

Council of Governors: Summary Sheet

Title of Paper: Non-Executive Director Appointments

Presented By: Jayne Brown OBE, Chair

Action Required:	For Information	<input type="checkbox"/>	For Ratification	<input type="checkbox"/>	For a decision	<input checked="" 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?

It is a statutory duty of the Council of Governors to be responsible for appointment of NEDs and determining their terms of office or extensions to them.

Author of Report: Sam Stoddart

Designation of Author: Deputy Board Secretary

Date: 11 October 2017

SUMMARY REPORT

Report to: Council of Governors
Date: 19th October 2017
Subject: Non-Executive Director Terms of Office
From: Jayne Brown, Trust Chair

1. Purpose

To inform governors of circumstances which have taken place resulting in the need to amend the planned Non-Executive Director (NED) recruitment process to recruit to two NED vacancies left by the Senior Independent Director and Vice Chair, whose terms of office end on 30th November 2017, which was agreed by the Council of Governors at its meeting of 23rd February 2017.

2. Summary

Due to the long-term absence of the Audit Chair effective October 2017, the Trust must ensure that it has an Audit Chair in place who is suitably qualified. In addition, the Chair must also be able to provide assurance to the Council of Governors that the Board is sufficiently robust in its skills, knowledge, organisational memory and NED capacity.

In order to provide this assurance, the Chair is seeking short-term extensions to the terms of office of both the SID and Vice Chair to cover the period of the Audit Chair's absence. The recommendation is to extend both terms by two months, ending 31st January 2018. Mervyn Thomas, SID, will be asked to take the additional role of acting Audit Chair during this period.

It is intended in the intervening period to commence the recruitment process to enable a smooth transition in early 2018.

3. Next Steps

Upon Council approval, the terms of office of Sue Rogers and Mervyn Thomas will be extended to 31st January 2018 and the appointment process for their replacements will begin shortly.

4. Required Actions

The Council of Governors is asked to approve the extension of the terms of office of Sue Rogers and Mervyn Thomas to 31st January 2018.

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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