

The Council of Governors will receive update reports from the Chair of the following Committees. A written report from the Chair of the Appointments and Remuneration Committee is attached.

- |                                              |                                             |
|----------------------------------------------|---------------------------------------------|
| (i) Audit Committee                          | Jeremy Cross, Non-Executive Director        |
| (ii) Finance Committee                       | Andrew Gold, Non-Executive Chair            |
| (iii) Quality Committee                      | Dr Maggie Helliwell, Non-Executive Director |
| (iv) Appointments and Remuneration Committee | Andrew Gold, Non-Executive Chair            |

### **Recommendation**

The Council of Governors is asked to receive and note the update reports.

## **Background**

The Council of Governors are reminded that the membership comprises a majority of Governors, and includes the Lead Governor, Staff Governor, Stakeholder Governor and two Public Governors

## **Report Update**

Since the previous report to the Council of Governors, the Appointments and Remuneration Committee (ARC) have focused their activities on the following matters.

- i) Holding Non-Executive Directors to account  
Feedback from Board directors and Governors informed the appraisal and objective setting meetings held with each of the Non-Executive Directors, including the Chair. The Chair presented a summary of the appraisals at the ARC meeting held on 18 April.
- ii) Recruitment of Non-Executive Director  
The ARC has considered the appointment process including the timeline for the recruitment of a Non-Executive Director. This follows the appointment of Andrew Gold as Chair and the requirement to ensure the Board comprises a majority of Non-Executive Directors in accordance with the *Code of Governance*. Details of the person specification, candidate brief and timeline were the subject of discussion at ARC on 11 April with ARC recommending approval in the Council's private session.
- iii) Board succession plan and re-appointment of Professor Gregory

The ARC reviewed the succession plan schedule and in doing so was mindful of the impact of the recent changes to the Non-Executive Director Board membership in terms of numbers and also tenure. In order to smooth the succession arrangements and ensure the Board retains the services of its longest serving Non-Executive Director, Professor Gregory, the ARC considered and approved the recommendation to extend her term of office for a further year to the end of May 2019.

A recommendation from ARC regarding the re-appointment of Professor Gregory for a further term of one year will be presented in the private session of the Council of Governors meeting.

## **Recommendation**

The Council of Governors is asked to receive and note the update report.