

**Executive Summary**  
**Report to the Council of Governors meeting**  
**Held on 30 June 2020**

<b>Subject</b>	Co-opting Members to the Council of Governors
<b>Supporting TEG Member</b>	Sandi Carman, Assistant Chief Executive
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<b>Status<sup>1</sup></b>	Debate and Agree

**PURPOSE OF THE REPORT**

The paper describes arrangements for governors intending to stand for re-election when their term of office expires on 30 June 2020 to be co-opted to the Council of Governors as non-voting members until governor elections can be held.

**KEY POINTS**

- National guidance provides for foundation trusts to stop/delay governor elections where necessary due to the impact of the COVID-19 pandemic.
- With a number of current governors with terms of office expiring on 30 June 2020 governor elections were scheduled to take place between May and June 2020, to elect/re-elect individuals to start a term of office from 1 July 2020.
- In light of the impact of the COVID-19 pandemic the Trust decided to follow national guidance to temporarily postpone the scheduled governor elections. This was ratified at an extraordinary meeting of the Council of Governors on 28 May 2020.
- The Trust does not have the authority to extend terms of office for governors where these are due to expire as the maximum term of office for elected governors is set out in primary legislation (National Health Service Act).
- It is proposed that governors whose term of office expires on 30 June 2020 who have expressed an intention to stand for re-election and wish to remain actively engaged, be offered the opportunity to be co-opted onto the Council of Governors (as non-voting members) permitting them to be present and to participate and support fellow Governors in conducting their function, including the functioning of the Council of Governors.
- The composition/quorum of the Council of Governors is unaffected by the proposal.

**IMPLICATIONS<sup>2</sup>**

<b>AIM OF THE STHFT CORPORATE STRATEGY 2017-2020</b>		<b>TICK AS APPROPRIATE</b>
1	Deliver the Best Clinical Outcomes	X
2	Provide Patient Centred Services	X
3	Employ Caring and Cared for Staff	X
4	Spend Public Money Wisely	X
5	Deliver Excellent Research, Education & Innovation	X

**RECOMMENDATIONS**

The Council of Governors is asked to AGREE to the proposal to permit current governors whose term of office expires on 30 June 2020 who have expressed an intention to stand for re-election, to be co-opted onto the Council of Governors (as non-voting members), permitting them to be present and to participate and support fellow Governors in conducting their function, including the functioning of the Council of Governors and until governor elections can be held.

## Co-opting Members to the Council of Governors

### 1. Purpose of the paper

The paper describes arrangements to co-opt non-voting members to the Council of Governors.

### 2. Background

In light of the impact of the COVID-19 pandemic the Trust decided to follow national guidance to temporarily postpone the Governor elections scheduled for May/June 2020. This was ratified at an extraordinary meeting of the Council of Governors on 28 May 2020.

Vacancies on the Council of Governors arising on 30 June 2020 are shown below:

Vacancies for 2020			
Constituency	Seats	Governor	Reason
Public North	2	- Michelle Cook - Vacant seat	- End of 1 <sup>st</sup> term of office - Uncontested
Public South West	1	Sally Craig	End of 2 <sup>nd</sup> term of office
Public West	1	Wendy Bradley	End of 1 <sup>st</sup> term of office
Patients	2	- Barbara Bell - Steve Jones	- End of 1 <sup>st</sup> term of office - End of 1 <sup>st</sup> term of office
Medical & Dental	1	Vacant seat	Uncontested
AHPs, Scientists, Technicians	1	Karen Smith	End of 1 <sup>st</sup> term of office
Admin, Management, Clerical	1	Vacant	Elected governor left STH
Ancillary, Works, Maintenance	1	Cressida Ridge	End of 1 <sup>st</sup> term of office

Governors are elected for terms of office of three years. Under the Trust's Constitution they may serve a maximum of three such terms. The Trust does not have the authority to extend terms of office for governors where these are due to expire as the three year maximum term of office for elected governors is set out in primary legislation (National Health Service Act).

It was noted at the extraordinary Council of Governors meeting that interim arrangements would be developed for governors affected by the postponement of governor elections. The situation would be reviewed on a month by month basis and would be discussed at the Council of Governors' meeting on 30 June 2020.

### 3. Proposal to Co-Opt members to the Council of Governors

As noted above, it is not possible to extend the three year maximum term of office for elected governors as this is set in statute and hence those terms of office that are due to expire at the end of June 2020 will do so. However, as agreed at the extraordinary meeting of the Council of Governors interim arrangements have been developed to allow current governors with terms of office expiring on 30 June 2020 to continue to be actively engaged with the Trust.

Where Governors ending their term of office intend to stand for re-election, when the Trust considers it is appropriate to hold elections, and who wish to remain engaged, although they will cease to be 'official' STH Governors, the proposed interim arrangements would allow those individuals to continue to be actively involved in the affairs of the Trust until elections can be held. It is proposed to co-opt individuals onto the Council of Governors (as non-voting members) permitting them to be present and to participate and support fellow Governors in conducting their function, including the functioning of the Council of Governors.

As co-opted governors will be non-voting members the Trust will avoid, where possible, introducing matters to the Council of Governors that require a formal decision.

The majority of Governors whose term of office expires on the 30 June 2020 have expressed a wish to stand for re-election and therefore are covered by this paper. The Governor representing the Public West constituency has indicated their intention not to stand for re-election.

#### **4. Quorum and composition of Council of Governors**

The Trust Constitution (Page 12, para 13.5) requires that “the Council of Governors shall at all times be constituted so that governors elected from the Public and Patient Constituencies are in the majority.” The Standing Orders of the Council of Governors (Trust Constitution - Annex 3, page 69 Para 4.16) provides that “No business shall be transacted at a meeting of the Council of Governors unless one-third (11) of the whole number of the governors are present including at least five public governors, one patient governor and one staff governor.” The proposal to co-opt members to the Council of Governors does not affect the composition or quorum of the Council.

#### **5. Recommendation**

The Council of Governors is asked to AGREE to the proposal to permit current governors whose term of office expires on 30 June 2020 who have expressed an intention to stand for re-election, to be co-opted onto the Council of Governors (as non-voting members), permitting them to be present and to participate and support fellow Governors in conducting their function, including the functioning of the Council of Governors and until governor elections can be held.