

## Council of Governors: Summary Sheet

17<sup>th</sup> December 2015

Item No 11a

**Title of Paper:** Recommendation to Appoint a Non-executive Director

**Presented By:** Professor Alan Walker, Chair

**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	
Appointment, removal and deciding the terms of office of the Chair and Non-executive directors	x
Determining the remuneration of the Chair and Non-executive directors	
Appointing or removing the trust's auditor	
Approving or not the appointment of the trust's chief executive	
Receiving the annual report and accounts and auditor's report	
Representing the interests of members and the public	
Approving or not increases to non-NHS income of more than 5% of total income	
Approving or not acquisitions, mergers, separations and dissolutions	
Jointly approving changes to the trust's constitution with the Board	
Expressing a view on the Trust's forward plans	
Consideration on the use of income from the provision of goods and services from sources other than the NHS in England	
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.	
Monitoring the Trust's performance against its targets and strategic aims	

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

Governors are asked to accept the Nomination & Remuneration Committee's recommendation to appoint Cllr Bramall as a Non-executive director and in doing so are undertaking their statutory duty as detailed in paragraph 26 of the constitution and paragraph 10.4 of the standing orders.

**Author of Report:** Sam Stoddart

**Designation of Author:** Deputy Board Secretary

**Date:** 2<sup>nd</sup> December 2015

## SUMMARY REPORT OF THE RECRUITMENT PROCESS FOR THE NON-EXECUTIVE DIRECTOR OF SHEFFIELD HEALTH AND SOCIAL CARE NHS FOUNDATION TRUST

**Report to:** The Council of Governors

**Date:** 17<sup>th</sup> December 2015

**Subject:** The Chair's Report on the Selection and Appointment Process of the Non-executive Director

### 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>
✓					
The Council is required to approve the appointment of Non-executive Directors by a majority of governors present and voting as per paragraph 26 of the Constitution.					

### 2. Summary

The appointment process for a Local Authority Non-executive Director (NED) differs from that of other NEDs. It is the right of the Local Authority to nominate one of its members for the position (paragraph 10.6.2 of the Council of Governors Standing Orders). An open recruitment process is not followed. However, any board member must still meet the regulatory requirements for the position which are outlined in the Foundation Trust Code of Governance, and the Health and Social Care Act 2008 (Regulated Activities) Regulations 2014 (the 2014 Regulations), the latter placing a duty on NHS providers not to appoint a person or allow a person to continue to be an executive director or equivalent or a Non-executive director under given circumstances (Fit and Proper Persons Requirement).

The Council of Governors had previously approved the job description and terms and conditions at its meeting on 30 April 2015, but the process of appointment had been delayed due to discussions taking place between the Trust and the Local Authority regarding the future of the Section 75 agreement to which this position relates. Once these discussions had been concluded the process began.

Through formal correspondence, nominations were sought from the Local Authority. In addition two meetings took place between the Chair and the Leader of Sheffield City Council (SCC). As a result two senior cabinet members were suggested as possible NEDs. After discussing their merits and portfolios it was decided that Cllr Leigh Bramall was the most suitable. He is Deputy Leader of SCC and therefore a very senior councillor.

Cllr Bramall was invited to interview on 1<sup>st</sup> December. The panel comprised members of the Nomination and Remuneration Committee; namely the Chair, Jules Jones and John Kay. The Interim Board Secretary, Jill Dentith was in attendance in an advisory capacity.

A rigorous process was undertaken in line with Trust recruitment policies and procedures to provide assurance to Council of Governors that Cllr Bramall meets the requirements of the job description and

person specification, but also the time requirements of the role as set down in the Foundation Trust Code of Governance.

The panel was assured that Cllr Bramall is of the right calibre and, indeed, they were all very impressed with him and his commitment.

### **3. Next Steps**

Subject to approval by the Council of Governors, Cllr Bramall's three year term of office will commence immediately after satisfactory completion of pre-employment checks and regulatory checks. It will be subject to the continuance of the Section 75 Agreement. Should this end then the position will cease.

### **4. Required Actions**

Governors are asked to accept the Nomination & Remuneration Committee's recommendation to appoint Cllr Leigh Bramall as a Local Authority Non-executive Director. The proposal will be carried in the event of a majority vote of governors present at the meeting.

### **5. Monitoring Arrangements**

The Council of Governors has delegated responsibility to the Nomination and Remuneration Committee for undertaking the appointment of Non-executive Directors. The performance evaluation of Non-executive Directors is the responsibility of the Chair with input from governors. Outcomes of performance appraisals are reported to the NRC and in turn to the Council of Governors.

### **6. Contact Details**

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