



**Council of Governors' Meeting: Wednesday 18 July 2018**

**CoG2018.24**

<b>Title</b>	<b>Report from the Governors' Remuneration, Nominations and Appointments Committee</b>
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<b>Status</b>	<b>For information and approval</b>
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## Executive Summary

<p>1. Since the last meeting of the Council of Governors held on 30 April 2018, the Governors' Remuneration, Nominations and Appointments Committee [RNAC] has met once, on 22 June 2018 when the meeting was chaired by the Vice Chairman.</p>
<p>2. This paper provides an update on the business that was considered by RNAC at its latest meeting, and makes recommendations for consideration and approval by Council.</p>
<p>3. Business considered by the Committee included:</p> <ul style="list-style-type: none"><li>• An update on recruitment of Developmental Non-Executives;</li><li>• University of Oxford's nomination of a Non-Executive Director; and</li><li>• Process for appointment of a new Chairman</li></ul>
<p>4. After due consideration, the Committee</p> <ul style="list-style-type: none"><li>• <b>recommends that the Council of Governors accept the University of Oxford's nomination of Prof Gavin Screaton as its nominated non-executive director in line with paragraph 22.3 of the Constitution.</b></li></ul>
<p>5. The Committee was also:</p> <ul style="list-style-type: none"><li>• Informed that the Trust was proceeding to explore the scope to appoint to the role of Developmental non-Executive; and</li><li>• updated regarding the process to appoint a new Chairman.</li></ul>
<p>6. <b>Recommendation</b></p> <p>Council is asked to:</p> <ul style="list-style-type: none"><li>• <b>approve</b> the recommendation that the Council of Governors accept the University of Oxford's nomination of Prof Gavin Screaton as its nominated non-executive director; and</li><li>• <b>note</b> the other business considered by the Committee.</li></ul>

## **Governors' Remuneration, Nomination and Appointments Committee**

### **A. Introduction**

1. At the last meeting of the Council of Governors a verbal update was provided on the RNAC meeting held on 18 April 2018, for which minutes are now attached.
2. Since the last meeting of the Council of Governors held on 30 April 2018, the Governors' Remuneration, Nominations and Appointments Committee [RNAC] has met once, on 22 June 2018. The Vice Chairman was in the chair for this meeting.
3. This paper provides an update on the business that was considered by RNAC at its latest meeting, and makes recommendations for consideration and approval by Council. Minutes for the meeting on 22 June will be submitted to the next meeting of Council.

### **B. Update on Developmental Non-Executives**

4. The Committee has previously expressed its support for the proposal to explore the scope for appointment to developmental roles which may in time equip an individual to re-apply for appointment as Non-Executive Director, and this support was endorsed by Council at its meeting on 30 April.
5. The appointment of individuals to developmental roles is not the responsibility of the Council of Governors, but at the point when the post-holder(s) may be re-considered for appointment to the role of Non-Executive Director, that appointment must be made by the Council.
6. The Committee was informed that the Trust was proceeding to explore the scope to appoint to the role of Developmental non-Executive and that it was intended that mentoring being provided by existing non-executive directors.

### **C. University of Oxford's Nomination of Non-Executive Director with Effect from 1 November 2018**

7. The Committee was reminded that Prof Sir John Bell was due to leave the Board as the University of Oxford's nominated non-executive director on 31 October.
8. The Committee was informed that the Vice Chancellor had confirmed the nomination of Prof Gavin Sreaton, Head of the Medical Sciences Division since October 2017, to succeed Prof Bell as non-executive director on the Trust's Board from 1 November 2018 in line with paragraph 22.3 of the Trust's Constitution.
9. It was noted that this nomination required the approval of the Council of Governors. However, as had previously been discussed by the Committee, the position with regard to the NED nominated by the University was recognised to be unlike any of the other NED positions, inasmuch as it was not one that can go to open competition and in practice the University would anticipate that its recommendation will be acceptable.
10. It was understood that while the Constitution could not prescribe whom the Council of Governors will appoint, there was an expectation that appointment of the University's nominee would be ratified, provided that the individual qualified for appointment under section 24 of the Constitution.
11. The Committee reviewed a condensed version of Prof Sreaton's c.v. and noted that he was a highly qualified individual with an extensive and impressive research career who would bring significant knowledge and experience to the Board. The need to

ensure that Prof Screaton could commit sufficient time to discharge the role of non-executive director on the Board was highlighted.

12. **The Committee recommends that the Council of Governors accept the University of Oxford's nomination of Prof Gavin Screaton as its nominated non-executive director.**

#### **D. Appointment of a New Chairman**

13. The selection of Odgers Berndtson as the search consultants for the Chairman's appointment was confirmed.
14. The Committee was provided with the opportunity to reflect on discussions regarding the process for the appointment of a new Chairman which had taken place at the meeting of the Appointment Panel and at the Council of Governors' seminar, both of which had taken place on 21 June. These discussions had included a presentation by Odgers Berndtson regarding the proposed selection process.
15. The Appointment Panel was to be chaired by the Trust's Vice Chairman. He emphasised the importance of the process and stressed that he was committed to it being governor-led and carried out in a fashion that was inclusive and transparent to governors.
16. The membership of the Panel, in line with the requirements of the Constitution, was confirmed as follows:
- Vice Chairman of the Trust (Chairman of the Panel)
    - Geoff Salt
  - Three public governors
    - Martin Havelock
    - Art Boylston
    - Tony Bagot-Webb
  - Plus alternate:
    - Sue Chapman (who would not be standing for re-election, but who - up until the end of September - could bring the benefit of her previous experience)
  - One staff governor
    - Jules Stockbridge (Clinical)
  - Plus alternate:
    - Simon Brewster (Clinical)
  - One appointed governor
    - Astrid Schloerscheidt (Oxford Brookes University)
17. The interest of Sally-Jane Davidge in joining the Panel was highlighted to the Committee. *[Post meeting note: Sally-Jane was contacted following the meeting and agreed to join the Panel as a further alternate public governor.]*

18. The Committee noted that the process made provision for two independent assessors which were non-voting roles. It was expected that one would be nominated by NHSI.
19. Assurance was provided to the Committee that the process provided for focus groups, including a range of clinicians, to provide comments on candidates.
20. The Committee highlighted that the process outlined would not allow governors to participate directly in the discussions with all applicants through which Odgers would generate a proposed longlist from which the Appointment Panel would shortlist candidates for interview. Assurance was provided by governors who had been involved in previous non-executive director selection processes that they had found this approach to work well.
21. The Committee agreed that no candidate would be appointed unless there was a consensus that they had the wholehearted support of the Appointment Panel.
22. The Committee was informed that the next step in the process would be for the search consultants to undertake initial discussions with a wide range of stakeholders which would shape the final person specification for the individual to be sought. It was noted that feedback from this process would be considered at the next meeting of the Appointment Panel [*subsequently scheduled for 11:30 on 18 July*].
23. **The Committee asks the Council to note this update regarding the process to appoint a new Chairman.**

Mr Geoff Salt, Vice Chairman

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