

Item 3.vi Appendix A: Extract from Constitution

12 Board of Directors

12.1 The Trust is to have a Board of Directors. It is to consist of Executive and Non-executive Directors.

12.2 The Board of Directors is to include:

12.2.1 the following Non-executive Directors:

12.2.1.1 a Chairman, who is to be appointed (and removed) by the Council of Governors in a General Meeting

12.2.1.2 not more than six other Non-executive Directors who are to be appointed (and removed) by the Council of Governors in a General Meeting;

in each case subject to the approval of a majority of the Council of Governors (in the case of an appointment) present and voting at the meeting, and a three-quarters majority of all of the members of the Council of Governors (in the case of a removal) present and voting at the meeting;

12.2.2 the following Executive Directors:

12.2.2.1 a Chief Executive (who is the accounting officer), who is to be appointed (and removed) by the Non-executive Directors, and whose appointment is subject to the approval of a majority of the members of the Council of Governors present and voting at a meeting of the Council of Governors

12.2.2.2 a Finance Director, a registered medical practitioner or a registered dentist (within the meaning of the Dentists Act 1984), a registered nurse or registered midwife, and not more than two other Executive Directors, all of whom are to be appointed (and removed) by a committee consisting of the Chairman, the Chief Executive and the other Non-executive Directors

12.2.2.3 The number of Executive Directors must not exceed the number of Non-executive Directors (excluding the Chairman).

12.3 The Board of Directors shall elect one of the Non-executive Directors to be Deputy Chairman of the Board of Directors. If the Chairman is unable to discharge their office as Chairman of the Trust, the Deputy Chairman of the Board of Directors shall be acting Chairman of the Trust.

12.4 Only a member of a public constituency of the Council of Governors or an individual exercising functions for a University providing a medical or dental school to a hospital of the Trust is eligible for appointment as a Non-executive Director.

12.5 Non-executive Directors are to be appointed by the Council of Governors using the following procedure.

- 12.5.1 The Council of Governors will maintain a policy for the composition of the Non-executive Directors which takes account of the membership strategy, and which they shall review from time to time and not less than every three years
- 12.5.2 Appropriate candidates will be identified by a Nominations Committee which will include the Chairman, ~~the Chief Executive~~, and at least one Non-executive Director. The Nominations Committee will take account of the policy maintained by the Council of Governors and the skills and experience required.