Council of Governors' Remuneration and Appraisal Committee Meeting
MINUTES
3 May 2011

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

Minute **Action**

R&A8/11 **Minutes of the previous meeting**

The minutes of the meeting held on 4 March 2011 were agreed as a correct record subject to ensuring the correct spelling of 'Runnymede'.

Matters arising

R&A9/11 **Terms of Service (minute R&A5/10 refers)**

It was confirmed that the reference to the time commitment for NEDs referred to the requirement that they would undertake a minimum of 2 1/2 days per month but that in reality they usually committed far more time in order to carry out the role.

R&A10/11 **Draft Terms of Service for the Chairman and Non Executive Directors (minute R&A5/11 refers)**

Subject to the correction of small number of typographical errors the Terms of Service were agreed by the Committee. These had been used in respect of the recent NED appointments and would be presented to the Council of Governors for noting. **DF**

R&A11/11 **Appraisal of the Chairman**

The Senior Independent Director (SID), the Lead Governor, Chief Executive, Director of Workforce and Organisational Development and Membership Manager had met informally in April to review the statutory duties of Governors in relation to the appraisal of the Chair and a briefing paper had been circulated to members for consideration with the agenda.

The role of the Committee would be to recommend to the Council the process for evaluating the Chairman. The actual appraisal would be led by the SID.

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One aspect of the proposed process was the use of 360^0 feedback. The Director of Workforce and Organisational Development described the web based tool used by the Trust for 360^0 feedback. This had been developed around 6 dimensions

- Strategic Direction
- Effective Board Working
- Values and Behaviours
- Decision Making and Accountability
- Developing Capacity and Capability
- Engaging Stakeholders and the community

The tool was an established 360^0 tool which facilitated inputs from a diverse range of key stakeholders. The tool accommodated up to 15 contributors who would be selected by the Chairman, Senior Independent Director and Lead Governor.

A list of major stakeholders for the Trust was tabled and following discussion it was agreed that the make up of those selected should be :

- One input from 9 governors per year (this would be structured so far as possible to enable each governor to have input into the appraisal process at least once during their initial term of appointment so a different group would provide input each year)
- One input from the Executive Directors as a group
- One input from the Non Executive Directors as a group
- One input from the Medical Staff Committee Chairman
- One input from the Employee Partnership Forum
- One input from The Head of Chaplaincy Services

These internal stakeholder inputs should be complemented by up to 9 external stakeholder inputs from the following:

- MPs
- Nominees of the Borough Councils (E.g. Chief Executive or Chairman of the Scrutiny Committee)
- LINk
- Patient Panel Chairman
- Local Associations for Voluntary Services (E.g. Runnymede Association of Volunteers)
- PCTs
- GP Consortia
- Local Clinical Networks
- SECamb
- Surrey Community Health
- NHS Foundation Trusts

In selecting the stakeholders it would be important that they had had relevant direct experience of the Chairman during the year in which the appraisal was being conducted and that they were representative of organisations, the local geography and socio–economic profile so far as was practicably possible.

In determining the group of 9 governors, the Lead Governor would be treated as all other Governors.

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Appraisal Model

The briefing paper included three models of appraisal including the one used by the Appointments Commission and also one used by a neighbouring Foundation Trust. The Committee agreed that the draft locally developed paperwork would be more effective.

The Committee reviewed the draft local appraisal documentation and agreed it in principle subject to a number of amendments including :

- Adding the Trust's vision statement and headline Strategic Objectives in the section on personal leadership
- Clarifying the wording of the section on 'progress against pre defined objectives'
- Amendments to the sections, and sequencing of, aspirations / strengths and weaknesses/development needs.

The documentation would be completed by the SID and Chairman and would form part of the personnel record of the Chairman. A report on the outcome of the evaluation would be prepared by the SID.

The timetable for the annual review process would allow a mid year review in October 2011 and an end of year review in March 2012.

The Committee considered the next steps and agreed that the draft paper and recommendation to the Council would be updated by the Director of Workforce and Organisational Development based on the deliberations of the Committee. This would be circulated to the Lead Governor for approval and then submitted to the Council meeting for discussion and agreement. **RB/DF**

R&A12/11 Terms of Reference

These were noted. It had previously been agreed that at the annual review the quorum should be reviewed. **JG**

R&A13/11 Date of next meeting

7th September 2011 at 10.00am

Signed: ……
Chairman

Date:

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Summary Action Points

Meeting Date	Minute Ref	Topic	Action	Lead	Due Date	Comment as at [Date]	Status
14/12/10	**R&A2/10**	**Terms of Reference**	To review and make recommendations to the Council	**RB/JG**	November 2011		
14/12/10	**R&A6/10**	**Next Meeting**	Appraisal process and timetable	**RB**	Sept 2011		
14/12/10	**R&A6/10**	**Next Meeting**	Examine possible dimensions to be considered in the next annual evaluation of Non-Executive pay	**RB**	Sept 2011		
04/03/11	**R&A4/11**	**Pay Award**	Review in February 2012	**RB**	Feb 2012		
04/03/11	**R&A6/11**	**Terms of Reference**	Review Quorum in the Terms of Reference	**JG**	November 2011		
03/05/11	**R&A11/11**	**Draft Terms of Service NEDs**	Present to the full Council	**DF**	May 2011	**Competed**	
03/05/11	**R&A11/11**	**Chairman's Appraisal**	Redraft paper and recommendation to the Council. Submit to Council following Lead Governor approval	**RB**	May 2011	**Completed**	

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