

Council of Governors: Summary Sheet

Title of Paper:

Presented By:

Action Required:	For Information	<input type="checkbox"/>	For Ratification	<input type="checkbox"/>	For a decision	<input checked="" type="checkbox"/>
	For Feedback	<input type="checkbox"/>	Vote required	<input type="checkbox"/>	For Receipt	<input type="checkbox"/>

To which duty does this refer:

Holding non-executive directors individually and collectively to account for the performance of the Board	<input type="checkbox"/>
Appointment, removal and deciding the terms of office of the Chair and non-executive directors	<input checked="" type="checkbox"/>
Determining the remuneration of the Chair and non-executive directors	<input type="checkbox"/>
Appointing or removing the Trust's auditor	<input type="checkbox"/>
Approving or not the appointment of the Trust's chief executive	<input type="checkbox"/>
Receiving the annual report and accounts and Auditor's report	<input type="checkbox"/>
Representing the interests of members and the public	<input type="checkbox"/>
Approving or not increases to non-NHS income of more than 5% of total income	<input type="checkbox"/>
Approving or not significant transactions including acquisitions, mergers, separations and dissolutions	<input type="checkbox"/>
Jointly approving changes to the Trust's constitution with the Board	<input type="checkbox"/>
Expressing a view on the Trust's operational (forward) plans	<input type="checkbox"/>
Consideration on the use of income from the provision of goods and services from sources other than the NHS in England	<input type="checkbox"/>
Monitoring the activities of the Trust to ensure that they are being conducted in a manner consistent with its terms of authorisation and the constitution	<input type="checkbox"/>
Monitoring the Trust's performance against its targets and strategic aims	<input type="checkbox"/>

How does this item support the functioning of the Council of Governors?

Author of Report:

Designation:

Date:

SUMMARY REPORT

Report to: Council of Governors

Date: 25 July 2019

Subject: NRC Report on Non-Executive Director Appointments

Author: Sam Stoddart, Deputy Board Secretary

1. Purpose

<i>For approval</i>	<i>For a collective decision</i>	<i>To report progress</i>	<i>To seek input from</i>	<i>For information</i>	<i>Other (Please state below)</i>
✓					

2. Summary

At its meeting on 28 February 2019, the Council of Governors (CoG) voted to undertake an open recruitment process to appoint to two NED positions currently held by Ann Stanley and Richard Mills, whose first terms of office were concluding. Details of that process and its reach were shared with and approved by CoG at its meeting on 25 April 2019 where CoG was also informed Professor Laura Serrant would be stepping down on 31 July 2019 creating a further vacancy.

An internal recruitment process therefore began in April 2019 for three NEDs: two general and one Audit Chair. A significant number of applications were received which resulted in six shortlisted candidates for the two general positions and 3 for the Audit Chair position.

All candidates gave a presentation to board members and governors on 17 June 2019, the feedback from which was fed into the final interview.

Interviews for the two general NED positions were held on 19 June 2019 with a successful outcome. Richard Mills and Heather Smith are both recommended for appointment.

Interviews for the Audit Chair were held on 26 June 2019. One candidate withdrew at the presentation stage leaving two candidates, neither of whom was appointable.

The interview panel comprising Jayne Brown, Jules Jones, Cllr Adam Hurst, Phillip Easthope and Clive Clarke in an advisory capacity, therefore, considered alternative proposals, and agreed to recommend to CoG that Ann Stanley continues in the role for 12 months to 31 July 2020, during which time a further recruitment process will be undertaken as soon as practicable utilising a specialist recruitment company to increase the potential for a successful outcome. This would be on the proviso of the willingness of Mrs. Stanley to extend her term for a further period.

3. Next Steps

Subject to CoG's approval Richard Mills and Heather Smith will each be offered the position commencing 1 August 2019. In addition CoG will be asked to agree to a further extension to Ann Stanley's term to enable a further recruitment process to be undertaken.

4. Required Actions

CoG is asked to approve the following:

- Appointment of Richard Mills and Heather Smith to Non-Executive Director roles.
- Approve a twelve month extension to the term of office of Ann Stanley
- Agree to approve the appointment of an external recruitment agency for the appointment of an Audit Chair

5. Monitoring Arrangements

The Director of Corporate Governance is responsible for ensure appropriate processes are supported for non-executive director appointments.

6. Contact Details

For further information, please contact:

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