

## **Council of Governors (in Public)**

### **Item 9.1**

**Subject:** Governance Principles and Actions following Governor Discussion Group held 6.3.17

**Date of meeting:** 5 June 2017

**Prepared by:** Lucy Lavan, Director of Corporate Affairs

**Presented by:** Lucy Lavan, Director of Corporate Affairs

#### **1. Executive Summary**

The Governors met informally on 6<sup>th</sup> March 2017 to review the CoG infrastructure and the mechanisms in place for selection of Governors to sit on Sub Committees / Task Groups, interest groups, nomination of the senior governor and other ad hoc tasks and duties. The outputs of the meeting were the compilation of a set of Governance Principles (Para 2) which will serve as a reference point for future decision making and a series of actions and recommendations (Para 3) for approval by the Council of Governors.

The notes of the Discussion Group were circulated to Governors on 16<sup>th</sup> March 2017 and were accepted by all who responded, with a minor amendment to the Governance principles which is reflected in Para 2 below.

#### **2. Governance Principles**

- i) All groups reporting to CoG will be termed 'Sub Committees' for consistency – these can either be 'standing' Sub Committees or time limited / task and finish Sub Committees;
- ii) All Sub Committees will have a terms of reference which will include purpose, membership, reporting arrangements and timeframe for any time limited work;
- iii) For Standing Sub Committees, governors will be nominated to serve for terms of 3 years and then the membership will be refreshed (however this does not preclude any individual from serving longer than 3 years)
- iv) The process for selecting governors to sit on Sub Committees will be as follows :
  - All Governors will be invited to express an interest
  - If there are too many nominations, the Chairman and Director of Corporate Affairs will select individuals on the basis of skills, geography, workload and availability
  - If there are insufficient nominations, the Chairman and / or Director of Corporate Affairs will approach individuals directly to ask for their support – this again will be on the basis of skills, geography, workload and availability

- Where time does not permit the invitation of expressions of interest or a nominated governor drops out and a replacement is needed at short notice, the Chairman and / or Director of Corporate Affairs have permission to approach individuals directly to ask for their support – this again will be on the basis of skills, geography, workload and availability
  - The outcome of any process for selecting governors to sit on sub committees will be reported at the next Council of Governors meeting
- v) Each Standing Sub Committee will have a business cycle and a schedule of dates for the year ahead to aid planning and help to maximise attendance
  - vi) Where a Committee is to be chaired by a Governor (as determined by Terms of reference), the Committee Chair will be elected by the committee members from amongst existing members who have already served on that Committee for at least 12 months (where this applies); in making their choice Committee members should be mindful of skills (including chairing skills) and experience;
  - vii) Each Governor will join one of three 'interest groups' which meet informally prior to each CoG meeting – the interest group 'topics' (currently Quality; Finance & Performance and Patient & Family Experience) will be reviewed annually in November when the CoG evaluates its effectiveness at the Joint CoG / BoD day. The Chairman / Director of Corporate Affairs will allocate individual governors to interest groups to ensure good spread and will take account of any expressed preferences and the skills audit / training needs assessment. There will be opportunity for rotation to take place annually.
  - viii) For each interest group a Governor will be nominated as Chair who will manage the time to 30 minutes and ensure that the group identifies issues for focus and discussion at the next meeting – the Chairs have 'permission' to move on conversations such that the objectives are achieved within the time allowance. Chairs will be nominated by their interest groups in December each year and will act as Chair for 12 months (4 meetings), when the annual refresh is undertaken (this does not preclude them chairing again for the next 12 months if this is the wish of the new group members). There will be no formal papers / notes for Interest groups but an attendance record will be maintained.
  - ix) The Senior Governor's role will be limited to that set out in the approved role description. Expressions of interest will be invited and if there is more than one nomination, then the position will be decided by a vote by the Council of Governors.
  - x) The Trust will provide, as appropriate, any support and training (in house and access to external opportunities) as required to help governors discharge their responsibilities effectively. The adequacy of this support / training will be reviewed annually by Governors with the Chairman and Director of Corporate Affairs (CoG evaluation in November each year)
  - xi) Ad hoc Governor tasks (e.g. judging panels, PLACE visits, representation at corporate events / meetings) – it was agreed that the Chairman and Director of Corporate Affairs had permission to select individual governors whenever it was not practicable to invite expressions of interest from the full Council – account would be taken of geography, availability and workload (skills only if appropriate);
  - xii) Governors should immediately raise any questions, concerns or suggestions regarding the functioning of the CoG and its activities with either the Chairman or Director of Corporate Affairs such that any issues can be managed in a timely way

### **3. Decisions / Actions**

- i) The Standing Sub Committees of the CoG are the 'Nominations and Remuneration Committee' and the 'Membership and Communications Committee'
- ii) A recommendation will be made to the Council of Governors in June 2017 that the Quality Account Sub Committee is disbanded as there has been poor attendance and duplication with the 'Quality Interest Group' (this has been discussed and agreed with Ken Blasbery who Chairs this Sub Committee but was not in attendance at the discussion group)
- iii) The Terms of Reference for the above two standing sub committees will be reviewed (June 17 CoG) and expressions of interest in governor membership invited in early September 2017, such that membership can be approved by the CoG in September 2017.
- iv) Business cycles and schedules of forward dates for the Standing Sub Committees will be presented to CoG in June 17 alongside the Terms of Reference
- v) The Audit Task Group has work in progress which it will complete by September 2017 – this is not strictly a Sub Committee of the Council of Governors as it reports to the Audit Committee which will then make a recommendation to the Council of Governors. A closing report from this Task Group will be prepared for the September CoG. At such time as this Task Group needs to be reconvened, the above principles will be applied. It was noted however that where individual Governors have specific skills, this is particularly important due to the technical nature of this work. The skills required will therefore be set out when expressions of interest are invited. The Trust will provide any training and support needed.
- vi) The Governance Task Group will be re-convened at such a time when the Council of Governors determines (ie there is a task to undertake which would benefit from the involvement of a smaller group of individuals rather than the full CoG – at such time the above principles will be applied to the selection of governors.
- vii) The membership of the 3 interest groups will be reviewed in September in readiness for new Governors taking up their roles – chairs will be nominated by those groups at the following round of meetings (December).
- viii) Interest Groups will convene at 11.30 and meet strictly for 30 minutes. A bell will be sounded to signal the end of the allotted time and governors will then have 30 minutes to network with the NEDs
- ix) The Senior Governor role description was supported subject to an extension of the tenure from one to three years
- x) Summary notes of discussion group to be circulated ASAP and formal review of actions at next CoG in June 17.

#### **4. Recommendations**

The Council of Governors is asked to :

- i) Approve the Governance Principles set out in Para 2 above;
- ii) Approve the Decisions / Actions (Para 3) and specifically, the cessation of the Quality Account Group (3ii) with immediate effect;
- iii) Approve the Terms of Reference and Business Cycles for the two Standing Sub Committees (3iii and iv)
  - Nominations and Remuneration (NEDs) – Appendix 1

- Membership and Communications - Appendix 2
- iv) Approve the revised Senior Governor role description (3ix) – Appendix 3
- v) The remaining actions will be delivered in accordance with the timeframes set out at Paragraph 3 above.