

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 2018/19

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 2018/19 which resulted in the following Governors being appointed / elected:

Type of Governor	Constituency	Term of Office Yrs	Appointed / Elected	Date Term in Office Ends
Staff Governors				
Kate Betts	Staff	3	11 Apr 2019	10 Apr 2022
Public Governors				
William Greenwood	Powys	3	23 Feb 2019	22 Feb 2022

3.4 Meetings

Council of Governors Annual Report

The meetings of the Council of Governors are open to the public. There were four formal meetings of the Council of Governors in 2018/19. The attendance at these meetings was as follows:

Council of Governors Meetings 2018-19				
	May 2018	Jul 2018	Nov 2018	Mar 2019
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
Jan Greasley, Lead Governor/Public Governor North Wales	✓	✓	✓	✓
Russell Luckcock, Public Governor West Midlands	✓	X	✓	X
Sue Nassar, Public Governor Shropshire	✓	X	✓	✓
Peter David, Stakeholder Governor League of Friends	X	✓	✓	X
Linda Ward, Public Governor Powys	✓	✓		
Gill Pitcher, Public Governor Shropshire	X	X	✓	✓
Julie Santy-Tomlinson, Public Governor Rest of England	X	X	X	X
Allen Edwards, Staff Governor	✓	X	✓	X
Colin Chapman, Public Governor Shropshire	✓	X	✓	✓
Katrina Morphet, Public Governor Cheshire & Merseyside	X	✓	X	X
Martin Coggon, Public Governor North Wales	✓	✓	✓	X
Director/Associate Directors in attendance				
Mark Brandreth - Chief Executive	✓	✓	✓	✓
Craig Macbeth - Director of Finance	✓	✓	X	✓
Nia Jones - Director of Operations	✓	X	✓	X
Bev Tabernacle - Director of Nursing	✓	X	✓	
Sarah Bloomfield, Interim Director of Nursing				✓
Sarah Sheppard, Director of People	X	X	X	X
Alastair Findlay - Non Executive Director	✓	X	✓	✓
Hilary Pepler - Non Executive Director / Board Advisor	✓	✓	✓	✓
Kerry Robinson – Director of Strategy and Planning	✓	X	X	X
David Gilbert - Non Executive Director	✓	✓	✓	✓
Steve White - Medical Director	X	✓	X	X
Chris Beacock – Non Executive Director	✓	X	X	X

Council of Governors Annual Report

Harry Turner – Non Executive Director	✓	X	✓	✓
Paul Kingston – Non Executive Director				✓

The areas covered in those meetings include:

Statutory duties

The Council:

- Approved the re-appointment of the Non Executive Director David Gilbert
- Appointed Non Executive Director Paul Kingston
- Considered the statutory declarations made by the Board

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
- Receiving a presentation given by the Director of Nursing on the Quality report & the auditor's report on the Quality Accounts
- 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 Investment Committee, Quality & Safety Committees, Risk Management Committee and Audit Committee.
- Considering the Quality priorities for 2019/20
- Receiving regular updates from the Director of Nursing on the CQC Action Plan
- 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.

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
- Undertook a self-assessment.

The Council undertook NHS Provider training on Membership Engagement and individual members of the Council have attended various 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.

A membership strategy was developed and approved by the Council in 2015. This was updated in November 2018. Progress against the strategy is reported at every meeting.

Council of Governors Annual Report

2018/19 was a successful year in terms of increasing the Trust's membership and the Trust had a total of 6,296 members (as at 29 March 2019).

3.6 Other Duties

The Governors also sit on the patient's panel, attend patient safety walkabouts and conduct sit and see observations.

4. Conclusion

Having considered the activities undertaken by the Council of Governors during 2018/19 it can be seen that they fulfilled their duties as set out in the Health and Social care Act and the Trust's constitution.