

## Council of Governors

<b>Date of meeting:</b>	10 December 2025
<b>Report Title:</b>	Committee membership
<b>Executive/NED Lead:</b>	George Chalkias, Director of Governance
<b>Report author(s):</b>	Ann Filby, Trust Secretary
<b>Action required</b>	For information

### Executive summary

This report was presented to the Council of Governors held in private on 29 October and approved. It is presented to the new Council of Governors for information. There has been one change since the report was presented, following the resignation of Public Governor Jane Hadlow.

The Code of Governance for NHS provider trusts, October 2022, advises that the Council should periodically assess its collective performance<sup>1</sup> and regularly communicate to members and the public how they have discharged their responsibilities, reviewing roles, structures, composition and procedures. The annual review of effectiveness was considered at the Council on 25 September 2025.

Part of that review included an assessment of the Council's role in holding Non-Executive Directors to account for the performance of the Board, and whether observing Board Committees remained an effective element of that general duty. Following a positive and wide-ranging discussion, it was agreed that this would continue as an important part of the role that is not available to governors in all Foundation Trusts, as follows:

- Non-Executive Director Chairs will meet with new governors allocated to their Committee and will seek governors' views immediately following each meeting rather than at the end of the meeting.
- Four governors have been identified to observe, and they will work together to ensure at least one governor attends every meeting, and the Committee and Membership Secretary is advised of the rota of attendance. The Committee Terms of Reference and General Orders enable two governors to observe.
- Governors will agree who will report to the next Council of Governors in public (no written report required).

The revised guidance and form are attached for ease of reference and were included in the new governors' induction pack.

It was not possible to confirm membership of Committees and Board Committee observers when the review of effectiveness was considered as the election results were announced on the same day. All new governors have now had the opportunity to consider their areas of interest and those meetings they would like to observe or to be a member of. The membership will be reviewed in the spring, and changes can be made if governors so request this.

### Action Required of the Council

The Council is invited to note the Committee membership for information.

<sup>1</sup> Section C, Composition, succession and evaluation, paragraph 4.8

### Appointments to Council Committees/Groups

Committee/Group	Committee/Working Group role	Terms of Reference/ membership requirement	Frequency	Proposed members
Appointments and Performance Committee	<p>Part of Council's legal role in Schedule 7, NHS Act 2006, as amended</p> <p>This Committee considers the detail of Non-Executive Director (NED) appointments, recommending to Council for approval. Once Council has approved a move to appointment, this Committee oversees the detail, and the interview panel is derived from its membership. Succession planning; terms and conditions; NED annual performance reviews also covered.</p>	<p>12 governors - at least one from each constituency</p> <p>Majority public, including Lead Governor and Deputy Lead Governor</p> <p>Chaired by Trust Chair</p> <p>Chaired by Lead Governor where Chair has a conflict of interest</p> <p>Trust Secretary – secretary to Committee</p>	As required; at least once in each financial year	<p>Trust Chair – Mark Millar</p> <p>Lead Governor – David Guest (Interim)</p> <p>Deputy Lead Governor - Caroline Bowden</p> <p>Colchester/Essex – Eddie Bloomfield, Daniel Harvey, Michael Lucking TBC</p> <p>Ipswich/Suffolk – Tim Newton, Verity Jolly, Fariborz Taherinia</p> <p>Staff - Isaac Ferneyhough, Allison Weston</p> <p>Appointed/Stakeholder – Sam Glover, Jane Simpson</p>
Membership and Engagement Working Group	<p>Delivery of one of the Council's general duties; <i>To represent the interests of the members of the corporation (the Trust) as a whole and the interests of the public.</i></p> <p>A group of the Council of Governors, supported by key members of the Trust with responsibility for membership activity and engagement, delivering the Council approved membership engagement plan.</p>	<p>11 governors – 6 Public, 3 staff, 2 appointed; Healthwatch appointed governor</p> <p>Chaired by governor through majority agreement; Lead Governor is Deputy Chair</p> <p>Committee and Membership Secretary – secretary</p>	Quarterly	<p>New Chair to be confirmed</p> <p>6 Public - Caroline Bowden, David Guest (Deputy Chair), Eddie Bloomfield, Tony Dutch, Daniel Harvey, David Nicholls</p> <p>3 Staff - Light Onyekachi, Roger Blake, Gemma Bourne</p> <p>2 Appointed - Sam Glover, Jane Simpson</p>
Standards Committee	<p>Review effectiveness and content of Council Code of Conduct Code every three years.</p> <p>Examine any general and specific concerns about standards of conduct of individual Governors and enforce Governors' Code</p>	<p>Chair or Trust Deputy Chair</p> <p>Lead Governor</p> <p>1 public governor</p> <p>One staff governor</p> <p>One appointed appointed/ stakeholder governor</p> <p>Each governor will have a deputy governor representative to attend if the governor is conflicted or unavailable</p>	As required – at least once every three years to review Code	<p>Chair Mark Millar, Interim</p> <p>Lead Governor David Guest, Interim (deputy – any governor deputy appointed to the panel)</p> <p>Public – Anthony Wooderson</p> <p>Public deputy – Paul Gaffney</p> <p>Staff – Andrew Taylor</p> <p>Staff deputy – Isaac Ferneyhough</p> <p>Appointed – John Cook</p> <p>Appointed deputy – Sara Naylor</p>

Committee/Group	Committee/Working Group role	Terms of Reference/ membership requirement	Frequency	Proposed members
<b>Board of Directors' Assurance Committee observers – full papers provided:</b>				
Audit and Risk Committee	Review effectiveness/assurance available regarding internal control systems; risk management; processes to prevent fraud, corruption and conflicts of interest in decisions; appointment of internal audit service; support Council in appointment of external auditor	General Orders applicable to all Board Committees enables up to two observers <sup>1</sup>	Six times a year	David Guest, Ben Solway, Fariborz Taherinia, Gemma Bourne
Charitable Funds Committee	Oversight/operation of the Trust Charity on behalf of the Board of the Corporate Trustee		Bi-Monthly full meetings; monthly business case review and approval as required	Jane Simpson, Daniel Harvey, David Nicholls, Verity Jolly
Quality and Patient Safety Committee	Oversight on key quality metrics/ performance indicators relating to quality of patient experience set by Board; safety of services; compliance with Care Quality Commission Fundamental Standards		Monthly – one full Committee, one shorter deep dive	Gill Orves, Tim Newton, Donna Webster, Shazia Sharif
Performance and Finance Committee	Oversight of key performance metrics/ performance indicators/ financial performance and planning; consider developing strategies and key policies, making recommendations to Board		Monthly	David Guest, Paul Gaffney, Max Hotopf, Shazad Uddin
People and Organisational Development Committee	Oversight of development of people and organisational development strategies, education, research and innovation work; support to staff, volunteers and others working with the Trust to provide services; and to advise the Board;		Bi-monthly	Tracey Williams-Macklin, Allison Weston, Tony Wooderson, Liz Gee
Additional request: Non-Pay Oversight Group weekly meetings (reporting to the Executive Management Committee)	Implemented wef 5/11/25 as part of the additional controls to recover the financial position. The purpose is to provide a mechanism for review, oversight and or approval of non-pay spend used throughout East Suffolk & North Essex NHS Foundation Trust (ESNEFT), taking		Weekly, Wednesday 12.30-1.30	Caroline Bowden, Shazad Uddin, Michael Lucking TBC

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	<p>into account relevant national guidance, and NHS England and best practice examples from other health organisations. The review process will look to take into account patient safety, governance, risk management and relative cost effectiveness considerations.</p>			

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**i The role of governors at an Assurance Committee is as follows, as approved by the Board of Directors on 4 September 2025**

- 3.4.1. Governor observers may attend meetings of the Committee, but shall have no ability to contribute to discussions; their role is only to observe, in support of Council's responsibilities to hold the Non-Executive Directors to account for the performance of the Board;
- 3.4.2. Governor observers are bound by the confidentiality of the meeting in the same way as Directors and others in attendance;
- 3.4.3. Governor observers will be provided with an agenda (on a confidential basis) at the same time as members of the Committee (full meeting papers);
- 3.4.4. When reporting back to the Council of Governors, particularly in a public session, Governor observers must be careful to respect the confidentiality of the Committee's proceedings and not make public any items that have not been reported to the Board in public.