

**MINUTES OF THE PUBLIC EXTRAORDINARY MEETING OF  
COUNCIL OF GOVERNORS  
HELD ON TUESDAY 6 AUGUST 2019 - 10.00 - 10.10  
MEETING ROOM 1, ALBANY HOUSE, KINGSWAY CAMPUS**

<b>PRESENT</b>	Caroline Maley	Trust Chair and Committee Chair
	John Morrissey	Public Governor, Amber Valley
	Rob Poole	Public Governor, Bolsover & N E Derbyshire
	Moira Kerr	Public Governor, Derby City West
	Julie Lowe	Public Governor, Derby City East
	Christine Williamson	Public Governor, Derby City West
	Christopher Williams	Public Governor, Erewash
	Carol Sheriff	Public Governor, High Peak and Derbyshire Dales
	Angela Kerry	Appointed Governor, Derbyshire Mental Health Forum
	Gemma Stacey	Appointed Governor – University of Nottingham
	Wendy Wesson	Appointed Governor – University of Derby
	Roy Webb	Appointed Governor – Derby City Council
	April Saunders	Staff Governor, Allied Professions
	Kelly Sims	Staff Governor, Admin and Allied Support Staff
	Farina Tahira	Staff Governor, Medical Staff
<b>IN ATTENDANCE</b>	Justine Fitzjohn	Trust Secretary
	Denise Baxendale	Membership and Involvement Manager
	Anna Shaw	Deputy Director of Communications
<b>APOLOGIES</b>	Lynda Langley	Public Governor – Chesterfield
	Adrian Rimington	Public Governor - Chesterfield
	Bob McDonald	Public Governor, Derby City East
	Shirish Patel	Public Governor – Erewash
	Kevin Richards	Public Governor – South Derbyshire
	Rosemary Farkas	Public Governor – Surrounding Areas
	Tony Longbone	Staff Governor – Amin & Allied Support Staff
	Jo Foster	Staff Governor – Nursing
	Al Munnien	Staff Governor – Nursing
	Jim Perkins	Appointed Governor – Derbyshire County Council
	Roger Kerry	Appointed Governor – Derbyshire Voluntary Action

<b>1.</b>	<b><u>WELCOME, APOLOGIES FOR ABSENCE AND DECLARATION OF INTERESTS</u></b> The Chair welcomed all present to the meeting. Apologies have been recorded above.
<b>2.</b>	<b><u>PROPOSAL FOR A SIXTH NON-EXECUTIVE DIRECTOR POST AND RE-ALLOCATION OF DEPUTY TRUST CHAIR</u></b> <b><u>Sixth Non-Executive Director</u></b> Caroline Maley introduced a report that set out the rationale for creating a sixth Non-Executive Director post on the Board of Directors. The proposal was borne out of a recent review of the commitments of the current five Non-Executive Directors (NEDs), including their workload with the increasing requirement for Joined Up Care Derbyshire (JUCD) support and also the Trust Board's

own Committees and major projects and initiatives. This review also looked at the wider skills of the Board and the alignment with the Trust's newly revised strategic objectives and priorities. An appendix had been included which set out the proposed commitments and balance of work of the whole Board of Directors, which included the NEDs.

In terms of skills and experience, it was noted the Board would benefit from having a NED with specific experience around diversity and inclusion. Other skills which would be appropriate include education/ training, safeguarding of vulnerable people, culture transformation and building staff engagement and wellbeing.

Given that the pressures on the current NEDs were already rising and that the recruitment has a long lead in time, Caroline Maley added that the Board was keen to progress the new appointment at pace.

Caroline Maley confirmed that the proposal for the sixth NED, as well as a proposal for a temporary appointment whilst the full process is running, had been supported by the Board and the Governors' Nominations and Remuneration Committee, which recommends approval by the Council of Governors.

In terms of the temporary appointment, it was noted that this would not be seen to prejudice the open and transparent recruitment process and should not be seen as a prediction of the outcome.

John Morrissey gave his support for the proposal, adding that he felt that the Trust got significant value for money out of its NEDs based on the time they committed to the role and additional activities they get involved in.

Moira Kerr asked whether having an additional NED would also require an additional Executive Director. Caroline Maley confirmed that an additional Executive Director was not needed and the governance principle was that the NEDs should be in the majority. The sixth NED would be in the majority against the 5 voting Executive Board Members.

### **Deputy Trust Chair proposal**

It was noted that during the review of NED commitments, Julia Tabreham had asked to stand down from the Deputy Chair role. Expressions of interest were sought and Richard Wright had come forward. Caroline Maley recommended the appointment to the Council of Governors.

Thanks were extended from the Governors to Julia Tabreham, who has been the Trust's Deputy Chair since November 2016. It was noted that Julia will continue as a Non-Executive Director for a further term of office.

The Council noted the financial implications for the additional NED role, the pro-rata temporary appointment and the transfer of the fee for the Deputy Lead Governor role. Roy Webb added that it would have been helpful to have the financial implications included in the summary sheet as well as the main report.

### **RESOLVED: The Council of Governors:**

- 1. Unanimously approved the proposal to create a sixth Non-Executive Director post on the Board of Directors and supported the proposal for a temporary appointment while the formal process is running.**
- 2. Approved the appointment of Richard Wright as Deputy Chair of the Trust, with backdated effect from 1 August 2019.**

3.	<b><u>MEETING EFFECTIVENESS</u></b> Members agreed that the meeting had been effective.
4.	<b><u>DATE OF NEXT MEETING</u></b> The date of the next meeting will take be 8 August at the conclusion of the Panel interviews.
5.	<b><u>MEETING CLOSE</u></b> Caroline thanked all for their input and attendance and closed the meeting at 10.10 hours.