

## Council of Governors – 6 March 2018

### Governor survey: Proposals

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#### Situation

The Council of Governors will recall that all Governors were asked in October 2017 to participate in a survey which was designed to establish their views on how the effectiveness of the Council could be further strengthened. The purpose of this paper is to set out final proposals arising from the survey results following consideration and support of draft proposals by the Council at its January 2018 meeting.

#### Background

The Council of Governors and Board of Directors held their joint event in August 2017 facilitated by NHS Providers, which explored the respective leadership and governance responsibilities of the Council and Board. At its September 2017 meeting, the Council agreed that all Governors should be invited to participate in a survey to establish their views on how the effectiveness of the Council could be further strengthened. 58% of Governors responded. The survey results were tabled at the end of the November 2017 Council meeting (and subsequently circulated to all Governors) and it was agreed an initial discussion of these findings would take place at the January 2018 Council meeting.

At the December 2017 Chairs' Sub Group meeting, it was agreed that, to help focus the January 2018 Council discussions, it would be useful for the Chair of Membership & Governance, the Lead Governor and the Director of Corporate Governance to produce some possible proposals arising from the survey results. The attached Appendix 1 provides an outline of the possible proposals which the Council discussed at its January 2018 meeting.

#### Assessment

At its January 2018 meeting, the Council of Governors supported the draft proposals and the rationale behind them. The Council mandated the Chair of the Membership & Governance sub group, the Lead Governor and the Director of Corporate Governance, to translate these proposals into a final set of proposals that could be considered and endorsed at the March 2018 Council meeting.

The schedule of proposals below reflects the outcome of this process, having been discussed and agreed by the Chair of the Membership & Governance sub group, the Lead Governor and the Director of Corporate Governance.

Governor Survey Issue	Final proposal
1. Alignment of the work plans and agendas of the sub groups with relevant Board Committees	a) The work plans and agendas of Patient Safety & Experience/Staff & Resources (PSE/S&R) and Finance, Planning & Performance (FP&P) will be aligned with relevant Board Committees
	b) The work plans and agendas will be routinely shared between PSE/S&R and the Quality & Governance Board Committee and

	<p>between FP&amp;P and the Performance Board Committee via inclusion on the relevant sub group/Board Committee agendas as standing “For Info” items</p> <p>c) The Board Committee Chair will, at each sub group meeting, present their report to the relevant sub group highlighting levels of assurance attained and seeking feedback from the sub group on any issues covered by the report. This feedback, where appropriate, will be reported by the Committee Chair to the next Board Committee meeting and a response provided back to the sub group</p> <p>d) Sub group/Board Committee work plans and agendas will be routinely reviewed jointly by sub group and Board Committee Chairs. The Chairs will jointly identify any issues which merit specific focus at a sub group or Board Committee for assurance or other purposes</p> <p>e) Executive Directors would not routinely attend sub groups with, instead, NEDs being regular attendees. FP&amp;P and PSE/S&amp;R would each be supported by 2 NEDs with at least 1 NED attending each sub group meeting</p>
<p>2. Restructuring of sub groups</p>	<p>a) Retain FP&amp;P in its current form</p> <p>b) Retain Chairs sub group (CSG) but with a revised membership. The CSG membership should be expanded to comprise Chairs, Vice Chairs, and the Lead Governor</p> <p>c) Bring together PSE and S&amp;R into one sub group</p> <p>d) Discontinue Corporate Assessment Group (CAG). Scrutiny of the Board of Directors (BoD) meetings’ discussions and decisions (the main purpose of CAG) will in future be discharged through:</p> <ul style="list-style-type: none"> <li>– The agenda and minutes of BoD meetings will be included as a standard item on the CSG agenda. In addition, the Lead Governor, on those occasions s/he attends the BoD meetings, will provide a short report to the CSG on key issues. The CSG will use these information sources to determine any matters on which they believe Governors should receive further clarification or assurance and the best mechanism for doing so</li> <li>– The encouragement of all governors to attend at least one BoD meeting per annum</li> <li>– Greater focus on assurances being achieved through sub group/Board Committee alignment</li> </ul>
<p>3. Increasing governor attendance at Board of Directors’ meetings</p>	<p>a) An arrangement is put in place for more Governors to attend the Board of Directors meetings. To strengthen Governor oversight of the contribution of NEDs (holding to account role):</p> <ul style="list-style-type: none"> <li>– Promote and monitor Governor attendance at Board of Director Meetings All governors will be encouraged to participate and attend at least one BoD meeting per annum</li> </ul>
<p>4. Council of Governors’ pre-meet arrangements</p>	<p>a) The Governor pre-meeting is rescheduled so that it takes place at least 5 days before the forthcoming CoG meeting. This will enable material/time critical questions or issues to be submitted by the Lead Governor to the FT Office in a timely way thereby allowing, where possible, responses to be provided as part of the ‘Environmental update from Governors’ agenda item.</p>
<p>5. Governor led items on the Council of Governors’ agenda</p>	<p>a) There should be more governor-led items on the CoG agenda</p> <p>b) Active consideration of this commitment will be given by the CSG when planning CoG agendas</p> <p>c) There will be identification of potential governor led items via governor pre-meet discussions</p> <p>d) There will be sub group/Board Committee discussion and agreement</p>

	<p>over issues within their joint remit which would benefit from governor led discussion at full CoG meetings.</p> <p>e) There will be consideration by CoG/Chairs sub group to extend invitations to external speakers/contributors to facilitate governor debate on wider system/policy issues</p>
6. NED led items on the Council of Governors' agenda	a) There should be more NED led items scheduled at CoG meetings.
7. Introduction of a Trust Chair's report	a) Continue with the inclusion of a Trust Chair's report focusing on leadership and governance for information and questions as required on CoG agendas
8. The Chief Executive's report	a) Continue providing the Chief Executive's written report in its current format for information and retain the opportunity for general questions to the Chief Executive
9. Questioning NEDs on the work of Board Committees and the Board of Directors' meetings	a) Provide the opportunity to question NEDs on the work of Board Committees via the strengthening of the alignment between Board Committees and sub groups
	b) Provide the opportunity to question NEDs on the work of the Board of Directors' meetings through the receipt of BoD agendas and minutes at CSG meetings and the opportunity at these meetings to raise issues for clarification and/or assurance by NEDs on specific agenda items
10. More group-based work at the Council of Governors' meetings	a) The Chairs Sub Group, in setting CoG agendas, will give pro-active consideration to adopting a group work approach to (at least) one agenda item at each CoG meeting
11. Discussing future agenda items as part of the Council of Governors meeting	a) All governors should have the opportunity to propose future agenda items during CoG meetings if and when ideas emerge during discussions
12. NEDs/Executive Directors attending the private sessions of the Council of Governors meeting (unless there is a specific item which is confidential)	a) All NEDs are invited to attend the private sessions of the Council of Governors meeting as a matter of routine (unless there is a specific item which is confidential) Individual Execs would be invited to attend for those items where their contributions were considered by governors to be helpful
13. Ensuring Governors are better informed of organisational risks	a) The summary Organisational Risk Register will be presented at both FP&P and PSE/S&R sub groups. Each of these sub groups would also receive the detailed ORR that is presented to their 'partnering' Board Committee. The FP&P sub group would therefore receive details of the ORR risks assigned to the Performance Ctte, and the PSE/S&R group would receive the risks assigned to the Quality & Governance Ctte. Where sub groups wish to raise a specific risk on the ORR at full CoG, these will be referred to the Chairs Sub Group for agenda planning.
14. Service visits being undertaken jointly with NEDs where possible	a) Governors can continue 'governor only' service visits, however they will be encouraged to invite a NED. NEDs will also be encouraged to invite governors to their service visits.

## Recommendation

The Council of Governors is asked to:

- Endorse the final proposals as drafted;
- Mandate the Membership & Governance sub group to review progress and impact of these proposals at its December 2018 meeting, highlighting to the Council of Governors any issues requiring further attention.

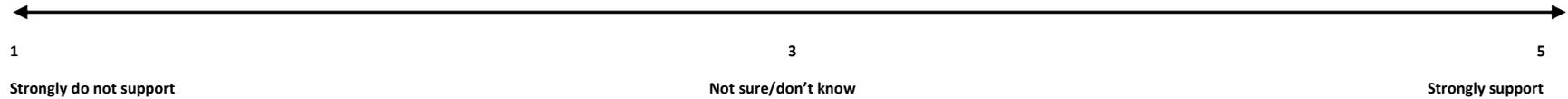
Tony Locock

Chair of Membership & Governance subgroup

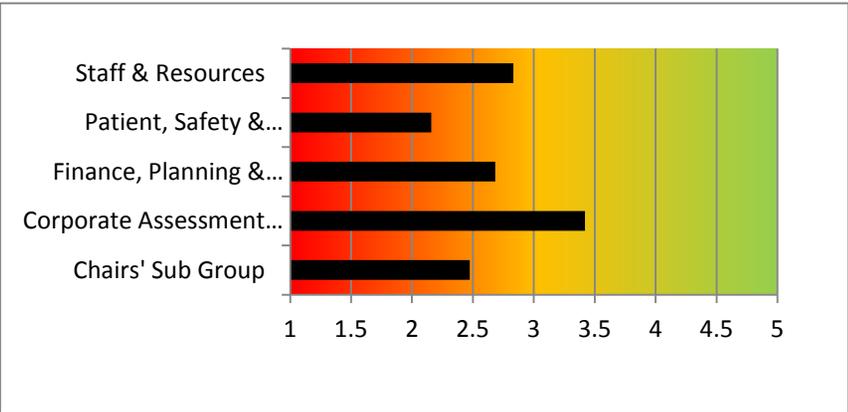
27<sup>th</sup> February 2018

## Governor survey: Possible proposals in response to survey results

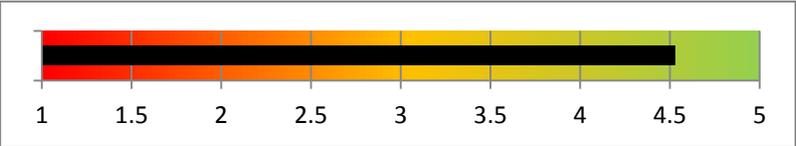
Answers were marked on a scale of 1 to 5. 1 is “strongly do not support” and 5 is “strongly support”. A score of 3 was used to indicate you are “not sure or don’t know”.

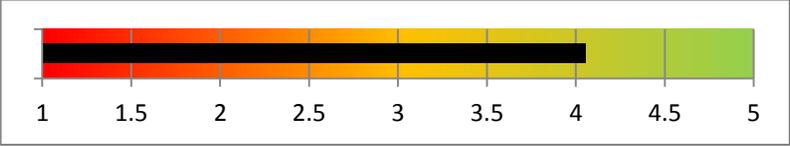
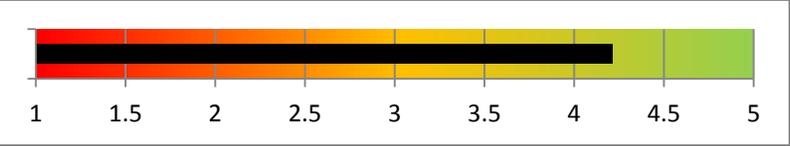


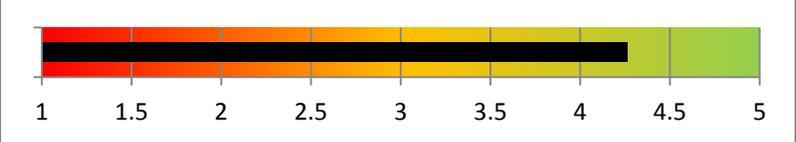
Governor survey outcome	Resulting possible proposal(s)	Some thoughts on how we might go about it								
<p>1. Would you support alignment of the work plans and agendas of the following sub groups with relevant Board Committees:</p> <div data-bbox="128 695 921 922" style="border: 1px solid black; padding: 5px; margin: 10px 0;"> <table border="1" style="display: none;"> <caption>Survey Results Data</caption> <thead> <tr> <th>Subgroup</th> <th>Score (1-5)</th> </tr> </thead> <tbody> <tr> <td>Staff &amp; Resources</td> <td>4.5</td> </tr> <tr> <td>Patient, Safety &amp; Experience</td> <td>4.5</td> </tr> <tr> <td>Finance, Planning &amp; Performance</td> <td>4.5</td> </tr> </tbody> </table> </div> <p>Conclusion There appears strong support for this initiative.</p>	Subgroup	Score (1-5)	Staff & Resources	4.5	Patient, Safety & Experience	4.5	Finance, Planning & Performance	4.5	<p>It is proposed that workplans and agendas of Patient Safety and Experience (PSE)/Staff and Resources (S&amp;R) and Finance, Planning and Performance (F,P&amp;P) will be aligned with relevant Board Committees.</p>	<ul style="list-style-type: none"> <li>• Workplans and agendas will be routinely shared between PSE/S&amp;R and the Quality and Governance Board Committee and between F,P&amp;P and the Performance Board Committee via inclusion on the relevant sub group/Board Committee agendas as standing ‘for info’ items.</li> <li>• The Board Committee Chair will, at each sub group meeting, present their report to the relevant sub group highlighting levels of assurance attained and seeking feedback from the sub group on any issues covered by the report. This feedback, where appropriate will be reported by the committee chair to the next Board Committee meeting and a response provided back to the sub group.</li> <li>• Sub group/Board Committee workplans and agendas will be</li> </ul>
Subgroup	Score (1-5)									
Staff & Resources	4.5									
Patient, Safety & Experience	4.5									
Finance, Planning & Performance	4.5									

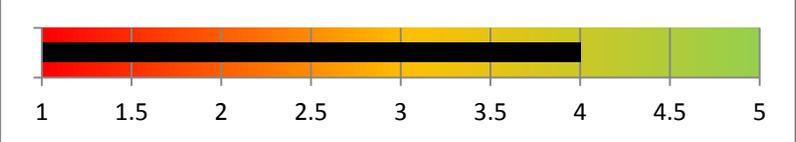
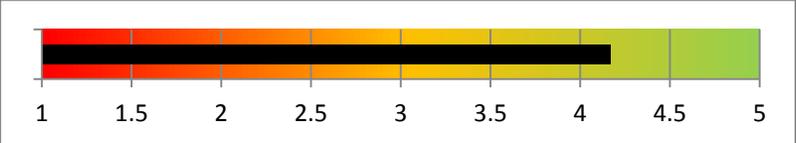
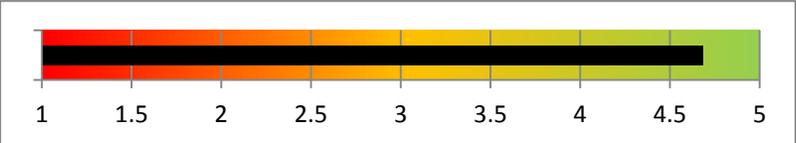
Governor survey outcome	Resulting possible proposal(s)	Some thoughts on how we might go about it												
		<p>routinely reviewed jointly by sub group and Board Committee chairs. The Chairs will jointly identify any issue which merit specific focus at a sub group or Board Committee for assurance or other purposes.</p> <ul style="list-style-type: none"> <li>• Exec Directors would not routinely attend subgroups with, instead, NEDs being regular attendees. FP&amp;P and PSE/S&amp;R (see outcome 2 below) would each be supported by 2 NEDs with at least 1 NED attending each subgroup meeting</li> </ul>												
<p>2. Would you support discontinuing any of the following sub groups to transfer their functions to other meetings and/or to ensure sufficient NED capacity to support them?</p>  <table border="1"> <caption>Survey Results for Discontinuing Subgroups</caption> <thead> <tr> <th>Subgroup</th> <th>Support Level (1-5)</th> </tr> </thead> <tbody> <tr> <td>Staff &amp; Resources</td> <td>~2.8</td> </tr> <tr> <td>Patient, Safety &amp;...</td> <td>~2.2</td> </tr> <tr> <td>Finance, Planning &amp;...</td> <td>~2.6</td> </tr> <tr> <td>Corporate Assessment...</td> <td>~3.4</td> </tr> <tr> <td>Chairs' Sub Group</td> <td>~2.4</td> </tr> </tbody> </table> <p>Conclusion There appears support for discontinuing CAG and retaining the other</p>	Subgroup	Support Level (1-5)	Staff & Resources	~2.8	Patient, Safety &...	~2.2	Finance, Planning &...	~2.6	Corporate Assessment...	~3.4	Chairs' Sub Group	~2.4	<p>A possible proposal would be to:</p> <ul style="list-style-type: none"> <li>• Retain F,P&amp;P in its current form</li> <li>• Retain Chairs sub group (CSG) but with a revised membership</li> <li>• Bring together PSE and S&amp;R into one sub group</li> <li>• Discontinue Corporate Assessment Group (CAG)</li> </ul>	<ul style="list-style-type: none"> <li>• There is no dedicated Board Cttee for staff and resources and therefore there is no ability to directly align S&amp;R with a Board Cttee. However, the remit of the Q and G Cttee does encompass these matters. It is therefore suggested that it would be possible to, as part of the sub group/Board Committee alignment process, bring together under one sub group the remit of PSE and S&amp;R. This integration would also be consistent with documented research that demonstrates a correlation between the quality of patient care and the capacity and capability of an organisation's human resources.</li> </ul>
Subgroup	Support Level (1-5)													
Staff & Resources	~2.8													
Patient, Safety &...	~2.2													
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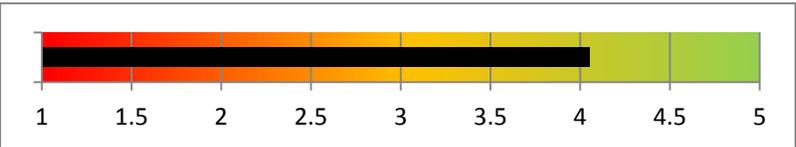
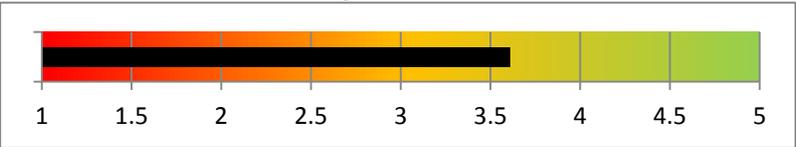
Governor survey outcome	Resulting possible proposal(s)	Some thoughts on how we might go about it
<p>subgroups in their current forms. Based on the survey scores there seems relatively more appetite for change in relation to S&amp;R than PSE and FP&amp;P.</p>		<p>The bringing together of the two sub groups will also allow continuity/consistency of NED attendance at the merged group.</p> <ul style="list-style-type: none"> <li>• It is therefore suggested that a joint meeting of PSE and S&amp;R (with the current NED leads for these groups also in attendance) takes place between the January and March 2018 CoGs to explore the potential remit, benefits and feasibility of a newly formed PSE/S&amp;R sub group.</li> <li>• It is suggested to discontinue the CAG. It is therefore further suggested that the scrutiny of the Board of Directors meetings' discussions and decisions (the main purpose of CAG) will in future be discharged through: <ul style="list-style-type: none"> <li>– The agenda and minutes of BoD meetings will be included as a standard item on the CSG agenda. In addition, the Lead Governor, on those occasions s/he attends the BoD meetings, will provide a short report to the CSG on key issues. The CSG will use these information sources to determine any matters on which they believe Governors should receive further clarification or</li> </ul> </li> </ul>

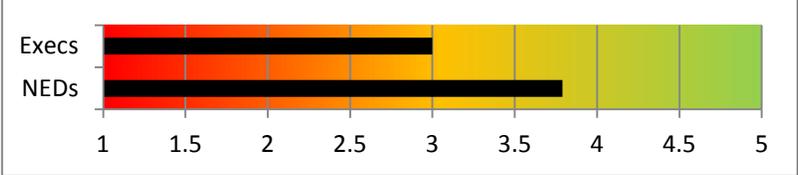
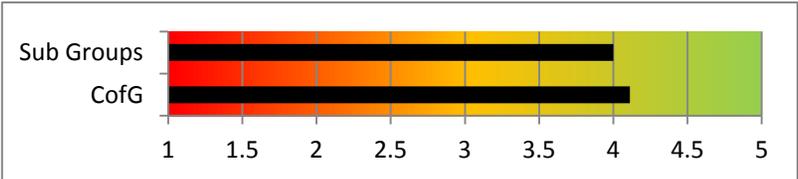
Governor survey outcome	Resulting possible proposal(s)	Some thoughts on how we might go about it
		<p>assurance and the best mechanism for doing so.</p> <ul style="list-style-type: none"> <li>– The encouragement of all governors to attend at least one BoD meeting per annum. (See governor survey outcome 3 below).</li> <li>– Greater focus on assurances being achieved through sub group Board Committee alignment (see governor survey outcome 1 above).</li> </ul> <ul style="list-style-type: none"> <li>• If the number of sub groups was reduced in line with the options outlined above, it is suggested that the CSG membership should be expanded to comprise Chairs, Vice Chairs, and the Lead Governor.</li> </ul>
<p>3. Would you support putting arrangements in place for more Governors to attend the Board of Directors meetings, to ensure oversight of the contribution of NEDs?</p>  <p>Conclusion There appears strong support for this initiative.</p>	<p>It is proposed that an arrangement is put in place for more Governors to attend the Board of Directors meetings.</p>	<p>To strengthen Governor oversight of the contribution to NEDs (holding to account role) it is suggested that:</p> <ul style="list-style-type: none"> <li>• One option would be for Membership &amp; Governance sub group (M&amp;G) developing, populating and monitoring a 'governor attendance rota' for Board of Directors meetings</li> <li>• All governors will be encouraged to participate in the rota and attending at least one BoD meeting per annum as part of their holding</li> </ul>

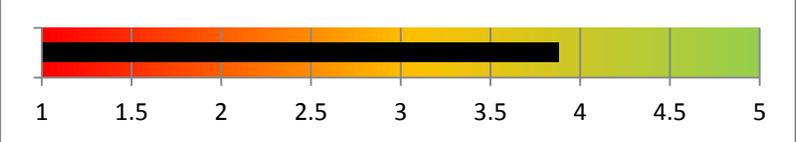
Governor survey outcome	Resulting possible proposal(s)	Some thoughts on how we might go about it
		to account role and as part of their ongoing training and development
<p>4. Do you support holding the Council of Governors pre-meet on a separate day to enable questions or issues to be submitted in advance of meetings?</p>  <p>Conclusion There appears to be strong support for the initiative.</p>	<p>It is suggested that the governor pre-meeting is rescheduled so that it takes place at least 5 days before the forthcoming CoG meeting. This will enable material/time critical questions or issues to be submitted by the Lead Governor to the FT office in a timely way thereby allowing, where possible, responses to be provided as part of the 'Environmental update from Governors' agenda item.</p>	
<p>5. Would you support more Governor led items on the Council of Governors' agenda e.g. verbal reports on the work of the sub groups, governor reports from events?</p>  <p>Conclusion There appears to be strong support for this initiative.</p>	<p>There should be more governor-led items on the CoG agenda.</p>	<p>It is suggested that this could be achieved in a number of ways including but not limited to:</p> <ul style="list-style-type: none"> <li>• Active consideration of this commitment by the CSG when planning CoG agendas</li> <li>• Identification of potential governor led items via governor pre-meet discussions</li> <li>• Sub group/Board Committee discussion and agreement over issues within their joint remit which would benefit from governor led discussion at full CoG meetings.</li> <li>• Consideration by CoG/Chairs sub</li> </ul>

Governor survey outcome	Resulting possible proposal(s)	Some thoughts on how we might go about it
		<p>group to extend invitations to external speakers/contributors to facilitate governor debate on wider system/policy issues</p>
<p>6. Would you support more NED led items on the Council of Governors' agenda?</p>  <p>Conclusion There appears to be strong support for this initiative.</p>	<p>It is proposed that, in principle, there should be more NED led items scheduled at CoG meetings but this should be on a 'specific purpose' basis.</p>	<ul style="list-style-type: none"> <li>• NED led items might comprise reports from Board Committee chairs however the benefit of such presentations may be restricted due to equivalent discussions taking place in the future at sub group level.</li> <li>• A further potential focus for a NED led item may be where NEDs are invited to provide commentary/assurance on key strategic decisions taken by the Board of Directors</li> </ul>
<p>7. Would you support introducing a (Trust) Chair's report focusing on leadership and governance for information and questions as required?</p>  <p>Conclusion There appears to be strong support for this initiative.</p>	<p>It is proposed to continue with the inclusion of a Trust Chair's report focusing on leadership and governance for information and questions as required on CoG agendas.</p>	
<p>8. Would you support providing the Chief Executive's written report in its current format for information and questions as required?</p>	<p>It is proposed to continue providing the Chief Executive's</p>	

Governor survey outcome	Resulting possible proposal(s)	Some thoughts on how we might go about it
 <p>Conclusion There appears to be support for this initiative.</p>	<p>written report in its current format for information and questions as required,</p>	
<p>9. Would you support retaining the opportunity for general questions to the Chief Executive?</p>  <p>Conclusion There appears to be strong support for this initiative.</p>	<p>It is proposed to continue retaining the opportunity for general questions to the Chief Executive.</p>	
<p>10. Would you support having the opportunity to question NEDs on the work of Board Committees and the Board of Directors meeting?</p>  <p>Conclusion There appears to be very strong support for this initiative</p>	<p>It is proposed to provide the opportunity to question NEDs on the work of Board Committees and the Board of Directors meeting.</p>	<p>It is suggested that governors should have the opportunity to question NEDs on:</p> <ul style="list-style-type: none"> <li>• The work of Board Committees via the strengthening of the alignment between Board Committees and sub groups as described in outcome 1 above.</li> <li>• The work of the Board of Directors through the receipt of BoD agendas and minutes at CSG meetings and the opportunity at these meetings to raise issues or clarification</li> </ul>

Governor survey outcome	Resulting possible proposal(s)	Some thoughts on how we might go about it
		and/or assurance on specific agenda items as described in outcome 2.
<p>11. Would you support more group-based work at the Council of Governors' meetings to allow for greater interaction and contribution from individual Governors?</p>  <p>Conclusion There appears to be strong support for this initiative.</p>	<p>It is proposed that the Chairs Sub Group, in setting CoG agendas, will give pro-active consideration to adopting a group work approach to (at least) one agenda item at each CoG meeting.</p>	
<p>12. Would you support discussing future agenda items as part of the Council of Governors meeting?</p>  <p>Conclusion There appears to be support for this initiative.</p>	<p>It is suggested that all governors should have the opportunity to propose future agenda items during CoG meetings if and when ideas emerge during discussions.</p>	<p>Ideas for future CoG agenda items already emanate from a variety of sources including CSG, governor pre-meets, and sub groups. The introduction of a formal discussion item on future agenda items at CoG meetings will add further time pressure to CoG agenda timings.</p>
<p>13. Would you support the NEDs/Exec Directors attending all the private sessions of the Council of Governors meeting (unless there is a specific item which is confidential)?</p>	<p>It is suggested that all NEDs are invited to attend all the private sessions of the Council of Governors meeting as a matter of routine (unless there is a specific item which is</p>	

Governor survey outcome	Resulting possible proposal(s)	Some thoughts on how we might go about it
 <p>Execs</p> <p>NEDs</p> <p>1 1.5 2 2.5 3 3.5 4 4.5 5</p> <p>Conclusion There appears there is support for NED attendance, whilst governors' views on Exec attendance is more mixed.</p>	<p>confidential) Individual Execs would be invited to attend for those items where their contributions were considered by governors to be helpful.</p>	
<p>14. In order to ensure Governors are better informed of organisational risks, do you think these should be reported/considered through</p>  <p>Sub Groups</p> <p>CofG</p> <p>1 1.5 2 2.5 3 3.5 4 4.5 5</p> <p>Conclusion There appears to be support for this initiative.</p>	<p>It is proposed that the summary Organisational Risk Register is presented at both F,P&amp;P and PSE/S&amp;R sub groups. Each of these sub groups would also receive the detailed ORR that is presented to their 'partnering' Board Committee. The F,P&amp;P sub group would therefore receive details of the ORR risks assigned to the Performance Ctte, and the PSE/S&amp;R group would receive the risks assigned to the Quality &amp; Governance Ctte. Where sub groups wish to raise a specific risk on the ORR at full CoG, this can be proposed to CSG for consideration as part of the agenda planning processes.</p>	
<p>15. Should service visits be undertaken jointly with NEDs where possible?</p>	<p>It is proposed that governors can continue 'governor only' service</p>	

Governor survey outcome	Resulting possible proposal(s)	Some thoughts on how we might go about it
 <p data-bbox="130 493 676 557"> <b>Conclusion</b>            There appears to be support for this initiative.         </p>	<p data-bbox="1005 271 1339 334">visits, however they will be encouraged to invite a NED.</p> <p data-bbox="1005 376 1388 475">NEDs will also be encouraged to invite governors to their service visits.</p>	

2<sup>nd</sup> January 2018