

Council of Governors Meeting: Thursday 20 October 2016
CoG2016.23

Title	Proposals for Future Schedule and Working Arrangements
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Purpose	For decision.
History	None.

Executive Summary

1. This paper presents a number of specific proposals emerging from discussions at the governors' seminar on 20 September for consideration by the Council.
2. Eleven governors have volunteered to join the Council's new committees for Membership, Patient Experience & Quality and for Performance, Workforce & Finance. Governors have been invited to form two committees of five and six governors respectively. The terms of reference for the two committees have been revised following discussion at the Council's meeting on 1 July.
3. It is proposed that the committees aim initially to meet eight times each year such that they have two meetings between each meeting of the Council of Governors.
4. A proposed schedule of meetings and seminars for the Council of Governors during 2017 has been outlined.
5. It has also been suggested that governors might find it helpful to have a session facilitated by members of NHS Providers' GovernWell team to provide an opportunity to take stock of their progress to date and to consider their priorities for the coming year.
6. It was suggested at the September seminar that the Governors Web Forum should in future be used as the primary route for communication with governors. It was felt that this could reduce the overall quantity of email traffic that takes places in relation to Council business and would also encourage more use of the Forum and thereby facilitate debate and discussion amongst governors.

Recommendations

7. The Council of Governors is asked to **approve** the terms of reference for the Performance, Workforce and Finance Committee and the Membership, Patient Experience and Quality Committee.
8. The Council of Governors is asked to **agree** an initial schedule of eight meetings per year for both the Performance, Workforce and Finance Committee and the Membership, Patient Experience and Quality Committee.
9. The Council of Governors is asked to **approve** the proposed schedule of meetings and seminars for 2017.
10. The Council of Governors is asked to **decide** whether they wish arrangements to be made for a seminar facilitated by NHS Providers.
11. The Council of Governors is asked to **agree** that the Governors Web Forum be used in the future as the primary mode of communication with governors.

Proposals for Future Schedule and Working Arrangements

1. Purpose

- 1.1. At their seminar on 20 September, governors took the opportunity to consider arrangements that they felt would increase their future effectiveness as a Council. This built on discussion at the Council's meeting on 1 July.
- 1.2. This paper presents a number of specific proposals emerging from these discussions for consideration by the Council.
- 1.3. Some of the other broader issues that were raised at the seminar will be explored further at the joint session between the Council and the Board which is being arranged for Wednesday 26 October and reported back to the next meeting of the Council.

2. Council Committees

- 2.1. Eleven governors volunteered to join the Council's new committees and have been invited to form two committees of five and six governors respectively. The committees will have memberships as outlined below, subject to confirmation from volunteers that they remain willing to participate in them. This membership has been arrived at by taking into account the interests and experience of volunteers, along with a desire to have both staff and public representation on each and to form two committees of a similar size.

Performance, Workforce and Finance Committee	Membership, Patient Experience and Quality Committee
Margaret Booth	Sue Chapman
Cecilia Gould	Sally-Jane Davidge
Martin Havelock	Jill Haynes
Ian Roberts	Anita Higham
Richard Soper	Julie Stockbridge
Brian Souter	

- 2.2. The terms of reference for the two committees have been revised following discussion at the Council's meeting on 1 July and these are attached as Appendix 1 and Appendix 2.
- 2.3. It should be noted that these are deliberately broad and not exhaustive with the intention that the detail of the work programme for each committee be defined by the Council of Governors on an annual basis. There is also a requirement for an annual review of the terms of reference by the Council of Governors.
- 2.4. Specific revisions which have been made to the terms of reference are as follows:
 - 2.4.1. It is now proposed that the committees each select their own chair from amongst their membership.
 - 2.4.2. It is proposed that the Chair of the Board Quality Committee attend meetings of the Membership, Patient Experience and Quality Committee and that the Chair of

the Board Finance and Performance Committee attend meetings of the Performance, Workforce and Finance Committee. In each case this would be on a non-voting basis and the relevant chair would not be a formal member of the committee.

- 2.4.3. The rules regarding quorum have been clarified. A quorum in each case would be three governors of whom at least two must be public governors.
- 2.4.4. In line with recommendations made by governors in July, additional specific duties have been added for each committee.
- 2.5. The Council of Governors is asked to **approve** the terms of reference for the Performance, Workforce and Finance Committee and the Membership, Patient Experience and Quality Committee.
- 2.6. It is proposed that the committees aim initially to meet eight times each year such that they have two meetings between each meeting of the Council of Governors. If this is agreed by the Council then arrangements will be made to agree dates for these meetings for the coming year.
- 2.7. The Council of Governors is asked to **agree** an initial schedule of eight meetings per year for both the Performance, Workforce and Finance Committee and the Membership, Patient Experience and Quality Committee.

3. Schedule of Meetings and Seminars

- 3.1. A proposed schedule of Council meetings and seminars for 2017 is outlined below:

Date	Time	Meeting Type
Thursday 19 January	2.30-4.30pm	Council Meeting
Monday 27 February	5.30-8.00pm	Seminar
Friday 7 April	2.30-4.30pm	Council Meeting
Tuesday 9 May	5.30-8.00pm	Seminar
Wednesday 5 July	6.00-8.00pm	Council Meeting
Friday 15 September	2.00-4.30pm	Seminar
Wednesday 4 October	6.00-8.00pm	Council Meeting
November (TBC)	2.00-4.30pm	Seminar

- 3.2. Governors were asked at the 20 September seminar if they wished to continue varying the locations of meetings so that these take place in different parts of Oxfordshire. This approach was supported by those present and so it is suggested that meetings during 2017 will take place in a range of locations.
- 3.3. It is also suggested that meetings and seminars continue to take place in a mixture of afternoons and evenings based on the initial divided feedback regarding which was felt to be most convenient for members of the Council.

- 3.4. Governors may also wish to give some thought to topics that they would wish to see covered during future seminars. This might be helpfully explored on the Governors Web Forum.
- 3.5. The Council of Governors is asked to **approve** the proposed schedule of meetings and seminars for 2017.
- 3.6. In addition to these dates governors will also be aware that a joint session between the Council and the Board is being arranged for Wednesday 26 October this year and will be held at OUH at Cowley in Unipart House.
- 3.7. It has also been suggested that governors might find it helpful to have a session facilitated by members of NHS Providers' GovernWell team to provide an opportunity to take stock of their progress to date and to consider their priorities for the coming year. If this idea is supported by the Council then arrangements will be made with NHS Providers for such a session to take place in December or January. The cost for such a session would be £2,250 (+VAT) for content development, training delivery and trainer overnight accommodation and travel.

Date	Time	Meeting Type
Wed 26 October	2.00-4.00pm	Joint Seminar with Trust Board
December (TBC)	TBC	NHS Providers Facilitated Seminar

- 3.8. The Council of Governors is asked to **decide** whether they wish arrangements to be made for a seminar facilitated by NHS Providers.

4. Communications and the Governors Web Forum

- 4.1. At the seminar on 20 September governors highlighted communication as one of their key areas of focus. It was suggested at the session that the Governors Web Forum should in future be used as the primary route for communication with governors.
- 4.2. One rationale for this approach was to reduce the overall quantity of email traffic that takes place in relation to Council business. It was also felt that this would encourage more use of the Forum and thereby facilitate debate and discussion amongst governors.
- 4.3. Web Forum notifications have recently been introduced so that governors can receive an email to alert them to a new item on the Forum.
- 4.4. The Trust will continue to ensure that governors do not miss important communications by ensuring that emails are used to highlight that these have been posted.
- 4.5. The Council of Governors is asked to **agree** that the Governors Web Forum be used in the future as the primary mode of communication with governors.

5. Recommendations

- 5.1. The Council of Governors is asked to **approve** the terms of reference for the Performance, Workforce and Finance Committee and the Membership, Patient Experience and Quality Committee.

- 5.2. The Council of Governors is asked to **agree** an initial schedule of eight meetings per year for both the Performance, Workforce and Finance Committee and the Membership, Patient Experience and Quality Committee.
- 5.3. The Council of Governors is asked to **approve** the proposed schedule of meetings and seminars for 2017.
- 5.4. The Council of Governors is asked to **decide** whether they wish arrangements to be made for a seminar facilitated by NHS Providers.
- 5.5. The Council of Governors is asked to **agree** that the Governors Web Forum be used in the future as the primary mode of communication with governors.

Paper prepared by Neil Scotchmer
Programme Manager

October 2016

Appendix 1**Membership, Patient Experience and Quality Committee****Terms of Reference****1. Authority**

- 1.1. The Membership, Patient Experience and Quality Committee (the Committee) is constituted as a standing committee of the Council of Governors. The Terms of Reference can only be amended with the approval of the Council of Governors.
- 1.2. The Council of Governors may commission work from the Committee within its scope, taking account of paragraph 5.4 of Annex 6 of the Constitution which states that “the Council of Governors shall not delegate to any committee any of the powers or responsibilities which are to be exercised by the Council of Governors.”
- 1.3. The Committee is authorised to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

2. Purpose of Committee

- 2.1. The remit of the Committee is to consider, for the Council of Governors, matters concerning the development and maintenance of an active membership; the experience of patients using OUH services and how the Trust’s Board of Directors gains assurance about this; and measures of the quality of services provided by the Trust and how its Board of Directors gains assurance about this.

3. Membership

- 3.1. The membership of the Committee shall be determined by the Chairman of the Council of Governors from amongst those members of the Council of Governors who express an interest in joining it. The composition of the Committee should be considered in respect of required skills and experience, and of ensuring an appropriate balance between public, staff and stakeholder governors relevant to the work of the Committee.
- 3.2. Only members of the Council of Governors may be members of the Committee although other individuals may be invited to attend meetings and participate in the work of the Committee with the agreement of its membership as noted in paragraph 1.3 above.
- 3.3. The Chairman of the Council of Governors may at any time suggest additional governors to join the Committee. The existing membership of the Committee is entitled to be consulted in advance of any additions to the membership.
- 3.4. The Committee will review its membership annually and may make recommendations at any time to the Chairman of the Council of Governors for the addition or removal of governors from the Committee.

4. Attendance and Quorum

- 4.1. A governor chosen by the members of the Committee from amongst its membership shall

act as chair of the Committee and shall preside over any meetings of the Committee. If the chair is absent from the meeting or is absent temporarily on the grounds of a declared conflict of interest, a chair the governors that are present shall appoint, shall preside.

- 4.2. No business shall be transacted at a meeting unless at least three members of the Committee are present, at least two of whom should be public governors.
- 4.3. Meetings of the Committee should be attended by the Chair of the Board's Quality Committee though they are not a member of the Committee and do not have a vote.
- 4.4. The chair of the Committee may request attendance by relevant staff at any meeting.
- 4.5. The Chairman and Vice-Chairman, if not members of the Committee, may choose to attend any meeting of the Committee.

5. Frequency of meetings

- 5.1. Meetings of the Committee should take place with a frequency to be agreed by its membership as appropriate to fulfil its agreed purpose.
- 5.2. The chair of the Committee may at any time convene additional meetings of the Committee to consider business that requires urgent attention.
- 5.3. Meetings of the Membership, Patient Experience and Quality Committee shall be set at the start of the calendar year.

6. Specific Duties

- 6.1 The Membership, Patient Experience and Quality Committee shall:
 - Liaise with the office of the Medical Director regarding the development of the Quality Account and Quality Priorities and be in a position to make a recommendation to the Council of Governors regarding its choice of Quality Priority on an annual basis.
 - Receive feedback on the Council's chosen Quality Priority and to report on this to the Council of Governors.
 - Consider issues regarding recruitment of the Trust's membership and involvement of members, making relevant recommendations to the Council of Governors.
 - Consider requests for advice by the Membership Office regarding the arrangements for any elections or by-elections that are to be held for governors.
 - Consider specific issues in relation to Patient Experience as agreed with the Council of Governors in line with the Council's overall priorities, making relevant recommendations to the Council of Governors as required.
 - Undertake an annual review of the Membership Strategy.
 - Undertake any other responsibilities as delegated by the Council of Governors.

7. Administrative Support

- 7.1. The Committee will be supported administratively by the office of the Head of Corporate Governance.
- 7.2. The agenda for meetings will be drawn up and circulated by the office of the Head of Corporate Governance in consultation with the chair of the Committee. Members of the Committee will be invited to submit items to be taken into account in preparing the agenda.
- 7.3. The minutes of the proceedings of a meeting shall be drawn up by the office of Head of

Corporate Governance and submitted for agreement at the next ensuing meeting.

8. Accountability and Reporting arrangements

- 8.1. The Committee shall be directly accountable to the Council of Governors and will agree work priorities with the Council of Governors on an annual basis.
- 8.2. The Committee should provide a verbal update on its work to each meeting of the Council of Governors through a nominated member of the Committee. Written reports on specific areas of work should be provided as required by the Council of Governors.
- 8.3. The minutes of the Committee meetings shall be formally recorded and submitted to the next meeting of the Council of Governors following the production of the minutes.

9. Conflicts of Interest

- 9.1. If a governor is present at a meeting of the Committee and has an interest of any sort in any matter which is the subject of consideration, s/he shall at the meeting and as soon as practicable after its commencement disclose the fact. The Chair of the Committee shall determine whether the governor should take part in the consideration or discussion of the matter.

10. Monitoring Effectiveness and Compliance with Terms of Reference

- 10.1. The Committee will carry out an annual review of its effectiveness and provide an annual report to the Council on its work in discharging its responsibilities, delivering its objectives and complying with its terms of reference.

11. Review of Terms of Reference

- 11.1. The Terms of Reference of the Committee shall be reviewed at least annually by the Membership, Patient Experience and Quality Committee and approved by the Council of Governors.

Date approved:	TBC
Approved by:	Council of Governors
Next review date:	TBC

Appendix 2**Performance, Workforce and Finance Committee
Terms of Reference****1. Authority**

- 1.1. The Performance, Workforce and Finance Committee (the Committee) is constituted as a standing committee of the Council of Governors. The Terms of Reference can only be amended with the approval of the Council of Governors.
- 1.2. The Council of Governors may commission work from the Committee within its scope, taking account of paragraph 5.4 of Annex 6 of the Constitution which states that “the Council of Governors shall not delegate to any committee any of the powers or responsibilities which are to be exercised by the Council of Governors.”
- 1.3. The Committee is authorised to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

2. Purpose of Committee

- 2.1. The remit of the Committee is to consider, for the Council of Governors, matters concerning the performance of the Trust against key standards and how the Trust’s Board of Directors obtains assurance about this; matters concerning the planning and development of the Trust’s workforce and how the Trust’s Board of Directors obtains assurance about this; and matters concerning the Trust’s financial position and planning and how its Board of Directors obtains assurance about this.

3. Membership

- 3.1. The membership of the Committee shall be determined by the Chairman of the Council of Governors from amongst those members of the Council of Governors who express an interest in joining it. The composition of the Committee should be considered in respect of required skills and experience and of ensuring an appropriate balance between public, staff and stakeholder governors as relevant to the work of the Committee.
- 3.2. Only members of the Council of Governors may be members of the Committee although other individuals may be invited to attend meetings and participate in the work of the Committee with the agreement of its membership as noted in paragraph 1.3 above.
- 3.3. The Chairman of the Council of Governors may at any time suggest additional governors to join the Committee. The existing membership of the Committee is entitled to be consulted in advance of any additions to the membership.
- 3.4. The Committee will review its membership annually and may make recommendations at any time to the Chairman of the Council of Governors for the addition or removal of governors from the Committee.

4. Attendance and Quorum

- 4.1. A governor chosen by the members of the Committee from amongst its membership shall act as chair of the Committee and shall preside over any meetings of the Committee. If the chair is absent from the meeting or is absent temporarily on the grounds of a declared conflict of interest, a chair the governors that are present shall appoint, shall preside.
- 4.2. No business shall be transacted at a meeting unless at least three members of the Committee are present, at least two of whom should be public governors.
- 4.3. Meetings of the Committee should be attended by the Chair of the Board's Finance and Performance Committee though they are not a member of the Committee and do not have a vote.
- 4.4. The chair of the Committee may request attendance by relevant staff at any meeting.
- 4.5. The Chairman and Vice-Chairman, if not members of the Committee, may choose to attend any meeting of the Committee.

5. Frequency of meetings

- 5.1. Meetings of the Committee should take place with a frequency to be agreed by its membership as appropriate to fulfil its agreed purpose.
- 5.2. The Chair of the Committee may at any time convene additional meetings of the Committee to consider business that requires urgent attention.
- 5.3. Meetings of the Performance, Workforce and Finance Committee shall be set at the start of the calendar year.

6. Specific Duties

- 6.1 The Performance, Workforce and Finance Committee shall:
 - Liaise with the office of the Director of Planning and Information regarding the development of the Trust Business Plan.
 - Work with the Audit Committee to prepare recommendations for the Council of Governors as required to fulfil the Council's statutory duties in relation to the appointment of the Trust's external auditors.
 - Consider specific issues in relation to Workforce, including matters related to the recruitment and retention of staff, as agreed with the Council of Governors in line with the Council's overall priorities, making relevant recommendations to the Council of Governors as required.
 - Undertake any other responsibilities as delegated by the Council of Governors.

7. Administrative Support

- 7.1. The Committee will be supported administratively by the office of the Head of Corporate Governance.
- 7.2. The agenda for meetings will be drawn up and circulated by the office of the Head of Corporate Governance in consultation with the chair of the Committee. Members of the Committee will be invited to submit items to be taken into account in preparing the agenda.
- 7.3. The minutes of the proceedings of a meeting shall be drawn up by the office of Head of Corporate Governance and submitted for agreement at the next ensuing meeting.

8. Accountability and Reporting arrangements

- 8.1. The Committee shall be directly accountable to the Council of Governors and will agree work priorities with the Council of Governors on an annual basis.
- 8.2. The Committee should provide a verbal update on its work to each meeting of the Council of Governors through a nominated member of the Committee. Written reports on specific areas of work should be provided as required by the Council of Governors.
- 8.3. The minutes of the Committee meetings shall be formally recorded and submitted to the next meeting of the Council of Governors following the production of the minutes.

9. Conflicts of Interest

- 9.1. If a governor is present at a meeting of the Committee and has an interest of any sort in any matter which is the subject of consideration, he shall at the meeting and as soon as practicable after its commencement disclose the fact. The Chair of the Committee shall determine whether the governor should take part in the consideration or discussion of the matter.

10. Monitoring Effectiveness and Compliance with Terms of Reference

- 10.1. The Committee will carry out an annual review of its effectiveness and provide an annual report to the Council on its work in discharging its responsibilities, delivering its objectives and complying with its terms of reference.

11. Review of Terms of Reference

- 11.1. The Terms of Reference of the Committee shall be reviewed at least annually by the Performance, Workforce and Finance Committee and approved by the Council of Governors.

Date approved: TBC
Approved by: Council of Governors
Next review date: TBC