

COUNCIL OF GOVERNORS' MEETING

9 February 2017

Paper Title:	Non-Executive Director Re-appointment Confirmation by written resolution
Lead Director:	Michael Smith, Chair
Paper Author:	Paul Hogg, Trust Secretary
Agenda Item:	8
Presented For:	Information

1. PURPOSE OF THIS PAPER:

The purpose of this paper is to note the written resolution that was approved by a majority of Governors regarding the re-appointment of Mr David Banks for a second term of office as a Non-Executive Director of Bradford District Care NHS Foundation Trust. The re-appointment was for a second three year term, commencing 1 December 2016.

2. BACKGROUND

It came to light that the period of Mr Banks' first appointment made by the NHS Trust Development Agency (NTDA) expired on 30 November 2016 (and not 30 November 2017 as recorded at the Council of Governors meeting in May 2015).

During November, the Board and Council of Governors' Nominations Committees met to discuss the issue and both recommended approval of his re-appointment by the Council of Governors, by written resolution (see Appendix 1).

The Trust wrote to all Governors via email on 21 November 2016 seeking approval of the following resolution:

Written Resolution

That the Council of Governors:

- ***Approves the re-appointment of Mr David Banks as a Non-Executive Director for a second three year term, commencing on 1 December 2016.***

The Trust received 19 responses from Governors in favour of adopting the written resolution and none against. Governors were informed of the decision in the Friday Folder on 2 December 2016.

3. RECOMMENDATIONS

That the Council of Governors:

- notes the approval of this written resolution in line with the FT Constitution.

Extract from Constitution - Written Resolutions

Annex 6 of the Standing Orders of the Council of Governors, section 4.9 states that:

4.9 Written Resolutions

4.9.1 The Council may use the process for adopting a written resolution set out in this paragraph 0 to enable them to transact business between meetings of the Council. The process for adopting a written resolution shall not be used to replace meetings of the Council.

Proposing written resolutions

4.9.2 At the Chairman's request, the Secretary shall propose a written resolution to the Governors.

4.9.3 A written resolution is proposed by giving notice of the proposed resolution to the Governors. Such notice shall stipulate:

- (a) The proposed resolution; and*
- (b) The long-stop date by which the written resolution is to be adopted, which shall be not less than ten (10) days from the date the written resolution is dispatched by the Secretary.*

4.9.4 Notice of a proposed written resolution must be given in writing to each Governor. Notice by email or post is permitted.

Adopting written resolutions

4.9.5 A proposed written resolution shall be adopted when it has been signed and returned to the Secretary by email or post by a majority of the Governors. Where a Governor returns the proposed written resolution to the Secretary by email, the written resolution shall be deemed to have been duly signed by the relevant Governor even in the absence of a physical signature.

4.9.6 For the avoidance of doubt, the proposed written resolution shall lapse if it has not been signed and returned by the requisite number of Governors pursuant to paragraph 0 above, by the longstop date.

4.9.7 If a written resolution is adopted, it shall be:

- (c) reported to the next meeting of the Council; and*
- (d) treated as if it was a decision taken at a Council meeting in accordance with these Standing Orders.*

4.9.8 The Secretary shall ensure that the Trust keeps a record, in writing, of all written resolutions for at least six (6) years from the date of their adoption.