**COUNCIL OF GOVERNORS MEETING**

**19 JULY 2017**

Paper Title: Governance

Section: Public

Lead Director: Paul Hogg, Director of Corporate Affairs

Paper Author: Stella Jackson, Deputy Trust Secretary

Agenda Item: **12**

Presented For: Information/Ratification

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| **Executive Summary:** |
| This paper contains a number of governance related items which are provided for information/ratification. These are detailed below:   * The **Membership Strategy** – An update on membership representativeness is provided. The You and Your Care Strategic Reference Group (supported by the Membership Development Working Group) has agreed the Trust’s engagement efforts would be more effective should these be joined up through the development and delivery of a Trust-wide Engagement Strategy. Consequently, the Membership Strategy will be subsumed into the Engagement Strategy with effect from February/March 2019; * **Annual Report and Accounts, Quality Account and Annual Members Meeting** – the Annual Report and Accounts and Quality Account will be published on the Trust website prior to the Annual Members Meeting. Information regarding the 2018 Annual Members Meeting is provided; * **Appointments** – information is provided regarding the appointments of a Lead and Deputy Lead Governor and these appointments will require ratification by the Council of Governors. Information regarding the membership of the Council of Governor Committees/Working Group is also detailed; * An updated version of the **Governance Manual** is available on the Governor portal or can be obtained from the Membership Office. Governors are encouraged to read this prior to the meeting; * **Terms of Reference** – Proposed amendments to the terms of reference of the Council of Governors Nominations Committee and Remuneration Committee are attached for ratification (subject to any final amendments identified at the 16 July Remuneration Committee meeting); * **Governor Attendance** – the attendance scheduled from May 2018 is attached for; and * **Council of Governors Work Programme** – this is attached for information/updating. |
| **Recommendations:** |
| That the Council of Governors:   * Notes the Membership representativeness and plans to incorporate the Membership Strategy into the Trust-wide Engagement Strategy from February/March 2019; * Notes the Annual Report and Accounts, Quality Account and arrangements for the 2018 Annual Members Meeting; * Agrees that individual Governors should inform the Membership Office as soon as possible whether or not they will be attending the Annual Members Meeting; * Ratifies the appointment of Colin Perry as Lead Governor and Nicky Green as Deputy Lead Governor; * Notes the membership of the Governor Committees/Working Group; * Notes the updated version of the Governance Manual; * Ratifies proposed amendments to the Council of Governors’ Remuneration Committee terms of reference (subject to any further amendments identified at the Remuneration Committee meeting being held on 16 July 2018); * Ratifies proposed amendments to the Council of Governors’ Nominations Committee terms of reference; * Notes Governor attendance at the May 2018 Council of Governors’ meeting; and * Notes the Governor Work programme and proposes any additional amendments/ additions at the meeting. |

**Governance Matters**

**1. FT Membership Strategy Progress Update**

The 2016-2018 Membership Strategy (available via the Governor portal/Membership office) was approved by the Board in March 2016, following consideration at the Council of Governors meeting in February 2016. At the time, the Trust had 9,659 Public members. As at 30 June 2018, there were 9600 Public members. The reduction in the number of members is mainly due to members moving and not providing a forwarding address or email.

The Trust’s target membership figure is currently 9,000 – 10,000 Public members and the membership number falls within the upper range of this target.

The table attached at Annex A provides details regarding membership representativeness as at 30 June 2018. This shows:

* The majority of members are aged 22-49, with fewer members in the 14-21 age bracket;
* Approximtely 39% of members are male and 60% female, with a small number of members choosing not to provide their gender details;
* Approximately 57% (5428) of members are White British and 41% (3936) are from BAME backgrounds. Around 3% of members have declined to provide their ethnicity details;
* The figures provide that around 21% (2046) of our members are from affluent backgrounds (according to Acorn categories) and 29% (2796) are from more deprived backgrounds;
* The majority of members live in the Bradford constituencies, followed by the Shipley and Keighley constituencies. Fewer members (446) live in the Craven constituency but the population of Craven is significantly less than the population of the Bradford and Airedale constituencies. The Rest of England constituency contains the third highest number of members (1484).

**2. 2017/18 Annual Report and Accounts, Quality Report and Annual Members Meeting**

The Trust’s Annual Report and Accounts and Quality Report were approved by the Board on 24 May 2018.  The report is a legal requirement and contains a review of the Trust's performance, service developments, financial review and achievements over the last year.  The Annual Report, Accounts and Quality Report, have now been laid before Parliament and will be published on the Trust website in advance of the AMM.

Each Governor will receive a hard copy of the report at the Council of Governors Meeting on 19 July and will have an opportunity to raise questions with Executive Directors at this meeting, prior to formal presentation at the Annual Members Meeting which is taking place on 18 September 2018 at Bradford City Football Club. It will start at 10.30 am and should finish by 2.00 pm (following lunch and an opportunity to view the event stalls).

The AMM provides Governors with an opportunity to network with members and key stakeholders who have an interest in our work including service users, carers, members of the public and staff. Information about the event will be communicated via an email to members, on our website, social media and through e-updates to staff. It will also be advertised in the local press. Our service users and carers will be forwarded a flyer about the event by those staff working closely with them.

Following feedback received from last year’s event, Governors will have their own stall and this will outline action taken following comments made at the 2017 event.

There will be an opportunity for those attending to ask questions of the Board and the last 30-45 minutes of the event will consist of round table discussions focusing on the theme of improvement. This not only enables the Board and Governors to interact with members, service users, carers and the public but it also assists Governors to fulfil their duty to obtain views about the Trust’s services.

Those people attending the event will be seated at round tables and one Board member and at least one Governor will be seated at each table. A Board member or Deputy Director will facilitate the round table discussions.

**3. Appointments**

**3.1 Lead and Deputy Lead Governors**

Expressions of interest were sought for the roles of Lead Governor and Deputy Lead Governor. Colin Perry subsequently expressed an interest in continuing in the role of Lead Governor and Nicky Green expressed an interest in continuing in the role of Deputy Lead Governor.

**3.2 Council of Governors’ Remuneration Committee**

The following Governors have agreed to become members of the Remuneration Committee:

Sarah Jones (Chair)

Nicky Green

Craig Berry

Mehreen Akhtar

Sidney Brown

**3.3 Council of Governors’ Nominations Committee**

The following Governors have agreed to continue as members of the Nominations Committee. This meeting is chaired by the Trust Chair. Dr Zulfi Hussain is also a member.

Colin Perry

Nicky Green

Jenny Moran-Whitehead

**3.4 Council of Governors’ Membership Development Working Group**

The following Governors have agreed to become/continue as members of the Membership Development Working Group:

Nick Smith (Chair)

Kevin Russell

Mahfouz Khan

Ishtiaq Ahmed

Zahra Niazi

Pamela Shaw (awaiting a response to the invitation to become a Working Group member)

Loretta Gooch

Jason Smith

Sidney Brown

The role of this Working Group will be considered as part of the review of Trust-wide engagement activities.

**4. Governance Manual**

Revisions made to the terms of reference of the Trust Board Committees and Council of Governor Committees/Working Group have been incorporated into the Governance Manual, as well as revisions made to the Standing Financial Instructions/Scheme of Delegation and proposed changes to the Council of Governor Remuneration and Nomination committees’ terms of reference (please see paragraph 5 below) – all changes are highlighted in yellow. A review of the Trust’s vision and values is being undertaken (as part of the wider organisational strategy work) and revisions will be incorporated into the Manual later in the year. The Governance Manual is available on the Governor portal or from the Membership Office and Governors are encouraged to review this prior to the meeting.

**5. Terms of Reference**

At their recent meetings, the Council of Governors’ Remuneration Committee and the Council of Governors’ Nominations Committee agreed a number of minor revisions to their terms of reference. The proposed changes to the terms of reference (highlighted via track changes in red) are attached at Annex B.

**6. Governor Attendance**

At the May 2018 meeting, Governors agreed to receive a schedule outlining attendance at Council of Governor meetings, effective from May 2018. This is attached at Annex C.

**7. Council of Governors’ Work Programme**

The work programme is attached at Annex D and Governors are invited to highlight additional items for inclusion.

**Annex A**

**Membership Representativeness**

**Representativeness by Age:**

|  |  |  |
| --- | --- | --- |
| **Age Bracket** | **Number of Members** | **% of Membership**  **(Rounded)** |
| 0-16 | 30 | 0.5 |
| 17-21 | 525 | 5 |
| 22-29 | 1978 | 21 |
| 30-39 | 1980 | 21 |
| 40-49 | 1469 | 15 |
| 50-59 | 1281 | 13 |
| 60-74 | 1369 | 14 |
| 75+ | 405 | 4 |
| Not stated | 563 | 6 |

**Representativeness by Gender:**

|  |  |  |
| --- | --- | --- |
| **Gender** | **Number of Members** | **% of Membership**  **(Rounded)** |
| Male | 3712 | 39 |
| Female | 5797 | 60 |
| Not stated | 91 | 1 |

**Representativeness by Ethnicity:**

|  |  |  |
| --- | --- | --- |
| **Ethnic Group** | **Number of Members** | **% of Membership**  **(Rounded)** |
| White | 5428 | 57 |
| Black/Black British | 457 | 5 |
| Asian/Asian British | 3149 | 33 |
| Mixed | 216 | 2 |
| Other Ethnic Groups | 114 | 1 |
| Not stated | 236 | 3 |

**Representativeness by Acorn Demographic Groups**

|  |  |  |
| --- | --- | --- |
| **Category** | **Number of Members** | **% of Membership**  **(Rounded)** |
| AB | 2046 | 21 |
| C1 | 2580 | 27 |
| C2 | 2129 | 22 |
| DE | 2796 | 29 |

**Representativeness by Constituency:**

|  |  |  |
| --- | --- | --- |
| **Constituency** | **Number of Members** | **% of Membership**  **(Rounded)** |
| Bradford East | 1987 | 21 |
| Bradford South | 1285 | 13 |
| Bradford West | 2173 | 23 |
| Craven | 446 | 5 |
| Keighley | 1105 | 12 |
| Shipley | 1120 | 12 |
| Rest of England | 1484 | 15 |