

Council of Governors

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|--|---|---|--|--------------------------------|------------------|--|---------------|---|-----------------|--|
| Subject: | Re-appointment of Non-Executive Director | Date: 8 th November 2022 | | | | | | | | |
| Prepared By: | Shirley A Higginbotham, Director of Corporate Affairs | | | | | | | | | |
| Approved By: | Shirley A Higginbotham, Director of Corporate Affairs | | | | | | | | | |
| Presented By: | Shirley A Higginbotham, Director of Corporate Affairs | | | | | | | | | |
| Purpose | | | | | | | | | | |
| The Council of Governors are invited to approve the recommendation from the Governor Remuneration and Nominations Committee the reappointment of Graham Ward as Non-Executive Director. | | <table border="1"> <tr> <td>Approval</td> <td></td> </tr> <tr> <td>Assurance</td> <td></td> </tr> <tr> <td>Update</td> <td>X</td> </tr> <tr> <td>Consider</td> <td></td> </tr> </table> | Approval | | Assurance | | Update | X | Consider | |
| Approval | | | | | | | | | | |
| Assurance | | | | | | | | | | |
| Update | X | | | | | | | | | |
| Consider | | | | | | | | | | |
| Strategic Objectives | | | | | | | | | | |
| To provide outstanding care | To promote and support health and wellbeing | To maximise the potential of our workforce | To continuously learn and improve | To achieve better value | | | | | | |
| | | X | X | | | | | | | |
| Identify which principal risk this report relates to: | | | | | | | | | | |
| PR1 | Significant deterioration in standards of safety and care | | | X | | | | | | |
| PR2 | Demand that overwhelms capacity | | | | | | | | | |
| PR3 | Critical shortage of workforce capacity and capability | | | | | | | | | |
| PR4 | Failure to achieve the Trust's financial strategy | | | | | | | | | |
| PR5 | Inability to initiate and implement evidence-based Improvement and innovation | | | | | | | | | |
| PR6 | Working more closely with local health and care partners does not fully deliver the required benefits | | | | | | | | | |
| PR7 | Major disruptive incident | | | | | | | | | |
| PR8 | Failure to deliver sustainable reductions in the Trust's impact on climate change | | | | | | | | | |
| Committees/groups where this item has been presented before | | | | | | | | | | |
| Governor Remuneration and Nomination Committee 26 th October 2022 | | | | | | | | | | |
| Executive Summary | | | | | | | | | | |
| <p>The non-executive directors are appointed and reappointed by the Council of Governors at a general meeting.</p> <p>On 30th November 2022, the tenure of Graham Ward will come to an end after 7 years serving as a Non-Executive Director. Graham has confirmed his willingness to continue for a fourth term of office. Graham is eligible for reappointment and has had a positive appraisal. He is a highly experienced and effective NED with significant knowledge about the Trust's history, performance, quality imperatives, governance requirements and strategic intent.</p> <p>It is proposed to re-appoint for a period of 1 year to 30th November 2023. In line with section 8.6.3.4 of the Trusts Constitution, noted below: 'At the discretion of the Council of Governors re-appointment is permitted up to a maximum of 9 years.'</p> <p>Outlined below for ease of reference, is an extract of the Trust's Constitution in connection with non-executive directors' Terms of Office.</p> <p style="text-align: center;">Terms of Office</p> <p style="text-align: center;">Subject to paragraph 8.6.3, the Chair and the other Non-Executive Directors are to be appointed for a period of office in accordance with the terms and conditions of office (including as to remunerations and allowances, which</p> | | | | | | | | | | |

shall be published in the Annual Report) decided by the Council of Governors in general meeting.

Non-Executive Directors:

8.6.3.1 shall be appointed for a period of up to 3 years;

8.6.3.2 are, subject to paragraphs 8.6.3.3 and 8.6.3.4 eligible for re-election at the end of the period referred to in paragraph 8.6.3.1;

8.6.3.3 shall not, except in exceptional circumstances, hold office for a period in excess of 6 years; and

8.6.3.4 where appointed for more than 6 years shall, at the discretion of the Council of Governors, be so appointed either on the basis of:

a) annual re-appointment; or

b) a competitive process

up to a maximum 9 years.