

Council of Governors

Subject:	Re-appointment of Non-Executive Director	Date: 18 th February 2019		
Prepared By:	Shirley A Higginbotham, Director of Corporate Affairs			
Approved By:	Shirley A Higginbotham, Director of Corporate Affairs			
Presented By:	Sue Holmes, Lead Governor			
Purpose				
The Council are invited to approve the recommendation of the Council of Governors Remuneration and Nomination Committee, which is the annual reappointment of Claire Ward as Non-Executive Director		Decision		
		Approval		
		Consider		
		Assurance		
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	X	X	
Overall Level of Assurance				
	Significant	Sufficient	Limited	None
	X			
Risks/Issues				
Financial	N/A			
Patient Impact	N/A			
Staff Impact	N/A			
Services	N/A			
Reputational	N/A			
Committees/groups where this item has been presented before				
Executive Summary				
<p>The non-executive directors are appointed and reappointed by the Council of Governors at general meeting.</p> <p>On 30th April 2020, the forth tenure of Claire Ward will come to an end after 7 years serving as a Non-Executive Director. Claire has confirmed her willingness to continue in office and has had a positive appraisal.</p> <p>Claire is a highly experienced and effective NED with significant knowledge about the Trust's history, performance, quality imperatives, governance requirements and strategic intent having been initially appointed in May 2013 for a period of 2 years.</p> <p>It is proposed to re-appoint for a period of 1 year to 30th April 2021. 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>Terms of Office</p> <p>Subject to paragraph 8.6.3, the Chairman 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 shall be published in the Annual Report) decided by the Council of</p>				

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 processup to a maximum 9 years.