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| Report to: | Council of Governors | Agenda item: | 13 |
| Date of Meeting: | 12 September 2024 | | |

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| Title of Report: | Outcome of the Working Group Task and Finish Group |
| Status: | For approval |
| Board Sponsor: | Roxy Milbourne, Interim Head of Corporate Governance |
| Author: | Lauren McEwan, Corporate Governance Manager |
| Appendices | Appendix 1: Minutes from the Task and Finishing Working Group meeting. |

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| 1. Executive Summary of the Report |
| <p>The Council of Governors is responsible for deciding its own Working Group Structure, with the only statutory Working Group being Nominations and Remunerations Working Group.</p> <p>The below report outlines the rationale behind the Task and Finish Group undertaking a review into the Council of Governors current Working Group Structure. This is based on a recommendation which the Governors and the Membership Team received from NHS Providers following their effectiveness training session in June 2024.</p> <p>The Task and Finish Group proposed that a Performance Working Group is created to enable a more focused approach of reviewing the Trusts performance.</p> <p>The Council of Governors is asked to approve the creation of a Performance Working Group, to replace the Strategy & Business Planning and Quality Working Groups.</p> |

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| 2. Recommendations (Note, Approve, Discuss) |
| The Council of Governor is asked to note and approve the creation of a Performance Working Group, to replace the Strategy & Business Planning and Quality Working Groups. |

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| 3. Legal / Regulatory Implications |
| There are none, it is the Council of Governors gift to decide what Working Groups that they have. |

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| 4. Risk (Threats or opportunities, link to a risk on the Risk Register, Board Assurance Framework etc) |
| N/A |

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| 5. Resources Implications (Financial / staffing) |
| This would reduce the number of meetings which the Governors and members of staff would need to attend each year. |

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| 6. Equality and Diversity |
| N/A |

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| 7. | References to previous reports |
| This is a new report. | |

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| 8. | Freedom of Information |
| Public | |

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| 9. | Sustainability |
| The new meeting would be held online. | |

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| 10. | Digital |
| The new meeting would be held online. | |

Outcome of the Working Group Task and Finish Group report

Background:

A Task and Finish Group was set up after the NHS Providers effectiveness session which took place on the 4th of June 2024, this was in response to feedback which NHS Providers gave regarding the number of Working Groups which the Council of Governors currently had.

In preparation for this meeting, the Corporate Governance Manager collated feedback from other acute NHS Foundation Trust to gain an understanding of their Working Group structures which they felt worked well and enabled their Governors to gain the correct level detailed information. From this review the Corporate Governance Manager created a proposal which was taken to the Task and Finish Group for their review and discussion.

The Task and Finish Group met on the 6th of August 2024, with the Corporate Governance Manager proposing that the Council of Governors follow the Working Group Structure of Pennine Care NHS Foundation Trust, which is as follows:

- Chair, NED and Governor Committee – This group meets 4 times a year
- Membership and Engagement Committee – This group meets 4 times a year
- Remuneration and Nominations Committee – This group meets when required

The Governors in attendance did not feel comfortable with this proposal as they felt it would not allow them to receive the same level of detailed information as they currently did. The Corporate Governance Manager confirmed that the Governors would receive the same level of information but in a more focused manner, and allow the Governors to engage with the NEDs on a more regular basis.

The Governors sought clarity if the proposal would mean the frequency of meetings would change, the Corporate Governance Manager confirmed that it would be up the Governors to decide the frequency of meeting. She suggested that if the Governors were not comfortable with her initial proposal that they thought about another approach which would be to merge the Quality Working Group and the Strategy & Business Planning Working Group. All the Governors in attendance supported this proposal.

Outcome:

The Governors in attendance at the Task and Finish Group agreed that the proposal to combine the Strategy and Business Planning Working Group and the Quality Working Group into one Working Group and call it “The Performance Working Group” should be taken to September’s Council of Governors meeting for approval.

Next Steps:

The Council of Governors is asked to approve the proposal brought forward by the Task and Finish Group to create a Performance Working Group. If the proposal is approved the draft terms of reference for the Performance Working Group would be taken to its first meeting for review and approval. They will then be formally submitted to December’s Council of Governors meeting for review and final approval.

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| Author: Lauren McEwan, Corporate Governance Manager | Date: 5 September 2024 |
| Document Approved by: Roxy Milbourne, Interim Head of Corporate Governance | Version: 1.0 |
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**Governor's Task and Finishing Working Group
Minutes of Meeting held on 6 August 2024, 15:00 – 16:00
Held virtually via MS Teams**

Present: Members

| Name | Title | Initials |
|-------------------|---|----------|
| Lauren McEwan | Corporate Governance Manager | LM |
| Anna Beria | Public Governors for North East Somerset | AB |
| Baz Harding-Clark | Staff Governor | BHC |
| Di Benham | Public Governor for South Wiltshire | DB |
| Narinder Tegally | Staff Governor (<i>left at 15:20</i>) | NT |
| Nick Gamble | Public Governor for North Wiltshire | NG |
| Vic Pritchard | Public Governor for South Wiltshire | VP |
| Viv Harpwood | Public Governor for Mendip (<i>Joined at 15.45</i>) | VH |

Attendees

| Name | Title | Initials |
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| Pete Dixon | Membership and Governance Administrator (<i>Minute taker</i>) | PD |

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| 1. | <p>Welcome, Introduction, Apologies and Quorum</p> <p>LM welcomed everyone to the Task and Finishing Working group and noted that apologies had been received from;</p> <ul style="list-style-type: none"> • Anne-Marie Walker, Public Governor for Rest of England and Wales • Alison Born, Stakeholder Governor • Kate Cozens, Public Governor for Mendip • Gary Chamberlain, Staff Governor |
| 2. | <p>Working Group Proposal.</p> <p>LM provided the rationale for undergoing a review of the current Working Group structure, she confirmed that this review would seek to aligning the Council of Governors with the advice NHS providers gave the Membership Team following the effectiveness training session it ran for the Trust in June 2024. LM explained that the Trust was mandated to have the Nominations and remuneration Working Group, and it would be up to the Council of Governors to decided how the Working Group structure would look moving forwards.</p> <p>LM confirmed that two acute Trusts within the BSW system both had three Governor Working Groups, as well as the Nominations and Remuneration Working Group. She explained that NHS providers had recommended that the Trust did not follow this example, but used the same model as the Pennine Care NHS Foundation Trust, who have the following working groups;</p> <ul style="list-style-type: none"> • Chair, NED and Governor Working Group • Membership and Engagement Working Group • Nomination and Remuneration Working Group. <p>LM outlined in principle how the Chair, NED and Governor Working Group would be structured including the information which will be presented at it. She stressed that the agenda items which are currently presented at the Strategy and Business Planning Working Group would be presented to the Council of Governors meeting based on the proposal. This would cover the Governors duty to ensure that “The</p> |

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| | <p>Council of Governor should be involved in strategic planning”.</p> <p>LM confirmed that the Task and Finishing group had three options too select from;</p> <ul style="list-style-type: none"> • Option 1 – Do nothing and keep the working groups as they currently are. • Option 2 – Approve the proposal which LM has presented. • Option 3 – Propose their own idea of how the Working Group should be structured. <p>DB sought clarity regarding the rationale behind the original Working Groups and how they were formulated, she also asked what would happen to the Governor Observer reports. LM confirmed that the Governor Observer reports would be submitted to the Council of Governors meeting via the Chairs of the Working Group reports.</p> <p>NG understood why the change was needed but felt that the proposal would not enable the Governors to receive the same level of information as they currently did. LM confirmed that this was not the case, and that the Governors would receive the same level of information but in a more focused manner.</p> <p>LM highlighted that if the Governors approved the proposal, the Membership Team will be able to host more development sessions. This will enable Governors more time to discuss the information that they received over a longer period. She stressed that the proposal was not about restricting the information which Governors received but to highlight the Information which the Governors need, to enable them to fulfil their statutory duties.</p> <p>NG asked if the proposal would change the frequency in which meetings took place. LM stated that the frequency of the meetings could remain as quarterly but this was something that could be defined by the Governors, but that the Membership and Outreach Working Group should remain as quarterly due to the importance of representing the views and interests of the public and trying to engage with the as much as possible.</p> <p>NG shared his worries that this proposal would reduce the level of details which Governors would have regarding the work being carried out at the Trust and would not enable to Governors to ask the relevant questions.</p> <p>VP asked if the Governors would be able to change their mind, if the option they select did not work as planned. LM confirmed that this could be done, however all changes would need to be approved by the Council of Governors.</p> <p>BHC felt that the People Working Group should be kept due to the valuable insights it receives from members of staff. LM suggested another approach would be to merge the Quality Working Group and the Strategy & Business Planning Working Group, potentially calling it a Performance Working Group. Leaving the People Working Group and Membership and Outreach Working Group unchanged. AB felt that this proposal was the best option moving forwards.</p> |
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| | NT left the meeting at 15:20. |
| 3. | <p>Next Steps</p> <p>AB suggested that the Governors proceed with the option of having a Performance Working Group and keeping the People Working Group and the Membership and Outreach Working Group and this was supported by all Governors in attendance. LM confirmed she would circulate the draft Terms of Reference for the Performance Working Group to the Governors for their review and feedback.</p> <p style="text-align: right;">Action: Corporate Governance Manager.</p> <p>LM confirmed that an agenda item would be included on September's Council of Governors meeting. This item would explain the proposal and ask that the Council's approve for the proposal to proceed.</p> <p style="text-align: right;">Action: Corporate Governance Manager.</p> |
| The meeting closed at: 15:50 | |