

**EXTRAORDINARY MEETING OF THE COUNCIL OF GOVERNORS  
HELD IN PUBLIC SESSION**

**THURSDAY 5 OCTOBER 2017  
10.00 – 10:45  
TRAINING ROOMS 1 & 2, RESEARCH CENTRE  
KINGSWAY, DERBY, DE22 3LZ**

**AGENDA**

<b>SUBJECT MATTER</b>		<b>ENC</b>	<b>LED BY</b>	<b>TIME</b>
1.	Welcome, introductions, apologies for absence and declaration of interests	-	Caroline Maley	10.00
<b>STATUTORY ROLE</b>				
2.	Council of Governors approval of the decision of the Remuneration & Appointments Committee to appoint the Trust Chief Executive <ul style="list-style-type: none"> <li>• Ballot on proposed resolution</li> </ul>	A	Caroline Maley	10.05
3.	Confirmation of decision relating to appointment of Trust Chief Executive	-	Caroline Maley	10.30
4.	Any other business & meeting effectiveness	-	Caroline Maley	10.40
5.	Close of meeting	-	Caroline Maley	10.45
<b>FOR INFORMATION</b>				
<b>Next Public Meeting:</b> 10:30 – 1.30 pm on Wednesday 22 November 2017 in Training Rooms 1 and 2, Research Centre, Kingsway, Derby, DE22 3LZ				

**Remuneration & Appointments Committee**  
**Appointment of the Trust Chief Executive**

**Purpose of Report**

The Council of Governors is asked to approve the decision of the Remuneration & Appointments Committee to appoint the Chief Executive of the Trust.

**Executive Summary**

A competitive recruitment process has been undertaken for the appointment of the Trust Chief Executive on a substantive basis to replace the current Acting position.

Following a long list and short list process, three candidates were identified to take forward to interview. Two candidates later withdrew from the recruitment process, stating, personal reasons, such that just one candidate was interviewed on 4 October 2017 with the panel comprising:

- Caroline Maley (Chair)
- Margaret Gildea – Senior independent Director
- Richard Wright – Non-Executive Director
- Louise Barnett – Chief Executive, Rotherham General Hospital (Technical Assessor)
- Amanda Rawlings – Interim Director of People & Organisational Effectiveness (HR advisor)
- NHS Leadership Academy - Observers

Following the interview the Remuneration & Appointments Committee formally convened and was unanimous in its decision to appoint to the role as outlined. Subject to Council of Governors approving the decision to appoint, the role will commence on 6 October 2017. The process undertaken by the Remuneration & Appointments Committee is outlined in the attached.

The constitutional context and legal guidance regarding the appointment is outlined in the Governance or Legal Issues section of the report.

**Strategic Considerations**

1) We will deliver <b>quality</b> in everything we do providing safe, effective and service user centred care	
2) We will develop strong, effective, credible and sustainable <b>partnerships</b> with key stakeholders to deliver care in the right place at the right time	
3) We will develop our <b>people</b> to allow them to be innovative, empowered, engaged and motivated. We will retain and attract the best staff.	x
4) We will <b>transform</b> services to achieve long-term financial sustainability.	

**Assurances**

In approving the decision of the Remuneration and Appointments Committee, the

Council of Governors is assured that in making the appointment the Committee has complied with the law, relevant guidance and followed a robust process to identify a candidate who fulfils the requirements and specification of the role.

## **Consultation**

Governors have been informed of the ongoing process to recruit a Chief Executive through the Governors Nominations & Remuneration Committee and through general updates. Governors have been involved in the appointment process through participation in the stakeholder panels.

## **Governance or Legal Issues**

### **Monitor Foundation Trust Code of Governance**

B.2.11. It is a requirement of the 2006 Act that the chairperson, the other non-executive directors and – except in the case of the appointment of a chief executive – the chief executive, are responsible for deciding the appointment of executive directors. The Nominations (Remuneration) Committee with responsibility for executive director nominations should identify suitable candidates to fill executive director vacancies as they arise and make recommendations to the chairperson, the other non-executives directors and, except in the case of the appointment of a chief executive, the chief executive.

B.2.12. It is for the non-executive directors to appoint and remove the chief executive. The appointment of a chief executive requires the approval of the council of governors.

### **Paragraph 24 of the Trust's Constitution:**

#### **24. Board of Directors – appointment and removal of the Chief Executive and other Executive Directors**

24.1 The Non-Executive Directors shall appoint or remove the Chief Executive.

24.2 The appointment of the Chief Executive shall require the approval of the Council of Governors.

### **Annex 6 of the Trust's Constitution - Standing Orders of the Council of Governors**

#### **2.1 Roles and responsibilities of the Council of Governors**

2.1.2 Approve the appointment (but not the removal) of the Chief Executive (Constitution Paragraph 24)

**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 resolution 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**

The author has a responsibility to consider the equality impact and evidence on the nine protected characteristics – Race, Economic disadvantage, Gender, Age, Religion or belief, Disability and Sexual orientation (REGARDS).

There are no adverse effects on people with protected characteristics (REGARDS).	x
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There are potential adverse effect(s) on people with protected characteristics (REGARDS). Details of potential gaps/inequalities are outlined below, with the appropriate action to mitigate or minimise those risks.	
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### **Actions to Mitigate/Minimise Identified Risks**

The recruitment process has been carried out in line with best practice and equal opportunities legislation.

### **Recommendations**

The Council of Governors is requested to:

1. Approve the decision of the Remuneration & Appointments Committee to appoint Ifti Majid to the role of Chief Executive effective 6 October 2017 at a salary of £141,400.

**Report presented by:**

**Caroline Maley, Trust Chair**

**Report prepared by:**

**Sam Harrison, Director of Corporate Affairs  
& Trust Secretary  
Donna Cameron, Assistant Trust Secretary**

## **Background**

It was reiterated by the Council of Governors and Trust Board at the Council of Governors meeting held on 6 June 2017 that it was important for the Trust to recruit substantively to all acting and interim Board posts as soon as possible, given the decision to withdraw from the acquisition process with Derbyshire Community Healthcare Services FT (DCHS). With this endorsement, The Remuneration & Appointments Committee, comprised of the Trust's Non-Executive Directors, initiated the process of recruitment and selection of a substantive Chief Executive.

## **Statutory Duty**

One of the statutory duties of the Council of Governors is to approve the appointment of the Chief Executive.

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

The Remuneration and Appointments Committee is authorised, by the Board of Directors, to instruct professional advisors from outside the Trust with relevant experience and expertise to exercise its functions. As a result, NHS Leadership Academy Executive Search were appointed by the Remuneration & Appointments Committee on 28 June 2017 to support a robust and thorough recruitment process for the Trust Chief Executive.

The Remuneration & Appointments Committee reviewed the current job description and person specification. No changes were made. These documents formed part of the candidate briefing pack made available to potential candidates, along with a breadth of material on the Trust.

## **Advertising and publicity of posts**

Advertising and publicity material was drawn up to support the recruitment process. The adverts were placed nationally in the Health Service Journal website and other on line sites (including NHS Employers and NHS Executive Search). NHS Leadership Academy Executive Search, through their health sector experience, was also able to target potential candidates. The role was advertised from 28 July 2017 to 4 September 2017.

NHSLAES kept the Trust Chair updated with regular progress reports and calls regarding potential applicants and applications received. Their reports and discussions included interpretation and advice on suitability of candidates as well as feedback from the candidates themselves.

## **Longlisting Process**

A total of nine applications were received. One application was not considered suitable to progress by the NHSLAES and two candidates withdrew before longlisting. Therefore, when the Committee met to review the longlist six applications remained. It was agreed to longlist four candidates and that these would be contacted by NHSLAES for a preliminary interview to assess potential for progression through to the recruitment process. The preliminary interviews took place either face to face or on the phone.

### **Shortlisting Process**

A shortlisting meeting then took place on 21 September 2017 with NHSLAES and the Remuneration and Appointments Committee where feedback from the preliminary interviews was discussed. It was then agreed to shortlist three candidates for interview. However, two candidates chose to withdraw their applications, one on the day before interview. These candidates advised they were withdrawing for personal reasons.

### **The Final Interview Stage**

Interviews took place Wednesday 4 October 2017. The interview and assessment process was:

#### **Board/Senior staff Discussion Group**

Julia Tabreham, Deputy Trust Chair and Non-Executive Director (Chair of Panel)  
Barry Mellor, Non-Executive Director  
Anne Wright, Non-Executive Director  
Claire Wright, Deputy Chief Executive & Director of Finance  
Carolyn Green, Director of Nursing & Patient Experience  
Mark Broadhurst, Deputy Medical Director

Discussion topic as agreed by Remuneration & Appointments Committee on 21 September 2017 – the proposed STPs give us the opportunities to develop a range of innovative partnership – how would you work to ensure that these were effective (30 minutes). Feedback was given to the interview panel on the candidate.

#### **Staff and Governor Stakeholder Discussion Group**

Lee Fretwell – Chair of Panel  
April Saunders, Staff Governor  
Ruth Greaves, Public Governor  
Kath Lane, Deputy Director of Operations  
Lisa Stone, Area Service Manager, Urgent and Planned Care Division  
Alexander Cope, Mental Health Act Alliance

Discussion topic as agreed by Remuneration & Appointments committee on 21 September 2017 – Engaging with Staff is a top priority for the Trust – how would you go about doing this? (30 minutes). Feedback was given to the interview panel on the candidate.

#### **Interview Panel**

Each discussion group gave feedback to the Interview Panel prior to the final interview. The candidate was asked to present on the following topic, as advised in advance; 'What is your vision for the Trust in 5 years' time – what will be your role in helping us to achieve this vision'.

At the conclusion of the interview the Remuneration & Appointments Committee convened to discuss the candidate. Feedback from the technical assessor Louise Barnett was highlighted to be particularly important in ensuring that skills and experience had been evidenced which satisfied her that the candidate was appointable for the chief executive role. The Committee noted that the candidate

had performed extremely well at interview evidencing key areas of expertise, leadership, passion and commitment for the role.

Taking on board the feedback received from the discussion groups and the performance at formal interview panel, the Remunerations & Appointments Committee agreed that Ifti Majid had the required skills and experience for the role as set out in the role and person specification. The Committee came to a unanimous decision to offer the role of Chief Executive to Ifti Majid. It was agreed to offer the role at a salary of £141,400 (his current remuneration as Chief Operating Officer plus the stepping up allowance to Chief Executive) with a commencement date of 6 October. It was confirmed that satisfactory references had been received and Fit and Proper Persons requirement evidence was in place.

**Recommendation**

**The Council of Governors is asked to approve the decision of the Remuneration & Appointments Committee to appoint of Ifti Majid as Chief Executive of the Trust with effect from 6 October.**