

**SOMERSET PARTNERSHIP NHS FOUNDATION TRUST –  
COUNCIL OF GOVERNORS MEETING**

An Extra Ordinary General Meeting of the Somerset Partnership NHS Foundation Trust's Council of Governors will be held on **Tuesday 23 July 2019, 6.30pm** at **The Canalside, Marsh Lane, Bridgwater, TA6 6LQ**

If you are unable to attend, would you please notify Mrs Ria Zandvliet, Secretary to the Trust, telephone 01278 - 432073.

Yours sincerely

**STEPHEN LADYMAN**  
CHAIRMAN

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**A G E N D A**

1. **APOLOGIES FOR ABSENCE**
2. **APPOINTMENT OF THE CHAIRMAN FOR THE PROPOSED MERGED ORGANISATION** Enclosure A
3. **APPOINTMENT OF A NON EXECUTIVE DIRECTOR FOR THE PROPOSED MERGED ORGANISATION** Enclosure B
4. **APPOINTMENT OF THE DEPUTY CHAIRMAN FOR THE PROPOSED ORGANISATION** Enclosure C
5. **APPOINTMENT OF THE SENIOR INDEPENDENT DIRECTOR FOR THE PROPOSED ORGANISATION** Enclosure D
6. **ANY OTHER BUSINESS**
  - **Future Agenda items for Council of Governors meetings**

7. **DATES OF NEXT MEETINGS**

The next meeting will take place on

Tuesday 17 September 2019.

If a quorum is not present on the above dates (and for this meeting), the adjourned meeting will take place seven days after the above dates, at the same time and at a venue to be confirmed.

Tuesday 24 September 2019

8. **WITHDRAWAL OF PRESS AND PUBLIC**

To move that representatives of the press and other members of the public be excluded from the remainder of the meeting having regard to the confidential nature of the business to be transacted, publicity on which would be prejudicial to the public interest.



## **SOMERSET PARTNERSHIP NHS FOUNDATION TRUST**

### **APPOINTMENT OF THE CHAIRMAN FOR THE PROPOSED MERGED ORGANISATION**

#### **1. PURPOSE**

- 1.1 To present the recommendation from the Nomination and Remuneration Committee on the appointment of the Chairman for the merged organisation to the Council of Governors.

#### **2. BACKGROUND**

- 2.1 The Nomination and Remuneration Committee, at a joint meeting with the TST Nomination Committee, met on 15 March 2019 and 12 June 2019 to discuss the appointment of the Chairman post merger.
- 2.2 The Committee noted that Stephen Ladyman's term of office will come to an end on the date of the merger and that he will not be able to stand for a further term due to the time already served.

#### **3. APPOINTMENT OF THE CHAIRMAN**

- 3.1 The Committee agreed that continuity of Board members for the merged organisation at a time of considerable change was essential and that the best way forward was for Colin Drummond, current Chairman of Taunton and Somerset NHS Foundation Trust, to be considered as the Chairman for the merged organisation.
- 3.2 The Committee discussed the outcome of Colin Drummond's appraisal for 2018/19 and noted the positive outcomes, especially the feedback in relation to his support to the Somerset system, the achievement of his objectives, his effective ambassadorial role, his personal style and his support for colleagues.
- 3.3 Based on the outcome of the appraisal, the Committee therefore recommends the appointment of Colin Drummond as the Chairman of the merged organisation from the date of merger for a three year period at the current remuneration level of £45,183 (plus possible inflationary increases awarded by the Council of Governors prior to the merger).

# A

## **4. RECOMMENDATION**

- 4.1 The Council of Governors is asked to approve the appointment of Colin Drummond as set out in paragraph 3.3.

## **SECRETARY TO THE TRUST**

## **SOMERSET PARTNERSHIP NHS FOUNDATION TRUST**

### **APPOINTMENT OF TAUNTON AND SOMERSET NHS FOUNDATION TRUST NON-EXECUTIVE DIRECTORS TO THE BOARD OF THE MERGED ORGANISATION**

#### **1. PURPOSE**

- 1.1 To present a recommendation to the Council of Governors on the appointment of Taunton and Somerset NHS Foundation Trust Non-Executive Directors to the Board of the merged organisation.

#### **2. BACKGROUND**

- 2.1 In May 2018 the Council of Governors approved the appointment of two Taunton and Somerset NHS Foundation Trust (TST) Non-Executive Directors to the Board on a reciprocal basis. To avoid conflict of interests, it was agreed that the Joint Non-Executive Directors only had voting rights on their originating Board.
- 2.2 The Council of Governors approved the Constitution for the merged organisation at its March 2019 and noted that discussions about the size of the Board for the merged organisation were still ongoing.
- 2.3 At the Joint Nomination and Remuneration Committee and Nomination Committee meeting held on 12 June 2019 the Committees discussed the outcome of the 2018/19 Non-Executive Director appraisals and agreed that all Non-Executive Directors were, in principle, appointable to the Board of the merged organisation.

#### **3. TAUNTON AND SOMERSET NHS FOUNDATION TRUST (TST) NON-EXECUTIVE DIRECTORS**

- 3.1 The current TST Board includes the following Non-Executive Directors:

- Colin Drummond      Chairman
- Stephen Harrison    Joint Non-Executive Director
- Kate Fallon            Joint Non-Executive Director
- Huw Williams        Non-Executive Director
- Brian Perowne        Non-Executive Director
- Anthony Durbacz     Non-Executive Director
- Stephen Otter         Non-Executive Director

# B

- Jan Hull Joint Non-Executive Director
- Barbara Gregory Joint Non-Executive Director

3.2 Of the Non-Executive Directors set out above, Huw Williams, Brian Perowne and Anthony Durbacz have indicated that they wish to terminate their appointment from the date of the merger.

3.3 A recommendation on the appointment of Colin Drummond as the Chairman of the merged organisation has been included on the agenda as a separate item.

3.4 Stephen Harrison and Kate Fallon have already been appointed as Joint Non-Executive Directors but for clarification purposes there is a need to reconfirm their term of office.

3.5 Stephen Otter has indicated that he wishes to serve as a Non-Executive Director on the Board of the merged organisation.

## **4. SOMERSET PARTNERSHIP NHS FOUNDATION TRUST (TST) NON-EXECUTIVE DIRECTORS**

4.1 The current SomPar Board includes the following Non-Executive Directors:

- Stephen Ladyman Chairman
- Jan Hull Joint Non-Executive Director
- Barbara Gregory Joint Non-Executive Director
- David Allen Non-Executive Director
- Barbara Clift Non-Executive Director
- Phil Dolan Non-Executive Director
- Stephen Harrison Joint Non-Executive Director
- Kate Fallon Joint Non-Executive Director

In addition, there is a vacancy for a Non-Executive Director with a background in mental health services and a recruitment exercise is currently being undertaken.

4.2 Of the Non-Executive Directors set out above Stephen Ladyman and Phil Dolan's term of office will come to an end on the date of the merger due to the length of time already served on the Board.

## **5. BOARD FOR THE MERGED ORGANISATION**

5.1 If the recommendations set in paragraph 6.1 are accepted, the following Non-Executive Directors will form part of the post merger Board:

- Colin Drummond Chairman (see enclosure A)
- Jan Hull Deputy Chairman (see enclosure C)
- Kate Fallon Senior Independent Director (see enclosure D)
- Stephen Harrison Non-Executive Director
- Stephen Otter Non-Executive Director
- David Allen Non-Executive Director
- Barbara Clift Non-Executive Director
- Barbara Gregory Non-Executive Director
- Vacancy Non-Executive Director

## 6. RECOMMENDATION

6.1 The Council of Governors is asked to approve the following recommendations:

- to appoint Stephen Otter as Non-Executive Director to the Board of the merged organisation from the date of merger for a three year term;
- to reconfirm the appointment of Stephen Harrison and Kate Fallon as Non-Executive Directors to the Board of the merged organisation from the date of their original appointment as Joint Non-Executive Directors (May 2018) for a three year term but with full voting rights following the merger.

6.2 The remuneration paid to the SomPar Non-Executive Directors will also apply to the TST Non-Executive Directors, mentioned in paragraph 6.1, from the date of the merger. A review of the Non-Executive Directors' remuneration will be undertaken by the Nomination and Remuneration Committee post merger in line with the requirement to undertake a regular review and feedback from this review will be presented to a future Council of Governors meeting.

## CHAIRMAN



## **SOMERSET PARTNERSHIP NHS FOUNDATION TRUST**

### **APPOINTMENT OF THE DEPUTY CHAIRMAN FOR THE MERGED ORGANISATION**

#### **1. PURPOSE**

- 1.1 To present a recommendation on the appointment of the Deputy Chairman for the merged organisation to the Council of Governors.

#### **2. BACKGROUND**

- 2.1 Jan Hull was appointed as the Deputy Chairman and Senior Independent Director from 1 March 2019 but it has been decided to split the Deputy Chairman and Senior Independent Director role for the merged organisation into two separate roles.
- 2.2 According to the Trust's Constitution - paragraph 28 - the Council of Governors at a general meeting of the Council of Governors shall appoint one of the non-executive directors as a deputy chairman, on the recommendation of the Chairman in accordance with SO 3.11, Annex 7.
- 2.3 Although Jan Hull is already appointed as the Deputy Chairman, it is felt appropriate to reconfirm her appointment as Deputy Chairman for the merged organisation.

#### **3. RECOMMENDATION**

- 3.1 The Council of Governors is asked to approve the recommendation to appoint Jane Hull as the Deputy Chairman for the merged organisation from the date of merger.

#### **CHAIRMAN**



## **SOMERSET PARTNERSHIP NHS FOUNDATION TRUST**

### **APPOINTMENT OF THE SENIOR INDEPENDENT DIRECTOR FOR THE MERGED ORGANISATION**

#### **1. PURPOSE**

- 1.1 To present a recommendation on the appointment of the Senior Independent Director for the merged organisation to the Council of Governors.

#### **2. BACKGROUND**

- 2.1 In relation to the appointment of the Senior Independent Director, the Constitution – Annex 7 - states that the Chairman (in consultation with the Council of Governors) will appoint a Non-Executive Director as the "senior independent director", for such period not exceeding the remainder of their term as a Non-Executive Director as he may specify on appointing them.
- 2.2 Jan Hull was appointed as the Deputy Chairman and Senior Independent Director from 1 March 2019 but it has been decided to split these roles for the merged organisation into two separate roles.

#### **3. RECOMMENDATION**

- 3.1 The Council of Governors is asked to approve the recommendation to appoint Kate Fallon as the Senior Independent Director for the merged organisation from the date of merger.

#### **CHAIRMAN**