

## Council of Governors

20 June 2024

<b>Report Title:</b>	<b>Council of Governors Elections</b>
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<b>Previously considered by:</b>	N/A

Approval
  Discussion
  Information
  Assurance

### Executive summary

A full update on the election timetable and contested seats was provided to the meeting held on 13 March 2024.

Voting closed at 5pm on Thursday 13 June. The final report of voting will be presented at the meeting. Two constituencies were uncontested:

- Ipswich – one nomination for three vacancies
- Rest of Essex – two nominations for four vacancies

### Communication and induction

By the time of the Council, The Trust Secretary will have contacted everyone who self-nominated. Individual short induction meetings will be scheduled with each governor.

An induction day is planned for Tuesday 9 July, with an enhanced process including an induction pack prepared for circulation after that event and a schedule of development and briefing sessions. The plan is to complete as much of the induction process as possible on that day to make the best use of time, in accordance with the Making Time Matters philosophy, and to take account of previous governors' feedback.

This is an opportunity for all governors to come together to support one another and to start to build relationships as the new Council begins.

Today is also the opportunity to say thank you to those governors who will be leaving us.

### Council public vacancies

It was disappointing that insufficient nominees were received, despite significant communication - as included within this report. A decision will be required on whether it represents best value for money to seek to repeat this election process to fill the remaining vacancies and achieve a full Council, and specifically to ensure that the public governor majority requirements are met.

### Action Required of the Council

The Council is invited to note the update and the enhanced induction processes to be implemented.

## **1. Communications**

### **1.1 Prior to Nominations**

- Trust Secretary followed up non-executive suggestion and met with potential candidate.

### **1.2 Initial opening**

- Postcard and e-mail distributed to all public members on the database across the four constituencies, linking to the microsite.
- Direct e-mail to staff regarding the nominations, and inclusion within TeamESNEFT news.
- E-mail to existing Governors and Board members to seek any suggestions.
- Trust Secretary raised with Chief Executive.
- Press release - available on Trust website.
- Hard copy Notice of Election added to both hospital receptions
- Request made to workforce equality, diversity and inclusion lead to share with staff networks and identify any names – all names received were followed up and some attended drop in sessions.

### **1.3 During Nomination process**

- Reminder e-mail circulated to public members with an e-mail address
- Short, colourful leaflet providing further information on the role, uploaded to Nomination microsite.
- E-mail circulated to all volunteers for the Trust.
- Contacted Governors who were eligible to stand to ascertain if they wished to stand again.
- Contacted Governors not standing by phone to establish whether they had any more contacts.
- Responded to direct emails from staff and public regarding the opportunity and some phone calls/meetings held.
- E-mail to patient groups around Ipswich, actioned by Head of Patient Experience
- Two virtual events held for staff and members of the public, with detail provided on the Nomination microsite.
- Further reminder to staff through TeamESNEFT news and the intranet.
- Reminder circulated to members of the Board and all Governors
- Trust Secretary circulated information to Healthwatch Suffolk and Essex and Chief Executive in Suffolk agreed to share this opportunity.
- Contacted those individuals who had either attended the sessions or started a nomination form but had not completed.
- Discussed with election provider mid-way who confirmed that the Trust was being proactive in its approach.
- Election provider also followed up on partially completed nominations
- Trust Secretary shared on X.

## 2. Trust Constitution requirement – Council vacancies

2.1 The Council's Standing Orders specify the following with regard to vacant seats:

### 3.1 Composition of the Council of Governors

3.1.1 The composition of the Council of Governors shall be in accordance with paragraph 11 and Annex 3 of the Constitution, however, there may, from time-to-time, be vacant seats on the Council of Governors.

3.1.2 The Council of Governors shall have a Chair. This shall be the Chair of the Trust.

3.1.3 The Chair of the Trust shall be responsible for the leadership of the Council of Governors.

3.1.4 Where the Chair of the Trust is unable to chair the Council of Governors meetings the Chair of the meeting shall be determined in accordance with Standing Order 3.2.

3.1.5 The Director of Governance shall be present at all Council of Governors meetings.

2.2 The Trust Constitution already makes the provision to fill the vacancy from unsuccessful candidates and to hold seats vacant.

### 13 Elected Governors – Arrangements to fill Casual Vacancies

13.1 In the event of a Governor resignation or removal resulting in a vacancy on the Council of Governors, the post may be filled without an election where permitted by the Model Rules as they apply to the Trust and the following will apply:

13.1.1 Where a vacancy arises for an elected Governor the trust may, instead of holding a by-election, fill the vacancy by appointing the highest polling unsuccessful candidate at the most recent election of governors for the constituency or class in respect of which the vacancy has arisen, who is willing to take office. Any person so appointed shall hold office for the unexpired term of office of the retiring Governor.

13.1.2 If a vacancy occurs within six (6) months of the next scheduled election, then the seat will be held vacant until the next election.

### 2.3 Legal requirements and quorum

At the Council, no business shall be transacted unless there are nine or more governors in attendance, including at least five public governors, one staff governor and one appointed governor.<sup>1</sup> 14 public governors are confirmed on the Council from 1 July 2024.

More than half of the members must also be elected by members of the corporation other than those within the staff constituency (so the public governors).<sup>2</sup>

There are 18 public governors, 7 staff governors, 10 appointed, a total of 35 governors. At least 11 of the current 14 public governors would need to remain in place.

Clear expressions of interest would be required in both constituencies to ensure a more positive outcome for this level of investment.

The next elections are due in 2025, for a three-year term of office beginning on 1 November 2025.

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<sup>1</sup> 4.9.1, Quorum, Standing Orders for the practice and procedure of the Council of Governors

<sup>2</sup> NHS Act 2006, Schedule 7, 9(1)