

Council of Governors: Summary

Title of Paper: Resignation of Leigh Bramall, Non-Executive Director

Presented By: Margaret Saunders, Director of Corporate Governance

Action Required:

For Information	<input type="checkbox"/>	For Ratification	<input checked="" type="checkbox"/>	For a decision	<input type="checkbox"/>
For Feedback	<input type="checkbox"/>	Vote required	<input type="checkbox"/>	For Receipt	<input type="checkbox"/>

To which duty does this refer:

Holding non-executive directors individually and collectively to account for the performance of the Board	
Appointment, removal and deciding the terms of office of the Chair and non-executive directors	X
Determining the remuneration of the Chair and non-executive directors	
Appointing or removing the trust's auditor	
Approving or not the appointment of the trust's chief executive	
Receiving the annual report and accounts and auditor's report	
Representing the interests of members and the public	
Approving or not increases to non-NHS income of more than 5% of total income	
Approving or not acquisitions, mergers, separations and dissolutions	
Jointly approving changes to the trust's constitution with the Board	
Expressing a view on the Trust's forward plans	
Consideration on the use of income from the provision of goods and services from sources other than the NHS in England	
Monitoring the activities of the Trust to ensure that they are being conducted in a manner consistent with its terms of authorisation and the constitution.	
Monitoring the Trust's performance against its targets and strategic aims	

How does this item support the functioning of the Council of Governors?

Supports Governors duty to appoint, remover or decide the terms of office of the Chair and Non-Executive Directors

Author of Report: Jill Dentith

Designation of Author: Management Consultant

Date: 20 April 2017



SUMMARY REPORT



**Sheffield Health
and Social Care**
NHS Foundation Trust

Report to: Council of Governors

Date: 20 April 2017

Subject: Resignation of Leigh Bramall, Non-Executive Director

From: Margaret Saunders, Director of Corporate Governance (Board Secretary)

1. Purpose

<i>For Approval</i>	<i>For a collective decision</i>	<i>To report progress</i>	<i>To seek input from</i>	<i>For information</i>	<i>Other (please state below)</i>
✓					

2. Summary

On 27 March 2017 Leigh Bramall advised the Chair he had resigned from Sheffield City Council (SCC) to take up a post in the private sector. He therefore tendered his resignation as a Non-Executive Director (NED) giving three months' notice.

The Chair has considered a number of options in terms of the notice period and the vacancy. She has discussed these issues with the Lead Governor, Chief Executive and Director of Corporate Governance (Board Secretary).

The proposal below was shared virtually with Nomination and Remuneration Committee (NRC) for a view prior to this paper being presented to the Council of Governors (COG) at the meeting on 27 April 2017.

It is proposed that the Trust note Leigh Bramall's resignation and accept his offer of three months' notice. This option is permissible under the Constitution and Standing Orders as there is no requirement for the Trust to have a local councillor as a NED now the Section 75 arrangements have ceased.

The Chair has discussed this issue with Leigh Bramall and has established that with his new role he will still have the ability to comply with his duties as a NED for the period of the notice including his availability for Board and Committee meetings and to comply with the time commitment in the Terms and Conditions of "a minimum of 3 days per month", Section 8.1, and " --- you confirm that you are able to allocate sufficient time to meet the expectations of your role---",Section 8.3.

Council of Governors (CoG) should note that during this notice period Leigh Bramall would no longer be a local councillor and would be an Independent NED rather than a Local Authority Nominated NED.

As there is no longer a Section 75 agreement in place there is no longer a requirement to have local authority appointed NED, however, when this was last discussed with CoG it was considered helpful to continue close working relationships with the Local Authority. In order to fill the vacancy the Chair has been in conversation with the Leader of Sheffield City Council to discuss the possibility of a local authority nominated NED. These discussions are ongoing but very positive.

3. Required Actions

There have been no negative comments received from NRC members in relation to this paper and therefore NRC recommend this paper to CoG.

Council of Governors are asked to:

- note Leigh Bramall's resignation and accept his offer of three months' notice
- note there is no requirement for the Trust to have a local councillor as a NED now the Section 75 arrangements have ceased
- note that during the notice period Leigh Bramall would no longer be a local councillor and would be an Independent NED rather than a Local Authority Nominated NED
- note the Chair has been in conversation with the Leader of Sheffield City Council to discuss the possibility of a local authority nominated NED.

4. Next Steps

Subject to CoG approval the following actions will then be taken:

- The notice end date will be confirmed with Leigh Bramall as 27 June 2017
- A revised set of Terms and Conditions for the period from 27 March 2017 to 27 June 2017 will be issued for this notice period.
- The Chair will update NRC and CoG at future meetings on the outcome of discussions with the Leader of SCC regarding a replacement.

5. Monitoring Arrangements

Progress on the short term arrangements and the longer term recruitment to the vacancy will be shared with NRC and CoG.

6. Contact Details

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Paper prepared by Jill Dentith, Management Consultant
On behalf of Margaret Saunders, Director of Corporate Governance (Board Secretary)
20 April 2017