

## Council of Governors: Summary Sheet

**Title of Paper:** Extension to Terms of Office for Non-Executive Directors

**Presented By:** Jayne Brown OBE, Chair

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

To which duty does this refer:

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

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

The Council of Governors as a body is required to approve terms of office of Non-Executive Directors

**Author of Report:** Sam Stoddart

**Designation of Author:** Deputy Board Secretary

**Date:** 5<sup>th</sup> December 2017

## SUMMARY REPORT

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**Report to:** Council of Governors  
**Date:** 14<sup>th</sup> December 2017  
**Subject:** Extension to the Terms of Office of Non-Executive Directors (NEDs)  
**From:** Jayne Brown OBE, Chair  
**Prepared by:** Sam Stoddart, Deputy Board Secretary

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### 1. Purpose

To seek approval from the Council of Governors to extend the terms of office of Mervyn Thomas and Susan Rogers by a further two months until 31<sup>st</sup> March 2018.

### 2. Summary

Further to discussion which took place at the Council of Governors on 19<sup>th</sup> October 2017, the Board has informed the Nomination and Remuneration Committee that it believes it prudent to further extend the terms of office of Sue Rogers and Mervyn Thomas in order to allow a seamless transition for the Board.

This will mean that the terms of office of the two new NEDs will now commence in shadow form on appointment and substantively from 1 April 2018.

### 3. Next Steps

Upon approval by the Council of Governors the necessary formalities will be undertaken to extend the terms of both NEDs.

### 4. Required Actions

The Council of Governors is asked to approve a further extension of two months taking the term of office to 31 March 2018 for Sue Rogers and Mervyn Thomas.

### 5. Monitoring Arrangements

The Director of Corporate Governance (Board Secretary) is responsible for ensuring the appointment of Non-Executive Directors takes place in a timely and effective manner.

### 6. Contact Details

For further information, please contact:  
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