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

COUNCIL OF GOVERNORS
23rd June 2014

TITLE	**Governor representation**
EXECUTIVE SUMMARY	The paper seeks agreement from the Council of Governors on representation on the Charitable Funds Committee and the Nominations and Appointments working group as part of the plans to merge with Royal Surrey County Hospital. Endorsement is also sought for the Constitution and Governance working group which was established in May.
The Council is asked to:	Discuss and agree representation.
Submitted by:	George Roe, Head of Corporate Affairs
Date:	June 2014
Decision:	For Decision

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Governor representation

1. Introduction

The paper seeks agreement from the Council of Governors on representation on the Charitable Funds Committee and the Nominations and Appointments working group as part of the plans to merge with Royal Surrey County Hospital.

Endorsement is also sought for the Constitution and Governance working group which was established in May.

2. Charitable Funds Committee

The terms of reference of the Charitable Funds Committee (originally approved by Trust Board on 31st January 2013) note attendance of one Governor on the Committee. Following discussion at Board this was revised to two Governors to ensure continuity in the case of a Governor stepping down or not being re-elected.

Request for Governor representation was made at the February 2013 Council with Keith Bradley (Public Governor for Woking & Guildford) and Michele Low (Public Governor for Hounslow) volunteering following that meeting. The first meeting of the Committee was held on 20th November 2013 with Keith Bradley attending.

Michele Low stood down as a Governor with effect from 30th November 2013.

Richard Docketty (Staff Governor – Volunteers) volunteered to attend this Committee following election to the Council with effect from 1st December 2013.

Recommendation:

The Council is requested to approve Keith Bradley and Richard Docketty being the nominated Governor attendees of the Charitable Funds Committee.

3. Royal Surrey County Hospital (RSCH): progression to merger

As part of the progression to the Full Business Case for merger with RSCH two working groups will be established.

3.1 Constitution and Governance working group:

The Constitution and Governance working group has been established to help draft the Constitution of the new merged organisation and recommend approval to the full Council. Some of the key considerations include the construct of the Council of Governors, the length of service of the Governors and the definition of a significant transaction.

It is intended that a Constitution will be presented to the respective Council of Governors and Board of Directors in September for approval in principle prior to submission to Monitor alongside the full business case.

Following request for five Governor volunteers in May the working group has been established comprising 16 members. Eight from ASPH and eight from RSCH. The five Governor members of this group from ASPH are:

- Keith Bradley (Public Governor for Woking and Guildford)
- David Frank (Public Governor for Surrey Heath)
- Sam Lamb (Staff Governor for Admin and Ancillary),
- Steve McCarthy (Public Governor for Elmbridge)
- Michael Smith (Appointed Governor for Woking Borough Council).

To be joined by Aileen McLeish (Chair), Terry Price (Non-Executive Director) and George Roe (Head of Corporate Affairs).

Recommendation:

The Council is requested to endorse the membership of the ASPH contingent of the Constitution and Governance working group.

3.2 Nominations and Appointments working group:

It is the role of the Council of Governors to appoint the Chairman and Non-Executive Directors and approve the appointment of the Chief Executive. The appointment process currently would be led by the Governors Nominations Committee which is chaired by the Chairman of the Trust and Council of Governors.

To enable 'in principle' appointments to be made to the merged organisation (prior to formal ratification by the new Council of Governors) it is proposed to set up a nominations and appointments working group which will contain an equitable split of RSCH and ASPH Governors. It is proposed that the ASPH contingent is represented by the current Nominations and Appointments Committee plus the Lead Governor. Membership would comprise six members:

- Maurice Cohen (Public Governor for Woking and Guildford)
- David Frank (Public Governor for Surrey Heath and Lead Governor)
- Godfrey Freemantle (Public Governor for Hounslow)
- Sue Harris (Staff Governor – Nursing and Midwifery)
- Chris Howorth (Appointed Governor – Royal Holloway)
- Steve McCarthy (Public Governor for Elmbridge)

Recommendation:

The Council is requested to approve the membership of the ASPH contingent of the Nominations and Appointments working group.