

Council of Governors

Subject:	Non-Executive Director Re-appointments		Date:	12 th November 2024	
Prepared By:	Sally Brook Shanahan, Director of Corporate Affairs				
Approved By:	Graham Ward, Trust Board Chair and Chair of the Council of Governors				
Presented By:	Sally Brook Shanahan, Director of Corporate Affairs				
Purpose					
The Council of Governors is invited to approve the reappointment of Steve Banks as a Non-Executive Director.			Approval	X	
			Assurance		
			Update		
			Consider		
Strategic Objectives					
Provide outstanding care in the best place at the right time	Empower and support our people to be the best they can be	Improve health and wellbeing within our communities	Continuously learn and improve	Sustainable use of resources and estates	Work collaboratively with partners in the community
X	X	X	X	X	X
Principal Risk					
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	Insufficient financial resources available to support the delivery of services				X
PR5	Inability to initiate and implement evidence-based Improvement and innovation				X
PR6	Working more closely with local health and care partners does not fully deliver the required benefits				X
PR7	Major disruptive incident				X
PR8	Failure to deliver sustainable reductions in the Trust's impact on climate change				X
Committees/groups where this item has been presented before					
None					
Acronyms					
NED – Non-Executive Director					
Executive Summary					
The non-executive directors are appointed and reappointed by the Council of Governors at a general meeting.					
On 30 th November 2024, the tenure of Steve Banks will come to an end after 3 years' service as a Non-Executive Director. Steve has confirmed his willingness to continue in office and has had an outstanding appraisal.					
At its meeting on 10 th October 2024 the Remuneration and Nominations Committee of the Council of Governors ("the Committee") noted Steve 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 December 2021. The Committee observed Steve's breadth of knowledge regarding commercial and human resources ensures continued focus for the Board of Directors and Council of Governors, in particular through his current role as chair of the People Committee, Vice Chair of the Charitable Funds Committee					

and as a member of the Audit Committee.

The Committee recommended the re-appointment of Steve for a period of three years to 30th November 2027, in line with section 8.6.3.4 of the Trust's Constitution (reproduced below).

Recommendation

The Committee recommends to the Council of Governors that it exercises its discretion to re-appoint Steve Banks as a Non-Executive Director for a second period of three years to 30th November 2027.

For information

Extract from 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-appointment 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.