

CAMBRIDGE UNIVERSITY HOSPITALS NHS FOUNDATION TRUST

AGENDA ITEM 13A

3 July 2008

BOARD OF GOVERNORS

DEPUTY CHAIRMAN OF THE BOARD OF GOVERNORS

Report of the Trust Secretary

1. Purpose

Following a paper to the Governors' Constitution Committee, the following process was agreed for the election of a Deputy Chairman of the Board of Governors.

2. Background

On 3 April 2008 the Board of Governors received a paper from the Trust Secretary recommending that the Board of Governors should have a specific position of Deputy Chairman and also setting out a number of proposals regarding the election to this position. This paper proposes a process for the election of the Deputy Governor for approval by the Board of Governors.

3. Proposals

The Role of the Deputy Chairman

- To preside over meetings of the Board of Governors where the Chairman has a conflict of interest
- To work closely with the Senior Independent Director in order to ensure a continuing good relationship between directors and governors
- To act as a point of contact to channel governor concerns and to play a role in the appraisal of the Chairman in liaison with the Senior Independent Director (subject to approval by the Governors Nomination and Remuneration Committee)
- To lead the Board of Governors in communications with Monitor if the Trust were to be at risk of breaching the terms of its authorisation (following expression of concerns to the Board of Directors).
- To ensure the recommendations following reviews of the effectiveness of the Board of Governors are implemented
- To ensure that the Board of Governors' sub-committees and Governor Director working groups periodically review their own effectiveness and work with the Chairs of those committees to ensure that issues of concern are cascaded effectively
- To hold meetings with Governors without Directors present in order to identify areas of potential concern
- To take action with the Chairman of the Trust in connection with the removal of a governor due to non-compliance with the Code of Conduct for the Board of Governors or any other action which may be detrimental to the Trust.

Conditions of appointment

- The Deputy Chairman of the Board of Governors should be a patient or public governor
- On election to the position of Deputy Chairman of the Board of Governors, the governor must step down from the Chairmanship or Vice-Chairmanship of any

of the Board of Governors working groups or sub-committees and membership of the Board of Governors Nomination and remuneration Committee

Term of Office

- An individual may occupy the position of Deputy Chairman of the Board of Governors for a two-year period with the option to stand for re-election at the end of that period
- If the Deputy Chairman's term of office as Governor ends before the two-year period is up, the term ends when they come up for re-election.
- The individual concerned would have the option to continue in the role for the remainder of the original term without re-election if they are re-elected to the Board of Governors
- The Deputy Governor's term of office may be ended before two years with a vote of no confidence from the Board of Governors

Nomination

- A governor may nominate themselves for election
- A governor may nominate a fellow governor for election (with that person's permission)
- A nomination will require the support of at least two governors, not including the nominated individual

Election

- All Governors (but not advisors) are able to vote
- The method of election will be by postal ballot with one vote per person voting, with the person polling the most votes being elected
- In the event of a dead heat, the nominees polling the least votes drop out and a second election is organised between the leading contenders
- In the event of a second dead heat, the Chairman has the casting vote
- In the event of a single nomination, the candidate will still need a mandate of a simple majority of governors through a postal ballot.

Approval

- Final approval of the election of a Deputy Chairman of the Board of Governors is to be given by the Board of Governors at its next formal meeting after the close of the election.

4. Recommendations

The Governors Constitution Committee recommends these proposals to the Board of Governors for its approval.