

To:	Trust Board
From:	Jayne Warner Trust Secretary
Date:	5 July 2016

Title:	Non Executive Director Roles						
Author/Responsible Director: Jayne Warner Trust Secretary							
Purpose of the Report: To ask the Board to support the revised arrangements for committee membership, Vice Chair and Senior Independent Director.							
The Report is provided to the Committee for:							
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Decision	X						
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Assurance	X						
Information							
Summary/Key Points:							
<p>The Board has a formally established committee structure to support it in meeting its duties. Each Committee is chaired by a Non Executive Director with Non Executive, Executive and Officer members.</p> <p>Following the appointment of the new Chair the opportunity has been taken to review the committee chair and membership arrangements for Non Executives.</p> <p>All committees will have at least three Non Executive members.</p> <p>Going forward all Non Executives will be members of the Remuneration and the Charitable Funds Committee. These committees will be chaired by the Trust Chair.</p> <p>Appendix 1 sets out the committee membership with effect from 1 July 2017.</p> <p>The Board are also asked to consider the arrangements for the Vice Chair and the Senior Independent Director. It is proposed that Mrs Owston be asked to continue in the role of Vice Chair to the end of her term of office.</p>							

It is proposed that Mrs Ponder be asked to take over in the role of Senior Independent Director.

Monitors Code of Governance for NHS Foundation Trusts which reflects the Combined Code of Governance for listed companies recommends the appointment of one of the Non Executive Directors as the Senior Independent Director (SID). The code states that;-

The Board of Directors should appoint one of the Non Executive Directors to be the Senior Independent Director, in consultation with the Council of Governors. As the Trust is currently not authorised as a Foundation Trust, voting members of the Board will be asked to determine the appointment of the Senior Independent Director.

The Senior Independent Director should be available to members if they have concerns, which contact through the normal channels of Chairman or Chief Executive has failed to resolve or for which such contact is inappropriate.

There will be no additional remuneration for the Senior Independent Director role for as long as ULH is an NHS Trust.

Recommendations: The Board are asked to approve

- the revised membership for Non Executives
- the proposal that Mrs Owston continue in the role of Vice Chair and
- the proposal that Mrs Ponder takes up the role of Senior Independent Director.

Strategic Risk Register - Yes	Performance KPIs year to date
Resource Implications (eg Financial, HR)	
Assurance Implications	
Patient and Public Involvement (PPI) Implications	
Equality Impact	
Information exempt from Disclosure	
Requirement for further review?	

	Audit and Risk Committee	Quality Governance Assurance Committee	Finance Service Improvement and Delivery Assurance Committee	Workforce and OD Assurance Committee	Charitable Funds Committee	Remuneration Committee
Dean Fathers Chair					CHAIR	CHAIR
Penny Owston Vice Chair	MEMBER V CHAIR	CHAIR			MEMBER V CHAIR	MEMBER V CHAIR
Gill Ponder Senior Independent Director			MEMBER	MEMBER V CHAIR	MEMBER	MEMBER
Tim Staniland	MEMBER	MEMBER V CHAIR	CHAIR		MEMBER	MEMBER
Geoff Hayward	CHAIR				MEMBER	MEMBER
Paul Grassby		MEMBER	MEMBER	MEMBER	MEMBER	MEMBER
Kate Truscott	MEMBER	MEMBER		CHAIR	MEMBER	MEMBER
Sarah Dunnett Commencing 1 July 2017		MEMBER	MEMBER V CHAIR	MEMBER	MEMBER	MEMBER