

Council of Governors

I - Governors' Report on the Quality and Patient Safety Committee

Date of meeting: 20/05/19

Governors present: Malcolm Macgregor, Frank Northcott

The following report is from the Governors, noting their observations.

1. Prior to the meeting:

Tricia McGregor Non-Executive Director chair of the committee kindly met with us prior to the meeting to provide some background information. She explained the purpose of the QPS and other committees and how they interact with the Board.

We also discussed the "no blame" culture and how it was hoped that this would encourage committee members to feel free and able to discuss topics of concern without fear of criticism

2. Introductions:

Introductions were made at the start of the meeting. Tricia explained to the committee members who we were and why we were there.

3. Attendance:

Executive Directors 3

Non-Executive Directors 3 one by telephone conference call

Company Secretary

Chief Chemist

Senior Managers 2

4. Discussion during meeting:

We noted that the concept of a no-blame culture which Tricia discussed with us was demonstrated at various points throughout the meeting, with areas of concern being discussed openly and honestly without criticism from the execs or NEDs.

We noted that the NEDs were very quick to commend the contributors and report authors for their hard work.

The NEDs challenged the execs on various points throughout the agenda items. It is clear that they had taken the time to read the relevant documentation and understood the topics at hand, meaning they could ask appropriate and relevant questions. If they did not feel that a response was sufficient this would be marked as requiring a future management response or would be put down in the action log.

On one particular occasion there was a discussion which lacked clarity and statements were made which were not challenged by the NEDs, however overall, we were very satisfied that the NEDs were seeking appropriate assurances.

5. Chair:

We felt very much included in the meeting as the chair ensured that she explained each agenda item to us and that relevant background was also explained as we went along.

6. De-brief:

We enquired about the possibility of frontline representation at such meetings, perhaps on an as-needed basis according to what items were on the agenda. For example, there were two instances during the meeting where we felt that the response provided by the execs may not have entirely reflected the reality of front-line work in those given areas

7. Conclusion:

Thank you to Tricia and the rest of the committee for making us feel welcome. We were impressed with the culture of openness and honesty which facilitated frank discussion of potentially contentious issues. Overall, we were satisfied with the level and type of enquiry and challenge from the NEDS to the execs, with one exception.

At the next Governors Meeting we should consider establishing some ground rules for Governors attending committee meetings. We need in our attendance win respect with the attendees not be seen as spies and use as both of us did today our knowledge and experience to educate/influence people during breaks etc.

We need to know who is going to see these reports and make sure we have a policy/procedure in place for Governance.

South East Coast Ambulance Service NHS Foundation Trust

Council of Governors

J - Lead Governor/Deputy Lead Governor Elections Process

1. Introduction

- 1.1. The Constitution sets out the requirement for the Council of Governors to appoint a Lead Governor and the option to appoint a Deputy Lead Governor. The Council has previously agreed to appoint a Deputy Lead Governor to undertake the role in the Lead Governor's absence.
- 1.2. This paper sets out the election process agreed by the Council and notifies of candidate names in order to elect a Lead and Deputy Lead Governor.

2. Candidates:

- 2.1. There are **two** candidates for the role of **Lead Governor** and so an election will be held. The candidates are, in alphabetical order by surname, **Felicity Dennis** (Public Governor, Surrey & NE Hants) and **Nicki Pointer** (Public Governor, East Sussex).
- 2.2. The candidate who secures the most votes shall become Lead Governor.
- 2.3. As both candidates have indicated they would also take the role of Deputy Lead Governor, the candidate who comes second shall be elected Deputy Lead Governor.

3. The role of Lead Governor/Deputy Lead Governor

- 3.1. The Constitution states that the Lead Governor shall:
 - Chair meetings of, or parts of meetings, of the Council of Governors in accordance with Annex 6; and
 - Communicate directly with Monitor in circumstances where it would not be appropriate for the Chairman of the Board of Directors to contact Monitor directly, or vice versa.
- 3.2. The Deputy Lead Governor shall perform these duties in the absence of the Lead Governor.
- 3.3. In addition, we have elected, in consultation with the Council in the past, to give additional responsibilities to the Lead Governor:
 - Present an annual report on behalf of the Council in the Annual Report and to the Annual Members Meeting.
 - Chair the Governor Development Committee.
 - Be on the Nominations Committee.
 - Present the Governor activities and queries report and the GDC report to the Council at formal meetings.
 - Facilitate the pre-meeting of the Council.
- 3.4. Any of this could be changed through discussion and agreement with the Council and its Chair. The role of Deputy is to carry out these duties if the Lead is absent for any reason –

in practice, Lead and Deputy have tended to support each other in the role and may work together on the non-statutory responsibilities.

3.5. **The nominations process**

- 3.6. Governors were asked to express an interest in standing for election by **27 May 2019**. Those wishing to stand for election were asked to include a statement of up to half a side of A4 setting out their reasons for standing to be received by the same date.
- 3.7. Candidates were asked to indicate whether they are willing to take the role of Lead and Deputy (if not elected Lead), or Lead only, or Deputy only.
- 3.8. Candidates' statements are attached as Appendix A. Governors are asked to read the statements prior to the meeting on **6 June**.

4. **Voting**

- 4.1. Voting will be undertaken during the formal meeting of the Council of Governors on **6 June 2019**.
- 4.2. The Council has selected a voting system where one election is held for Lead Governor and the person who receives the most votes becomes Lead Governor.
- 4.3. As there are only two candidates and both are willing to serve as Deputy, there is no need for separate election for a Deputy and so the candidate who comes second will serve as Deputy.
- 4.4. The vote will be first past the post in a single anonymous ballot.
- 4.5. Ballot papers will be provided to the Council on **6 June** at the Council meeting.
- 4.6. The vote shall take place anonymously, and each member of the Council shall have one vote.
- 4.7. It should be noted that the Chair, as a member of the Council, has a vote. As per the constitution (Annex 6), in the case of a tied vote the Chair has a second and casting vote.
- 4.8. There is no provision for proxy voting if a Governor is unable to be present at the meeting. Only those governors present at the meeting will be entitled to vote.
- 4.9. The Company Secretary will count the votes and announce the outcome.

5. **Qualification to Vote**

- 5.1. The constitution (Annex 6) states the following: A Governor may not vote at a meeting of the Council of Governors unless he has made a declaration on a form provided by the Secretary stating the Constituency of which he is a Member and that he is not prevented from being a member of the Council of Governors by paragraph 8 of Schedule 7 of the 2006 Act or otherwise under this Constitution and that he will at all times abide by any code of conduct that may be adopted by the Trust from time to time (such code (as amended) to be notified to Governors as soon as reasonably practicable).
- 5.2. Governors will be provided with a form on **6 June** on which to make such a declaration prior to voting.

6. Term of office

6.1 The term of office of the Lead Governor and Deputy Lead Governor is one year or until their term of office on the Council comes to an end, whichever is the sooner. The Lead Governor and Deputy Lead Governor may stand for re-election for as long as they are members of the Council.

7. Recommendations

7.1. The Council of Governors is asked to:

7.1.1. Read the candidates' statements at Appendix A.

7.1.2. Participate in the elections if present at the meeting on **6 June**.

Appendix A – Statements in support of nominations

Felicity Dennis (Public Governor – Surrey & NE Hants)

Dear Colleague

I would like to put myself forward for the post of Lead Governor for next 12 months and would welcome your support.

I have been a Public Governor since March 2017. Following a career in the NHS I decided to volunteer as a public representative with SECamb, driven by the belief that every patient should experience high-quality care every time.

I am enthusiastic and regularly participate in a range of opportunities which enable to me to engage with the organisation. I represent the Council of Governors on the Trust Patient Experience Group, and the Service Transformation and Delivery Stakeholder Oversight Group. I also attend range of ad hoc events. I am a regular attendee at the Council of Governor meetings, Governor Development Committee and Membership Development Committee, and am a member of the Nominations Committee. I am confident in facilitating meetings and speaking in public.

As you will be aware, in this context the term Lead Governor does not actually mean “being in charge”, and therefore my aim as postholder would be to work with you all to enable us to function as the most effective and cohesive team. I believe in a collaborative approach, encouraging everyone to voice their views, to promote robust discussions which harness our different perspectives, and then together agree the best strategies to ensure our views are heard. I would very much welcome more opportunities to informally discuss issues with colleagues outside our formal meetings. If I am required to represent the Council at any time the views I express will always be on the basis of a wider discussion with Council members.

I am committed to my role as a critical friend to SECamb, one which is supportive but also provides appropriate and proportionate challenge, and would be keen to promote relationship-building opportunities between the Board and Governors.

Your support would be very much appreciated.

See over...

Nicki Pointer (Public Governor - East Sussex)

Dear Fellow Governors

Please accept this letter as my formal intention to run for the Lead Governor position in the upcoming elections.

I was elected Public Governor for East Sussex this year, a role I am truly embracing and enjoying. If elected I would work hard to assist the Chairman and Trust Secretary with planning Council meetings and work closely with the Trust Chairman, by phone and in meetings, to ensure clear support and effective problem solving.

I aim to work with the Membership & Governor Engagement committee, setting up and promoting an on-line forum for Governors, and promoting the trust through membership. I will seek to do this through community engagement events and liaising with the membership team to ensure the Trust values and messages are reaching the wider communities.

During my time as a Senior Sister at Maidstone and Tunbridge Wells NHS Trust I have worked closely with NHSI which is the sector regulator of health services in England. Their job is to protect and promote the interests of patients and families using our service, and I hope to expand on this relationship by being a direct and reliable source of communication should a conflict of interest arise.

I am passionate about staff engagement as I believe that patient safety and experience will improve if the workforce is happy and engaged.

South East Coast Ambulance Service NHS Foundation Trust

Council of Governors

K - Elections to the Nominations Committee

1. Introduction

- 1.1. Governors are elected by the Council to be part of the Nominations Committee (NomCom). Due to the change of Governors because of elections in March 2019, there are now vacancies on the NomCom.
- 1.2. Elections are therefore due to be held at the formal Council meeting on 6 June 2019 if there were sufficient expressions of interest. Elections are complicated by the fact that the Lead Governor takes an automatic place on the NomCom.

2. The duties of the NomCom

- 2.1. The Nominations Committee is a Committee of the Council that must be made up of a majority of governors. The full duties of the Committee are set out in Appendix B, and include making recommendations to the Council concerning:
 - Non-Executive Director appointments and reappointments (including the Chair),
 - Non-Executive remuneration, and
 - The process for appraising the Non-Executives.
- 2.2. The Terms of Reference of the NomCom are attached at Appendix B.

3. Membership of the NomCom

- 3.1. The membership comprises:
 - Chair (or Senior Independent Director when concerning matters relating to the Chair of the Trust)
 - 1 appointed governor
 - 1 staff elected governor
 - 4 public governors
- 3.2. The Lead Governor will be a member of the Committee, and will be included within above categories.
- 3.3. Appointments to the Committee shall be for a period of up to three years, which may be extended for a further three-year period, provided the Committee member remains a member of the Council of Governors. The exception to this is the Lead Governor who will serve on the Committee for as long as they hold this office.
- 3.4. Vacancies on the NomCom are currently as follows:
 - 1 x Lead Governor vacancy (who will take one of the Public Governor positions)
 - 1 x Staff Governor vacancy
 - 1 or 2 x Public Governor vacancies, depending on the outcome of the Lead Governor election

4. The election process

- 4.1. It has previously been agreed that elections to the NomCom will be held whenever a Governor who is a member of the NomCom comes to the end of their term of office as a Governor. Additional elections will be held if Governors on the NomCom resign or leave during their term of office.
- 4.2. Public and Staff Governors were asked to express interest in standing for election to the NomCom by 29 May 2019. Governors were asked to provide a short statement (no more than half a side of A4) about their interest in joining the NomCom.
- 4.3. Where the number of candidates matches the number of vacancies, the Council are asked to appoint the candidate without an election.
- 4.4. The Lead Governor is automatically a member of the NomCom. Either Felicity Dennis or Nicki Pointer will therefore join the NomCom after the Lead Governor elections are held on 6 June.
- 4.5. Only one nomination has been received from among the Staff Governors, from **Malcolm Macgregor**. Malcolm is therefore appointed to the NomCom. His statement is included in Appendix A for completeness.
- 4.6. One nomination has been received from among the Public Governors, from **James Crawley**. James is therefore appointed to the NomCom. His statement is also included in Appendix A.
- 4.7. Thanks to both James and Malcolm for joining the Committee.
- 4.8. The position regarding any further Public Governor vacancies on the NomCom will be clear once the preceding Lead Governor election has taken place. A verbal update will be provided on the 6 June.
- 4.9. For information, if the election had taken place, Governors would have had the same number of votes as there were vacancies (in this case one vote for a Public Governor and one vote for an Appointed Governor) and the candidate with the most votes will be elected to the NomCom.
- 4.10. It should be noted that the Chair, as a member of the Council, has a vote. As per the constitution (Annex 6), in the case of a tied vote the Chair has a second and casting vote.
- 4.11. There is no provision for proxy voting if a Governor is unable to be present at the meeting. Only those governors present at the meeting will be entitled to vote.
- 4.12. The Company Secretary counts the votes and announces the outcome.

5. Recommendation

- 5.1. The Council of Governors is asked to:

- Approve the appointment of **James Crawley** as a Public Governor to the NomCom for a period of up to three years, as long as he remains a member of the Council.
- Approve the appointment of **Malcolm Macgregor** as a Staff Governor to the NomCom for a period of up to three years, as long as he remains a member of the Council.
- Note the appointment of the new Lead Governor to the NomCom.

5.2 The Company Secretary will be able to advise regarding filling any remaining Public Governor vacancy on the NomCom, should there be one.

Izzy Allen
Assistant Company Secretary

Appendix A

Election of a Public Governor to the Nominations Committee – James Crawley

Dear Colleagues,

I have now been with the Trust for over 6 years, as both a CFR, CFR Team Leader and am now in my 4th year as a Public Governor having been recently re-elected. My first day as a Public Governor was a conference call where the then Chairman resigned at the start of the significant issues the Trust was facing. In the following years I have been involved to varying degrees of participation in the appointments of the countless (I genuinely have lost count) Directors and Non-Executive Directors and Chairs. For the past two years as Lead Governor I sat on the Nominations committee and have got to know both the Executive and Non-Executive Directors, their personalities and capabilities. I also work and volunteer with other organisations that provide front line resource to SECamb in both an advisory capacity and as a qualified ambulance crew, and as a result of this combined exposure I feel I have a very strong in depth knowledge of the Trust, the historical challenges we have faced, and now the brighter future we are starting to experience. This insight, I believe, brings value to the work of the nominations committee

In my full time professional life, I have spent the last 25 years helping the senior leadership teams of both blue chip organisations and also public sector and NHS bodies with their talent issues. 70% of this work is around Executive and Non-Executive recruitment and I am also Non-Exec Chairman of one of the country's leading specialist Non-Executive Director Executive Search firms in addition to running my own business, JCM Advisors Group.

I am, as you know, stepping back from the role of Lead Governor this year but I would like to retain a seat on the Nominations Committee as I think this is one of the areas where I can bring the most value to the Trust as we continue on this now well established improvement journey.

Election of a Staff Governor to the Nominations Committee – Malcolm Macgregor

I would like to nominate myself for membership of the NomCom.

As an experienced paramedic and paramedic Practitioner I have an interest in ensuring that NED nominations are thorough and fair to ensure the best candidates are selected to guide the strategic direction of the trust.

As an elected staff governor I aim to represent the views and opinions of my colleagues in all of my staff governor duties and that would be no different in my work for the NomCom.

Appendix B

SOUTH EAST COAST AMBULANCE SERVICE NHS FOUNDATION TRUST

Nominations Committee

Terms of Reference

1. Constitution

1.1. The Trust hereby resolves to establish a Committee to be known as the Nominations Committee (NomCom), referred to in this document as 'The Committee'.

2. Purpose

2.1. The purpose of the Committee is to ensure that there is a formal, rigorous and transparent procedure for the appointment of the Chair and Non-Executive Directors to the Trust Board of Directors in line with the terms of the NHS Foundation Trust's Constitution and the *NHS Foundation Trust Code of Governance*.

2.2. In addition, the Committee will consider whether the Chair and Non-Executive Directors reaching the end of their tenure in office should be put forward for re-appointment at a general meeting of the Council of Governors without the need for a formal competitive recruitment process.

2.3. The Committee is also responsible for making recommendations to the Council of Governors in relation to the remuneration and terms and conditions of the Chair and Non-Executive Directors.

3. Membership

3.1. The Committee shall not have less than six members, appointed by the Council of Governors. The Chair of the Committee shall be the Chair of the Foundation Trust, or the Senior Independent Director for matters relating to the appointment of, or terms and conditions of, the Chair. The Chair of the Foundation Trust shall not chair the Committee when it is dealing with the matter of succession to the Chair of the Trust, including possible re-appointment and shall not participate in discussions concerning their performance, remuneration or terms and conditions.

3.2. The membership comprises of:

- Chair (or Senior Independent Director when concerning matters relating to the Chair of the Trust)
- 1 appointed governors
- 1 staff elected governor
- 4 public governors

3.3. The Lead Governor will be a member of the Committee, and will be included within above categories.

3.4. Appointments to the Committee shall be for a period of up to three years, which may be extended for a further three-year period, provided the committee member remains a member of the Council of Governors.

4. Quorum

4.1. The quorum necessary for formal transaction of business by the Committee shall be 4 members, including the Chair.

5. Attendance

5.1. The Company Secretary, or their nominee, shall act as the secretary to the Committee. The Corporate Services office will provide secretarial duties to the Committee and shall attend to take minutes of the meeting and provide appropriate support to the Chair and Committee members.

5.2. The Chair of the Committee will follow up any issues related to the non-attendance of members at Committee meetings. Should non-attendance jeopardise the functioning of the Committee the Chair will discuss the matter with the members and if necessary seek a substitute or replacement. Attendance at Committee meetings will be disclosed in the Trust's Annual Report

5.3. Other individuals such as the Chief Executive, Senior Independent Director and external advisers may be invited to attend meetings for specific agenda items or when issues relevant to their area of responsibility are to be discussed.

6. Frequency

6.1. The Committee shall meet as required to fulfil its duties, as the Chair shall decide, but at least once annually.

7. Telephone Conference

7.1. With leave of the Chair of the Committee, any member or attendee of the Committee may participate in a meeting of the Committee by means of a conference telephone call where circumstances require it.

8. Authority

8.1. The Committee has no executive powers other than those specified in these Terms of Reference or by the Trust Board in its Scheme of Delegation.

8.2. The Committee is authorised to investigate any action within its Terms of Reference. It is authorised to seek any information it requires from any employee and all employees are directed to cooperate with any request made by the Committee.

8.3. The Committee is authorised to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers necessary.

9. Duties

9.1. The Committee shall:

- 9.1.1. Regularly review the structure, size and composition required of Non-Executive Directors of the Board of Directors and make recommendations to the Council of Governors with regard to any changes;
 - 9.1.2. Give full consideration to succession planning for all Non-Executive Directors, in the course of its work taking into account the challenges and opportunities facing SECAMB;
 - 9.1.3. Be responsible for identifying and nominating, for the approval of the Council of Governors at a general meeting, candidates to fill non-executive director vacancies, including the Chair, as and when these arise;
 - 9.1.4. Before any appointment is made by the Council of Governors prepare a description of the role and capabilities required for a particular appointment;
 - 9.1.5. Review the job descriptions of the Non-Executive Director role and that of the Chair on an on-going basis;
 - 9.1.6. Review annually the time required from Non-Executive Directors to perform their roles effectively;
 - 9.1.7. With the assistance of the Senior Independent Director, make initial recommendations to the Council on the appropriate process for evaluating the Chair. The Committee will then be involved, again with the assistance of the Senior Independent Director, with making recommendations to the Council on the objectives to be used in the assessment of the performance of the Chair. The Committee will seek and take into account the opinions of the Trust Board, Council of Governors and other stakeholders in making the recommendations;
 - 9.1.8. The appraisal of the Chair will be conducted by the Senior Independent Director, against the agreed objectives and a report on the outcome provided to the Council of Governors;
 - 9.1.9. Consider the reappointment of the Chair or Non-Executive Directors in advance of each three year term of office, in line with the requirements of the Constitution, and make recommendations to the Council of Governors; and
 - 9.1.10. Receive and consider advice on fair and appropriate remuneration and terms of office for Non-Executive Directors. This will be in the best interests of SECAMB, but take into consideration the remuneration made to other Foundation Trust and comparable organisations' Non-Executive Directors, the commensurate responsibilities of the posts, the Monitor Code of Governance, and the performance of the post holders.
- 9.2. The Committee shall make recommendations to the Council of Governors concerning:
- 9.2.1. Formulating plans for succession for Non-Executive Directors and in particular for the key role of Chair;
 - 9.2.2. Suitable candidates to fulfil the role of Senior Independent Director. In line with the Constitution, the appointment of the Senior Independent Director is a matter for the Board of Directors, who should take into consideration the views of the Council of Governors;

- 9.2.3. Proposals for the position of Deputy Chair, where appropriate and with due regard for the opinions of the Board of Directors;
- 9.2.4. The re-appointment of any Non-Executive Director at the conclusion of their three-year term of office having given due regard to their performance and their ability to continue to contribute to the board of directors in the light of future requirements; and
- 9.2.5. Any matters relating to the continuation in office of any Non-Executive Director at any time including the suspension or termination of service.

9.3. The Committee shall ensure that the NHS Foundation Trust's annual report provides sufficient information about its role and duties and the process by which it fulfilled those duties;

9.4. The Chair will present a report to the Annual Members Meeting and take any questions that arise at that meeting.

10. Reporting

10.1. The Committee shall be directly accountable to the Council of Governors. The Chair of the Committee shall report a summary of the proceedings of each meeting at the next meeting of the Council and also draw to the attention of the Board any significant issues that require disclosure.

10.2. Recommendations in respect of appointment, remuneration, terms of appointment and performance of the Chair and Non-Executive Directors will be made to the Council of Governors; these recommendations may be made in private;

10.3. All declarations of interest, which could be regarded as relevant or material, must be declared at the beginning of each meeting in line with the Constitution.

11. Support

11.1. The Committee shall be supported by the Corporate Services' office and duties shall include:

11.1.1. Agreement of the meeting agendas with the Chair of the Committee;

11.1.2. Providing timely notice of meetings and forwarding details including the agenda and supporting papers to members and attendees in advance of the meetings;

11.1.3. Enforcing a disciplined timeframe for agenda items and papers, as below:

i. At least twelve working days prior to each meeting, agenda items will be due from Committee members;

ii. At least seven working days before each meeting, papers will be due from Committee members;

iii. At least five working days prior to each meeting, papers will be issued to all Committee members and any invited Directors and officers.

11.1.4. Recording formal minutes of meetings and keeping a record of matters arising and issues to be carried forward, circulating approved draft minutes within five working days from the date of the last meeting;

11.1.5. Advising the Chair and the Committee about fulfilment of the Committee's Terms of Reference and related governance matters.

12. Confidentiality

12.1. All members of the Committee are required to observe the strictest of confidence regarding the information presented to the Committee and must not disclose any confidential information either during or after their term of membership. Failure to comply with these requirements could result in the termination of membership of the Committee.

13. Review

13.1. The Committee will undertake a self-assessment at the end of each meeting to review its effectiveness in discharging its responsibilities as set out in these Terms of Reference.

13.2. The Committee shall review its own performance and Terms of Reference at least once a year to ensure it is operating at maximum effectiveness. Any proposed changes shall be submitted to the Council for approval.

13.3. These Terms of Reference shall be approved by the Council and formally reviewed at intervals not exceeding two years.