

Derbyshire Healthcare NHS Foundation Trust Council of Governors' Extraordinary Meeting

Vitual MS Teams meeting
26 July 2022 10:00 - 26 July 2022 10:20

INDEX

Agenda Extraordinary Council of Governors meeting 26.7.22.docx.....	3
2. Approval of the appointment of the new Non-Executive Director.docx.....	4

COUNCIL OF GOVERNORS' EXTRAORDINARY MEETING

TUESDAY 26 JULY 2022 FROM 10.00-10.20PM

Following national guidance on keeping people safe during COVID-19 all face to face meetings have been cancelled. This will be a virtual meeting conducted digitally via Microsoft Teams technology. [Click here to join the meeting](#)

AGENDA		LED BY	TIME
1.	Welcome, introductions, apologies for absence and Declaration of Interests	Selina Ullah	10.00
STATUTORY ROLE			
2.	Approval of the appointment of the new Non-Executive Director (clinical/quality and safeguarding)	Selina Ullah	10.05
3.	Close of meeting	Selina Ullah	10:20
Next Council of Governors Meeting: Tuesday 6 September from 2.00pm. This will be a virtual meeting.			

**Governors’ Nominations & Remuneration Committee’s recommendations –
 appointment of a Non-Executive Director**

Purpose of Report

This paper provides the Committee’s recommendations to the Council of Governors in relation to the appointment of a Non-Executive Director (NED).

Executive Summary

This report provides:

- A summary of the recruitment process followed by the Governors’ Nominations and Remuneration Committee for the appointment, confirming compliance with all applicable law and advice.
- A description of how the preferred candidate met the criteria for the role and their strengths and confirmation that the proposed appointee has the right qualities to meet the job description, taking into account the views of the Board on qualifications, skills and experience required for the position.
- A recommendation to appoint Lynn Andrews as Non-Executive Director on an annual fee of £12,638 for a three year term commencing on a date to be confirmed in line with the completion of the recruitment checks.
- Confirmation that the Committee received assurance that all of the Fit and Proper Persons checks have been completed for the latest Non-Executive Director appointments.

Strategic Considerations

1) We will deliver great care by delivering compassionate, person-centred innovative and safe care	
2) We will ensure that the Trust is a great place to work by attracting colleagues to work with us who we develop, retain and support by excellent management and leadership	X
3) We will make the best use of our money by making financially wise decisions and will always strive for best value to make money go further	

Assurances

The recruitment process followed has been supported by GatenbySanderson, recruitment consultant in compliance with the Trust’s recruitment processes.

Consultation

Governors from the Nominations and Remuneration Committee have been involved in oversight of the recruitment process and directly involved in shortlisting and interview. Other governors and Trust staff have also been involved in stakeholder sessions with candidates. Each stakeholder group fed back to the interview panel prior to formal interview.

Governance or Legal Issues

Governors have a statutory role to appoint Non-Executive Directors. The Trust's Constitution (paragraph 21.1) states that:

21.1 The Council of Governors at a general meeting of the Council of Governors shall appoint or remove the Chair of the Trust and the other Non-Executive Directors.

Annex 5 of the Trust's Constitution sets out functions of the Nominations [and Remuneration] Committee in relation to the appointment of Non-Executive Directors, which includes:

- 9.4.1 to determine the criteria and process for the selection of candidates for office as Chair or other Non-Executive Director of the Trust having first consulted with the Board of Directors and Governors as to those matters and having regard to such views as may be expressed by the Board of Directors and Council of Governors;
- 9.4.2 to assess and select for interview such candidates as are considered appropriate and in doing so the Nominations Committee for Non-Executive Directors shall be at liberty to seek advice and assistance from persons other than members of the Nominations Committee for Non-Executive Directors or of the Council of Governors;
- 9.4.3 to make recommendation to the Council of Governors as to potential candidates for appointment as Chair or other Non-Executive Director, as the case may be.

Annex 5 also states:

9.6 The Council of Governors shall resolve in general meeting to appoint such candidate or candidates (as the case may be) as it considers appropriate and in reaching its decision it shall have regard to the views of the Board of Directors and of the Nominations Committee for Non-Executive Directors as to the suitability of the available candidates and the remuneration and allowances and other terms and conditions of office.

For clarity, voting on resolutions by the Council of Governors is as follows (paragraph 3.12 of the Council of Governors Standing Orders):

Save as otherwise provided in the Constitution and/or the 2006 Act, if the Chair so determines or if a governor requests, a question at a meeting shall be determined by a majority of the votes of the governors present and voting on the question and, in the case of any equality of votes, the person presiding shall have a casting vote.

Equality Impact Risk Analysis

In compliance with the Equality Delivery System (EDS2), reports must identify equality-related impacts on the nine protected characteristics age, disability, gender reassignment, race, religion or belief, sex, sexual orientation, marriage and civil partnership, and pregnancy and maternity (REGARDS people (Race, Economic disadvantage, Gender, Age, Religion or belief, Disability and Sexual orientation)) including risks, and say how these risks are to be managed.

Below is a summary of the equality-related impacts of the report:

The recruitment process complied with best practice around inclusive recruitment. Some of the areas of best practice included:

- The criteria for selecting a Search and Selection Consultancy focused on the ability to develop a diverse candidate pool aligned with Trust Values in Making a Positive Difference.
- Full national advertisement with targeted recruitment as part of our positive action approach through Diversity Networks.
- Trained inclusion guardian from a Trust network involved in the longlisting and shortlisting meetings and a member of the final panel interview.
- All Trust Networks were invited to be represented at the stakeholder session.
- Service Users and Carers represented on the stakeholder group.
- Questions around inclusion featured strongly in the final panel interview.
- Equality, Diversity and Inclusion objectives will continue to be integral to the appraisal and Committee processes.

Recommendations

The Council of Governors is requested to:

1. Approve the appointment of Lynn Andrews as Non-Executive Director at an annual fee of £12,638 for a three year term. Start date to be confirmed in line with the completion of the recruitment checks.
2. Note that all appointments to the Trust Board are subject to satisfactory completion of the Fit and Proper Persons Tests as set out in Appendix 2.

Report presented by
Report prepared by

Selina Ullah, Trust Chair
Justine Fitzjohn, Trust Secretary

Background

A competitive process was undertaken for the recruitment of a Non-Executive Director (NED) to replace Sheila Newport following her decision not to stand for a second term of office and her intention to finish her term earlier once her successor had been appointed.

The Trust engaged GatenbySanderson (GS) in a headhunting exercise to identify and encourage applications from potential candidates who met the constitutional requirements for membership of the Trust and whose skills and experience were in line with the person specification for the NED positions.

At the closing date 16 applications were received. Six were put through at long list stage and at short list four candidates were selected for interview, although one withdrew at late notice between the stakeholder group dates and final panel interview.

Two stakeholder groups were held on 18 July which provided feedback to the interview panel which was held on 22 July. The Committee convened immediately following the panel's deliberations and is recommending the appointment of Lynn Andrews to the NED role. This includes the role of Chair of the Quality and Safeguarding Committee.

Lynn demonstrated strengths across the NED portfolio and in particular:

- Understood strategic delivery, implementation and how to seek assurance on all aspects of quality and safety.
- Demonstrated many excellent examples of quality improvement
- Had great self awareness and openly demonstrated alignment with the Trust's values.
- Has strong networks in the region and was very system orientated
- Understood the role of a NED and understood the Trust and the role of the governors.
- Had an open and engaging leadership style .

In terms of the other two candidates, one was actively considered but Lynn was supported as the preferred candidate based on interview performance. The third candidate unfortunately was unable to demonstrate the necessary skills and experience required for the NED position at the Trust at this time.

The constitutional context of the NED appointment is outlined in the Governance or Legal section of the report cover sheet.

Appendix 1 outlines the detailed recruitment process, Appendix 2 details the Fit and Proper Person Test requirements for the recruitment process and Appendix 3 is a short biography on Lynn Andrews.

Recommendations:

The Council of Governors is requested to:

1. Approve the appointment of Lynn Andrews as Non-Executive Director at an annual fee of £12,638 for a three year term. Start date to be confirmed in line

with the completion of the recruitment checks and building in an appropriate period of handover.

2. Note that all appointments to the Trust Board are subject to satisfactory completion of the Fit and Proper Persons Tests as set out in Appendix 2.

Recruitment Process for NEDs

Development of the person specification and role requirements

Governors from the Nominations and Remuneration Committee sanctioned all stages of the recruitment process, including the timetable, agreeing the job description (JD), person specification (PS), advert and interview questions. In agreeing the JD/PS the Committee considered the balance of skills on the current Board and the Board's view on the skills, knowledge and experience required for this vacancy.

Advertising and Longlisting and Shortlisting process

The vacancy was promoted locally and nationally for 32 days and 16 applications were received. All applications were sifted and graded by GatenbySanderson (GS) and were rated as A: Recommended for Preliminary interview, B: Marginal for Preliminary Interview or C: Not Recommended for Preliminary Interview. At the long list stage six were put through to shortlist and then at short list stage, four were put through to the final panel selection process, although one withdrew at late notice between the stakeholder group dates and final panel interview. Candidates were invited to speak to members of the Board and other key stakeholders in advance of the interviews to support their preparation.

The interview process

It was agreed that two stakeholder focus groups would be convened to discuss informal topics with the candidates as part of the interview process. Groups 1 and 2 had 30 minutes with each candidate and interacted around a discussion topic.

Each group gave qualitative feedback to the interview panel prior to the formal interview to help inform the overall recruitment decision. The groups and panels are outlined below.

Group 1: **Trust Board**
Members: Sheila Newport – Non-Executive Director (group chair)
 Geoff Lewins – Non-Executive Director
 Carolyn Green – Director of Nursing and Patient Experience
 Claire Wright – Deputy Chief Executive and Finance Director
 Jaki Lowe – Director of People and Inclusion
 Justine Fitzjohn – Trust Secretary

Group 2: **Governors/EQUAL/ Equalities Forum**
Members: Denise Baxendale – Membership & Involvement Manager (group chair)
 Sandra Austin – EQUAL forum carer representative
 Orla Smith – Public Governor

Maddie Roche – Equalities Forum representative and LGBT+ Network Chair
Sarah Hutchins – Expert by Experience

Interview Panel

Members: Selina Ullah – Trust Chair (chair)
Susan Ryan – Lead Governor and Nominations and Remuneration Committee member (Public Governor)
Julie Boardman – Nominations and Remuneration Committee member (Public Governor)
David Charnock – Nominations and Remuneration Committee member (Appointed Governor – University of Nottingham)
Amany Rashwan – Recruitment Inclusion Guardian

In attendance:
Ifti Majid – Chief Executive
Mel West – GatenbySanderson

The panel had identified questions to ask each candidate based on the set used in the previous round. Feedback from each of the Groups was also received and the panel questions were adjusted to probe any particular areas raised about candidates.

Following interview, the Committee formally convened and received feedback from the Trust Chair and the governor members of the Panel, starting with the preferred candidate, Lynn Andrews, then on the other candidates.

Discussions included consideration of skills, experience, values, motivation and organisational fit. The panel agreed its recommendation for Lynn Andrews. Remuneration and terms of appointment were also discussed and agreed.

Recommendation of the Committee

There was unanimous agreement to recommend the appointment of Lynn Andrews Non-Executive Director and Chair of Quality and Safeguarding Committee at an annual fee of £12,638 for a three year term. Start date to be agreed in line with the completion of the recruitment checks and building in an appropriate period of handover.

APPENDIX 2

Excerpt from the Trust's Fit and Proper Persons Test Policy – detailing checks to be undertaken prior to commencement of a Board member within the Trust:

Trust Procedure:

- Pre-Employment

All new appointments to the applicable posts will have the following checks:

- I. Proof of identity.
- II. Right to work.
- III. DBS check.
- IV. Full employment history and two references one of whom must be the most recent employer. Specifically, this will include validating a minimum of three years continuous employment.
- V. Proper check of qualifications and professional registration.
- VI. Occupational Health Clearance as relevant to the role.

In addition, the following registers will be checked:

- I. Disqualified directors.
- II. Bankruptcy and insolvency.
- III. Search of information in the public domain.

- Declaration

Appointees will be asked to complete a declaration to include:

- I. Any past health issues (subject to the relevant provisions of the Equality Act 2010).
- II. Any criminal and/or regulatory investigations.
- III. Any serious misconduct or mismanagement (whether unlawful or not) in the course of carrying out regulated activity.
- IV. Any undischarged bankruptcy, disqualification, debt relief orders etc.
- V. Any inclusion on the Children's or Adults barred lists.
- VI. Any prohibition from holding relevant position or office under any law.

BIOGRAPHICAL SUMMARY

Lynn Andrews

Specialist Professional Advisor (Well Led)

Care Quality Commission

Lynn holds an RGN, BSc (Nursing Studies) and MSc (Health Policy). She has had a progressive career in Nursing, culminating in her role as Director of Nursing and Patient Care at Chesterfield Royal Hospital NHSFT (2014-20). Lynn took early retirement from her substantive post to support her two adopted daughters through school. Subsequently, she worked part-time as site lead at a local vaccination site in conjunction with South Hardwick PCN (Dec 20-Mar 22) and is currently a specialist professional adviser (Well Led) at the Care Quality Commission (CQC) (Aug 2020 - date). Her CQC role has enabled her to provide independent oversight and challenge, and the ability to share best practice. At Chesterfield Royal, she co-produced the Trust Quality and Performance Improvement Strategy.