

## 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: <b>Thursday 27 May 2021, 14:00 – 16:00</b>			

## Meeting of the Council of Governors on 25 March 2021

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

### 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 2<sup>nd</sup> 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 4<sup>th</sup> February 2021 and by the Audit Committee on 23<sup>rd</sup> 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 1<sup>st</sup> 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 – 23<sup>rd</sup> February 2021**

## Report to the Council of Governors on Thursday 25 March 2021

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

### 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

The Council of Governors is asked to:

- **Review and Approve** governors' recommendations for candidates in NHS Providers' Governor Advisory Committee elections.

## Report to the Council of Governors on Thursday 25 March 2021

<b>Report Title</b>	<b>Interim Trust Chair Appointment</b>
<b>Report Author</b>	<b>Mark Pender, Head of Corporate Governance</b>
<b>Executive Lead</b>	<b>Eric Sanders, Director of Corporate Governance</b>

### Report Summary

1. This report summarises the steps taken to recruit an Interim Trust Chair whilst Jeff Farrar takes up a temporary role as Chair of the BNSSG Sustainability and Transformation Partnership, Healthier Together, and asks the Council of Governors to approve the selected candidate.

### Key points to note

#### Context

2. Following an unsuccessful process to recruit a Chair of the BNSSG Sustainability and Transformation Partnership, Healthier Together, Jeff Farrar has been asked to take up this role on a temporary basis for six months from 1<sup>st</sup> April 2021. This will allow for the process to appoint a new substantive Chair of Healthier Together to be completed
3. Given the potential conflict between the role of Chair of UHBW and Chair of Healthier Together, Jeff Farrar has agreed to temporarily step down from the role of Chair of UHBW, and it is therefore necessary to appoint an Interim Trust Chair for this period.

#### Process

4. In agreeing to take up the temporary position of Chair of Healthier Together, Jeff Farrar made it clear that the Interim Trust Chair should be appointed from amongst the Trust's existing Non-Executive Directors. Given this, and the very tight timescales involved, a streamlined appointment process has been followed.
5. Non-Executive Directors were asked to apply for the position of Interim Chair by submitting a CV and covering letter by close of business on 10<sup>th</sup> March 2021. Applications from three Non-Executive Directors were received.
6. An interview Panel comprising of the following was formed to undertake the interviews of the candidates:
  - Martin Sykes, Non-Executive Director and Vice-Chair of the Trust (Chair of Panel)
  - Mo Phillips, Lead Governor and member of the Nomination and Appointments Committee
  - Carole Dacombe, Governor and member of the Nomination and Appointments Committee.

In Attendance (advisory capacity):

- Alex Nestor Deputy Director of People (representing the Director of People)
- Eric Sanders, Director of Corporate Governance

7. The interviews took place on 15th and 17th March 2021 and a range of criteria were used to assess the candidates. These included their proposed approach to the transition and to the interim nature of the role; their leadership style; how they would work with the various stakeholder groups; and fundamentally their commitment and motivation for the application. The candidates were also asked to identify what they saw as the key challenges and priorities for the coming six months and to confirm their availability to fulfil the time commitment of the Chair role.
8. Following the interviews the panel discussed the relative merits of each candidate as assessed against the set criteria, and came to the conclusion that Jayne Mee should be recommended to become Interim Chair of the Trust. The panel was unanimous in its decision and noted the very strong field of candidates who had applied for the role.
9. Jayne Mee's biography can be found on the UHBW website at <https://www.uhbw.nhs.uk/p/about-us/meet-our-board>
10. The Governors' Nominations and Appointments Committee received this report on 18 March 2021 and their views on Jayne Mee's appointments were requested by email. Out of 9 responses received, 8 were in favour, with 1 abstention.

## 1. Advice and Recommendations

The Council of Governors is asked to:

- **Note and support** Jeff Farrar's move to Healthier Together for six months.
- **Approve** the Nominations and Appointment Committee's recommendation to appoint Jayne Mee as Interim Chair of University Hospitals Bristol and Weston NHS Foundation Trust for a six month period from 1<sup>st</sup> April 2021 to 30<sup>th</sup> September 2021.