

COUNCIL OF GOVERNORS: 4 FEBRUARY 2015

Report Title: Recruitment of a new Non-Executive Director and appointment of a new Vice Chair

Report From: Mrs Sandra Dodson, Chairman

Report Purpose: To discuss and ratify the minutes of the Nominations Committee meeting of 26 January 2015 and approve the appointment of a new Vice Chair

1. Background

The Nominations Committee met on 26 January 2015 to discuss the recruitment of a Non-Executive Director and the appointment of a new Vice Chair of the Board of Directors.

The minutes of the Nominations Committee are attached at Appendix A.

2. Recruitment process for a Non-Executive Director

In accordance with the Trust Constitution and Foundation Trust Code of Governance, the Council of Governors is responsible for the appointment and reappointment of Non-Executive Directors. A Nominations Committee makes a recommendation to the full Council for discussion and approval.

The Nominations Committee discussed the current Non-Executive Director vacancy, which arose as the result of the appointment of Mrs Symington as Chair of the York Foundation Trust. This also created a vacancy for the post of Vice Chair.

The Nominations Committee considered the person specification, role description, advertisement and timetable for the appointment of the Non-Executive Director. Subsequently the Nominations Committee discussed potential candidates for the vacant post of Vice Chair.

The person specification and role description were agreed. The advertisement and recruitment timescale required further amendment outside the meeting. A detailed discussion took place about the most appropriate and effective ways to advertise the post to ensure the best field of applications.

The Nominations Committee considered the suitability of the candidates for the post of Vice Chair and agreed that Professor Sue Proctor should be nominated.

3. Recommendation

The Nominations Committee recommends to the Council of Governors the ratification of the Minutes of the meeting of 26 January 2015 and approval of the appointment of Professor Sue Proctor as Vice Chair of the Board of Directors with effect from 4 February 2015.

**Minutes of the Nominations Committee for recruitment of a Non-Executive Director and appointment of Vice Chair
held on 26 January 2015
in the Boardroom, Trust HQ, 3rd Floor, Harrogate District Hospital**

Present

Members:

- Mrs Sandra Dodson (Chair)
- Ms Pamela Allen, Public Governor
- Mr Michael Armitage, Public Governor
- Mrs Liz Dean, Public Governor
- Mrs Emma Edgar, Staff Governor
- Mrs Jane Hedley, Public Governor
- Mrs Sally Margerison, Staff Governor
- Mr Peter Pearson, Public Governor
- Mrs Joyce Purkis, Public Governor
- Dr Daniel Scott, Staff Governor
- Mrs Fiona Wilson, Staff Governor

Ex Officio:

- Mrs Colvin, Corporate Affairs and Membership Manager
- Mr Andrew Forsyth, Interim Head of Corporate Affairs
- Miss Polly McMeekin, Deputy Director of Workforce and Organisational Development
- Mr Jonathan Coulter, Deputy Chief Executive

1. Apologies for absence

Mrs Dodson thanked everyone for attending.

Apologies were received from Dr Sarah Crawshaw, Stakeholder Governor, Mrs Pat Jones, Public Governor, Dr Ros Tolcher, Chief Executive and Rev. Dr Mervyn Willshaw, Public Governor.

2. Terms of Reference

The Committee made no changes to the existing Terms of Reference, circulated prior to the meeting.

3. Declarations of interest

There were no declarations of interest.

4. Appointment of a new Non-Executive Director – appointments process

Mrs Dodson explained that the Nominations Committee was a formal sub-group of the Council of Governors and had two major items to discuss; the recruitment of a new Non-Executive Director and appointment of Vice Chair to replace Mrs Sue Symington, Non-Executive Director who had been appointed as Chair of York Teaching Hospitals NHS Foundation Trust.

4.1 Timeframe and advertising strategy

A draft timetable had been circulated prior to the meeting.

Miss McMeekin advised that the timetable would be determined by any advertising media that the Committee wished to use in the recruitment process.

It was decided to move to the next item on the agenda at this stage and return to the timeframe and advertising strategy once further details had been discussed.

4.2 Governor responsibilities and roles in the process

Mrs Dodson summarised Governor responsibilities and roles in the process to appoint a new Non-Executive Director. Governors would be fully involved in the process including agreement of the person specification, the long-listing and short-listing selection of applicants, involvement in the focus group and on the interview panel.

Mrs Dodson welcomed comments from Governors involved in the recruitment of previous Non-Executive Directors. The Committee discussed the overall recruitment process and Governor involvement in more detail and agreed that the process was robust.

4.3 Person specification, skill set and experience

A draft person specification had been circulated prior to the meeting.

Mrs Dodson provided an overview of each Non-Executive Director including their background, skill set and experience to allow Governors to think about how the person specification

would attract the right candidate to complement the existing skill set of Non-Executive Directors on the Board.

The Committee discussed the person specification in detail and Mrs Dodson provided feedback from Rev. Dr Willshaw in his absence.

The essential requirement to comply with the Fit and Proper Persons Test was highlighted during the discussion and it was agreed to include further information on this in the application pack.

Action: Mr Forsyth

The person specification was amended and agreed at the meeting.

4.4 Role Description – Non-Executive Director

Mrs Dodson confirmed that the role description circulated prior to the meeting was a general role description. The job description was approved by the Nominations Committee subject to the addition of a reference to the Fit and Proper Persons Test.

Action: Mr Forsyth

4.5 Timeframe and advertising strategy

The Committee returned to the earlier discussion about the timeframe and advertising strategy and Mrs Dodson provided an overview of which methods were used to recruit the last Non-Executive Director in 2014. These included:

- writing to the four larger accountancy firms in Leeds and the mid-sized accountancy firms in the Harrogate and York area;
- advertising with Ackrills media, Yorkshire Post online and NHS Jobs;
- advertising on internet based sites including the Trust website and Twitter;
- advertising in specialist publications; and,
- writing to Consultants.

It had been agreed previously not to advertise in the Yorkshire Post due to cost.

Mr Forsyth recommended advertising in the Chamber of Commerce and the Local Enterprise Partnership.

Mrs Wilson asked if any previous candidates would be suitable for this position and Mrs Dodson agreed to follow this up.

Mrs Dodson also agreed to research large companies in the catchment area and write to them regarding the position.

Action: Mrs Dodson

Mrs Hedley had previously recommended asking candidates where they had seen the advert. Miss McMeekin confirmed that this had been undertaken and that the advertising strategy used in 2014 appeared to have worked better than in previous years.

Mrs Dodson would liaise with Miss McMeekin outside of the meeting regarding the timetable and specifically the proposed date for shortlisting interviews on 18 March which would need to be rearranged due to another commitment in the diary. It was also highlighted that the proposed timing of the interviews fell on Easter week and it was agreed that this should be amended.

The Committee agreed that the advert should be amended to reflect the amended person specification and include details regarding remuneration and hours.

Action: Mrs Dodson / Miss McMeekin / Mr Forsyth

Mrs Edgar gave her apologies and left at this stage in the meeting.

5. Appointment of Vice Chair

Mrs Dodson confirmed that as Mrs Symington was currently Vice Chair it was the Council of Governors responsibility to appoint one of the existing Non-Executive Director's to take over the Vice Chair position.

Mrs Dodson confirmed she had discussed the Vice Chair with Rev. Dr Willshaw in detail and had been requested to relay his views and advice to fellow Governors in his absence.

To assist Governors in their decision, Mrs Dodson confirmed that following a discussion with fellow Non-Executive Directors, NEDs had expressed their interest and views. To clarify, Prof. Sue Proctor was currently Senior Independent Director however this did not preclude her from being considered for Vice Chair. It was also the Board of Directors' responsibility to appoint a Senior Independent Director with the approval of the Council of Governors.

On behalf of the Board of Directors, Mr Coulter commented on the expressions of interest for the Vice Chair position.

The Committee considered the information provided to them and agreed that the recommendation to the Council of Governors on 4 February would be for Prof. Sue Proctor to replace Sue Symington as Vice Chair.

The Senior Independent Director vacancy would then be taken to the Board of Directors on 25 February and endorsed by the Council of Governors at the next appropriate meeting.

6. Any other business

There was no other business.