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

COUNCIL OF GOVERNORS
23rd June 2014

TITLE	**Governor terms and committee tenure**
EXECUTIVE SUMMARY	The paper seeks to determine whether to revise the Constitution to change: 1. the number of terms an elected governor can serve; and 2. the length of time a Governor can serve on a Committee or group.
The Council is asked to:	Discuss and agree whether to revise the Constitution.
Submitted by:	George Roe, Head of Corporate Affairs
Date:	June 2014
Decision:	For Decision

Ashford and St. Peter's Hospitals NHS
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Governor terms and committee tenure

Introduction

The paper seeks to determine whether to revise the Constitution to change:

1. the number of terms an elected governor can serve; and
2. the length of time a Governor can serve on a Committee or group.

1. Governor term – consideration as to whether to increase the number of terms a Governor can serve on the Council of Governors

In accordance with the Trust Constitution (paragraph 14.8) a Governor:

"shall not hold office for more than 6 years or 2 terms of office whichever is the least".

Due to the number of Governors who have been re-elected in 2012 and 2013 for a second term there will be significant turnover of Governors in 2015 and 2016. It is therefore important that consideration is made as to whether the number of terms a Governor can serve is increased.

By 30th November 2015 seven Governor posts are due for election (Runnymede (3), Richmond-upon-Thames, Windsor & Maidenhead, Staff – Medical and Dental and Staff – Allied Healthcare Professionals). Four of the seven current Governors would not be able to seek re-election in 2015.

By 30th November 2016 15 Governor posts are due for election (Elmbridge (3), Hounslow (2), Spelthorne (3), Surrey Health (1), Woking & Guildford (3), Staff – Admin & Ancillary, Staff – Nursing & Midwifery, Staff – Volunteers). 10 of the 15 current Governors would not be able to seek re-election in 2015.

Benchmark: From review of a number of randomly selected foundation trust constitutions it is apparent that the majority do not include a two term restriction.

Frimley Park	Nine consecutive years
Royal Surrey	Nine consecutive years
Royal Bournemouth and Christchurch	Nine consecutive years
UCLH	Six consecutive years
Kingston	Three terms (of three years)
Salford Royal	Nine consecutive years
Salisbury	Nine years total
Surrey & Borders	Nine consecutive years
Sussex Partnership	Nine consecutive years
Western Sussex	Six years

Consideration: The Council need to consider whether the number of terms a Governor can serve on the Council should be extended to three terms to ensure there is not a significant loss of knowledge and experience at the same time which could de-stabilise the workings of the Council. The Governor Constitution Group considered this item in April but believed that the decision should be made by the full Council.

2. Consideration to extend the permissible length of service on Governor groups and Committees.

The Council of Governors has the following Groups and Committees:

- Nominations and Appointments Committee
- Remuneration and Appraisal Committee
- Patient Experience Group
- Membership and Community Engagement Group

The terms of reference of each of these refer to a limited time period to which a Governor can serve.

Remuneration & Appraisal Committee (R&A) /Nominations & Appointments Committee (N&A):

"Appointments to the Committee will be for a period of up to three years, which may be extended for one further one-year period. The Governors will be appointed by the Council of Governors"

The R&A and N&A were established on 1st December 2010 and hence a number of Governors would need to stand down from these respective Committees on 1st December 2014.

If the length of time a Governor can serve on either of these Committees is not extended then the provision within the R&A Terms of Reference that the Committee will be Chaired by the Lead Governor will need to be revised.

Patient Experience Group:

"Appointments to the Committee will be for an initial one year period while the initial Terms of Reference are reviewed. Thereafter appointments would normally be for a period of up to three years, which may be extended for one further one-year period."

Membership and Community Engagement Group:

"Appointments to the Committee shall be for a period of up to three years, which may be extended for one further one-year period"

The MEG was established on 15th March 2011. The PEG was established on 18th May 2011. As such current Governors who have served on these Groups since their establishment can remain a member until March 2015 (MEG) and May 2016 (PEG).

Consideration: The Governors should consider whether to increase the length of time a Governor can serve on a group or Committee and whether this should be matched to the length of time a Governor can serve on the Council. A number of Non-Executive Director appointments are due in 2015 and 2016 and hence the requirement for the members of the R&A and N&A to stand down at the end of this year may lead to a loss of experience and knowledge at one time following previous appointments and re-appointments made since the

Trust became a foundation trust. The Governor Constitution Group considered this item in April but believed that the decision should be made by the full Council.

Proposal:

The Council of Governors should consider and agree whether to revise the Constitution to change:

1. the number of terms an elected governor can serve; and
2. the length of time a Governor can serve on a Committee or group.