

AGENDA ITEM NO:

**UNIVERSITY HOSPITALS BIRMINGHAM NHS FOUNDATION TRUST
BOARD OF GOVERNORS
FRIDAY 19 JUNE 2009**

Title:	APPOINTMENT OF NON-EXECUTIVE DIRECTOR
Responsible Officer:	Sir Albert Bore, Chairman
Contact:	David Burbridge, Director of Corporate Affairs, Ext 2881

Purpose:	To approve the appointment of a Non Executive Director of the Trust
Confidentiality Level & Reason:	
Medium Term Plan Ref:	
Key Issues Summary:	The Board of Governors is responsible for appointing Non-Executive Directors (“NEDs”). The Nominations Committee of the Board of Governors has carried out a recruitment process and has made a recommendation to the Board of Governors.
Recommendations:	The Board of Governors is asked to consider the recommendation of the Nominations Committee and, if thought fit, approve that Ms Angela Maxwell be appointed as a Non-Executive Director of the Trust for an initial term of 3 years, commencing 1 July 2009.
Signed:	Date: June 2009

UNIVERSITY HOSPITALS BIRMINGHAM NHS FOUNDATION TRUST

BOARD OF GOVERNORS

APPOINTMENT OF NON-EXECUTIVE DIRECTOR

PRESENTED BY THE CHAIRMAN

1 Introduction

- 1.1 Appointment of Non-executive Directors is a matter for the Board of Governors, which has established a Nominations Committee for Non-Executive Directors (the “Nominations Committee”) to oversee the recruitment and selection process including the preparation of a description of the role and capabilities required for the appointment of Non-Executive Directors.
- 1.2 The Board of Governors approved the process for the appointment of a non-executive director on the expiry of the present term of Mr. Tony Huq at its meeting in December 2008 and agreed that the Nominations Committee should take that process forward.
- 1.3 Under its terms of reference, the Nominations Committee shall have regard to best practice in corporate governance and shall take into account the level or range of skill and experience required in the Board of Directors, liaising closely with the Executive Appointments and Remuneration Committee (“EARC”) to ensure that its recommendations to the Board of Governors regarding the appointment of Non-executive Directors take account of the competency requirements and any identified skills gaps identified by the EARC when they review the balance and effectiveness of the Board of Directors.

2 Background

- 2.1 On 5 December, the Board of Governors was advised that the term of appointment of one of the current non-executive director expires at the end of June 2009 (Tony Huq). The Board of Governors agreed that, in accordance with the principles of good governance and because Mr. Huq would have served two full terms totaling eight and a half years:
 - 2.1.1 the new appointment should only be made after consideration of Mr Huq (if he wished to be considered) alongside other candidates in open competition;
 - 2.1.2 That the Trust should engage recruitment consultants to ensure a satisfactory field of candidates; and

- 2.1.3 if Mr Huq were to be reappointed, that such appointment should be subject to annual re-appointment.
- 2.2 Mr Huq has decided not to seek re-appointment and thus will be retiring as a Non-executive director of the Trust.
- 2.3 When short-listing for the previous appointment of a Non-executive Director (appointed by the Board of Governors at its meeting on 25 September 2008), although the Nominations Committee had been able to recommend the appointment of one applicant, it had recognised that that appointment did not fully satisfy the recommendation of the Executive Appointments & Remuneration Committee (“EARC”) that the Board needed to strengthen its representation with people with substantial financial and/or commercial experience in a large private sector organisation and therefore, that this remained an outstanding objective for future appointments. The Nominations Committee had agreed that the Trust should commence initial enquiries relating to the search for suitable candidates as soon as possible and engage the services of recruitment agents to assist. The Chairman confirmed that the EARC still considered this requirement, and the job description and person specification approved at that time, to be relevant having given consideration to the size, structure and composition of the Board of Directors.
- 2.4 A copy of the job description and person specification is attached at Appendix 1.
- 2.5 The Trust subsequently engaged recruitment consultants and advertised in the national press seeking nominations from candidates. Candidates were asked to submit a CV and were interviewed and assessed by the recruitment consultants.
- 2.6 The Nominations Committee met on 18 May to shortlist the applications.
- 2.7 Following consideration of the 19 applications, the view of the committee was that five of the candidates fulfilled the specification sought sufficiently to be short-listed. Short-listed candidates each met with the Chief Executive and the Chairman for informal discussions. At this point the short-list was reduced to two as three of the candidates did not meet the requirement of eligibility to be a member of the Trust.
- 2.8 The Nominations Committee met on 1 June to interview the short-listed candidates and determine whether a recommendation should be made to the Board of Governors.

2.9 The Nominations Committee unanimously decided to recommend to the Board of Governors that Ms Angela Maxwell be appointed as a Non-Executive Director of the Trust for an initial period of 3 years, from 1 July 2009. A synopsis of her CV is attached at Appendix 2 to this report.

3 Recommendations

3.1 The Board of Governors is asked to consider the recommendation of the Nominations Committee and, if thought fit, approve that Ms Angela Maxwell be appointed as a Non-Executive Director of the Trust for an initial period of 3 years, from 1 July 2009, on the terms set out in Appendix 1.

**Sir Albert Bore
Chairman**

June 2009

Angela Maxwell – Synopsis of CV

Career

2005 – date Director, Acuwoman

2000 – 2005 Commercial Director, Fracino

1995 – 2000 Director, Compass Theatre

1991 – 1995 Business Development Manager, Sheffield Theatres

1989 – 1991 Sales Manager, Vickers Caley Publications, Australia

Non-executive Career

Non-executive Director, West Midlands Regional Development Agency

Birmingham Business School Advisory Board Member

Education

LLB, Law, Oxford University

MBA, Sheffield Business School

Angela Maxwell is one of just 200 businesswomen nationally to be honoured by the Queen at Buckingham Palace, in recognition of her outstanding contribution to UK trade and industry 2007. She is on the Board of the West Midlands Regional Development Agency (Advantage West Midlands) and was the sole SME representative in a major business round table discussion with Prime Minister Tony Blair in 2004.

After graduating in Law at Oxford, Angela started out as Sales Manager for Vickers Caley Publications in Australia where she achieved the best sales in the company's history at the age of 22 and was responsible for the 'Harbour Connection' magazine being recognised as the official guide to Sydney. On returning from Australia in 1991, Angela played a key role with Sheffield Theatres as Business Development Manager, where she spearheaded a sponsorship office from scratch, before becoming Director of the Compass Theatre Company in 1995. Thereafter Angela took over as Commercial Director of Fracino successfully transforming it into a leading brand manufacturer and exporter. Her sales and marketing drive quickly powered turnover from £400,000 to £2million with a greatly improved profit margin. This is where Angela's passion resides: in the championing and acceleration of SMEs and her desire to support business growth in the West Midlands.

Angela founded Acuwomen, the UK's first consultancy to be staffed entirely by businesswomen, in 2005. Its client-base spans the public and private sector, and the enterprise has been featured in the Observer. Clients include Coors Brewery, East Midlands Development Agency, Yorkshire Forward, the NHS and the Probation Service.