## Council of Governors Meeting: Thursday 14 January 2016
CoG2016.03

<table>
<thead>
<tr>
<th>Title</th>
<th>Update on the Nominations and Remuneration Committee and the Membership Working Group</th>
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</thead>
<tbody>
<tr>
<td>Purpose</td>
<td>For information.</td>
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<tr>
<td>History</td>
<td>CoG 2015.10 Remuneration and Nominations Committee and CoG 2015.11 Membership Strategy, both discussed by the Council of Governors on 21 October 2015.</td>
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</tbody>
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Update on the Remuneration and Nominations Committee and the Membership Working Group

1. Background

1.1. At its meeting on 21 October 2015 the Council of Governors agreed to establish a Remuneration and Nominations Committee as required by the *NHS Foundation Trust Code of Governance*. Terms of reference for the Committee were agreed and governors were asked to contact the Chairman if they wished to express an interest in being members of the Committee.

1.2. At the same meeting the formation of a Membership Working Group was also agreed. This group was to report back to the Council of Governors with recommendations in relation to the recruitment of and engagement with foundation trust members. Governors were asked to contact the Foundation Trust Programme Manager if they wished to express an interest in being members of the Group.

1.3. This paper presents a brief update on the establishment of both the Remuneration and Nominations Committee and the Membership Working Group.

2. Membership Working Group

2.1. The governors listed below have volunteered to be members of the Membership Working Group:

- Teresa Allen (Public, Cherwell)
- Sue Chapman (Public, West Oxfordshire)
- Sally-Jane Davidge (Public, Buckinghamshire, Berkshire, Gloucestershire & Wiltshire)
- Jill Haynes (Public, Vale of White Horse)
- Ray James (Staff, Non-Clinical)
- Catherine Paxton (Nominated, University of Oxford)
- Julie Stockbridge (Staff, Clinical)

2.2. These governors cover a good range of different constituencies (public and staff, Oxfordshire and outside) and it is therefore proposed that all of these volunteers form the Membership Working Group.

2.3. The Membership Working Group will also be supported by Susan Brown, Senior Communications Manager and Caroline Rouse, Foundation Trust Governor and Membership Manager, based on their experience of recruiting and working with the Trust’s current membership.

2.4. Roger Morgan (Rest of England and Wales) has also offered to provide support and comment to the Working Group on a remote basis.

2.5. The remit of Working Group is to review issues in relation to the recruitment of and engagement with foundation trust members as outlined in the paper CoG 2015.11 and to report back to the Council of Governors. This is therefore, in the first instance a time-limited group and the Council would need to agree at a later date whether it should be retained to undertake further work.
2.6. An initial meeting of the Group has been arranged for Thursday 21 January 2016.

3. Remuneration and Nominations Committee

3.1. The list of volunteers for the Remuneration and Nominations Committee has been reviewed by the Chairman and advice sought from the Trust’s Director of Organisational Development and Workforce.

3.2. In order to spread workload amongst governors where possible it has been decided at this stage that no governor will be a member of both the Membership Working Group and the Remuneration and Nominations Committee.

3.3. On this basis the following governors have been invited to form the Committee:

- Margaret Booth (Public, Oxford City)
- Martin Havelock (Public, Vale of White Horse)
- Rosemary Herring (Public, Northamptonshire and Warwickshire)
- Brian Souter (Public, Buckinghamshire, Berkshire, Gloucestershire & Wiltshire)
- Chris Winearls (Staff, Clinical)

3.4. Martin Howell (Nominated, Oxford Health) has also offered to make himself available as an advisor to the Remuneration and Nominations Committee if desired.

3.5. Terms of reference for the Committee will be as presented to the Council of Governors at its October meeting with small revisions, as proposed at that meeting, to emphasise the need for the Committee to take into account the diversity of the Board of Governors in making its recommendations. An initial meeting of the Committee will be arranged shortly.

4. Relevant Training for Governors

4.1. Relevant training from NHS Providers is available to governors in relation to the work outlined in this paper as part of the GovernWell Programme and governors may wish to consider relevant individuals attending.

4.2. ‘Member and public engagement’ is a half-day session with forthcoming dates as follows:

<table>
<thead>
<tr>
<th>Date</th>
<th>Location</th>
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<tbody>
<tr>
<td>18 May 2016</td>
<td>London</td>
</tr>
<tr>
<td>14 September 2016</td>
<td>Manchester</td>
</tr>
<tr>
<td>5 October 2016</td>
<td>Birmingham</td>
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4.3. ‘Recruitment: The governor role in non-executive appointments’ is a full-day session with forthcoming dates as follows:

<table>
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<tr>
<th>Date</th>
<th>Location</th>
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<tbody>
<tr>
<td>3 February 2016</td>
<td>Sheffield</td>
</tr>
<tr>
<td>16 March 2016</td>
<td>London</td>
</tr>
<tr>
<td>20 September 2016</td>
<td>London</td>
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4.4. This course will help governors to understand the process and procedures for the appointment of non-executive directors and the Chair. It offers practical "how to" advice, includes an update on relevant legislation and provides an opportunity to practise formulating interview questions and participate in a "mock" interview. The course is aimed at governors serving on nominations committees and/or sitting on selection panels.

4.5. The Trust will support the attendance of governors at relevant training. Costs for these courses are £220 plus VAT per delegate.

5. Recommendation

5.1. The Council of Governors is asked to note the membership and proposed working arrangements for the Membership Working Group and Remuneration and Nominations Committee.