

East Midlands Ambulance Service Miss



NHS Trust

Paper No. PB/12/39 **Time Required** 5 minutes

PUBLIC BOARD OF DIRECTORS' MEETING Report to:

Date: 19 March 2012

Subject:	Appointment of Deputy Chairman and Senior Independent Director
Report by:	David Farrelly, Director of Transformation & Strategy

Purpose of Report

The Trust is required to appoint a Non-Executive Director as Deputy Chairman to enable proceedings in the absence of the Chairman. The Board is also required to appoint a Senior Independent Director which may be the same person albeit providing a different role.

The Trust Remuneration Committee met on 20 February 2012 and agreed that Gary Austin, Non-Executive Director (NED) would be appointed as Deputy Chairman in the Chairman's absence.

The Remuneration Committee also agreed that Gary Austin would take on the additional role of Senior Independent Director. Further information regarding the role specification is included.

The Board are asked to ratify this appointment.

Implications:

Quality (including Patient Safety, Staff Safety, Dignity and Patient Experience)					
Considered but none apparent at this time					
Human Resources including Equality					
Considered but none apparent at this time					
Legal					
Considered but none apparent at this time					
Policy					
Considered but none apparent at this time					
Financial (including any funding requirements)					
Considered but none apparent at this time					
Media/Communications					
Considered but none apparent at this time					

Details of any identified risk(s):	Risk Assessment					
	Consequence (A)	Likelihood (B)	Score (A x B)			
Details of mitigation of identified risk(s):						
This paper links to the following Trust						
Strategies:						
This paper links to the following						
Strategic Objectives:						

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The Trust Board is asked to appoint G	ary Austin as Deputy Chairman and	Senior Independent
Director.		
Management of Item (delete tick boxes as appropriate)	PMO: Level 1 Level 2 V	Function 🗹



Role Specification – Deputy Chairman/Senior Independent Director

Background

Paragraph 23 of the Constitution for East Midlands Ambulance Service NHS Trust, confirms that the Board of Directors shall appoint one of the Non-Executive Directors as Deputy Chairman.

The Standing Orders (A6 8.0 Role of the Chairman) of the Trust's Council of Governors describes the role of the Deputy Chairman in relation to the meetings of the Council of Governors, and which confirms that:

If the Chairman is absent from the meeting or is absent temporarily on the grounds of a declared conflict of interest, the Deputy Chairman shall preside and shall have a casting vote in accordance with the Constitution.

The Standing Orders of the Trust's Board of Directors also confirms that:

For the purpose of enabling the proceedings of the Trust to be conducted in the absence of the Chairman, the Chairman of the Trust in consultation with the Council of Governors may appoint a Non-Executive Director from amongst them to be Deputy Chairman for such a period, not exceeding the remainder of his term as Non-Executive Director of the applicant NHS Trust, as the Chairman may specify on appointing him.

The Constitution (A5 6.0 Roles and Responsibilities) outlines the powers of the Deputy Chairman to be:

Where the Chairman has died or has otherwise ceased to hold office, or where he has been unable to perform his duties as Chairman owing to illness, conflict of interest or any other cause, the Deputy Chairman shall act as Chairman until the new Chairman is appointed or the existing Chairman resumes his duties, as the case may be, and references to the Chairman in these Standing Orders shall, so long as there is no Chairman able to perform his duties, be taken to include references to the Deputy Chairman. Where both the Chairman and Deputy Chairman are unable to perform their duties owing to illness, conflict of interest or any other cause, another Non-Executive Director as may be appointed by the Board of Directors shall act as Chairman.

The NHS Foundation Trust Code of Governance (the Code) published by Monitor in October 2006, describes the role of the Senior Independent Director (SID).

The Code states that the Board of Directors should appoint one of the independent Non-Executive Directors to be the Senior Independent Director (SID) in consultation with the Council of Governors. The SID should be available to members and Governors if they have concerns which contact through the normal channels of Chairman, Chief Executive or Finance Director has failed to resolve, or for which such contact is inappropriate. The SID could be the deputy Chairman.

The Code also describes other functions that should be undertaken by the SID:

- The Board of Directors should meet without the Chairman at least annually to evaluate the Chairman's performance as part of a process which should be agreed with the Council of Governors for appraising the Chair and on such other occasion as are deemed appropriate;
- The Chairman (and the SID and other Directors as appropriate) should maintain sufficient contact with Governors to understand their issues and concerns.



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Monitor has further clarified the role of the SID in the publication 'Summary of Consultation Responses – the NHS Foundation Trust Code of Governance'.

- The advantages of the SID largely apply to the Council of Governors. It is a statutory requirement of the Chairman of the Board of Directors to preside at the meetings of the Council of Governors. The SID provides a route whereby concerns of the Council of Governors, about the performance of the Chair or the Trust, can be expressed if it is not appropriate or practical to express these concerns to the chair.
- In our view, the SID should be appointed by the Board of Directors in consultation with the Governors. It is important that the SID is seen to be independent of the Chair and should not therefore be appointed by the Chair.

The document also clarifies the role of the SID in evaluating the Chairman:

Notwithstanding that the Council of Governors should be involved in the evaluation process, we believe that, as Governors cannot as of right attend the meetings of the Board of Directors to evaluate the performance of the Chair, the Governors should bear in mind the desirability of using the SID to lead the Non-Executive Directors in the evaluation of the Chairman.

Requirements on the Vice Chair

The Trust would expect the Deputy Chair to attend sufficient Council of Governor meetings (by invitation of the Governors) to familiarise him/herself with matters being discussed, so that the Chair's absence he/she can preside effectively.

Role of the Senior Independent Director

In order to fulfil the role of the SID, the Non-Executive Director will need to become more involved in the work of the Council of Governors. Firstly, to ensure that governors recognise and have confidence in the knowledge and ability of the SID and to understand Governors' issues and concerns that may be raised through Council of Governors meetings.

The SID will also need to understand and be able to apply the appraisal system agreed with the Council of Governors.

Requirements on the SID

The Trust would expect the SID to attend sufficient Council of Governor meetings (by invitation of the Governors) in order to develop an effective working relationship with Governors.