Oxford University Hospitals
NHS Foundation Trust

Cover Sheet

Council of Governors: Wednesday 12 November 2025

CoG2025.16

Title:	**Succession Planning: Next Steps and Approval of Arrangements**

Status:	**For Decision**
History:	**CoG2022.18 Lead Governor Role and Arrangements for Deputising for the Lead Governor** **CoG2025.09 Lead Governor and Committee Succession Planning Arrangements**

Board Lead:	**Trust Chair**
Author:	**Neil Scotchmer, Head of Corporate Governance**
Confidential:	**No**
Key Purpose:	Strategy

1. Purpose

1.1. This paper sets out the proposed next steps to strengthen succession planning and governance arrangements for the Council of Governors, with particular focus on the PEMQ and PWF Committees, and the roles of Lead Governor and Deputy Lead Governor.

1.2. The paper seeks approval for specific amendments to committee terms of reference and for the initiation of new election processes following the recent review of succession planning.

2. Background

2.1. At the September 2025 Council meeting, proposals were brought forward to enhance resilience and continuity in key Council roles. The recommendations included the creation of a Deputy Lead Governor post and the establishment of Vice Chair positions for the PEMQ and PWF Committees.

2.2. These measures aimed to address previous challenges with smooth succession and mitigate risks associated with substantial turnover in committee membership. The Council supported exploring these arrangements further to ensure robust governance and effective committee functioning.

3. Proposed Arrangements

Amended Terms of Reference for PEMQ and PWF Committees

3.1. It is proposed that the terms of reference for both the Patient Experience, Membership and Quality Committee (PEMQ) and the Performance, Workforce and Finance Committee (PWF) are amended to explicitly allow for the selection of both a Chair and a Vice Chair from amongst their membership. This will provide continuity in leadership and clear arrangements for deputising when required.

3.2. Should the Council approve these revised terms of reference, individuals wishing to stand as Vice Chair of either Committee will be invited to contact the Head of Corporate Governance to express their interest. Any selection process will be conducted amongst committee members.

Deputy Lead Governor Election Process

3.3. It is proposed that following the annual election of the Lead Governor, which takes place in March each year a separate election will be held for the role of Deputy Lead Governor. Individuals may self-nominate but should be seconded by a fellow governor. In either case a ballot of governors would be held if more than one individual puts themself forward. Unsuccessful candidates for the Lead Governor position would be eligible to stand for Deputy Lead Governor, ensuring that they are not excluded from consideration for this supporting role.

3.4. This arrangement is designed to strengthen succession planning and provide opportunities for wider participation in Council leadership. Importantly, it does not enforce a strict annual rotation of the Lead Governor; incumbents may remain in post with the support of the Council, promoting both continuity and flexibility.

4. Implementation

4.1. The proposed arrangements are intended to enhance the Council's resilience by ensuring a pipeline of experienced governors for key leadership roles. By allowing for both continuity and renewal, the Council can better adapt to changes in membership and maintain effective oversight of its committees. The approach also provides flexibility, as rotation in the Lead Governor role is not mandated if the incumbent has the Council's ongoing support.

4.2. If the amended terms of reference are approved, the Head of Corporate Governance will invite expressions of interest for the Vice Chair roles in PEMQ and PWF and coordinate the selection process amongst committee members as required.

4.3. After the annual Lead Governor election, the process for electing a Deputy Lead Governor will be initiated. All eligible governors, including those not elected as Lead Governor, will be able to stand.

4.4. An immediate selection process for a first Deputy Lead Governor will be initiated.

5. Recommendations

5.1. The Council of Governors is asked to:

a) **approve** the amended terms of reference for PEMQ and PWF, permitting each committee to select both a Chair and a Vice Chair from amongst its members (**Appendices 1 and 2**);

b) **note** that, if approved, individuals wishing to stand as Vice Chair should contact the Head of Corporate Governance to express their interest;

c) **approve** the amended role description for the Lead Governor (**Appendix 3**) which allows for a Deputy Lead Governor role;

d) **approve** the proposal that, following the annual election of the Lead Governor, a separate election for Deputy Lead Governor will be held, with unsuccessful Lead Governor candidates eligible to stand should they choose;

e) **note** that there is no requirement for a strict annual rotation of the Lead Governor; incumbents may continue in the role if supported by the Council; and

f) **approve** the proposal that, if these arrangements are approved, the process for electing a first Deputy Lead Governor will be initiated after this meeting.

Appendix 1

Patient Experience, Membership and Quality Committee

Terms of Reference

1. Authority

1.1. The Membership, Patient Experience and Quality Committee (the Committee) is constituted as a standing committee of the Council of Governors. The Terms of Reference can only be amended with the approval of the Council of Governors.

1.2. The Council of Governors may commission work from the Committee within its scope, taking account of paragraph 5.4 of Annex 6 of the Constitution which states that "the Council of Governors shall not delegate to any committee any of the powers or responsibilities which are to be exercised by the Council of Governors."

1.3. The Committee is authorised to secure the attendance of other Trust staff with relevant experience and expertise if it considers this necessary. External expert opinion may exceptionally be sought with the approval of the Council of Governors.

2. Purpose of Committee

2.1. The remit of the Committee is to consider, for the Council of Governors, matters concerning the development and maintenance of an active membership; the experience of patients using OUH services and how the Trust's Board of Directors gains assurance about this; and measures of the quality of services provided by the Trust and how its Board of Directors gains assurance about this.

3. Membership

3.1. The membership of the Committee shall be 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. The composition of the Committee should be considered in respect of required skills and experience, and of ensuring an appropriate balance between public, staff and stakeholder governors relevant to the work of the Committee.

3.2. Only members of the Council of Governors may be members of the Committee although other individuals may be invited to attend meetings and participate in the work of the Committee with the agreement of its membership as noted in paragraph 1.3 above.

3.3. The Chair of the Council of Governors may at any time suggest additional governors to join the Committee. The existing membership of the Committee is entitled to be consulted in advance of any additions to the membership.

3.4. The Committee will review its membership annually and may make recommendations at any time to the Chair of the Council of Governors for the addition or removal of governors from the Committee.

4. Attendance and Quorum

4.1. A governor chosen by the members of the Committee from amongst its membership shall act as Chair of the Committee and shall preside over any meetings of the Committee.

4.2. The Committee may also choose to select a Vice Chair from amongst its membership.

4.3. If the Committee Chair is absent from the meeting or is absent temporarily on the grounds of a declared conflict of interest, the Vice Chair or in their absence a chair the governors that are present shall appoint, shall preside.

4.4. No business shall be transacted at a meeting unless at least three members of the Committee are present, at least two of whom should be public governors.

4.5. Meetings of the Committee should be attended by the designated Non-executive Directors, though they are not a member of the Committee and do not have a vote.

4.6. The Chair of the Committee may request attendance by relevant staff at any meeting.

4.7. The Trust Chair and Vice-Chair, if not members of the Committee, may choose to attend any meeting of the Committee with the prior agreement of the Committee Chair.

5. Frequency of meetings

5.1. Meetings of the Committee should take place with a frequency to be agreed by its membership as appropriate to fulfil its agreed purpose.

5.2. The Chair of the Committee may at any time convene additional meetings of the Committee to consider business that requires urgent attention.

5.3. Meetings of the Membership, Patient Experience and Quality Committee shall be set at the start of the calendar year.

6. Specific Duties

6.1. The Membership, Patient Experience and Quality Committee shall:

- Liaise with the office of the Chief Medical Officer regarding the development of the Quality Account and Quality Priorities and be in a position to make a recommendation to the Council of Governors regarding its choice of Quality Priority for audit on an annual basis.
- Receive feedback on the Council's chosen Quality Priority and to report on this to the Council
- Consider issues regarding recruitment of the Trust's membership and involvement of members, making relevant recommendations to the Council of Governors.
- Consider requests for advice by the Membership Office regarding the arrangements for any elections or by-elections that are to be held for governors.
- Consider specific issues in relation to Patient Experience as agreed with the Council of Governors in line with the Council's overall priorities, making relevant recommendations to the Council of Governors as required.
- Undertake an annual review of the Membership Strategy.
- Undertake any other responsibilities as delegated by the Council of Governors.

7. Administrative Support

7.1. The Committee will be supported administratively by the office of the Head of Corporate Governance.

7.2. The agenda for meetings will be drawn up and circulated by the office of the Head of Corporate Governance in consultation with the chair of the Committee. Members of the Committee will be invited to submit items to be taken into account in preparing the agenda.

7.3. The minutes of the proceedings of a meeting shall be drawn up by the office of Head of Corporate Governance and submitted for agreement at the next ensuing meeting.

8. Accountability and Reporting arrangements

8.1. The Committee shall be directly accountable to the Council of Governors and will agree work priorities with the Council of Governors on an annual basis.

8.2. The Committee should provide a verbal update on its work to each meeting of the Council of Governors through a nominated member of the Committee. Written reports on specific areas of work should be provided as required by the Council of Governors.

8.3. The minutes of the Committee meetings shall be formally recorded and submitted to the next meeting of the Council of Governors following the production of the minutes.

9. Conflicts of Interest

9.1. If a governor is present at a meeting of the Committee and has an interest of any sort in any matter which is the subject of consideration, s/he shall at the meeting and as soon as practicable after its commencement disclose the fact. The Chair of the Committee shall determine whether the governor should take part in the consideration or discussion of the matter.

10. Monitoring Effectiveness and Compliance with Terms of Reference

10.1. The Committee will carry out an annual review of its effectiveness and provide an annual report to the Council on its work in discharging its responsibilities, delivering its objectives and complying with its terms of reference.

11. Review of Terms of Reference

11.1. The Terms of Reference of the Committee shall be reviewed at least annually by the Membership, Patient Experience and Quality Committee and approved by the Council of Governors.

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Appendix 2

Performance, Workforce and Finance Committee

Terms of Reference

1. Authority

1.1. The Performance, Workforce and Finance Committee (the Committee) is constituted as a standing committee of the Council of Governors. The Terms of Reference can only be amended with the approval of the Council of Governors.

1.2. The Council of Governors may commission work from the Committee within its scope, taking account of paragraph 5.4 of Annex 6 of the Constitution which states that "the Council of Governors shall not delegate to any committee any of the powers or responsibilities which are to be exercised by the Council of Governors."

1.3. The Committee is authorised to secure the attendance of other Trust staff with relevant experience and expertise if it considers this necessary. External expert opinion may exceptionally be sought with the approval of the Council of Governors.

2. Purpose of Committee

2.1. The remit of the Committee is to consider, for the Council of Governors, matters concerning the performance of the Trust against key standards and how the Trust's Board of Directors obtains assurance about this; matters concerning the planning and development of the Trust's workforce and how the Trust's Board of Directors obtains assurance about this; and matters concerning the Trust's financial position and planning and how its Board of Directors obtains assurance about this.

3. Membership

3.1. The membership of the Committee shall be 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. The composition of the Committee should be considered in respect of required skills and experience and of ensuring an appropriate balance between public, staff and stakeholder governors as relevant to the work of the Committee.

3.2. Only members of the Council of Governors may be members of the Committee although other individuals may be invited to attend meetings and participate in the work of the Committee with the agreement of its membership as noted in paragraph
1.3 above.

3.3. The Chair of the Council of Governors may at any time suggest additional governors to join the Committee. The existing membership of the Committee is entitled to be consulted in advance of any additions to the membership.

3.4. The Committee will review its membership annually and may make recommendations at any time to the Chair of the Council of Governors for the addition or removal of governors from the Committee.

4. Attendance and Quorum

4.1. A governor chosen by the members of the Committee from amongst its membership shall act as Chair of the Committee and shall preside over any meetings of the Committee.

4.2. The Committee may also choose to select a Vice Chair from amongst its membership.

4.3. If the Committee Chair is absent from the meeting or is absent temporarily on the grounds of a declared conflict of interest, the Vice Chair or in their absence a chair the governors that are present shall appoint, shall preside.

4.4. No business shall be transacted at a meeting unless at least three members of the Committee are present, at least two of whom should be public governors.

4.5. Meetings of the Committee should be attended by the designated Non-executive Directors, though they are not a member of the Committee and do not have a vote.

4.6. The chair of the Committee may request attendance by relevant staff at any meeting.

4.7. The Chair and Vice-Chair, if not members of the Committee, may choose to attend any meeting of the Committee.

5. Frequency of meetings

5.1. Meetings of the Committee should take place with a frequency to be agreed by its membership as appropriate to fulfil its agreed purpose.

5.2. The Chair of the Committee may at any time convene additional meetings of the Committee to consider business that requires urgent attention.

5.3. Meetings of the Performance, Workforce and Finance Committee shall be set at the start of the calendar year.

6. Specific Duties

6.1 The Performance, Workforce and Finance Committee shall:

- Liaise with the office of the Chief Finance Officer regarding the development of the Trust Business Plan.
- Work with the Audit Committee to prepare recommendations for the Council of Governors as required to fulfil the Council's statutory duties in relation to the appointment of the Trust's external auditors.
- Consider specific issues in relation to Workforce, including matters related to the recruitment and retention of staff, as agreed with the Council of Governors in line with the Council's overall priorities, making relevant recommendations to the Council of Governors as required.
- Undertake any other responsibilities as delegated by the Council of Governors.

7. Administrative Support

7.1. The Committee will be supported administratively by the office of the Head of Corporate Governance.

7.2. The agenda for meetings will be drawn up and circulated by the office of the Head of Corporate Governance in consultation with the chair of the Committee. Members of the Committee will be invited to submit items to be taken into account in preparing the agenda.

7.3. The minutes of the proceedings of a meeting shall be drawn up by the office of Head of Corporate Governance and submitted for agreement at the next ensuing meeting.

8. Accountability and Reporting arrangements

8.1. The Committee shall be directly accountable to the Council of Governors and will agree work priorities with the Council of Governors on an annual basis.

8.2. The Committee should provide a verbal update on its work to each meeting of the Council of Governors through a nominated member of the Committee. Written reports on specific areas of work should be provided as required by the Council of Governors.

8.3. The minutes of the Committee meetings shall be formally recorded and submitted to the next meeting of the Council of Governors following the production of the minutes.

9. Conflicts of Interest

9.1. If a governor is present at a meeting of the Committee and has an interest of any sort in any matter which is the subject of consideration, he shall at the meeting and as soon as practicable after its commencement disclose the fact. The Chair of the Committee shall determine whether the governor should take part in the consideration or discussion of the matter.

10. Monitoring Effectiveness and Compliance with Terms of Reference

10.1. The Committee will carry out an annual review of its effectiveness and provide an annual report to the Council on its work in discharging its responsibilities, delivering its objectives and complying with its terms of reference.

11. Review of Terms of Reference

11.1. The Terms of Reference of the Committee shall be reviewed at least annually by the Performance, Workforce and Finance Committee and approved by the Council of Governors.

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Appendix 3

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 Council may also choose to elect a Deputy Lead Governor to support the Lead Governor in their role and to support succession planning.

4.2. The Deputy Lead Governor and the chairs of governor committees may act as deputies for the Lead Governor where required.