

## 0. Reference Information

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|---------------------|-----------------------------------|--------------------|---------------------------|
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## 1. Purpose of Paper

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### 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

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### 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 2016/17.

### 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

There were elections and appointments during 2016/17 which resulted in the following Governors being appointed / elected:

| Type of Governor             | Constituency       | Term of Office Yrs | Appointed / Elected | Date Term in Office Ends |
|------------------------------|--------------------|--------------------|---------------------|--------------------------|
| <b>Stakeholder Governors</b> |                    |                    |                     |                          |
| Karen Calder                 | Shropshire Council | 3                  | 1 Jun 16            | 31 May 19                |
| Monte Gates                  | Keele University   | 3                  | 1 Mar 16            | 28 Feb 19                |
| <b>Staff Governors</b>       |                    |                    |                     |                          |
| Allen Edwards                |                    | 3                  | 1 Aug 16            | 31 Jul 19                |
| <b>Public Governors</b>      |                    |                    |                     |                          |

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|                       |                           |   |          |           |
|-----------------------|---------------------------|---|----------|-----------|
| Jan Greasley          | North Wales               | 3 | 1 Aug 16 | 31 Jul 19 |
| Sue Nasser            | Shropshire                | 3 | 1 Aug 16 | 31 Jul 19 |
| Gill Pitcher          | Shropshire                | 3 | 1 Aug 16 | 31 Jul 19 |
| Julie Santy-Tomlinson | Rest of England and Wales | 3 | 1 Aug 16 | 31 Jul 19 |
| Linda Ward            | Powys                     | 3 | 1 Aug 16 | 31 Jul 19 |

### 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 2016/17. The attendance at these meetings was as follows:

| Council of Governors Meetings 2016-17             |                   |                    |                   |                   |
|---|-------------------|--------------------|-------------------|-------------------|
|   | 24<br>May<br>2016 | 13<br>Sept<br>2016 | 24<br>Nov<br>2016 | 23<br>Feb<br>2017 |
| Frank Collins                                     | x                 | x                  | x                 | x                 |
| Karen Calder                                      |                   | x                  | x                 |                   |
| Monte Gates                                       |                   | x                  | x                 |                   |
| Dave Adams  | x                 |                    |                   |                   |
| Martine Williams                                  |                   |                    | x                 | x                 |
| Michelle Braden                                   | x                 |                    | x                 | x                 |
| Adrian Bailey                                     | x                 | x                  | x                 |                   |
| Jan Greasley                                      | x                 | x                  | x                 | x                 |
| Russell Luckock                                   | x                 | x                  | x                 | x                 |
| Sue Nassar  | x                 | x                  |                   | x                 |
| Gareth Pritchard                                  | x                 |                    |                   | x                 |
| Peter David                                       | x                 |                    | x                 | x                 |
| Linda Ward  |                   | x                  | x                 | x                 |
| Gill Pitcher                                      |                   | x                  | x                 | x                 |
| Julie Santy-Tomlinson                             |                   |                    | x                 |                   |
| Allen Edwards                                     |                   | x                  | x                 | x                 |
| <b>Director/Associate Directors in attendance</b> |                   |                    |                   |                   |
| Mark Brandreth - Chief Executive                  | x                 | x                  | x                 | x                 |
| John Grinnell - Director of Finance               | x                 | x                  | x                 |                   |
| Craig Macbeth - Acting Director of Finance        | x                 |                    | x                 | x                 |
| Kim Barrow - Director of Operations               | x                 |                    |                   |                   |

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|  |   |   |   |   |
|--|---|---|---|---|
| Bev Tabernacle - Director of Nursing                         | x | x | x | x |
| Ruth Tyrrell - Assoc. Director of Human Resources            | x | x |   |   |
| Ann McEvoy - Assoc. Director of Human Resources              |   |   | x | x |
| Alastair Findlay - Non Executive Director                    | x | x | x |   |
| Hilary Pepler - Non Executive Director                       |   | x | x | x |
| Ian Davis - Non Executive Director                           | x | x |   |   |
| Kerry Robinson – Associate Director of Strategy and Planning |   |   | x | x |
| David Gilburt - Non Executive Director                       |   |   |   |   |
| Steve White - Medical Director                               |   |   |   |   |
| Chris Beacock – Non Executive Director                       |   |   |   | x |
| Harry Turner – Non Executive Director                        |   |   |   | x |

The areas covered in those meetings include:

### Statutory duties

The Council:

- o Expressed views for consideration in the Directors preparation of the two year operational and five year strategic plans.
- o Approved the appointment of two Non-Executive Directors
- o Approved the appointment of the Director of Finance
- o Approved the appointment of External Auditors

### General Duties.

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

- o Receiving a report from the Chairman at every meeting
- o Receiving regular reports on the Trust's performance from the Chief Executive
- o Receiving a presentation given by the Director of Nursing on the Quality report & the auditor's report on the Quality Accounts
- o Receiving presentations from the Non-Executive Director Chairs of the BRIC and The Quality & Safety Committees.
- o Having regular updates on the strategic planning issues
- o Considered the Quality priorities for 2016/17
- o Received regular updates from the Director of Nursing on the CQC Action Plan
- o Received 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 the Governors are in regular attendance as observers at the Trust Board.

### Governance

The Council:

## Council of Governors Annual Report

- Agreed a work plan prior to the start of the years and reviewed it at every meeting
- Completed the Chairman appraisal
- Made recommendations to the Non-Executive Director Remuneration Committee
- Undertook a self-assessment.

The Council undertook training on Effective Questioning and Challenge 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.

There is an active Membership and Engagement Group, which is attended by three of the Governors. The group has developed a membership strategy which has been approved by the Council as a whole and progress against the strategy is reported at every meeting. 2016/17 was a successful year in terms of increasing the Trust's membership and the Trust had a total of 5782 members (as at 30 April 2017). This was due, in part, to some targeted recruiting undertaken by individual Governors.

The Governors produced three editions of the Governors newsletter during the year.

### **3.6 Other Duties**

The Governors also sit on the Equality and Diversity Steering Group and the patient's panel.

## **4. Conclusion**

Having considered the activities undertaken by the Council of Governors during 2016/17 it can be seen that they fulfilled their duties as set out in the Health and Social care Act and the Trust's constitution.