

**Minutes of a Special the Council of Governors meeting held on
7 October 2019 in Room D, Level 5**

Present:

William Holmes	Public Governor
Chris Horwood	Public Governor
Alastair Lack	Public Governor
Jenny Lisle	Public Governor
John Mangan	Public Governor
John Parker	Lead Governor
James Robertson	Public Governor
Jan Sanders	Public Governor
Jayne Sheppard	Staff Governor
Jonathan Wright	Staff Governor

In Attendance:

Nick Marsden	Chairman
Isabel Cardoso	Membership Manager (Minute taker)
Kylie Nye	Corporate Governance Manager

Apologies:

Richard Clewer	Nominated Governor
Mary Clunie	Public Governor
Jonathan Cullis	Staff Governor
Jenny Erwin	Nominated Governor
Lucinda Herklots	Public Governor
Raymond Jack	Public Governor
Pearl James	Volunteer Governor
Lee Phillips	Staff Governor
Nicholas Sherman	Public Governor
Christine Wynne	Public Governor

ACTION

OPENING BUSINESS

CG07/10/01 Welcome and apologies

Apologies were noted as above.

CG07/10/02 Appointment of External Auditors – Lisa Thomas; Director of Finance

The Council received a report from Lisa Thomas (LT), Director of Finance to recommend, and obtain the formal approval from the Council of Governors to award the provision of the External Audit Services to Grant Thornton.

LT informed the Council that upon the closing of the tender process only one bid had been submitted. LT advised that even though this had occurred that the project team was confident that the procurement process was compliant to Public Contract regulations and the Trust Standing Financial Instructions and therefore was a fair and transparent process. LT informed the Council that the offer submitted by Grant Thornton was reviewed by the stakeholders and that it had been agreed that they fully met the specification and could successfully deliver the service for the Trust.

LT asked the Council to formally approve Grant Thornton as the Trust's

External Auditors for the next four years.

The Council noted the recommendation of the Director of Finance and the External Auditors appointment Committee and approved the appointment of Grant Thornton as the Trusts External Auditor for the next four years.

CG07/10/03 Appointment of Non-Executive Directors

Nick Marsden (NM), Chairman informed the Council of Governors that the Nomination Committee had just completed the process for the appointment of new Non-Executive Directors. NM informed the Council that the Nominations Committee recommended that three new NEDs be appointed (direct replacement for Michael Marsh and two new positions).

The new appointees are as follows:

- Eiri Jones starts on 11 November 2019
- Rakhee Aggarwal starts on 1st January 2020
- David Buckle starts on 27 January 2020

NM also recommended that Michael Von Bertele's contract be extended for a further three years.

The Council noted all the recommendations from the Nominations Committee and approved the appointment of the proposed candidates.

Date of Next Meeting

The next public meeting of the Council of Governors is 18 November 2019 at 4pm, in the Trust Boardroom.