

## Council of Governors

Public Minutes of the Extraordinary Meeting held at 12.45pm on  
Friday, 28 March 2014 in the Board Room, Leighton Hospital

### PRESENT

Mr J Moran	Chairman <i>in the chair</i>
Mr D Bone	Public Constituency, Congleton
Mrs C Cooper	Public Constituency, Crewe & Nantwich
Mrs J Creed	Public Constituency, Vale Royal
Professor N Fowler	Appointed Governor, Manchester Metropolitan University
Dr J Griffiths	Appointed Governor, Clinical Commissioning Group
Mr M Hadfield	Public Governor, Crewe and Nantwich
Dr C Hopkins	Staff & Volunteers Constituency, <i>Medical</i>
Mr J Lyons	Patient & Carers Constituency, Patient
Mr H Mawdsley	Public Constituency, Congleton
Mr Peter Nimmo	Staff & Volunteers Constituency
Mr J Park	Public Governor, Crewe & Nantwich
Mrs G Phillips	Patient & Carers Constituency, Patient
Mrs E Price	Staff & Volunteers Constituency, Qualified Nursing & Midwifery Staff
Mr A Ritchings	Staff & Volunteers Constituency, Other Qualified Medical Staff

### IN ATTENDANCE

Mr David Hopewell	Non-Executive Director (Senior Independent Director)
Mr David Pitt	Director of Service Transformation & Workforce
Ms M Steele	Acting Trust Secretary

### APOLOGIES FOR ABSENCE

Cllr Dorothy Flude	Appointed Governor Cheshire East Council
Mr Brian Walton	Staff & Volunteers Constituency
Mrs B Beadle	Public Constituency, Crewe & Nantwich
Mr P Colman	Appointed Governor, South Cheshire Chamber of Commerce
Ms A Cunningham	Staff & Volunteers Constituency, Clinical Support Staff
Mr K Dawson	Patient & Carers Constituency, Patient
Mr N Dibben	Patient & Carers Constituency, Patient
Ms G Fairhurst	Public Governor, Vale Royal
Mr N Harris	Public Governor, Vale Royal
Cllr E Moore-Dutton	Appointed Governor, Cheshire West & Chester Council
Mrs J Smart	Public Governor, Vale Royal
Mrs H Williams	Staff & Volunteers Constituency, Volunteer
Dr A Wilson	Appointed Governor, Clinical Commissioning Group

The Chairman welcomed Governors to the Extraordinary Meeting of the Council of Governors which had been scheduled primarily to ratify the appointment of a Chairman. The Chairman noted the meeting was quorate.

## **GOVERNORS' INTERESTS**

No Governor declared, or has declared, any change to his/her interests since the previous meeting of the Council.

### **CoG14.26 Appointment of a Chairman**

Mr Hopewell opened the agenda item by thanking the Chairman, on behalf of the Non-Executive Directors, for his leadership and support over the previous six years.

Mr Hopewell detailed the recruitment process which had been led by the Governor Nomination & Remuneration Committee, which he had chaired as Senior Independent Director noting same had culminated in the Stakeholder Event on Wednesday, 26<sup>th</sup> March and the Structured Interviews and Formal Interview on Thursday, 27<sup>th</sup> March. Mr Hopewell advised the recommendation from the Final Interview Panel, following consideration from the discussion groups, structured interview and candidate performance in final interview, was that Mr Dennis Dunn be appointed as Chairman. Mr Hopewell advised Governor approval of this decision was required.

Mr Lyons, Lead Governor and Final Interview Panel Chairman, noted it was disappointing more candidates had not expressed an interest in the role, however, agreed this was a matter of circumstance rather than a reflection on the Trust or GatenbySanderson (recruitment advisors). Mr Lyons noted the recruitment process had been rigorous but fair and confirmed the Final Interview Panel's recommendation. Mr Lyons advised he had every confidence in Mr Dunn as Chairman of the Trust and carrying on the work of the current Chair.

In response to Mr Hadfield's enquiry as to the remuneration of the Chairman, Mr Hopewell confirmed it had been agreed by the Governor Nomination & Remuneration Committee that the Chairman's remuneration would not be reviewed within the recent recruitment process. Mr Hopewell advised a review of Non-Executive Director remuneration as a whole was scheduled for 2014/15 and any review of the Chairman's remuneration would be included in this review.

In the discussion that followed, the Governors present agreed to approve the appointment of Mr Dennis Dunn as the Chair of Mid Cheshire Hospitals NHS Foundation Trust with a final starting date to be confirmed. Mr Pitt confirmed the appointment was subject to references and Disclosure & Barring Service check.

In response to Mr Hadfield's enquiry as to the value of the Stakeholder Event, Mr Hopewell advised the feedback from the event had been incorporated into the questions posed within the Structured Discussions. Mr Hopewell advised the event had also been very useful from the candidates' point of view. Dr Hopkins noted the start time of the Stakeholder Event and noted that in this instance he had been unable to attend due to work commitments. Dr Hopkins requested consideration be given to future start times to accommodate Staff Governors.

Discussion took place regarding a public announcement of the appointment wherein it was agreed that the appointment could be discussed conversationally, however, a formal announcement would not be made until Monday, 31 March 2014.

Mr Hopewell thanked the Governors on the Nominations & Remuneration Committee.

**Resolved**

- **To approve the appointment of Mr Dennis Dunn as Chairman of Mid Cheshire Hospitals NHS Foundation Trust for a three year period.**

*(Mr Dunn's substantive appointment was subsequently agreed as effective 1 July 2014 for a three year period)*

**CoG14.27 Mid Cheshire Hospitals NHS Foundation Trust Constitution**  
The Chairman presented the Trust's revised Constitution and detailed the process of the review. The Chairman noted the correspondence received from the Trust's Solicitors, Hill Dickinson, following their review, confirming the revised Constitution complies with the requirements of the NHS Act 2006 as amended.

The Chairman requested Council of Governors approval of the Constitution and in the discussion that followed it was

**Resolved**

- **To approve the updated Constitution**
- **To forward a copy of the revised document to Monitor, for their information**

**ANY OTHER BUSINESS**

Mr Lyons, as Lead Governor, paid tribute to the work of Mr Moran in his role of Chair and wished him well for the future.

Mr Moran advised it has been a privilege to be Chair noting he was proud to be associated with the Trust. Mr Moran encouraged the Board of Directors and Council of Governors to continue the open and transparent relationship which was now well established. Mr Moran thanked the Council of Governors for their support during his tenure as Chair.

**The Chairman closed the meeting.**

**TIME, DATE AND PLACE OF NEXT MEETING**

Thursday, 10<sup>th</sup> April 2014 @ 5pm,  
Lecture Theatre, Post Graduate Medical Centre