

REPORT TO THE TRUST BOARD - PUBLIC
19 OCTOBER 2017

Title	Appointments of Non-Voting Board Members
Author	Keisha Ehigie, Trust Secretary
Accountable Executive Director	Mason Fitzgerald, Director of Corporate Affairs

Purpose of the Report:

To ask the Board to approve the appointments of the following roles as non-voting members of the Board:

- Director of Human Resources and Organisation Development
- Associate Medical Director for Quality
- Director of Integrated Care

The Board is asked to **RECEIVE** the report and **APPROVE** the appointments.

Summary of Key Issues:

With the emergence of Sustainability and Transformation Partnerships, there is a growing consensus within the NHS that more integrated models of care are required to meet the changing needs of the population. The Trust has also grown considerably in both income and scope of service provision. As such the Board needs to assure itself that it has the right level of input when key discussions and decisions are taking place.

The Chief Executive has undertaken a review of the capacity of the senior leadership team. This was also discussed with the Trust Chair and the Appointments and Remuneration Committee.

It is believed that the Board's debate would be improved by having the Director of Human Resources and Organisation Development, the Associate Medical Director for Quality, and the Director of Integrated Care at the table for Board discussions as non-voting Board members. This is in line with similar arrangements at other Foundation Trusts such as NELFT NHS Foundation Trust (three Health Economy Directors and the Deputy Medical Director) and Camden and Islington NHS Foundation Trust (Director of Integrated Care).

Strategic priorities this paper supports (Please check box including brief statement)

Improving service user satisfaction	<input type="checkbox"/>	By ensuring the Board has the right level of input during decision making, the quality of Board output will be improved thus ensuring a better provision of service.
Improving staff satisfaction	<input type="checkbox"/>	
Maintaining financial viability	<input type="checkbox"/>	

Committees/Meetings where this item has been considered:

Date	N/A
	N/A

Implications:

Equality Analysis	This report has not been equality assessed. Any equality implications will be addressed as part of the development of the initiative/project described.
Risk and Assurance	Any risks or assurance issues have been detailed within the paper.
Service User/Carer/Staff	Any impact is detailed within the paper.
Financial	Financial implications or risks are detailed within each section where appropriate.
Quality	The links to the Trust's Quality Improvement Strategy or any quality implications are detailed within each section.

1. Purpose of the Report

- 1.1 To ask the Board to approve the appointments of the Director of Human Resources and Organisation Development, the Associate Medical Director for Quality, and the Director of Integrated Care as non-voting members of the Board.

2. Background

- 2.1 The Board currently has eight voting Non-Executive Directors and seven voting Executive Directors, which is in line with NHSI guidance for the Non-Executive Directors to be greater in number than the Executive Directors.
- 2.2 No legal restriction is placed upon the number of non-voting executive directors who can attend NHS Trust Boards with this matter being left to the discretion of local Boards.
- 2.3 With the emergence of Sustainability and Transformation Partnerships, there is a growing consensus within the NHS that more integrated models of care are required to meet the changing needs of the population. The Trust has also grown considerably in both income and scope of service provision and the Chief Executive has undertaken a review of the capacity of the senior leadership team. As such the Board needs to assure itself that it has the right level of input when key discussions and decisions are taking place.
- 2.4 It is believed that this debate would be improved by having the Director of Human Resources and Organisation Development, the Associate Medical Director for Quality, and the Director of Integrated Care at the table for Board discussions as non-voting Board members. These roles are crucial to the Trust's emerging ambition of improving population health and being a system leader, and recognise the fundamental importance of quality and workforce in achieving this ambition.
- 2.5 This is in line with similar positions at other Foundation Trusts such as NELFT NHS Foundation Trust (three Health Economy Directors and the Deputy Medical Director) and Camden and Islington NHS Foundation Trust (Director of Integrated Care).
- 2.6 As non-voting Board members, they will not be statutory directors and therefore will not be part of the corporate or collective decision making of the Board, as only Executive and Non-executive Directors have a vote.
- 2.7 Similarly, as non-voting Board members, they will be listed as being "in attendance" at any meeting. This will mitigate the risk of Board decisions

being challenged on the basis that its collective decision making powers have been influenced on a material and/or regular basis by persons who have not been formally appointed as directors of the Foundation Trust. As non-voting Board members have no legal Board responsibilities, there will be no change to the job descriptions, which will remain the same.

2.8 This is in line with the Trust's Constitution which states:

The Trust may confer on senior staff the title "Director" as an indication of their responsibility within the Trust but such persons are not Directors of the Trust for the purposes of the 2006 Act ("statutory directors") unless they are a member of the Board of Directors and will not have the voting rights of statutory directors or any power to bind the Trust.

2.9 In keeping with the above, non-voting members are not listed in NHSI quarterly governance returns as they are not counted as statutory Board members.

3. Action being requested

3.1 The Board is asked to **RECEIVE** the report and **APPROVE** the appointment of the Director of Human Resources and Organisation Development, the Associate Medical Director for Quality, and the Director of Integrated Care as non-voting members of the Board.