

## Cover Sheet

Council of Governors Meeting: Monday 2 October 2023

CoG2023.25

---

**Title:** Management of a Public Governor Vacancy

---

---

**Status:** For Decision

**History:** none

---

---

**Board Lead:** Trust Chair

**Author:** Neil Scotchmer, Head of Corporate Governance

**Confidential:** No

**Key Purpose:** Assurance

---

## Management of a Public Governor Vacancy

---

### 1. Purpose

- 1.1. A governor vacancy has arisen in the Cherwell constituency following the decision of Anita Higham to stand down from the role.
- 1.2. This paper outlines a proposal for filling this vacancy in a cost-effective manner while maintaining the current cycle of terms.

### 2. Background

- 2.1. Annex 3 of the Trust's Constitution sets out the composition of the Council of Governors and provides for two public governors from the Cherwell constituency.
- 2.2. Anita Higham has chosen to stand down as a governor from the date of the Trust's Annual Public Meeting on 19 September; around 18 months remain of her term of office.
- 2.3. All governor terms of office are now aligned to commence on 1 April with the next scheduled elections due to take place early in 2024 for a term of office commencing on 1 April 2024.

### 3. Options and Proposal

#### Options

- 3.1. Annex 5 of the Trust's Constitution outlines the options open to the Council should a vacancy arise for any other reason other than the expiry of the term of office.
- 3.2. The Council of Governors may:
  - a. call an election within three months to fill the seat for the remainder of that term of office;
  - b. invite the next highest polling (runner-up) candidate for that seat at the most recent election, who is willing to take office, to fill the seat until the next election, for the unexpired period of the term of office; or
  - c. leave the seat vacant until the next scheduled elections are held if the un-expired period of office is less than twelve months.
- 3.3. In circumstances where the previous elections took place significantly over a year previously it has not generally been the Council's practice to offer the seat to the next highest polling runner-up.
- 3.4. However, as there are more than twelve months remaining of the term of office the Council may not leave the seat vacant for the remainder of the term which ends in March 2025.

### Proposal

- 3.5. It is proposed that the Council adopt a combination of options a and b. Under this proposal, the election for a public Governor will take place as scheduled early in 2024. The candidate with the most votes will be elected to a three-year term (1 April 2024 – 31 March 2027). The second-placed candidate will be offered a one-year term (1 April 2024 – 31 March 2025).
- 3.6. The second-placed candidate would be eligible to stand again for a full three-year term at the end of this period.
- 3.7. By adopting this solution, the Council will preserve the cycle of Staff Governor terms and allow elections to run as anticipated in early 2024 and early 2025.

## **4. Recommendations**

- 4.1. The Council of Governors is asked to approve the proposal that two Public Governors for the Cherwell constituency are elected in the next scheduled elections: the first-placed candidate to serve a three-year term (1 April 2024 – 31 March 2027) and the second-placed candidate to serve the remainder of Anita Higham's term (1 April 2024 – 31 March 2025).