

# PAPER

MC 29/2012

# Report to the Meeting of the Members’ Council

**6 September 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). 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, 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 task of the Audit Sub-group was to review potential audit service providers and make a recommendation for the appointment of replacement external auditors to the Council.

**Key Activity since Last Council Meeting:**

The Sub-group has not met as its work has been completed following the Council’s appointment of Deloitte & Touche LLP at Trust Auditor. Accordingly, it is proposed to close this Sub-group.

**Action Required by Council:**

* ***The Members’ Council is asked to approve the closure of the Audit Sub-group.***

**2) Members’ Council Nominations & Remuneration Committee**

**Governor Members:**

Lynda Atkins, Fiona Mackay-Perkins, Liz Turvey, Karen Campbell and Martin Dominguez

**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 (currently under review).

**Key Activity since Last Council Meeting:**

The Nominations and Remuneration Committee met on the 21 August 2012 to consider the following:

1. Appointment process for the reappointment of the Chair.
2. Appointment process for the appointment of a Non-Executive Director.
3. Appointment process for the Lead Governor.

This brief update provides the main details of the discussion and Committee decisions.

1. ***Appointment process for the reappointment of the Chair***

The Committee considered options to either recommend reappointment of the current Chairman or to proceed to a full recruitment process. After some discussion, the majority of members were in favour of reappointment but it was agreed that, before a final decision on this was made, that views should be sought from the Non-Executive and Executive Directors. The feedback from discussions with Board members will be considered on 17 October 2012 when the Committee meets to decide whether reappointment is appropriate in light of the discussion at the time. If the Committee agrees to support reappointment, a profile of the Chairman’s work, experience and achievements to date, will be circulated to the Members’ Council prior to the formal recommendation being considered at its meeting in November 2012.

1. ***Appointment process for the appointment of a Non-Executive Director***

Roger Reed’s Non-Executive Director term of office is due to end on 30 April 2013. Having served three terms, Roger is not eligible for reappointment so the Council will be required to appoint a new Non-Executive Director. The Committee reviewed the proposed recruitment process to ensure compliance with the Trust Constitution. Having done so, the Committee agreed the following:

* An Appointment Panel should be convened consisting of the Chairman, Karen Campbell, Martin Dominguez, Liz Turvey, 2 Non-Executives (to be confirmed) and an independent advisor (to be confirmed).
* The advertisement for the role and associated job description were reviewed.
* An indicative time scale for the appointment process was agreed. The post will be advertised on 16 September 2012 with a closing date of 30 September 2012; open evenings with Governors and Board members will be held in early October, short-listing on 17 October 2012 and interviews on the 5 November 2012. A formal recommendation to the Members’ Council will therefore be made to the November 2012 meeting.

1. ***Appointment process for the Members’ Council Lead Governor role***

At the request of the Council, the Committee agreed a process for the appointment of a Lead Governor:

* A short ‘description of role’ document will be prepared which explains the role and function of the Lead Governor.
* In an email / letter to all Governors, nominations will be called for the role.  Governors may nominate themselves and must complete a short nomination form.
* When the due date for nominations has passed, all Governors will be sent a list of nominations received, along with relevant details from the nomination form, and will be asked to vote for their preferred nominee.  This voting will take place electronically (with a paper-based ballot being sent to the one Governor who does not have email).
* The nominee with the most number of votes (first past the post) will be declared the winner and all Governors informed, via email/letter, accordingly.
* The Trust Secretary will ensure that a robust / confidential voting system is established.  It is proposed that an electronic system such as ‘survey money’ be used for this.

**Action Required by Council:**

***The Members’ Council is asked to:-***

* ***Note the reappointment process for the Chair.***
* ***Note the appointment process for a Non-Executive Director***
* ***Note the appointment process for the Lead Governor.***

**3) Staff Survey Sub-group**

**Governor Members:**

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

**Executive/Non-Executive Members:**

Director of Human Resources.

Members of the Trust’s Wellbeing and Culture Group

**Purpose:**

The Sub-Committee shall review the Trust’s Wellbeing Group and Divisional / Directorate action plans, receive the results of the annual staff survey and monitor progress. The Sub-Committee shall report to the Council on the progress being achieved and to support the work undertaken within the Trust to improve survey outcomes.

The Members’ Council approved the terms of reference for this sub-committee at its meeting in May 2012.

**Key Activity since Last Council Meeting:**

The Sub-group met on 23 April 2012 and reviewed the 2011 Staff Survey results. In addition the group consider the areas within the survey that required further action to see improvements against and agreed to focus work on staff working extra hours and the drivers for this, particular emphasis on stress in the workforce and how this can be reduced, more detailed analysis on the very small numbers of staff related violence and to initiate a number of local surveys through the year. The first of these was carried out in June and the second is to take place in September – feedback has been provided to staff on the results and will be discussed at the next meeting of the sub-group.

In addition the Sub-group discussed the Terms of Reference, the Staff Survey Action Plan and raising the profile of the Wellbeing and Culture Group to ensure the initiatives being introduced become embedded within the organisation.

The next meeting will be scheduled for September 2012.

**Action Required by Council:**

None

**4) Quality Sub-group**

**Governor Members:**

Lynda Atkins (chair), Sarah Gardner (vice-chair), 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 yet approved formal terms of reference for this Sub-group.

**Key Activity since Last Council Meeting:**

The last meeting was held on 23 May 2012 and the following were the main issues noted/discussed:-

* The Quality Account 2012/13 was reviewed in detail and comments by members incorporated into the final version.
* Scoping out how the group wanted to work, frequency of meetings locations and work plans and ideas for visiting services.
* Service User Governor perspective would be beneficial.

The group will next meet in September 2012.

**Action Required by Council:**

***The Members’ Council is asked to:-***

* ***Approve the Terms of Reference for the Sub-group (see attached).***

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

**Governor Members:**

Neil Oldfield, Lynda Atkins, Paul Rogerson, Rob Michael-Phillips.

**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:**

The first meeting of this sub-group took place on 31 May 2012. At the meeting, the sub-group discussed two main issues:-

* Papers/reports to be considered by Council must be presented on time and not tabled at the meeting. Director of Finance and Trust Secretary agreed and said they would reinforce this message with Executive Directors.
* The actual information provided to Council both in meetings and out-of-session. This was the focus of the meeting with a variety of views presented. The Director of Finance and Trust Secretary agreed to consider what further reports / style of reports could be presented to Governors (in- and out-of-session) to help them undertake their role.

**Action Required by Council:**

None.

**Recommendation**

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

**Author and Title:** Justinian Habner, Trust Secretary

Graeme Armitage, Director of Human Resources

Mike McEnaney, Director of Finance

Ros Alstead, Director of Nursing and Clinical Standards