Confidential
Agenda item 16

The Queen Elizabeth Hospital King's Lynn
NHS Foundation Trust

GOVERNORS' COUNCIL MEETING

(2) Minutes of the Governors' Council Meeting held at 3pm on Monday 29th April 2019 in the Queen Elizabeth Hospital Conference Room

Chairman & Governors	Constituency
Barnett, Steve (SB)	Trust Chairman
Brodie, Jenny (JB)	Public - Cambridgeshire
Bruce, Malcolm (MB)	Public - Cambridgeshire
Calton, Julie (JC)	Staff - Clinical
Coe, Dave (DC)	Staff, Non-Clinical
Corner, Esmé OBE (EC)	Lead & Public Governor, West Norfolk
Easton, Ann (AE)	Public - West Norfolk
Hipkin, Penny (PH)	Public - West Norfolk
Kavanagh, Patrick (PKa)	Public – West Norfolk
Lewis, Betty (BL)	Public - Cambridgeshire
Maltby, Alan (AM)	Public – S E Lincolnshire
Monk, Clive (CM)	Public, Breckland, N Norfolk & Rest of England
Robinson, Sue (SR)	Public – S E Lincolnshire
Taylor, Barrie (BT)	Public - West Norfolk
Welch, Dale (DW)	Public, Breckland, N Norfolk & Rest of England
Attendee - Director - Guest	
Rejzl, Gill (GR)	Trust Secretary
Denmark, Mary (MD)	FT Membership Officer & Minute taker

NON-EXECUTIVE DIRECTOR RECRUITMENT		Action
20/19	**1. Chairman's introductions and opening remarks**	
	The Chairman welcomed everyone to the Extraordinary Governors' Council meeting, called at short notice, to progress the Non-Executive Director (NED) recruitment process. The meeting was confirmed as quorate.	
21/19	**2. Apologies for Absence:** **Governors:** S Clarke, S Clark, J Dossetor, J Evans, P Kunes, I Sherwood, B Taylor, D Todd, A Walder, K Wicks, S Squire, P Dansie	
22/19	**3. Non-Executive Director (NED) recruitment process**	
	Background: • In January 2019, the Governors' Council (GC) approved the recruitment of two NEDs to strengthen Board capacity, in line with the provisions of the Trust's Constitution. • Since the January GC meeting, a further NED vacancy has been created by the standing-down of NED, David Thomason. However, it remains clear that it is imperative for the Trust to strengthen Board capacity at this very challenging time. At the April Risk Summit, convened by NHSE/I, the need for strong leadership for the Trust was one of the highest priorities identified by summit participants, which included the Trust's key partners and regulators.	

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- The Recruitment and Selection process attracted 50 applications and several high calibre candidates. The Recruitment and Selection Committee (NED appointments) Panel had, in April, undertaken interviews of shortlisted candidates and has assessed interviewees against the criteria set out in the Candidate Brief.

The Interview Panel comprised:

- Steve Barnett (Trust Chairman) Panel Chair
- Esme Corner (Lead Governor) All interviews
- Penny Hipkin (Public Governor) OD and Transformation interviews
- Steve Clark (Public Governor) Finance interviews
- Dave Coe (Staff Governor) All interviews

SB, GR and EC carried out the shortlisting process and were all in agreement that the selected interviewees met the requirements. All candidates interviewed well and were high of high calibre. The Panel was in full agreement on three preferred and exceptional candidates. The CVs of these candidates were tabled for Governors' Council review.

It was reported that the proposed three candidates would contribute very positively to the skill and experience mix of the Board.

The GC was invited to review the CVs and appoint the three preferred NED candidates identified at recent interviews. It was explained that this would result in a NED complement of seven on the Board, plus the Chairman, as agreed at the January 2019 meeting and in line with constitutional provisions.

CM commented on the fact that candidate Tony Lawlor had 7 different roles within the last 5 years and queried whether he had capacity to do the job and stay in role for any duration.

SB responded that his roles had been as a consultant, and this was very much the lifestyle of such a consultant. DC added that this question had been asked at interview.

EC commented that TL was a realist, was proactive with extensive financial planning and also had a good sense of humour. He was not afraid to challenge and was an excellent communicator and was felt to be an excellent candidate.

DW commented that Siobhan McClellan's experience appeared to be academic/intellectual with no 'hands on' experience and queried whether her skills were appropriate for the role. EC responded that SM was very experienced and that the role of NED was not operational, but strategic and the panel had been very satisfied with SC as a candidate.

JC commented that candidate Simon Roberts (SR) appeared to be very experienced and that his skills would be valued by the Trust.

The Chairman invited the Governors' Council to vote on the appointments and following a show of hands, there was unanimous agreement and proposal that the three preferred NED candidates be offered NED roles.

THE GOVERNORS' COUNCIL APPROVED THE APPOINTMENT OF THE 3 NED

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	CANDIDATES AS IDENTIFIED BY THE RECRUITMENT AND SELECTION COMMITTEE PANEL	
23/19	**NED Succession Planning**	
	NED Mandy Ashton, (MA) would be standing down from the end of July 2019 and will be missed for her approachability and support for the Trust and her colleagues and for her experience, knowledge and constructive scrutiny. The 2018 CQC report and the November 2018 PwC report on Board capacity identified the need for effective Board succession planning. This opportunity for succession planning is welcomed as it would avoid the need to undertake a separate recruitment and selection process to identify Mandy's successor. As part of the recent NED recruitment and selection process, the Trust had been introduced to a high calibre candidate with a strong nursing / quality background. The Trust Chairman has met with the potential candidate, recommended by PwC, and was assured that her skills and knowledge would complement the Board's skills profile after Mandy's standing down. This candidate would bring a strong nursing and transformational skill-set to the Board. The Recruitment and Selection Committee Panel agreed that this is a strong candidate in principle and had asked to meet the candidate at the earliest opportunity. The candidate's CV was tabled. A nurse by background, she is someone who would very much fit the profile as a replacement for MA. The GC is invited to approve the appointment of this candidate as an Associate NED, with a 3-month handover period, pending Mandy's standing-down and subject to the agreement of the Recruitment and Selection Panel, who will meet the candidate for interview in early May. This candidate would become Mandy's successor as NED on 01 August 2019. EC commented that the candidate's previous experience and willingness to travel to King's Lynn would be explored in greater detail at interview. DC queried what the GC was being asked to do today. GR responded that governors were asked to approve the appointment of the identified potential successor for MA, as an Associate NED, subject to the agreement of the Recruitment and Selection Committee Panel, following interview in early May. AM queried how this candidate would have time to take on the role of NED as her current career pathway takes her around the world as well as the UK. SB responded that she spent only 4 days a year in Pakistan for example, as a consultant role, and that his NED role would be her main one. PKa felt that succession planning made good sense. SB agreed adding the Trust would be fortunate to attract such a high calibre candidate. DW queried whether the Trust might miss any other potentially strong candidates by taking this action. SB responded that this action would also save the Trust time and money. It was queried by the candidate had not applied to the earlier NED	

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	advertisement and SB responded that this role was not the same remit as the others and that she had not been looking for a role anyway and would not have been aware had PwC not advised her. The Chairman invited the GC to vote to approve the appointment of this candidate and following a show of hands, with one abstention from AM:	
	THE GOVERNORS' COUNCIL APPROVED THE APPOINTMENT OF THE RECOMMENDED CANDIDATE AS AN ASSOCIATE NED, WITH A 3-MONTH HANDOVER PERIOD, PENDING MANDY ASHTON'S STANDING-DOWN AND SUBJECT TO THE AGREEMENT OF THE RECRUITMENT AND SELECTION PANEL.	
	With there being no further business, the meeting closed at 5.30 pm	

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