

Council of Governors

SUMMARY REPORT

Meeting Date: 18 August 2021

Agenda Item: 12

Report Title:	Appointment of Chair		
Author(s):	David Walsh, Director of Corporate Governance		
Accountable Director:	David Walsh, Director of Corporate Governance		
Other Meetings presented to or previously agreed at:	Committee/Group:	Nominations and Remuneration Committee	
	Date:	2 August 2021	

Summary of key points in report

It is proposed that the variation in processes to enable the appointment of the Chair adopted in July 2020 are again used in now appointing a successor in the role. The current Chair, Mike Potts, has indicated his willingness for his tenure to be subject to a short extension enabling a successor to take post. NHS England and Improvement (NHSEI) has identified Sharon Mays as a strong candidate and now seeks endorsement from this committee and the Council of Governors.

Recommendation for the Board/Committee to consider:

Consider for Action	Approval	X	Assurance	Information
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On the recommendation of the Nominations and Remuneration Committee, to endorse:

1. A variation in normal Chair appointment processes consistent with steps taken in July 2020;
2. The appointment of Sharon Mays as Trust Chair for an 18-month term with effect from 1 October 2021;
3. The extension of Mike Potts' tenure as Chair, with the end date extending from 31 July 2021 until 30 September 2021.

Please identify which strategic priorities will be impacted by this report:

	Yes	X	No
Covid-19 – Recovering Effectively	Yes	X	No
CQC – Getting Back to Good	Yes	X	No
Transformation – Changing things that will make a difference	Yes	X	No
Partnerships – working together to make a bigger impact	Yes		No

Is this report relevant to compliance with any key standards ? State specific standard

Care Quality Commission	Yes	X	No		Good Governance
IG Governance Toolkit	Yes		No	X	
Have these areas been considered ? YES/NO					
					If Yes, what are the implications or the impact? If no, please explain why
Patient Safety and Experience	Yes		No	X	<i>None directly apply to these decisions.</i>
Financial (revenue & capital)	Yes		No	X	
OD/Workforce	Yes		No	X	
Equality, Diversity & Inclusion	Yes		No	X	
Legal	Yes		No	X	

Section 1: Analysis and supporting detail

Background

- 1.1 Appointment to the role of Chair is ordinarily reserved to the Council of Governors (CoG) following a process that would involve this committee agreeing a recruitment process, resulting in an appropriate, appointable candidate being selected. Following the retirement of Jayne Brown as Chair from the end of June 2020, and as a consequence of the Trust being in special measures, a variation to these processes was agreed enabling the prompt appointment of Mike Potts as Chair.
- 1.2 Mike Potts was appointed on a 12-month term from 1 August 2020. He notified NHS England and Improvement (NHSEI), which had identified him as a suitable appointment prior to making the recommendation to CoG, that he did not wish to continue in this role for a significant period beyond this, though he is happy to remain in the interim prior to a successor commencing.
- 1.3 The Trust remains in special measures and NHSEI has identified a suitable candidate for the post of chair for the next 18 months until the end of March 2023. It is anticipated that during that period, the Trust will leave special measures and will be in a position to conduct a recruitment process for a substantive chair.

Current Chair

- 1.4 Mike Potts has indicated his keenness to ensure the best possible handover to any new Chair. While he does not wish to be considered for the role on a longer term basis, he is happy for his current term of office to be extended to provide for a seamless transition.
- 1.5 NHSEI has agreed to the extension of Mike Potts' tenure as Chair until 30 September 2021. This committee's endorsement of this is requested.

NHSEI Recommendation

- 1.6 Sharon Mays is a solicitor by profession and has been Chair of Humber Teaching NHS Foundation Trust, a mental health services provider, since 2014. Under her leadership, the organisation has improved its overall CQC rating from 'requires improvement' to 'good', won the Health Service Journal Mental Health Provider of the Year award, become a 'teaching' trust and become heavily engaged in the development of the area's Integrated Care System (ICS).
- 1.7 As an existing Chair, she is experienced in activities required of the position, including chairing Board, CoG and Remuneration Committee meetings, acting as an ambassador for the organisation including representation and engagement with ICS matters, recruiting senior executives and Board members, leading Non Executive Directors (NEDs), setting objectives for the Chief Executive and NEDs and being a visible presence within services.
- 1.8 In addition to this, prior to joining Humber Teaching NHS Foundation Trust, she was an Independent Person involved in monitoring councillor standards on East Riding of Yorkshire Council and also sat on the Joint Independent Audit and Integrated Governance Committee for the Police and Crime Commissioner for Humberside.

Process to appointment

- 1.9 Following Mike Potts' notification that he did not wish to extend his interim

appointment beyond one year, NHSEI approached Sharon Mays who is due to step down from her role as chair of Humber Teaching NHSFT in September 2021.

- 1.10 At NHSEI's request, Sharon Mays has had initial discussions with Mike Potts, Jan Ditheridge, Terry Proudfoot and Sandie Keene. The aim of these discussions was to ensure that there is alignment of views and approach. The meetings were not an assessment of suitability as she more than meets the minimum requirements for the post of Chair.
- 1.11 The endorsement of the Nominations and Remuneration Committee was sought on 2 August 2021, and this was granted subject to a further meeting with Sharon Mays and committee members, which has since taken place. As with the Chair appointment last year, NHSEI wishes to remain involved while the organisation continues on its road to improvement. This does represent a variation from normal processes but is considered appropriate under the circumstances.

Timescales

- 1.12 Mike Potts' tenure will now end on 30 September 2021. It is proposed that Sharon Mays will assume the role of Trust Chair here with effect from 1 October 2021 for a period of 18 months.

Terms and Conditions of Chair

- 1.13 The terms and conditions of the Chair will be broadly the same as for the current incumbent. Sharon Mays' usual place of work will be home but she will work approximately three days per week on SHSC business. It is anticipated that she will spend a 1-2 days per week in Sheffield as she gets to know the organisation and thereafter as appropriate.
- 1.14 Sharon Mays' current remuneration is £45,442 per annum, which is within the same range that SHSC pays for its Chair (currently £42,000). It is proposed that Sharon Mays' remuneration at SHSC will remain at the level she has been paid in her current role, which is consistent with the approach taken when employees move between different organisations in equivalent roles.

Section 2: Risks

- 2.1 The organisation has made considerable progress since the start of 2020/21. Stable and experienced leadership is key to sustaining this. It is felt that the appointment of a highly experienced Chair in this role is critical and that Sharon Mays is of suitable calibre and experience.

Section 3: List of Appendices

Appendix 1 – Sharon Mays' CV