Ashford and St. Peter's Hospitals
NHS Foundation Trust

Council of Governors

Minutes of the Constitution Group Committee
4th May 2022

Via Microsoft Teams
14:00 – 14:30 hours

PRESENT:	Lilly Evans	Public Governor, Runnymede, Surrey Heath, Windsor and Maidenhead
	Andy Field	Chairman
	Shirley Holmes	Lead Governor and Public Governor, Woking and Guildford
	Helen Pernelet	Public Governor, Elmbridge
IN ATTENDANCE:	Sal Maughan	Associate Director of Corporate Affairs and Governance
	Louise McKenzie	Director of Workforce Transformation
	Anu Sehdev	Membership and Engagement Manager
APOLOGIES:	Edwin Addis	Public Governor, Hounslow, Kingston-upon-Thames and Richmond-upon-Thames
	Emma Gilmore	Public Governor, Spelthorne

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Item 1 Apologies

As noted above.

Item 2 Minutes from Previous Meeting

The minutes of the meeting held on 17th May 2021 were agreed as a correct record.

The updated Action Log was noted.

Item 3 Review constituencies in relation to outpatient figures

The Chairman highlighted that Appointed Governor Deborah Hughes would be leaving the Council as she had taken the decision not to stand again for the councillor role for Woking Borough Council. Woking Borough Council would advise in due course on her replacement. The Membership and Engagement Manager advised that Appointed Governor, Mark Adams, was currently running for the councillor role for Runnymede Borough Council. Lilly Evans added that Appointed Governor, Denise Saliagopoulos, would be running for election the following year.

The Membership and Engagement Manager referred to Paper 2 which outlined the elections coming up in autumn 2022 as well as the methodology followed to determine the number of public governors representing each constituency.

The Membership and Engagement Manager highlighted that current new outpatient data indicated that the number of Governors representing the constituency of

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Hounslow, Kingston-upon-Thames and Richmond-upon-Thames would reduce from two to one. There would also need to be an election for the Rest of England constituency, although the Trust had been unsuccessful in filling the vacancy the previous year due to the low number of members. It was proposed to merge the constituency of Hounslow, Kingston-upon-Thames and Richmond-upon-Thames with the constituency of Rest of England to allow the recruitment of two Governors to cover this new area.

Lilly queried which areas most of the Rest of England members resided in and the Membership and Engagement Manager advised that she did not have the breakdown to hand but that most resided just outside the traditional catchment area. There were only 164 Rest of England members in total. The breakdown has since been accessed and it would appear that most of the Rest of England members fall in the following areas:

Ealing = 19
Hillingdon = 16
Mole Valley = 12
Slough = 9
Waverley = 8
Bracknell = 7
Rushmoor = 5
Bucks = 4
Westminster = 4

In response to Helen Pernelet, the Chairman advised that there were currently two Governor positions for the constituency of Hounslow, Kingston-upon-Thames and Richmond-upon-Thames and since the percentage of new outpatients had dropped to 3% the number of Governors would reduce from two to one. The Rest of England constituency also had 3% of attendances and would only qualify for one Governor position.

Committee members AGREED to merge the constituencies of Hounslow, Kingston-upon-Thames and Richmond-upon-Thames and Rest of England.

Addendum:

Combining Hounslow, Kingston-upon-Thames and Richmond-upon-Thames with the Rest of England would account for 6% of new outpatient attendances and this equates to recruiting only one Governor. The Constitution Group Committee members were contacted to reach an agreement to amend the methodology to allow for the recruitment of two Governors for this new constituency.

There was unanimous agreement to amend the methodology as highlighted in Appendix 1.

Item 4 **Terms of Appointed Governors**

Shirley Holmes referred to an email she had received from a Governor highlighting that the Constitution did not indicate the maximum number of terms an Appointed

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Governor could serve. The Membership and Engagement Manager provided some background information clarifying that most Appointed Governors only remained in post for one or two terms. The only Appointed Governor that had served on the Council for more than three terms was Chris Howorth. The Chairman added that he had asked Chris to remain on the Council when he had offered to stand down after completing three terms. The reason for asking Chris to stay on as Appointed Governor was that the Council would be losing 10 long-standing public governors and the Chairman considered having the stability that Chris provided was important at that time. Chris was currently in his 11th year as Appointed Governor.

In response to Lilly Evans the Membership and Engagement Manager confirmed that the maximum number of terms elected governors (public and staff) could serve (three terms or nine years) on the Council was clearly stated in the Trust's Constitution. Lilly highlighted that as a former Councillor herself she was aware that the Trust had no control on whom its stakeholders (borough councils and universities) put forward as their representative and there was very little consultation with the Trust in this regard. The Chairman advised that the Trust could only really feedback if there were issues with attendance at meetings and request for an alternative.

Shirley agreed that Chris was still very active on the Council and brought a great deal of knowledge and experience to the Council and it would be a great pity to lose him. It was clear that Chris' position was as an outlier and she considered it was more important to determine what worked best for the Council. The Director of Workforce Transformation agreed with what had been said previously and added that the longevity and memory Chris brought was extremely helpful, especially during recruitment of non-executive directors.

Shirley Holmes suggested having a conversation with Chris Howorth about how he felt about continuing in his Governor position and to providing an explanation covering the Trust's position on Appointed Governor posts. The Chairman agreed **AF**
that it would be worth having a conversation with Chris when he completed 12 years as an Appointed Governor later this year and agreed that a note could be **AS**
drafted to explain the logic behind Appointed Governor positions and explaining how the Trust did not appoint to these but that that these were selected by the university or borough council.

In response to Helen Pernelet, the Chairman clarified that the organisations the Trust had chosen were the ones it had close links with. For example, the University of Surrey provided a lot of the nurses. The Membership and Engagement Manager added that they were the Trust's stakeholders and were located within its immediate catchment area.

Item 5 **Terms of Reference (TOR)**

The Committee agreed no changes were needed to the TOR.

Item 5 **Any Other Business**

The Membership and Engagement Manager referred to a request to look into the

election process the Trust used, and referred to, in the Trust's Constitution as being Single Vote Transfer (SVT). The Membership and Engagement Manager advised that she had contacted the nearby acute trusts – The Royal Surrey and Frimley Park. The Royal Surrey advised they also followed the SVT process and Frimley Park followed the First Past the Post method.

The Chairman considered that the system used by the Trust had achieved great success since its inception with good candidates being secured for the public and staff governor vacancies.

The Committee discussed further and did not consider there was any merit in changing the voting process since it worked well and produced good results.

Date and Time of Next Meeting

May/June 2023, tbc

Signed: ……

Andy Field
Chairman

Ashford and St. Peter's Hospitals NHS Foundation Trust

Action Log

Meeting Date	Minute Ref	Topic	Action	Lead	Due Date	Update	Completed
Regular item		**Review constituencies in relation to new outpatient figures**	Obtain up to date outpatient data and arrange a Constitution Group meeting to review constituencies before the next bout of elections.	AS	May/June 2023		
5.5.22	**Item 4**	**Terms of Appointed Governors**	Speak with Chris Howorth to understand whether he wishes to continue in the Appointed Governor role.	AF	Oct/Nov 2022		
5.5.22	**Item 4**	**Terms of Appointed Governors**	Draft a note to explain the Trust's position on Appointed Governor roles.	AS	ASAP		

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Appendix 1

New Outpatient Attendances: 2021/22

Public Constituency	New Outpatient Attendances 2020/21	New Outpatient Attendance 2021/22	% of attendances against total attendance	Seats per methodology	Current seats
Elmbridge	19,740	24,639	16	3	3
Hounslow, Kingston-upon-Thames, Richmond-upon-Thames and Rest of England	4,363	9,341	6	2	2
Runnymede, Surrey Heath, Windsor and Maidenhead	32,191	39,479	25	3	3
Spelthorne	38,574	46,341	29	3	3
Woking and Guildford	31,722	38,277	24	3	3
Total	**129,943**	**158,077**	100	14	14

This methodology is used to assess the number of seats on the Council:

15% or greater	= 3 seats
6-14%	= 2 seats *previously 7-14%*
2-5%	= 1 seat *previously 2-6%*
Less than 2%	= 0 seat

Background

Using the methodology above, Council of Governor elections will be held this year as follows:

Public:
Elmbridge – 3 positions
Hounslow, Kingston-upon-Thames, Richmond-upon-Thames and Rest of England - 2 positions
Spelthorne – 3 positions
Woking and Guildford – 3 positions

Staff:
Allied Health Professionals – 1 position
Nursing and Midwifery – 1 position