

<b>Report to:</b>	<b>Board of Governors</b>
<b>Meeting date:</b>	<b>22 February 2011</b>
<b>Agenda item reference no:</b>	<b>11-11</b>
<b>Author:</b>	<b>Caroline Hitchcock, Public Governor and Chair of Appointments Committee</b>
<b>Date of report:</b>	<b>16 February 2011</b>

### Report from the Appointments Committee

1. The Board of Governors Appointments Committee has met twice - once as an informal Appointments forum group on 8 November 2010 and once as a formal Appointments Committee on 31 January 2011 - since the last public meeting of the Board of Governors.

The Appointments Committee members meet informally at Appointments forum meetings which provide an opportunity for the members to discuss and debate complex topics and agenda items fully in advance of the formal meetings in readiness for action and recommendations to be made. This ensures the formal meetings are conducted in a timely manner. The Chairman of the Appointments Committee, in consultation with Committee members, decides on the frequency of the forum meetings and makes the necessary arrangements.

2. Both the formal meeting and informal Appointments forum meeting were chaired by Caroline Hitchcock.
3. The formal meeting of the Appointments Committee held in January was attended as follows:

<b>Committee members</b>	<b>In attendance</b>
<ul style="list-style-type: none"> <li>• Mabel Cunningham, Staff Governor</li> <li>• Adrian Fuchs, Public Governor</li> <li>• Bill Hatton, Public Governor</li> <li>• Caroline Hitchcock, Public Governor (Chair)</li> <li>• Shirley Mitchell (Vice Chair), Public Governor</li> <li>• Andrew Robertson, Stakeholder Governor</li> <li>• Chris Rolley, Stakeholder Governor - part</li> </ul>	<ul style="list-style-type: none"> <li>• Peter Griffiths, Chairman - part</li> <li>• Claire Charman, Engagement Coordinator – full (minuting secretary)</li> <li>• Kathleen Dalby, Company Secretary – full (governance advisor)</li> <li>• Pat Brigden, Public Governor</li> <li>• Christian Petersen, Staff Governor</li> </ul>

Apologies were received from: Valerie King, Public Governor.

The informal forum meeting held in November 2010 was attended as follows:

Committee members	In attendance
<ul style="list-style-type: none"> <li>• Mabel Cunningham, Staff Governor</li> <li>• Adrian Fuchs, Public Governor</li> <li>• Bill Hatton, Public Governor</li> <li>• Caroline Hitchcock, Public Governor (Chair)</li> <li>• Shirley Mitchell (Vice Chair), Public Governor</li> <li>• Andrew Robertson, Stakeholder Governor</li> <li>• Chris Rolley, Stakeholder Governor</li> <li>• Valerie King, Public Governor</li> </ul>	<ul style="list-style-type: none"> <li>• None</li> </ul>

4. The agenda for the formal meeting comprised the following items
- 4.1. Streamlining of the timing of appraisals for NEDs, including the Chairman
  - 4.2. The process of appraisals and setting of personal objectives for NEDs
  - 4.3. Review of forthcoming NED appointments and current terms of office of those in post
  - 4.4. Annual review of NED remuneration for the new financial year 2011 – 2012
  - 4.5. Review of the work programme for the Appointments Committee 2011 and 2012
  - 4.6. Succession planning for the Board of Governors and the Appointments Committee including Governor candidate development.

The topic of succession planning for both the Board of Governors and the Appointments Committee were discussed at the informal Appointments forum meeting held in November.

5. A summary of the considerations and decisions / recommendations made by the Appointments Committee is as follows:
- A recommendation to the Board of Governors will be made to consider streamlining the timing of the appraisals to better reflect the financial year's performance with them being conducted at year end in order to measure performance against objectives. This is to include the performance review of the Chairman.
  - A recommendation will be made to the Board of Governors to ensure personal objectives are set for each NED as well as the strategic trust objectives currently used.
  - To await a further update from the Trust Chairman at the next Committee meeting regarding 2011 NED appointment.
  - To consider the proposals to be put forward at the next Appointments Committee meeting by the Trust Chairman regarding the role of the Senior Independent Director.
  - Consider the proposal to be put forward at the next Appointments Committee meeting by the Trust Chairman whether to continue with Deputy Chairman role.

- To make a recommendation to the Board of Governors not to increase the NED or Chairman's salaries for 2011/12 following on from the thorough review at the Committee meeting.
  - The current Vice Chairman of the Board of Governors and the current Governor Representative to be invited to attend the next Appointments Committee meeting to give an account of their roles over the past year.
  - An informal Appointment forum meeting to be held in May to spend time considering the roles and qualities of NED applicants with a view to briefing the new members of the Appointments Committee when it meets in June.
6. A full briefing will be provided verbally at the meeting by the Committee Chair and minuted for the public record.
7. The Board of Governors is asked to **NOTE** the content of this report.