



Standing Orders

Council of Governors

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FOREWORD

This document provides a regulatory and business framework for the conduct of the Council of Governors.

INTRODUCTION

Statutory Framework

The statutory functions conferred on Bradford Teaching Hospitals NHS Foundation Trust ('the Trust') are set out in:

- the National Health Service Act 2006 (as amended); and
- the NHS Provider Licence.

As a Public Benefit Corporation, the Trust has specific powers to contract in its own name and to act as a corporate trustee. In the latter role it is accountable to the Charity Commission for those funds deemed to be charitable.

NHS Framework

The Constitution, paragraph 6.17.5, requires the Council of Governors to adopt its own Standing Orders for its practice and procedure.

1. INTERPRETATION

- 1.1** In these Standing Orders, the provisions relating to interpretation in the Constitution shall apply and the words and expressions defined in the Constitution shall have the same meaning and, in addition:

"THE 2006 ACT" shall mean the National Health Service Act 2006 (as amended).

"AUTHORISATION" shall mean the Authorisation of the Trust issued by the Regulator on 30 March 2004 with any amendments for the time being in force.

"TRUST" means the Bradford Teaching Hospitals NHS Foundation Trust.

"BOARD OF DIRECTORS" shall mean the Board of Directors as constituted in accordance with the Trust's Constitution.

"COUNCIL OF GOVERNORS" shall mean the Council of Governors as constituted in accordance with the Trust's Constitution.

"CHAIR" means the person appointed by the Council of Governors (in accordance with Paragraph 6.13.2 b) of the Constitution) to be Chair of the Trust.

"CHIEF EXECUTIVE" shall mean the accountable officer of the Trust.

"CONSTITUTION" shall mean the constitution with any variations from time to time approved

by the Board of Directors, the Council of Governors and where required, Members of the Foundation Trust in accordance with paragraph 18.0 of the Constitution.

"COUNCIL OF GOVERNORS ENGAGEMENT POLICY" shall mean a policy as implemented in response to the recommendations contained in the Code of Governance for NHS Provider Trusts: Appendix B (NHS England).

"DIRECTOR" shall mean a member of the Board of Directors.

"GOVERNOR" shall mean a member of the Council of Governors as defined in Paragraph 6.0 of the Constitution.

"MOTION" means a formal proposition to be discussed and voted on during the course of a meeting.

"OFFICER" means an employee of the Trust.

"BOARD SECRETARY " means the Secretary of the Trust or any other person appointed to perform the duties of the Secretary of the Trust.

2. THE COUNCIL OF GOVERNORS

- 2.1 Duties, Roles and Responsibilities of Governors** - The duties, roles and responsibilities of the Council of Governors is set out in Paragraph 6.12 of the Constitution and the role of partner Governors is set out further in Paragraph 6.5 of the Constitution.
- 2.2 Composition of the Council of Governors** – The composition of the Council of Governors shall be as set out in Paragraph 6.1 of the Constitution.
- 2.3 Appointment of the Chair and Non-Executive Directors** - The Chair and Non-Executive Directors are appointed by the Council of Governors in accordance with paragraph 6.13.2 b) of the Constitution.
- 2.4 Terms of Office of the Chair and Non-Executive Directors** - The regulations governing the period of tenure of office of the Chair and Non-Executive Directors are contained in Paragraph 7.2 of the Constitution.

3. MEETINGS OF THE COUNCIL OF GOVERNORS

- 3.1 Admission of the Public and Press** - The provisions for the admission of the public to meetings of the Council of Governors are detailed at paragraph 6.17.2 of the Constitution.
 - 3.1.1** Meetings of the Council of Governors shall be open to the public and press. For these purposes, "the public" includes staff members.
 - 3.1.2** Attendance at Council of Governors meetings by the public and/or the press carries no right for the public or press to ask questions or otherwise participate in the meeting.

- 3.1.3** The Council of Governors may, by resolution, exclude the public and press from a meeting of the Council of Governors (whether during the whole or part of the proceedings) whenever publicity would be prejudicial to the public interest or the interest of the Trust by reason of the confidential nature of the business to be transacted or for other special reasons stated in the resolution and arising from the nature of that business or the proceedings.
- 3.1.4** In the event that the public and press are admitted to all or part of a Council of Governors meeting, the Chair shall give such directions as he or she thinks fit in regard to the arrangements for that meeting and in regard to accommodation of the public and the press, such as to ensure that the Council's business can be conducted without interruption and disruption.
- 3.1.5** Without prejudice to the Council of Governors' power to exclude the public and press from a meeting as set out above, members of the public and press admitted to a meeting of the Council of Governors shall be required to withdraw upon the Council of Governors resolving as follows:
- ‘That in the interests of maintaining orderly conduct the meeting adjourn for [the period to be specified] to enable the Council of Governors to complete its business without the presence of the public and the press.’
- 3.1.6** Nothing in these Standing Orders shall require the Council of Governors to allow members of the public or the press to record proceedings in any manner whatsoever, other than writing, or to allow any member of the public or the press to make any oral report of proceedings without prior agreement of the Council of Governors.
- 3.1.7** Matters to be dealt with by the Council of Governors at any meeting following the exclusion of representatives of the press, and other members of the public, as provided for in this SO 3.1, shall be confidential to the Council of Governors.
- 3.1.8** Members of the Council of Governors and any other person in attendance at the meeting shall not reveal or disclose the contents of any papers or reports considered at such meeting, without the express permission of the Trust. This prohibition shall apply equally to the content of any discussion during the Council of Governors meeting which may take place on such papers or reports.
- 3.2** **Calling Meetings** - Before each meeting of the Council of Governors, each Governor elected by a public constituency, the patient constituency or a class of the staff constituency is required to make a declaration to enable the Governor to vote at the meeting. The form of the declaration shall be as specified by the Board Secretary and shall be completed immediately before the start of each meeting. The Board Secretary's decision on the validity of any declaration shall be final.
- 3.2.1** Save in the case of emergencies or the need to conduct urgent business, before each meeting of the Council of Governors, a notice of the meeting, specifying the business proposed to be transacted at it, shall be delivered to every Governor, or sent by e-mail, so as to be available to him/her at least three clear days before the meeting. In the case of an emergency or the need to conduct urgent business, as much notice as practicable of the meeting shall be given to Governors.
- 3.2.2** Lack of service of the notice on any Governors shall not affect the validity of a meeting.

- 3.2.3** In the absence of evidence of earlier receipt, a notice shall be presumed to have been delivered at the time at which the notice would be delivered in the ordinary course of the post following dispatch, or, where the notice is sent by e-mail, at the time at which the e-mail is sent.
- 3.2.4** Notice of Council of Governors meetings shall be published on the Trust's website in each case as soon as practicable after Notice has been sent to the Governors.
- 3.2.5** The Board Secretary shall ensure that within the meeting cycle of the Council of Governors, meetings are called at appropriate times to consider matters as required by the 2006 Act and the Constitution.
- 3.2.6** With the agreement of the Chair, members of the Council of Governors may participate in meetings of the Council of Governors by means of remote access (by way of telephone, video or computer link or otherwise) provided that they can hear, be heard and vote at the meeting in real time. Normal rules relating to quoracy will apply to the functioning of such a meeting. For the avoidance of doubt, presence at a meeting by remote access shall constitute presence at a meeting in person, for the purposes of quoracy.
- 3.3** **Chair of Meetings** – The Chair of the Trust, or in their absence, the Deputy Chair, appointed under Paragraph 2.9 of the Standing Orders of the Board of Directors is to preside at meetings of the Council of Governors. If the Chair is absent for a period during the course of a meeting on the grounds of a declared conflict of interest the Deputy Chair shall preside. If both the Chair and the Deputy Chair are absent, then the Council of Governors shall elect a Governor to act as Chair of the meeting.
- 3.4** **Setting the Agenda** - The Council of Governors may determine that certain matters shall appear on every agenda for a meeting of the Council of Governors and that these shall be addressed prior to any other business being conducted.
- 3.5** **Agenda items** - A Governor desiring a matter to be included on an agenda shall specify the question or issue to be included in request in writing to the Chair or Board Secretary least ten clear business days before the date of the meeting. Requests made less than ten clear days before the meeting may be included on the agenda at the discretion of the Chair.
- 3.6** **Notices of Motion** - A Governor desiring to move or amend a motion shall send a written notice thereof at least ten clear days before the meeting to the Chair or Board Secretary, who shall insert in the agenda for the meeting all notices so received subject to the notice being permissible under the appropriate regulations. This paragraph shall not prevent any motion being moved during the meeting, without notice on any business mentioned on the agenda in accordance with Standing Order 3.5, subject to the Chair's discretion.
- 3.7** **Withdrawal of Motion or Amendments** - A motion or amendment once moved and seconded may be withdrawn by the proposer with the concurrence of the seconder and the consent of the Chair.
- 3.8** **Motion to Rescind a Resolution** - Notice of motion to amend or rescind any resolution (or the general substance of any resolution) which has been passed within the preceding six calendar months shall be in writing, be in accordance with Standing Order 3.6 and shall bear the signature of the Governor who gives it and also the signature of four other Governors. When any such motion has been agreed by the Council of Governors, only the Chair may propose a motion to the same effect

within six months if he/she considers it appropriate.

- 3.9 Motions** - The mover of a motion shall have a right of reply at the close of any discussion on the motion or any amendment thereto.
- 3.9.1** When a motion is under discussion or immediately prior to discussion it shall be open to a Governor to move:
- An amendment to the motion.
 - The adjournment of the discussion or the meeting.
 - That the meeting proceeds to the next business.
 - That the motion be now put.
- 3.9.2** No amendment to the motion shall be admitted if, in the opinion of the Chair of the meeting, the amendment negates the substance of the motion.
- 3.10 Chair's Ruling** - Statements of Governors made at meetings of the Council of Governors shall be relevant to the matter under discussion at the material time and the decision of the Chair of the meeting on questions of order, relevancy, regularity and any other matters shall be observed at the meeting.
- 3.10.1** Save as permitted by law, at any meeting the person presiding shall be the final authority on the interpretation of Standing Orders (on which he/she should be advised by the Board Secretary).
- 3.11 Voting** – Save as otherwise provided in the Constitution and/or the 2006 Act, if the Chair so determines or if a Governor requests, a question at a meeting shall be determined by a majority of the votes of those present and voting on the question and, in the case of any equality of votes, the person presiding shall have a second casting vote.
- 3.11.1** All questions put to the vote shall, at the discretion of the person presiding, be determined by oral expression or by a show of hands. A paper ballot may also be used if a majority of the Governors present so request.
- 3.11.2** If at least one-third of the Governors present so request, the voting (other than by paper ballot) on any question may be recorded to show how each person present voted or whether he/she abstained.
- 3.11.3** If a Governor so requests, his/her vote shall be recorded by name upon any vote (other than by paper ballot).
- 3.11.4** In no circumstances may an absent Governor vote by proxy. Absence is defined as being absent at the time of the vote.
- 3.12 Minutes** - The Minutes of the proceedings of a meeting shall be drawn up and submitted for agreement at the next ensuing meeting where they will be signed by the person presiding at it.
- 3.12.1** No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at the next meeting.
- 3.12.2** Minutes of meetings will be taken and circulated in accordance with Governors' wishes.

- 3.13 Suspension of Standing Orders** - Except where this would contravene any statutory provision, compliance with the NHS Provider Licence or any provision of the Constitution; any one or more of the Standing Orders may be suspended at any meeting, providing that at least two-thirds of the Council of Governors are present, including one Public Governor and one Staff Governor, and that a majority of those present vote in favour of suspension.
- 3.13.1** A decision to suspend Standing Orders shall be recorded in the minutes of the meeting.
- 3.13.2** A separate record of matters discussed during the suspension of Standing Orders shall be made and shall be available to the Governors.
- 3.13.3** No formal business may be transacted while Standing Orders are suspended.
- 3.14 Variation and Amendment of Standing Orders** - These Standing Orders shall be amended only if:
- the variation proposed does not contravene a statutory provision, compliance with the NHS Provider Licence or the Constitution; and
 - unless presented by the Chair or the Chief Executive, a notice of a motion under Standing Order 3.6 has been given; and
 - at least two-thirds of the Governors are present, including one Public or Patient Governor and one Staff Governor; and
 - no fewer than half the Governors vote in favour of amendment.
- 3.15 Record of Attendance** - The names of the Governors present at the meeting shall be recorded in the minutes.
- 3.16 Quorum** - No business shall be transacted at a meeting of the Council of Governors unless ten Governors, including not less than five Public or Patient Governors, are present.
- 3.17 Declaration of Interests** - If a Governor has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of the declaration of a conflict of interest (see Standing Order 5), he/she shall no longer count towards the quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business.
- 3.17.1** Subject to Standing Orders in relation to interests, any Director or their nominated representatives shall have the right to attend meetings of the Council of Governors and, subject to the overall control of the Chair, to speak to any item under consideration.

4. COMMITTEES

- 4.1** Except as required by the Constitution, the Council of Governors shall exercise its functions in general meeting and shall not delegate the exercise of any function or any power in relation to any function to a Committee.
- 4.2** The membership and terms of reference of a Nomination and Remuneration Committee shall be as agreed by the Council of Governors at a general meeting.

- 4.2.1** The proceedings of a Nomination and Remuneration Committee shall be confidential until reported to the Council of Governors at a meeting in public. Subject to the requirements of the Constitution and these Standing Orders, the procedure of a Nomination and Remuneration Committee shall be for the Committee to determine.
- 4.2.2** The Council of Governors will not consider nominations for membership of the Board of Directors other than the recommendations of the Council of Governors Nomination and Remuneration Committee.

5. DECLARATIONS OF INTERESTS AND REGISTER OF INTERESTS

- 5.1 Declaration of Interests** – In accordance with paragraph 6.14 of the Constitution, Governors are required to declare formally any:
- direct or indirect pecuniary interest;
 - other interest which is relevant and material to the business of the Trust;
 - other interest as set out in these Standing Orders; and
 - other interest as set out in the 'Conflicts of Interest Policy for Bradford Teaching Hospitals NHS Foundation Trust'.

The responsibility for declaring an interest is solely that of the Governor concerned. Interests should be declared to the Board Secretary:

- Within 28 days of election or appointment;
- If arising later, within 28 days of becoming aware of the interest.

- 5.1.1** In addition, if the Governor is present at any meeting of the Council of Governors and has an interest in any matter which is the subject of consideration, the Governor shall at that meeting and as soon as possible after its commencement disclose the fact. Paragraph 6.14.8 of the Constitution includes in a Governor's interests, the interests of the Governor's co-habiting partner or spouse, insofar as those interests are known to the Governor.
- 5.1.2** In accordance with paragraph 6.14.4 of the Constitution, any travelling or other expenses or allowances payable to a Governor shall not be treated as a pecuniary interest. Paragraph 6.14.7 of the Constitution sets out the extent to which an indirect pecuniary interest from small shareholdings in a company does not prohibit participation in discussion and voting on the relevant matter, although the interest must still be declared.
- 5.1.3** If Governors have any doubt about the relevance of an interest, this should be discussed with the Board Secretary.
- 5.1.4** Governor's directorships of companies likely or possibly seeking to do business with the Trust should be published in the Foundation Trust's Annual Report. The information should be kept up to date for inclusion in succeeding annual reports.
- 5.2 Register of Interests** – The Board Secretary shall record any declarations of interest made in a Register of Interests kept by him/her in accordance with Paragraph 10 of the Constitution. Any interest declared at a meeting shall also be recorded in the minutes of the meeting.
- 5.2.1** The Register will be available for inspection by members of the public free of charge at

all reasonable times. A person who requests it is to be provided with a copy or extract from the register. If the person requesting a copy or extract is not a member of the Trust then a charge may be made for doing so.

6. STANDARDS OF BUSINESS CONDUCT

- 6.1 Policy** – In relation to their conduct as a Governor of the Foundation Trust, each Governor must comply with the principles outlined in the Trust's Conflicts of Interest Policy and the Governor and NED Code of Conduct. In particular, the Trust must be impartial and honest in the conduct of its business and its office holders and staff must remain beyond suspicion. Governors are expected to be impartial and honest in the conduct of official business.
- 6.2 Interest of Governors in Contracts** - If it comes to the knowledge of a Governor that a contract in which he/she has any pecuniary interest not being a contract to which he is himself a party, has been, or is proposed to be, entered into by the Trust he/she shall, at once, give notice in writing to the Board Secretary of the fact that he/she is interested therein. In the case of married persons or persons living together as partners, the interest of one partner shall, if known to the other, be deemed to be also the interest of that partner.
- 6.2.1** A Governor of the Trust shall not solicit for any person any appointment in the Trust.
- 6.2.2** Informal discussions outside the Nomination and Remuneration Committee, whether solicited or unsolicited, should be declared to that Committee.

7. REMUNERATION

- 7.1** Governors are not to receive remuneration.

8. PAYMENT OF EXPENSES TO GOVERNORS

- 8.1** The Trust will pay travelling expenses to Governors at the prevalent NHS Public Transport rate for attendance at General Meetings of the Governors, or any other business authorised by the Board Secretary as being under the auspices of the Council of Governors. Other reasonable out of pocket expenses incurred in association with performance of the role of Governor will also be reimbursed.
- 8.1.2** In situations of clear personal hardship associated with the attendance of Governors at meetings described under Standing Order 8.1, the Board Secretary has discretionary authority to reimburse supplementary travelling or other access costs.
- 8.1.3** Expenses will be authorised and reimbursed through the Board Secretary's office on receipt of a completed and signed expenses form provided by the Board Secretary.
- 8.1.4** A summary of expenses paid to Governors will be published in the Annual Report.

9. RESOLUTION OF DISPUTES

- 9.1** In the case of a dispute between the Board and the Council of Governors, the procedure

described in paragraph 17.2 of the Constitution will be followed. Within twenty-eight days of either the Board or Council of Governors resolving that a dispute exists with the other, the Board Secretary shall call a joint meeting of both bodies to be held as soon as reasonably practicable within three months of the resolution. The joint meeting shall be held under the Trust Board's Standing Orders, but the provisions of these Standing Orders in relation to interests shall apply to Governors attending the joint meeting as they apply to a Council of Governors meeting.

- 9.1.1** The joint meeting shall be chaired by the Chair and the agenda shall be agreed by him/her with the Chief Executive. The joint meeting shall either recommend a formula for resolving the dispute which the Board and Council of Governors shall receive and consider formally as soon as practicable, or, if possible, shall agree the issues that separate the Board and Council of Governors and possible ways forward.
- 9.1.2** If either body resolves to refer the issue to mediation, the Chair and Lead Governor on behalf of the Council of Governors and the Chief Executive and the Deputy Chair of the Board shall meet within twenty-eight days of such resolution to agree a mediator. In default of agreement, either body may resolve to refer the dispute to arbitration.
- 9.1.3** If either body resolves to refer a dispute to arbitration, those referred to in the preceding sub-paragraph may agree an arbitrator. If this is not done within twenty- eight days of such resolution, the Board Secretary on the instructions of either body shall refer the dispute to the Chartered Institute for Arbitrators to be finally resolved by arbitration.
- 9.1.4** The existence of the dispute shall not prejudice the duty of the Board to exercise the Trust's powers on its behalf.

10. MISCELLANEOUS

- 10.1 Review of Standing Orders** - Standing Orders shall be reviewed annually by the Council of Governors. The requirement for review extends to all documents having the effect as if incorporated in Standing Orders.
- 10.2 Deputy Chair** - 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 Chair's absence, at the request of the Chief Executive the Deputy Chair may exercise such power as the Chair would in those circumstances.
- 10.3 Lead Governor** –The Council of Governors is required to appoint one Governor to act as the Lead Governor.
- 10.3.1 Role of Lead Governor** – The role of the Lead Governor is defined in Appendix B of the Code of Governance for NHS Provider Trusts and the agreed role description is attached at Appendix 1.
- 10.3.2 Appointment of Lead Governor** - Governors may self-nominate. The appointment process shall be determined by the Board Secretary.
- 10.3.3 Length of Tenure of Lead Governor** –The appointment length shall be for a period of three years. Governors may serve for a period of three years or until their period as a Governor comes to an end (whichever occurs first) or, the Governor chooses to resign from the role. Governors are able to serve more than one three year length of tenure.

- 10.4 Notice** – Any written notice required by these Standing Orders shall be deemed to have been given on the day the notice was sent to the recipient.
- 10.5 Confidentiality** - A Governor of the Trust shall not disclose any matter reported to the Council of Governors notwithstanding that the matter has been reported or action has been concluded, if the Council of Governors shall resolve that it is confidential.

Appendix 1 – Lead Governor Role Description

Role / Duties of the Lead Governor

1. Be the key point of contact between NHS England (NHSE) 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 Chair or the Board Secretary.
 - The main circumstances where NHSE will contact a Lead Governor are where NHSE has concerns as to Board leadership provided to the NHS Foundation Trust, and those concerns may in time lead to the use by NHSE of its formal powers to remove the Chair or Non-Executive Directors.
 - The other circumstance where NHSE may wish to contact a Lead Governor is where, as the regulator, NHSE has been made aware that the process for the appointment of the Chair 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 Chair, 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 NHSE.
2. Where required, be the key point of contact between the CQC and the NHS Foundation Trust's Council of Governors.
3. Supporting the Chair and the Board Secretary to plan the business of the Council of Governors.
4. Supporting the Chair and the Board Secretary to ensure that the Council of Governors receives effective support, training and development.
5. Support the promotion of the work of the Council with the membership and stakeholders, including by contributing to the development and delivery of an annual Council of Governors report.
6. Leading the Council of Governors in exceptional circumstances when it is not appropriate for the chair or another non-executive to do so.
7. Acting as a point of contact and liaison for the Chair and Senior Independent Director.
8. Chairing informal governor only meetings (as and when required).
9. Liaising with the Chair, on behalf of governors, on matters of interest or concern to governors.
10. Due to the nature of their role, there may be occasions when it is necessary for the Lead Governor to become privy to confidential information. They will be expected to respect that confidentiality until such time as it is appropriate to share the information with the rest of the

Council or Governors NRC. Should the Lead Governor have any queries or concerns in this regard, they should be raised with the Trust and/or NHSE as appropriate.

11. As Lead Governor having a seat on the Governors Nominations and Remuneration Committee.
12. Chairing informal governor only meetings (as and when required).
13. Convening a regular 'Governors Forum' either online or face to face to "keep in touch" and to receive feedback from the engagement of governors with the Trust in the time since the last Council of Governors meeting.
14. The Lead Governor will be the Council's representative on the National Lead Governor Association group and share information from this forum to Council as appropriate through the Governor Forum.

Appointment of the Lead Governor

- The Lead Governor will be appointed from amongst the elected public and patient Governors.
- The Lead Governor will hold office for a three year period or until their term ends, whichever is sooner.
- At the end of the term, there will be an open process for self-nominations to the role of lead governor, but this does not prohibit the incumbent/s from seeking a further term/s.

Key relationships for Lead Governor

- Chair
- Council of Governors
- Chief Executive
- Board Secretary and other Corporate Governance team members
- Senior Independent Director
- Non-Executive Directors