MINUTES OF THE EXTRA ORDINARY COUNCIL OF GOVERNORS MEETING HELD ON THURSDAY 9TH DECEMBER 2010 IN THE FALCONER ROOM AT WOODSIDE

Present: Margaret Oldfield, Chairman
Kerry Rogers, Company Secretary

Public Governors: Sylvia Bird, Public Governor for Rotherham North
Peter Brader, Public Governor for Wentworth South
Jean Dearden, Public Governor for Wentworth South
Jan Frith, Public Governor for Rest of England
Anthony Hayne, Public Governor for Wentworth Valley
Margaret Marshall, Public Governor for Rother Valley South
Dennis Wray, Public Governor for Rother Valley West

Staff Governors: Jill Ward, Staff Governor for Other Health Professionals

In attendance: Dawn Stewart, Corporate Governance Manager (minutes)

2010/68 RATIFICATION OF NON- EXECUTIVE DIRECTOR APPOINTMENTS

The extraordinary meeting of the Council of Governors had been called to RATIFY the appointment from the Non-executive Director interviews which had taken place earlier in the day.

Miss Dearden, Mrs Ward, Mr Wray and the Chairman had, as members of the Nominations Committee, been the interview panel, supported by Mr MacDonald, Non-executive Director and Vice Chair of Council of Governors. There had been a total of 59 applications, with 6 candidates being interviewed all with a background from either finance, health academia or primary care.

It was NOTED that although the Trust had originally intended to appoint a maximum of two Non-executive Directors, the calibre of the candidates had been extremely high and it would be prudent to appoint three allowing the Trust to take early account of required successions in 2011. The three successful candidates were:

- Mrs Alison Legg – financial background
- Professor Rhiannon Billingsley – health academia
- Mrs Gabrielle Atmarow – primary and community care background

All three had Non-executive experience and links with the NHS and all had indicated a wish to join the Trust due to its innovative approaches.

The Governors present questioned the affordability of appointing three Non-executive Directors, with the Chairman confirming that the financial position would not be compromised as future recruitment costs would be avoided. In addition as the calibre of the candidates had been so high the Trust could not
miss the opportunity for succession planning and staggered appointment terms would be negotiated.

Although, not quorate with the Public Governors present, the Director of Corporate Affairs & Company Secretary contacted a further Public Governor by telephone and provided the information as documented in these minutes and confirmation was received for approval of the recommendations.

The Council of Governors RATIFIED the appointment of the three Non-executive Directors.

2010/69 EXTERNAL AUDITORS

The Council of Governors were informed that KPMG, the Trust’s external Auditors had been commissioned by the Audit and Assurance Committee to undertake a review of the due diligence work undertaken by the Trust for the transfer of community services (Rotherham and Bassetlaw). This work would provide the necessary independent assurance to the Board of Directors, Council of Governors and Monitor.

The review would include:

• Interviews with individuals involved in the processes
• Consideration of the governance arrangements
• Consideration of any risks faced by the organisation

The Monitor Code of Governance required that any additional role undertaken by the External Auditor outside its remit should be approved by the Council of Governors.

The Council of Governors APPROVED the role of KPMG to undertake the review of the due diligence work.

2010/70 DATE OF NEXT MEETING

The next meeting of the Council of Governors would be held on Wednesday 12th January 2011 commencing at 5pm.