

COUNCIL OF GOVERNORS' MEETING

12 MAY 2016

Paper Title:	Appointments
Lead Director:	Michael Smith, Chair
Paper Author:	Stella Jackson, Deputy Trust Secretary
Agenda Item:	10
Presented For:	To Discuss

PURPOSE OF THIS PAPER:

To note the proposed process in relation to the following appointments:

- Lead Governor/Deputy Lead Governor;
- Council of Governors' Remuneration Committee members;
- Council of Governors' Nomination Committee members; and
- Council of Governors' Membership Development Committee

LEAD GOVERNOR/DEPUTY LEAD GOVERNOR

The roles of Lead Governor and Deputy Lead Governor carry with them a term of office of one year. These roles are currently undertaken by Mr Spencer (Lead Governor) and Mr Eccles (Deputy Lead Governor) and these appointments will expire at the Council of Governor's meeting on 11 August 2016.

A person specification for the Lead Governor role is attached at Annex A.

It is proposed that:

- Anyone wishing to nominate themselves for the Lead Governor role should complete the form attached at Annex B and return this to the Deputy Trust Secretary no later than 5.00 pm on Friday 26 June.
- Completed nominations will be forwarded to the Council of Governors' ahead of the meeting on 11 August.
- At the meeting, the Governors will be given the opportunity to ask supplementary questions of those people that have completed a nomination.
- If two or more people apply for the role, a secret ballot will take place at the Council of Governors' meeting on Thursday, 11 August and the person with the highest number of votes will be appointed as Lead Governor.
- In the event of a tie, the Chair will draw lots at the meeting.
- The person with the second highest number of votes will be appointed as Deputy Lead Governor (subject to their agreement).

COMMITTEE MEMBERSHIP

The following Council of Governor Committees were established in 2015:

- Remuneration Committee – this Committee first met in September 2015 and meets on an ad-hoc basis..
- Nomination’s Committee – this Committee first met in November 2015 and meets on an ad-hoc basis.
- Membership Development Committee – this Committee first met in September 2015 and has been meeting regularly since then.

As the Committees have been operational for a relatively short period of time, it is proposed that the membership remains the same and that should any Governor wish to express an interest in joining one of the Committees, they do so via the Chair.

RECOMMENDATIONS:

That the Council of Governors:

- Notes the proposed process in relation to the appointment of the Lead and Deputy Lead Governor; and
- Agrees that the Committee membership remains as it currently stands and that should any Governor wish to express an interest in joining one of the Committees, they do so via the Chair.

LEAD GOVERNOR ROLE

Appointment of a Lead Governor

Monitor, in its Code of Governance, asks that all foundation trusts have a 'lead governor' who can be a point of contact for Monitor and can liaise with Monitor, on behalf of the governors, in circumstances where it would be inappropriate for Monitor to contact the chair, or vice versa.

Such contact is likely to be a rare event and would be seen, for example, should Monitor wish to understand the view of the governors about the capability of the chair, or be investigating some aspect of an appointment process or decision which may not have complied with the constitution.

It was not Monitor's original intention that the 'lead governor' should 'lead' the governors, but in addition to the above some foundation trusts have developed an enhanced role for lead governors.

It is worth remembering that it is the council of governors as a whole (and no individual governor) that has the responsibilities and powers in statute.

The role of the Lead Governor could include some of the following options:

- Undertaking the vice chair of governors role (leading the council of governors in exceptional circumstances when it is not appropriate for the chair or another non-executive to do so);
- Collating the input of governors for the senior independent director or chair regarding annual performance appraisals of the chair and non-executive directors;
- Leading governors on the nomination committee in the process for appointing a chair and non-executive directors;
- Acting as a point of contact and liaison for the chair and senior independent director;
- Acting as a co-ordinator of governor responses to consultations;
- Chairing informal governor only meetings;
- Trouble-shooting and problem solving by raising issues with the chair and chief executive;
- Leading governors in holding the non-executive directors to account
- Acting as a point of contact for the CQC.

Person Specification for Lead Governor

To be able to fulfil this role effectively, the Lead Governor should ideally have some or all of the following attributes:

- Have the confidence of Governor colleagues and of members of the Board of Directors;
- Be able to commit the time necessary;
- Have the ability to influence and negotiate;
- Be able to present a well-reasoned argument;
- Be committed to the success of the Foundation Trust;
- Demonstrate an understanding of the Trust's constitution and how the Trust is influenced by other organisations.

Nomination for the Role of a Lead Governor

Your Name:

Please outline (in no more than 250 words) why you are interested in undertaking the Lead Governor role:

Return of Your Nomination:

Please return this to Stella Jackson, Deputy Trust Secretary via email: stella.jackson@bdct.nhs.uk **by 5.00 pm on Friday, 26 June.**

Process:

- Completed nominations will be forwarded to the Council of Governors' ahead of the meeting on 13 August.
- At the meeting, the Governors will be given the opportunity to ask supplementary questions of those people that have completed a nomination.
- If two or more people apply for the role, a secret ballot will take place at the Council of Governors' meeting on Thursday, 13 August and the person with the highest number of votes will be appointed as Lead Governor.
- In the event of a tie, the Chair will draw lots at the meeting.
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