Council of Governors’ Remuneration and Appointments Committee

Minutes of the meeting held on Friday, 23 November 2017 at 10:30 in the Boardroom, Level 3, John Radcliffe Hospital.

Present:
- Dame Fiona Caldicott DFC Trust Chairman [Chair]
- Sue Chapman Sch Public Governor, West Oxfordshire
- Anita Higham AH Public Governor, Cherwell
- Brian Souter BS Public Governor, Buckinghamshire, Berkshire, Wiltshire and Gloucestershire
- Martin Havelock MH Public Governor, Vale of White Horse
- Cecilia Gould CG Public Governor (Lead Governor), Oxford City
- Chris Winearls CW Staff Governor (Clinical)

In attendance:
- Christopher Goard CG Senior Independent Director, and Non-Executive Director
- Susan Polywka SP Head of Corporate Governance and Trust Secretary
- Marilyn Rackstraw MR Corporate Governance Manager

CoGRNAC2017/11/01 Welcome, apologies and declarations of interest

Apologies for absence were received from Martin Howell, Appointed Governor, Oxford Health NHS Foundation Trust.

AH declared that she was Chair of the North Oxfordshire Locality Group Patient and Public Forum.

No other declarations of interest were made.

CoGRNAC2017/11/02 Nomination of Non-Executive Director to represent the University of Oxford

Dame Fiona Caldicott, Trust Chairman reported that she had received a letter from the Vice Chancellor of the University of Oxford ["the University"], confirming the nomination of Professor Sir John Bell to be reappointed for one more year up to 1 November 2018, as the Non-Executive Director [NED] representing the University of Oxford (as provided for under section 22.3 of the Constitution).

The University had also signalled its intention that the renewal of Sir John’s appointment for one more year would enable an effective handover to Professor Gavin Screaton, the newly appointed Head of the Medical Sciences Division, whom the University intended to nominate as the NED to represent the University with effect from 1 November 2018.

The Chairman confirmed that the nomination of Professor Screaton would need to be formalised in due course, and Governors would have the opportunity to consider it fully within due process.

As had previously been discussed by members of the former Nominations and Remuneration Committee, the position with regard to the NED nominated by the University was recognised to be unlike any of the other NED positions, inasmuch as it is not one that can go to open competition and in practice the University would anticipate that its recommendation will be acceptable.
The Chairman confirmed that, having regard to the experience of other teaching hospital foundation trusts, it was understood that while the Constitution could not prescribe whom the Council of Governors will appoint, there was an expectation that appointment of the University’s nominee would be ratified, provided that the individual qualified for appointment under section 24 of the Constitution (which Sir John does - as evidenced by the checks made on all current members of the Board under the Trust’s Policy on CQC Regulation 5 in relation to Fit and Proper Persons).

CG asked whether Sir John would be required to provide a refreshed declaration of interests upon reappointment, and it was confirmed that he would be asked to do so.

Action: SP

The remuneration offered for the role is at the standard rate of £13,500 per annum. (This is the rate paid to all NEDs not undertaking any additional duties. Those undertaking additional duties receive an extra £3,500 per annum).

The Committee supported acceptance of the University’s nomination, and it will be recommended to the Council of Governors that Professor Sir John Bell be reappointed as the Non-Executive Director [NED] representing the University of Oxford (as provided for under section 22.3 of the Constitution) up to 31 October 2018.

Dame Fiona Caldicott, Chairman, left the meeting at this point and Mr Christopher Goard chaired the Committee’s discussion of item CoGRNAC2017/11/03 as noted below.

CoGRNAC2017/11/03 Report on Chairman’s appraisal

Mr Christopher Goard, Senior Independent Director and Non-Executive Director reported on the process that he had undertaken to conduct the Chairman’s appraisal. Members of the Trust Board and the Council of Governors had been asked to provide feedback in relation to a number of questions, which pertained to the following:

Trust Board:

- Leadership
- Commitment
- Leadership in relation to the Sustainability and Transformation Plan
- Relationship with Strategic Partners
- Strategy Review

The response rate from members of the Board to the questions asked had been around 40%. Overall, a positive picture was described, underlining the recognition by the Board of the Chairman’s continued high performance across all objectives.

Mr Goard reported that almost 65% of those Board members who had responded judged the Chairman’s performance overall as ‘above expectation’ or ‘outstanding’.

Council of Governors [CoG]:

- Leading the CoG
- Communications
- Strategic Partners
- Coaching of CoG
- Development of CoG
• Agenda setting
• Governance of CoG

The response rate from Governors to the questions asked had been around 30%.

Members of the Committee expressed regret at the low rate of return from Governors, and suggested that results needed to be considered in that context. Taking that into account, nevertheless the responses received did show a clear improvement since the previous year. Mr Goard reported that more than 60% of Governors who had responded judged the Chairman’s performance overall as ‘above expectation’ or ‘outstanding’.

At a time when the Trust has been under considerable pressure, both financially and operationally, the ability of the Chairman to improve her performance so markedly with the Council of Governors was submitted to represent a substantial achievement.

The Senior Independent Director’s report on the Chairman’s appraisal was received and noted, for onward report to the Council of Governors at its meeting on 30 January 2018.

Action: SP

CoGRNAC2017/11/04 Any other Business
There was no other business.

CoGRNAC2017/11/05 Date of the next meeting
The next meeting will be held on Tuesday 23 January 2017 at 12:00 to 14:00 in the Boardroom, Level 3, John Radcliffe Hospital.