

CAMBRIDGE UNIVERSITY HOSPITALS NHS FOUNDATION TRUST

Minutes of the meeting of the **GOVERNORS' CONSTITUTION COMMITTEE/ GOVERNOR EFFECTIVENESS REVIEW GROUP** held on Monday 17 November 2008 in the Boardroom.

PRESENT: Dr M Davies (Chairman)
Brig R Cockman
Mrs J Ewer
Mr J O'Sullivan
Mr T Roberts

IN ATTENDANCE: Dr A Alderton (Trust Secretary)
Mrs H McGhee

Apologies were recorded from Dr Susan Bullivant and Mr Colin Carr, and from Mr Colin Greenhalgh.

25/08 MINUTES OF THE PREVIOUS MEETING

The minutes of the meeting held on 4 September were confirmed.

26/08 MATTERS ARISING FROM THE MINUTES

(A) Effectiveness review – Governor Development Day (minute 20/08)

- (i) It was confirmed that this Committee was responsible for oversight of the outcome of the effectiveness review. The programme for the Development Day on 24 November was well in hand.
- (ii) The Committee was responsible for the induction and continuing professional development of governors.

27/08 CHAIRMAN'S REAPPOINTMENT – REVIEW OF PROCESS

Received Chairman's reappointment – review of process.

Mrs McGhee and Dr Alderton reported.

Noted

- (i) Members noted the decision taken by governors at the extraordinary meeting on 28 October to waive the requirement for a contested process for a third term.
- (ii) The possibility of a third term being followed by an annual re-appointment was discussed. Members considered that three terms of three years was an appropriate length of time for one Chairman to serve. The opportunity for re-appointment on an annual basis following that was regarded as for emergency use, in the best interests of the Trust.

Agreed

- (i) The policy to be amended to state: 'on an exceptional basis taking full account of whether a contested process would be in the best interests of the Trust' rather than 'in exceptional circumstances'.
- (ii) A form of words should be added to the policy to express the view that a period of service as Chairman of more than nine years would not be expected, other than in an extreme circumstance. Dr Alderton would

circulate this for approval by e-mail, so that it could be proposed to the Board of Governors on 4 December.

Action: Dr Alderton

28/08 ROLE OF THE DEPUTY CHAIRMAN

Received The role of Deputy Chairman

Dr Alderton reported.

Noted

Following a meeting of the Chairmen of committees, the possibility of the Deputy Chairman having the right of attendance at Board of Governors' sub-committees and Governor/Director Working Groups was discussed. This was seen to give the Deputy Chairman impartiality by not being a formal member and enable her to fulfil her role with regard to committees. A replacement for her as public governor representative on this Committee was therefore required.

Note Mrs Ewer absented herself from the meeting when the conclusions were reached

Agreed

- (i) Minor changes were made to the details of the term of office for clarification-
- (ii) An alternate would be sought for Brig Cockman who would need to be ratified as the main representative of public governors on this Committee.
- (iii) It was agreed that the Deputy Chairman of the Board of Governors should have the right of attendance at all Board of Governors' sub-committees and Governor/Director working groups with the exception of the Governors' Nomination and Remuneration Committee, where she would attend only in respect of the appointment of a new Chairman of the Trust, in accordance with agreed procedures.

Action: Dr Alderton

29/08 BOARD EFFECTIVENESS REVIEW – FUTURE ARRANGEMENTS

Received: Board effectiveness review and revised scope.

Dr Alderton reported.

Noted

- (i) It was clarified that the proposal was for a review of the Board of Directors only as the scope of the work covered the first year of a three year process.
- (ii) It was suggested that the aims for each of the three years were included as bullet points for information.
- (iii) It would be useful to include the proposed changes to the Governor/Director working groups for discussion in the review.
- (iv) The Governors' Constitution Committee would continue to oversee the governors' effectiveness review.

30/08 FUTURE OF GOVERNOR/ DIRECTOR WORKING GROUPS

Received: Governor/ Director working groups – the future.

Dr Alderton reported.

Noted

- (i) The future of the Governor/ Director working groups had been a subject for discussion at the meeting of chairs of Board of Governors and Board of Directors' committees and groups held on 5 November.
- (ii) It had been suggested that the meetings of the groups should be more closely scheduled around those of the Board of Governors and business calendars should be synchronised with that of the Board.
- (iii) Members queried how the groups would operate differently if they were constituted as sub committees of the Board. The Trust Secretary explained that although the Board of Governors could not delegate its responsibilities, the move to sub-committee would allow more in-depth discussion of items before the Board. Governors would be assigned to membership of one or other group and be expected to attend meetings which would improve attendance.
- (iv) The role of Directors was queried; at present they were fully involved in the working groups. They would also need to be assigned to subcommittees and for it to be seen as part of their role to attend. The sub-committees might therefore need to be joint sub-committees with the Board of Directors.
- (v) The Forward Planning Group was working extremely well in its current format and members did not wish to jeopardise that. The Forward Planning Group was a focus for governor input to the annual plan. The other groups could be allocated particular responsibilities relating to the business of the Trust, for example the Governance and Assurance Group would have a guardianship role, and have a particular responsibility for reviewing financial performance.
- (vi) The importance of maintaining confidentiality about some aspects of the Trust's business was recognised.

Agreed

- (i) The subject would be considered at the Governors' Development Day and the Committee's views reported there.
Action: Dr Alderton
- (ii) The dates of the Governance and Assurance group for 2009 would not be fixed until following that day as these would depend on the future role of the group.
Action: Mrs McGhee

31/08 SELECTION OF GOVERNORS FOR SPECIAL INTEREST GROUPS/COMMITTEES/ GOVERNOR CHAMPION ROLES

Received: Selection of governors for special interest groups, committees and governor champion roles

Dr Alderton reported. Mrs Ewer absented herself from the discussion.

Agreed

- (i) The suggested procedure should not include giving a reason why governors had been selected, as it was thought that this would make the process too cumbersome. Governors were often required quickly for one-off meetings. However, the reasons would be to hand if required.
- (ii) Governors should be encouraged to put their names forward for such group.
- (iii) The specification for suitable governors should not, unless essential, include membership of any other committees as this risked creating an 'inner circle' effect.
- (iv) Time commitments and proposed dates of meetings would be made clear to applicants.
- (v) With these amendments members agreed the process outlined.
- (vi) The governor 'Who's Who' would be made available on the public website.

Action: Dr Alderton

32/08 APPOINTMENT OF EXTERNAL AUDITORS

Tabled: External auditors – appointment process and Monitor guide for governors on the Audit Code

Dr Alderton reported.

Noted:

The arrangements proposed were similar to that when the present auditors were appointed in 2005.

Agreed

- (i) The process adopted last time had worked well and something similar should be adopted, involving one governor from each constituency.
- (ii) The auditors would be formally re-appointed at the Board's meeting in July 2009.
- (iii) The process for re-assessment and appointment required at the five year point would begin in 2010.

33/08 DATE OF NEXT MEETING

Thursday 12 March 2009 at 14.30 in the Boardroom.