

EAST KENT HOSPITALS UNIVERSITY NHS FOUNDATION TRUST

REPORT TO: COUNCIL OF GOVERNORS – 16 JANUARY 2015

SUBJECT: REPORT FROM NOMINATION AND REMUNERATION COMMITTEE

REPORT FROM: COMMITTEE CHAIR

PURPOSE: INFORMATION AND ACTION

SUMMARY OF COMMITTEE ACTIVITY

The committee met on 9th January 2015.

The date of the meeting was a compromise between receiving the maximum amount of relevant information to make a sound judgement on the recruitment of NEDs without unduly delaying this important process.

The four main areas on the agenda were an update on status of the Deloitte Review, recruitment of NEDs, overview of recruitment to Executive Director positions and Review of term of office of Trust Chairman.

Much detailed information was provided by both Nick Wells and Jonathan Spencer. The committee felt that in the light of this information there was a need to proceed to appointing the necessary NEDs. Reflecting on the status of the Trust it was also felt that a suitable agency should be sought and appointed to assist in this process.

The Committee the Trust needed to recruit to two Non-Executive Director positions and the process needed to commence immediately. One post was to replace Steven Tucker who left the Trust in November 2014 and the other was require to rebalance the Board following the introduction of a new Executive Director position (Director of Operations).

A panel of 3 elected Governors together with Nick Wells and Jonathan Spencer should be established to take this process forward. It was also recommended that an addition elected governor should be appointed as a reserve for the panel.

The Committee received an update on the status with the External Governance Review conducted by Deloitte. The Chairman will update Governors at the meeting on 16 January 2015.

The Committee also received an update on the status of the appointments to the following Executive Director positions:

- Director of Finance
- Chief Operating Officer
- Chief Executive

The Chairman will update the Council at the meeting on 16 January 2015. The Council will be asked to ratify the approach being taken by the Trust in relation to the appointment of the Chief Executive.

SUMMARY OF COMMITTEE'S FORWARD PLANS:

The main activity of the committee will be the seeking and appointment of suitable NEDs. The panel would be agreed by the end of January 2015 and the first activity would be to find and appoint an agency to support the process.

The Committee would be reviewing the following NED term of office at its next meeting:

- Chris Corrigan (31 December 2015);
- Peter Presland (30 September 2015);
- Valerie Owen (30 November 2015); and
- Jonathan Spencer (31 October 2015)

The Council of Governors will be asked to approve recommendations from this Committee at appropriate intervals.

COUNCIL OF GOVERNORS ACTION REQUIRED:

- To note the report.
- To ratify the proposal that the "Nomination and Remuneration Committee put in place a group consisting of three elected governors and 2 NEDs from this committee to appoint an agency to support the process and to proceed to appointing, subject to ratification by the full Council of Governors, the required Non Executive Directors". Skills and expertise to include: building, developing and implementing clinical strategy; organisational culture; and change management.
- To note the Committee will proceed on behalf of the Council the recruitment to the two current NED vacancies and will review the Term of Office of other NEDs due to expire in 2015 at their next meeting.