

EXTRAORDINARY COUNCIL OF GOVERNORS MEETING

**Unconfirmed** Minutes of the meeting held in public on 17<sup>th</sup> January 2025 at 16:00  
Via video conference

<b>Present:</b>	Graham Ward	Acting Chair	GW
	Bethan Eddy	Appointed Governor	BE
	David Walters	Appointed Governor	DWa
	Dean Wilson	Public Governor	DWi
	Ian Holden	Public Governor	IH
	Jane Stubbings	Public Governor	JS
	Justin Wyatt	Staff Governor	JW
	Kevin Stewart	Appointed Governor	KS
	Linda Dales	Appointed Governor	LD
	Liz Barrett	Public Governor	LB
	Neal Cooper	Public Governor	NC
	Nikki Slack	Appointed Governor	NS
	Peter Gregory	Public Governor	PG
	Pam Kirby	Public Governor	PK
<b>In Attendance:</b>	Sally Brook Shanahan	Director of Corporate Affairs	SBS
	David Selwyn	Acting Chief Executive Officer	DS
	Barbara Brady	Non-Executive Director	BB
	Manjeet Gill	Non-Executive Director	MG
	Steve Banks	Non-Executive Director	SB
	Clare Jones	Minutes	
<b>Apologies:</b>	Angie Jackson	Appointed Governor	AJ
	Sam Musson	Staff Governor	SM
	Neil McDonald	Non-Executive Director	NM
<b>Absent:</b>	John Dove	Public Governor	JD
	Ruth Scott	Public Governor	RS
	Shane O'Neill	Public Governor	SO
	Tracy Burton	Public Governor	TB
	Vikram Desai	Staff Governor	VD

**The meeting was via video conference. All participants confirmed they were able to hear each other and were present throughout the meeting, except where indicated.**

Item No.	Item	Action	Date
<b>25/001</b>	<b>CHAIR'S WELCOME, APOLOGIES FOR ABSENCE AND QUORACY CHECK</b>		
1 min	<p>The meeting being quorate GW declared the meeting open at 16:00.</p> <p>It was CONFIRMED that apologies for absence had been received from:</p> <p>Angie Jackson, Appointed Governor Sam Musson, Staff Governor Neil McDonald, Non-Executive Director</p>		
<b>25/002</b>	<b>DECLARATIONS OF INTEREST</b>		
1 min	GW declared an interest in item 25/004.		
<b>25/003</b>	<b>APPOINTMENT OF TWO NON-EXECUTIVE DIRECTORS AND ONE ASSOCIATE NON-EXECUTIVE DIRECTOR</b>		
4 mins	<p>SBS presented the recommendation to approve the appointment of Richard Cotton and Lisa Maclean as Non-Executive Directors and Professor Sir Jonathan Van Tam as an Associate Non-Executive Director, subject to the completion of Fit and Proper Person tests and outstanding references, with a start date of 1<sup>st</sup> February 2025.</p> <p>PG enquired in terms of Trust finances, whether the appointment of Professor Sir Jonathan Van Tam will be cost effective. GW responded the enhancement of reputation, research capability and opportunities for commercial research the appointment creates will generate an immeasurable difference.</p> <p>The Council APPROVED the appointments of Richard Cotton and Lisa Maclean as Non-Executive Directors and Professor Sir Jonathan Van Tam as an Associate Non-Executive Director.</p> <p>GW left the meeting. DW joined the meeting.</p>		
<b>25/004</b>	<b>ACTING CHAIR – EXTENSION FOR A FURTHER YEAR AND CONVERSION TO A SUBSTANTIVE APPOINTMENT</b>		
20 mins	<p>SBS presented the report requesting the agreement of governors to support an application to NHS England for the extension of the term of office for GW as a Non-Executive Director and for his appointment as substantive Chair. SBS acknowledged the irregularity in extending a term beyond 9 years, however the application would be made in order to provide continuity as a result of Paul Robinson's - Chief Executive Officer - absence due to a serious health diagnosis alongside the current unprecedented operational and financial pressures.</p> <p>SBS proposed an application to extend the term for 1 year, with GW's current term due to expire on 25<sup>th</sup> May 2025. SBS stated the Integrated Care System (ICS) support the proposal. DS confirmed the support from the ICS.</p>		

	<p>LB raised the importance of continuity, endorsing the proposal.</p> <p>DW recognised that whilst continuity is important, raised misgivings in terms of the extension as the appointment does not stand up to the full scrutiny enshrined within the Trust Constitution and voiced reservations that the exceptional circumstances outlined within the paper do not warrant an extension. The financial pressures faced by the Trust have not suddenly come to light and renegotiating Hard and Soft Facilities Management (FM) contractual arrangements are not exceptional either. DW stated it feels this is being put through 'on the nod' by the Trust and feels this is worth raising as a Governor. DW added the Trust's Financial Department and Financial Director could carry out the duties outlined in the supporting documentation.</p> <p>LD compounded the importance of continuity within the NHS, especially in respect of new strategies, service improvement and cost savings, endorsing the proposal.</p> <p>DS responded to DW that he feels continuity is very important, particularly in the current financial climate within the NHS. DW then highlighted GW's extensive skill set in terms of organisational experience and financial matters, stating he will be an ally to the new finance Non-Executive Director. DW stated GW's contribution is also key in terms of the Private Finance Initiative (PFI).</p> <p>BB reiterated the decision is whether to apply to NHS England to request the extension, not to appoint GW.</p> <p>IH thanked BB for clarifying, stating agreement with DW's concerns. IH endorsed the proposal in terms of the application.</p> <p>KS referenced assurance from the recent Finance Committee, confirming endorsement of the proposal. KS enquired in terms of a prospective return date for Paul Robinson, to mitigate 'Acting' posts. DS responded that Paul does expect to return full time, however this has been delayed due to further treatment. DS does not expect him to return before the summer recess.</p> <p>PG noted the Council of Governors has been asked to support the application to NHS England. If it declines to support, the decision in terms of GW's re-appointment is made. If they agree to support the application this will provide continuity for the Trust and that is important. BB confirmed upon approval by NHS England, the proposal would be considered further at the Governor Remuneration and Nomination Committee. SBS confirmed she would submit the application to NHSE if it is supported by the Governors.</p> <p>The Council of Governors APPROVED the recommendation to apply to NHS England for its agreement to the extension of the term of office for GW as a Non-Executive Director for one year from 25<sup>th</sup> May 2025 and for his appointment as substantive Chair.</p> <p>GW rejoined the meeting.</p>		
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<b>25/005</b>	<b>EXECUTIVE DIRECTOR UPDATE</b>		
9 mins	<p>GW presented the update, referencing the process of minimising 'Acting' roles by summarising the current situation in terms of Paul Robinson's absence. DS reiterated the expectation of his return during summer 2025.</p> <p>GW stated DS will commence the Deputy Chief Executive Officer (DCEO) role substantively, and separating from the Medical Director role. The Medical Director substantive role has been advertised and renamed Chief Medical Officer. GW referenced the demands of the strategic changes and Digital agenda over the next few years being within the DCEO portfolio, allowing DS in that role to also strongly support Paul upon his return.</p> <p>GW stated Rachel Eddie will be leaving her role as Chief Operating Officer due to personal reasons approximately the end of June 2025; this role has also been advertised.</p> <p>GW stated the role of Director of Improvement and Change has not been appointed; whilst there was a high level of response, the decision was taken not to appoint as the remit wasn't easily met. Further plans will be put in place to cover the workstreams, ensuring effective delivery. DS welcomed the opportunity to do things differently, stating the Digital agenda will remain under his management as Deputy Chief Executive and the tendering process in terms of Electronic Patient Records (EPR) continues. DS reported medical input into the Improvement agenda has taken place and is being embedded within organisational culture.</p> <p>GW anticipated the positive perception the securing of substantive roles within the Trust Board of Directors would have.</p> <p>JS joined the meeting.</p>		
<b>25/006</b>	<b>ANY OTHER BUSINESS</b>		
0 mins	No other business was raised.		
<b>25/007</b>	<b>DATE AND TIME OF NEXT MEETING</b>		
	<p>Date: Tuesday 11<sup>th</sup> February 2025 Time: 17:30 Venue: Lecture Theatre 2, King's Mill Hospital</p> <p>There being no further business the Chair declared the meeting closed at 16:36.</p>		
	<p>Signed by the Chair as a true record of the meeting, subject to any amendments duly minuted.</p> <p><b>Graham Ward</b> <b>Acting Chair</b></p> <p style="text-align: right;"><b>Date</b></p>		

**Attendance at Full COG (scheduled meetings)**

NAME	AREA COVERED	CONSTITUENCY	FULL COG MEETING DATES				TERMS OF OFFICE	DATE ELECTED	TERM ENDS
			14/05/2024	13/08/2024	12/11/2024	11/02/2025			
Angie Jackson	Mansfield District Council	Appointed	A	P	P		4	23/05/23	31/05/27
Bethan Eddy	Nottinghamshire County Council	Appointed		P	P		1	01/07/24	31/05/25
David Walters	Ashfield District Council	Appointed	P	P	P		1	23/04/20	31/05/25
Dean Wilson	Rest of East Midlands	Public	P	P	P		3	06/07/23	31/10/26
Ian Holden	Newark & Sherwood	Public	P	P	P		3	01/05/22	30/04/25
Jane Stubbings	Rest of East Midlands	Public	P	P	P		3	01/05/22	30/04/25
John Doddy	Nottinghamshire County Council	Appointed	P				4	14/07/21	31/05/25
John Dove	Rest of East Midlands	Public	P	P	P		3	07/07/23	06/07/26
Justin Wyatt	Staff	Staff	P	P	P		3	01/05/22	30/04/25
Kevin Stewart	Volunteers	Appointed	P	A	P		3	28/02/23	28/02/26
Linda Dales	Newark & Sherwood District Council	Appointed	A	P	P		1	15/07/21	31/05/25
Liz Barrett	Rest of East Midlands	Public	P	P	P		3	01/05/22	30/04/25
Neal Cooper	Rest of East Midlands	Public	P	P	P		3	13/05/22	30/04/25
Nikki Slack	Vision West Notts	Appointed	P	X	P		N/A	17/07/19	N/A
Pam Kirby	Rest of East Midlands	Public	P	P	A		3	07/07/23	06/07/26
Peter Gregory	Newark & Sherwood	Public	P	A	P		3	07/07/23	06/07/26
Ruth Scott	Rest of East Midlands	Public	P	P	P		3	01/05/22	30/04/25
Sam Musson	Staff	Staff	P	P	P		3	07/07/23	06/07/26
Shane O'Neill	Newark & Sherwood	Public	P	A	P		3	07/07/23	06/07/26
Steven Hunkin	Rest of East Midlands	Public	X				3	07/07/23	06/07/26
Tracy Burton	Rest of East Midlands	Public	P	P	A		3	07/07/23	06/07/26
Vikram Desai	Staff	Staff	A	P	A		3	01/05/22	30/04/25

P = Present  
A = Apologies  
X = Absent

**Attendance at Extraordinary COG meetings**

NAME	AREA COVERED	CONSTITUENCY	EO COG	TERMS OF OFFICE	DATE ELECTED	TERM ENDS
			17/01/2025			
Angie Jackson	Mansfield District Council	Appointed	A	4	23/05/23	31/05/27
Bethan Eddy	Nottinghamshire County Council	Appointed	P	1	01/07/24	31/05/25
David Walters	Ashfield District Council	Appointed	P		23/04/20	31/05/25
Dean Wilson	Rest of East Midlands	Public	P	3	06/07/23	31/10/26
Ian Holden	Newark & Sherwood	Public	P	3	01/05/22	30/04/25
Jane Stubbings	Rest of East Midlands	Public	P	3	01/05/22	30/04/25
John Dove	Rest of East Midlands	Public	X	3	07/07/23	06/07/26
Justin Wyatt	Staff	Staff	A	3	01/05/22	30/04/25
Kevin Stewart	Volunteers	Appointed	A	3	28/02/23	28/02/26
Linda Dales	Newark & Sherwood District Council	Appointed	A	1	15/07/21	31/05/25
Liz Barrett	Rest of East Midlands	Public	A	3	01/05/22	30/04/25
Neal Cooper	Rest of East Midlands	Public	A	3	13/05/22	30/04/25
Nikki Slack	Vision West Notts	Appointed	A	N/A	17/07/19	N/A
Pam Kirby	Rest of East Midlands	Public	A	3	07/07/23	06/07/26
Peter Gregory	Newark & Sherwood	Public	A	3	07/07/23	06/07/26
Ruth Scott	Rest of East Midlands	Public	X	3	01/05/22	30/04/25
Sam Musson	Staff	Staff	A	3	07/07/23	06/07/26
Shane O'Neill	Newark & Sherwood	Public	X	3	07/07/23	06/07/26
Tracy Burton	Rest of East Midlands	Public	X	3	07/07/23	06/07/26
Vikram Desai	Staff	Staff	X	3	01/05/22	30/04/25

P = Present  
A = Apologies  
X = Absent