

Board of Directors' Meeting

13 March 2025

Agenda item		050/25	
Report Title		Board Balance Statement	
Executive Lead		Anna Milanec, Director of Governance	
Report Author		Anna Milanec, Director of Governance	
CQC Domain:		Link to Strategic Goal:	Link to BAF / risk:
Safe		Our patients and community	BAF 13
Effective		Our people	
Caring		Our service delivery	Trust Risk Register id:
Responsive		Our governance	
Well Led	√	Our partners	
Consultation Communication			
Executive summary:	<div>1. The Code of Governance for provider trusts includes a provision that the Board should make a clear statement about its own balance, completeness, and appropriateness to the requirements of the Trust.</div> <div>2. The Remuneration Committee undertook an annual review of Board Development needs, structure, size and composition at its October 2024 meeting.</div> <div>3. Consequently, this paper outlines a draft Board Balance Statement for consideration by the Board. (This is an update to the Statement published in March 2024.)</div>		
Recommendations:	<div>The Board is asked to:</div> <div><div>• Approve the content of the Board Balance Statement.</div><div>• Agree to publication of the Board Balance Statement on the Trust’s website during March 2025 and within the 2024-25 annual report.</div></div>		
Appendices:	N/A		

1.0 Introduction

- 1.1 The *Code of Governance for NHS provider trusts* (Section C, provision 4.2 - Board appointments: provisions applicable to both NHS foundation trusts and NHS trusts) indicates that: 'The board of directors should include in the annual report a description of each director's skills, expertise and experience. Alongside this, the board should make a clear statement about its own balance, completeness, and appropriateness to the requirements of the trust. Both statements should also be available on the trust's website.'
- 1.2 The Trust does indeed include a description of each director's skills, expertise and experience within its Annual Report and these descriptions are also maintained on the trust's website. However, more could be included within the Trust's annual report, and website, on the board's balance, completeness, and appropriateness. This would link to the annual review of Board development needs, structure, size and composition, which were last reviewed by the Remuneration Committee at its meeting on 14th October 2024.
- 1.3 Further to our recent board development session, the first board development session of the 2025/26 financial year is due to take place on 24th April 2025.
- 1.4 NHSE's recent guidance (November 2024) on "[*the insightful provider board*](#)" together with the requirements of the [*NHS leadership competency framework for board members*](#) (and any impending updates), will support board development going forward.

2.0 Draft Board Balance Statement

- 2.1 The Board Balance Statement is proposed, as follows:
- 2.2 **A Statement about the balance, completeness, and appropriateness of the Board – March 2025**

The original Establishment Order (2003) for the Trust advised that "the Board shall have, in addition to the chairman, 5 executive and 6 non-executive directors", making a total of twelve voting board directors at that time.

In November 2004, an Amendment to the original Establishment Order updated the number of non-executive directors to seven, in addition to the Chairman, making a total of 13 voting board directors. This composition has continued to the current day, with the addition of several non-voting executive and non-voting non-executive directors (the latter being known as 'associate non-executive directors') being part of the wider board, and attending the board meetings, board activities and board development.

During the 2024/2025 financial year, there have been several changes to the Board personnel, i.e. appointment of a Chair-in-Common (together with Shropshire Community Health NHS Trust ('ShropCom')) in place of the former Trust Chair, and the transition of an existing experienced, associate non-executive director to a "full" voting non-executive director following the end of the term of office of an existing non-executive director.

With regard to our executive team, the Trust welcomed a new Chief Executive (currently interim) in September 2024, a Chief Nursing Officer (currently interim), and a Chief Operating Officer.

In addition, and in common with evolving structures across the NHS, our Chief People Officer now splits her time between the Trust and ShropCom, and our Director of Strategy and Partnerships has also taken on a split role with the STW ICS as their Chief Strategy Officer.

There is a clear separation of the roles of the Chair-in-Common and the Chief Executive. The Chair has responsibility for the running of the Board, setting the agenda and for ensuring that all directors are fully informed of matters relevant to their roles. The Chief Executive has responsibility for implementing the strategies agreed by the Board and for managing the day-to-day business of the Trust, together with her executive team.

The Board of Directors regularly reviews its effectiveness and that of its assurance committees and believes that the Trust is led by an effective Board; the Board is collectively responsible for the exercise of the performance of the Trust, the setting of culture, and the setting of its strategy. No individual group or individuals dominate the meetings of the Board.

The Board considers that the Non-Executive Directors bring a wide range of business, commercial, financial and clinical knowledge required for the successful direction of the Trust. All the Non-Executive Directors are considered to be independent in accordance with the Code of Governance for NHS provider trusts.

All directors are subject to an annual review of their performance and contribution to the management and leadership of the Trust.

Diversity is a vital part of the continued assessment and enhancement of board composition, and the Board recognises the benefits of diversity amongst its members.

At the present time, the Board is satisfied as to its balance, completeness and appropriateness and will keep these matters under review, in conjunction with NHS England who are responsible for appointing chairs and other non-executive directors of NHS Trusts.

3.0 Recommendations

The Board is asked to:

- Approve the content of the Board Balance Statement.
- Agree to publication of the Board Balance Statement on the Trust's website during March 2025, and within the 2024 - 25 annual report.

Anna Milanec
Director of Governance
March 2025