Ashford and St. Peter's Hospitals NHS
NHS Trust

COUNCIL OF GOVERNORS
1st December 2010

TITLE	**Ratification of Appointment of Chairman, Non Executive Directors and noting the appointment of Chief Executive**
EXECUTIVE SUMMARY	The Council of Governors has statutory responsibilities regarding the appointment of the Chairman and Non Executive Directors and has to approve the appointment of the Chief Executive.
The Council is asked to:	Ratify the appointment of Chairman and the Non Executive Directors and note the appointment of the Chief Executive.
Submitted by:	Jane Gear Head of Corporate Affairs
Date:	13th November 2010
Decision:	1. RATIFY the appointment of the Chairman and Non Executive Directors 2. NOTE the appointment of the Chief Executive

COUNCIL OF GOVERNORS
1st December 2010

Ratification of Appointment of Chairman, Non-Executive Directors and noting the appointment of the Chief Executive

1 **Background**

Schedule 7 of the NHS Act 2006 gives the Council of Governors the following specific powers:

- It is for the Council of Governors at a general meeting to appoint (or remove) the chairman and other non executive directors.
- The appointment of a chief executive requires the approval of the Council of Governors.

Para 19 of the Act deals with the initial appointments on establishment as a Foundation Trust.

Both these paragraphs are detailed in the Constitution and are as follows:-

Board of Directors – appointment of initial chairman and initial other non-executive directors

23.1 The Council of Governors shall appoint the chairman of the applicant NHS Trust as the initial chairman of the Trust, if he wishes to be appointed.

23.2 The power of the Council of Governors to appoint the other non-executive directors of the Trust is to be exercised, so far as possible, by appointing as the initial non-executive directors of the Trust any of the non-executive directors of the applicant NHS Trust (other than the Chairman) who wish to be appointed.

23.3 The criteria for qualification for appointment as a non-executive director set out in paragraph 21[1] above (other than disqualification by virtue of paragraph 27 below) do not apply to the appointment of the initial chairman and the initial other non-executive directors in accordance with the procedures set out in this paragraph.

23.4 An individual appointed as the initial chairman or as an initial non-executive director in accordance with the provisions of this paragraph shall be appointed for the unexpired period of his term of office as Chairman or (as the case may be) non-executive director of the applicant NHS Trust; but if, on appointment, that period is less than 12 months, he shall be appointed for 12 months.

Board of Directors – appointment and removal of initial Chief Executive

26.1 The non-executive directors shall appoint the chief officer of the applicant NHS Trust as the initial Chief Executive of the Trust, if

[1] Included as Appendix 1

he wishes to be appointed.

The appointment of the chief officer of the applicant NHS Trust as the initial Chief Executive of the Trust shall not require the approval of the Council of Governors.

2 Current Position

All the Non Executive Directors have confirmed they wish to be appointed as Non Executive Directors following authorisation as a Foundation Trust. (Pen portraits, current roles on formal sub committees of the Board and current register of interests attached for background information- Appendix 2).

The table below shows the date of the Non Executive Directors' initial appointment with Ashford and St Peter's Hospitals NHS Trust.

As the Constitution allows the unexpired period of a current appointment or a minimum of 12 months the table below sets out the length of appointment for the Chairman and each Non Executive Director after authorisation.

	Date of initial appointment	End date in accordance with Para. 23.4
Ms Aileen McLeish (Chairman)	1/10/08	30/09/2012
Mr Nadeem Aziz	1/06/10	31/05/2014 ***
Mr Peter Taylor	16/07/08	15/07/2012
Mr Philip Beesley	16/07/08	15/07/2012
Ms Sue Ells	09/02/09	08/02/2013
Mr Terry Price	14/09/08	13/09/2012

*** see note below.

Nadeem Aziz has confirmed that he will take up the appointment as Non Executive Director. However, as his main employment is relocating abroad Nadeem has advised that he will be unable to continue as a Non Executive Director from the end of December 2010.

The Council of Governors will determine the terms and conditions applying to Non Executive Directors. The Constitution (Para 30.3) allows for the terms and conditions of the applicant Trust to apply until the Council establish the Remuneration and Appraisal Committee.

The Council of Governors is asked to RATIFY the appointment of the Chairman and Non Executive Directors for the terms described above, noting also the resignation of Nadeem Aziz.

This will leave two vacancies for Non Executive Directors which will be managed through the Nominations and Appointments Committee (Separate agenda item).

3 **Appointment of Chief Executive**

The current Chief Executive, Andrew Liles, has indicated he wishes to be appointed as Chief Executive of the Foundation Trust

The Council is asked to NOTE his appointment.

4 **RECOMMENDATION**

The Council of Governors

1. RATIFY the appointment of the Chairman and Non Executive Directors.

2. NOTE the appointment of the Chief Executive

Jane Gear
Head of Corporate Affairs

Extract from Constitution

21. Board of Directors – qualification for appointment as a non-executive director

A person may be appointed as a non-executive director only if –

21.1 he is a member of the Public Constituency, and

21.2 he is not disqualified by virtue of paragraph 27 below.

27. Board of Directors – disqualification

The following may not become or continue as a member of the Board of Directors:

27.1 a person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged.

27.2 a person who has made a composition or arrangement with, or granted a trust deed for, his creditors and has not been discharged in respect of it.

27.3 a person who within the preceding five years has been convicted in the British Islands of any offence if a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine) was imposed on him.

27.4 A person who falls within further grounds for disqualification as set out in Annex 9D

Paper 4

Appendix 2

	Board Sub Committee	Non Executive Membership
1	**Integrated Governance and Assurance Committee (IGAC)**	Philip Beasley- Committee Chair Terry Price
2	**Audit Committee**	Terry Price -Committee Chair Peter Taylor Nadeem Aziz
3	**Finance Committee**	Nadeem Aziz – Committee Chair Terry Price Peter Taylor
4	**Remuneration Committee**	Peter Taylor-Committee Chair Nadeem Aziz Sue Ells Aileen McLeish
5	**Foundation Trust Project Board** (Open to all Non Executives)	Aileen McLeish Sue Ells Phillip Beesley

Ashford and St. Peter's Hospitals NHS
NHS Trust

Pen Portraits
November 2010

Aileen McLeish, Chairman

Aileen McLeish has been Chairman of Ashford and St Peter's Hospitals NHS Trust since October 2008 having been a Non-Executive of the Trust since November 2005. She was educated at The Mount School York and Girton College Cambridge where she obtained a degree in Mechanical Sciences. On leaving university, Aileen joined Unilever as a graduate management trainee and subsequently worked for H J Heinz in the UK where she became Group Financial Controller. She then transferred to the not for profit sector as Director of Finance at Historic Royal Palaces for 6 years followed by a move to WWF-UK as Director of Resources for 4 years. At Historic Royal Palaces she led on the transformation of the organisation from a Government Agency to a Non-Departmental Public Body and registered charity with no public funding (an early precursor of the process of becoming a Foundation Trust).

Aileen is a Fellow of the Royal Society of Arts and a member of the Institute of Directors, as well as a Fellow of the Chartered Institute of Management Accountants. She is married with a 21 year old son and 19 year old daughter and has lived in Teddington and Hampton for over 20 years.

Nadeem Aziz, Non-Executive Director

Nadeem Aziz is currently Director for Group Financial Planning at Actavis, a leading generic pharmaceutical drugs manufacturer and distributor; which in a few years has grown to a global £2 billion turnover and employing 11,000 people. He has worked as financial director in a range of industries having held senior positions at EA Games, American Express, Seagrams, Emirate Airlines, and Sony. He started his career at BBC Television.

Nadeem has an MBA (Sheffield Business School), is a Chartered Management Accountant, and has a Diploma in Marketing (Chartered Institute of Marketing). Nadeem lives in Hounslow. In his spare time he is an avid cricket and football fan.

Nadeem is the chair of the Finance Committee at Ashford and St Peter's. He was appointed as a NED in June 2010.

Professor Philip Beesley, Non-Executive Director

Professor Philip Beesley is Dean of Science and Professor of Molecular Neuroscience at Royal Holloway, University of London in Egham. By training, Philip is a biological scientist specialising in neuroscience and has been closely involved in the development of biomedical science at Royal Holloway and in the development of collaborative work with St. George's University of London (from where the Trust receives a number of medical students) and Kingston University. In his role as Dean of Science Philip is responsible for managing the seven Science Departments at Royal Holloway and is a member of the College's Senior Management Team. Phillip took up his appointment at the Trust in July 2008.

Philip chairs the Integrated Governance and Assurance Committee and the Clinical Excellence Awards Committee. Phillip is also a member of Foundation Trust Project Board.

Sue Ells, Non-Executive Director

Sue Ells has worked as a management consultant for more than 20 years. Her specialism is transformation, change management and organisation development (OD). These skills have been in constant use, achieving successful organisational change in both the public and private sectors. Aligning with business strategy, Sue has designed, managed and personally delivered a cross-section of change programmes in UK, Europe, US and Asian cultures. She has a track record in developing high performing teams, coaching senior individuals and running audits of why major programmes and organisational changes fail, so that lessons can be learnt and future success assured. Sue has a degree in psychology, an MBA, and is a member of the British Psychological Society's Occupational and Coaching Divisions.

Sue is a member of the Remuneration Committee and is also a member of Foundation Trust Project Board. Sue was appointed as a Non Executive from February 2009.

Peter Taylor, Non-Executive Director

Peter Taylor worked until recently with the South East England Development Agency, responsible for supporting small and medium size enterprises and promoting manufacturing and innovation. As an advisor to many industries he has an extensive knowledge of marketing, new product development and lean enterprise techniques. Peter has also held General Management and Marketing Director roles at companies such as Unipart , The Rank Organisation, Grand Metropolitan (now Diageo) and Cadbury Schweppes. He is a member of Runnymede Borough Council and sits on the Economic Development and Corporate Management Committees.

Peter started as a Non Executive in July 2008 and chairs the Remuneration Committee and is a member of the Finance and Audit Committees at Ashford and St. Peter's.

Terry Price, Non-Executive Director

Terry Price has wide ranging experience in both the public and voluntary sectors. He relinquished full time employment in early 2006 and now holds a number of non executive roles with the Children's Commissioner for England, the Criminal Cases Review Commission, the National Fire Service College, the Office of the Independent Adjudicator for Higher Education Ltd, and Community Building Services Ltd (a subsidiary of Affinity Sutton Housing).

Until 2006 Terry was Director of Strategic Finance for the Metropolitan Police and from 1998 until 2003 was Director of Corporate Services for Sport England. Prior to this, Mr Price held various posts in local authority finance in the London Boroughs of Hammersmith and Fulham, and Hounslow. In the voluntary sector Terry is Chair of the Board of Governors at Esher Sixth Form College and Chair of the Governing Body at St. Lawrence C of E (Aided) Junior School in East Molesey. He is also Vice Chair of the Board at St. Mungo's Housing Association and Treasurer of East Holmes Housing Association. Terry is a fully qualified CIPFA accountant.

Terry chairs the Audit Committee and is also a member of the Finance Committee and Integrated Governance and Assurance Committee. He was appointed as a Non Executive Director in September 2008.

EXECUTIVE DIRECTORS

Andrew Liles, Chief Executive

Andrew Liles joined the Trust in January 2009 from the Royal West Sussex NHS Trust, where he had been Chief Executive for three years. After University he was an NHS Management Trainee for 2 years, completing his training in 1992. Since then his career has progressed through general management and operational posts in Acute NHS Trusts and Executive Director posts in Winchester, Southampton and Epsom and St Helier. Andrew is the Chief Executive lead for leadership and talent management for the NHS in the South East.

Dr Mike Baxter, Medical Director

Dr Mike Baxter joined Ashford and St Peter's in 1992 as a consultant diabetologist and endocrinologist and has since developed this service. He then became Clinical Director for seven years before becoming Medical Director in 2002. Mike was heavily involved with the merger of Ashford and St. Peter's hospitals, the reconfiguration of clinical services across the two sites and the recent merger talks with Frimley. Mike has contributed greatly to the Trust's rise from a zero star rating to 3 star status and the subsequent financial turnaround programme. Mike has played a large part in laying the groundwork for the Trust's Foundation Trust Application and is now leading a programme on organisational transformation.

Raj Bhamber, Director of Workforce & Organisational Development

Raj Bhamber graduated with a Bachelor of Arts Degree from the University of British Columbia, Vancouver, Canada in 1986 and was awarded an MSc in Human Resources Leadership in 2005. She has enjoyed a wide variety of roles in pharmacy, cable television, banking, the Manpower Services Commission and the Hotel and Catering Training Board. Raj has held a number of Board level workforce and organisational development appointments in both the NHS (acute, health authority and primary care) and Further Education as well as a secondment opportunity at the Department of Health. She is a Fellow of the Chartered Institute of Personnel and Development; the Law and Business Faculties at Kingston University and is an Ambassador of the Public Appointments Network for the Government's Equalities Office.

John Headley, Director of Finance and Information

John Headley has a degree in Philosophy, Politics and Economics from Oxford University and is a Fellow of the Chartered Institute of Management Accountants. Following several years in finance roles in the Life Insurance sector in the UK and in Spain, John worked for 13 years in Bupa, initially in its Spanish subsidiary Sanitas and subsequently as Finance Director of Bupa International where he was based in Brighton.

John is married with two children and joined Ashford & St Peter's in January 2009.

Valerie Howell, Deputy Chief Executive

Valerie has nearly 15 years of Board level experience within the NHS, including 4 years as a Chief Executive of a mental health trust and 3 years as Director of Service Delivery at the Royal Cornwall Hospitals NHS Trust. Graduating from Oxford, with an MBA from Henley Management College, Valerie also has experience of working outside the NHS, in both local government and the voluntary sector. She has also worked in consultancy and research, designing and delivering significant programmes of organizational change with government agencies, local authorities and with NHS Trusts across the UK.

Valerie has experience of project directing a Foundation Trust application where she developed a membership scheme, produced an Integrated Business Plan and also delivered a programme of Board development. Valerie's experience within the acute sector of the NHS includes leading on significant service redesign programmes and delivering programmes of substantial financial recovery and significant performance improvement

Suzanne Rankin , Chief Nurse

Starts in December 2010
(Interim pen portrait)

Suzanne is a high flyer from the Navy and has been the Deputy Chief Nurse for NHS South Central for the past 18 months. The panel was really impressed by her energy and commitment to best patient care and experience.

Extract of Register - Board 2010

Name	Title	Name of Organisation	Position	How Connected	Gain or Influence		Date Joined	Date Left
Nadeem Aziz	NED	None Recorded						
Phillip Beesley	NED	Royal Holloway University of London	Dean of Science			X	2005	
Sue Ells	NED	BT Plc	Programme Director	F/T Employee	X	X	April 2004	
Andrew Liles	Chief Executive	None recorded						
Aileen McLeish	Chairman	Mount School York	Governor			X	01/11/09	
		Allen & Overy		Husband is a Partner - could be providing services to DoH and NHS	X		1982	
		RCN	Full Time Member	Member	X		1974	
Terry Price	NED	Community Building Services Ltd	Non Executive Director	Self		X	12/2006	
		Independent Adjudicator for Higher Education Ltd	Non Executive Director	Self		X	01/2008	
		Terry Price Associates	Director	Self	X		03/2006	
		St Mungo's Housing Ass	Treasurer	Self		X	09/1988	
		Thameswey Ltd wholly owned company of Woking Borough Council utilised to further their energy/sustainability objectives	Independent NED	Self		X	04/2010	
		Woking Borough Holmes Ltd wholly owned company of Woking Borough Council utilised to further their affordable housing objectives	Independent NED	Self		X	04/2010	
Peter Taylor	NED	Runnymede Borough Council	Councillor	Planning and other interfaces		X	June 09	