

**MINUTES OF EXTRAORDINARY COUNCIL OF GOVERNORS MEETING
HELD ON WEDNESDAY 13 APRIL 2022, FROM 12:00-12:17 HOURS
MEETING HELD DIGITALLY VIA MICROSOFT TEAMS**

PRESENT	Selina Ullah	Trust Chair and Chair of Council of Governors
	Angela Kerry	Public Governor, Amber Valley
	Jill Ryalls	Public Governor, Chesterfield
	Ruth Grice	Public Governor, Chesterfield
	Graeme Blair	Public Governor, Derby City East
	Jane Elliott	Public Governor, Derby City East
	Orla Smith	Public Governor, Derby City West
	Ogechi Eze	Public Governor, Derby City West
	Andrew Beaumont	Public Governor, Erewash
	Julie Boardman	Public Governor, High Peak and Derbyshire Dales
	Chris Mitchell	Public Governor, High Peak and Derbyshire Dales
	Hazel Parkyn	Public Governor, South Derbyshire
	Rachel Bounds	Appointed Governor, Derbyshire Voluntary Association
Jodie Cook	Appointed Governor, Derbyshire Mental Health Forum	
Marie Hickman	Staff Governor, Admin and Allied Support Staff	
IN ATTENDANCE	Denise Baxendale	Membership and Involvement Manager
	Justine Fitzjohn	Trust Secretary
	Carolyn Green	Executive Director Patient and Nursing Experience
	Ade Odunlade	Chief Operating Officer
APOLOGIES	Susan Ryan	Public Governor, Amber Valley
	Ivan Munkley	Public Governor, Bolsover and North East Derbyshire
	Rob Poole	Public Governor, Bolsover and North East Derbyshire
	Thomas Comer	Public Governor, Erewash
	Annette Gilliland	Public Governor, Rest of England
	Jan Nicholson	Staff Governor, Allied Professions
	Laurie Durand	Staff Governor, Medical
	Jo Foster	Staff Governor, Nursing
	Varria Russell-White	Staff Governor, Nursing
	Roy Webb	Appointed Governor, Derby City Council
	Martyn Ford	Appointed Governor, Derbyshire County Council
	Stephen Wordsworth	Appointed Governor, University of Derby
David Charnock	Appointed Governor, University of Nottingham	

ITEM	<u>ITEM</u>
DHCFT/GO V/2022/021	<p data-bbox="352 248 1294 320"><u>WELCOME, INTRODUCTIONS, APOLOGIES FOR ABSENCE & DECLARATION OF INTERESTS</u></p> <p data-bbox="352 344 1461 524">Selina Ullah, Trust Chair welcomed all to the meeting especially to newly elected governors and those who were re-elected in March. She explained that the meeting was extraordinary because an additional meeting had to be arranged to approve the recommendations to appoint a Non-Executive Director (NED); and to give an update on the NED vacancy.</p>
DHCFT/GO V/2022/022	<p data-bbox="352 553 1385 624"><u>GOVERNORS NOMINATIONS AND REMUNERATION COMMITTEE'S RECOMMENDATIONS</u></p> <p data-bbox="352 647 1442 826">Governors noted that the Governors' Nominations and Remuneration Committee had met on 11 April 2022 to make recommendations to the Council of Governors to the appointment of a Non-Executive Director (NED); and to agree the process for the NED vacancy; and to approve the membership of the Committee.</p> <p data-bbox="352 851 938 884"><u>Appointment of a Non-Executive Director</u></p> <p data-bbox="352 909 1449 1126">Governors received a summary of the recruitment process for a Non-Executive Director, noting compliance with all applicable law and advice. The summary included how the proposed candidate had met the criteria and confirmed that the proposed appointee has the right qualities to meet the job description. Selina Ullah conveyed her appreciation for the support provided by the Focus Groups and the Interview Panel.</p> <p data-bbox="352 1151 1457 1368">The Nominations and Remuneration Committee recommended to the Council of Governors to approve the appointment of Ralph Knibbs as the Non-Executive Director on a three year term, with an annual fee of £12,638.00, with a start date to be confirmed in line with the completion of the fit and proper person test recruitment checks; and factoring in an appropriate handover.</p> <p data-bbox="352 1393 1453 1682">It was noted that the recruitment process had included appointing two NEDs to replace Margaret Gildea and Richard Wright who have been appointed as NEDS to the Derbyshire Integrated Care Board (ICB). However only the one appointment was recommended at this stage as the other candidates unfortunately were unable to demonstrate the transformation/finance background required for the other NED position at the Trust. It was confirmed that this means that another immediate recruitment process will need to be carried out to recruit one NED.</p> <p data-bbox="352 1706 1326 1740"><u>Governors' Nominations and Remuneration Committee membership</u></p> <p data-bbox="352 1765 1401 1870">The Council were requested to approve Annette Gilliland, as a new public governor member of the Governors' Nominations and Remuneration Committee.</p> <p data-bbox="352 1895 957 1928">RESOLVED: The Council of Governors:</p> <p data-bbox="352 1930 1410 2092">1) Approved the appointment of Ralph Knibbs as Non-Executive Director of the Trust Board at an annual fee of £12,638 for a three year term commencing when the necessary recruitment checks have been completed and factoring in an appropriate handover.</p>

	<p>2) Noted that all appointments to the Trust Board are subject to satisfactory completion of the Fit and Proper Persons Tests.</p> <p>3) Noted plans for the remaining vacancy.</p> <p>4) Approved Annette Gilliland as a new public governor member of the Governors' Nominations and Remuneration Committee.</p>
<p>DHCFT/GO V/2022/023</p>	<p><u>CLOSE OF MEETING</u></p> <p>Selina Ullah thanked all for their attendance and input.</p> <p>The next Council of Governors meeting will be on Tuesday 10 May 2022, from 2.00pm. The meeting will be held virtually.</p> <p>The meeting closed at 12:17 hours.</p>