

Council of Governors Remuneration and Nomination Committee

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|---|---|---|--------------------------------|--|---|
| Subject: | Re-appointment of two Non-Executive Directors | | Date: | 13 th August 2024 | |
| Prepared By: | Sally Brook Shanahan, Director of Corporate Affairs | | | | |
| Approved By: | Sally Brook Shanahan, Director of Corporate Affairs | | | | |
| Presented By: | Sally Brook Shanahan, Director of Corporate Affairs | | | | |
| Purpose | | | | | |
| The Council of Governors is invited to consider the recommendation from the Governors' Remuneration and Nomination Committee held on 24 th July 2024, for the reappointment of Barbara Brady and Manjeet Gill as Non-Executive Directors. | | | | 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 | Failure to achieve the Trust's financial strategy | | | | 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 | | | | | |
| Governors' Remuneration and Nomination Committee held on 24 th July 2024 | | | | | |
| Acronyms | | | | | |
| NED – Non-Executive Director OPEL 4 – Operational Pressures Escalation Level 4 | | | | | |
| Executive Summary | | | | | |
| <p>Non-executive directors are appointed and reappointed by the Council of Governors at a general meeting.</p> <p>By way of background both the Trust Constitution and NHSE Guidance is clear that NEDs will normally not be appointed for terms longer than 6 years except in "exceptional circumstances". At its meeting on 24th July 2024 the members of the Governor Remuneration and Nominations Committee discussed whether the Trust's current circumstances were such. Factors taken into consideration were the co-incidence of the change of Chair, the unplanned long-term absence of the Chief Executive for a period of at least six months and the need for Executive roles to be re-allocated resulting in an Acting Chief Executive, Acting Medical Director and Acting Deputy Medical Director all being new in place, were all influential. In addition, the increased and consistent pressures from Opel 4 (including full capacity protocol activation in mid-summer) combined with extreme financial pressures constituted exceptional circumstances that together could justify the renewals beyond six years.</p> | | | | | |

The Committee then went on to consider the merit of extensions to the terms of the two individuals.

On 30th September 2024, the tenure of Barbara Brady will come to an end after 6 years' service as a Non-Executive Director and Senior Independent Director. It was noted that 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. Barbara's breadth of knowledge regarding Public Health and the wider determinates of health inequalities ensures continued focus for the Board of Directors and Council of Governors in particular through her current role as chair of the Partnerships and Communities Committee. Barbara continues to provide wise and thoughtful counsel to the Acting Chair. Barbara has confirmed her willingness to continue in office and has had an outstanding appraisal.

On 31st October 2024, the tenure of Manjeet Gill will come to an end after 6 years serving as a Non-Executive Director. Manjeet has confirmed her willingness to continue in office and has had an outstanding appraisal. It was noted Manjeet is a highly experienced and effective NED who also has significant knowledge about the Trust's performance, quality imperatives, governance requirements and strategic priorities having been initially appointed in November 2018. Manjeet's breadth of knowledge regarding System working, health inequalities, diversity and inclusion ensures continued focus for the benefit of the Board of Directors. In addition Manjeet chairs the Audit and Assurance Committee. Manjeet has also confirmed her willingness to continue in office and has had an outstanding appraisal.

The proposals that the Governor Remuneration and Nomination Committee agreed to make to the Council of Governors are:

To re-appoint Barbara Brady for a period of one year to 30th September 2025, in line with section 8.6.3.4 of the Trust's Constitution (reproduced below).

To re-appoint Manjeet Gill for a period of one year to 30th November 2025, in line with section 8.6.3.4 of the Trust's Constitution.

Recommendations

The Council of Governors to acknowledge that the Trust's current circumstances are "exceptional" and exercise its discretion to re-appoint:

- Barbara Brady for a period of one year to 30th September 2025, and
- Manjeet Gill for a period of one year to 30th November 2025

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 process
- up to a maximum 9 years.