amend paragraph 3.1.1 of the Terms of Reference, final sentence, to say "in particular the practice in *other* Foundation Trusts." **JG**

The forward action plan would form the basis of the annual work programme for the Committee.

ANY OTHER BUSINESS

R&A18/11 **Epsom Transaction**:

The Committee discussed the proposed Epsom transaction. It was noted that Non-Executive Directors needed to be members of the Trust and none of the current Epsom Non-Executive Directors lived within the proposed catchment area.

R&A18/11 **Date of next meeting**

It was agreed that next meeting should be scheduled for January 2012 and would review progress on the Chairman's appraisal, progress on the Non-Executive Directors' appraisal and look at the possible dimensions of Non-Executive Director pay. **JG**

Signed: ……
Chairman

Date: 20 January 2012

Summary Action Points

Meeting Date	Minute Ref	Topic	Action	Lead	Due Date	Comment as at	Status
04/03/11	**R&A4/11**	**Pay Award**	Review in February 2012	**RB**	Feb 2012	**Not due**	
23/11/11	**R&A15/10**	**NED pay**	Examine possible dimensions to be considered in the next annual evaluation of Non-Executive pay	**RB**	Jan 12		
23/11/11	**R&A15/10**	**NED pay**	Obtain the latest FTN remuneration survey	**JG**	Jan 12		
23/11/11	**R&A16/11**	**Appraisal Process for the Non-Executive Directors**	Present process for NED appraisal to CoG	**DF**	Dec 11		
23/11/11	**R&A17/11**	**Draft Annual Report and Review of Terms of Reference**	Present to Council with proposed changes to ToR	**JG**	Dec 11		