

COUNCIL OF GOVERNORS

Meeting to be held on Friday 26 May 2017 at 13:15 in the Conference Room, Trust Headquarters, Marlborough Street, Bristol, BS1 3NU

AGENDA

NO.	AGENDA ITEM	PURPOSE	SPONSOR	PAGE NO.
1.0 Preliminary Business				
1.1	Introduction and apologies	Information	<i>Chairman</i>	Verbal
1.2	Declarations of Interest	Information	<i>Chairman</i>	Verbal
2.0 Non-executive Director appointments				
2.1	Nominations and Appointments Committee report and recommendations	Approval	<i>Trust Secretary</i>	p. 2
3.0 Concluding Business				
3.1	Any Other Business	Information	<i>Chairman</i>	Verbal
3.2	Date and time of next meeting Friday 28 July 2017, 2pm, Conference Room, Trust HQ	Information	<i>Chairman</i>	Verbal

Cover report to the Extra Council of Governors meeting to be held on 26 May 2017 at 13:15 in the Conference Room, Trust Headquarters, Marlborough Street, Bristol, BS1 3NU

		Agenda Item	2.1
Meeting Title	Council of Governors Meeting	Meeting Date	26 May 2017
Report Title	Nominations and Appointments Report		
Author	Pam Wenger, Trust Secretary		
Executive Lead	Pam Wenger, Trust Secretary		
Freedom of Information Status		Open	

Reporting Committee	Nominations and Appointments Committee
Chaired by	John Savage, and Alison Ryan
Lead Executive Director	Pam Wenger, Trust Secretary
Date of last meeting	27 March 2017

Summary report and recommendations

Non-executive Director Appointments

Process

As reported to the last Council meeting, there has been consistent governor involvement in the current Non-executive recruitment process via the Nominations and Appointments Committee. One Non-executive Director vacancy and Non-executive Director Observer vacancies were advertised in January 2017, accompanied by an overview of the Trust, Person Specification and application process. The Trust appointed Odgers Berndtson.

The interview process comprised of a structured discussion group, followed by an interview. Governors and existing members of the Trust Board made up the panels for both, and these members were consistent over the two dates when interviews were held. The interviews were held on 27 April and 10 May 2017.

At a previous meeting, it was agreed to review the title of Non Executive Observer and this is being actioned by the Constitution Focus Group, an update will be provided at the Council of Governors in July 2017.

Outcome

The final selection of candidates was agreed by the interview panel, incorporating feedback from the discussion group, to be:

Non-executive Director (Finance)

- Martin Sykes (Finance Director/ Deputy Chief Executive, Frimley Health NHS Foundation Trust)

Non –executive Director Observer

- Professor Steven West CBE, DL – Vice Chancellor, UWE
- Madhu Bhabuta – Chief Technology Officer, Ministry of Defence

A short profile of each selected candidate is included, Appendix A.

All candidates have had a verbal offer of appointment, subject to final approval by the Council of Governors and the completion of relevant checks. For each candidate there are either no foreseeable conflicts of interest, or no foreseeable conflicts of interest that could not be managed.

The Council has previously approved that all Non-executive roles will be reimbursed at the same level due to the commitment of time required, and therefore all roles are offered at £12,000 3 days per month.

Next steps

Subject to Council approval and checks, final offers of appointment will be issued. Dates for commencement will be agreed, expected to be confirmed in the next few weeks. A Non-executive Induction checklist (Appendix B) has previously been reviewed and agreed by the Nominations and Appointments Committee and this will be followed. It should be noted that the programme will be tailored to meet the needs of the particular individual, and the delivery methods of the content will be varied and implemented over a 3 month period from appointment.

Key risks and issues/matters of concern and any mitigating actions

None.

Matters requiring Committee level consideration and/or approval

None.

Matters referred to other Committees

Members are asked to:

- **Appoint** Martin Sykes (Non-executive Director Finance), Professor Steven West and Madhu Bhabuta (Non –executive Director Observer).

Date of next meeting:

28 July 2017

Candidate Profiles – Final selection

Martin Sykes, Finance Director and Deputy CEO, Frimley Health NHS FT

Martin graduated in Chemistry and undertook a PhD. He then changed direction and joined the NHS as a finance trainee and progressed through the ranks until he joined Frimley Park in 1998 as Head of Management Accounts. He has been their Finance Director since 2005 and Deputy Chief Executive since 2008. Martin has also been central to Frimley's recent acquisition of Heatherwood and Wexham Park Hospitals and he has been working with Croydon Health at the request of NHS Improvement to support their financial improvement programme.

Professor Steven West, Vice-Chancellor, University of the West of England

Steven trained and qualified as a chiropodist, working initially in East London before then moving in teaching in the early 1980s. He remained within higher education, working as a senior lecturer and then faculty head in London and then the University of Huddersfield. Steven moved to the University of West of England in 1995, initially as Dean of Health and Social Care. He became Vice Chancellor in 2007. Alongside his executive work, Steven has also held many Non-Executive roles within the higher education sector and in the health service, including as Vice Chair for the South West and then the South Strategic Health Authority.

Madhu Bhabuta, IT Director, Operations and Delivery, Mitie Plc

Madhu began her career as a researcher with Imperial before embarking on a career in industry. She spent a number of years with Orange, moving through increasingly senior technical roles and supporting the telecoms giant's ongoing transformation to grow the network and support new product and service launches. Madhu then spent three years with Rolls-Royce Plc as head of IT strategy. She took on her first CIO role with the UK Hydrographic Office in 2013, leading a team of 200 people and delivering a wide-ranging modernisation and digitisation programme. Madhu was then asked to move to the sponsoring department, the MoD, as the Head of Innovation. She is currently with Mitie Plc as IT Director, Operations and Delivery.

NED Induction Checklist

The following checklist is not intended to be prescriptive or exhaustive, but to act as an aide-memoire when developing an induction programme. The expectation is that the programme will be tailored to the needs of the particular individual to avoid repeating information they are already well versed, and the content will be delivered using a variety of methods, over an extended period.

The role of a director

- The role of a director and their statutory duties
- The Board of Directors Code of Conduct
- Trust policies relating to register of interest, gifts and hospitality
- Role of the company secretary/Trust secretariat
- Policies relating to receipt of independent professional advice, expenses, etc.
- Information on Directors' and officers' liability insurance
- Non-Executive Director appraisal and personal development process
- Schedule of Non-Executive Director activity and site visits
- Biographical details for the Trust's website

Board and committees

- Board and committee structure and terms of reference for the Board and committees
- Schedule of matters reserved for the board, Standing Orders and Standing Financial Instructions
- Biographical and contact details of all directors, governors and the company secretary
- Details of board committee membership
- Details of Board composition, terms of office and succession plans

Board meetings

- Minutes of recent board meetings
- Schedule of meeting dates of future board and committee meetings
- Board Development Plan for the coming year

Rules, regulation and guidance

- Most recent version of the Trust's Constitution and Standing Orders
- Monitor's Risk Assessment Framework
- Monitor's Code of Governance and associated guidance
- Most recent Board External Independent Governance Review
- Copy of the most recent Annual Report & Accounts
- Copy of the most recent Quality Account
- Copy of the Trust's Strategic Plan
- Copy of the Trust's Annual Business Plan

Current issues

- Overview of key issues affecting the Trust
- Remuneration policy
- An overview of the history of the Trust

- Organisational chart
- Trust's risk management strategy and policy
- Glossary of jargon/acronyms

Building a link with the company's people

- Meetings with senior management
- Visits to Trust sites in addition to Trust Headquarters
- Most recent staff survey and patient experience results

The role of the Council of Governors

- Meeting with the Trust Secretary to discuss the role of the Council of Governors and their statutory duties
- Provision of the Monitor document "Your Duties: A Brief Guide for NHS Foundation Trust Governors
- Meeting with the Lead Governor prior to Counsel/ meet all Governors at Counsel
- Schedule of meetings and activity relating to the Council of Governors
- Biographical details of individual members of the Council of Governors
- Role of the Membership and Governance Team
- The Council of Governors Code of Conduct
- Terms of Reference for the Nomination and Appointments Committee
- Terms of Reference for the Council of Governors Focus Groups (Constitutional & Membership; Quality; and Strategy)
- Governor Development and Membership Engagement Strategy (including the mechanisms by which the Council of Governors hold NEDs to account)