

To: Council of Governors
From: Mark Lam, Trust Chair
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Date: 9 September 2021
Subject: Council Committee Membership

1.0 Purpose of the Report

1.1 To update the Council on changes to the membership of the three Council Committees

- Communications and Engagement Committee
- Nominations and Conduct Committee
- Significant Business and Strategy Committee

2.0 Background

2.1 The membership of all Council Committees is determined by the Council.

2.2 Committee membership ends with the respective Governor's current term of office, irrespective of whether they have been re-elected for a further term.

2.3 Committee members standing down and who can stand for re-election are listed *in italics*; committee members who are either not eligible for, or have chosen not to stand for, re-election are listed with an additional asterisk.

2.4 The nomination process is outlined under section 4 below.

2.5 A summary of the duties of each Committee is attached as Appendix 1.

3.0 Committee Membership

3.1 Communications and Engagement Committee

- The Communication and Engagement Committee has a core membership of at least eight Governors. There are no further restrictions on its membership; all Governors are entitled to attend meetings of the Committee.
- The current Committee's core membership is
 - Dawn Allen, Bedford Borough Governor
 - Joseph Croft, Staff Governor
 - *Caroline Diehl, Hackney Governor*
 - Mark Dunne, Staff Governor
 - *Carol Ann Leatherby*, Newham Governor*

- *Beverley Morris, Hackney Governor*
 - *Jamu Patel, Luton Governor (Chair)*
 - *Felicity Stocker, Bedford Borough Governor (Vice-Chair)*
 - *Ernell Diana Watson*, Newham Governor*
 - *Keith Williams*, Luton Governor*
- We therefore seek self-nominations from at least four Governors (to bring membership up to the minimum of eight) to serve on the Communications and Engagement Committee from 1 November 2021.

3.2 Nominations and Conduct Committee

- The Nominations and Conduct Committee has a membership of seven Governors (inc the Lead Governor as ex officio member). In addition the Trust Chair and Trust Vice Chair are also members of the Committee. Of the six elected members, two must be public governors, one a staff governor and one an appointed governor.

The Committee membership currently

- *Mark Lam, Trust Chair (ex officio, Committee Chair)*
 - *Eileen Taylor, Trust Vice Chair (ex officio as Vice Chair)*
 - *Roshan Ansari, Public Governor Tower Hamlets*
 - *Katherine Corbett*, Staff Governor*
 - *Caroline Diehl, Public Governor Hackney*
 - *Susan Fajana-Thomas, Appointed Governor LB of Hackney*
 - *Caroline Ogunsola, Staff Governor (ex officio as Lead Governor)*
 - *Jamu Patel, Public Governor Luton*
 - *Keith Williams*, Public Governor Luton*
- From 1 November 2021, the Committee will have four vacancies, We are therefore seeking self-nominations from four candidates to serve from 1 November, at least one of whom must be a staff governor and one of whom a public governor

3.3 Significant Business and Strategy Committee

- The Significant Business and Strategy Committee consists of the Deputy Lead Governor (ex officio) and eight Governors with a minimum of one Governor per constituency (public, appointed or staff).
- The current Committee membership is
 - *Rehana Ameer, Appointed Governor City of London*
 - *John Bennett, Public Governor Tower Hamlets (Chair)*
 - *Robin Bonner, Staff Governor*
 - *Adam Forman, Public Governor Hackney*
 - *Arif Hoque, Tower Hamlets Governor*
 - *Suzana Stefanic, Public Governor Central Bedfordshire*

- *Ernell Watson**, *Public Governor Newham*
- *Keith Williams** (*ex officio as Deputy Lead Governor*)

From 1 November 2021, the Committee will have two vacancies, one of which will be filled by the election to the Deputy Lead Governor role, who is an ex officio member of the Committee. We are therefore seeking self-nominations from one candidate to serve from 1 November who can be a member of any constituency (Public, Appointed or Staff).

4. Nominations Process

- 4.1 At this stage, Governors are asked to nominate themselves via an informal email to the Corporate Governance Manager to arrive not later than Wednesday, 8 September 2021, 5pm, listing the Committee(s) they wish to nominate themselves for.
- 4.2 Should there be more nominations than vacancies, candidates are requested to complete a nomination form, outlining in no more than 250 words why they wish to serve on the relevant Committee. Separate nomination forms need to be completed for each Committee nomination.
- 4.3 A list of nominations will be circulated to all Governor nominees to provide the opportunity of withdrawing their nomination within 24 hours of receipt.
- 4.4 A list of final Governor nominations together with their nomination statement and ballot paper will be circulated by the Governors and Members Office to all Governors for consideration and voting. Where valid nominations received within the correct timescale are equal to the number of vacancies, those nominees will be elected unopposed. The nomination statement(s) of the unopposed candidates will be shared with the Council.
- 4.5 If there are more candidates than vacancies for the role, the following election process will be used:
 - The Single Transferable Vote system will be used.
 - Any Governor can cast a vote by marking the ballot paper in accordance with the instructions included on the ballot paper.
 - Governors must return the ballot paper by hand, by email or by post; any ballot paper received after the date and time stipulated will be rejected
 - A ballot paper does not need to be signed by the Governor if it is returned by email (provided that it is returned from an email address that the Governor has previously notified to the Trust Secretary and/or used)
 - A ballot paper returned by hand or by post must be signed by the Governor
 - Any votes received after the deadline will be invalid and will not be counted.
 - The valid votes received will be counted on the next working day following the deadline by the Governors and Members Office.

- The requirements of the Terms of Reference in relation to the Committee's membership will take precedence over the number of votes cast (for example, a staff governor with fewer votes will be deemed to be elected over a public governor with more votes, if the ToR require the appointment of a staff governor).

5. Nominations Timetable

8 September 2021, 5pm	Deadline, initial informal self-nominations
20 September 2021, 5pm	Deadline, self-nominations for ballot
22 September 2021	Deadline for withdrawal of candidacy
4 October 2021, 5pm	Deadline for receipt of completed ballot forms
5 October 2021	Count of ballots received

Appendix 1 – Committee Duties

Communications and Engagement Committee

8.1 Review the Trust's Membership Framework on an annual basis, ensuring that it supports the delivery of the Trust's strategic priorities and providing recommendations for improvements to the Council of Governors and the Trust Board, via the People Participation Committee. The Membership Framework will be approved by both the Council and Trust Board

8.2 Lead on the development and monitoring of an action plan for the delivery of the Membership Framework; this action plan will be approved by the Council and Trust Board

8.3 Receive and discuss membership surveys results, and other member and Governor feedback to inform the Committee's work

8.4 Explore and propose innovative methods to communicate with, obtain feedback from and engage with members and the public in the activities of the Trust

8.5 Explore, propose and review the ways of engaging with the community and voluntary sector partners to achieve better engagement in support of the Trust's strategic priority of improving population health

8.6 Explore, propose and review campaigns and activities that promote recruitment, retention and engagement of members based on consideration of national and local good practice and being cognisant of local need and context and in support of the Trust's strategic priority of improving population health

8.7 Receive regular reports on the various engagement activities from both a Trust-organised perspective as well as the personal activities in which Governors have been involved, including thematic analysis of feedback

8.8 Ensure there are mechanisms in place which enable the information gathered from members and the public from the above activities are fed back to the Council, the Board and the Trust as appropriate

8.9 Agree a forward plan of agenda items which focuses on improving communication with and engagement of Governors and members

Nominations and Conduct Committee

Recruitment

- Seek and take account of the views of the Board of Directors of the skills and experience required of Non-Executive Directors and the Chair of the Trust, including the Policy for the Composition of Non-Executive Directors on the Board of Directors.*
- Be responsible for selecting candidates to fill Non-Executive Director vacancies, including the Trust Chair, and recommending a candidate to the Council for the appointment.*

[...]

- *Receive a report from the Chair regarding the performance of any Non-Executive Director subject to re-appointment.*
- *Receive a report from the Senior Independent Director regarding the performance of the Chair when subject to re-appointment.*
- *Consider any future challenges to be faced by the Board and the skills, diversity and experience required, and other factors such as Board dynamics and effectiveness of team working, and the need for progressive refreshing of the Board.*
- *Make recommendations to the Council regarding the re-appointment of the Non-Executive Director and Trust Chair.*

Performance Evaluation

- *Receive an annual report from the Chair regarding the performance of the Non-Executive Directors.*
- *Receive an annual report from the Senior Independent Director regarding the performance of the Chair. The Senior Independent Director will have met with the Non-Executive Directors to consider and evaluate the Chair's performance.*
- *Report the outcomes of the evaluations of the Chair and the Non-Executive Directors to the Council.*

Remuneration

- *Consider the appropriate level of remuneration to be provided to the Chair and Non-Executive Directors, using benchmarking information and ensuring that it reflects the time commitment and responsibilities of their roles.*
- *Provide recommendations to the Council on the remuneration and allowances, and the other terms and conditions of office, of the Chair and Non-Executive Directors.*
- *Consult external professional advisers to market-test the remuneration levels of the Chair and Non-Executive Directors at least once every three years.*

Fitness

- *Be responsible for assessing Non-Executive Directors' compliance with the Fit and Proper Person Test under the Health and Social Care Act 2008 (Regulated Activities) Regulations 2014.*

Governors Standards

- *Promote high standards of training and development as well as conduct by Governors and assist Governors to observe the Council of Governors Code of Conduct (the Code).*
- *Review annually the Council's Training and Development Plan and regularly review the Council's Training programme, and make recommendations to Council around the annual Training and Development Self-Assessment*
- *Review the Code annually and make relevant recommendations to the Council.*
- *Receive reports from the Trust Chair on issues of Governor conduct, eligibility and removal.*
- *Provide recommendations to the Council on issues of Governor conduct, eligibility and removal in accordance with the Trust Constitution and following the process as set out in Appendix A.*
- *Provide recommendations to the Council about the process for dealing with any reports of breaches of the Code or Trust Constitution following the process as set out in Appendix A.*

- *Receive reports on Governor attendance and provide relevant recommendations to the Council.*

Significant Business and Strategy Committee

Trust Strategy

Mindful that it is the role of the Board to set the Trust strategy, and the role of the Council to seek assurance about the NEDs' role in developing and implementing the strategy, the Committee's duties include

- *To gain an understanding of the key issues that support, underpin and influence the Trust's strategies*
- *To gain and share intelligence in respect of the Trust's strategic direction, developments, plans and actions*
- *To act as a sounding board for, and comment on, new and refreshed plans as they develop*
- *To receive periodic reports from the Trust on the progress in implementing the Trust's Strategy*
- *To receive periodic reports from the Trust on potential and actual business developments, and to bring forward any significant issues or areas of concern to the Council*
- *To develop and maintain a framework, aligned to the Trust's key strategies, which allows Governors to assess potential business developments in a strategic and consistent manner*
- *To provide a forum for Governors to represent the views and interests of stakeholders, fulfilling their responsibility of feeding back information about the Trust's strategic vision and performance to its constituencies, stakeholder organisations and the Trust itself*

Significant transactions, mergers, acquisitions, separations and dissolution

- *To kept updated of any proposals for the Trust to enter into transactions which are regarded as strategically significant*
- *To review any proposals for the Trust to enter into a significant transaction as defined in the Constitution, and to make recommendations to the Council regarding their power to approve the transaction. The definition of a significant transaction is at Appendix 18.*
- *To review any applications by the Trust to enter into a merger, acquisition, separation or dissolution, and to make recommendations to the Council in line with their statutory responsibility to approve any transaction*
- *In carrying out its duty, the Committee will consider the Trust's general work, its work on due diligence and the impact of the proposal on the Trust's long term performance (as indicated by the analysis of future financial and governance risk ratings), taking into account the views of members, the impact on staff and service users and the Council's Business Development Framework*
- *The Committee may request to discuss transactions below the formal definition of a significant transaction*

Private income

- *To consider whether the Trust's private patient work would significantly interfere with the Trust's principal purpose, which is to provide goods and services for the National*

Health Service (NHS) in England, or performing the Trust's other functions, and to make recommendations to the Council

- *To review any proposed increase(s) in non-NHS income; and where it is 5% or more in any financial year, to make recommendations to the Council regarding their power to approve the proposed increase*