

Guide to the Appointment of a Joint Chair

1 March 2022

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1. Introduction

- 1.1. The Councils of Governors (Councils) from both East London NHS Foundation Trust (ELFT) and North East London NHS Foundation Trust (NELFT) have agreed to:
 - Establish a process for the appointment of a Joint Chair
 - Establish a Joint Nominations Committee (Joint NomCo) comprising of Governor members from both ELFT and NELFT's Nominations Committees
 - Delegate responsibility for the Joint Chair recruitment process to the Joint NomCo including the appointment of external advisers to assist with the recruitment process.
- 1.2. The aim of this document is to:
 - Support Governors in understanding the process for the appointment of a Joint Chair including their role and the role of the Boards of Directors (Board) and other stakeholders
 - Ensure that appointment is made as smoothly and effectively as possible in a fair, open and transparent way
 - Ensure that the successful candidate has the skills and experience to lead both Trusts over the coming years.
- 1.3. For further information, advice and guidance on the recruitment process, contact:
 - Cathy Lilley, Director of Corporate Governance at ELFT by email cathy.lilley@nhs.net
 - Gilbert George, Interim Director of Corporate Affairs at NELFT by email gilbert.george@nelft.nhs.uk

2. Context

- 2.1. A Joint Chair is defined as *'an individual who is appointed to chair two Trusts through a single recruitment process'* to maximise the potential for synergy; in particular to:
 - Lead and enable both organisations to harness the strengths of each other
 - Share resources, innovation and leadership for the benefits of the populations we serve
 - Provide leadership to the mental health and community health collaborative arrangements in the systems of which both Trusts are part.
- 2.2. The Joint Chair post does not affect ELFT's focus and commitment in Bedfordshire and Luton, and NELFT's focus and commitment in Essex, **Medway** and Kent.
- 2.3. The Joint Chair will be a single post across two separate organisations, each responsible for delivering their own services but ensuring a strengthened delivery of joint commitments for improving the quality of care and efficiency for the populations we serve.
- 2.4. The Joint Chair will chair the two separate Trust Boards and two separate Councils.
- 2.5. The aim of the recruitment process is to ensure the Trusts attract and recruit the best person to lead the organisations within the context they are currently operating in, particularly in respect of a move towards greater collaboration with the introduction of Integrated Care Systems (ICSs) and provider collaboratives.

3. Responsibilities

3.1. Role of Governors

Under the NHS Act 2006, the Council of Governors appoints the Chair and decides their remuneration, allowances and other terms and conditions of office.

Both Councils have agreed to delegate the responsibility for the recruitment process of the Joint Chair to a Joint Nominations Committee. The Committee does not have any formal powers delegated by the individual Trusts; all responsibilities are undertaken in support of the Councils who hold the responsibility for decisions relating to the recruitment of a Joint Chair.

Following the start of the recruitment process, both Councils will be offered regular, separate informal drop-in sessions to enable them to raise questions and keep them informed during the lengthy identification and selection process. It is anticipated one of the sessions each will be joined by the respective CEOs and SIDs.

Due to this continuing engagement and representation from each constituent Nominations Committees, it is anticipated that decisions reached by the Committee will be endorsed when presented to each Council.

3.2. Role of the Boards

It is vital that the views of the Board and the Chief Executive (CEO) in particular are taken into account with regards to the skills and experience required for the Joint Chair role particularly in respect of Board balance and succession planning as well as both the local and national NHS context.

It is also prudent to provide an opportunity for Board members to meet shortlisted candidates prior to interview and assess their 'fit' with the Trusts and the systems within which both Trusts operate, and their views shared with the interview panel and Joint NomCo.

By arranging for candidates to meet the Board, it also provides them with the opportunity to assess whether they could work for the Trusts.

3.3. Role of the Joint NomCo

The membership of the Joint Nominations Committee (the Committee/Joint NomCo) comprises of the following from both Trusts:

- All constituent Governor members of the current Nominations Committees
- Senior Independent Directors (SIDs) – alternate chair of the Committee
- CEOs.

The SIDs and CEOs are non-voting members of the Committee.

As detailed in its terms of reference, the Committee has delegated responsibility to select candidates to fill the Joint Chair vacancy and recommend a candidate to the Councils for appointment. This includes:

- Establishing an open and transparent process in line with the Nolan Principles and other good practice guidance
- Carrying out the recruitment process on behalf of the Councils for the identification and nomination of a suitable candidate that fits the criteria for the appointment of the Joint Chair
- Appointing an external recruitment agency to facilitate the search and support the overall recruitment process

- Preparing a description of the role, capabilities, skills, knowledge and experience and expected time commitment required taking account of the recommendations of both Boards; in particular account shall be taken of the focus on improving population health, changing external landscape and the Trusts' role as an integrated care system leader. The views of the regulator and systems will also be sought and reflected
- Recommending to both Councils the Joint Chair's remuneration and terms and conditions of office including time commitment
- Ensuring compliance with any mandatory guidance and relevant statutory requirements
- Agreeing the members of the interview panel. The recruitment process and in particular the interview process demands a certain level of experience and understanding by Committee members and this will be borne in mind when agreeing the members of the interview panel. All Governors involved on the interview panel will be required to attend recruitment refresher training which also covers the relevant equality and diversity requirements
- Providing assurance to the Councils that it has followed due process and highlight the proposed candidate's significant attributes.

3.4. Role of the Recruitment Agency

A recruitment agency will be appointed by the Joint NomCo to lead the search.

Working in partnership with the Joint NomCo the agency will use their expertise to help identify the best candidates for the vacancy. The agency will support with the preparation, generate the candidate pool, and support with the selection process:

- Preparation: this will include understanding the demands of the role, criteria, the timetable and advertising opportunities
- Generating the candidate pool: this will include developing a pool of candidates for the role using their relevant networks and contacts, and ensuring diversity through a fair, balanced and inclusive process, as well as undertaking relevant Fit and Proper Persons checks
- Selection: this will cover support throughout the recruitment process including with sifting, longlisting, shortlisting, stakeholder panels and interviews.

4. Joint Chair Role Description and Person Specification

As mentioned above, the development of the role description and person specification will be undertaken by the Joint NomCo but informed by the Boards, and the views of the regulator will also be sought and reflected.

The role description and person specification will be included within the Candidate Information Pack. This will include specific responsibilities and the essential and desirable skills, knowledge, experience and attributes required to undertake the Joint Chair duties. It will also ensure the Boards can function efficiently and effectively given the existing composition of the Boards, the Trusts' vision and strategic priorities, as well as the external NHS environment.

5. Terms and Conditions

The terms and conditions, including appropriate remuneration and required working days, are also considered by the Joint NomCo. Remuneration will be considered using benchmarking information and ensuring that it reflects the time commitment and responsibilities of the role. In addition, consideration will be taken of the NHSEI guidance on Chair remuneration **and other benchmarking information.**

The Joint NomCo will provide recommendations to the Councils for approval.

6. Recruitment Campaign

The vacancy will be advertised as agreed with the recruitment agency and will include both local and national advertising as well as through social media, and the use of the Trusts' own internal communications function.

An advert will be included in the Candidate Information Pack. During the advertising phase, potential candidates will have the opportunity of having information conversations with the CEOs and/or Chairs/SIDs or other colleagues including other Board members and Governors if requested.

7. Selection Process

This section covers arrangements from the applications closing date to completion of interviews.

7.1. Sifting

The sifting process will be undertaken to reduce the number of applications to a manageable list for review. This would usually take the form of grading each applicant for consideration for the next stage, e.g. recommended, marginal, not recommended. This process will be undertaken by the recruitment agency to ensure that candidates to be considered for longlisting have met the application requirements and agreed competencies of the post as included in the person specification.

7.2. Longlisting

Information on all applicants will be circulated to the members of the interview panel and both SIDs for consideration prior to the longlisting meeting. This will include the 'sift' summary, the application letters and CVs and also an equal opportunities monitoring report.

The aim of the longlisting meeting is to identify those applicants who meet the application requirements and agreed person specification, and to invite them to a preliminary interview with the recruitment agency. Those not longlisted will be advised accordingly by the agency.

7.3. Preliminary Interviews

The recruitment agency will undertake preliminary competency and values-based interviews with those applicants confirmed as longlisted. The interviews will explore the applicant's background and achievements, their style and overall suitability for the role. The interview will also cover other considerations such as time commitment, conflicts of interest and remuneration.

A report on the preliminary interviews will be produced by the recruitment agency. This will highlight the strengths and areas of concern/development for each candidate interviewed, and include recommendations for shortlisting, the grading of each applicant based on the interview, and an equal opportunities monitoring report.

7.4. Shortlisting

The shortlisting process is conducted by the interview panel with the aim of identifying suitable candidates for interview, supported by both SIDs as well as the recruitment agency. The agency will provide a report following the preliminary interviews which details the suitability, eligibility and credibility of applicants; the recommendations are based on the person specification.

Only those applicants who have been shortlisted will then be invited to interview; those applicants who are not shortlisted will be advised by the recruitment agency.

7.5. **Interview Panel**

The Joint NomCo agrees the composition of the interview panel which would comprise:

- **Governors:** Two from each Trust who will be voting members
- **Chair of panel** who will be an independent NHS provider Chair (i.e. ideally an experienced Chair in Common/Joint Chair)
- **NHSEI:** Two representatives – one from London and one from East of England regions
- **NEL ICS representation**
- **Service user** who ideally will have used both ELFT and NELFT services.

Both SIDs will attend the interviews as observers.

In line with both Trusts' practice, the interview panel will include diverse representation.

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.

7.6. **Role of the Interview Panel**

The role of the interview panel is to make objective and reasoned decisions concerning the relative merit of competing candidates against the criteria included in the person specification, and thereby identify the appointable candidate for recommendation to the Joint NomCo and subsequently to the Councils.

The key elements of the interview panel's role are to:

- Determine which applicants should be longlisted on the basis of the available information about them, ensuring equal consideration of all candidates
- Determine which applicants should be shortlisted on the basis of the feedback from the preliminary discussions led by the recruitment agency
- Interview each shortlisted candidate against the established selection criteria
- Assess which candidates are appointable in the light of all the relevant evidence including the interview and taking account of feedback from stakeholder panels, etc
- Identify appointable candidates, describing how and the extent to which they met the key criteria
- Preserve the confidentiality of candidates throughout the selection process
- Ensure any personal or family relationships with particular candidates are declared within the panel and dealt with appropriately and consistent with the principles of fairness and merit.

7.7. **Role of the Governors on the Interview Panel**

In addition to the roles described in 7.6 above and following due consideration, the four Governor representatives on the interview panel will vote on a suitable candidate for appointment to the Joint Chair role for recommendation to the Joint NomCo and subsequently to both Councils.

7.8. **Role of the Independent Chair and other Independent Assessors¹**

¹ Representatives of NHSEI, NHS London/East of England and the ICS

The independent assessors:

- Ensure that appointments are made on merit after a fair, open and transparent process
- Are independent of the appointing organisation
- Provide guidance to the interview panel on the calibre, ability and attributes of the candidates at interview
- Contribute to the discussion among interview panel members when discussing the candidates' performance in the post interview discussions
- Play a full part in the interview process, i.e. will ask questions
- Do not vote.

7.9. **Recruitment Refresher Training**

Governors and service user(s) on the interview panel will be required to attend a refresher recruitment training session to ensure there is a common understanding and consistent approach and which also covers the relevant equality and diversity requirements. This may be provided by the recruitment agency reflecting the Trusts' recruitment policies.

In addition, a briefing session with both CEOs will be held for all Governors on the importance of the relationship between the Joint Chair and CEOs.

7.10. **Informal Meetings/Discussions**

Applicants will be provided with the opportunity of having an informal conversation with the Chairs/SIDs/CEOs (and others as requested, such as Governors) during the application period.

7.11. **Governor Engagement and Communications**

Following the start of the recruitment process, both Councils will be offered regular, separate informal drop-in sessions to enable them to raise questions and keep them informed during the lengthy identification and selection process. It is anticipated one of the sessions each will be joined by the respective CEOs and SIDs.

7.12. **Stakeholders Survey**

The Joint NomCo may decide to carry out a stakeholder survey. The aim is to provide staff, Governors, service users and carers, and external stakeholders with the opportunity of sharing their views as to the key qualities they would like to see in the new Chair. Key themes identified can be used to help inform the questions asked at or presentations required at the stakeholder sessions.

7.13. **Checks and References**

The recruitment agency will:

- Take up references for the candidates shortlisted for interview in advance of the interview
- Carry out relevant checks including Fit and Proper Persons checks, disqualification checks with Companies House and other government agencies, and due diligence checks including various media searches.

7.14. **Stakeholder Sessions**

In addition to the formal interviews, there will be an opportunity for key stakeholders to meet with the candidates on an informal structured basis.

The questions and focus at these sessions may be based on the feedback from the stakeholder survey.

The key stakeholders panels usually included are:

- Directors from both Boards

- Governors, service users, staff and carers
- System stakeholders (representatives of the ICSs both Trusts are members of, usually the Chairs and CEOs)
- External stakeholders (e.g. representatives from local authorities, MPs, voluntary and partner organisations, other Trusts within the ICSs, etc).

Although the focus and questions and/or presentations will differ for the different stakeholder groups, the sessions will be structured so that the same format and the same questions/requirements are asked of each candidate and will be supported by an independent representative, usually someone from the recruitment agency.

The stakeholder groups' views will be shared with both the interview panel and Joint NomCo either by the independent representative or a member of the stakeholder group during the post-interview discussion to aid deliberations.

7.15. **The Interview**

The aim of the interview is to identify the most suitable candidate for the role.

(a) Interview Preparation

Prior to the interviews, the interview panel will decide on a set of questions to ask each candidate taking account of the essential criteria in the person specification and the Trusts' values.

The interview panel will be chaired by the independent Trust Chair who will manage the welcome and closing remarks at the interview, as well as post interview discussions.

All interview panellists should ensure that they have reviewed the applications in preparation for the interview and remind themselves of the key requirements and role description of the Joint Chair.

(b) Interview

Interview packs will be provided consisting of the interview programme and questions sheet as well as the role description, person specification, and CVs and application forms.

All interview panellists will have the opportunity of asking a question(s) and, where appropriate, asking follow up or probing question(s).

The following best practice principles should be noted and applied throughout the interview process:

- The same questions should be posed to each applicant: these should be investigative and open ended with probing questions asked where needed
- The interview should start by easing the candidate into the interview – asking them to talk through their application form – ensuring any gaps in their employment history are explored
- Questions should be based on the criteria detailed in the person specification and the Trusts' values
- Personal questions/yes or no questions/leading questions/multiple questions in one/discriminatory questions should be avoided
- Notes should be taken during the interview to support with identifying whether the candidate is appointable or not and to allow the ranking of those identified as appointable. This will also form part of the audit trail to confirm that the process is fair. These notes will be complemented by notes taken by the recruitment agency representative

- Each candidate should be scored; the interview panel will agree the final scores for each applicant
- All candidates should be asked as part of the interview process whether there are any reasons known to them that would create a conflict of interest or, in the event of their appointment, bring the Trust into disrepute (alternatively this will be taken up by the recruitment agency)
- Any gaps in employment, questions relating to referees or convictions disclosed should be addressed and a note kept on the applicant's interview notes of the discussion (alternatively this will be taken up by the recruitment agency)
- Candidates will be advised of the next steps including when a decision will be made, how they will be communicated with and how they can access feedback.

The interview timetable will provide sufficient time for the interviews plus the opportunity to finish writing notes.

For interviews that are held in person, copies of the interview panel interview notes will be collected by the recruitment agency and sent to the Trusts for filing in line with Trusts' records retention policy.

For interviews that are held virtually, interview panellists will be asked to either scan their interview notes and email to the recruitment agency, or asked to post the hard copies to the recruitment agency.

Both SIDs will attend all interviews as observers.

7.16. Recommendation to Appoint

Following completion of all interviews, the interview panel, chaired by the Independent Chair, will review the evidence collected as part of the recruitment process including the responses and scores to interview questions to support with identifying the preferred candidate.

At this meeting, which will include the full Joint NomCo as observers, the interview panel will:

- Hear the advice and opinion of the non-voting interview panel members
- Hear from interview panel members regarding their opinion of each candidate
- Hear the views from the stakeholder sessions.

Once agreement has been reached, references for the preferred candidate which will have been obtained in advance, will be provided to the interview panel for review or the recruitment agency will confirm that the relevant references and checks have been undertaken and are satisfactory.

With these being considered satisfactory and the interview panel in agreement, the Joint NomCo will formally receive the outcomes of the interviews and appointment recommendation. Members of the Joint NomCo will have the opportunity to ask questions for clarification and assurance.

Subject to agreement/support by the Joint NomCo a verbal offer may be made to the preferred candidate; this can be through the recruitment agency. However, any offer of appointment should be made subject to:

- Satisfactory health clearance
- Final Fit & Proper Persons checks
- Right to work and remain in the UK checks
- Formal approval by the full Council.

It should be noted that a verbal offer of appointment may be legally binding and therefore care should be taken to ensure the relevant information is discussed with the successful candidate.

Unsuccessful candidates should be offered feedback which will usually be provided by the recruitment agency.

7.17. **Decision to Appoint: Council of Governors**

A report from the Joint NomCo will be presented to both Councils at separate meetings in private with the appointment recommendation. This report should 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.

Due to representation from each constituent Nominations Committees, it is anticipated that decisions reached by the Joint NomCo will be endorsed when presented to each Council.

8. **Post Selection Actions**

Following approval by the Councils of the appointment to the Joint Chair role, the Director of Corporate Affairs/Director of Corporate Governance will formally inform the successful candidate of their appointment. The appointment letter will include the terms and conditions of office **and a Memorandum of Understanding**; the individual will be required to sign and return both documents.

9. **New Starter Requirements and Induction**

9.1. **New Starter Requirements**

The following will also need to be actioned (but not limited to):

- Relevant HR processes including DBS checks and OH referral
- Completion of FPPR checks
- Preparation of a joint Press/Media Release and communications to staff
- Update Trusts' websites
- Complete New Staff Starter Form (including bank details)
- Arrange access to IT systems
- Order ID badge(s) and security fob (if required)
- Order IT requirements (e.g. laptop, iPad)
- Arrange for photograph to be taken.

9.2. **Induction**

The successful candidate will be required to undertake the Trusts' induction programme, complete mandatory online training, and attend NHS Providers relevant development programmes.

10. **Background/Reference**

10.1. **Relevant Statutory Requirements (NHS Act 2006):**

The Council of Governors are responsible at a general meeting for the appointment, reappointment and removal of the Chair and other NEDs.

10.2. **NHS Improvement (formerly Monitor) Code of Governance 2014**

10.2.1. **Appointments to the Board of Directors:**

- B.2.1 The Nominations Committee, with external advice as appropriate, is responsible for the identification and nomination of NEDs. The Nominations Committee should give full consideration in to succession

planning, taking into account the future challenges, risks and opportunities facing the Trust and the skills and expertise required within the Board to meet them

- B.2.4 The Chair (or an NED) should chair the Nominations Committee
- B.2.5 The Governors should agree with the Nominations Committee a clear process for the nomination of a new Chair and NEDs. Once suitable candidates have been identified the Nominations Committee should make recommendations to the Council
- B.2.6 The Nominations Committee responsible for the appointment of NEDs should consist of a majority of Governors ... and also a majority of Governor representation on the Interview Panel
- B.2.9 An independent external adviser should not be a member of or have a vote on the Nominations Committee

10.2.2. **Commitment:** The T&Cs of appointment of NEDs should be made available to the Council. The letter of appointment should set out the expected time commitment. NEDs should undertake that they will have sufficient time to meet what is expected of them. Their other significant commitments should be disclosed to the Council before appointment, with a broad indication of the time involved and the Council should be informed of subsequent changes.

10.3. **Fit & Proper Persons Requirements**

- The Health and Social Care Act 2008 (Regulated Activities) Regulations 2014 (Part 3) introduced a “fit and proper person requirement” (Regulation 5) for all Board Directors of NHS bodies. Compliance with the Regulations will be monitored and enforced by the CQC as part of their inspection regime
- Under the regulations all provider organisations must ensure that Director-level appointments meet the FPPR and the regulations place a duty on NHS providers not to appoint a person or allow a person to continue to be an Executive Director (or equivalent) or an Non-Executive Director under given circumstances.
- The Trust must demonstrate that it has appropriate systems and processes in place to ensure that all new appointees and current Directors are, and continue to be, fit and proper persons
- The purpose of the FPPR is not only to hold Board Directors to account in relation to their conduct and performance but also to instil confidence in the public that the individuals leading NHS organisations are suitable to hold their positions. There is an expectation of senior leaders to set the tone and culture of the organisation that leads to staff adopting a caring and compassionate attitude.