

## Cover Sheet

Council of Governors Meeting: Wednesday 13 April 2022

CoG2022.07

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**Title:** Update on Arrangements for Governor Committees

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**Status:** For Decision  
**History:** CoG2016.09 Council of Governors Future Working Arrangements  
CoG2016.14 Terms of Reference for Council of Governors Committees  
CoG2022.02 Future Arrangements for Governor Committees

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

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## Executive Summary

1. The Council of Governors has three standing committees: the Remuneration, Nominations and Appointments Committee (RNAC), the Patient Experience, Membership and Quality Committee (PEMQ) and the Performance, Workforce and Finance Committee (PWF).
2. At its meeting in January the Council confirmed that governors who had been shadowing the two committees would join them as members. It also agreed that two or three relevant non-executive directors would be identified to regularly attend the PEMQ or PWF Committees to establish an ongoing relationship and continuity in non-executive attendance at each committee.
3. This paper provides an update on future arrangements for governor committees for consideration by the Council further to the changes that were approved at the Council's January meeting. These include updated committee memberships, confirmation of non-executive attendees for each committee and a proposed schedule of meetings.
4. Governors are also asked to consider whether they may wish to express an interest in joining the Performance, Workforce and Finance Committee in particular as its membership has been significantly reduced following recent elections.

## Recommendations

5. The Council of Governors is asked to **note** and **comment on** the update provided.

## Update on Arrangements for Governor Committees

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### 1. Purpose

- 1.1. This paper provides an update on future arrangements for governor committees for consideration by the Council further to the changes that were approved at the Council's January meeting.
- 1.2. These include updated memberships, confirmation of non-executive attendees for each committee and a proposed schedule of meetings.
- 1.3. Governors are asked to comment on the approach. In addition, governors are asked to consider whether they may wish to express an interest in joining the Performance, Workforce and Finance Committee in particular as its membership has been significantly reduced following recent elections..

### 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. 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.
- 2.4. 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.
- 2.5. During the pandemic committee meetings have taken place virtually, an arrangement which the Council has agreed should continue.
- 2.6. At its meeting in January the Council confirmed that governors who had been shadowing the two committees would join them as members. It also agreed that two or three relevant non-executive directors would be

identified to regularly attend the PEMQ or PWF Committees to establish an ongoing relationship and continuity in non-executive attendance at each committee.

### 3. Patient Experience, Membership and Quality Committee [PEMQ]

- 3.1. PEMQ has eight current members with one member leaving following the recent elections having not been re-elected.

<b>Patient Experience, Membership and Quality Committee</b>			
<b>Member</b>	<b>Governor Type</b>	<b>Committee Member Since</b>	<b>Expiry of Governor Term</b>
<b>Sally-Jane Davidge (Chair)</b>	Public - Bucks, Berks, Gloucs and Wilts	Jan 2017	31 Mar 2024
<b>Anita Higham</b>	Public – Cherwell	Jan 2017	31 Mar 2025
<b>Janet Knowles</b>	Public – South Oxfordshire	Nov 2018	31 Mar 2025
<b>Jill Haynes</b>	Public – Vale of White Horse	Jan 2017	31 Mar 2024
<b>Jules Stockbridge</b>	Staff - Clinical	Jan 2017	31 Mar 2024
<b>Sally-Ann Watts</b>	Public – Bucks, Berks, Gloucs and Wilts	Jan 2022	31 Mar 2024
<b>Gemma Davison</b>	Public – Cherwell	Jan 2022	31 Mar 2024
<b>Mike Gotch</b>	Public – Oxford City	Jan 2022	31 Mar 2024

- 3.2. Tony Schapira, Ash Soni and Joy Warmington have agreed to act as regular non-executive attendees for this committee.

### 4. Performance, Workforce and Finance Committee [PWF]

- 4.1. PWF has three current members, having lost four members at the most recent elections who were either not re-elected or chose to stand down.

<b>Performance, Workforce and Finance Committee</b>			
<b>Member</b>	<b>Governor Type</b>	<b>Committee Member Since</b>	<b>Expiry of Governor Term</b>
<b>Graham Shelton</b>	Public - West Oxfordshire	Mar 2019	31 Mar 2024
<b>Nina Robertson</b>	Public – South Oxfordshire	Jan 2022	31 Mar 2024
<b>Helen Higham</b>	Nominated - University of Oxford	Jan 2022	9 Sep 2023

- 4.2. As the membership of this committee has been significantly depleted, governors are asked to consider whether they might wish to express an interest in joining it. Governors would also welcome to attend to shadow its meetings initially before choosing to formally become members should they prefer to do so.
- 4.3. The Committee will also need to confirm a new Chair.
- 4.4. Paula Hay-Plum, Claire Flint and Katie Kapernaros have agreed to act as regular non-executive attendees for this committee.

## 5. Remuneration, Nominations and Appointments Committee [RNAC]

- 5.1. RNAC currently has five governor members with two having left after choosing to stand down at the recent elections.
- 5.2. 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.

<b>Remuneration, Nominations and Appointments Committee</b>			
<b>Member</b>	<b>Governor Type</b>	<b>Committee Member Since</b>	<b>Expiry of Governor Term</b>
<b>Jonathan Montgomery (Chair)</b>	N/A	Apr 2019	N/A
<b>Anita Higham</b>	Public – Cherwell	Jan 2017	31 Mar 2022
<b>Sally-Jane Davidge</b>	Public – Buck, Berks, Gloucs and Wilts	Oct 2018	31 Mar 2024
<b>Jules Stockbridge</b>	Staff – Clinical	Oct 2018	31 Mar 2024
<b>Tony Bagot-Webb</b>	Public – Northants and Warks	Jun 2018	31 Mar 2024
<b>Astrid Schloerscheidt</b>	Nominated – Oxford Brookes University	Apr 2018	1 Jun 2023

## 6. Meeting Schedule

- 6.1. It has recently been necessary to schedule additional meetings of committees or undertake business by correspondence in relation to activities that form part of their scheduled annual business.
- 6.2. The schedule of meetings has therefore been reviewed in order to better match the timing of key activities for each committee and a proposed annual schedule is summarised below. If this schedule is supported then

times and dates for meetings will be confirmed based on the availability of committee members and attending non-executives.

<b>Month</b>	<b>Committee(s)</b>	<b>Core Business</b>
<b>April</b>	None	
<b>May</b>	PEMQ	Review of Quality Account Review of Effectiveness & ToR
<b>June</b>	PWF RNAC	Review of Effectiveness & ToR Receive Chair's Appraisal Review NED Remuneration Review of Effectiveness & ToR
<b>July</b>	PEMQ	
<b>August</b>	PWF	
<b>September</b>	PEMQ	
<b>October</b>	PWF RNAC	
<b>November</b>	PEMQ	
<b>December</b>	None	
<b>January</b>	PWF	
<b>February</b>	PEMQ	Review of Quality Priorities
<b>March</b>	PWF RNAC	Consultation on Annual Plan Approve Chair's Appraisal Process

## 7. Recommendations

7.1. The Council of Governors is asked to **note** and **comment on** the update provided.