

Meeting Title	Council of Governors		
Date	16 July 2020	Agenda item	CGo.7.20.4

Summary report from the closed Council of Governors meeting held 16 January 2020

Presented by	Dr Maxwell Mclean, chairman		
Author	Ms Jacqui Maurice, head of corporate governance		
Governance responsibility	Mr John Holden, director of strategy and integration		
Purpose of the paper	In the interests of transparency to provide a summary report on the items considered and any decisions made by the council of governors at the closed meetings of the council held on 16 January 2020		
Action required	To note		
Previously discussed at/informed by			
Previously approved at:	Committee/Group	Date	
	closed council of governors	16 January 2020	

Situation and Background

1. Meetings held in closed session

Under section 7.16.3 of the foundation trust constitution it states that;

7.16.3 Meetings of the Council of Governors are to be open to members of the public except in the following circumstances:

a) The Council of Governors may, by resolution, exclude the public from a meeting (whether during the whole or part of the proceedings) whenever publicity would be prejudicial to the public interest or the interest of the Foundation Trust by reason of the confidential nature of the business to be transacted or for other special reasons stated in the resolution and arising from the nature of that business or the proceedings.

Since the last meeting of the council of governors held in public, the council has met on two occasions in closed session. These closed sessions took place on 16 January 2020 and 23 April 2020.

The following provides a summary of the key items discussed and the decisions confirmed at each of those meetings.

2. Meeting held 16 January 2020

2.1 Appointment of Non-Executive Director (NED)

The council discussed the vacancy arising from the resignation of Mr Amjad Pervez, non-executive director, and the recommendation from the governors' nominations and remuneration committee to consider the appointment of a new non-executive director to appoint a non-executive director to replace Mr Pervez. The council received and discussed detailed information regarding the profile of the Board of Directors with regard to ethnicity and gender and

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discussed the skills, knowledge and experience of the remaining non-executive directors. It discussed the gaps that would be left on the board of directors following the departure of Mr Pervez. The council approved the recommendation from the governors' nominations and remuneration committee to commence with the recruitment of a new non-executive director.

2.2 Nominations and Remuneration Committee Membership

The council of governors is responsible for making appointments to the nominations and remuneration committee. The terms of three of the members of the committee were coming to an end. Three self-nominations had been received and those governors left the meeting during the consideration of their self-nominations by the council. The council approved the appointments of Ms Wendy McQuillan, Mr Alan English and Mr Kursh Siddique, as members of the nominations and remuneration committee and confirmed that their membership terms would run from 1 February 2020 to 31 January 2022.

Recommendation

The council is asked to note the summary report highlighting the items discussed at the closed meeting held 16 January 2020.