

Extraordinary Council of Governors Meeting

Date and Time: Wednesday 15 March 2017, 17:30 – 18:00
Venue: Hyde Park Room, 1st Floor, Lanesborough Wing

Time	Item	Subject	Action	Lead	Format
OPENING ADMINISTRATION					
17:30	1.1	Welcome and Apologies	-	Chairman	-
	1.2	Declarations of Interest	-	All	Verbal
	1.3	Minutes of Meeting held on 16 February 2017	Approve	Chairman	Paper
EXECUTIVE DIRECTOR ROLES					
17:35	2.1	Approval of CEO Appointment – <i>to follow</i>	Approve	Chairman	Paper
	2.2	Approval to extend Term of Office for Associate Non-Executive Director	Approve	Chairman	Paper
	2.3	Update on Executive Director Recruitment	Inform	Chairman	Oral
CLOSING ADMINISTRATION					
17:55	3.1	Any Other Business	-	All	Verbal
	3.2	Date and Time of Next Meeting	Inform	Chairman	Verbal
18:00		Close			

Date and Time of Next Meeting: 17 May 2017 at 10:30, H2.5 Boardroom

Council of Governors: Purpose, Membership, Quoracy and Meetings

Council of Governors Purpose:	The general duty of the Council of Governors and of each Governor individually, is to act with a view to promoting the success of the Trust so as to maximise the benefits for the members of the Trust as a whole and for the public.
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Membership and Those in Attendance		
Members	Designation	Abbreviation
Sir David Henshaw	Chair	Chair
Gail Adams	Public Governor, South West Lambeth	GA
Sue Baker	Public Governor, Merton	SB
Mia Bayles	Public Governor, Rest of England	MB
Patrick Bower	Appointed Governor, Wandsworth CCG	PB
Nigel Brindley	Public Governor, Wandsworth	NB
Val Collington	Appointed Governor, Kingston University	VC
Anneke de Boer	Public Governor, Merton	AB
Jenni Doman	Staff Governor, non-clinical	JD
David Flood	Staff Governor, Nursing & Midwifery	DF
Frances Gibson	Appointed Governor, St George's University	FG
Stuart Goodden	Public Governor, Wandsworth	SG
Mike Grahn	Appointed Governor, Healthwatch Wandsworth	MG
Will Hall	Staff Governor, Allied Health Professionals	WH
Hilary Harland	Public Governor, Merton	HH
Tim Hodgson	Appointed Governor, Merton CCG	TH
Kathryn Harrison	Public Governor, Rest of England	KH
Robin Isaacs	Public Governor, Rest of England	RI
Philip Jones	Appointed Governor, Merton Council	PJ
David Kirk	Public Governor, Wandsworth	DK
Yvonne Langley	Public Governor, Wandsworth	YL
Dagan Lonsdale	Staff Governor, Doctors and Dental	DL
Sarah McDermott	Appointed Governor, Wandsworth Council	SM
Derek McKee	Public Governor, Wandsworth	DM
Noyola McNicolls-Washington	Staff Governor, Community Services	NM
Simon Price	Public Governor, Wandsworth	SP
Stephen Sambrook	Public Governor, Rest of England	SS
Khaled Simmons	Public Governor, Merton	KS
Secretariat		
Fiona Barr	Corporate Secretary and Head of Corporate Governance	Corp Sec
Richard Coxon	Membership & Engagement Manager	

Council of Governors	The quorum for any meeting of the Committee shall be at least one third of the Governors present.
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**Council of Governors Meeting
16 February 2017
H2.7 Boardroom, 2nd Floor, Hunter Wing**

Name	Title	Abbreviation
PRESENT		
Sarah Wilton	Non-Executive Director	NED
Kathryn Harrison	Public Governor, Rest of England	KH
Stephen Collier	Non-Executive Director	NED
Thomas Saltiel	Non-Executive Director	NED
Ann Beasley	Non-Executive Director	NED
Sue Baker	Public Governor, Merton	SB
Anneke de Boer	Public Governor, Merton	AB
Jenni Doman	Staff Governor, Non-Clinical	JD
Khaled Simmons	Public Governor, Merton	SE
David Flood	Staff Governor, Nursing & Midwifery	DF
Hilary Harland	Public Governor, Merton	HH
Robin Isaacs	Public Governor, Rest of England	RI
Philip Jones	Appointed Governor, Merton Council	PJ
David Kirk	Public Governor, Wandsworth	DK
Yvonne Langley	Public Governor, Wandsworth	YL
Nigel Brindley	Public Governor, Wandsworth	NB
Simon Price	Public Governor, Wandsworth	SP
Sarah McDermott	Appointed Governor, Wandsworth Council	SM
Derek McKee	Public Governor, Wandsworth	DMK
Patrick Bower	Appointed Governor, Wandsworth CCG	PB
Frances Gibson	Appointed Governor, St George's University	FG
Mike Grahn	Appointed Governor, Healthwatch Wandsworth	MG
Will Hall	Staff Governor, Allied Health Professionals	WH
Dagan Lonsdale	Staff Governor, Clinical and Dental	DL
Stephen Sambrook	Public Governor, Rest of England	SS
Paul Linehan	Interim Head of Governance	PL
Richard Hancock	Director of Estates & Facilities	RH
APOLOGIES		
Sir David Henshaw	Non-Executive Director	DH
Mia Bayles	Public Governor, Rest of England	MB
Stuart Goodden	Public Governor, Wandsworth	SG
Tim Hodgson	Appointed Governor, Merton CCG	TH
Noyola McNicolls-Washington	Staff Governor, Community Services	NM
Gail Adams	Public Governor, South West Lambeth	GA
Val Collington	Appointed Governor, Kingston University	VC
Jenny Higham	Non-Executive Director	NED
Sir Norman Williams	Non-Executive Director	NED
Gillian Norton	Non-Executive Director	NED
SECRETARIAT		
Fiona Barr	Interim Corporate Secretary & Head of Corporate Governance	Co Sec
Richard Coxon	Membership & Engagement Manager	

OPENING ADMINISTRATION

1 Welcome and Apologies

1.1	In the absence of the Trust Chair Sarah Wilton, Deputy Chair, presided the meeting though Kathryn Harrison, Lead Governor, led the meeting.
1.2	Apologies were received from Gail Adams, Mia Bayles, Anneke de Boer, Val Collington, Stuart Goodden, Tim Hodgson and Noyola McNicolls-Washington.
1.3	The four recently elected Governors were welcomed – Nigel Brindley, Simon Price, Khaled Simmons and Stephen Sambrook. Thanks were given to Sheila Eden, Felicity Merz and Doulla Manolas who were unsuccessful in being re-elected.

1.4	It was also noted that Douglas Guerrero had stepped down as Appointed Governor for Healthwatch Merton due to ill health and thanks was noted for his contribution.
1.5	Jan Poloniecki, who passed away suddenly before Christmas, was also acknowledged for his contribution to the Council.
2 Declarations of Interest	
2.1	There were no declarations of interest. MEM asked all Governors present to complete an annual Declarations of Interest form before they left the meeting today and would send to anyone not in attendance.
3 Minutes of Meeting held on 15.12.16 and Matters Arising	
3.1	The minutes were accepted as a true and accurate record of the meeting held on 15.12.16 except to add attendance of KH.
3.2	RI asked whether the Fit and Proper Persons Test (FPPT) Policy could be circulated to the Governors and asked how references were taken up for appointments to the Board.
3.3	<p>The Co Sec confirmed that the FPPT policy would be circulated for information and that on appointment all appropriate checks are carried out. If a recruitment consultant is used, they would take up references and carry out certain FPPT checks.</p> <p>ACTION: Fit and Proper Persons Test Policy to be circulated. This was circulated on 23.02.17.</p>
4 Update from the Chair and Lead Governor	
4.1	SB reported that five candidates had been shortlisted to be interviewed for the role of CEO on 09.03.17 and Andrew Morris from Frimley NHS FT would be the Independent Assessor on the panel. Three focus groups were planned for 07.03.17 and details would be circulated to Governors in due course.
4.2	SW mentioned that she had been at a meeting at NHSI this week with other members of the Board and they were concerned about the year end financial position. The figure has been revised down to a £71m year end deficit, which included the recycling of five million of fines. The recovery of income for activity undertaken in 2016-17 but not billed was also being investigated.
5 Update from the Nomination & Remuneration Committee	
	<p>SB gave an update from yesterday's Nomination & Remuneration Committee meeting:</p> <ul style="list-style-type: none"> i) <u>Appointment of a New Chair</u> – The Committee had approved the selection of Gillian Norton as new Chair to recommend to the CoG. A show of hands gave an endorsement of this with one absention. Agreed ii) <u>Extension of Interim Chair</u> – In the absence of documentation from NHSI to confirm the Chair's extension beyond 31.01.17, the Committee agreed that

	<p>they were willing to support an extension of Sir David Henshaw's term until the end of March 2017 or the completion of suitable handover period with incoming Chair. Agreed</p> <p>iii) <u>Regularisation of Terms of Service</u> - It had been identified by the Corporate Office that the terms of service for the NEDs were inconsistent. As they all should be on the same terms of 4-6 days a month requirement as advertised rather than 2.5 days in their appointment letters. This had been discussed with the NEDs concerned and new letters of appointment should be issued with correct number of days included. Agreed</p>
6 Results of Governor Elections & Register of Council of Governors	
6.1	<p>The Co Sec addressed the CoG on the recent elections and register of the Governors and their terms of office. There would be further elections held later this year when 11 Governors would come to the end of their three year terms.</p>
7 Quality Account Indicators 2016-17	
7.1	<p>Paul Linehan, Interim Head of Governance, introduced a paper on choosing the voluntary Quality Indicators for the coming year. This was a requirement so that the auditors can measure performance so its important to choose indicators that can be quantified and measured. It was agreed for Governors to give some consideration to which Indicators to choose and it was suggested that a sub-group of Governors meet to discuss and develop further.</p> <p>ACTION: a sub-group meeting to be arranged. A meeting has been arranged for 16.03.17.</p>
8 Overview of Membership 2016-17 and Next Steps for 2017-18	
8.1	<p>The Co Sec presented an annual Overview of Membership report for 2016-17. It was acknowledged that Foundation Trusts were no longer increasing their membership numbers as previously but maintaining their current numbers to have <i>quality of engagement</i> with members rather than a <i>greater quantity</i> of members. It was noted that the member talks remain popular and Governors could take it in turns to 'chair' these talks if they wished.</p>
8.2	<p>i) The proposal going forward is to maintain our membership numbers through the monthly 'Meet your Governor' stand in reception as well as continuing to hold health talks and perhaps hold the more popular topics more than once a year eg Dementia. The Membership & Engagement Committee to be relaunched with suggestions for a new Chair.</p> <p>ACTION:</p> <ul style="list-style-type: none"> i) MEM to email ToR to Governors. These were circulated on 17.02.17. ii) Develop a programme of Health Talks for 2017-18. iii) Governors to identify which talks they would like to 'chair' once programme has been developed.

9 Estates Update	
9.1	RH gave a presentation of where the Trust is with its two part estates programme which goes beyond 2020. All of the portacabins and Victorian buildings on site are being demolished and removed. A 250 desk modular building would be installed on the Wandell site and finance clerical staff have moved to 120 The Broadway in Wimbledon with more potentially moving as space became available.
9.2	The movement of staff was being kept to a minimum but unfortunately some staff have to be moved several times to enable essential renovation works to be completed. There is currently no agreed forward funding though a bid for £295m for capital works has been made to NHSI. We are in discussions with Moorfields about a four storey £35m building and looking at where this can best be positioned on site. All estate improvements were agreed under the Clinical Strategy and what is needed to provide safe services for patients.
9.3	DK asked about Crossrail 2 and whether a Station at Tooting Broadway would affect the St George's site. RH responded that at present a decision had not yet been made by TFL and centrally NHS England monitor how this could affect the Trust, however work is not due to start until 2030.
10 Governors Web Portal and Contact with Members	
10.1	The MEM thanked DMK for providing a password protected online web portal for Governors. There was general discussion about how to use the site. It was noted that a number of Governors had not yet tried the site. It was agreed that it should not duplicate existing publicly available information.
10.2	Governors were asked to use the Web Portal and feedback any comments or suggestions for improvement to DMK or MEM. If Governors felt that improvements could be made to the Trusts website pages, these could also be given to the MEM. ACTION: i) New Governors to be given login details for Web Portal. Details sent 17.02.17. ii) All Governors to try web portal and provide feedback. iii) Governors to feedback website improvements to MEM.
11 Governors Committees	
11.1	The current members of the Nomination & Remuneration Committee had been on the Committee for two years. The Terms of Reference (ToR) provided for the membership to be reviewed and refreshed. Similarly, there was a need to rejuvenate the Membership & Engagement Committee and look at whether there are areas such as Quality and Workforce where Committees could agreed.
11.2	It was agreed that the ToR be circulated to Governors with invitation for expressions of interest. This would be discussed at the Away Day. ACTION: ToR for Nomination & Remuneration and Membership & Engagement Committees to be circulated. These were circulated on 17.02.17.

Closing Administration	
12 Items for future meetings:	
12.1	<ul style="list-style-type: none"> • Draft Quality Report • Gender Pay Reporting • CoG Away Day • Annual Cycle of Business • HR Capacity & Demand Model • CoG Effectiveness Review • NED Appraisals 2016-17 • Election of Lead Governor
13 Any Other Business	
13.1	None
14 Date and Time of Next Meeting:	
14.1	17 May 2017 in H2.5, 2 nd Floor, Hunter Wing

Meeting Title:	Council of Governors		
Date:	15 March 2017	Agenda No	2.1
Report Title:	Appointment of New Chief Executive Officer		
Lead:	Fiona Barr, Interim Corporate Secretary and Head of Corporate Governance		
Report Author:	Richard Coxon, Membership & Engagement Manager		
Freedom of Information Act (FOIA) Status:	Unrestricted		
Presented for:	Approval		
Executive Summary:	This paper summarises the recent Chief Executive Officer recruitment.		
Recommendation:	The Council of Governors is invited to approve the new Chief Executive Officer.		
Supports			
Trust Strategic Objective:	To appoint a new Chief Executive Officer following approved procedures.		
CQC Theme:	Addresses all five key themes: Safe, Effective, Caring, Responsive and Well-led		
Single Oversight Framework Theme:	Well-led		
Implications			
Risk:	N/A		
Legal/Regulatory:	The NHS Foundation Trust Code of Governance.		
Resources:	There are no resource implications.		
Previously Considered by:	The Governors have been involved in the focus groups and the interview panel	Date	07.03.17 09.03.17
Equality Impact Assessment:	Equal Opportunities Monitoring Report completed by Gatenby Sanderson		
Appendices:	Appendix 1 - Recruitment Summary Appendix 2 – Biographical Details		

**Recruitment of New Chief Executive Officer
Council of Governors, 15 March 2017**

1.0 PURPOSE

- 1.1 The purpose of this paper is to invite the Council of Governors to approve the appointment of the Chief Executive Officer for St George's.

2.0 BACKGROUND

- 2.1 The Non-Executive Directors (NEDs), including the Chair, are responsible for appointing or removing the Chief Executive Officer, not the Council of Governors. However, the Council of Governors has a key role in *appointing* the CEO.
- 2.2 The guidance document *Your Statutory Duties: A reference guide for Foundation Trust Governors* explains that the Council of Governors has to approve that decision to appoint a CEO to a Foundation Trust and can veto the appointment of a particular candidate only if there are legally sound reasons, including on the role scope or description.
- 2.3 If a majority of Governors attending a meeting approves the appointment, it can go ahead. In rare cases, the Council of Governors may decide not to approve the candidate but must give legitimate, factual and legally sound reasons for withholding its approval.

3.0 RECRUITMENT PROCESS

- 3.1 Good practice for recruiting a CEO is to involve the Governors in the process, to share with them the role description and person specification and explain how the chosen candidate meets the requirement. The recruitment summary is attached at Appendix 1.
- 3.2 The recruitment process was supported by Gatenby Sanderson, Executive Recruitment Consultants and started on 06.01.17. There were 12 applications received which was shortlisted to five candidates. The Council of Governors was updated on the process at its meeting on 16.02.17.
- 3.3 The five candidates met with three focus groups on 07.03.17 made up of Executive Directors; Divisional Directors and Chairs as well as Governors and external stakeholders. Feedback from these focus groups was fed into the interview panel.
- 3.4 The interviews took place on the 09.03.17 and with an interview panel comprising the Chair Designate, Gillian Norton, five NEDs, a Governor representative and an independent assessor who was Andrew Morris from NHS Frimley Health Foundation Trust.
- 3.5 The panel was unanimous in choosing Jacqueline Totterdell as the new CEO for St George's. Her profile, which has been previously circulated to the Governors as part of this process, is attached at Appendix 2.

4.0 RECOMMENDATION

- 4.1 Following a process led by the NEDs, and supported by external recruitment consultants, the Council of Governors is invited to approve the appointment of Jacqueline Totterdell as the new Chief Executive Officer for St George's.

Author: Richard Coxon, Membership & Engagement Manager
Date: 14.03.17

Appendix 1

Chief Executive Officer Recruitment Summary

Background

07.01.17 - Gatenby Sanderson, Executive Recruitment Consultants started the search for suitable candidates.

18.01.17 – advert in the Sunday Times

06.02.17 – closing date and 16 applications received

08.02.17 – shortlisted to five candidates

07.03.17 – Focus Groups and Tour

09.03.17 – CEO Interviews

09.03.17 – Board Nomination & Remuneration Committee met at 18:00pm

16.03.17 – Council of Governors meeting, 16:30pm

Focus Groups and Tour – 07.03.17

Five very strong candidates were shortlisted with NHS backgrounds. The candidates attended three focus groups during the day, comprised of internal and external stakeholders, and then were given a tour of the site with Richard Hancock, Estates and Facilities Director.

The feedback from each 30 minute focus group was fed through to the interview panel. The content and attendance at the focus groups is set out below:

Focus Group A - Executive Directors
<p>Topic – The Trust is currently under pressure with regard to performance and has been assessed to be in breach of its license in terms of finance and governance and placed into ‘special measures’ for quality as a result of last year’s CQC visit.</p> <p>Please discuss with the group how you will work with the executive team to lead the Trust to turn that performance around.</p>
Avey Bhatia, Chief Nurse
Iain Lynam, Chief Restructuring Officer
Andy Rhodes, Acting Medical Director
Chris Rolfe, Associate Director of Communications
Facilitator - Mark Gammage, HR Adviser to the Board

Focus Group B – Senior Managers & Clinicians

Topic – In 2016 the Trust was rated as inadequate by the CQC and then placed in special measures by NHS Improvement.

Please discuss with the group how you will work with them to engage and motivate the workforce to achieve the required improvement.

Helene Anderson, Divisional Director of Nursing and Governance, Surgery, Theatres, Neurosciences & Cancer Division

Maxine Armantrading, Acting Divisional Director, Nursing & Governance

Alison Benincasa, Divisional Chair, Community Services Division

Andy Clifton, Clinical Director, Neurosciences

Chloe Cox, Divisional Director of Operations, Surgery, Theatres, Neurosciences and Cancer Division

Helen McHugh, Divisional Director, Nursing & Governance, Children's, Women's, Diagnostics, Therapeutics and Critical Care Division

Stuart Reeves, Divisional Director of Operations, Community Services Division

Justin Richards, Divisional Chair, Surgery, Children's, Women's, Diagnostics, Therapeutics and Critical Care Division

Facilitator – Annabel Goodwin (external)

Focus Group C – Governors & External Stakeholders

Topic – The recent Staff Satisfaction Survey and Patient Care surveys have been poor.

Please discuss with this group how you will develop the culture and morale across the Trust to improve performance in all areas.

Mia Bayles, Public Governor, Rest of England

Nigel Brindley, Public Governor, Wandsworth

Brian Dillon, Chair, Healthwatch Merton

Mike Grahm, Appointed Governor, Healthwatch Wandsworth

Will Hall, Staff Governor, Allied Health Professionals

Hilary Harland, Public Governor, Merton

Robin Isaacs, Public Governor, Rest of England

Cllr Jim Maddan, Wandsworth Council

Cllr Sarah McDermott, Appointed Governor, Wandsworth Council

Simon Price, Public Governor, Wandsworth

Thomas Saltiel, Associate Non-Executive Director

Stephen Sambrook, Public Governor, Rest of England

Khaled Simmons, Public Governor, Merton

Lucie Walters, Chief Operating Officer, Wandsworth CCG

Facilitator – Viv Walton (external)

Each candidate was interviewed for 45 minutes on the 09.03.17. The members of the interview panel are set out below:

Interview Panel – Room 52, 1st Floor Grosvenor Wing
Gillian Norton – Chair
Sue Baker – Governor representative
Ann Beasley – Non-Executive Director
Stephen Collier - Non-Executive Director
Mark Gammage – HR representative
Jenny Higham - Non-Executive Director
Andrew Morris – CEO, Frimley NHS FT
Sir Norman Williams - Non-Executive Director
Sarah Wilton - Non-Executive Director

After interviewing all the candidates, the panel was unanimous in its decision to recommend the appointment of Jacqueline Totterdell as the new Chief Executive Officer.

The Board Nominations & Remuneration Committee met at 18:00 to agree the recommendation to be put forward to the Council of Governors on the 15.03.17 that Jacqueline Totterdell be appointed as the new permanent Chief Executive Officer. HR have taken up references and Gatenby Sanderson have undertaken a fit and proper persons test and we will do the same for our own records.

Richard Coxon
Membership & Engagement Manager
14.03.17

Appendix 2

Mrs Jacqueline Totterdell

Present Role: Chief Operating Officer at Barts Health NHS Trust

Jacqueline was requested by the London Regional TDA Director to be part of the Executive Team to turnaround Barts Health and took the role of Chief Operating Officer in October 2015. Here she is responsible for five hospital sites (St Barts, Royal London, Mile End, Newham University and Whipps Cross), Estates & Facilities, 12,000 staff and a £1bn budget. She has worked with partners including CCGs, Community & Mental Health Trusts and General Practice across the North East London STP footprint, been responsible for three PFI buildings and the completion of Barts Heart Centre.

Prior to this, Jacqueline was Chief Executive of West Middlesex University Hospital NHS Trust from March to October 2015 having been asked by the Trust Development Authority to stabilise the Trust and lead on the acquisition by Chelsea & Westminster NHS Foundation Trust.

Before this, she worked at Sherwood Hospitals NHS Foundation Trust from October 2014 to March 2015 where she supported the Trust and CEO towards moving out of special measures. She mentored the CEO and continues to mentor the current acting CEO as requested by the Chairman and NHSi. From 2011 to 2014, Jacqueline was Chief Executive for Southend University Hospital NGS Foundation Trust. Here she improved governance and implemented quality measures. She led a cultural change programme which moved staff from being in the worst 20% in the national survey to around the top 25%.

Previously, from 2006 to 2011, Jacqueline was COO/Deputy CEO for The Hillingdon Hospitals NHS Foundation Trust. Before this, she was Director of Performance, Improvement & Information/Director of Modernisation at Barnet & Chase Farm Hospital NHS Trust from 2002 to 2006 and earlier Service Improvement Manager for Modernisation Agency from 2000 to 2002. Jacqueline has 15 years as a Trust Board Director with five of these as a Chief Executive.



Meeting Title:	Council of Governors		
Date:	15 March 2017	Agenda No	2.2
Report Title:	Approval to extend Term of Office for Associate Non-Executive Director		
Lead:	Fiona Barr, Interim Corporate Secretary and Head of Corporate Governance		
Report Author:	Richard Coxon, Membership & Engagement Manager		
Freedom of Information Act (FOIA) Status:	Unrestricted		
Presented for:	Approval		
Executive Summary:	This paper proposes to extend the term of office for Thomas Saltiel, Associate Non-Executive Director		
Recommendation:	The Council of Governors is invited to approve the extension of the term of office for Thomas Saltiel, Associate Non-Executive Director, until 30.06.17. This is a recommendation which was made by the Nomination & Remuneration Committee on 15.02.17		
Supports			
Trust Strategic Objective:	To follow approved procedures.		
CQC Theme:	Addresses all five key themes: Safe, Effective, Caring, Responsive and Well-led		
Single Oversight Framework Theme:	Well-led		
Implications			
Risk:	N/A		
Legal/Regulatory:	The .		
Resources:	There are no resource implications.		
Previously Considered by:	Nomination & Remuneration Committee on	Date	15.02.17
Equality Impact Assessment:	N/A		
Appendices:	None		

**Approval to extend Term of Office for Associate Non-Executive Director
Council of Governors, 15 March 2017**

1.0 PURPOSE

- 1.1 The purpose of this paper is to seek approval to extend the term of office for Thomas Saltiel, Associate Non Executive Director (NED).

2.0 BACKGROUND

- 2.1 On 25.08.17, Thomas Saltiel was appointed as interim Associate NED for a term of three months. At the Nomination & Remuneration Committee on 26.10.17, it was agreed that his term of office could be extended to 28.02.17 or until an Associate NED could be appointed.
- 2.2 At the Nomination & Remuneration Committee on 15.02.17, it was agreed that a recommendation to extend Thomas's term of office be put to the Council of Governors. It was recommended that the term be extended until 30.06.17; this would allow sufficient time for the incoming Chair, Gillian Norton, to consider recruitment to the NED position which she would vacate on 31.03.17 and to the role of Associate NED.

3.0 RECOMMENDATION

- 3.1 The Council of Governors is invited to approve the extension of the term of office for Thomas Saltiel, Associate NED, until 30.06.17. This is a recommendation which was made by the Nomination & Remuneration Committee on 15.02.17

Author: Richard Coxon, Membership & Engagement Manager
Date: 10.03.17

Meeting Title:	Council of Governors		
Date:	15 March 2017	Agenda No	
Report Title:	Appointment of Senior Independent Director		
Lead:	Fiona Barr, Interim Corporate Secretary and Head of Corporate Governance		
Report Author:	Richard Coxon, Membership & Engagement Manager		
Freedom of Information Act (FOIA) Status:	Unrestricted		
Presented for:	Approval		
Executive Summary:	The purpose of this paper is propose the appointment of the Senior Independent Director.		
Recommendation:	The Council of Governors is invited to approve the appointment of Sir Norman Williams as Senior Independent Director from 01.04.17.		
Supports			
Trust Strategic Objective:	Well-led Board.		
CQC Theme:	Addresses all five key themes: Safe, Effective, Caring, Responsive and Well-led		
Single Oversight Framework Theme:	Well-led		
Implications			
Risk:	N/A		
Legal/Regulatory:	The .		
Resources:	There are no resource implications.		
Previously Considered by:	N/A	Date	
Equality Impact Assessment:	N/A		
Appendices:			

**Appointment of Senior Independent Director
Council of Governors, 15 March 2017**

1.0 PURPOSE

- 1.1 The purpose of this paper is propose the appointment of the Senior Independent Director.

2.0 BACKGROUND

- 2.1 The Foundation Trusts Code of Governance in section A.3.3 the Code states that: *“The Board of Directors should appoint one of the Non-Executive Directors to be the Senior Independent Director, in consultation with the Council of Governors. The Senior Independent Director should be available to the Governors if they have concerns which contact through the normal channels of Chairman, Chief Executive or Director of Finance, has failed to resolve or for which such contact is inappropriate.”*
- 2.2 The Senior Independent Director (SID) provides a route whereby concerns of the Council of Governors about the performance of the Chairman or the Trust, can be expressed, if it is not appropriate or practical to express these concerns to the Chairman. The SID would also lead the Non-Executive Directors in the evaluation of the Chairman. It is important that the SID is seen to be independent of the Chairman and should not therefore, be appointed by the Chairman.
- 2.3 The Chair designate met with the other Non-Executive Directors and through those discussions has proposed that Sir Norman Williams would be the most suitable person to fulfil the role of Senior Independent Director from 01.04.17; Sir Norman is the Chair of the Quality Committee. By way of this paper, the Governors are being consulted on this appointment though it has already been discussed with the Lead Governor.

3.0 RECOMMENDATION

- 3.1 The Council of Governors is invited to approve the appointment of Sir Norman Williams as Senior Independent Director from 01.04.17.

Author: Richard Coxon, Membership & Engagement Manager
Date: 14.03.17

Meeting Title:	Council of Governors		
Date:	15 March 2017	Agenda No	
Report Title:	Appointment of Deputy Chair		
Lead:	Fiona Barr, Interim Corporate Secretary and Head of Corporate Governance		
Report Author:	Richard Coxon, Membership & Engagement Manager		
Freedom of Information Act (FOIA) Status:	Unrestricted		
Presented for:	Approval		
Executive Summary:	The Council of Governors is invited to approve the appointment of Ann Beasley as Deputy Chair from 01.04.17 as recommended by Chair Designate, Gillian Norton, following discussion with the Board.		
Recommendation:	The Council of Governors to approve.		
Supports			
Trust Strategic Objective:	Well-led Board.		
CQC Theme:	Addresses all five key themes: Safe, Effective, Caring, Responsive and Well-led		
Single Oversight Framework Theme:	Well-led		
Implications			
Risk:	N/A		
Legal/Regulatory:	The .		
Resources:	There are no resource implications.		
Previously Considered by:	N/A	Date	
Equality Impact Assessment:	N/A		
Appendices:			

**Appointment of Deputy Chair
Council of Governors, 15 March 2017**

1.0 PURPOSE

- 1.1 The purpose of this paper is approve the appointment of the Deputy Chair.

2.0 BACKGROUND

- 2.1 The Constitution of St George's makes provision for the appointment of a Deputy Chair from amongst the Non-Executive Directors. The Deputy Chair's role is to stand in for the Chair as required and the Deputy Chair will act as Chair of the Council of Governors in the absence of the Chair.
- 2.2 This is an appointment which is made by the Board or the Chair and is presented to the Council of Governors as a recommendation to approve. The role of Deputy Chair must hold the confidence of the Board of Directors and Governors are therefore required to seriously consider the views of and recommendation from the Board and the Chair when approving this appointment.

3.0 APPOINTMENT OF DEPUTY CHAIR

- 3.1 The Chair Designate, Gillian Norton, has had discussions with the Non-Executive Directors and the Lead Governor about key roles on the Board and agreed that Ann Beasley fulfils the role of Deputy Chair from 01.04.17.

4.0 RECOMMENDATION

- 4.1 The Council of Governors is invited to approve the appointment of Ann Beasley as Deputy Chair from 01.04.17 as recommended by Chair Designate, Gillian Norton, following discussion with the Board.

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