

0. Reference Information

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1. Purpose of Paper

1.1. Why is this paper going to Council of Governors and what input is required?

This paper is presented to the Council of Governors to **note** the annual activity of the Council.

2. Executive Summary

2.1. Context

The Council of Governors has statutory and general duties with regard to holding the Non Executive Directors to account and further representing the interests of the Trust's members and the wider public.

2.2 Summary

This report sets out the activities which have been undertaken by the Council of Governors over the past year. It demonstrates how they have met their statutory and general duties throughout the year.

2.3 Conclusion

The Council of Governors have met their statutory and general duty requirements for 2020/21

3. The Main Report

3.1 Introduction

This Annual Report describes the main activities undertaken by the Council of Governors over the past year on the behalf of their members who elected them or the partner organisations who appointed them. It demonstrates how the Governors have fulfilled their general and statutory duties.

3.2 Duties of the Council of Governors

The general duties of the Council of Governors are:

- To hold the Non-Executive Directors individually and collectively to account for the performance of the Board of Directors, and
- To represent the interests of the members of the Trust as a whole and the interests of the public (Health & Social Care Act 2012)

The Council of Governors is responsible for representing the views of Foundation Trust members and partner organisations in the governance of the Trust. They have no role in the day to day management of the Trust, but advise on strategic issues.

The Council of Governors also have a number of statutory duties, including the appointment of Non-Executive Directors, approval of the Trust's Constitution (jointly with the Board of Directors) and the approval of large "significant transactions".

The Governors do not receive any payment for the time that they spend supporting the Trust or attending the Council of Governors. They are able to have their travel costs reimbursed.

3.3 Elections / Appointments

During 2020/21 the Council of Governors approved the recommendation to suspend any election for a 12 month period due to the on-going national pandemic this meant there were no elections or appointments during 2020/21.

It was agreed that an election should be held in advance of July 2021. This impacted the following Governors:

- Colin Chapman
- Kate Chaffey
- Martin Coggon
- Katrina Morphet

In addition to the above, Russell Luckock would not have been eligible for re-election as per Section 13 of the constitutional rules. However, in the circumstances it was agreed to be in the Trust's interests to extend his tenure until the next election. It was recognised that this would be a technical breach of the Constitution but given the guidance from NHS England and

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NHS Improvement on the unprecedented situation, this was felt to be in the best interests of the organisation.

The Council also approved an extension of the tenure of the existing Lead Governor; Jan Greasley. Jan's role to July 2021 in order to maintain stability of the leadership of the Council of Governors.

The Trust held an election which concluded in May 2021 and this will be reported in next year's annual report.

3.4 Meetings

The meetings of the Council of Governors are open to the public. There were four formal meetings of the Council of Governors in 2020/21. The attendance at these meetings was as follows:

Council of Governors Meetings 2020-21				
	May 2020	Jul 2020	Nov 2020	Mar 2021
Frank Collins - Chairman	✓	✓	✓	✓
Karen Calder – Stakeholder Governor Shropshire Council	✓	✓	X	
Karina Wright, Stakeholder Governor Keele University	✓	X	X	X
Kate Chaffey, Staff Governor	X	X	✓	X
Jan Greasley, Lead Governor/Public Governor North Wales	✓	✓	✓	✓
Russell Luckock, Public Governor West Midlands	✓	✓	✓	✓
Sue Nassar, Public Governor Shropshire	X	X	✓	X
Peter David, Stakeholder Governor League of Friends	X	✓	✓	X
Victoria Sugden, Public Governor Shropshire	✓	✓	✓	✓
Public Governor Rest of England	Vacancy			
Allen Edwards, Staff Governor	X	X	X	X
Colin Chapman, Public Governor Shropshire	✓	✓	✓	✓
Katrina Morphet, Public Governor Cheshire & Merseyside	✓	✓	✓	✓
Martin Coggon, Public Governor North Wales	✓	✓	✓	✓
William Greenwood, Public Governor Powys	X	✓	✓	X
Kate Betts, Staff Governor	✓	✓	✓	✓
Directors in attendance				
Mark Brandreth, Chief Executive	*	*	✓	✓
Craig Macbeth, Chief Finance Officer	✓	✓	✓	X
Stacey-Lea Keegan, Interim Chief Executive/Chief nurse	✓	✓	✓	X
Chris Morris, Interim Chief Nurse	✓	X	X	X

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Sarah Sheppard, Chief People Officer	✓	X	X	X
Rachel Hopwood, Non Executive Director	✓	✓	X	X
Kerry Robinson, Chief Performance, Improvement & OD Officer	X	X	X	X
David Gilburt, Non Executive Director	✓	✓	✓	X
Steve White, Chief Medical Officer	✓	✓	X	✓
Chris Beacock, Non Executive Director	✓	✓	✓	✓
Harry Turner, Non Executive Director	✓	✓	✓	✓
Paul Kingston, Non Executive Director	✓	✓	✓	✓
Hilary Pepler, Board Advisor	X	X	✓	✓

Foot note: * Mark Brandreth wasn't available to attend the meetings in 2020 due to being on secondment with NHSE/I. Stacey Keegan, Interim Chief Executive Director was in attendance.

The areas covered in those meetings include:

Statutory duties

The Council approved the recommendation to a 12 month extension to the tenure of the existing Chair. This was to enable stability of the Trust's leadership and effective and robust recruitment of a replacement once the national crisis in relation to the Covid-19 pandemic eased. The Chair's tenure ceases in January 2022 and recruitment of a new Chair will commence in September 2021.

General Duties.

The Council held the NEDs to account for the performance of the Board and represented the views of their membership by:

- Receiving an update from the Chairman at every meeting
- Receiving regular reports on the Trust's performance from the Chief Executive
- Observing Non Executive interaction and challenge at the Board of Directors
- Observing presentations at the Board of Directors from the Non-Executive Director Chairs of the Finance Planning and Digital Committee, Quality & Safety Committees, Risk Management Committee and Audit Committee.
- Receiving regular reports on the Trust's membership

The Governors are also able to appraise the performance of the Trust Board by; the receipt of monthly performance data, receipt of Board minutes and papers. The Governors are in regular attendance as observers at the Trust Board.

Due to the pandemic there was no requirement for the Trust's auditors to report on the Quality Account and this was the first year that the Governors had not received such a report. This has remained the case for 2021/22.

Governance

The Council:

- Agreed a work plan prior to the start of the years and reviewed it at every meeting
- Made recommendations to the Non-Executive Director Remuneration Committee
- Is in the process of undertaking a self-assessment for 2020/21.

The Council has continued to have access to training sessions and seminars hosted by GovernWell.

3.5 Membership

The Council of Governors also have an important role to play in the recruitment of and the engagement with Foundation Trust members.

The Council reviewed its Membership Strategy in 2020/21 and agreed to move from the 5% increase target to a more realistic year on year increase. This was in recognition of the fact that membership was at the required level and therefore had moved into a maintenance phase. It was agreed that a year on year increase target would ensure membership levels remained appropriate for the population covered by the Trust.

3.6 Other Duties

The Governors also sit on the patient's panel and would ordinarily attend patient safety walkabouts and conduct sit and see observations, these were paused due to the pandemic and the need to minimise visitors to the site. However, virtual visits have been instated to replace these in the interim.

4. Conclusion

Having considered the activities undertaken by the Council of Governors during 2020/21 it can be seen that they fulfilled their duties as set out in the Health and Social care Act and the Trust's constitution.