Ashford and St. Peter's Hospitals NHS
NHS Foundation Trust

INAUGURAL MEETING OF THE COUNCIL OF GOVERNORS 6.15 PM TO 8.30 PM ON 1 DECEMBER 2010 AT EDUCATION CENTRE, ASHFORD HOSPITAL

PRESENT:	Ms Aileen McLeish	Chairman
	Mr Andreas Lambrianou	Appointed Governor – Hounslow PCT
	Mr Andrew Ryland	Public Governor - Runnymede
	Mr Chris Howorth	Appointed Governor – Royal Holloway University
	Mr David Frank	Public Governor – Surrey Heath
	Mr Godfrey Freemantle	Public Governor – Hounslow
	Mrs Janice Ketley	Public Governor – Runnymede
	Cllr Jean Pinkerton	Appointed Governor – Spelthorne
	Mrs Judi Linney	Public Governor – Runnymede
	Mrs Judith Moore	Public Governor – Guildford
	Mr Keith Bradley	Public Governor – Woking
	Mrs Linda Abbott	Public Governor – Spelthorne
	Mrs Margaret Lenton	Public Governor – Windsor and Maidenhead
	Dr Maurice Cohen	Public Governor – Woking
	Ms. Michèle Low	Public Governor – Hounslow
	Mrs Samantha Lamb	Staff Governor – Admin/Managerial/Ancillary
	Mr Steve McCarthy	Public Governor - Elmbridge
	Mrs Sue Harris	Staff Governor – Nursing and Midwifery
	Dr Tanya Bernard	Staff Governor – Medical and Dental
APOLOGIES:	Mr Graham Hanson	Appointed Governor – Surrey PCT
	Mrs Diana Manthorpe	Staff Governor – Volunteer
	Dr Howard Manuel	Public Governor – Woking
	Cllr Hugh Meares	Appointed Governor – Runnymede BC
	Prof John Hay	Appointed Governor – Surrey University
	Mr Keith Goodger	Public Governor – Richmond Upon Thames
	Cllr Michael Smith	Appointed Governor – Woking
	Ms Neelam Bains	Public Governor – Spelthorne
	Mr Paul Wills	Staff Governor - Healthcare
	Mr Simon Bhadye	Public Governor - Spelthorne
IN ATTENDANCE:	Mr Andrew Liles	Chief Executive
	Mr James Harley	Membership Manager
	Mr John Headley	Director of Finance & Information
	Dr Mike Baxter	Medical Director
	Prof Philip Beesley	Non-Executive Director
	Ms Raj Bhamber	Director of Workforce and Organisational Development
	Ms Sue Ells	Non-Executive Director
	Ms Suzanne Rankin	Chief Nurse
	Ms Valerie Howell	Deputy Chief Executive
SECRETARY:	Ms Jane Gear	Board Secretary/Head of Corporate Affairs

COG-1/10 Welcome and Introductions

The Chairman welcomed all Governors to the first Council of Governors' meeting, following the announcement that day by the regulator, Monitor, that the Trust had been authorised as a Foundation Trust.

The Council took the opportunity to introduce themselves.

The Council recorded a vote of thanks and congratulations to all staff on the significant achievement in becoming authorised as a Foundation Trust.

FORMAL BUSINESS

COG-2/10 Declarations of Interests in the Proceedings

There were no declarations of interest.

COG-3/10 Register of Members of the Council of Governors – Confirmation of Eligibility and Appointment of Governors

In accordance with the Constitution, the report set out Register of membership of the Council. The Council noted the Terms of Office for each Elected Governor, as set out in the Register, and the appointments made by partnership organisations.

The report also recorded that all Governors had signed their declaration of eligibility to vote.

The Council **NOTED** the report

COG-4/10 Register of Interests of Members of the Council of Governors

The Council was informed that the Constitution detailed the requirement for the Foundation Trust to make specified registers available for inspection by the public on request; this included a Register of Interests for the Council.

Governors were requested to inform the Company Secretary when an additional interest required recording on the Register.

The Register of Interests would be brought back on an annual basis to the Council of Governors.

The Council **NOTED** the Register of Interests

COG-5/10 Ashford & St Peter's Hospitals NHS Foundation Trust – Terms of Authorisation, Constitution and Standing Orders

The Company Secretary stated that the Terms of Authorisation had been received on the day of Authorisation (1st December 2010).

The Council noted the broad content of the Trust's Terms of Authorisation as a Foundation Trust.

The Council were informed that the FT authorisation process required the

Constitution and Schedules, including the Standing Orders, to be finalised prior to the establishment of the Council. The Constitution was based on a model document from the Department of Health / Monitor and the Standing Orders had been modelled on good models of corporate governance.

The current Constitution and Standing Orders would be in force immediately but a review would take place in consultation with the Council at the end of the first year.

The Council enquired to whether there was much variation on the documents with other Trusts. The Council were assured that these were based on best practice and had been reviewed by the Trust Lawyers and Monitor's legal advisors as part of the application process. The main matter where the Trust was allowed to amend the Constitution was in respect of the composition of the Board of Directors where the model adopted was in line with Monitor's Code of Governance

After due consideration, the Council of Governors **ADOPTED** the Standing Orders for the Council and **NOTED** the Constitution.

COG-6/10 Confirmation of Appointment of the Chairman, Non-Executive Directors and Chief Executive

The Council noted that the National Health Service Act 2006 set out provision for the appointment of the initial Chairman and Non-Executive Directors of a Foundation Trust, together with the appointment of the initial Chief Executive.

The Council was informed that all the Non-Executive Directors had confirmed they wished to be appointed as Non-Executive Directors following authorisation as a Foundation Trust. Unfortunately Nadeem Aziz would be resigning from 31 December 2010

Discussion and explanation ensued on the role of the Non-Executive Directors and the Board of Directors as a whole, and how interaction with the Council of Governors would work in the future as the Council developed. Governors were advised that the chart in the Governance Framework document (contained in the Resource Folder) provided a useful summary.

Ultimate accountability for the Trust's services lay with the Board of Directors (Unitary Board). However it was confirmed that the Trust offered the Council indemnity and Governors were also covered through the Trust's Directors and Officers liability insurance.

The Council **RATIFIED** the appointment of the Chair and Non-Executive Directors, taking into account the two Non-Executive Director vacancies would be managed through the Nominations and Appointments Committee.

The Council of Governors **NOTED** the appointment of Andrew Liles as the initial Chief Executive of the Foundation Trust.

COG-7/10 Governors' Code of Conduct

In accordance with the Trust's Constitution, the Council must have a Code of Conduct.

An interim Code of Conduct was presented, taking into account best practice at other foundation trusts, the four Trust values and the Nolan Principles.

The Council of Governors formally **ADOPTED** the Code of Conduct and **NOTED** the review time of a year for the document.

COG-8/10 Appointment of Key Governance Roles

- **Deputy Chairman**

Phillip Beesley, Non-Executive Director, left the meeting for this item.

The Chairman explained the role of the Deputy Chairman which included deputising at the Council of Governors or the Board of Directors if needed.

The Council asked for clarification that there would not be a conflict of interest if the Deputy Chair were also Chair of other sub-committees of the Board. The Council was assured that this would not be the case.

The Council of Governors **APPROVED** the appointment of Phillip Beesley as Deputy Chairman for a one year initial period.

- **Senior Independent Director**

The Chairman described the role of the Senior Independent Director, and the process for appointment as set out in the Constitution.

The Council of Governors **NOTED** the appointment of Peter Taylor in the role of Senior Independent Director.

COG-9/10 Appointment of Auditor

The Director of Finance and Information, Mr John Headley, was introduced to the Council for this item.

The Council was informed that as a Foundation Trust, the Council of Governors had the responsibility to appoint or remove the External Auditor.

John Headley explained that the External Auditor for Ashford and St Peter's Hospitals NHS Trust had been KPMG LLP, and they had carried out this role for a number of years. The Trust had a good history of working with KPMG.

The Audit Commission was the body responsible for appointing the external auditor to NHS Trusts and setting the fees.

Council members discussed the issue of working with the same Auditors that had been working with the NHS Trust for a substantial period of time.

Council members highlighted the importance of appointing a new named partner from KPMG.

The Director of Finance and Information advised the Council that he was concluding negotiations with KPMG on the Fee for 2011/12 and was confident of achieving a substantial saving.

The Council **AGREED** that KPMG be re-appointed as the External Auditor to the end of financial year 2011/12, **SUBJECT** to the appointment of a new named Partner at KPMG

The Council **AGREED** that a small working group of Governors be established to work with the Audit Committee to appoint the future External Auditor for 2012/13 onwards. When considering a future contract, consideration could be given to break points.

COG-10/10 Nominations and Appointments Committee

The Director of Workforce and Organisational Development, Raj Bhamber, was introduced to the Council meeting for this and the next item.

The Council was informed that all Executive Director roles are currently filled but there were two vacancies for Non-Executive Directors.

The Council noted the importance of the Nominations and Appointments Committee being established quickly, so that the recruitment process for the two NED vacancies can begin in the New Year.

It was agreed that, over the first year, the Committee would review the Terms of Reference and make recommendations to the Council in respect of their renewal or updating.

It was **RESOLVED** that the following Governors would sit on and make up the Nominations and Appointments Committee for the first year:-

- Godfrey Freemantle – Public Governor (Hounslow)
- Maurice Cohen – Public Governor (Woking)
- Diana Manthorpe – Staff Governor (Volunteer)
- Chris Howorth – Appointed Governor (Royal Holloway)
- Steve McCarthy – Appointed Governor (Elmbridge)

The first meeting of the Committee would be set up as a matter of urgency. **RB/JG**

The initial Terms of Reference were **APPROVED** for a one-year period.

COG -10/10 Remuneration and Appraisal Committee

Raj Bhamber informed the meeting that Schedule 7 of the NHS Act 2006 gives the Council of Governors the following specific powers: at a general meeting to decide the remuneration and allowances, and the other terms and conditions of office, of the non-executive directors.

The initial Terms of Reference of the Committee were **APPROVED** for a one-year period. It was agreed that over the first year, the Committee will review the Terms of Reference and make recommendations to the Council in respect of their renewal or updating.

It was **RESOLVED** that the following Governors would sit on and make up the Remuneration and Appraisal Committee

- Paul Wills – Staff Governor (AHP/HCA/HCS)
- Hugh Meares – Appointed Governor (Runnymede Borough Council)
- David Frank – Public Governor (Surrey Heath)
- Michèle Low - Public Governor (Hounslow)
- Judi Linney -Public Governor (Runnymede) **JG/RB**

The initial Terms of Reference were **APPROVED** for a one-year period.

COG -11/10 Questions from the Public

A brief discussion on the services / sites included within the Trust's portfolio took place. It was confirmed that this included the two main hospital sites but did not include community hospitals such as Woking Community Hospital or Cobham. However, an integral part of the Trust's clinical strategy was to outreach into community settings and a number of clinics were held in community sites including Woking Community Hospital and Cobham

COG-12/10 ANY OTHER BUSINESS

There was no other business on this occasion.

COG-13/10 Date of Next Meeting and Meeting Schedule

The draft dates and times of the next meeting were **NOTED-** venues to be agreed. **JG/JH**

Signed: ……
Chairman

Date: 1 December 2010

Summary Action Points

Meeting Date	Minute Ref	Topic	Action	Lead	Due Date	Comment as at 5 Feb 2011	Status
01/12/2010	COG-7/10	**Governors' Code of Conduct**	Review the Code of Conduct in one year	JG	01/12/11	Not due	
01/12/2010	COG-8/10	**Appointment of Key Governance Roles – deputy Chairman**	Review the appointment of the Deputy Chairman	JG	01/12/11	Not due	
01/12/2010	COG-9/10	**Appointment of Auditor**	Establish a working group to review the contract with effect from 2012	JH	May 2011	Not due	
01/12/2010	COG-10/10	**Nominations and Appointments Committee**	Review the Terms of Reference after one year	JG	01/12/11	Not due	
01/12/2010	COG - 10/10	**Remuneration and Appraisal Committee**	Review the Terms of Reference after one year	JG	01/12/11	Not due	
01/12/2010	COG-13/10	**Date of Next Meeting and Meeting Schedule**	Agree venues	JG	March 2011	To be considered as part of membership & community engagement work	