

Council of Governors

Subject:	Governor Observers of Board Sub Committees	Date: 12 th February 2019		
Prepared By:	Shirley A Higginbotham Director of Corporate Affairs			
Approved By:	John MacDonald, Chair			
Presented By:	John MacDonald, Chair			
Purpose				
To provide a report updating the Council of the role of Observer of Board Subcommittees			Approval	
			Assurance	
			Update	
			Consider	X
Strategic Objectives				
To provide outstanding care to our patients	To support each other to do a great job	To inspire excellence	To get the most from our resources	To play a leading role in transforming health and care services
x	x	x	x	x
Overall Level of Assurance				
	Significant	Sufficient	Limited	None
		x		
Risks/Issues				
Financial	N/A			
Patient Impact				
Staff Impact				
Services				
Reputational				
Committees/groups where this item has been presented before				
Executive Summary				
<p>In the Autumn of 2017 the governors established a task and finish group to review the duties of governors, principally the two key mandatory requirements of:</p> <ol style="list-style-type: none"> Hold the non-executive directors, individually and collectively to account for the performance of the board of directors. Represent the interest of the members of the trust as a whole and the interest of the public <p>The group concluded that the current mechanisms, of governor committees failed to provide opportunities for governors to hold Non-Executive Directors to account - notwithstanding the efforts of Committee chairs to improve their functioning in this area.</p> <p>Much of what was actually received in its committees was presented by Executive Directors, with little opportunity for governors to question or challenge Non-Executive Directors, the reports and discussions were a duplication of those subsequently presented to the Council as a whole. This is because the Council of Governors is not able to delegate authority to a committee, therefore all decisions and supporting information need to be discussed and agreed by the Council as a whole.</p> <p>In order to address this, the working group developed the role of governor observers on sub committees of the board. This would enable governors to witness how the Non-executive directors held the executive to account and would improve the visibility of Non-Executive Directors.</p> <p>All governors were asked to submit an expression of interest if they wish to be considered. It was</p>				

agreed the roles would be for a period of 18 months, half the term of office and would be staggered to enable learning. The role of the observers was clearly set out in the letter of expression of interest as:

In order to support the governors to hold the non-executive directors to account, it was agreed that there would be two observers on each of the Board's Committees, namely:

- *Audit and Assurance Committee;*
- *Quality Committee;*
- *Workforce and Organisational Development Committee;*
- *Finance Committee.*

Although observers would not be members of the committees, nor expected to contribute to discussions they would be expected to attend all Committee meetings (draft schedule attached) and to feedback their views at each Council of Governors meeting following the report from the chair of the Committee to the Council. In addition, observers would:

- *Meet with the chair twice a year to discuss the Committee and raise any queries or issues about the way the Committee operates and to highlight any examples of good practice which could be shared with other Committees*
- *Provide input to the Chair to be taken into account in the annual appraisal of the Committee chairs;*
- *Where the observer has any major issues these should, in the first instance, be raised with the Committee chair if the concerns are not resolved to then raise them with the lead Governor.*

Subsequent to the letter above the Workforce and Organisational Development committee was disbanded as all reports were submitted to the Board on a quarterly basis. However during the year two governors expressed an interest in observing the Charitable Funds Committee, which meets quarterly and is not a subcommittee of the board. This was implemented in October 2018.

Seven governors were recruited to the positions of governors and these together with attendance at committees are noted in the table below:

Governor Observer Committee Attendance								
Quality Committ	21/03/2018	16/05/2018	18/07/2018	19/09/2018	21/11/2018	16/01/2019		
Valerie Bacon	A	P	P	A	A	A	2/6	
Jayne Leverton	P	P	A	A	A	A	2/6	
Roz Norman	A	P	A	A	P	P	3/6	
Audit & Assuranc	15/03/2018	20/04/2018	24/05/2018	19/07/2018	20/09/2018	22/11/2018	17/01/2019	
Ian Holden	P	P	P	P	P	P	P	7/7
Ann Mackie	P	P	P	P	P	P	P	7/7
Finance Committ	27/03/2018	27/04/2018	24/07/2018	23/10/2018	18/12/2018	29/01/2019		
Angie Emmott	P	A	P	P	A	P	4/6	
Jackie Hewlett-D	A	P	A	P	P	A	3/6	
P = Present								
A = Apologies								

A review of the attendance by observers at committee highlights some area's for concern and part of the training going forwards need to stress the importance of not only attendance at the meeting but also the requirement for the observers to provide the whole Council with their views of the

meeting. It should however be noted that on only one occasion across all the committee were no observers in attendance.

The current governor observers have reported to Council of Governors regarding the outcome of their attendance and committee and no concerns have been raised. The chairs of all the committees have welcomed the new model and this has helped to strengthen the relationships between governors and non-executive directors.

The Trust undertook a well-led review in the Autumn of 2018 and the final report, which was presented to the Council, highlighted the role of governor observers as a best practice model, as identified by the CQC and NHSI, and also referenced other trusts who are in the process of implementing the model. The well-led review also recommended further training of observers and this will be implemented for the next cohort of governors who will be recruited once the elections have taken place in May 2019.

It has previously been agreed that the role of observers of committees would be promoted as part of the governor elections currently underway, and a further request for expressions of interest be undertaken once the elections have concluded and all governors are in post.

The role of observers will form part of the induction process for new governors.