



Derbyshire Healthcare

NHS Foundation Trust

Derbyshire Healthcare NHS Foundation Trust Extraordinary meeting of the Council of Governors

1 April 2021 12:00 - 1 April 2021 12:30

**COUNCIL OF GOVERNORS' EXTRAORDINARY MEETING
THURSDAY 1 APRIL 2021
FROM 12.00-12.30PM TO BE HELD DIGITALLY VIA MICROSOFT TEAMS**

AGENDA		LED BY	TIME
1.	Welcome, introductions and Chair's opening remarks Apologies and Declaration of Interests	Caroline Maley	12.00
STATUTORY ROLE			
2.	Proposal to amend the Trust's public constituency boundaries and related amendment to the Trust's Constitution	Justine Fitzjohn	12.00
OTHER MATTERS			
3.	Review of meeting effectiveness and following the principles of the Code of Conduct	Caroline Maley	12.15
4.	Close of meeting	Caroline Maley	12.20
Next Meeting: Tuesday 4 May 2021, from 2pm – this will be a virtual meeting.			

Proposal to amend the Trust’s public constituency boundaries and related amendment to the Trust’s Constitution

Purpose of Report

To propose an amendment to the Trust’s public constituency boundaries and seek approval for the related amendment to the Trust’s Constitution.

Executive Summary

The Council of Governors (CoG) will be aware that the recruitment process for a new Chair has recently commenced. The Nominations and Remuneration Committee (the Committee) should consider the views of the Board of Directors (the Board) on the process in general and the qualifications, skills and experience required for the position.

The Committee met on 18 March 2021 and supported a proposal put forward by the Board to widen the Trust’s current ‘surrounding areas’ public constituency to a ‘Rest of England’ public constituency. The rationale around this is primarily to support the inclusive approach we are taking for the recruitment but also to align us with other Foundation Trusts in Derbyshire.

As the Trust’s public constituency areas are set out in the Trust’s constitution, approving the above amendment also requires both CoG and Board approval to amend the constitution.

Strategic Considerations

1) We will deliver great care by delivering compassionate, person-centred innovative and safe care	
2) We will ensure that the Trust is a great place to work by attracting colleagues to work with us who we develop, retain and support by excellent management and leadership	x
3) We will make the best use of our money by making financially wise decisions and will always strive for best value to make money go further	

Assurances

- The Board and CoG is acting within its statutory duties.

Consultation

- The Board and the Nominations and Remuneration Committee.

Governance or Legal Issues

- It is a statutory role of both the CoG and the Board to approve amendments to the Trust’s constitution.

Public Sector Equality Duty & Equality Impact Risk Analysis

In compliance with the Equality Delivery System (EDS2), reports must identify equality-related impacts on the nine protected characteristics age, disability, gender reassignment,

race, religion or belief, sex, sexual orientation, marriage and civil partnership, and pregnancy and maternity (REGARDS people (Race, Economic disadvantage, Gender, Age, Religion or belief, Disability and Sexual orientation)) including risks, and say how these risks are to be managed.

Below is a summary of the equality-related impacts of the report:

Extending the public constituency boundaries will enable a more inclusive recruitment approach. Foundation Trusts have a legal duty to make sure their public constituencies are representative of those eligible for membership and this is monitored through the Governance Committee.

Recommendations

The Council of Governors is requested to:

1. **approve extending the boundaries of the Trust’s current ‘surrounding areas’ public constituency to create a ‘Rest of England’ public constituency and;**
2. **approve the required changes to the Trust Constitution as highlighted in the report.**

Report prepared and presented by: Justine Fitzjohn
Trust Secretary

Report to the Extra-ordinary Council of Governors – 1 April 2021

Proposal to amend the Trust's public constituency boundaries and related amendment to the Trust's Constitution

Background

Governors will be aware that a person may only be appointed as a Chair/Non -Executive Director if they are eligible to be a member of the Trust's public constituency, as set out in its constitution.

During a recent Board discussion on the process to recruit the new Chair, the overall view was the Trust's current public constituency outside of Derbyshire which is called the 'surrounding areas' (English Regions surrounding Derbyshire) could unfavourably restrict the search for candidates, going against the inclusive recruitment approach we are taking as a Trust.

To be as inclusive as possible, the Board suggested that 'surrounding areas' be extended to mean the 'Rest of England'. This change would also bring the Trust in line with rest of the Foundation Trusts in Derbyshire.

At the same time the Board wanted it recognised that the Chair is not a remote role; for example there would be the expectation of a regular presence in and around the Trust as high visibility is part of the Trust's culture and there is the ongoing and increasing expectation for engagement and attendance at system meetings and events by the Chair.

The above rationale was put to the Governor's Nominations and Remuneration Committee which is leading the recruitment on behalf of CoG and members generally supported the proposed change to the boundaries. However the Committee went further and agreed that that job description and person specification for the Trust Chair should make it clear about the requirements for visibility and that candidates would need to clearly demonstrate how they would be able to meet this requirement.

The proposed change would impact on the membership and the Governor seat representing the areas outside Derbyshire. The current Governor has been consulted on the implications and is supportive of the proposal to extend the boundaries to cover the Rest of England.

Constitution

Any changes to the Trust's constitution must be approved by both CoG and the Board. The Board has an extra-ordinary public meeting scheduled on 6 April for this purpose. Extra-ordinary meetings have had to be called due to the recruitment timescales. Appendix 1 sets out the current and proposed extracts of Annex 1 and Annex 3 of the constitution. Once approved by both CoG and the Board the changes take immediate effect.

Recommendation

The Council of Governors is requested to:

- 1. approve extending the boundaries of the Trust's current 'surrounding areas' public constituency to create a 'Rest of England' public constituency and;**
- 2. approve the required changes to the Trust Constitution as highlighted in the report.**

Appendix 1

Annex 1 (The Public Constituency)

1	2	3	4
Name of the Public Constituency	Area of Public Constituency (as defined by electoral wards or Council areas)	Minimum number of Members	Number of Governors to be elected
Derby City – East	Alvaston Boulton Chaddesden Chellaston Derwent Oakwood Sinfin Spondon	100	2
Derby City – West	Abbey/Alleestree Arboretum Blagreaves Darley Littleover Mackworth Normanton Mickleover	100	2
Amber Valley	Alfreton Belper Central Belper East Belper North Belper South Codnor and Waingrove Crich Duffield Heage and Ambergate Heanor and Loscoe Heanor West Ironville and Riddings Kilburn Langley Mill and Aldercar Ripley and Marehay Shipley Park Somercotes South West Parishes Swanwick Wingfield	100	2

Bolsover and North East Derbyshire	Bolsover District Council North East Derbyshire District Council	60	2
Chesterfield	Barrow Hill and New Wittington Brimington North Brimington South Brockwell Dunston Hasland Hollingwood and Indersal Holmesbrook Linacre Loundsley Green Lowgates and Woodthorpe Middlescroft and Poolsbrook Moor Old Whittington Rother St Helens St Leonards Walton West	100	2
High Peak and Derbyshire Dales	Derbyshire Dales District Council High Peak Borough Council	100	2
Erewash	Abbotsford Breaston Cotmanhay Derby Road East Derby Road West Draycott Hallam Fields Ilkeston Central Ilkeston North Kirk Hallam Little Eaton and Breadsall Little Hallam Long Eaton Central Nottingham Road Ockbrook and Borrowash Old Park Stanley Sandiacre North Sandiacre South Sawley West Hallam and Dale Abbey Wilsthorpe	100	2

South Derbyshire	South Derbyshire District Council	50	1
Surrounding Areas	All regions, including cities within them, that border Derbyshire, including: East Midlands West Midlands Yorkshire and the Humber North West	25	1
Proposed - highlighted in yellow below - Replacing the surrounding areas row above only with			
Rest of England	All electoral areas in England (not falling within one of the electoral wards or council areas referred to above)	25	1

Annex 3 - Composition of the Council of Governors

Table 1

	Electing/Appointing Body)	Number of Governors	Total
1.	Public Constituencies		16
1.1	Derby City - East	2	
1.2	Derby City - West	2	
1.3	Amber Valley	2	
1.4	Bolsover and North East Derbyshire	2	
1.5	Chesterfield	2	
1.6	High Peak and Derbyshire Dales	2	
1.7	Erewash	2	
1.8	South Derbyshire	1	
1.9	Surrounding Areas	1	
Proposed - highlighted in yellow below - Replacing the surrounding areas row above only with			
	1.9 Rest of England	1	