

**MINUTES OF THE MEETING OF  
THE GOVERNANCE & NOMINATIONS COMMITTEE HELD  
IN ROOM G2 AT THE REDWOOD EDUCATION CENTRE, GLOUCESTERSHIRE ROYAL  
HOSPITAL AT 4.30PM ON WEDNESDAY 14 OCTOBER 2015**

THESE MINUTES MAY BE MADE AVAILABLE TO THE PUBLIC AND PERSONS OUTSIDE THE TRUST AS PART OF THE TRUST'S COMPLIANCE WITH THE FREEDOM OF INFORMATION ACT 2000

<b>PRESENT</b>	Prof C Chilvers	- Chair
	Mrs J Hincks	- Cotswold Constituency
	Dr P Jackson	- Forest of Dean Constituency
	Mr J Marstrand	- Cheltenham Constituency
	Mr A Thomas	- Cheltenham Constituency/Lead Governor
<b>APOLOGIES</b>	Mr G Mitchell	- Senior Independent Director/Vice Chair
	Dr F Harsent	- Chief Executive
	Mrs H Beer	- Head of Patient Experience
<b>IN ATTENDANCE</b>	Mr M Wood	- Trust Secretary

*The Chair welcomed the Members to the Committee In particular, she welcomed Mrs Jenny Hincks to her first meeting of the Committee following the recent elections to the Committee.*

**ACTION**

**030/15 DECLARATIONS OF INTEREST**

There were none.

**031/15 MINUTES OF THE MEETING HELD ON 29 JULY 2015**

**RESOLVED:** That the minutes of the meeting held on 29 July 2015 were agreed as a correct record and signed by the Chair.

**032/15 MATTERS ARISING**

**022/15 E-mail Etiquette:** It was agreed that the arrangements for members and the public to contact public Governors by e-mail through the Trust's website be reviewed at the next meeting of the Governance and Nominations Committee in October 2015. *This item appeared later in the Agenda. Completed.*

**023/15 Private Meetings for Governors:** The Trust Secretary was invited to make arrangements for the new Non-Executive Director, Anne Marie Millar, to receive an induction with Governors. *Dr Jackson clarified that not all Governors were involved in the NED recruitment process and, as such, had not had an opportunity to meet her. The Chair reported that she had informed Anne Marie Millar of the proposal and suggested that this take place at the end of the next private pre Council of Governors meeting on 4 November 2015. Mr Thomas said that the meeting had already been arranged, but he would bring forward the meeting to enable Governors to meet Anne Marie for the last 15 minutes of that meeting. Mr Marstrand commented that understanding the role of the Governor is a two way process. The Chair added that Anne Marie is to undertake the NHS Providers course on the role of a NED at the end of February which will include an element on the role of the Governor. The Chair had reminded NEDS and Executive Directors to be available for tea and informal discussion with Governors prior to Council meetings. Completed.*

**024/15 Governor Development Session:** The Trust Secretary was invited

to liaise with the Chair regarding a suitable date and to make the necessary arrangements. *The Session took place on the afternoon of 14 October 2015. Completed.*

**026/15 NHS Providers Governor Support Update:** The Trust Secretary undertook to circulate the update to all Governors. *The Trust Secretary reported that the Update was circulated to Governors. Completed.*

**027/15 Council of Governors Workplan:** The Trust Secretary was invited to add for the agenda for the next meeting of the Governance and Nominations Committee in October 2015 the format of the Council of Governor agendas. *This item was discussed as part of the Workplan which appeared later in the Agenda. Completed.*

**021/15 Matters Arising – Review of Constitution:** *The Chair said that as part of the Board Governance Review Baker Tilly had been asked to make suggestions for a review of the Constitution and it was appropriate that these suggestions be considered at a Special meeting of the Committee when the review report was available which was planned for the end of November 2015. Ongoing.*

Mr Marstrand referred to the invitation extended to Governors earlier that afternoon to attend “Tea Parties” commenting that Governors should not attend unannounced and should indicate when they wish to attend. The Trust Secretary was invited to clarify the arrangements with Governors. *Ongoing.*

MW

### **033/15 CONTACT YOUR GOVERNOR**

The Trust Secretary presented the report providing the Committee with an opportunity to review the arrangements for Trust members to contact Governors by e-mail. In March 2015 arrangements were made for members to contact the public Governors via a contact form on the Trust’s website. Since its introduction there have been 24 occasions when the facility has been used and an outline of the e-mail content and the action taken was set out in the appendix attached to the report. Discussions have taken place with the 2gether Trust where a similar facility operates.

During the course of the discussion, the following were the points raised:-

- The Trust Secretary was invited to consider whether existing Governors who were seeking re-election could use the facility to contact their constituents to promote their candidacy.
- Governors should have an e-mail account and the Trust Secretary was invited to incorporate this into the requirements for becoming a Governor.
- The Annual General meeting in 2016 is to take place on 1 October which would be when the term of office of existing Governors ends. The Trust Secretary was determining the election timetable taking into account summer holidays.
- It is important that members understand that Governors do not themselves deal with individual complaints and to this end the Trust Secretary and Head of Patient Experience were invited to prepare in consultation with Mr Thomas an item for the Members’ Newsletter setting out the complaints process and suggesting topics upon which members might wish to contact their Governor.
- Governors will need to agree amongst themselves how to deal with an email that comes to both public members of a constituency.
- The Trust Secretary was invited to arrange for the ‘Contact a Governor’ highlight to be moved nearer the top of the Trust Home

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MW

- The Trust Secretary to remain the focal point for member contact with Governors
- Governors are to be informed of the outcome of action taken in those instances where the issue is of an operational nature or not a matter for the Trust.
- Mr Thomas said that he had not received details of contact number 12 and 16 as set out in the Appendix and the Trust Secretary was invited to check the position.
- Mr Marstrand said that those contacts of a complaint nature should be captured as such.

MW

The Chair thanked the Trust Secretary for the report.

**RESOLVED:** That the contact your Governor facility remain with the above revisions and that the operation be reviewed again in six months' time.

### **034/15 GOVERNOR VACANCY – COTSWOLD PUBLIC CONSTITUENCY**

The Trust Secretary presented the report providing the Governance and Nominations Committee with options to fill a vacancy on the Council of Governors. In August 2015 Mrs Meryl Phillips resigned as a Governor of the Trust stating that she was not able to give 100% as a Governor. There is, therefore, a vacancy for a public Governor for the Cotswold Constituency. In accordance with the Trust's constitution, three options are available to the Council of Governors to fill the vacancy as follows:-

1. Call an election now.
2. Defer an election until 2016 when the next election is due to take place noting that the term of office will not commence until the Annual General Meeting in October 2016.
3. Invite the next highest polling candidate for that constituency at the most recent election to take office to fill the post for any unexpired period (to 2016). If that person is not willing to serve to invite the candidate with the next highest number of votes.

Options 2 and 3 avoid the expense of a separate election and it was noted that elections will be taking place in 2016 and it was considered that this vacancy is filled at that time.

The Chair thanked the Trust Secretary for the report.

**RESOLVED:** That the vacancy for a public Governor for the Cotswold Constituency is filled at the elections in 2016.

### **035/15 UPDATE ON 2016 CHAIR AND NED APPOINTMENT PROCESS**

The Chair informed the Governance and Nominations Committee of the process to appoint a new Chair and NEDs in 2016. The Trust is working jointly with the 2gether Trust in a tender process to appoint a headhunter for the appointment of Non-Executive Directors and Executive Directors and it is hoped that the successful tenderer will be appointed at the beginning of November 2015. The Chair reminded the Committee that she will be standing down in December 2016 and her objective is to announce the new Chair by the end of September 2016. She will invite a Non-Executive Director to take oversight of the process with the Director of Human Resources and Organisational Development taking forward the detail.

There are two Non-Executive Director vacancies occurring in 2016; one at the end of April and the second at the end of August and the process to recruit replacements will begin as soon as the successful tenderer is

announced. The Chair undertook to keep the Committee informed of progress.

The Chair said that Governors involved in the appointment process will need to receive the necessary training and it was agreed that Dr Jackson undertake the next available course organised by NHS Providers.

**MW**

**RESOLVED:** That the update on the 2016 Chair and NED appointment process be noted.

**036/15 COUNCIL OF GOVERNORS WORK PLAN**

For the meeting of the Council of Governors in November 2016 the Committee determined that presentations from Non-Executive Directors should be of 10 minutes duration with a further 5 minutes for questions. The Chair added that the performance report will now be a two page summary and that the order of business after the Chief Executive's report be the external audit report, performance, non-executive director presentations and the safeguarding presentation.

**037/15 ANY OTHER BUSINESS**

**Timetable of meetings for 2016:** The Trust Secretary tabled a programme of meetings for 2016 and it was noted that the Council of Governors meetings have been arranged at the end of the relevant quarter to consider performance issues with a two further discussion meetings and two Governor development sessions.

**038/15 DATE OF NEXT MEETING**

The next meeting of the Committee is to be held on **Wednesday 27 January 2016** at **5pm** in the **Boardroom, 1 College Lawn, Cheltenham**.

The meeting closed at 5.40pm.

**Chair  
27 January 2016**