

## **Council of Governors (in Public)**

### **Item 16.2**

**Subject:** Proposal to Amend Composition of NEDs Policy  
**Date of meeting:** 19<sup>th</sup> September 2023  
**Presented by:** Karan Wheatcroft, Director of Risk and Improvement  
**Purpose:** To Approve

#### **1. Executive Summary**

The purpose of this paper is to seek approval to make a number of amendments to the Trust's Composition of NEDs policy as detailed in Item 16.2b. The main changes are:

- To include an Associate Non Executive Director role as part of the NeXT Director Scheme as agreed through the Nomination and Remuneration Committee (NEDs).
- To update the Chair role and competencies to reflect national guidance.

#### **2. Background**

The policy has been reviewed and approved as part of the annual review of the Corporate Governance Manual.

#### **3. Recommendation**

The Council of Governors is asked to:

- (i) consider the review of the composition of the NEDs policy and approve the proposed changes.