Agenda item 9

The Queen Elizabeth Hospital King's Lynn
NHS Foundation Trust

REPORT TO THE GOVERNORS' COUNCIL

SUBMITTED BY:	REPORT FOR:		IMPACT:		
Laura Skaife-Knight, Deputy CEO	Decision	✓	High	Med	Low
CONSULTATION:	Information			✓	
Gill Rejzl, Trust Secretary Mary Denmark, FT Membership Officer	**REPORT TYPE:**		**RELATED WORK:**		
	Strategic				
	Operational				
	Governance	✓			

Report Date: 06 February 2020
Report Title: Lead and Deputy Lead Governor Elections

Purpose: To propose to the Governors' Council, the process for election to the posts of Lead and Deputy Lead Governor.

Financial Implications / Efficiency Savings / Quality Improvement:

None as a direct result of this report.

Risk Assessment:

Strategic / External	Operational/ Organisational	Financial	Clinical	Legal/ Regulatory	Reputational / Patient Experience
				✓	

Recommendations: The Governors' Council is asked to:

I. note that election to the role of Lead and Deputy Lead Governor will be triggered by the expiry of the term of the current Lead Governor post-holder on 31 January 2020 (the role of Deputy Lead Governor being newly constituted in August 2019).
II. agree that the role of Lead Governor be held by a Public Governor
III. agree the nomination, selection and appointment process for the positions of Lead and Deputy Lead Governor.

LEAD GOVERNOR AND DEPUTY LEAD GOVERNOR ELECTION

1 Criteria

1.1 The Governors' Council shall select a Governor to undertake the role of Lead Governor.

An indicative outline of the responsibilities of the Lead Governor is provided at Appendix 1 and paragraph 3 below.

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

- Able to commit time to this role;
- Prepared to acquire a detailed knowledge and understanding of Foundation Trust governance arrangements/requirements and their role and responsibilities within those arrangements;
- Prepared to acquire a detailed knowledge and understanding of current issues within the Trust.

1.3 Desirable personal qualities for a Lead Governor include:

- Excellent interpersonal and communication skills;
- The ability to deal with potential conflicts;
- The ability to command the respect, confidence and support of their Governor colleagues;
- The ability to represent the views of Governor colleagues.

2 Nomination, Selection and Appointment Process

The process for nomination, selection and appointment of the Lead Governor will be as follows:

2.1 Election to the role of Lead Governor will be triggered by the expiry of the term of the current post-holder on 31 January 2020. Expressions of interest, to the Trust Chairman, Steve Barnett, should be received no later than Monday 3rd February 2020. Where a ballot is required, all Governors will be entitled to vote. The Chairman (or Deputy Chairman if presiding as Chairman of the Governors' Council) will not participate in the ballot but shall have a casting vote in the event of a tie.

> 2.1.1 While the Constitution is silent on which category of governor may hold the role of Lead Governor, the Governors' Council is invited to consider a local agreement whereby this role is held by a public governor in light of the time consideration and potential conflict of interests for Staff and Appointed Governors.

2.2 If the Lead Governor position otherwise falls vacant, the vacancy shall be filled by holding an election of the Governors' Council at the next general meeting to find a replacement to fill the seat for the unexpired period of the term of office.

2.3 Where more than one nomination is received, the names of all the nominated candidates will be distributed and a secret ballot shall be conducted. The Trust Secretary, or nominee, will act as returning officer and shall announce the results of the election before the close of the meeting. Where there is only one nomination, the Governors' Council shall be invited to ratify the appointment.

2.4 The appointment as Lead Governor shall be effective for three years, or the duration of the post-holder's term of office; or until that person resigns from the position of Lead Governor by giving notice to the Chairman in writing; or until that person is removed from the position of Lead Governor by a resolution passed by three quarters of the remaining Governors at a general meeting of the Governors' Council.

2.5 The Trust Secretary shall inform NHS England/Improvement of the contact details of the Lead Governor.

3. Responsibilities of the Lead Governor

An indicative outline of the responsibilities of the Lead Governor is provided below. The Trust and the Lead Governor shall have regard to Appendix B of Monitor's publication "The Foundation Trust Code of Governance" March 2010 (as updated July 2014) in respect of the responsibilities of the Lead Governor and their discharge in accordance with the Trust's Policy for Engagement. (appendix 1 – page 5)

The Lead Governor shall:

3.1. Lead the 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 NHS Improvement/England where it is decided by the Governors or NHS Improvement/England that the usual channel (through the Chairman) is not appropriate, in accordance with the Trust's Policy for Engagement.

3.2. On behalf of the Governors' Council, attend regular meetings with the Chairman and/or the Deputy Chief Executive Officer.

3.3. To assist the Chairman in facilitating the flow of information between the Trust Board and the Governors' Council.

4. Deputy Lead Governor

4.1. The Governors' Council shall elect a Governor to undertake the role of Deputy Lead Governor (as approved at the August 2019 Extraordinary Governors' Council meeting). Selection shall not preclude the Governor from standing for the position of Lead Governor should an election take place during their tenure as Deputy Lead Governor, nor shall selection as Deputy Lead Governor determine that the Governor shall progress to appointment as Lead Governor in place of the process described in paragraph 2.1.

4.2. If the Lead Governor is unable to attend a meeting which requires the attendance of the Lead Governor, the Deputy Lead Governor will act as Lead Governor for the duration of that meeting.

4.3. If the Lead Governor is unable to discharge his/her duties (e.g. for reasons of ill health; is otherwise incapacitated; or is out of the country) then the Deputy Lead Governor will be acting Lead Governor.

4.4. The process for the appointment and selection of the Deputy Lead Governor will be as described for the Lead Governor in paragraph 2.1 above.

4.5 The Trust Secretary will inform NHS England/Improvement of the contact details of the Deputy Lead Governor.

Voting returns - for information:

Lead Governor Nominees 2020

Please select your candidate of choice by placing a tick or cross in the box

Name …AN Other…… ☐

Name …AN Other…… ☐

Name …AN Other…… ☐

Deputy Lead Governor Nominees 2020

Please select your candidate of choice by placing a tick or cross in the box

Name …AN Other…… ☐

Name …AN Other…… ☐

Name …AN Other…… ☐

Appendix B: The role of the nominated lead governor – [from The NHS Foundation Trust Code of Governance - Updated July 2014]

The lead governor has a role to play in facilitating direct communication between Monitor (NHS England/Improvement) [NHSE/I], and the NHS foundation trust's council of governors [Governors' Council]. 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 Monitor [NHSE/I] and the council of governors [Governors' Council] 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 Monitor [NHSE/I], and then updated as required. The lead governor may be any of the governors.

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

Monitor [NHSE/I] , 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, Monitor [NHSE/I], 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 Monitor's [NHSE/I] role, the available guidance and the basis on which Monitor [NHSE/I], 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 Monitor [NHSE/I], this would be expected to be through the lead governor.

The other circumstance where Monitor [NHSE/I], 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 Monitor [NHSE/I].

Accordingly, the NHS foundation trust should nominate a lead governor, and to continue to update Monitor [NHSE/I], with their contact details as and when these change.