

**AGENDA ITEM NO:**

**UNIVERSITY HOSPITAL BIRMINGHAM NHS FOUNDATION  
TRUST  
BOARD OF GOVERNORS  
25 SEPTEMBER 2008**

<b>Title:</b>	<b>CHANGES TO THE TRUST'S MEMBERSHIP AND BOARD OF GOVERNORS</b>
<b>Responsible Officer:</b>	Sir Albert Bore, Chairman
<b>Contact:</b>	David Burbridge, Director of Corporate Affairs, Ext 2881

<b>Purpose:</b>	To recommend changes to the Trust's Membership and Board of Governors.
<b>Confidentiality Level &amp; Reason:</b>	None
<b>Medium Term Plan Ref:</b>	
<b>Key Issues Summary:</b>	<p>At a Board of Governors' seminar on 16 June 2008, the Chairman and a number of Governors considered whether changes could be made to the current membership of the Trust and the constitution of the Board of Governors, in order to assist with the development of a more engaged membership.</p> <p>This paper is intended to capture the outcomes of that seminar and to put those outcomes before the Board of Governors for formal consideration and approval.</p>
<b>Recommendations:</b>	<p>The Board of Governors is asked to:</p> <ol style="list-style-type: none"><li>a. consider the proposed changes to the Trust's membership and Board of Governors; and</li><li>b. if thought fit, approve the proposed changes and approve the necessary amendments to the Trust's constitution as set out in the document attached at Appendix A, to be effective from 1 July 2009 or 1 July 2010.</li></ol>

<b>Signed:</b>	<b>Date:</b> 19 September 2008
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**UNIVERSITY HOSPITALS BIRMINGHAM  
NHS FOUNDATION TRUST**

**REPORT TO BOARD OF GOVERNORS  
25 SEPTEMBER 2008**

**CHANGES TO THE TRUST'S MEMBERSHIP &  
BOARD OF GOVERNORS**

**1 Introduction**

- 1.1 At a Board of Governors' seminar on 16 June 2008, the Chairman and a number of Governors considered whether changes could be made to the current membership of the Trust and the constitution of the Board of Governors, in order to assist with the development of a more engaged membership.
- 1.2 This paper is intended to capture the outcomes of that seminar and to put those outcomes before the Board of Governors for formal consideration and approval.

**2 Background**

- 2.1 Monitor requires all Foundation Trusts to "grow a more representative membership". At the beginning of this year, the Trust had over 80,000 members registered, although it was apparent that many of these members were not engaged in any way with the Trust and some were not even aware that they were members.
- 2.2 UHB's Membership Strategy was approved by the Board of Directors in July 2007. The Strategy was developed by a specific Task & Finish Group which comprised the Trust's Director of Corporate Affairs, Director of Communications and a staff, public and patient governor. The strategy was based on a comprehensive Members' Survey which was carried out by the Trust from October 2006-March 2007.
- 2.3 The strategy outlined the role of a member at UHB and identified several key pieces of work which have been undertaken to ensure that going forward UHB's membership is active, engaged, cost-effective and plays an integral part in the organisation.
- 2.4 The biggest piece of work has been the membership database audit. In October 2007 the Trust reminded all of its patient and public members that they were members of the Trust and asked them to fill in and return a data capture form. The Trust also gave each member an opportunity to no longer be a member, should they so wish. This was a repeat of a similar exercise in May 2007. A third mailing was carried out in February 2008 and

the three mailings together have resulted in responses from approximately 14,000 members. A further mailing was undertaken to the remaining 60,000 members asking them to confirm whether or not they wished to remain a member – a further 3,500 responded to this.

- 2.5 The results of the above exercises put the Trust's membership at a total of about 24,000 (including 6,500 staff members). At this size, the Trust's membership remains the second biggest in England. It is substantially bigger than the average (13,000).
- 2.6 In its annual plan for 2008/2009 submitted to Monitor, the Trust stated that it expected its membership to be at the end of the year as set out in the bottom row of the following table:

	Public	Patient	Staff	Total
Now	51,545	22,190	6,990	80,725
After letter to those not responding to 3 requests	12,500	5,000	6,500	24,000
31 March 2009 (Expected)	20,000	7,500	6,500	34,000

- 2.7 The Trust now needs to grow its membership from the new base point and a crucial part of the plan for growth is to develop the engagement with the membership through the Board of Governors.
- 2.8 Three agencies have been briefed to develop a strategy to increase membership to 40,000 over the next twelve months. A tender process will be held in October, with the project set to commence in November.

### 3 Membership

- 3.1 The Trust's membership is currently split into three constituencies, as follows:
- 3.1.1 Public constituency – by reference to a geographical area (Birmingham, split by electoral constituencies);
  - 3.1.2 Patient constituency – patients and carers, including those not living in Birmingham; and
  - 3.1.3 Staff – split into four classes.
- 3.2 There exists an overlap between the Patient and Public constituencies, in that patients or carers living in Birmingham

can opt to be in the Patient Constituency, with the default position being that they would be in the Public Constituency.

- 3.3 Of the other acute Foundation Trusts, 25 out of 58 have a patients' constituency. However, most of these differ from UHB's in that membership of such a constituency is limited to patients outside the Public constituency area, without the option for in-area patients/carers to join this constituency.
- 3.4 The seminar discussed the Patients' Constituency and concluded that it would be sensible to limit membership to patients/carers who did not qualify to be members of the Public Constituency. This would affect only about 350 of the Trust's 22,000 patient members. However, three of the six Patient Governors would become ineligible to serve as Governors for that constituency. This aspect is dealt with at paragraphs 5.4 to 5.7 below.

#### 4 **Board of Governors**

- 4.1 Under statutory requirements, the Trust's Board of Governors must be constituted so that:
  - 4.1.1 The number of Public and Patient Governors together must exceed the number of Stakeholder and Staff Governors;
  - 4.1.2 Governors must be members of the Constituency area/class they represent
  - 4.1.3 There must be a minimum of 3 Staff Governors; and
  - 4.1.4 The Trust must have Stakeholder Governors for: BCC; UoB; & SBPCT
- 4.2 Monitor's Code of Governance requires that:
  - 4.2.1 The Board of Governors should not be so large as to be unwieldy;
  - 4.2.2 The Board of Governors should be of sufficient size for the requirements of its duties; and
  - 4.2.3 The roles, structure, composition, and procedures of the Board of Governors should be reviewed regularly, taking into account emerging best practice.
- 4.3 The current constitution of the Board of Governors is as follows:

Public	Patient	Staff	Stakeholder	Total
14	6	5	13	38

4.4 Research of Boards of Governors of other acute Foundation trusts reveals that:

4.4.1 The biggest Board numbers 44 and the smallest, 20;

4.4.2 The norm amongst all FTs is 29, reducing to 25 amongst new FTs; and

4.4.3 The norm for the number of Stakeholder Governors is seven.

4.5 General feeling expressed at the seminar was that the current Board of Governors is too big for proper engagement with all Governors to be achieved.

4.6 Consideration was given as to how the size of the Board of Governors could be reduced. It was felt that the number of Public Governors could be reduced by two to 12, by allotting Governor seats as follows:

Area	No. of members (Expected)	No. of Governor seats
Northfield	4,812	2
Selly Oak	4,400	2
Edgbaston	3,388	2
Hall Green	3,882	2
Yardley	811	1
Ladywood	720	1
Erdington	574	1
Hodge Hill	533	1
Sutton Coldfield	414	1
Perry Barr	447	1
<b>Total</b>	<b>19,981</b>	<b>12</b>

4.7 The comparative size of the Patient Constituency (expected 7,000 against a total of 20,000 Public - see table at 2.6 above) led to the conclusion that the number of Patient Governors should be reduced to 4 (currently 6), achieving a 1:3 ratio.

4.8 The meeting did not consider that the number of Staff Governors should be changed.

4.9 Finally, the number of stakeholder governors was considered. Current stakeholder governors are as follows:

4.9.1 University of Birmingham;

4.9.2 South Birmingham Primary Care Trust (2);

- 4.9.3 Birmingham City Council;
  - 4.9.4 Defence Medical Services Department, Ministry of Defence;
  - 4.9.5 Birmingham Faith Leaders Group;
  - 4.9.6 South West Area Network of Secondary Education Sector;
  - 4.9.7 South West Partnership for Further Education;
  - 4.9.8 Advantage West Midlands;
  - 4.9.9 UHB South Birmingham MP's Liaison Group;
  - 4.9.10 University of Central England;
  - 4.9.11 Birmingham and Solihull Learning and Skills Council; and
  - 4.9.12 Birmingham Chamber of Commerce & Industry.
- 4.10 In many cases, the Trust has already in place alternative mechanisms for engagement with stakeholders. For example, the UHB South Birmingham MP's Liaison Group meets quarterly with the Chairman and Chief Executive to discuss pertinent issues.
- 4.11 As mentioned above, representation from Birmingham University, South Birmingham PCT and the City Council is a statutory requirement. However, South Birmingham PCT is currently allowed to nominate two governors and it was proposed to reduce this to the statutory one.
- 4.12 Of the remaining nine stakeholder governors, those at the seminar considered that the Trust should retain stakeholder governors from the MOD, the Faith Leaders' Group and the Secondary Education sector.

## **5 Constitution and Timing**

- 5.1 To effect the proposed changes, the Trust will need to amend its constitution. The consequential amendments are set out in the document attached at Appendix A.
- 5.2 Amendments to the Trust's Constitution require approval of the Board of Governors and, subsequently, the independent regulator of Foundation Trusts, Monitor.
- 5.3 If approved by the Board of Governors, the proposed changes will be discussed with Monitor. Formal approval will be sought immediately following approval by the Board of Governors.
- 5.4 It is proposed that the amendments be approved at this meeting but that they do not become effective until either 1 July 2009 or 1 July 2010.

- 5.5 An effective date of 1 July 2009 will allow those current Governors who will cease to be eligible or whose seats will disappear to continue to serve up until that date. Elections for half of the public and patient governors are due then, so dispossessed governors will have an opportunity to stand for re-election.
- 5.6 An effective date of 1 July 2010 will allow all current Governors who will cease to be eligible or whose seats will disappear to continue to serve up until the expiry of their current term of appointment. Again, elections for half of the public and patient governors are due then, so dispossessed governors (some of whom will have left the Board of Governors a year previously when the current term is one that expires on 20 June 2009) will have an opportunity to stand for re-election.
- 5.7 The impact of both options is set out in the table at Appendix B.

## 6 **Recommendations**

The Board of Governors is asked to:

- 6.1 consider the proposed changes to the Trust's membership and Board of Governors; and
- 6.2 if thought fit, approve the proposed changes and approve the necessary amendments to the Trust's constitution as set out in the document attached at Appendix A, to be effective from 1 July 2009 or 1 July 2010.

Sir Albert Bore  
Chairman

September 2008

## Appendix B - Impact of Proposed Changes on Current Governors

Governor	Seat	Current term expires	Affect of Changes	Future opportunities
Rita Bayley	Patient	30 June 2010	No longer eligible as patient governor, will be eligible for Selly Oak seat If changes effective in 2009, current term will be cut short by 1 year.	Can stand for election to one of the two Selly Oak seats in 2009 or 2010
Bridget Pearce	Patient	30 June 2010	No longer eligible as patient governor, will be eligible for Edgbaston seat. If changes effective in 2009, current term will be cut short by 1 year.	Can stand for election to one of the two Edgbaston seats in 2009 or 2010 If changes effective in 2009, can contest the Edgbaston seat that will be up for election at that time (Geoffrey Oates). If changes effective in 2010, can contest the Edgbaston seat that will be up for election at that time (Caroline Badley)
Rosanna Penn	Patient	30 June 2009	No longer eligible as patient governor, will be eligible for Edgbaston seat. If changes effective in 2009, will have served full current term.	Can stand for election to one of the two Edgbaston seats in 2009 or 2010 If changes effective in 2009, can contest the Edgbaston seat that will be up for election at that time (Geoffrey Oates). If changes effective in 2010, can contest the Edgbaston seat that will be up for election at that time (Caroline Badley)

<b>Governor</b>	<b>Seat</b>	<b>Current term expires</b>	<b>Affect of Changes</b>	<b>Future opportunities</b>
David Ward	Erdington	30 June 2009	Will be eligible for combined seat of Erdington & Hodge Hill, although present Governor for Hodge Hill's term runs until 30 June 2010.	Can stand for election to the Erdington & Hodge Hill seat
Anne Griffin	Hodge Hill	30 June 2010	Will be eligible for combined seat of Erdington & Hodge Hill. If changes effective in 2009, current term could be cut short by 1 year.	Can stand for election to the Erdington & Hodge Hill seat
Hazel Flinn	Perry Barr	30 June 2010	Will be eligible for combined seat of Perry Barr & Sutton Coldfield. If changes effective in 2009, current term could be cut short by 1 year.	Can stand for election to the Perry Barr & Sutton Coldfield seat
Joan Walker	Sutton Coldfield	30 June 2009	Will be eligible for combined seat of Perry Barr & Sutton Coldfield, although present Governor for Perry Barr's term runs until 30 June 2010.	Can stand for election to the Perry Barr & Sutton Coldfield seat