Ashford and St. Peter's Hospitals NHS
NHS Foundation Trust

COUNCIL OF GOVERNORS
7TH DECEMBER 2011

TITLE	**Briefing Paper: Reappointments process and timetable for Non Executive Directors at Ashford & St Peter's NHS Foundation Trust**
EXECUTIVE SUMMARY	The Nominations and Appointments Committee met on 25th October 2011 to consider options for a process and timetable for the reappointments of Non Executive Directors. The attached paper provides a proposed process and timetable for the reappointments of the Non Executive Directors for consideration and approval by the Council of Governors.
The Committee is asked to:	To consider and agree the proposed process and timetable.
Submitted by:	Aileen McLeish Chairman
Date:	18 November 2011
Decision:	For Decision

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Proposed process and timetable for reappointments of Non Executive Directors at Ashford & St Peter's NHS Foundation Trust

1. Introduction

1.1 This paper aims to review the guidance in relation to the reappointment of Non Executive Directors of foundation trusts, consider models (from other Foundation Trusts) and recommend a model for Ashford & St Peter's Hospitals NHS Foundation Trust.

2. The Guidance published by Monitor is summarised as follows:

*2.1 As with all appointments, the **procedure** for appointment or re-appointment must be formal, rigorous and transparent, based on merit and objective criteria*

*2.2 The governors should consider **relevant aspects** of the NHS Foundation Trust's constitution and Code of Governance such as the number of Non Executive Directors, independence, specific skills and experience (including any new approaches, experiences or ways of working) and balance of executive and non executive directors.*

*2.3 The nominations committee should look at the **existing candidate** against the current job description and **person specification** (which should be reviewed on an ongoing basis) and consideration should be given to the candidates **past performance** at the NHS Foundation Trust as confirmed by the Chairman following formal performance evaluation as being effective and demonstrating the time commitment expected. .*

*2.4 Reappointments should be for a **specified term** of no longer than three years. Any candidate who has served six years or more should be rigorously reviewed and consider the need for progressive refreshing.*

2.5 *The council of governors will take **the final decision** on proposed re-appointments, having taken appropriate advice from within the NHS Foundation Trust, such as the HR department.*

3. The models (from other Foundation Trusts) researched and considered are as follows:

3.1 At Frimley Park NHS Foundation Trust a non executive director can be re-elected for a second three year term in office on an uncontested basis, subject to the recommendation of the Chairman and the Board with the approval of the Council of Governors

3.2 At the Royal Berkshire NHS Foundation Trust the nominations committee makes a recommendation to the Council of Governors with the confirmation of the following:

- satisfactory appraisals for the previous three years
- attendance at Board and sub committee meetings since their appointment
- an assessment of the balance of skills and experience of the Board
- a statement from the candidate seeking reappointment

3.3. At Guys & St Thomas's NHS Foundation Trust the Chairman recommended the re-appointments of two Non Executive Directors on 16 February 2011 having confirmed the:

- review and appraisal of the contribution of their work
- consideration of their skills and contribution
- recommendation of the nominations committee

4. Non Executive Director Review dates

Under the NHS Act 2006 Non Executive Directors who had been appointed to a NHS trust by the Appointments Commission (4 year term) had the right to be appointed to the foundation trust for the un-expired term of their office. Appointments after the Trust was authorised as a foundation trust are made by the Council of Governors (3 year term in accordance with the Code of Governance).

The table below provides details of the original appointment and the review dates for Non Executive Directors in the light of these regulations:

Name	Original appointment	Review date
Mr Philip Beesley	16/07/08	15/07/12
Mr Peter Taylor	16/07/08	15/07/12
Mr Terry Price	14/09/08	13/09/12
Ms Sue Ells	09/02/09	08/02/13
Mr Clive Goodwin	31/03/11	30/03/14
Mr Jim Gollan	31/03/11	30/03/14

5. Recommendation

5.1 The Nominations Committee are recommending the process similar to that used by the Royal Berkshire NHS FT i.e.

- Summary of the individual's last three years appraisals submitted by the Chairman of the Trust.
- Summary of the individual's attendance at Board and Committee meetings since their appointment.
- An assessment provided by the Chairman of the balance of skills of the non-executive team on the Board and the individual's contribution to this.
- Statement by the individual seeking reappointment

to be considered by the Nominations and Appointments Committee which will make a recommendation to the full Council of Governors. It is proposed to take the opportunity to reappoint to periods of time which avoid the bunching of dates in future.

The proposed immediate forward timetable is as follows:

Name	Nominations Committee consider reappointment	Council of Governors decide on reappointment
Mr Philip Beesley	February 2012	May 2012
Mr Peter Taylor	February 2012	May 2012
Mr Terry Price	February 2012	May 2012
Ms Sue Ells	September 2012	December 2012
Mr Clive Goodwin	November 2013	January 2014
Mr Jim Gollan	November 2013	January 2014

Aileen McLeish Chairman
on behalf of the Nominations and Appointments Committee
18 November 2011

Notes

1. *Reference: Your statutory duties: A reference guide for NHS foundation trust governors published by Monitor*