

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 2019/20

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 2019/20 which resulted in the following Governors being appointed / elected:

| Results of the Governor Elections | | |
|-----------------------------------|------------------------|--------------------------------|
| Constituency | Number of vacant posts | Elected Governor |
| Staff Governors | | |
| Staff | 1 | Allen Edwards |
| Public Governors | | |
| Shropshire | 2 | Sue Nassar and Victoria Sugden |
| North Wales | 1 | Jan Greasley |
| Rest of England and Wales | 1 | Vacant |

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 2018/19. The attendance at these meetings was as follows:

| Council of Governors Meetings 2019-20 | | | | | |
|---|-------------|-------------|-------------|-----------------------------------|--|
| | May 2019 | Jul 2019 | Nov 2019 | Mar 2020 | |
| Frank Collins - Chairman | ✓ | ✓ | X | Meeting cancelled due to Covid-19 | |
| Karen Calder – Stakeholder Governor Shropshire Council | ✓ | X | X | | |
| Karina Wright, Stakeholder Governor Keele University | X | ✓ | X | | |
| Kate Chaffey, Staff Governor | X | X | X | | |
| Jan Greasley, Lead Governor/Public Governor North Wales | ✓ | ✓ | ✓ | | |
| Russell Luckock, Public Governor West Midlands | ✓ | ✓ | X | | |
| Sue Nassar, Public Governor Shropshire | ✓ | X | ✓ | | |
| Peter David, Stakeholder Governor League of Friends | ✓ | ✓ | ✓ | | |
| Gill Pitcher, Public Governor Shropshire | X | ✓ | | | |
| Victoria Sugden, Public Governor Shropshire | | | ✓ | | |
| Julie Santy-Tomlinson, Public Governor Rest of England | Vacancy | | | | |
| Allen Edwards, Staff Governor | ✓ | X | ✓ | | |
| Colin Chapman, Public Governor Shropshire | ✓ | X | ✓ | | |
| Katrina Morphet, Public Governor Cheshire & Merseyside | ✓ | X | ✓ | | |
| Martin Coggon, Public Governor North Wales | ✓ | ✓ | X | | |
| William Greenwood, Public Governor Powys | ✓ | ✓ | ✓ | | |
| Kate Betts, Staff Governor | X | ✓ | ✓ | | |
| Directors in attendance | | | | | |
| Mark Brandreth - Chief Executive | ✓ | X | ✓ | | |
| Craig Macbeth - Director of Finance | X | ✓ | X | | |
| Nia Jones - Director of Operations | X | X | | | |
| Sarah Bloomfield, Interim Director of Nursing | X | X | | | |
| Stacey-Lea Keegan, Interim Director of Nursing | | | ✓ | | |
| Sarah Sheppard, Director of People | X | X | X | | |
| Alastair Findlay - Non Executive Director | ✓ | X | | | |
| Kerry Robinson – Director of Strategy and Planning | X | X | ✓ | | |

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| David Gilburt - Non Executive Director | ✓ | X | ✓ |
| Steve White - Medical Director | ✓ | ✓ | ✓ |
| Chris Beacock – Non Executive Director | ✓ | ✓ | X |
| Harry Turner – Non Executive Director | ✓ | ✓ | X |
| Paul Kingston – Non Executive Director | ✓ | ✓ | X |
| Hilary Pepler, Board Advisor | X | ✓ | X |

The areas covered in those meetings include:

Statutory duties

The Council:

- Approved the re-appointment of the Non Executive Director Harry Turner
- Appointed Non Executive Director Rachel Hopwood
- 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 Digital Committee, Quality & Safety Committees, Risk Management Committee and Audit Committee.
- Approving the Trust's strategy and 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 how to hold the Board to account and individual members of the Council have attended various training sessions and seminars hosted by GovernWell.

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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. Progress against the strategy is reported at every meeting. 2019/20 saw further increases in the Trust's membership although the target of 5% was not achieved. This has prompted discussion and review of the target to ensure at a level that is realistic. This will be reviewed by the Council during 2020/21.

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 2019/20 it can be seen that they fulfilled their duties as set out in the Health and Social care Act and the Trust's constitution.