

Cover Sheet

Council of Governors: Wednesday 4 September 2025

CoG2025.09

Title: **Lead Governor and Committee Succession Planning Arrangements**

Status: **For Decision**

History: **CoG2022.18 Lead Governor Role and Arrangements for Deputising for the Lead Governor**

Board Lead: **Trust Chair**

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Confidential: **No**

Key Purpose: **Strategy**

Lead Governor and Committee Succession Planning Arrangements

1. Purpose

- 1.1. This paper outlines proposals to ensure that more robust succession planning and resilience are in place for the role of the Lead Governor and the Council's committees.

2. Background

The Lead Governor Role

- 2.1. All NHS foundation trusts are asked to nominate a lead governor, to facilitate direct communication between the Council of Governors and NHS England in the limited circumstances where it may not be appropriate to communicate through the normal channels.
- 2.2. 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.
- 2.3. The Council of Governors has also chosen to agree an extended definition of the role allowing the post-holder to play a role in setting the agenda for meetings of the Council of Governors and to act as a point of contact for the Council with governors in other organisations across the healthcare system.
- 2.4. The time commitment for the role can be quite variable and additional tasks include monthly meetings with Trust Chair and Vice-Chair, the coordination and chairing of governor pre-meets and meetings with other Lead Governors.
- 2.5. Any governor is eligible to stand for the role of Lead Governor.
- 2.6. Given this expanded role it was agreed in 2022 that the chairs of governor committees may act as deputies for the Lead Governor where required.
- 2.7. A role description for the Lead Governor is attached as Appendix 1.
- 2.8. The role of Lead Governor is currently held by Graham Shelton, Public Governor, West Oxfordshire, who was last re-elected to the role in March 2025. His current term of office is due to expire on 1 April 2026.

Governor Committees

- 2.9. The Council of Governors has three committees: the Remuneration, Nominations and Appointments Committee (RNAC), the Patient Experience, Membership and Quality Committee (PEMQ) and the Performance, Workforce and Finance Committee (PWF).

- 2.10. Under their terms of reference the membership of committees is determined by the Chair of the Council of Governors from amongst those members of the Council of Governors who express an interest in joining it with consideration given to the required skills and experience, and of ensuring an appropriate balance between public, staff and stakeholder governors.
- 2.11. For PEMQ and PWF a governor chosen by the members of the Committee from amongst its membership acts as Chair of the Committee.
- 2.12. The terms of reference for RNAC state that the Committee will normally be chaired by the Trust Chair. There is also a requirement for the Committee to have a Vice-Chair selected from amongst the governor members as there are regular items of Committee business where the Trust Chair will have a conflict of interest, for example when the Committee is considering the Chair's re-appointment or remuneration. The Committee will then be chaired by the Committee Vice-Chair. This role is for most purposes regarded as the equivalent of the PWF and PEMQ Chair roles, for example through inclusion in quarterly meetings with the Trust Chair.
- 2.13. The terms of reference for PEMQ and PWF do not explicitly allow for a Vice-Chair but allow that if the Chair is absent from the meeting or is absent temporarily on the grounds of a declared conflict of interest, a chair the governors that are present shall appoint, shall preside.
- 2.14. Current Committee memberships are included at Appendix 2.

3. Creation of a Deputy Lead Governor Role

- 3.1. With the Lead Governor's role expanding since the Council of Governors was established, it is recommended that measures be considered that ensure a smooth transition and prepare a successor.
- 3.2. It is therefore proposed that a Deputy Lead Governor be selected alongside the Lead Governor who would act as a Lead Governor Elect when the current Lead Governor stands down. This individual would also be able to share the Lead Governor duties and act as a deputy where appropriate.
- 3.3. Any governor (public, staff or appointed) would be eligible to stand for the role of Deputy Lead Governor unless their term of office is due to end the following year and they would not be eligible to stand for re-election.
- 3.4. Should governors support this approach then it is proposed that the Corporate Governance Team develop appropriate procedures to support this process.
- 3.5. It would be helpful for governors to consider the extent to which they would like this approach to support an enforced regular rotation of the Lead Governor or to allow for a Lead Governor to remain in the role for an

extended period with the support of the Council. This could include agreeing a maximum term of office in the role.

4. Committee Vice-Chairs and Arrangements for Continuity

- 4.1. Challenges with smooth succession have previously also emerged with the Committee Chair role and there have also been occasions on which there has been substantial turnover in committee membership following elections, disrupting the effectiveness of committees.
- 4.2. It is proposed that a similar approach to that proposed for the Lead Governor be taken and that Committee Vice-Chairs be established for PEMQ and PWF who could deputise for the Committee Chair and act as possible though not inevitable successors for the role. If supported by the Council then terms of reference would be amended to explicitly allow for this.
- 4.3. Terms of reference currently propose that membership be reviewed annually and it is proposed that this process be made more formal to ensure in particular that a committee is not exposed to the loss of a large proportion of its membership at a single election and with chairs and their deputies expected to provide continuity.

5. Recommendations

- 5.1. The Council of Governors is asked to:
 - a) approve the recommendation that proposals be developed for the creation of a Deputy Lead Governor role to share the duties of the Lead Governor and to act as a Lead Governor Elect; and
 - b) approve the recommendation that terms of reference for PEMQ and PWF be amended to allow for Vice-Chairs to be selected.

Role of the Council of Governors' Lead Governor

1. Role Summary

- 1.1. All trusts must nominate a lead governor in accordance with the code of governance for NHS provider trusts.
- 1.2. The lead governor has responsibilities defined by the council of governors which are in accordance with the code of governance. It is important to note that the role of lead governor does not hold additional authority on the council, with all governors sharing responsibilities as a collective body.
- 1.3. The lead governor is appointed by the council of governors and must be an existing governor.
- 1.4. Any governor can register their interest to be appointed as a lead governor, though a governor's role (e.g., staff, public, nominated etc.) on the council and the potential for conflicts of interest will be considered at appointment where relevant.
- 1.5. The lead governor serves a term of one year, with the option for re-election annually, for a period up to the full term of the governor appointment.
- 1.6. The appointment will be conducted in accordance with a process agreed by the council of governors, currently an anonymous electronic ballot.

2. Responsibilities

- 2.1. The lead governor has a role in facilitating direct communication between NHS England and the NHS foundation trust's council of governors. It is not anticipated that there will be regular direct contact between NHS England and the council of governors in the ordinary course of business and communication will be in a limited number of circumstances.
- 2.2. The main circumstances where NHS England will contact a lead governor are where there are concerns about the board leadership provided to an NHS foundation trust, and those concerns may in time lead to the use of NHS England's formal powers to remove the chair or non-executive directors.
- 2.3. The role of the lead governor in these circumstances will be to facilitate communication to enable NHS England to understand the views of the governors as to the capacity and capability of these individuals to lead the trust, and to successfully rectify any issues, and also for the governors to understand NHS England's concerns.
- 2.4. The other circumstance where NHS England may wish to contact a lead governor is where, NHS England have been made aware that the process for the appointment of the chair or other members of the board, or elections for governors or other material decisions, may not have complied with the NHS foundation trust's constitution, or alternatively, while complying with the trust's constitution, may be inappropriate. In such circumstances, where the chair, other members of the board of directors or the trust secretary may have been involved in the process by which these appointments or other decisions were made, a lead governor may provide NHS England with a point of contact.
- 2.5. Where individual governors wish to contact NHS England, this would be expected to be through the lead governor.

- 2.6. The lead governor will act as a point of contact for the council of governors with governors in other organisations across the healthcare system, important in relation to system working and collaboration across Integrated Care Systems.
- 2.7. The lead governor may have a role in the event of a dispute between the council of governors and the board of directors, as set out in the Constitution. Appendix 2 of Annex 8 states that:

“If the Chair is unable to resolve the dispute they 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 Chair and Lead Governor shall agree whether the joint special committee shall be chaired by an independent person to facilitate resolution.”

3. Key Duties

- 3.1. The lead governor should set a positive example through promoting and upholding the Trust's values.
- 3.2. The lead governor should take steps to understand the role of NHS England, the available guidance and the basis on which NHS England may take regulatory action. The lead governor will then be able to communicate more widely with other governors.
- 3.3. To meet informally with the chair, senior independent director, and head of corporate governance, approximately monthly.
- 3.4. To be involved in the development of the agenda for the council of governors.
- 3.5. To chair informal governor only meetings.
- 3.6. To provide regular updates at council meetings, which may be verbal or written.
- 3.7. To act as a point of contact for the Council with governors in other organisations across the healthcare system.

4. Deputising for the Lead Governor

- 4.1. The chairs of governor committees may act as deputies for the Lead Governor where required.

Governors Remuneration, Nominations and Appointments Committee				
			Term	Term End
Jonathan Montgomery	Trust Chair	Chair	Third	31 Mar 27
Tony Bagot-Webb	Public Governor	Vice-Chair	Third	31 Mar 27
Stuart Bell	Nominated Governor	Member	Second	09 Sep 26
Lorraine Dixon	Nominated Governor	Member	First	01 Oct 26
Alastair Harding	Public Governor	Member	First	31 Mar 27
George Krasopoulos	Staff Governor	Member	Second	30 Mar 28
Nina Robinson	Public Governor	Member	Second	31 Mar 27
Graham Shelton	Public Governor & Lead Governor	Member	Third	31 Mar 27
Megan Turmezei	Staff Governor	Member	Second	31 Mar 28

Governors Performance, Workforce and Finance Committee

			Term	Term End
Jeremy Hodge	Public Governor	Chair	Second	31 Mar 28
Lorraine Dixon	Nominated Governor	Member	First	01 Oct 26
Helen Higham	Nominated Governor	Member	Second	09 Sep 26
Aliko Kallianou	Staff Governor	Member	Second	31 Mar 27
Andrew Lawrie	Public Governor	Member	First	31 Mar 28
David Matthews	Public Governor	Member	Second	31 Mar 28
Jackie Palace	Staff Governor	Member	First	31 Mar 28
Nina Robinson	Public Governor	Member	Second	31 Mar 27
Graham Shelton	Public Governor & Lead Governor	Member	Third	31 Mar 27
Paul Dean	Non-Executive Director	NED Attendee	First	03 Sep 26
Claire Flint	Non-Executive Director & SID	NED Attendee	Third	30 Apr 26
Katie Kapernaros	Non-Executive Director	NED Attendee	Second	27 Oct 25

Governors Patient Experience, Membership and Quality Committee

			Term	Term End
Robin Carr	Public Governor	Chair	Second	31 Mar 28
Charles Adomah-Boadi	Public Governor	Member	First	31 Mar 28
Damian Haywood	Public Governor	Member	First	31 Mar 28
George Krasopoulos	Staff Governor	Member	Second	31 Mar 28
Tony Lloyd	Public Governor	Member	First	31 Mar 27
Chris Montague-Johnson	Public Governor	Member	Second	31 Mar 28
Sneha Sunny	Staff Governor	Member	First	31 Mar 27
Hannah Watkins	Public Governor	Member	First	31 Mar 28
Tony Schapira	Non-Executive Director	NED Attendee	Second	30 Nov 25
Ash Soni	Non-Executive Director	NED Attendee	Second	05 Apr 27
Joy Warmington	Non-Executive Director	NED Attendee	Second	31 May 27
Caroline Rouse	Governor and Membership Manager	Regular Attendee		