

**MINUTES OF THE MEETING OF
THE GOVERNANCE & NOMINATIONS COMMITTEE
HELD AT 10.00 a.m.
IN THE BOARDROOM, 1 COLLEGE LAWN, CHELTENHAM
ON MONDAY 13 FEBRUARY 2012**

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

PRESENT

Chair/Directors	Prof C Chilvers	- Chair
	Dr F Harsent	- Chief Executive
	Mr W Dobbin	- Vice Chair and Senior Independent Director
Governors	Dr S Cooke	- Medical/Dental Staff/Lead Governor
	Ms J Cox	- Stroud District Constituency
	Miss R Holmes	- Tewkesbury Borough Constituency
	Ms M Lamont	- Forest of Dean District Council Area
APOLOGIES	Mrs G Brook	- Head of Patient Experience
IN ATTENDANCE	Mrs K Holland	- Public and Patient Involvement Team
	Mrs T Thomas	- Public and Patient Involvement Team

The Chair welcomed the Members of the Committee.

ACTION

01/12 DECLARATIONS OF INTEREST

The Chair declared an interest in items 7 and 8 on the agenda and the Vice Chair in items 6 and 7.

02/12 MINUTES OF THE MEETING HELD ON 12 DECEMBER 2011

The minutes were **AGREED**.

03/12 MATTERS ARISING

032/11 / 063/11 Membership Update - These actions have been taken. Completed.

042/11 Membership Update – Mrs Holland proposed that the Patient Experience Team provides facilitation for engagement events rather than a budget. The Committee **AGREED**. Completed.

052/11 Membership Update – Mrs Holland has included working with membership recruitment companies in the Membership Update on the agenda. Completed.

The Committee noted that the sample audit of the distribution of the newsletter is included in the Membership Update. Completed.

066/11 Principle of a Membership Target - Work to identify options for engagement with community groups is under discussion. Ongoing.

067/11 Recruitment – Festival Opportunities – A report on involvement with the Science Festival is included in the Membership Update. Completed.

068/11 Preparation for the next Council Meeting – Use of both lapel and wandering microphones at the last Governor's meeting was successful. Completed.

04/12 MEMBERSHIP UPDATE

Recruitment of Members

Mrs Holland reported that the latest initiatives have been successful. The mailshot to recent patients has produced nearly 350 new members with numbers continuing to rise. The out-patient recruitment activity has been ongoing and the Committee commended Christine Brain, whose success rate is impressive. Overall Mrs Holland stated that she is confident that the target for the end of the year will be met.

Engagement with Members

The seminars continue to be popular. In particular there was a good response and feedback from the Equality Delivery System sessions.

Science Festival

Mrs Holland reported that the University of Gloucestershire will sponsor half of the £3,000 cost of the Sandford Education Centre event. She is working with the festival organisers to identify local businesses to cover the remaining £1,500. The backstop position is a case to the Trust's Charitable Funds Committee. The Festival Team have agreed to promote membership in their literature. It was noted that tickets for the Sandford event will be £10. Separately the Area 42 stand has been secured which will allow membership recruitment in this high footfall part of the Festival. Mrs Holland proposed the creation of a small Project Team to oversee the Trust's involvement with the Festival. Dr Cooke agreed to join the team.

The Committee thanked Mrs Holland for the excellent progress with this initiative.

The Committee:

- **NOTED** the Membership Update
- **NOTED** the progress on engagement of members
- **AGREED** to the formation of a Project Team

05/12 NON EXECUTIVE DIRECTOR APPRAISAL

The Chair outlined the approach that she is to take. In April each NED will undergo an appraisal meeting to review achievement of personal objectives for 2011/12 and to discuss objectives for the coming year. She will ask the Lead Governors to seek feedback from Governors on the performance of NEDs to inform her discussions. The results of the appraisal process will be reported to the Council on 14th May.

The Committee NOTED the arrangements.

06/12 CHAIR'S APPRAISAL

The Vice Chair explained that he intended to follow the same process as a year ago. He asked that the Board Secretary circulate the relevant minute from 2011 and copies of the Governors Association booklet on Chair Appraisal. In April he would meet with the Chair. Firstly, there would be a review of her 2011/12 objectives and performance. He would be seeking, via the Lead Governor, feedback from the Council to aid his discussion. Separately he would discuss with the Chair objectives for 2012/13 and would seek views from the Governance and Nominations Committee, via the Lead Governor as to their content. Following the appraisal the Vice Chair would report on the outcome to the Council in May.

AC

The Committee NOTED the arrangements.

07/12 CHAIR / NON EXECUTIVE DIRECTOR REMUNERATION 2012/13

The Committee considered the current levels of remuneration and:

AGREED that remuneration should remain unaltered
AGREED that the additional payments are appropriate

08/12 PREPARATION FOR THE NEXT COUNCIL MEETING

In addition to the standing items the Committee **AGREED** to add the following topics to the agenda: **AC**

- Science Festival involvement as part of Membership Update
- Health and Social Care Bill if enacted

09/12 ANY OTHER BUSINESS

The Chair distributed the proposed agenda for the April Governor Development session.

The Chair reported that the recent Governor Induction training had been reviewed with the new Governors appointed in the Autumn of 2011. The feedback was positive with suggestions for minor amendments.

Miss Holmes asked when the Committee would review the format of Council meetings which was changed in 2011. The Chair stated that she thought a review after twelve months operation seemed reasonable. It was **AGREED** to undertake a review at the May meeting. **CC**

10/12 DATE OF NEXT MEETING

The next meeting of the Governance & Nominations Committee will be held on **Monday 16 April 2012** in the **Boardroom** at **1 College Lawn, Cheltenham**, commencing at **10.00 a.m.**