

**EXTRAORDINARY COUNCIL OF GOVERNORS MEETING**  
**Thursday, 09 December 2021 at 13:00-14:00**  
**Online meeting via Cisco Webex videoconferencing platform (livestreamed on**  
**YouTube for public viewing)**

***This is an extraordinary meeting which has been convened for one item of business only: the appointment of a Trust Chair.***

**AGENDA**

<b>NO.</b>	<b>AGENDA ITEM</b>	<b>PURPOSE</b>	<b>SPONSOR</b>	<b>TIMINGS</b>	<b>PAGE NO.</b>
1.	Introduction and apologies	Information	Vice-Chair	13:00	verbal
2.	Declarations of Interest	Information	Vice-Chair	13:03	verbal
3.	Appointment of Trust Chair	Approval	Vice-Chair	13:05	2
4.	Any Other Urgent Business	Information	Vice-Chair	13:55	verbal
5.	Date of next Council of Governors Meeting - <i>TBC</i>				

**Report to Extraordinary Council of Governors meeting  
Thursday 9 December 2021 at 13:00-14:00 via videoconference**

<b>Report Title</b>	<b>Trust Chair Appointment</b>
<b>Report Author</b>	<b>Natashia Judge, Head of Corporate Governance</b>
<b>Executive Lead</b>	<b>Eric Sanders, Director of Corporate Governance</b>

<b>Report Summary</b>
This report summarises the steps taken to recruit a Trust Chair following Jeff Farrar's departure from the role and asks the Council of Governors to approve the appointment of the selected candidate, following endorsement by the Governors' Nominations and Appointments Committee.

<b>Context and Existing Arrangements</b>
<ol style="list-style-type: none"> <li>On 15 October, Jeff Farrar, the former substantive Trust Chair, notified the Trust that he had been appointed to the position of substantive Chair of the Healthier Together Integrated Care System (ICS) for Bristol, North Somerset and South Gloucestershire as of 1 November 2021. This followed a period serving as temporary Chair of the ICS from 1 April 2021</li> <li>Prior to Jeff's secondment, the Council of Governors had appointed Jayne Mee as Interim Chair of the Trust for an initial period of 1 April 2021 to 30 September 2021. This was later extended for a further three months until 31 December 2021.</li> <li>The appointment of the Trust Chair is the responsibility of the Council of Governors, with the support of the senior independent director (SID) and HR. The role of the Governors' Nominations and Appointment Committee is to develop a process for the selection and appointment of a new Chair which has regard to the expected needs of the Board and which follows best practice in recruitment processes.</li> </ol>

<b>Process</b>
<ol style="list-style-type: none"> <li>On 22 October 2021 the Governors' Nominations and Appointments Committee agreed the process, job description, person specification and timeline to appoint a new substantive Trust Chair. These are included as appendices. Specifically, the Nominations and Appointment Committee: <ul style="list-style-type: none"> <li>agreed a departure from the Trust's standard procedure in the interests of speed. It was agreed to proceed without an external recruitment agency, albeit with the support from the NHS Improvement appointments team, and with an accelerated version of the usual timeline with the intention of recruiting a substantive chair within 7 weeks. The original proposal was to recruit within a period of 5 weeks; however, the Committee were not comfortable with this and therefore the timeline was extended. The reduced timeline proposed would ensure that the substantive</li> </ul> </li> </ol>

Chair could be in place in time to participate in the recruitment and selection process for the Chief Executive.

- considered and endorsed the job description, remuneration, and person specification providing further responsibilities related to integrated care system working were included.

5. Members of the Governor's Nominations and Appointments Committee were asked to put themselves forward to be on the shortlisting and interview panel. Four governors came forward, ensuring a governor majority: Mo Phillips, Carole Dacombe, John Rose and Malcolm Watson.
6. The advertisement for the role of Trust Chair went live on 26 October 2021 on NHS Jobs with a closing date of 16 November. The advert was also shared:
  - With the Trust Board and Governors, for circulation with their networks
  - With The Trust's membership
  - Via the Trust's social media accounts: including Facebook, Twitter and LinkedIn. The Trust also utilised LinkedIn's premium service to send targeted messages to all users who had current experience as a vice chair, deputy chair or non-executive director.
  - With stakeholder networks (via the Equality and Diversity Inclusion Manager and Patient Experience Manager)
  - With Miriam Walker, the Non-executive Appointments Officer in the Non-executive Talent and Appointments Team at NHS England/Improvement who shared with her networks and advertised further on NHSEI Jobs Page, the Cabinet Office Jobs Page and Women on Boards Jobs Page.
  - With the Boards of all Integrated Care System partners both directly and via the Healthier Together Newsletter
  - With the Academic Health Science Network, Bristol Health Partners, the University of West England, the University of Bristol, Healthwatch, Bristol Commission on Race Equality and Bristol Race Equality Strategic Leaders Group
  - With the National NHS Providers Co-Sec Network.
7. To aid with the recruitment process: all governors were provided with a training session on their roles and responsibilities with regards Trust Chair recruitment on 10 November 2021.
8. Eligibility checking/ longlisting was undertaken by the Interim Director of People, Director of Corporate Governance and Vice Chair, following which applicants assessed as strong or meeting some of the criteria were be sent to the four members of the Nominations and Appointments Committee with relevant shortlisting paperwork. As the Senior Independent Director was unavailable to participate in the process, then the Vice Chair was asked to be involved to provide a Non-Executive perspective on the

process. The opinion of the Equality, Diversity and Inclusion Manager was also sought. Due to the low number of applications (9) the candidates not deemed to meet the role criteria were also shared for transparency.

9. Shortlisting took place on 22 November 2021. Of the four longlisted candidates: two were shortlisted by governors for interview. Due to the low number of shortlisted applications, the shortlisting panel discussed whether to go back to the Nominations and Appointments Committee, extend the timeline and involve an external recruitment agency. The shortlisting panel considered the advantages and disadvantages of each approach and received some insight on the current recruitment market from the Interim Director of People/an external recruitment agency. As a result, the interview panel decided to proceed with the interview process.
10. On the morning of 29 November 2021, the two candidates attended focus groups where they were required to chair a discussion on two separate topics:
  - *“Given the significant changes in leadership at Board level, how should the organisation respond to maintain patient safety and staff wellbeing through winter”* (Focus Group A)
  - *“How should the organisation respond differently to working within an Integrated Care System and what are the implications for the Trust and beyond?”* (Focus Group B)

The Focus Groups were attended by the following individuals:

**Focus Group A**

- Emma Redfern, Interim Medical Director
- Paula Clarke, Director of Strategy and Transformation
- Bernard Galton, Non-Executive Director
- Mohammed Rashid, Governor
- Ray Phipps, Governor
- Sally Moyle, Governor
- Aishah Farooq, Governor

**Focus Group B**

- Mark Smith, Deputy Chief Executive and Chief Operating Officer
- Jane Norman, Non-Executive Director
- Sue Milestone, Governor
- Annabel Plaister, Governor
- Graham Briscoe, Governor
- Paul Hopkins, Governor

11. On the afternoon of 29 November 2021, following feedback on candidates from the focus groups, a range of criteria were used to assess the candidates at interview: this included assessment of their understanding and adherence to the Nolan Principles and Trust values. In addition, candidates were questioned on the role of Chair, their style at Board, their local networks and participation in the wider system, previous Board experience, their accessibility, their commitment, any conflicts of interest and

fundamentally their motivation for application. The interview panel compromised the following individuals:

- Mo Phillips, Lead Governor and member of the Nomination and Appointments Committee
- John Rose, Governor and member of the Nomination and Appointments Committee
- Malcolm Watson, Governor and member of the Nomination and Appointments Committee

Also in attendance, in an advisory capacity, were:

- Martin Sykes, Vice and Non-Executive Director
- Alex Nestor, Interim Director of People
- Eric Sanders, Director of Corporate Governance

Unfortunately, one member of the governors scheduled to take part was unwell and unable to attend, as was the Equality, Diversity and Inclusion Manager. The proposed external assessor was also unable to attend. Following challenge about the final composition of the panel by the Committee it was felt that a robust and thorough assessment of the candidates had taken place and therefore, whilst not ideal, it was considered the right expertise had been available to assess the candidates.

12. Following interviews the panel discussed the relative merits of each candidate as assessed against the set criteria, and came to the conclusion that Jayne Mee should be recommended to become substantive Chair of the Trust. The panel was unanimous in its decision.
13. On 3 December 2021, the Nominations and Appointments Committee received a report detailing the steps taken to recruit a Trust Chair alongside the detail of the candidate recommended by the interview panel. The Committee were satisfied with the process undertaken and agreed to recommend the Council of Governors appoint Jayne Mee as substantive Chair of University Hospitals Bristol and Weston NHS Foundation Trust.

#### **Advice and Recommendations**

The Council of Governors is asked to accept the recommendation to appoint Jayne Mee as substantive Chair of University Hospitals Bristol and Weston NHS Foundation Trust for a three-year term. The Council should note that should Jayne Mee be appointed she will have served eight months in role, and will therefore be appointed for the remainder of the three year term.

## **APPENDIX 1**

### **JOB DESCRIPTION**

#### **Chair**

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**Accountable to:** Council of Governors and to the Independent Regulator NHS  
England / Improvement

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#### **Role Profile**

The Chair leads the Board of Directors and is accountable to the Council of Governors and NHS England / Improvement for ensuring that the Trust meets its legal obligations. The Chair is responsible for managing the business of the Board and the Council of Governors and chairing their meetings. The Chair will demonstrate the highest standards of integrity and behaviour supporting the Trust values and behaviours.

The Chair works alongside seven Executive Directors of the Foundation Trust working as an equal member and leading the Board in establishing effective decision-making processes. They are the guardian of due process, and share responsibility with the other Directors for the success of the organisation in delivering healthcare to the local community and beyond.

#### **General Duties**

- Promoting the highest standards of integrity, probity and corporate governance throughout the organisation and particularly at the level of the Board of Directors.
- Demonstrating visible and ethical personal leadership by modelling the highest standards of personal behaviour and ensuring that the Board of Directors follows this example.
- Ensuring that productive relationships based on candour, trust and mutual respect exist between Executive and Non-Executive Directors, elected and appointed members of the Council of Governors, and between the Board of Directors and the Council of Governors.
- Developing productive working relationships with all Executive Directors, the Chief Executive in particular, providing support, guidance and advice.
- Ensure the Board develops strong partnerships and relationships with stakeholders and supports the wider review of health and social care across the region.
- Participating with the Chief Executive, as appropriate, in media and public relations opportunities with stakeholders across the local health economy.
- Provide active support to the Trust's charities and volunteers.
- Chairing and sitting on other Trust committees as appropriate
- Enable the leaders of the organisation to deliver the mission and vision to improve the health of the people we serve by delivering exceptional care, teaching and research every day. Specifically:
  - grow our specialist hospital services and our position as a leading provider in south west England and beyond
  - work more closely with our health and care partners to provide more joined up local healthcare services and

- support the improvement of the health and wellbeing of our communities
- become a beacon for outstanding education and research and our culture of innovation

### **Board Management, Governance and Council of Governors**

- General leadership of the Board of Directors and the Council of Governors, ensuring that the Board of Directors and Council of Governors work together effectively.
- Ensuring annual evaluation of the collective performance of the Board and its Committees, and acting on the results of the evaluations.
- Promoting an understanding of the role of the Board, the scheme of delegation, the role of Non-Executive Directors and the role of Executive Directors.
- Ensuring effective working and productive communication with the Governors
- Where necessary, lead in seeking the removal of Executive and Non-Executive Directors.
- Ensuring effective and productive communication with Governors, members and other key stakeholders, ensuring that all Directors are aware of the views of those who commission or use the Trust's services.
- Arranging informal meetings of the Directors to ensure that sufficient time and consideration are given to complex, contentious or sensitive issues.
- Contribute to setting the vision, development of the Trust's strategy, and financial objective setting.
- Pro-actively direct and manage the development of major Board decisions ensuring that "due process" has been applied at all stages of decision making and options appraisal.
- Ensure that the Board always acts in the best interests of the patient and staff community, and the wider public, and also that full account is taken of advice received from Board sub-committees.
- In conjunction with the CEO and Director of Corporate Governance, the Chair will define the agenda and annual calendar of the Board, ensuring that the agenda strikes the right balance between strategic and performance topics and the matters which require Board approval.
- Participate in the appointment of the Chief Executive and other Executive Directors.
- Formal appraisal of the performance of the Non-Executive Directors and Chief Executive Officer.
- Liaising and consulting with the Senior Independent Director and Vice Chair on Board matters as required.

### **Personal Specification**

#### **Essential Experience and Skills**

- A strong record of achievement gained as an executive or non-executive director at board level
- Politically astute, able to grasp relevant issues with an understanding of developing partnerships and building relationships with other organisations across health and social care locally and nationally
- Excellent corporate governance knowledge.
- Effective communication and influencing skills, able to act as an ambassador for the Trust.
- Strong interpersonal skills – calm under pressure, able to challenge in a constructive manner, develop creative solutions, manage a wide variety of situations in a meeting and ensure that the outcomes are in the best interest of the organisation.



- Commitment to and interest in the local and regional health economy and a desire to contribute to the community.

#### **Personal Qualities**

- Strategic thinker with the ability to think and plan ahead, develop a clear vision and enthuse others to support and lead
- An enthusiastic, enquiring mind, with the confidence to challenge constructively.
- Recognise the importance of supporting collective decisions.
- Strong communication and listening skills.
- The ability to work with a wide range of individuals and organisations.
- Uphold the highest standards of conduct set out in the “the Seven Principles of Public Life”
- Strong commitment to public service values of accountability, openness, probity and equality of opportunity and to patients, carers and the local community

#### **Other**

- NHS knowledge and experience would be advantageous

#### **Remuneration**

The Chair will receive £60,000 per annum for an average of 2-3 days a week. These commitments will comprise a mixture of set commitments (such as regular meetings of the Board of Directors, committees and the Council of Governors) and more flexible arrangements for ad hoc events, reading and preparation. A degree of flexibility will be required and some time commitment will be during the working day/evening and weekends. Remuneration is taxable and subject to National Insurance Contributions. It is not pensionable. The Chair is also eligible to claim allowances for travel and subsistence costs necessarily incurred on Trust business.



## Appendix 2

### Timeline for Trust Chair Recruitment – 2021

Activity	Action	Initial Timescale	New Timescale
Preparation of all paperwork to include role description and spec, advert copy, applicant information pack and application form.	Trust	22 October	
Advert, applicant information pack and application form sign off	Trust	22 October	New timeline to be agreed by 25 October
Advertisement appears (on NHS jobs) application via covering letter and CV to Trust Secretary.	Trust	22 October	26 October
Historic Nominations and Appointments Committee meeting converted into training session for governors on Chair Recruitment.	Trust	10 November 10am-11am	10 November 10am-11pm
Closing date for receipt of applications	Trust	7 November	16 November
Eligibility checking, paper assessment of candidates by the Interim Director of People (iDoP), Director of Corporate Governance (DoCG), Senior Independent Director (SID), and with summary report on each applicant.	Trust	8 November	17 November
Applicants assessed as strong or meeting some of the criteria will be sent to three members of the three members of the Nominations and Appointments Committee with relevant shortlisting paperwork.	Trust	8 November	17 November
The three Nominations and Appointments Committee individuals to review applications and to return shortlist recommendation to the Director of Corporate Governance for collation for use at shortlisting meeting.	3 members of NOMCO	9 November	19 November
The three members of the Nominations and Appointments Committee convene to discuss their individual shortlisting results	Trust + 3 members of NOMCO	Virtual shortlisting meeting to be held	Virtual shortlisting meeting to be held 22

and agree which candidates to invite for interview, alongside iDOP, DoCG and SID. Interview planning will also be covered at the meeting.		10 November 2pm-3pm	November
Preparation of interview paperwork	Trust	10 November	23 November
Interviews	Trust + 3 members of NOMCO	In person interviews to be held on either/both 15/ 6 November	In person interviews to be on either/both <b>29/30 November</b>
Discussion/ Focus Groups	Governors and NEDs	be held on either/both 15/ 6 November	to be on either/both <b>29/30 November</b>
Prepare draft paper for the Appointments and Nominations Committee summarising detail i.e. process followed, number of candidates etc., and recommendation.	Trust	16 November	1 December
Nominations and Appointments Committee to consider recommendation	Nomco	17 November	<b>3 December</b>
Papers out to Council of Governors	Trust	17 November	6 December
Recommendation presented to Council of Governors (virtual meeting)	Nomco	Virtual meeting to be held 22 or 23 November	Virtual meeting to be held <b>9 December</b>
Appointment to commence	Trust	29 November	<b>13 December</b>