

Council of Governors

Subject:	Re-appointment of Non-Executive Directors		Date: 10 th August 2021	
Prepared By:	Shirley A Higginbotham, Director of Corporate Affairs			
Approved By:	Remuneration and Nomination Committee			
Presented By:	Shirley A Higginbotham, Director of Corporate Affairs			
Purpose				
The Council of Governors are invited to approve the recommendation of the Remuneration and Nomination Committee to reappointment Barbara Brady and Manjeet Gill as Non-Executive Directors			Decision	
			Approval	X
			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				
Remuneration and Nomination Committee 26 th July 2021				
Executive Summary				
<p>The non-executive directors are appointed and reappointed by the Council of Governors at a general meeting.</p> <p>On 30th September 2021, the tenure of Barbara Brady will come to an end after 3 years serving as a Non-Executive Director. Barbara has confirmed her willingness to continue in office and has had a positive appraisal.</p> <p>Barbara is a highly experienced and effective NED with significant knowledge about the Trust's performance, quality imperatives, governance requirements and strategic intent having been initially appointed in October 2018 for a period of 3 years. Barbara's breadth of knowledge regarding Public Health and the wider determinates of health inequalities ensures continued focus for the Board and Council of Governors</p> <p>It is proposed to re-appoint for a period of 3 years to 30th September 2024. In line with section 8.6.3.3 of the Trusts Constitution.'</p> <p>On 31st October 2021, the tenure of Manjeet Gill will come to an end after 3 years serving as a Non-Executive Director. Manjeet has confirmed her willingness to continue in office and has had a positive appraisal.</p> <p>Manjeet is a highly experienced and effective NED with significant knowledge about the Trust's performance, quality imperatives, governance requirements and strategic intent having been</p>				

initially appointed in November 2018 for a period of 3 years. Manjeet's breadth of knowledge regarding System Working, health inequalities and inclusion ensures continued focus for the Board and Council of Governors.

It is proposed to re-appoint for a period of 3 years to 31st October 2024. In line with section 8.6.3.3 of the Trusts Constitution.'

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 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 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.

In September 2019 NHSE/I issued a revised structure to align the remuneration for chairs and non-executive directors of NHS trusts and NHS foundation trusts.

A report was presented to Committee with regard to the revised structure where it was agreed changes would be made to remuneration at the time of appointment or re-appointment, therefore it is proposed to increase the remuneration of the NEDs due for re-appointment from £12,641 to the recommended £13,000 in line with the recommendations of NHSE/I.