

## Board of Directors (Public)

Item 19

**board  
report**

**Subject:** Certification of Independence of Mark Jones, Non Executive Director  
**Date of meeting:** 27<sup>th</sup> January 2015  
**Prepared by:** Lucy Lavan, Associate Director of Corporate Affairs  
**Presented by:** Lucy Lavan, Associate Director of Corporate Affairs

Data Quality Rating	BAF Ref	Impact on BAF Risk Rating
Bronze	3	None

### 1.0 Executive Summary

The NHS FT Code of Governance (Provision B1.1) requires that the Board determine whether each Non Executive Director (NED) is independent in character and judgement and whether there are relationships or circumstances that are likely to affect, or could appear to affect the Director's judgement.

The Board of Directors is asked to consider and confirm the independence of Mark Jones who was appointed as Non executive Director on 2<sup>nd</sup> December 2014.

### 2.0 Independence Criteria

**2.1** The following text is extracted from the Code of Governance, Provision B1.1:

"The Board should state its reasons if it determines that a director is independent notwithstanding the existence of relationships or circumstances which may appear relevant to its determination, including if the director:

- has been an employee of the NHS foundation trust within the last five years;
- has, or has had within the last three years, a material business relationship with the NHS foundation trust either directly, or as a partner, shareholder, director or senior employee of a body that has such a relationship with the NHS foundation trust;
- has received or receives additional remuneration from the NHS foundation trust apart from a director's fee, participates in the NHS foundation trust's performance-related pay scheme, or is a member of the NHS foundation trust's pension scheme;
- has close family ties with any of the NHS foundation trust's advisers, directors or senior employees;

- holds cross-directorships or has significant links with other directors through involvement in other companies or bodies;
- has served on the board for more than six years from the date of their first appointment; or
- is an appointed representative of the NHS foundation trust's university medical or dental school “

**2.2** Mark Jones has completed a signed self -declaration of the above checklist which invited him to note any issues that the Board may wish to consider in relation to his independence. No issues were highlighted.

### **3.0 Recommendation**

The Board is asked to :

- i) consider any issues raised by members of the Board in relation to the above criteria and to certify, with reasons, that Mark Jones is independent
- ii) support the continued process of annual self-declaration by all Non Executive Directors to inform the required disclosures within the annual report.