

COUNCIL OF GOVERNORS

Minutes of a Meeting of the
University Hospitals Birmingham NHS Foundation Trust
Council of Governors held on 24 September 2012

Trust Headquarters Meeting Rooms 1 & 2 QEMC

Present: Sir Albert Bore (Trust Chairman)
Graham Bunch
Edith Davies
Dr John Delamere
Prof Joanne Duberley
Ian Fairbairn
Aprella Fitch
Rabbi Margaret Jacobi
Patrick Moore
Susan Price
Vice Admiral Philip Raffaelli
Valerie Reynolds
David Spilsbury
Barbara Tassa
Prof Ian Trayer
Shirley Turner

In attendance: David Burbridge (Director of Corporate Affairs & Foundation Secretary)
Dame Julie Moore (CEO)
Fiona Alexander (Director of Communications)
Gurjeet Bains (Non-Executive Director)
Sarah Snowden (Governor Liaison)

G12/056

Welcome and Apologies for Absence

The Chairman welcomed everyone present to the meeting.

Apologies for absence were received from Christine Beal, Tom Gallacher, Sandra Haynes, Tony Mullins, Jenni Ord and Cllr Elaine Williams

G12/057

Quorum

The Chairman noted that a quorum was present and, accordingly, the meeting could proceed to business.

G12/059

Minutes of the previous meeting (19 July 2012)

The minutes of the meeting held on 19 July were approved subject to an amendment to record that Rabbi Margaret Jacobi was not present at the meeting but had given her apologies.

G12/060

Matters Arising

None.

G12/061

Chairman’s Report

The Governors considered the report presented by the Chairman. In connection with the sealing of the Deed of Surrender of the Hayward Building at Selly Oak Hospital, there was discussion about the possibility of continuing such commemorations at the new hospital. The Chief Executive reported that, whilst a decision had been taken that wards and rooms in the new hospital would not be named, an audit of memorabilia across both sites was being undertaken so that appropriate proposals to record the history of the sites could be developed.

Resolved: To receive the report

G12/062

Appointments to Committees and Groups requiring CoG representation including Election of Vice Chair

The Chairman reported that one nomination, from Dr John Delamere, for the post of Governor Vice-Chair had been received.

Resolved: That Dr John Delamere be appointed as Governor Vice-Chair.

The Chairman further reported that he had received responses from most Governors regarding their preferences with regard to the other Council of Governors appointments. From this, he had prepared a list of proposed appointments, with the aim of ensuring that all Governors were engaged in the business of the Governing Body without an undue burden falling on a small number. The Governors considered the proposed appointments and agreed the following appointments:

Remuneration and Nominations Committee for Non-Executive Directors	Chairman Governor Vice-Chair Ian Fairbairn Ian Trayer Tom Gallacher Elaine Williams
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CQC Liaison Governor	Dr John Delamere
Governors' Annual Plan & Strategy Reference Group	Shirley Turner Edith Davies Sandra Haynes Susan Price Margaret Jacobi
Organ Donation Committee	Ian Fairbairn Ian Trayer
Care Quality Group	Shirley Turner Tony Mullins Graham Bunch Erica Perkins
Patient Experience Group:	Ian Fairbairn
Young Persons Council	Tony Mullins
Transport Task & Finish Group	Tony Mullins Patrick Moore
Foundation Trust Governors' Association representatives	Ian Trayer David Spilsbury John Delamere Aprella Fitch
Governors' Development Programme	Aprella Fitch Edith Davies Ian Trayer Tom Gallacher Joanne Duberley
Volunteer Committee	Sandra Haynes
Patient and Carer Council link - Wards	Graham Bunch
Patient and Carer Council link - Outpatients:	Christine Beal
Patient and Carer Council link - Mystery Patients	Tony Mullins

G12/063

Amendments to the Trust's Constitution - Area

The Council of Governors considered the paper presented by the Director of Corporate Affairs. There was discussion regarding the size of the proposed new Public Constituency Area, both now and in future, and the arrangements for Governors. It was agreed that engagement with potential users of the Trust's services outside the Birmingham area was important and that an additional Governor post would be created for the new Area and that the number of Patient Governors would remain at three.

Resolved: That, subject to the approval of Monitor and approval by the Board of Directors, the Constitution of the Trust be amended as set out in the document attached at Appendix A to the paper considered by the Council under this item (with the additional change in sub-section 7.3.1 of "9" to "10"), to be effective from the date of approval by Monitor.

G12/059

Amendments to the Trust's Constitution

The Director of Corporate Affairs reported that, following Royal Assent of the Health and Social Care Act 2012, a small number of sections of that Act will come into effect on 1 October 2012, relating to:

- The continuation of the body corporate known as Monitor;
- Change from the 'Board of Governors' to the 'Council of Governors' (this amendment has already been approved by the Council of Governors and Monitor);
- Requirement for the principal purpose (i.e. provision of goods and services for the health service in England) to be stated in the constitution;
- Introduction of the new legal duty to ensure that income of NHS funded goods and services is greater than income from other sources;
- Introduction of additional oversight and scrutiny by the Council of Governors over activities generating non-NHS income; and
- Replacement of HM Treasury with Secretary of State as regards giving guidance over FT accounts

Monitor has requested that all Foundation Trusts make appropriate amendments to their constitution so that the constitution will be compliant with these sections of the Act.

It was noted that the Trust had already amended its Constitution to refer to the Council of Governors as opposed to Board of Governors.

The Council of Governors considered the necessary amendments as set out in Appendix A of the paper.

Resolved: That, subject to the approval of Monitor, the Constitution of the Trust be amended as set out in the document attached at Appendix A to the paper considered by the Council under this item, to be effective from the date of approval by Monitor.

G12/060

Any Other Business

In answer to a query, it was confirmed that a plaque commemorating the official opening of the new hospital by Her Majesty the Queen had now been put up.

It was agreed that the Director of Corporate Affairs would confirm whether any conflict of interest issues would affect Governors' ability to belong to local Healthwatch Boards.

G12/061

Date of Next Meeting

Friday 16 November 2012

THQ, QEMC

10am – 12 noon (Pre-Meeting 9.30am – 10am)

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Chairman

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Date