

**Council of Governors Meeting: Thursday 28 April 2016**  
**CoG2016.09**

<b>Title</b>	<b>Council of Governors Future Working Arrangements</b>
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<b>Purpose</b>	For decision.
<b>History</b>	CoG2015.10 Remuneration and Nominations Committee CoG2016.03 Update on the Nominations and Remuneration Committee and the Membership Working Group

## Executive Summary

1. This document considers the use of subcommittees, the interaction with non-executive directors, the frequency of meetings and the role of the Lead Governor. Options and recommendations are proposed in each case for the consideration of the Council.
2. A number of possible options for allocating responsibilities between sub-committees have emerged as follows:
  - 2.1. **Option A** - Two committees:
    - Membership, Patient Experience and Quality
    - Performance, Workforce and Finance
  - 2.2. **Option B** – Two committees:
    - Membership, Public Involvement and Patient Experience
    - Performance, Finance and Quality
  - 2.3. **Option C** – Three committees:
    - Public Involvement and Membership
    - Quality and Patient Experience
    - Finance, Governance and Strategy
3. Including the existing Nominations and Remuneration Committee, these proposals would result in the Council having either three or four sub-committees.
4. Following agreement of the remit of sub-committees, it is proposed that individuals interested in joining the membership of each express their interest to the Chairman who will then compose committees of a suitable size and with an appropriate balance in membership.
5. Draft terms of reference can then be developed and circulated for comment to governors prior to presentation for approval to the Council of Governors' July meeting.
6. The need for a strong working relationship between governors and non-executive directors in order for the Council to fulfil its role is recognised. Governors and non-executive directors will wish to consider what other arrangements might best support the development of this relationship and this may best be done through the arrangement of a joint workshop.

## Recommendation

7. The Council of Governors is asked to **choose** between the various options for the allocation of responsibilities between sub-committees and to **agree** the proposed arrangements for forming the selected committees.
8. It is recommended that the governors **consider** proposing to the Board of Directors that a joint workshop be coordinated.

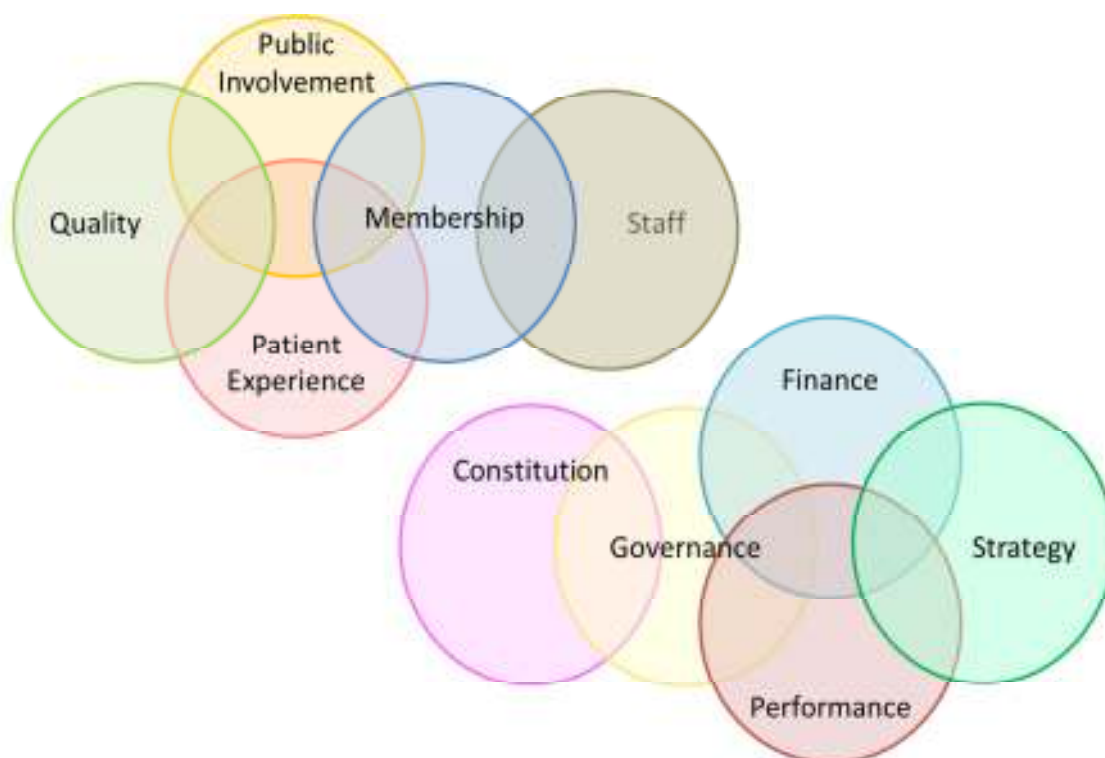
## Council of Governors Future Working Arrangements

### 1. Introduction

- 1.1. Discussions took place with other foundation trusts at the Council of Governors seminar on 3 March about their use of subcommittees and other working arrangements. Further to this event and incorporating input from governors on the Web Forum, this paper presents a series of proposals for future arrangements for OUH's Council of Governors.
- 1.2. This document considers the use of subcommittees, the interaction with non-executive directors, the frequency of meetings and the role of the Lead Governor. Options and recommendations are proposed in each case for the consideration of the Council.

### 2. Council of Governor Subcommittees

- 2.1. The Council's Nominations and Remuneration Committee has already been established and is required by statute. This is therefore not included in the diagram below.
- 2.2. The trusts involved in the seminar on 3 March have committees covering a range of different areas. The Venn Diagram below illustrates these, providing an indication of areas of overlap, although recognising that these are not exhaustive and that other interactions between the areas illustrated can be envisaged.



- 2.3. It should be highlighted that the Council of Governors may not delegate any of its statutory duties to a sub-committee and that the role of these committees would be to undertake defined work on behalf of the Council and to make recommendations to it.

- 2.4. Based on this and following discussion on the Governors Web Forum, a number of possible options for allocating responsibilities between sub-committees have emerged as follows:
- 2.4.1. **Option A** – Two additional committees:
- Membership, Patient Experience and Quality
  - Performance, Workforce and Finance
- (The first of these would also incorporate Public Involvement)
- 2.4.2. **Option B** – Two additional committees:
- Membership, Public Involvement and Patient Experience
  - Performance, Finance and Quality
- (The key difference is in the committee to which 'Quality' is assigned.)
- 2.4.3. **Option C** – Three additional committees:
- Public Involvement and Membership
  - Quality and Patient Experience
  - Finance, Governance and Strategy
- 2.5. A larger number of committees clearly increases the overall time commitment for governors as well as the capacity that is required within the Trust in order to ensure that these are adequately supported. Including the existing Nominations and Remuneration Committee, these proposals would result in the Council having either three or four sub-committees. The Council may wish to begin with a smaller number of committees and then split these subsequently should this prove necessary.
- 2.6. Governors may either wish to align 'Quality' with 'Patient Experience' or to include it in a different sub-committee where it can be balanced with 'Finance'. The former reflects more closely the arrangements in the current Board sub-committees.
- 2.7. It has been suggested that governors establish oversight and coordination of the subcommittees via an Overview and Monitoring Committee. Since decision-making cannot be delegated from Council of Governors, however, it is not recommended that this additional level of hierarchy be introduced at this stage as it is likely to lead to duplication.
- 2.8. The implications of these arrangements for the existing Membership Working Group should be noted. This is currently a time-limited group to make recommendations to the Council. Once it has reported, its functions should be overtaken by a relevant ongoing sub-committee and it is likely that current members of the Group may wish to put themselves forward for this.
- 2.9. Following agreement of the remit of sub-committees, it is proposed that individuals interested in joining the membership of each express their interest to the Chairman (through the Programme Manager, Neil Scotchmer). The Chairman will then use this information to compose committees of a suitable size and with an appropriate balance in membership.
- 2.10. Draft terms of reference can then be developed and circulated for comment to governors prior to presentation for approval to the Council of Governors' July meeting.
- 2.11. The Council of Governors is asked to **choose** between the various options for the allocation of responsibilities between sub-committees and to **agree** the proposed arrangements for forming the selected committees.

### 3. Relationship between Council of Governors and Non-Executive Directors

- 3.1. The need for a strong working relationship between governors and non-executive directors in order for the Council to fulfil its role is recognised and was emphasised at the March seminar.
- 3.2. It is likely that this may in part be developed and sustained through the attendance of governors at Board committees.
- 3.3. Governors and non-executive directors will wish to consider what other arrangements might best support the development of this relationship and this may best be done through the arrangement of a joint workshop.
- 3.4. It is recommended that the governors **consider** proposing to the Board of Directors that such a workshop be coordinated.

### 4. Frequency of Council of Governors Meetings

- 4.1. Some governors have suggested that Council meetings are not regular enough to make sufficient progress with the business required.
- 4.2. In part it is expected that establishing sub-committees will allow issues to be progressed outside full Council meetings. It should also be noted that increasing the frequency of meetings would increase time demands for both governors and Trust staff attending and supporting these meetings.
- 4.3. It is recommended that the Council of Governors review the length and frequency of meetings in October prior to confirmation of the meeting schedule for 2017.

### 5. Lead Governor

- 5.1. A number of governors have suggested in considering these arrangements that the role of the Lead Governor should be revised and extended.
- 5.2. It is recommended that, as agreed by the Council at its meeting in October 2015, a review of this role should occur at the Council's meeting in October this year with any changes to the role triggering a new election for Lead Governor.

### 6. Recommendations

- 6.1. The Council of Governors is asked to **choose** between the various options for the allocation of responsibilities between sub-committees and to **agree** the proposed arrangements for forming the selected committees.
- 6.2. It is recommended that the governors **consider** proposing to the Board of Directors that a joint workshop be coordinated.

Neil Scotchmer  
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April 2016