

**Agenda item 6.i**

<b>Report to:</b>	<b>Extraordinary Council of Governors Board of Directors</b>	<b>Date: 12 December 2024 Date: 09 January 2025</b>
<b>Report from:</b>	<b>Associate Director of Corporate Governance</b>	
<b>Principal Objective/ Strategy and Title:</b>	<b>GOVERNANCE Constitutional Update – Changes in the number of Executive Directors and Non-Executive Directors on the Trust Board of Directors (For a 6-month period from December 2024)</b>	
<b>Board Assurance Framework Entries:</b>	<b>None</b>	
<b>Regulatory Requirement:</b>	<b>National Health Service Act 2006</b>	
<b>Equality Considerations:</b>	<b>None believed to apply</b>	
<b>Confidentiality Level and Reasons:</b>	<b>Not Confidential</b>	
<b>Key Risks:</b>	<b>None</b>	
<b>For:</b>	<b>Approval</b>	

**1 Purpose**

- 1.1 To present changes to the Constitution to the Council of Governors and Board of Directors for approval.

**2 Background**

- 2.1 Amendments to the Constitution must be approved by both the Council of Governors and Board of Directors. The following amendment is required to reflect the changes to the make-up of the Trust Board for a 6-month period from December 2024:

12.1 The Board of Directors is to include:

12.1.1 the following Non-executive Directors:

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

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

12.1.2 the following Executive Directors:

12.1.2.1 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

12.1.2.2 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~~ ~~three~~ 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

The amendment will be considered by the Extraordinary Council of Governors meeting on the 12 December 2024 and by the Board of Directors on the 09 January 2025.

#### **4 Recommendation**

- 4.1 The Extraordinary Council of Governors and Board of Directors are requested to approve the change to the Constitution to amend the changes to the make-up of the Trust Board for a 6-month period from December 2024.