

Cover Sheet

Trust Board Meeting in Public: Wednesday 8 November 2023

TB2023.106

Title: Appointment of Vice-Chair and Senior Independent Director

Status: For Decision

History: Briefing paper considered by joint session of the Board Remuneration and Appointments Committee and the Governors Remuneration, Nominations and Appointments Committee on Wednesday 27 September

Board Lead: Trust Chair

Author: Dr Neil Scotchmer, Head of Corporate Governance

Confidential: No

Key Purpose: Policy

Appointment of Vice-Chair and Senior Independent Director

1. Purpose

- 1.1. This paper asks the Trust Board to approve the appointment of Ms Claire Flint to the role of Senior Independent Director.
- 1.2. It also noted that governors will be considering the Chair's recommendation that they appoint Ms Sarah Hordern to the role of Vice-Chair and asks them to confirm their support for this proposal.

2. Background

- 2.1. The Trust's Constitution makes provision for the appointment of both a Vice-Chair¹ and a Senior Independent Director.
- 2.2. The Senior Independent Director role is primarily concerned with the performance of the Chair. They act as a point of contact with the Board if governors have concerns which approaches through normal channels have failed to resolve or for which such normal approaches are inappropriate. They lead the appraisal process for the Trust Chair.
- 2.3. The Vice-Chair deputises for the Chair in the event of their absence or unavailability. The Trust's Constitution also states that the Appointment Panel for the Chair is chaired by the Vice-Chair of the Trust.
- 2.4. The Trust currently makes an additional responsibility payment of £3,500 to the Vice-Chair, the Senior Independent Director and the Chair of the Audit Committee. NHSE guidance is that such payments be made to a maximum of three individuals. Where multiple roles are held by a single individual this attracts only a single additional responsibility payment.
- 2.5. Currently both the role of Vice-Chair and Senior Independent Director are held by Ms Anne Tutt who is due to stand down from these roles at the end of her term of office as a non-executive director from December 2023.

3. Appointment Process for the Vice-Chair and Senior Independent Director

- 3.1. Under the Trust Constitution (para 26), the appointment of the Deputy Chair is made by the Council of Governors from amongst the non-executive directors.

¹ Note that the Trust's Constitution currently uses both the Deputy Chair and Vice-Chair titles interchangeably.

- 3.2. The Senior Independent Director is appointed by the Board of Directors in consultation with and with the agreement of the Council of Governors.
- 3.3. The factors to be considered in appointing to these roles were discussed jointly by Board members and governors at a joint session of the Board Remuneration and Appointments Committee and the Governors Remuneration, Nominations and Appointments Committee on Wednesday 27 September.
- 3.4. In advance of the 8 November meeting of the Board further consultation regarding proposed appointments will have take place through the Governors Remuneration, Nominations and Appointments Committee to seek views on these proposals.

4. Proposed Vice-Chair and Senior Independent Director Appointments

- 4.1. It is proposed that the Vice-Chair and Senior Independent Director roles now be separated. This shares the burden during a period of transition as the Trust Chair approaches the end of their second term of office.
- 4.2. It is recommended that the Board approve the appointment of Ms Claire Flint to the role of Senior Independent Director subject to consultation with governors and confirmation of their agreement as required by the Constitution. Consultation will take place through the Remuneration, Nominations and Appointments Committee and the full Council of Governors will be asked to confirm its agreement.
- 4.3. Ms Flint is currently serving her second term as a non-executive director which concludes in April 2025. She is a member of the Integrated Assurance Committee and the Chair of the Remuneration and Appointments Committee and acts as the Non-Executive Lead for Freedom to Speak Up. She also acts as a link non-executive director with the Governors Performance, Workforce and Finance Committee.
- 4.4. Governors will be considering a proposal from the Chair that Ms Sarah Hordern be appointed to the role of Vice-Chair. This does not formally require the approval of the Trust Board but the Board is asked to confirm that it supports this recommendation.
- 4.5. Ms Hordern is also serving her second term as a non-executive director which concludes in October 2025. She is currently a member of the Investment Committee, the Integrated Assurance Committee and the Remuneration and Appointments Committee
- 4.6. Ms Flint and Ms Hordern have confirmed that they would be willing to serve in these roles.

5. Recommendations

5.1. The Trust Board is asked to:

- **Approve** the appointment of Ms Claire Flint to the role of Senior Independent Director subject to confirmation of the support of the Council of Governors; and
- **Note** that the Council of Governors will consider a recommendation to appoint Ms Sarah Hordern to the role of Vice-Chair and **confirm** the Board's support for this recommendation.