

# PAPER

MC 04/2012

# Report to the Meeting of the Members’ Council

**9 February 2012**

**Update Report from Council Sub-Groups**

At the meeting in November 2011, it was agreed that the Council would establish sub-groups (in addition to the existing Nomination and Remuneration Committee, and Auditor Re-appointment group). The sub-groups would be task orientated and seek to undertake work on areas of interest to the Council, reporting back on progress and full meetings of the Council.

Set out below are updates from each sub-group. Where appropriate, Governors/Executive/Non-Executive directors will provide further updates at the Council meeting.

**1) Audit Sub-group**

**Governor Members:**

Heather Mintern, Julia Besooijen, Neil Oldfield and Liz Turvey.

**Executive/Non-Executive Members:**

Cedric Scroggs, Non-Executive Director and Vice-Chair of the Trust who chairs the Trust’s Audit Committee and Mike McEnaney, Director of Finance.

**Purpose:**

As a result of the Audit Commission ceasing the provision of external audit services for the financial year ending 31 March 2013 onwards, the immediate task of the Audit Sub-group is to review potential audit service providers and make a recommendation for the appointment of replacement external auditors to the Council.

The Council has not approved formal terms of reference for this Sub-group.

**Key Activity since Last Council Meeting:**

The Sub-group has had one conference call and one meeting, with the following being agreed:

* The decision to use the Government Procurement Service Framework as the preferred process as it enables the appointment to be made by the start of the next financial year. This process relies on the pre-qualification of audit service providers to which we are able to offer our business for tender.
* Notification of the forthcoming tender process was made to the providers on the list and four have expressed an interest – Deloittes, Grant Thornton, Price Waterhouse Coopers and RSM Tennon.
* The service specification and the form of the contractors’ response have been agreed and issued to the four interested providers.
* The scoring criteria for evaluating those responses have been agreed.
* The Audit Sub-group is due to meet on 23 February 2012 to review and score the contractors’ responses which will be followed by contractor presentations and Q&A sessions in early March.
* A recommendation for the appointment of an auditor will be presented to the full Members’ Council at the meeting in May 2012.

**Action Required by Council:**

None.

**2) Nominations & Remuneration Committee**

**Governor Members:**

Lynda Atkins, Julia Besooijen, Liz Turvey, Karen Campbell and Stewart George.

**Executive/Non-Executive Members:**

Chair of the Trust.

The Chief Executive, Director of Human Resources and Trust Secretary attend meetings where appropriate.

**Purpose:**

The Committee oversees the development, implementation and review of the composition of Non-Executive Directors. The Committee makes recommendations to the Council on the appointment of the Chair and Non-Executive Directors. The Committee also makes recommendations to the Council on the terms and conditions, including remuneration and allowances, of the Chair and Non-Executive Directors.

The Council has approved formal terms of reference for this Committee (last reviewed July 2010).

**Key Activity since Last Council Meeting:**

The Committee met on 24 January 2012 with the following being agreed:

* Resolved to recommend that the Council re-appoint two Non-Executive Directors for a further three-year term each (see separate report setting out this recommendation).
* Discussed membership of the Committee and agreed that the Lead Governor should be a member (either full voting member or in attendance). This had been the case previously and it was seen has having benefits to the functioning of the Committee. Subsequently, the Chair discussed the suggestion with Stewart George who agreed with it and offered to step down from the Committee in order to provide space for the appointment of the Lead Governor to the Committee.
* Discussed the development of a paper on Chair and Non-Executive Director remuneration to be considered at a future Committee meeting.

**Action Required by Council:**

* Approve the re-appointment of two Non-Executive Directors (see separate paper).
* Appoint Fiona Mackay Perkins, Lead Governor, to the Committee as the Appointed Governor representative.

**3) Staff Survey Sub-group**

**Governor Members:**

Maureen Cundell, David Geaney, Karen Campbell. Soo Yeo, Sarah Gardner, Pam Norton, Gautam Gulati, Moira Gilroy, Pauline Fair, Jacqui Bourton, Pat Armstrong, Jayne Champion, Neil Oldfield

**Executive/Non-Executive Members:**

Director of Human Resources.

Members of the Trust’s Wellbeing Group

**Purpose:**

To be determined.

The Council has not approved formal terms of reference for this Sub-group.

**Key Activity since Last Council Meeting:**

The Sub-group plans to meet on 2 February 2012 and will discuss its purpose, membership, focus of work and future meeting schedule. An oral update will be provided at the Council meeting.

**Action Required by Council:**

None

**4) Quality Sub-group**

**Governor Members:**

Lynda Atkins, Sarah Gardner, Karen Campbell and Neil Oldfield.

**Executive/Non-Executive Members:**

Director of Nursing and Clinical Standards and Alyson Coates, Non-Executive Director.

**Purpose:**

To be determined.

The Council has not approved formal terms of reference for this Sub-group.

**Key Activity since Last Council Meeting:**

The Sub-group plans to meet on 20 February 2012 and will discuss its purpose, membership, focus of work and future meeting schedule. The Sub-group members have also been asked to consider which areas of the Trust’s Quality Account should be audited.

**Action Required by Council:**

None.

**5) Council Information Requirements Sub-group**

**Governor Members:**

Neil Oldfield.

**Executive/Non-Executive Members:**

Director of Finance.

**Purpose:**

To be determined.

The Council has not approved formal terms of reference for this Sub-group.

**Key Activity since Last Council Meeting:**

No meeting has yet been held. A meeting will be convened when additional members nominate to join the Sub-group.

**Action Required by Council:**

* Appoint Governor members to the Sub-group.

**Recommendation**

The Members’ Council is asked to note the report and agree actions where appropriate.

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