



COUNCIL OF GOVERNORS MEETING

Open to members of the public and press

Should the Trust be authorised as a Foundation Trust by Monitor on 29 February this will be the first meeting of the Council of Governors

DATE: Monday 5 March 2012

TIME: **18.30 to 20.30**
(Refreshments from 18.00)

VENUE: The Hall
Shaw House
Church Road
Newbury
Berks RG14 2DR

DISTRIBUTION

CHAIR OF MEETING: Trevor Jones Chairman

COUNCIL OF GOVERNORS MEMBERS: See Council of Governors Distribution List (overleaf)

APOLOGIES: None

IN ATTENDANCE:

Trust Board Members	(see distribution list overleaf)
Will Hancock	Chief Executive
Fizz Thompson	Deputy Chief Executive and Director of Patient Care
Duncan Burke	Director of Communications & Public Engagement
James Bufford	Interim Company Secretary
Steve Garside	Company Secretary Designate
Monica Moro	Membership Officer

Members of the Council of Governors

Olukemi Adenubi	Hampshire Constituency
Mary Ballin	Appointed Partner Governor
Paul Carnell	Hampshire Constituency
Gary Clark	Berkshire Constituency
Patrick Conafray	Oxfordshire Constituency
Eddie Cottrell	Staff Constituency
John Donne	Staff Constituency
Bob Duggan	Buckinghamshire Constituency
Richard Fraser	Buckinghamshire Constituency
Christina Fowler	Staff Constituency
Melanie Hampton	Berkshire Constituency
James Hartridge	Hampshire Constituency
Simon Hoare	Appointed Partner Governor (Local Authority)
Keith House	Appointed Partner Governor (Local Authority)
Fred Hucker	Appointed Partner Governor (PCT)
Robert Lassam	Oxfordshire Constituency
Barry Lipscomb	Appointed Partner Governor (Air Ambulance Charities)
David Palmer	Staff Constituency
Benita Playfoot	Berkshire Constituency
Pauline Quan-Arow	Appointed Partner Governor (PCT)
Allan Read	Hampshire Constituency
David Ridley	Buckinghamshire Constituency
Richard Ryan	Hampshire Constituency
Alan Tottle	Hampshire Constituency
Carol Watts	Staff Constituency
Tim Windsor-Shaw	Oxfordshire Constituency

TRUST BOARD MEMBERS:	Ilona Blue	Non Executive Director (Designate)
	Claire Carless	Non Executive Director
	Alastair Mitchell-Baker	Non Executive Director
	Keith Nuttall	Non Executive Director
	Eddie Weiss	Non Executive Director
	David Williams	Non Executive Director
	Will Hancock	Chief Executive
	John Black	Medical Director
	Duncan Burke	Director of Communications & Public Engagement
	Paul Clarke	Interim Director of Business Development
	Ian Ferguson	Chief Operating Officer
	Charles Porter	Director of Finance
	Fizz Thompson	Director of Patient Care

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AGENDA

Standing Orders for the Practice & Procedure of the Council of Governors
Please state your name and role before speaking for the benefit of members of the public present

No.		<u>Enclosures</u>
1.	Update on Foundation Trust status, apologies for absence and Chairman's welcome (Trevor Jones – Chairman)	(Verbal)
2.	Declaration of Governors' Interests <i>Governors are reminded of their obligation to declare any interest relevant to any item under consideration at the meeting.</i>	(Verbal)
3.	Governance Issues	
3.1	Confirmation of Shadow Council of Governors's Minutes and ratification of decisions (James Bufford – Interim Corporate Secretary)	Enclosure A
3.2	Appointment of the Lead Governor (James Bufford – Interim Corporate Secretary)	
3.3	Sub-committees and working groups of the Council of Governors (James Bufford – Interim Corporate Secretary)	Enclosure B
3.4	Board appraisal 2011/12 (James Bufford – Interim Corporate Secretary)	(Verbal)
3.5	NED roles (Trevor Jones – Chairman)	(To be tabled)
4.	Information items	
4.1	Chief Executive's Update (Will Hancock – Chief Executive)	
4.2	Membership and misuse campaign update (Duncan Burke – Director of Communications and public engagement)	

5. **Quality** (Presentation)
(Fizz Thompson – Director of Patient Care)
6. **Date and Time of Next Meeting:** (Verbal)

Dates of Council of Governors Meetings 2012/2013

18.30	Monday 5 March 2012	Shaw House Newbury
18.30	Monday 16 April 2012	Shaw House Newbury
18.30	Monday 25 June 2012	HART building, Eastleigh
18.30	Monday 10 September 2012	Shaw House Newbury
18.30	Monday 28 January 2013	Shaw House Newbury

MINUTES of a meeting of the Shadow Council of Governors held on 16 January 2012 in The Hall, Shaw House, Newbury, commencing at 6.30 pm

Present:	Trevor Jones Olukemi Adenubi Mary Ballin Paul Carnell Gary Clark Patrick Conafray Eddie Cottrell John Donne Bob Duggan Christina Fowler Melanie Hampton James Hartridge Simon Hoare Keith House Fred Hucker Robert Lassam Barry Lipscomb David Palmer Benita Playfoot Allan Read David Ridley Richard Ryan Alan Tottle Carol Watts Tim Windsor-Shaw	Chairman Hampshire Constituency Appointed Partner Governor Hampshire Constituency Berkshire Constituency Oxfordshire Constituency Staff Constituency Staff Constituency Buckinghamshire Constituency Staff Constituency Berkshire Constituency Hampshire Constituency Appointed Partner Governor (Local Authority) Appointed Partner Governor (Local Authority) Appointed Partner Governor (PCT) Oxfordshire Constituency Appointed Partner Governor (Charity) Staff Constituency Berkshire Constituency Hampshire Constituency Buckinghamshire Constituency Hampshire Constituency Hampshire Constituency Staff Constituency Oxfordshire Constituency
In Attendance	James Bufford Will Hancock John Divall Duncan Burke Eddie Weiss	Interim Corporate Secretary (minutes) Chief Executive Foundation Trust Project Director (item Director of Communications and Public Engagement Non-Executive Director
Observers:	Ilona Blue Claire Carless Ian Ferguson Alastair Mitchell-Baker Keith Nuttall Charles Porter Fizz Thompson Monica Moro And one other member of the Trust	Non Executive Director (Designate) Non Executive Director Chief Operating Officer Non Executive Director Non Executive Director Director of Finance Director of Patient Care Membership Officer
Apologies:	Richard Fraser Pauline Quan-Arow	Buckinghamshire Constituency Appointed Partner Governor (PCT)

1 APOLOGIES FOR ABSENCE AND CHAIRMANS WELCOME

The Chairman welcomed everyone to the meeting and asked Governors and the Board to introduce themselves. Governors Pauline Quan-Arow and Richard Fraser had sent their apologies; from the Board John Black, Alastair Mitchell-Baker, David Williams sent theirs.

This was the first meeting of the Council of Governors. Although the Trust had not yet been authorised it was hoped to proceed as if it was – although decisions would need to be formally ratified once it formally gained Foundation Trust status.

The role of the governors and the systems needed to support them were still evolving and it was important that all worked together to learn and improve these. In response to requests from governors the Trust had set up a single email address; work was under way to set up the Trust’s web portal for governors.

Some governors had expressed concerns that it would be difficult to elect people to committees or working groups before governors got to know one another properly. This had been taken into account and it was proposed to leave the election to committees until the March Meeting. In the meantime the Chairman asked governors to consider topics that working groups might cover.

As well as a few key decisions that needed to be made in advance of the Trust being authorised (and then formally ratified once that happened) this meeting would include an update from the Chief Executive, updates on membership recruitment and an update from an Executive Director – all of which would become regular items.

2 DECLARATIONS OF INTEREST

None

3 INFORMATION ITEMS

3.1 Chief Executive’s update

Will Hancock gave a presentation on progress on the seven priorities for the Trust. A copy of this presentation would be put on the Trust’s website.

JB Jan 2012

Governors asked whether 111 calls would be chargeable to mobile phone users – the Trust would check this and let them know

JB Jan 2012

Update on Foundation Trust status

John Divall gave a presentation on progress being made on the Trust’s FT application. The Board of Monitor would be considering

Action Date

this at their 29 February meeting and if approved the South Central Ambulance Service would become a Foundation Trust on 1 March

In response to questions and points raised by Governors it was established that:

- the Trust had contacted large employers in its area to ask them to sign up staff.
- over fifty events had been set up to recruit members. It was agreed that the list of forthcoming events should be circulated to governors as it was updated.
- the age and ethnic breakdown of members generally matched that of the population. The only issues were a shortfall in Hampshire and under-representation of the Pakistani community. It was agreed that a detailed breakdown by age and other demographics should be circulated to governors.
- it was agreed that a regular report should be circulated to governors.

JB Jan 2012

DB Jan 2012

DB Mar 2012

4 GOVERNANCE ISSUES

4.1 Confirmation of appointment of governors and eligibility to vote

James Bufford reminded governors that they would need to have submitted outstanding eligibility to vote forms and declared any interests if they were to be able to vote and take part in meetings once the Trust received foundation status. Only one form was now outstanding.

Governors Feb 2012

4.2 Confirmation of appointment of Governors

Governors NOTED the initial appointments of the Chairman, Non-Executives and Chief Executive to the Foundation Trust as prescribed by the constitution (proposed Benita Playfoot, seconded Barry Lipscomb)

Appointment of Ilona Blue as Non-Executive Director

Governors APPROVED the proposal to appoint Dr Blue as a full Non-Executive Director of the Foundation Trust (proposed Simon Hoare, seconded Allan Read; agreed unanimously).

Appointment of Alastair Mitchell-Baker as Deputy Chairman and Senior Independent Director for a period of one year

Governors APPROVED the proposal to appoint Mr Mitchell-Baker as a full Non-Executive Director of the Foundation Trust (proposed Simon Hoare, seconded Allan Read; agreed unanimously).

4.3 Appointment of initial auditors.

Eddie Weiss, Chairman of the Audit Committee joined the meeting for this item. He outlined the Trust's proposal to appoint the Audit Commission as Foundation Trust Auditors for the outstanding part of the 2011/12 (assuming that Foundation Trust status was agreed) and for a panel to then convene to make recommendations to the Audit Committee and then to governors on a future appointment.

In response to a query from Governors it was clarified that the costs of the Audit Commission were reasonable as they were already auditing the Trust – if another auditor was used they would need to spend time getting to know the organisation and would charge accordingly.

Governors APPROVED the appointment of the Audit Commission as auditors (proposed Simon Hoare, seconded Allan Read, agreed unanimously).

There were two volunteers, Melanie Hampton and Al Tottle, for the governor post on the panel looking at the tendering process for 2012/13 auditors. It was agreed that both should join this panel.

4.4 Appointment of Lead Governor

James Bufford updated governors on the process. In response to concerns that governors did not yet know one another it was agreed that the nomination forms for Lead Governor did not need to be seconded by other governors (although if they were the names would be included on voting papers). It was agreed that governors could also nominate colleagues.

Governors Jan 2012

4.5 Governors' Code of conduct

Governors noted that the Code of conduct referred to a "Board of Governors" – this would need correcting to "Council of Governors". Subject to this amendment Council of Governors unanimously APPROVED the document.

JB Jan 2012

5 GOVERNORS' BRIEFING

Duncan Burke gave a presentation on the Trust's "misuse campaign" The following issues were raised in the discussion of this item. The campaign was already available on the Trust's website.

- the campaign had been funded almost entirely by the Strategic Health Authority, not the Trust, and had cost £60k although not all of this had yet been committed
- it was difficult to tie down exactly how much the Trust was saving

through inappropriate calls not being made. The campaign would take time to have an impact.

- Governors were interested in seeing the analysis behind the campaign and Duncan agreed to provide the information
- other groups were being targeted – future stages of the campaign would target care homes amongst others
- Governors will be updated of ongoing progress and the outcomes of the campaign

DB Feb
2012

Governors proposed thanks to the communications team and the staff members, responsible for taking part in the campaign.

DATES OF FUTURE MEETINGS

Governors agreed that Mondays were the least unsuitable days. It was felt that early evenings were the best option. However, holding meetings on the third Monday of each month meant that some governors would not be able to attend. It was also felt that the July meeting should be brought forward a month.

It was agreed that Newbury was the best venue. However, in the interests of making it easier for members to attend meetings at least one meeting should take place in the south or north of the Trust.

The Interim Corporate Secretary (James Bufford) would circulate an updated list of meeting dates. The next meeting would still take place on March 5 as planned.

JB Jan
2012

Key to actions:

DB – Duncan Burke, Director of Communications and Patient Involvement

JB – James Bufford Interim Corporate Secretary

COUNCIL OF GOVERNORS

Meeting:	Council of Governors
Date of Meeting:	5 March 2012
Title of Paper:	Sub-committees and working groups of the Council of Governors
Presented by:	James Bufford – Interim Corporate Secretary
Paper for Debate, Decision or Information:	Debate
Main Aim:	The Council of Governors is invited to start selecting areas in which it wishes to set up working groups or sub-committees.
Summary of key points for consideration:	Other than the Nominations Committee there are no groups that Council of Governors must set up. However Governors may want to set up a Membership and Engagement Group and also submit suggestions of other groups to be considered at the April meeting.
Recommendations or Outcome Required :	Agreement on the process of appointment to the Nominations Committee and on which other groups should be set up.
Previous Forum:	None
Statutory Requirements Met:	NHS Act 2006 Foundation Trust Constitution Monitor's Code of Governance
Contact in case of query concerning this paper:	James Bufford, Interim Corporate Secretary Direct Dial: 01869 36 5032

COUNCIL OF GOVERNORS MEETING: 5 March 2012

Sub-committees and working groups of the Council of Governors

1. Mandatory Committees

The Trust constitution and Monitor's Code of Governance require there to be a Council of Governors Nominations Committee. The purpose of this committee is to oversee the process for appointment and removal of the Chair, the NEDs and their remuneration. It brings recommendations to the Council of Governors – it does not make decisions on their behalf. This is the only mandatory committee.

2. Other Committees or working groups

The Council of Governors can set up other working groups or committees to cover matters within its remit. The main limitation on these committees is time (both that of Governors and officers of the Trust). Amongst Foundation Trusts the most commonly found committee is that of membership and engagement.

Rather than rush into setting up lots of groups now it is proposed to set up groups to look at issues as they emerge.

3. Membership and Engagement Working group

This group would look at how we engage with our membership. Most Foundation Trusts have working groups with this sort of remit; the average size is about eight members (although they can be larger). Generally they mainly comprise public members but some Trusts find that appointed members can make a good contribution. They can meet either in the evening or in working hours..

4. Nominations Committee

An extract from the constitution which sets out the need for this committee is in the attached appendix. The committee must have a majority of governors and needs to be chaired by the Chairman of the Trust (except when he is being appointed when the Deputy Chairman would step in). It must not be too large and unwieldy. Three or four is probably sufficient size. Therefore, in addition to the Chairman it is suggested that three governors sit on the committee. Governors may want to take a view as to whether the Lead Governor should automatically be on the Committee.

There has been some discussion about the eligibility of staff and appointed governors to stand for this committee. There may contractual conflicts between appointed members and Non-Executive Directors and conflicts between staff members and NEDs. But the constitution and Monitor's code of governance are silent on this point.

The Nominations Committee may need to meet in the working day – particularly when making appointments.

5. Decisions from Governors

Proposal 1: A Membership and Engagement Working Group should be set up with eight Governors. If there are more volunteers than places then a ballot should be held.

Proposal 2: A Nominations Committee of three governors should be set up. If there are more volunteers than places then a ballot should be held.

If there is a need to have a ballot then Governors who wish to stand for the Committee should let the Corporate Secretary know by March 12. Ballot papers will be sent out by March 15 and will need to be back with the Corporate Secretary by April 5. The ballots will be counted and the membership announced at the Council of Governors meeting on April 16.

Appendix

Extract from the Trust constitution – Appendix 5, page 57

- A5 7.1 The Council of Governors shall establish a committee to assist in the process of the appointment of Non-Executive Directors (the “Nominations Committee”). The Nominations Committee shall consist of a majority of Governors and may have an independent assessor in attendance if appropriate who shall not be a member of, or have a vote, on the Nominations Committee. The Nominations Committee shall be chaired by the Chairman. In the case of nomination and selection of the Chairman the Nominations Committee shall be chaired by the Deputy Chairman.
- A5 7.2 That Nominations Committee shall identify the balance of individual skills, knowledge and experience that is required at the time a vacancy arises and, accordingly, draw up a job description and person profile for each new appointment, that complies with statutory and best practice guidelines for Non Executive Directors. When considering the appointment of non-executive directors, the Council of Governors should take into account the views of the board of directors on the qualifications, skills and experience required for each position.
- A5 7.3 Suitable candidates shall be identified, after public advertisement, by the Nominations Committee which may, if it considers it appropriate in particular circumstances, and subject to the approval of the Board of Directors, engage an external organisation, recognised as an expert in this field, to assist it in the whole process.
- A5 7.4 On expiry of the initial Non-Executive Directors’ current terms of appointment (or a period of 12 months from appointment as a Director of the Trust whichever is the greater) and on any subsequent vacancy, the Nominations Committee shall consider whether to recommend to the Council of Governors to reappoint the retiring Non-Executive Director, or Chairman, or Deputy Chairman. The Nominations Committee may not make any such recommendation other than for a first renewal of the appointment of a Non-Executive Director or Chairman without first taking the steps outlined in A5 7.2 and A5 7.3 above.