

EXTRAORDINARY COUNCIL OF GOVERNORS MEETING

Meeting to be held on Thursday 25 March 2021 at 13:00-14:00 via Cisco Webex
Videoconference.

The public session will be livestreamed online for public viewing

AGENDA

NO.	AGENDA ITEM	PURPOSE	SPONSOR	TIMINGS
PUBLIC SESSION				
1.	Introduction and apologies	Information	Chair	13:00
2.	Declarations of Interest	Information	Chair	
3.	Interim Chair Appointment	Approval	Vice-Chair	13:05
4.	External Auditor Appointment	Approval	Chair	13:15
5.	NHS Providers' Governor Advisory Committee election	Approval	Chair	13:20
PRIVATE SESSION				
6.	<i>Item 6 will be held in private session.</i>			13:25
	Date and time of next meeting: Thursday 27 May 2021, 14:00 – 16:00			

Meeting of the Council of Governors on 25 March 2021

Report Title	Appointment of External Auditor
Report Author	Mark Pender, Head of Corporate Governance
Executive Lead	Eric Sanders, Director of Corporate Governance

1. Report Summary

The Council of Governors was provided with an update on the process for the appointment of a new External Auditor for the Trust at its meeting in November 2021. The evaluation process has now been completed and this report provides a summary of this and proposes a preferred candidate as recommended by the Audit Committee.

2. Key points to note (Including decisions taken)

Context

The statutory / regulatory / legal requirements are set out in Chapter 7 of 'Your Statutory Duties - A reference guide for NHS foundation trust governors'. This states that the Council of Governors appoint the External Auditor, making their final decision based on the recommendation of the Trust's Audit Committee.

In undertaking its duties the Audit Committee is required to:

- Draw up a shortlist of at least two appointable candidates in conjunction with the External Auditor Selection Group (EASG)
- Present to the Council of Governors the procurement process followed, results and recommendations including the preferred candidate and terms of engagement.

The procurement process has been run by Bristol and Weston NHS Purchasing Consortium (BWPC) which provides a comprehensive range of purchasing services to support local Trusts and Healthcare Providers, including UHBW and NBT. The procurement process was initially run as a joint tender between UHBW, NBT and two CCGs, however following the receipt of tenders the other three organisations withdrew from the process.

Two companies (KPMG and Grant Thornton) submitted tenders and both were invited to participate in the presentation meetings which were held on 2nd February 2020. A sub-group of the EASG attended these meetings to consider the presentations and ask questions of the two companies.

Evaluation of suppliers

The suppliers were assessed against the methodology set out in the invitation to tender, and the following criteria were used by the sub-panel when reviewing the

tender documentation and at the presentations:

- Methodology and Approach
- Resources, Organisation Capacity and Experience
- Performance and Quality
- Price

Conclusion and Recommendation

KPMG was ranked highest in the evaluation, which was supported by the presentation they made to the panel. The sub panel therefore recommended that KPMG be the preferred candidates, and this was endorsed by the EASG at its meeting on 4th February 2021 and by the Audit Committee on 23rd February 2021.

3. Risks

If this risk is on a formal risk register, please provide the risk ID/number.

The risks associated with this report include:

There are risks to the adequate governance of the Trust if external audit performance is not robust (including to the submission of an adequate Annual Report and Accounts).

4. Advice and Recommendations

(Support and Board/Committee decisions requested):

- This report is for **Approval**.

The Council of Governors is asked to consider the feedback detailed above and if appropriate approve the appointment of KPMG as the Trust's External Auditors with effect from 1st August 2021 for a 3 year period, with options to renew for two additional years.

5. History of the paper

Please include details of where paper has previously been received.

Audit Committee – 23rd February 2021

Report to the Council of Governors on Thursday 25 March 2021

Report Title	Governor Advisory Committee Elections
Report Author	Sarah Murch, Membership Manager
Executive Lead	Eric Sanders, Director of Corporate Governance

Report Summary

This report describes the steps taken to select the Trust's choice of governors for NHS Providers' Governors' Advisory Committee.

Key points to note

Context

The Trust's Council of Governors has been invited to vote in the elections for NHS Providers' Governor Advisory Committee.

NHS Providers is the national membership organisation for NHS hospital trusts and mental health, community and ambulance services. To gain a governor perspective on their work, they have an elected Governor Advisory Committee (GAC) consisting of eight Foundation Trust governors and two Foundation Trust chairs.

The GAC members come from different parts of the country and represent different types of trust and different types of governor. Their role is to provide oversight and feedback on the work of NHS Providers that relates to governors, such as the GovernWell training programme, the Annual Governor Focus Conference and guidance resources.

Process

The personal statements for each of the 55 candidates standing in this election were circulated to all UHBW governors. Governors were invited to contribute to the process if they wished to do so, by indicating their preference for up to 8 candidates. Seven governors responded, and the candidates that they selected have been used to come up with a recommendation for the Trust's choice of candidates for approval by the Council of Governors.

The election is being conducted using the Single Transferable Vote method. This means that instead of the voter placing crosses next to their favourite candidates, the voter is encouraged to rank as many candidates as they like in order of preference. In other words, the number "1" must go next to the name of our first choice candidate and thereafter, we have the choice of voting "2", "3" etc next to the names of other candidates. We can continue to rank the candidates until we can express no further preferences.

Therefore, UHBW's choice of candidates will be placed in the following order, which has been determined by the governor responses that we received.

CANDIDATES	STV position	
Stephen Churchill	1.	
Sarah Lennard	2.	
Gill Little	3.	
Dr Sunila Lobo	4.	
Douglas Ralph	5.	
Anum Shuja	6.	
Roger Stroud	7.	
Peter Abell	8.	
John Adler	9.	
Joanne Boait	10.	
James Canning	11.	
Eileen Cox	12.	
Pauline Garnett	13.	
Sally Holland	14.	
Julia Preston	15.	
Maureen Burke	16.	
Anne Carlile	17.	
Janet Crampton	18.	
Ben Duke	19.	
Josh Hardy	20.	
Mike Hobbs	21.	
John Jones	22.	
Loretta Light	23.	
Samantha Mills	24.	
Caroline Ogunsola	25.	
Bhavna Pandya	26.	
Sue Prior	27.	
Mohammed Ramzan	28.	
Lesley Surman	29.	
Adrian Thorne	30.	
Advice and Recommendations		
<p>The Council of Governors is asked to:</p> <ul style="list-style-type: none"> - Review and Approve governors' recommendations for candidates in NHS Providers' Governor Advisory Committee elections. 		