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

COUNCIL OF GOVERNORS
15th February 2011

TITLE	**Nominations and Appointments Committee Minutes**
EXECUTIVE SUMMARY	At the first meeting of the Council of Governors the Terms of Reference for the Nominations and Appointments Committee were agreed. The Committee has now met and the minutes of the meeting are attached for information. Else where on the agenda is the report arising from the work of the Committee and recommending the appointments of 2 Non Executive Directors.
The Council is asked to:	Note the minutes
Submitted by:	Aileen McLeish Chairman
Date:	9th February 2011
Decision:	To note

Inaugural Meeting Of The Council of Governors' Nominations and Appointments Committee 5pm on 14th December 2010 in the Lecture Room St Peter's Hospital

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

Minute **Action**

N&A1/10 **Welcome and Introductions**

The Chairman welcomed all Governors to the first meeting of the Council of Governors' Nominations and Appointments (NED) Committee.

Members of the Committee were advised that appointments of Non Executive Directors for NHS trusts were made by the Appointments Commission on behalf of the Secretary of State. Their terms of employment were also set centrally. As a Foundation Trust the responsibility for appointing Non Executive Directors lay with the Council of Governors, along with the determination of the terms and conditions of appointment. The Council had established a Remuneration and Appraisal Committee that was reviewing the terms and conditions of all the Non Executive Directors

A general overview of the role of a Non Executive Director was given, together with details of the Board sub committees on which Non Executive Directors served and which provided assurance to the Board.

N&A2/10 **Terms of Reference**

The initial Terms of Reference had been presented to the Inaugural Council meeting on 1st December 2010 where they had been adopted for an initial one year period. Over the course of the year the Committee would be able to comment on the Terms of Reference, drawing on experience from the first year.

The Terms of Reference were NOTED.

Minute **Action**

N&A3/10 **Draft Non Executive Director Recruitment and Selection Policy**

The first task of the Committee would be to make a recommendation to the Council on the appointment of two Non Executive Directors with the following specific foci:

1) Non Executive Director to chair the Finance Committee of the Board. This Non Executive Director would also be a member of the Board's Remuneration Committee and Audit Committee.

2) Non Executive Director who would also be a member of the Remuneration Committee and other committees subject to the skills and expertise of the successful candidate.

The draft Policy had been prepared by the Director of Workforce and Organisational Development, drawing on discussions with experienced, established foundation trusts. There was no template provide by the regulator.

The Committee agreed the general principles in the Recruitment and Selection Policy and then discussed the draft timetable in detail.

1. Identification of Possible candidates

There would be rapid pace to the timetable in order to make a recommendation the Council at their meeting on 15th February 2011. The Committee therefore discussed the possible benefits of using external recruitment agencies to assist in identifying possible candidates.

It was agreed that the Director of Workforce and OD should identify a suitable company to assist with the search for suitable applicants rather than the selection process. The external 'search' company would be chosen based on their track record of equivalent briefs and an understanding of the Ashford and St Peter's Hospitals NHS Foundation Trust. It was also agreed to see whether the Appointments Commission data base of interested candidates could be accessed. **RB**

2. Advertising

Following discussion it was agreed to:-

- circulated the draft advertisement for comment to Committee members by 17 December 2010.
- advertise the roles in the Sunday Times (9th January 2011 with a closing date of 27th January)
- Circulate the advertisement by email to all Trust members
- Contact key local stakeholders e.g. large businesses, to supplement the search process

RB

3. Open Evening

All Council members and Board members to be invited to an open evening to be held on 20 January 2011

4. Short listing

All Committee members to participate in the short listing process.

Depending on the number of applications received it was agreed that the director of Workforce and OD would conduct a pre-sift (identifying candidates who did not meet the essential criteria). However all applications would be available to the Committee at the short listing meeting.

Short listing date ; 1st February -all day

5. Interviews

As two Non Executive Directors with different skills were being recruited it was agreed to have 2 panels on the same day:

Non Executive Director with a finance background (Chairman of the Finance Committee)
Chairman
Steve McCarthy
Maurice Cohen
Chairman/ Non Executive Director of a FT (assessor)

Director of Workforce (or deputy) to be in attendance acting in a supporting capacity.

Non Executive Director with generalist specification
Chairman
Chris Howorth
Diana Manthorpe
Chairman/ Non Executive Director of a FT (assessor)
Director of Workforce (or deputy) to be in attendance acting in a supporting capacity.

Date : 7th February

If the panel members knew any candidates they would declare an interest and arrangements made accordingly e.g. be moved to the other panel if possible.

6. Council Recommendation Report

The Committee would need to present a report on the processes involved in recruiting and selecting candidates, as well as their conclusions, to the February Council of Governors meeting. The Director of Workforce and Organisational Development would draft this for discussion at a meeting of the Committee to be held on 9th February at 6pm. **RB**

N&A4/10 Draft Role Specification

An updated draft Applicant Pack and Candidate Brief was tabled for discussion and comment.

The following suggestions were noted:

- Further personalisation of the Chairman's letter,
- Offering meetings with the Chairman to candidates,
- Improving the section on the background to the Trust.
- Request that candidates confirm their skills and expertise which they would bring to complement the Board

- Clarifying the exact requirements candidates needed to present in making their application.
- Highlighting that the Trust welcomed applications from all backgrounds and sought to represent the diversity of the population served.

It was confirmed that candidates need to be Members and must live in the catchment area. It was agreed to publish information on the Internet to assist candidates confirm their geographical eligibility **JG**

Committee members agreed to submit comments on the documents to the Director of Workforce and Organisational Development by 23rd December. **ALL**

N&A5/10 ANY OTHER BUSINESS

It was agreed that the Head of Corporate Affairs would circulate all key dates to Committee members. **JG**

N&A6/10 Date of Next Meeting

9th February 2011 at 6pm

Signed: ……
Chairman

Date:

Committee Date	Minute Ref	Topic	Action	Lead	Due Date	Comment as at 9/2/11	Status
14/12/10	**N&A3/10**	**Selection policy**	Identify a suitable external search company to assess with the identification of suitable applicants	RB	23/12/10	Completed	✔
14/12/10	**N&A3/10**	**Selection policy**	Circulate draft advertisement to committee members	RB	17/12/10	Completed	✔
14/12/10	**N&A3/10**	**Selection policy**	Invite Council and Board to open meeting on 20 January 2011	JG	23/12/10	Completed	✔
14/12/10	**N&A4/10**	**Role Specification**	Committee members to submit comments on the draft to the Director of Workforce	ALL	23/12/10	Completed	✔
14/12/10	**N&A4/10**	**Role Specification**	Enable potential candidates to look at their eligibility on line	JG	09/01/11	Completed	✔
14/12/10	**N&A6/10**	**Other business**	Circulate key dates in the recruitment process to Committee members		23/12/10	Completed	✔