

**COUNCIL OF GOVERNORS PUBLIC MEETING  
TUESDAY 10 APRIL 2018, 10.15 am  
BOARDROOM, KCH**

**AGENDA**

This meeting will follow on from the Confidential meeting of the Council scheduled for 9.30am

<b>HOUSEKEEPING</b>				
1.	<b>Chair's introductions</b>	To note	10.15	<i>Stephen Smith Trust Chair</i>
2.	<b>Apologies for Absence and Declarations of Interest</b>	To note	(20")	<i>Stephen Smith Trust Chair</i>
3.	<b>Annual presentation of the register of interests and Fit and Proper Persons declaration</b>	To note Appended		<i>Stephen Smith Trust Chair</i>
4.	<b>Minutes from the last Council of Governors' Public meeting held on</b> a) 11 January 2018 b) 15 February	To agree Appended		<i>Stephen Smith Trust Chair</i>
5.	<b>Matters arising</b>	To note Appended		<i>Stephen Smith Trust Chair</i>
6.	<b>To record the appointment of:</b> a) Trust Chair b) Trust Chief Executive Officer c) Lead Governor	To note  07/18		<i>Stephen Smith Trust Chair</i>
<b>BUSINESS</b>				
7.	<b>Verbal report from the Trust Chair</b>	To discuss	10.35 (15")	<i>Stephen Smith Trust Chair</i>
8.	<b>Verbal report from the Trust CEO</b>	To discuss	10.50 (15")	<i>TBC</i>
9.	<b>Council of Governors Nominations and Remuneration Committee report</b>	To note  08/18	11.05 (10")	<i>Philip Wells CoG NRC Chair</i>
10.	<b>Annual Council and Council Committee</b>	To agree	11.15	<i>Alison Fox Trust</i>

	<b>Effectiveness Review</b>	09/18	(10")	<i>Secretary</i>
11.	<b>Council of Governors Committee membership – annual review</b>	To agree 10/18	11.25 (10")	<i>Alison Fox Trust Secretary</i>
<b>BREAK – 11.35 (10")</b>				
12.	<b>Trust Annual reporting and self-certification process and timeframe</b>	Presentation	11.45 (15")	<i>Alison Fox Trust Secretary</i>
<b>CLOSE</b>				
13.	<b>ANY OTHER BUSINESS</b> Please notify Committee Secretary of matters to be raised – deadline 48 hours before the meeting.		12.00 (10")	<i>Stephen Smith Trust Chair</i>
14.	<b>QUESTIONS FROM THE PUBLIC</b>		12.10 (10")	<i>Stephen Smith Trust Chair</i>
15.	<b>DATE OF NEXT PUBLIC MEETING</b>  <b>21 June 2018 am, QEQM</b>		12.20 (10")	<i>Stephen Smith Trust Chair</i>
16.	<b>MEETING RULES REVIEW</b>		Ends: 12.30	<i>Stephen Smith Trust Chair</i>

## MEETING RULES

### Procedural

- Turn mobiles off/to silent
- One conversation at a time – no side conversations
- Listen to others – let them finish before commenting
- Things said remain confidential

### Behavioural

- State views and ask questions
- Share all relevant information
- Focus on interests, not positions
- Test assumptions and inferences
- Discuss un-discussable issues

# REGISTER OF COUNCIL OF GOVERNOR INTERESTS 2017/18

As at 27 March 2018

NAME AND CONSTITUENCY	TERM ENDS	INTERESTS DECLARED	NOTES
ANDREWS, SARAH Elected (Dover)	28 FEBRUARY 2021	Member, East Kent Respiratory Network Member British Lung Foundation (BLF) <b>(5)</b> Member Scleroderma and Raynaud's Association (SRUK) <b>(5)</b> Fellow, The Queen's Nursing Institute <b>(5)</b> Patient Member, Royal Free London NHS Foundation Trust <b>(5)</b> Patient Member, End of Life Care Committee and Patient Advisory Committee, Royal Brompton and Harefield Foundation Trust <b>(5)</b>	Elected March 2018 (2nd Term)
BARKER, JULIE Elected (Rest of England and Wales)	28 FEBRUARY 2021	Trustee, East Kent Carer's Group Deal, Canterbury & Dover <b>(4)</b> Member, MIND <b>(5)</b> Member of the Liberal Democratic Party <b>(6)</b> West Kent Mind Autism Spectrum Disorder - support group member based in Sevenoaks <b>(4)</b> Member of the RCN Southeast Group <b>(4)</b> Fellow Member Royal Society Public Health – London <b>(5)</b>	Elected March 2018 (1 <sup>st</sup> Term)
BOGARD, DAVID Elected (Staff)	29 FEBRUARY 2020	None	Elected March 2017 (3 <sup>rd</sup> Term)
BRIDLE, JOHN Elected (Ashford)	28 FEBRUARY 2021	Trustee, Carer's Support Ashford <b>(4)</b> Healthwatch Kent Volunteer <b>(5)</b>	Elected March 2018 (1 <sup>st</sup> Term)
BULL, PHILIP Elected (Shepway)	28 FEBRUARY 2021	The IQ Clinical Leadership program (non-promotional, educational only) funded by Pfizer. <b>(5)</b> Voluntary work for The Hypermobility Syndromes association charity. <b>(4)</b> Medical education for the Trust Junior Doctors (sessional	Elected March 2018 (2 <sup>nd</sup> Term)

NAME AND CONSTITUENCY	TERM ENDS	INTERESTS DECLARED	NOTES
		remuneration, not on payroll) <b>(5)</b> Rheumatology Education for South Kent Coastal and Canterbury CCGs PLT program (nominal remuneration, occasionally funded via pharma on a non-promotional basis) <b>(4)</b> Private clinics performed at the One Hospital Ashford and the Chaucer Hospital Canterbury and at Oaklands Health Centre Hythe. <b>(5)</b> Trustee and Medical Advisor with the Hypermobility Syndromes charity <b>(4)</b>	
CARLIELL, MANDY Elected (Staff)	29 FEBRUARY 2020	None	Elected March 2017 (3 <sup>rd</sup> Term)
COLE, JENNY Elected (Swale)	28 FEBRUARY 2021	None	Elected March 2018 (1 <sup>st</sup> Term)
CURD PAUL Elected (Dover)	29 FEBRUARY 2020	Vice-Chair, Carers' Support – Canterbury, Dover & Thanet <b>(4)</b> Member, Rethink Mental Illness South East Regional Committee <b>(4)</b> Member, Healthwatch Kent <b>(4)</b> Member, South Kent Coast CCG Health Reference Group <b>(5)</b> Chair, Deal Locality Patient Participation Group <b>(5)</b> Patient representative, Deal Alliance Management Team <b>(5)</b> Member, Cedars Surgery Patient Participation Group <b>(5)</b> Member, Kent Community Health Foundation Trust <b>(5)</b>	Elected March 2017 (1 <sup>st</sup> Term)
DEXTER, ROY Elected (Thanet)	28 FEBRUARY 2017	Trustee CT10 Parochial Charities <b>(4)</b> Member of the Conservative Party <b>(6)</b>	Elected March 2017 (2 <sup>nd</sup> Term)
HATFIELD-TUGWELL, SHARON Elected (Staff)	28 FEBRUARY 2021	None	Elected March 2018 (1 <sup>st</sup> Term)

NAME AND CONSTITUENCY	TERM ENDS	INTERESTS DECLARED	NOTES
LISTER, ALEX Elected (Canterbury)	28 FEBRUARY 2021	Director, Canterbury Digital Ltd <b>(1)</b> Manager, Independent Age <b>(4)</b> Member of the Liberal Democratic Party <b>(6)</b>	Elected March 2018 (1 <sup>st</sup> Term)
ROGERS, KEN Elected (Swale)	28 FEBRUARY 2021	None	Elected March 2018 (3 <sup>rd</sup> Term: non- consecutive)
SEWELL, JOHN Elected (Shepway)	29 FEBRUARY 2020	None	Elected March 2014 (2 <sup>nd</sup> Term)
TEASDALE, DEBRA Partnership (Canterbury Christ Church University and University of Kent)	31 OCTOBER 2020	Dean of Health and Wellbeing, Canterbury Christ Church University <b>(1)</b>	Nominated 1 November 2017 (2 <sup>nd</sup> term)
WARBURTON, MARCELLA Elected (Thanet)	28 FEBRUARY 2017	Member, Healthwatch Kent <b>(4)</b>	Elected March 2017 (2 <sup>nd</sup> Term)
WELLS , CHRIS Partnership (Representing 6 Local Authorities in East Kent)	28 FEBRUARY 2021	Director E.K.O <b>(1)</b> Self Employed Management Trainer/Consultant <b>(2)</b> Member of the UK Independence Party <b>(6)</b>	Nominated October 2016 (1 <sup>st</sup> term)
WELLS, NICHOLAS Partnership (Representing Trust Volunteers)	28 FEBRUARY 2021	Chair, Active Life <b>(4)</b> Vice Chair, Strode Park Foundation for People With Disabilities <b>(4 &amp; 5)</b> Trustee, League of Friends, Canterbury <b>(4)</b>	Nominated March 2018 1 <sup>st</sup> Term
WELLS, PHILIP Elected (Canterbury)	29 FEBRUARY 2020	None	Elected March 2017 (3 <sup>rd</sup> Term)
WHORWELL, JUNETTA Elected (Ashford)	28 FEBRUARY 2017	Member of the East Kent Community Health NHS Trust <b>(5)</b> Patient Representative of East Kent Community Health	Elected March 2017 (3 <sup>rd</sup> Term)

NAME AND CONSTITUENCY	TERM ENDS	INTERESTS DECLARED	NOTES
		<p>NHS Trust Patient Experience Group, Medicines Management Governance Group and End of Life Steering Group (5)</p> <p>Member, Healthwatch Kent (4)</p> <p>Member of the Patient Participation Group – Ashford GP (5)</p> <p>Member of South East Coast Ambulance Foundation Trust (5)</p> <p>Member of Kent and Medway Social Care Partnership Trust (5)</p> <p>Trustee on the Weald of Kent Vocational Training charity (4)</p> <p>Ash Mediation Service, Trustee (4)</p> <p>Member of National Councillor Forum, Local Government &amp; Partnerships (5)</p> <p>Member, East Kent Cancer Action Group (4)</p>	

**Categories:**

- 1 **Directorships** – Executive & Non-Executive – held in private companies or PLCs with the exception of dormant companies
- 2 **Ownership or part-ownership of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS** – of Private Companies, Businesses or Consultancies likely or possibly seeking to do business with the NHS
- 3 **Majority or controlling shareholding** – in organisations likely or possibly seeking to do business with the NHS
- 4 **Position(s) of authority in a charity or voluntary body** – in a field of Health and Social Care
- 5 **Any connection with a voluntary or other body contracting for NHS services**
- 6 **Membership of a political party**

**UNCONFIRMED MINUTES OF THE COUNCIL OF GOVERNORS PUBLIC MEETING  
11 JANUARY 2018, 11.00 am**

**Julie Rose Stadium, Willesborough Road, Ashford, TN24 9QX**

**PRESENT:**

Peter Carter	Interim Trust Chair (Chairman)	PCa
Chris Warricker	Elected Governor – Canterbury	CWa
David Bogard	Elected Governor – Staff	DBo
John Rampton	Elected Governor – Staff	JRa
John Sewell	Elected Governor – Shepway	JSe
Junetta Whorwell	Elected Governor – Ashford	JWh
Mandy Carliell	Elected Governor – Staff	MCa
Margo Laing	Elected Governor – Dover	MLa
Matt Williams	Elected Governor – Swale	MWi
Michèle Low	Elected Governor – Shepway	MLo
Paul Curd	Elected Governor – Dover	PCu
Paul Durkin	Elected Governor – Swale	PDu
Philip Bull	Elected Governor - Shepway	PBu
Philip Wells	Elected Governor – Canterbury	PWe
Reynagh Westcar-Jarrett	Elected Governor – Thanet	RWJ
Sarah Andrews	Elected Governor – Dover	SAn
Debra Teasdale	Partnership Governor – Canterbury University	DTe
Chris Wells	Partnership Governor – Council	CWe

**IN ATTENDANCE:**

Wendy Cookson	NED	WCo
Liz Shutler	Director of Strategic Development & Capital	LS
Phil Cave	Director of Finance	PC
Fin Murray	Director of Estates	FM
Alison Fox	Trust Secretary	AF
Amanda Bedford	Committee Secretary (minutes)	AB

MIN.NO		ACTION
01/18	<p><b>CHAIR'S INTRODUCTION</b></p> <p>PCa provided an update to Council with respect to recent media interest about a letter received by the Trust, on 2 October, from the Royal College of Nursing (RCN) expressing concerns about the emergency department (ED) at the William Harvey Hospital (WHH). The Trust responded to the letter at the time and matters were resolved.</p> <p>PCa advised the Council that the letter had recently been brought to the attention of the press and the Trust had responded by providing assurance that patients were being treated safely. The ED was under heavy pressure and the service being provided was not optimum, however, staff were working hard to provide safe and effective care. It was important to note that the allegation that there had been an unavoidable patient death in the department was not true.</p> <p>PCa said that he had visited the WHH ED that morning and had</p>	

	<p>spoken with staff. The Trust recognised that staff were responding well to the pressures they were working under and that this could not be sustained in the long term. There was an historic, strategic under investment in the department which needed to be addressed urgently.</p> <p>JSe commented that he believed there was an increasing recognition by the public and regulators that these problems were not confined to the WHH, but being experience across the south of England. NHS England had gone on public record to acknowledge that the standards being set for delivery of ED targets were not achievable with the current levels of NHS Funding. The Trust was correct to be making these points in response to the media enquiries.</p> <p>The following points were made in response to questions from Governors:</p> <ul style="list-style-type: none"> <li>• It was agreed to circulate the RCN letter to Governors. <b>ACTION: circulate RCN letter to governors.</b></li> <li>• It was confirmed that the Non-Executive Directors (NEDs) had seen the letter.</li> <li>• A spike in complaints relating to the WHH ED had not been seen. Feedback from the public was being received from a number of different routes complimenting the staff, saying that they had received good treatment, albeit in a very busy department.</li> <li>• The response to the friends and family test had improved, which was a testament to the work the staff were doing.</li> <li>• JRa observed that the Kent media were providing balanced reporting, although comments made by a representative of the RCN, that conditions in the department had deteriorated further, were unhelpful.</li> <li>• A number of Governors reported personal experiences, including issues with out of hours care from GP services and suggested that this was an area which also needed to be tackled.</li> <li>• PCa confirmed that there were only two emergency GPs covering the East Kent area during some periods. Patients were presenting at ED for the wrong reasons, some on the advice of the GP service or 111, and this was being addressed. It was a system wide failure and unfortunate that the media interest was focussed on the WHH.</li> <li>• It was suggested that the Trust's response to the media enquiries seemed to be rushed; given the nature of the letter it should have been anticipated that it would be leaked to the press and a response planned in advance. In particular as one Governor had been given a copy of the letter and had discussed this with the Trust.</li> <li>• A reply would be provided to Governors in response to the query whether there were indemnity funds available to help mitigate the costs of increased pressures and, if so, was the Trust applying for these. <b>ACTION: was the Trust applying for indemnity funds.</b></li> </ul>	<p>AB</p>
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02/18	<p><b>APOLOGIES FOR ABSENCE AND DECLARATION OF INTEREST</b></p> <p>Apologies for absence were received from: Eunice Lyons-Backhouse, Marcella Warburton, Roy Dexter, Robert Goddard and Michael Lyons.</p> <p>There were no declarations of interest.</p>	
03/18	<p><b>MINUTES OF PREVIOUS MEETINGS</b></p> <p>The minutes of the meeting held on 21 September 2017 were agreed as an accurate record, with the following amendment:</p> <p>Page 3 31/17 – 27/17 : should read:</p> <p>‘JSe asked for the item to cover Accountable Care, the STP Local Care Plans – Primary Care Hubs being implemented from April 2018 in East Kent.. NC suggested adding this as a separate topic which she would look to include on the same agenda.</p> <p><b>ACTION: presentation on Accountable Care to be included in a Development Session agenda</b></p>	AB
04/18	<p><b>COUNCIL MEETINGS HELD SINCE 21 SEPTEMBER</b></p> <p>The notes of the meetings held on 2 November 2017 and 15 December were agreed as an accurate record</p>	
05/18	<p><b>MATTERS ARISING</b></p> <p>The updates provided on the outstanding actions sheet were noted and the proposed closures agreed. The following points were noted.</p> <p><b>27/17 &amp; 31/17 Any other business</b> Update should read: presented at development session held on 2 November 2018.</p> <p><b>31/17 Matters arising</b> AF confirmed that Nigel Mansley’s report had not yet been presented to Board.</p> <p><b>35/17b Chair’s report</b> AF clarified the action had related to the specific sessions about access mentioned by LS at the last meeting. MLa clarified that her concern was about the lack of Governor involvement in the STP planning in general across Kent and Medway. LS commented that Governors were kept fully informed about developments with the STP via her presentations to Council.</p> <p>PCa agreed to write to Glenn Douglas to ask about the processes in place for Governors to be involved in the STP process. JSe noted that there was clear public involvement in the</p>	

	<p>process. PCu noted that there was a conflict for Governors taking part in the public consultation which meant that governors were effectively precluded from involvement.</p> <p><b>ACTION: PCa to write to Glenn Douglas about the process for involvement of Governors in the STP process.</b></p>	PCa
06/18	<p><b>NOMINATIONS AND REMUNERATION COMMITTEE (NRC)</b></p> <p>PWe, Chair of the Council of Governors (CoG), noted that a decision had been taken to hold the interviews for the Chair appointment after Christmas. It was now on schedule for shortlisting to take place on 16 January 2018 and interviews on 30 January. The Committee had taken care with the candidate pack to ensure it provided a balanced view of the Trust and a good basis for the questions to be used at interview. Governors Sarah Andrews and Paul Curd had agreed to join him on the interview panel. There would be a stakeholder event for governors to attend on the 29 January.</p> <p>PCa said that there had been a lot of interest in the post, however, many recognised that the role would require a greater time commitment initially than advertised and was more than they wished to commit to. There were five or six very good candidates who had applied.</p>	
07/18	<p><b>MEMBERSHIP ENGAGEMENT AND COMMUNICATION COMMITTEE (MECC)</b></p> <p>MWi, the Committee Chair, presented the report. He thanked committee members and the linked NED, Keith Palmer, for their work.</p> <p>The Committee based its business around the objectives laid out in the Council's Membership Engagement and Community Strategy (the Strategy). It recognised that the resources to support the Governors needed to be balanced with the organisation's needs and should be linked to how to improve the services the Trust offers.</p> <p>A key item discussed was the role of the Staff Governors – RWJ commented that in his view and experience the staff and the public governors had the same role. It was not constituency based. MWi said that the staff governor were giving some thought to being linked to specific sites. MWi noted that staff representation to the Trust should be via the union representatives.</p> <p>MWi said that he had been on the project team overseeing the 2017 Annual Members' Meeting (AMM) and had attended the debriefing meeting after the event. He had suggested that for 2018 the event should either be limited to just the statutory meeting or expanded into a half of full engagement day. This could include workshops, presentations, health education work and lots of stalls to promote trust services. This would take more work to achieve but deliver a better outcome. The suggestion had also been</p>	

	<p>made that the event could run simultaneously on three sites</p> <p>PBu commented that the AMM needed to provide assurance to the public that they would receive good care; this opportunity was missed at the 2017 event. CWe commented that any changes which could be made to make the AMM more attractive to the public were welcome.</p> <p>MWi said that the Committee were recommending that member engagement events be re-instated. The last one he had attended had attracted over 100 members. It was suggested that the first one take place in March/April on the topic of sepsis. MCa said that this topic had been covered before.</p> <p>The Committee had agreed a process for requests to be made for Governors to serve on Trust wide groups and asked the Council to note this.</p> <p>The Council <b>NOTED</b></p> <ul style="list-style-type: none"> <li>the outcome of discussions around Staff Governors and engaging with staff members; and</li> <li>the process for agreeing membership of wider Trust Groups.</li> </ul> <p>and <b>AGREED</b> to:</p> <ul style="list-style-type: none"> <li>the priorities for taking forward the Membership Engagement and Communication Strategy during 2018.</li> <li>the principle of expanding the new Annual Members Meeting to a wider engagement event.</li> <li>to re-instating Member and Public engagement Events.</li> </ul>	
08/18	<p><b>CHAIR'S REPORT</b></p> <p>AF provided an update on progress with the 2018 Governor elections: the period for self-nomination closed that day, candidates could withdraw up to 16 January, notice of the poll and issue of the ballot packs would take place on 26 January with voting closing at 5pm on 20 February. The results of the election should be announced the following day. There were seven public and one staff vacancy to fill.</p> <p>PCa advised the meeting that work was progressing on the arrangements for the joint Board and Council meetings. It was important to ensure that all the non-clinical areas were included in the itinerary and this was taking a little time to work through. A matrix would be provided by the end of the month so that governors could express an interest in visiting specific areas.</p> <p><b>ACTION: matrix for joint Board/Council visits to be issued by the end of the month.</b></p> <p>PCa advised that the Board were doing some work on strategic objectives for the coming year and once these were agreed he would set the personal objectives for NEDs.</p>	AB

	<p>He and the CEO were particularly concerned about the lack of capital available to the Trust and were making bids up the line to address this.</p> <p>CEO interviews were scheduled for 12 February. There had been a lot of interest expressed in the vacancy, although few had completed their applications. He expected that to change shortly.</p>	
09/18	<p><b>CHIEF EXECUTIVE'S REPORT</b></p> <p>LS presented the report on behalf of Susan Acott, who was unable to attend the meeting.</p> <p>The following points were raised in discussion.</p> <ul style="list-style-type: none"> <li>• CWa noted that the Council had been advised that there was no legal requirement for public consultation for temporary moves. He had been unable to confirm this within the legislation. LS clarified that Trust had a statutory right to move services, on a temporary basis, to ensure patient safety without going through public consultation. The Kent Surrey and Sussex Deanery had withdrawn support for junior doctors at KCH so the move of services had been required to ensure patient safety. If there was an intention to make the move permanent, then there had to be public consultation. The move was included within the options being explored within the STP and the necessary public consultation would take place.</li> </ul> <p>PCa acknowledged that CWa had submitted this question prior to the meeting and the reply could have been provided in advance to save time.</p> <ul style="list-style-type: none"> <li>• JSe suggested that it would be helpful to have a session on Local Care Partnerships at the meeting in February. Liz confirmed that such a session had been delivered to the Board and confirmed that this could be useful for the Council also, although little progress had been made as yet. <b>ACTION: consider a session on local care partnerships at the February session</b></li> <li>• CWa noted that analysis of the last two months of public data on performance in Emergency, planned operations and Cancer care showed that, when combined, the Trust was the worst performer nationally, out of 133 organisations. How are the NEDS holding the Board to account for this lack of performance.</li> </ul> <p>WC said that both the Board Finance and Performance Committee and the Quality Committee looked at performance data on a monthly basis. At the end of 2017 the Board had focussed particularly on performance in the EDs and against the four hour target. Consultants 20/20 were working in with</p>	AB

	<p>the Trust on improvement work.</p> <p>She and Keith Palmer were the lead NEDs on the programme of ED improvement work, which included looking at patient centred KPI (Key Performance Indicators). These meeting last for six hours and both NEDs were challenging in their approach.</p> <p>WC noted that ED performance had been improving prior to the festive period when, nationally, services were very pressured due, in part, to problems relating to the 111 service and GP emergency cover. The latest figures indicated that performance was once again improving.</p> <p>Changes were happening across the organisation. Each site would have a named managing director and NHS I had provided a very experienced specialist to assist the trust with ED planning. It was recognised that pressures on ED targets would impact on the cancer pathways and this was a worry.</p> <p>The FPC meetings looked carefully at performance; WC said that, in her view, quality will follow when the financial situation was controlled. The Trust was working closely with the regulators. Performance against nationally set Quality measures had improved – which was a significant achievement in the current situation.</p> <p>WC said that one challenge for the Trust was leadership capacity and ability across the sites. How things could be done differently and finding ways of attracting good staff to Kent.</p> <p>WC confirmed that the NEDs had been aware of the Trust's national position with respect to performance. They received weekly data which showed the movement, up and down.</p> <p>PCa confirmed that the NEDs were well sighted on this issue – that day's figures showed it was fourth from the bottom. PBu commented that the Trust had previously been one of the top performing Trusts within the Dr Fosters ratings; there was a lot of good work happening.</p>	
10/18	<p><b>ESTATES UPDATE</b></p> <p>FM gave a presentation on the Trust's Estates Strategy; what the plans were and how these were being delivered, taking into account national strategies in order to future proof the plans. The strategy had been developed within the context of the funding available, the clinical strategy planning and feedback from regulators, such as the Care Quality Commission (CQC).</p> <p>FM made the following points during the presentation:</p> <ul style="list-style-type: none"> <li>• The Trust was considered to be a large organisation even in the context of the NHS.</li> </ul>	

	<ul style="list-style-type: none"> <li>• A review of estate stock had taken place with some buildings which were surplus to non-core services removed which had released £4.2M worth of assets into patient care. Independent auditors had assessed the value.</li> <li>• This had been done with an overage rule so that the Trust would benefit from any profit made from onward sales.</li> <li>• The Trust's PLACE results were above the national average and should improve every year as the metrics were made harder.</li> <li>• FM presented diagrams of the estate based on the STP options previously presented to the Council by LS. The points made included: <ul style="list-style-type: none"> <li>• Transfer of services currently in poor estate at the rear of the 1937 building</li> <li>• Increased Maternity space</li> <li>• Potential option to expand onto green field site – ITU theatres</li> </ul> </li> <li>• Future initiatives <ul style="list-style-type: none"> <li>• Working in partnership with the Canterbury Medical Practice to put GP practices on site, which was backed and funded by NHS England.</li> <li>• Dementia village in Dover</li> <li>• Developing cost efficient ways to deliver support services; looking at what other trusts were doing to deliver estates and facilities which would probably create some new structures.</li> </ul> </li> </ul> <p>The following points were raised in the discussion.</p> <ul style="list-style-type: none"> <li>• JSe noted that the news about the sale of part of the Royal Victoria Hospital (RVH) had been released by Kent County Council (KCC). He suggested that there should have been a joint announcement and specific communications to staff, to provide assurance that services would still be delivered from that site.</li> <li>• Dermatology would be one service to move from the rear of the 1937 building.</li> <li>• The developer who had offered to build a hospital shell at KCH, for option 2, was interested in working with the Trust in general to deliver health care in a better environment.</li> <li>• Part of the option 2 plan included creating a multi storey car park which could be used for staff parking.</li> <li>• Maternity services were not part of the re-configuration plans for option 1. There had already been investment in this area. LS confirmed that none of the options under consideration involved moving maternity services from Ashford to Margate.</li> <li>• The indicative costing in the public domain were based on fact.</li> </ul>	
11/18	<p><b>LEAD GOVERNOR ROLE</b></p> <p>AF introduced the paper, which included information from other Trusts to give idea of what happens elsewhere. In summary, the majority of other Trusts have an enhanced role and more are</p>	

	<p>moving towards having a deputy.</p> <p>MLo said that the draft role description provided in the July 2016 paper was a good start for an enhanced role; she suggested that the addition of a role for the lead governor to discuss the Council agenda with the Chair and to have regular meetings with the Chair.</p> <p>SAn commented that when she had held the post she did meet regularly with the Chair and that this was not always well received by the Council. She suggested that the item be deferred to the next meeting to allow sufficient time for the discussion on expanding the Lead Governor role. It was important that the Council achieved a consensus on this issue.</p> <p>AF noted that the elections for the Lead Governor role would need to take place before the next Full Council meeting. It was <b>AGREED</b> that the elections would run to the proposed timeframe using the existing role description. The question of whether to enhance the role could then be considered at the next meeting.</p> <p><b>ACTION:</b>  <b>a) run the Lead Governor elections to the proposed timeframe using the existing role description; and</b>  <b>b) add the Role of the Lead Governor as an item at the next meeting.</b></p>	<p>AB</p> <p>AB</p>
12/18	<p><b>COMMITTEE FRAMEWORK – MID YEAR REVIEW</b></p> <p>AF introduced the paper and stressed that this review was to focus on any practical issues with the new framework prior to a full review on effectiveness to be undertaken once it had been in place for a year.</p> <p>MLo noted that while she had welcomed the reduction of the number of committees, she believed that a committee dealing with patient experience was needed. Most Councils met six times a year, while this Council now met four times a year.</p> <p>MLa noted that there were additional development sessions and she suggested that it should be made clear moving forward whether these were mandatory for Governors to attend.</p> <p>It was <b>AGREED</b> to take these points forward within the planned full review of the new framework.</p> <p><b>ACTION: Ensure the points raised by MLo are taken forward within the planned full review.</b></p>	<p>AB</p>
13/18	<p><b>GOVERNANCE ISSUES</b></p> <p>It was agreed that there was insufficient time to consider this item in the depth required, so it would be deferred to the next Council meeting.</p> <p><b>ACTION: defer the item to the next Public Council meeting</b></p>	<p>AB</p>

14/18	<b>QUESTIONS FROM MEMBERS OF THE PUBLIC</b>  There were no members of the public present at this point. One member had been in attendance up to item 07/18.	
15/17	<b>ANY OTHER URGENT OR IMPORTANT ITEMS</b>  CWa noted that in 2017 the Council had only met on three occasions in public session – there were only three sets of minutes. The Monitor Code of Governance required that there be four meetings. AF said that the Council had met its statutory duty with respect to frequency of meetings.  It was <b>AGREED</b> to provide the dates of the Council meetings held to confirm that the duty had been met. <b>ACTION: circulate the dates of the Council meetings held in 2017.</b>  PCa noted that there were a number of Governors attending their final meetings before coming to the end of their term of office. He thanked them all for the work they had done during their time as Governors.	AB
16/17	<b>DATES OF FUTURE MEETINGS</b>  Noted.	

Date	Type	Time	Location
<b>2018</b>			
15 February	Development	09.30 12.00	Hall Place, Harbledown Bypass, near Canterbury, CT2 9AG
29 March	Full Council	09.30 12.00	TBC



**UNCONFIRMED MINUTES OF THE COUNCIL OF GOVERNORS PUBLIC MEETING**  
**15 FEBRUARY 2018, 09.30**  
**Hall Place, Harbledown Bypass, CT2 9AG**

**PRESENT:**

Colin Tomson	Deputy Trust Chair (Chairman)	CTo
Chris Warricker	Elected Governor – Canterbury	CWa
Eunice Lyons Backhouse	Elected Governor – Rest of England & Wales	ELB
John Sewell	Elected Governor – Shepway	JSe
Junetta Whorwell	Elected Governor – Ashford	JWh
Mandy Carliell	Elected Governor – Staff	MCa
Marcela Warburton	Elected Governor – Thanet	MWa
Matt Williams	Elected Governor – Swale	MWi
Paul Curd	Elected Governor – Dover	PCu
Paul Durkin	Elected Governor – Swale	PDu
Philip Wells	Elected Governor – Canterbury	PWe
Roy Dexter	Elected Governor – Thanet	RDe
Sarah Andrews	Elected Governor – Dover	SAn

**IN ATTENDANCE:**

Peter Carter	Interim Trust Chair	PCa
Barry Wilding	NED	BWi
Wendy Cookson	NED	WCo
Jane Ollis	NED	JOI
Keith Palmer	NED	KPa
Nigel Mandsley	NED	NMa
Alison Fox	Trust Secretary	AF
Amanda Bedford	Committee Secretary (minutes)	AB

<b>MIN.NO</b> Jnt./		<b>ACTION</b>
17/18	<b>CHAIR'S INTRODUCTION</b> CTo noted that the meeting had been arranged so that the decisions taken in relation to the Governance issues could be ratified by the Council involved in the long running discussions.	
18/18	<b>APOLOGIES FOR ABSENCE AND DECLARATION OF INTEREST</b>  Apologies for absence were received from David Bogard, John Rampton, Margo Laing, Michèle Low, Philip Bull, Reynagh Westcar-Jarrett, Robert Goddard, Debra Teasdale, Michael Lyons and Chris Wells.  There were no declarations of interest made.	
19/18	<b>GOVERNANCE ISSUES</b>  CTo summarised the outcome of the discussions at the Joint meeting of the Governors and Non-Executive Directors (NEDs), preceding this meeting, in relation to Governance issues.	

	<p><b>Conflict of Interests:</b> The Council had had a good discussion on the issue of conflict of interest, improving their understanding of the situations where this would apply and how the Council can work together to should a significant conflict of interest manifest itself.</p> <p>It was <b>AGREED</b> that it would aid understanding to have some illustrative flow charts of potential scenarios and how they could be managed. <b>ACTION: provide illustrative flow charts showing how potential scenarios could be managed.</b></p> <p><b>Managing Allegations of Breaches of the Standards of Conduct:</b> The process for managing allegations of breaches of the standards of conduct was <b>AGREED</b>, with the addition of making specific reference to criminal offences, including fraud. A table to be added to the document giving examples in each category – non-statutory, statutory and criminal.</p> <p><b>ACTION: include reference to criminal offences in the guidance, including fraud, and add a table giving examples of breaches in each category.</b></p> <p>The Council <b>RATIFIED</b> this decision.</p> <p><b>Lead Governor</b></p> <p>It was <b>AGREED</b> that the role description for the Lead Governor post would be as follows, and that it would be used for the upcoming elections:</p> <p>a) to meet the duties as laid out in legislation – as set out in the current document; and</p> <p>b) to be a conduit for sharing information and views between the Trust and Council – including meeting with the Trust Chair. The Lead Governor will keep the Council updated on the conversations.</p> <p>The Lead Governor to be an elected Governor.</p> <p>The Council <b>RATIFIED</b> this decision.</p> <p><b>Committee Membership Review Process</b></p> <p>The process was <b>AGREED</b> at the joint meeting. The Council <b>RATIFIED</b> this decision.</p> <p><b>Planning/Discussion for the Constitution review</b></p> <p>The proposal for the process was <b>AGREED</b> at the joint meeting.</p>	<p>AF</p> <p>AF</p>
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	<p>SAn and CWa volunteered as Governor members of the group, subject to the outcome of the Governor elections, and BWi agreed to be the NED representative.</p> <p>The Council <b>RATIFIED</b> this decision.</p> <p><b>Feedback on NED Appraisal</b>          The discussions on this process noted that it was relatively new and a number of refinements were suggested, as per the notes of the Joint meeting of Governors and NEDs preceding this meeting.</p> <p>CTo noted that he had undertaken to update the new Trust Chair, Professor Stephen Smith, and highlight the need to make the work of the NEDs more visible to Governors. It was also noted that the Council needed to consider how to make their own work in holding NEDs to account more visible.</p> <p><b>ACTION:</b>  <b>c) CTo to speak with the new Trust chair to highlight the need to make the work of the NEDs more visible to Governors.</b>  <b>d) Council to consider how to make their work in holding NEDs to account more visible.</b></p>	<p>CTo</p> <p>AB – agenda planning</p>
20/18	<p><b>QUESTIONS FROM MEMBERS OF THE PUBLIC</b></p> <p>There were no members of the public present.</p>	
21/18	<p><b>DATES OF FUTURE MEETINGS</b></p> <p>AB noted that the 29 March meeting may need to be changed to ensure that the new Chair could attend. It would also be sensible to move the date of the meeting so that the financial information referred to by the Director of Finance at the Joint meeting, would be available to inform the agenda item on the operational plan.</p>	

Date	Type	Time	Location
29 March	Full Council	09.30 12.00	TBC

**EAST KENT HOSPITALS UNIVERSITY NHS FOUNDATION TRUST  
COUNCIL OF GOVERNORS MEETING (PUBLIC) 15 FEBRUARY 2018**

**ACTION POINTS FROM THE COUNCIL OF GOVERNORS MEETING (PUBLIC) HELD ON 11 JANUARY 2018**

MINUTE NUMBER	DATE OF MEETING	ACTION DESCRIPTION	LEAD	DUE BY	PROGRESS
<b>OUTSTANDING ACTIONS FROM PREVIOUS MEETINGS</b>					
<b>21 SEPTEMBER 2017</b>					
31/17	21.09.17	<b>Matters arising:</b> share Nigel Mansley's review of Finance Board papers with Governors.	AB		<b>Update 11 January 2018: draft circulated to Chair and Chief Executive.</b>
<b>ACTIONS FROM THE LAST MEETING HELD ON 15 JANUARY 2018</b>					
01/18a	15.01.18	<b>Chair's introduction</b> RCN letter to be circulated to Council.	AB	Immediate	<b>Update 10 April 2018: circulated to governors.</b>  <b>Propose: close action.</b>
01/18b	15.01.18	<b>Chair's introduction</b> Was the Trust applying for indemnity funds?	PC	Immediate	<b>Update 10 April 2018: update provided by Director of Finance and Performance following the meeting.</b>  <b>Propose: close action.</b>
03/18	15.01.18	<b>Minutes of previous meeting</b> Presentation on Accountable care to be included in a Development session agenda.	AB	Development agenda	<b>Update 10 April 2018: request withdrawn by John Sewell given changing circumstances.</b>  <b>Propose: close action.</b>
05/18	15.01.18	<b>Matters arising</b> Contact Glenn Douglas about the process in place for Governors to be involved in the STP process	Peter Carter	Immediate	<b>Update 10 April 2018: verbal at meeting</b>
08/18	15.01.18	<b>Chair's report</b> Matrix for joint visits to be issued by the end of the month.	AB	End of month	<b>Update 10 April 2018: action delayed.</b>  <b>Ongoing</b>
09/18	15.01.18	<b>Chief Executive's report</b> Consider a session on local care partnerships at the February session.	AB	February meeting	<b>Update 10 April 2018: request withdrawn by John Sewell given changing circumstances.</b>  <b>Propose: close action.</b>
11/18	15.01.18	<b>Lead governor role</b> a) run the Lead Governor elections to	AB	Next meeting	<b>Update 10 April 2018: Lead governor elections carried and outcome reported to</b>

MINUTE NUMBER	DATE OF MEETING	ACTION DESCRIPTION	LEAD	DUE BY	PROGRESS
		the proposed timeframe using the existing role description; and b) add the Role of the Lead Governor as an item at the next meeting.			this meeting.  <b>Propose: close action.</b>
12/18	15.01.18	<b>Committee framework – mid-year review</b> Ensure the points raised by MLo are taken forward within the planned full review.	AB	When review is brought to Council	<b>Update 10 April 2018: noted.</b>  <b>Ongoing</b>
13/18	15.01.18	<b>Governance issues</b> Defer to next meeting.	AB	Next meeting	<b>Update 10 April 2018: items discussed at February meeting.</b>  <b>Propose: close action.</b>
15/18	15.01.18	<b>Any other business</b> Confirm that the statutory duty had been met in 2017 in relation to the number of meetings held.	AB	Immediate	<b>Update 10 April 2018: three meetings held in public. Confirmed to governors via email after the meeting.</b>  <b>Propose: close action.</b>
<b>ACTIONS FROM THE LAST MEETING HELD ON 11 FEBRUARY 2018</b>					
19/18a		<b>Governance issues</b> Conflicts of interest - provide illustrative flow charts showing how potential scenarios could be managed.	AF	Next meeting	<b>Update 10 April 2018: in development.</b>  <b>Ongoing</b>
19/18b		<b>Governance issues</b> include reference to criminal offences in the guidance, including fraud, and add a table giving examples of breaches in each category.	AF	Immediate	<b>Update 10 April 2018: guidance updated to include table, to be re-issued to cover criminal offenses.</b>
19/18c		<b>Governance issues</b> Speak with the new Trust Chair to highlight the need to make the work of the NEDs more visible to governors	CTo	As appropriate	<b>Update 10 April 2018: verbal update at meeting</b>
19/18d		<b>Governance issues</b> Council to consider how to make their	All	As appropriate	<b>Update 10 April 2018:</b>

MINUTE NUMBER	DATE OF MEETING	ACTION DESCRIPTION	LEAD	DUE BY	PROGRESS
		work in holding NEDs to account more visible.			<b>Propose: close action.</b>

<b>REPORT TO:</b>	<b>COUNCIL OF GOVERNORS' MEETING</b>
<b>DATE:</b>	<b>10 APRIL 2018</b>
<b>SUBJECT:</b>	<b>RECORDING COUNCIL VIRTUAL VOTES</b>
<b>REPORT FROM:</b>	<b>TRUST SECRETARY</b>
<b>PURPOSE:</b>	<b>TO NOTE</b>
<b>BACKGROUND AND EXECUTIVE SUMMARY</b> This paper records the outcome of three virtual votes which have taken place since the last meeting:  a) Trust Chair b) Trust CEO c) Lead Governor	
<b>LINKS TO STRATEGIC OBJECTIVES:</b>	<b>Patients:</b> Help all patients take control of their own health. <b>People:</b> Identify, recruit, educate and develop talented staff. <b>Provision:</b> Provide the services people need and do it well. <b>Partnership:</b> Work with other people and other organisations to give patients the best care.
<b>RECOMMENDATIONS AND ACTION REQUIRED:</b> The Council is asked to note the contents of this report.	

#### **a) Trust Chair**

The Chair of the Council of Governors Nominations and Remuneration Committee, Philip Wells, recommended the appointment of Professor Stephen Smith as the Trust's Chair to Council in an email dated 30 January 2018.

Of the 22 members on Council at that time, 17 responded; 16 ratified the proposal and one did not agree. The decision was taken virtually with 65% of Governors needing to vote for the motion to pass, with at least 50% of the elected and appointed Governors voting. The requirements were met and Professor Stephen Smith was appointed to the post.

The process followed for the appointment is laid out in Philip Well's report to Council, paper 08/18 on this agenda.

#### **b) Trust Chief Executive Officer**

The Trust Chair, Professor Stephen Smith, requested Council to approve the recommendation that Susan Acott be appointed as the Trust's CEO in an email dated 19 March 2018. All 19 Governors on Council replied; 18 approved the recommendation and one abstained.

#### **c) Lead Governor**

The outcome of the election to the post of Lead Governor was as follows:

Sarah Andrews – 14

Ken Rogers – 4

Abstain – 1

Sarah Andrews was duly elected as Lead Governor. The full process for the election is set out at Annex A.

**Annex A****Process**

The Lead Governor role description was confirmed at the Council meeting held on 15 February following discussions at the Joint meeting of Governors and Non-Executive Directors on the same day. It was also agreed at this meeting that the post would be open to elected governors.

Self-nomination forms were circulated, with the revised role description, on 1 March with returns requested by 5 March. Two Governors nominated themselves; Sarah Andrews and Ken Rogers.

The vote was carried out using Survey Monkey as this allowed for a secret ballot without the involvement of a member of the corporate team to undertake the count. Votes were invited via an email sent on 5 March which included the role description and statements from the two candidates. The closing date was 19 March at 4.00pm. A reminder was sent to governors on 14 March.

**Outcome**

The outcome of the vote was reported by email on 14 March as 19 votes had been cast:

Sarah Andrews: 15 votes  
Ken Rogers: 3 votes  
Abstention: 1

That day one governor advised that their vote had not been cast. The Survey Monkey team advised that the most likely explanation was that one person had cast two votes by using two different devices. As the vote had been by secret ballot, it was not possible to confirm if that had been the case.

Governors were advised of the situation by email on 16 March and asked to make contact if they believed they might have inadvertently voted twice or had not voted at all. No governors came forward. The Trust Chair was advised of the situation and agreed that governors should be asked to confirm their vote with the Governor and Membership Lead. An email to this effect was sent on 23 March and a response was received from all governors by 26 March. The revised outcome of the vote was reported to Council members by email that day:

Sarah Andrews – 14  
Ken Rogers – 4  
Abstain - 1

Sarah Andrews was duly elected as the Lead Governor. Her term of office will run for one year from the date of the public meeting when the result is noted.



<b>REPORT TO:</b>	<b>COUNCIL OF GOVERNORS' MEETING</b>
<b>DATE:</b>	<b>10 APRIL 2018</b>
<b>SUBJECT:</b>	<b>REPORT FROM CHAIR OR THE NOMINATION AND REMUNERATION COMMITTEE</b>
<b>REPORT FROM:</b>	<b>PHILIP WELLS, Elected Governor, Canterbury COMMITTEE CHAIR</b>
<b>PURPOSE:</b>	<b>Discussion</b>

## EXECUTIVE SUMMARY

This report summarises the actions taken by the Council of Governors' Nominations and Remuneration Committee (CoG NRC) to manage the recruitment processes for appointing a permanent Chair to the Trust and the recruitment of a Non-Executive Director to join the Board when Colin Tomson reaches the end of his term of office on 12 May 2018.

The report also provides a summary of the business of the meeting of the CoG NRC held on 23 February 2018

## LINKS TO STRATEGIC OBJECTIVES:

**Patients:** Help all patients take control of their own health.  
**People:** Identify, recruit, educate and develop talented staff.  
**Provision:** Provide the services people need and do it well.  
**Partnership:** Work with other people and other organisations to give patients the best care.

## RECOMMENDATIONS AND ACTION REQUIRED:

The Council is asked to note the contents of this report and ratify the revision of the Guide to the Appointment of the Trust Chair and Non-Executive Directors of the Board.

## Background

### Recruitment of Permanent Trust Chair

In my last report to Council I provided a summary of the planned process for recruiting a permanent Trust Chair and I am pleased to say that the recruitment went to plan. On 30 January 2018 I sent an email to Governors requesting Council to ratify the proposal by the CoG NRC that Professor Stephen Smith be appointed to the post. The text is at Annex A and lays out the steps of the process which was followed.

The outcome of the vote was reported in an email to Council, dated 2 February 2018. Of the 22 members on Council at that time, 17 responded; 16 ratified the proposal and one did not agree. The decision was taken virtually with 65% of Governors needing to vote for the motion to pass, with at least 50% of the elected and appointed Governors voting. The requirements were met and Professor Stephen Smith was appointed to the post.

**Recruitment of a NED to replace Colin Tomson**

The CoG NRC met on 23 February to agree the details of the recruitment process: the candidate pack, timetable and panel membership. The decision was taken to use the same text for the candidate pack as for the Chair recruitment, adjusting it to relate to the NED role. Harvey Nash are the Trust's recruitment partner and they opened the vacancy in the first week of March, closing on the 19 March.

As I noted in my email to governors on 29 March, a shortlisting meeting was held on the 28<sup>th</sup> March. There were a total of 43 applicants, many of high calibre. Several of the candidates who responded to this vacancy were not necessarily the best match, but may well be suited to consider when the next vacancy arises.

A shortlist of five good candidates was agreed with interviews to take place on 11 April. The interview panel will consist of Stephen Smith (as Chair), myself, Debra Teasdale, Junetta Whorwell and Barry Wilding. Jaz Mallan will be present to provide HR support and Tom Patterson will attend from Harvey Nash.

Provided a suitable candidate is agreed I will circulate the Council to seek ratification of the CoG NRC's recommendation. Typically the ratification is sought via email and includes information about the process followed, the reasons the panel is making the recommendation and the CV of the candidate.

The CoG NRC will need to meet in early summer as Sunny Adeusi reaches the end of his three year term this August.

**Remainder of the business at the meeting held on 23 February 2018.**

The Committee also considered the draft of a revised Guide to the Appointment of the Trust Chair and Non-Executive Directors of the Board.

The guide was last revised in 2014 and, as the CoG NRC has managed five NED recruitments and the recruitment of a permanent Trust Chair in the last 20 months, it seemed a sensible point in time to undertake a review.

The Guide has been extensively revised with the aim of accurately reflecting the process followed and ensuring that this will meet best practice, as reflected in the Trust's guidance on staff recruitment.

The revised guide, as agreed at the CoG NRC meeting, is attached at Annex B for ratification by Council.

**Annex A****Email from Chair of CoG NRC on 30 January 2018**

Dear Governors, the interviews for the Trust Chair took place today, Tuesday 30 January 2018. The interview panel consisted of myself, Sarah Andrews, Paul Curd and Peter Carter. We were supported by two independent, non-voting panel members Glenn Douglas, Chief Executive Officer, Kent & Medway Health and Social Care STP, and Anne Eden, representing NHS Improvement. Sandra le Blanc, Director of HR, and Frank McKenna, Harvey Nash, provided HR support.

From my previous emails, Governors will be aware of the recruitment process followed. Four candidates were shortlisted for interview who met our criteria and should have been appointable. A stakeholder event took place on 29 January to give Board members, Governors and key Trust staff and partners the opportunity to meet the candidates. One of the candidates withdrew last weekend; three candidates attended the stakeholder event and were interviewed.

The Panel explored all areas of the role specification and also took into account the feedback provided from the Stakeholder event. The interview process was extensive and rigorous and the Panel was unanimous in their decision to propose to Council the appointment of Professor Stephen Smith to the role. This decision was endorsed by both independent, non-voting, members of the Panel.

Our preferred candidate, Professor Smith has:

- the ability to relate to, and work with, people at all levels within the organisation;
- the experience and skills to develop essential working relationships with our local and national partners;
- extensive experience as a Non-Executive Director (NED) in a Foundation Trust, recognising the role of Council, Members and the Public; and
- international NED experience in a high profile Australian teaching hospital and on a FTSE 250 Company Board.

Please find Professor Smith's CV and supporting statement attached, for information.

Please would you reply to Amanda by midday on Friday 2 February 2018 indicating whether or not you agree to ratify this proposal.

As this decision is being taken virtually the vote will be passed if 65% of Governors vote for the motion and at least 50% of the elected and appointed Governors has voted. The decision will be ratified at the next public Council of Governors meeting. [Trust Constitution, Annex 7 section 3.12]

Once the Chair has been appointed and is in post the senior independent director and the governors will need to set the appointee objectives for the coming year.

Kind regards

Philip Wells

Chair, CoG Nominations and Remuneration Committee



**East Kent  
Hospitals University**  
NHS Foundation Trust

# **GUIDE TO THE APPOINTMENT OF THE TRUST CHAIR AND NON-EXECUTIVE DIRECTORS OF THE BOARD**

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**Produced & updated by the Resourcing Manager**

**Version 8 – February 2018**

**Ratified at the Council meeting held on ???**

## **1. Introduction**

The purpose of this guidance is to provide guidance for managing the appointment process for the Trust Chairman and Non-Executive Directors (NEDs) of the Board, ensuring that appointments are made as smoothly and effectively as possible and in accordance with statute and the Trust's constitution.

The guidance constitutes the terms of reference for the Council of Governors' Nominations and Remuneration Committee (the Committee) to undertake its statutory duty. It should be reviewed every three years.

## **2. Statutory Guidance**

The appointment of NEDs is one of the statutory duties of the Council of Governors in a Foundation Trust. The section below lists the key guidance relating to the appointment of NEDs. Should conflicts arise between the guidance set out in the various documents, it is the Trust's constitution which takes precedence.

Where marked \* the guidance is lengthy and reproduced at Annex A.

### **2.1 National Principles**

All appointments to NHS Trusts are bound by the seven Nolan Principles of public life, which are the basis of the ethical standards expected of public office holders:

- Selflessness
- Integrity
- Objectivity
- Accountability
- Openness
- Honesty
- Leadership

### **2.2 The NHS Foundation Trust Code of Governance** - Monitor, updated July 2014.

At time of drafting this guidance, the role of Monitor has been taken over by NHS Improvements, although Monitor continues to be the legal entity.

I. B.2 Appointments to the board \*

II. B.7 Re-appointment of directors and re-election of governors

- a. B.7.a \*
- b. B.7.1 \*
- c. B.7.4 \*

III. D.1 The level and components of remuneration

- D.1.a \*
- D.1.2  
Levels of remuneration of the chairperson and other non-executive directors should reflect the time commitment and responsibilities of their role

### **2.3 East Kent Hospitals University NHS Foundation Trust Constitution**

IV. Constitution Section 28:

28.1 The Council of Governors at a general meeting of the Council of Governors shall appoint or remove the chairman of the trust and the other non-executive directors.

.... 28.2 relates to removal ...

28.3 Non Executive Directors may in exceptional circumstances serve longer than six years, subject to annual re-appointment and to serving up to a maximum of a further three years (making nine years in total).

V. Annex 7 section 5.2

**5.2 Nomination and Remuneration Committee**

The council shall appoint a Nominations and Remuneration Committee to be responsible for the identification and nomination of non executive directors, including the Chairman, and to make recommendations to the Council.

The Committee will also recommend to the Council the remuneration and terms of appointments of the Chairman and NEDs.

The Nominations and Remuneration Committee will operate in accordance with guidance set out in the NHS Foundation Trust Code of Governance (the Code) issued by Monitor, or as shall from time to time be further issued by Monitor.

VI. Annex 7 sections 8 and 9:

**8. Process for the appointment of non-executive directors**

When a vacancy arises or is scheduled to arise within 9 months, a Nominations Committee shall be convened with clear terms of reference to advise the Council of Governors on the appointment of Non-Executive Directors.

**9. Process for the Appointment of the Chairman**

Subject to the provisions within the constitution in relation to the appointment and removal of the Chairman, the Chairman shall be appointed in accordance with the process of open competition.

When a vacancy arises or is scheduled to arise within 9 months, a Nominations Committee shall be convened with clear terms of reference to advise the Council of Governors on the appointment of the Chairman.

VII. Annex 7 section 3.12 Virtual Voting

In the event that a decision is required ahead of the next Council of Governors meeting a virtual vote will be proposed. The vote will be passed if 65% of Governors vote for the motion and at least 50% of the elected and appointed Governors has voted. The decision will be ratified at the next public Council of Governors meeting.

**2.4 East Kent Hospital University Foundation Trust Guidance on the Statutory Duties of Governors**

**A APPOINT AND, IF APPROPRIATE, REMOVE THE CHAIR ANDNON-EXECUTIVE DIRECTORS (NEDS)**

VIII. **Appointment** \* - page 2 of document

IX. **Term Expiry** \* - page 3 of document

### **3. Recruitment Process Summary**

The following is a high level summary of the process; the section below provides the detail of how the process will be undertaken.

A meeting of the Committee will be convened when a NED vacancy arises, or within nine months of a scheduled vacancy arising as a NED is coming to the end of their term of office.

For scheduled vacancies the Committee will first consider whether to offer a further term office to the incumbent.

Where a recruitment exercise needs to be undertaken, the Committee will lead the process, with support from the Trust. The Chair of the CoG NRC will keep the Council updated on progress with the process.

When the process is concluded, a recommendation for an appointment to the vacancy will be made to Council by the Chair of the Committee, seeking ratification of the recommendation; this can be done virtually.

In undertaking the process, the CoG NRC will take note of, and where appropriate act upon, good practice - as laid out in the current Trust policies and guidance on recruitment. It is a requirement that the CoG NRC is supported by a senior member of the HR Department who meets the training requirements laid out in these documents. Members of the CoG involved in the recruitment are not required to have specific training or qualifications.

Annex B provides a flow chart for the process.

### **4. Recruitment Process Details**

This section lays out the details of how the process for appointing NEDs will be undertaken.

#### **4.1 Agree the details of the appointment process for the vacancy.**

A meeting of the Committee will be convened when a NED vacancy arises, or within nine months of a scheduled vacancy arising because a NED is coming to the end of their term of office. The NED representative on the Committee will be the Trust Chair or the Senior Independent Director (SID) for Trust Chair vacancies; the NED representative will chair the meeting.

The meeting will be supported by the Trust Secretary or their representative, and the Director of HR, or their representative. The Trust may arrange for additional support from specialist consultants (the Consultants), identified via a tendering exercise, to maximise the effectiveness of the process. The Consultants will also be in attendance at this meeting.

##### **4.1.1 Extending the term of office for a current NED**

For scheduled vacancies the Committee will first consider whether to extend the term of office if the current incumbent indicates that they would be willing to consider such an offer. Section 28.2 of the Constitution refers.

In reaching this decision the Committee will take account of:

- the reports of the NED's annual appraisal;
- the views of the Trust Chair, or SID when appointing to the Trust Chair position; and the Trust's Chief Executive;
- their own knowledge of the NED's performance; and
- advice from the Trust Secretary and Director of HR..

The Committee will also consider the terms of the remuneration to be offered, taking advice from the Director of HR or their representative. If the Committee is of a mind to make a change to the current remuneration terms see 4.1.2 paragraph c) below.

If the Committee agree to make an offer to extend the term of office, the Chair of the Committee will make a recommendation to this effect to the Council for ratification. This can be done virtually.

If the recommendation is agreed by Council, the Trust Chair - or SID for Trust Chair vacancies - will be informed and the Trust will then process the appointment, including making the relevant fit and proper persons tests, making an offer to candidate within the terms agreed by the Committee.

The Trust will advise the Committee if the selected candidate turns down the offer and the Committee will re-convene, virtually if required to prevent delay, to agree the next steps.

#### 4.1.2 Recruiting to the vacancy

Where the current incumbent will not be continuing in post, the Committee will agree the details of the recruitment exercise, including the:

- role description for the post, see paragraph a) below;
- content of the candidate pack, see paragraph b) below;
- content of the advertisement for the post, see paragraph b) below;
- arrangements for applicants to discuss the position before submitting an application and whether a site visit will be offered;
- details of a Stakeholder event when appointing to a Trust Chair vacancy;
- remuneration to be offered, see paragraph c below;
- timetable for the appointment process (sample at Annex C);
- content of the scoresheet to be used at the shortlisting stage (sample at Annex D); and
- membership of the interview panel, see paragraph d) below.

Appendix 7, Section 9 of the constitution states that '... the Chairman shall be appointed in accordance with the process of open competition'.

a) In agreeing the role description the Committee will seek advice from the Trust Chair, or SID for the Trust Chair position, with respect to the skills and experience the successful candidate needs to demonstrate. This advice should be informed by the outcome of the annual Board Effectiveness process, which will identify any skills and experience gaps on the Council.

b) The candidate pack and vacancy advertisement should represent the Trust in a balanced and open manner. It should reflect the Trust in a realistic manner and seek to attract the best candidates to apply for the vacancy.

c) If the Committee is of a mind to make a change to the current remuneration terms this must be recommended to, and agreed, by the Council before being applied to the vacancy.



d) The Panel will be chaired by the Trust Chair, or SID for Trust Chair vacancies, and be composed of the Committee Chair, two other Committee members and a NED. It is a requirement that the majority of the Panel will be from the CoG.

All members of the Committee will be asked to keep the date in their diaries as a contingency should a member of the Panel be unable to attend on the day.

## **4.2 Shortlisting the applications**

A shortlisting meeting will be held to agree which applicants should be called for interview. All members of the Committee will have the opportunity to participate; attendance can be virtual or the Committee member can provide feedback to the Committee Chair prior to the shortlisting meeting. The Trust Chair, or SID for Trust Chair vacancies, will be a voting member of this meeting and it will be supported by a senior representative from HR and the Consultants. The meeting should be chaired by the Chair of the CoG NRC.

Copies of the application forms will be sent electronically to members at least three days before the shortlisting meeting. Hard copy packs will be provided, and couriered to members, if required. A score sheet will be used to assess each application; blank copies will be included with the candidate pack.

The Trust and Consultants will be responsible for making the arrangements for the interviews and liaising with the shortlisted candidates.

## **4.3 Interviews**

The candidate packs for interview will be sent electronically to members of the interview panel at least three days before the shortlisting meeting. Hard copy packs will be provided, and couriered to members, if required.

The Panel will hold a brief meeting prior to the first interview to agree how the interviews will be conducted and how the candidates will be assessed. Draft questions may be provided by the Consultants and Trust HR representative prior to this meeting.

Once all the interviews are concluded, the Panel will decide whether to make an appointment to the vacancy. If the Panel consider there is an appointable candidate, they will agree the details to be included in the Committee Chair's report to Council making the recommendation to appoint. This should include details of the:

- process followed;
- brief assessment of the costs of a recruitment campaign (Section A, EKHUFT code)
- candidate's skills and experience which make them suited to the post;
- reasons why the Panel found them to be appointable;
- timeframe for Governors to respond
- criteria for the vote to be carried.

The Panel may wish to ask the Governor and Membership Lead (G&ML) to join the session at this point to assist with the drafting of the recommendation. The aim is for the report to Council to include sufficient information for Governors to reach an informed decision. A redacted copy of the successful candidate's CV will be included with the report.

If the Panel decides that none of the candidates interviewed are appointable, they will take advice from the Consultants and the HR representative and make a recommendation on the next steps for the Committee to consider.

The report, and recommendation, may be circulated to the Committee virtually for response to prevent delay.

#### **4.4 Ratification by Council and Next Steps**

The report from the Chair of the Committee and the redacted CV will be circulated to all Council members by the G&ML as soon as possible after the interview process has been concluded. Governors will be reminded of the deadline for response and asked whether they agree the recommendation, providing brief reasons for their decision. Governors who are minded not to agree may wish to contact the Committee Chair to discuss their concerns and seek further assurance before casting their vote.

The outcome of the vote will be reported by the G&ML to the Committee Chair and Trust Chair, or SID, as soon as the deadline for responses has been received.

If the recommendation is agreed by Council, the Trust Chair, or SID for Trust Chair vacancies, will be informed and the Trust will then process the appointment, including making the relevant fit and proper persons tests, making an offer to candidate within the terms agreed by the Committee. The Trust will advise Committee if the selected candidate turns down the offer and the Committee will re-convene to agree the next steps – virtually if required to prevent delay.

If the recommendation for appointment to the vacancy is not agreed by Council, the Committee will reconvene to consider the next steps; this may be done virtually if required to prevent delay.

#### **5. Reporting to Council**

The outcome of the process to fill a NED vacancy must be formally reported to the first Public meeting of the Council after the process is concluded.

The Committee Chair will keep the Council updated on progress with the recruitment process and provide a formal report to any Public Council meeting which takes place during the process.

An update must be provided to Council by the Committee Chair:

- on the outcome of the first meeting of the Committee, convened to consider the vacancy;
- after the shortlisting meeting;
- on the outcome of the Council's response to any recommendation made by the Committee.

**I - B.2 Appointments to the board****Main principle**

B.2.a There should be a formal, rigorous and transparent procedure for the appointment of new directors to the board. Directors of NHS foundation trusts must be “fit and proper” to meet the requirements of the general conditions of the provider licence.

**Supporting principles**

B.2.b The search for candidates for the board of directors should be conducted, and appointments made, on merit, against objective criteria and with due regard for the benefits of diversity on the board and the requirements of the trust.

B.2.c The board of directors and the council of governors should also satisfy themselves that plans are in place for orderly succession for appointments to the board, so as to maintain an appropriate balance of skills and experience within the NHS foundation trust and on the board.

**Code provisions**

B.2.1. The nominations committee or committees, with external advice as appropriate, are responsible for the identification and nomination of executive and non-executive directors. The nominations committee should give full consideration to succession planning, taking into account the future challenges, risks and opportunities facing the NHS foundation trust and the skills and expertise required within the board of directors to meet them.

B.2.2. Directors on the board of directors and governors on the council of governors should meet the “fit and proper” persons test described in the provider licence. For the purpose of the licence and application criteria, “fit and proper” persons are defined as those without certain recent criminal convictions and director disqualifications, and those who are not bankrupt (undischarged). Trusts should also abide by the updated guidance from the CQC regarding appointments to senior positions in organisations subject to CQC regulations.

B.2.3. There may be one or two nominations committees. If there are two committees, one will be responsible for considering nominations for executive directors and the other for non-executive directors (including the chairperson). The nominations committee(s) should regularly review the structure, size and composition of the board of directors and make recommendations for changes where appropriate. In particular, the nominations committee(s) should evaluate, at least annually, the balance of skills, knowledge and experience on the board of directors and, in the light of this evaluation, prepare a description of the role and capabilities required for appointment of both executive and non-executive directors, including the chairperson.

B.2.4. The chairperson or an independent non-executive director should chair the nominations committee(s). At the discretion of the committee, a governor can chair the committee in the case of appointments of non-executive directors or the chairman.

B.2.5. The governors should agree with the nominations committee a clear process for the nomination of a new chairperson and non-executive directors. Once suitable candidates have been identified the nominations committee should make recommendations to the council of governors.

B.2.6. Where an NHS foundation trust has two nominations committees, the nominations committee responsible for the appointment of non-executive directors should consist of a majority of governors. If only one nominations committee exists, when nominations for non-executives, including the appointment of a chairperson or a deputy chairperson, are being discussed, there should be a majority of governors on the committee and also a majority governor representation on the interview panel.

B.2.7. When considering the appointment of non-executive directors, the council of

governors should take into account the views of the board of directors and the nominations committee on the qualifications, skills and experience required for each position.

B.2.8. The annual report should describe the process followed by the council of governors in relation to appointments of the chairperson and non-executive directors.

B.2.9. An independent external adviser should not be a member of or have a vote on the nominations committee(s).

B.2.10. A separate section of the annual report should describe the work of the nominations committee(s), including the process it has used in relation to board appointments. The main role and responsibilities of the nominations committee should be set out in publicly available, written terms of reference.

### **Relevant statutory requirements**

B.2.11. It is a requirement of the 2006 Act that the chairperson, the other non- executive directors and – except in the case of the appointment of a chief executive – the chief executive, are responsible for deciding the appointment of executive directors. The nominations committee with responsibility for executive director nominations should identify suitable candidates to fill executive director vacancies as they arise and make recommendations to the chairperson, the other non-executives directors and, except in the case of the appointment of a chief executive, the chief executive.

B.2.12. It is for the non-executive directors to appoint and remove the chief executive. The appointment of a chief executive requires the approval of the council of governors.

B.2.13 The governors are responsible at a general meeting for the appointment, re-appointment and removal of the chairperson and the other non-executive directors.

## **II B.7 Re-appointment of directors and re-election of governors**

### **Main principle**

B.7.a All non-executive directors and elected governors should be submitted for re-appointment or re-election at regular intervals. The performance of executive directors of the board should be subject to regular appraisal and review. The council of governors should ensure planned and progressive refreshing of the non-executive directors.

### **Code provisions**

B.7.1. In the case of re-appointment of non-executive directors, the chairperson should confirm to the governors that following formal performance evaluation, the performance of the individual proposed for re-appointment continues to be effective and to demonstrate commitment to the role. Any term beyond six years (eg, two three-year terms) for a non-executive director should be subject to particularly rigorous review, and should take into account the need for progressive refreshing of the board. Non-executive directors may, in exceptional circumstances, serve longer than six years (eg, two three-year terms following authorisation of the NHS foundation trust) but this should be subject to annual re-appointment. Serving more than six years could be relevant to the determination of a non-executive's independence.

.....

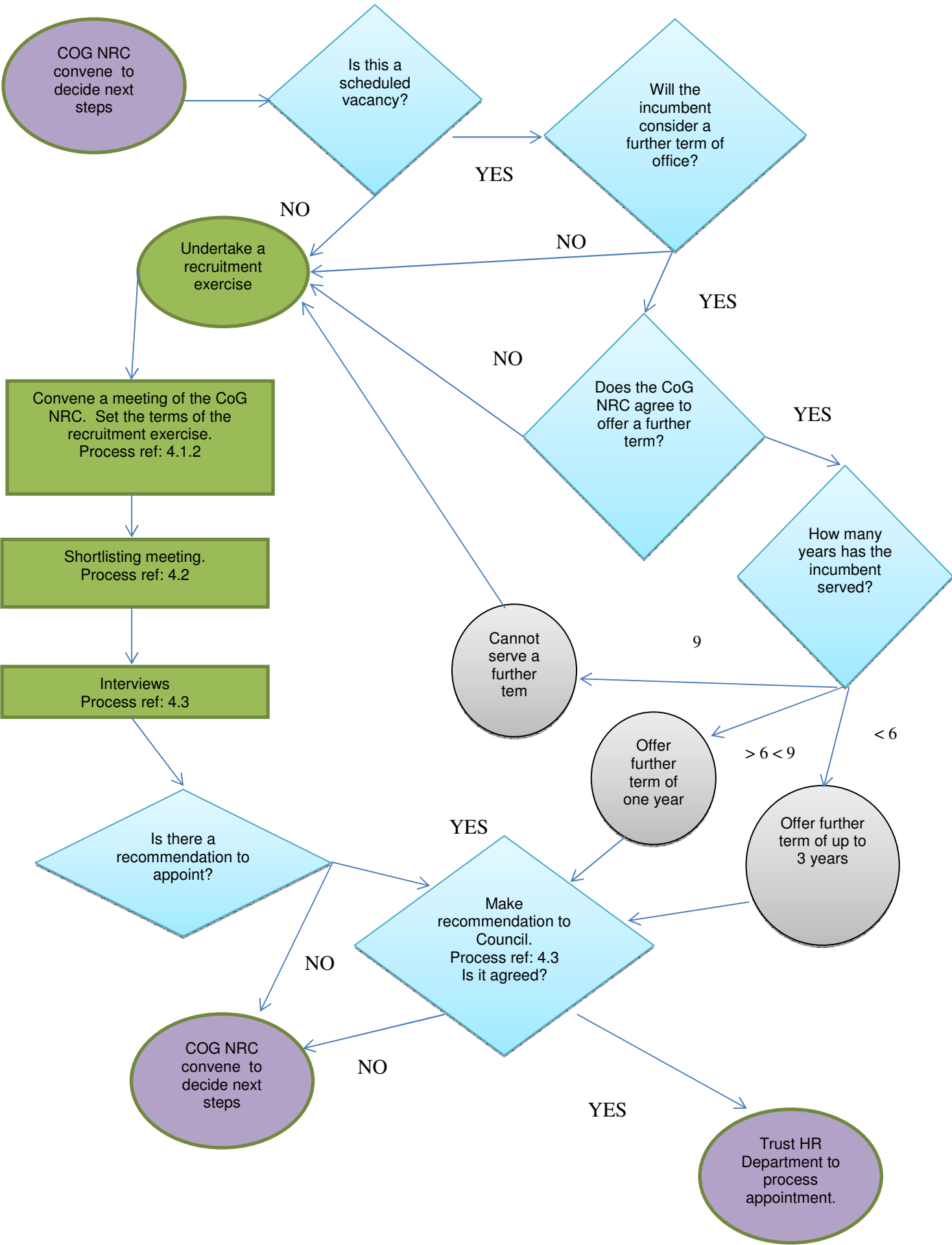
B.7.4 Non-executive directors, including the chairperson should be appointed by the council of governors for the specified terms subject to re-appointment thereafter at intervals of no more than three years and subject to the 2006 Act provisions relating to removal of a director.

## **III D.1 The level and components of remuneration**

## **D.1 The level and components of remuneration**

### **Main principle**

D.1.a Levels of remuneration should be sufficient to attract, retain and motivate directors of quality, and with the skills and experience required to lead the NHS foundation trust successfully, but an NHS foundation trust should avoid paying more than is necessary for this purpose and should consider all relevant and current directions relating to contractual benefits such as pay and redundancy entitlements.



## **NED Recruitment Campaign Timeline**

The timeline can be adjusted to suit the circumstances of each recruitment.

<b>Activity</b>	<b>Responsibility</b>	<b>Proposed Timeline</b>
<b>Agreement of Recruitment Plan &amp; timeline by NRC Committee</b>	NRC Committee	Week 1
<b>Finalisation of candidate recruitment packs and advert in conjunction with Harvey Nash, recruitment partner</b>	HR & Consultants	Week 2
<b>Advertisements made live</b>	Consultants	Week 3
<b>Informal discussions with Chair</b>	Trust Chair Arranged by Chair's PA	On request on agreed dates and times
<b>Closing date for applications</b>	Harvey Nash	Week 6
<b>Shortlisting Meeting</b>	Trust Chair CoG NRC members Nominated NED	Week 7
<b>Interviews</b>	Panel: Trust Chair CoG NRC Chair 2 members of CoG NRC Nominated NED  HR/Consultants in attendance	Week 8
<b>Ratification by Council</b>	CoG NRC Chair supported by G&ML	Allow minimum of three days
<b>Checking references and Fit and Proper Persons test</b>	HR & Consultants	Allow 4 weeks
<b>Required ready to start date</b>		Week 12

ANNEX D – Sample score sheet

			<b>SCORING:</b> 4 = meets all criteria    3 = meets most criteria 2 = meets some criteria    1 = meets none of the criteria								
Name	Current Position	Education: degree or equivalent Y/N	Knowledge & Experience			Skills and Attributes			Total score	Comments	Yes/No
			Board Level	Outstanding achievement	Etc.	7 Nolan Principles	Self Motivated	Etc.			



<b>REPORT TO:</b>	<b>COUNCIL OF GOVERNORS' MEETING</b>
<b>DATE:</b>	<b>10 APRIL 2018</b>
<b>SUBJECT:</b>	<b>ANNUAL COUNCIL AND COUNCIL COMMITTEE EFFECTIVENESS REVIEW</b>
<b>REPORT FROM:</b>	<b>TRUST SECRETARY</b>
<b>PURPOSE:</b>	<b>APPROVAL</b>
<b>BACKGROUND AND EXECUTIVE SUMMARY</b> This paper proposes the process for the Annual Council and Council Committee Effectiveness Review	
<b>LINKS TO STRATEGIC OBJECTIVES:</b>	<b>Patients:</b> Help all patients take control of their own health. <b>People:</b> Identify, recruit, educate and develop talented staff. <b>Provision:</b> Provide the services people need and do it well. <b>Partnership:</b> Work with other people and other organisations to give patients the best care.
<b>RECOMMENDATIONS AND ACTION REQUIRED:</b> The Council is asked to discuss this paper and agree the process for the Annual Council and Council Effectiveness Review process.	

### Background

The outcome of the last Council of Governors effectiveness review was considered at the Joint meeting of the Governors and Non-Executive Directors held in February 2017. It had been agreed that the outcome would provide a baseline response to assist in developing governor induction, training and agenda planning.

For this purpose it is therefore proposed that the questions, which are set out as statements, used in the survey remain as before; these are listed at appendix A. The answer choices are whether you:

- Strongly disagree
- Disagree
- Undecided
- Agree
- Strongly agree

with the statements made. A free text box is available to provide comments against each statement if desired. The Council may wish to consider if there are any additional questions which should be included in the survey.

### Timetable

10 April	Survey process discussed at Council meeting.
12 April	All questions agreed
13 April	Issue survey to governors
23 April	Deadline for returns
May	Results presented at next Council meeting, including a comparison with the results from the previous survey.

## Section 1: Roles &amp; Responsibilities

No.	Statement
1	I have a clear understanding of the roles of the Governor, including those within the Health and Social Care Act 2012
2	I have a clear understanding of what it means to hold the Trust's Board of Directors to account.
3	The Council of Governors adopt a rigorous process for the appointment of new Non-Executive Directors.
4	The Council of Governors adopt a rigorous process for the appraisal of the Chair and Non-Executive Directors.
5	Overall, the Governors, via the Council or Committee meetings alongside other activities, make a valuable contribution to the Trust.

## Section 2: Full Council of Governor Meetings

No.	Statement
6	Agendas and supporting documents are circulated in sufficient time for each meeting.
7	The agendas contain an appropriate mix of items.
8	Governors have sufficient opportunity to identify 'topics of interest' to add to the Council of Governors programme/meeting planner.
9	Meeting papers contain sufficient information to allow me to participate in discussions.
10	Everyone has an opportunity to contribute to the discussion.
11	Action points are followed up in a timely fashion
12	The time allocated to Council of Governor meetings is adequate.
13	The Council of Governors meet at the most appropriate time.
14	The Council of Governors meet sufficiently regularly to discharge its duties.
15	Overall, Council of Governor meetings are productive.

## Section 3: Council of Governor Committees

No.	Statement
16	Council of Governor Committees make an effective contribution to the work of the Governors.
17	I have the opportunity to be involved in the Committees that interest me.
18	The Committees receive appropriate support from the Trust.
19	The current number and structure of Council Committees are appropriate to carry out the Council's statutory duties.
20	The Committees effectively engage with the Council of Governors as a whole in undertaking their work.

## Section 4: Effectiveness of the Council of Governors

No.	Statement
21	As a Governor I am able to effectively communicate with members.
22	Governors effectively engage with and represent the views of the Trust membership.
23	Governors are effective in communicating with the membership about the activities they undertake on its behalf.
24	The Council of Governors effectively discharges its role of holding the Board of Directors to account for the performance of the Trust.
25	The Council of Governors is able to influence the direction of the Trust's future strategy.
26	The Council of Governors is the appropriate size to effectively carry out its statutory duties.
27	I believe the role of the Lead Governor enhances the effectiveness of the Council of governors.
28	Relationships within the Council are constructive and work effectively.
29	The Council of Governors plays an active role in developing the Trust's membership strategy (recruitment and engagement).

Section 5: Working with the Trust	
No.	Statement
30	Governors can readily approach the Chair with a query or issue.
31	Governors are able to approach any Board member with a query or issue.
32	The Board of Directors is supportive of the Council of Governors.
33	Governors have sufficient contact with the Trust's Executive Directors
34	Governors have sufficient contact with the Trust's Non-Executive Directors.
35	The Trust provides Governors with sufficient information to enable them to perform their roles.
36	The Trust provides sufficient support to the Governors to enable them to effectively discharge their role.
Section 6: Skills/knowledge development for Governors	
No.	Statement
37	I have sufficient skills, knowledge and experience to make an effective contribution as a Governor.
38	Governor's specific training and development needs are identified and the appropriate training is provided.
39	External development opportunities are drawn to Governors' attention and made available.
40	The induction programme for new Governors sufficiently meets their initial familiarisation needs.
	Comments
41	Please enter any comments you have about this survey.

<b>REPORT TO:</b>	<b>COUNCIL OF GOVERNORS' MEETING</b>
<b>DATE:</b>	<b>10 APRIL 2018</b>
<b>SUBJECT:</b>	<b>COUNCIL OF GOVERNORS COMMITTEE MEMBERSHIP ANNUAL REVIEW</b>
<b>REPORT FROM:</b>	<b>TRUST SECRETARY</b>
<b>PURPOSE:</b>	<b>DECISION</b>
<b>BACKGROUND AND EXECUTIVE SUMMARY</b>	
This report provides a proposal for Council Committee membership based on the preferences expressed by governors and the criteria set by Council.	
<b>LINKS TO STRATEGIC OBJECTIVES:</b>	<p><b>Patients:</b> Help all patients take control of their own health.</p> <p><b>People:</b> Identify, recruit, educate and develop talented staff.</p> <p><b>Provision:</b> Provide the services people need and do it well.</p> <p><b>Partnership:</b> Work with other people and other organisations to give patients the best care.</p>
<b>RECOMMENDATIONS AND ACTION REQUIRED:</b>	
The Council is asked to discuss this paper and agree the Committee membership for the forthcoming year.	

## Background

The Council has agreed that membership of its Committees would be renewed annually to a timeframe to coincide with the Governor Elections. The proposal for managing this process was discussed and agreed at the Joint meeting of Governors and Non-Executive Directors held on 15 February.

In summary, governors would be asked to complete a skills proforma to indicate their preference for which Committee they would wish to serve on and the skills and experience which they could bring to the work. The Trust Secretary and Governor & Membership Lead would then provide a 'best fit' first proposal for the membership based on the following criteria:

- each Committee to have eight member, including one staff governor and one partner governor;
- the membership needs to include governors who can demonstrate the skills needed for that committee as well as governors who have a strong interest in the work of the committee; and
- for the purposes of continuity, there should be at least one Governor on the Committee who was a member the previous year.

Governors were also asked to indicate whether they would be willing to chair a committee. It was agreed that the chair would be agreed virtually by the membership of the Committee before their first meeting. Should more than one governor be prepared to chair, there would be a secret ballot to agree who should take the role. It was further agreed that governors should only chair one Committee and that the Lead Governor should not also take on the role of a Committee Chair.

## Outcome

The skills proforma was circulated on 2 March with returns requested by 19 March; reminders were sent out before the due date. Governors were also asked to indicate whether they had the capacity to sit on two committees. Returns were received from all public governors.

The best fit proposal is presented at Annex A; the key used is:

- x = first choice preference
- (x) = preference not stated
- 2 = governor on 2 committees

A summary of the proforma returns is at Annex B, for information.

It has been possible to meet the first preference request for those governors who provided this information, with just one exception - Julie Barker's first choice was MECC. Unfortunately, there were seven public governors who wished to sit on MECC as a first preference and only six spaces. In the first cut, Julie has been pencilled into the Audit Committee, her second choice.

It should be noted that applying the 'first preference' principle to provide a first cut of the membership does mean that there is not representation on each Committee from each public constituency.

Annex A is a first cut proposal for the Council to discuss at the meeting and reach agreement on the membership for the Committees through 2018/19. If Governors have any immediate, initial comments, it would be helpful if these could be made in advance of the meeting. This would give time to draft a second iteration of the membership, if required, to help inform the discussions and potentially reduce any delay.

10/18 Annex A First Cut of membership for 2018/19

	NRC	MECC	Audit
<b>Ashford</b>			
John Bridle		x	2
Junetta Whorell		x	
<b>Canterbury</b>			
Philip Wells	Chair volunteer		2
Alex Lister		Chair volunteer	
<b>Dover</b>			
Sarah Andrews	x		2
Paul Curd	x		
<b>Shepway</b>			
Philip Bull		Chair volunteer	
John Sewell	x		2
<b>Swale</b>			
Ken Rogers	Chair volunteer		
Jenny Cole		x	
<b>Thanet</b>			
Roy Dexter			x
Marcella Warburton	2	x	
<b>Rest of England/Wales</b>			
Julie Barker			x (2nd choice)
<b>Staff</b>			
Mandy Carliell			x
David Bogard	x		
Sharon Hatfield-Tugwell		x	
<b>Partnership</b>			
Chris Wells			x
Nick Wells		x	
Debra Teasdale	x		

	NRC	MECC	Audit
<b>Ashford</b>			
John Bridle	<b>2</b>	<b>1</b> Skill set: Further education lecturer in marketing, HRM, Organisations. Effectively patient chair of NHB PPG and have been Chair of the Ashford North Community Network set up by Ashford CCG. Represent Healtwatch Kent on the Ashford Health and Wellbeing Board.	<b>3</b>
Junetta Whorell	<b>2</b> I am currently a member of the NRC and would welcome the opportunity to continue to serve. I have experience in interviewing candidates/applicants for various roles. As Trustee of the Ashford Mediation Service I have been involved in interviews and have been involved with the management committee so am able to communicate with stakeholders of the charity including the Police and Borough Council. I have also been involved in staff pay reviews for the charity.	<b>1</b> I am currently a member of the MECC and would like to continue on this Committee. I have the necessary communication skills and confidence to engage with members and service users. I am a qualified nurse, registered midwife and hold the Health Visitor diploma. I have worked in Local Government at KCC for many years so am familiar with internal governance and professional accountability of all grades of staff. I believe that my skills and experience gained in my professional career are transferrable in my role as a public governor and my ability to engage and reach out to the diverse membership of the Trust.	<b>X</b>
<b>Canterbury</b>			
Philip Wells	<b>1 - willing to Chair</b> Have previously had Trust training in recruitment. Have managed a department of scientific, engineering and technical staff. Have participated in many interviews including head teacher as school governor. Am currently chair of NRC. Have been involved in recruitment & appointment of several NEDs and Chairs.	<b>X</b>	<b>2</b> Have managed multi million pound budgets in the past. Qualified national auditor for Nuclear Medicine services. Attended some KPMG training sessions. Previous member of this committee.
Alex Lister	<b>X</b>	<b>I would like to sit on this committee - willing to chair</b> I worked for three years in public sector communications for Canterbury council, I was Head of Digital Communications for the European Movement during the referendum campaign, I am currently the digital manager for a national charity helping older people and campaigning for social care reform, and I run an online news publication with a monthly readership of around 35k.	<b>X</b>
<b>Dover</b>			
Sarah Andrews	<b>1</b> Many years experience in the NHS. Current member and would like to continue.	<b>2</b> Previous member of this Committee	<b>3</b> Whilst I have experience because of my many years as an NHS Director my focus has always been on clinical audit
Paul Curd	<b>1</b> HR/Corporate/Management: I held senior positions in the DoH, NHS and third sector organisations in which I had to recruit and manage staff. Finance: experience as a budget-holder in DoH and NHS, treasurer in the voluntary sector, and running my own business.	Communications: for the past eleven years I have been a self-employed writer Engagement: some experience garnered as a consultant Membership recruitment: none Equality and Diversity: very little	<b>2</b> Finance: experience as a budget-holder in DoH and NHS, treasurer in the voluntary sector, and running my own business. Governance: considerable experience in NHS and Voluntary Sector Audit: limited experience Process: I'm an ex-civil servant! Attention to detail: ditto
<b>Shepway</b>			
Philip Bull		<b>1</b>	<b>2</b>
John Sewell	<b>1</b> As an East Kent Hospitals Consultant Physician from 1980 to 2010 I participated in interviewing for senior and junior doctors and would wish to extend and develop my skills in recruiting to NED posts in our Trust and to decisions on appropriate remuneration for these. I have attended this Committee as an observer and been impressed by the way it is chaired and by the standard of deliberation.	<b>X</b>	<b>2</b> I have the experience of serving on this Committee for the past 6 years and would wish to bring this to bear on the process for reaching a decision on appointing an external auditor later this year.
<b>Swale</b>			
Ken Rogers	<b>1 - Willing to Chair</b> I have chaired this committee both at EKHUFT and KCHFT and have been involved in recruiting and re-engaging about 9 NEDs having regard to skill mix of the board. Again I have the additional experience of company director	<b>3</b> As an NHS Trust Governor I have already had experience of this type of committee, and have a great deal of experience in all these not only from previous Governor experience, but by running my own company	<b>2</b> As an NHS Trust Governor I have already had experience of an Audit committee, and have employed accountants before for my own company.
Jenny Cole	<b>2</b> Natural history consultants secretary of various local committees, residents association, carnival club very comfortable speaking publicly	<b>1</b> Trained as a nurse Local Councillor school governor member of PTAs School welfare assistant School exam invigilator set up fishing club for MOD	
<b>Thanet</b>			
Roy Dexter			<b>1</b>
Marcella Warburton	<b>2</b> 35 years of management roles during my professional career : Senior Nursing officer Midwifery Lewisham Head Obstetrics & Gynaecology in Iran. Matron and Senior Matron RMBI & TRBL. Fitness to Practice Panel Member NMC Roles above included all skills listed.	<b>1</b> 35 years of management roles during my professional career : Senior Nursing officer Midwifery Lewisham Head Obstetrics & Gynaecology in Iran. Matron and Senior Matron RMBI & TRBL. Fitness to Practice Panel Member NMC Roles above included all skills listed.	<b>3</b> 35 years of management roles during my professional career : Senior Nursing officer Midwifery Lewisham Head Obstetrics & Gynaecology in Iran. Matron and Senior Matron RMBI & TRBL. Fitness to Practice Panel Member NMC Roles above included all skills listed.
<b>Rest of England/Wales</b>			
Julie Barker	<b>3</b> Limited experience	<b>1</b> As a business owner, I had experience in communication to our current and potential clients, in engaging nursing and administrative staff, and in adhering to E&E rules - helped perhaps by being an immigrant female!	<b>2</b> My skills are indirect from my experience as: a) a former executive assistant to the CFO and Chief Actuary of an American insurer (size about \$15 billion of assets) b) a former owner of a small American medical business
<b>Staff</b>			
Mandy Carliell	<b>X</b>	<b>2</b>	<b>1</b>
David Bogard			
Sharon Hatfield-Tugwell			
<b>Partnership</b>			
Chris Wells			
Nick Wells	<b>2</b> Substantial experience of chairing and participating in recruitment panels for senior personnel for EKHUFT and other organisations I am currently involved with Led senior management remuneration decision making for EKHUFT and currently so for Active Life, where I am chair	<b>1</b> Detailed understanding of approaches to and essential nature of excellent communications and engagement. Substantial experience of speaking and engagement at public events. Re-designed K&CH LoF website and developed ideas for recruiting new members and Trustees. Substantial experience of engaging with staff across many different organisations.	<b>3</b> Membership of Board Finance, Governance and Charitable Funds committees whilst Chair/NED of EKHUFT. Treasurer of Canterbury Photographic Society.
Debra Teasdale			