

Special meeting of the Council of Governors  
of  
Doncaster and Bassetlaw Teaching Hospitals NHS Foundation Trust ('the Trust')  
on  
Monday 18 June 2018 at 1.00pm  
in the  
Boardroom, Doncaster Royal Infirmary

## AGENDA

No	Item	Action	Enclosures
1.	<b>Welcome and Apologies</b>	<i>Note</i>	(Verbal)
2.	<b>Declaration of Governors' Interests</b> Matthew Kane, Trust Board Secretary	<i>Note</i>	(Verbal)
3.	<b>Appointment of NEDs</b> Mike Addenbrooke, Vice Chair	<i>Note</i>	Attachment
4.	<b>Withdrawal of Press and Public</b>  That representatives of the press and other members of the public be excluded from the remainder of this meeting having regard to the confidential nature of the business to be transacted, publicity on which would be prejudicial to the public interest.	<i>Note</i>	(Verbal)



Suzy Brain England  
Chair of the Board

12 June 2018



**NOTICE FOR THE PUBLIC**

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**Doncaster and Bassetlaw  
Teaching Hospitals**  
NHS Foundation Trust

<b>Title</b>	<b>Appointment of NEDs</b>		
<b>Report to</b>	<b>Council of Governors</b>	<b>Date</b>	<b>18 June 2018</b>
<b>Author</b>	<b>Matthew Kane, Trust Board Secretary</b>		
<b>Purpose</b>			Tick one as appropriate
	Decision		x
	Assurance		
	Information		

**Executive summary containing key messages and issues**

The Trust embarked upon a recruitment exercise for two Non-executive Directors in April 2018, a process which yielded 21 candidates.

A shortlisting exercise was carried out by the Appointments and Remuneration Committee using an objective scoring process with all personal details and protected characteristics redacted in order to reduce the risk of unconscious bias. A total of eight candidates were shortlisted.

The Committee interviewed on 7 June 2018 with advice from the Chief Executive and assistance from an advisory panel comprising the Deputy Chief Executive and Chief Operating Officer and the non-executive Chair of Finance and Performance Committee.

In order to achieve a suitably balanced and trained panel for the interview process, the Committee agreed to co-opt Hazel Brand on to the Committee in line with its terms of reference. This is required to be ratified by the Council of Governors.

Following the interview process, the Committee is recommending the appointment of Alan Chan and Sheena McDonnell for an initial three year term with effect from 1 July 2018 in line with the 2014 terms and conditions for non-executives and subject to the usual Fit and Proper Person checks including references.

Alan Chan is a Doncaster resident who is currently the General Counsel and Company Secretary at Parseq Group, a business process outsourcing group based in Rotherham where he acts as general counsel to the board and senior leadership team and advises on governance, risk and commercial matters. He previously worked in Leeds for Eversheds LLP and Communisis plc acting as Head of Legal for the Deploy division for Communisis plc. Prior to this, he worked as senior associate in corporate finance for Pinsent Masons LLP which also included a secondment in Hong Kong.

Sheena McDonnell specialises in leadership and organisational development, governance and transformation having previously worked as a Director of Transformation at First Choice Homes. Prior to that, she was a head of service and inspector at the Audit Commission and Director at Stepping Stone, a registered charity that provides housing and support to homeless people in Greater Manchester. Sheena specialises in cultural change, negotiation, strategic planning and stakeholder management.

Following the interviews, Alan Armstrong notified the Chair of his decision to stand down with immediate effect. This leaves a vacancy in the role of Senior Independent Director as well as a practical issue around the facilitation of this year's Chair's appraisal. As a workaround, existing non-executive director, Neil Rhodes, has offered to facilitate the Chair's appraisal including the feedback session with the Appointments and Remuneration Committee on 18 June and the meeting with the non-executives about the Chair's performance.

Looking ahead, it is proposed that all non-executive directors be invited to express interest in the roles of Deputy Chair (which, until 31 March 2017, was held by John Parker) and Senior Independent Director. Should there be interest in either role from two or more non-executives, it will be necessary to establish a process which is proportionate, transparent and robust without being unnecessarily onerous or time consuming given the constraints around the holiday period.

It is proposed that a panel made up of the Chair, Chief Executive and two suitably trained governors (to be selected by the Chair following consultation with the Vice Chair) be charged with undertaking any interviews for the roles and then making a recommendation to Council of Governors on 26 July 2018. The process would be supported by the Trust Board Secretary.

#### **Key questions posed by the report**

Governors are asked to make three decisions which are set out below.

#### **How this report contributes to the delivery of the strategic objectives**

A key part of the non-executive director's role on the Board is strategy development.

#### **How this report impacts on current risks or highlights new risks**

The report mitigates risks around not having in place a balanced recruitment panel, achieving a suitably experienced and skilled Board and ensuring the Trust is compliant with the NHS Corporate Governance Code moving forward.

<b>Recommendation(s) and next steps</b>
<p>Council of Governors is asked to:</p> <ol style="list-style-type: none"><li>(1) Retrospectively approve the involvement of Hazel Brand in the Appointments and Remuneration Committee for the purposes of the NED recruitment process.</li><li>(2) Appoint Alan Chan and Sheena McDonnell as non-executive directors for an initial three year term with effect from 1 July 2018 in line with the 2014 terms and conditions for non-executives and subject to the usual Fit and Proper Person checks.</li><li>(3) Endorse the arrangements with regard to the Chair's appraisal this year and the proposals for the appointment of a Deputy Chair and Senior Independent Director.</li></ol>