

To: Council of Governors
From: Mark Lam, Committee Chair
Author: Norbert Lieckfeldt
Date: 21 January 2021
Subject: Nominations and Conduct Committee Report

1.0 Purpose of the Report

1.1 To update the Council on the work of the Nominations and Conduct Committee.

2.0 Background

2.1 The Nominations and Conduct Committee supports the Council in the fulfilment of its duties as they relate to

- Holding NEDs (including the Chair) to account through reviewing the appraisals and objectives of the NEDs
- Recruitment, remuneration and terms and conditions of the non-executive directors
- Governor skills and training
- Promoting Governor standards, and
- Resolving Governor conduct issues.

2.2 The Committee does not have delegated powers but will recommend actions to the Council for approval.

2.3 As of 1 January 2021, the membership of the Committee was as follows:

- Mark Lam, Trust Chair and Chair of the Committee
- Roshan Ansari, Public Governor, Tower Hamlets
- Katherine Corbett, Staff Governor
- Caroline Diehl, Public Governor, Hackney
- Susan Fajana-Thomas, Appointed Governor LB of Hackney
- Caroline Ogunsola, Staff Governor (ex officio member as Lead Governor)
- Jamu Patel, Public Governor, Luton
- Eileen Taylor, Trust Vice-Chair (ex officio)
- Keith Williams, Public Governor, Luton

In addition, those in regular attendance were:

- Cathy Lilley (Director of Corporate Governance)
- Norbert Lieckfeldt (Corporate Governance Manager)

2.4 The Committee met on 7 January 2021.

3.0 Key Discussions and Decisions

3.1 Chief Executive Recruitment

3.1.1 The Committee received an update about the process for the recruitment of the Chief Executive.

3.1.2 The advert has been published in late December, with a deadline for applications on 31 January 2021, and stakeholder sessions and final interviews scheduled for 2 and 4 March 2021 respectively.

3.1.3 As the appointment of the CEO is the statutory responsibility of the Non-Executive Directors, the Committee reviewed and supported the proposal from the Board's Appointments and Remuneration Committee for the involvement of Governors in the CEO recruitment process. The approach being followed is the same as that followed for the previous Chief Executive and a practice adopted by many Foundation Trusts.

3.2 Training and Development

3.2.1 The Committee noted the plans for Governor Training and Development but were mindful that any plans will be impacted by current restrictions due to Covid-19 and the recent increase of the Covid Alert to Level 5.

3.3 Governors Attendance

3.3.1 The Committee discussed and agreed actions to resolve attendance issues.

3.3.2 Governors on the Committee were advised that the Appendix to the Committee's Terms of Reference will be updated to align with the Trust's Constitution.

3.3.3 The Committee will receive further proposals on how Governor absence can be managed more pro-actively, timely and supportively by the Governors and Members Office in future.

4. Recommendation

4.1 The Council of Governors is asked to **RECEIVE** and **NOTE** the report.