

**BOARD OF GOVERNORS**

**MEETING OF THE CHAIRMEN OF BOARD OF DIRECTORS' COMMITTEES,  
BOARD OF GOVERNORS' COMMITTEES AND GOVERNOR/DIRECTOR  
WORKING GROUPS**

Report of the Trust Secretary

**1. PURPOSE**

This report summarises the outcomes from a meeting of the chairmen of the committees of the Board of Governors and Board of Directors and the chairmen of the Governor/Director working groups.

**2. ATTENDEES**

The attendees were as follows:

**Board of Governors' committees**

Dr Jonathan Nicholls, Chairman Governors' Nomination and Remuneration Committee

Dr Megan Davies, Chairman Governors' Constitution Committee

**Board of Directors' committees**

Mr Jim Potter, Chairman Audit Committee

Mr Gerald Coteman, Chairman Finance Operations and Performance Committee

Mr Colin Greenhalgh, Chairman Clinical and Corporate Governance Committee

Dr Mary Archer, Chairman of Nomination Committee and Remuneration Committee

**Governor/Director Working Groups**

Mr Jim O'Sullivan, Chairman Governance and Assurance Governor/Director Working Group

Mr Michael Bright, Chairman Forward Planning Governor/Director Working Group

Mr Brian Gerbaldi, Vice-Chairman Membership and PPI Governor/Director Working Group

**In attendance**

Ann Alderton, Trust Secretary

Fraser Rogers, Membership Manager and Head of Public Engagement

Judith Ewer, Deputy Chairman

**3. FORMAT OF MEETING**

It was explained that the purpose of the meeting was for directors and governors with the responsibility of chairing these important committees to understand the role of other committees and working groups within the broader structure of the Trust.

Every Chairman spent a few minutes explaining the role of their committee and working group, highlighting the achievements of the past year, the challenges of the year to come and areas for improvement. This was followed by an open discussion and an exchange of questions and answers.

**4. REVIEW OF COMMITTEES AND WORKING GROUPS**

The following actions were noted and will be explored further as part of an on-going review of committees and working groups:

- The need to align the agendas of the Governor/Director working groups with the Trust's annual business cycle to better effect.
- Look at the scope and breadth of the Governor/Director working groups and in particular whether there are areas of relevance to governors as stakeholder representatives which were not being fully discussed, eg. corporate social responsibility.
- Clarification of reporting arrangements in the Terms of Reference of the Governor/Director Working Groups.
- To open discussions and conduct an evaluation on whether the Governor/Director Working Groups should become formal sub-committees of the Trust's Board of Governors. Directors would be "in attendance" rather than members, but it was emphasised that this would not give them the option to not attend [this has been discussed subsequently at both the Constitution Committee and the Governors' development day and has not received much support].
- To review frequency and timing of meetings and in particular duplication of agenda items and papers – were there any options to rationalise the sub-committee framework for the Trust [currently in hand by the Trust Secretary].

**5. CONCLUSION**

In conclusion, the participants felt that the meeting was worthwhile and should be scheduled as a regular event. It was felt there was scope to link it in with the Boards' and committees' evaluation process.