

Meeting Title	Council of Governors		
Date	18 July 2019	Agenda item	CGo.7.19.8

## Non-Executive Director Appointments

<b>Presented by</b>	David Wilmshurst, Governor, Interview Panel Chair		
<b>Author</b>	Jacqui Maurice, Head of Corporate Governance		
<b>Governance responsibility</b>	Council of Governors		
<b>Purpose of the paper</b>	For the Council of Governors to note the appointments of two new Non-Executive Directors.		
<b>Action required</b>	To note		
<b>Previously discussed at/informed by</b>	Governors Nominations and Remuneration Committee (NRC) held 15 May 2019		
<b>Previously approved at:</b>	<b>Committee/Group</b>	<b>Date</b>	
	Closed Council of Governors	17 May 2019	

### Background

#### 1. Non-Executive Director (NED) Appointment process

As the Council of Governors is aware, following the resignation of Mrs Pauline Vickers effective at the end of November 2018 and consideration of the term end of Dr Trevor Higgins (May 2019) the NRC agreed with the Council of Governors in October 2018 to undertake a search for the appointment of two new Non-Executive Directors.

Within the bounds of the Foundation Trust's Constitution, the Council of Governors Terms of Reference, the NRC Terms of Reference and, the appointment process approved by the Council of Governors in July 2018, the Nominations and Remuneration Committee:

- Appointed Harvey Nash Executive Search to assist the Committee with the NED Appointment Process.
- Agreed the full job descriptions and person specifications for both NED positions along with a schedule for the appointment process.
- Confirmed the membership of each NED interview panel and noted their declarations of interest
- Undertaken a review of all applications received with Harvey Nash Executive Search in line with the person specifications for each NED post.
- Shortlisted candidates for interview for each NED position.
- Agreed the process for the NED interviews.

#### 2. Non-Executive Director: Chair of Finance and Performance Committee

Ten applications were received for the role. The Governors Nomination and Remuneration Committee members undertook a shortlisting exercise based on the person specification which resulted in four candidates being shortlisted.

The interviews for the NED to Chair the Finance and Performance Committee took place on 10 May 2019.

The interview panel comprised:

- Ms Wendy McQuillan, Public Governor
- Mr David Wilmshurst, Public Governor (Interview panel Chair)
- Dr Maxwell Mclean, Chairperson

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- Mr John Holden, Acting Chief Executive
- Ms Jacqui Maurice, Head of Corporate Governance

*Mr Matthew Horner, Director of Finance was in attendance as an observer.*

*Mr Simon Green, Harvey Nash Executive Search was in attendance as an observer.*

### 3. Non-Executive Director: General appointment

Thirty-one applications were received for the general NED position. The Governors Nomination and Remuneration Committee undertook a shortlisting exercise based on the person specification which resulted in five candidates being shortlisted. The interviews for the general NED position took place on 14 May 2019.

The interview panel comprised:

- Ms Wendy McQuillan, Public Governor
- Mr David Wilmshurst, Public Governor (Interview panel Chair)
- Ms Pauline Garnett, Staff Governor
- Dr Maxwell Mclean, Chairperson
- Mr John Holden, Acting Chief Executive

*Mr Simon Green, Harvey Nash Executive Search was in attendance as an observer.*

### 4. NRC Recommendations to the Council of Governors

The NRC presented recommendations to the Council of Governors on 17 May to approve the appointments of:

- 4.1 Approve the appointment of Ms Julie Lawreniuk as Non-Executive Director Chair of the Finance and Performance Committee for a term of three years subject to the satisfactory completion of the Fit and Proper Persons Requirements.
- 4.2 Approve the appointment of Mr Mohammed Hussain as Non-Executive Director for a term of three years subject to the satisfactory completion of the Fit and Proper Persons Requirements.

### 5. Approval of the Appointment

The Council of Governors approved both appointments subject to the requisite checks in relation to the Fit and Proper Persons Requirements.

The appointments are subject to Regulation 5 of the Health and Social Care Act 2008 (Regulated Activities) Regulations 2014 and to the candidate being a Fit and Proper Person as defined by the regulations. The Foundation Trust will undertake all necessary pre-employment checks to ensure that the FPPR is satisfied. This will include taking steps to ensure that the candidate is of good character, physically and mentally fit to undertake the role and has the necessary qualifications, skills and experience for the role and has not been declared unfit on a mandatory ground i.e., bankruptcy.

### 6. Expected commencement of Appointment

It is expected that all checks should be completed in time to allow for both appointments to join the Board of Directors from 1 September 2019.

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Profiles of the candidates will be published following completion of the FPP Requirements.

### **Recommendation**

The Council of Governors is asked to note the report.