

Council of Governors (in public) **Item 9.9**

Subject: Appointment to the roles of Senior Independent Director and Non-Executive Lead for FTSU
Date of meeting: 12th March 2019
Prepared by: Lucy Lavan, Director of Corporate Affairs
Presented by: Neil Large, chairman

1. Executive Summary

Marion Savill currently holds the role Senior Independent Director and is also the designated Non- Executive Lead for Freedom to Speak Up (FTSU). She will retire from her position as Non-executive Director on 30th April 2019.

It is therefore necessary to appoint a non-executive director (NED) as Senior Independent Director, in accordance with the procedure laid out in Paragraph 24 of the Trust's constitution. This paper sets out the procedure to be followed for this appointment and sets out the Board's recommendation for review and approval by the Council of Governors.

The Council of Governors is also asked to note a recommendation in relation to designation of the role of NED Lead for FTSU.

2. Senior Independent Director (SID)

The Trust's constitution (para 24) states that the Board of Directors may appoint a NED as Senior Independent Director and that the appointment shall require the approval of the Council of Governors.

The role of the Senior Independent Director is to act as the point of contact with the Board of Directors if governors have concerns for which approaches through normal channels have failed to resolve or for which such approaches are inappropriate. The SID also acts as the point of contact with the Board of Directors for governors when they discuss the chair's annual performance appraisal.

3. NED Lead for FTSU

The Trust's Freedom to Speak Up Policy requires a designated NED Lead for FTSU. The responsibilities required of this role are set out in national guidance https://improvement.nhs.uk/documents/2468/Freedom_to_speak_up_guidance_May2018.pdf

In summary, the NED Lead's responsibilities include:

- Ensuring they are aware of latest FTSU guidance;

- Holding the CEO and executive lead for FTSU to account for implementing the FTSU strategy;
- Role modelling high standards of conduct around FTSU;
- Acting as an alternative source of advice for the FTSU Guardian; and
- Overseeing speaking up concerns that involve Board members.

The Trust's FTSU Policy (Para 7 – Who Should I raise my concern with?) makes reference to '*the Senior Independent (Non Executive) Director*'. This text will be amended to read: '*our non-executive director with responsibility for FTSU*'.

4. Recommendations

The Chair has been liaising with the NEDs to consider the options for these roles which best meet the organisation's needs and NEDs' personal development, and has discussed the positions with individual NEDs.

The Chair has recommended that Julian Farmer be appointed as SID for the remainder of his term of office (ends 31.5.21). It is recommended that Julian Farmer takes on this role with immediate effect, following and subject to approval by both the Board of Directors (5.2.19) and the Council of Governors (12.3.19) in order to begin the process with Governors for the Chair's 2018/19 annual appraisal.

The Chair has recommended that the role of Non-Executive Lead for FTSU is fulfilled by Mark Jones with effect from 1st May 2019.

There will be no additional remuneration or allowance in respect of either role.

In summary, it is recommended that the Council of Governors:

- i) Approves the appointment of Julian Farmer as Senior Independent Director with immediate effect (from 12th March 2019) for the remainder of his term of office;
- ii) Notes the appointment of Mark Jones as NED Lead for Freedom to Speak Up with effect from 1st May 2019 - the Trust's Freedom to Speak Up Policy will be amended as specified in Para 3 above.