



Council of Governors – 16th May 2019

Proposed Deputy Chair Role description and proposed outline appointment process

Purpose of the report

The purpose of the report is to propose a role description for the Deputy Chair and an outline appointment process.

Analysis of the issue

It was agreed at the 22nd November 2018 Council of Governors meeting to appoint Moira Ingham as interim Deputy Chair until 31st March 2019. At the 7th March 2019 Council of Governors meeting it was further agreed to extend Moira's appointment to 31st July 2019 to enable the Nominations and Remuneration Committee to review the role description for the Deputy Chair.

The Nominations and Remuneration (NomRem) Committee discussed a draft role description and the proposed appointment process at its 25th April 2019 meeting.

Proposal

1. Role Description

The Trust's constitution clearly sets out the role and remit of the Deputy Chair. The role can be summarised as three core duties – chairing Board of Directors and Council of Governors meetings in the absence of the Chair, chairing Governor code of conduct appeals and sitting on a Dispute Resolution Group.

Furthermore, the Monitor document 'Your statutory duties: A reference guide for NHS foundation trust Governors' sets out some additional guidance on the role and appointment of Deputy Chair.

Therefore, the various extracts from the Trust's Constitution and Your statutory duties: A reference guide for NHS Foundation Trust Governors form the basis of the proposed Deputy Chair role description.

The NomRem Committee discussed the draft role description and endorsed it with some amendments as described below:

- expanding some of the bullet points to clarify meaning and to provide more context where the Trust's constitution is referenced
- listing the meetings a Deputy Chair would be expected to chair (in the Trust Chair's absence) under one overarching bullet point, as opposed to listing them under separate bullet points.
- clarifying requirements for the Deputy Chair to represent NHFT (e.g. for regulatory reasons, such as meetings with the Care Quality Commission or NHS Improvement)
- clarifying Governor expectations the Deputy Chair and Senior Independent Director roles would not normally be undertaken by the same person and what would happen in the event of a longer term absence of the Chair

With these amendments the Committee agreed the recommendation to take the proposed role description to the 16th of May Council of Governors meeting for endorsement. (The amended role description is at Appendix 1.)

In reviewing the role description for the Deputy Chair, the views of the Board have been taken into account via discussion with the Chief Executive and the Interim Deputy Chair who were both supportive of the proposed role description.

2. Outline Appointment Process

Participants at the NomRem Committee Workshop held on 10th April 2019 discussed the Deputy Chair role and appointment process in depth. They agreed appointment of the Deputy Chair would be based primarily on discussions with individuals and their aspirations along with matching the role to individual skillset and capacity. If more than one suitable candidate is identified, formal interviews may be needed involving Governors from the NomRem Committee. It was further agreed that the Chair would initiate this process by email by seeking expressions of interest from NEDs in the Deputy Chair role and responses would be collated by the Director of Corporate Governance. Following the conclusion of the process, the NomRem Committee would recommend to the Council of Governors the preferred candidate for the position of Deputy Chair, providing the rationale behind the recommendation and the process the Committee has been followed.

If there were to be a longer-term absence (for example beyond a month) further consideration may need to be given to how the role of Chair would be covered. If the Deputy Chair were to be covering the Chair for a short period only, then priorities for Deputy Chair would be agreed with the Nominations and Remuneration Committee.

The NomRem Committee endorsed the process as set out above at their 25th April 2019 meeting and agreed to recommend the proposed Deputy Chair appointment process to the 16th May Council of Governors meeting for endorsement.

Decision required

The Council of Governors is asked to:

- Consider and endorse the proposed Deputy Chair role description (as set out in Appendix 1) and appointment process for the Deputy Chair.
- Agree to start the process for the appointment of a Deputy Chair

John Turnbull (Vice Chair)

On Behalf of the NomRem Committee

Proposed Role of Deputy Chair

"Deputy Chair" means the Non-Executive Director appointed from amongst the Non-Executive Directors as Deputy Chair by the Council of Governors in accordance with paragraph 24 of the Constitution to take on the Chairman's duties if the Chairman is absent for any reason.

If the Chair is unable to discharge his functions as Chair of the Trust, the Deputy Chair will be the "Acting Chair" of the Trust until such time as the Chair is able to discharge his functions as Chair of the Trust, or a new Chair of the Trust is appointed by the Council of Governors in accordance with paragraph 22 of the Trust's Constitution.

Core Role

If the Chair is absent, or there is a declared conflict of interest from the meetings listed below, the Deputy Chair (if there is one and he/she is present) shall chair:

- Any meeting of the Board of Directors
- Any meeting of the Council of Governors including any Sub-Group/Committees
- Annual Members' Meeting
- Board of Directors' Nominations and Remuneration Committee

Additional Duties

- Chair an appeal process to Council of Governors of a decision not comprising a recommendation to terminate Governor tenure¹
 - If the Chairman is disqualified the Deputy Chair shall act as the chair of the appeal.
- Chair an appeal process to a sub group of a decision not comprising a recommendation to terminate Governor tenure²
 - If the Chairman is disqualified the Deputy Chair shall act as chair of the appeal.
- Resolve formal disagreements between the Council of Governors and the Board of Directors³
 - If a resolution is not forthcoming, The Deputy Chair will be part of a Dispute Resolution Group which will be made up of the Chair of the Trust, the Deputy Chair of the Trust, the Senior Independent Director, the Chief Executive, three representatives from the Council of Governors, at least two of which must come from the majority public and service user/carer constituencies, and an independent member who will be the Chair of another Foundation Trust
- Represent NHFT as required for regulatory requirements (E.g. CQC, NHS Improvement)

Other Matters

It is not envisaged the Senior Independent Director and the Deputy Chair roles will be undertaken by the same Non-Executive Director.

If there was a longer term absence (for example beyond a month) further consideration may need to be given to how the role of Chair would be covered. If the Deputy Chair is covering the Chair for a short period only, then priorities for Deputy Chair would be agreed with the Nominations and Remuneration Committee.

¹ Under Annex 6 of the Constitution: Additional Provisions Council of Governors: Protocol relating to alleged breach of Code of Conduct process and terminations of Governors

² Ibid

³ Under Annex 9 of the Constitution: Further Provisions Resolution of disputes