

CAMBRIDGE UNIVERSITY HOSPITALS NHS FOUNDATION TRUST

Minutes of the meeting of the **GOVERNORS' CONSTITUTION COMMITTEE/ GOVERNOR EFFECTIVENESS REVIEW GROUP** held on Friday 23 October 2009 in Committee Room 2, Addenbrooke's Hospital.

PRESENT: Dr M Davies (Chairman)
Dr S Bullivant
Brig R Cockman
Mr C Greenhalgh
Mr J O'Sullivan
Mr E Revell

IN ATTENDANCE: Dr A Alderton (Trust Secretary)
Mr F Rogers

Apologies were recorded from Mrs J Ewer and Mr D Adlam

13/09 MINUTES OF THE MEETING 12 JUNE 2009

The minutes were confirmed as a correct record.

14/09 MATTERS ARISING FROM THE MINUTES

The redrafted Terms of Reference for the Governor Director working groups were out to consultation with the three groups. The election process for the Chairmen of these working groups was still under discussion and would be discussed later in the meeting.

It was confirmed that the revised Constitution had been agreed with Monitor and was now on the Monitor web-site.

The final report and action plan from the Independent Audit Ltd Board Effectiveness review would be brought back to the next meeting of the committee.

Action: Dr Alderton

15/09 BOARD OF GOVERNORS' EFFECTIVENESS REVIEW

Received Terms of reference of the review by Independent Audit Ltd.

Dr Alderton reported.

Noted

- (i) The terms of reference were in line with the process agreed when Independent Audit Ltd were appointed. The scope had been managed to ensure maximum value for money from the review was obtained.
- (ii) Members of the committee expressed concern about the web-based survey as although all Governors had email, some did not have internet access.
- (iii) The report would be reported to the Chairman, Deputy Chairman of the Board of Governors and the Chairman of the Governors' Constitution committee in the first instance. Dr Davies requested that the Governors' Constitution committee got involved at that stage and before the report was finalised. It was thought that a separate seminar-style meeting would be required to consider the findings of the review and to develop and agree an action plan, involving both directors and governors.

Agreed

- (i) The membership office would check with all governors whether the web-based survey might cause them difficulties and if so, to agree a solution, which could include the use of the networked PC in the meeting room of the Trust Secretariat and Membership Office.
Action: Mr Rogers
- (ii) To ask Independent Audit Ltd whether they would be able to include an interview with at least one other Director within the scope of the review, primarily to explore the question of what the effectiveness of the Board of Governors is as seen by the Board of Governors. David Smith was suggested.
Action: Dr Alderton
- (iv) To arrange the next meeting of the Governors' Constitution committee to coincide with the publication of the draft report and arrange a seminar to enable the report to be considered and an action plan drafted prior to the April 2010 Board of Governors meeting.
Action: Dr Alderton

16/09 ELECTION PROCESS FOR GOVERNOR/DIRECTOR WORKING GROUPS

Received Paper proposing changes to the process for electing the Chairman of the Governor/Director working groups.

Mr Rogers reported.

Noted

- (i) Mr Rogers offered two options for an election process for the Chairman and Deputy Chairman of the Governor/Director working groups. The first option suggested a single election process, with the first placed candidate being elected as Chairman and the second placed candidate being elected as vice-chairman. This option did not allow someone to stand for Deputy Chairman only, for example, as a development opportunity or because they didn't want the responsibility of being Chairman.
- (ii) The second option suggested a separate ballot for the two roles, with the first placed candidate in each ballot being elected to the role. The problem with this approach was that a candidate could stand for and be first placed in both ballots.
- (iii) Both options created a risk of a tie and there was a need to have an agreed resolution for this potential eventuality. The pros and cons of a transferable vote system were considered as a means of resolving deadlock, but abandoned in favour of a casting vote resolution.

Agreed

- (i) To hold two separate ballots, but with a short break between them. The election for the Chairman would take place first, and a separate election for the Deputy Chairman would take place after the Chairman's election.
- (ii) In the event of a tie in either of the two ballots, the Deputy Chairman of the Board of Governors would resolve it through a second and casting vote.
- (iii) The committee considered that the concept of a core Governor membership for the Working Groups was no longer relevant as all Governors were being encouraged to attend any and all meetings of the

working groups, particularly when issues relevant to their roles and responsibilities were being aired. However, it was agreed that a core Director and Non-Executive Director membership remained necessary. The committee requested that all Executive Directors, Directors and Non-Executive Directors be affiliated to one or more of the three working groups.

Action: Dr Alderton

- (iv) To add the revised election process to the Terms of Reference and circulate it to the three Chairs of the Governor/Director working group, requesting them to confirm that they are content with the latest version.

Action: Dr Alderton and Mr Rogers

17/09 STATEMENT OF TRUST PRINCIPLES

Received: A paper recommending a review of the Statement of Trust Principles based on "Our Way".

Noted

- (i) Dr Alderton reported that the Statement of Trust Principles was an annex to the Constitution and that it had not been reviewed since before the Trust became a Foundation Trust.
- (ii) Unlike the Constitution, it was a statement by the Governors, which the Governors could change at any time. It was believed that the original statement was based on a template as it was similar to other Foundation Trusts' statements.
- (iii) It was suggested that "Our Way", the Trust's statement of its vision, purpose, objectives and values, could be used as an alternative, to make the statement of principles by the Governors consistent with it.
- (iv) Members of the committee disagreed with some of the elements of "Our Way" and questioned the degree of governor involvement in its development. In particular, members questioned the Trust's vision to become "one of the best academic healthcare organisations in the world". Although the priorities and values were familiar, it was felt that the rest of "Our Way" had not been subject to sufficient Governor consultation. Their inclusion in the Annual Plan was not a substitute for proper consultation.
- (v) Other aspects of the original statement which Governors did not want to lose by moving to "Our Way" included those references to the community and to equality and diversity. It was also felt that the Statement of Trust Principles needed a greater emphasis on patient care.

Agreed

- (i) To advise the Board of Directors of the committee's concern that "Our Way" and, in particular, the Trust's vision to become "one of the best academic healthcare organisations in the world" had not been subject to consultation with the Board of Governors.

[Secretary's note: the origin of the vision to become an "academic centre of international stature" pre-dates the Board of Governors, but was developed in consultation with members and partner organisations as part of the Trust's application to become a Foundation Trust in January 2004. The Board of Directors has articulated this vision in slightly different ways since 2004, and has made reference to it in its Annual Report and Accounts and Annual Plans from 2004 to date].

- (ii) To keep the Statement of Trust Principles unchanged pending a joint review by both the Board of Directors and Board of Governors, possibly as part of a future joint strategy meeting where the Trust's vision could be debated within a larger forum and a jointly agreed vision developed.

Action: Dr Alderton

18/09 REPORT OF THE BOARD OF GOVERNORS TO THE BOARD OF DIRECTORS

Received: the report of the Deputy Chairman of the Board of Governors to the October 5 meeting of the Board of Directors.

Dr Alderton reported.

Noted

- (i) This was the first report of its kind and it had been well received by the Board of Directors. The Deputy Chairman wanted to ensure that the loop was closed, however, and that the issues raised by the Governors through this report were being considered and addressed.
- (ii) The Senior Independent Director confirmed that some questions remained unresolved, such as whether the Deputy Chairman should attend to present their report in future and what feedback the Board of Directors should give to the Board of Governors following receipt of this report.
- (iii) The idea of a joint strategy session between the two Boards was supported.
- (iv) Members suggested that the Board Effectiveness review by Independent Audit Ltd offered another opportunity to highlight the issue of communication between the two boards.
- (v) It was suggested that there would be much more clarity when Governor Director working groups start reporting formally to the Board of Governors.
- (vi) Concern was expressed regarding the degree of commitment to the relationship between the Board of Directors and Board of Governors.

Agreed

- (i) To raise the issues with the Board of Directors.

Action: Dr Alderton

19/09 BOARD OF GOVERNORS – DRAFT NEW STYLE AGENDA

Received: A new style agenda for future meetings of the Board of Governors.

Dr Alderton reported that this had been drafted by the Deputy Chairman of the Board of Governors and the Deputy Trust Secretary.

Noted

- (i) The idea behind the revised agenda was to focus the Board of Governors around the activities and deliberations of the working groups.
- (ii) Some concern was expressed that too much focus on the working groups would make the Board of Governors' meetings appear rather tame, as had happened at the last AGM.

- (iii) Members asked the question that if more business is done in the working groups, which are joint meetings with representatives of both Boards, how should we best use the time allocated for a Board of Governors' meeting? It was, after all, a public meeting and an opportunity to demonstrate to the membership what the issues are that are being discussed and the key concerns raised.
- (iv) The revised agenda had its most important items at the start of the agenda, which was appropriate. Item 10 (minutes of the working groups) was felt to be no longer necessary as the issues would be raised in the reports of the Directors and the working groups earlier in the meeting and that items from item 11 forward were for information only.

Agreed

- (i) To adopt the new-style agenda, subject to the amendments suggested above.
- (ii) A "Patient Story" item to be introduced, on similar lines to that currently adopted by the Board of Directors.
- (iii) It was confirmed that for items on Finance, Performance, Patient Experience, Infection Control and Strategic Development, the relevant Directors would present their reports first, followed by a summary of the deliberations of the working groups by the Chairmen of those groups, followed by questions and discussions from the floor after that.

Action: Dr Alderton (December Board of Governors)

20/09 NED APPOINTMENT PROCESS – FEEDBACK FROM GOVERNORS

Received: A summary report on the NED appointment process

Dr Alderton reported.

Noted

- (i) The process had achieved a successful outcome, with four new NEDs appointed and the successful reappointment of two existing NEDs.
- (ii) Members discussed whether the use of recruitment consultants had been necessary in the light of the large number of candidates who had responded to the advert. It was noted that the majority of successful candidates had been search candidates.
- (iii) The Trust Secretary stated that in the future, she would give clearer guidance to the stakeholder group interviews, making it clear that these were an informal two-way question and answer session between the Governors or Directors and the candidates and not an alternative interview.

21/09 ANNUAL GENERAL MEETING – FEEDBACK FROM ATTENDEES

Noted

- (i) Governors felt that the AGM had come over a little flat when compared with previous meetings and that it didn't stand out as an AGM. However, it

was appreciated that the need for an extra meeting had been dispensed with.

- (ii) There was some concern that two of the questions were referred to the end of the meeting for a one-to-one discussion and not in the public forum. It was acknowledged that there were good reasons for this, but it should not be used too frequently in a public meeting where openness was expected.
- (iii) One suggestion was made that the AGM should be linked with a Medicine for Members' lecture, to maximise an external audience for the AGM.

Agreed

- (i) The new format AGM was preferred to the old format of two meetings and made better use of the Governors and Directors' time.
- (ii) There was a need to make the AGM more attractive if the Trust wanted to attract a bigger audience. Combining it with the open day was a good opportunity to do this, but combining it with the Medicine for Members' lecture was another option to consider.
- (iii) The venue for the AGM needed careful consideration, with some preference expressed for a lecture theatre-style arrangement.

22/09 ANY OTHER BUSINESS

- (i) The Trust Secretary advised the committee of the publication of "Your Statutory Duties – a reference guide for NHS Foundation Trust Governors" by Monitor. A briefing would be drafted for the next meeting of the committee, outlining areas where Trust practice differed from the recommended approach in this document.

Action: Dr Alderton

- (ii) The Standing Orders for the Board of Governors' meetings were overdue for a revision. This would be brought back to the next meeting of the committee.

Action: Dr Alderton

- (iii) The Chairman mentioned that one of the Governors had expressed a view that the Trust had a much smaller staff governor representation than other Trusts. The Trust Secretary explained that the NHS Act did not stipulate how many Governors a Foundation Trust should have, but that the public and patient governors should represent at least 50% of the Board of Governors. There was scope to increase the number of staff governors by two without having to reduce partnership governors or increase the numbers of patient and public governors, but it was thought that there would be a need for widespread consultation and strong evidence that staff considered this to be necessary.

23/09 DATE OF NEXT MEETING

To be agreed, in consultation with Independent Audit Ltd, to ensure that the Board of Governors' Effectiveness Review would be available for consideration.