Ashford and St. Peter's Hospitals NHS
NHS Trust

COUNCIL OF GOVERNORS
1st December 2010

TITLE	**APPOINTMENT OF KEY GOVERNANCE ROLES :**
EXECUTIVE SUMMARY	The Constitution lays out a number of key governance roles. The Trust has developed a Foundation Governance Framework which explains key roles and high-level responsibilities. 2 key roles are detailed: Deputy Chairman- appointed by the Council of Governors Senior Independent Director (SID) appointed by the Board of Directors
The Council is asked to:	Discuss the report
Submitted by:	Jane Gear Head of Corporate Affairs On behalf of Aileen McLeish Chairman
Date:	13th November 2010
Decision:	To approve the appointment of the Deputy Chairman To note the appointment of the Senior Independent Director

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APPOINTMENT OF KEY GOVERNANCE ROLES

1 **Background**

The Trust has developed a Foundation Trust Governance Framework that has been included within the Council of Governors' Resource Folder.

This sets out various roles and relationships including

- The role of the Board
- The role of the Council
- How the two interrelate
- The role of the Chairman and the Chief Executive

It also defines the roles of the Deputy Chair and Senior Independent Director (SID) as follows:

Role Outline : Deputy Chairman

The "Deputy Chairman" means the Non-Executive Director appointed by
. the Council of Governors to take on the Chairman's duties if the Chairman is absent for any reason.

The Deputy Chairman will deputise for and support the Chairman in respect of the authorities and responsibilities conferred or delegated to the Chairman by the Board, as set out in the Chairman's Role outline, and any other authority or responsibility that the Board, the Constitution or Terms of Authorisation, from time to time, confer. This would include chairing a Council meeting if the Chairman could not be present.

Role outline -Senior Independent Director (SID)

The NHS Foundation Trust Code of Governance published by Monitor states that Foundation Trust Boards should appoint one of the independent Non Executive Directors to be the Senior Independent Director, in consultation with the Governors.

The Senior Independent Director 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 Council of Governors is responsible for agreeing the process for the evaluation of the Chairman and Non-Executive Directors, with the Chairman and Non-Executive Directors. The Code of Governance recommends that, led by the SID, the Non-Executive Directors should meet without the Chairman present at least annually to evaluate the Chairman's performance.

Main responsibilities

1. To maintain regular contact with the Council of Governors to properly understand their issues and concerns

2. To be available to Governors and Members if they have concerns

about the performance of the Board of Directors, compliance with the Terms of Authorisation or the welfare of the Trust which contact through the normal channels of Chairman, Chief Executive or Finance Director has failed to resolve, or for which such contact is inappropriate.

3. Where possible, to resolve any such disagreements between the Council of Governors and Trust Board of Directors.

4. In accordance with the process agreed between the Chair and Council of Governors, to lead, together with the Lead Governor, the process for evaluating the performance of the Chair, and to lead a meeting of the Non-Executive Directors at least annually without the Chair to evaluate the Chair's performance.

2 Proposal

The Chairman has consulted with the Board regarding the appointment of the SID and Deputy Chairman and :-

Recommends that Philip Beesley be appointed as Deputy Chairman. (pen portrait attached)

Peter Taylor should undertake the role of Senior Independent Director

3 RECOMMENDATION

The Council:-

APPROVE the recommendation that Philip Beesley be appointed Deputy Chairman

And

NOTE the appointment of Peter Taylor as the Senior Independent Director

Jane Gear
Head of Corporate Affairs

Professor Philip Beesley, Non-Executive Director

Professor Philip Beesley is Dean of Science and Professor of Molecular Neuroscience at Royal Holloway, University of London in Egham. By training, Philip is a biological scientist specialising in neuroscience and has been closely involved in the development of biomedical science at Royal Holloway and in the development of collaborative work with St. George's University of London (from where the Trust receives a number of medical students) and Kingston University. In his role as Dean of Science Philip is responsible for managing the seven Science Departments at Royal Holloway and is a member of the College's Senior Management Team. Phillip took up his appointment at the Trust in July 2008.

Philip chairs the Integrated Governance and Assurance Committee and the Clinical Excellence Awards Committee. Phillip is also a member of Foundation Trust Project Board.

Peter Taylor, Non-Executive Director

Peter Taylor worked until recently with the South East England Development Agency, responsible for supporting small and medium size enterprises and promoting manufacturing and innovation. As an advisor to many industries he has an extensive knowledge of marketing, new product development and lean enterprise techniques. Peter has also held General Management and Marketing Director roles at companies such as Unipart , The Rank Organisation, Grand Metropolitan (now Diageo) and Cadbury Schweppes. He is a member of Runnymede Borough Council and sits on the Economic Development and Corporate Management Committees.

Peter started as a Non Executive in July 2008 and chairs the Remuneration Committee and is a member of the Finance and Audit Committees at Ashford and St. Peter's.