

**Council of Governors Meeting: Tuesday 20 November 2018**  
**CoG2018.39**

<b>Title</b>	<b>Appointment of Lead Governor</b>
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<b>Purpose</b>	For discussion and approval.
<b>History</b>	

## Executive Summary

1. This paper sets out the mechanism by which it is proposed to hold an election to the role of Lead Governor.
2. The current Lead Governor was elected for a term of one year, up to 1 December 2018.
3. An election to the role of Lead Governor will be triggered by the expiry of that term.
4. **Recommendation**  
The Council of Governors is asked:
  - i. To **note** that election to the role of Lead Governor will be triggered by the expiry of the term of the current post-holder on 1 December 2018;
  - ii. To **agree** that the existing Lead Governor, if willing, be asked to continue in the role until such time as the appointment process is complete in order to prevent a temporary vacancy in the role;
  - iii. To **agree** the mechanism for election to the role of Lead Governor by secret postal ballot (employing a 'double envelope' process, to ensure that the identities of those voting for each candidate remain secret from Trust staff);
  - iv. To **consider** whether or not Council wishes to propose any increase to the current term of Lead Governor; and
  - v. To **agree** the deadline by which self-nominations, accompanied by a brief supporting statement [less than a side of A4], must be received by email to [company.secretary@ouh.nhs.uk](mailto:company.secretary@ouh.nhs.uk) by 30 November, 2018.

## Role of the Lead Governor

### 1. Background

- 1.1. Under the Constitution<sup>1</sup> the Council of Governors is required to nominate a lead governor, to facilitate direct communication between Monitor [now NHS Improvement] and the Council of Governors in the limited circumstances where it may not be appropriate to communicate through the normal channels.
- 1.2. Appendix B of Monitor's NHS Foundation Trust Code of Governance<sup>2</sup> suggests the following specific elements to the lead governor role:
  - To facilitate communication between Monitor and the Council of Governors, in particular where it would not be appropriate for this to occur through normal channels;
  - To be a point of contact should Monitor have concerns regarding board leadership provided to the Trust;
  - To be a point of contact should Monitor have concerns that appointments, elections or other material decisions have been inappropriate or not complied with the Trust's Constitution; and
  - To initiate communication where the Council or individual governors wish to contact Monitor.
- 1.3. The guidance also notes that "[the] lead governor should take steps to understand Monitor's role, the available guidance and the basis on which Monitor may take regulatory action."
- 1.4. Under Annex 8 of Appendix 2 of the Constitution, the lead governor may also have a role in the event of a dispute between the Council of Governors and the Board of Directors. Annex 8 of Appendix 2 states that:

"If the Chairman is unable to resolve the dispute he/she shall agree with the Lead Governor the appointment of a joint special committee constituted as a committee of the Board of Directors and a committee of the Council of Governors, both comprising equal numbers, to consider the circumstances and to make recommendations to the Council of Governors and the Board of Directors with a view to resolving the dispute. The Chairman and Lead Governor shall agree whether the joint special committee shall be chaired by an independent person to facilitate resolution."
- 1.5. Prior to the previous election to the role of Lead Governor an extended definition of the role was approved by the Council of Governors and the Board of Directors, in particular to allow for the Lead Governor's involvement in the development of the agenda for the Council.

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<sup>1</sup> OUH Constitution Annex 6 Section 13 <https://www.ouh.nhs.uk/about/foundation-trust/documents/constitution.pdf>

<sup>2</sup> [https://www.gov.uk/government/uploads/system/uploads/attachment\\_data/file/327068/CodeofGovernanceJuly2014.pdf](https://www.gov.uk/government/uploads/system/uploads/attachment_data/file/327068/CodeofGovernanceJuly2014.pdf)

- 1.6. Cecilia Gould, Public Governor, Oxford City was appointed to the role of Lead Governor in December 2017, for a term of one year, and is thanked for her service in that role.
- 1.7. An election to the role of Lead Governor will be triggered by the expiry of the term of the current post-holder.
- 1.8. The Council of Governors is invited to provide nominations to stand for election to the role of Lead Governor.

## 2. Process for appointment to the role of Lead Governor

- 2.1. An election to the role of Lead Governor needs to be held in anticipation of expiry of the term of the current post-holder on 1 December, 2018.
- 2.2. It is recommended to follow the appointment process originally endorsed by the Council of Governors at its meeting on 21 October 2015, namely that selection of the lead governor be by secret ballot following self-nomination. Individuals wishing to nominate themselves would be asked to do so by submitting a brief statement to the office of the OUH NHS Foundation Trust Board Secretary for circulation to all governors.
- 2.3. The vote would then take place via a secret postal ballot coordinated through the foundation trust office. A 'double envelope' process will be employed such that the identities of those voting for each candidate remain secret from Trust staff.

## 3. Amendment to Terms and Conditions

- 3.1. The Council of Governors is asked to consider whether it wishes to amend the terms of appointment to lengthen the term of office for the Lead Governor. This proposal emerged from discussions with new governors during induction.
- 3.2. It has been suggested that a one-year appointment might not provide the Lead Governor with sufficient opportunity to fully engage in the role before potentially being succeeded by another candidate and it is therefore proposed that the Council consider extending this to a two year term of office. Such a revision would not prevent the term being shortened should the Lead Governor choose to stand down earlier or otherwise become ineligible to occupy the position.

## 4. Recommendation

The Council of Governors is asked:

- i. To **note** that election to the role of Lead Governor will be triggered by the expiry of the term of the current post-holder on 1 December 2018;
- ii. To **agree** that the existing Lead Governor, if willing, be asked to continue in the role until such time as the appointment process is complete in order to prevent a temporary vacancy in the role;
- iii. To **agree** the mechanism for election to the role of Lead Governor by secret postal ballot (employing a 'double envelope' process, to ensure that the identities of those voting for each candidate remain secret from Trust staff);

- iv. To **consider** whether or not Council wishes to propose any increase to the current term of Lead Governor; and
- v. To **agree** that the deadline by which self-nominations, accompanied by a brief supporting statement [less than a side of A4], must be received by email to [company.secretary@ouh.nhs.uk](mailto:company.secretary@ouh.nhs.uk) be 30 November, 2018.

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November 2018