

Appendix 1

Process for the appointment of a Chair / Non-Executive Director / Associate Non-Executive Director

The Nominations and Remuneration Committee (NRC) will meet prior to the end of the term of office of the Chair / Non-Executive Director / Associate Non-Executive Director in sufficient time to enable an appointment / reappointment to be made.

Where a Chair / Non-Executive Director / Associate Non-Executive Director resigns mid-term, or is removed, then a meeting of the NRC (as defined within the NRC Terms of Reference) will be convened to confirm the process to be undertaken.

Actions

1. Review of the structure, size and composition of the Board of Directors

1.1 The Nominations and Remuneration Committee will, as part of its remit, regularly review the structure, size and composition of the Board of Directors and make recommendations for changes where appropriate.

1.2 With regard to each appointment / reappointment, views will be sought from the Board of Directors on the qualifications, skills and experience required for each position.

1.3 Any decision to extend an appointment beyond six years should be subject to rigorous review, and adhere to the guidance provided in the Code of Governance for NHS Provider Trusts (see appendix 1).

2. The process regarding reappointments

2.1 The Chair / Senior Independent Director should present to the NRC the outcomes from the appraisal of the Non-Executive Director / Associate Non-Executive Director / Chair in question and should advise the NRC if the person is seeking a further term (and that they are eligible). The Chair / Senior Independent Director would then be expected to confirm, following a formal performance evaluation, that;

The performance of the individual proposed for reappointment continues to be effective and the individual demonstrates commitment to the role, *or not*, and provide a recommendation with regard to their reappointment.

2.2 If the Chair / Senior Independent Director recommends a reappointment and that is then agreed by the NRC, then a recommendation to the full Council of Governors should be made for reappointment along with a recommendation regarding the Terms and Conditions.

2.3 If the Chair / Senior Independent Director does not recommend reappointment and that is then agreed by the NRC, then an open appointments process should be recommended to the full Council of Governors.

2.4 If the Chair / Senior Independent Director and the NRC cannot come to an agreement with regard to the reappointment, then the full Council of Governors will be asked to consider the views of the Chair / Senior Independent Director and the NRC and decide whether to make a reappointment or instigate

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an open appointments process. If an open appointments process is instigated then the person in question will be at liberty to take part in the process.

3. The process regarding new appointments

3.1 The NRC may consider procuring the services of an independent recruitment agency to assist with the recruitment process.

3.2 Where a conflict of interest is declared by a member of the NRC they are to withdraw from the appointment process.

3.3 The NRC will, with regard to each appointment;

3.3.1 Confirm the job-role description and person specification

3.3.2 Confirm the Terms and Conditions which will form the Chair / Non-Executive Directors' / Associate Non-Executive Directors' contract for services with the NHS Foundation Trust.

3.3.3 Confirm the associated recruitment campaign

3.3.4 Carry out shortlisting in line with the person specification and involving all members of the NRC.

3.3.5 Confirm the interview process and panel membership ensuring the panel is comprised of a majority of Governors and (in line with the Code of Governance for NHS Provider Trusts), ensure that the panel for a post includes at least one external assessor from NHS England and/or a representative from a relevant ICB. -conduct interviews.

All panel members are required to have completed learning / development sessions with regard to 'equality and diversity' and 'interviewing and recruitment'.

4. Decision making process

4.1 A recommendation for approval will be presented to the Council of Governors from the NRC regarding reappointment / appointment, or not.

4.2 Where a reappointment / appointment is recommended for approval the NRC will also recommend for approval the associated Terms and Conditions.

4.2 Where no recommendation is forthcoming the process in relation to new appointments will begin again.

Review date: July 2023/2024

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Extract from the Code of Governance for NHS Provider Trusts (effective 1 April 2023)

Section C: Composition, succession and evaluation

4.3 Chairs or NEDs should not remain in post beyond nine years from the date of their first appointment to the board of directors and any decision to extend a term beyond six years should be subject to rigorous review. To facilitate effective succession planning and the development of a diverse board, this period of nine years can be extended for a limited time, particularly where on appointment a chair was an existing non-executive director. The need for all extensions should be clearly explained and should have been agreed with NHS England. A NED becoming chair after a three-year term as a non-executive director would not trigger a review after three years in post as chair.

Explanatory note provided by NHS England (published June 2023)



To: NHS Trust and Foundation Trust
chairs Cc: ICB Chairs
NHS board secretariat

network Dear colleague

New code of governance for NHS provider trusts: clarification on chair and NED tenures beyond 6 years

As you know, the new code of governance for NHS provider trusts was published in October last year and came into force on 1 April 2023 and applies to both NHS Trusts and Foundation Trusts. The Code is built around a set of principles emphasising the value of good corporate governance as best practice advice. It asks all trusts to comply, or where there are exceptions that are appropriate, explain why the trust has departed from it. We've received requests from many of your teams seeking clarification around the provisions relating to chair and non-executive independence and re-appointments, particularly where individuals have already served 6 or more years with an organisation. The Code requires "rigorous review" and NHS England approval in such cases. We've updated our website Non-executive opportunities in the NHS » Support for NHS organisations (england.nhs.uk) with:

- good practice around re-appointments,
- what exceptional circumstances might look like
- what NHSE would expect to see as part of a rigorous review;
- signposted who to contact regarding NHS England approval.

We hope this will prove helpful to you and your teams. We are also updating the NHS Trust Appointment Information which sets out the expectations under which our public appointments are made to align with these provisions. Please check our website for the

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latest updates. <https://www.england.nhs.uk/non-executive-opportunities/chair-non-executives-support/terms-and-conditions-nhs-trust-chairs-and-non-executive-directors/>.

As a team, we're all about capturing talent and value the experience those who have served as chairs and NED over many years. If you, or anyone in your teams are looking for new opportunities we like to hear from you. We keep those on our talent pool up to date with new opportunities in health and beyond. We just need an up to date CV and copy of the latest appraisal emailed to england.chairsandneds@nhs.net

We also recognise that recruiting NHS Chairs can be particularly challenging for some organisations. Please can you help us identify existing NEDs you feel are "ready-now" for chair roles so that we can support them and thereby increase future supply. I'm afraid we are not in a position to re-launch our Aspirant Chair Programme (for individuals still needing more focused development over 12-18 months) right now but it's still helpful to discuss and identify these individuals as part of the usual appraisal process. Please email keely.howard1@nhs.net to discuss NEDs you feel are "ready-now" for chair roles.

We offer a range of support and best practice advice on recruiting and appointing people to non- executive roles on NHS boards. As well as sharing your roles with our talent database, we can give you access to the resources of our Non-executive opportunities in the NHS website and associated mailing list and the Women on Boards website to help broaden awareness. Contact us early enough and we'll offer advice on good practice to support you in ensuring equality, diversity and inclusion are at the forefront of your recruitment and increase the opportunity of making diverse appointments. We can also share a suite of template recruitment materials that can be tailored to meet local needs and help standardise the candidate experience.

With best wishes



Head of Board Talent and Appointments