



Executive Summary
Report to the Council of Governors' meeting
held on 12 December 2024

Subject	Ratification of the election of a Lead Governor
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Status¹	To Ratify

PURPOSE OF THE REPORT

To ratify the election of Steve Barks as Lead Governor of the Council of Governors for a three year term of office to run concurrently with his term of office as a Governor with immediate effect.

KEY POINTS

- The Trust is required to nominate a Lead Governor to facilitate direct communication between NHS England (NHSE) and the Council of Governors in the limited circumstances where it may not be appropriate to communicate through the normal channels.
- The current Lead Governor is stepping down as a governor on 31 October 2024 creating a vacancy for a Lead Governor. The role description for the Lead Governor is shown at Appendix 1.
- The process agreed by the Council of Governors for the election of a Lead Governor has been undertaken - Appendix 2.
- Between 30 July and 2 September 2024 eligible Governors were invited by the Chair to express interest in the role of Lead Governor. At the close of the nomination period three expressions of interest were received.
- With multiple nominations received, a confidential ballot of all Governors was held between 27 September and 14 October 2024. 28 ballot papers were distributed and 23 votes were cast.
- At the close of the ballot Steve Barks, public Governor, had received the most votes.

IMPLICATIONS²

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	Create a Sustainable Organisation	✓
6	Deliver Excellent Research, Education & Innovation	✓

RECOMMENDATION

The Council of Governors is asked to **RATIFY** the appointment of Steve Barks as Lead Governor of the Council of Governors for a three year term of office to run concurrently with his term of office as a Governor with immediate effect.

ELECTION OF A LEAD GOVERNOR

1. Introduction

The NHS Foundation Trust Code of Governance requires all NHS Foundation Trusts to nominate a Lead Governor. The primary purpose of the Lead Governor is to facilitate direct communication between NHS England (NHSE) and the Governors. NHSE 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.

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. The role description of the Lead Governor is shown at Appendix 1.

The current Lead Governor notified the Chair that he wished to step down from the role of Lead Governor on 31 October 2024, creating a vacancy for a Lead Governor.

2. Election to the role of lead governor

The criteria, eligibility and process agreed by the Council of Governors for the selection a Lead Governor is shown at Appendix 2.

Between 30 July and 2 September 2024 eligible Governors were invited by the Chair to express interest in the role of Lead governor.

At the close of nominations three expression of interest were received. Where multiple expressions of interest are received the process requires a confidential ballot of all Governors.

A confidential ballot of all Governors was held between 27 September and 14 October 2024. 28 ballot papers were distributed and 23 votes were cast.

At the close of the ballot Steve Barks, public Governor, received the most votes.

3. Recommendation

The Council of Governors is asked to:

RATIFY the appointment of Steve Barks as Lead Governor of the Council of Governors for a three year term of office to run concurrently with his term of office as a Governor with immediate effect.

ROLE DESCRIPTION

Lead Governor

Role Title: Lead Governor

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 England (NHSE) 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, to run concurrently with the lead governor's term of office as a governor. 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 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.

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

Criteria, eligibility and process for the appointment of a Lead Governor and Deputy Lead Governor

1 Introduction

- 1.1** Since 2010 Monitor, now NHS England (NHSE), 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 NHSE and the governors. NHSE 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, NHSE 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 NHSE'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 NHSE's role, particularly the basis on which NHSE 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 NHSE, 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,
- uphold the values of the Trust, understand and champion the Trust's PROUD values and behaviours,
- 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.

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, to run concurrently with the term of office as a governor 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 any change of lead governor to:

NHS England – Andrew Morgan
Integrated Care Board – Mark Janvier
Acute Federation – Cathy Hassell