

Executive Summary
Report to the Council of Governors' meeting
Held on 29 June 2021

Subject	Appointment of a Lead Governor and Deputy Lead Governor
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Status¹	For Agreement

PURPOSE OF THE REPORT

To agree future arrangements in relation to the role of lead governor, to establish the role of deputy lead governor and to agree the mechanisms and a timetable to appoint to both roles.

KEY POINTS

- The Trust is required to nominate a lead governor to facilitate direct communication between NHS Improvement (NHSI) and the Council of Governors in the limited circumstances where it may not be appropriate to communicate through the normal channels.
- The imminent vacancy for a lead governor triggered a benchmarking exercise to review lead governor arrangements at peer organisations. The exercise identified that the role of deputy lead governor had been instituted widely.
- At a meeting on 27 May 2021 the Governors' Forum agreed that, until the appointment of a new lead governor, Martin Hodgson would act as interim lead governor.
- The paper proposes that the role of lead governor should be developed to incorporate responsibility for convening the Governors' Forum. The lead governor role description is provided.
- It is proposed to establish the role of deputy lead governor. A deputy lead governor role description is provided.
- Mechanisms and a timetable are proposed to elect a lead governor and a deputy lead governor.

IMPLICATIONS²

AIM OF THE STHFT CORPORATE STRATEGY		TICK AS APPROPRIATE
1	Deliver the Best Clinical Outcomes	✓
2	Provide Patient Centred Services	✓
3	Employ Caring and Cared for Staff	✓
4	Spend Public Money Wisely	✓
5	Deliver Excellent Research, Education & Innovation	✓

RECOMMENDATIONS

The Council of Governors is asked to:

AGREE to develop the lead governor role to incorporate responsibility for convening the Governors' Forum.

AGREE the proposed lead governor role description **and** the proposed process to elect a lead governor.

AGREE to establish the role of deputy lead governor, the proposed deputy lead governor role description **and** the process to elect a deputy lead governor.

AGREE the proposed timetable for elections to the roles of lead governor and deputy lead governor.

1. Introduction

The NHS Foundation Trust Code of Governance requires all NHS Foundation Trusts to nominate a lead governor; the basic role is prescribed in the Code and is attached as Appendix 1.

The primary purpose of the lead governor is to facilitate direct communication between the Regulator (NHSI) and the governors. NHSI does not envisaged regular direct communication with governors save where there may be a real risk of the Trust significantly breaching its licence or constitution and where concerns cannot be satisfactorily resolved via the normal channels. Once there is a risk that this may be the case, and the likely issue is one of board leadership, NHSI may wish to make contact with the governors at speed, through one established point of contact – the lead governor. This will enable governors to understand the regulators concerns and in understanding the views of governors as to the capacity and capability of individuals to lead the Trust and to rectify, successfully, any issues.

The lead governor is accountable to the Council of Governors as a collective and the Trust Chair. Other than the specified and proposed additional responsibilities, the role does not hold any extended responsibility or powers beyond those of an individual governor.

2. Current Arrangements

Kath Parker was appointed to the role of lead governor in July 2017, when she completes her final term of office as a governor on 30 June 2021 she will also step down as lead governor. At its meeting on 27 May 2021 the Governors' Forum agreed that, in the period up to the appointment of a new lead governor, Martin Hodgson would act as interim lead governor.

The imminent vacancy for a lead governor triggered a benchmarking exercise to review lead governor arrangements at peer organisations. The exercise identified an expansion of the basic role of the lead governor to incorporate a range of supplementary responsibilities alongside the establishment of the role of a deputy lead governor, primarily to deputise in the absence of the lead governor but also to support the lead governor to carry out their role.

For STH the lead governor role has continued in line with the NHS Foundation Trust Code of Governance basic role description, to be the first point of contact for the Regulator in extremis, with only minor additions to the responsibilities in 2015.

Alongside the role of lead governor STH has established the role of a convenor of the Governors' Forum.

3. Proposed Arrangements

To align STH with current practice across the sector it is proposed to:

- 3.1** Develop the role of lead governor to incorporate the responsibility of convening the Governors' Forum, a proposed lead governor role description is attached at Appendix 2 (this aligns with the model role description).
- 3.2** Invite expressions of interest from public and patient governors in standing in an election for the role of lead governor, proposed criteria, eligibility and process attached at Appendix 4.
- 3.3** Establish the role of deputy lead governor; a proposed deputy lead governor role description is attached at Appendix 3.

- 3.4** Invite expressions of interest from public and patient governors in standing in an election for the role of deputy lead governor, proposed criteria, eligibility and process attached at Appendix 4.

4. Proposed timetable for nominations and elections

It is proposed that the process to elect to both roles be run concurrently with public and patient governors invited to express interest mid-July 2021. If multiple expressions of interest are received a ballot will be held during August 2021 with the results announced prior to the Annual Members' Meeting in September 2021.

5. Recommendations

The Council of Governors is asked to:

AGREE to develop the lead governor role to incorporate responsibility for convening the Governors' Forum.

AGREE the proposed lead governor role description **and** the proposed process to elect a lead governor.

AGREE to establish the role of deputy lead governor, the proposed deputy lead governor role description **and** the process to elect a deputy lead governor.

AGREE the proposed timetable for elections to the roles of lead governor and deputy lead governor.

The role of the lead governor – Statutory role description

The lead governor has a role to play in facilitating direct communication between NHS Improvement (NHSI) and the Trust's Council of Governors. This contact is likely to be infrequent and will occur in a limited number of circumstances but particularly where it may not be appropriate for NHSI to communicate through the normal channels, which in most cases would be via the Trust Chair or the Trust Secretary.

It is not anticipated that there will be regular direct contact between NHSI and the Council of Governors in the ordinary course of businesses. Where contact is necessary it is important that it happens quickly and effectively. To this end a lead governor should be nominated and contact details provided to NHSI. The lead governor may be nominated from any of the governors.

The main circumstances where NHSI will contact the lead governor are where NHSI has concerns as to Board leadership provided to a Foundation Trust and those concerns may in time lead to the use by NHSI of its formal power to remove the Chair or Non-Executive Directors and it will usually be the case that NHSI will wish to understand the views of the governors as to the capacity and capability of these individuals to lead the Trust and to rectify successfully any issues and also for the governors to understand NHSI's concerns.

NHSI does not envisage direct communication with the governors until such time as there is a real risk that the Trust may be in significant breach of its licence. Once there is a risk that this may be the case, and the likely issue is one of board leadership, NHSI will often wish to have direct contact with the Trust governors but at speed and through one established point of contact, the Trust's lead governor. The Trust should support the lead governor in understanding of NHSI's role, particularly the basis on which NHSI may take regulatory action, to ensure the lead governor is able to correctly communicate more widely with other governors.

Similarly, where individual governors may wish to contact NHSI, this would be expected to be through the lead governor.

The other circumstance where NHSI may wish to contact the lead governor is where, as the regulator, NHSI has been made aware that the process for the appointment of the Chair or other members of the Board, or elections for governors, or other material decisions, may not have complied with the Trust's Constitution, or alternatively, whilst complying with the Trust's Constitution, may be inappropriate. In such circumstances, where the Chair, other member of the Board of Directors or the Trust Secretary may have been involved in the process by which these appointments or other decisions were made, the lead governor may provide the point of contact for NHSI.

Accordingly, the NHS Foundation Trust should nominate a lead governor, and continue to update NHSI with their contact details as and when these change.

ROLE DESCRIPTION

Lead Governor

Role Title: Lead Governor
Accountable to: Council of Governors and Trust Chair

Role Summary

- As required by the NHS Foundation Trust Code of Governance governors elect one of the public or patient governors to be lead governor to facilitate direct communication between NHS Improvement (NHSI) and the Council of Governors in the limited circumstances where it may not be appropriate to communicate through the normal channels.
- The role receives ongoing support from the Chair, Assistant Chief Executive and the Membership Manager and has access to training and development as appropriate.

Appointment and Tenure

The lead governor is elected from eligible public and patient governors for a three year term of office. The lead governor works closely with the deputy lead governor.

Time Commitment

The time commitment is on average approximately one day per month and should be considered in addition to the normal requirement on governors' time.

Key Duties and Responsibilities

In addition to the responsibilities set out in the NHS Foundation Trust Code of Governance the lead governor will:

- Be an ex-officio member of the Council of Governors' Nomination and Remuneration Committee.
- Convene the Governors' Forum.
- Meet informally with the Chair and the Assistant Chief Executive between four and six times per year.
- Where appropriate, support the Chair in ensuring that governors act within the STH Code of Conduct for Governors.
- Foster an inclusive culture amongst governors.
- Set a positive example through promoting and upholding the Trust's PROUD values.
- Represent the views of governor colleagues and facilitate effective communication and engagement between the Council of Governors and the Board of Directors.

The Lead Governor aims to:

- Encourage a unitary Council of Governors that is engaged constructively with the Board of Directors and the constituencies from which governors are elected.
- Establish governor leadership that embodies and promotes the Trust's values and sets a positive example to all stakeholders.

Key Relationships

The lead governor will engage with the following stakeholders and groups (this list is not exhaustive):

Regularly:

- Deputy lead governor
- Governor colleagues
- Trust Chair
- Assistant Chief Executive
- Membership Manager
- Senior Independent Director and other Non-Executive Directors

Occasionally:

- Trust Executive Group members
- Trust staff
- Trust Members
- Partner Organisations
- Members of the public and other external stakeholders
- Governors in other Foundation Trusts



ROLE DESCRIPTION

Deputy Lead Governor

Role title: Deputy Lead Governor
Accountable to: Council of Governors and Trust Chair

Role Summary

- The deputy lead governor plays an important role in deputising for the lead governor and to share the lead governor's workload which includes taking ownership of particular work streams and leading on certain areas of work on behalf of the Council of Governors.
- The role receives ongoing support from the Chair, Assistant Chief Executive and the Membership Manager and has access to training and development and required.

Appointment and Tenure

The deputy lead governor is elected from the public and patient governors for a three year term of office. The deputy lead governor works closely with the lead governor.

Time Commitment

The time commitment is on average approximately half a day per month and should be considered in addition to the normal requirement on governors' time.

Key Duties and Responsibilities

In addition to the responsibilities set out in the NHS Foundation Trust Code of Governance the deputy lead governor will:

- Be an ex-officio member of the Council of Governors' Nomination and Remuneration Committee.
- Deputise for the lead governor as required.
- Work closely with the lead governor and act as a sounding board as appropriate.
- Meet informally with the Chair and the Assistant Chief Executive between four and six times per year.
- Foster an inclusive culture amongst governors.
- Set a positive example through promoting and upholding the Trust's PROUD values.
- Represent the views of governor colleagues and facilitate effective communication and engagement between the Council of Governors and the Board.

The Deputy Lead Governor aims to:

- Support the lead governor in encouraging a unitary Council of Governors that is engaged with the Board of Directors and the constituencies from which governors are elected.
- Establish governor leadership that embodies and promotes the Trust's values and sets a positive example to all stakeholders.

Key Relationships

The deputy lead governor will engage with the following stakeholders and groups (this list is not exhaustive):

Regularly:

- Lead governor
- Governor colleagues
- Trust Chair
- Assistant Chief Executive
- Membership Manager
- Senior Independent Director and other Non-Executives

Occasionally:

- Trust Executive Group members
- Trust staff
- Trust Members
- Partner Organisations
- Members of the public and other external stakeholders
- Governors in other Foundation Trusts

**CRITERIA, ELIGIBILITY AND PROCESS
FOR THE
APPOINTMENT OF A LEAD GOVERNOR AND
DEPUTY LEAD GOVERNOR**

1 Introduction

- 1.1** Since 2010 Monitor, now NHS Improvement (NHSI), has required all NHS Foundation Trusts to have a lead governor to facilitate direct communication in the limited circumstances where it may not be appropriate to communicate through the normal channels.

The criteria, eligibility and process for the selection of a lead governor and deputy lead governor within Sheffield Teaching Hospitals NHS Foundation Trust (STH) are outlined in this document.

2 Primary role and accountability

2.1 Lead governor

The primary purpose of the lead governor is to facilitate direct communication between the Regulator (NHSI) and the governors. NHSI does not envisage regular direct communication with governors save where there may be a real risk of the Trust significantly breaching its licence or constitution and where concerns cannot be satisfactorily resolved via the normal channels. Once there is a risk that this may be the case, and the likely issue is one of board leadership, NHSI may wish to make contact with the governors at speed, through one established point of contact – the lead governor. This will enable governors to understand the Regulator's concerns and in understanding the views of governors as to the capacity and capability of individuals to lead the Trust and to rectify, successfully, any issues.

The Trust should support the lead governor in understanding NHSI's role, particularly the basis on which NHSI may take regulatory action, to ensure the lead governor is able to correctly communicate more widely with other governors.

The lead governor is accountable to the Council of Governors as a collective and the Trust Chair. Other than the specified additional responsibilities, the role does not hold any additional responsibility or powers beyond those of an individual governor.

Similarly, but not exclusively, where individual governors may wish to contact NHSI, this would be expected to be through the lead governor.

2.2 Deputy lead governor

The primary role of the deputy lead governor is to deputise for the lead governor and to provide the Trust with a point of contact for the Council of Governors in the event that the lead governor is unavailable for a period of time or has a conflict of interest.

The deputy lead governor is accountable to the Council of Governors as a collective and the Trust Chair. Other than the specified additional responsibilities, the role does not hold any additional responsibility or powers beyond those of an individual governor.

3. Criteria and eligibility

- 3.1** The Council of Governors will select a public or patient governor to undertake the role of lead governor and deputy lead governor of STH. The selection of a public or patient governor will:

- afford greater independence,
- ensure adequate time can be committed to the role (which may potentially be an issue for both staff and appointed governors),
- avoid potential conflicts of interest that may arise for staff governors.

3.2 Governors wishing to undertake the role of lead governor or deputy lead governor must:

- have served as a governor for at least one year
- be able to commit time to undertake the role
- be prepared to acquire knowledge and understanding of the arrangements/requirements of the role and the responsibilities attaching
- understand NHSI's role as an external regulator and the requirements of the Trust constitution
- uphold the values of the Trust, understanding and championing the Trust's PROUD values
- be committed to the success of the Trust

3.3 Desirable personal qualities for a lead governor include:

- excellent interpersonal and communication skills
- the ability to deal with potential conflicts
- the ability to command the respect, confidence and support of their governor colleagues
- the ability to represent the views of their governor colleagues

4. Process

4.1 The lead governor and deputy lead governor will be selected by the Council of Governors.

4.2 The process for the selection and appointment of the lead governor and deputy lead governor is as follows:

4.2.1 Upon a vacancy arising, the Chair will inform the Council of Governors of the vacancy and invite public and patient governors to express interest in the role.

4.2.2 Where more than one nomination is received, a confidential ballot of all governors will be held. Nominees will provide a short nomination statement describing their reasons for standing and a ballot paper showing all the candidates and their nomination statements will be distributed to all governors. Votes will be counted on a 'first past the post' basis. The Membership Manager will act as returning officer and at the deadline for receipt of votes will provide the outcome of the ballot to the Chair for announcement of the result to the Council of Governors. Ballot papers will be kept for six months and made available for scrutiny if required.

4.2.3 Where only one nomination is received, the Council of Governors will be asked to ratify the appointment.

4.2.4 The term of office of the lead governor and deputy lead governor will be for a period of three years or:

- until the end of the governors' current term of office whichever is the sooner; or
- until they resign the position by giving notice to the Chair; or
- until they are removed from the position by a resolution passed at a general meeting of the Council of Governors.

At the end of their term of office an individual may stand for re-election to the role.

Governors serving as lead governor are eligible to nominate themselves for the role of deputy lead governor and visa versa.

4.2.5 The Assistant Chief Executive will notify NHSI of any change of lead governor.