



Gateshead Health
NHS Foundation Trust

Council of Governors' Annual Report 2023/24

Covering the period 1 April 2023 to 31 March 2024

Introduction

This annual report describes the main activities undertaken by the Council of Governors over the past year on behalf of their members who elected them or the partner organisations who appointed them. It demonstrates how the Governors have fulfilled their general or statutory duties.

Council of Governors

The Council of Governors is the accountability forum between the Board of Directors and the Trust's stakeholders. It represents local interests and holds Non-Executive Directors to account as well as exercising its statutory powers.

The Council is comprised of elected Governors and appointed Governors, who are all volunteers. Elected Governors (public and staff constituencies) may hold office for a period of up to three years, and may stand for re-election twice. After nine years in the role, elected Governors must leave the Council of Governors.

There are 31 members of the Council of Governors, plus the Chair. The composition of the Council is as follows:

- Seven public governors representing the Central Gateshead constituency;
- Six public Governors representing the Western Gateshead constituency;
- Three public Governor representing the Eastern Gateshead constituency (and three vacant positions at the year-end);
- One public Governor representing the Patient / Out-of-Area constituency;
- Six staff Governors representing the views and interests of the colleagues; and
- Five appointed Governors representing the Trust's key stakeholders and partners (and three vacancies at the year-end).

The Council of Governors has several important statutory duties, including appointing and re-appointing the Chair and the Non-Executive Directors, determining their remuneration and terms of service, and approving the appointment of the Chief Executive.

The Council of Governors represents the interests of Foundation Trust public and staff members within the constituencies served, the public and more generally the interests of the stakeholders who hold a position at the Council.

The Council of Governors also holds the Non-Executive Directors to account for the performance of the Board. In setting the Trust's strategy and annual plans, the Board have regard for the views of the Council of Governors.

All Governors are required to comply with the Code of Conduct for Governors and to declare any interests which may result in a potential conflict of interest in their role. A copy of the register of interests can be obtained from the Company Secretary using the contact details at the end of the Annual Report.

The Council of Governors met four times in public and three times in private during the year. The Council received regular email communications to inform Governor colleagues of the latest updates and developments throughout the year. A number of Governor committees are in place to support and advise the Council.

The Governance and Development Committee is chaired by the Lead Governor. The Committee meets quarterly and all Governors are considered to be members and therefore receive invitations to attend. The Committee seeks to review a range of governance-related items on behalf of the Council and makes recommendations to the Council where appropriate. It is also responsible for working with the Company Secretary to develop a training / development programme for Governors. During the year the Committee reviewed and endorsed amendments to modernise the Council of Governors' Standing Orders, the new Governor Code of Conduct, endorsed changes to the Constitution in relation to Appointed Governors, commenced the development and review of the new Governor Handbook and reviewed the results of the Council of Governors' effectiveness survey. The Committee also received the first iteration of the report to review the attendance rates of the Council of Governor meetings as highlighted in the updated Terms of Reference and cycle of business.

The Governor Remuneration Committee is responsible for making recommendations to the Council of Governors on the appointment of the Chair and Non-Executive Directors, having satisfied itself that its recommendations fulfil the Trust's needs in terms of skills and experience. It also sets the remuneration, allowances and terms of appointments of the Chair and Non-Executive Directors. The Committee works with the Senior Independent Director and the Chair to agree the process for the evaluation of the Chair and Non-Executive Directors and then subsequently reviews the outcomes of the performance appraisals, which inform remuneration and benefits decisions. The Committee has a defined membership of one appointed Governor (who chairs the Committee), three public Governors and three staff Governors. The Committee met three times during the year to consider items within its remit, including Chair and Non-Executive Director remuneration, the re-appointment and recruitment of Non-Executive Directors and the Chair and Non-Executive Director appraisal process. The Committee made recommendations to the Council of Governors on these items.

Information on the Membership Strategy Group is included in the *Foundation Trust membership* section.

During 2023/24 the Council of Governors considered a range of items, which included:

- Ratifying the re-appointment of two Non-Executive Directors for a second three-year term – Anna Stabler and Maggie Pavlou;
- Ratifying the re-appointment of Mike Robson, Non-Executive Director, for a period of one year following the completion of his second term (noting the high Board turnover and current financial challenges, which were deemed to be sufficiently exceptional to warrant this extension beyond two terms);
- Approving the appointment of two new Non-Executive Directors – Adam Crampsie and Martin Hedley;
- Approving the appointment of the Lead Governor and Deputy Lead Governor;
- Providing valuable input into the Quality Account for 2023/24;
- Approving constitutional amendments to remove the clause which prevents Board members from serving on more than one NHS board: and proposed changes to the make-up of the appointed Governor positions on the Council;
- Receiving Board committee presentations from each Non-Executive Director chair, supporting the Council in its role of holding Non-Executive Directors to account;
- An overview of the Trust's response to the North East and North Cumbria Integrated Care Board Joint Forward Plan;



- Engaging in the annual planning process and providing feedback on the draft plans;
- Assurance of the progress being undertaken by the Trust relating to equality, diversity and inclusion including achievements against the Workforce Race Equality Standard (WRES) and Workforce Disability Equality Standard (WDES);
- Reviewing the outcome of the Council of Governors' effectiveness survey to shape future ways of working; and
- Receiving an assurance report on the outcome of the Chair and Non-Executive Director appraisals, with Governor input into the process via the Lead Governor.

Governor elections 2023/24

Elections in both public and staff constituencies are undertaken on behalf of the Trust by Civica Election Services who are engaged to act as the Returning Officer and Independent Scrutineer for the election process of Gateshead Health NHS Foundation Trust.

Elections were held for seven public Governor positions and three staff Governor positions. Contested elections were held for our Western Gateshead and Patient/Out of Area constituencies, with Central Gateshead and Staff seats unopposed. Two vacancies remained in Eastern Gateshead, but all other seats were filled. The terms for our elected Governors commenced on 5 January 2024.

We welcomed three new Governors:

- Michael Loome, Public Governor for Central Gateshead;
- Adaeze Okereke, Staff Governor; and
- Dr Lakkur Murthy, Public Governor for Western Gateshead.

We welcomed back Public Governor Karen Tanriverdi, and Staff Governors Helen Adams and Lynsey Curry for a further term.

A further candidate for Western Gateshead was successfully elected, but did not complete the induction and on-boarding process and therefore did not progress to become a Public Governor.

Some Governors left the Council in January 2024 at the end of their terms including Marceline Ndam, Mick Lamport, Geoffrey Riddell and Mark Learnmouth and we would like to record our sincere thanks and appreciation to these Governors for their commitment and contributions to the Council and Trust.

In early 2024/25 we will be welcoming two new appointed Governors to the Council – Sasha Ban (Assistant Professor of Nursing, Midwifery and Health) representing Northumbria University and Councillor Dorothy Burnett representing Gateshead Council.

We were saddened to hear the news that one of our Eastern Gateshead Public Governors, Des Costello, sadly passed away in November 2023. Des was a valued colleague and friend to many and dedicated so much time to supporting our patients and the Gateshead Community, for which we are very grateful.

The table below shows the composition of the Council during the 2023/24 financial year, including the term dates of Governors and their attendance at the Council of Governors meetings. Where Governors were not eligible to attend certain meetings, an adjusted denominator is shown (for example where a Governor served on the Council for only part of the year). Those Governors shown in italics were no longer part of the Council of Governors on 31 March 2024.

Constituency	Governor	Term	Council of Governors meetings attended (maximum of 7)
Central			
	John Bedlington	First term: 5 January 2019 – 4 January 2022 Second term: 5 January 2022 – 4 January 2025	6 of 7
	Steve Connolly	Initial term – 5 January 2016 to 4 January 2019 Term as a staff Governor – 5 January 2021 – 2 October 2022 (due to constitutional change affecting the categorisation of volunteers as staff Governors) Current term: 5 January 2023 – 4 January 2026	5 of 7
	Helen Jones	First term: 5 January 2017 – 4 January 2020 Second term: 5 January 2020 – 4 January 2023 Third term: 5 January 2023 – 4 January 2026	7 of 7
	<i>Mark Learmouth</i>	<i>First term: 5 January 2023 – 4 January 2024</i>	<i>2 of 5</i>
	Michael Loome	First term: 5 January 2024 – 4 January 2027	2 of 2
	Abe Rabinowitz	First term: 5 January 2017 – 4 January 2020 Second term: 5 January 2020 – 4 January 2023 Third term: 5 January 2023 – 4 January 2026	5 of 7
	Karen Tanriverdi	First term: 5 January 2018 – 4 January 2021 Second term: 5 January 2021 – 4 January 2024 Third term: 5 January 2024 – 5 January 2027	7 of 7
	Brenda Webb	First term: 5 January 2022 – 4 January 2025	0 of 7
Western			
	Les Brown	First term: 5 January 2020 – 4 January 2023 Second term: 5 January 2023 – 4 January 2026	7 of 7
	Ray Dennis	First term: 5 January 2023 – 4 January 2026	6 of 7
	<i>Michael Lamport</i>	<i>First term: 5 January 2018 – 4 January 2021</i>	<i>0 of 5</i>

Constituency	Governor	Term	Council of Governors meetings attended (maximum of 7)
		<i>Second term: 5 January 2021 – 4 January 2024</i>	
	Gordon Main	First term: 5 January 2023 – 4 January 2025	5 of 7
	Dr Lakkur Murthy	First term: 5 January 2024 – 4 January 2027	2 of 2
	Ged Quinn	First term: 5 January 2022 – 4 January 2025	1 of 7
	<i>Geoffrey Riddell</i>	<i>First term: 5 January 2021 – 4 January 2024</i>	3 of 5
Eastern			
	<i>Des Costello</i>	<i>First term: 5 January 2020 – 4 January 2023</i> <i>Second term: 5 January 2023 – 4 January 2026</i>	0 of 2
	<i>2 vacancies remain</i>		
Patient / Out of Area			
	Agatha Kanyangu	First term: 5 January 2022 – 4 January 2024 Second term: 5 January 2024 – 4 January 2027	0 of 7
Staff			
	Helen Adams	First term: 5 January 2022 – 4 January 2024 Second term: 5 January 2024 – 4 January 2027	6 of 7
	Lynsey Curry	First term: 5 January 2023 – 4 January 2024	3 of 7
	Andrew Lowes	First term: 5 January 2022 – 4 January 2025	4 of 7
	Richard Morrell	First term: 5 January 2022 – 4 January 2025	0 of 7
	<i>Marceline Ndam</i>	<i>First term: 5 January 2021 – 4 January 2024</i>	0 of 5
	Adaeze Okereke	First term: 5 January 2024 – 4 January 2027	0 of 2
	Kiran Singiseti	First term: 5 January 2023 – 4 January 2026	1 of 7
Appointed			
Northumbria University	<i>Professor Debbie Porteous</i>	Retired January 2024	0 of 7
Newcastle University	<i>Dr Laura Ternent</i>	<i>Resigned August 2023</i>	0 of 2
Newcastle University	Dr Gemma Frances Speirs	From September 2023	3 of 5
Gateshead College	Chris Toon		2 of 7

Constituency	Governor	Term	Council of Governors meetings attended (maximum of 7)
Gateshead Jewish Community	Aron Sandler		1 of 7
Gateshead Voluntary Organisation	Douglas Hunter	From September 2023 Resigned January 2024	1 of 2
Gateshead Diversity Forum	Vacancy		
Gateshead Youth Assembly	Vacancy		
Gateshead Council	Vacancy		

Governor training and development

During 2023/24 we provided our Governors with a number of training and development opportunities. Governor workshops were held in April 2023, June 2023, July 2023, October 2023, and January 2024. This included opportunities to engage in the development of the Quality Account for 2023/24 and Quality Account priorities for 2024/25; the annual plan for 2024/25; as well as receiving updates from services including Patient-Led Assessments of the Care Environment (PLACE), Equality, Diversity and Inclusivity; and the Patient Experience Team.

Quarterly Governor workshops are diarised throughout 2024/25 to protect time for further training, development and engagement out-with the Council meetings.

Lead and Deputy Lead Governors

The Council of Governors appoints a Lead Governor and a Deputy Lead Governor on an annual basis. In 2023/24 the Council appointed Abe Rabin as the Lead Governor for a further year and Steve Connolly was appointed as the new Deputy Lead Governor. Both posts were effective from 19th May 2023.

The process for appointing the Lead and Deputy Lead Governors for 2024/25 commenced in February 2024 and prior to the year-end it was confirmed that Steve Connolly, current Deputy Lead Governor and Public Governor for Central Gateshead, had been voted the new Lead Governor. The nomination and voting period for the Deputy Lead Governor was underway at the year-end, with subsequent confirmation that Michael Loome, Public Governor for Central Gateshead would take up post from 19th May 2024.

The Board's relationship with the Council of Governors

The Board of Directors and the Council of Governors work together closely throughout the year. All Board Members are invited to attend all meetings of the Council of Governors. Non-Executive Directors are also invited to attend quarterly Governor workshops.

There are two Governor observers appointed to attend specific Board committees. The Governor observers have an opportunity to meet with the Non-Executive Director chairs of the committees to share feedback following the meeting. The Governor observers also share feedback privately with Governor colleagues, supporting them to discharge the role of holding Non-Executive Directors to account.



The Standing Orders detail the procedure through which the Council of Governors can raise concerns about the Board of Directors, as required by the Code of Governance for NHS Provider Trusts.

Foundation Trust membership

Foundation Trust membership seeks to give local people and staff a greater influence on how our services are provided and developed. As part of the development of the annual plan, our Governors are invited to share the views of their communities and members through a series of workshops with the Board.

There are several different constituencies to which our members belong. Those eligible to become public members are people over the age of 16 who live in Gateshead and the immediate surrounding area which is divided into three constituencies: Western; Central; and Eastern Gateshead. We also have an Out-of-Area constituency, which was broadened this year to be coterminous with the geographical boundaries of the North East and North Cumbria Integrated Care System (NENC ICS). Previously this had included County Durham, Newcastle, North Tyneside, Northumberland, South Tyneside and Sunderland. Broadening the constituency to align with the NENC ICS boundaries fits with the role of the Board and Council to now consider the public at large across the entire ICS when decisions are made and operate for the greatest benefit of people living within the ICS.

People over 16 years of age, living in these areas who wish to become a public member of Gateshead Health NHS Foundation Trust, must complete and have accepted a membership application form. Members can vote to elect Governors for their constituency and can choose to be nominated to stand for election as a Governor.

Patient membership is available to individuals who live outside constituency areas but who have used any of the Trust's services within the seven years immediately preceding the date of their application for membership. Patient members are included in the Out of Area constituency.

Membership profile

As of 31st March 2024, the total number of public members was 12,438, compared to 12,958 at 31st March 2023. Our public membership profile as at 31st March 2024 was as follows:

Population/Public Membership Ratio at 31st March 2024				
	Western	Central	Eastern	Out of Area
Population	77,471	92,828	41,615	Unknown
Membership	3,227	6,531	2,151	499
%	4.2	7.0	5.2	Unknown

We are committed to ensuring that NHS Foundation Trust membership is representative of the whole community. An analysis of membership shows that ethnic makeup is higher than that of the Gateshead demographics. The membership is over represented by people aged over 60 and is under represented in all other age groups.

	Population Demographics	Membership Demographics
Gender		
Male	49.1%	33.4%
Female	50.9%	62.4%
Unspecified		4.2%
Age		
Under 16*	17%	n/a
16 – 19	5%	0%
20 – 29	11%	4.1%
30 – 59	40%	35.0%
60 – 74	16%	25.7%
75 and over	10%	29.7%
Age unknown		5.5%
Ethnic Breakdown		
White	98.4%	86.3%
Global Ethnic Majority	1.6%	2.4%
Black		0.5%
Mixed		0.3%
Asian		0.9%
Other		0.6%
Unspecified		7.2%

Staff directly employed by the Trust or its subsidiary, QE Facilities, are automatically Foundation Trust members for the duration of their employment, unless they choose to 'opt out'. Employees of the Trust cannot be public members.

Staff whose services are contracted for by the Trust, staff not employed by the Trust but who in effect work in and with the Trust for most of their time are given the same status as staff, if they wish, provided they have worked with the Trust for a minimum of one year.

The number of staff members as at 31st March 2024 was 5,373 (compared to 5,179 members as at 31st March 2023).

The Council of Governors represents the views of members and helps to shape the way our services are delivered. The Governor Membership Strategy Group is a sub-committee of the Council of Governors which helps to ensure that our membership represents the communities we serve and that we seek and represent their views effectively through engagement programmes. It is chaired by a Governor (currently Steve Connolly, Public Governor for Central Gateshead and Deputy Lead Governor) and meets on a quarterly basis. All Governors are considered to be members and the pace of progress has increased during 2023/24 with a number of ongoing initiatives including the recommencement of Medicine for Members events and opportunities for Governors to meet members and prospective members.

During the year the Group has overseen the development of the Membership newsletters for October 2023 and February 2024; reviewed and endorsed amendments to modernise the Membership Strategy for 2024-2027 and were provided with assurance over the effective running of the nomination and election processes.

The Trust had its first Medicine for Members event in recent times on Monday 5th December 2023 and were delighted to be joined by some of our members who had the opportunity to meet with the Trust's Governors before receiving a presentation from the Trust's Research and Development team. This was an informative presentation outlining some of the trials undertaken by the team as well as plans to further develop research in Gateshead, focusing on future studies that the Trust will offer patients, as well as getting more patients and staff involved.



A further event took place on Monday 11th March 2024 which focussed on our community services and the support available to keep people safe at home. There was the opportunity to meet some of the teams to showcase services including Rapid Response; the Virtual Frailty Ward; services being delivered from the Sister Winifred Laver Promoting Independence Centre; and our palliative care service, Hospice at Home.

The Membership Strategy Group have agreed a timetable of events and will be held on a quarterly basis throughout the year.

Get in touch

To find out more about becoming a Governor or to contact a Governor, please send your enquiry to: ghnt.governors@nhs.net, alternatively you can submit your query to: Corporate Services Office, FREEPOST NAT14353, Gateshead Health NHS Foundation Trust, Queen Elizabeth Hospital, Sheriff Hill, Gateshead NE9 5BR

You can also visit <https://www.gatesheadhealth.nhs.uk/about/governors/>