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

COUNCIL OF GOVERNORS
7th December 2011

TITLE	**Nominations and Appointments Committee Minutes**
EXECUTIVE SUMMARY	Draft minutes from the Committee meeting held on 25th October are attached for information. The Committee discussed ▪ Reappointment of Non-Executive Directors ▪ Re-appointment of Deputy Chair ▪ Reappointment of the Chairman ▪ Annual Review and Review of Terms of Reference
The Council is asked to:	Note the draft minutes
Submitted by:	Aileen McLeish Chairman
Date:	20th November 2011
Decision:	For Noting

Meeting Of The
Council of Governors' Nominations and Appointments Committee
1.30 pm on 25th October 2011 in the
Pathology Seminar Room, St Peter's Hospital

PRESENT:	Aileen McLeish	Chairman
	Chris Howorth	Appointed Governor – Royal Holloway University
	Godfrey Freemantle	Public Governor – Hounslow
	Maurice Cohen	Public Governor – Woking
	Steve McCarthy	Public Governor - Elmbridge
	Peter Taylor	Non Executive Director
IN ATTENDANCE:	Andrew Liles	Chief Executive
	Raj Bhamber	Director of Workforce and Organisational Development
SECRETARY:	Jane Gear	Head of Corporate Affairs
APOLOGIES	Diana Manthorpe	Staff Governor-volunteers

Minute **Action**

N&A13/11 **Minutes of the previous meeting**

The minutes of the meeting held on the 5th May 2011 were agreed as a correct record.

Matters arising

The following matter was not covered elsewhere on the agenda:

N&A14/11 **NED appointment policy (Minute N&A9/11 refers)**

It was confirmed that the Policy had been updated. During the next recruitment process the Committee would be able to consider the possibility for 'speed dating **'.**

N&A15/11 **Reappointment of Non-Executive Directors**

Peter Taylor (NED) declared an interest and took no part in the debate.

It was noted that the Monitor Guide to statutory duties highlighted key aspects for consideration:

- The requirement of the NHS Foundation Trust Constitution in respect of the number of non-executive directors;
- The independence of non-executive directors;
- Any requirement for specific skills and experience;
- The balance of executive and non-executive (and in particular independent non-executive) directors on the Board of the Directors.

As part of the Foundation Trust application process a standard job description for Non-Executive Directors at Ashford and St Peter's NHS Foundation Trust had been generated. This had been approved by the Council of Governors as part of the appointments process undertaken earlier in the year for two new Non-

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Executive Directors. Copies of the existing job description for the Non-Executive Directors were tabled.

During 2012, three Non-Executive Directors plus the Chairman's terms of appointment would be due for review. Starting the discussion on process through the Nominations and Appointments Committee at this stage would enable robust planning. The Committee agreed that a generic process should be agreed which could then be applied to this round of reappointments and future reappointments (subject to review)

The Committee discussed the following aspects of the process:

Job Description The first task would be to review the fitness for purpose of the job description in the light of proposed reappointments.

The Committee noted that appraisal was based on the job description in place for the year being reviewed. The appraisal process should include a look forward as to whether the job description was still relevant. This was different from a reappointment or appointment process which needed to be based on a forward look for the Job Description.

Annual Performance Appraisals: The appraisal of Non-Executive Directors is led by the Chairman. The draft Health and Social Care Bill would give the Council of Governors a specific role in reviewing the 'individual and collective performance' of the Non-Executive Directors. If this was enacted, the Governors would need to be able to take a view on the performance of the Non-Executive Directors.

The Director of Workforce and OD advised the meeting that a process of 360 degree appraisal for the Board including Non-Executive Directors was underway. This would support the regular annual appraisal process conducted on Non-Executive Directors by the Chairman. 360 degree feedback was a valuable part of triangulating information on performance.

It was noted that the Council of Governors' Remuneration and Appraisal Committee led on developing the process for the Chairman's appraisal. It was agreed the Remuneration and Appraisal Committee be asked to consider how the views of the Council could be sought in respect of all Non-Executive Directors.

Following discussion, the Committee agreed to recommend to the Council of Governors the following process for the reappointment of Non Executive Directors for consideration:

- The Chairman to have informal discussions with the Non-Executive Director regarding their views on seeking a further term of office.
- The re-appointment of a Non-Executive Director would then be considered by the Nomination and Appointments Committee which would make a recommendation to the full Council.
- The information to be submitted to the Committee meeting at which the reappointment is considered would include.
    - 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.

The Committee discussed the bunching of the current reappointment dates. It was suggested that consideration could be given to different reappointment periods as the ideal would be for no more than two Non-Executive reappointments to occur each calendar year.

The draft process would be documented, circulated to Committee members for comment and then submitted to the Council of Governors meeting in December for approval.

It was agreed that the Committee should meet again in early February to assess the possible implications of the Epsom transaction and to learn the informal view from the Chairman on the Non-Executive Directors' views on reappointment.

It was also noted that the first nominations process undertaken as a Foundation Trust had been conducted at a rapid pace. It was felt that future nominations/appointment processes should be managed in a more measured way, recognising the Council meeting dates where formal decisions could be taken. In respect of the reappointments due in 2012, although these covered the period July to September 2012, it was suggested that the process could be undertaken simultaneously. However, this would require a recommendation of the May/July 2012 meeting of the Council of Governors. **RB**

N&A16/11 **Appointment of Deputy Chair**

Chris Howarth declared an interest in the item as a colleague of Philip Beesley at Royal Holloway.

The Council of Governors had appointed Philip Beesley as Deputy Chair effective from 1 December 2010 to 31 November 2011 and a recommendation needed to go to the December Council of Governors meeting.

The meeting was advised that the appointment of the Deputy Chair was different from considering the reappointment of Philip Beesley as a Non-Executive Director. The Deputy Chair role was selected from amongst existing Non-Executive Directors.

Governors noted the strong contribution seen from Philip Beesley at Board meetings and in chairing IGAC.

Following discussion, the Committee AGREED to recommend to the Council of Governors the reappointment of Philip Beesley as Deputy Chairman of the Trust Board for the remainder of his current term of office (15/07/12). In addition, if a recommendation was subsequently made regarding his reappointment as a Non-Executive Director, this could be accompanied by a further recommendation about continuing with the role as Deputy Chairman.

N&A17/11 **Annual Review and Review of Terms of Reference**

A review of a range of Terms of Reference from other Foundation Trusts had revealed there was no consistency as to whether the lead governor was a member of the Nominations and Appointments Committee (or equivalent). Under the current Terms of Reference of the ASPH Remuneration and Appraisal Committee, the Lead Governor was the nominated Chairman of that Committee. As best

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practice was that no Governor should sit on both the Nominations and Appointments and Remuneration and Appraisal Committees this would automatically precluded the Lead Governor from membership of the Nominations and Appointments Committee.

Following discussion, the Committee agreed to recommend to the Council of Governors a change to the Nominations and Appointments Committee Terms of Reference such that the membership would be by five Governors of which three would be public Governors (no more than one from any constituency). This would mean the deletion of reference to the Lead Governor being a member of the Committee.

The Committee AGREED the review of the year paper as an appropriate reflection of the work undertaken by the Committee. This would be presented to the next Council of Governors' meeting along with a recommendation on a review of Terms of Reference.

N&A18/11 **Reappointment of the Chairman**

The Chairman withdrew from the meeting which was then chaired by Peter Taylor, Non-Executive Director and Senior Independent Director.

The Committee was advised that under the auspices of the Remuneration and Appraisal Committee, the Chairman's appraisal process was underway. This would include nine Governors participating in a 360 degree review process.

The Committee discussed the process to make a recommendation to the Council of Governors and a proposed timetable and agreed that the proposal was to establish a general process which could form a standard operating procedure for the future.

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The process would be.

- The job description should be reviewed prior to any reappointment
- Informal soundings as to whether the Chairman wished to put himself/herself forward for reappointment.
- The following information to be collected for submission to the meeting at which the reappointment is considered –
  - Summary of the individual's last three years appraisals submitted by the Senior Independent Director.
  - Summary of the individual's attendance Board and Committee meeting since their appointment.
  - An assessment by the Senior Independent Director 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 make a full recommendation to the Council of Governors

During the general discussion by the Committee, it was noted that the clock for independence commenced at the establishment of the Foundation Trust (1 December 2010). However, the Council would wish to be mindful of the overall period with which an individual had been associated with the Organisation.

The Director of Workforce advised the Committee that a skills gap analysis of the Board had already been commissioned and that the results of the Chairman's

appraisal would be available by February 2012; both of which would support the process described.

Reviewing the timetable for the current reappointment of the Chairman, it was agreed that there were two major feeds. Firstly, the outcome of Aileen McLeish's appraisal which should go to the Council of Governors in February 2012 and secondly a refresh of the Chairman's job description. The timetable would be

- December 2011 Council of Governors would consider and agree the general process to be adopted
- February 2012 Council of Governors would receive the outcome of Aileen McLeish's appraisal
- May 2012 Council of Governors would consider a recommendation on reappointment

Members of the Committee stressed the importance of succession planning for all Board members. It was confirmed that Non-Executive Directors assured themselves regarding succession planning for the Executive Directors via the Nominations Committee (Executive Appointments). Historically, this had been a function of the Board of Directors Remuneration Committee.

The Chief Executive summarised the approach held generally by the Trust in respect of management succession planning.

N&A19/11 **Date and Time for Next Meeting:**

February 2012- to be advised.

N&A20/11 **Any Other Business**

There was no other business.

Signed: ……
Chairman

Date:

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Committee Date	Minute Ref	Topic	Action	Lead	Due Date	Comment as at xxx 2011	Status
25/10/2011	**N&A15/11**	**NED Re-Appointments**	Circulate a draft process prior to presentation to Council of Governors in December	RB	Dec11		✔

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