

**Council of Governors**

<b>Subject:</b>	Appointment of a Non-Executive Director to fill a vacant post		<b>Date:</b>	12 <sup>th</sup> November 2024	
<b>Prepared By:</b>	Sally Brook Shanahan, Director of Corporate Affairs				
<b>Approved By:</b>	Graham Ward, Trust Board Chair and Chair of the Council of Governors				
<b>Presented By:</b>	Sally Brook Shanahan, Director of Corporate Affairs				
<b>Purpose</b>					
On the recommendation from the Remuneration and Nomination Committee of the Council of Governors, the full Council of Governors is invited to ratify the recruitment of a Non-Executive Director with a medical skill set to fill the vacancy that has arisen following Dr Aly Rashid’s decision not to seek re-appointment following the expiry of his current appointment on 10 <sup>th</sup> January 2025.			<b>Approval</b>	X	
			<b>Assurance</b>		
			<b>Update</b>		
			<b>Consider</b>		
<b>Strategic Objectives</b>					
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
<b>Principal Risk</b>					
<b>PR1</b>	Significant deterioration in standards of safety and care				X
<b>PR2</b>	Demand that overwhelms capacity				X
<b>PR3</b>	Critical shortage of workforce capacity and capability				X
<b>PR4</b>	Insufficient financial resources available to support the delivery of services				X
<b>PR5</b>	Inability to initiate and implement evidence-based Improvement and innovation				X
<b>PR6</b>	Working more closely with local health and care partners does not fully deliver the required benefits				X
<b>PR7</b>	Major disruptive incident				X
<b>PR8</b>	Failure to deliver sustainable reductions in the Trust’s impact on climate change				X
<b>Committees/groups where this item has been presented before</b>					
None					
<b>Acronyms</b>					
NED – Non-Executive Director					
<b>Executive Summary</b>					
The non-executive directors are appointed and reappointed by the Council of Governors at a general meeting.					
On 10 <sup>th</sup> January 2025 the first three-year term of Dr Aly Rashid ends. Aly has now unexpectedly communicated his decision not to seek re-appointment for personal reasons.					
At its meeting held on 10 <sup>th</sup> October 2024, the Remuneration and Nomination Committee of the Council of Governors (“the Committee”) considered the requirements for recruitment to this vacancy.					

The Committee noted Aly is an experienced and effective NED, whose professional medical qualification and practise as a GP has enabled him to provide a medical voice at the Board and to the Committees on which he sits, most notably the Quality Committee that he currently chairs and the People Committee of which he is a member. In view of the significant skills gap that Aly's departure will cause and the need for an expeditious recruitment campaign, the Committee recommended that this additional NED vacancy should be added to the campaign for a NED with a background in finance that is about to be launched in conjunction with the Associate NED with Research & Innovation experience.

With the recruitment being "like for like" and acknowledging the continuing need for the medical skill set being represented in the NED cohort it was not considered essential for pre-discussion at the Council of Governors that would otherwise happen in the case of a new role, such as the Associate NED.

As can be seen from the extract from the Constitution, below, the actual appointment can only be made by the Council of Governors approving it at a general meeting.

The Committee noted the plans already made for the governor-led recruitment to the "Finance" NED, and the Associate NED (Research & Innovation) vacancies previously agreed by the Council of Governors and recommended this "medical" NED vacancy should proceed alongside them. In order to meet the recruitment timetable the advertising of this vacancy has progressed alongside the other two, hence the recommendation in this paper being to ratify the Committee's recommendation to proceed. Importantly, the Council of Governors can be assured that the offers made to all three of the successful candidates will remain conditional upon its approval at the next meeting of the full Council of Governors on 11<sup>th</sup> February 2025.

### **Recommendation**

That the Council of Governors ratifies the addition to the current NED recruitment exercise of a "like for like" NED recruitment to replace Dr Aly Rashid, noting that the appointment of this additional candidate's appointment will be subject to the approval of the full Council of Governors.

### **For information**

Extract from the Trust's Constitution in connection with the appointment of non-executive directors.

17.14.2 The roles and responsibilities of the Governors (in addition to any roles and responsibilities set out elsewhere in this Constitution) are:

7.14.2.1 at a General Meeting:

- (a) to appoint or remove the Chair and the other Non-Executive Directors as further set out in the Standing Orders for the Council of Governors. The removal of the Chair or a Non-Executive Director requires the approval of three-quarters of the members of the Council of Governors.
- (b) to approve the appointment (by the Non-Executive Directors) of the Chief Executive as further set out in the Standing Orders for the Council of Governors.
- (c) to decide the remuneration and allowances, and other terms and conditions of office of the Non-Executive Directors.