

Council of Governors Meeting
New Mill, Victoria Road, Saltaire, Shipley, BD18 3LD
13 May 2015 at 5.30 pm

AGENDA

1.	Welcome and Apologies for Absence	MS		-
2.	Appointment of: <ul style="list-style-type: none"> • Chair • Non-Executive Directors • Senior Independent Director • Deputy Chairman • Chief Executive • Trust's External Auditor 	PH	To approve/note	5 mins
2a	Role Description of Senior Independent Director			
3.	Confirmation of Eligibility of Governors and Terms of Office	SJ	<i>To note</i>	5 mins
4.	Register of Interests – Changes to be Notified	SJ	<i>To note/update</i>	5 mins
5.	Declaration of Interests on Items to be Discussed at the Meeting (<i>verbal</i>)	MS	<i>To note</i>	-
6.	Monitor's Licence/FT Constitution	PH	<i>To note</i>	10 mins
7.	Skills Audit	SJ	<i>To note</i>	10 mins
8.	Annual Plan 2015/16 (<i>Presentation</i>)	SL	<i>To note</i>	45 mins
9.	Appointment of Lead Governor	PH	<i>For approval</i>	10 mins
10.	Membership of Governor Committees	PH	<i>For approval/discussion</i>	10 mins
11.	Membership Strategy (<i>Presentation</i>)	SJ	<i>For discussion</i>	15 mins
12.	Work Programme and Proposed Meeting Dates	PH	<i>For discussion</i>	5 mins
13.	Any Other Business	MS	<i>To note</i>	-

COUNCIL OF GOVERNORS' MEETING

13 MAY 2015

Paper Title:	Board and External Auditor Appointments
Lead Director:	Michael Smith, Chair
Paper Author:	Paul Hogg, Trust Secretary
Agenda Item:	2
Presented For:	Approval/Noting

PURPOSE OF THIS PAPER:

To approve/note the following appointments:

- Chair;
- Non-Executive Directors;
- Deputy Chair;
- Senior Independent Director;
- Chief Executive; and
- External Auditor.

Appointment of Chair

The appointment process for the initial Chair of the Foundation Trust is set out under paragraph 27 of the Constitution, and states that the Council of Governors shall appoint the Chair as the initial Chair of the Trust if he wishes to be appointed. Mr Michael Smith has expressed his willingness to be appointed and therefore in accordance with paragraph 27.1 of the Constitution, it is proposed that Mr Michael Smith be appointed for the unexpired period of his term of office as Chair of Bradford District Care NHS Foundation Trust (until 16 September 2016).

Appointment of Non-Executive Directors

The appointment process for the initial Non-Executive Directors of the Foundation Trust is set out under paragraph 27 of the Constitution, and states that the power of the Council of Governors is to be exercised, so far as possible, by appointing as the initial Non-Executive Directors of the Trust any of the Non-Executive Directors of the Foundation Trust who wish to be appointed. All the Non-Executive Directors of the Trust have expressed their willingness to be appointed and therefore in accordance with paragraph 27.2, it is proposed that the following Non-Executive Directors be appointed for their unexpired terms of office:

Name	Expiry
David Banks	30 November 2017
Sue Butler	2 May 2016
Ralph Coyle	2 May 2016
Nadira Mirza	31 March 2017
Derrick Palmer	1 December 2015
Rob Vincent	28 February 2017

Paragraph 27.4 of the Constitution states that if the unexpired period of any Non-Executive Director's term of office is a period of less than 12 months, then he/she shall be appointed for 12 months. Therefore it is proposed that Mr Derrick Palmer is appointed until 30 April 2016.

Appointment of Deputy Chair

The appointment process for the Deputy Chair of the Foundation Trust is set out under paragraph 28 of the Constitution, and states that the Council of Governors at a general meeting of the Council of Governors shall appoint one of the Non-Executive Directors as a Deputy Chair. The current holder of the role of Deputy Chair is Mr Rob Vincent. It is proposed that Mr Rob Vincent, as initial Deputy Chair of the Foundation Trust, remains in office until his term of office expires in February 2017.

Appointment of Senior Independent Director

The FT Code of Governors requires that the Board of Directors shall following consultation with the Council of Governors, appoint one of the Non-Executive Directors to be the Senior Independent Director. A role description for the Senior Independent Director is attached for information (A12a). It is proposed that Mr Derrick Palmer, as initial Senior Independent Director of the Foundation Trust remains in office until his term of office expires in April 2016.

Appointment of Chief Executive

In accordance with paragraph 30 of the Constitution, the appointment of the Chief Officer of the Foundation Trust as the initial Chief Executive does not require the approval of the Council of Governors. The Council of Governors is asked to note the appointment of Mr Simon Large as Chief Executive.

Appointed of External Auditors

The appointment process for the Foundation Trust's Auditor is set out under paragraph 40 of the Constitution, and states that the Council of Governors will appoint (or remove) the Auditor at a general meeting of the Council of Governors. The Council of Governors are therefore asked to note the continuation of the Foundation Trust's current Auditor (KPMG) until the Board of Directors advises on the timing/process for considering a re-tendering exercise.

RECOMMENDATIONS:

That the Council of Governors:

- **appoint** the Chair and Non-Executive Directors;
- **note** the appointment of the Senior Independent Director, Deputy Chair and Chief Executive; and
- **note** the continuation of the appointment of KPMG as the Foundation Trust's External Auditor.

ROLE DESCRIPTION

JOB TITLE: Senior Independent Director

ACCOUNTABLE TO: Trust Chair

Role of Senior Independent Director

The Senior Independent Director will be an independent non executive director and be appointed by the Board of Directors in consultation with the Council of Governors. (Code of Governance A.4.1)

The Senior Independent Director will be available to Governors if they have concerns that contact through the normal channels of Chairman, Chief Executive, Finance Director or Trust Secretary has failed to resolve or for which such contact is inappropriate. (Code of Governance A.4.1)

Led by the Senior Independent Director, the non executive directors will meet without the Chairman at least annually to evaluate the Chairman's performance, and on other such occasions as are deemed appropriate (Code of Governance A.4.2)

The Senior Independent Director has a key role in supporting the Chair in leading the Board of Directors and acting as a sounding board and source of advice for the Chair. The Senior Independent Director also has a role in supporting the Chair as the Chair of the Council of Governors.

The Senior Independent Director should maintain regular contact with the Council of Governors and attend sufficient meetings of the Council of Governors to obtain a clear understanding of Governors' views on the key strategic and performance issues facing the Foundation Trust.

COUNCIL OF GOVERNORS' MEETING

13 MAY 2015

Paper Title:	Confirmation of Eligibility of Governors and Terms of Office
Lead Director:	Michael Smith, Chair
Paper Author:	Stella Jackson, Deputy Trust Secretary
Agenda Item:	3
Presented For:	To Note

PURPOSE OF THIS PAPER:

To provide a summary of the tenure dates for each individual Governor.

EXECUTIVE SUMMARY:

The Council of Governors' tenure officially began when the Trust became a Foundation Trust on 1 May 2015.

Attached to this paper (at Appendix 1) is a summary of the tenure dates for each individual Governor.

The constitution stipulates the term of office for both elected and appointed governors. A governor (whether elected or appointed) may serve a term of office of three years, provided they continue to be a member of the constituency or organisation for which they were elected and do not become disqualified for reasons stipulated in the constitution.

Elected governors shall be eligible for re-election at the end of a term in office, subject to an overall maximum of two terms in office. In exceptional circumstances, the Board of Directors may agree to extend the overall maximum number of terms to three.

An appointed governor representative shall be eligible for re-appointment at the end of their term in office, subject to an overall maximum of two terms in office. In exceptional circumstances, the Board of Directors may agree to extend the overall maximum number of terms to three.

As Governors may be aware, the Trust is awaiting the name of one of the City of Bradford District Council appointed governor representatives.

RECOMMENDATIONS:

That the Council of Governors:

- Notes the tenure dates for individual Governors.

APPENDIX 1: COUNCIL OF GOVERNORS TENURE DATES

Name	Constituency/ Organisation	Tenure
Appointed:		
Steve Oversby	Barnardo's	1 May 2015 – 30 April 2018
Yasmin Khan	Bradford Assembly	1 May 2015 – 30 April 2018
Shirley Congdon	Bradford University	1 May 2015 – 30 April 2018
Cllr Nussrat Mohammed	City of Bradford District Council	1 May 2015 – 30 April 2018
To be notified	City of Bradford District Council	1 May 2015 – 30 April 2018
Cllr Carl Lis	Craven District Council	1 May 2015 – 30 April 2018
Naseem Shah	Sharing Voices	1 May 2015 – 30 April 2018
Elected:		
Amanda Martin-Richards	Bradford East	1 May 2015 – 30 April 2018
Kevin Russell	Bradford East	1 May 2015 – 30 April 2018
Wafaa Nawaz	Bradford East	1 May 2015 – 30 April 2018
George Deane	Bradford South	1 May 2015 – 30 April 2018
Michelle Eggett	Bradford South	1 May 2015 – 30 April 2018
Sandra McIntosh	Bradford South	1 May 2015 – 30 April 2018
Colin Perry	Bradford West	1 May 2015 – 30 April 2018
David Spencer	Bradford West	1 May 2015 – 30 April 2018
Mahfooz Khan	Bradford West	1 May 2015 – 30 April 2018
Hazel Chatwin	Craven	1 May 2015 – 30 April 2018
Barry Eccles	Keighley	1 May 2015 – 30 April 2018
Nicholas Smith	Keighley	1 May 2015 – 30 April 2018
Hayley Lomas	Rest of England	1 May 2015 – 30 April 2018
Ann West	Shipley	1 May 2015 – 30 April 2018
Sarah Jones	Shipley	1 May 2015 – 30 April 2018
Debbie Cromack	Staff – Clinical	1 May 2015 – 30 April 2018
Liz Howes	Staff – Clinical	1 May 2015 – 30 April 2018
Noel Waterhouse	Staff – Clinical	1 May 2015 – 30 April 2018
Cathy Woffendin	Staff – Non-Clinical	1 May 2015 – 30 April 2018
Val Convery	Staff – Non-Clinical	1 May 2015 – 30 April 2018

COUNCIL OF GOVERNORS' MEETING

13 MAY 2015

Paper Title:	Register of Interests
Lead Director:	Michael Smith, Chair
Paper Author:	Stella Jackson, Deputy Trust Secretary
Agenda Item:	4
Presented For:	To Note

PURPOSE OF THIS PAPER:

To note the Register of Council of Governors' Interests (attached at Appendix 1).

EXECUTIVE SUMMARY

Governors are required to comply with the Trust's standards of business conduct and to declare interests that are relevant and material to the Council. The majority of Governors declared such interests on appointment to the Council of Governors and are required to declare any further interests as these arise. A completed and signed declaration form is awaited from: Cllr Nussrat Mohammed and Naseem Shah.

Interests regarded as relevant and material are:

- Directorships, including non-executive directorships held in private companies or PLCs (with the exception of those of dormant companies);
- Ownership or part-ownership of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS;
- Employment with any private company, business or consultancy;
- Significant share holdings (more than 5%) in organisations likely or possibly seeking to do business with the NHS;
- A position of authority in a charity or voluntary organisation in the field of health and social care; or
- Any connection with a voluntary or other organisation contracting for NHS services.

If a Governor has any doubt about the relevance of an interest, they should discuss it with the Chairman who will advise them whether or not to disclose the interest.

The Register of Interests is available for inspection by members of the public and will be reviewed annually by the Council of Governors.

DECLARATION OF INTERESTS – PROCEDURE TO BE FOLLOWED

The Standing Orders of the Council of Governors provide that the following procedure should be followed:

- At the time Governors' interests are declared, these will be recorded in the Council minutes and entered on a Register of Interests of Governors which is maintained by the Trust Secretary. Any changes in interests should be declared at the next Council meeting following the change occurring.
- During the course of a Council meeting, if a conflict of interest is established, the Governor concerned shall, unless two thirds of those Governors present agree, otherwise withdraw from the meeting and play no part in the relevant discussion or decision.

If Governors hold directorships of companies likely or possibly seeking to do business with the NHS, this information will be published in the Trust's annual report.

There is no requirement for the interests of Governors' spouses or partners to be declared except where a Governor is cohabiting with his spouse or partner, whereby any interest of a spouse or partner in a contract shall be declared.

RECOMMENDATIONS:

That the Council of Governors:

- Notes the Register of Council of Governor Interests.

**REGISTER OF COUNCIL OF GOVERNORS' INTERESTS
APRIL 2015**

APPENDIX 1

Appointed Constituency

Name	Date of interest	Registered Political Party Membership	Interests	Comments
Cllr Carl Lis	April 2015	Member of the Skipton and Ripon Conservative Party	Councillor, Craven District Council	Conservative Party
Cllr Naseem Shah		Member of the Labour Party and Unite the Union. Parliamentary candidate for Bradford West.		
Cllr Nussrat Mohammed				
Shirley Congdon	April 2015	None	Member of Local Education Training Board (LETB) Yorkshire and Humber	
Stephen Oversby	April 2015	None	Director, Barnardos.	Registered charity
Yasmin Khan	April 2015	None	Yasmin's spouse is the Chair of Bradford Health Watch and the Chief Executive of CNET.	

Bradford East Constituency

Name	Date of interest	Registered Political Party Membership	Interests	Comments
Amanda Martin-Richards	April 2015	None	Foster Carer, City of Bradford Metropolitan District Council	
Kevin Russell	April 2015	None	Chairman, Mindworks Volunteer Community Health Champion, Champions Show the Way	Voluntary organisation. Provides information to employers about mental health in the workplace. A service provided by the Trust.
Waafa Nawaz	April 2015	None	Director, Cepheus Procurement Solutions Ltd Trustee, Naye Subah	Sole Director of this Private Limited Company Provides daycare and a support service for women with mental health difficulties.

Bradford South Constituency

Name	Date of interest	Registered Political Party Membership	Interests	Comments
George Deane	April 2015	None	Daughter will shortly commence work at the Trust.	
Michelle Eggett	April 2015	None	None	
Sandra McIntosh	April 2015	Member of the Labour Party	None	

Bradford West Constituency

Name	Date of interest	Registered Political Party Membership	Interests	Comments
Colin Perry	April 2015	None	Trustee, Bradford and Airedale Mental Health Advocacy Group	A user-led mental health service.
David Spencer	April 2015	Member of the Conservative Party.	Chair, Patient Participation Group, Kensington Partnership, Kensington Health Centre, Bradford	A GP Multi-Practice
Mahfooz Khan	April 2005	None	Client Liaison Officer, Legal Marketing Services	A private company that deals with claims relating to industrial deafness.

Craven Constituency

Name	Date of interest	Registered Political Party Membership	Interests	Comments
Hazel Chatwin	April 2015	None	Vice Chair, Craven Community and Voluntary Services (CVS) Member of Healthwatch Bradford and District Member of Healthwatch, North Yorkshire	An organisation which provides support to community and voluntary organisations in Craven.

Keighley Constituency

Name	Date of interest	Registered Political Party Membership	Interests	Comments
Barry Eccles	April 2015	None	None	
Nicholas Smith	April 2015	None	None	

Rest of England Constituency

Name	Date of interest	Registered Political Party Membership	Interests	Comments
Hayley Lomas	April 2015	None	Governor, Royds Hall Community School, Huddersfield Magistrate, Bradford Magistrates Courts Independent Monitoring Board Member, HM Prison New Hall	A community school for 4-16 year olds. A prison for women

Shipley Constituency

Name	Date of interest	Registered Political Party Membership	Interests	Comments
Ann West	April 2015	None	None	
Sarah Jones	April 2015	None	None	

Staff Constituency

Name	Date of interest	Registered Political Party Membership	Interests	Comments
Cathy Woffendin	April 2015	None	None	
Debbie Cromack	April 2015	None	None	
Liz Howes	April 2015	None	Director, Huddersfield Counselling Service	Private Limited Company
Noel Waterhouse	April 2015	None	None	
Val Convery	April 2015	None	None	

COUNCIL OF GOVERNORS' MEETING

13 MAY 2015

Paper Title:	Monitor Licence/FT Constitution
Lead Director:	Paul Hogg, Trust Secretary
Paper Author:	Paul Hogg, Trust Secretary
Agenda Item:	6
Presented For:	To note

PURPOSE OF THIS PAPER:

To receive and note the Monitor Licence and FT Constitution.

EXECUTIVE SUMMARY

The Trust's authorisation as a NHS Foundation Trust, with effect from 1 May 2015 comprises two main elements, namely:

- The Provider Licence which sets out the conditions which the Trust must satisfy in order to maintain its Monitor licence to operate; and
- The Constitution which sets out how the Trust's membership, its Council of Governors and its Board of Directors must be governed.

Both documents have been circulated to Governors separately. Given the length of each document, it is not proposed to go through these in any detail but if Governors wish, a briefing can be arranged to discuss them.

Monitor will require regular reporting from the Trust to demonstrate its continued compliance with the licence conditions, which will be discussed formally at Board of Director meetings.

It is important that the Council of Governors is aware of compliance in view of the Governors' duty to hold the Non-Executive Directors to account for the performance of the Trust Board. Governors will wish to give consideration at subsequent Council meetings, what assurance from Non-Executive Directors is required to demonstrate compliance is being monitored.

RECOMMENDATIONS:

That the Council of Governors:

- Note the Provider Licence and FT Constitution; and
- Consider whether a briefing on the documents is required.

COUNCIL OF GOVERNORS' MEETING

13 MAY 2015

Paper Title:	Skills Audit
Lead Director:	Michael Smith, Chair
Paper Author:	Stella Jackson, Deputy Trust Secretary
Agenda Item:	7
Presented For:	To Note

PURPOSE OF THIS PAPER:

To note the findings from the initial analysis of Skills Audit questionnaires (attached at Appendix 1).

EXECUTIVE SUMMARY

The Trust recognises that the new Council of Governors brings a wealth of skills and experiences. It is important that these skills and experiences are utilised appropriately, and that governors recognise the skills and abilities that fellow members of the Council possess. This should assist governors to make decisions about participation in committees, working groups or projects, although it should also be acknowledged that having no previous experience and bringing a 'fresh perspective' is often equally, if not more, useful.

Skills analysis questionnaires were sent to governors with their appointment letters in March 2014. An initial analysis of skills has been undertaken and has demonstrated that a significant number of governors have extensive skills and experience in relation to:

- Presenting to other people;
- Representing other people; and
- Attending/contributing at meetings

The analysis also shows that a significant number of Governors have some or limited skills and experience in the areas of:

- Understanding how the wider NHS is funded;
- Understanding the statutory duties and responsibilities of a Governor;
- Understanding the different services provided by the Trust;
- Accountancy/Finance;
- Marketing/Business Development; and
- Research and Development

This analysis will assist the Trust in the planning of the development programme for Governors.

Governors who have not yet completed a skills analysis form are asked to complete and return one within a fortnight of the Council meeting.

RECOMMENDATIONS:

That the Council of Governors:

- Notes the findings from the initial analysis of skills audit questionnaires.

APPENDIX 1: Governor Skills Audit: (A = Appointed, S = Staff, P = Public)

Skill/Experience (Communications)	No. of responses	Extensive Skills/Experience	Some Skills/Experience	Limited Skills/Experience
Electronic Communications: Twitter, Facebook, texting, Website, Internet etc.	A. 4/7 S. 5/5 P. 15/15	9	11	4
Experience of presenting to other people.	A. 4/7 S. 5/5 P. 15/15	17	5	2
Experience of representing other people.	A. 4/7 S. 5/5 P. 15/15	16	7	1
Experience of attending/contributing at meetings	A. 4/7 S. 5/5 P. 15/15	21	3	

Knowledge (Financial)		Full knowledge	Some Knowledge	Limited Knowledge
Understanding of how the wider NHS is funded	A. 4/7 S. 5/5 P. 15/15	2	12	10

Knowledge (Regulatory)		Full knowledge	Some Knowledge	Limited Knowledge
Understanding the statutory duties and responsibilities of a Governor	A. 4/7 S. 5/5 P. 15/15	6	13	5
Knowledge (Bradford District Care Trust)		Full knowledge	Some Knowledge	Limited Knowledge
Understanding the different services provided by the Trust	A. 4/7 S. 5/5 P. 15/15	3	19	2
Specialist Skills, Experience and Knowledge		Extensive Skills and knowledge	Some Skills and knowledge	Limited Skills and knowledge
Accountancy/Finance	A. 4/7 S. 5/5 P. 15/15	3	13	8
Community engagement with statutory and voluntary sectors	A. 4/7 S. 5/5 P. 15/15	11	7	6
Strategy development and project planning	A. 4/7 S. 5/5 P. 15/15	10	9	5

Marketing	A. 4/7 S. 5/5 P. 15/15	3	12	9
Business development	A. 4/7 S. 5/5 P. 15/15	5	15	4
Volunteering	A. 4/7 S. 5/5 P. 15/15	13	9	2
Fundraising	A. 4/7 S. 5/5 P. 15/15	4	10	10
Research and Development	A. 4/7 S. 5/5 P. 15/15	2	15	7
Human resources i.e. interviewing people for jobs and making appointments	A. 4/7 S. 5/5 P. 15/15	13	8	3
Education and training	A. 4/7 S. 5/5 P. 15/15	12	11	1

COUNCIL OF GOVERNORS' MEETING

13 May 2015

Paper Title:	Annual Plan 2015/16
Lead Director:	Simon Large, Chief Executive
Paper Author:	Paul Hogg, Trust Secretary
Agenda Item:	8
Presented For:	For discussion

PURPOSE OF THIS PAPER:

To receive a presentation about the Trust's Annual Plan for 2015/16.

EXECUTIVE SUMMARY:

The Trust has produced its Annual Plan for 2015/16, which sets out the vision, objectives and priorities for the coming year. The Chief Executive will present the key themes to the Council of Governors as an introduction to the Trust's strategy and future direction.

RECOMMENDATIONS:

That the Council of Governors:

- Receive a presentation on the 2015/16 Annual Plan.

COUNCIL OF GOVERNORS' MEETING

13 May 2015

Paper Title:	Appointment of Lead Governor
Lead Director:	Michael Smith, Chair
Paper Author:	Stella Jackson, Deputy Trust Secretary
Agenda Item:	9
Presented For:	To Discuss

PURPOSE OF THIS PAPER:

To discuss the role of a Lead Governor and invite expressions of interest for this role.

EXECUTIVE SUMMARY

The responsibilities of the Lead Governor are set out in the Monitor publication '*Your Statutory Duties: A Reference Guide for NHS Foundation Trust Governors*'.

Monitor recommends that Councils of Governors nominate a lead governor who would have a role in specific circumstances and explains this role as follows:

“Governors will generally communicate with Monitor via the Trust’s Chair. However, there may be instances where it would not be appropriate for the Chair to contact Monitor, or for Monitor to contact the Chair (for example, in relation to the appointment of the Chair). In such situations, we advise that the Lead Governor should communicate with Monitor.

If an NHS foundation trust has known or potential breaches of the provider licence, Monitor will involve the Lead Governor, ensuring that the Council of Governors has Monitor's view on the progress the trust is making in addressing identified concerns and failings. This should assist the Council of Governors in holding the Board of Directors to account”.

Monitor has also acknowledged that the term “Lead Governor” has created some confusion. Monitor did not intend the person holding this role to “lead” the Council of Governors or assume greater power or responsibility than other Governors. Directors and Governors alike should always remember that the Council of Governors as a whole has the responsibilities and powers in statute, and not individual Governors.

Monitor advise that “the Council of Governors should vote on or otherwise decide who the Lead Governor will be; Directors (including the Chair) should not be involved in this process”.

Subsequent publications such as the Monitor Code of Governance and the briefer Monitor Guide on Governor Duties similarly describe this role and whilst they use different words to do this, the thrust is the same.

However, the Compendium of Best Practice has produced a Lead Governor role description (attached at Appendix 1) which outlines additional duties the Council of Governors may wish to consider in the future.

APPOINTMENT OF LEAD GOVERNOR CANDIDATE

It is proposed that:

- The Lead Governor role could be an annual appointment;
- Any Governors interested in undertaking the Lead Governor role should forward their expressions of interest to the Chair. The expression of interest should outline, in no more than 250 words, reasons for wishing to undertake the role;
- If two or more Governors express an interest, a secret ballot would take place at the next Council of Governors' meeting where those Governors in attendance will be able to vote for their preferred candidate. In the event of a tie, the Chair will draw lots;
- A Deputy Lead Governor role is also established and the person receiving the second highest number of votes is appointed into that position;
- The process to elect the Lead Governor/Deputy Lead Governor would take place on an annual basis.

RECOMMENDATIONS:

That the Council of Governors agrees whether:

- The Lead Governor should undertake any of the optional duties as set out in the Lead Governor role description;
- Expressions of interest should be forwarded to the Chair;
- A secret ballot should be held at the next meeting, should more than one Governor express an interest in the role; and
- A Deputy Lead Governor role should be established.

LEAD GOVERNOR ROLE

Appointment of a Lead Governor

Monitor, in its Code of Governance, asks that all foundation trusts have a 'lead governor' who can be a point of contact for Monitor and can liaise with Monitor, on behalf of the governors, in circumstances where it would be inappropriate for Monitor to contact the chair, or vice versa.

Such contact is likely to be a rare event and would be seen, for example, should Monitor wish to understand the view of the governors about the capability of the chair, or be investigating some aspect of an appointment process or decision which may not have complied with the constitution.

It was not Monitor's original intention that the 'lead governor' should 'lead' the governors, but in addition to the above some foundation trusts have developed an enhanced role for lead governors.

It is worth remembering that it is the council of governors as a whole (and no individual governor) that has the responsibilities and powers in statute.

As the Council of Governors progresses the role of the Lead Governor may develop to include some of the following options:

- Undertaking the vice chair of governors role (leading the council of governors in exceptional circumstances when it is not appropriate for the chair or another non-executive to do so);
- Collating the input of governors for the senior independent director or chair regarding annual performance appraisals of the chair and non-executive directors;
- Leading governors on the nomination committee in the process for appointing a chair and non-executive directors;
- Acting as a point of contact and liaison for the chair and senior independent director;
- Acting as a co-ordinator of governor responses to consultations;
- Chairing informal governor only meetings;
- Trouble-shooting and problem solving by raising issues with the chair and chief executive;
- Leading governors in holding the non-executive directors to account
- Acting as a point of contact for the CQC.

Person Specification for Lead Governor

To be able to fulfil this role effectively, the Lead Governor should ideally have some or all of the following attributes:

- Have the confidence of Governor colleagues and of members of the Board of Directors;
- Be able to commit the time necessary;
- Have the ability to influence and negotiate;
- Be able to present a well-reasoned argument;
- Be committed to the success of the Foundation Trust;
- Demonstrate an understanding of the Trust's constitution and how the Trust is influenced by other organisations.

COUNCIL OF GOVERNORS' MEETING

13 May 2015

Paper Title:	Governor Committees
Lead Director:	Paul Hogg, Trust Secretary
Paper Author:	Paul Hogg, Trust Secretary
Agenda Item:	10
Presented For:	For approval/consideration

PURPOSE OF THIS PAPER:

To approve the terms of reference of the Council of Governor Committees and commence discussion about other proposed groups to be established during the next few months.

EXECUTIVE SUMMARY:

At the Council of Governors induction meeting on 1 May 2015 information was provided about the statutory committees required, which are:

- Remuneration Committee
- Nominations Committee
- Membership Development Committee

The terms of reference for each of these Committees are appended to this report. Governors are invited to consider expressions of interest for each of these Committees and notify the Trust Secretary. It is proposed that further discussions would take place with individual Governors and a paper produced for the next Council of Governors meeting setting out proposed membership of each Committee. If after consultation, there is an 'over-subscription' on any Committee, proposals will be included on taking membership forward through the drawing of lots.

Governors may also wish to discuss other groups that may be established over the course of the year; such as considering the issues around the Annual Plan or Quality Accounts, for example. Again it is proposed further discussions on this will take place between Governors, the Chair and the Trust Secretary.

- Approve the terms of reference for the following Committees:
 - Remuneration Committee
 - Nominations Committee
 - Membership Development Committee

- Consider other areas for future work
- Note that a further paper will be submitted at the next Council of Governors meeting.

Remuneration Committee: Terms of Reference

A. Overall aim or purpose:

The Council of Governors hereby resolves to establish a Committee to be known as the Remuneration Committee. The overall aim of the Committee is to ensure an appropriate level of remuneration and allowances for the Chair and Non Executive Directors of the Trust Board.

B. Key objectives:

The Remuneration Committee's key objective is review the levels of remuneration and allowances for the Chair and Non Executive Directors on an annual basis.

C. Specific areas of responsibility:

The duties of the Committee will include the following:

- consider annually the level of remuneration of the Chair and Non Executive Directors;
- make recommendations to the Council of Governors on any increases in remuneration; and
- undertake, at least every three years, an assessment of remuneration levels (this will be through the use of external professional advisers).

D. Chair:

The Chair of the Committee will be appointed by the Council of Governors at a formal meeting. In the absence of the Chair, the meeting will elect a Chair for the purpose of the meeting.

E. Members:

The Committee shall consist of not less than five Governors appointed by the Council of Governors at a formal meeting. Membership of the Committee will be disclosed in the Annual Report.

F. Accountable to:

The Remuneration Committee is accountable to the Council of Governors. The minutes of the Remuneration Committee shall be formally recorded and submitted to the Council of Governors.

G. Accountable for:

There are no formal lines of accountability between the Remuneration Committee and other Governor Committees.

H. Roles

The duties of the Chair of the Committee will be to:

- ensure that the Governors are informed as to the deliberations of the Committee;
- ensure that minutes of the Committee are an accurate reflection of

- discussions;
- attend or designate another member of the Committee to attend public meetings of the Council of Governors as appropriate, to answer any questions related to the work of the Committee; and
 - submit a report on the work of the Committee to the Council of Governors.

Minutes and administration of the meeting are undertaken through the Trust Secretary.

I. Frequency of Meetings:

The Remuneration Committee will meet at least once a year or as required, at a place and time determined by the Committee.

J. Frequency of Attendance:

Members of the Committee will be expected to attend at least one meeting a year. Attendance will be monitored by the Trust Secretary.

K. Quorum:

Four members of the Committee will constitute a quorum. The Chair of the Committee will have a casting vote if necessary.

L. Record Keeping:

Archives of minutes and papers relating to the Remuneration Committee are kept on the intranet.

M. Lifespan of meeting:

The Remuneration Committee is a standing committee of the Council of Governors. It will continue to meet in accordance with these Terms of Reference until the Council of Governors determines otherwise.

N. Other matters: attendance

The Trust Secretary and/or Deputy Trust Secretary will be in attendance at all meetings.

O. Monitoring arrangements

All elements of the Remuneration Committee Terms of Reference will be monitored annually by the Trust Secretary and reported in the Council of Governors through its Annual Report to the Trust Board.

Nominations Committee Terms of Reference

A. Overall aim or purpose:

The Council of Governors hereby resolves to establish a Committee to be known as the Nominations Committee. The overall aim of the Committee is to assist in the process of appointment of Non-executive Directors (including the Chair).

B. Key objectives:

The Nominations Committee's key objective is to make recommendations to the Council of Governors on the appointment of Non Executive Directors (including the Chair).

C. Specific areas of responsibility:

The duties of the Committee will include the following:

- on expiry of the initial Non-executive Directors' current term of appointment, to consider whether to recommend to the Council of Governors to re-appoint each or any retiring Non-executive Director;
- to ask the Board of Directors to identify suitable candidates if the Council of Governors does not make a re-appointment;
- to consider suitable candidates identified by the Board of Directors; and
- to make recommendations to the Council of Governors on each appointment taking into account the job description and person profile drawn up by the Board of Directors.

D. Chair:

The Chair of the Trust will be appointed as the Chair of the Committee, unless circumstances relate to his/her initial term of appointment. In the absence of the Chair, the meeting will elect a Chair for the purpose of the meeting.

E. Members:

The Committee will consist of five members comprised of three Governors and two members of the Board of Directors (at least one of whom will be a Non-executive Director). Membership of the Committee will be disclosed in the Annual Report.

F. Accountable to:

The Nominations Committee is accountable to the Council of Governors. The minutes of the Nominations Committee shall be formally recorded and submitted to the Council of Governors and the Trust Board.

G. Accountable for:

There are no formal lines of accountability between the Nominations Committee and other Governor Committees.

H. Roles

The duties of the Chair of the Committee will be to:

- ensure that the Governors are informed as to the deliberations of the Committee;
- ensure that minutes of the Committee are an accurate reflection of discussions;
- attend or designate another member of the Committee to attend public meetings of the Council of Governors as appropriate, to answer any questions related to the work of the Committee; and
- submit a report on the work of the Committee to the Council of Governors and Trust Board.

Minutes and administration of the meeting are undertaken through the Trust Secretary.

I. Frequency of Meetings:

The Nominations Committee will meet as required, at a place and time determined by the Committee.

J. Frequency of Attendance:

Members of the Committee will be expected to attend all meetings, unless there are exceptional circumstances. Attendance will be monitored by the Trust Secretary.

K. Quorum:

Four members of the Committee will constitute a quorum. The Chair of the Committee will have a casting vote if necessary.

L. Record Keeping:

Archives of minutes and papers relating to the Nominations Committee are kept on the intranet.

M. Lifespan of meeting:

The Nominations Committee is a standing committee of the Council of Governors. It will continue to meet in accordance with these Terms of Reference until the Council of Governors determines otherwise.

N. Other matters: attendance

The Chief Executive and/or other members of the Trust may be invited to attend meetings as the Chair of the Committee may decide. The Trust Secretary or Deputy Trust Secretary will be in attendance at all meetings. The Committee may have an independent assessor in attendance if appropriate, as agreed by the Committee.

O. Monitoring arrangements

All elements of the Nominations Committee Terms of Reference will be monitored annually by the Trust Secretary and reported in the Council of Governors through its Annual Report to the Trust Board.

Membership Development Committee: Terms of Reference

A. Overall aim or purpose:

The Council of Governors hereby resolves to establish a Committee to be known as the Membership Development Committee. The overall aim of the Committee is to develop the membership of the Trust and represent the interests of members.

B. Key objectives:

The Membership Development Committee's key objective is to assist the Trust in the delivery of its Membership Strategy.

C. Specific areas of responsibility:

The duties of the Committee will include the following:

- to review the Trust's current Membership Strategy;
- to produce an action plan with a view to increasing/engaging the public membership;
- to play a significant role in ensuring the membership is representative of the population the Trust serves;
- to provide regular updates about the Membership strategy to the Council of Governors;
- to develop a plan to engage with existing and future membership of the Trust; and
- to consider member-related issues affecting the Annual Plan and Annual Report.

D. Chair:

The Chair of the Committee will be appointed by the Council of Governors at a formal meeting. In the absence of the Chair, the meeting will elect a Chair for the purpose of the meeting.

E. Members:

The Committee shall consist of not less than six Governors appointed by the Council of Governors at a formal meeting. Membership of the Committee will be disclosed in the Annual Report.

F. Accountable to:

The Membership Development Committee is accountable to the Council of Governors. The minutes of the Membership Development Committee shall be formally recorded and submitted to the Council of Governors and the Trust Board.

G. Accountable for:

There are no formal lines of accountability between the Membership Development Committee and other Governor Committees.

H. Roles

The duties of the Chair of the Committee will be to:

- ensure that the Governors are informed as to the deliberations of the Committee;
- ensure that minutes of the Committee are an accurate reflection of discussions;
- attend or designate another member of the Committee to attend public meetings of the Council of Governors as appropriate, to answer any questions related to the work of the Committee; and
- submit a report on the work of the Committee to the Council of Governors.

Minutes and administration of the meeting are undertaken through the Trust Secretary.

I. Frequency of Meetings:

The Membership Development Committee will meet at least quarterly or as required, at a place and time determined by the Committee.

J. Frequency of Attendance:

Members of the Committee will be expected to attend at least three meetings a year. Attendance will be monitored by the Trust Secretary.

K. Quorum:

Four members of the Committee will constitute a quorum. The Chair of the Committee will have a casting vote if necessary.

L. Record Keeping:

Archives of minutes and papers relating to the Membership Development Committee are kept on the intranet.

M. Lifespan of meeting:

The Membership Development Committee is a standing committee of the Council of Governors. It will continue to meet in accordance with these Terms of Reference until the Council of Governors determines otherwise.

N. Other matters: attendance

The Chief Executive and/or other members of the Trust may be invited to attend meetings as the Chair of the Committee may decide. The Trust Secretary and/or the Deputy Trust Secretary will be in attendance at all meetings.

O. Monitoring arrangements

All elements of the Membership Development Committee Terms of Reference will be monitored annually by the Trust Secretary and reported in the Council of Governors through its Annual Report to the Trust Board.

COUNCIL OF GOVERNORS' MEETING

13 MAY 2015

Paper Title:	Membership Strategy
Lead Director:	Michael Smith, Chair
Paper Author:	Stella Jackson, Deputy Trust Secretary
Agenda Item:	11
Presented For:	To Discuss

PURPOSE OF THIS PAPER:

To receive a presentation about the Trust's Membership Strategy.

EXECUTIVE SUMMARY

Foundation Trusts are required by Monitor to have a Membership Strategy which must include steps taken by the Trust to ensure a representative membership. The Deputy Trust Secretary will present information about the current membership (which was deferred from the second day of the Governor induction).

The data used to derive the information about our Public membership has been drawn from the membership database supplied by Membership Engagement Services and the Membership Strategy guidance template, produced by the Department of Health, has been utilised to develop the Strategy content.

It is proposed that further development of the Membership Strategy will be delegated to the Council of Governors' Membership Committee (see agenda item 10).

RECOMMENDATIONS:

That the Council of Governors agrees to:

- receive information about the current membership strategy; and
- Delegate a detailed review of the Strategy to the Membership Development Committee.



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COUNCIL OF GOVERNORS' MEETING

13 MAY 2015

Paper Title:	Council of Governors' Work Programme and proposed meeting dates
Lead Director:	Michael Smith, Chair
Paper Author:	Paul Hogg, Trust Secretary and Stella Jackson, Deputy Trust Secretary
Agenda Item:	12
Presented For:	To Discuss

PURPOSE OF THIS PAPER:

To note the production of a schedule of items for consideration at future meetings.

EXECUTIVE SUMMARY

During the Governor induction meetings a number of Governors requested that the dates of future meetings be circulated. In order to ensure that the Council of Governors is kept informed about the Board of Directors self-certification process with Monitor, it is proposed that the Council of Governors meetings are scheduled as follows (commencing at 5.30pm):

- Thursday 13 August 2015
- Thursday 12 November 2015
- Thursday 11 February 2016
- Thursday 12 May 2016

Once the membership of the Council of Governors Committees has been agreed, the dates for these meetings will be circulated.

As with the Board of Directors, it is proposed that the Council of Governors will receive a paper at each meeting setting out the forward work programme and items for consideration during the year (updated on a rolling basis) and that this will commence in August 2015.

Governors are invited to identify any items they would like to consider on the work programme at this meeting.

That the Council of Governors:

- considers and approves the dates of the Council of Governor meetings, as set out in the paper; and
- notes the submission of further Committee dates and Governor work programme in August 2015.