

Council of Governors Meeting: Thursday 19 January 2017
CoG201.03

Title	Proposals for Future Working Arrangements
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Purpose	For discussion.
History	Paper CoG2016.23, considered by Council at its meeting on 20 October 2017.

Executive Summary

1. This paper follows-up on *Paper CoG2016.23* which was considered by Council at its meeting on 20 October 2016, further to discussions at the governors' seminar held on 20 September 2016.
2. Council is now asked to give further consideration to its future working arrangements, including its working relationship with the Trust Board.
3. It is suggested that principal elements of the framework for future working arrangements may include:
 - The establishment of governors' sub-committees (including their relationship to sub-committees of the board);
 - The opportunity for governors to meet informally, alone, but on a regular basis; and
 - Joint sessions between governors and members of the board.
4. The two new governors' sub-committees for *Membership, Patient Experience & Quality* and for *Performance, Workforce & Finance* have now been established, with terms of reference as approved by Council at its meeting on 20 October 2016.
5. The first meeting of the *Membership, Patient Experience & Quality Committee* was held on 4 January 2017.
6. The first meeting of the *Performance, Workforce & Finance Committee* was held on 6 January 2017.
7. It is proposed that these two committees aim initially to meet six times each year (in January, March, May, July, September and November).
8. They will be regularly attended by the Chairman of the board sub-committee to which they relate, who will report on the level of assurance provided to the board on the areas that lie within the remit of the sub-committees.
9. As the work programmes for each of the new governors' sub-committees are developed, and taking into account the cycles of business of the board's sub-committees to which they relate, it is proposed to identify which key meeting(s) of the board sub-committees members of the governors' sub-committees may be invited to attend and observe.
10. A proposed schedule of formal meetings and seminars for the Council of Governors during 2017 was outlined in *Paper CoG2016.23*, and this has been revised slightly, to move the meeting of Council scheduled in October 2017 from Wednesday 4 October to Thursday 5 October 2017. The full, revised schedule of dates proposed is provided at section 2.1 below.
11. An additional session has now been arranged on Friday, 3 February 2017, to be facilitated by members of NHS Providers' GovernWell team. It is intended that this will provide an opportunity to take stock of progress to date and consider priorities for the coming year.
12. Council may wish to consider convening additional informal meetings, to be attended by governors alone; either immediately prior to the formal meetings of Council, immediately after, or on a separate schedule.
13. Two joint sessions with the Board are proposed for:
 - 2.00pm to 4.30pm on Wednesday 29 March 2017; and
 - 2.00pm to 4.30pm on Friday 15 September 2017

Recommendations

14. The Council of Governors is asked to give further consideration to its future working arrangements, including its working relationship with the Trust Board, by reference in particular to:
- The establishment of governors' sub-committees (including their relationship to sub-committees of the board);
 - The opportunity for governors to meet informally, alone, but on a regular basis; and
 - Joint sessions between governors and members of the board.

Proposals for Future Working Arrangements

1. Council of Governors' Sub-Committees

1.1. The ***Nominations and Remuneration Committee*** was the first to be established as a standing committee of the Council of Governors (distinct from the *Nominations Committee/Appointment Panel* which must be established under the Constitution at the point where a suitable replacement needs to be sought for an upcoming vacancy in the post of Non-Executive Director or Chairman).

1.2. Its membership is comprised as follows:

Nominations and Remuneration Committee
Dame Fiona Caldicott (Chairman)
Margaret Booth
Martin Havelock
Rosemary Herring
Anita Higham
Brian Souter
Chris Winearls

1.3. Within its remit, the *Nominations and Remuneration Committee* is expected to make recommendations on the established levels of remuneration for the Chairman and Non-Executive Directors, and more broadly to make recommendations on the remuneration and terms of service policy for non-executive directors.

1.4. It is also expected to advise and make recommendations on the policy framework and process by which nominations to the role of Non-Executive Directors and Chairman should be made, for appointment by the Council of Governors.

1.5. Under the Constitution, it is for the *Nominations and Remuneration Committee* to determine whether, on the first renewal of the appointment of a Non-Executive Director or Chairman, s/he may be reappointed without a process of open competition.

1.6. The *Nominations and Remuneration Committee* has reviewed and made recommendations to Council on the level of remuneration for the Chairman and Non-Executive Directors.

1.7. It has reviewed the Process for the Appointment of the Trust Chairman and other Non-Executive Directors.

1.8. It has made recommendations to Council on the reappointment of the Chairman, Vice-Chairman and Non-Executive Directors, and has recommended initiation of the process under which a new appointment can be made to fill the vacancy that will arise upon expiry of the term of a Non-Executive Director's appointment on 29 April 2017

- 1.9. The first meeting of the **Membership, Patient Experience & Quality Committee** was held on 4 January 2017, with the following membership:

Membership, Patient Experience and Quality Committee
Sue Chapman (Chairman)
Sally-Jane Davidge (Vice Chairman)
Jill Haynes
Anita Higham
Julie Stockbridge

- 1.10. The first verbal report from the *Membership, Patient Experience & Quality Committee* will be made to Council at its meeting on 19 January 2017.
- 1.11. The first meeting of the **Performance, Workforce & Finance Committee** was held on 6 January 2017, with the following membership:

Performance, Workforce and Finance Committee
Margaret Booth
Cecilia Gould (Chairman)
Martin Havelock (Vice Chairman)
Ian Roberts
Richard Soper

- 1.12. The first verbal report from the *Performance, Workforce & Finance Committee* will be made to Council at its meeting on 19 January 2017.
- 1.13. It is proposed that both the *Membership, Patient Experience & Quality Committee* and the *Performance, Workforce & Finance Committee* aim initially to meet six times each year (in January, March, May, July, September and November).
- 1.14. They will be regularly attended by the Chairman of the board sub-committee to which they relate, who will report on the level of assurance provided to the board on the areas that lie within the remit of the sub-committees.
- 1.15. As the work programmes for each of the new governors' sub-committees are developed, and taking into account the cycles of business of the board's sub-committees to which they relate, it is proposed to identify which key meeting(s) of the board sub-committees members of the governors' sub-committees may be invited to attend and observe.

2. Schedule of formal Meetings and Seminars

2.1. The revised schedule proposed for Council meetings and seminars during 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
Thursday 5 October	6.00-8.00pm	Council Meeting
November (TBC)	2.00-4.30pm	Seminar

2.2. An additional session has now been arranged on Friday, 3 February 2017, to be facilitated by members of NHS Providers' GovernWell team. It is intended that this will provide an opportunity to take stock of progress to date and consider priorities for the coming year.

3. Informal meetings, to be attended by governors alone

3.1. Council may wish to consider convening additional informal meetings, to be attended by governors alone; either immediately prior to the formal meetings of Council, immediately after, or on a separate schedule.

4. Joint sessions between Council and the Board

4.1. A Joint Seminar attended by Governors and members of the Board was held on 26 October 2016, and it is proposed that further Joint Seminars be held on:

2.00pm to 4.30pm on Wednesday 29 March 2017; and

2.00pm to 4.30pm on Friday 15 September 2017

5. Recommendations

5.1. The Council of Governors is asked to give further consideration to its future working arrangements, including its working relationship with the Trust Board, by reference in particular to:

- The establishment of governors' sub-committees (including their relationship to sub-committees of the Board);
- The opportunity for governors to meet informally, alone, but on a regular basis; and
- Joint sessions between governors and members of the board.