

## Council of Governors

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| <b>Report Title:</b>             | <b>Appointment of Non-Executive Directors (NED)</b> |
| <b>Executive/NED Lead:</b>       | Helen Taylor, Chair                                 |
| <b>Report author(s):</b>         | Tammy Hughes, Head of Corporate Governance          |
| <b>Previously considered by:</b> | Appointments and Performance Committee              |

**Approval**

**Discussion**

**Information**

**Assurance**

### Executive summary

#### Background

Governors approved the interim appointments of Diane Leacock and Elaine Noske from 1 May 2020 for up to a period of nine months.

To replace the two interim roles, the Trust was seeking a Non-Executive Director (NED) with the relevant financial experience to undertake the role of Audit & Risk Committee Chair and a NED with strategic and transformation expertise.

The roles were advertised using NHS jobs and through NHSI/E website platforms, Women on Boards and the cabinet office.

Over 68 applications were received by the organisation. Denver Greenhalgh, Director of Governance longlisted the candidates to eleven.

The Appointments and Performance Committee met on Friday 6 November to review and discuss the eleven candidates, resulting in six being shortlisted for interview.

All six candidates participated in one to one Teams meetings with Helen Taylor, Chair and Nick Hulme, Chief Executive. They were then invited to a stakeholder panel on Tuesday 17 November which consisted of the Chief Finance Officer, Director of Communications, Managing Director, Director of ICT, Director of Estates & Facilities, two Non-Executive Directors and four governors. The candidates were asked to present for five minutes on the role of the NED during a pandemic.

The six candidates were then invited to interview on Wednesday 18 November. The interview panel consisted of Helen Taylor, Chair, Carole Taylor-Brown, Deputy Chair / Senior Independent Director, David Welbourn, Lead Governor, Paul Ellis, Public Governor, Isaac Ferneyhough and Gordon Jones, Stakeholder Governor.

#### Recommendation

The interview panel unanimously agreed that Mrs Elaine Noske be recommended to the Council of Governors for appointment for a term of two years and Mr Mark Ridler be appointed as an Associate Non-Executive Director for a term of two years. Unfortunately there was not a suitable candidate for the Audit Committee Chair and the Appointments and Performance Committee agreed to undertake the process again.

The same process was followed on Tuesday 15 December for the stakeholder event made up of Executives and Governors and interview on Thursday 17 December made up of the same interview panel minus Mr Ferneyhough who was unable to attend. Five candidates were invited to take part in each event.

The Appointments and Performance Committee all agreed to recommend to the Council of Governors the appointment of Mr Mark Millar for a term of two years and Mr Andy Morris as an Associate Non-Executive Director for a term of two years.

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| <b>Action Required of the Council of Governors</b>   |  |
| <b>To approve the recommendation to the Council of Governors the following appointments: Elaine Noske, Mark Millar, Mark Ridler and Andy Morris to the Board of Directors as a Non-Executive Directors and Associate Non-Executive Directors</b> |  |
| <b>Legal and regulatory implications</b> <i>(including links to CQC outcomes, Monitor, inspections, audits, etc)</i>   | Non-executive appointments to NHS Foundation Trust Boards are made by the Council of Governors   |
| <b>Financial Implications</b>  | There are financial implications as a result of this appointment however the Director of Finance and Director of Governance are confident that there will be limited cost pressures and that the appointment of the Associate NEDs will provide continuity going forward and less process. |
| <b>Equality and Diversity</b>  | The appointment process for non-executive directors is in accordance with equality and diversity legislation   |