

Council of Governors

Subject:	Re-appointment of Non-Executive Director	Date: 9 th February 2021
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 are invited to approve the recommendation of the Remuneration and Nomination Committee to re-appointment of Claire Ward and Neal Gossage as Non-Executive Directors		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		X
Overall Level of Assurance		
	Significant	Sufficient
	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		
Remuneration and Nomination Committee 27 th October 2020		
Executive Summary		
<p>The Committee met on the 26th January 2021, the meeting was quorate.</p> <p>The minutes of the meeting of 27th October 2020 were received and approved.</p> <p>Papers were received with regard to the re-appointment of Claire Ward and Neal Gossage as Non-Executive Director.</p> <p>The non-executive directors are appointed and reappointed by the Council of Governors at general meeting.</p> <p>On 30th April 2021, the annual tenure of Claire Ward will come to an end after 8 years serving as a Non-Executive Director. Claire has confirmed her willingness to continue in office and has had a positive appraisal.</p> <p>On 30th April 2021, the annual tenure of Neal Gossage will come to an end after 6 years serving as a Non-Executive Director. Neal has confirmed his willingness to continue in office and has had a positive appraisal.</p> <p>Claire and Neal are a highly experienced and effective NEDs with significant knowledge about the Trust's history, performance, quality imperatives, governance requirements and strategic intent.</p>		

Committee agreed to recommend re-appoint for a period of 1 year to 30th April 2022, for both Claire and Neal, noting this would be the last time Claire's tenure could be renewed as she would reach the maximum of 9 years in April 2022. This is 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.'

Outlined below for ease of reference, is an extract of the Trust's Constitution in connection with 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.