

## Council of Governors

<b>Subject:</b>	Re-appointment of Non-Executive Director	<b>Date:</b> 10 <sup>th</sup> November 2020
<b>Prepared By:</b>	Shirley A Higginbotham, Director of Corporate Affairs	
<b>Approved By:</b>	Shirley A Higginbotham, Director of Corporate Affairs	
<b>Presented By:</b>	Shirley A Higginbotham, Director of Corporate Affairs	
<b>Purpose</b>		
The Council are invited to approve the recommendation of the Remuneration and Nomination Committee to re-appointment of Graham Ward as Non-Executive Director		<b>Decision</b>
		<b>Approval</b>
		<b>Consider</b>
		<b>Assurance</b>
<b>Strategic Objectives</b>		
<b>To provide outstanding care</b>	<b>To promote and support health and wellbeing</b>	<b>To maximise the potential of our workforce</b>
<b>To continuously learn and improve</b>	<b>To achieve better value</b>	
X	X	X
X		X
<b>Overall Level of Assurance</b>		
	<b>Significant</b>	<b>Sufficient</b>
	X	
<b>Risks/Issues</b>		
<b>Financial</b>	N/A	
<b>Patient Impact</b>	N/A	
<b>Staff Impact</b>	N/A	
<b>Services</b>	N/A	
<b>Reputational</b>	N/A	
<b>Committees/groups where this item has been presented before</b>		
Remuneration and Nomination Committee 27 <sup>th</sup> October 2020		
<b>Executive Summary</b>		
<p>The Committee met on the 27<sup>th</sup> October 2020, the meeting was quorate.</p> <p>The minutes of the meeting of 4<sup>th</sup> August were received and approved.</p> <p>A paper was received with regard to the re-appointment of Graham Ward Non-Executive Director.</p> <p>The non-executive directors are appointed and reappointed by the Council of Governors at general meeting.</p> <p>On 30<sup>th</sup> November 2020, the tenure of Graham Ward will come to an end after 5 years serving as a Non-Executive Director. Graham has confirmed his willingness to continue for a third 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>Committee agreed to recommend re-appoint for a period of 1 year to 30<sup>th</sup> November 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</p>		

non-executive directors' Terms of Office.

### **Terms of Office**

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 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.