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

COUNCIL OF GOVERNORS
5th December 2012

TITLE	**Nomination and Appointments Committee Minutes**
EXECUTIVE SUMMARY	The draft minutes from the Committee meeting held on 6th November 2012 are attached for information. The Committee discussed: ▪ Non-Executive Director template for re-appointment statements; ▪ Non-Executive Director Job Description; ▪ Re-appointment of Sue Ells (Non-Executive Director)
The Council is asked to:	Note the minutes.
Submitted by:	Aileen McLeish, Chairman
Date:	20th November 2012
Decision:	For Noting.

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

Minutes of the Meeting of the Council of Governors' Nominations and Appointments Committee 3.45pm on 6th November 2012 in Chertsey House, St Peter's Hospital

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

Minute **Action**

N&A17/12 Minutes of the previous meeting

The minutes of the meeting held on 25 June 2012 were agreed as a correct record.

N&A18/12 Matters arising

Annual report: The Annual Report should have been presented to this meeting prior to presentation to the full Council of Governors. This report would be drafted following the meeting and circulated to the Committee members in advance of papers being distributed to the full Council in late November.

HRD meeting (N&A13/12 refers): The Director of Workforce and Organisational Development informed the Committee that there was an FTN HRDs meeting on 8 November and attempt would be made to add this item to the agenda.

NED time commitment (N&A13/12 refers): The Head of Corporate Affairs reported that this action would be brought to the next meeting of the Committee. Committee members noted that whilst the NED Job Description was for 2.5 days a month there was recognition that at times commitment would need to be greater.

N&A19/12 Reappointment process for Non-Executive Directors – Template for Statements (N&A14/12 refers).

The Committee AGREED the template presented and found that the headings used were useful. Suggestion was made that in future statements a page limit should be considered to prevent overly lengthy

statements.

N&A20/12 Review of Non-Executive Directors' Job Description

The Committee were advised of the two changes which are being proposed to the Job Description since it was last circulated in July 2012 being to:

- share a collective responsibility to act in the best interests of the public; and
- actively support and promote a positive values led culture for the Trust and reflect this in their own behaviour.

In a wide ranging discussion the Committee raised a number of points which would be incorporated into the Job Description. These included:

- that NEDs would "be assured" rather than "ensure" that information (including financial) is accurate and that controls and risk management systems are robust and defensible; **RB**
- that 'working together' with the Council of Governors was considered alongside other stakeholders;
- the revision to points 13 and 14 as these needed further clarity; and
- the removal of point 7 on the person specification as this was a duplication of point 1.

The Committee AGREED the Job Description subject to the amendments detailed above. A revised version would be circulated after the meeting.

N&A21/12 Reappointment of Non-Executive Directors – Sue Ells

In considering the re-appointment of Sue Ells, the Committee highlighted her aim for the Trust to become a values led organisation and that she was particularly strong on the patient experience and noted that, subject to her reappointment being confirmed, it was intended that she would Chair the newly formed Workforce Committee.

Committee members were strongly supportive of this re-appointment and noted:

- good attendance rate at meetings which should be considered in respect of the fact that Sue worked full time;
- the good relationship Sue had with her Governor 'buddies', going out of her way to ensure these meetings were constructive and detailed the role of the Non-Executive Director and her work in particular at ASPH; and
- the strong contribution and attendance at Patient Panel meetings.

The Committee AGREED to recommend to the Council of Governors the re-appointment of Sue Ells as Non-Executive Director for a further three-year period.

N&A22/12 Any Other Business

The Committee were reminded that Peter Taylor's term as Non-

Executive Director ended in October 2013 and hence planning would need to commence in early Summer 2013 to start the replacement process. **AMcL/GR**

The Committee further discussed the Non-Executive Director Job Description with comments made incorporated into the Description as at minute reference **N&A20/12.**

N&A23/12 **Data and Time of Next Meeting**

The date and time of the next meeting was yet to be arranged.

Signed: …….
Chairman

Date:

Committee Date	Minute Ref	Topic	Action	Lead	Due Date	Comment as at 2nd August 2012	Status
			Annual report and review of ToR and membership		Dec 2012	To be circulated to the Committee members in advance of the 5 December Council.	
12/04/12	**N&A4/12**	**Skills audit**	Review 12 criteria in skills report annually	RB	April 2013	Not due	**ND**
25/06/12	**N&A13/12**	**Non-Executive Director job description**	Contact FTN network to test appetite for a template J/D for NEDS	RB	Nov 2012	FTN HRDs meeting on 8 November.	
25/06/12	**N&A13/12**	**Non-Executive Director job description**	Contact other FTs to identify their time commitments for NEDs	RB/JG	Oct 2012	(NB this is a matter which will need to be passed to the Remuneration committee)	
6/11/12	**N&A20/12**	**Non-Executive Director job description**	Revisions made to the Job Description following comments from the Committee	RB	Nov 12	Revisions made and circulated to Committee members with draft minutes.	
6/11/12	**N&A22/12**	**Non-Executive Director appointment**	Commence appointment process for replacement NED for Peter Taylor.	AMcL/GR	May 2013	Not due	**ND**