

# Derbyshire Healthcare NHS Foundation Trust Extraordinary meeting of Council of Governors

virtual MS Teams meeting  
13 April 2022 12:00 - 13 April 2022 13:00

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## COUNCIL OF GOVERNORS' EXTRAORDINARY MEETING

**WEDNESDAY 13 APRIL 2022 FROM 12.00-1.00PM**

Following national guidance on keeping people safe during COVID-19 all face to face meetings have been cancelled. This will be a virtual meeting conducted digitally via Microsoft Teams technology. [Click here to join the meeting](#)

AGENDA		LED BY	TIME
1.	Welcome, introductions, apologies for absence and Declaration of Interests	Selina Ullah	12.00
STATUTORY ROLE			
2.	Approval of the appointment of the new Non-Executive Director(s)	Selina Ullah	12.05
3.	Close of meeting	Selina Ullah	13.00
<b>Next Council of Governors Meeting:</b> Tuesday 10 May 2022, from 2pm – this will be a virtual meeting.			

## Our vision

*To make a positive difference in people's lives by improving health and wellbeing.*

## Our values

As a Trust, we can only provide good quality services through our dedicated staff, working together with a common purpose. Our values reflect the reasons why our staff choose to work for the NHS and Derbyshire Healthcare.

Our Trust values are:

**People first** – We focus on our colleagues, in the knowledge that a well-supported, engaged and empowered workforce results in good patient care.

**Respect** – We respect and value the diversity of our patients, colleagues and partners and support a respectful and inclusive environment.

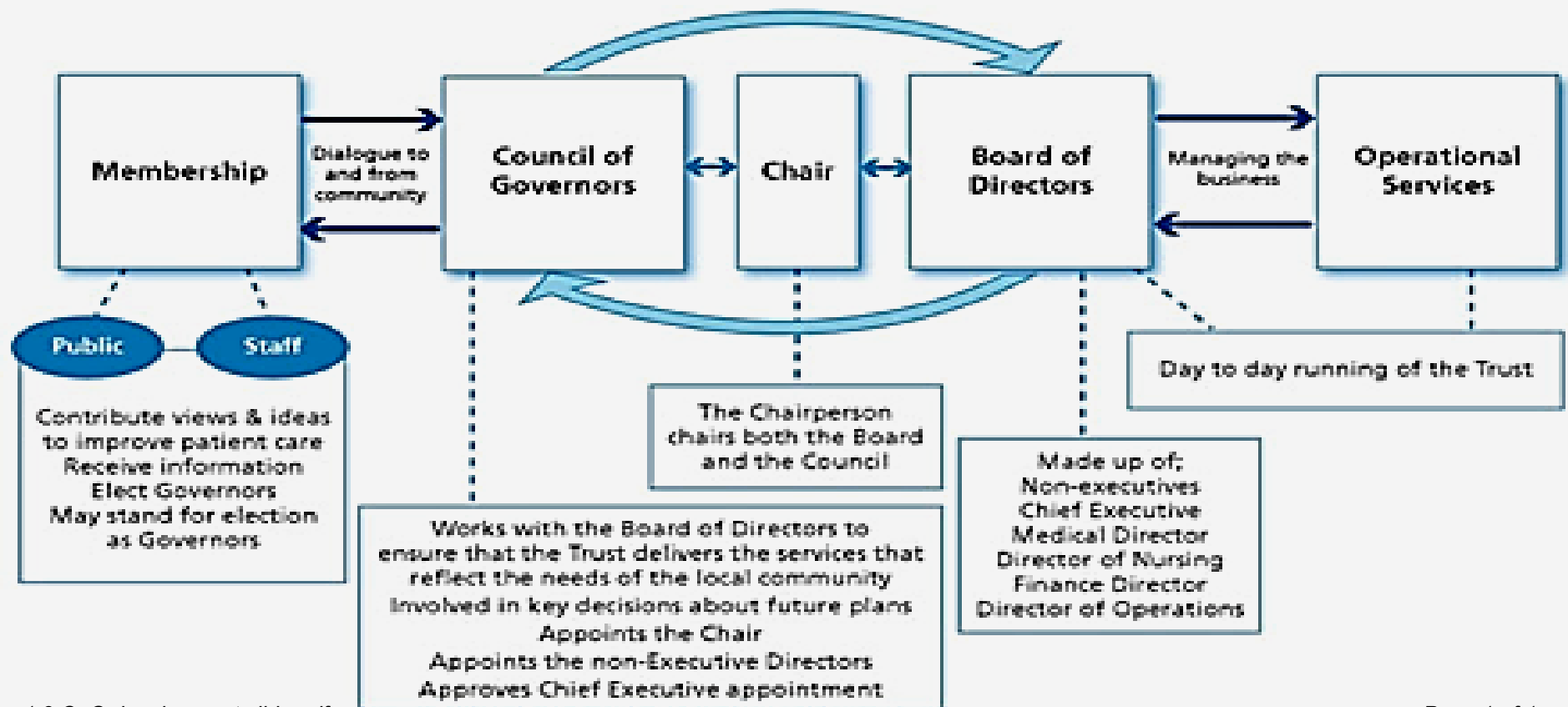
**Honesty** – We are open and transparent in all we do.

**Do your best** – We work closely with our partners to achieve the best possible outcomes for people.



# Getting the balance right

## FT Governance Arrangements



## The implications for governors and 'holding to account'



- How are the Board complying with best practice – and obligations ?
- How are the Board reaching the right decisions ?
- How are the Board assuring themselves that the trust is delivering safe and effective care ?
- ❖ The performance of the Trust is the Board's concern;
- ❖ The performance of the Board is the Governors' concern !

### **how do we ask effective questions?**

#### Good questions

- Help us clarify, explore, open things up, see the whole picture
- Help us identify underlying causes, impacts and patterns
- Help us understand and empathise
- Help us gain fresh perspectives and new ways of seeing
- Help us get to the crux of an issue or problem and reframe it

### **how do we ask effective questions?**

#### Good questions

- Allow us to diverge and examine issues before we converge on an answer or solution
- Encourage us to listen and reflect
- Help us offer and get ideas and insights
- Help us learn and be more creative
- Help us hold to account
- Help us gain assurance
- Help us make a difference

## Derbyshire Healthcare NHS Foundation Trust

Report to the Extraordinary Council of Governors – 13 April 2022

### Governors' Nominations & Remuneration Committee's recommendations – appointment of a Non-Executive Director

#### Purpose of Report

This paper provides the Committee's recommendations to the Council of Governors in relation to the appointment of a Non-Executive Director (NED).

#### Executive Summary

This report provides:

- A summary of the recruitment process followed by the Governors' Nominations and Remuneration Committee for the appointment, confirming compliance with all applicable law and advice.
- A description of how the preferred candidate met the criteria for the role and their strengths and confirmation that the proposed appointee has the right qualities to meet the job description, taking into account the views of the Board on qualifications, skills and experience required for the position.
- A recommendation to appoint Ralph Knibbs as Non-Executive Director, on an annual fee of £12,638 for a three year term commencing on a date to be confirmed in line with the completion of the recruitment checks.
- An outline of the next steps to recruit to the remaining vacancy.
- Proposal for a new member of the Nominations and Remuneration Committee.

#### Strategic Considerations

1) We will deliver <b>great care</b> by delivering compassionate, person-centred innovative and safe care	
2) We will ensure that the Trust is a <b>great place to work</b> by attracting colleagues to work with us who we develop, retain and support by excellent management and leadership	X
3) We will make the <b>best use of our money</b> by making financially wise decisions and will always strive for best value to make money go further	

#### Assurances

The recruitment process followed has been supported by GatenbySanderson, recruitment consultant in compliance with the Trust's recruitment processes.

#### Consultation

Governors, through the Nomination and Remuneration Committee, have been involved in oversight of the recruitment process and directly involved in longlisting, shortlisting and interview. Other governors and Trust staff have also been involved

in stakeholder sessions with candidates. Each stakeholder group fed back to the interview panel prior to formal interview.

### **Governance or Legal Issues**

Governors have a statutory role to appoint Non-Executive Directors. The Trust's Constitution (paragraph 21.1) states that:

- 21.1 The Council of Governors at a general meeting of the Council of Governors shall appoint or remove the Chair of the Trust and the other Non-Executive Directors.

Annex 5 of the Trust's Constitution sets out functions of the Nominations [and Remuneration] Committee in relation to the appointment of Non-Executive Directors, which includes:

- 9.4.1 to determine the criteria and process for the selection of candidates for office as Chair or other Non-Executive Director of the Trust having first consulted with the Board of Directors and Governors as to those matters and having regard to such views as may be expressed by the Board of Directors and Council of Governors;
- 9.4.2 to assess and select for interview such candidates as are considered appropriate and in doing so the Nominations Committee for Non-Executive Directors shall be at liberty to seek advice and assistance from persons other than members of the Nominations Committee for Non-Executive Directors or of the Council of Governors;
- 9.4.3 to make recommendation to the Council of Governors as to potential candidates for appointment as Chair or other Non-Executive Director, as the case may be.

Annex 5 also states:

- 9.6 The Council of Governors shall resolve in general meeting to appoint such candidate or candidates (as the case may be) as it considers appropriate and in reaching its decision it shall have regard to the views of the Board of Directors and of the Nominations Committee for Non-Executive Directors as to the suitability of the available candidates and the remuneration and allowances and other terms and conditions of office.

**For clarity, voting on resolutions** by the Council of Governors is as follows (paragraph 3.12 of the Council of Governors Standing Orders):

Save as otherwise provided in the Constitution and/or the 2006 Act, if the Chairman so determines or if a Governor requests, a question at a meeting shall be determined by a majority of the votes of the Governors present and voting on the question and, in the case of any equality of votes, the person presiding shall have a casting vote.



### **Equality Impact Risk Analysis**

In compliance with the Equality Delivery System (EDS2), reports must identify equality-related impacts on the nine protected characteristics age, disability, gender reassignment, race, religion or belief, sex, sexual orientation, marriage and civil partnership, and pregnancy and maternity (REGARDS people (Race, Economic disadvantage, Gender, Age, Religion or belief, Disability and Sexual orientation)) including risks, and say how these risks are to be managed.

Below is a summary of the equality-related impacts of the report:

The recruitment process complied with best practice around inclusive recruitment. Some of the areas of best practice included:

- The criteria for selecting a Search and Selection Consultancy focused on the ability to develop a diverse candidate pool aligned with Trust Values in Making a Positive Difference.
- Full national advertisement with targeted recruitment as part of our positive action approach through Diversity Networks.
- Trained inclusion guardian from a Trust network involved in the longlisting and shortlisting meetings and a member of the final panel interview.
- All Trust Networks were invited to be represented at the stakeholder session.
- Service Users and Carers represented on the stakeholder group.
- Questions around inclusion featured strongly in both stakeholder groups and final panel.
- Equality, Diversity and Inclusion objectives will continue to be integral to the appraisal and Committee processes.

### **Recommendations**

The Council of Governors is requested to:

1. Approve the appointment of Ralph Knibbs as Non-Executive Director at an annual fee of £12,638 for a three year term. Start date to be confirmed in line with the completion of the recruitment checks.
2. Note that all appointments to the Trust Board are subject to satisfactory completion of the Fit and Proper Persons Tests as set out in Appendix 2.
3. Approve Annette Gilliland as a new public governor member of the Governors' Nominations and Remuneration Committee.

**Report presented by**      **Selina Ullah, Trust Chair**

**Report prepared by**      **Justine Fitzjohn, Trust Secretary**

## Background

A competitive process has been undertaken for the recruitment of Non-Executive Directors (NEDs) to replace vacancies that will be left by Margaret Gildea and Richard Wright when they leave the Trust on 30 June to take up their NED positions on 1 July on the Derbyshire Integrated Care Board (ICB).

The Trust engaged GatenbySanderson (GS) in a headhunting exercise to identify and encourage applications from potential candidates who met the constitutional requirements for membership of the Trust and whose skills and experience were in line with the person specification for the NED positions.

This search targeted candidates with people and inclusion/organisational development backgrounds and also with transformation/finance backgrounds for the respective roles.

At the closing date 31 applications were received. Following a long list and short list process, four candidates were selected for interview.

Two stakeholder groups were held on 8 April which all provided feedback to the interview panel which was held on 11 April. The Committee convened immediately following the panel's deliberations and is recommending the appointment of Ralph Knibbs to the people and inclusion/organisational development NED role. This includes the role of Chair of the People and Culture Committee. The panel was unanimous in its recommendation to the Committee.

Ralph demonstrated strengths across the NED portfolio and in particular:

- Was engaging and had clearly researched the Trust and was attracted to it.
- Was people focused, understood the role of a NED, and was able to translate his HR/people focused experience to Derbyshire's context
- Had a leadership style which is centred around being open, engaging, approachable, and willing to listen and learn.
- Brought good examples from outside the NHS and applied them well here.

The other candidates unfortunately were unable to demonstrate the necessary skills and experience required for the NED positions at the Trust at this time. We therefore need to go out again to search for individuals for the finance/transformation NED role. This will be the third time searching and we are working with the recruitment consultants to see what more we could do to attract appointable candidates.

The constitutional context of the NED appointment is outlined in the Governance or Legal section of the report cover sheet.

Appendix 1 outlines the detailed recruitment process, Appendix 2 details the Fit and Proper Person Test requirements for the recruitment process and Appendix 3 is a short biography on Ralph Knibbs.

## **Recommendations:**

The Council of Governors is requested to:

1. Approve the appointment of Ralph Knibbs as Non-Executive Director at an annual fee of £12,638 for a three year term. Start date to be confirmed in line with the completion of the recruitment checks and building in an appropriate period of handover.
2. Note that all appointments to the Trust Board are subject to satisfactory completion of the Fit and Proper Persons Tests as set out in Appendix 2.
3. Note the plans for the recruitment to the remaining NED vacancy.
4. Approve Annette Gilliland as a new public governor member of the Governors' Nominations and Remuneration Committee.

### Recruitment Process for NEDs

#### Development of the person specification and role requirements

Governors from the Nominations and Remuneration Committee sanctioned all stages of the recruitment process, including the timetable, agreeing the job description (JD), person specification (PS), advert and interview questions. In agreeing the JD/PS the Committee considered the balance of skills on the current Board and the Board's view on the skills, knowledge and experience required for this vacancy.

#### Advertising and Longlisting and Shortlisting process

The vacancy was promoted locally and nationally for 30 days and 31 applications were received. All applications were sifted and graded by GatenbySanderson (GS) and were rated as A: Recommended for Preliminary interview, B: Marginal for Preliminary Interview or C: Not Recommended for Preliminary Interview. Six went to Shortlist Panel and four to the final panel selection process.

Preliminary interviews were conducted by GS virtually and tested experience in line with the person specification as well as career background and motivation for the application.

Candidates were invited to speak to members of the Board and other key stakeholders in advance of the interviews to support their preparation.

#### The interview process

It was agreed that two stakeholder focus groups would be convened to discuss informal topics with the candidates as part of the interview process. Groups 1 and 2 had 30 minutes with each candidate and interacted around a discussion topic.

Each group gave qualitative feedback to the interview panel prior to the formal interview to help inform the overall recruitment decision. The groups and panels are outlined below.

Group 1:	<b>Trust Board</b>
Members:	Richard Wright – Non-Executive Director and Deputy Chair (group chair) Ade Odunlade – Chief Operating Officer Jaki Lowe – Director of People and Inclusion Justine Fitzjohn – Trust Secretary Geoff Lewins – Non-Executive Director Deborah Good – Non-Executive Director Ashiedu Joel – Non-Executive Director
	In attendance – Phillip Emms – GatenbySanderson

**Group 2:           Governors/EQUAL/ Equalities Forum**

**Members:**       Denise Baxendale – Membership & Involvement Manager (group chair)  
                  Sandra Austin – EQUAL forum carer representative  
                  Julie Boardman – Public Governor  
                  Marie Hickman – Staff Governor  
                  Sarah Hutchins – Equal Forum  
                  Maddie Roche – Equalities Forum representative and LGBT+ Network Chair  
                  Deep Sirur – Equalities Forum representative

In attendance: Melanie West – GatenbySanderson

**Interview Panel**

**Members:**       Selina Ullah – Trust Chair (chair)  
                  Susan Ryan – Lead Governor and Nominations and Remuneration Committee member (Public Governor)  
                  Orla Smith – Nominations and Remuneration Committee member (Public Governor)  
                  David Charnock – Nominations and Remuneration Committee member (Appointed Governor – University of Nottingham)  
                  Tray Davidson – Recruitment Inclusion Guardian

In attendance:  
Ifti Majid – Chief Executive  
Mark Bate – GatenbySanderson

The panel had identified questions to ask each candidate based on the set used in the previous round. Feedback from each of the Groups was also received and the panel questions were adjusted to probe any particular areas raised about candidates.

Following interview, the Committee formally convened and received feedback from the Trust Chair and the governor members of the Panel, starting with the preferred candidate, Ralph Knibbs, then on the candidates that were not appointable.

Discussions included consideration of skills, experience, values, motivation and organisational fit. The panel had been unanimous in its recommendation for Ralph Knibbs. Remuneration and terms of appointment were also discussed and agreed.

**Recommendation of the Committee**

There was unanimous agreement to recommend the appointment of Ralph Knibbs as Non-Executive Director at an annual fee of £12,638 for a three year term. Start date to be agreed in line with the completion of the recruitment checks and building in an appropriate period of handover.

## APPENDIX 2

Excerpt from the Trust's Fit and Proper Persons Test Policy – detailing checks to be undertaken prior to commencement of a Board member within the Trust:

Trust Procedure:

- Pre-Employment

All new appointments to the applicable posts will have the following checks:

- I. Proof of identity.
- II. Right to work.
- III. DBS check.
- IV. Full employment history and two references one of whom must be the most recent employer. Specifically, this will include validating a minimum of three years continuous employment.
- V. Proper check of qualifications and professional registration.
- VI. Occupational Health Clearance as relevant to the role.

In addition, the following registers will be checked:

- I. Disqualified directors.
- II. Bankruptcy and insolvency.
- III. Search of information in the public domain.

- Declaration

Appointees will be asked to complete a declaration to include:

- I. Any past health issues (subject to the relevant provisions of the Equality Act 2010).
- II. Any criminal and/or regulatory investigations.
- III. Any serious misconduct or mismanagement (whether unlawful or not) in the course of carrying out regulated activity.
- IV. Any undischarged bankruptcy, disqualification, debt relief orders etc.
- V. Any inclusion on the Children's or Adults barred lists.
- VI. Any prohibition from holding relevant position or office under any law.

### BIOGRAPHICAL SUMMARY

Ralph Knibbs is an accomplished and rounded senior HR business partner with strong leadership abilities and extensive experience across a range of generalist functions including the design, development and implementation of strategies to meet the evolving business needs for training and employee development, talent management, workforce planning, organisational design, reward and employee relations, diversity and inclusion.

He has held senior posts with UK Athletics; England Athletics; RFU, Roll-Royce plc; BAE Systems; David Brown Gear Systems Limited; Bristol RFC; SEMTA Group; EAL Awarding Body; Bristol City Council; Aero Engine Controls; Louis Poulsen UK Limited; Derbyshire YMCA.

He lives in Derbyshire.