

Meeting of the Council of Governors

Monday 25th July 2016

Session in public at 15.00

Meridian Hall
East Court
College Lane
East Grinstead
RH19 3LT



Meeting of the public session of the Council of Governors
Monday 25 July 2016, 15:00 – 16:45
Meridian Hall, East Court, College Lane, East Grinstead RH19 3LT

Agenda: meeting session held in public			
No.	Item	Time	Mode
Standing items			
38-16	Welcome, apologies, declarations of interest and eligibility <i>Beryl Hobson, Chair</i>	15:00	verbal
39-16	Draft minutes of the meetings held on 21 April 2016 (for approval) <i>Beryl Hobson, Chair</i>	15:05	paper
40-16	Update on Chief Executive and Medical Director appointments <i>Beryl Hobson, Chair</i>	15:10	verbal
41-16	Matters arising and actions pending from previous meeting including: <i>Beryl Hobson, Chair</i> <ul style="list-style-type: none"> • 24-16 : Update on External Audit provision [Action: CS] • 30-16: Trust to advise whether constitution states a requirement to dispatch meeting papers in in hard copy format. [Action: CK] 	15:20	verbal
Council business			
42-16	Approval of reappointment of John Thornton as non-executive director <i>Anne Higgins, Chair of Appointments Committee</i>	15:30	verbal
43-16	Chair and non-executive director appraisal and remuneration process <i>Anne Higgins, Chair of Appointments committee</i>	15:35	verbal
44-16	Approval of Appointments' Committee Terms of Reference <i>Anne Higgins, Chair of Appointments Committee</i>	15:40	paper
Holding non-executive directors to account for the performance of the board of directors			
45-16	Executive overview <i>Richard Tyler, Chief Executive and executive team</i>	15:45	PP
46-16	Financial and performance committee <i>John Thornton, Non-Executive Director and committee Chair; Clare Stafford, Director of Finance and John Belsey, committee governor representative</i>	16:10	verbal
47-16	Quality and governance committee <i>Ginny Colwell, committee Chair, Jo Thomas Director of Nursing and Tony Martin, committee governor representative</i>	16:20	verbal

Representing the interests of members and the public			
48-16	Assessment of Auditors' work and fees 2015-16 <i>Lester Porter, Senior Independent Director and Audit committee Chair</i>	16:30	verbal
Any other business			
49-16	By application to the Chair <i>Beryl Hobson, Chair</i>	16:35	verbal
Questions			
50-16	To receive any questions or comments from members of the foundation trust or members of the public <i>Beryl Hobson, Chair</i>	16:40	verbal

Dates of the next meetings	
Business meetings of the council of governors to be held in public	
2016/17	
Thursday 20 th October 2016	
Thursday 19 January 2017	

Document:	Minutes (draft & unconfirmed)	
Meeting:	Council of Governors (session in public) 21 April 2016, 16:00 – 18:00, The Dove Suite, The Ark, Mount Lane, Turners Hill, West Sussex RH10 4RA	
Present:	Beryl Hobson (BH)	Chair
	Brian Beesley (BB)	Public governor
	John Belsey (JEB)	Public governor
	John Bowers (JB)	Public governor
	Jenny Cunnington (JC)	Public governor
	John Dabell (JD)	Public governor
	Robert Dudgeon (RD)	Public governor
	Angela Glynn (AG)	Public governor
	Brian Goode (BG)	Public governor
	Chris Halloway (CH)	Public governor
	John Harold (JH)	Public governor
	Anne Higgins (AH)	Public governor
	Tony Martin (TM)	Public governor
	Chris Orman (CO)	Vice Chair and public governor
	Glynn Roche (GR)	Public governor
	Gillian Santi (GS)	Public governor
	Michael Shaw (MS)	Public governor
	Liz Bennett (LB)	Stakeholder governor
	Andrew Robertson (AR)	Stakeholder governor
	Norman Webster (NW)	Stakeholder governor
Julie Mockford (JM)	Staff governor	
Shona Smith (SS)	Staff governor	
In attendance	Graeme Armitage (GA)	Director of HR and OD
	Ginny Colwell (GC)	Clinical adviser
	Steve Fenlon (SF)	Medical director
	Chipo Kazoka (CK)	Interim Company Secretary
	Lester Porter (LP)	Senior Independent Director
	Hilary Saunders (HS)	Deputy Company Secretary
	Clare Stafford (CS)	Director of Finance and Performance
	Jo Thomas (JMT)	Director of Nursing
	John Thornton (JT)	Non-executive director
Apologies:	Milton Chimonas (MC)	Public governor
	Moira McMillan (MM)	Public governor
	Mansoor Rashid (MR)	Staff governor
	Peter Wickenden (PW)	Public governor
	Sharon Jones (SJ)	Director of Operations
	Ian Playford (IP)	Non-executive director
Richard Tyler (RT)	Chief Executive	
Public gallery:	One member	

WELCOME

19-16	<p>Welcome, apologies and declarations of interest and eligibility</p> <p>The Chair opened the meeting and welcomed Chipo Kazoka who had joined as interim Company Secretary following Kathleen Anderson's departure earlier this month.</p> <p>The Chair noted that BG and JB were attending their last Council meeting as they were due to step down in June. MM (who had sent apologies for today's meeting) was also due to leave the trust at the same time. On behalf of the Council BH thanked them for their dedication and commitment to the trust. She also reminded Council that RD and MC were</p>
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	<p>due to stand for a second term and wished them every success in the forthcoming elections.</p> <p>LB asked that her position as stakeholder governor, (representing West Sussex District Council) be taken in to account during discussions on item 22-16. NW reminded Council of his position on the WSDC Health and Community cabinet, and declared an interest in the environmental health inspection update. There were no further declarations of interest.</p> <p>The Chair welcomed the one member of the public who was attending today's session. Apologies were noted as above.</p> <p>The Chair explained that certain items would be taken out of agenda order today to facilitate attendance by members of the trust management team.</p>
<p>20-16</p>	<p>Draft minutes of the meeting held on 14 January 2016, for approval The minutes were approved as an accurate record of the meeting.</p>
<p>21-16</p>	<p>Matters arising and actions pending from previous meeting</p> <ul style="list-style-type: none"> • Following on from the Chair's update to governors at the recent forum meeting, CS was invited to report on progress in respect of the recent Environmental Health Inspection. It was noted that a further unannounced informal inspection had taken place earlier today. Feedback was positive with acknowledgement that all outstanding actions had been undertaken. It was anticipated that the trust scores should improve when the next formal inspection takes place. • Formal feedback of 2016/17 QA priorities and 2015/16 QIs would be given under item 27-16.
<p>22-16</p>	<p>Approval of proposed changes to Constitution Before opening the discussion, the Chair asked Council to note a technical inaccuracy in item 16 of the paper. It was agreed that the minutes would reflect that the trust would be able to reclaim VAT on legal costs, but does not have VAT exempt status.</p> <p>Recognising that this item had already been discussed in detail during the private session, the Chair explained that to ensure transparency, council members would once again be invited to express their opinions in today's public session regarding the proposal to consider the board of director's recommendation for proposed changes to the QVH Constitution. Once discussions had concluded, the decision would be put to the vote.</p> <p>Council was cognisant that in recent months the trust had discovered that one of its NEDs was not eligible to be a member of the trust due to her home address being outside the electoral wards as defined in Annex 1 of the trust's constitution. The Chair assured the meeting that this had been a genuine, historical mistake and assured Council that steps had been taken to ensure this couldn't happen again. Legal advice had recommended the trust remove the NED from both the membership Directors' registers.</p> <p>Whilst mindful of the need to address this immediate issue, the board had also expressed a desire to use this oversight as an opportunity to rectify an historic discrepancy between electoral wards of Surrey County Council and neighbouring wards in Greater London that still identified with Surrey. CK reminded Council that as the trust had only one public constituency, (rather than separate patient and public constituencies), this amendment would extend eligibility to many more members of the public to whom the trust provides its services (from 94-98%).</p> <p>Despite concerns raised by some governors, the Chair emphasised that it was not the</p>

trust's intention to conflate the issues of changes to the constitution and appointment of a non-executive director. Council was guided to consider the issues entirely separately.

During the private session MS had raised concerns regarding the proposal and was invited to raise these once again for the benefit of the public. His concerns included:

- The proposal was misleading as it purported to have no associated costs;
- The solution was rushed and insufficiently thought through;
- The proposed changes were not aligned to the strategy of former Chief Executive (Adrian Bull);
- The trust had no plans for a recruitment campaign in the expanded catchment area should today's proposal be approved. Without this, conversion rates from patient to member would be very low;
- The trust had not been open and honest in admitting it had made a mistake with the original appointment in 2013.

He then went on to propose the establishment of a new constituency to include the electoral ward of Kingston Council. This would then allow additional time to evaluate today's proposal whilst allowing the NED appointment to be ratified.

In response, the Chair once again assured Council that there had been no attempt to cover up the mistake in the original appointment process. As soon as it had been alerted to the discrepancy, the trust had been open and honest with both Council and the Board. The proposal had not been rushed and a measured option appraisal exercise had been carried out under the guidance of trust lawyers.

In the meantime, the Chair reiterated the need to consider the NED appointment separately from the constituency issue. CK reminded Council that the paper did not state there would be no costs; rather that these would be proportionate in response to the issue we were facing.

The Chair invited CO (governor representative to the board) to express his opinion. He fully endorsed the proposal adding:

- A reminder that this was not a debate about the membership strategy. Membership levels remained commensurate with the size of the trust and the cost of a targeted recruitment could not be justified at present, but might be considered in the future. In the meantime, there remained an open invitation for anyone living within the constituency to join the trust. The pop-up online form continued to generate additional members;
- A proposal to expand the constituency only as far as the London borough of Kingston could be seen as skewed in favour of the NED appointment, bringing no additional benefits to the trust. NW also voiced concerns that this option could be seen as tinkering with the constitution to benefit a particular candidate.
- The proposed expansion of boundaries would naturally expand the area from which the trust could select future NED and governor candidates.

TM reiterated his earlier concerns that the paper proposing changes to the Constitution appeared biased towards a favourable outcome for the NED concerned. The Chair acknowledged his concerns but reiterated that this had not been the trust's intention and assured Council that this would be accurately represented in the minutes.

Other members of Council expressed their support, noting in particular:

- The importance of expanding the membership if possible to cover the widest possible percentage of patients;
- Assurance that the trust had sought legal advice in respect of this recommendation;
- That technically this had been a difficult issue to address.

	<p>After due consideration, the chair asked Council to consider the following proposal:</p> <p><i>'Having agreed the proposed amendment (which sets out the electoral wards of specified south London boroughs), the board of directors now recommends it for adoption by the council of governors in order to allow for the expansion of QVH's public constituency beyond what is currently set out in Annex 1 of the constitution'</i></p> <p>20 governors voted in favour of the proposal with one against. As this was an overwhelming majority of those eligible to vote, the proposal was APPROVED.</p> <p>After a brief adjournment, Council was advised that MES (the trust's membership database provider) had subsequently activated these changes. Immediately following this, GC's application to join the trust as an FT member was confirmed.</p> <p>There were no further questions and the Chair thanked MS for his input.</p>
<p>23-16</p>	<p>Approval of non-executive director appointment</p> <p>As Chair of the Appointments Committee, AH confirmed that on 21st March, the committee had agreed unanimously to recommend GC be appointed as a NED for a period of office of three years, (subject to agreement of the necessary amendments to the constitution as previously discussed).</p> <p>Several members of Council sought assurance that the trust was entitled to make this appointment without recourse to an open recruitment campaign. The interim Company Secretary advised that the trust had sought legal advice in this respect and that it was permitted under the terms of the constitution.</p> <p>JEB queried the length of term of the appointment, given that GC had already served nearly three years with the trust, (albeit in an invalid capacity). CK reminded Council that the recommendation contained within the paper specified a term of three years. However, the Committee would be entitled to consider the appropriateness of a further 3-year extension when the appointment came up for renewal in 2019.</p> <p>BH confirmed that at this stage, Council was being asked only to consider approving the appointment of Ginny Colwell (GC) as a non-executive director of the trust for a period of office of three years. Having agreed the constitutional amendments during the earlier discussion Council was now asked to APPROVE the appointment of Ginny Colwell to the office of non-executive director of the trust.</p> <p>Of those eligible to vote, 18 governors voted in favour of the proposal with one against, and two abstentions. The proposal was therefore APPROVED.</p>
<p>24-16</p>	<p>External auditor provision</p> <p>As Chair of the Audit Committee, LP was invited to provide an update following on from the briefing at the recent governor forum. He reported that, as a result of recent improvements in performance by Internal Auditors (Mazars), it had been agreed that contract would continue (subject to regular scrutiny and performance review). He commended CS and her team for managing a very challenging situation.</p> <p>As a consequence, the trust was now in a position to tender for new external auditors, as originally planned. This process would commence shortly and governors would be invited to approve a new appointment in due course.</p>

25-16	<p>Forum meeting feedback BH reported on last month's governor forum. Highlights included:</p> <ul style="list-style-type: none"> • 'Getting to know you' sessions. GR had kindly agreed to summarise and then circulate. Those not present would be asked to provide a similar précis. • A report on the recent environmental health inspection; • Proposed changes to the trust constituency, with details of the option appraisal exercise undertaken which would inform final recommendations; • An update on the steps being taken to rectify the defect in GC's NED appointment; • Quality Account priorities 2016-17; • Details of the process undertaken to agree the 2015-16 Quality Indicators, (subsequently approved by trust external auditors).
26-16	<p>CQC inspection Covered under item 27-16</p>
27-16	<p>Executive overview JMT introduced the overview on behalf of RT, reporting that the trust had made good progress against all three priorities for Q4, i.e. delivering a year-end surplus, receiving and responding to the CQC report and putting in place robust plans for 16/17. Mindful that the CQC results were embargoed until next week, JMT explained that next steps had been agreed at today's quality summit but that additional information would be notified to governors as and when it became available.</p> <p>The results of the national patient experience survey had previously been circulated to governors for information. The trust had performed significantly better than average on 56 questions and significantly worse than average on 2 questions, with scores being average on 7 questions.</p> <p>As agreed by governors at its forum last month, JMT confirmed that the metric selected for audit as part of this year's quality account process was the number of patients leaving MIU without waiting for treatment.</p> <p>JMT advised that following an extensive consultation process, the three quality account priorities agreed for 2016/17 are:</p> <ul style="list-style-type: none"> • Patient Safety: Reducing the length of investigation time for near miss, no harm and minor harm incidents to less than 10 working days by end of Q4 for 90% of cases and major harm to less than 20 working days for 80% of cases. • Clinical Effectiveness: Audit of 20% of NICE Clinical Guidelines and Quality Standards • Patient Experience: All covered walkways to be resurfaced and hospital signage to be improved. <p>SF was invited to provide an update on the second key strategic objective (World class clinical services). Key points included:</p> <ul style="list-style-type: none"> • continued refinement of clinical governance practices; • the challenges in delivering research and innovation in a tight financial climate. SF assured Council that the trust would continue to draw on internal and external resources to ensure high class training and education, and • an update on the current junior doctor industrial action, and actions taken by the trust to mitigate industrial action and preparations for imposition of the new contract; <p>In SJ's absence, CS presented an update on KSO3, Operational Excellence. This included information relating to the 18-week RTT performance and Cancer performance targets. CS assured governors that despite the current industrial action the trust was ensuring that all cancer surgery and paediatric trauma was being prioritised.</p>

	<p>CS went on to update governors on the interim financial position. Key points included:</p> <ul style="list-style-type: none"> • A current year surplus of £813k (before adjustments for revaluation/impairment). Whilst delivery plans implemented throughout the year had been successful governors were reminded of the reasons why income had remained lower than plan. • Non recurrent items which had also impacted adversely included the business rates issue and historical investment decisions. Although it got off to a slow start, the capital plan had achieved 98% delivery over the last two quarters and the current IT infrastructure programme was delivering to plan. <p>Governors were apprised that although current industrial action had affected the position, regulators did not take this into account when assessing the trust's financial risk rating.</p> <p>CS concluded by summarising the position nationally and warned that 2016-17 would be very challenging.</p> <p>Much of the KSO5 (organisational excellence) had been covered earlier although GA also drew attention to:</p> <ul style="list-style-type: none"> • The workforce planning currently being undertaken to determine future needs and align these with business planning; • The review of Consultant job plans which will take place throughout the year. Greater alignment of consultants' work and professional development across the trust would contribute to improving the trust's overall efficiency. <p>In response to a question raised by Council, SF confirmed that whilst there was a worldwide shortage of doctors and nurses and that recruitment in the southeast was a particular challenge, the current crisis was being seen more in the community rather than hospital trusts. Consultant level recruitment at QVH was good although the deaneries were under pressure and allocated places had been reduced.</p> <p>BH thanked GA for his update and also noted that this was his final public meeting before he left the trust next month. On behalf of Council, she thanked him for his hard work paying particular tribute to the improvements achieved in statutory and mandatory training during his tenure.</p>
<p>28-16</p>	<p>Finance and performance committee</p> <p>As Chair of the committee, JT provided a brief overview of recent performance. He continued to feel assured by the management team, highlighting in particular:</p> <ul style="list-style-type: none"> • results of the additional delivery plans implemented in recent months; • the need to continue to generate a surplus in order to meet investment requirements; • IT investment programme, delivered on time and to budget. This had been an outstanding piece of work and JT paid credit to CS and her team, and • £3.1m of cost improvements required next year. <p>As governor representative, JEB echoed JT's comments and expressed great confidence in the current management team. However, despite this year's achievements both JT and JEB expressed concern regarding the huge challenges facing the trust next year.</p> <p>JT summarised the implications of the new tariff in response to a query raised by a member of the Council, providing additional detail in respect of the new CQUIN targets.</p> <p>There were no further questions and the Chair thanked JT for his update.</p>
<p>29-16</p>	<p>Quality and governance committee</p> <p>Council was aware that LP had been acting committee Chair whilst GC had been</p>

	<p>appointed as Clinical adviser. LP assured Council of the performance of the committee and in particular commended the achievements of JMT and her team during the CQC inspection.</p> <p>As governor representative to the committee, TM echoed LP's comments. On a separate note, he also reported that a Health Care Assistant qualification would shortly be introduced, which the trust had been keen to implement for some time.</p> <p>Following today's decision by Council under item 23-16, it was noted that GC would now assume chairmanship of the committee. In the meantime, BH thanked LP for his support in stepping in to chair the committee in recent months.</p>
<p>30-16</p>	<p>Any other business</p> <p>GR suggested governors might consider receiving Council papers in digital form only. This would save both time and money for the trust and go some way towards supporting the NHS paperless strategy. As GR intended to circulate the draft governor bio sheet for comment shortly, it was suggested he include a column for governors to indicate their preference for this proposal. AH suggested there may be a requirement contained within the constitution for papers to be despatched in hard copy format. It was agreed this would be clarified and governors notified accordingly [Action: CK]</p>
<p>31-16</p>	<p>To receive any questions or comments from members of the FT or members of the public</p> <p>There were none. The meeting closed the meeting at 6.10pm</p>

Chair: Date:

Terms of reference	
Name of governance body	Appointments Committee of the Council of Governors
Constitution	The Appointments Committee is assigned by the Council of Governors to assist it in carrying out its functions. However, Council may not delegate any of its powers or functions to them. The Appointments committee may appoint its own working groups as appropriate.
Accountability	The Appointments committee is accountable to the Council of Governors for its performance and effectiveness.
Authority	The Appointments committee of the Council of Governors will operate within the requirements of the Constitution, the Standing Orders adopted by the Council of Governors and these terms of reference.
Purpose	<p>The role of the Committee is to:</p> <ol style="list-style-type: none"> 1. Oversee the appointment processes for the Foundation Trust (FT) Chair and non-executive directors, making recommendations in this regard to the Council of Governors. 2. Consider the composition and skills mix of the non-executive element of the Board of Directors and, in so doing, receive information regarding non-executive director appraisals (including that of the FT Chair) and take a view on succession planning. 3. Review regularly the remuneration and terms and conditions of the FT Chair and non-executive directors, making recommendations in this regard to the Council of Governors.
Duties and responsibilities	<p>1. Review of the Board of Directors</p> <p>The Committee will:</p> <ol style="list-style-type: none"> a. regularly review the skills, knowledge and experience required of non-executive directors and make recommendations to the Council of Governors with regard to any changes considered necessary; b. give full consideration to succession planning for all non-executive directors in the course of the Board's work, taking into account the challenges and opportunities facing the trust, and the skills and expertise are likely to be required on the Board of Directors in the future, and c. review annually the performance of the Board of Directors with reference to the Annual Report and Accounts and to review, annually, the performance of the non-executive directors, including the FT Chair, by taking the lead in agreeing a process for determining the performance evaluations. The Council of Governors will, through its Appointments Committee, receive a report from the FT Chair regarding performance reviews of the non-executive directors, (the FT Chair

having carried out these performance reviews). In consultation with the Senior Independent Director, the Chair of the Appointments Committee will carry out the performance review of the FT Chair. The outcomes of the evaluations and any recommendations will be reported to the Council of Governors in this regard.

2. Selection and Appointment

The Committee will:

- a. be responsible for identifying and nominating candidates to fill non-executive director vacancies, (including the FT Chair), as and when they arise for appointment by the Council of Governors;
- b. before any appointment is made by the Council of Governors, evaluate the balance of skills, knowledge and experience of the non-executive directors and, in light of this evaluation, prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates, the Committee will:
 - use open advertising or the services of external advisers to facilitate the search;
 - consider candidates from a wide range of backgrounds. Experience at Board level would be desirable;
 - consider candidates on merit and against objective criteria, taking care that appointees have enough time available to devote to the position, and take into account the views of the Board of Directors as to the skills, experience and attributes required for each position, and
 - consider, recommending for re-appointment by the Council of Governors, any non-executive director nearing the end of their initial term in office and do so in accordance with the provisions of the Constitution in that regard.
- c. review the job descriptions of the non-executive director role and that of the FT Chair on an on-going basis;
- d. review annually the time required by non-executive directors to perform their roles effectively. Performance evaluation should be used to assess whether the non-executive directors are sufficiently fulfilling their duties and the Council of Governors, through its Appointments Committee, will take the lead in agreeing a process for determining the performance evaluation of non-executive directors;
- e. make recommendations to the Governors on the appropriate process for evaluating the FT Chair, having consulted the Board of Directors through the Senior Independent Director, and
- f. ensure that on appointment to the Board of Directors, non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Board meetings, and that all non-executive directors have confirmed that they have the time to serve. Terms and conditions of appointment should be made available for public inspection.

3. Succession Planning

- a. The Committee will make recommendations to the Council of Governors concerning:
- the formulation of plans for succession for non-executive directors and in particular for the key role of FT Chair;
 - the re-appointment of any non-executive director at the conclusion of his/her first three-year term of office, having given due regard to his/her performance and ability to continue to contribute to the Board of Directors in the light of the knowledge, skills and experience required;
 - the re-appointment by the Council of Governors of any non-executive director nearing the end of their initial term in office and do so in accordance with the provisions of the Constitution in that regard, and
 - any matters relating to the continuation in office of any non-executive director at any time including the suspension or termination of service

NB any recommendation to the Council of Governors pertaining to the removal of any non-executive director, including the Chair of the Board of Directors, shall be subject to a vote in favour by three quarters of the governing body.

4. Terms and Conditions

The Committee will

- a. make recommendations to the Council of Governors about the terms and conditions of appointment and terms of office for the FT Chair and non-executive directors;
- b. make recommendations to the Council of Governors about the remuneration and allowances of the FT Chair and non-executive directors, bearing in mind appropriate external benchmarking, the economic and financial climate, trust performance and any proposals for executive pay reviews. External professional advisers should be consulted to market-test the remuneration levels of the Chair and other non-executive directors at least once every three years and when any material change to the remuneration of a non-executive is proposed;
- c. receive the summary results of an annual review and assessment of the FT Chair's performance, to be conducted by the Chair of the Committee on a one-to-one basis with the FT Chair. Any issues regarding the review are to be brought to the attention of the Committee and the Council of Governors, and
- d. receive annually from the FT Chair a report concerning his appraisal of the non-executive directors

5. Other Duties

The Committee will:

- a. Ensure the FT's annual report provides sufficient information about the Committee's role and duties, and the process by which it fulfils those duties;
- b. Ensure the full range of eligibility checks have been performed and satisfactory

references provided before any offer of appointment is finalised;

- c. Have access to sufficient resources in order to carry out its duties, including access to the trust secretariat for assistance as required;
- d. Be provided with appropriate and timely training, both in the form of an induction programme for new committee members and on an ongoing basis for all its members;
- e. Give due consideration to laws and regulations, and the provisions of *the NHS Foundation Trust Code of Governance*;
- f. Oversee any investigation of activities which are within its Terms of Reference, and
- g. At least once a year, review its own performance, constitution and Terms of Reference, to ensure it is operating at maximum effectiveness, and recommend any changes it considers necessary to the Council of Governors for approval.

Chairmanship

The Appointments Committee will be chaired by a member of the Council of Governors, appointed by Council for this purpose.

A Vice Chair of the Appointments' committee will be appointed by the Council of Governors and will chair meetings in the event that the Chair is absent or has a conflict of interest which precludes his or her attendance for all or part of a meeting.

Secretariat

The Company Secretary will be the secretary to the Appointments Committee. He/she will be assisted by the Deputy Company Secretary in carrying out that role. The duties of the secretary will include but not be limited to:

- Providing administrative support and advice to the Chair and membership;
- Preparation of the draft agenda for agreement with the Chair;
- Organisation of meeting arrangements, facilities and attendance;
- Collation and distribution of meeting papers;
- Taking the minutes of meetings, including recording the names of those present and in attendance, and keeping a record of matters arising and issues to be carried forward;
- Ascertain at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly, and
- Maintaining the Appointments' Committee's work programme.

Membership

Members with voting rights

Membership of the Committee will be drawn from the members of the Council of Governors. Officers and directors of the trust may, on invitation by the Committee, attend any of its meetings as outside advisers. For the avoidance of doubt, such outside advisers will not be eligible to vote on any matters for which the Committee will be responsible for deciding on.

The Committee will be made up of up to eight elected governors

The Council of Governors will appoint the Chair of the Committee. The terms of office for the Chair of the Committee will be for one year, reviewed annually. Any Committee member dissatisfied with the performance of the Committee Chair will follow the procedure as laid down in the Constitution with this regard.

The Company Secretary and/or Deputy Company Secretary will attend all meetings of the Committee, and other executive directors or advisers may be invited to attend in an advisory capacity. Such officers attending may, at the discretion of the Committee Chair be required to leave any part of the Committee's meetings.

Members conflicted on any aspect of an agenda presented to the Committee, such as succession planning for a non-executive director vacancy or the Chair's position will declare their conflict and withdraw from discussions.

In attendance with no voting rights

The following posts are invited to attend meetings of the Appointments' Committee but will not be members or have voting rights:

- The Trust Chair
- The Senior Independent Director
- The Company Secretary
- The Deputy Company Secretary

Quorum

Three members present will form a quorum for any of the Committee's meetings

Attendance

Members are expected to attend all meetings or to send apologies at least 24 hours prior to each meeting.

Frequency of meetings

The Committee will meet at least four times each year, and at other times as the Committee Chair and members may agree.

Papers

Papers to be distributed to members and those in attendance at least three working days in advance of the meeting.

Reporting

The Committee will report to the Council of Governors

The Committee Chair will report formally to the Council of Governors on its proceedings after each meeting on all matters within its duties and responsibilities.

The Committee will make whatever recommendations to the Council of Governors it deems appropriate on any area within its remit where action or improvement is needed.

The Committee will ensure that a statement is made in the annual report about its activities, including the process used to make appointments and explain if external advice or open advertising has not been used.

The Committee will make available upon request, in a format they deem appropriate, information regarding the attendance of all members at Committee meetings.

The Committee will create selection panels to carry out individual appointment processes, including the review of applications and interviewing of candidates. The panels will, for the appointment of non-executive directors, include the FT Chair, and for the appointment of the FT Chair, will include an independent assessor. There should be a majority of governor interest on the interview panel.

The Committee Chair will attend the annual members' meeting and be prepared to respond to any members' questions on the Committee's activities.

Review

These terms of reference will be reviewed annually or more frequently if necessary. The review process should include the company secretarial team for best practice advice and consistency.

The next scheduled review of these terms of reference will take place in **June 2017**.