1. **Introduction**

The Council of Governors was encouraged to consider, when still in shadow form, its own governance arrangements which included the merit of establishing other committees and working groups. The developmental nature of the Council was recognised at that time and as such, it was agreed that these arrangements would be reviewed periodically as the role evolved. Members will recall that this was a topic at the recent Governor Development Event when the purpose of each of the committees and groups together with its respective achievements and performance, was documented. Attached (Appendix A) for reference purposes, is the current structure showing the Council of Governors and its committees/groups.

At its inaugural meeting, the Council of Governors agreed that it would wish to both review the terms of office for the (Governor) members of these committees and groups after a year in operation and agree a process/procedure for managing the allocation of committee and group membership, for future application.

This follow-up report responds to these issues and builds on discussions thus far.

2. **Vision and Aims of the Committees and Working Groups**

The overarching vision of the Governor committees and groups is to develop the most successful model of best practice in the way Governors (and in some cases Directors and officers of the Foundation Trust) work together but at the same time respecting their different roles to enable the Trust to provide the highest possible quality healthcare to its patients.

Against this background, the aims of the committees and groups are to:

i) Provide an inclusive framework that will help Governors carry out their roles and responsibilities as effectively as possible

ii) Encourage more Governors to be engaged in the work of the Trust

iii) Recognise and respond quickly to the developing agendas and challenges facing the Trust

The existence of these committees and groups will make it easier for newly elected Governors to become involved with the work of the Council of Governors.

3. **Roles and Responsibilities of Governors**

Governors have already considered their role and responsibilities both at bespoke training and development events facilitated by Luscient Ltd (Ann Utley) and Mills & Reeve (Tim Winn) and through Monitor publications such as the “Your statutory duties – A reference guide for NHS FT Governors” and role descriptions presented and agreed at Council of Governors’ meetings.
The particular characteristics of these responsibilities are that whilst Governors and Directors must work together, the actual model of working needs to ensure appropriate ‘arms-length’ arrangements such that Governors do not inadvertently encroach on the roles of Non-Executive Directors or get involved in the Executive management of the Trust. The responsibilities and how they are fulfilled fall broadly into three categories:

a) **Independent** of Trust management i.e., are similar to a ‘judge’ role, monitoring and measuring performance

b) Act as a **link** between members (and patients) and Trust management i.e., are similar to a “customer” role, to inform the level and standard of performance

c) Work **with** management i.e., are similar to a “partner” role, to develop and enhance services for both the short and long-term benefit of patients.

3. **Managing the allocation of Committee and Group membership**

All members of the Council of Governors should have the opportunity of participating in the work of an existing committee or group. It is important that a process is in place which is equitable and which facilitates the opportunity for Governors to make best use of their expertise in specific areas/groups whilst, at the same time and where possible, take into account their preference; recognising that some committees and groups will vary in popularity.

In discussion with the Chairman, the following **principles** have been developed:

- Membership of a committee or working group should be for a fixed period after which members would be required to re-apply for membership
- Membership of a committee or working group should be for a term that will facilitate the growth of knowledge and insight but not engender ‘group-think’
- Governors should be able to self-nominate for membership of any committee/group
- If there are more candidates for places on a particular committee, then the only fair way to select members is by a process, potentially involving some sort of ballot
- Governors should serve (as a core member) on no more than two committees/groups
- The current membership composition (originally proposed by Governors) should be retained, in that each committee/group has a quota of public, staff and appointed Governors

There is logic in agreeing that the normal term of office for committee/group membership being **three years** – as this corresponds with the term of office of Governors on the Council (NB: nine Governors were elected for a two year term but the next term of office for all Governors will be for three years).

In considering the process and procedure to be adopted for managing the allocation of committee/group membership, the Council of Governors will wish to consider a number of issues, including those set out below, which will need to be addressed:

Q1: What should happen at the end of the three years period?

Q2: Each committee has a quota of public staff and appointed Governors i.e., ‘group’. Should a vacancy in a particular ‘Governor group’ be voted on only by Governors in that group or by all Governors?

Q3: If there is a vacancy in membership mid (the 3 year) term – should the replacement Governor be appointed for the remainder of the period only?
Q4: Should the attendance record of Governors standing for re-election to a committee be a relevant factor in re-appointment?

Q5: Should newly elected/appointed Governors be given any priority in Committee/Group application?

Q6: Should Governors be able to rank their choice of Committee/Group applications with preferences being given to those who rank the highest?

Q7: Referring to the above, if yes – then how will this work (after the current Committee/Group membership terms of office expire)?

Q8: If it is possible/feasible to devise a process whereby applicants for Committees /Groups rank their preferences, how could this be managed while maintaining a proper sense of fairness to all concerned?

4. Draft Proposal for Allocating Members to Committees and Groups

In order to stimulate debate and to place that in some context, attached as Appendix B is a process that is in place in a neighbouring Foundation Trust that could be modified to suit the needs of the NEAS Council of Governors.

5. Recommendations

i) Governors are asked to consider the contents of this report and determine how they can best contribute, to ensure that the issues it raises are addressed and to develop and refine the principles and concepts further so that the Council of Governors can be in a position to adopt a ‘fit for purpose’ process that adequately and fairly, manages the allocation of committee and group membership.

ii) Specifically, it is recommended that the Council establishes a Governance Task & Finish Group to undertake the above work on its behalf and report back to the full Council on its proposals in April 2013.

iii) It is further recommended that the Task & Finish Group, if agreed, should consider Governor attendance at future Board of Directors’ meetings, potentially on a rotational basis and propose a process for allocation/nomination of same, agreed outputs, number attending etc.

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