NHS
Gateshead Health
NHS Foundation Trust

Council of Governors' Annual Report 2024/25

Covering the period 1 April 2024 to 31 March 2025

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:

- Ten public governors representing the Central and Eastern Gateshead constituency (three vacancies at the year-end);
- Six public Governors representing the Western Gateshead constituency (three vacancies at the year-end);
- One public Governor representing the Patient / Out-of-Area constituency (one vacancy at the year-end);
- Six staff Governors representing the views and interests of the colleagues; and
- Seven appointed Governors representing the Trust's key stakeholders and partners (and one vacancy 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 six 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. Governor committees are in place to support and advise the Council.

The Council of Governors recently agreed to merge the Membership Strategy Group and Governance and Development Committee into a single committee, making the most effective use of Governor time

and resources. It was recognised that at times, there could be duplication and overlap in discussions at the two committees therefore the merged committee supports a joined-up approach.

The Membership, 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 and leads on membership engagement and recruitment 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 endorsed changes to the Constitution in relation to the merger of Central and Eastern Gateshead constituencies. This also included an exercise to refine the membership database (removing any members who no longer wished to continue their membership) with the view that the remaining constituencies will be cleansed during the next elections. The Committee also reviewed the results of the Council of Governors' effectiveness survey and continues to review the attendance rates for the Council of Governors meeting.

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 recently updated its membership to include an additional public Governor. This was considered as it was felt that the Committee would benefit from an additional member to provide extra resilience to support decision-making in relation to Non-Executive Director recruitment and shared Chair arrangements (as the workload of the Committee due to these appointments was heavy in late 2024/25 and early 2025/26). The Committee met six times during the year to consider items within its remit, including Chair and Non-Executive Director remuneration, the recruitment of Non-Executive Directors, Deputy Chair and Senior Independent Director appointments, re-appointment of the Trust Chair for a period of up to 12 months, and the Chair and Non-Executive Director appraisal process. The Committee made recommendations to the Council of Governors on these items.

Towards the end of the financial year, the Committee took a lead role in the development of plans to recruit a shared Chair for Gateshead Health, The Newcastle-upon-Tyne Hospitals and Northumbria Healthcare (three of the four Trusts within the Great North Healthcare Alliance). This included meeting with counterparts at Newcastle and Northumbria. Each Trust nominated three members of their respective Governor Remuneration Committees (or equivalent) to form a Joint Nominations Committee (JNC), alongside the Senior Independent Directors of the three Trusts. The JNC is chaired by Martin Hedley, Senior Independent Director for Gateshead Health.

The Joint Nominations Committee formally met once prior to the year-end. At this meeting the JNC considered the proposed shared Chair recruitment process, role description, remuneration and the recommendations in relation to the appointment of a recruitment partner. The JNC made recommendations to each Council of Governors meeting of the three Trusts in February 2025 with all recommendations being ratified, enabling the recruitment process to commence prior to the year-end.

During 2024/25 the Council of Governors considered a range of items, which included:

- Ratifying a proposed extension of the Trust Chair's term which may allow flexibiity for moving to the shared Chair arrangement should this be required (note any extension would be subject to formal approval from NHS England);

- Ratifying the proposed timeline and recruitment process for the shared Chair
- Ratifying the terms of reference for the Joint Nominations Committee
- Approving the appointment of one new Non-Executive Director – Dr Gerry Morrow;
- Approving the appointment of the Lead Governor and Deputy Lead Governor;
- Approving the constitutional amendment to merge the Central and Eastern Gateshead constituencies which also included an exercise to refine the membership database
- Ratifying the proposal to merge the Membership Strategy Group and Governance and Development Committee to a single Governor committee now known as the Membership, Governance and Development Committee; and subsequent approval of its Terms of Reference;
- Providing valuable input into the Quality Account for 2024/25;
- Receiving Board committee presentations from each Non-Executive Director chair, supporting the Council in its role of holding Non-Executive Directors to account;
- Engaging in the re-development of the Trust Strategy and providing feedback;
- Engaging in the annual planning process and providing feedback on the draft plans;
- Receiving updates on the Great North Healthcare Alliance and providing feedback on the proposed vision and workplan;
- 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 and Deputy Lead Governor.

Governor elections 2024/25

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 for the terms commencing on 5 January 2025 were held for eight public Governor positions and two staff Governor positions. The results are as follows:

Constituency	Available Seats	Outcome
Staff	2	2 nominations received and 2 candidates are therefore elected unopposed: • Dr Andy Lowes – re-elected to second term of office (5 January 2025 – 4 January 2028) • Janet Thompson – elected to first term of office (5 January 2025 – 4 January 2028)
Central Gateshead	2	4 nominated received and therefore a contested election was held. The following candidates received the most votes and are therefore elected: • Mark Learmouth – elected to first term of office (5 January 2025 – 4 January 2028) • Carol Hindhaugh – elected to first term of office (5 January 2025 – 4 January 2028)

Western Gateshead	3	1 nomination received and therefore 1 candidate elected unopposed, with 2 vacancies remaining: • Gordon Main – re-elected to second term of office (5 January 2025 – 4 January 2028) *Note Gordon Main subsequently resigned from the Council on 6 February 2025.*
Eastern Gateshead	3	0 nominations received – 3 vacant seats remain

A number of Governors left the Council in January 2025 at the end of their terms including John Bedlington, Public Governor for Central Gateshead, who has served as a Governor since January 2019; Brenda Webb, Public Governor for Central Gateshead, who has served as a Governor since January 2022; Ged Quinn, Public Governor for Western Gateshead, who has served as a Governor since January 2022; and Richard Morrell, Staff Governor, who has served as a Governor since January 2022. We would like to formally record our sincere thanks to all Governors who left the Council during the year.

During the year we also welcomed three new appointed Governors to the Council – Dr Joanne Atkinson representing Northumbria University, Julia Perry representing the Voluntary Sector via Connected Voice, and Michael Brown representing Healthwatch Gateshead.

Following Board and Council approval, the public constituencies of Central and Eastern Gateshead have now been merged to become Central and Eastern Gateshead. The by-election process began on 6th February 2025 to fill the three vacant seats that remain within the constituency and will conclude in April 2025.

The table below shows the composition of the Council during the 2024/25 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 2025.

Constituency	**Governor**	**Term**	**Council of Governors meetings attended (maximum of 4)**
Central & Eastern			
	John Bedlington	*First term: 5 January 2019 – 4 January 2022* *Second term: 5 January 2022 – 4 January 2025*	3 of 3
	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) Third term: 5 January 2023 – 4 January 2026	4 of 4

Constituency	Governor	Term	Council of Governors meetings attended (maximum of 4)
	Carol Hindhaugh	First Term: 5 January 2025 – 4 January 2028	1 of 1
	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	4 of 4
	Mark Learmouth	First term: 5 January 2024 – 4 January 2028	1 of 1
	Michael Loome	First term: 5 January 2024 – 4 January 2027	4 of 4
	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	1 of 4
	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	3 of 4
	Brenda Webb	*First term: 5 January 2022 – 4 January 2025*	*3 of 4*
	3 vacancies as at year-end		
Western			
	Les Brown	First term: 5 January 2020 – 4 January 2023 Second term: 5 January 2023 – 4 January 2026	3 of 4
	Ray Dennis	First term: 5 January 2023 – 4 January 2026	4 of 4
	Gordon Main	*First term: 5 January 2023 – 4 January 2025* *Resigned 6 February 2025*	*2 of 3*
	Dr Lakkur Murthy	First term: 5 January 2024 – 4 January 2027	2 of 2
	Ged Quinn	*First term: 5 January 2022 – 4 January 2025*	*0 of 3*
	3 vacancies as at year-end		
Patient / Out of Area			
	Agatha Kanyangu	*First term: 5 January 2022 – 4 January 2024* *Second term: 5 January 2024 – 4 January 2027* *Resigned 10 February 2025*	*0 of 3*

Constituency	Governor	Term	Council of Governors meetings attended (maximum of 4)
	1 vacancy as at year-end		
Staff			
	Helen Adams	First term: 5 January 2022 – 4 January 2024 Second term: 5 January 2024 – 4 January 2027	4 of 4
	Lynsey Curry	First term: 5 January 2023 – 4 January 2024 Second term: 5 January 2024 – 4 January 2027	3 of 4
	Andrew Lowes	First term: 5 January 2022 – 4 January 2025 Second term: 5 January 2025 – 4 January 2028	1 of 4
	Richard Morrell	*First term: 5 January 2022 – 4 January 2025*	*0 of 3*
	Adaeze Obiayo	First term: 5 January 2024 – 4 January 2027	3 of 4
	Kiran Singisetti	First term: 5 January 2023 – 4 January 2026	0 of 4
	Janet Thompson	First term: 5 January 2025 – 4 January 2028	1 of 1
Appointed			
Northumbria University	*Sasha Ban*	*April 2024 to September 2024*	*1 of 1*
Northumbria University	Joanne Atkinson	From September 2024	3 of 3
Newcastle University	Dr Gemma Frances Speirs	From September 2023	3 of 4
Gateshead College	Chris Toon		3 of 4
Gateshead Jewish Community	Aron Sandler		3 of 4
Gateshead Council	Cllr Dorothy Burnett	From July 2024	2 of 3
Gateshead Voluntary Sector – Connected Voice	Julia Perry	From September 2024	3 of 3
Healthwatch Gateshead	Michael Brown	From January 2025	1 of 1
Gateshead Youth Assembly	*Vacancy*		

Governor training and development

During 2024/25 we provided our Governors with a number of training and development opportunities. Governor workshops were held in April 2024, August 2024, January 2025 and March 2025. This included opportunities to engage in the development of the Quality Account priorities for 2025/26; the annual plan for 2025/26; development and engagement of the Trust Strategy; as well as receiving updates from services including the finance team, Integrated Care Board and an insightful presentation on the role of the Non-Executive Director.

Quarterly Governor workshops are diarised throughout 2025/26 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 2024/25 the Council appointed Steve Connolly as the Lead Governor and Michael Loome was appointed as the Deputy Lead Governor. Both posts were effective from 19th May 2024.

The process for appointing the Lead and Deputy Lead Governors for 2025/26 commenced in February 2025 and prior to the year-end it was confirmed that Steve Connolly, would continue his role as Lead Governor. The nomination and voting period for the Deputy Lead Governor was underway at the year-end, with subsequent confirmation that Michael Loome, will continue this role and will take up the post from 19th May 2025.

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 two constituencies: Western; and Central and Eastern Gateshead. We also have an Out-of-Area constituency, which is coterminous with the geographical boundaries of the North East and North Cumbria Integrated Care System (NENC 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

The Central and Eastern constituencies have recently been merged and during the by-election process, a data cleansing process was undertaken to ensure that our membership database is accurate and up to date for this new constituency. The benefit of the exercise is that we will have an up-to-date membership database, and we can be assured that it accurately reflects those who wish to be current members and want to receive communications and opportunities to engage with the Trust. Other public constituencies will be cleansed during the next round of elections.

As of 31st March 2025, the total number of public members was 5,524, compared to 12,374 at 31st March 2024, and equates to a 55% decrease. Our public membership profile as at 31st March 2025 is as follows:

Population/Public Membership Ratio at 31 March 2025			
	Western	**Central & Eastern**	**Out of Area**
Population	77,471	134,443	Unknown
Membership	3,184	1,841	499
%	**4.1**	**1.4**	Unknown

As highlighted earlier, the Trust carried out a database streamlining / cleanse during the by-election for the recently merged Central and Eastern Gateshead constituency. All members were asked to inform the election company via email or a pre-paid return whether they wished to remain on the database. Members were provided with a month to respond and clear communication that following this period of time anyone who had not responded would be removed as a member. A comparison table which demonstrates the decrease in the membership base is highlighted below:

Membership base for Central and Easten Gateshead			
	Central	**Eastern**	**Total**
Membership prior to cleanse	6,501	2,134	8,635
Membership following cleanse	1,410	4,31	1,841
Decrease %	**78%**	**80%**	**79%**

Following the cleanse, we now have 1,721 members who will receive email correspondence and 120 members who wish to remain postal members for the Central and Eastern Gateseheasd constituency.

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 2025 was 5,347 (compared to 5,373 members as at 31st March 2024).

The Council of Governors represents the views of members and helps to shape the way our services are delivered. The Trust has held Medicine for Members events throughout the year. Showcase topics have included; community services and the support available to keep people safe at home; women's health services; and Living Well where attendees could choose between small group sessions on physiotherapy and exercise, nutrition and diet, stop smoking and the menopause. We have received positive feedback from attendees and look forward to holding more events in 2025/26.

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/