

Cover Sheet

Council of Governors Meeting: Wednesday 19 January 2022

CoG2022.02

Title: Future Arrangements for Governor Committees

Status: For Decision
History: CoG2016.09 Council of Governors Future Working Arrangements
CoG2016.14 Terms of Reference for Council of Governors Committees

Board Lead: Trust Chair
Author: Neil Scotchmer, Head of Corporate Governance
Confidential: No
Key Purpose: Assurance, Policy

Executive Summary

1. The Council of Governors has three standing committees: the Remuneration, Nominations and Appointments Committee, the Patient Experience, Membership and Quality Committee and the Performance, Workforce and Finance Committee.
2. The operation of these committees and their relationship with committees of the Board has evolved over time and this paper outlines proposed arrangements for them in the future following discussions with the chairs of the Council committees.
3. Governor committees form an important opportunity for governors to develop effective working relationships with non-executive directors and, through them, to understand the work being undertaken by the Board and its committees. This can therefore be a key opportunity for governors to undertake their 'holding to account' function.
4. From a non-executive perspective this interaction assists in ensuring that they are focussing on issues that are of importance to governors and provides assurance that they are asking the right questions. It also offers an opportunity for non-executives to learn from governors about their concerns and those of the communities they represent.
5. Governor committees historically linked with specific Board committees but this dynamic, and the ongoing relationship with specific non-executive directors that it fostered was altered by the development of the Integrated Assurance Committee to replace Quality Committee and Finance and Performance Committee.
6. Another change has been the shift to committee meetings taking place virtually during the pandemic, an arrangement which the Council has agreed should continue. This has strengthened the dialogue between governors and non-executives although there is not the same ongoing relationship with a specific Board member.

Recommendations

7. The Council of Governors is asked to:
 - **Approve** the recommendation that all members currently shadowing committees be invited to formally become members should they consent to do so;
 - **Approve** the recommendation that committee memberships be formally reviewed by the Council of Governors on an annual basis;
 - **Approve** the recommendation that two or three relevant non-executive directors be identified to regularly attend the PEMQ or PWF Committees respectively.

Future Arrangements for Governor Committees

1. Purpose

- 1.1. This paper outlines proposed future arrangements for governor committees for consideration by the Council.
- 1.2. These include updating memberships and considering how Board members should best interact with committees, agendas be set and meetings scheduled.
- 1.3. Governors are asked to comment on the proposed approach and approve recommendations as appropriate.

2. Background

- 2.1. The Council of Governors has three standing committees. The Remuneration, Nominations and Appointments Committee is a statutory requirement and makes recommendations to the Council regarding the appointment of the Chair and non-executive directors and their remuneration.
- 2.2. At its meeting in April 2016 the Council also chose to establish a Patient Experience, Membership and Quality Committee and a Performance, Workforce and Finance Committee.
- 2.3. The operation of these committees and their relationship with committees of the Board has evolved over time and this paper outlines proposed arrangements for them in the future following discussions with the chairs of the Council committees.

3. Memberships

- 3.1. The current memberships of each committee are indicated below including an indication of the length of time each has been a committee member and the date of expiry of their current term of office.
- 3.2. Those governors shown in red have terms of office which end in March 2022 and these governors may therefore not continue in post beyond that point depending on whether they choose to stand again and the outcome of the elections currently underway.
- 3.3. Those governors shown in blue are currently shadowing committees as attendees and are not yet formal members.

Patient Experience, Membership and Quality Committee [PEMQ]

- 3.4. PEMQ has six current members with three governors having expressed an interest in shadowing its work. Of the current members, three reach the end of their current terms in March though all are eligible to stand again.

Patient Experience, Membership and Quality Committee			
Member	Governor Type	Committee Member Since	Expiry of Governor Term
Sally-Jane Davidge (Chair)	Public - Bucks, Berks, Gloucs and Wilts	January 2017	31 Mar 2024
David Heyes	Public – West Oxfordshire	March 2020	31 Mar 2022 ¹
Anita Higham	Public – Cherwell	January 2017	31 Mar 2022 ¹
Janet Knowles	Public – South Oxfordshire	November 2018	31 Mar 2022 ¹
Jill Haynes	Public – Vale of White Horse	January 2017	31 Mar 2024
Jules Stockbridge	Staff - Clinical	January 2017	31 Mar 2024
Sally-Ann Watts	Public – Bucks, Berks, Gloucs and Wilts	Shadowing	31 Mar 2024 ²
Gemma Davison	Public – Cherwell	Shadowing	31 Mar 2024 ²
Mike Gotch	Public – Oxford City	Shadowing	31 Mar 2024 ²

Performance, Workforce and Finance Committee [PWF]

- 3.5. PWF has five current members but it should be noted that four of these, including the Committee chair, reach the end of their current terms in March. All are eligible to stand again for election. Two governors are currently shadowing the Committee but, depending on the outcome of this year's elections, there may be a need to seek further volunteers to join it.

Performance, Workforce and Finance Committee			
Member	Governor Type	Committee Member Since	Expiry of Governor Term
Cecilia Gould (Chair)	Public - Oxford City	January 2017	31 Mar 2022 ¹
Rebecca Cullen	Staff - Non-Clinical	September 2019	31 Mar 2022 ¹
Martin Havelock	Public - Vale of White Horse	January 2017	31 Mar 2022 ¹
Shad Khan	Staff - Clinical	January 2019	31 Mar 2022 ¹
Graham Shelton	Public - West Oxfordshire	March 2019	31 Mar 2024
Nina Robertson	Public – South Oxfordshire	Shadowing	31 Mar 2024 ²
Helen Higham	Nominated - University of Oxford	Shadowing	9 Sep 2023 ²

¹ Term expires this year.

² Currently shadowing

Remuneration, Nominations and Appointments Committee [RNAC]

- 3.6. RNAC currently has seven governor members with three of these coming to the end of their current terms of office in March. All are eligible to stand for a further term should they choose to do so.
- 3.7. Historically the Lead Governor has always been invited to join this Committee and all members involved in Chair and non-executive recruitment processes are asked to undertake additional relevant training.

Remuneration, Nominations and Appointments Committee			
Member	Governor Type	Committee Member Since	Expiry of Governor Term
Jonathan Montgomery (Chair)	N/A	April 2019	N/A
Cecilia Gould	Public – Oxford City	November 2017	31 Mar 2022 ¹
Anita Higham	Public – Cherwell	January 2017	31 Mar 2022 ¹
Martin Havelock	Public – Vale of White Horse	January 2017	31 Mar 2022 ¹
Sally-Jane Davidge	Public – Buck, Berks, Gloucs and Wilts	October 2018	31 Mar 2024
Jules Stockbridge	Staff – Clinical	October 2018	31 Mar 2024
Tony Bagot-Webb	Public – Northants and Warks	June 2018	31 Mar 2024
Astrid Schloerscheidt	Nominated – Oxford Brookes University	April 2018	1 Jun 2023

Future Memberships

- 3.8. It is recommended that all members currently shadowing committees be invited to formally become members should they consent to do so.
- 3.9. It is recommended that committee memberships be formally reviewed by the Council of Governors on an annual basis to allow for refreshing and succession planning and to ensure that they have access to suitable knowledge and expertise.

4. Attendance of Board Members

- 4.1. Governor committees form an important opportunity for governors to develop effective working relationships with non-executive directors and, through them, to understand the work being undertaken by the Board and its committees. This can therefore be a key opportunity for governors to undertake their 'holding to account' function.

- 4.2. From a non-executive perspective this interaction assists in ensuring that they are focussing on issues that are of importance to governors and provides assurance that they are asking the right questions. It also offers an opportunity for non-executives to learn from governors about their concerns and those of the communities they represent.
- 4.3. Governor committees historically linked with specific Board committees, PEMQ with the Quality Committee and PWF with the Performance and Finance Committee. At that stage they were regularly attended by the Chair of the relevant committee. This dynamic, and the ongoing relationship with specific non-executive directors that it fostered was altered by the development of the Integrated Assurance Committee to replace Quality Committee and Finance and Performance Committee.
- 4.4. Another change has been the shift to committee meetings taking place virtually during the pandemic. At its meeting on 13 October governors agreed that this approach should continue. Virtual meetings have allowed more frequent attendance by a larger number of non-executive directors. This has strengthened the dialogue between governors and non-executives although there is not the same ongoing relationship with a specific Board member.

Future Board Attendance

- 4.5. There is a desire in the future not to lose the strengthened non-executive attendance but at the same time to re-establish an ongoing relationship and continuity in non-executive attendance at each committee. It is therefore recommended that two or three non-executive directors with relevant expertise be identified who will regularly attend PEMQ or PWF respectively.
- 4.6. It is noted that the key link for governors with the Board and committees should be through the non-executive directors that they have a duty to hold to account. However executive directors and other Trust staff may also be invited to attend governor committees to provide insights into specific issues where appropriate.

5. Meeting Agendas

- 5.1. Agendas will be planned with committee chairs and it is suggested that a programme of business for the following twelve months should be outlined early in the financial year. This advance planning will assist in ensuring that appropriate individuals are available to attend and support discussions.
- 5.2. Recent experience has supported the view that the richest and most helpful committee discussions results when agendas are focussed on a

small number of key topics and it is proposed that this approach continues to be taken.

- 5.3. There is also a need to ensure that governor committees are adding distinctive value and that agendas do not represent a repetition of matters already discussed in detail by Board committees.
- 5.4. Where discrete and specific pieces of work are to be undertaken it is suggested that the Council continues to set up working groups for these purposes. This approach has been used successfully for the review of the Constitution and consideration of future ways of working for the Council. It is also being employed to review the Trust's Membership Strategy.

6. Meeting Schedule

- 6.1. Over the last year governor committee meetings were shifted to a regular slot on Friday mornings in order to facilitate the attendance of non-executive directors. However it is recognised that this has not been a convenient arrangement for all committee members and attendees.
- 6.2. It is proposed that meetings remain bimonthly but that the timing and schedule be confirmed when committee memberships and regular non-executive attendees are confirmed so as to ensure that arrangements are convenient for those regularly dialling in.

7. Recommendations

- 7.1. The Council of Governors is asked to:
 - **Approve** the recommendation that all members currently shadowing committees be invited to formally become members should they consent to do so;
 - **Approve** the recommendation that committee memberships be formally reviewed by the Council of Governors on an annual basis;
 - **Approve** the recommendation that two or three relevant non-executive directors be identified to regularly attend the PEMQ or PWF Committees respectively.