MINUTES OF THE EXTRAORDINARY MEETING OF THE COUNCIL OF GOVERNORS
HELD ON WEDNESDAY 4 DECEMBER 2019
IN THE BOARDROOM, LEVEL D

Chair: Mr M Havenhand, Trust Chairman

Public Governors: Mrs J Dalton, Public Governor Rother Valley South
Mrs M Gambles, Public Governor Rotherham South
Mr G Jenkinson, Public Governor Wentworth Valley
Mrs H Littlewood, Public Governor Rother Valley West
Lt Col R MacPherson, Public Governor Wentworth South
Mr A A Zaidi, Public Governor Rotherham South

Staff Governors: Mr C Bott, Staff Governor
Mr O Dickinson, Staff Governor
Dr J McDonough, Staff Governor

Partner Governors: Cllr P Jarvis, Partner Governor RMBC
Dr J Lidster, Partner Governor Sheffield Hallam University

Apologies: Mr S Adalat, REMA
Mrs J Flanagan, Partner Governor Voluntary Action Rotherham
Dr A Mellor, Staff Governor
Mr D Moore, Public Governor Rother Valley West
Mrs J Lovett, Staff Governor
Mr G Rimmer, Public Governor Rother Valley South & Lead Governor

Members of the Board of Directors and other Trust staff in attendance:
Miss N Bancroft, Non-Executive Director
Mr J Barnes, Non-Executive Director
Mrs H Craven, Non-Executive Director
Ms L Hagger, Non-Executive Director
Ms A Milanec, Director of Corporate Affairs/Company Secretary

2019/92 WELCOME AND ANNOUNCEMENTS

The Chairman welcomed all those present to the meeting, which had been convened to specifically discuss the appointment of an interim Chief Executive.

2019/93 APOLOGIES FOR ABSENCE & QUORACY CHECK

Apologies were noted, with the meeting confirmed to be quorate.

2019/94 DECLARATION OF INTEREST

There were no declaration of any conflict of interest.
2019/95  **MINUTES OF THE PREVIOUS MEETING**

The minutes of the previous meeting held on 16 October 2019 would be considered at the next scheduled meeting to be held on 15 January 2020.

2019/96  **MATTERS ARISING**

Any matters arising would be considered at the next meeting.

2019/97  **ACTION LOG**

The action log would be considered at the next meeting.

2019/98  **APPOINTMENT OF CHIEF EXECUTIVE ON AN INTERIM BASIS**

As the report for this item had been tabled at the meeting, the Governors were given the opportunity to consider its content before formally discussing the matter.

The report outlined the discussions held at the Governors’ Nominations Committee on 25 November 2019 in relation to the proposed appointment of a new Chief Executive as Mrs Barnett would be leaving the organisation on 7 February 2020. It was noted that the Committee was supportive of the proposal.

A recruitment consultant had been appointed to support the Trust in the search. Additionally, discussions had been held with NHS England / NHS Improvements and the South Yorkshire and Bassetlaw Integrated Care System regarding the market in terms of recruitment of an experienced Chief Executive.

The Non-Executive Directors had considered the options available based upon the feedback received, where it was agreed that preliminary discussions should be held with Barnsley Hospital NHS Foundation Trust. At that time the possibility of a joint role was suggested and an Appointments Panel convened to interview Dr Jenkins, Chief Executive at Barnsley.

The Non-Executive Directors who had formed the interview panel provided for the Council of Governors their feedback and views in relation to Dr Jenkins.

Before formal consideration of the matter, the Council of Governors took the opportunity to ask a number of questions.

Mr Zaidi questioned as to whether there was a conflict of interest as a result of Dr Jenkins’ being the Chief Executive at two neighbouring Foundation Trusts. Mr Havenhand confirmed that other organisations had made similar joint appointments. Dr Jenkins would remain the Accountable Officer for each Foundation Trust, and any conflicts of interest would be appropriately managed. The success of the arrangement would be dependent upon an equitable division of their time commitment to each organisation.
Mrs Littlewood asked if performance at Barnsley, which in some areas was better than Rotherham, was a contributory factor in the proposed way forward. Mr Havenhand indicated that Barnsley did indeed have improved performance in some areas; however there were different local factors which may be relevant. Dr Jenkins had the required expertise in the delivery of key targets, and it was anticipated that some of the solutions implemented by Barnsley would be transferable to Rotherham.

The proposed part-time nature, of what would be a challenging and demanding role was raised by Mrs Dalton, who questioned the potential impact on the Executive Directors and sub structure at Rotherham. Mr Havenhand indicated that Dr Jenkins had effectively been part time in his role at Barnsley as a result of working with the Integrated Care System, an arrangement which he would relinquish in order to join Rotherham. The role of the Chief Executive at any organisation should be a strategic one, with the Executive Directors managing day to day matters. The exact arrangements with the Rotherham team would be for Dr Jenkins to determine.

The provision of a handover between Mrs Barnett and Dr Jenkins was raised by Mrs Jarvis. Mr Havenhand indicated that typically there would be no handover between Chief Executives, however in the current circumstances Dr Jenkins already had knowledge regarding the Trust and he was confident that Mrs Barnett would ensure a handover was undertaken.

Dr Lidster asked if during the twelve month period, recruitment of a substantive post holder would continue to the pursued. Mr Havenhand confirmed that the recruitment consultants would remain engaged in the search. A formal review of the interim arrangements were planned for August 2020, which would also enable the recruitment opportunities to be reassessed.

Dr McDonough sought clarity as to the measures which would be used to assess the success of the arrangement at the six-month review. Mr Havenhand advised that the criterion to be considered would be agreed between the Chairman and Dr Jenkins and approved by the Board of Directors’ Nominations Committee.

Communications, both internally and externally, would be key in terms of managing the announcement and reputational matters in terms of the perception that the arrangement was a precursor to a merger. Mr Havenhand agreed that communications would be essential. The Associate Director of Communications in developing the communications plan was also liaising directly with the local press to ensure that the right messages were conveyed. Mr Havenhand anticipated that the Council of Governors would also provide supportive messaging on the matter.

In terms of the suggestion that this was the first stage of a merger, Mr Havenhand indicated that this was not the case. Reminding the Council of Governors of the declaration made by the Trust in 2013/14 it is would remain a standalone organisation and work in collaboration with other organisations. Mr Havenhand indicated that the interim arrangements were not a means to save money. With Mr Barnes confirming that none of the discussions had been positioned around any potential savings.
The Nominations Committee had deliberated similar issues as those raised by the Council of Governors. However, the ability to collaborate and the additional opportunities and stability that may be available to Rotherham had made the proposal one which they considered should be explored.

The Council of Governors were informed that their counterparts at Barnsley would be considering the proposal at their meeting on 5 December 2019.

Subject to agreement by both organisations, the formal announcement would be made on 6 December 2019. For Rotherham specific arrangements were being made to brief senior managers.

Following the opportunity to ask questions of the Chairman and Non-Executive Directors the Council of Governors approved the proposals as documented in the report. Dr Richard Jenkins would be appointed as part-time interim Chief Executive from 10 February 2020 until 5 February 2021. A formal review of the arrangements to be undertaken by both Trusts on 10 August 2020.

2019/99

CLOSE OF MEETING

The next meeting of the Council of Governors would be held on Wednesday 15 January 2020.

Martin Havenhand
Chairman