

SHEFFIELD TEACHING HOSPITALS NHS FOUNDATION TRUST

EXECUTIVE SUMMARY

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REPORT TO THE COUNCIL OF GOVERNORS

17 December 2019

Subject	Transparency and the Governors
Author	Wendy Bradley, Public Governor

PURPOSE OF THE REPORT

Wendy Bradley has given written notice under paragraph 4.7 of the Standing Orders for the Practice and Procedure of the Council of Governors (Annex of the Trust Constitution) proposing the motion that the items detailed in her attached paper be agreed.

KEY POINTS

Three specific changes are proposed:

1. Use a revised sign-up sheet for Governors' meetings.
2. Map and share Governors' memberships of Trust Committees.
3. Use a "committee of the whole house" model to agree the criteria used by the Nominations and Remunerations Committee for the appointment of a new Chair.

IMPLICATIONS

AIM OF THE STHFT CORPORATE STRATEGY 2017 - 2020		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 **NOTE and DISCUSS** this motion on the Agenda of the Council of Governors meeting on 17 December 2019 in accordance with the Standing Orders for Practice and Procedure of the Council of Governors.

Transparency and the Governors

This is a successful, well-run trust. I am suggesting three changes that will bring more transparency to the relationships between the Governors and other Trust officers in a positive attempt to make the relationship between Trust and Governors work even better for the future. Just as a business might have a one in a million chance of getting its books and records examined by HMRC in a random audit, it would have a very high probability of having its systems examined if a risk assessment had found errors or omissions in its processes. So, as there have been governance issues that had been overlooked in the past, it would be prudent to look at whether we can improve our record keeping for the future.

The three specific changes I am proposing are as follows:

1. Use a revised sign-up sheet for Governors' meetings
2. Map and share Governors' memberships of Trust committees and
3. Use a "committee of the whole house" model to agree the criteria used by the Nominations and Remunerations Committee before eg director searches and pay discussions

1. Revised Sign-up Sheet

We are all expected to have a "good working knowledge" of the constitution but how many of us carry in our heads the precise requirements for a quorum at a Council of Governors meeting? (Annex 7 clause 4.13.1 – one third of the whole number including at least five public, one patient and one staff Governor). A simple change to the sign-up sheet that we fill in when we arrive would have five spaces for the first five public Governors to arrive, one for a staff and one for a patient Governor, and then free space for the next Governors of whatever category to complete, with a cut-off line showing when one-third of the total number of Governors has been reached. It would be automatic and transparent that we could see for ourselves at what point each meeting was quorate.

2. Map of Committees

We have moved to a system of internal elections for Governors to join the various Trust committees but without any overall picture of who sits on what committee and where vacancies might be expected to arise or how the work is distributed between different members of the Council of Governors. I am suggesting we commission a piece of work to produce a map of what committees exist across the trust, how they fit together, and what Governors are members of which committees.

3. "Committee of the Whole"

Our Nominations and Remunerations Committee does sterling work in exercising the Governors' duty to eg select Non-Executive Board members. However, it can be difficult if the Committee does its work and then the wider Governors have questions about the basic selection criteria used. The Committee can and do select the best candidate, but if the non-Committee members wish to suggest different selection criteria they are brought into the process too late to do anything more than rubber-stamp the selection. I am therefore suggesting a preliminary "Committee of the Whole Council of Governors" be invited to discuss the selection criteria before the Nomination and Remunerations Committee does its work to find the best candidate to fill those criteria. This would be a single meeting, open to any Governor but under Nomination and Remunerations Committee rules, to agree the selection criteria (or performance management criteria, in the case of performance management discussions) in advance. The current procedure (the Nomination and Remunerations Committee making the selection, the full Council of Governors endorsing it) would then carry on as before.

These three relatively modest changes would, I believe, help the Council of Governors act in a more transparent and effective way and I commend them to colleagues.

W Bradley
Public Governor West
December 2019