

Meeting Title	Council of Governors		
Date	21 January 2021	Agenda item	CGo.1.21.11

Report on the Chairman's appraisal 2020

Presented by	Selina Ullah, Senior Independent Director		
Author	Jacqui Maurice, Head of Corporate Governance		
Governance responsibility	Council of Governors		
Purpose of the paper	To provide a report to the Council of Governors on the completion of the Chairman's appraisal in line with the process agreed with the Council of Governors. The Council of Governors is asked to confirm if it is assured with regard to the process undertaken.		
Action required	For decision		
Previously discussed at/informed by			
Previously approved at:	Committee/Group	Date	

Summary

Introduction

As the council is aware, proposals regarding the NED/Chair appraisal processes for 2020 were unable to be considered as routinely scheduled at the Council of Governors meeting in April 2020 due to the meeting being stood down.

At the beginning of June 2020 the Governors Nominations and Remuneration Committee (NRC) and the Council of Governors received a communication from the Chairman explaining that 'whilst we are, as an organisation, focused on our response to the pandemic, we are still ensuring that key elements of our governance are maintained in a number of ways, including ensuring that the leadership of our trust is outstanding'. The NRC and the Council signalled their agreement that the processes approved by the Council in May 2019 (with the exception of the Non-Executive Director peer review) would apply to 2020.

Chairman's appraisal

Selina Ullah, Senior Independent Director, conducted the Chairman's appraisal on 12 November 2020. The annual review of the 'fit and proper persons' self-declaration for the Chairman has been completed with the declarations checked and signed off by the Senior Independent Director.

In undertaking the appraisal; the Senior Independent Director sought views from the;

- Chief Executive (which included feedback from the Executive Directors)
- Non-Executive Directors
- Governors
- External Stakeholders

The outcomes from the appraisal have been fully documented.

On 1 December 2020 the NRC considered the report with the Senior Independent Director and confirmed that it was assured with regard to the appraisal undertaken and as such commends this report to the council of governors for its consideration.

Recommendation/s

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The Council of Governors is asked to consider the report and to confirm its assurance with regard to the appraisal of the Chairman undertaken by the Senior Independent Director.

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Chairman's Appraisal Process 2020

1. Introduction

The Council of Governors has a statutory responsibility and a pivotal part to play in ensuring that the performance of the Chairman is effective and is making an important contribution to the leadership of the Foundation Trust.

The Chair's Appraisal Process is designed to:

- a) Ensure good governance standards are adhered to and encourage personal development.
- b) Evaluate individual performance and contributions.
- c) Set clear expectations.
- d) Form an integral part of improved induction, training and development support for the Chairman.
- e) Provide reassurance to the Council of Governors that the performance of the Chair is the subject of an annual appraisal.

At the Council of Governors meeting held 17 May 2019, the Governors approved the appraisal process to be used for the Chair. The appraisal process is attached at appendix 1.

2. Appointment of the Chair and completion of the 'Fit and Proper Person's' requirements

The Senior Independent Director conducted the Chairman's appraisal on 12 November 2020. Prior to appraisal, the Chairman was provided with a copy of his objectives, appraisal pro-forma and objectives pro-forma to support him in considering and preparing for his appraisal.

The annual review of the 'Fit and Proper Persons' self-declaration for the Chairman has been completed. The declaration has been checked and signed off by the Senior Independent Director.

3. Feedback received that has informed the chairman's appraisal

- 3.1 Chair appraisal questionnaires were circulated to Governors and Non-Executive Directors on 3 November with a deadline of 10 November for their return.
- 3.2 There were no requests from Executive Directors, Non-Executive Directors or Governors to meet individually with the Senior Independent Director in relation to the appraisal.
- 3.3 To inform the Chair's appraisal, the Senior Independent Director approached three of the Trust's key stakeholders for feedback.

4. Setting of objectives and review of duties, areas of focus and time commitment

- 4.1 The appraisal has included a focus on the Chairman's contributions and performance in the following categories.
 - a) Current time commitment
 - b) Strategic direction and objective setting
 - c) Support, challenge and holding to account
 - d) Sub-committees and special responsibilities
 - e) Governance and performance improvement
 - f) Partnerships, patient and community focus

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- g) Involvement/activities to be developed further (strengths and aspirations), learning and development needs and, objectives for the coming year
- h) Future time commitment

Objectives for 2021 have been agreed with the Chairman.

5. Documentation related to the Chairman's appraisal.

The outcomes from the Chairman's appraisal have been fully documented.

6. Conclusion

The Senior Independent Director confirms that following the Chairman's formal performance evaluation; the performance of the Chair continues to be effective and demonstrates commitment to the role.

On 1 December 2020 the NRC considered this report with the Senior Independent Director and the NRC confirmed that it was assured with regard to the appraisal undertaken and as such commends this report to the Council of Governors for its consideration.

Selina Ullah
Senior Independent Director
January 2021

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Appendix 1

Chair Appraisal Process

1. The Senior Independent Director (SID) will meet with the Nominations and Remuneration Committee (NRC) prior to the start of the appraisal process to discuss the remit and identify any development needs that the SID may have.
2. Following discussion with the SID and the Chair, the NRC will make a recommendation to the Council of Governors on the annual set of objectives for the Chair based on the role of the Chair. The role of the Chair of a Foundation Trust covers the following:

Formulate Strategy	Ensures the Board develops vision, strategies and clear objectives to deliver organisational purpose.
Ensure Accountability	Holds CEO to account for delivery of strategy. Ensures Board committees that support accountability are properly constituted.
Shape Culture	Provides visible leadership in developing a positive culture for the organisation, and ensures that this is reflected and modelled in their own and in the Board's behaviour and decision making. With regard to Board culture; Leads and supports a constructive dynamic within the Board, enabling contributions from all Directors.
Context	Ensures all Board members are well briefed on the external context.
Intelligence	Ensures the provision of information to the Board and Council of Governors that is timely, reliable and comprehensive.
Engagement	Plays key role as an ambassador, and in building strong partnerships with: <ul style="list-style-type: none"> • Patients and Public • Members and Governors • Staff • External Stakeholders • Regulators

The outcomes from the CQC and Well-Led Reviews will inform the appraisal and the setting of objectives.

3. Annually the SID will lead the process in line with guidance in the Foundation Trust Code of Governance.

In undertaking the appraisal the SID will consult with;

- 3.1 The Chief Executive - who will provide the collective views of the Executive Directors
- 3.2 The Non-Executive Directors
- 3.3 The Council of Governors
- 3.4 External stakeholders.

4. Any Director or Governor is able to meet individually with the SID as part of the Chair's appraisal process.

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5. The SID will gather and document views and thoughts on the Chair's contributions and performance in the following categories.

- 5.1 Previous year's objectives
- 5.2 Current time commitment
- 5.3 Strategic direction and objective setting
- 5.4 Support, challenge and holding to account
- 5.5 Sub-committees and special responsibilities
- 5.6 Governance and performance improvement
- 5.7 Partnerships, patient and community focus
- 5.8 Involvement/activities to be developed further (strengths and aspirations), learning and development needs and, objectives for the coming year
- 5.9 Future time commitment.

6. Where a Director or Governor is unable to meet with the SID then an opportunity will be provided for them (either written or verbal) to provide feedback on the Chair's contribution and performance in the areas outlined in section 5 above.
7. The SID will review the Chair's 'fit and proper person' self-declaration annually.
8. The SID will collate the outcomes from the appraisal sessions and hold a meeting with the Chair to discuss the outcomes and identify SMART objectives for the forthcoming year.

Definition of SMART Objectives

Specific: outline in a clear statement precisely what is required

Measurable: include a measure to enable you to monitor progress and to know when the objective has been achieved

Achievable: objectives can be designed to be challenging, but it is important that failure is not built into objectives. Appraiser and appraisee should agree to the objectives to ensure commitment to them

Realistic: focus on outcomes rather than the means of achieving them

Timely: agree the date by which the outcome must be achieved

9. A formal report on the appraisal and the outcomes along with new objectives will be presented to the:
- 9.1 Nominations and Remuneration Committee during Quarter 3.
 - 9.2 Council of Governors during Quarter 4.
10. The SID will confirm to the Governors whether, following formal performance evaluation, the performance of the Chair continues to be effective and demonstrates commitment to the role.
11. All appraisals will be documented and, following the completion of the appraisals the documents will be lodged with the Trust Secretary.