

<b>Meeting Title</b>	<b>Board of Directors</b>		
<b>Date</b>	<b>10.9.20</b>	<b>Agenda item</b>	<b>Bo.9.20.6</b>

## Report from the Chairman

<b>Presented by</b>	Dr Maxwell Mclean, Chairman		
<b>Author</b>	Jacqui Maurice, Head of Corporate Governance		
<b>Lead Director</b>	Dr Maxwell Mclean, Chairman		
<b>Purpose of the paper</b>	The report provides an update on activity and engagement involving the Council of Governors since the previous report provided to the Board in July 2020.		
<b>Key control</b>	N/A		
<b>Action required</b>	To note		
<b>Previously discussed at/ informed by</b>			
<b>Previously approved at:</b>	<b>Committee/Group</b>	<b>Date</b>	

### Situation

#### 1. Council of Governors meeting held 16 July 2020

The following provides a summary of the key decisions and discussions at the latest meeting of the council of governors.

- Nominations and Remuneration Committee (NRC) related matters**

There were a number of agenda items considered by council in both closed and open meeting forums, a number of which the council is required to review and approve annually. The council approved;

- The process for appointment of a chair / non-executive director / associate non-executive director
- Non-executive director terms and conditions
- Nominations and remuneration committee terms of reference.

The council also agreed the process for the appointment of a new member to the (governors') nominations and remuneration committee following the resignation of Mr Kursh Siddique.

Since the July meeting the nominations process was concluded with the council confirming two new members of the NRC; Mr Amit Bhagwat, public governor and Professor Alistair Goldman, partner governor.

At its closed meeting held on 16 July the council considered the remuneration for non-executive directors (in line with their statutory duty) and confirmed that there would be no change to the current level of remuneration for 2020.

I am very pleased to confirm to the board that the council approved the reappointments of the following non-executives for further three year terms.

- Professor Laura Stroud

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- Ms Trudy Feaster-Gee



- Mr Barrie Senior, Non-Executive Director



- Mr Jon Prashar, Non-Executive Director



- **Annual General Meeting / Annual Members Meeting (AGM/AMM)**

The council agreed that a small group should be formed to determine the content of the presentation regarding the governors and membership. It was also agreed that this group would also confirm any additional supporting materials that would be required and confirm the focus of the key note presentation to be delivered. I am pleased to advise that the planning group has met and delivered on its work plan.

*The agenda for the AGM/AMM which takes place two days prior to our board meeting is attached. I am pleased to note that our special presentation “Critical Care Without Walls: Our clinical response to Covid 19” will be delivered by Dr Deborah Horner, consultant/clinical director. Our virtual AGM/AMM will be streamed live via this link <https://youtu.be/yfeQ40zwKgE> I am also particularly pleased to advise that the event will include the screening of our trust’s new short video compilation depicting the trust’s journey to date in responding to the pandemic.*

## 2. Non-Executive Director Recruitment

The board is asked to note that interviews for the appointment of a new non-executive director are scheduled for 8 September. The outcome from the interviews will be confirmed with the governors’

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nominations and remuneration committee which is also scheduled for 8 September. Once the recommendation is confirmed this will be communicated to the council for approval. The board is advised that, where the council approves the appointment, the 'fit and proper persons' required checks are carried out. If the council does not approve the appointment or, does not receive a recommendation to appoint from its nominations and remuneration committee it will determine its next course of action.

### 3. Executive Director appointments

I have advised the council of the change in personnel over the coming months with regard to our executive board members. The council has expressed its sadness at the loss of Dr Bryan Gill, chief medical officer and, Ms Cindy Fedell, chief digital and information officer and recognises the significant contributions each has made to our key strategic developments. The council has been informed of the process underway with regard to impending interviews. I would also like the board to note that Mr Dermot Bolton, public governor will participate in the stakeholder panel group forming part of the appointment process for the new chief digital and informatics officer.

The council has also expressed its delight at the appointment of Mr Sajid Azeb, chief operating officer who will replace Ms Sandra Shannon during October 2020.

### 4. My quarterly meeting with Governors

I am pleased to let you know that my next quarterly session with governors is scheduled for Tuesday 6 October 2020. This provides a general opportunity for an informal meeting to take place between myself and the governors. I would welcome any comments from board members as to matters for discussion.

### 5. Joint Session: Governors and Non-Executive Directors

I am also pleased to advise that the next joint closed session between the non-executive directors and the governors will take place on Thursday 15 October from 2.15pm to 3.15pm (prior to the council of governors meeting). This will again be a virtual session and access details will be provided to non-executive directors nearer the meeting date.

### Recommendation

The board of directors is asked to note the report.

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## Joint Annual Members Meeting/Annual General Meeting

To present the Annual Report and Accounts 2019/20 to the Council of Governors,  
 Foundation Trust Members and the Public.

Tuesday 8 September 2020, 5pm to 7pm.

### Agenda

5. 00pm	<b>1</b>	<b>Welcome to AGM/AMM</b> Dr Maxwell Mclean, Chairman
	<b>2</b>	<b>Minutes of the previous meeting held 17 October 2019</b> Dr Maxwell Mclean, Chairman
5.10pm	<b>3</b>	<b>Presentation of the Annual Report 2019/20</b> Professor Mel Pickup, Chief Executive Officer
5.30pm	<b>4</b>	<b>Presentation of the Annual Accounts 2019/20</b> Mr Matthew Horner, Director of Finance
5.45pm	<b>5</b>	<b>Membership and Governors Report 2019/20</b> <ul style="list-style-type: none"> <li>• Mr David Wilmshurst, Public Governor and Vice-Chair, Council of Governors</li> <li>• Ms Pauline Garnett, Staff Governor</li> </ul>
5.55pm	<b>6</b>	<b>Questions</b> Dr Maxwell Mclean, Chairman
	<b>7</b>	<b>Close of AGM</b>

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		Dr Maxwell Mclean, Chairman
6.10pm	8	<b>Key note presentation: Critical Care Without Walls - our clinical response to Covid 19</b> Dr Deborah Horner, Consultant\Clinical Director
6.40pm	9	<b>Still here for you: caring for Bradford in a pandemic</b> (video screening) Dr Maxwell Mclean, Chairman
6.55pm	10	<b>Event close</b> Dr Maxwell Mclean, Chairman