

## Council of Governors

**2 July 2020**

<b>Paper title:</b>	Governance Matters	<b>Agenda item  11</b>
<b>Presented by:</b>	Paul Hogg, Director of Corporate Affairs	
<b>Prepared by:</b>	Fran Limbert, Corporate Governance Manager	

Purpose of the report		
This paper contains a number of governance related items which are provided for information, discussion and approval by the Council of Governors.	For approval	<b>X</b>
	For discussion	
	For information	

Executive summary		
<p>This report provides Governors with an update on governance activities that have taken place since the last formal Council of Governors meeting. The update is provided for information and includes further information on:</p> <ul style="list-style-type: none"> <li>- Lead Governor and Deputy Lead Governor Appointment and Election</li> <li>- Update on Annual Members' Meeting</li> <li>- Declaration made in the Annual Report 2019/20 on compliance NHS Improvement Foundation Trust Code of Governance</li> <li>- Declaration Required in Relation to S151(5) of the Health and Social Care Act 2012 (Governor Development).</li> </ul>		
Do the recommendations in this paper have any impact upon the requirements of the protected groups identified by the Equality Act?	<p style="text-align: center;"><b>State below 'Yes' or 'No'</b></p> <p style="text-align: center;"><b>No</b></p>	If yes please set out what action has been taken to address this in your paper

Recommendation
The Council of Governors is asked to note the update provided and approve the points outlined within the report.

<b>Strategic vision</b>				
Please mark those that apply with an X				
Providing excellent quality services and seamless access	Creating the best place to work	Supporting people to live to their fullest potential	Financial sustainability growth and innovation	Governance and well-led
				X

<b>Care Quality Commission domains</b>				
Please mark those that apply with an X				
Safe	Effective	Responsive	Caring	Well Led
				X

<b>Relationship to the Board Assurance Framework (BAF)</b>	The work contained with this report links to the following strategic risk(s) as identified in the BAF: <ul style="list-style-type: none"> <li>N/A.</li> </ul>
<b>Links to the Corporate Risk Register (CRR)</b>	The work contained with this report links to the following corporate risk(s) as identified in the CRR: <ul style="list-style-type: none"> <li>N/A.</li> </ul>
<b>Compliance and regulatory implications</b>	The following compliance and regulatory implications have been identified as a result of the work outlined in this report: <ul style="list-style-type: none"> <li>Compliance with national guidance in response to the COVID-19 pandemic.</li> <li>Working with the NHS Improvement regulatory framework.</li> <li>Compliance with the Foundation Trust Code of Governance</li> <li>Health and Social Care Act</li> <li>Annual Reporting Manual.</li> </ul>

## Meeting of the Council of Governors

**2 July 2020**

### **Governance Matters**

#### Lead Governor and Deputy Lead Governor

As you know, the Council of Governors elects from within its members a Lead Governor; and Deputy Lead Governor. The appointments have previously been for one year, but the Council is asked to consider the period being amended to two years. This will allow the individuals undertaking the roles to be able to develop into the roles, it will also provide greater continuity throughout the COVID-19 pandemic.

The Council is reminded that Nicky Green was elected as your Lead Governor; and Colin Perry as your Deputy Lead Governor on 18 July 2019 for a period of one year. The proposal has been discussed with both Nicky and Colin and they are willing to continue in the roles. Nicky is happy to continue in the role for a further one year, with Colin happy to continue in the role until he reaches the end of his term of office on the 31 March 2021, both of which are subject to the approval of the Council. If the Council approve this extension the role descriptions will need to be amended to reflect the new period of appointment.

The Council is asked to consider making each appointment a two year appointment rather than one and to consider extending the appointment of Nicky Green as your Lead Governor and Colin Perry as your Deputy Lead Governor until his second term ends.

The Council of Governors is asked to:

- Approve a change in the appointment period of the Lead Governor and Deputy Lead Governor from one year to two years
- Authorise the Corporate Governance Manager to make the recommended change to the role descriptions.
- Approve the extension of the appointment of Nicky Green as Lead Governor for a further one year (appointment to end in July 2021); Colin Perry as Deputy Lead Governor until the end of his term of office (31 March 2021).

#### Annual Members' Meeting

It is a statutory requirement for foundations trusts to hold an Annual Members' Meeting (AMM) in public at least annually. The Board will present the Annual Report and Accounts for the previous financial year and any report of the auditor on the accounts to members and Governors at this meeting.

As outlined at the last Council of Governors meeting, national guidance released the end of March 2020 from NHS England/Improvement (NHS E/I) outlined that trusts could choose to slightly defer the Annual Members' Meeting to a point slightly later in the year, following guidance on the revised Annual Report and Accounts timeframe and submission requirements. Some trusts hold their AMM over summer and have chosen to defer the meeting until Autumn time.

Work is taking place to progress the arrangements for the Trust's AMM, working in line with national guidance and learning from innovations and successes that have been seen as a result of revised practice at the Trust. In a future Governor Folder, we will outline the proposal for the Trust's AMM and explain how Governors can get involved. A Task and Finish Group, chaired by the Corporate Governance Manager, will be established to support project delivery for the AMM. It would be great to have Governor representation on the Group, who will meet virtually over the coming months. Please get in touch with Fran Limbert to express your interest ([fran.limbert@bdct.nsh.uk](mailto:fran.limbert@bdct.nsh.uk) / 07958 100110).

#### Declaration made in the Annual Report

The NHS Foundation Trust Code of Governance (the Code) is in the main a 'comply or explain' document. It is made up of several main principles, supporting principles and code provisions. Within the Code there are elements which are: statutory which must be complied with and are not within the comply or explain section; disclosures to be included in the annual report which are covered by the Annual Reporting Manual and their inclusion in the report is audited as part of the audit of the annual accounts to ensure compliance; information which must be on the website; and those that are on a 'comply or explain' basis.

Each year the Board is required to make a declaration in the Annual Report following Corporate Governance undertaking a review of compliance against code provisions, which was considered at the June Board meeting. The self-assessment was undertaken against the requirements of the Code where it was found that the Trust continues to comply with the principles of the Code with the exceptions as listed in the table below.

<p>The Trust has applied the principle of the NHS Foundation Trust Code of Governance on a 'comply or explain' basis. The NHS Foundation Trust Code of Governance, most recently revised in July 2014, is based upon the principles of the UK Corporate Governance Code issued in 2012. Areas of disclosure are covered in the Accountability Report section. The Trust is able to comply with the Code in all areas except the following: Requirements</p>	<p>Explanation</p>
<p>D.1.1: Performance-related elements of the remuneration of Executive Directors.</p>	<p>The Trust does not operate any performance-related bonus scheme for Executive Directors.</p>

Declaration Required in Relation to S151(5) of the Health and Social Care Act 2012 (Governor Development)

The Provider Licence requires Boards of NHS providers to self-certify annually compliance with the conditions of the provider licence, including compliance with the governance requirements and (if providing commissioner requested services) that they have the resources available to continue to provide those services.

In addition to the self-certifications required under the provider licence, S151(5) of the Health and Social Care Act 2012 requires foundation trusts to ensure Governors are equipped with the skills and knowledge to undertake their role. We briefly discussed this at the Council of Governors meeting in April. The Board is required to provide a statement which shows the level of compliance with this section of the act and the Board was asked to consider the following statement:

“The Chair of the Trust ensures that there are effective and robust training and development arrangements in place to develop Governors’ skills, knowledge and capabilities enabling them to be confident, effective, engaged and informed members of the Council. This is to ensure the Council, as a body, remains fit for purpose and is developed to deliver its responsibilities effectively.

During the year, the Trust has hosted or provided Governors with access to a range of training and development opportunities with the purpose of enhancing their knowledge and understanding of the organisation. All Governors have undertaken a comprehensive induction programme which is regularly reviewed and updated. Induction is mandatory for new Governors but is also made available as a refresher for more experienced Governors.

New Governors are offered the opportunity to benefit from a buddying system whereby a named buddy will make contact with any new Governors, will meet them before their first Council meeting, and will also sit with them during the meeting to support them and introduce them to their fellow Governors and the Board members.

During 2019/20 there have been various opportunities for providing support to Governors with their training and development including:

- an induction session covering sessions on the Trust, the Governor role and the type of information Governors receive
- Bite Size training sessions on: Mental Health Awareness; Wellness Recovery Action Planning
- a series of visits to the Trust's services to enable Governors to achieve an overview of the breadth and depth of the services the Trust provides and have an opportunity to witness the performance of the Non-Executive Directors.

The Trust has also kept Governors informed of training and development workshops and conferences hosted by other organisations, including NHS Providers, and encouraged all to engage with these development opportunities. Governors are encouraged to share their experiences of events attended through written feedback circulated to the wider Council. Governors are also kept regularly informed through the Governor Folder newsletter with key information, details of regular meetings and other opportunities.

In line with good governance practice, an annual effectiveness review took place on the work of the Council of Governors. Feedback was reported on 26 February 2020 which contained a series of recommendations to further improve the work of the Council of Governors. The survey captured future training development aspirations which will be scheduled in due course.”

The statement was presented as part was presented as part of a corporate governance compliance report to the Board of Directors on 25 June 2020.

**Fran Limbert**  
**Corporate Governance Manager**  
**June 2020**