

Council of Governors

Subject:	Extension of the term of office of Non-Executive Director, Graham Ward, currently the Acting Trust Chair, and his appointment as substantive Trust Chair				Date:	11 th February 2025
Prepared By:	Sally Brook Shanahan, Director of Corporate Affairs					
Approved By:	Liz Barrett, Lead Governor					
Presented By:	Sally Brook Shanahan, Director of Corporate Affairs					
Purpose						
To invite the full Council of Governors to follow the recommendation of its Remuneration and Nomination Committee to the extension of the term of office of Graham Ward as a Non-Executive Director for a further year and for his appointment as substantive Chair.					Approval	X
					Assurance	
					Update	
					Consider	
Strategic Objectives						
Provide outstanding care in the best place at the right time	Empower and support our people to be the best they can be	Improve health and wellbeing within our communities	Continuously learn and improve	Sustainable use of resources and estates	Work collaboratively with partners in the community	
X	X	X	X	X	X	
Principal Risk						
PR1	Significant deterioration in standards of safety and care					X
PR2	Demand that overwhelms capacity					X
PR3	Critical shortage of workforce capacity and capability					X
PR4	Insufficient financial resources available to support the delivery of services					X
PR5	Inability to initiate and implement evidence-based Improvement and innovation					X
PR6	Working more closely with local health and care partners does not fully deliver the required benefits					X
PR7	Major disruptive incident					X
PR8	Failure to deliver sustainable reductions in the Trust's impact on climate change					X
Committees/groups where this item has been presented before						
Council of Governors Extraordinary meeting – 17 th January 2025 Remuneration and Nomination Committee – 6 th February 2025						
Acronyms						
NED – Non-Executive Director ICS – Integrated Care System NHSE – NHS England						
Executive Summary						
The purpose of this paper is to invite the full Council of Governors to follow the recommendation of its Remuneration and Nomination Committee, made at its meeting on 6 th February 2025, to the extension of the term of office of Graham Ward as a Non-Executive Director for a further year and for his appointment as substantive Chair with immediate effect for a co-terminus period.						
Background						
Committee members are cognisant of the Trust's current situation in which its substantive Chair, Claire Ward, resigned in May 2024 and unexpectedly and co-incidentally the Chief Executive, Paul Robinson, received a serious health diagnosis necessitating his absence on long term sickness.						

In order to ensure continuity through what remains a very challenging period both operationally and financially, the Trust implemented a number of “Acting” roles in senior positions. They include the designation of Graham Ward as Acting Chair. Sustained pressure from the ICS that the Trust acts at pace to remove all Acting roles, the full Council of Governors was asked for its support to an application being made to NHS England for agreement to a one-year extension to Graham’s current term of office that expires on 25th May 2025 and to his appointment as substantive Trust Chair. This application was necessary due to Graham’s aggregated length of service exceeding the current threshold of a maximum 9 years.

At its extraordinary meeting held on 17th January 2025 the full Council of Governors had a full discussion about the proposal during which the Executives in attendance were challenged about the need for the re-appointment. A vote followed that resulted in unanimous agreement to support the submission an application to NHS England for its agreement to a proposal being made for a one-year extension to Graham Ward’s current term of office as a Non-Executive Director that would extend it to 25th May 2026 and to his appointment as substantive Trust Chair for the same period.

Since that meeting the submission was made to NHSE Midlands Region. In turn the Region has responded to confirm its agreement to the proposals and provided confirmation that Emily Lawson, NHSE Chief Operating Officer has given her approval for the proposed extension of the Chair’s term. The proposal to make the role substantive for the same period has the support of the ICB Chair as part of the planned replacement of the Trust’s “Acting” roles with substantive appointments and does not require NHSE approval.

The penultimate step in the process was for the Governor Remuneration and Nomination Committee to revisit the proposal that was discussed and supported unanimously by the full Council of Governors at its extraordinary meeting on 17th January 2025 with the benefit of the knowledge that NHSE, at national level, is in agreement. The Committee met on 6th February 2025 and agreed unanimously to make a recommendation to the full Council of Governors at its meeting on 11th February 2025 for a one-year extension to Graham Ward’s current term of office as a Non-Executive Director to 25th May 2026 and his appointment as substantive Trust Chair for the same period with immediate effect.

Recommendation

The Council of Governors is asked to **AGREE** to a one-year extension to Graham Ward’s current term of office as a Non-Executive director that would extend it to 25th May 2026 to and to his appointment as substantive Trust Chair with immediate effect for the same period.