

Board of Directors: 10.05.2018

Agenda Item: Bo.5.18.5

## Report from the Chairman

<b>Presented by:</b>	Professor Bill McCarthy, Chairman	<b>Author:</b>	Jacqui Maurice, Head of Corporate Governance
<b>Previously considered by:</b>	N/A		

<b>Key points</b>	<b>Purpose:</b>
The report provides an update on activity and engagement involving the Council of Governors since the previous report provided for the Board in March 2018.	To note and gain assurance

<b>Executive Summary:</b>
<p>The following report provides summaries with regard to;</p> <ol style="list-style-type: none"> <li>1. The Chair's quarterly meeting with the Vice-Chair and the Lead Governor</li> <li>2. Outcomes from the Council of Governors meeting held 19 April 2018 <ol style="list-style-type: none"> <li>2.1 Appointment of Vice Chair and Lead Governor</li> <li>2.2 Reappointment of Mrs Selina Ullah, Non-Executive Director</li> <li>2.3 Appointment of an Associate NED</li> <li>2.4 Governors Standing Orders</li> <li>2.5 Engagement Policy</li> <li>2.6 Governors Approved the Non-Executive Director and Chair Appraisal Processes.</li> <li>2.7 NHS Provider NHS Provider Licence Self Certification.</li> </ol> </li> <li>3. Governors 'Getting to know you' Programme: Well Bradford Initiative</li> <li>4. West Yorkshire and Harrogate Health and Care Partnership</li> <li>5. Governor Focus Conference takes place on 24 May 2018</li> </ol> <p>Appendix A attached relates to item 2.1 and highlights:</p> <ul style="list-style-type: none"> <li>- The role / duties of the Vice-Chair of the Council of Governors</li> <li>- The role / duties of the Lead Governor</li> </ul> <p>The Board of Directors is asked to note the report.</p>

<b>Financial implications:</b>
No

<b>Regulatory relevance:</b>
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<b>Monitor:</b>	Code of Governance
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<b>Equality Impact / Implications:</b>	<p><b>Is there likely to be any impact on any of the protected characteristics?</b> (Age, Disability, Gender, Gender Reassignment, Pregnancy and Maternity, Race, Religion or Belief, Sexual Orientation, Health Inequalities, Human Rights)</p> <p>Yes <input type="checkbox"/> No <input checked="" type="checkbox"/></p> <p>If yes, what is the mitigation against this?</p>
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<b>Other:</b>	
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<b>Strategic Objective:</b> <i>Reference to Strategic Objective(s) this paper relates to</i>	To provide outstanding care for patients
	To collaborate effectively with local and regional partners
	To deliver our financial plan and key performance targets
	To be in the top 20% of NHS employers
	To be a continually learning organisation

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## **Report from the Chairman**

### **1. Quarterly meeting with the Vice-Chair and the Lead Governor**

My last quarterly meeting with David Walker, Vice-Chair of the Council of Governors and Marina Bloj, Lead Governor, took place on Friday 13 April 2018.

One of the areas discussed was Governor attendance at Board Committees as 'observers' - to support Governors in gauging the effectiveness of Non-Executive Directors. I have agreed to include this consideration. I agreed to wrap this into our review of the new committee structure in September 2018. I have also arranged for the Governors to have two briefings outside of the Council's formal meetings schedule. The briefings will cover the Special Purpose Vehicle and Long Term Capacity and Estates Planning. These will be scheduled towards the end of May/early June. The dates will be shared with the Board to see if you are available to attend and participate within the discussion that ensues.

My next quarterly meeting with the Vice-Chair of the Council of Governors and Lead Governor is scheduled for Friday 13 July. Dr Trevor Higgins, Deputy Chairman will be joining us. As with previous sessions, an open invitation is extended to all Governors to attend.

### **2. Outcomes from the Council of Governors meeting held 19 April 2018**

#### **2.1 Appointment of Vice Chair and Lead Governor**

Governors confirmed the following appointments

- David Wilmshurst was appointed as the new Vice Chair of the Council of Governors, until 4 December 2019 (when his current term as a Governor comes to an end).
- Professor Marina Bloj was re-appointed as Lead Governor, until 31 March 2019 (when her current term as a Governor comes to an end).

The roles and responsibilities for the Lead Governor and Vice-Chair of Governors are attached for your information at Appendix A.

#### **2.2 Reappointment of Mrs Selina Ullah**

Governors approved the recommendation presented from the NRC to re-appoint Mrs Selina Ullah for a second term of three years from 1 September 2018 to 31 August 2021.

#### **2.4 Appointment of an Associate NED**

Governors approved the commencement of an appointment process for an 'Associate Non-Executive Director' with financial expertise to provide advice and scrutiny to support the work of the Finance and Performance Committee. The appointment process is now underway and being dealt with by the NRC, in line with their terms of reference. A recommendation regarding the appointment will be presented to the Council of Governors for approval at the end of the appointment process.

#### **2.4 Governors Standing Orders**

The Council of Governors approved the Governors Standing Orders. These will be added to the Reading Rooms on Board Pad.

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## **2.5 Engagement Policy**

Governors did not approve the Engagement Policy (with the Board). As a reminder, the Foundation Trust Code of Governance recommends that the Council of Governors should establish a policy for engagement with the Board of Directors. The Council requires further review, to ensure consistency with regard to our new Freedom to Speak Up policy. The Engagement Policy will be brought back to the July Council of Governors meeting for approval.

## **2.7 Governors Approved the Non-Executive Director and Chair Appraisal Processes.**

The processes for 2018 have changed marginally since the previous year and the changes mainly relate to increasing the range of feedback sources and methods by which feedback to support the appraisals is collected.

## **2.7 NHS Provider NHS Provider Licence Self Certification.**

You will recall the presentation delivered by Tanya Claridge, Director of Governance and Corporate Affairs – and the requirement to consult with Governors over the declaration to be made by our Board of Directors. The draft declaration has been shared with them with feedback requested by Tuesday 8 May.

## **3. Governors ‘Getting to know you’ Programme: Well Bradford Initiative**

Governors met with John Holden, Director of Strategy and Integration and, Chris Bem, ENT Consultant on Thursday 29 March, to discuss progress in relation to the Well Bradford Initiative and opportunities for further involvement.

## **4. West Yorkshire and Harrogate Health and Care Partnership**

Governors from our Foundation Trust attended a session focussed on the scope of the work taking place as part of the West Yorkshire Association of Acute Trusts (WYAAT). This session, which took place on Friday 9 March 2018, was led by Rob Webster, Chief Executive, West Yorkshire and Harrogate Health and Care Partnership Lead. Information and presentations from the session have been forwarded to all Governors.

Governors also received a second invitation from West Yorkshire and Harrogate Health and Care Partnership to attend a patient and public involvement workshop. This session, held 17 April 2018, was attended by Jenny Scott, Public Governor. The West Yorkshire and Harrogate Public Involvement Panel have issued a statement which states that they are “*seeking to develop their public involvement much wider with the aim of having a West Yorkshire and Harrogate public involvement panel. The panel will help to co-produce a robust governance structure which can offer assurance on all engagement and consultation work of the West Yorkshire and Harrogate Partnership priorities across all sectors, i.e. hospitals, Local Authorities, CCGs. They will also act as advocates and constructively challenge the Partnership and ensure that public involvement is at the heart of all decision making.*” Feedback from Jenny Scott will be shared shortly with the full Council.

## **5. Governor Focus Conference takes place on 24 May 2018**

As previously advised, the fourth national conference for Governors will take place at the Congress Centre, London on Thursday 24 May 2018. The conference will allow Governors to reflect on the NHS past, present and future, increase their understanding of the key national

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issues currently facing the health service and debate the role of the Governor in a changing NHS landscape, as well as network and learn from their peers. I can now confirm that Pauline Garnett, Staff Governor and David Walker, Public Governor, will be representing the Council of Governors at the conference.

## **6. Conclusion**

The Board of Directors is asked to note the report.

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## **Appendix A**

### **Role / Duties of the Vice-Chair of the Council of Governors**

1. The Vice–Chair may preside at meetings of the Council of Governors in the following circumstances:
  - At a meeting of the Council of Governors in the absence of the Chairman.
  - At a meeting of the Council of Governors where matters are being considered relating to Non-Executive Directors where a conflict of interest relating to the Chairman exists.
  - When the remuneration, allowances and other terms and conditions of the Chairman are being considered.
  - When the appointment of the Chairman is being considered, should the current Chairman be a candidate for reappointment.
  - On occasions when the Chairman declares a pecuniary interest that prevents him from taking part in the consideration or discussion of a matter before the Council of Governors.
2. To present a report from the Council of Governors to the membership at the AMM (Annual Members Meeting).
3. Acting as a point of contact and liaison for the Chair and Senior Independent Director.
4. Chairing informal Governor only meetings.
5. In relation to any matter concerning the Council of Governors, or a Governor, outside a meeting of the Council of Governors which arises during the Chairman's absence, at the request of the Chief Executive, the Vice-Chair may exercise such power as the Chairman would in those circumstances.

### **Role / Duties of the Lead Governor**

1. Be the key point of contact between NHS Improvement (NHSI) and the NHS Foundation Trust's Council of Governors.
  - 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.
  - The main circumstances where NHSI will contact a Lead Governor are where NHSI has concerns as to Board leadership provided to the NHS Foundation Trust, and those concerns may in time lead to the use by NHSI of its formal powers to remove the Chairperson or Non-Executive Directors.
  - The other circumstance where NHSI may wish to contact a Lead Governor is where, as the regulator, NHSI has 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 NHSI.
2. Where required, be the key point of contact between the CQC and the NHS Foundation Trust's Council of Governors.