

8 October 2020
Item No 9

Council of Governors: Summary Sheet

Title of Paper: Report from Nomination & Remuneration Committee

Presented By: Mike Potts, Trust Chair

Action Required:	For Information	<input type="checkbox"/>	For Ratification	<input type="checkbox"/>	For a decision	<input checked="" type="checkbox"/>
	For Feedback	<input type="checkbox"/>	Vote required	<input type="checkbox"/>	For Receipt	<input type="checkbox"/>

To which duty does this refer:

Holding non-executive directors individually and collectively to account for the performance of the Board	<input type="checkbox"/>
Appointment, removal and deciding the terms of office of the Chair and non-executive directors	<input checked="" type="checkbox"/>
Determining the remuneration of the Chair and non-executive directors	<input checked="" type="checkbox"/>
Appointing or removing the Trust's auditor	<input type="checkbox"/>
Approving or not the appointment of the Trust's chief executive	<input type="checkbox"/>
Receiving the annual report and accounts and Auditor's report	<input type="checkbox"/>
Representing the interests of members and the public	<input type="checkbox"/>
Approving or not increases to non-NHS income of more than 5% of total income	<input type="checkbox"/>
Approving or not significant transactions including acquisitions, mergers, separations and dissolutions	<input type="checkbox"/>
Jointly approving changes to the Trust's constitution with the Board	<input type="checkbox"/>
Expressing a view on the Trust's operational (forward) plans	<input type="checkbox"/>
Consideration on the use of income from the provision of goods and services from sources other than the NHS in England	<input type="checkbox"/>
Monitoring the activities of the Trust to ensure that they are being conducted in a manner consistent with its terms of authorisation and the constitution	<input type="checkbox"/>
Monitoring the Trust's performance against its targets and strategic aims	<input type="checkbox"/>

How does this item support the functioning of the Council of Governors?

The Council of Governors will be complying with its statutory duties cited in the constitution and paragraph 10 of the standing orders

Author of Report: David Walsh

Designation: Director of Corporate Governance (Board Secretary)

Date: September 2020

Council of Governors

Date: 8 October 2020

Subject: Report from Nomination & Remuneration Committee (NRC) – Appointment of Audit Chair

From: Mike Potts, Trust Chair

Authors: David Walsh, Director of Corporate Governance

1. Purpose

<i>For approval</i>	<i>For a collective decision</i>	<i>To report progress</i>	<i>To seek input from</i>	<i>For information/assurance</i>	<i>Other (Please state below)</i>
x					For noting
Governors are required to consider for approval the recommendations from NRC					

2. Summary

At its meeting of 12 December 2019, CoG approved the process for the appointment of a non-executive director who would fulfil the role of Audit Chair. The process was a dual one, incorporating the appointment of the Trust Chair. Gatenby Sanderson were appointed as external recruitment consultants to lead the process.

The appointment was advertised nationally via NHS Jobs and the Guardian Online, but also on a micro-site hosted by Gatenby Sanderson. In addition, the role was promoted to a number of national networks including LinkedIn, Women on Boards, NHS Improvement and BME networks to endeavour to extend the reach as far as possible and encourage diverse candidates.

Shortlisting took place on 9 March 2020 and five candidates were shortlisted. Presentations and interviews were scheduled to take place on 20 April 2020; however, the Coronavirus pandemic resulted in the suspension of the process.

In September 2020, the process resumed. Gatenby Sanderson contacted the shortlisted candidates at which point one individual withdrew.

In light of the continuing pandemic, and in the interests of safety, it was agreed that the normal process of inviting candidates to give a presentation to governors and board members would be amended and candidates were asked to present to the interview panel, followed by an in-depth interview.

Interviews were scheduled to take place on 29 September, shortly before which a further candidate withdrew.

The interview panel comprised:

Mike Potts, Chair and panel chair

Adam Butcher, Service User Governor and NRC Member

Billie Critchlow, Carer Governor and NRC Member

Sylvia Hartley, Public Governor and NRC Member

Phillip Easthope, Executive Director of Finance (non-voting)

Steve Wragg, Non-Executive Director at Primary Care Sheffield and Chair of the Joint Independent Audit Committee for South Yorkshire Police and Office of the Police and Crime Commissioner, Independent Panel Member (non-voting)

Also in attendance was David Walsh, Director of Corporate Governance, and Michelle Shirley, of Gatenby Sanderson.

Following a robust process, the interview panel agreed Anne Dray fulfilled the criteria for the role and had the necessary experience to enable them to be an effective Audit Chair and member of the Board of Directors

Anne is a qualified accountant and experienced senior level executive in the NHS, which included more than 20 years working at Board level. Over the course of her career, she has led operational and performance management of health services, including acute, community, mental health and learning disability services, partnering with local authorities and leading health system-wide strategic and business planning processes for organisational change. She also delivered transformation and organisational strategy while adhering to corporate governance and regulatory compliance. Latterly, Anne has held interim positions with Clinical Commissioning Groups delivering on performance, transformation and finance.

Anne was previously a Non-Executive Director for Tameside and Glossop Integrated Care NHS Foundation Trust. She is presently a Non-Executive Director at Nottingham CityCare, a social enterprise provider of community health services; a role which does not present a conflict and in which she will continue.

3. Next Steps

Subject to CoG's approval, Anne Dray will be subject to pre-employment checks and Fit and Proper Persons Requirements.

4. Required Actions

CoG is asked to approve NRC's recommendation to appoint Anne Dray appointment as a Non-Executive Director of the Trust. Their term of office will commence 1 November 2020 and will end on 31 October 2024.

5. Monitoring Arrangements

It is the role of the Chair to ensure that the Board is appropriately constituted, and the role of the Director of Corporate Governance (Board Secretary) to support this process and ensure processes comply with all necessary requirements.

6. Contact Details

For further information, please contact:

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