

Council of Governors meeting

2 July 2021

Paper title:	Process for Appointing the Lead Governor and Deputy Lead Governor	Agenda item 15.0
Presented by:	Nicky Green, Lead Governor	
Prepared by:	Paul Hogg, Director of Corporate Affairs	

Purpose of the report		
To set out the process for appointing the Trust's new Lead Governor and Deputy Lead Governor, who will commence in role after the 2021 Annual Members' Meeting.	For approval	
	For discussion	X
	For information	X

Executive summary
<p>In July 2019, the Council of Governors appointed Nicky Green as Lead Governor and Colin Perry as Deputy Lead Governor. Mr Perry retired at the end of April 2021 after completing two terms as a Public Governor and Mrs Green has indicated that other personal commitments mean she will be standing down as Lead Governor after the Annual Member's Meeting on 16 September 2021, but will continue in her Public Governor role for the remainder of her second term which expires in March 2022. This paper sets out the process for appointing a new Lead Governor and Deputy Lead Governor.</p> <p>In the past, the regulator has acknowledged that the term Lead Governor has created some confusion; it did not intend the person holding this role to 'lead' the Council of Governors or assume greater power or responsibility than other Governors. Directors and Governors alike should always remember that the Council of Governors as a whole has the responsibilities and powers in statute, and not individual Governors. It is the Council of Governors who should vote on or otherwise decide who the Lead Governor will be; Executive Directors (including the Chair) should not be involved in this process.</p> <p>Monitor (now NHS Improvement) recommends that Councils of Governors nominate a Lead Governor who would have a role in specific circumstances and explains this role. It advises that Governors should generally communicate with the regulator via the Trust's Chair. However, there may be instances where it would not be appropriate for the Chair to contact the regulator, or for the regulator to contact the Chair (for example, in relation to the appointment of the Chair). In such situations, it advises that the Lead Governor should communicate with NHS Improvement. In addition, if an NHS foundation trust has known or potential breaches of its Provider Licence, NHS Improvement may involve the Lead Governor, ensuring that the Council of Governors has NHS Improvement's view on the</p>

progress a trust is making in addressing identified concerns and failings. This would assist the Council of Governors in holding the Board of Directors to account.

Foundation Trusts are also allowed to have a Deputy Lead Governor and we have adopted this arrangement at the Trust. The role of Lead and Deputy Lead Governor have developed locally at the Trust in a number of ways and the current duties are set out in Appendix 1.

It is proposed that:

- Any Governors interested in undertaking the Lead Governor or Deputy Lead Governor roles should forward their expressions of interest to the Trust Chair **by 30 July 2021**. The expression of interest should outline, in no more than 250 words, reasons for wishing to undertake the role(s) (see attached template at Appendix 2);
- If two or more Governors express an interest in the Lead Governor role, an additional meeting of the Council of Governors would be arranged (which is proposed to be immediately after the Annual Members' Meeting in September) to consider potential candidates. At the meeting, Governors will be given the opportunity to ask supplementary questions of candidates that have completed a nomination.
- A secret ballot would take place at that meeting where those Governors in attendance would be able to vote for their preferred candidate. In the event of a tie, the Chair would draw lots;
- If two or more Governors express an interest in the Deputy Lead Governor role, the same process would be arranged to choose the preferred candidate;
- If only one expression of interest is received for each role, those Governors will automatically be appointed and the Council of Governors notified before the Annual Members' Meeting; and
- The Lead Governor/Deputy Lead Governor roles will continue to be annual appointments;

Any Governor who is interested about these roles can also contact one of the following for further information: the current Lead Governor; Trust Chair; Senior Independent Director; or Director of Corporate Affairs.

Do the recommendations in this paper have any impact upon the requirements of the protected groups identified by the Equality Act?

**State below
'Yes' or 'No'**
No

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 process for appointing a new Lead Governor and Deputy Lead Governor;
- formally thank Mrs Green for her time and commitment whilst undertaking the Lead Governor role;
- individually consider standing for either role in line with the process summarised in the paper;
- note the possibility of an additional meeting of the Council of Governors on 16 September, if required, to appoint to these roles.

Strategic vision				
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

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

Relationship to the Board Assurance Framework (BAF)	The work contained with this report links to the following strategic risk(s) as identified in the BAF: <ul style="list-style-type: none"> N/A.
Links to the Corporate Risk Register (CRR)	The work contained with this report links to the following corporate risk(s) as identified in the CRR: <ul style="list-style-type: none"> N/A.
Compliance and regulatory implications	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"> Working with the NHS Improvement regulatory framework. Compliance with the Foundation Trust Code of Governance

Lead Governor / Deputy Lead Governor Roles

Duties of the Lead Governor/Deputy Lead Governor

The current duties of the Lead Governor include:

- Undertaking the Deputy Chair role (leading the Council of Governors in exceptional circumstances) when it is not appropriate for the Trust Chair, Deputy Chair or another Non-Executive Director to do so);
- Meeting with the Chair and Senior Independent Director regarding the annual performance appraisal of the Trust Chair;
- Leading Governors on the Nominations Committee in the process for appointing a Chair or Non-Executive Directors;
- Acting as a point of contact and liaison for the Chair and Senior Independent Director;
- Attending regular meetings with the Chair, Senior Independent Director, Director of Corporate Affairs and Deputy Lead Governor to receive updates about the Trust and feedback on behalf of other Governors;
- Presenting the Membership Report at the Annual Members' Meeting;
- Chairing informal Governor-only meetings, if required; and
- Acting as a point of contact with NHS Improvement or the Care Quality Commission, if required.

The current duties of the Deputy Lead Governor include:

- Deputising for the Lead Governor on the above duties;
- Meeting with the Chair and Senior Independent Director regarding the annual performance appraisal of the Trust Chair;
- Attending regular meetings with the Chair, Senior Independent Director, Director of Corporate Affairs and Lead Governor to receive updates about the Trust.

Person Specification

To be able to fulfil this role effectively, the Lead Governor / Deputy 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 necessary time to the role;
- Have the ability to influence and negotiate at different levels;
- 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.

Expression of Interest for the Role of 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 Paul Hogg, Director of Corporate Affairs via email:
paul.hogg@bdct.nhs.uk by 5.00pm on Friday, 30 July 2021.

Expression of Interest for the Role of Deputy Lead Governor

Your Name:

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

Return of Your Nomination:

Please return this to Paul Hogg, Director of Corporate Affairs via email:
paul.hogg@bdct.nhs.uk by **5.00pm on Friday, 30 July 2021.**