

Report to:	Council of Governors	Agenda item:	12
Date of Meeting:	10 March 2022		

Title of Report:	Deputy Lead Governor Role and Appointment
Status:	For approval and discussion
Board Sponsor:	Alison Ryan, Chair
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Appendices	Appendix 1 - Lead & Deputy Lead Governor Role & Responsibilities

1. Executive Summary of the Report

The Council of Governors have expressed concern in relation to the resilience of the Lead Governor role following the 2020 elections in which the Lead Governor was not re-elected. To reduce the impact of this the Council has agreed to appoint a Deputy Lead Governor to succeed the Lead Governor and provide continuity of experience and knowledge.

It is proposed that the selection process for appointing the Deputy Lead Governor is aligned with the existing process for appointing the Lead Governor as follows:

- The Membership Office to seek expressions of interest for the role of Lead Governor;
- Each candidate, even if unopposed will provide a short statement setting out what they would bring to the role;
- The Membership Office will circulate all statement(s) to the Governors;
- If there is a single nomination, the Governors will be asked to endorse (or not) that nomination by voting for that person or abstaining;
- If there is more than one nomination, there will be an election conducted by the Membership Office using Survey Monkey. If there is a tie in the number of votes, the Trust Chair has a casting vote;
- If there are no nominations, the Trust Chair, in consultation with the Council of Governors Nominations and Remuneration Committee will appoint a Lead Governor.

Expressions of interest were sought following the Council of Governors meeting on 2 December 2021 and Peter McCowen, Public Governor for North Wiltshire agreed to put himself forward as a candidate. No other Governors sought consideration for the role.

2. Recommendations (Note, Approve, Discuss etc)

The Council of Governors is asked to discuss and approve:

- The Lead and Deputy Lead Governor Role and Responsibilities attached at appendix 1.
- The appointment of Peter McCowen, Public Governor, North Wiltshire to the role of Deputy Lead Governor.

3.	Legal / Regulatory Implications (NHSLA / Value for Money Conclusion etc)
	NHS Improvement's (Monitor's) Code of Governance requires each NHS Foundation Trust to appoint or elect a Governor as Lead Governor.
4.	Risk (Threats or opportunities link to risk on register etc)
	N/A
5.	Resources Implications (Financial / staffing)
	None
6.	Equality and Diversity
	It is open to all Governors to express interest in the role of Deputy Lead Governor.
7.	References to previous reports
	Process for Electing a Lead Governor – January 2021.
8.	Freedom of Information
	Public.

Lead & Deputy Lead Governor Role & Responsibilities

Role: Lead or Deputy Lead Governor of the Council of Governors

Accountable to: Council of Governors

Period of Office: Subject to annual reappointment (limit of 2 years in office)

Lead Governor Responsibilities:

1. Assist the Trust Chair to organise the business of the Council. In particular to support the Chair to set the agenda for the Council meetings and to advise the Chair on the process for consulting the Council on any matters between meetings. Encouraging all Governors to take part in Governor Working Groups.
2. Assist the Chair to promote amongst Governors a constructive, patient-focussed culture, and generally to further a good relationship with the Board of Directors.
3. Assist the Chair to develop and implement a programme of development for the Council.
4. Act as a point of contact for any Governor wishing to raise matters with the Chair, in the event that a Governor may not wish to do so directly.
5. In the absence of the Chair or any Non-Executive Director, chair any meeting of the Council of Governors.
6. In the event that NHS Improvement wishes to contact the Council directly, or the Council decides to exercise its powers to contact NHS Improvement in line with the Trust's Constitution, act as the point of contact between the Regulator and the Council. This will include any referral by the Council to the Panel established by NHS Improvement to advise the Council.
7. Carry out the role described in Appendix B of NHS Improvement's FT Code of Governance 2010 (as amended from time-to-time) – see Appendix 1.

Deputy Lead Governor Responsibilities:

1. Act as Deputy in the absence of the Lead Governor.
2. To support the resilience of the Council of Governors by working with the Lead Governor to gain experience and knowledge.
3. To succeed the Lead Governor providing they are still an elected Governor and this is supported by a majority on the Council of Governors.
4. In the permanent absence of the Lead Governor, the Deputy Lead Governor would be required to act as Lead Governor until further elections are held.

Appointment:

The Lead Governor shall be appointed by the Council of Governors. All candidates for appointment/re-appointment must submit a supporting statement, and a decision will be taken at a meeting of the Council of Governors by secret ballot.

The Deputy Lead Governor appointment shall follow the same process.

Appendix 1 – NHS Improvement’s NHS Foundation Trust Code of Governance

Appendix B: The Role of the Nominated Lead Governor

The lead governor has a role to play in facilitating direct communication between NHS Improvement and the NHS foundation trust’s council of governors. This will be in a limited number of circumstances and, in particular, where it may not be appropriate to communicate through the normal channels, which in most cases will be via the chairperson or the trust secretary, if one is appointed.

It is not anticipated that there will be regular direct contact between NHS Improvement and the council of governors in the ordinary course of business. Where this is necessary, it is important that it happens quickly and in an effective manner. To this end, a lead governor should be nominated and contact details provided to NHS Improvement, and then updated as required. The lead governor may be any of the governors.

The main circumstances where NHS Improvement will contact a lead governor are where NHS Improvement has concerns as to board leadership provided to an NHS foundation trust, and those concerns may in time lead to the use by NHS Improvement’s board of its formal powers to remove the chairperson or non-executive directors. The council of governors appoints the chairperson and non-executive directors, and it will usually be the case that NHS Improvement 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 NHS Improvement’s concerns.

NHS Improvement does not, however, envisage direct communication with the governors until such time as there is a real risk that an NHS foundation 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, NHS Improvement will often wish to have direct contact with the NHS foundation trust’s governors, but at speed and through one established point of contact, the trust’s nominated lead governor. The lead governor should take steps to understand NHS Improvement’s role, the available guidance and the basis on which NHS Improvement may take regulatory action. The lead governor will then be able to communicate more widely with other governors.

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

The other circumstance where NHS Improvement may wish to contact a lead governor is where, as the regulator, we have been made aware that the process for the appointment of the chairperson or other members of the board, or elections for governors, or other material decisions, may not have complied with the NHS foundation trust’s constitution, or alternatively, whilst complying with the trust’s constitution, may be inappropriate.

In such circumstances, where the chairperson, other members 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, a lead governor may provide a point of contact for NHS Improvement. Accordingly, the NHS foundation trust should nominate a lead governor, and to continue to update NHS Improvement with their contact details as and when these change.