

## Council of Governors Meeting

To be held in public on Thursday, 9 November 2023, 5:00pm – 7:00pm

Sandwiches and refreshments from 4:30pm

Venue: Courtyard Room, Bishopsgate Institute, 230 Bishopsgate, London EC2M

## Agenda

	Title		Action	Time (all pm)
<b>Informal Gathering and refreshments</b>				<b>4:30</b>
1	<b>Welcome</b> Eileen Taylor, Chair	Verbal	Assurance	5:00
2	<b>Apologies for Absence</b> Eileen Taylor, Chair	Verbal	Assurance	
3	<b>Declarations of Interest</b> Eileen Taylor, Chair	Verbal	Assurance	
4	<b>Minutes</b> Council of Governors Meeting held in public 14 September 2023 Eileen Taylor, Chair	Attached	Approval	
5	<b>Action Log and Matters Arising from the Minutes</b> Eileen Taylor, Chair	Attached	Assurance	
<b>Celebration</b>				
6	<b>Welcome to new Governors &amp; Celebration for outgoing Governors</b> Eileen Taylor, Chair	Verbal	Assurance	5:10
<b>Strategic Items</b>				
7	<b>Financial Update in the Integrated Care Systems</b> Kevin Curnow, Chief Finance Officer	Verbal	Assurance	5:20
8	<b>Governors' Strategic Priorities for 2023/2024</b> Norbert Lieckfeldt, Corporate Governance Manager	Presentation	Assurance	5:35
<b>Business Items</b>				
9	<b>Report, Communications &amp; Engagement Committee</b> Felicity Stocker, Chair	Attached	Assurance	6:10
10	<b>Update, Membership Engagement Plan</b> Tina Bixby, Membership Officer	Verbal	Assurance	6:15
11	<b>Committee Membership</b> Norbert Lieckfeldt, Corporate Governance Manager	Attached	Assurance	6:30

12	<b>Elections for Lead Governor &amp; Deputy Lead Governor</b> Norbert Lieckfeldt, Corporate Governance Manager	Attached	Assurance	6:35
13	<b>Any Other Urgent Business and Questions from the Public</b> (to be advised in advance <b>by Tuesday, 7 November</b> . Questions submitted on the day will be responded to following the meeting)	Attached		6:40
14	<b>Council Forward Plan</b>	Attached	Assurance	
15	<b>Date and Time of Next Meeting:</b> <ul style="list-style-type: none"> <li>• 19 January 2024 (inc. AMM, virtual)</li> <li>• 14 March 2024</li> <li>• 9 May 2024</li> <li>• 11 July 2024</li> <li>• 12 September 2024</li> </ul> <p>All meetings will be held from 5:00 – 7:00pm</p>			
<b>End of the Public Meeting</b>				
Members of the public are excluded from Part 2 Council of Governors meeting having regard to commercial sensitivity and/or confidentiality and/or personal information and/or legal professional privilege in relation to the business to be discussed				
16	<b>Report, Nominations and Conduct Committee</b> Eileen Taylor, Chair	Attached	Assurance	6:45

For more information on the meeting, including how to access the meeting, please visit [the ELFT website](#).  
Please contact [elft.membership@nhs.net](mailto:elft.membership@nhs.net) for any specific enquiries.

Eileen Taylor  
Chair, East London NHS Foundation Trust

**Draft Minutes of Council of Governors Meetings Held in Public at  
Toynbee Hall, 28 Commercial St, London E1**

**Thursday 14 September 2023 from 5.00pm – 7.00pm**

**Present:**

<b>Chair:</b>	Eileen Taylor	Chair of the Trust
<b>Governors:</b>	Patrick Adamolekun	Staff Governor
	Julie Aduwa	Public Governor, Rest of England
	Fatima Begum	Public Governor, Luton
	Yesmin Begum	Public Governor, Tower Hamlets
	Liz Birch	Public Governor, Central Bedfordshire
	Shirley Biro	Public Governor, Newham
	Bob Cazley	Public Governor, Central Bedfordshire
	Caroline Diehl	Public Governor, Hackney
	Mark Dunne	Staff Governor
	Susan Fajana-Thomas	Appointed Governor, Hackney
	Adam Forman	Public Governor, Hackney
	Peter Landman	Public Governor, Newham
	Caroline Ogunsola	Staff Governor; Lead Governor
	Stella Oloyede	Public Governor, Newham
	Jamu Patel	Public Governor, Luton, Deputy Lead Governor
	Larry Smith	Public Governor, Central Bedfordshire
	Felicity Stocker	Public Governor, Bedford Borough
	Patricia Wheeler	Public Governor, Hackney (to 6:25pm)

<b>In attendance:</b>	Tina Bixby	Membership Officer
	Dr David Bridle	Chief Medical Officer
	Paul Calaminus	Chief Executive Officer, NELFT
	Richard Carr	Non-Executive Director
	Tanya Carter	Chief People Officer
	Peter Cornforth	Non-Executive Director
	Kevin Curnow	Chief Finance Officer
	Richard Fradgley	Executive Director of Integrated Care & Deputy CEO
	Philippa Graves	Chief Digital Officer
	Prof Dame Donna Kinnair	Non-Executive Director
	Sue Lees	Non-Executive Director
	Cathy Lilley	Director of Corporate Governance
	Edwin Ndlovu	Chief Operating Officer
	Stephanie Quitaleg	Senior Executive Assistant
	Lorraine Sunduza	Interim Chief Executive
	Dr Mohit Venkataram	Executive Director of Commercial Development
	Deborah Wheeler	Non-Executive Director and Trust Vice-Chair

<b>In attendance:</b>	Gren Bingham	Public Governor, Tower Hamlets
<b>joining online:</b>	<i>Suzana Stefanic</i>	Public Governor, Central Bedfordshire

<b>Apologies:</b>	Victoria Aidoo-Annan	Staff Governor
	John Bennett	Public Governor, Tower Hamlets
	Cass Howes	Public Governor, Bedford Borough
	Rofikul Islam	Public Governor, Tower Hamlets
	Khtija Malik	Appointed Governor, Luton
	Reno Marcello	Public Governor, City of London
	Beverley Morris	Public Governor, Hackney

Betsy Scott	Staff Governor
Kate Smith	Staff Governor
Hazel Thomas	Public Governor, Newham

<b>Absent:</b>	Viv Ahmun	Appointed Governor, Third Sector
	Rehana Ameer	Appointed Governor, City of London
	Gulam Choudhury	Appointed Governor, Newham
	Darlene Dike	Public Governor, Hackney
	Love-Jane Egbe	Staff Governor
	Tony Isles	Staff Governor
	Mumtaz Khan	Appointed Governor, Newham
	Martin Towler	Appointed Governor, Bedford Borough

*The minutes are produced in the order of the agenda*

## 1. Welcome

1.1 Trust chair Eileen Taylor opened the meeting.

1.2 She reminded governors of our Trust values: We care, we respect, we are diverse.

1.3 In her introduction, Eileen:

- Sent the Council's thanks and best wishes to Rachel Williams who stood down as governor as she has secured employment with the Trust as a patient safety partner
- Reminded governors of the recent World Suicide Prevention Day and stressed how close this is to the Trust's work and at the forefront of governors' minds
- Reminded governors that it's been just over one year when the Council ended its session early as a mark of respect on the news of the death of the late Queen Elizabeth II
- Welcomed Paul Calaminus, the newly appointed CEO of our neighbours at North East London NHS FT (NELFT) whose contributions to ELFT the Council will celebrate and acknowledge today
- Welcomed our new chief finance officer Kevin Curnow to his first Council meeting
- Congratulated Lorraine Sunduza to her first Council meeting as our new interim chief executive of the Trust
- Reminded governors this would be the final meeting for a number of them and thanked:
  - Victoria Aidoo-Annan
  - Darlene Dike
  - Adam Forman and
  - Tony Isles
 for their contributions and voiced the hope they would be able to attend the November Council meeting where we wished to celebrate their achievements
- Congratulated those governors who were re-elected to another term:
  - Patrick Adamolekun
  - Mark Dunne
  - Reno Marcello
  - Caroline Ogunsola
  - Jamu Patel.

## 2. Apologies for Absence

2.1 Apologies were noted as above.

## 3. Declarations of Interest

3.1 Eileen Taylor declared an interest under agenda item 16 (Report from the Nominations & Conduct Committee) where she would leave the meeting and Ken Batty would present the report and chair the meeting.

No further declarations of interest have been received in regard to today's meeting or which are not already included in the published registers.

#### 4. Minutes of the Council of Governors meeting held on 13 July 2023

4.1 The minutes were **APPROVED** as a correct record.

#### 5. Action Log and Matters Arising

##### 5.1 Action Log

- #191: (Review of Council's Priorities) On forward plan following discussion by NomCo
- #192: (AOB) On forward plan following discussion by NomCo
- #193: (Learning from serious incidents)  
The governors asked not only for CQC recommendations to be share with the Council, but also to have regular updates of serious incident reports, Coroners reports and prevention of future deaths reports.  
Response: are reviewing how best to ensure governors are kept updated and will provide an update at a future meeting and will be included on the action log

##### 5.2 Matters Arising

There were no matters arising.

#### 6. Right Care Right Person Proposals

6.1 In response to a notice by the Metropolitan Police that they will start implementing the Right Care, Right Person (RCRP) programme as of 31 August 2023, discussions have been held between NHS providers and the Metropolitan Police (as well as Bedfordshire Police) about the best way to implement this. Following a previous update at the July Council meeting, Edwin Ndlovu provided a further verbal update to governors about the discussions between the NHS and the relevant police services that will hopefully see some burdens shifted from policing but also improve the experience of our service users. He encouraged Governors to share any feedback they may receive.

6.2 In discussion, the Council:

- Noted agreement has been reached with the Metropolitan Police to stagger the withdrawal of police officers from attending certain mental health calls
- Noted arrangements are being made with police control rooms to ensure operators can consistently and accurate make judgments about which calls continue to require police presence
- Noted non-critical activities such as welfare checks and attending when patients have gone absent without leave would be the first the police will withdraw from
- Noted officers will, however, continue to attend where there is a perceived risk to the health and wellbeing of the service users or the wider public
- Received assurance that a collaborative approach is being undertaken during the transition phase including the BLMK ICS and local authorities.

6.3 The Council **RECEIVED, NOTED** and **DISCUSSED** the presentation.

#### 7 Creating a Culture of Safety Around Raising Concerns

7.1 The chair introduced the session highlighting:

- How everyone in the country had been horrified to hear about the terrible event at the Princess of Chester Hospital, with nurse Lucy Letby having been convicted of murdering seven babies and seriously harming six more
- Our thoughts must be with the parents and loved ones of those who lost their babies, and those who, though they survived, to this day experience physical and mental struggles as a consequences of these actions

- One of the most troublesome aspects for Trust leaders was how it has become clear that concerns raised by staff at the time were simply not heard and acted upon but ignored and even rebuffed by NHS leaders
- In the words of management consultant Peter Drucker, 'culture eats strategy for breakfast'. Rather than highlighting what structures are in place to enable feedback (structures that also existed at the Princess of Chester Hospital), governors need assurance that the Trust culture is one where difficult feedback is welcomed and acted upon.

Lorraine Sunduza supported by David Bridle and Tanya Carter shared with governors the work at the Trust to ensure that the culture is one where criticism and uncomfortable feedback is heard, welcomed, and acted upon and that staff, service users and families are supported. Key points highlighted included:

- The Trust supports a wide range of people and vulnerable groups including children and young people, people with learning disabilities and older adults
- The question for every Trust in the wake of this shocking conviction is whether our culture and ways of working would enable us to detect and act on potential harm to service users
- The range of opportunities within the Trust for staff to speak up and raise concerns including freedom to speak up (FTSU) and whistleblowing (often the concerns raised mirror each other)
- The extensive work around patient safety which forms part of most clinical safety reviews, highlighting potential problem areas without individuals feeling the need to use FTSU or whistle-blowing
- In addition, patient safety remains a thread in the day to day delivery of services with opportunities to raise concerns or challenges through service directorate/team daily safety huddles, weekly directors safety huddles
- On review these systems and processes appear robust and support people to raise issues and for the Trust to respond appropriately with sufficient assurance in place
- Previously the work around Covid, race and privilege saw an exponential rise in FTSU concerns, grievances, complaints and whistleblowing; although FTSU activity remains consistently high, whistleblowing cases are fairly low at any one time
- As a result of raising concerns activity, a number of cultural reviews have been undertaken in particular areas by external partners with recommendations being followed; there is also greater triangulation between FTSU and employee relations data with business partners able to provide commentary on their areas
- The process for whistleblowing has been refreshed and the many different ways to raise concerns put in one place with clear articulation of the differences
- Work is under way to improve some areas of culture and leadership as well as strengthening some of the processes and in particular in the cross sharing of learning
- Recognition that there is a need to safeguard whistle-blowers to avoid bullying or victimisation and to ensure a person has felt heard, valued and protected from any negative consequences.

7.3 In discussion, the Council welcomed:

- The focus on embedding a culture of leadership within the Trust which allows for people to speak up in a safe and supportive way as well as how the Trust listens and acts in response
- The Trust's approach on seeking to understand 'how it would know' that no one is coming to harm focusing on application and implementation, rather than just on processes
- The opportunities for patients and carers to raise concerns, including through the patient safety system and carer strategy
- The continued focus on quality improvement and people participation, with teams/services and service users discussing problems and issues, working together to improve the system.

7.4 The Council **RECEIVED and DISCUSSED** the presentation.

## 8. **Operational Update: Interim Financial Update Accounts 2022/23 and Forecast for 2023/24**

8.1 Kevin Curnow presented the Trust's accounts to 31 March 2023. He highlighted:

- As in previous years, the audit could not be completed in time due to a technicality around local authority pension scheme contributions which affect a very small minority of ELFT staff
- As the accounts have therefore not yet been able to be laid before Parliament, any information shared today on these has to be treated as confidential and provisional as the annual report and accounts are not yet public documents
- The Trust recorded a small operating surplus of £1.9m, on an income of £639.3m
- The Trust retained its optimum rating of '1' in the NHS Oversight Framework in 2023/24
- The Trust's external auditors Mazars draft opinion is that the financial statements as prepared
  - Give a true and fair view of the financial position of the Trust as at 31 March 2023 and of the Trust's income and expenditure for the year then ended.
  - Have been properly prepared in accordance with the Department of Health and Social Care Group Accounting Manual 2022/23.
  - Have been properly prepared in accordance with the requirements of the National Health Service Act 2006.

8.2 In discussion the Council noted:

- The delay in the annual report and accounts being laid before Parliament means the annual members meeting will now be held as part of the Council of Governors meeting in January 2024 where both the Council and members will formally receive the annual report and accounts for 2022-2023 and the auditors report on them; this is in line and follows our practice over the last couple of years
- As in previous years, a briefing session for interested Governors to meet with Kevin and Anit for a deep dive into the accounts will be organised beforehand.

8.3 Eileen thanked everyone in the Trust as well as Kevin's predecessor Samanthi Gibbens and the finance team for their hard work in delivering a balanced set of figures.

8.4 The Governors **RECEIVED** and **NOTED** the presentation

## 8. **Identifying Governor's Strategic Priority Items for 2024**

8.1 In order to ensure sufficient time was provided to the Council to discuss the important issue of creating a culture of safety around raising concerns (agenda item 7), the chair and Council agreed to defer the discussion on governors' strategic priorities for 2024 to the November 2023 Council meeting.

## 9. **Celebration for Paul Calaminus**

9.1 Led by Trust chair Eileen Taylor and lead governor Caroline Ogunsola, the Council expressed its appreciation and gratitude to Paul who has led the Trust through challenging times specially during the pandemic, whilst retaining our *Outstanding* CQC rating. His wisdom, kindness, clear focus on delivering for service users and the value he puts on coproduction will shape our culture for a long time to come.

## 10. **Update, Membership Engagement Plan**

10.1 In the light of the importance of the previous agenda item 7, the chair and Council agreed to defer this item to the November 2023 Council meeting.

## 11 **Council Elections 2023**

- 11.1 The Council:
- Congratulated governors who had been re-elected as well as new governors
  - Was reminded to join the new governors induction sessions as a refresher but also to bring their own perspective and offer support to new colleagues
  - **RECEIVED** and **NOTED** the report.

**12. Elections for the Lead and Deputy Lead Governors**

- 12.1 The Council **RECEIVED** and **NOTED** the report.

**13. Any Other Urgent Business and Questions from the Public**

- 13.1 There was no further urgent business or questions from the public.

**14. Council Forward Plan**

- 14.1 Noted.

**15. Date and Time of Next Meetings:**

9 November 2023 (face to face – venue to be advised)

19 January 2024 (virtual, including the AMM)

All meetings will be held from 5:00 – 7:00pm.

The meeting closed at 6:40pm



Council of Governors - Action Log following Council Meeting 14 September 2023							
Ref	Meeting Date	Agenda item	Action Point	Owner	Due Date	Status	Comments
191	10/11/2022	Review of Council priorities	Develop Council Forward Plan - Strategic Priorities and Development Sessions	Norbert Lieckfeldt	09/11/2023	In progress	Scheduled for CoG November 2023
193	13/07/2023	Learning from serious incidents	Share CQC recommendations, serious incident reports, Coroners reports and prevention of future deaths reports	Norbert Lieckfeldt	09/11/2023	Forward plan	Reviewing how best to ensure governors are kept updated Scheduled for CoG January 2024

In progress  
 Closed  
 Forward plan

**To:** Council of Governors  
**From:** Felicity Stocker, Chair  
**Author:** Norbert Lieckfeldt, Corporate Governance Manager  
**Date:** 9 November 2023  
**Subject:** Communications and Engagement Committee Report

## **1. Purpose of the Report**

1.1 To update the Council on the work of the Communications and Engagement Committee (the committee).

1.2 The committee last met on 16 October 2023 and

- Received an update on recent communications and media developments
- Received an update on the membership engagement plan (with special focus on plans for a review of TrustTalk and the annual planning meetings)
- Received feedback on the Charitable Funds Committee
- Heard about plans in their early stages for a possible governor exit survey/interview.

## **2. Background**

2.1 The committee has been established to carry out specific duties on behalf of the Council, including reviewing the Trust's membership engagement plan and communications with members and among governors.

2.2 The committee meetings are open to all governors. Those governors who are not core members but wish to attend should notify the Governors & Members Office in advance.

## **3. Meeting: 16 October 2023 Key Decisions and Discussions**

### **3.1 Communications Plan Update**

- Janet Flaherty, ELFT's head of communications, provided an update about recent media activities; amongst others, she highlighted:
  - A recent visit by colleagues from Iceland to the Trust's perinatal services
  - The winter fair at the Greenhouse transitional GP practice to provide much needed support for homeless people
  - Welcoming our two new GP practices in Luton who joined ELFT on 1 October
  - The mayor of Newham, Rokhsana Fiaz, opening the new sensory room at the Coborn Centre for children and young people
  - Reporting on the newly opened Newham Recovery College
  - The success of the Healthier/Wealthier Families scheme in Newham: supported by the ELFT Charity and working with Newham Borough this scheme had raised benefits income for participating families by on average £12,000 annually per family
  - Sir Stephen Timms MP visiting East Ham Care Centre
  - Reported that no RAAC (Reinforced Autoclaved Aerated Concrete) concrete has been identified in any of ELFT-owned buildings
  - There have been some challenging social media posts and the team supported staff with managing these

- Response to the anti-racism workshops delivered all week by Dr Robin DiAngelo.
- ITV will film a speaker at the Trust's Freedom to Speak Up Conference later this month
- A feature on the new Evergreen ward for children and young people in Bedfordshire and Luton
- Encouraging sign-up for the ELFT Research and Innovation Conference on 1 November 2023.

### 3.2 Membership Engagement Plan (MEP) Update

The Committee noted:

- Plans are in hand for a comprehensive review of Trusttalk, our Trust magazine with a focus group made up of governors, service users/members, staff, etc
- Plans are in hand to combine our annual planning meetings with this year's Trustwide members meeting. We will hold two separate online meetings (for Bedfordshire and Luton and for East London) in December 2023.

### 3.3 Charitable Funds Committee Update

The Committee noted:

- The wide-ranging work of the ELFT Charity
- Funding is available for schemes that are **additional** to what the NHS should provide – such as, for example, the previously mentioned Healthier/Wealthier Family Scheme
- That an application for the NHS Fayres in the summer was not eligible as the fayres were regarded as normal NHS activity and would therefore not qualify for charity funding
- Reports on the charity regularly go to the Board and the Governors & Members Office will highlight this to governors
- Currently two governors are included as attendees of the Board's Charitable Funds committee, chosen because of their extensive experience in the third sector.

### 3.4 People Participation Committee (PPC)

It was not possible to receive a report on the Board's PPC on the day. However, Norbert Lieckfeldt pointed out that as requested by the committee, all people participation reports that go to the Board would in future be sent separately to all governors to ensure the Council is informed about the work of the committee.

## 4. Governor Exit Survey

Norbert Lieckfeldt advised the idea of an exit survey for governors leaving the Council is being considered:

- Information from the network of corporate governance officials had been sought but it seems that from those who responded other Trusts do not carry out these surveys
- Presented some draft questionnaires and reported he would seek to co-produce a final draft with departing governor Adam Forman before reverting back to the CEC with a final draft.

## 5.0 Recommendation

5.1 The Council of Governors is asked to **RECEIVE** and **NOTE** the report

**To: Council of Governors**  
**From: Norbert Lieckfeldt, Corporate Governance Manager**  
**Date: 9 November 2023**  
**Subject: Council Committee Membership**

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## **1.0 Purpose of the Report**

1.1 To update the Council on changes to the membership of the three Council committees:

- Communications and Engagement Committee (CEC)
- Nominations and Conduct Committee (NomCo)
- Significant Business and Strategy Committee (SBSC).

## **2.0 Background**

2.1 The membership of all Council committees is determined by the Council (reference Council of Governors Standing Orders para 5.1).

2.2 Committee membership ends with the respective governor's current term of office irrespective of whether they have been re-elected for a further term. This is to ensure succession planning and refreshing the committee membership.

2.3 The nomination process began on 4 September 2023 with a deadline for receipt of self-nominations by 11 September 5pm. There has been a delay in completing the process as both the lead and deputy lead governors are ex officio members of committees and both post were falling vacant from 1 November and had to be filled prior to any conclusion of the election process.

2.4 Copies of the terms of reference of each committee have been shared with all governors twice as part of the nominations process.

2.5 A full table of proposed Committee membership is attached as Appendix 1.

## **3.0 Committee Membership**

### **3.1 Communications and Engagement Committee (CEC)**

- The CEC has a core membership of at least six governors. Three governors are stepping down as of 1 November 2023. There are no further restrictions on its membership; all Governors are entitled to attend meetings of the committee.
- As a result, all six nominations for CEC submitted by the deadline of 11 September 2023 were accepted without the need for a vote.
- As of 1 November, the current committee's core membership will be:

- *Julie Aduwa, public governor Rest of England*
- Roshan Ansari, public governor Tower Hamlets
- *Gren Bingham, public governor Tower Hamlets*
- *Bob Cazley, public governor Central Bedfordshire*
- Caroline Diehl, public governor Hackney
- *Peter Landman, public governor Newham*
- Beverley Morris, public governor Hackney
- *Jamu Patel, deputy lead governor, public governor Luton*
- *Kate Smith, staff governor*
- Felicity Stocker, public governor Bedford Borough (committee chair)
- Hazel Thomas, public governor Newham

Names in *italics* indicate new or re-appointed members of the committee.

### 3.2 Nominations and Conduct Committee (NomCo)

- NomCo has a membership of seven governors (inc the lead governor as ex officio member). In addition, the Trust chair and Trust vice-chair are also members of the committee. Of the seven elected members, two must be public governors, one a staff governor and one an appointed governor.
- As of 1 November 2023, the Committee would have four vacancies.
- Membership requirements were met with the current remaining members with the exception of one staff governor vacancy so governors from any constituency (public, staff, appointed) could nominate themselves for the remaining vacant places.
- Only one staff governor (Mark Dunne) submitted a self-nomination and as a result has been elected unopposed for the staff governor vacancy.
- The committee membership as of 1 November 2023 is:
  - Eileen Taylor, chair
  - Aamir Ahmad/Deborah Wheeler, Trust vice-chairs
  - John Bennett, public governor Tower Hamlets (committee chair)
  - *Mark Dunne, staff governor*
  - Susan Fajana-Thomas, appointed governor LB of Hackney
  - *Caroline Ogunsola, staff governor (ex officio as lead governor)*
  - Hazel Thomas, public governor Newham
  - *Plus 2 vacancies*

Names in *italics* indicate new or re-appointed members of the committee

- The remaining two vacancies are currently being contested by three candidates in a ballot with a deadline for votes to be received of November 6, 5pm. An update will be provided following the deadline at the Council meeting.

### 3.3 Significant Business and Strategy Committee (SBSC)

- SBSC membership consists of the deputy lead governor (ex officio) and eight governors with a minimum of one governor per constituency (public, appointed or staff)
- As of 1 November 2023, the committee would have six vacancies
- All membership requirements remain met with the exception of a vacancy for one appointed governor. Governors from any constituency could nominate themselves for the remainder of the vacant places

- As a result three nominations for SBSC were submitted by the deadline of 11 September 2023 and are accepted without the need for a vote
- Jamu Patel has been re-elected as deputy lead governor and is therefore ex officio member of the committee
- The current committee membership as of 1 November 2023 is:
  - John Bennett, public governor Tower Hamlets
  - Gren Bingham, public governor Tower Hamlets
  - *Rehana Ameer, appointed governor City of London*
  - Caroline Diehl, public governor Hackney
  - *Reno Marcello, public governor City of London*
  - *Caroline Ogunsola, staff governor*
  - *Jamu Patel (ex officio as deputy lead governor)*
  - *Plus two vacancies to be filled*

Names in italics indicate new or reappointed members of the committee

- There are two current vacancies and governors are being asked to consider putting themselves forward as a member of this committee as requested.
- As a reminder, the SBSC is the Council’s strategic ‘horizon-scanning’ committee. While it receives regular updates about new services the Trust has taken on (with useful background information on each one) it is also the space for Governors to discuss strategic issues such as “How does delivering Primary Care services support ELFT in our population health ambition’. **No** special expertise in business or finance required!
- If two nominations are received, they will be submitted to Council for ratification. If more than two nominations are received, we will hold a ballot in the usual way, with the result to be ratified at the January 2024 Council meeting.

#### 4.0 Action being requested

##### 4.1 The Council is asked to:

- **RECEIVE** and **NOTE** the report
- **RATIFY** the following appointments:

<b>Communications and Engagement Committee</b>	<b>Nominations and Conduct Committee</b>	<b>Significant Business and Strategy Committee</b>
<ul style="list-style-type: none"> <li>• Julie Aduwa</li> <li>• Gren Bingham</li> <li>• Bob Cazley</li> <li>• Peter Landman</li> <li>• Jamu Patel</li> <li>• Kate Smith</li> </ul>	<ul style="list-style-type: none"> <li>• Mark Dunne</li> <li>• Caroline Ogunsola</li> <li>• Plus the two governors successful in the current ballot</li> </ul>	<ul style="list-style-type: none"> <li>• Rehana Ameer</li> <li>• Reno Marcello</li> <li>• Caroline Ogunsola</li> </ul>

Appendix 1 – Proposed Committee Membership as of 1 November 2023

<b>Communications and Engagement Committee (Core Members) (from 1 November 2023)</b>	<b>Nominations and Conduct Committee (from 1 November 2023)</b>	<b>Significant Business Committee (from 1 November 2023)</b>
<ul style="list-style-type: none"> <li>• Julie Aduwa public governor Rest of England</li> <li>• Roshan Ansar, public governor Tower Hamlets</li> <li>• Gren Bingham public governor Tower Hamlets</li> <li>• Bob Cazley public governor Central Bedfordshire</li> <li>• Caroline Diehl public governor Hackney</li> <li>• Peter Landman public governor Newham</li> <li>• Beverley Morris public governor Hackney</li> <li>• Jamu Patel deputy lead governor, public governor Luton</li> <li>• Kate Smith staff governor</li> <li>• <b>Felicity Stocker</b> public governor Bedford Borough (committee chair)</li> <li>• Hazel Thomas public governor Newham</li> </ul> <p>In attendance: Janet Flaherty – Head of Comms</p>	<ul style="list-style-type: none"> <li>• <b>Eileen Taylor</b> chair</li> <li>• Aamir Ahmad/Deborah Wheeler Trust vice-chairs (as required)</li> <li>• John Bennett public governor Tower Hamlets</li> <li>• Mark Dunne staff governor</li> <li>• Susan Fajana-Thomas appointed governor LB of Hackney</li> <li>• Caroline Ogunsola staff governor (ex officio as lead governor)</li> <li>• Hazel Thomas public governor Newham</li> <li>• Plus 2 vacancies (to be advised)</li> </ul> <p>The chief executive and senior independent director are non-voting members of the committee in respect to its duties pertaining to the appointment and re-appointment of the chair.</p> <p>The senior independent director will also be anon-voting member of the Committee in respect of its duties pertaining to governor standards.</p>	<ul style="list-style-type: none"> <li>• <b>John Bennett</b> public governor Tower Hamlets (committee chair)</li> <li>• Gren Bingham public governor Tower Hamlets</li> <li>• Rehana Ameer appointed governor City of London</li> <li>• Caroline Diehl public governor Hackney</li> <li>• Reno Marcello public governor City of London</li> <li>• Caroline Ogunsola staff governor</li> <li>• Jamu Patel public Governor, Luton (ex officio as deputy lead governor)</li> <li>• Plus two vacancies (to be advised)</li> </ul> <p>In attendance Dr Mohit Venkataram Executive Director of Business Development</p>

**From:** Norbert Lieckfeldt, Corporate Governance Manager  
**To:** Council of Governors  
**Date:** 9 November 2023  
**Subject:** Election for the Lead and Deputy Lead Governor of the Council of Governors

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## 1.0 Purpose of the Report

To brief the Council regarding outcome the election process for the election of the lead and deputy lead governors<sup>1</sup> of the Council of Governors.

The term of office, as with all Council appointments, is to the end of the office holder's current term as governor.

## 2.0 General Principles

- 2.1 Both the lead and deputy lead governor are elected by the Council of Governors; reports detailing the process and timetable was presented at the Council meeting on 11 May and 14 September 2023 and are attached at appendix 1 and appendix 2 respectively.
- 2.2 The outgoing Council elects the lead and deputy lead governor for the following term.
- 2.3 Governors whose term ends but who are eligible for re-election are able to stand on the assumption their re-election bid will be successful.

## 3.0 Results

- 3.1 Lead governor Caroline Ogunsola's and deputy lead governor Jamu Patel's current term of office as a staff governor and public governor respectively ended on 31 October 2023. Both were successfully re-elected as governors for a further term of office.
- 3.2 **Lead governor:** Caroline Ogunsola was elected unopposed for a further term of office until 31 October 2026.
- 3.3 **Deputy lead governor:** Two nominations were received and following a confidential ballot, Jamu Patel was elected as deputy lead governor for a further term of office until 31 October 2026.

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<sup>1</sup> These roles are called Deputy/Assistant Deputy Chair in ELFT's current constitution



#### 4.0 Action being requested

The Council is requested to:

- **RECEIVE** and **NOTE** the contents of the report
- **CONFIRM** the appointment of Caroline Ogunsola as lead governor and Jamu Patel as deputy lead governor of the Council as of 1 November 2023 for a further term of office until 31 October 2026.

#### Appendix 1: Lead and deputy lead governor elections timetable

Stage	Action	Lead	Deadline
1	<b>Notification:</b> Details of the Lead Governor and/or Deputy Lead Governor roles will be circulated to all Governors together with the elections timetable.	GMO	20 September 2023
2	<b>Nominations:</b> All Governors may self-nominate for the lead governor and/or deputy lead governor role(s) by submitting an expression of interest in writing or by email to the Governors & Members Office by the stated date. Two separate nominations will be required if applying for both roles.	All governors	29 September 2023
3	<b>Withdrawal:</b> Opportunity for Governor nominees to withdraw their nominations	Governor nominees	2 October 2023
	<b>Nomination form:</b> Candidates for deputy lead governor submitted nomination statement following expression of interest		13 October 2023
	<b>Ballot:</b> List of deputy lead governor nominees together with their nomination statement and ballot paper will be circulated to all Governors	GMO	17 October 2023
	<b>Voting closes:</b> Governors could vote by hand, by email or by post	All Governors	27 October 2023 , 5:00pm
4	<b>Results outcome:</b> Chair and all nominated Governors will be advised of the outcome of the ballot	GMO	27 October 2023
5	<b>Results declared:</b> Results advised to all Governors by email	GMO	31 October 2023
6	<b>Confirmation of appointment:</b> appointments to the lead governor and deputy lead governor roles to be formally confirmed at a general meeting of the Council	All Governors	9 November 2023
	<b>Appointment effective</b>		1 November 2023

**From:** Norbert Lieckfeldt, Corporate Governance Manager

**To:** Council of Governors

**Date:** 11 May 2023

**Subject:** Election for the Lead and Deputy Lead Governor of the Council of Governors

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## **1.0 Purpose of the Report**

To brief the Council regarding the election process for the election of the Lead and Deputy Lead Governors (Deputy/Assistant Deputy Chair) of the Council of Governors.

The term of office, as with all Council appointments, is to the end of the office holder's current term as Governor.

Lead Governor Caroline Ogunsola's and Deputy Lead Governor Jamu Patel's current terms will end on 31 October 2023. Both can stand for a further term as Governor.

## **2.0 General Principles**

- 2.1 Both the Lead and Deputy Lead Governor are elected by the Council of Governors.
- 2.2 The outgoing Council elects the Lead and Deputy Lead Governor for the following term.
- 2.3 Governors whose term ends but who are eligible for re-election are able to stand on the assumption their re-election bid will be successful.
- 2.4 If a successful candidate should not be re-elected as Governor for a further term, the person who will continue to serve as a Governor after 1 November and who has received the highest number of first preference votes will be deemed to have been elected.

## **3.0 Timetable**

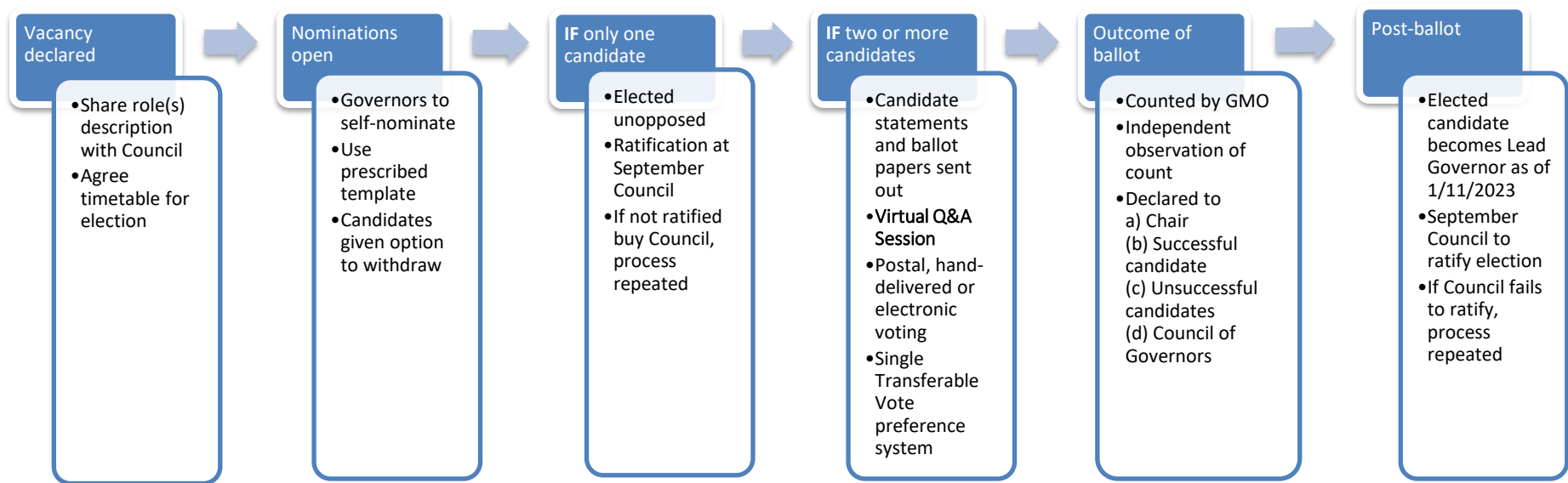
- 3.1 The role description for the Lead and Deputy Lead Governor together with the outline of the process is attached as Appendix 2.
- 3.2 A flowchart of the process is attached as Appendix 1.
- 3.3 The draft timetable is set out below:

Stage	Action	Lead	Deadline
1	<b>Elections notification:</b> Details of the Lead Governor and/or Deputy Lead Governor roles will be circulated to all Governors together with the elections timetable.	GMO	Fri 4 August 2023
2	<b>Nominations:</b> All Governors may self-nominate for the Lead Governor and/or Deputy Lead Governor role(s) by submitting the relevant Nomination Form in writing or by email to the Governors & Members Office by the stated date. Two separate nominations will be required if applying for both roles.	All Governors	Fri 18 August 2023
3	<b>Withdrawal:</b> Opportunity for Governor nominees to withdraw their nominations	Governor nominees	Mon 21 August 2023
	<b>Ballot papers:</b> List of Governor nominees together with their nomination statement and ballot paper will be circulated to all Governors	GMO	Wed 23 August 2023
	<b>Voting closes:</b> Governors can submit their vote by hand, by email or by post	All Governors	Wed 6 Sep 2023 , 5:00pm
4	<b>Results outcome:</b> Chair and all nominated Governors will be advised of the outcome of the ballot	GMO	Thu 7 Sep 2023
5	<b>Results declared:</b> Results will be advised to all Governors by email	GMO	Fri 8 September 2023
6	Confirmation of appointment: Appointments to the Lead Governor and Deputy Lead Governor roles will be formally confirmed at a general meeting of the Council	All Governors	14 September 2023
	Appointment effective		1 November 2023

#### 4.0 Action being requested

The Council is requested to:

- **RECEIVE** and **NOTE** the contents of the report



\* substitute *Deputy Lead Governor* for *Lead Governor* as appropriate

## Appendix 2

### Guideline for the Appointment of the Lead Governor<sup>1</sup> and Deputy Lead Governor of the Council of Governors

#### **1 Introduction**

- 1.1. Whilst in the normal course of a well governed Trust, contact between NHSE and the Lead Governor is unlikely to be required, Foundation Trusts (FTs) are required by NHS England (NHSE) to have in place a nominated Lead Governor who can be a point of contact for NHSE and can liaise with NHSE, on behalf of Governors, in circumstances where it would be inappropriate for NHSE to contact the Chair and vice versa. See Appendix 1 for further details.
- 1.2. NHSE requires only that the Lead Governor act as a point of contact between NHSE and the Council when needed. Directors and Governors should always remember that the Council of Governors as a whole has responsibilities and powers in statute and not individual Governors.
- 1.3. It is recognised that the duties of the Lead Governor (and Deputy Lead Governor) role may evolve and the role descriptions will be kept under review by the Council of Governors Nominations and Conduct Committee in line with its terms of reference and work plan as advised by the Director of Corporate Governance and liaising with the Chair of the Trust. Any changes to the role requirements will be with the approval of the Council.

#### **2 Lead Governor Role**

The main duties of the Lead Governor at ELFT will be to:

- 2.1. Act as the point of contact between NHSE and the Council in the event that NHSE wishes to contact the Council directly, or the Council decides to exercise its powers to contact NHSE, on an issue for which the normal channels of communication are not appropriate. Before contacting NHSE, the Lead Governor will first discuss the issues with the Trust's Senior Independent Director (SID) as set out in Monitor's Code of Governance for FTs (July 2014) Annex 1 or any amendments
- 2.2. Chair such parts of meetings of the Council which cannot be chaired by the Trust Chair or Vice-Chair or Non-Executive Directors due to a conflict of interest in relation to the business being discussed.
- 2.3. Act as a point of contact for the Senior Independent Director.
- 2.4. Meet with the Chair, Corporate Governance Manager, and Deputy Lead Governor on a regular basis, e.g. to plan the agenda for Council meetings. Additional meetings with the Senior Independent Director and the Director of Corporate Governance will be scheduled as required.
- 2.5. Work collaboratively with the Chair and Corporate Governance Manager liaising with Governors to seek their views and feedback, and to encourage engagement.
- 2.6. Act as a point of contact for any Governor wishing to raise matters with the Trust Chair in the event that a Governor may not wish to do so directly.

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<sup>1</sup> The current version of ELFT's Constitution refers to these posts as Deputy Chair and Assistant Deputy Chair respectively.

- 2.7. Organise and chair informal Governor only meetings (such as the Governors Open Forum) and provide feedback (where appropriate) to the Chair, the Director of Corporate Governance and the Corporate Governance Manager.
- 2.8. Act as a coordinator of Governors' responses to formal consultations.
- 2.9. Coordinate Council contributions to regulatory reports such as Quality Account, Annual Report, etc as required.
- 2.10. Report on the activities and work of the Council at the Annual Members Meeting.
- 2.11. Contribute to the Chair's annual appraisal by seeking the views of other Governors in relation to this and feeding back to the SID on behalf of the Council.
- 2.12. Serve as ex officio member of the Nominations and Conduct Committee (Lead Governor) and the Significant Business Committee (Deputy Lead Governor).
- 2.13. Undertake a coordination role within the Council and act as a conduit for communication with the Council of Governors from other Trusts and official Governor groups.

### **3 Deputy Lead Governor Role**

The main duties of the Deputy Lead Governor will be to:

- 3.1. Support to the Lead Governor in fulfilling their role (as detailed in 2 above).
- 3.2. Carry out the role of the Lead Governor in their absence.
- 3.3. Provide continuity.

The division of responsibilities will be decided by the Lead Governor and Deputy Lead Governor once elected and in post.

### **4 The Person**

To be able to fulfil either role effectively, the person will:

- 4.1. Have the confidence of fellow Governors and the Board of Directors.
- 4.2. Have the ability to influence and negotiate and present well-reasoned argument but ensuring that individual issues are not taken forward as the Council view.
- 4.3. Have a willingness to set aside their own view in favour of finding a settled Council decision.
- 4.4. Have a willingness to challenge constructively.
- 4.5. Be able to demonstrate experience of chairing large and small meetings effectively.
- 4.6. Understand the role of NHSE, the basis on which NHSE may take regulatory action and the Trust's relationship with NHSE.
- 4.7. Be committed to the success of the Trust.

**4.8.** Be able to commit the time necessary to fulfil role.

The Lead Governor and Deputy Lead Governor will be responsible for ensuring that the Trust values are adhered to when fulfilling their role:

- **We Care:**
  - ✓ To be honest, accessible *and* responsive
  - ✓ To be friendly and courteous and show a caring and empathetic approach in transactions with others
  - ✓ To work collaboratively with colleagues and all stakeholders and be open to new perspectives and ways of working
  - ✓ To be mindful of their own behaviour on fellow governors and the work of the Council
- **We respect:**
  - ✓ To go the extra mile and help others achieve their goals
  - ✓ To challenge professionally and take ownership to improve safety and change things for the better.
  - ✓ To actively listen and have confidence to speak up to improve services
  - ✓ To celebrate successes and have the courage to learn from mistakes.
- **We are inclusive:**
  - ✓ To understand different perspectives and take responsibility to respond to patients, carers and colleagues
  - ✓ To encourage and embrace change and be proud to share their ideas
  - ✓ To embrace continuous learning and self-development

<b>5 Terms of Office</b>
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- 5.1.** The Lead Governor and Deputy Lead Governor will be elected by the Council of Governors.
- 5.2.** The appointment as Lead Governor and Deputy Lead Governor ends with the holder's current term of office.
- 5.3.** If the Lead or Deputy Lead Governor terminates their tenure or is removed from office, a new nominations process will take place to appoint to the vacant position.
- 5.4.** The Lead and Deputy Lead Governor will undertake development and training that is deemed relevant to the posts

<b>6 Process for the Appointment of the Lead Governor and Deputy Lead Governor</b>
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The Council will elect the Lead Governor and Deputy Lead Governor in line with the following process which will be managed by the Governors and Members Office who will ensure timely and successful management of the process:

**Stage 1**

- Details of the Lead Governor and/or Deputy Lead Governor roles will be circulated to all Governors together with the elections timetable.

**Stage 2**

- All Governors may self-nominate for the Lead Governor and/or Deputy Lead Governor role(s) by submitting the relevant Nomination Form to the Governors and Members Office by the stated date. Two separate forms will be required if applying for both roles.
- Governors will be asked to forward their nominations in writing or by email to the Governors and Members Office by a stated date.

### Stage 3

- A list of Lead/Deputy Lead Governor nominations will be circulated to all Governor nominees to provide the opportunity of withdrawing their nomination with 24 hours of receipt.
- A list of final Governor nominations together with their nomination statement and ballot paper will be circulated by the Governors and Members Office to all Governors for consideration and voting. Where there is a single nomination received within the correct timescale, that nominee will be elected unopposed. The nomination statement of the unopposed candidate will be shared in the usual way.
- If there is more than one candidate for the role, the following election process will be used:
- The Governors and Members Office will organise a virtual Q&A sessions with candidates.
- The ballot papers will be marked individually but will not be personally identifiable
- The Single Transferable Vote system will be used.
- Any Governor can cast a vote by marking the ballot paper in accordance with the instructions included on the ballot paper
  - Governors must return the ballot paper by hand, by email or by post; any ballot paper received after the date and time stipulated will be rejected
  - A ballot paper does not need to be signed by the Governor if it is returned by email (provided that it is returned from an email address that the Governor has previously notified to the Trust Secretary and/or used)
  - A ballot paper returned by hand or by post must be signed by the Governor
  - Any votes received after the deadline will be invalid and will not be counted.
- All Governors (including the candidates) will be entitled to vote for both the Lead Governor and Deputy Lead Governor. The valid votes received will be counted on the next working day following the deadline by the Governors and Members Office. The count will be observed by an independent member of staff.

### Stage 4

- The results will be advised to the Trust Chair, the successful candidates and the unsuccessful candidates and then the wider Council in line with the election timetable. The Council of Governors will formally confirm the appointment of the Lead Governor and/or Deputy Lead Governor at the next general meeting of the Council.
- If the Council does not ratify the appointments, the election will be re-run.
- Until the formal ratification, the successful candidate shall be known as Lead Governor-Elect (Deputy Lead Governor-Elect) but will be able to carry out the requirements of their role.
- In the event of a leave of absence of the Lead Governor and/or the Deputy Lead Governor, the Chair in discussion with the Council can consider options to manage the leave of absence.

### Draft Election Timetable

Stage	Action	Lead	Deadline
1	<b>Roles and timetable:</b> Details of the Lead Governor and Deputy Lead Governor roles and timetable circulated	GMO	
2	<b>Nominations:</b> Governors to self-nominate for the Lead Governor and/or Deputy Lead Governor role(s) by submitting the relevant Nomination Form in writing or by email to the Trust Secretary; two separate forms will be required if applying for both roles	All Governors	
3	<b>Withdrawal:</b> Opportunity for Governor nominees to withdraw their nominations	Governor nominees	



Stage	Action	Lead	Deadline
	<b>Ballot papers:</b> List of Governor nominees together with their nomination statement and ballot paper will be circulated to all Governors	GMO	
	<b>Voting closes:</b> Governors can vote by hand, by email or by post	All Governors	
4	<b>Results outcome:</b> Chair and all nominated Governors will be advised of the outcome of the ballot	GMO	
5	<b>Results declared:</b> Results will be advised to all Governors by email	GMO	
	<b>Appointment effective</b>	Lead Governor Deputy Lead Governor	
6	<b>Confirmation of appointment:</b> Appointments to the Lead Governor and Deputy Lead Governor roles will be formally confirmed at a general meeting of the Council	All Governors	

### NHSE and the Lead Governor

- 1.1. NHSE is clear in its expectation that direct contact between itself and a Council will be rare. The main circumstances in which NHSE will contact a Lead Governor are when NHSE has concerns about the Board of Directors' leadership which could potentially lead to NHSE using its formal powers to remove the Chair and/or Non-Executive Directors (NEDs). Given that the Council is responsible for appointing the Chair and NEDs, then NHSE is likely to want to discuss such action with the Governors.
- 1.2. NHSE does not expect direct communication with Governors until such time as there is a real risk that the FT may be in significant breach of its provider licence. Should individual Governors wish to contact NHSE with such concerns, then NHSE expects this to be through the Lead Governor.
- 1.3. The other circumstances where NHSE may wish to contact a Lead Governor is where NHSE is aware that the process for the appointment of the Chair or other members of the Board, elections for Governors or other material decisions may have not complied with the FT's constitution or, alternatively, while complying with the constitution, may be inappropriate. In such circumstances, the Lead Governor may be a point of contact for NHSE if the Chair, other Board members or the Director of Corporate Governance have been involved in the process by which these appointments or other decisions were made.

**To:** Council of Governors  
**From:** Cathy Lilley, Director of Corporate Governance  
**Date:** 14 September 2023  
**Subject:** Lead and Deputy Lead Governor Elections 2023

## 1.0 Purpose of the Report

1.1 To update the Council of Governors (the Council) on the elections for a Lead and Deputy Lead Governor.

## 2.0 Lead Governor and Deputy Lead Governor Role Requirements

2.1 Whilst in the normal course of a well-governed Trust, contact between NHS England (NHSE) and the Lead Governor is unlikely to be required, it is a requirement that Trusts have in place a nominated Lead Governor who can be a point of contact for and liaise NHSE on behalf of Governors, in circumstances where it would be inappropriate for NHSE to contact the Chair and vice versa.

2.2 The Council's statutory duties and responsibilities remain with the Council as a whole and not with individual Governors.

2.3 The duties of the Lead and Deputy Lead Governor roles may evolve and the role descriptions will be kept under review; any changes to the role requirements will be with the approval of the Council. The main duties are in appendix 1.

## 3.0 Elections to the Roles of Lead and Deputy Lead Governor

3.1 The appointment as a Lead or Deputy Lead Governor is aligned to the Governor's term of office.

3.2 The Council's current Lead and Deputy Lead Governor are Caroline Ogunsola and Jamu Patel respectively and for both Caroline and Jamu their term ends on 31 October 2023.

3.3 Although both Caroline and Jamu were successfully reappointed as Governors during the recent elections, an election process for the Lead and Deputy Lead Governor will need to be held in line with the process at appendix 2 which was approved by the Council at its meeting in August 2020.

3.4 The proposed election timetable is:

Deadline date	Action
14 September 2023	Council to approve process and timetable
18 September 2023	Invitation to self-nominate
6 October 2023	Deadline for nominations
11 October 2023	Deadline for withdrawing nominations
12 October 2023	Commence ballot

<b>Deadline date</b>	<b>Action</b>
w/c 16 October 2023	Online Q&A session with candidates
26 October 2023	Ballot deadline
27 October 2023	Count of ballot
w/c October 2023	Advise outcome to successful candidate(s)/Council
9 November 2023	Ratification at Council meeting

#### **4.0 Action Being Requested**

4.1 The Council is asked to:

- **RECEIVE** and **NOTE** the report
- **APPROVE** the Lead Governor and Deputy Lead Governor election process and timetable.

## Appendix 1: Lead and Deputy Lead Governor

### Lead Governor Role Description

The main duties of the Lead Governor will be to:

- Encourage a unitary Council of Governors that is engaged constructively with the Board of Directors and the constituencies from which the Governors are elected or the appointing organisations
- Establish Governor leadership that embodies and promotes the Trust's values and sets a positive example to all stakeholders
- Act as the point of contact between NHSE and the Council in line with NHSE requirements. Before contacting NHSE, the Lead Governor will first discuss the issues with the Trust's Senior Independent Director (SID) and will take steps to understand their role in relation to NHSE
- Act as a point of contact for the Senior Independent Director
- Meet with the Chair, Director of Corporate Governance, Corporate Governance Manager, and Deputy Lead Governor on a regular basis, e.g. to plan the agenda for Council meetings
- Work collaboratively with the Chair and Corporate Governance Manager liaising with Governors to seek their views and feedback, and to encourage engagement
- Bring to the Chair's notice an issues from Governors
- Act as a point of contact for any Governor wishing to raise matters with the Chair in the event that a Governor may not wish to do so directly
- Chair informal Governor only meetings (such as the Governors Open Forum) and provide feedback, where appropriate, to the Chair, the Director of Corporate Governance and the Corporate Governance Manager
- Coordinate Council contributions to regulatory reports and/or formal consultations as required
- Coordinate the report on the activities and work of the Council at the Annual Members Meeting
- Contribute to the Chair's annual appraisal by seeking the views of other Governors in relation to this and feeding back to the SID on behalf of the Council
- Serve as ex officio member of the Council's Nominations & Conduct Committee (Lead Governor) and the Significant Business Committee (Deputy Lead Governor)
- Attend meetings of the Trust Board in public Act as a conduit for communication with the Council of Governors from other Trusts and official Governor groups.

### Deputy Lead Governor Role Description

The main duties of the Deputy Lead Governor will be to:

- Support the Lead Governor in fulfilling their role (as detailed above)
- Carry out the role of the Lead Governor in their absence
- Provide continuity.

The division of responsibilities will be decided by the Lead and Deputy Lead Governors once elected and in post.

### The Person

To be able to fulfil either role effectively, the person will:

- Have the confidence of fellow Governors and the Board of Directors
- Have the ability to influence and negotiate, and present well-reasoned argument but ensuring that individual issues are not taken forward as the Council view

- Have a willingness to set aside their own view in favour of finding a settled Council decision
- Have a willingness to challenge constructively
- Understand the role of NHSE, the basis on which NHSE may take regulatory action and the Trust's relationship with NHSE
- Be committed to the success of the Trust
- Be able to commit the time necessary to fulfil role.

The Lead Governor and Deputy Lead Governor will be responsible for ensuring that the Trust values are adhered to when fulfilling their role.

### **Terms of Office**

- The Lead Governor and Deputy Lead Governor will be elected by the Council of Governors
- The appointment as Lead Governor and Deputy Lead Governor ends with the holder's current term of office
- If the Lead or Deputy Lead Governor terminates their tenure or is removed from office, a new nominations process will take place to appoint to the vacant position
- The Lead and Deputy Lead Governor will undertake development and training that is deemed relevant to the posts.

**COUNCIL OF GOVERNORS FORWARD PLAN 2023/24**

<b>Date of Meeting</b>	<b>Key Strategic Agenda Items</b>
14 September 2023	<ul style="list-style-type: none"> <li>• Review of Council’s effectiveness</li> <li>• Elections, lead and deputy lead governors</li> </ul>
9 November 2023	<ul style="list-style-type: none"> <li>• <b>Determine CoG strategic priorities for 2024/25</b></li> <li>• Receive Council election results</li> <li>• Farewell to departing governors</li> </ul>
18 January 2024 (inc AMM)	<ul style="list-style-type: none"> <li>• <b>CoG strategic priority: collaborating with partners</b></li> <li>• Annual Report and Accounts</li> <li>• Auditors letter</li> <li>• Governors’ report to members</li> <li>• Governor impact review</li> </ul>
14 March 2024	<ul style="list-style-type: none"> <li>• <b>CoG strategic priority: TBD</b></li> <li>• Annual Plan 2024/25</li> </ul>
9 May 2024	<ul style="list-style-type: none"> <li>• <b>CoG strategic priority: TBD</b></li> <li>• Training and Development Self-Certification</li> </ul>
11 July 2023	<ul style="list-style-type: none"> <li>• <b>CoG strategic priority: TBD</b></li> <li>•</li> </ul>

**Standing / regular reports at every meeting:**

- Minutes
- Action log and matters arising
- Trust performance update
- Reports of the Council committees after each meeting:
  - Communications and Engagement Committee  
inc membership engagement plan
  - Nominations and Conduct Committee
  - Significant Business and Strategy Committee