

**EXTRAORDINARY MEETING OF THE
COUNCIL OF GOVERNORS**

**14 December 2016
Commencing at 11:00 – 1.00 pm
Conference Rooms A&B, Centre for Research and Development,
Kingsway, Derby, DE22 3LZ**

AGENDA

ITEM		ENC	LED BY
1.	Welcome, introductions and Chairman's Opening Remarks Apologies and Declaration of Interests	-	Richard Gregory
2.	Recommendation regarding the appointment of Interim Trust Chair (<i>paper will be tabled</i>)	A	Richard Gregory
3.	Lead Governor and Deputy Lead Governor arrangements • Job description for Lead Governor	B C	Sam Harrison
4.	Any Other Business	-	Richard Gregory
5.	Close – 1.00 PM	-	Chair
Next meeting – Thursday 19 January 2017, 1.00 pm, Conference Rooms A&B, R&D Centre, Kingsway			

The Council of Governors will also discuss in a separate private session items to be considered in private due to their confidential nature

Derbyshire Healthcare NHS Foundation Trust
Report to Council of Governors - 14 December 2016

**Review of lead and deputy lead governor roles and
extended terms of office for two public governors**

Purpose of Report

- To extend the terms of office for all governors who intend to stand for re-election from 22 January to 1 February 2017.
- To extend the term of office for the current lead governor, to align with election timescales for current governor vacancies.
- To consider the introduction of a deputy lead governor role, to provide additional capacity and support.
- To outline processes for a future election of a lead governor.

Executive Summary

- There are two current governor seats whose terms of office come to an end on 22 January 2017.
- This includes public and current lead governor, John Morrissey, whose term comes to an end on 22 January 2017. John has expressed his intention to stand for re-election for his constituency of Amber Valley South however the outcome of the election for this governor seat (and six others) will not be known until 30 January 2017, with a new term of office starting on 2 February 2017.
- It is therefore proposed that the terms of office for all governors (two) who intend to stand for re-election are extended to 1 February 2017.
- Regardless of the outcomes of these elections, we are required to hold an election for lead governor.
- Given the number of governor seats that are up for election or re-election at this time (six), it is proposed that we defer appointing a new lead governor until the Council of Governors meeting on 7 March 2017.
- It is therefore proposed that John Morrissey's term of office as lead governor is extended to 7 March 2017, should he be successful in being elected for a further term of office.
- At the Council of Governors meeting on 7 March 2017 a new ballot will be undertaken for all governors to vote for a new lead governor. Expressions of interest will be sought prior to this meeting.
- To provide additional capacity, a ballot for a deputy lead governor will take place at the Council of Governors meeting on 19 January 2017. Any governor who would like to express an interest in undertaking this role is asked to contact the Communications and Involvement team to put their name forward. It is not proposed that there is a job description for this role other than to work closely with the lead governor across the range of duties and to deputise for the lead governor in their absence.

Strategic considerations

- Continuity of governor and lead governor representation
- Introduction of a new deputy lead governor role, to support the lead governor.

Assurances

- These recommendations are being made to align public governor terms of office and to ensure stability of the Council of Governors over the next few months.

Consultation

- Formal consultation is not required to approve these proposed arrangements. However, the promotion and election process for the existing governor vacancies remains unchanged.

Governance or Legal issues

- This process is in line with our governance procedures.

Recommendations

The Council of Governors is asked to **approve** the recommendations outlined in this paper

- To increase the term of office for John Morrissey and Ruth Greaves from 22 January to 1 February, to align with wider public governor terms of office
- To extend John Morrissey's position as lead governor to 7 March, subject to his re-appointment as public governor for Amber Valley South
- To introduce a new deputy lead governor role, for appointment at the Council of Governors meeting on 1 January 2017.

Report prepared by: Anna Shaw, Deputy Director of Communications and Involvement

Report presented by: Sam Harrison, Director of Corporate Affairs and Trust Board Secretary

Derbyshire Healthcare NHS Foundation Trust**LEAD GOVERNOR****Background**

Although Monitor (now NHS Improvement) guidance states that the role is intended to create one point of contact between themselves and the council of governors (when necessary), best practice suggests that the role of the lead governor should be expanded to include greater responsibility and accountability. The Trust has subsequently done this and successfully appointed John Morrissey to the role in February 2016.

Summary of roles and responsibilities

1. Direct link between the governors and NHS Improvement in situations where it would be inappropriate for NHS Improvement to go through the chairman.
2. Act as the point of contact between Council of Governors (CoG) and the Care Quality Commission (CQC).
3. Prioritising agenda items for CoG and ensuring action plans are followed
4. Maintain regular communication with the chairman conducting regular reviews of the performance of the Trust
5. Ex officio member of the Nominations and Remuneration Committee
6. Ex officio member of the Governance Committee
7. Represent concerns that governors may have (either as a body, or individually) to the chairman
8. Together with the chairman address inappropriate action by any governor following initial discussion by the Governance Committee
9. Lead appraisal process for the CoG: facilitate CoG review of effectiveness, following completion of the CoG appraisal documents
10. Maintain close working relationship with the Senior Independent Director (SID) of the Board of Directors (BoD)
11. Together with the SID carry out the appraisal of the chairman
12. Agree the format of regular CoG/Non-Executive Director (NED) meetings
13. As representative of CoG establish and maintain working relationships with NED's, BoD and forge links with external bodies such as CQC, Health and Wellbeing Board and CoGs of other Foundation Trusts.

The lead governor will be a public governor and will hold office as lead governor for the period they are a public governor and for a maximum period, without re-appointment by the Council of Governors, of three years, or before if the Council of Governors decide to terminate the appointment at an earlier date.

Extract from the Trust's Constitution in relation to the Lead Governor

The Council of Governors shall nominate one of its Governors as the Nominated Lead Governor (the "**Nominated Lead Governor**").

The Nominated Lead Governor shall provide his/her contact details to NHS Improvement and continue to update their contact details as and when they change.

The Nominated Lead Governor shall take steps to understand NHSI's role, the available guidance and the basis on which NHSI may take regulatory action.

In the event that an individual governor wishes to make contact with NHSI, this contact will be through the Nominated Lead Governor.

Nomination process and term of office

The lead governor shall be reviewed by the CoG on the expiry of the current term of office of the public governor appointed to the post.

Nominations will be sought from all governors for appointment to the post and, in the event of there being more than one nominee; the appointment will be determined by a ballot in which all governors will vote. If the public governor who has served as lead governor is re-elected as a public governor on expiry of their term of office, they will be eligible for consideration for re-appointment to the lead governor.

Agreed procedures for appointment are:

- All public governors are invited to self-nominate.
- If more than one valid nomination is received, all governors are issued with a ballot paper and the person who receives the most votes will be appointed as the lead governor (as long as over 50% of all governors vote). It is proposed that a simple majority is appropriate as all decisions, where a vote is requested, are passed on a simple majority.
- If there is only one valid nomination, all governors will be asked to support the nomination and if this person receives the support of the majority of governors they will be appointed as the lead governor.