

**To:** Council of Governors

**From:** Council of Governors Joint Nominations Committee

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**Date:** 10 March 2022

**Subject:** Joint Chair Recruitment

## 1. Purpose of Report

- 1.1 The purpose of this report is to:
- Update the Council of Governors on the discussions of the Joint Nominations Committee with the North East London NHS Foundation Trust (NELFT) to recruit a Joint Chair for both Trusts.
  - Provide recommendations for ratification on a number of decisions as outlined below.

## 2. Introduction

- 2.1 Under the NHS Act 2006, the Council of Governors (the Council) appoints (and removes) the Chair and Non-Executive Directors (NEDs), and decides their remuneration, allowances and their other terms and conditions of office.
- 2.2 The Council's Nominations & Conduct Committee (NomCo/the Committee) is an established standing committee of the Council and has the delegated responsibility to recommend and enact the recruitment process for the identification and nomination of suitable candidates for Chair and NED vacancies.
- 2.3 NomCo does not have the authority to appoint the Chair/NED as this is the responsibility of the Council as a collective. It will, following the agreed recruitment process, recommend to the Council the appointment of the preferred candidate who fits the criteria that reflects the views of the Board of Directors (Board) as set out in the person specification.
- 2.4 Under its terms of reference, NomCo may use the services of external advisers to facilitate the search of suitable candidates and has the responsibility for reviewing and agreeing this appointment.

## 3. Background

- 3.1 At its Extraordinary Meeting on 20 December 2021, the Council of Governors **approved** NomCo's recommendations to proceed with the recruitment process for the appointment of a Joint Chair with NELFT and:
- To establish a Joint Nominations Committee (JNC) comprising of Governor members from both ELFT and NELFT's Nominations Committees
  - To delegate the responsibility for the Joint Chair recruitment process to the Joint Nominations Committee including the appointment of external advisers to assist with the recruitment process.
- 3.2 At its meeting on 3 February 2022, the Council:
- Received a detailed report on the Joint Chair recruitment process and the discussions at the JNC meetings held on 12 and 18 January 2022, including the details of the person specification and role description, copies of the candidate

information pack and guide to the appointment of a Joint Chair, and the appointment of GatenbySanderson as the recruitment agency

- Ratified the JNC terms of reference.

### 3.2 The membership of the JNC comprises:

- All Governor members of ELFT and NELFT NomCos as voting members (ELFT Governors on JNC are Zulfiqar Ali, John Bennett, Caroline Diehl, Mark Dunne, Susan Fajana-Thomas, Caroline Ogunsola and Jamu Patel)
- ELFT and NELFT Senior Independent Directors (SIDS) as non-voting members (Ken Batty and Mark Friend respectively)
- ELFT and NELFT Chief Executives as non-voting members (Paul Calaminus and Jacqui Van Rossum respectively).

Support to the JNC is provided by:

- Cathy Lilley and NELFT's Director of Corporate Affairs (previously Lauren MacIntyre and from 3 March 2022 Gilbert George)
- Norbert Lieckfeldt and Renata Bruozyte, NELFT's Deputy Head of Corporate Affairs.

### 3.3 Since the recent Council meeting on 3 February, the JNC has met twice on 8 February and 1 March 2022.

### 3.4 This report:

- Summarises the discussions that took place at the JNC meetings
- Includes updated core documents for the Joint Chair recruitment with an explanation of their status, purpose and rationale and any decisions that need to be taken at this meeting.

## 4. Recruitment Timetable

### 4.1 The recruitment timetable (Appendix 2) is an operational document and under constant review, subject to guidance from the recruitment agency, availability of key personnel and other stakeholders. JNC is being kept apprised of any changes to the timetable.

### 4.2 The timetable was extended to provide for the opportunity to ensure that all the MPs in our various locations were fully briefed before going to advert. Due to school holidays, the Easter break in April, bank holidays and scheduled absences the timetable has been extended to commence on 7 March with the placement of the advert and to complete with an Extraordinary Council meeting in early June where NomCo will present their recommended candidate for appointment for approval by the Council.

### 4.3 JNC have agreed the revised timetable and welcomed the opportunity it offers for greater scrutiny and for more time for identifying suitable candidates.

### 4.4 The Council is asked to **NOTE** the revised timetable.

## 5. Governor Engagement

### 5.1 The importance of ensuring all Governors are kept regularly updated on the Joint Chair recruitment process is recognised.

### 5.2 A series of short 'drop in' sessions are therefore being arranged. These will be open to all ELFT Governors to provide them with the opportunity to ask questions and/or seek clarification and to ensure you are engaged with the process. These sessions will be held separately but simultaneously with NELFT, and for ELFT will include sessions with our CEO

and SID.

- 5.3 Governors will also have the opportunity to contribute to the stakeholder survey and some may be involved in the stakeholder group discussions.
- 5.4 Updates will also be provided at the Council's general meetings and a range of information will be shared with Governors, including the details of the advert when it goes live, the Candidate Information Pack (appendix 4), and the Guide to the Appointment of the Joint Chair (appendix 3).

## 6. Guide to the Appointment of a Joint Chair

- 6.1 The Guide (appendix 3) is an operational document to support Governors in understanding the process the JNC will follow in the recruitment of the Joint Chair, and also includes the various roles and responsibilities. Like the Timetable, it is under regular review and has been amended during the process following feedback by the JNC. All substantive changes since the last document presented to Council on 3 February are **highlighted in yellow** for ease of reference.
- 6.2 The Guide will form the basis of the JNC final report to Council when the Committee will ask both Councils to formally ratify their proposed candidate to be appointed as Joint Chair. It offers assurance to Governors that a robust, fair, and transparent process has been followed to reach the conclusion that will be presented to Council.
- 6.3 The Council is asked to **NOTE** the Guide.

## 7. Candidate Information Pack

- 7.1 The Candidate Information Pack (appendix 2) will serve as the main 'shop window' for both Trusts to attract the right candidates and to give an insight into what is important to and special about both Trusts.
- 7.2 The Guide will also outline the distinct role of a Joint Chair in the healthcare systems we operate in, and what opportunities and challenges both Trusts see in the new NHS landscape.
- 7.3 Since the last meeting on 3 February, a number of changes have been made to the Pack. Again, these are **highlighted in yellow** for ease of reference.

## 7.4 Personal Specification

- The Person Specification (PS) forms part of the Candidate Information Pack.
- The PS has been **RATIFIED** by the Council of Governors at its meeting on 3 February, subject to possible minor amendments following the current consultation process with our ICS system leaderships, NHS England/Improvement as well as both the ELFT and NELFT Boards. Any changes following their comments are likewise **highlighted in yellow**.
- The PS is a purposefully high-level document without too much detail as we do not wish to restrict the pool of potential candidates too much, and leave opportunities to explore with candidates at interview how they see themselves fulfilling the requirements.
- Governors are asked to **NOTE** the Person Specification included in the Candidate Information Pack.

## 7.5 Role Description

- The Candidate Information Pack also includes the Role Description of the Joint Chair which has been **RATIFIED** by the Council at its meeting on 3 February. Just as the PS, the RD was subject to further consultation with the ICSs leaders in our respective systems (North East London and BLMK for ELFT) as well as NHS England and NHS Improvement (NHSEI) and our Boards. The consequent amendments have been agreed by JNC and are also **highlighted in yellow**.
- The Council of Governors is asked to **NOTE** the Role Description for a Joint Chair.

## 8. Terms and Conditions

8.1 At its meeting on 8 February 2022, the JNC discussed the remuneration for the Joint Chair role, referring to benchmarking information and similar roles in the NHS. The following principles were considered:

- The recommendation was based on benchmarked data
- The Joint Chair role would be a pivotal and demanding role which would attract a high level of public scrutiny and accountability
- However, the role should be appropriately remunerated to appeal to high calibre candidates
- The benchmarking data was obtained from the annual report and accounts of some Trusts, the NHS Providers annual remuneration survey, the NHSEI remuneration framework and the current Joint Chair roles advertised/ appointed to
- The national average remuneration for Chairs of individual Trusts as reported in NHS Providers annual remuneration survey 2020 was £41-63k pa; the NHSEI framework included the range of £41-51k pa
- Recent Joint Chair appointment at Barking, Havering and Redbridge University Hospitals NHS Trust and Barts Health NHS Trust was £85k pa.

8.2 Based on the benchmarking data, the JNC recommends to the Council to agree an annual remuneration of £85,000 for the Joint Chair for an average of four days per month, which would be split between both Trusts, equating to £42,500 per Trust.

8.3 The Council is asked **RATIFY** the JNC's recommendation to set the annual remuneration of the Joint Chair at £85,000 (split equally between both Trusts).

## 9. Interview and Interview Panel

9.1 The JNC agreed the composition of the interview panel, comprising:

- An Independent Chair of the Panel (an NHS provider Chair, ideally experienced Chair in Common/Joint Chair)
- Governors (two Governors from each Trust)<sup>1</sup>
- Representatives from our regions (NHSEI London and NHSEI East of England)
- North East London ICS Representative (Marie Gabriel as ICS Chair)
- One Service User, having experience of both ELFT and NELFT services.

9.2 Both Senior Independent Directors will attend the interview as observers.

9.3 The Director of Corporate Affairs and/or Director of Corporate Governance and/or representative from the recruitment agency will also be in attendance to provide support and guidance on governance and HR queries.

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<sup>1</sup> Only these four Governors will have a vote at the final decision meeting

- 9.4 In line with usual practice, the ELFT Governors on the JNC have nominated our Lead and Deputy Lead Governors (Caroline Ogunsola and Jamu Patel) as the ELFT Governors on the interview panel.
- 9.5 In addition to the formal interview, there will be four Stakeholder Panels, consisting of:
- ELFT/NELFT Board members
  - Governors, staff, service users and carers
  - System stakeholders, e.g. the Chair and CEOs of the ICSs both Trusts are members of
  - External stakeholders, e.g. local authority leaders, third sector representatives, Chairs and CEOs of other Trusts within the ICSs.
- 9.6 The Interview Panel will be made aware of the feedback from the Stakeholder Panels prior to the interviews to enable them to explore any issues the stakeholders raise in greater detail. They will also be addressed by both Chief Executives who will give them their feedback from their meetings with the candidates.
- 9.7 All members of JNC will be invited to attend the final decision meeting as observers to offer additional assurance to the wider Council of the robustness, transparency and fairness of the process. They will have the opportunity to ask questions for clarification and assurance.
- 9.8 Following the decision meeting, a report from the JNC will be presented to both Councils at separate meetings in private with the appointment recommendation. This report will also provide a detailed overview of the various stages of the recruitment process and the reasoning behind the selection proposal, including the attributes of the preferred candidate.
- 9.9 The Council is asked to **NOTE** the provisions for the interview and interview panel.

## 10. What If Scenarios

- 10.1 The JNC have considered and agreed a series of 'What If' scenarios to guide them through any issues that may arise in the course of the recruitment process and which would benefit from advance consideration or clarification in terms of actions to be taken either in mitigation or to address these issues.
- 10.2 This is an iterative process and new scenarios will be added, with mitigation or actions to be taken, as issues are identified. The current scenarios are listed as Appendix 1.
- 10.3 The Council is asked to **NOTE** the scenarios.

## 11. Action

- 11.1 The Council is asked to:
- **CONSIDER** the contents of this report
  - **RATIFY** the recommendation by the JNC to set the remuneration of the Joint Chair at £85,000 p.a. (£42,500 per Trust).

## Appendix 1 – What If Scenarios

What Ifs	
Recruitment process	Mitigation
<p><b>The decision on the membership of the interview panel leads to a non-diverse panel</b></p>	<ul style="list-style-type: none"> <li>• Governors to remain aware of their own strong focus on diversity and that it takes many forms (gender, race, disability, LGBTQ+, etc)</li> <li>• Consideration also to be given to ensuring both Trusts' geography is represented</li> <li>• Be mindful of possibility of ensuring diversity and representation of all populations we serve in other forms e.g. stakeholder panels and stakeholder survey</li> </ul>
<p><b>Following the interviews, the interview panel discussions result in a split 50:50 decision on the preferred/recommended candidate (e.g., particularly in respect of but not limited to internal candidates) or there is a 3:1 split decision.</b></p> <p><b>NB: only the four Governors on the interview panel will have a vote in respect of agreeing the most suitable candidate for appointment for recommendation to the Councils for approval</b></p>	<ul style="list-style-type: none"> <li>• Ideally a consensus is arrived at with a willingness to accept majority vote</li> <li>• In case of a 3:1 decision, Governors agree to accept collective responsibility</li> <li>• Governors to remain mindful of the roles and purpose of the stakeholder panels and the importance of taking account of their views as well as those of NHSEI and NEL ICS</li> <li>• Governors to remain mindful of the agreed key requirements of the role as detailed in the role description and person specification – particularly in the context of system leadership, in particular to provide MHS and CHS leadership in the ICSs</li> <li>• Ensure the Guide to the Appointment of the Joint Chair reflects various responsibilities of those involved in the recruitment process; and that this is shared with all Governors</li> <li>• Set out at the beginning of the interviews and also during the decision meeting: <ul style="list-style-type: none"> <li>○ collective responsibility, roles of the stakeholder panels and the need to take account of their views as well as those of NHSEI and NEL ICS</li> <li>○ the agreed focus, role requirements and skills/ experience/qualities of the Joint Chair</li> </ul> </li> <li>• If required, at the decision meeting pause the meeting to provide for reflection, and reconvene meeting for further discussions</li> <li>• If consensus is not reached, then further consideration by both Councils may need to be taken whether to rerun the recruitment process</li> </ul>
<p><b>There is a difference of opinion between system stakeholder or service user representatives on the interview panel and the Governors</b></p>	<ul style="list-style-type: none"> <li>• Clarity around the importance of hearing/taking account of the views of the system stakeholder and service user interview panellists to be reinforced to Governor members of the interview panel</li> <li>• Ensure the Guide to the Appointment of the Joint Chair reflects various responsibilities of those involved in the recruitment process; and that this is shared with all Governors</li> <li>• Reinforce the importance of the system leadership requirements of the role including the importance of the relationships between the Joint Chair and NHSEI and/or NEL ICS</li> </ul>
<p><b>There is a difference of opinion between the stakeholder groups on their views of the</b></p>	<ul style="list-style-type: none"> <li>• Might lead to the decision that no candidate is appointable; then further consideration by both Councils may need to be taken whether to rerun the recruitment process</li> <li>• Clarify understanding of stakeholder panels roles as part of pre stakeholder meeting debriefs, e.g. they are not the interviewers</li> </ul>



What ifs	
Recruitment process	Mitigation
<b>candidates and the interview panel</b>	<p>– they are there to offer an opinion based on the focus of the stakeholder session; that focus is to supplement the exploration of certain key qualities of the candidate and is not about whether or not any candidate meets the requirements of the role</p> <ul style="list-style-type: none"> <li>• Each panel to be supported by GS to provide guidance and a consistent approach to feedback</li> <li>• Clarity around the importance of hearing/taking account of the views of the stakeholder panels to be reinforced to interview panel</li> <li>• Reminder of the key requirements of the Joint Chair role</li> <li>• Governor recruitment training</li> </ul>
<b>There is a low number of applicants</b>	<ul style="list-style-type: none"> <li>• Ensure recruitment process is robust, open, inclusive and transparent to attract as many appropriate candidates as possible</li> <li>• Consider need for longlisting meeting if low number of shortlistable candidates</li> <li>• Ensure robust process (inc sifting, preliminary interviews and reporting) is carried out by GatenbySanderson to enable interview panel to make shortlisting choice</li> </ul>
<b>There are no suitable candidates for appointment</b>	<ul style="list-style-type: none"> <li>• Do not appoint</li> <li>• Both Trusts and Councils to consider if current job market would make a rerun of the process feasible</li> </ul>
<b>Only one suitable candidate is shortlisted</b>	<ul style="list-style-type: none"> <li>• Ensure recruitment process is robust, open, inclusive and transparent to attract as many appropriate candidates as possible</li> <li>• If only one appropriate candidate, consider ways of providing assurance around the robustness of the recruitment process to key stakeholders (this will be important to both the potential successful candidate as well as our Councils)</li> <li>• Governor recruitment training</li> </ul>
<b>Either Council are not accepting of the recommendation to appoint</b>	<ul style="list-style-type: none"> <li>• Ensure Governors are fully informed, understand and engaged with throughout the recruitment process</li> <li>• Provide regular updates to Councils</li> <li>• Arrange separate regular drop in sessions for both Councils for updates and opportunities to ask questions and to question JNCs assumptions</li> <li>• Governors to be invited to the CEO briefing sessions on the importance of the relationship between the Joint Chair and CEOs</li> <li>• Ensure they are aware of robust, fair and transparent process, e.g. share the Guide</li> <li>• Remind Councils of their role in the appointment process including reasons for not accepting the recommendation, i.e. that there are issues with the process</li> </ul>