



Council of Governors

2 June 2015

Reappointment of the Chairman

The Chairman's current term of office, his first term of office, comes to an end on 31 December 2015. The Governors Nomination and Remuneration Committee has, therefore, carefully considered this matter.

The technical position concerning the reappointment of a Chairman, following their first term of office, is set out in the NHS Foundation Trust Code of Governance and in the STH Constitution. The relevant paragraphs are set out below:

The NHS Foundation Trust Code of Governance (Monitor)

These are set out at paragraph b.7.1 (page 34 of this document) as follows:

"In the case of reappointment of Non-Executive Directors, the Chair person should confirm to the Governors that following performance evaluation, the performance of the individual proposed for reappointment continues to be effective and to demonstrate commitment to the role. Any term beyond 6 years (e.g. x2 three year terms) for a Non-Executive Director should be subject to a particularly rigorous review and should take into account the needs of progressive refreshing of the Board. Non-Executive Directors may, in exceptional circumstances, serve longer than 6 years (e.g. x2 three year terms) following authorisation of the NHS Foundation Trust but this should be subject to annual reappointment. Serving more than 6 years can be relevant to the determination of a Non-Executive's independence."

STH Constitution

The Constitution states as follows at page 67, paragraph 4.6.2:

"The Chairman and Non-Executive Directors are appointed for a term of office of no more than 4 years, subject to reappointment. They may serve no more than 8 years or 2 consecutive full terms of office but the maximum tenure to be extended by annual reappointment in exceptional circumstances."

The Council of Governors will be aware that the Chairman's appraisal has been entirely satisfactory and the Nomination and Remuneration Committee has, therefore, agreed to formally recommend to the Council of Governors that the Chairman be reappointed for a second term without a competitive reselection process in line with the arrangements set out above.

The Council is requested, therefore, to ratify this recommendation.

George Clark
Vice-Chairman of the Governors Nomination and Remuneration Committee
24 April 2015