

The Hillingdon Hospitals NHS Foundation Trust
Meeting of the Council of Governors (Part I)
Tuesday 11 February 2020 at 6.30 – 8.30 pm
Education Centre, Hillingdon Hospital

AGENDA

	Item	Lead	
1	Welcome and Apologies for Absence	Chair	Verbal
2	Declarations of Interest	Chair	Verbal
3	Minutes of the meeting held on: 10 October 2019	Chair	Minutes
4	Matters Arising		
5	Chair's Introduction	Chair	Verbal
6	Chief Executive's Report	CEO	Presentation
7	Changes to Trust Constitution	TS	Report
8	NED Report	Janet Campbell	Verbal
9	Any Other Business	Chair	Verbal
10	Questions from the Public	Chair	Verbal
11	Feedback by Governors on the meeting	Chair	Verbal
	Date of Next Meeting: 5 May 2020		

NB: Governors who are unable to attend the meeting are asked to submit any apologies in advance to the Interim Trust Secretary on 01895 279976, or email michael.wood@good-governance.org.uk. Governors Only meeting to start at 5pm: NEDs to join the meeting at 6pm

THE HILLINGDON HOSPITALS NHS FOUNDATION TRUST

MINUTES OF THE COUNCIL OF GOVERNORS PART I

Tuesday 10 October 2019 at 6:30 pm

EDUCATION CENTRE, HILLINGDON HOSPITAL

Present:

Sir Amyas Morse, Chair
Tony Ellis, Lead Governor (Public)
Graham Bartram, Public Governor
Ian Bendall, Public Governor
Des Brown, Public Governor
Ian Burnell, Public Governor
Rosemary Jenkins, Public Governor
Robin Launder, Public Governor
Ahmet Moustafa, Public Governor
Kamran Qureshi, Public Governor
Mohan Sharma, Public Governor
Marian Thompson, Public Governor
Rekha Wadhvani, Public Governor
Dr Ari Basu, Staff Governor
Jack Creagh, Staff Governor
Gillian Pearce, Staff Governor
Lubna Hussain, Staff Governor
Sheila Kehoe, Staff Governor
Lynn Hill, Appointed Governor
Angela Joseph, Appointed Governor
Mary O'Connor, Appointed Governor

In Attendance:

Sarah Tedford, Chief Executive
Dr Linda Burke, NED
Professor Soraya Dhillon, NED
Simon Morris, NED
Richard Whittington, NED/SID
Michael Wood, Interim Trust Secretary

Members of the Public:

John Rogers; Armelle Thomas

1.	<p>Welcome and Apologies for Absence</p> <p>The Chair welcomed all to the meeting. Apologies for absence were received from: Liz Bunker (Staff Governor); Mandy O'Brien (Public Governor) and Natasha Wills (Appointed Governor)</p>	
2.	<p>Declarations of Interest</p> <p>There were no Declarations of Interest.</p>	
3.	<p>The Minutes of the meeting held on 9 July 2019 were approved as an accurate record of the meeting, subject to it being noted that Liz Bunker was a Staff, not a Public Governor.</p>	
4.	<p>Matters Arising and Action Log</p> <p>There were no matters arising or actions to follow up.</p>	
5.	<p>Chair's Introduction</p> <p>The Chair introduced himself to Council, this being his first meeting as Chair. Governors learned that the Chair had established a good and effective working relationship with the Executive. The Trust faced many challenges, not least in terms of finances and its estate, the recent relocation of the Paediatrics Department being a topical example. However, the Chair was confident that the Trust had a good case to present for re-development and for being part of the wider North-West London health strategy.</p>	
6.	<p>Chief Executive's Report</p> <p>The Chief Executive expanded further on the Chair's reference to the need to relocate the Trust's Paediatric Department (one of the newest buildings on site), and paid tribute to staff and patients for their significant role in achieving a smooth decant in a short period of time.</p> <p>In response to a Governor question in respect of the children's play area, it was commented that a temporary indoor facility would be provided. It was confirmed that safety matters had been uppermost in temporarily relocating the Department to the Tower building.</p> <p>The CEO provided Governors with an update on the catering survey it being reported that most activity in the Choices Restaurant was</p>	

	<p>before 3pm. It had been proposed, therefore, that a better range of vending machine options and an increased seating area for staff. The changes would be kept under review. Governors commented that this provided a good compromise.</p>	
<p>7.</p>	<p>NED Presentation</p> <p>The Chair invited Simon Morris (SM) to present a short report to Council as a newly –appointed NED. Council learned that SM was a trained social worker who had worked across three local authorities, and with substantial experience of working in the voluntary sector as CEO of Jewish Care, one of the largest UK charities.</p> <p>Commenting on his role as a NED, SM commented that he had been appointed as Chair of the Trust’s Charitable Funds Committee, Vice-Chair of the People Committee and was also a member of the Audit & Risk Committee. He stated that he was committed to ensuring that the potential of volunteers could be harnessed more fully in support of the Trust as part of a Volunteer Strategy (including close liaison with PALS) that was being developed.</p> <p>The Chair thanked SM for his report.</p>	
<p>8.</p>	<p>Proposed Changes to the Constitution</p> <p>The Interim Trust Secretary introduced discussion of proposed changes to the Trust’s Constitution, namely:</p> <p>a) In extending the term of Public Governor appointments beyond the maximum of nine years, Section 13.3 of the Constitution to be amended to state that:</p> <p style="text-align: center;">An Elected Governor shall be eligible for re-election at the end of his/her term (whether elected consecutively or otherwise);</p> <p>b) Section 4.28, Annex 9 of the Constitution be amended to state that:</p> <p style="padding-left: 40px;">Appointment as Lead Governor will normally be for a one-year term. Following the end of each annual term of office, if more than one nomination is received, then an election for the position will take place. The Lead Governor to serve up to three, one year terms of office; and in special circumstances, will be able to serve for additional consecutive years, subject to the approval of Council.</p>	

	<p>Arising out of detailed discussion, Governors made the following observations:</p> <ul style="list-style-type: none"> • it was important for Council membership to be renewed and that a nine year term was sufficient; • at a time of significant change, it was appropriate for the Trust to have stability and continuity at least in the short-term; • succession planning was important and needed to be treated as a priority by Council; • any extension to the term of the Lead Governor should be limited and reflect special circumstances, to be approved annually by Council. <p>The Trust Secretary proposed that the helpful comments of Governors being taken into consideration in reflecting on the suggested changes to the Constitution.</p> <p>Council agreed that revised changes to the Constitution be drafted (in further consultation with the Trust’s legal advisers), Governors being invited to comment on the proposed changes via email. The feedback received would then be considered by the Governors’ Nominations & Remuneration Committee.</p>	
<p>9.</p>	<p>Report on Governor Elections, 2020</p> <p>Council approved the election process for Governors for 2020, it being noted that the nomination period would open on 2 March, with voting opening on 13 April and closing on 30 April.</p>	
<p>10.</p>	<p>Duties of Governors</p> <p>The Lead Governor presented a paper setting out the core Duties of Governors which it was agreed should be issued to all prospective candidates as part of the forthcoming election process, subject to a revised wording in respect of PLACE undertakings.</p> <p>Arising out of discussion on Governor activities more widely within the Trust, it was further agreed that Governors should provide periodic short summaries of the activities they had carried out.</p>	

11.	<p>Any Other Business</p> <p>With regard to the on-going Ward Accreditation programme, the Chief Executive welcomed the involvement of Governors, it being noted that more information would be provided once the new Chief Nurse was in post.</p> <p>In respect of providing Council with an update on IT/digital developments, it was agreed that the Chief Information Officer would provide a briefing at a future Governors’ briefing session.</p> <p>The Chief Executive confirmed that the Director of Estates was carrying out a review of the seating and heating in the main entrance which was welcomed by Council.</p>	
12.	<p>Questions from the Public</p> <p>In response to a question on cleaning, the Chief Executive commented that a review of cleaning Trust-wide was being carried out designed to improve standards.</p> <p>As part of Governor responsibilities, it was proposed that individual Governors should endeavour to identify four new members every year.</p>	
13.	<p>Feedback by the Governors on the meeting</p> <p>Governors were of the view that the meeting had been rich in discussion and that the less formal seating arrangement should continue.</p> <p>The Chair thanked everyone for their contribution to the meeting.</p>	
14.	<p>Date of next meeting</p> <p>The date of the next meeting was confirmed as Tuesday 11 February 2020.</p>	

Amendments to Trust Constitution

1. Following detailed discussion at Council on 10 October 2019 in respect of proposed amendments to the Trust's Constitution, it was agreed that revisions to the proposals be made (taking further advice from the Trust's legal advisers) and circulated to Governors for comment.
2. Governors were invited to comment on the revised amendments below, with 77% of those responding being in favour of the changes, namely:
 - a) In the interests of continuity to allow Elected Governors to continue to serve on the Council at a critical period in the Trust's transformation and development, **Section 13.3** of the Constitution be amended to state that:

An Elected Governor, who has served the maximum period of nine years, shall, in special and time-limited circumstances, be eligible for re-election at the end of his/her term (whether elected consecutively or otherwise), for a further period of no more than two years, subject to the approval of Council;
 - b) **Section 4.28, Annex 9** being amended to state:

Appointment as Lead Governor will normally be for a one-year term.

Following the end of each annual term of office, if more than one nomination is received, then an election for the position will take place. The Lead Governor to serve up to three, one year terms of office; and in special and time-limited circumstances, will be able serve for an additional two years, subject to the approval of Council.
3. Council is invited to **approve** the above amendments to the Trust's Constitution.

Michael Wood
Interim Trust Secretary