

# Council of Governors

## SUMMARY REPORT

Meeting Date: 14 June 2022

Agenda Item: 12

<b>Report Title:</b>	<b>Lead Governor Appointment</b>		
<b>Author(s):</b>	Amber Wild, Corporate Assurance Manager		
<b>Accountable Director:</b>	Deborah Lawrenson, Director of Corporate Governance		
<b>Other Meetings presented to or previously agreed at:</b>	<b>Committee/Group:</b>		
	<b>Date:</b>		
<b>Key Points recommendations to or previously agreed at:</b>	Consideration of process to appoint to the Lead Governor role.		

### Summary of key points in report

The current Lead Governor's term ends on 30 June 2022. It is proposed that the Council of Governors agree a process for this in the meeting.

### Recommendation for the Council to consider:

Consider for Action	Approval	Assurance	Information
	✓		

To approve the process of appointment to Lead Governor role and agree the length of term for one or two years.

### Please identify which strategic priorities will be impacted by this report:

	Yes	No
Covid-19 Recovering Effectively	✓	No
CQC Getting Back to Good	✓	No
Transformation – Changing things that will make a difference	✓	No
Partnerships – working together to make a bigger impact	✓	No

### Is this report relevant to compliance with any key standards ? State specific standard

	Yes	No	State specific standard
Care Quality Commission Fundamental Standards	✓	No	<b>Good Governance</b>
Data Security and Protection Toolkit	Yes	No	✓

Any other specific standard?					SHSC Consitution
<b>Have these areas been considered ? YES/NO</b>					
					If Yes, what are the implications or the impact? If no, please explain why
Service User and Carer Safety and Experience	Yes		No	✓	<b>Not required for this purpose.</b>
Financial (revenue & capital)	Yes		No	✓	
Organisational Development/Workforce	Yes		No	✓	
Equality, Diversity & Inclusion	Yes		No	✓	
Legal	Yes		No	✓	

## Section 1: Analysis and supporting detail

### Background

Under the Trust's Constitution the Council of Governors is required to nominate a Lead Governor, to facilitate direct communication between Monitor (now NHS Improvement/ NHS England) and the Council of Governors in the limited circumstances where it may not be appropriate to communicate through the normal channels.

The Council of Governors appointed Terry Proudfoot to be the Lead Governor on 1<sup>st</sup> January 2020 which was extended for a further six months in December 2021. The term of this appointment ends on 30 June 2022.

The proposal to defer election of the Lead Governor to 30<sup>th</sup> June 2022 (end of governor term) was to provide continuity and allow activities over the following months to conclude. Sharon Mays, Chair had only recently commenced in post and was taking the opportunity to continue to meet with governors and listen to views. In addition, the Trust had an interim Director of Governance in place with the permanent post holder at that time due to commence in April 2022. The Council of Governors, through the Nominations and Recruitment Committee, were also required to conduct the recruitment process for a Non-Executive Director following the departure of Sandie Keene and to make a final appointment and it was felt that this process would benefit from continuity in the Lead Governor role.

Terry Proudfoot confirmed her willingness to continue as Lead Governor for the extended period of time.

### Lead Governor Role

It is a requirement that Foundation Trusts identify a Lead Governor from within its council of Governors. According to the SHCS constitution, the lead governor can be appointed from the public, service user carer or young service/carer governor constituencies.

Appendix B of Monitor's NHS Foundation Trust Code of Governance suggests the following specific elements to the lead governor role:

- To facilitate communication between Monitor and the Council of Governors, in particular where it would not be appropriate for this to occur through normal channels;
- To be a point of contact should Monitor have concerns regarding board leadership provided to the Trust;
- To be a point of contact should Monitor have concerns that appointments, elections or other material decisions have been inappropriate or not complied with the Trust's Constitution; and
- To initiate communication where the Council or individual governors wish to contact Monitor.

The current term of office for a lead governor is two years and governors who have this length of term remaining and are within the identified constituencies are currently eligible to stand.

The Council of Governors is asked for views on whether it feels it would be appropriate or helpful to reduce the term to one year to enable rotation of the leadership role to take place. This would potentially mean that more governors would be eligible to stand and would support learning and engagement across the Council of Governors.

A full description of the role is attached at [Appendix 1](#).

### **Process**

All eligible governors were contacted and invited to stand. Any governor wishing to nominate themselves was asked to submit a short statement either by email or post. Due to technical difficulties, not all eligible governors have received the request for nominations and so it is proposed to extend this deadline to 21 June, to allow all governors the opportunity for self-nominations.

Following receipt of nominations, the selection of the Lead Governor would then take place by a secret ballot (via email and/or post) and the Council of Governors informed via e-governance following the 14 June Council of Governors meeting.

This allows time for the process to be completed by the 30 June and the newly elected Lead Governor to take up their new post in July 2022.

## **Section 2: Next Steps**

The transparency of the process will be assured through the Council minutes.

### **Appendix 1 Lead Governor Role description**



## **Appendix 1**

### **LEAD GOVERNOR ROLE DESCRIPTION**

#### **Background**

In accordance with the NHS Foundation Trust Code of Governance the primary purpose of the Lead Governor is to facilitate direct communication between the Regulator (NHS England/Improvement) and the Council of Governors.

The Regulator does not, however, envisage direct communication with the Council unless there is a real risk of the Foundation Trust significantly breaching its licence or constitution and the Council's concerns cannot be satisfactorily resolved.

Once there is a risk that this may be the case, and the likely issue is one of board leadership, the Regulator will often wish to have direct contact with the Foundation Trust's Council of Governors, but at speed and through one established point of contact, namely, the Foundation Trust's nominated Lead Governor. A full description of the role of the nominated Lead Governor as stated in the NHS Foundation Trust Code of Governance is shown in Attachment A below.

However, Lead Governors can have an understanding of the role of the Council beyond its statutory responsibilities and at SHSC there is a commitment to agreeing broader local arrangements for the role that support the work of the Council. This will allow for the appointment of a Lead Governor and a Deputy Lead Governor.

In addition to this, the Lead Governor, supported by the Deputy Lead Governor, will also:

- Be a member of the nominations committee (Appointments and Remuneration Committee) that oversees the arrangements for appointing (and removing if necessary) the Chair and other Non-Executive Directors, and considers the remuneration, allowances and other terms and conditions of office of Non-Executive Directors.
- Support and facilitate opportunities for governors to communicate and share feedback in-between formal meetings;
- Present the Annual Governor's Report to Members at the Annual Members Meeting. The Director of Corporate Governance and the Corporate Assurance Manager will provide support to the Lead Governor and Deputy Lead Governor

### **DEPUTY LEAD GOVERNOR ROLE DESCRIPTION**

The role of Deputy Lead Governor is not a statutory role under the NHS Foundation Trust Code of Governance.

#### **Primary Role**

The primary purpose of the Deputy Lead Governor is to provide the Foundation Trust with a point of contact for the Council of Governors should the Lead Governor be unavailable for a period of time or have a conflict of interest. In addition, the Deputy Lead Governor will support the Lead Governor in all aspects of their role.

Specifically the Deputy Lead Governor will:

- Support the Lead Governor in their liaison role across individual governors, to ensure views and feedback are considered by the Chair and the wider Council as appropriate.
- Undertake specific tasks on behalf of the Council as agreed with the Chair and Lead Governor.

The Director of Corporate Governance and the Corporate Assurance Manager will provide support to the Lead Governor and Deputy Lead Governor.