

Meeting Title	Council of Governors		
Date	6 February 2024	Agenda item	CGo.2.24.13

Constitution amendments

Presented by	Laura Parsons, Associate Director of Corporate Governance/Board Secretary		
Author	Jacqui Maurice, Head of Corporate Governance		
Lead Director	Mel Pickup, Chief Executive		
Purpose of the paper	To propose an update to the constitution regarding the Executive membership of the Board		
Key control	N/A		
Action required	For approval		
Previously discussed at/ informed by	Board of Directors on 18 January 2024		
Previously approved at:	Meeting	Date	
	Board of Directors	18 January 2024	
Situation			
<p>The Constitution currently allows for up to two Deputy Chief Executives to be voting members of the Board, under section 7.1.2 (b) (vi) (see extract below for reference):</p> <p>‘7 BOARD OF DIRECTORS</p> <p>7.1 Composition of the Board of Directors</p> <p>7.1.1 The Foundation Trust is to have a Board of Directors. It is to consist of Executive and Non-Executive Directors.</p> <p>7.1.2 The Board is to include—</p> <p>(a) The following Non-Executive Directors –</p> <p>(i) a Chair</p> <p>(ii) a Non-Executive Director appointed by the Leeds Medical School, and may include a Non-Executive Director appointed by the University of Bradford, such appointments being subject to approval of the Council of Governors at a general meeting,</p> <p>(iii) at least 5 other Non-Executive Directors</p> <p>(b) The following Executive Directors –</p> <p>(i) a Chief Executive (and Accounting Officer),</p> <p>(ii) a Finance Director,</p> <p>(iii) a Medical Leader, who must be a registered Medical or Dental practitioner (within the meaning of the Dentists Act 1984)</p> <p>(iv) a Chief Nurse, who must be a registered Nurse or registered Midwife</p> <p>(v) a Chief Operating Officer</p> <p>and may include—</p> <p>(vi) up to two Deputy Chief Executives; where the role is either;</p> <p>- combined with an Executive Director identified at (b) (ii), (iii), (iv) and (v) or;</p> <p>- combined with an Executive Director not identified at (b) (ii), (iii), (iv) and (v) or;</p> <p>- a Deputy Chief Executive appointed solely to this role.</p>			

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Where there are two Deputy Chief Executives in post, at least one will be combined with an Executive Director identified at (b) (ii), (iii),(iv) and (v), in order to ensure that at least half of the Board consists of independent Non-Executive Directors.'

- Sajid Azeb, Chief Operating Officer currently holds the role of Deputy Chief Executive.
- John Holden, Director of Strategy and Integration, retired from the Trust from 31 August 2023 and also held the role of Deputy Chief Executive under section 7.12 (b) (vi).

Whilst the Chief Operating Officer role falls within the remit of voting executives the role of Director of Strategy and Integration does not. As such, following the departure of John Holden the Board has one less voting Executive.

The Chief Executive is not proposing to appoint a second Deputy CEO. However, to ensure that the number of voting executives on the board remains at 6, it is requested that the Director of Strategy and Transformation is appointed as a voting Executive.

Board Approval

At the Board of Directors meeting held on 18 January the Board approved the appointment of the Director of Strategy and Transformation as a voting member of the Board.

Recommendation

In line with the Board's approval; the Council of Governors is also asked to approve the appointment of either the Director of Strategy and Transformation as a voting member of the Board.