

Board of Directors (In Public)

Item 5.4

Subject: Proposal to Amend the LHCH Constitution – Composition of the Council of Governors
Date of Meeting: Tuesday 5th March 2019
Prepared by: Gill Donnelly, Membership & Communications Officer
Presented by: Lucy Lavan, Director of Corporate Affairs
Purpose of Report: For Approval

BAF Ref	Impact on BAF
3.7	No impact – the proposal seeks to amend the composition of the Council of Governors

1. Executive Summary

The purpose of the paper is to seek approval to remove a seat from the Council of Governors. The Appointed Governor seat for Knowsley Council seat has been vacant since November 2017. Knowsley Council has been unable to provide a representative since this time and has indicated that it will not be able to identify a representative going forward. It is therefore recommended that an amendment is made to the constitution to remove this seat from the composition of Council of Governors. The background and rationale behind this change is outlined in this paper.

The Board of Directors is asked to consider the rationale for amending the composition of the Council of Governors and to vote to enable an amendment to the Trust's constitution to reflect this. The Council of Governors will consider the amendment on Tuesday 12th March 2019.

2. Background

The Council of Governors currently comprises of 25 seats (as stated in the Trust's constitution Annex 3), as follows:

14 Public Governors from the following areas of the Public Constituency

Merseyside – six Public Governors

Cheshire – four Public Governors

North Wales – three Public Governors

Rest of England and Wales – one Public Governor

7 Staff Governors from the following classes:

Registered nurses and non-registered nurses (being healthcare assistants or their equivalent and student nurses) – three Staff Governors

Non clinical staff – two Staff Governors

Allied healthcare professionals, technical and scientific – one Staff Governor

Registered medical practitioners – one Staff Governor

4 Appointed Governors as follows:

Liverpool City Council

Liverpool John Moores University

Knowsley Council

Friends of Robert Owen House

The Appointed Governor Seat for Knowsley Council has been unfilled for a period of time and is not currently making a contribution to the Council of Governors. It has proven difficult to fill this seat and in the current financial climate it is more challenging for organisations to release members of their teams to carry out the Governor role and attend essential meetings.

Consideration has been given to other potential partner organisations in Knowsley, but the catchment population is represented by the public constituency governors. All Public Governor seats are currently filled.

3. Rationale for Change

The below proposal is recommended:

To remove 1 Appointed Governor seat representing Knowsley Council.

This seat was introduced in March 2016 in recognition that there is a high proportion of the Trust's patient population living in the Knowsley area since the Trust extended its community service reach with the provision of Knowsley Respiratory and CVD Services.

Despite a number of requests from the Trust, Knowsley Council has now advised that it is unable to appoint a representative.

It is proposed that the Council of Governors will remove this seat leaving a total of 24 seats with the composition of the Council of Governors amended to:

Public – 14

Staff – 7

Appointed – 3 (decrease of 1 seat)

The legal requirement for public governors to form the majority continues to be met.

4. Proposed Amendment - Annex 3 – Composition of the Council of Governors

The following amendments to the constitution are required to remove the one vacant appointed governor seat:

- **Annex 3, 3.3**
 - Replace Four Appointed Governors with Three:

~~Four~~ Three Appointed Governors:

- Remove 3.3.3 Knowsley Council and amend the numbering to reflect this change (make Friends of Robert Owen House 3.3.3):

3.3.1 Liverpool City Council;
3.3.2 Liverpool John Moores University;
~~3.3.3 Knowsley Council;~~
3.3.4 3 Friends of Robert Owen House;

5. Approving the Changes to the Constitution

The process for amending the constitution is set out in Paragraph 41 of the constitution:.

No amendment shall be made unless:

- i) *it has been approved by more than half of the members of the Council of Governors of the FT voting; and*
- ii) *it has been approved by more than half of the members of the Board of Directors voting.*

The Council of Governors will be asked to consider and vote on these amendments on 12th March 2019 and providing both the Board and the Council vote in favour at their respective meetings, then the changes to the constitution will take immediate effect ie following the Council of Governors meeting on 12th March 2019.

6. Recommendation

It is recommended that the Board of Directors considers the rationale for changing the composition of the Council of Governors and approves (by vote) the recommended amendments to Annex 3 of constitution, as set out in Section 4 of this report.