

Task and Finish Group Report

Council of Governors	Item: 10
17th March 2020	Enclosure: E
Purpose of the Report: To report back to the Council on the tasks agreed for the Task and Finish Group at the last meeting.	
For: Information <input type="checkbox"/> Assurance <input type="checkbox"/> Discussion and input <input type="checkbox"/> Decision/approval <input checked="" type="checkbox"/>	
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Recommendations: The Council of Governors is asked to note the content of this report and to comment on the recommendations made regarding: <ul style="list-style-type: none"> • revised role description for the Lead Governor, including agreement that this version be taken forward to the Trust Board for inclusion in the Trust's Constitution, and that the selection of the Lead Governor in the election shortly to commence be undertaken against this specification. • revised structure of the agenda for Council meetings, including prioritisation of time and selection of content. 	

Task and Finish Group Report

At the last meeting of the Council of Governors held on 21st January 2020, the Council received feedback from a workshop training session held earlier in January and facilitated by NHS Providers. One of the actions from the workshop had been to convene a Task and Finish Group to work on revising the role description for the Lead Governor and the structure of Council meeting agendas.

The Task and Finish Group established had the following membership:

- Frances Kitson (Public - Kingston)
- Terry Silverstone (Public - Richmond)
- Jack Saltman (Public - Other areas)
- Sarah Connor (Staff)
- Julia Gale (Appointed)
- Sian Bates (Chairman)
- Susan Simpson (Director of Corporate Governance)

The Task and Finish Group met twice, on 11th February and 4th March 2020. The first meeting concentrated on drafting the revised role description for Lead Governor and establishing a common view on the purpose of meetings of the Council of Governors. The second meeting confirmed the Lead Governor role description and concluded the discussion on the structure of Council of Governors meeting agendas. Discussion of the agendas included thinking about the content and prioritisation of time.

Lead Governor Role Description

The revised role description recommended by the Task and Finish Group is shown in Appendix 1. The Council of Governors is asked to agree that this role description be taken forward to the Trust Board for inclusion in the Trust's Constitution, and that the selection of the Lead Governor in the election shortly to commence be undertaken against this specification.

Structure, Content and Prioritisation of Agendas

The Task and Finish Group agreed that the purpose of meetings of the Council of Governors is:

1. To challenge and question, thereby demonstrating holding NEDs to account for the performance of the Board.
2. To receive and share information about the Trust and to spend time understanding significant issues
3. To understand Trust strategy
4. To hear from Council sub-groups and the experiences of other governors
5. To set out issues that have come to the attention of governors
6. To allow time for open questions and an opportunity to hear questions from public/press/members

It was felt that, in principle, all agenda items should be discussed in public.

There was a general feeling within the Group that meetings held under the previous agenda format tended to feel rushed and that there was insufficient time given to open questions and discussion. The following principles were agreed:

- a) Meetings should start with an Executive led presentation giving sufficient information to enable the Council to explore a subject in more depth, supported by the Non-Executive lead providing comment from their personal perspective and an indication of assurance received or anticipated. The forward plan will include potential presentation topics aligned to the Trust's strategic planning cycle. When reviewing the forward plan, the Council will be asked to confirm the topic for the next meeting in case there is an alternative topic that the Council agrees should be given higher priority.
- b) The Chief Executive's report should be allocated 15 minutes to allow time to question the Chief Executive on the content.
- c) A longer time slot (c. 20 minutes) should be allocated to answering open questions from Governors, either raised in advance or at the meeting. These could include issues raised in engagement with member constituencies. Governors should be encouraged to raise questions in advance where possible. A process will be developed by which governors can raise questions and log issues they are concerned about. Answers will be recorded on the log and reported at each meeting under the open Q&A agenda item, as well as being provided to the individual governors separately.
- d) There is an expectation that papers will have been read beforehand and therefore presenters should only draw out highlights or updates since the publication of the papers.
- e) The Lead Governor and Chairman's reports should not be a list of meetings/events attended but used to draw the Council's attention to strategic issues not covered on the agenda. The Chairman should give their personal perspective on key issues.
- f) Committee reports should highlight key points from the Committee's last meeting. Committee Chairs should assume the report has been read and invite questions on the content.

Recommendations:

The Council of Governors is asked to note the content of this report and to comment on the recommendations made regarding:

- revised role description for the Lead Governor, including agreement that this version be taken forward to the Trust Board for inclusion in the Trust's Constitution, and that the selection of the Lead Governor in the election shortly to commence be undertaken against this specification.
- revised structure of the agenda for Council meetings, including prioritisation of time and selection of content.

KINGSTON HOSPITAL NHS FOUNDATION TRUST LEAD GOVERNOR ROLE DESCRIPTION

Criteria

The Council of Governors shall select a public governor to undertake the role of Lead Governor.

Responsibilities

The Trust and the Council of Governors shall have reference to Appendix B of NHSI's publication "The Foundation Trust Code of Governance" March 2010 (as amended and/or reissued or revised from time to time) in respect of the responsibilities of the Lead Governor and the discharge of them.

It is the Council of Governors as a whole that has the responsibilities and powers in statute and no individual governor. The position of Lead Governor carries no greater powers than any other member of the Council.

The responsibilities of the Lead Governor are:

- (a) To lead the Council of Governors in circumstances where it may not be considered appropriate for the Chairman, Deputy Chairman or another one of the Non-Executive Directors to lead (e.g. chairing a meeting to discuss the appointment of a new chairman) and to act as the point of contact with NHSI where it is decided by the Governors or NHSI that the usual channel (through the Chairman) is not warranted.
- (b) To lead by example in demonstrating the Trust's Values and Behaviours.
- (c) To listen to the views of the whole Council of Governors and act as a conduit in assisting the Chairman with the flow of information between the Council and the Trust Board.
- (d) To be available to all governors for advice and consultation and, where requested, as a communication channel between governor(s) and the Chairman.
- (e) To assist with the recruitment, induction and integration of new governors into the Council.
- (f) To assist the Trust Board with identification of the development needs of the Council of Governors.
- (g) To maintain contact with other Lead Governors/Councils of Governors so as to be aware of the practices of Councils of Governors elsewhere.
- (h) To have an appropriate working relationship with the Deputy Lead Governor so that he/she is able to deputise when necessary.
- (i) To be a member of the Nominations & Remuneration Committee of the Council of Governors.
- (j) To build constructive working relationships with the Trust Board, Chairman, Trust Secretary, all members of the Council of Governors and external stakeholders.
- (k) On behalf of the Council of Governors, to attend the monthly meetings with the Chairman and the Trust Secretary and to disseminate information from these meetings to all other governors as appropriate.

Personal Qualities

Governors wishing to undertake the role of Lead Governor must be:

- able to commit time to this role;
- have or be prepared to acquire sufficient knowledge and understanding of foundation trust governance arrangements / requirements to be able to carry out his/her role and responsibilities within those arrangements;
- have or be prepared to acquire such knowledge and understanding of current issues within the Trust as is appropriate to the role.

Essential personal qualities for a Lead Governor are:

- role model for the Trust's values
- ability to chair meetings
- commitment to inclusivity
- good listener
- excellent and diplomatic communicator
- the ability to command the respect, confidence and support of his/her governor colleagues;
- self-confidence
- the ability to exercise sound judgement in assimilating and communicating the views of governor colleagues