

Council of Governors

Subject:	Report of the Remuneration and Nomination Committee		Date: 9 th May 2023	
Prepared By:	Shirley A Higginbotham Director of Corporate Affairs			
Approved By:	Sue Holmes, Chair of Committee and Lead Governor			
Presented By:	Sue Holmes, Chair of Committee and Lead Governor			
Purpose				
The Council of Governors are invited to approve the recommendation of the Governor Remuneration and Nomination Committee, with regard to the revised code of Governance for NHS provider Trusts and implications for the Chair and Non-Executive Directors tenures			Approval	
			Assurance	X
			Update	
			Consider	
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
Identify which principal risk this report relates to:				
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	Failure to achieve the Trust's financial strategy			X
PR5	Inability to initiate and implement evidence-based Improvement and innovation			
PR6	Working more closely with local health and care partners does not fully deliver the required benefits			
PR7	Major disruptive incident			
PR8	Failure to deliver sustainable reductions in the Trust's impact on climate change			
Committees/groups where this item has been presented before				
Governor Remuneration and Nomination Committee 24 th April 2023				
Acronyms				
Executive Summary				
<p>The revised Code of Governance for NHS provider trusts applies from April 2023.</p> <p>One of the key sections of the revised code is section 4 – Board appointment: provisions applicable to both NHS foundation trusts and NHS trusts.</p> <p>Paragraph 4.3 refers to the appointment of the Chair and NEDs of the Trust, reiterating NEDs should not remain in post beyond nine years, the Trusts Constitution 8.6.3 sets out the terms of office for Non-Executive Directors, this states all NEDs shall be appointed for a period of up to 3 years and shall not except in exceptional circumstances hold office for a period in excess of 6 years, unless there is an annual re-appointment.</p> <p>The section also states to facilitate effective succession planning the development of a diverse board, this period of nine years can be extended for a limited time, particularly where on appointment a chair was an existing non-executive director.</p>				

The Trust currently has one non-executive director who has held office in excess of 6 years, and he was re-appointed at the November 2022 meeting of the Council of governors for a further 12 month period, this means at the end of November 2024 he will have served for a period of 8 years and in line with our constitution is eligible for appointment for a further 12 month period to reach the maximum of 9 years in post.

The chair of the Trust was originally appointed as a Non-Executive Director in May 2013, and as substantive chair from 1st October 2021 on a three-year contract for services, the chair's tenure is scheduled to end 30th September 2024.

The provision of the code is best practice advice, does not represent mandatory guidance and accordingly non-compliance with the code is not in itself a breach of Condition FT4 of the NHS provider licence. The Trust reports annually, as part of the year end-process its compliance with Condition FT4. As part of the Annual Report, the Trust is required to provide assurance on a 'comply or explain' basis with each provision of the code.

The Council of Governors are asked to approve the recommendation of the Remuneration and Nomination Committee to continue of the above appointments as previously approved by the Council of Governors.