

**Extraordinary Council of Governor Meeting  
Thursday 10<sup>th</sup> November 2022  
Teams**

**Members**

Nick Marsden (NM)	Chair
Kevin Arnold (KA)	Governor (Public)
Jane Podkolinski (JP)	Governor (Staff)
John Mangan (JM)	Governor (Public)
Lucinda Herklots (LH)	Lead Governor (Public)
Mary Clunie (MC)	Governor (Public)
Anisa Nazeer (AN)	Governor (Staff)
Peter Russell (PtR)	Governor (Public)
Paul Russell (PR)	Governor (Staff)
Barry Bull (BB)	Governor (Public)
John Parker (JPa)	Governor (Public)
Andy Rhind-Tutt (AR)	Governor (Public)
Angela Milne (AM)	Governor (Public)
Jayne Sheppard (JS)	Governor (Staff)

**In Attendance**

Kylie Nye	Head of Corporate Governance (minutes)
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<b>Minute No.</b>	<b>Minute</b>	<b>Action</b>
<b>CoG 10/11/01</b>	<b>OPENING BUSINESS</b>	
<b>CoG 10/11/1.1</b>	<b>WELCOME AND APOLOGIES</b>	
	NM welcomed everyone to the meeting and noted the following apologies: <ul style="list-style-type: none"> <li>• Joanna Bennett – Governor (Nominated)</li> <li>• Sarah Walker – Governor (Nominated)</li> <li>• Peter Kosminsky – Governor (Public)</li> <li>• Mark Brewin – Governor (Staff)</li> <li>• Tony Pryor Jones – Governor (Public)</li> <li>• Rich Rogers - Governor (Nominated)</li> <li>• Isabel Cardoso – Membership Manager</li> </ul>	
<b>CoG 10/11/1.2</b>	<b>Matters Arising</b>	
	There were no matters arising.	
<b>CoG 10/11/2</b>	<b>APPROVAL</b>	
<b>CoG 10/11/2.1</b>	<b>Appointment of Non-Executive Directors</b>	
	LH presented her report which asked the Council to approve the recommended NED Appointments following the conclusion of the recruitment process on 9 <sup>th</sup> November. JM noted that the recommendation	

within the report needed to be updated to reflect this was approving the NED appointments rather than chair (*post meeting note: this was updated*).

LH summarised the recruitment process, which had been supported by the recruiters, Gatenby Sanderson, and how the panel had come to a decision about the two NED candidates. LH explained that two candidates had withdrawn at late notice, with three candidates going through the stakeholder sessions and final panel interview.

LH recommended that the Council of Governor's appoint Debbie Beaven and Richard Holmes as Non-Executive Directors. It was noted that due to the composition of the Board, there could be no more than seven Non-Executive Directors alongside the Chair and therefore Richard Holmes' appointment would be as Associate NED until Paul Kemp left the organisation on 31<sup>st</sup> January 2023. LH explained that these two posts will be taking on the chair roles for Finance and Performance Committee and Audit Committee.

**Discussion:**

JP asked for clarification around the candidates that had withdrawn. LH confirmed that the two who withdrew had done so pre-stakeholder sessions and interview.

There was further clarity sought in relation to Richard Holmes, who had received varied feedback from the stakeholder sessions. LH and NM assured the Council that whilst he did not have NHS experience, he presented as a very strong candidate at Interview. NM noted that prior to offering the job, he had discussed this appointment with the executives and others who had attended those stakeholder groups and all were content to support the appointment.

MC queried Debbie Beavan's NHS experience and NM confirmed that she is currently working as a NED for the Isle of Wight NHS Trust.

JPa endorsed the recommendations, noting that he had been part of the stakeholder sessions, noting that the two candidates recommended were by far the strongest.

PtR disparity between focus groups and interviewed. Spoke with MW, performed the interview in stage 1. Consistent approach.

JM Do we appoint them into that role as chair – should we mention the role they take on. NM they are non-executive director. Wish to appoint as NED. LH we went out specifically for those skills.

KA how the transition will work given his lack of NHS experience. Need some support and how that will work. NM gave IG a call to discuss the support needs. IG noted he was an ideal person we have to accept he is not acquainted with the NHS – will suggest mentoring. Spoke to PK and he has invited him 15<sup>th</sup> Dec meeting.

**Decision:**

The Council of Governors unanimously agreed to appoint Debbie Beaven and Richard Holmes as Non-Executive Directors.

The Council noted that whilst not in attendance, Tony Pryor Jones and Sarah Walker had emailed supporting the appointment of these two candidates.

NM noted that the Trust has gained two really strong NEDs onto the Board, noting the positive outcome of the recruitment process on the organisation.

JM thanked all who had contributed during the recruitment process and NM echoed his thanks, noting the time commitment involved in such a process.

LH noted that once the appointed candidates are in post the Nominations Committee would be stood down. The objective setting and induction will be picked up by the Performance Committee.

**CoG CLOSING BUSINESS**

**10/11/3**

**CoG Any Other Business**

**10/11/3.1**

There was no further business

**CoG Date of Next Meeting: 28<sup>th</sup> November 2022**

**10/11/3.2**