

Council of Governors (in Public)

Item 8.1

Subject: CoG Committee Membership
Date of meeting: 4th December 2017
Prepared by: Lucy Lavan, Director of Corporate Affairs
Presented by: Lucy Lavan, Director of Corporate Affairs

1.0 Executive Summary

The purpose of the paper is to recommend new membership for the Council of Governors' two standing committees :

- Nominations and Remuneration Committee (NEDs)
- Membership & Communications Sub Committee

Expressions of interest have been sought from Governors and the recommendations set out below.

2.0 Background

The Council of Governors has experienced significant turnover in its membership, as a number of governors had served the maximum permitted term of office and stood down following the 2017 Annual Members Meeting. The 2017 governor election process was successful and the Trust has welcomed six new public governors and two new staff governors in recent months. There will be further turnover in 2018 as our remaining 'founder' governors step down and therefore a succession plan to support the Committee structure is needed.

All new governors have been invited to complete a skills audit and expressions of interest have been sought for committee membership (Joint Board and Council Development Day 14.11.17 and subsequent e mail to Governors from Lucy Lavan on 17.11.17).

The Terms of Reference for each Committee is attached.

The Nominations and Remuneration Committee (NEDs) is a statutory committee and fulfils the role of supporting the Council in the appointment, re-appointment, dismissal and remuneration of the Chair and Non Executive Directors. Recommendations from this Committee are received by the full Council of Governors for approval. (Refer Appendix 1).

The Membership and Communications Sub Committee is in place to support the Council in developing and delivering the membership strategy and ensuring effective engagement with members and the public. (Refer Appendix 2).

3.0 Nominations and Remuneration Committee (NEDs)

The Terms of Reference state that the Committee membership is as follows:

- Chairman* (also Committee Chair)
- Deputy Chair **

- Not less than 3 public governors

*except where the chair is conflicted, then the Deputy Chair will chair the committee and one other NED will join the Committee

** except where the Deputy Chair is conflicted, then another NED will join the Committee (or two NEDs if both the Chair and Deputy Chair are conflicted)

Past experience tells us that it is preferable to nominate at least 5 public governors to serve on the Committee, in order that a quorum of at least 3 public governors can be secured at any one time.

On the basis of the expressions of interest received, review of the skills audit and consideration of individual governors' existing commitments, it is proposed that the following public governors form the new governor membership of the Nominations and Remuneration Committee:

Trevor Wooding (Senior Governor)
Ken Blasbery
Allan Pemberton
Peter Brandon
Ruth Rogers
Lynne Addison

4.0 Membership and Communications Sub Committee

The Terms of Reference state that the Committee membership is as follows:

- Chair – an elected public Governor
- Up to 8 elected public Governors to include at least 1 from Cheshire, at least 1 from Merseyside and at least 1 from North Wales (one of whom shall be the nominated Deputy Chair)
- One Nominated Governor
- One Staff Governor
- Director of Corporate Affairs
- Membership Officer

Following receipt of expressions of interest from new Governors, it is proposed that the new governor membership is as follows:

Amanda Clarke (Chair and Public Governor - North Wales)
Ken Blasbery (Public Governor - Cheshire)
Mark Allen (Public Governor – Cheshire)
Vera Hornby (Public Governor – Merseyside)
Trevor Wooding (Senior Governor / Public Governor – Merseyside)
Ruth Rogers (Public Governor – Merseyside)
Elaine Holme (Public Governor – Merseyside)
Michelle Laing (Nominated Governor)
Sharon Hindley (Staff Governor)

5.0 Recommendation

The Council of Governors is asked approve the new governor members for the Nominations & Remuneration Committee (NEDs) and Membership and Communications Sub Committee as set out in 3.0 and 4.0 respectively.