

Board of Directors (Public)

Item 6.2

Subject: Proposal to Amend the LHCH Constitution – Composition of the Council of Governors

Date of meeting: Tuesday 26th January 2016

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Lucy Lavan, Associate Director of Corporate Affairs

Presented by: Lucy Lavan, Associate Director of Corporate Affairs

BAF Ref	Impact on BAF Risk Rating
3	None – risk rating remains 2

1. Executive Summary

On 9th November 2015 the Council of Governors' Governance Group ('task and finish') met to review the current composition of the Council of Governors in terms of optimal representation of public, staff and stakeholders. At this meeting the group considered a detailed paper setting out a range of options including 'do nothing'; removal of one or two seats (currently vacant) from the appointed Governor cohort; and options for replacing these with other seats to ensure optimal representation of public, staff and stakeholder interests on the Council of Governors.

Following this review, the Group has made a recommendation to amend the composition of the Council of Governors and accordingly to amend the constitution. The 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 and to vote to enable an amendment to the Trust's constitution to affect this, subject to a similar vote in favour by the Council of Governors.

2. Background

The Council of Governors currently comprises of 25 seats (as stated in the Trust's constitution Annex 3). The existing breakdown of these seats is 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

6 Staff Governors from the following classes:

Registered nurses and non-registered nurses (being healthcare assistants or their equivalent and student nurses – two Staff Governors
Non clinical staff – two Staff Governors
Allied healthcare professionals, technical and scientific – one Staff Governor
Registered medical practitioners – one Staff Governor

5 Appointed Governors as follows:

Liverpool City Council
Liverpool John Moores University
Cystic Fibrosis Trust (who may, for the avoidance of doubt, appoint a patient representative)
Friends of Robert Owen House
Association of Voluntary Organisations in Wrexham (“AVOW”)

All Public and Staff Governor seats are currently filled. However, there are currently two Appointed Governor seat vacancies - Cystic Fibrosis Trust (CF) and AVOW.

The Appointed Governor Seats for both Cystic Fibrosis Trust (vacant since April 2012) and AVOW (vacant since April 2015) have been unfilled for a period of time and are not currently making a contribution to the Council of Governors. It has proven difficult to fill these seats 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.

3. Rationale for Change

A number of options for change were considered and the following proposal has recommended by the Governance Group:

To remove the 2 Appointed Governor seats representing the Cystic Fibrosis Trust and Association of Voluntary Organisations in Wrexham (AVOW) and replace with:

- **1 additional Staff Governor seat in the Registered Nurses and Non Registered Nurses category**

The feedback from the extensive staff engagement programme carried out as part of the Pathfinder ‘Mutuals in Healthcare’ pilot project (January 2015) highlighted the need for greater staff engagement and empowerment throughout the organisation. This driver, which is highlighted as part of the Trust’s People Strategy provides strong rationale for consideration of increased staff representation on the Council of Governors.

Analysis shows that the Registered and Non Registered Nurses staff group accounts for 52% of total workforce and therefore an additional seat in this class would improve representation (3 out of 7 Staff Governor seats assigned to this class will account for 43% of the Staff Governor representation; compared to the current 2 out of 6 staff Governor seats; 33%).

- **1 Appointed Governor seat for Knowsley Council**

This recommendation has been made in recognition of the fact that 31% of the Trust’s patients in the last twelve months (August 2014-15) are from within the Knowsley area and following a major tendering exercise of COPD and CVD services there is clear commitment to build on and expand the Trust’s community service provision in Knowsley.

Knowsley Council has been approached to enable the Trust to gauge their interest in being represented on the Council of Governors and their support for this proposal has been confirmed.

In summary with these proposed changes, the Council will retain a total of 25 seats but the composition of the Council of Governors will be amended to:

Public – 14 (no change)

Staff – 7 (increase of 1 seat)

Appointed – 4 (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 two vacant appointed governor seats and to introduce i) an additional staff governor seat for registered and non registered nurses; and ii) an Appointed Governor for Knowsley Council:

- **Annex 3, 3.2.1**

“3.2.1 registered nurses and non-registered nurses (being health care assistants or their equivalent and student nurses) – ~~two~~ three Staff Governors”

(delete two and replace with three)

- **Annex 3, 3.3**

Remove “3.3.3 Cystic Fibrosis Trust (who may, for the avoidance of doubt appoint a patient representative)” and replace with “Knowsley Council”

Remove “3.3.5 Association of Voluntary Organisations in Wrexham (“AVOW”)” entirely with no replacement.

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 1st March 2016 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 1st March 2016.

6. Recommendation

It is recommended that the Board of Directors consider the rationale for changing the composition of the Council of Governors and approve the recommended amendments to Annex 3 of constitution, as set out in Section 4 of this report.