### Title
- Responding to Board Governance Review and Governors Support Group Event Outcomes

### Purpose
- For Discussion

### History
- This item was to be discussed at the Trust Board and Council of Governors joint seminar on 29 March, but is now brought to the Council of Governors meeting.
Responding to Board Governance Review and Governors Support Group Event Outcomes

1. Purpose

1.1 The purpose of this brief paper is to aid the Council of Governors in its consideration of the outcomes arising from the Board Governance Review undertaken in late 2016, and the NHS Employers Governors Support Group engagement event conducted in February 2017. A common outcome associated with these two separate interventions is the recognised need for members of the Board and members of the Council of Governors to consider how they can more effectively work together for the benefit of the organisation.

2. Background and Context

2.1 The scope of the Board Governance Review was focused around two principal considerations, which are aligned with the CQC’s characteristics of ‘good’ under its well-led domain, namely:

- Are there clear roles and accountabilities in relation to Board governance? Characterised by:
  - the Board and other levels of governance within the organisation, including the sub-committees of the Board, functioning effectively and interacting with each other appropriately; and
  - structures, processes and systems of accountability, including the governance and management of partnerships, joint working arrangements and shared services, being clearly set out, understood and effective.

- Does the Board have (and how will the Board in the future ensure that it retains) the collective skills and capability to effectively lead the organisation? Characterised by:
  - the Board having the experience, capacity and capability to ensure that the strategy can be delivered;
  - appropriate experience and skills being maintained through effective selection, development and succession processes; and
  - leadership being knowledgeable about quality issues and priorities, understanding what the challenges are, and taking appropriate action to address them.

2.2 In undertaking their Review activity, the Capsticks LLP Governance Consultancy Service representatives sought the independent views of all members of the Board and other key partners, including the Council of Governors; members of the Trust Management Executive; and senior leaders of neighbouring health care organisations and universities.

2.3 In addition to interviewing all members of the Trust Board, in order to gain their views on Board and Committee focus and effectiveness, and Trust governance, the Capsticks team also conducted focus group work with members of the Council of Governors, and observed a full meeting of the Council. A principal aim of this activity was to ascertain Governors’ views on how the Board operates and works with them.
2.4 A recommendation arising from the Board Review Report is that the Board and Council of Governors should identify ways in which the two bodies can best work together to ensure both are able to fulfil their roles effectively. This same theme was again highlighted during a recent engagement event facilitated by the NHS Employers Governors Support Group and attended by a number of Trust Governors.

3. **Next Steps**

3.1 These outcomes need to be further considered, with the aim of agreeing how the working relationships between the Trust Board and the Council of Governors should be strengthened. The summary information presented at Appendix 1 is provided as a means to aid discussion within the Council of Governors.

**Appendix:**

1. Effective Working between the Board and Council of Governors (summary information to aid discussion)

Mark Power

Director of OD and Workforce

30 March 2017
Effective Working between the Board and Council of Governors

For Discussion

Meeting of the Council of Governors

7 April 2017
Section 5.5 - Council of Governors (comments relating to focus group discussions):

“We were impressed by their (Governors) commitment to the success of the Trust and their part in this, and the time they are prepared to devote to their role”

“…. the Council of Governors would value more interaction with the Board and, if they could get to know them better, felt that it would help their work”

“…. joint meetings of the Board and Governors …. helpful to have more time for discussion …. ”

“Some Governors suggested that there should be a standing item relating to the Council of Governors at Board meetings”
Recommendation 3

“Identify how the Board can best work with the Council of Governors to enable both to carry out their roles effectively”
Engagement Event - February 2017 (improvement areas highlighted by Trust Governors):

- **Conduct of** (Council of Governors) **meetings**
- **Communications from ‘the Trust’**
- **Consultation of Governors by ‘the Trust’**
- Forward planning of Governors’ work
- Time allowed to fulfil statutory duties
- **Valuing all members** (of the Council of Governors) **and their contributions**
- **Processes and systems** (?)
- Cohesion/attendance (at meetings of the Council of Governors)
- **Access to useful meetings/seminars**
- **More contact between the Council of Governors and the Board**, especially constituencies outside of Oxford
- Consistent method of distributing papers
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