

To: Council of Governors
From: Mark Lam, Committee Chair
Date: 12 November 2020
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.

2.2 As of 31 October 2020, 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
- Zara Hosany, Staff Governor (ex officio member as Lead Governor)
- Caroline Ogunsola, Staff Governor
- Keith Williams, Public Governor, Luton
- Neil Wilson, Appointed Governor for Education

In addition, those in regular attendance were:

- Eileen Taylor (Vice-Chair)
- Cathy Lilley (Director of Corporate Governance)
- Norbert Lieckfeldt (Corporate Governance Manager)

2.1 The Committee met on 16 September, 7 and 21 October for the purpose of NED Recruitment (update to be provided at meeting in private) as well as 29 October 2020.

3.0 29 October Meeting: Key Discussions and Decisions

3.1 Committee Terms of Reference

3.1.1 The Committee considered its Terms of Reference as part of its normal review process. The following proposed changes are recommended to the Council for approval:

Current Text	Proposed Text Changes in bold/italic	Rationale
<p>The Committee will be appointed by the Council and will be composed as follows:</p> <ul style="list-style-type: none"> Trust Chair Deputy Chair of the Council of Governors (ex-officio) Six Governors of which there must be a minimum of: <ul style="list-style-type: none"> Two Public Governors One Staff Governor One Partnership Governor 	<p>The Committee will be appointed by the Council and will be composed as follows:</p> <ul style="list-style-type: none"> Trust Chair Trust Vice-Chair Deputy Chair of the Council of Governors (ex-officio) Six Governors of which there must be a minimum of: <ul style="list-style-type: none"> Two Public Governors One Staff Governor One Partnership Governor 	<p>The Trust Vice-Chair has been leading the Nominations and Conduct Committee during the recruitment of the Chair in her role as Acting Chair of the Trust.</p> <p>Following the appointment of Mark Lam, the Vice-Chair has continued to attend Committee meetings, bringing an independent and valuable Board perspective, separate from that of the Chair (who on the Committee is acting as Chair of the Council).</p>
<p>In respect of its duties pertaining to the appointment and re-appointment of the Chair, the following will be regarded as members of the Committee:</p> <ul style="list-style-type: none"> the Senior Independent Director, who will be a voting member of the Committee and will chair any discussion the Chief Executive, who will be a non-voting member of the Committee. 	<p>In respect of its duties pertaining to the appointment and re-appointment of the Chair, the following will be regarded as members of the Committee:</p> <ul style="list-style-type: none"> the Senior Independent Director, who will be a non-voting member of the Committee and will chair any discussion the Chief Executive, who will be a non-voting member of the Committee. 	<p>Mindful that the Nominations and Conduct Committee does not have delegated decision-making powers, nevertheless it is a Council of Governors Committee and NEDs such as the Senior Independent Director would not normally be expected to have voting rights.</p>
<p>Appointments to the Committee will be for a period of up to three years, which may be extended for a further three-year period</p>	<p>Appointments to the Committee will be aligned to the individual member's current terms of office.</p>	<p>The proposed amendments will bring the Committee in line with all other Governor appointments (including those of Lead Governor) which are linked to the</p>

		Governor's current term of office.
Promote high standards of conduct by Governors and assist Governors to observe the Council of Governors Code of Conduct (the Code).	Promote high standards of training and development as well as conduct by Governors and assist Governors to observe the Council of Governors Code of Conduct (the Code). Review annually the Council's Training and Development Plan and regularly review the Council's Training programme, and make recommendations to Council around the annual Training and Development Self-Assessment	The Committee has been carrying out its duties as they relate to Governor training and development; however, these were not reflected in the ToR so the proposed amendments simply reflect and formalise the duties the Committee has been carrying out already.
The Associate Director of Corporate Governance will act as Secretary to the Committee supported by the Corporate Governance Manager	The Director of Corporate Governance will act as Secretary to the Committee supported by the Corporate Governance Manager	As Cathy Lilley has been appointed as Director of Corporate Governance rather than Associate Director, this reflects the change in job title.

4.0 Other discussions

In addition to the amended terms of reference and NED recruitment, the Committee discussed the following:

4.1 Lead Governor Election Update

4.1.1 The Committee congratulated Caroline Ogunsola to her election as Lead Governor and thanked both Caroline and Keith for giving the Governors a choice between two excellent candidates. Following the election, Keith will remain in his role as Deputy Lead Governor.

4.1.2 They reviewed the new process of electing the Lead Governor as adopted by the Council at its meeting on 10 September 2020 which they deemed to have been successful.

4.2 Committee Membership

4.2.1 The Committee noted that with the standing down of Zara Hosany and Neil Wilson from the Council at the end of their final terms, the process of appointing two new members (one Appointed Governor, one a governor from any constituency) will need to be undertaken and completed as soon as possible.

4.2.2 The Committee expressed its thanks to both Zara and Neil who had both been long-standing and much valued members of the Committee.

4.3 Governor Training Update

4.3.1 The Committee reviewed the Training update for the Council for 2021.

4.4 Governor Attendance

4.4.1 The Committee reviewed Governor attendance and have asked Mark Lam and Norbert Lieckfeldt to have preliminary conversations as necessary in a few cases.

5. Recommendation

5.1 The Council of Governors is asked to **RECEIVE** and **NOTE** the report and **APPROVE** the amendments to the Committee's Terms of Reference.