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| Meeting Title | Council of Governors | | |
| Date | 16 July 2020 | Agenda item | CGo.7.20.13 |

Annual General Meeting (AGM) and Annual Members Meeting (AMM)

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| Presented by | Tanya Claridge, director of governance and corporate affairs | | |
| Author | Jacqui Maurice, head of corporate governance | | |
| Governance responsibility | Director of Strategy and Integration | | |
| Purpose of the paper | To present the agenda for the joint annual general meeting/annual members meeting for review by the council of governors and for the council to agree on how it would like to present the governor and member report to the joint meeting. | | |
| Action required | For approval | | |
| Previously discussed at/informed by | | | |
| Previously approved at: | Committee/Group | Date | |
| | Council of Governors | 18 July 2019 | |
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Situation and Background

Introduction

The foundation trust's constitution makes clear that the trust is required to hold an annual members meeting and a general meeting of the council of governors each year with regard to both presenting to the members and receiving by the council, the annual report and accounts. The constitution allows for the two meetings to be combined.

The relevant extracts from the constitution are included below for ease of reference.

Constitution

In accordance with section 6.8 of the Constitution;

The foundation trust is required to hold an annual meeting of its members which shall be open to members of the public.

The following documents shall be presented to the members of the trust at the annual members meeting by at least one member of the Board of Directors:

- a) The annual accounts;
- b) Any report of the auditor on the annual accounts; and
- c) The annual report.

The Trust may combine a meeting of the Council of Governors convened for the purposes of being presented with the above documents with the Annual Members' Meeting

'In accordance with paragraph 19 of this Constitution where an amendment has been made to the Constitution in relation to the powers or duties of the Council of Governors, members must be given the opportunity to vote at the Annual Member's meeting on whether they approve the amendment.'

Also, in accordance with section 7.17.5;

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At a general meeting in September of each year or on such other date approved by the Chairman, the Council of Governors are to receive and consider the annual accounts, any report of the auditor on them, and the annual report. These documents shall be presented by at least one member of the Board of Directors. This meeting may be combined with the Annual Members Meeting as set out in paragraph 6.8.

Amendments to the constitution

The council is asked to note that since the previous AGM/AMM no amendments have been made to the constitution that require members to vote at the annual members meeting.

Delivery of the 2020 Annual General Meeting and Annual Members Meeting (AMM/AGM)

The chairman has agreed that the combined AMM/AGM will take place on 8 (29) September 2020 from 5 to 7pm.

In light of the government restrictions to groups of people gathering, our meeting of the AMM/AGM will take place virtually.

The meeting will be streamed live from WeBex to YouTube. This will allow for either the public at large, or individuals provided with a URL, with the ability to watch and listen to the meeting in near real-time. YouTube allows an unrestricted number of simultaneous viewers. YouTube's chat/comment functions would allow for engagement with regard to questions.

Members of the council and board would be requested to connect to the meeting through Webex to support the recording of attendance and the ability to provide a response to any questions raised by members of the board.

2020 AGM/AMM Draft Agenda

The draft agenda for the AGM/AMM is presented at Appendix 1. Governors are invited to share their views on the agenda.

In previous years it has been the practice to deliver a specific short presentation providing a summary of the key information presented within the annual report specifically related to governors and membership. Historically this has been delivered at the AGM/AMM by the vice-chair of the council of governors. In response to feedback from last year the following key suggestions were mooted with regard to the presentation for 2019/20 and the provision of supporting information.

- Production of a flyer/document extracting from the annual report the work of governors in year
- A working group established to develop the presentation to be delivered at the (led by the vice-chair)

Also in previous years, a half hour keynote presentation on a topical subject has been scheduled to follow the AGM/AMM. The council is asked to:

- confirm if it would support the addition of a keynote presentation and
- share thoughts on the subject of the keynote presentation the council would wish to be covered.

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Recommendation

Where the council confirms that it would support the delivery of a summary presentation covering governors and membership; the council is asked to:

- approve the process for the development of the governor and membership presentation for the 2019/20

The council is also asked to:

- Confirm if it would support the addition of a keynote presentation and,
- Where it would support the addition of a keynote presentation confirm the topical subject that the council would wish to be covered.

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Appendix 1

Annual Members Meeting / Annual General Meeting

Draft Agenda

1. Welcome / introduction and overview by the Chairman

2. Presentation by the Chief Executive

Presentation of the Annual Report including reference to any reports from external bodies (e.g. NHSI and the CQC)

3. Presentation by the Director of Finance

Presentation of the Annual Accounts (including reference to the External Auditor's report)

4. Presentation by the Vice-Chair, Council of Governors

5. Members' questions

6. Any other relevant business