


CoG paper	Guy's and St Thomas'  NHS Foundation Trust	
Non-executive director appointment – report from the Nominations Committee	29th April 2015	CG/15/09

This paper is for:		Sponsor:	Nominations Committee
Decision	x	Author:	Peter Allanson, Head of Corporate Affairs and Trust Secretary
Discussion		Reviewed by:	
Noting		CEO*	
Information		ED*	
		Board Committee*	
		TME*	
		Other*	x Nominations Committee

* Specify

Summary

Mike Franklin's second term of office comes to an end on 31st October 2015 and he is ineligible to be reappointed. So there is no gap between appointments, the Nominations Committee is starting the process to find a replacement. The agreement of the Council of Governors is being sought to handle as much of the process by correspondence and to convene a special meeting of the Council to approve the appointment if necessary.

The Nominations Committee met on the 27th April 2015 to discuss the criteria that should determine the appointment of a non-executive director who can provide the skills required by the Trust and complement those already represented on the Board.

The Constitution provides for the Nominations Committee to make recommendations to the Council of Governors about the job description, the person specification and advertisement having consulted the Board of Directors which it being done by correspondence. Suggestions made by Board members will be reflected in the draft attached at appendix 1 which is now presented by the Nominations Committee to the Council of Governors.

The Nominations Committee intends to appoint recruitment advisers to support its search for candidates with the aim of maintaining the current diversity of the Board whilst reflecting the background and range of experience and seniority of the candidates sought.

For the appointed non-executive director to take up an appointment as soon as possible, the Nominations Committee is proposing the following timetable:

April 2015	Nominations Committee appoints recruitment advisers to support its search for candidates based on job and person specification subject to final approval by Council of Governors.
29 th April 2015	Council of Governors approve job and person spec by correspondence
	Members sent person spec and job advert to tell them about the forthcoming appointment in a planned members mailing
	Recruitment advisers search for candidates and present long list
	Council of Governors formally endorse recruitment process
May - June 2015	Nominations Committee agrees shortlist for interview
	Shortlisted candidates meet Board members informally
June - July 2015	Interviews by the Nominations Committee
22 nd July 2015	Council of Governors make appointment

Request to the Council of Governors

The Council of Governors is invited to:

- Agree the job description and person specification for the non-executive director post falling vacant later this year.
- Agree the proposed process and timetable in order that an appointment can be agreed by the Council of Governors in July 2015 or if necessary by calling an extra meeting.

Appendix A – Non executive director role description

Guy's and St Thomas' NHS Foundation Trust Appointment of a non executive director

The successful candidate for this post will join the Guys and St Thomas' NHS Foundation Trust (GSTT) Board of Directors

The role description and person specification are attached.

Duration and Time Commitment

The position will be for an initial period of four years and may be renewable for a second term subject to continuing satisfactory performance and the needs of GSTT.

The candidate will be expected to devote up to 2-3 days per month to the role; this will be confirmed on appointment.

Remuneration

Remuneration is determined by the Nominations Committee and is currently £17,000 a year. In addition travel and subsistence expenses will be reimbursed.

Application Process

Your application and CV will be reviewed by the Nominations Committee who will invite you to interview to discuss your experience and expertise.

Non-Executive Director Board Member

Role Summary

Non-executive directors make an important contribution to the effective running of GSTT. Their role is to provide effective oversight of the agreed GSTT plan in pursuit of its vision to provide top quality patient care, excellent education and world-class research. Non-executive directors should help develop strategy and scrutinise performance and satisfy themselves as to the integrity of clinical, financial and other information presented to them. In carrying out that role, non-executive directors must promote integrity, one of the Trust's values, encouraging the highest standards of corporate governance.

A non-executive director is an ambassador for GSTT and will have a key role providing leadership inside the Trust.

1. Role description

To ensure GSTT promotes high quality care and shows a genuine interest in its patients, the local community and the NHS;

- a) To take corporate and personal responsibility as a Board member for assurance of all the Trust's activities;
- b) To support the Chairman, Chief Executive and executive directors in the leadership of GSTT including to promote the Trust's values;
- c) To promote equality of opportunity and recognise diversity when dealing with patients, staff and stakeholders;
- d) To contribute to the development of strategy ensuring the necessary resources (financial and human) are in place to meet Trust objectives;
- e) To scrutinise thoroughly and regularly review performance against agreed goals and objectives;
- f) To ensure strategies and actions approved by the Board are implemented effectively by the management team;
- g) To offer constructive challenge to the executive members of the Board, whilst respecting executive responsibility;
- h) To share responsibility for communicating decisions of the Board;
- i) To be a member of, and in some cases chair, at least one other Board committee and recruitment panels;
- j) To develop an understanding of the external environment in which GSTT operates;
- k) To strengthen and maintain engagement with the local community, patients and stakeholders and represent GSTT externally;
- l) To establish and develop a constructive relationship with Governors and the Governing Body, having due regard to their opinions, as appropriate;

- m) To determine the levels of remuneration for the executive directors, be responsible for the appointment of the Chief Executive, and have a role in the appointment of other executives; and
- n) To develop and refresh knowledge and skills.

2. Requirements of the role - skills, knowledge and experience

In addition to the requirements outlined in the person specification, the candidate should also have a proven track record of achievement in the following areas.

- i. Previous executive or non executive experience in a large and complex organisation;
- ii. A strong understanding of workforce, risk management, finance and budget control;
- iii. Senior management or board level experience and considerable exposure to complex issues in an organisation (whether in the public, private or third sectors) of scale and complexity including an understanding of the scrutiny function;
- iv. Evidence of showing leadership and inspiration, resilience in the face of challenge and difficulty and the ability to inspire confidence and enthusiasm
- v. Experience of organisational performance management, and a broad range of strategic decision-making experience on a scale which is relevant and would add value to GSTT;
- vi. Evidence of having worked in an organisation that delivers high quality and efficient services, which meet the demands of a diverse range of clients.

There is a range of profiles and professional backgrounds that might be appropriate for the role, for example a senior general manager in a company, a senior civil servant, a senior legal advisor, partner of a firm of chartered accountants, banker, financier, regulator or a director of a charity.

GSTT places considerable emphasis on diversity at Board level, and would particularly encourage applications from appropriately qualified candidates from all sections of the community, and from people with diverse experience and backgrounds.

3. Person Specification

Personal criteria

- Commitment to the public service values of accountability, probity, openness and equality of opportunity;
- Commitment to the Trust's values
- Commitment to the needs of the public and patients served by the Trust
- An appreciation of the importance of research and education within healthcare
- Understanding of a complex organisation and the processes of planning, financial control, performance management and assurance that deliver the objectives of one of the largest and most prestigious NHS Foundation Trusts;
- Excellent communication skills with the ability to listen sensitively to the views of others and - through their use - the ability to relate to and understand the staff and service partners who provide services and the patients and carers who receive them;
- Able to work as an effective member of a unitary Board all of whose members are equally and jointly responsible for its decisions.
- The ability to absorb and interpret complex data and information and reach informed judgments - including a strong understanding of audit and risk management, a strong understanding of finance, budgeting and control, an understanding of the

relationship between resources and quality and sound knowledge of corporate governance

- Proven strategic decision making skills
- Independent judgement, common sense and diplomacy
- Politically astute, with the ability to grasp relevant issues
- A clear understanding of the responsibilities of a non-executive director and sufficient time and commitment to fulfil the role

Eligibility

Only a candidate who is a public or patient member of GSTT or can qualify as a member is eligible for appointment as a non-executive director. To qualify as a public member, you must be a resident of one of the London Boroughs of Lambeth, Southwark, Lewisham, Wandsworth or Westminster. To qualify as patient member, you must be a patient, or carer of a patient, who has attended GSTT in the last five years. A candidate will not be eligible for interview until this has been confirmed although, if eligible, they may submit an application for Trust membership with their application but may not be interviewed or appointed unless and until they have been added to the register of members.

Ineligibility

A person **cannot** become a non-executive director if they:

- Are an NHS employee,
- Have been dismissed within the last two years other than by reason of redundancy from any paid employment with a Health Service Body
- Are a non-executive director of an NHS body including another foundation trust
- Have been the subject of a bankruptcy restriction order or an interim order
- Have made an arrangement with creditors which has not been discharged
- Have received a prison sentence or a suspended sentence of 3 months or more in the last five years
- Are disqualified under the Company Directors Disqualification Act 1986

Candidates must be willing and able to confirm that they regard themselves as “fit and proper persons” to take up this appointment as required by the Care Quality Commission.