

**DRAFT MINUTES OF THE ANNUAL GENERAL MEETING AND
THE COUNCIL OF GOVERNORS MEETING OF
SOUTHEND UNIVERSITY HOSPITAL NHS FOUNDATION TRUST
HELD ON 19th SEPTEMBER 2013**

Present:

Alan Tobias OBE (Chairman)	Joseph Cooke	Liz Leigh
Geraldine Alward	Judith Craven	Ted Lewin
Kay Bell	Alan Crystall	Barbara Oliver
Karen Blake	Tony Dunn	Colin Pavitt
Elaine Blatchford	Colin George	Kym Popplewell
Robert Bradbrook	Mark Gillett	Maureen Sutcliffe
Pamela Challis	David Hobbs	Christine Watts
Linda Cook	Ashley Jayaweera	
Lawrence Collin	Ron Kennedy	

Also in attendance:

Jacqueline Totterdell, Chief Executive
Iain McMillan, Commercial Director
Brian Shipley, Director of Finance
Mr Neil Rothnie, Medical Director
Sandra Le Blanc, Director of HR
David Parkins, Non-Executive Director
Mike Green, Non-Executive Director
Fred Heddell, Non-Executive Director
Tim Young, Non-Executive Director
Qadir Bakhsh, Non-Executive Director
Tony Le Masurier, Non-Executive Director
Anna Milanec, Foundation Trust Secretary
Cheryl Auger, Trust Secretary Assistant
David Fairweather, Membership Manager
Claire Hankey, Head of Communication
Lucy Thomas-Clayton, AD Fundraising and Engagement
Denise Flowers, AD for Governance

Members of the Public in attendance:

Miriam Schramm	Frank Haysom	Trevor Johnson
Heather Glynn		

Part One – Annual General Meeting

42/13 Opening of the meeting

The Chairman welcomed Governors and attendees to the meeting.

43/13 Review of the Year and Presentation of the Annual Report & Accounts 2012/13

The Council voted to accept the 2013 Annual Report & Accounts, incorporating the Annual Quality Report and the external auditor's letter to Governors.

44/13 External Auditors' Assurance Report on the content of the Quality Report and Mandated Performance Indicators

The Auditors' Report to the Governors on the Quality Report was formally received and noted.

45/13 Governors' Annual Report

The report from the Vice Chair of Governors was received and accepted.

The Executive Directors, Denise Flowers, Cllr. Heather Glynn, and Cllr. Pamela Challis left the meeting.

Part Two – Council of Governors General Meeting

46/13 Opening of the meeting, and noting of apologies

Apologies had been received from the following Governors: George Cutting, Sam James, Jo McPherson, Hilary Seago, Nora Goodman, Dr Velmurugan, Arthur Gaze, Les Catley and Wanjiku Waweru.

47/13 Declaration of Conflicts of Interest

No conflicts of interest beyond those registered were declared

48/13 Minutes of the Previous Meeting

- a) The minutes of the meeting held on 5th July 2012 were agreed and signed subject to the following amendment:

Page 3 - 3rd paragraph: the first sentence should read "David Hobbs summed up by reminding Governors that while they have a tendency to monitor areas of concern they should also take a balanced view in setting and meeting objectives".

- b) There were no matters arising.

49/13 Governor Elections: Vice Chair & Lead Governor

Only one nomination was received for the post of Lead Governor – and that was from the current Lead Governor, Elaine Blatchford. Hence, it was confirmed that Elaine Blatchford will continue in post in accordance with the terms of the position.

Only one nomination was received for the post of Vice Chairman of Governors – and that was from David Hobbs. The current Vice Chairman of Governors, Ron Kennedy, had decided to step down on this occasion. Hence, with effect from the end of this meeting David Hobbs will take up the role of Vice Chairman of Governors in accordance with the terms of the position.

The Chairman welcomed David Hobbs, and thanked Ron Kennedy for his hard work and commitment in the role to date. The Chairman also welcomed Elaine Blatchford in her continuing role of Lead Governor.

50/13 Governor Training - Mandatory & Optional Elements

The Trust is under a statutory obligation to “take such steps to secure that the governors are equipped with the skills and knowledge they require in their capacity as such” (Health & Social Care Act 2012). Governors considered / agreed the following proposals:

- 1) The Trust’s professional trainers should provide training to the Governors on a set timetable basis, details of which should be provided annually, and as soon as possible. The Council of Governors agreed this proposal
- 2) The FTGA Recommendation of twelve hours mandatory training / education per annum would be an appropriate amount. The Council of Governors agreed this proposal.
- 3) The Council of Governors agreed the proposal that 12 hours training be provided by either:
 - a) bi-monthly (early evening) sessions of two hours, or b) quarterly by a three hour session (most likely afternoon) also; c) Trainers will maximise ELearning where appropriate.
- 4) It was agreed that the Education and Training Group will consider circumstances in which some Governors may be exempt from some mandatory training and make recommendations to the Council of Governors. Chair of the Group, Geraldine Alward, asked that Governors contact her to share their views and ideas.
- 5) Until a formal decision is made, after input from the Education and Training Group, the Chairman / Vice Chairman’s discretion will be acceptable, and considered final judgement, should any Governor consider that they should be exempt from any mandatory training. The Council of Governors agreed this proposal.

It was also agreed that the first training session will take place on the morning of 20th November at Saxon Hall.

51/13 Items for Consideration from the Governance Committee

Recommendation 1 for Discussion/Decision: Number of Governors on the Council

The Committee recommended that the number of Governors on Council be reduced. It was proposed that this be initiated by first removing the vacant positions that remain on Council subsequent to the 2014 elections.

The Council was asked to approve, or otherwise, the recommendation, and for the new Constitution to reflect this. Also, to discuss / agree the proposed method for reducing the number of Governors on Council; and to discuss/agree whether any new appointments should be made to Council, what should they be, and for the new Constitution to reflect this.

Following discussion the Council of Governors, agreed that the Company Secretary should write to the four partners and Essex County Council to see if they are still interested in having a representative governor. **Action: Anna Milanec**

It was also suggested the Company Secretary attend a CCG Governor meeting, then consider the appropriateness of having a commissioner as a Governor. **Action: Anna Milanec**

Recommendation 2 for Discussion / Decision: Governors Length of Service

The Committee recommended that the six years (2 sets of three year appointments), with a two year break, remain without amendment.

The Council of Governors agreed by a show of hands to accept the status quo as recommended and for the new Constitution to reflect this.

Recommendation 3 for Discussion / Decision: Mandatory Training for Governors

The Committee recommended that a clause be added to the draft new Code of Conduct including a requirement that all Governors attend annual mandatory training, as considered appropriate by the Trust, and after consultation with Council concerning the amount and the nature of training to be provided.

The Council of Governors agreed the recommendation (as discussed in agenda item 50/13) and that it is put in the Code of Conduct when it is next updated.

Recommendation 4 for Discussion: “Significant Transactions”

The Council was made aware that the new Constitution may include a definition of ‘significant transactions’ but if it did not, the Constitution should stipulate that the Trust chose not to. The Secretary had made enquiries with other FT Secretaries to find out what their Constitutions say with regard to this issue. Most FT’s had not yet updated their Constitutions to reflect the issue. However, a sample of the few that had, were provided for information/discussion.

Governors were reminded that the definition of a ‘significant transaction’ as appearing in Monitor’s Risk Assessment Framework (footnote 20, page 67), coming into force on 1 October 2013 and which would require reporting to Monitor by the Trust, should not be confused with the definition that the Trust might decide as being more appropriate for its own Constitution.

After due discussion, it was agreed that the definition contained within Monitor’s Risk Assessment Framework at diagram 17 be used as the Trust’s definition of a ‘significant transaction’:

Ratio	Description	Reporting thresholds	
		Non health care / international	UK health care
Assets	The gross assets or capital subject to the transaction, divided by the gross assets of the NHS FT.	> 5%	>10%
Income	The income attributable to the: assets, or the contract associated with the transaction, divided by the income of the NHS FT.	> 5%	>10%
Consideration to total NHS FT capital	The gross capital of the business being acquired / divested, divided by the total capital of the NHS FT following completion, or the effects on the total capital of the NHS FT resulting from a transaction.	> 5%	>10%

The Council of Governors will have access to the full document once written as it will go to Trust Board as a part one Board paper.

52/13 Recommendation from Membership Engagement & Recruitment Group

This paper was withdrawn and will be presented at the next meeting.

53/13 Recommendation from Search & Appointments Committee

The Search and Appointments Committee recommended that NED Mike Green, be re-appointed to serve for another three years as a non-executive director of this Trust, from 1 November 2013 with his term of office coming to an end on 31 October 2016.

The Council unanimously agreed to the re appointment of Mike Green with his term of office coming to an end on 31 October 2016.

54/13 Membership of Governor Committees / Groups

The Trust Secretary advised that the document needed updating and requested that the Governors inform Cheryl Auger of any amendments by e-mail.

Action: Governors to advise Cheryl Auger of any amendments.

55/13 Reports from Committees / Groups

a) Editorial Advisory Board

Geraldine Alward, Vice Chair of the Group, requested assistance from Governors with regard to ideas / information for articles for the Membership Newsletter. Claire Hankey advised the meeting the communications team had offered to write the articles if Governors provide subject matter and issues.

Action: Geraldine Alward & Judith Craven to get together to discuss merging this group with MERG.

The report was noted and agreed

b) Education & Training Group

The report was received and noted

c) Governance Committee

No report was presented.

d) Membership Engagement Recruitment Group (MERG)

Judith Craven requested more help from the Governors regarding the schools programme and helping out at a fair taking place in three weeks' time as David Fairweather will be on annual leave.

The Member Strategy Document will be presented at the November Council of Governors meeting.

The report was received and noted.

e) **Patient & Carer Experience Group**

The report was received and noted.

f) **Search and Appointments Committee**

The report was received and noted.

g) **Strategy Group**

The report was received and noted.

h) **Worker Governor Group**

Kym Popplewell gave a brief account of the report content as the paper was not available at the meeting.

i) **NEDs and Governors Group**

The report was received and noted.

57/13 Any other urgent and competent business

There was no other business.

58/13 Dates of Forthcoming Meetings

A 'Core Values' Training Session will be held on the morning Wednesday 20th November 2013, Saxon Hall, Aviation Way, Southend on sea, SS2 6UN

The meeting ended at 15.15