

Council of Governors: Summary Sheet

22nd October 2015
Item No 8b

Title of Paper: Approval of two NED one year extensions

Presented By: Professor Alan Walker, Chair

Action Required:

For Information	<input type="checkbox"/>	For Ratification	<input 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?

Governors are asked to approve the Nomination & Remuneration Committee's recommendation to offer Sue Rogers and Mervyn Thomas one year extensions to their terms of office. In doing so are undertaking their statutory duty as detailed in paragraph 26 of the constitution and paragraph 10.4 of the standing orders.

Author of Report: Sam Stoddart

Designation of Author: Deputy Board Secretary

Date: 7th October 2015

SUMMARY REPORT

Report to: Council of Governors
Date: 22nd October 2015
Subject: Shadow Non-Executive Director appointment
From: Professor Alan Walker, Chair

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>
✓					
<p>Council are asked to approve one year term extensions for Sue Rogers and Mervyn Thomas and note the transition arrangements.</p>					

2. Summary

Members of the Nomination & Remuneration Committee (NRC) undertook interviews on 24th September 2015 to determine which two of three incumbent non-executive directors would be offered one year extensions to their terms as previously agreed by the Council of Governors at its meeting of 30th April (CoG 37/8a). Following a robust interview, which was held in accordance with Trust recruitment and selection policies, and noting the annual performance appraisal of each individual, the panel agreed that one year extensions should be offered to Sue Rogers and Mervyn Thomas. The Council of Governors is asked to approve this.

The NRC did however express concern about transitioning arrangements and following further consideration of the issues raised and after access to legal advice, the Trust will offer Tony Clayton a six month contract for services on a consultancy basis in order to allow the newly appointed Non-Executive Director whose term of office begins on 1st December 2015 access to support and handover in a number of areas, but specifically in relation to his function as chair of the Finance and Investment Committee. This has been agreed by the Chief Executive.

3. Next Steps

Mervyn Thomas and Sue Rogers will have their terms of office extended by one year, ending on 30th November 2016.

4. Required Actions

The Council of Governors is asked to approve the NED extensions and note the transition arrangements put in place by the Trust.

5. Monitoring Arrangements

Non-executive director appointments are reviewed and led by the Nomination and Remuneration Committee on behalf of the Council of Governors.

6. Contact Details

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