

Committee / Meeting Title:	Board Meeting - Part 1 (Public)
Date of Meeting:	07 December 2022
Agenda Number:	6
Agenda Item Title:	Board of Directors – Board and Committee Membership and Designations
Presenting Officer:	John Goulston, Trust Chair
Action – this paper is for:	<input type="checkbox"/> Decision <input checked="" type="checkbox"/> Information <input type="checkbox"/> Assurance

What is the purpose of the paper and the ask of the committee or board?

(include reference to any prior board or committee review) Has the paper been to any other committee?

This paper provides an update following recent changes to the executive directors' portfolios. This report presents the proposal for Board membership and Non-Executive Director and Executive Director responsibilities with the required approval where appropriate. The paper also presents proposals for Board recommendation to the Council of Governors as necessary.

Summary of key points

Proposal and/or recommendation to the committee or board

To note the report.

If this paper relates to a proposed change linked to any of the below, have you completed an equality analysis for this paper?

National guidance or legislative change, organisational or system redesign, a significant impact to patients, local policy or procedural change, local impacts (service or system) or a procurement process.

You can find out more about EAs here on [flo](#)

If not, describe any equality and diversity issues that may be relevant.

Protected characteristics are: age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race, religion or belief, sex and sexual orientation.

☐ Yes (please attach)

☒ No
(please provide a summary of the protected characteristic highlights in your paper)

Highlights relating to protected characteristics in paper			
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BOARD OF DIRECTORS – BOARD AND COMMITTEE MEMBERSHIP AND DESIGNATIONS

1. Introduction

The Constitution of Kent Community Health NHS Foundation Trust (the Trust) sets out the composition and makeup of the Board of Directors (the Board) both in terms of Executive and Non-Executive Directors roles. In addition, there are several other roles which are either required by Trust regulators or recommended as part of a system of good governance.

As the Board members are fully aware, there have been several changes to the membership of the Board over the past year. In concert with this, further changes have been signalled and proposed for consideration.

This paper provides an update following the recent changes of the executive directors' portfolios which were approved by the Remuneration Committee on 11 November 2022. The report from the Chief Executive to the Remuneration Committee followed on from the external review of executive portfolios. The Chief Executive has also reviewed and triangulated against the delivery of key priorities required by national, regional, newly legislated integrated care boards, health and care partnerships and KCHFT organisational priorities.

This report presents the proposal for Board membership and Non-Executive Director and Executive Director responsibilities with the required approval where appropriate. The paper also presents proposals for Board recommendation to the Council of Governors as necessary.

2. Board Membership

The Constitution sets out that the Board is made up of a Non-Executive Chair, up to a maximum of seven Non-Executive Directors and up to a maximum of seven Executive Directors.

Non-Executive Directors (From 1 February 2022)	Executive Directors (As at 21 November 2022)
John Goulston, Chair	
1. Pippa Barber	1. Mairead McCormick, Chief Executive
2. Peter Conway	2. Pauline Butterworth, Deputy Chief Executive & Chief Operating Officer
3. Nigel Turner	3. Gordon Flack, Chief Finance Officer (CFO)
4. Paul Butler	4. Sarah Phillips, Chief Medical Officer (CMO)

5. Karen Taylor	5. Mercia Spare, Chief Nursing Officer
6. Kim Lowe	6. Victoria Robinson-Collins, Chief People Officer (CPO)
7. vacancy	
Non-voting board member	Non-voting board members
Razia Shariff, Associate Non-Executive Director	Ali Carruth, Director of Health inequalities & Prevention
	Chief Allied Health Professions Officer (new post to be recruited to)

The Director of Communications will report to the Chief Executive and attend Board development sessions.

A Director of Corporate Governance will be appointed and report to the Deputy Chief Executive.

The posts of Director of Strategy & Partnerships and Director of Corporate Services have been removed.

The Trust Constitution sets out that “In the event that the number of Non-Executive Directors (including the Chair) is equal to the number of Executive Directors, the Chair (and in his absence, the Deputy Chair), shall have a second or casting vote at meetings of the Board of Directors in accordance with the Standing Orders for the Board of Directors.” (paragraph 8.8)

Also, that there shall be a majority of NEDs including the chair (paragraph 8.10.2).

3. Membership of Board Committees

3.1 From **December 2022**, the membership of Board Committees is set out in table 1 below. Changes since November 2022 are shown in red font.

Table 1 - Membership of Board Committees from 1 December 2022

Board member	Audit & Risk Committee (2 NEDs required for quoracy)	Charitable Funds Committee (1 NED required for quoracy)	Finance Business & Investment Committee (2 NEDs required for quoracy)	Quality Committee (2 NEDs required for quoracy)	Strategic Workforce Committee (2 NEDs required for quoracy)	Remuneration and Terms of Service Committee
Pippa Barber	Member			Chair		Member
Peter Conway	Chair		Member			Member
Nigel Turner	Member	Chair			Member	Member
Paul Butler			Chair	Member		Member
Karen Taylor				Member	Member	Member
Kim Lowe			Member		Chair	Member
Razia Shariff		Member		Member		Attends but not a member
Sarah Phillips			Member	Member		
Pauline Butterworth	Attends but not a member of ARC		Member	Member		
Mercia Spare		Member		Member	Member	
Victoria Robinson-Collins		Member			Member	
Gordon Flack	Attends but not a member of ARC		Member		Member	
Ali Carruth				Member		

- 3.2 Executive directors will utilise their deputies where necessary to ensure attendance and utilise specific expertise.
- 3.3 As part of good governance, all non-executive directors, the Chair and the Chief Executive are encouraged to attend at least one meeting per year of the Board Committees that they are not formal members of.

4. Chairs and Deputies of Board Committees

- 4.1 As detailed in Table 1, each of the Board committees has a chair. In the interests of good governance, each committee should also have a deputy chair. Table 2 proposes deputy chair for each Board committee. This will be reviewed on an annual basis in order to ensure that we take account of succession planning. There are no changes from the previous report.

Table 2 - Chairs and Deputy Chairs of Board Committees

Committee	Chair	Deputy Chair
Audit and Risk	Peter Conway	Pippa Barber
Finance Business and Investment	Paul Butler	Kim Lowe
Charitable Funds	Nigel Turner	Razia Shariff
Quality	Pippa Barber	Karen Taylor
Strategic Workforce	Kim Lowe	Nigel Turner
Remuneration	John Goulston	Pippa Barber

- 4.2 The Remuneration Committee will continue to be chaired by the Chair of the Trust with the Senior Independent Director as the Deputy Chair of the Committee. Where the Chair proposes an agenda item to the Committee e.g. salary change or appraisal of the Chief Executive, the Deputy Chair of the Committee will chair the relevant item.

5. Other Non-Executive Board Leadership responsibilities

There have been no changes from 1 April to the other Non-Executive board leadership responsibilities. Thus section 5 of this paper is unchanged from April 2022. For completeness, section is repeated below.

5.1. Deputy Chair and Senior Independent Director

Paragraph 13.1 of the Trust's Constitution states that "The Council of Governors at a formal meeting of the Council of Governors shall appoint one of the Non-Executive Directors as a Deputy Chair for such period not exceeding their term of office as a Non-Executive Director, as the Council of Governors may specify on appointment."

Deputy Chair means the Non-Executive Director appointed by the Council of Governors to take on the Chair's duties in accordance with paragraph 13.2 of the Constitution if the Chair is absent for any reason.

The Council of Governors at its meeting on 21 March 2022 approved the continued appointment of Peter Conway as Deputy Chair of the Trust. Peter is also the Chair of the Audit and Risk Committee. The Chair proposes that Peter Conway continues as Deputy Chair.

The Senior Independent Director is appointed by the Council of Governors. The Council of Governors on 21 March 2022 approved the appointment of Pippa Barber as Senior Independent Director.

5.2. Non-Executive Director Champion roles

In addition to the responsibilities in table 2 and excluding the Vice Chair and the Senior Independent Director; there are the following assigned NED lead roles / responsibilities:

- Staff Health & Wellbeing – Kim Lowe
- Freedom to Speak Up – Karen Taylor
- Security Management - Paul Butler

In addition, under the 2003 'Maintaining High Professional Standards in the modern NHS: A Framework for the Initial Handling of Concerns about Doctors and Dentists in the NHS' and the associated Directions on Disciplinary Procedures 2005, there is a requirement for chairs to designate a NED member as "the designated member" to oversee each case to ensure momentum is maintained. There is no specific requirement that this is the same NED for each case. The framework was issued to NHS foundation trusts as advice only. Kent Community Health NHS Foundation Trust follows the framework.

The above arrangements reflect the new guidance issued by the NHS in December 2021 on NED champion roles ("A new approach to Non-Executive director champion roles" December 2021 - https://www.england.nhs.uk/wp-content/uploads/2021/12/B0994_Enhancing-board-oversight-a-new-approach-to-non-executive-director-champion-roles_December-2021.pdf). This guidance sets out a new approach to ensuring board oversight of important issues by discharging the activities and responsibilities previously held by some NED champion roles, through committee structures. It also describes which roles should be retained and provides further sources of information on each issue.

Table 3 – Committee leadership roles

Role	Committee	Guide suggests
Hip fractures, falls and dementia	Quality	Quality
Palliative and end of life care	Quality	Quality
Resuscitation	Quality	Quality
Learning from deaths	Quality	Quality
Health and safety	Audit and Risk	Quality
Safeguarding	Quality	Quality
Safety and risk	Audit and Risk	Quality
Lead for children and young people	Quality	Quality
Counter fraud	Audit and Risk	Audit and Risk
Emergency preparedness	Audit and Risk	Audit and Risk
Procurement	Finance	Finance
Cyber security	Audit and Risk	Finance/ Board
Security management – violence and aggression	Workforce	Workforce

Health and Safety and safety and risk currently are led by the Audit and Risk Committee which already has an effective link to the corporate assurance management arrangements. It is not therefore proposed to change this arrangement.

Similarly, cyber security is effectively overseen by the Audit and Risk Committee and whilst the Finance, Business and Investment Committee oversees digital, the risk component sits best with Audit and Risk.

6. Non-Executive Director Terms of Office

The Council of Governors on 20 July 2022 approved the extension of Pippa Barber's term of office by 2 years to 30 November 2024. The terms of office for the Non-Executive Directors are detailed in table 4 below.

Table 4 - terms of office for the Non-Executive Directors

First name	Surname	Start date	(Re) Appointment to the Board	Period of appointm't	End date appointm't
Peter	Conway	01/03/2015	01/04/2021 (R2)	3 years	31/03/2024
Pippa	Barber	01/12/2016	01/12/2022 (R2)	2 years	30/11/2024
Nigel	Turner	01/10/2018	01/10/2021 (R)	3 years	30/09/2024
Paul	Butler	01/03/2020		3 years	28/02/2023
Karen	Taylor	01/02/2022		3 years	31/01/2025
Kim	Lowe	01/02/2022		3 years	31/01/2025
John	Goulston	01/11/2018	01/11/2021 (R)	3 years	31/10/2024
Associate NED Razia	Shariff	01/02/2022		2 years	31/01/2024

NB R – reappointed to the Board of Directors by the Council of Governors for a second term of 3 years. Non-Executive Directors and the Chair can stand for two 3-year terms of office and be offered up to a further 3 years by the Council (R2). The maximum term for a NED is 9 years.

Appointments of Non-Executive Directors are the responsibility of the Council of Governors. The Council of Governors has formed the Nominations Committee to consider the appointment and re-appointment of Non-Executive Directors and make recommendations to the Council.

7. Associate Non-Executive Director

Following the NED recruitment process in the autumn of 2021, the Council of Governors approved the appointment of Razia Shariff as an Associate Non-Executive Director from 1 February 2022. The appointment is to support succession planning and add to the diversity of thinking on the Board of Directors. An Associate NED provides additional support to the Board and constructively challenges the Trust's ambitious vision for integrated care focused on improved public health outcomes, both in terms of strategy and successful execution of service change. The Associate NED role is used successfully in the NHS to support Board succession strategy and achieving a balance of

Board level skills. Associate Non-executive directors cannot participate in any formal vote at Board.

8. Recommendations and next steps

The Board is asked to approve:

- i. The Non-Executive and Executive Director membership of committees as set out in Table 1 effective from 1 December 2022
- ii. The changes to the executive directors' designations following the approval of the Remuneration committee.

Next steps

The Board is asked to note:

- the composition of the Board and its voting membership as set out in section 2.
- that a Chief Allied Health Professions Officer and a Director of Corporate Governance will be appointed.
- Executive Directors' substructures will be realigned by the end of December 2022.
- Executive Directors' objectives to be worked through by the end of December 2022.
- Appraisals – a new process will be in place for executive directors for February 2023.
- An external well led review is currently taking place. The report will be presented to the Board of Directors and then to the Council of Governors in early 2023. Any changes to board designations and or committee membership following the well led review will be proposed to the Council of Governors or the Board of Directors depending on the nature of any proposed change.

25 November 2022

Chair, John Goulston

Chief Executive, Mairead McCormick

Kent Community Health NHS Foundation Trust