

**Minutes of the Council of Governors
Extraordinary General meeting
Thursday 22nd July 2010, 6.45pm
Clinical Education Centre, Russells Hall Hospital, Dudley**

Present:

Name	Status	Representing
Mrs Kacey Akpoteni	Public Elected Governor	Rest of the West Midlands
Mr John Balmforth	Public Elected Governor	Halesowen
Mrs Rosemary Bennett	Public Elected Governor	Central Dudley
Mr Richard Brookes	Public Elected Governor	Brierley Hill
Mr Ian Dukes	Staff Governor	Medical & Dental
Mrs Catherine Earle	Public Elected Governor	Stourbridge
Mr Alf Edwards	Chair of Meeting	DGOH NHS FT
Mr Bill Etheridge	Public Elected Governor	North Dudley
Cllr Lesley Faulkner	Appointed Governor	Dudley MBC
Mrs Neal Gisborne	Appointed Governor	Summit Healthcare
Dr P D Gupta	Public Elected Governor	Central Dudley
Mr Phil Higgins	Appointed Governor	West Midlands Ambulance Service
Cllr Anne Hingley	Appointed Governor	Wyre Forest DC
Mr Atif Janjua	Public Elected Governor	Central Dudley
Mr Rob Johnson	Public Elected Governor	Halesowen
Mrs Diane Jones	Public Elected Governor	South Staffordshire
Prof Martin Kendall	Appointed Governor	University of Birmingham Medical School
Prof. Linda Lang	Appointed Governor	Wolverhampton University School of Health and Wellbeing
Mr David Ore	Staff Governor	Non-clinical staff
Mr Roy Savin	Public Elected Governor	Stourbridge
Mrs Pat Siviter	Public Elected Governor	Wyre Forest
Mrs Jane Southall	Staff Governor	Nursing and midwifery
Mr Peter Totney	Public Elected Governor	Brierley Hill
Mr Simon Tovey	Staff Governor	Partner Organisations
Cllr Steve Waltho	Public Elected Governor	Brierley Hill
Mr Harvey Woolf	Public Elected Governor	North Dudley

In Attendance:

Name	Status	Representing
Mr Paul Assinder	Director of Finance & Information	DGOH NHS FT
Mr David Badger	Non-Executive Director	DGOH NHS FT
Mrs Helen Board	FT Project Officer	DGOH NHS FT

Apologies:

Name	Status	Representing
Mr Darren Adams	Public Elected Governor	Stourbridge
Mr Nazir Ahmed	Public Elected Governor	Central Dudley
Mrs Jane Beard	Public Elected Governor	Halesowen
Ms Pamela Boucher	Appointed Governor	Dudley Council of Voluntary Services
Mrs Gill Cooper	Appointed Governor	Dudley NHS Acting Chair
Mrs Sarah Dugan	Appointed Governor	Dudley PCT
Mrs Jane Elvidge	Staff Governor	Allied Healthcare Professionals & Health Care Scientists
Ms Beverley Hill	Appointed Governor	Sandwell PCT
Mr Rafat Hussein	Appointed Governor	Dudley Youth Council
Mrs Janet Robinson	Public Elected Governor	Rowley Regis
Mr Graham Russell	Staff Governor	Nursing and midwifery
Mrs Mary Turner	Appointed Governor	Dudley Council for Voluntary Services

1. Welcome, introductions, apologies and declarations of interests

Alf Edwards, Chair, welcomed everyone to the extraordinary general meeting and explained that the format is that of a closed meeting for Governors adding that both Trust Non Executive Directors and Directors are not expected to attend having contributed greatly to the whole process.

Paul Assinder as Trust Board Secretary and David Badger as Senior Independent Director were in attendance to answer any queries arising and Alf Edwards thanked them for their support in this process.

Alf Edwards introduced Bill Etheridge as the new Public Elected Governor for North Dudley.

Apologies received are as per the above schedule.

There were no declarations of interests received.

2. Ratification of the recommendations of the Appointments Committee

Harvey Woolf offered apologies to the meeting for not circulating a report prior to the meeting and given the timing of events asked that a verbal update be received. The purpose of the meeting would be to ratify the recommendations for the appointment of a new Chairman to replace Alf Edwards who will retire at the end of October and Non Executive director, David Wilton, who left the Trust in January 2010.

The process of selection and appointment was explained to all Governors as required by Monitor. The report to the meeting covered the Appointments committee recommendations and explanations of why the selected candidates had been chosen.

At the full Council meeting held on 8th July 2010 a report was submitted from the chair of the Appointments Committee detailing the process and concluding that a shortlist of three candidates had been drawn up for each position.

All candidates presented themselves for interview on their respective days. A similar process was followed on each day culminating in a decision by the Appointments panel at the end of each day. The panel each day was made up of the three Governor members, Professor Martin Kendall, Harvey Woolf, and John Balmforth, Paula Clark; and Alf Edwards or David Badger (Alf Edwards did not sit in on the panel to decide the selection of the chair and David Badger did not sit in on the panel to decide the selection of the non executive director). The panel was assisted by Annette Reeves. The panel took cognisance of evidence from a variety of sources including candidates' CVs, the evaluation of the candidates by the appointed recruitment consultants Saxton Bampfylde, listened to views of Governors who participated in discussion groups with all candidates, received feedback from the Non Executive Directors, Directors and Governors who had met the candidates during an informal lunch.

The candidates had delivered a presentation on a specific topic at the start of the panel's formal interview.

Harvey Woolf added that the decision had been made by balancing all views and stressed that governors as members of the Appointment Committee had been at the heart of the

process as prescribed by Monitor to both own and be responsible for the process and commented that this involvement had been greater in this instance than in his experience nationally. He invited governors to provide feedback to the Appointments Committee on how they think the process could be improved.

Professor Martin Kendall added that, in his opinion, all had gone well, Saxton Bampfylde has produced excellent paperwork and the process had not been rushed or pressured in any way. John Balmforth echoed this sentiment and added that the presence of Paula Clark and David Badger had not pressurised or influenced individual governors in any way. John Balmforth asked it to be put on record a vote of thanks to Harvey Woolf who had approached and led the whole process in a challenging and highly competent manner.

7.00pm Professor Linda Lang arrived.

Dr Gupta asked if the decision been made using a scoring system or by unanimous vote of all participants. Harvey Woolf replied that it had used a combination of a 4 point scoring system that provided a relative indicator of achievement but was not the sole arbiter of the decision. The panel had arrived at its decision though through discussion of all the available evidence.

Appointment of Chairperson

A pen portrait of the Appointments Committee's recommendation for the Chair, John Edwards, was distributed to the meeting and attendees given a few minutes to read the short document.

Harvey Woolf explained that all candidates were appointable and that John Edwards was considered to best fit the needs of our Trust and to continue the work to date of Alf Edwards. It was the panel's view that John and well able to balance the way forward with a good understanding of the impending changes to the NHS. The panel had been convinced of his clear thinking and understanding of the distinction between Non Executives, the importance of the relationship between Chair and Chief Executive plus a comprehensive understanding of the role of Governors in Trust governance matters. He has a range of strategic experience both locally and nationally, and he has the ability to influence and negotiate with stakeholders. Harvey Woolf also noted that his style and personality as an appropriate match to our Trust. John recognises the importance of team working within the Board and across the Trust.

Professor Martin Kendal added that the minor anxiety of the panel was the lack of exposure John Edwards had to the NHS. However, the panel took the view that John's generic skills are readily transferable to the Trust and he demonstrated a sharp awareness of the issues confronting the NHS. All candidates had been asked to speak for 10 to 15 minutes on what 'they hope to achieve in their first 3 years with the Trust' and in this exercise he had demonstrated great clarity of thought. John Balmforth added that in replying to the latter question he had shown to have done a great deal of research about our organisation and the bigger picture.

Dr Gupta asked what, if any knowledge he had of the PCT and the local health economy in the Dudley area. Harvey Woolf replied that he had not emphasised this in his responses to questions but had demonstrated he was well able to analyse data. Professor Martin Kendal added that his reply to being asked how he would spend his early days at the Trust specifically focussed on getting out and about to meet as many people as possible. John

Balmforth explained that John Edwards believed that our organisation needed to be clinically led and not target led.

Dr Gupta then asked if he intended to continue his current roles and have sufficient time to commit to our organisation. Harvey Woolf replied that he will no longer be involved with his previous roles apart from his involvement and connections with the University of Warwick and there are no doubts about the time he has available to commit to us.

Mr Janjua asked if John Edwards was able to indicate where he saw Dudley in the next 3-5 years. John Balmforth replied that he aimed to have our Trust back to our previously high status with Monitor and be the Hospital of choice for staff as well as patients.

Peter Totney asked if he is to travel in daily from Warwick and does he meet the rules of eligibility to be a Member of the Trust. John Balmforth confirmed that he will be doing so on the days he is required to be here.

Phil Higgins asked that it be confirmed to the Council that the process has been conducted correctly and in the event of a challenge from an unsuccessful candidate would it would be settled using industrial tribunal or judicial review. Paul Assinder replied that he can confirm that the Committee has followed due process as well as utilising an external assessor to oversee the proceedings. In the unlikely event of a challenge arising, it would be dealt with in the appropriate manner. David Badger added that Monitor has taken a keen interest in and were assured of the integrity of both the Committee and the involvement of the HR personnel in support of the process. Unsuccessful candidates had been contacted and provided with clear and comprehensive feedback and thought there would be no ground for challenge at this time.

Councillor Steve Waltho expressed his satisfaction on the reliability and integrity of the Committee and stated that he recognised the name of John Edwards as synonymous with significant regeneration works in the local area.

Alf Edwards then asked the Council to show acceptance by show of hands of the recommendation of the Appointment Committee to appoint John Edwards as the new Trust and Council Chair. There was a unanimous show of hands with no abstentions.

Harvey Woolf confirmed the appointment of John Edwards for a period of three years commencing 1st November 2010 at the current Chair's remuneration.

Appointment of Non Executive Director

A pen portrait of the Appointments Committee's recommendation for the NED post, David Bland, was distributed to the meeting and attendees given a few minutes to read the short document

Harvey Woolf explained that although all three candidates had been considered highly suitable for the post, the panel recommended David Bland as the replacement for David Wilton. This was because David Bland's specific skills best matched strategic financial management requirements of David Wilton's role. David Bland demonstrated an abundance of experience in this area coupled with recent experience as a non executive director. As with John Edwards, David Bland has no direct NHS experience and the panel was fully convinced that he has the required transferrable skills, particularly in the area of patient/customer care. This experience directly relates to the high priority and emphasis the Trust is currently placing on positive patient experience as a performance outcome. During

the interview and assessment process he had made it very clear that the patient should be at the forefront of our organisation. He has the style and personality to offer supportive challenge to the Trust Executive Team as well as being the critical friend and mentor to the Board.

7.45pm David Ore left the meeting.

Professor Martin Kendall remarked on the potential of David Bland to contribute to our hospitals based on his vast hotel experience where he had demonstrated a very evidence-based management style. John Balmforth added that he was very aware of what people want from a catering and comfort point of view especially for our long term patients.

Dr Gupta asked for clarification on how many days per month he would be expected to work for the Trust and for what remuneration. Alf Edwards replied that the requirement is for 3 to 4 days per month at a remuneration of £12,930 as approved by the Council. Alf asked for it to be noted that in all cases our existing Non Executive Directors spend considerably more time than this in the Trust.

John Balmforth noted that the feedback from Governors participating in the discussion group had not been unanimous. Councillor Anne Hingley then spoke noting that David Bland would not have been her preferred choice and from the time she spent with him and the questions she had asked, it did not reflect the person that Harvey has described adding that it is not appropriate to equate Intercontinental Hotels with an acute hospital. Her conversation with him had revealed him as having strengths in strategic planning and not a financial person. Councillor Hingley also expressed that in her view, and with her previous experience as a former Chair of a Birmingham trust, he did not possess the qualities to challenge and support the Board effectively in the way described earlier. Harvey Woolf replied that the panel were more than comfortable that he had a strong grip of the facts about the NHS and would adapt and apply his skills effectively. David Badger added that he had chaired this discussion group and fed back the views to the appointment panel. He remarked that it had differed from the previous session the week before when conducting a walk about with David Bland. He re-iterated it was the job of the panel to draw together all feedback and make a decision accordingly.

Mr Janjua asked if it was possible to anonymously know more about the capabilities of the unsuccessful candidates. John Balmforth replied that the Appointments Committee had called the extraordinary meeting to ask the Council to ratify their recommendation and pointed out it was not possible to change the recommendation of the Committee at the meeting. He assured all Governors that all three candidates were more than capable and suitable to fulfil the role and had been ranked 1, 2 & 3 as part of the process to support the review and findings by the Committee from various sources as Harvey had explained at the start of the meeting. Professor Martin Kendall added David Bland had stood out as a person able to handle considerable amounts of money and capable of strategic planning as well as add to the Patient Experience agenda. Rob Johnson expressed that he fully supports bringing something fresh to the Trust and transferring skills to the NHS is of great benefit. Dr Gupta asked if he would have to handle money directly. Paul Assinder replied no.

Phil Higgins asked if the Committee were able to provide confirmation that the process had been conducted correctly and would not give rise to any challenge from unsuccessful candidates. Harvey Woolf replied that, as with the process of selection and appointment of Chair, all requirements had been met.

Alf Edwards then asked the Council to show acceptance by show of hands of the recommendation of the Appointment Committee to appoint David Bland as a new Non Executive Director. With the exception of two abstentions, all Governors raised their hand in support of this recommendation.

Harvey Woolf confirmed the appointment of David Bland as the new Non Executive Director commencing 1st August 2010 at the current NEDs' remuneration.

3. Close of meeting

Alf Edwards closed the meeting at 8.05pm and thanked all for attending.

Alf Edwards, Chair of meeting

Signed.....

Dated.....