

Council of Governors

26 November 2019

Revised Chair and Non-Executive Director Appraisal Framework 2020

Summary & reason for item:

This purpose of this paper is to present a draft revised framework for appraising the Chair and Non-Executive Directors at GOSH.

Governor action required:

To consider and approve the proposed draft framework.

Presented by: Anna Ferrant, Company Secretary

Appraisal Framework

The current GOSH Chair and NED appraisal process is aligned to guidance provided in **‘Your statutory duties; A reference guide for NHS foundation trust governors’ – August 2013:**

- The Chair individually appraises each non-executive director.
- The Senior Independent Director conducts the Chair appraisal.
- The Lead Governor asks fellow governors to provide informal, anonymous and confidential feedback on the performance of the Chair and NEDs to inform the appraisal process using a pro-forma. The Lead Governor reports this to the Chair and SID about the governors’ feedback.
- The executive directors provide informal, anonymous and confidential feedback via the Chief Executive directly to the SID (about the Chair) and to the Chair about the NEDs.
- An appraisal pro-forma is completed during the appraisal. Should any disagreement arise between the Chair/ Non-Executive Director on the results of the appraisal, the Chair will provide a written summary of the difference which will be presented to the Council of Governors’ Nominations and Remuneration Committee and reported to the Council for noting.
- A summary report is submitted to the Council of Governors’ Nominations and Remuneration Committee for recommendation and a report presented to the Council for approval.

The Council has recently approved the framework for the appraisal process for the Non-Executive Directors. This is attached at **Appendix 7** for information.

Appraisal of the Chair and Chair Competency Framework

NHS England and NHS Improvement have very recently published guidance on a standard framework within which annual appraisals for provider chairs (not non-executive directors) are applied and managed (see **Appendix 1**).

Summary of revised framework – for information

The Chair appraisal framework consists of 4 stages:

Stage 1 –Appraisal preparation – the SID and Chair agree the chair’s previous appraisal outcomes, personal development plan and in-year objectives; key aspects of the trust’s board development plan; the provisions of the provider chair competency framework and the trust’s current overall performance. The SID and Chair determine which stakeholders they will invite to contribute to the appraisal and agree the overall timetable for completing the required appraisal activity. The SID speaks with NHS England and NHS Improvement regional director to ascertain whether they consider that any areas of competency should receive particular focus.

(The agreed timetable should ensure all associated stages of the process are completed by the end of Quarter 1 in any given year.)

Stage 2 – Multisource assessment - Assessments of the chair’s effectiveness is sought from a range of key stakeholders who represent the trust and external partner organisations. This includes the lead governor (on the council of governors’ behalf), non-executive directors, the chief executive, executive directors and external parties such as integrated care system chair, commissioners and other system partners, patient and public representative leads and a peer(s) from another trust(s).

A multisource assessment template should be used for collating these responses. Concurrently, the chair should be invited to conduct a self-assessment using the chosen criteria included in the multisource assessment template.

Stage 3: Evaluation – The SID will collate the responses, and consider them in light of the Chair’s self-assessment.

Stage 4: Appraisal Output - The collective evaluation of the responses should form the basis of an appraisal discussion between the chair and the SID. During the discussion, equal consideration should be given to assessing in-year performance, how any previously identified development and support needs have been met, identifying any continuing or additional development or support required, and determining key objectives for the current year.

The key points arising from the appraisal discussion should be formally recorded by the appraisal facilitator and agreed by the chair.

A copy of the appraisal reporting template should be sent to the NHS England and NHS Improvement regional director, for information.

Various templates are provided by NHS England/ Improvement for the Trust to review, amend and adopt – one for collating responses from stakeholders, one for self-assessment by the chair and one for reporting the output of the appraisal.

The **NHS provider chair competencies framework** (Appendix 4) identifies four key aspects central to the chair’s role:

- leading the board, both in shaping the agenda and managing relationships internally and externally
- ensuring the board sets the trust’s long-term vision and strategic direction and holding executive directors to account for delivering the trust’s strategy
- creating the right tone at the top, encouraging change and shaping the organisation’s culture
- building system partnerships and balancing organisational governance priorities with system collaboration (this is becoming more important as organisations move to integrated care systems, prioritising population health in line with the NHS Plan.

Attachment K

The guidance states that *...it is not intended that the framework is prescriptive: Rather, provided it can be shown that local variations are consistent with the broad principles established by the framework and include mechanisms for adequate multi-source assessment against the components of the provider chair competency framework, context-specific flexibility can be maintained.*

Revised competency framework for the Chair and the NEDs

The NHSI/E guidance outlines a proposed competency framework for the Chair of the Board and Council (see **Appendix 2**) covering Strategy, People, Partnerships, Outcomes and Professional Acumen.

Recommendation: It is proposed that the GOSH Chair role description and person specification is refreshed in 2020 (as per usual updates) and ensures that the guidance is appropriately reflected.

The Council of Governors' Nominations and Remuneration Committee have reviewed the attached guidance from NHSE/I and agreed that the existing Chair and NED competency framework and appraisal process is revised in light of this guidance, where appropriate.

Recommendation: A paper on revision to the appraisal process will be brought to the February 2020 Council meeting.

The current GOSH appraisal framework and competences are attached at **Appendices 3, 4 and 5**. Amendments have been made in light of the NHSI/E guidance and provided using tracked changes. The main changes are:

- **Appendix 3:** The existing appraisal framework has been amended to reflect the tangible measurable requirements of being a Chair and NED including training completed, declarations submitted etc.
- A revised appraisal process will be brought to the Council in February 2020. This will include the process for collating governors views using the framework cited in the guidance (collating feedback from governors and executives and others where appropriate)
- **Appendix 4:** The competencies for the Chair have been refreshed in line with the NHSI/E guidance (see red text). Elements of the previous GOSH competencies have also been added (see black text).
- **Appendix 5:** The NHSI/E guidance does not cover **NED** appraisals. However, the guidance headings have been used to refresh the NED competencies to ensure they are complimentary to the Chair the competencies (red text is new text, black text is existing text and tracked changes show differences between the Chair and NED roles).
- Where text from the original appraisal framework has not been carried over into the refreshed appraisal framework and competencies, **Appendix 6** provides an explanation for this.

Framework for conducting annual appraisals of NHS provider chairs

Guidance document: September 2019



The NHS Long Term Plan says that when organisations work together they provide better care for the public. That is why on 1 April 2019 NHS Improvement and NHS England united as one – our aim, to provide leadership and support to the wider NHS. Nationally, regionally and locally, we champion frontline staff who provide a world-class service and constantly work to improve the care given to the people of England.

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1. Introduction

This document establishes a standard framework within which annual appraisals for provider chairs are applied and managed. The principal aim is to ensure the annual appraisal is a valuable and valued undertaking that provides an honest and objective assessment of a chair's impact and effectiveness, while enabling potential support and development needs to be recognised and fully considered. The framework is fully aligned with the Provider Chair Competency Framework and informed by multi-source feedback.

In providing the framework, and in aiming to establish a more standardised approach to the annual appraisal of chairs, we recognise that many providers have developed and implemented local processes that are equally comprehensive, and which reflect specific contexts and existing good practice. Therefore, it is not intended that the framework is prescriptive: Rather, provided it can be shown that local variations are consistent with the broad principles established by the framework and include mechanisms for adequate multi-source assessment against the components of the provider chair competency framework, context-specific flexibility can be maintained.

Context

The framework is informed by the related provisions common to Monitor's code of governance for NHS foundation trusts,¹ the seven principles of public life² and the Financial Reporting Council's publications (UK corporate governance code³ and guidance on board effectiveness⁴). These provisions stress the pivotal nature of the chair's role in creating the conditions for the board's effectiveness in maintaining a focus on strategy, performance, culture and values, stakeholders and accountability.

In leading the board, the chair should set clear expectations concerning the style and tone of its discussions, ensuring it has effective decision-making processes and applies sufficient challenge in conducting its business. This requires an ability to

¹ www.gov.uk/government/publications/nhs-foundation-trusts-code-of-governance

² www.gov.uk/government/publications/the-7-principles-of-public-life

³ www.frc.org.uk/

⁴ www.frc.org.uk/

foster relationships based on trust, mutual respect and open communication between non-executive directors and the executive team, and between the unitary board and its key partners (both internal and external).

As a minimum, we anticipate that chairs will participate in a face-to-face annual appraisal discussion that is informed by self-evaluation, combined with assessments of impact and personal effectiveness provided by a range of internal and external stakeholders. We propose that the frame of reference for self-evaluation and stakeholder assessment is the five 'competency clusters' associated with the provider chair competency framework, and we provide a template for this. The outcomes arising from the appraisal discussion will be recorded and shared with respective NHS England and NHS Improvement regional directors. Again, we provide a template for this.

The preparation for and conduct of the appraisal discussion should be facilitated by the senior independent director (SID). Pending the SID's appointment in trusts where this role does not currently exist, an experienced non-executive director should be nominated via the trust's remuneration committee. The SID, or nominated non-executive director (ie the 'appraisal facilitator'), will be responsible for receiving the chair's self-evaluation and collating all assessment feedback from the participant stakeholders.

For annual appraisals to be meaningful and contribute beneficially to chairs' personal development, appraisal facilitators should place significant emphasis on developing a highly functional working relationship with their chairs, built on openness, honesty and trust. This will ensure the appraisal does not feel like an impersonal or isolated annual event but an important cornerstone of continuous and supportive dialogue and objective informal feedback, relating to personal impact and effectiveness. Above all, chairs should be genuinely willing to seek and act on constructive criticism about their impact and effectiveness.

2. Annual process

This framework establishes a standard process, consisting of four key stages, to be applied to the annual appraisal of chairs. The process is described below and presented as a summary flowchart at Appendix 1.

Stage 1: Appraisal preparation

At a pre-appraisal meeting, the chair and the appraisal facilitator should review the contents of the assessment template provided by this framework (see Appendix 2) and determine whether they will seek feedback for any additional areas: if so, the template will need to be adapted accordingly. Additional areas of focus are likely to be identified by, for example, considering the chair's previous appraisal outcomes, personal development plan and in-year objectives; key aspects of the trust's board development plan; the provisions of the provider chair competency framework and the trust's current overall performance.

The chair and the appraisal facilitator should also determine which stakeholders they will invite to contribute to the appraisal through multisource assessment and agree the overall timetable for completing the required appraisal activity. The agreed timetable should ensure all associated stages of the process are completed by the end of Quarter 1 in any given year.

Another important part of the preparation is for the appraisal facilitator to speak with their NHS England and NHS Improvement regional director to ascertain whether they consider that any areas of competency should receive particular focus.

Stage 2: Multisource assessment

Assessments of the chair's effectiveness should be sought from a range of key stakeholders who represent the trust and external partner organisations. For foundation trusts, the lead governor (on the council of governors' behalf) should always be included. Other stakeholders might include non-executive directors, the chief executive, executive directors, integrated care system chair, commissioners and other system partners, patient and public representative leads and a peer(s) from another trust(s). Careful consideration should be given to ensuring there is an appropriate number and span of representative participants.

A multisource assessment template is provided at Appendix 2. The template may be adapted according to local context, such that those competencies that are of greatest relevance may be prioritised over others.

Concurrently, the chair should be invited to conduct a self-assessment using the chosen criteria included in the multisource assessment template. This self-evaluation should include commentary on any identified personal development or support needs.

Stage 3: Evaluation

The appraisal facilitator will need to devote sufficient time to evaluating all the collated stakeholder assessments. As part of this evaluation, it may well be necessary to seek further information from one or more of the assessors, to gain greater insight and/or to clarify certain areas. The evaluation of stakeholders' views should then be considered alongside the chair's own self-assessment. Again, the chair may ask the appraisal facilitator for further information and/or comment.

Stage 4: Appraisal output

The collective evaluation of the multisource assessment should form the basis of, and subsequently guide, an appraisal discussion between the chair and the appraisal facilitator. During the discussion, equal consideration should be given to assessing in-year performance, how any previously identified development and support needs have been met, identifying any continuing or additional development or support required, and determining key objectives for the current year.

The key points arising from the appraisal discussion should be formally recorded by the appraisal facilitator and agreed by the chair. A template for this is provided in Appendix 3.

After completing all local activity, a copy of the appraisal reporting template (Appendix 3) should be sent to NHS Improvement's Chair and Chief Operating Officer for review (and, for NHS trusts, endorsement) and to the NHS England and NHS Improvement regional director, for information. NHS Improvement's Chair and Chief Operating Officer will acknowledge, with the chair, the receipt of their appraisal documentation and exercise discretion in seeking further information and/or moderating the appraisal outcomes, if such action is deemed to be necessary.

Appendix 1: Process for annual appraisal of NHS provider chairs – summary flowchart

Stage 1: Appraisal preparation

Chair;
appraisal facilitator

Review of assessment template and determination of additional areas of focus; consideration of multisource assessment contributors; agreed timetable.

Sources of reference:

chair's previous appraisal outcomes, personal development plan and in-year objectives; key aspects of the trust's board development plan; the provisions of the provider chair competency framework; current overall trust performance.

Stage 2: Multisource assessment

Identified stakeholders;
chair

Assessments of chair's effectiveness sought from a range of stakeholders identified at Stage 1; completion of self-assessment by chair.

Source of reference:

chair multisource assessment template (**Appendix 2**)

Stage 3: Evaluation

Appraisal facilitator

Evaluation, by appraisal facilitator, of all collated stakeholder assessments; if necessary, further information sought from assessors; evaluation of stakeholders' views considered alongside chair's self-assessment.

Stage 4: Appraisal output

Chair;
appraisal facilitator;
regional director;
NHS Improvement
Chair and Chief
Operating Officer

Appraisal discussion framed around collective evaluation of multisource assessment; consideration given to in-year performance, identification of development or support needs, and consideration of current year's key objectives.

Key points from appraisal discussion formally recorded by appraisal facilitator and agreed by the chair; completed appraisal reporting template forwarded to NHS Improvement's Chair and Chief Operating Officer for review (and, for NHS trusts, endorsement) and regional director, for information; potential moderation undertaken.

Source of reference:

chair appraisal reporting template (**Appendix 3**)

Appendix 2: NHS provider chair multisource assessment template

Overview

This template is intended for use by those asked to contribute to the annual appraisal of NHS provider chairs, a principal component of which is multisource assessment. In addition to inviting responses from identified stakeholders to the statements and questions in the template, chairs will be asked to reflect on the same statements and questions as a means of self-assessment. The collective evaluation of all responses, including those provided by chairs, will form the basis of an appraisal discussion conducted by the appraisal facilitator.

The outcomes arising from the appraisal discussion will be formally recorded and, for NHS trusts, reviewed at regional level (by respective regional directors) and national level (by NHS Improvement's Chair).

The annual appraisal process should be a valuable and valued undertaking that honestly and objectively assesses a chair's impact and effectiveness, while enabling potential support and development needs to be recognised and fully considered. The NHS provider chair competencies framework identifies four key aspects central to the chair's role:

- leading the board, both in shaping the agenda and managing relationships internally and externally
- ensuring the board sets the trust's long-term vision and strategic direction and holding executive directors to account for delivering the trust's strategy
- creating the right tone at the top, encouraging change and shaping the organisation's culture
- building system partnerships and balancing organisational governance priorities with system collaboration (this is becoming more important as

organisations move to integrated care systems, prioritising population health in line with the NHS Long Term Plan).

These aspects are reflected in the framework’s five competency ‘clusters’ (ie strategic, partnerships, people, professional acumen and outcomes focus). Collectively, the competencies associated with each cluster represent a success profile against which chairs’ impact and effectiveness should be annually assessed.

The template consists of themed statements grouped according to the five competency clusters. Based on their direct knowledge of the chair, assessors are asked to provide a response to each statement (ie strongly agree, agree, disagree, or strongly disagree) or to a smaller number of specific statements that will have been indicated by the appraisal facilitator, under covering correspondence.

For each competency, reflecting on their responses to the associated themed statements, assessors are further invited to provide commentary in response to two questions: “what does the chair do particularly well?” and “how might the chair’s impact and effectiveness be improved?” Responses will be particularly valuable in highlighting areas of high impact and good practice, and opportunities for development and support.

Completed templates should be submitted (anonymously or otherwise) direct to the appraisal facilitator.

Multisource assessment – NHS provider chair impact and effectiveness (confidential when completed)

Name of provider trust:	
Name of chair:	
Name and role of appraisal facilitator:	
Assessment period:	

Part 1: Responses to statements relating to the NHS provider chair competencies framework

The following themed statements relate to the chair's impact and effectiveness in their role.

Please respond to as many of the statements as possible.

Where you are unable to provide a response, please leave the relevant field(s) blank.

Competency: Strategic	Strongly agree	Agree	Disagree	Strongly disagree
Leads the board in setting an achievable strategy.				
Takes account of internal and external factors to guide decision-making sustainably for the benefit of patients and service users.				
Provokes and acquires new insights and encourages innovation.				
Evaluates evidence, risks and options for improvement objectively.				
Builds organisational and system resilience, for the benefit of the population of the system as a whole.				

Competency: Partnerships	Strongly agree	Agree	Disagree	Strongly disagree
Develops external partnerships with health and social care system stakeholders.				
Demonstrates deep personal commitment to partnership working and integration.				

Promotes collaborative, whole-system working for the benefit of all patients and service users.				
Seeks and prioritises opportunities for collaboration and integration for the benefit of the population of the system as a whole.				

Competency: People	Strongly agree	Agree	Disagree	Strongly disagree
Creates a compassionate, caring and inclusive environment, welcoming change and challenge.				
Builds an effective, diverse, representative and sustainable team focused on all staff, patients and service users.				
Ensures all voices are heard and views are respected, using influence to build consensus and manage change effectively.				
Supports, counsels and acts as a critical friend to directors, including the chief executive.				

Competency: Professional acumen	Strongly agree	Agree	Disagree	Strongly disagree
Owens governance, including openness, transparency, probity and accountability.				
Understands and communicates the trust's regulatory and compliance context.				
Leverages knowledge and experience to build a modern, sustainable board for the benefit of patients and service users.				

Applies financial, commercial and technological understanding effectively.				
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Competency: Outcomes focus	Strongly agree	Agree	Disagree	Strongly disagree
Creates an environment in which clinical and operational excellence is sustained.				
Embeds a culture of continuous improvement and value for money.				
Prioritises issues to support service improvement for the benefit of the population of the system as a whole, ensuring patient safety, experience and outcomes remain the principal focus.				
Measures performance against constitutional standards, including those relating to equality, diversity and inclusion.				

Part 2: Strengths and opportunities

Please highlight the chair's particular strengths and suggest any areas in which there are opportunities for increasing their impact and effectiveness.

Field sizes are adjustable.

Strengths: What does the chair do particularly well?

Opportunities: How might the chair increase their impact and effectiveness?

Part 3: Additional commentary

Please provide any additional commentary relating to any aspects of the chair's conduct, impact and effectiveness in their role.

The field size is adjustable.

Additional commentary

Thank you for participating. Please now send your completed template to the appraisal facilitator, who will treat your responses in strict confidence. Should you wish to discuss any of your responses with the appraisal facilitator, again in strict confidence, please request to do so.

Appendix 3: NHS provider chair appraisal reporting template

This template should be used to formally record a summary of the key outcomes arising from the appraisal discussion between provider chairs and appraisal facilitators.

Name of provider trust:	
Name of chair:	
Name and role of appraisal facilitator:	
Appraisal period:	

Part 1: Multisource stakeholder assessment outcomes (for completion by appraisal facilitator)

a. Summary of significant emergent themes from stakeholder assessments:

b. Highlighted areas of strength:

c. Identified opportunities to increase impact and effectiveness:

Part 2: Self-reflection (for completion by chair)

Summary of self-reflection on multisource stakeholder assessment outcomes:

Part 3: Personal development and support (for completion by chair and appraisal facilitator)

Identification of personal development and/or support needs:			
Description	Proposed intervention	Indicative timescale	Anticipated benefit/measure of success

Part 4: Principal objectives (for completion by chair and appraisal facilitator)

Identification of three principal objectives for next 12 months:		
Objective	Anticipated benefit/measure of success	Anticipated constraints/barriers to achievement

Part 5: Confirmation

Confirmation of key outcomes of appraisal discussion:		
Confirmed by	Signature	Date
Chair		
Appraisal facilitator		

Part 6: Submission

a. Copy submitted to regional director, for information

Name of regional director	Date

b. Receipt by NHS Improvement Chair and Chief Operating Officer

Signature (Chair)	Date
Signature (Chief Operating Officer)	Date

Comments (including potential moderation):

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NHS Improvement

enquiries@improvement.nhs.uk

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The role of the NHS provider chair: a framework for development

Implementation document: September 2019



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Introduction

This document aims to support NHS trusts and foundation trusts in attracting, appointing and developing NHS provider chairs; It offers guidance on best practice expectations for the chair's role.

Each trust will require a different balance within the chair's role: certain competencies and responsibilities will need more emphasis than others, depending on the trust's size, scope and situation – for example, whether it is in special measures for quality or finance reasons, or seeking to merge with other trusts. Factors such as the stage of development and maturity of the local integrated care system will also affect the role and how this framework is applied.

That said, in the modern NHS, certain core characteristics are essential in ensuring success and effectiveness in the role. Above all, in leading their boards, chairs must visibly and consistently demonstrate a commitment to developing and maintaining a healthy organisational culture and environment built on trust; openness; honesty; integrity; and inclusivity, and which promotes collaborative, system-level leadership that is focused on the best interests of all patients and service users and the wellbeing of all staff.

The NHS provider chair's role is challenging and, unlike the role of chief executive, is not full time. Therefore, trusts will need to consider how the role's many requirements match the time the chair can reasonably be expected to commit to it.

Context

As stated in the NHS Constitution,¹ the NHS belongs to the people. It is there to improve our health and wellbeing, supporting us to keep mentally and physically well, to get better when we are ill and, when we cannot fully recover, to stay as well as we can to the end of our lives. It works at the limits of science – bringing the highest levels of human knowledge and skill to save lives and improve health. It touches our lives at times of basic human need, when care and compassion are what matter most.

¹ www.gov.uk/government/publications/the-nhs-constitution-for-england

The NHS is founded on principles and values that bind together the diverse communities and people it serves – patients and public – and the staff who work for it.

Principles that guide the NHS

Seven key principles guide the NHS in all it does. They are underpinned by core NHS values derived from extensive discussions with staff, patients and the public. Both the principles and the values below are described in further detail in the NHS Constitution.

1. The NHS provides a comprehensive service, available to all.
2. Access to NHS services is based on clinical need, not an individual's ability to pay.
3. The NHS aspires to the highest standards of excellence and professionalism.
4. The patient will be at the heart of everything the NHS does.
5. The NHS works across organisational boundaries.
6. The NHS is committed to providing best value for taxpayers' money.
7. The NHS is accountable to the public, communities and patients that it serves.

NHS values

The principles are underpinned by six core NHS values. Patients, public and staff have helped develop this expression of values that inspire passion in the NHS and that should underpin everything it does. Individual organisations will develop and build on these values, tailoring them to their local needs. The NHS values provide common ground for co-operation to achieve shared aspirations, at all levels of the NHS:

- working together for patients
- compassion
- respect and dignity

- improving lives
- commitment to quality of care
- everyone counts.

Fulfilling the seven principles in line with NHS values is the responsibility of local NHS boards.

As described in *The healthy NHS board 2013*,² the purpose of NHS boards is to govern effectively and in doing so build patient, public and stakeholder confidence that their health and care is in safe hands.

This fundamental accountability to the public and stakeholders is achieved by building confidence:

- in the quality and safety of health and care services
- that resources are invested in a way that delivers optimal health and care outcomes
- in the accessibility and responsiveness of health and care services
- that patients and the public can help to shape health and care services to meet their needs
- that public money is spent in a way that is fair, efficient, effective, economic and sustainable.

The 7 principles of public life

NHS board members, in their capacity as public office holders, are expected to abide by the 'Nolan principles' as defined by the Committee on Standards in Public Life:³

1. Selflessness

Holders of public office should act solely in terms of the public interest.

² www.leadershipacademy.nhs.uk/resources/healthy-nhs-board/

³ www.gov.uk/government/publications/the-7-principles-of-public-life/the-7-principles-of-public-life--2

2. Integrity

Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.

3. Objectivity

Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

4. Accountability

Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

5. Openness

Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.

6. Honesty

Holders of public office should be truthful.

7. Leadership

Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

The chair's role

NHS trusts and foundation trusts are primarily responsible for delivering safe, high quality services and outcomes for patients, service users and the wider community.

The chair has a unique role in leading the NHS trust board. The role combines the duty to lead effective governance, consistent with the Nolan principles and NHS values, with securing a long-term vision and strategy for the organisation.

Fundamentally, the chair is responsible for the effective leadership of the board (and in foundation trusts, the council of governors). They are pivotal in creating the conditions necessary for overall board and individual director effectiveness.

Central to the chair's role are five key responsibilities:

1. **strategic:** ensuring the board sets the trust's long-term vision and strategic direction and holding the chief executive to account for achieving the trust's strategy
2. **people:** creating the right tone at the top, encouraging diversity, change and innovation, and shaping an inclusive, compassionate, patient-centred culture for the organisation
3. **professional acumen:** leading the board, both in terms of governance and managing relationships internally and externally
4. **outcomes focus:** achieving the best sustainable outcomes for patients/ service users by encouraging continuous improvement, clinical excellence and value for money
5. **partnerships:** building system partnerships and balancing organisational governance priorities with system collaboration; this role will become increasingly more important as local organisations move to delivering integrated care, prioritising population health in line with the NHS Long Term Plan.⁴

⁴ www.longtermplan.nhs.uk

The relationship between the chair and the trust's chief executive is key to the role's success. The chair must cultivate an effective working relationship with the chief executive. Many responsibilities in the role description will be discharged in partnership with the chief executive. It is important that the chair and chief executive are clear about their individual and shared roles, and their respective responsibilities towards the unitary board.

The fundamental difference between these roles is that the chair leads the board and is responsible for the non-executive directors' effectiveness and the board as a whole. The chief executive leads the organisation and is responsible for managing the executive directors. In foundation trusts, the chair also chairs the council of governors. This special relationship between the chair and the chief executive sets the tone for the whole organisation.

NHS provider chair competency framework

The competency framework describes the core competencies required in the NHS provider chair's role, in the context of the NHS principles and values in the NHS Constitution. We envisage that the competency framework will be used to recruit and appraise chairs. Figures 1 and 2 below show this and detail the associated requirements under each competency.

Figure 1: Chair's competency framework

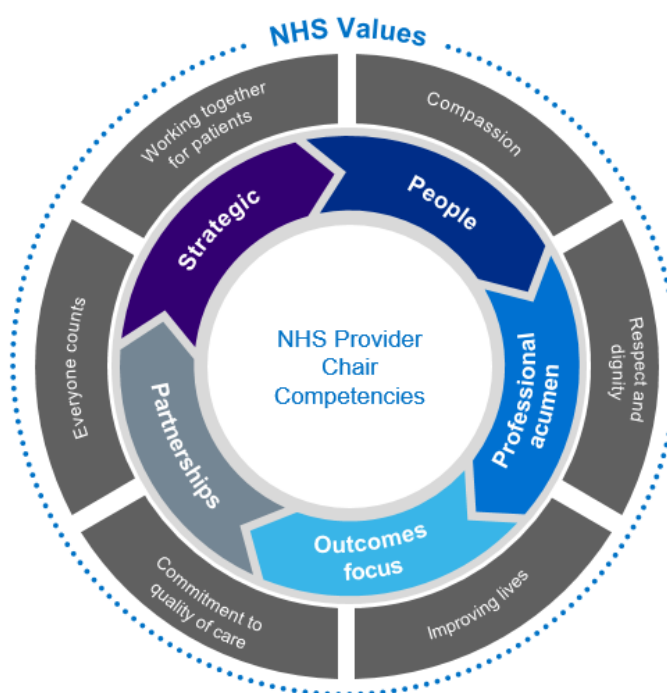
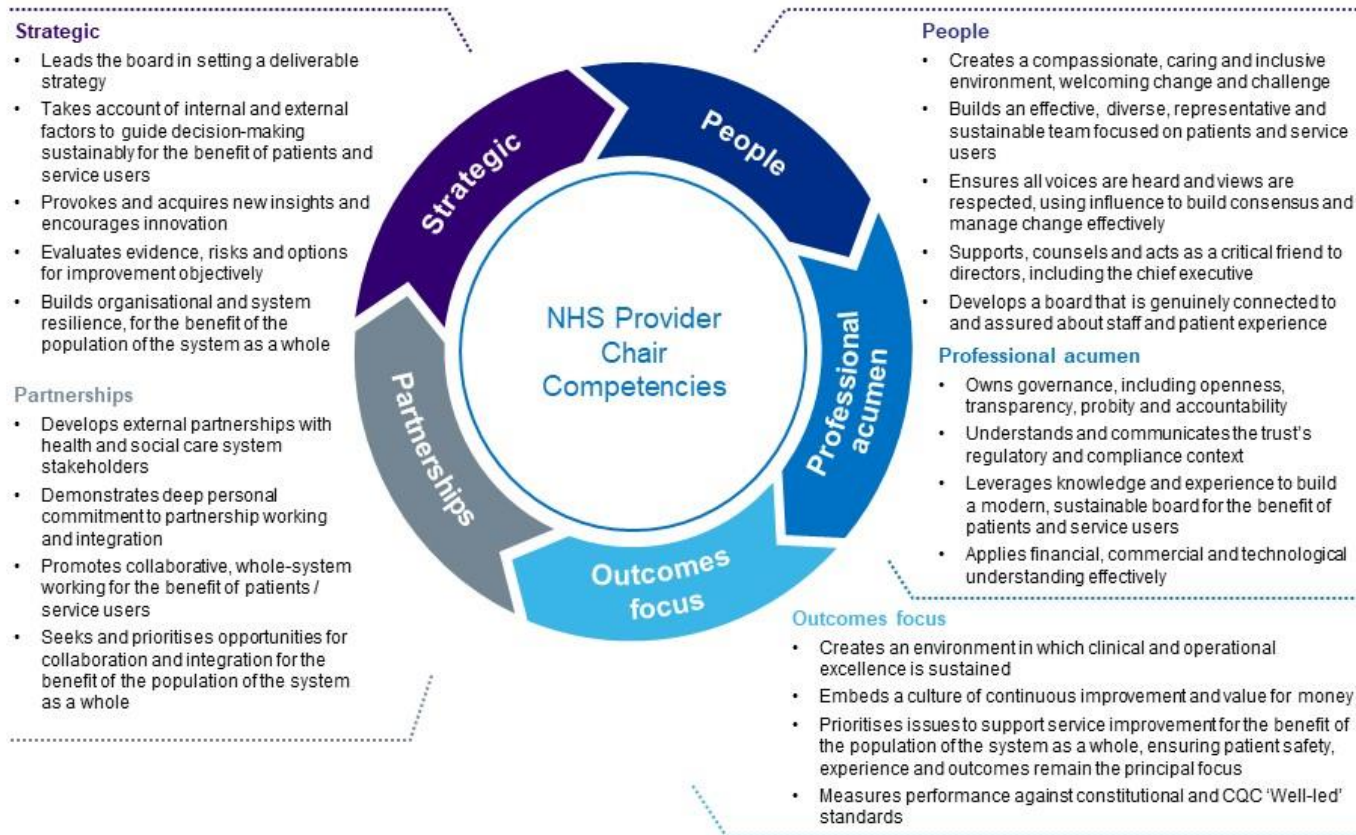


Figure 2: Five competency domains

The five competency domains

Role description

To carry out their role effectively, the chair must cultivate a strong, collaborative relationship with the chief executive. Many responsibilities in this role description will be discharged in partnership with the chief executive. It is important the chair and the chief executive are clear about their individual and shared roles, and their respective responsibilities towards the unitary board.

Together, the chair and the chief executive set the tone for the whole organisation. They are ultimately responsible for ensuring that the population the trust serves and the wider system in which the organisation sits receive the best possible care in a sustainable way.

Responsibilities of the chair

This detailed description of the chair's role has been aligned with the competency framework's five domains. While each set of responsibilities has been aligned with the competency domain most relevant to discharging that element of the role, **a good chair will demonstrate competence in all five domains across all their responsibilities**, maintaining, for example, an outcomes focus while discharging their role as the board's facilitator.

1. Strategic

1.1. In their **strategic leadership** role, the trust chair is responsible for:

- ensuring the whole board of directors plays a full part in developing and determining the trust's **vision, values, strategy and overall objectives** to deliver organisational purpose and sustainability (and for foundation trusts, having regard to the council of governors' views)
- ensuring the trust's strategy aligns with the principles guiding the NHS and the NHS values
- ensuring the board identifies the key risks the trust faces in implementing its strategy; determines its approach and attitude to **providing effective oversight** of those risks and ensures there are **prudent controls** to assist in managing risk

- holding the chief executive to account for delivering the strategy and performance.

2. People

2.1. In their role **shaping organisational culture** and setting the right tone at the top, the trust chair is responsible for:

- providing visible leadership in developing a **healthy, open and transparent patient-centred culture for the organisation**, where all staff have equality of opportunity to progress, the freedom to speak up is encouraged, and ensuring that this culture is reflected and modelled in their own and in the board's behaviour and decision-making
- leading and supporting a **constructive dynamic** within the board, enabling grounded debate with contributions from all directors
- promoting the highest standards of **ethics, integrity, probity and corporate governance** throughout the organisation and particularly on the board
- demonstrating **visible ethical, compassionate and inclusive personal leadership** by modelling the highest standards of personal behaviour and ensuring the board follows this example
- ensuring that **constructive relationships based on candour, trust and mutual respect** exist between executive and non-executive directors (and for foundation trusts between elected and appointed members of the council of governors and between the board and the council)
- developing **effective working relationships** with all the board directors, particularly the chief executive, providing support, guidance and advice.

2.2. In their role **developing the board's capacity and capability**, the trust chair is responsible for:

- ensuring the board sees itself as a team, has the **right balance and diversity of skills, knowledge and perspectives**, and the confidence to challenge on all aspects of clinical and organisational planning; this includes:

- regularly **reviewing the board’s composition and sustainability** with the chief executive and the nominations committee
- considering **succession planning** (and for foundation trusts, remuneration) for the board, including attracting and developing future talent (working with the board, council of governors and nominations and remuneration committees as appropriate)
- considering the **suitability and diversity** of non-executive directors who are assigned as chairs and members of the board’s committees, such that as far as possible they reflect the workforce and respective communities served by the board
- where necessary, leading in seeking the removal of non-executive directors and giving counsel in the removal of executive directors
- leading on **continual director (and for foundation trusts, governor) development** of skills, knowledge and familiarity with the organisation and health and social care system, to enable them to carry out their role on the board/council effectively, including through:
 - induction programmes for new directors/governors
 - ensuring **annual evaluation** of the board/council’s performance, the board’s committees, and the directors/governors in respect of their board/council contribution and development needs, **acting on the results** of these evaluations and supporting personal development planning
 - taking account of their **own development needs** through, for example, personal reflection, peer learning and mentoring/reverse mentoring as part of the wider NHS provider chair community
- developing a board that is genuinely connected to and assured about staff and patient experience, as demonstrated by appropriate feedback and other measures, including the Workforce Race Equality Standard (WRES); Workforce Disability Equality Standard (WDES); and Equality Delivery System (EDS).

3. Partnerships

- 3.1. In their role as an **ambassador**, leading in developing **relationships** and **partnership working**, the chair is responsible for:
- promoting an **understanding of the board's role**, and the role of non-executive and executive directors
 - representing the organisation externally, developing and facilitating strong partnerships, and promoting **collaborative, whole-system working** through engagement with:
 - patients and the public
 - members and governors (foundation trust)
 - all staff
 - key partners across public, private and voluntary sectors
 - regulators
 - other chairs in the system and the wider NHS provider chair community, including where appropriate, through:
 - integrating with other care providers
 - identifying, managing and sharing risks
 - ensuring decisions benefit the local population, prioritising the needs of the citizens served by the organisation at a system level
 - ensuring that **effective communication with stakeholders** creates board debate encompassing diverse views, and giving sufficient time and consideration to **complex, contentious or sensitive issues**
 - for foundation trusts, facilitating the council of governors' work on **member engagement**, so the governors can carry out their statutory duty to represent the interests of trust members and the general public to the trust

- for foundation trusts, ensuring that governors have the dialogue with directors they need to hold the non-executive directors (which includes the trust chair), individually and collectively to account for the board's performance.

4. Professional acumen

- 4.1. In their role as **governance lead** for the board (**and for the council of governors, in foundation trusts**), the chair is responsible for:
- making sure the board/council operates effectively and understands its own **accountability** and compliance with its approved procedures – for example, meeting statutory duties relating to annual reporting
 - personally **doing the right thing**, ethically and in line with the NHS values, demonstrating this to and expecting the same behaviour from the board
 - leading the board in **establishing effective and ethical decision-making processes**
 - **setting an integrated board/council agenda** relevant to the trust's current operating environment and taking full account of the **important strategic issues and key risks** it faces (and for foundation trusts, aligned with the annual planner for council of governors meetings, developed with the lead governor)
 - ensuring that the board/council receives **accurate, high quality, timely and clear information**, that the related assurance systems are fit for purpose and that there is a good flow of information between the board, its committees, the council and senior management
 - ensuring board committees are properly constituted and effective
 - for foundation trusts: leading the board in being accountable to governors and leading the council in holding the board to account.
- 4.2. In their role as **facilitator** of the board (and of the council of governors for foundation trusts), the chair is responsible for:

- providing the environment for agile debate that considers the big picture
- ensuring the board/council collectively and individually applies **sufficient challenge**, balancing the ability to seize opportunities while retaining robust and transparent decision-making
- facilitating the **effective contribution** of all members of the board/council, drawing on their individual skills, experience and knowledge and in the case of non-executive directors, their independence
- working with and supporting the **trust board secretary** in establishing and maintaining the board's annual cycle of business
- for foundation trusts: liaising with and consulting the **senior independent director** (it is an expectation that all NHS trusts, that have not yet done so, will also seek to appoint a senior independent director in the short-medium term).

5. Outcomes focus

5.1. In their role as a **catalyst for change**, the chair is responsible for:

- ensuring all board members are well briefed on **external context** – eg policy, integration, partnerships and societal trends – and this is reflected in board/council debate
- fostering a **culture of innovation and learning**, by being outward-looking, promoting and embedding innovation, technology and transformation through the board/council's business and debate
- promoting **academic excellence and research** as a means of taking health and care services forward
- ensuring performance is accurately measured against constitutional and Care Quality Commission 'well-led' standards
- ensuring performance on equality, diversity and inclusion for all patients and staff is accurately measured and progressed against national frameworks, including WRES, WDES and EDS

- above all, ensuring the board maintains an unrelenting interest in and focus on the continuous improvement and self-assessment of patient safety, experience and clinical outcomes.

Person specification

This describes the skills, experience and attributes required or desirable for fulfilling the role, consistent with the competency framework's five domains and the detailed role description.

Required skills, experience and attributes

Values

- A clear commitment to the NHS and the trust's values and principles

Strategic

- Experience of leading and delivering against long-term vision and strategy
- Experience leading transformational change, managing complex organisations, budgets and people

People

- Strong interpersonal, communication and leadership skills
- Experience of building effective teams, encouraging change and innovation and shaping an open, inclusive and compassionate culture through setting the right tone at the top and championing diversity at, and across, all levels
- Strongly focused on the experience of all staff and patients
- Fully attentive towards issues of equality, diversity and inclusion

Professional acumen

- Prior board experience (any sector, executive or non-executive role)
- Evidence of successfully demonstrating the NHS provider chair competencies in other leadership roles
- An ability to identify and address issues, including underperformance, and to scrutinise and challenge information effectively for assurance

Outcomes focus

- A demonstrable interest in health and social care and a strong desire to achieve the best sustainable outcomes for all patients and service users through encouraging continuous improvement, clinical excellence and value for money
- Strong understanding of financial management, with the ability to balance the competing objectives of quality, operational performance and finance
- An appreciation of constitutional and regulatory NHS standards

Partnerships

- A desire to engage with the local population and to collaborate with senior stakeholders across the health and care system
- Experience managing conflict, finding compromise and building consensus across varied stakeholder groups with potentially conflicting priorities

Desirable experience

- Prior experience as a non-executive director (any sector)
- Prior experience on an NHS board (executive, non-executive or associate role)
- Professional qualification or equivalent experience
- Prior senior experience of complex organisations outside the NHS, ie private, voluntary or other public sector providers of similar scale

Applications will be assessed on merit, as part of a fair and open process, from the widest possible pool of candidates. The information provided by applicants will be relied on to assess whether sufficient personal responsibility and achievement have been demonstrated in previous/other roles, to satisfy the experience being sought.

The best boards are those that reflect the workforce and communities they serve. We particularly welcome applications from women, people from local black, Asian and minority ethnic communities, and people with disabilities, who we know are all under-represented in these important roles.

Selected references

[*The NHS Constitution for England*](#), Department of Health and Social Care.

[*The 7 principles of public life*](#), Committee on Standards in Public Life, UK Government.

[*The healthy NHS board 2013*](#), NHS Leadership Academy.

[*What makes a top chair 2015*](#), Hunter Healthcare.

[*A review of the Fit and Proper Person Test*](#), Tom Kark QC and Jane Russell (Barrister).

[*NHS Long Term Plan*](#), NHS England.

[*Developing people – improving care: a national framework for action on improvement and leadership development in NHS-funded services*](#), National Improvement and Leadership Development Board.

[*NHS Workforce Race Equality Standard*](#), NHS England.

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enquiries@improvement.nhs.uk

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Appendix 3

Appraisal of the Chair and Non-Executive Directors (NEDs) 2020 DRAFT

The Chair and each NED will be appraised against the following framework, mapped to the approved competencies (see below – red text is new text):

~~1: 1: Challenges made at Board during the past year are in relation to the delivery of the Trust strategy and the culture across the organisation with a particular focus on: the identification and management of significant clinical and corporate risks and impact on quality, safety and financial sustainability~~
~~clinical outcomes~~
~~patient experience~~
~~effectiveness, efficiency, economy and resourcing (competencies 1,2,3)~~

(Reference to leading and challenging the Board is now covered under the competencies section and so has been removed from the framework section)

1. Completes the relevant annual declarations and meets all requirements (annual declaration of interests form and raises any potential or actual conflicts at the beginning of a Board/ committee meeting; annual Fit and Proper Person Test declaration **and on-going compliance** with the regulations; and, the annual code of conduct declaration).

2: Follows up challenges (outside formal meetings when appropriate), to ensure that questions or concerns have been addressed satisfactorily, including questions raised by Governors and delivery CQC recommendations/ actions.

3: Undertakes all relevant statutory and mandatory training in accordance with relevant timescales.

4: Regular attendance at Board and Board committee meetings and participation in a broad range of topics throughout the year.

5: Attends external events and/or hospital visits and /or meetings with executives and Council meetings during the year to gather information and inform viewpoints.

6: Chairs of the Board/ Board committees have reviewed the effectiveness of their Board/committees (on an annual basis) and the Chair has received reasonable feedback.

7: Are courteous to and supportive of other Board members and Governors.

8. Actively engages with the Council of Governors.

Appendix 4

Refreshed Chair personal style/leadership competencies

Red text – NHSE/I guidance on appraisals

Black text – added from existing GOSH competency document

Tracked text – following consultation with the Nominations Committee

Strategic

1. Leads the Board in setting an achievable strategy (Contributes creatively and realistically to planning; can balance needs and constraints; debates cogently and has intellectual flexibility)
2. Takes account of internal and external factors to guide decision making and sustainability for the benefit of patients and service users
3. Provokes and encourages new insights and encourages innovation
4. Evaluates evidence, risks and options and improvement objectively.

Partnerships

5. Develops external partnerships with health and social care system stakeholders
6. Demonstrates deep personal commitment to partnership working and integration
7. Promotes collaborative, whole-system working for the benefit of all patients and service users
8. Seeks and prioritises opportunities for collaboration and integration for the benefit of the population of the system service as a whole.

People

9. Creates a compassionate, caring and inclusive environment, welcoming change and challenge
10. Builds an effective, diverse, representative and sustainable team and holds them to account in their focus on all staff, patients and service users.
11. Ensures all voices are heard and views are respected, using influence to build consensus and manage change effectively.
12. Supports, counsels and acts as a critical friend to directors, including the chief executive.

Professional acumen

13. Owns governance, including probity, accountability and openness and transparency, with all stakeholders including patients, families, the public, staff, governors, commissioners and regulators
14. Not influenced by personal feelings, opinions or involvement in other activities in considering and representing facts
15. Understands and communicates the trust's regulatory and compliance context
16. Leverages knowledge and experience to build a modern, sustainable board for the benefit of patients and service users.
17. Applies financial, commercial and technological understanding effectively.
18. Persuades with well-chosen arguments; uses facts and figures to support argument.

Attachment K

Outcomes focus

19. Creates an environment in which clinical and operational excellence is maintained
20. Embeds a culture of continuous improvement and value for money
21. Prioritises issues to support service improvement for the benefit of the population of the system as a whole, ensuring patients safety, experience and outcomes remain the principal focus
22. Measures performance against (NHS) constitutional standards, including those relating to equality, diversity and inclusion.

Appendix 5

Refreshed Non-Executive Director personal style/leadership competencies

Red text – NHSE/I guidance on appraisals

Black text – added from existing GOSH competency document

Tracked changes made when differentiating between the role of a Chair and a NED

Strategic

1. ~~Leads the Board in~~Contributes to setting an achievable strategy (~~Contributes including~~ creatively and realistically to planning; can balance needs and constraints; debates cogently and has intellectual flexibility)
2. Takes account of internal and external factors to guide decision making and sustainability for the benefit of patients and service users
3. Provokes and encourages new insights and encourages innovation (particularly as chairs of Board assurance committees)
4. Evaluates evidence, risks and options and improvement objectively.

Partnerships

- ~~5. — Develops external partnerships with health and social care system stakeholders~~
- ~~6.5. —~~ Demonstrates deep personal commitment to partnership working and integration
- ~~7.6. —~~ Promotes collaborative, whole-system working for the benefit of all patients and service users
- ~~8. — Seeks and prioritises opportunities for collaboration and integration for the benefit of the population of the system as a whole.~~
- ~~9. —~~

People

- ~~10.7. — Creates~~Encourages a compassionate, caring and inclusive environment, welcoming change (and challenge – Board assurance committee chairs)
- ~~11.8. — Builds an effective, diverse, representative and sustainable team and H~~holds them the executive team to account in their focus on all staff, patients and service users.
- ~~12.9. — Ensures all voices are heard and views are respected~~ (chairs of Board assurance committees), using influence to build consensus and manage change effectively.
- ~~13.10. Supports, counsels and a~~Acts as a critical friend to all directors, including the chief executive.

Professional acumen

- ~~14.11. — Owns~~Ensures good governance, including probity, accountability and openness and transparency, with all stakeholders including patients, families, the public, staff, governors, commissioners and regulators
- ~~15.12. —~~ Not influenced by personal feelings, opinions or involvement in other activities in considering and representing facts
- ~~16.13. —~~ Understands and communicates the trust's regulatory and compliance context
- ~~17. — Leverages knowledge and experience to build a modern, sustainable board for the benefit of patients and service users.~~
- ~~18.14. —~~ Applies financial, commercial and technological understanding effectively.

Attachment K

~~19.15.~~ Persuades with well-chosen arguments; uses facts and figures to support argument.

Outcomes focus

~~20.16.~~ Creates-Supports an environment in which clinical and operational excellence is maintained

~~21.17.~~ Embeds-Supports a culture of continuous improvement and value for money

~~22.18.~~ Prioritises issues to support service improvement for the benefit of the population of the system as a whole, ensuring patients safety, experience and outcomes remain the principal focus

~~23.19.~~ Measures-Supports measurement of performance against (NHS) constitutional standards, including those relating to equality, diversity and inclusion.

Appendix 6

Explanation of how the GOSH existing Chair and NED competencies have been aligned with the NHSI/E guidance on the Chair's appraisal:

1. Strategic direction (Contributes creatively and realistically to planning; can balance needs and constraints; debates cogently) – now covered under 'Strategic' and 'Outcome focus'
2. Intellectual flexibility (Can digest and analyse information; willing to modify own thinking; thinks creatively and constructively; sees the detail as well as the big picture) – now covered under 1-4 (Strategic) – text slightly amended
3. Influencing and communication (Persuades with well-chosen arguments; uses facts and figures to support argument) – added under 'Professional Acumen'
4. Independence and objectivity (Not influenced by personal feelings; opinions or involvement in other activities in considering and representing facts) – added under 'Professional acumen'
5. Openness and transparency (honest, open and truthful in all dealings with patients, families, the public, staff, governors and stakeholders) – Competency 13 amended to include context
6. Holding to account (Accepts personal accountability; challenges constructively and effectively; contributes to effective governance) – now covered under 'People' and 'Professional Acumen' but competency 10 amended
7. Commitment (attends relevant meetings; demonstrates has read documents) – covered and measured under the overarching appraisal framework outlined above
8. Patient and Stakeholder Focus (Understands local health issues; understands diversity of the patient, family and carer community and its differing viewpoints; engages with the Council and other stakeholders) – covered under all refreshed appraisal headings
9. Team working (Involves others in decision-making process; respects other team members; understands the Non-Executive and Council role; shares expertise and knowledge freely) – covered under 'People' – in particular competency 10 and 12
10. Leadership style for chairing the Board of Directors and Council (Chair) or chairing Board committees, seeking assurance on behalf of the Board and escalating matters of significance to the Board (for the Audit Committee, Quality, Safety and Experience Assurance Committee; People and Education Assurance Committee and Finance and Investment Committee)(Non-executive directors) – covered under 'Strategy' and measured via external Well Led assessments
11. Demonstrates a commitment to NHS/Trust values; promotes these values and acts in a way which is consistent with these values and the Nolan principles. – covered under 'Outcome focus' and 'Professional acumen'.

Appendix 7: Appraisal of the Chair and Non-Executive Directors (NEDs) 2019/20 FINAL (Current)

The Chair and each NED will be appraised against the following framework, mapped to the approved competencies (see below):

1: Challenges made at Board during the past year are in relation to the delivery of the Trust strategy and the culture across the organisation with a particular focus on:

- the identification and management of significant clinical and corporate risks and impact on quality, safety and financial sustainability
- clinical outcomes
- patient experience
- effectiveness, efficiency, economy and resourcing (competencies 1,2,3)

2: Completes the relevant annual declarations and meets all requirements (annual declaration of interests form and raises any potential or actual conflicts at the beginning of a Board/ committee meeting; annual Fit and Proper Person Test declaration; and, the annual code of conduct declaration) (competencies 4,5)

3: Follows up challenges (outside formal meetings when appropriate), to ensure that questions or concerns have been addressed satisfactorily, including questions raised by Governors and delivery CQC recommendations/ actions (competency 6)

4: Undertakes all relevant statutory and mandatory training in accordance with relevant timescales (competency 6)

5: Regular attendance at Board and Board committee meetings and participation in a broad range of topics throughout the year (competency 7)

6: Attends external events and/or hospital visits and /or meetings with executives and Council meetings during the year to gather information and inform viewpoints (competencies 8, 9)

7: Chairs of the Board/ Board committees have reviewed the effectiveness of their Board/committees (on an annual basis) and the Chair has received reasonable feedback (competency 10)

8: Are courteous to and supportive of other Board members and Governors (competency 11).

9: Actively engages with the Council of Governors (competency 5 and 9).

Chair and Non-Executive Directors personal style/leadership competencies

1. Strategic direction (Contributes creatively and realistically to planning; can balance needs and constraints; debates cogently)
2. Intellectual flexibility (Can digest and analyse information; willing to modify own thinking; thinks creatively and constructively; sees the detail as well as the big picture)
3. Influencing and communication (Persuades with well-chosen arguments; uses facts and figures to support argument)
4. Independence and objectivity (Not influenced by personal feelings; opinions or involvement in other activities in considering and representing facts)
5. Openness and transparency (honest, open and truthful in all dealings with patients, families, the public, staff, governors and stakeholders)
6. Holding to account (Accepts personal accountability; challenges constructively and effectively; contributes to effective governance)
7. Commitment (attends relevant meetings; demonstrates has read documents)
8. Patient and Stakeholder Focus (Understands local health issues; understands diversity of the patient, family and carer community and its differing viewpoints; engages with the Council and other stakeholders)
9. Team working (Involves others in decision-making process; respects other team members; understands the Non-Executive and Council role; shares expertise and knowledge freely)
10. Leadership style for chairing the Board of Directors and Council (Chair) or chairing Board committees, seeking assurance on behalf of the Board and escalating matters of significance to the Board (for the Audit Committee, Quality, Safety and Experience Assurance Committee; People and Education Assurance Committee and Finance and Investment Committee)(Non-executive directors)
11. Demonstrates a commitment to NHS/Trust values; promotes these values and acts in a way which is consistent with these values and the Nolan principles.

Council of Governors'

26 November 2019

Appointment of a representative from the University College of London to sit as a Non-Executive Director on the GOSH Trust Board

Summary & reason for item: To provide an update to the Council on the appointment of a representative from the University College of London (UCL) to sit as a Non-Executive Director on the GOSH Trust Board.

Governor action required: The Council is asked to note that Professor Smyth will step down from the GOSH Board on 31 December 2019 and a new nomination will be sought by UCL for a representative to sit on the GOSH Board.

Report prepared by:

Dr Anna Ferrant, Company Secretary

Item presented by:

Sir Mike Rake, Chair

Attachment L

Summary

Prior to the Trust being authorised as a Foundation Trust (FT) in 2012, the Director of the Institute of Child Health at University College London (now renamed the University College of London (UCL) Great Ormond Street Hospital Institute of Child Health (UCL GOSH Institute of Child Health)) was appointed as a non-executive director (NED) on the GOSH NHS Trust Board. This appointment continued after authorisation as an FT. The UCL nominated NED candidate is subject to approval by the Council and a tenure of 6 years (2 x 3 years) on the Board (as cited in the Trust Constitution). The current nominated representative is Professor Rosalind Smyth, Director of UCL GOSH Institute of Child Health.

Background

Towards the end of Professor Smyth's 6 year tenure on the Board, (in October 2018) the Chair requested that UCL consider a nomination to the GOSH Board. UCL replied stating that they strongly supported Professor Smyth remaining on the Board at GOSH as she was the best person to represent UCL in this capacity. At that time, UCL suggested that Professor Smyth remain on the Board for another three years.

In November 2018, the Nominations and Remuneration Committee and Council considered the request. They took note of the Code of Governance which outlines consideration of an extension of tenure under exceptional circumstances based on *the performance of the individual proposed commitment to the role...consideration of the need for progressive refreshing of the board...rigorous review and annual re-appointment*, taking into account *the determination of a non-executive's independence*. The Council considered the impact of an extension on Professor Smyth's independence, the skills and experience she brings to the Board (noting her clinical experience and corporate memory) and at that time, the recent turnover of NEDs and the importance of ensuring a level of continuity and stability amongst the NEDs was maintained the next 12 months. On this basis the Council agreed to extend Professor Smyth's term for an additional year until 31 December 2019.

Current tenure

At the Nominations and Remuneration Committee in November 2019, the Chair outlined discussions that had taken place outside of the Committee about a further extension of Professor Smyth's tenure to December 2020. It had been noted that an extension was beyond the six year tenure stated in the Constitution and that the exceptional circumstances cited and agreed in 2018 for a one year extension were no longer relevant as the Board now had a stable NED membership and a further extension could potentially impact on a NED's independence. The Chair informed the Committee that he had spoken with UCL and agreed that a fresh nomination would be sought internally by UCL for a representative to sit on the GOSH Board. This process would start immediately. As such, Professor Smyth would step down from her role as NED on the GOSH Board on 31 December 2019. The Committee agreed that a new nomination should be sought.

The Committee agreed that Professor Smyth had provided exceptional service to the Trust, Board and Council during her tenure. The Chair informed the Committee that due to the significance of the relationship between the Institute and GOSH, he would invite Professor Smyth to relevant Board meetings as a non-voting member in her capacity as Director of UCL GOSH Institute of Child Health.

Attachment L

Action for the Council

The Council is asked to note that Professor Smyth will step down from the GOSH Board on 31 December 2019 and a new nomination will be sought by UCL for a representative to sit on the GOSH Board. It is hoped that this nomination will be ready for consideration at the February 2020 Council meeting.

Council of Governors
27 November 2019

Foundation Trust Chair/Non-Executive Directors' Remuneration

Summary & reason for item:

To provide a summary of guidance issued by NHS England and NHS Improvement on remuneration for Chairs and Non-Executive Directors in Foundation trusts and NHS Trusts.

To recommend a plan for implementation of the guidance at GOSH.

Governor action required:

To note the guidance and consider the recommendation from the Council of Governors' Nominations and Remuneration Committee for implementation of the guidance from 1 January 2020.

Report prepared by:

Anna Ferrant, Company Secretary

Item presented by:

Anna Ferrant, Company Secretary

Attachment M

Background

The Council's Nominations and Remuneration Committee is responsible for recommending remuneration levels for non-executive directors to the Council of Governors.

In March 2017, following analysis of benchmarking information, the committee recommended that the remuneration levels for both the Chair and the NEDs were set at an appropriate level. The Council agreed and approved the policy for benchmarking salaries for the Chair and NEDs on a three yearly basis (i.e. the next review will be conducted by the Council Nominations and Remuneration Committee in March 2020). The Council also agreed that the cost of living award would be reviewed annually for the Chair and NEDs (in line with senior managers' cost of living awards at GOSH).

In April 2019, the Chair and NEDs agreed that in light of the current financial position of the Trust, they did not wish to receive a cost of living award in 2019/20. This was endorsed by the Committee and approved by the Council.

On this basis, Chair and NED remuneration for 2019/20 is as follows:

- Chair's remuneration: 1 April 2019 – 31 March 2020, £55,000pa
- Non-executive directors' remuneration: 1 April 2019 – 31 March 2020, £14,000pa
- Deputy chair/chair of Audit Committee and SID's remuneration: 1 April 2019 – 31 March 2020, £19,000pa for each of the two posts.

The next Chair and NED benchmarked remuneration review is due to be conducted in March 2020.

New guidance issued by NHS England and NHS Improvement on the remuneration of Chairs and NEDs in the NHS

New guidance has been issued by NHS England and NHS Improvement on the remuneration of Chairs and NEDs in the NHS. The purpose of the guidance is to seek to address some longstanding issues associated with significant disparities between the remuneration of chairs and non-executive directors of NHS trusts and NHS foundation trusts, and in the levels of remuneration in the foundation trust sector. The guidance is informed by actual market rates identified in the 2018 remuneration survey of NHS foundation trusts. A summary of the guidance is presented at Appendix 1. A full copy of the guidance is presented at Appendix 3.

Proposal for implementation

It is proposed that any changes to the remuneration of the Chair and NEDs is only applied on re-appointment or appointment of a new post. In-between times (as outlined in the guidance), the Chair and NED remuneration will remain unchanged and at the levels agreed by the Council in April 2019. For information, the reappointment dates of the Chair and other NEDs are provided at Appendix 2 and it is at these dates that it is proposed that any changes to remuneration are introduced.

Attachment M

The Council is aware that Professor Rosalind Smyth will be stepping down from her role as a nominated NED from University College London on 31 December 2019. A new nominee is actively being sought by UCL. Once a named person is put forward, the nomination will be put to the Council for consideration and approval. The committee recommends that the remuneration level for this NED position will move to £13,000 from appointment (noting the NED will not be taking on any other designated responsibilities when joining the Trust).

As outlined above, the Council agreed and approved the policy for benchmarking salaries for the Chair and NEDs on a three yearly basis (i.e. the next review will be conducted by the Council Nominations and Remuneration Committee in March 2020). At this point, the remuneration levels will be reviewed against the most recent benchmarked data available for similar sized trusts and the results considered alongside the guidance. The committee will report to the Council in April 2020.

The committee will also consider the guidance on award of discretionary remuneration for other designated responsibilities at GOSH and make recommendations to the Council at the April 2020 meeting.

Recommendation

The Committee recommends that:

- Any changes to the remuneration of the Chair and NEDs is only applied on re-appointment or appointment of a new post. In-between times (as outlined in the guidance), the Chair and NED remuneration will remain unchanged and at the levels agreed by the Council in April 2019.
- The remuneration level for the UCL nominated NED position (once approved by the Council) will move to £13,000 from appointment (noting the NED will not be taking on any other designated responsibilities when joining the Trust).
- The next benchmarked review of remuneration for Chair and NEDs takes place in March 2020. At this point, the remuneration levels will be reviewed against the most recent benchmarked data available for similar sized trusts and the results considered alongside the guidance. The committee will report to the Council in April 2020.

Appendix 1

Summary of new guidance issued by NHS England and NHS Improvement on the remuneration of Chairs and NEDs in the NHS

The guidance states:

The statutory duties placed upon NHS foundation trust governors, with respect to their role in determining the remuneration, allowances and other terms and conditions for chairs and non-executive directors, are fully acknowledged. Implementation of the aligned structure in no way seeks to undermine these duties, or to diminish the role of councils of governors or their respective nominations committees. However, in the interests of promoting and maintaining consistency and fairness across the provider sector, it is reasonable to expect that foundation trusts will work within the ranges.

Circumstances may arise, both in NHS trusts and NHS foundation trusts that require special consideration of particular terms and conditions for chairs and non-executive directors. For NHS trusts, NHS England and NHS Improvement will review any such issues on a case-by-case basis, while foundation trusts will be expected to explain their rationale for divergence from the structure (as they currently do for other remuneration issues).

Changes are as follows:

For non-executive directors, a single uniform annual rate of £13,000 will apply, with local discretion to award supplementary payments of £2,000 per annum (to a maximum of two individuals for those NHS trusts in groups 1 to 3 and three individuals for those in groups 4 and 5) in recognition of designated extra responsibilities, such as chairing principal sub-committees of the board and undertaking the duties of senior independent director. When these responsibilities cease, remuneration will revert to £13,000.

For Chairs, it is intended that ranges will apply according to respective trust designation (ie groups 1 to 5) based on organisations' size (annual turnover) and complexity. The ranges are consistent with the structure associated with very senior manager (VSM) remuneration and are detailed in Figure 3, below. Variation between lower quartile and upper quartile values should be a function of both the relative complexity of the role (eg leading a 'challenged' organisation) and the skills and experience of the chair.

Note: This is a similar approach to that taken for explaining the rationale for the remuneration for CEOs and executives over £150k per annum. Any divergence expected from the structure will need to be planned accordingly to prevent delays in remunerating appointees.

Figure 3: Remuneration ranges for trust chairs

Trust size	Annual turnover (£ pa)	Designation	Chair remuneration (£ pa)		
			Lower quartile	Median	Upper quartile
Small	<200m	Group 1	40,000	43,000	45,100
Medium	201m–400m	Group 2	44,100	47,100	50,000
Large	401m–500m	Group 3	45,000	49,500	51,400
Extra large	501m–750m	Group 4	50,500	55,000	58,500
Supra large	>750m	Group 5	55,500	60,000	63,300

Note: GOSH is a large NHS Foundation Trust.

Guidance: approach to implementation

The guidance refers to a staged approach for implementation. NHS trusts have 30 months to implement the changes. NHS Foundation Trusts Foundation trusts' remuneration committees are asked "to review their respective positions against the provisions of the structure and develop their own alignment plans, as required".

The guidance then goes on to state (page 10):

"Notwithstanding the discretion afforded to them, it is anticipated that NHS foundation trusts will also demonstrate consistency with the provisions of the aligned structure. To this end, remuneration applied to newly appointed and re-appointed chairs and non-executive directors may need to be adjusted accordingly. Where, when compared with the respective median and upper quartile values, there are significant outliers, NHS foundation trusts should apply 'mark-time' arrangements for the duration of current tenures. New appointment and re-appointment processes will provide an opportunity to review and revise remuneration, with reference to the provisions of the structure.

It is further anticipated that, during the period of implementation, foundation trusts will not seek to apply discretionary annual uplifts that will increase remuneration above the relevant median value until April 2021 (for non-executive directors) and April 2022 (for chairs)."

The guidance provides responses to frequently asked questions. In summary this advises:

Chair

- Where current remuneration exceeds the upper quartile value and initial tenure will expire in a year's time, levels of remuneration for existing tenures will not be affected by the alignment process. It is

Attachment M

expected that the remuneration committee will review remuneration and any such anomalies will be corrected on re appointment.

NEDs

- Where current remuneration exceeds £13,000 (as is the case at GOSH) and the initial term will expire in a year's time, levels of remuneration for existing tenures will not be affected by the alignment process. *It is expected that the remuneration committee will review remuneration and any such anomalies will be corrected on re appointment.*

Approach

- In circumstances where governors would like to pay more than the levels of remuneration established by this structure (for example in keeping with the experience of an individual), the guidance states that governors have a statutory role in setting levels of remuneration and it is expected that they will look carefully at the provisions of the remuneration structure and will not deviate from these, unless they have a compelling reason to do so.
- In circumstances where governors would like to pay less than the levels of remuneration established by this structure, the guidance states governors would be expected to comply with at least the minimum level of remuneration for the role, or otherwise explain why they do not intend to do so.
- Where foundation trusts are seeking to make new appointments of chairs and/or non-executive directors, it is expected that the provisions of the remuneration structure will be applied. Ideally, newly appointed non executive directors should receive a level of remuneration that is consistent with the values associated with the staged implementation arrangements described in the guidance but which, in any event, does not exceed £13,000 (notwithstanding the ability to apply defined supplementary payments in recognition of extra responsibilities).
- The guidance finally states that it is appreciated that, for any trust, situations may arise that require the consideration of exceptions and the potential application of discretionary measures in response. This structure does not seek to remove such discretion, but there is an *expectation that any such cases are discussed with NHS England and NHS Improvement prior to any action being taken by trusts.*

Appendix 2: Chair and NED tenures

Name	Appointments to Board	Total tenure	Subject to reappointment or stepping down?	Subject to revised remuneration Framework if reappointed?
Sir Michael Rake	Appointed 1 November 2017	3 years	Reappointment for further 3 years from 1 November 2020 (subject to CoG approval)	Yes – from 1 November 2020
Akhter Mateen	First appointed 28 March 2015 Reappointed from 27 March 2018 for 3 years	3 years 3 years	Steps down 26 March 2021	No – in second term and steps down 26 March 2021
Rosalind Smyth (UCL appointment)	First appointed 1 January 2013 Reappointed 1 January 2016 Reappointed for 1 year 1 January 2019	3 years 3 years 1 year	Steps down 31 December 2019	No – proposed to step down on 31 December 2019
James Hatchley	First appointed 1 September 2016 Reappointment for further 3 years from 1 September 2019	3 years 3 years	Steps down 31 August 2022	No – in second term and steps down 31 August 2022
Lady Amanda Ellingworth	First appointed 1 January 2018	3 years	Reappointment for further 3 years from January 2021(subject to CoG approval)	Yes - from 1 January 2021 if reappointed for a further 3 years
Mr Chris Kennedy	First appointed 1 April 2018	3 years	Reappointment for further 3 years from 1 April 2021 (subject to CoG approval)	Yes - from 1 April 2021 if reappointed for a further 3 years

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Ms Kathryn Ludlow	First appointed 6 September 2018	3 years	Reappointment for further 3 years from 6 September 2021 (subject to CoG approval)	Yes - from 6 September 2021 if reappointed for a further 3 years
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Structure to align remuneration for chairs and non-executive directors of NHS trusts and NHS foundation trusts

Implementation document: September 2019



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1. Purpose

Current regulation provides that:

- for NHS trust chairs and non-executive directors, remuneration is determined by the Secretary of State for Health and Social Care (SoS) and approved by the Treasury
- for foundation trust chairs and non-executive directors, local councils of governors decide on the remuneration, allowances and the other terms and conditions of office.

This structure seeks to address some longstanding issues associated with significant disparities between the remuneration of chairs and non-executive directors of NHS trusts and NHS foundation trusts, and in the levels of remuneration in the foundation trust sector.

In implementing this structure, the principal aims are to:

- establish greater transparency, consistency and alignment in remuneration across provider trusts
- maintain proportionality in remuneration and avoid unnecessary future escalation
- effectively respond to current challenges associated with the attraction, recruitment and retention of chairs and non-executive directors, particularly within NHS trusts.

2. Context

With a total UK workforce of 1.5 million, the NHS is the biggest employer in Europe and the world's largest employer of highly skilled professionals. Over 1.3 million people across the health service in England are devoting their working lives to caring for others - that is one in every 25 working age adults.

Services are delivered on a 24/7 basis from 227 NHS provider trusts in England, which are key local anchor institutions in the communities they serve. While the largest of these has an annual turnover of £1.5 billion and employs over 16,000 people, many other trusts have annual turnovers in excess of £500 million and £750 million, combined with responsibility for the effective management and deployment of multi-professional workforces of 10,000 plus.

Operating in highly complex and often challenging regulated environments, all trusts are led by unitary boards, consisting of executive and non-executive directors. The purpose of each board is to govern effectively and, in doing so, build patient, public and stakeholder confidence in: the quality, safety, accessibility and responsiveness of health and social care services; the appropriate and effective use of resources in delivering optimal outcomes for patients and service users; and the appropriate involvement of patients and the public in shaping future health and care services to meet their needs.

Although 150 trusts have foundation status, they are not necessarily the largest or most complex organisations. Essentially, there is no distinction between the services provided by NHS trusts and NHS foundation trusts, nor their respective responsibilities with respect to, for example, access standards and patient care.

Chairs of both NHS trusts and NHS foundation trusts are responsible for the effective leadership of their respective boards (and in foundation trusts the chair also leads the council of governors) and are pivotal in creating and maintaining the conditions necessary for overall board and individual director effectiveness.

While executive directors are accountable for day-to-day operational delivery, all members of the unitary board share responsibility for the overall success of their organisation and for determining strategy and priorities; identifying and mitigating risks; and maintaining a healthy organisational culture, within which employees are valued, respected and have a voice.

To be effective and successful in these demanding roles, which attract a high level of public scrutiny and accountability, chairs and non-executive directors require exceptional skills in leading and influencing, combined with relevant professional experience and expertise.

Within this context, it is appropriate to highlight the significant differences in remuneration between NHS chairs and non-executive directors (details of which are provided below) and those occupying similar positions in the private sector, within which many organisations are smaller and less complex than a sizeable proportion of NHS provider trusts. In 2017, median base remuneration for Financial Times Stock Exchange (FTSE) 250 chairs and non-executive directors was £210,000 and £53,000, respectively, while for small market capitalisation companies (SmallCap) median rates were £135,000 (chairs) and £44,000 (non-executive directors).

3. Differentials in current remuneration – NHS trusts and NHS foundation trusts

The lowest levels of chair remuneration across all providers are paid in NHS trusts: they are set by SoS and approved by the Treasury.

The highest levels of chair remuneration have been determined by individual NHS foundation trusts, via local remuneration committees and the differential between the lowest paid NHS trust chair and the highest paid NHS foundation trust chair is £56,400.

All NHS trust non-executives receive a standard annual remuneration of £6,157 that is determined by SoS: NHS foundation trusts have discretion to apply any rate agreed by local remuneration committees, thereby creating significant variation across the foundation trust sector and disparity with NHS trusts.

The greatest differential between non-executive director remuneration in NHS trusts and NHS foundation trusts (based on like-for-like annual trust turnover) is more than £14,000.

Differentials between non-executive director remuneration in NHS trusts and NHS foundation trusts are further increased by the local application of supplementary payments in NHS foundation trusts in recognition of extra responsibilities, such as chairing principal sub-committees of the board and undertaking the duties of senior independent director. NHS trusts have no such discretion.

The extent of the current differentials in remuneration, with respect to lower quartile, median and upper quartile values (see Section 5, below) both for chairs and non-executive directors, is illustrated in Figures 1 and 2, overleaf:

Figure 1: Differentials in remuneration – NHS trust and foundation trust chairs

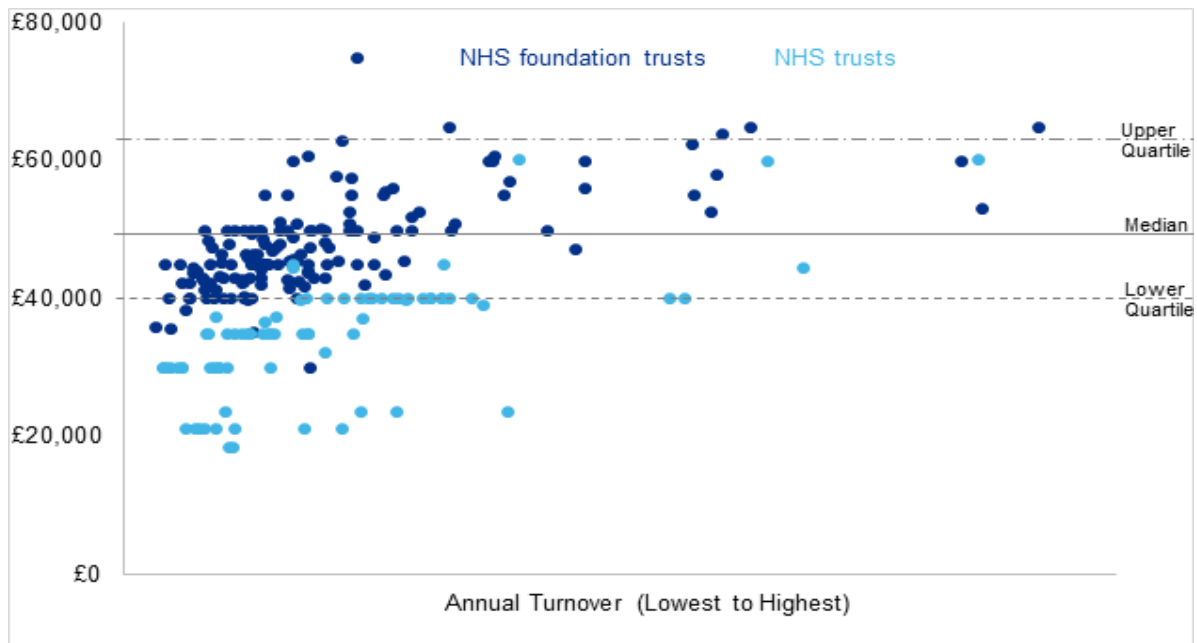
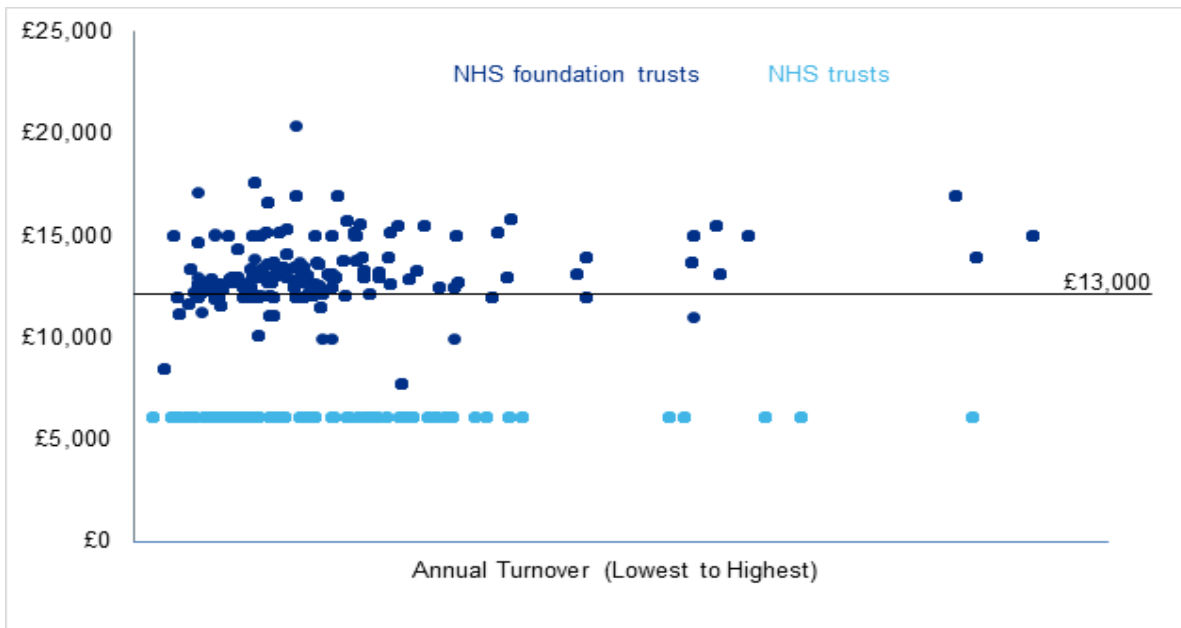


Figure 2: Differentials in remuneration – NHS trust and foundation trust non-executive directors



4. The case for change: key issues

The nominal time commitment associated with these roles is recognised as representing the absolute minimum requirement, and most chairs and non-executive directors spend many more days fulfilling their duties and responsibilities.

Although there is no distinction between the duties and responsibilities fulfilled by chairs and non-executive directors of NHS trusts and NHS foundation trusts, there is significant variation and inequity in the levels of basic remuneration applied

across both types of trust and within the foundation trust sector. Data collated by NHS Improvement in 2018, via a survey of all NHS foundation trusts, highlights the extent of this variation.

In effect, over recent years, foundation trusts have tested and proven a 'going market rate' for NHS chair and non-executive director roles. To help ensure that, once addressed, the significant gap between NHS trust and foundation trust rates does not reoccur, it is intended that the new remuneration structure should apply both to NHS trusts and foundation trusts for new appointments and future re-appointments. Notwithstanding, it is fully acknowledged that foundation trusts will retain the prerogative to operate outside of the framework, on a 'comply or explain' basis.

The current remuneration gap continues to have a detrimental impact on:

- the ability of NHS trusts, particularly those that are most challenged, to attract, appoint and retain high-calibre applicants for chair and non-executive director appointments
- the diversity and representation of NHS trust and NHS foundation trust boards (where people who rely on a regular and reasonable income cannot afford to take up chair and non-executive director roles in NHS trusts)
- the overall morale and 'sense of worth' felt among chairs and non-executive directors of NHS trusts.

5. Remuneration structure for NHS chairs and non-executive directors

In order to achieve greater alignment and parity between chair and non-executive director remuneration in NHS trusts and NHS foundation trusts, the structure is informed by actual market rates identified in the 2018 remuneration survey of NHS foundation trusts.

The statutory duties placed upon NHS foundation trust governors, with respect to their role in determining the remuneration, allowances and other terms and conditions for chairs and non-executive directors, are fully acknowledged. Implementation of the aligned structure in no way seeks to undermine these duties, or to diminish the role of councils of governors or their respective nominations committees. However, in the interests of promoting and maintaining consistency and fairness across the provider sector, it is reasonable to expect that foundation trusts will work within the ranges.

Circumstances may arise, both in NHS trusts and NHS foundation trusts, that require special consideration of particular terms and conditions for chairs or non-executive directors. For NHS trusts, NHS England and NHS Improvement will review any such issues on a case-by-case basis, while foundation trusts will be expected to explain their rationale for divergence from the structure (as they currently do for other remuneration issues).

Changes are as follows:

For non-executive directors, a single uniform annual rate of £13,000 will apply, with local discretion to award supplementary payments of up to £2,000 per annum (to a maximum of two individuals for those NHS trusts in groups 1 to 3 and three individuals for those in groups 4 and 5) in recognition of designated extra responsibilities, such as chairing principal sub-committees of the board and undertaking the duties of senior independent director. When these responsibilities cease, remuneration will revert to £13,000.

For chairs, it is intended that ranges will apply according to respective trust designation (ie groups 1 to 5) based on organisations' size (annual turnover) and complexity. The ranges are consistent with the structure associated with very senior manager (VSM) remuneration and are detailed in Figure 3, below. Variation between lower quartile and upper quartile values should be a function of both the relative complexity of the role (eg leading a 'challenged' organisation) and the skills and experience of the chair.

Figure 3: Remuneration ranges for trust chairs

Trust size	Annual turnover (£ pa)	Designation	Chair remuneration (£ pa)		
			Lower quartile	Median	Upper quartile
Small	<200m	Group 1	40,000	43,000	45,100
Medium	201m–400m	Group 2	44,100	47,100	50,000
Large	401m–500m	Group 3	45,000	49,500	51,400
Extra large	501m–750m	Group 4	50,500	55,000	58,500
Supra large	>750m	Group 5	55,500	60,000	63,300

Where it is the case that a chair assumes responsibility for leading more than one provider trust, all relevant local factors will need to be considered in determining an appropriate level of remuneration. Notwithstanding, it is reasonable to expect that

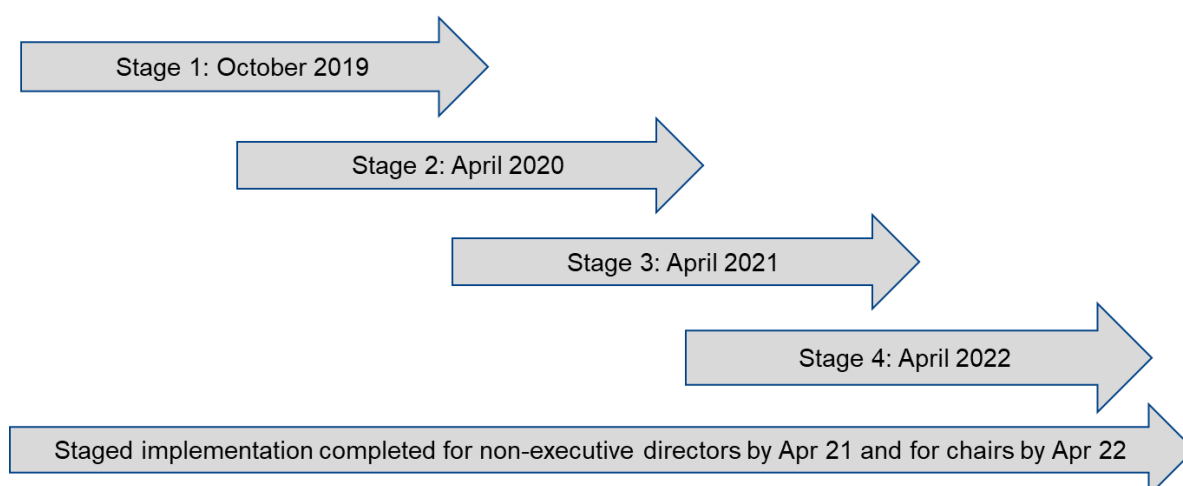
this is likely to be closer to the upper quartile value associated with the largest-size organisation.

6. Implementation arrangements for NHS trusts

Since there is no additional funding for the associated increases, they will be implemented (with direction and oversight provided by NHS England and NHS Improvement) over a period of 2.5 years (30 months), beginning in October 2019 and concluding in April 2022.

The staged approach, detailed overleaf, will facilitate local financial planning to mitigate the associated cost pressures. Although these pressures are relatively minor at a local level, nationally they are acknowledged as being more significant, while also seeking to address the most significant disparities that exist within the non-executive director community in the shorter term.

Figure 4: Staged approach to implementing the structure



Stage 1 (1 October 2019)

Non-executive director remuneration increased from £6,157 to £10,000, with local discretion to apply supplementary payments of up to £2,000 in recognition of designated extra responsibilities. Application of supplementary payments restricted to up to two non-executive directors (for groups 1 to 3) and three non-executive directors (for groups 4 and 5), as required.

NHS England and NHS Improvement to determine individual profiles for NHS trust chairs in receipt of the lowest levels of remuneration to ensure alignment with each respective implementation stage. This will be communicated to individual chairs and trusts.

NB: Foundation trusts' remuneration committees should review their respective positions against the provisions of the structure and develop their own alignment plans, as required (see also Section 7, below).

Stage 2 (1 April 2020)

Non-executive director remuneration increased from £10,000 to £11,500.

Minimum remuneration for any trust chair will be £30,000.

Stage 3 (1 April 2021)

Non-executive director remuneration increased from £11,500 to £13,000 (non-executive director implementation complete).

Minimum remuneration for any chair will be consistent with the lower quartile value associated with the relevant range.

Stage 4 (1 April 2022)

Minimum remuneration for any chair will be consistent with the median value associated with the relevant range (chair implementation complete).

7. Maintaining alignment

Prevailing levels of remuneration must be sufficient to attract, retain and motivate effective, diverse and compassionate chairs and non-executive directors with the skills and experience required to lead trusts successfully. Implementation of this structure will help to avoid paying more than is necessary and is sensitive to pay restraints elsewhere in the NHS.

To maintain proportionality in remuneration and avoid unnecessary future escalation, the application of revised levels of remuneration will be subject to NHS England and NHS Improvement oversight and, where required, approval. This structure will be referenced in the combined *Code of governance for NHS trusts and foundation trusts* and its application monitored by both HM Treasury and the Department of Health and Social Care.

For NHS trusts, during the period of implementation remuneration applied to newly appointed and re-appointed chairs and non-executive directors will be approved by NHS England and NHS Improvement, according to the respective revised rate associated with the relevant stage of the implementation plan. Any proposed

variation will be considered by NHS England and NHS Improvement on an exceptional basis and on the merits of local circumstances.

Notwithstanding the discretion afforded to them, it is anticipated that NHS foundation trusts will also demonstrate consistency with the provisions of the aligned structure. To this end, remuneration applied to newly appointed and re-appointed chairs and non-executive directors may need to be adjusted accordingly. Where, when compared with the respective median and upper quartile values, there are significant outliers, NHS foundation trusts should apply 'mark-time' arrangements for the duration of current tenures. New appointment and re-appointment processes will provide an opportunity to review and revise remuneration, with reference to the provisions of the structure.

It is further anticipated that, during the period of implementation, foundation trusts will not seek to apply discretionary annual uplifts that will increase remuneration above the relevant median value until April 2021 (for non-executive directors) and April 2022 (for chairs).

8. Frequently asked questions

[As a consequence of implementing the structure, will any current chair or non-executive director receive a reduced level of remuneration?](#)

No. The purpose of introducing the structure is to address disparity and introduce consistency in the application of chair and non-executive director remuneration across NHS providers. In doing so, it is not intended to reduce the value of existing remuneration during anyone's current tenure.

[I am the chair of a foundation trust. My current remuneration exceeds the upper quartile value and my initial tenure will expire in a year's time. If I am re-appointed as chair, will I be expected to accept a lower level of remuneration?](#)

While levels of remuneration for existing tenures will not be affected by the alignment process, it is expected that your remuneration committee will review remuneration and any such anomalies will be corrected on re-appointment.

[I am a non-executive director in a foundation trust. My current remuneration exceeds £13,000 and my initial term will expire in a year's time. If I accept a second term, will I be expected to accept a lower level of remuneration?](#)

Levels of remuneration for existing tenures will not be affected by the alignment process, but it is expected that your remuneration committee will review remuneration and any such anomalies will be corrected on re-appointment.

I am a chair/non-executive director in a foundation trust and my governors would like to pay me more than the levels of remuneration established by this structure (in keeping with the experience I bring). Do governors have the discretion to over-ride the provisions of the structure?

Your governors have a statutory role in setting your levels of remuneration and it is expected that they will look carefully at the provisions of the remuneration structure and will not deviate from these, unless they have a compelling reason to do so.

I am a chair/non-executive director in a foundation trust and my governors would like to pay me less than the levels of remuneration established by this structure. Do they have the discretion to insist on paying me at a lower rate?

Again, your governors have a statutory role in setting your levels of remuneration. They would be expected to comply with at least the minimum level of remuneration for your role, or otherwise explain why they do not intend to do so.

My foundation trust will be appointing a new chair and two new non-executive directors in the next six months. What level of remuneration will we be expected to apply?

Where foundation trusts are seeking to make new appointments of chairs and/or non-executive directors, it is expected that the provisions of the remuneration structure will be applied. Ideally, newly appointed non-executive directors should receive a level of remuneration that is consistent with the values associated with the staged implementation arrangements described in this document but which, in any event, does not exceed £13,000 (notwithstanding the ability to apply defined supplementary payments in recognition of extra responsibilities).

While this structure is very welcome, as the chair of an NHS trust, I am concerned that unless I can substantially increase our non-executive director remuneration in the near future, there is a risk we will lose talent that is vital to the board and, thereafter, struggle to re-recruit. Therefore, am I obliged to abide by the staged implementation timeframe?

Yes. The agreed implementation timeframe has been subject to negotiation and its adherence is a condition of HM Treasury's support and approval. However, where

NHS trusts believe there is significant risk, locally, a referral should be made to NHS Improvement, such that the merits of the case can be fully examined and considered.

Is there a risk that, in a minority of cases, increasing chair and non-executive director remuneration will be viewed as the NHS rewarding poor performance?

All issues relating to local under-performance will continue to be managed via established mechanisms and interventions, rather than through the adjustment of terms and conditions. However, where it is recognised that there are significant shortcomings in individuals' performance, prevailing local circumstances will be assessed on a case by case basis, which may determine that an alternative approach is justified.

Increasing the remuneration of NHS trust chairs and non-executive directors will introduce an in-year and recurrent cost pressure. Will NHS trusts receive additional funding in support?

There is no additional funding to support the implementation of this structure. Therefore, all associated costs will need to be absorbed locally.

When we seek to appoint new non-executive roles to our NHS foundation trust board, we need to be able to effectively compete for talent in a highly competitive local market. Complying with the remuneration structure will potentially restrict this ability, so we cannot guarantee to do so. How will this be viewed?

For the reasons articulated, it is anticipated that foundation trusts will choose to comply. However, it is appreciated that, for any trust, situations may arise that require the consideration of exceptions and the potential application of discretionary measures in response. This structure does not seek to remove such discretion, but it is an expectation that any such cases are discussed with NHS England and NHS Improvement prior to any action being taken by trusts.

9. Further information

For the provision of further information and advice, in the first instance please contact:

Mark Power, Head of Senior Appointments and Resourcing
(mark.power1@nhs.net)

or

Carolyn May, Senior Development Advisor, Leadership and Quality Improvement
(carolyn.may3@NHS.net)

Contact us:

NHS England

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NHS Improvement

enquiries@improvement.nhs.uk

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26 November 2019

Update from Membership Engagement Recruitment and Representation Committee (MERRC)

Summary & reason for item:

The purpose of this paper is to provide a summary of membership engagement, recruitment and representation work undertaken since the July 2019 report to the Council of Governors. The report includes:

- Update from the September 2019 meeting of MERRC
- Membership statistics and report as at 14 November 2019
- Update on membership recruitment events

Governor action required:

- To note the report and pursue any matters of interest.
- Governors interested in supporting the membership stand at London Santa Dash on 8 December 2019, please contact Paul Balson, Deputy Company Secretary paul.balson@gosh.nhs.uk

Report prepared by:

Paul Balson, Deputy Company Secretary, paul.balson@gosh.nhs.uk

Report presented by:

Paul Balson, Deputy Company Secretary

Update from the September 2019 meeting of MERRC

MERRC met on 9 September 2019. The following items and actions were discussed:

Governor biographies on the Trust website

The Committee requested that the governor biographies on the website are updated to include the topics that governors can be contacted about. Governors would be asked via the newsletter to update their biographies for the Trust.

Membership statistics and report

The Deputy Company Secretary presented a summary of the membership demographics.

The issue with regards to membership remained the recruitment of 10-16 year old patients.

The Committee noted that work streams to make better use of social media via the comms team were in train. Faiza Yasin, Governor recommended that the Trust emulate British Heart Foundation's communications and use of social media.

The Committee agreed that the membership recruitment sessions in the Lagoon were effective ways for governors to recruit members, but also to engage with their constituents.

At the September 2019 MERRC meeting, members requested more detail on the specific demographics that the Trust needed to recruit to and how it could tailor specific recruitment strategies using the Trust's forums.

Elections in 2021

The Committee began to look ahead to the elections in 2021 and requested that a Governor recruitment pack in a bitesize compact form is created.

Annual General Meeting (AGM) planning update

Members reviewed the plans for the AGM and suggested that the green credentials of the food at the event would be key.

Governor workshop and training

Colin Sincock – Rest of England and Wales Governor and Theo Kayode-Osiyemi – North London and surrounding area Governor, volunteered to attend an NHS Providers event on membership and provide a report to the Council of Governors.

Date of next meeting

The next meeting of MERRC would be scheduled for mid-December and focus on the social media campaign for membership recruitment.

Membership statistics and report as at 14 November 2019

Anyone living in England and Wales over the age of 10 can become a GOSH member, and the Trust strives for our membership to reflect the broad and diverse public communities we serve as well as patients, their families and carers, and staff.

This report provides a summary of our public, parent and carer and patient membership (it does not include staff membership).

Civica Membership Engagement Services (MES) is our membership database provider and holds and manages our public and patient, parent and carer data. Statistical analyses were run within the database and the attached report produced to highlight key findings.

Current membership figures

Current position as at 19 November 2019	Performance against yearly projected target	Action required
Total membership 9,857	Since the July 2019 report to Council of Governors, we have recruited 70 new members. Overall, the Trust is 27 members behind target for November 2019.	To meet our target of 9,960 by 31 st March 2020 we need to recruit 103 members.
Patient , parent and Carer membership 6,964	Since the July 2019 report to the Council of Governors, we have recruited 13 new patient, parent and Carer members.	The Trust needs to recruit more current Patient/Parent/Carers as it is 88 members behind target for November 2019. To meet our target of 7,125 by 31 st March 2020 we need to recruit 161 patient, parent and carer members.
Public membership	Since the July 2019 report to the Council of Governors, we have recruited 57 new public governors.	The Trust has exceeded its public constituency target of 2,835 by 58 members for 2019/20.

- The database provider undertakes cleanses of the database each month to remove members who have deceased or moved constituency.
- The Members recruited at the three main recruitment events have been added to the database. We are planning a major recruitment drive at Santa Dash.

Patient membership analysis

	Patients	
Age		Following a review of the public membership demographics MERRC recommended the following demographic specific target for our patient membership: To increase the number of 0-16 year old patient members by 100% (116 to 232).
0-16	98	
17-21	324	
22+	737	
Not stated	55	
Gender		The Trust currently has 18 less patient members within this demographic than at 31 March 2019 and is 134 members behind target.
Unspecified	6	
Male	483	MERRC believes better use of social media will lead to an increase in recruitment.
Female	725	
Ethnicity		
Asian	141	
Black	110	
Mixed	74	
Other	105	

White	784
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Public membership profile and analysis of eligible membership compared with percentage of base population

		#	% of membership	The number of people in the local area in each constituency	% of area	Index*
Gender	Male	796	27.51	29,421,396	49.45	56
	Female	2,056	71.07	30,070,227	50.55	141
	Unspecified	40	1.38	0	0.00	0
Age	0-16	45	1.56	12,072,567	20.29	8
	17-21	155	5.36	3,422,353	5.75	93
	22+	2,472	85.45	43,996,704	73.95	116
	Not stated	221	7.64	0	0.00	0
Ethnicity	Asian	344	11.89	4,213,531	7.51	158
	Black	242	8.37	1,864,890	3.33	252
	Mixed	125	4.32	1,224,400	2.18	198
	Other	370	12.79	563,696	1.01	1,272
	White	1,812	62.63	48,209,395	85.97	73

*Index: A value indicating how representative of the area is of the membership is. 100 is perfectly representative, <100 is underrepresented and >100 is over represented.

Following a review of the public membership demographics MERRC recommended the following demographic specific target for our public membership:

Increase the number of 0-16 year old public members by 100% (37 to 74).

To date, the Trust has recruited 8 more public members since 31 March 2018. It is 29 behind target.

Analysis

The public membership is under represented in the following demographics:

- Males make up 49.45% of the eligible membership, but only represent 27.51% of our actual membership.
- 0-16 year olds make up 20.29% of the population, but only represent 1.56% of our membership.
- 17-21 year olds are only just under represented.
- Public members of White ethnicity make up 85.97% of the eligible membership but only represent 62.63% of our actual membership.

The public membership is overrepresented in the following demographics:

- Females make up 50.55% of the eligible membership, but 71.07% of the actual membership.
- Public members aged 22+ make up 73.95% of the population, but present 85.45% of the population.
- Public members of Asian ethnicity make up 7.51% of the eligible membership but represent 11.89% of the actual membership
- Public members of black ethnicity make up 3.33% of the eligible membership but represent 8.37% of the actual membership.

Attachment N

- Public members of mixed ethnicity make up 2.18% of the eligible population but represent 4.32% of the actual membership.

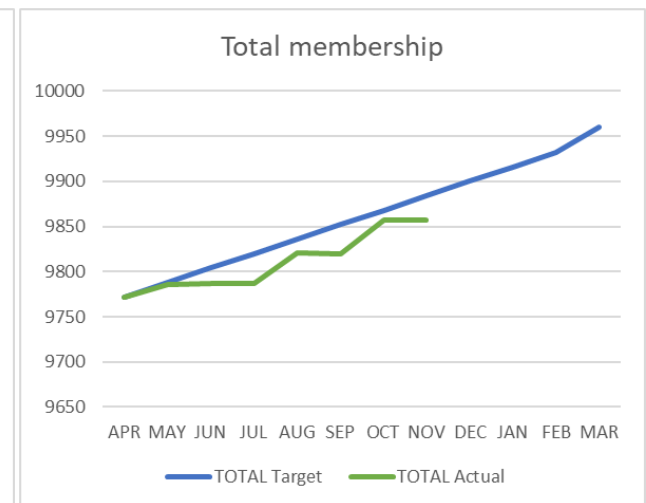
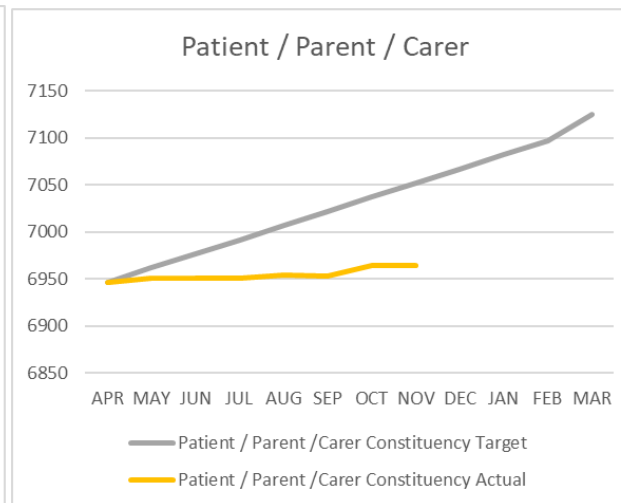
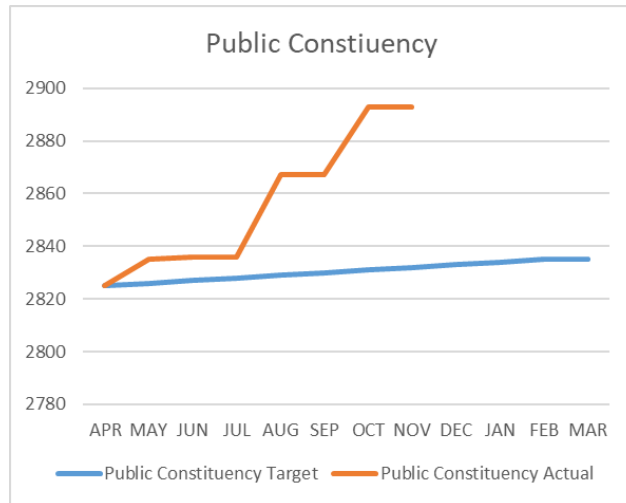
Attachment N

Membership targets in the Integrated Performance Report

From October 2019, the Trust membership targets are reported in the integrated performance report as one of Corporate Service’s key performance indicators.

The table below shows membership totals for both the Public Constituency and the Patient / Parent /Carer constituencies vs the target, broken down by month.

		APR	MAY	JUN	JUL	AUG	SEP	OCT	NOV	DEC	JAN	FEB	MAR
Public Constituency	Target	2825	2826	2827	2828	2829	2830	2831	2832	2833	2834	2835	2835
	Actual	2825	2835	2836	2836	2867	2867	2893	2893				
Patient / Parent /Carer Constituency	Target	6947	6962	6977	6992	7007	7022	7037	7052	7067	7082	7097	7125
	Actual	6947	6951	6951	6951	6954	6953	6964	6964				
TOTAL	Target	9772	9788	9804	9820	9836	9852	9868	9884	9900	9916	9932	9960
	Actual	9772	9786	9787	9787	9821	9820	9857	9857				



Recruitment Events

Play Street 2

On Thursday 19 September 2019 Zoe Bacon – Patient from London Governor and MERRC Chair, Portia Duncan – Interim AGM support and Paul Balson Deputy Company Secretary supported a recruitment and engagement stand at Play Street 2.

They managed to recruit 15 new members.



Race for Kids

On Saturday 12 October Quen Mok – Staff Governor and Paul Balson – Deputy Company Secretary braved the rain and supported a recruitment and engagement stand at the RBC Race for Kids event in Hyde Park.



They managed to recruit 20 new members, 15 of whom were in the 10-21 year old demographic prioritised by the Membership, Engagement, Recruitment and Representation Committee.

These events are excellent opportunities for recruiting new members.

Santa Dash – Governor volunteers required

On Sunday 8 December hundreds of people will pull on a Santa suit and dance, prance, dash or wheel around a 5K or 10K route in London's historic Brockwell Park. This is one of the GOSH Charity's key events of the year and an opportune event for us to recruit more members!

The Corporate Affairs Team would like at least two Governors to support the Deputy Company Secretary on a Membership, Engagement Recruitment and Representation stand at Santa Dash.

In summary, the volunteers will be required to attend from 10.00am to 2.00pm and:

- Set up and support our Membership stand
- Talk to prospective members and ask them to sign up as members.
- Chat to existing members about the Trust



- If you are interested in volunteering, please contact Paul Balson, Deputy Company Secretary paul.balson@gosh.nhs.uk

Action required by Governors

Governors interested in supporting the Deputy Company Secretary at London Santa Dash on 8 December 2019, please contact Paul Balson, Deputy Company Secretary paul.balson@gosh.nhs.uk

Council of Governors

26 November 2019

**Analysis of the Council of Governors' Self-Assessment Performance Evaluation
2019**

Summary & reason for item

The Code of Governance states that the Council of Governors should periodically assess its performance.

The Council's 2019 assessment was informed by questionnaires sent to both the Council of Governors, the Non-Executive Directors (NEDs), Chief Executive (CEO) and Chief Finance Officer (CFO).

The questions were informed by requirements in the Code of Governance, previous Council surveys, the GOSH Constitution and other Foundation Trust surveys and following consultation with the Constitution Working Group (CWG) (involving governors, staff and a NED).

In July 2019, the Council:

- Agreed the final list of questions.
- Agreed for the CWG to review the results and propose recommendations.
- Agreed for the CWG, where appropriate, to recommend immediate improvement measures.

Between 25 July 2019 and 23 September 2019 SurveyMonkey was used to gather views and comments. It should be noted that 19 out of 26 (73%) Governors and 6 of 8 (75%) of NEDs, CEO and CFO responded. This was 73% of total respondents.

On 26 October 2019 the CWG reviewed the findings and proposed 19 recommendations.

The attached executive summary provides a brief analysis of the key findings and the CWG recommendations with leads and timelines over the next 18 months.

During a review of the results, the CWG identified two areas where they recommended it would be more prudent for the Council to determine the next steps. These are highlighted in the Executive Summary.

The analysis of survey results and CWG discussion is provided at **appendix one**. The raw data and comments from survey participants is provided in **appendix two** and **appendix three**.

As this is the first evaluation of the 2018 intake of Governors, the results will be used to benchmark progress in future surveys.

Council of Governors' action required

1. To note and discuss the content of the report.
2. To approve the CWG recommendations recommended for approval.

3. Determine next steps and improvement actions for the areas the CWG asked that the Council to discuss, these are:
 - a. Timing of items at Council meetings
 - b. That individual Governors can sometimes dominate meetings.

Report prepared and presented by:

Paul Balson – Deputy Company Secretary

Executive summary

The results of the evaluation are in general very positive and reflect the hard work and commitment of Governors to the Council and the Trust. The results also clearly highlight areas for improvement and focus in the next 18 months.

The findings show that most Governors:

- Have a good understanding of the role as a member of the Council of Governors and understand the differences between the role of the Trust Board and the Council of Governors and between the role of a Governor and a Non-Executive Director.
- Agree that meetings are chaired effectively and feel able to contribute to meetings.
- Agree that they are provided with sufficient information to understand the key risks facing the organisation and to support them when asked to make decisions at meetings.
- Agreed that they are given sufficient opportunity to attend Trust Board Assurance Committee meetings.
- Agree that the behaviour of Governors is consistent with the Trust's 'Always Values'.

The evaluation highlighted some areas where Governors were not in complete agreement, including:

- Approximately one third of Governors felt that individual Governors can sometimes dominate meetings.
- That papers for the Assurance Committees and Council of Governors' meetings are circulated sufficiently in advance of the meeting.
- That Governors have the opportunity to influence the Council of Governors' meeting agenda.
- 47% of Governors attending assurance meetings feel that they are made to feel welcome at those committees and 53% of Governors feel they are given opportunity to contribute.

The evaluation highlighted some areas where the Directors were not in complete agreement, including:

- 33% of directors responding to the survey reported that Governors do not direct their questions to the Non-Executive Directors. 33% agreed and 33% were undecided.

Some interesting differences are highlighted between the responses of the Council and the Directors, specifically on how Council of Governors' agenda items are discussed and summarised:

- 37% of Governors were undecided and 11% disagreed that appropriate time was allocated to agenda items at the Council of Governors' meeting, whereas 83% of NEDs, CEO and CFO agreed that sufficient time was allocated.
- Similarly, 100% of directors agreed that items are summarised effectively, 72% of Governors agreed.

Immediate action required

The CWG agreed that immediate action was required to ensure Governors have completed their on-line mandatory training.

In order to support Governors in this, a section of the 26 November 2019 Development Session has been dedicated to:

- a mandatory training clinic to ensure all Governors have working emails, access to mandatory training and access to the Governors' Portal. This will be supported by ICT Technicians.
- Face to face development sessions on infection control (the biggest gap in mandatory training)
- Time and support for Governors to use the learning lab and its computers to complete their mandatory training.

Recommendations from the Constitution Working Group

The CWG proposes that Governors and the Board work together to focus on the following areas:

- Corporate Affairs Team to produce a flashcard for Governors by the February 2020 meeting of the Council of Governors covering:
 - a high-level summary of role differences and expectations of Governors (including observing Assurance Committees)
 - How to ask 'the right kind of questions' through the NEDs and asking NEDs questions following a presentation from Executive Directors at a Council meeting
 - An overview of the Trust Always Values
- At its December 2019 meeting, the Membership Engagement Recruitment and Representation Committee (MERRC) develop smart and cost effective plans for engaging with local and national member constituencies as well as receiving feedback.
- Every month from the January 2019 electronic edition of Member Matters, a different Governor will be asked to provide 300-500 words for their constituents and the wider membership. MERRC will devise a list of prompts for Governors, guidance for members to communicate with their Governors and the publication timetable with the Communications Team at its December 2019 meeting.
- Director of Operational Performance and Information to present the 2020/21 annual plan to the November 2019 meeting of the Council and receive questions about the 2021/22 engagement plans.
- The Corporate Affairs Team will continue to upload all Assurance Committee papers to the Governors' Portal.
- The 26 November 2019 Council Development Session will have a portion of the meeting allocated to troubleshooting any Governor issues with accessing the portal.
- Deputy Company Secretary to recirculate the 'Training Needs Analysis' by the end of 2019 and use the results to inform the Council development sessions from the February 2020 meeting onwards. The proposed development plan will be presented to the February 2020 meeting of the Council of Governors.
- Corporate Affairs Team to share the Council and Assurance Committee work plan for 2020 with the Council at the February 2020 meeting, so that Governors can suggest agenda items.

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- From the February 2020 meeting onwards, first draft Council agendas will be shared with the Lead Governor and Deputy Lead Governor containing annotations as to the origin, purpose and level of priority for each agenda item.
- From the February 2020 meeting onwards, Governors to be asked to complete a post meeting evaluation of Council papers (within 5 days of Council meeting).
- From the February 2020 Council meeting onwards, Corporate Affairs Team to examine options for the room layout on Council meeting days to encourage an informal style and mixing of NEDs and Governors on tables.
- All survey results pertaining to the performance of the Chair will be retained for the Chair's next appraisal.
- The Chair is asked to summarise decisions reached at the end of each agenda item.
- The Chair and item presenter asked to make it clear that questions from Governors are encouraged and that they are given the time to ask. The Chair should also make it clear when the time for questions is.
- From the February 2020 meeting, Corporate Affairs Team to review future Council agendas and identify items from GOSH teams that could be better presented with supplementary visual presentations.
- Corporate Affairs team to look into providing or sourcing specific Lead and Deputy Governor training by January 2020.
- Monitor the new format for development sessions.
- The Corporate Affairs Team to work with Communications and the Charity to inform Governors of Trust events as far in advance as possible.
- It is recommended that Governors and NEDs agree a consistent approach to Governor attendance at meetings.
- That the revised Buddying programme include prompts for both NEDs and Governors to establish methods for communicating outside of Council meetings.

Recommendations for the Council to consider at November meeting

The CWG felt that it would be more appropriate for the Council to determine the actions for responding to the following findings:

Timing of items at Council meetings

10 out of 19 (53%) Governors and five (5) out of six (6) (83%) Directors agreed that appropriate time was allocated to discuss agenda items fully.

Three (3) Governor comments indicated that consideration should be given to extending the length of Council of Governor meetings. The Council is asked to consider if:

- the current schedule of four meetings per annum is sufficient for the business it is required to complete, and
- are meetings of sufficient length for the business it is required to complete.

The Council is asked: should there be an additional 5th meeting in the year and/or should the length of meetings be extended?

That individual Governors can sometimes dominate meetings.

Just over half of respondents were of the view that meetings are not dominated by individual Governors. One respondent stated:

“There are obviously Governors who have more experience and confidence, but the meetings feel they are managed in a way that encourages input from everyone.”

However, 32% of governors disagreed (marginally down from 37% in the previous Council survey).

The Council is asked to, with support from the Chair devise actions to address the view that some Governors dominate meetings.

Appendix 1: Analysis of survey results

Listed below with analysis is:

- The feedback from Governors and Directors.
- Comparisons with previous Council results (where relevant).
- Summary of the Constitution Working Group's discussions, and
- Recommendations.

Role clarity – understanding different roles

Findings

95% Governors and 83% of Directors agree that Governors have a good understanding of their role and responsibilities.

100% of Governors and 83% of Directors agreed that Governors understood the difference between the role of the Council and the role of the Trust Board. Additionally, 100% of all respondents agreed that Governors understood the difference between the role of an Executive Director and a Non-Executive Director. However, some comments received suggest that regular refreshers would be prudent:

“Although I still feel not all governors understand this, despite the recent training.”

“Some understand better than others but generally they do.”

Commentary

The Corporate Affairs Team provided the 2018 intake of governors with three (3) induction sessions that covered the differences between the role of the Council and the role of the Trust Board and the roles of governor and NED.

A refresher session presented by NHS Providers (an external provider) was held in July 2019.

Constitution Working Group discussion

The CWG recommended that the Corporate Affairs Team produce a flashcard for Governors containing a high-level summary of role differences (between NEDs and Governors) and expectations. The flashcard would also be a guide for prospective Governors ahead of the elections in 2020.

Recommendation

Corporate Affairs Team to produce a flashcard for Governors by the February 2020 meeting of the Council of Governors containing: a high-level summary of role differences and expectations. The flashcard would also be used as a guide for prospective Governors ahead of the elections in 2020.

Role Clarity – communicating with members

Findings

The question included asking Governors whether they felt that they understood their role in communicating with members in their constituencies. Five (5) comments indicated that more work was required on communicating with member constituencies and the public:

“We have no way of communicating with our constituencies at present”

Attachment O

“Communication with member constituencies and the public can be improved.”

“My only comment would be how could have more contact/input/feedback with the members that voted for us.”

“I’m not sure how much communication flows to the constituencies.”

“I am not sure that the rest of the Trust understands what takes place at the COG meetings. I think an update to the membership on the issues to be discussed/that have been discussed at each meeting could help”

In the previous Council survey under a specific question about contacting members, 20% of Councillors (Governors) felt that they did not have appropriate opportunities to access members, patients, the public and staff.

Commentary

A number of opportunities for governors to engage with patients, parents and members have been promoted (‘Governor stories’ in Get Involved, the Annual General Meeting and Annual Members Meeting and recruitment and engagement events). The Trust recognises the amount of time and commitment required from Governors to attend both these events and Council of Governors’ meetings.

The current membership of the Membership Engagement Recruitment and Representation Committee (MERRC) focused on the *recruitment* of members to date.

Constitution Working Group discussion

The CWG noted that the Membership Engagement, Recruitment and Representation Committee had already initiated work to utilise social media for communication with the membership. The CWG requested that MERRC further investigate developing smart and cost effective plans for engaging with local and national constituencies as well as receiving feedback.

The CWG agreed that a quick and efficient method for communicating with its membership in the interim was for Governors to provide articles for the monthly Member Matters.

Recommendation

At its December 2019 meeting, MERRC develop smart and cost effective plans for engaging with local and national constituencies as well as receiving feedback.

Recommendation

Every month from the January 2019 edition of Member Matters, a different Governor will be asked to provide 300-500 words for their constituents and the wider membership. MERRC will devise a list of prompts for Governors, guidance for members to communicate with their Governors and the publication timetable with the Communications Team at its December 2019 meeting.

Governor influence and impact

Findings

79% of Governors and 100% of Directors agreed that the Trust Board had regard for the views and contribution of the Council of Governors, 21% of Governors were undecided. The comments from Governors indicated that this could be increased if contact between NEDs and Governors could be improved or increased.

84% of Governors said they were aware of the Trust’s Annual Plan and 16% were undecided. However, 42% were undecided about whether Governors are appropriately

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consulted on the development of the Trust's Annual Plan and one Governor disagreed. One comment stated:

"Appreciate presentations however feels as if there is limited way Governors can influence the development of the plan without stepping on Exec or NED toes."

Commentary

The Trust recognises the importance of Governors' role in being adequately consulted on shaping the direction of travel of the organisation.

Governors should expect to be consulted on the development of forward plans and any significant changes to the delivery of the trust's business plans. The Board is in the process of revising the Trust strategy and has already consulted with Governors on its development. Consultation on the annual plan 2020/21 will be brought to the Council in November 2019.

Constitution Working Group discussion

The CWG noted that the Strategy was on the agenda for the November 2019 Council meeting for information, but recommended that further work to engage earlier and more frequently with Governors and Members on the development of the annual plan is undertaken.

Recommendation

Director of Operational Performance and Information to provide an engagement plan for the 2021/22 annual plan to the February 2020 meeting of the Council of Governors.

Provision of information to Governors

Findings

89% of Governors agreed that they *are provided with sufficient information to know what the key risks and challenges facing the organisation are*. This is an increase on the previous survey where 75% of councillors (Governors) believed that they received the appropriate level of information to enable them to understand the risks.

Some of the comments suggested some potential areas for improvement:

"Only if they attend sub-committees or Board."

"Papers to Governors meetings are often at high level and more for info rather than any decision as such. The "currency" of the information is variable and often after the event."

"It would be good if papers for all meetings were distributed to all Governors, not just those attending."

Commentary

It is a key role for the Trust to ensure that information is appropriate for the Council and is accurate and received in a timely manner.

The Council of Governor agendas and papers are circulated to all Governors and Directors in attendance.

Additionally, the Chairs of the Assurance Committees submit reports to the Council and provide verbal updates on issues discussed in meetings, highlighting risks raised and assurances given.

Constitution Working Group discussion

The CWG discussed the importance of Governors being provided opportunities to attend the Trust's Assurance Committees and recommended adding the expectation to the Governor flashcard.

The CWG agreed that uploading all Assurance Committee papers to the Governor Portal was the most secure way to share information from Assurance Committees with Governors.

Recommendations

On the Governors flashcard, include the expectation that Governors should allocate time to observe Assurance Committees.

The Corporate Affairs Team will continue to upload all Assurance Committee papers to the Governors' Portal.

The 26 November 2019 Council Development Session will have a portion of the meeting allocated to troubleshooting any Governor issues with accessing the portal

Support for decision making by governors

Findings

84% of Governors agreed that they are provided with sufficient guidance and background information when asked to make decisions.

"Yes and I also appreciate the breakdown of what things mean in real terms"

"The information can sometimes be a bit tricky to understand particularly if it is in an area I am less knowledgeable in."

Commentary

The Corporate Affairs Team is mindful of the different backgrounds of Governors and try to provide Council papers that are accessible and understandable by everyone, particularly when discussing complicated issues. An example of this was the 'What this means for me' documents produced for the changes to the Constitution discussion.

The Governor development sessions were set up to ensure that governors were equipped with the information and knowledge they need to hold the NEDs to account. Governors are asked at the end each development session, which topics they would like to cover at future meetings.

Constitution Working Group discussion

The CWG agreed that the experience and composition of the Council of Governors had changed since the first training needs analysis took place. It was recommended that the 'Training Needs Analysis' exercise that was used to inform the governor development sessions is repeated, asking governors to highlight any gaps in their knowledge or understanding relevant to the role of governor. This would then be used to inform the topics of future development sessions.

Recommendation

Deputy Company Secretary to recirculate the 'Training Needs Analysis' by the end of 2019 and use the results to inform the Council development sessions from the February 2020 meeting onwards. The proposed development plan will be presented to the February 2020 meeting of the Council of Governors.

Governor influence on Council Agenda

Findings

58% of Governors felt that they have the opportunity to influence the Council of Governors' meeting agenda. 37% were undecided and 5% disagreed.

Respondent comments were mixed, ranging from governors who understood that the initial meetings of the Council were unavoidably "set" due to circumstances and those that would like more influence on the agenda:

"It is pre-set"

"Not encouraged but to be fair can't think of an issue Governors have asked to have on Agenda."

"Not at the start but this looks like it is becoming more feasible. Possibly due to such a large proportion of Governors being new all at the same time."

"This is improving, perhaps as Governors are collectively becoming more experienced and confident. Still room for improvement though."

"We have recently updated the development sessions prior to Council meetings, but have little to no input on the meeting's agenda."

Commentary

Since 2018, the new intake of Governors have had many governance and procedural matters to consider or approve, including the appointment of new NEDs to the Board, appointment of a new Chief Executive and extensive changes to the Constitution. It was these responsibilities of the Council that determined many of the papers received.

The agenda of Council meetings is also influenced by discussions and subsequent actions or recommendations arising from the meeting.

The Constitution allows governors to request items on the Council agenda, by making their request in writing to the Chair at least seven clear days before the meeting.

Since July 2019, the timings of the Council development sessions, private meeting between governors and the private meeting with the Chair have been amended following Governor feedback.

Governors have control over the topics covered at the development sessions.

Constitution Working Group discussion

The CWG recommended that the Council work plan for the next financial year is shared with all members to provide a guide on the business planned. Governors would then be encouraged to suggest supplementary items of business through the Lead Governor.

The main recommendation was for a first draft of the next Council of Governors' agenda to be shared with the Lead Governor and Deputy Lead Governor. The agenda would be annotated to indicate the origin, purpose and level of priority for each item. The Lead Governor and Deputy Lead Governor would then communicate this with other Governors.

Recommendations

Corporate Affairs Team to share the Council and Assurance Committee work plan for 2020 with the Council at the February 2020 meeting.

From the February 2020 meeting onwards, first draft Council agendas will be shared with the Lead Governor and Deputy Lead Governor containing annotations as to the origin, purpose and level of priority for each agenda item.

Providing Governors with the right amount of information

Findings

84% of Governors agree that the Council papers provide the right amount of information. 16% were undecided. One comment acknowledged that although there can be *a lot* of papers:

“This is justified given the status of the hospital and the importance of our role.”

Commentary

The Corporate affairs team is mindful to not circulate excessive papers and advise authors to use appendices for extra-long sections.

Constitution Working Group discussion

The CWG recommended that after each Council meeting, Governors would be sent a survey asking for their opinions on the length, style of presentation, etc. of papers presented. The feedback received would be considered by the Corporate Affairs Team and where applicable, communicated to paper authors. This would inform continuous improvement of the papers Governors receive.

Recommendation

From the February 2020 meeting onwards, Governors will be asked to complete a post meeting evaluation of Council papers (within 5 days of Council meeting).

Providing Governors with timely information

Findings

74% of Governors agreed that Council papers are circulated with sufficient time for review. 16% were undecided and 10% disagreed. One comment requested that they are circulated a week in advance, another requested a couple of extra days and another requested at least a weekend.

Commentary

Although the Trust Constitution does not prescribe a number of days by which papers should be circulated, the Corporate Affairs Team is mindful that review of the papers takes time and has an internal target of six (6) calendar days before a meeting with a weekend in between.

Constitution Working Group discussion

The CWG agreed that ongoing adherence to a target of circulating meeting papers six (6) calendar days (including a weekend in between) before the meeting would be well received by Governors.

What works well at Council of Governors’ meetings?

The survey asked Governors for a list of what works well at Council meetings. The following comments were received:

Attachment O

“Finance presentations as Director of Finance always v. well prepared and able to explain things in a way non accountants can understand.”

“Private session for the Governors before the meeting is good as we have little other opportunity to meet as a group. Private session with the Chairman also very helpful and informative.”

“Opportunity to ask questions and/or comment.”

“Meetings are well run and kept to time.”

“Atmosphere is open which enables debate of issues. Meetings are long and this can make the later items a bit rushed. Not sure this can be remedied but perhaps order the agenda to ensure key items are discussed early”

“People are frank and open.”

“I think the semi-formal nature of the meetings has encouraged contributions from Governors. Moving to the new Boardroom might impact this as it was previously easier to mix the NEDs amongst the Governors.”

“Timings of sessions, people having good intentions. Mixing up groups sometimes”

“Everyone is able to give their opinions. It is good to be able to discuss what we will ask the NEDs before the meeting.”

“Good and fruitful discussions, good contributions from Governors, NEDs and Senior Management.”

“Private meetings, development sessions and the governance update. The Council of Governor’s meetings are chaired effectively.”

“Teamwork”

“Good chance to discuss items”

“Using the agenda and advance distribution of the minutes”

Commentary

It is evident that the open, *semi-formal nature* of meetings and the private sessions have been well received by Governors.

Constitution Working Group discussion

The CWG noted that an area for potential improvement suggested by the comments was the new Charles West room’s layout and recommended that the new layout be reviewed to encourage a more informal atmosphere and allow for the mixing of Governors and NEDs.

Recommendation

From the February 2020 Council meeting, Corporate Affairs Team to examine options for the room layout on Council meeting days to encourage an informal style and mixing of NEDs and Governors on tables.

Chairing of the council meeting

Findings

95% and 100% of Directors agreed that Council meetings are chaired effectively. 5% were 'undecided' as they had only attended one meeting of the Council of Governors and did not feel able to comment. One respondent stated:

"Excellent chairing and open, collaborative culture that has been created."

Commentary

This is very positive feedback when compared to the last results, where 32% of respondents disagreed or strongly disagreed this was the case.

Constitution Working Group discussion

The CWG recommended that all survey results pertaining to the performance of the Chair should be retained for the Chair's next appraisal.

Recommendation

The survey results pertaining to the performance of the Chair will be retained for the Chair's next appraisal.

Introduction of items

Findings

17 out of 19 (89%) Governors and 6 out of 6 (100%) Directors agreed that *agenda items are properly introduced*. One (1) Governor was undecided and one (1) disagreed. One comment requested:

"More visual presentations given not just reading off a sheet of paper"

Commentary

The Corporate Affairs Team prepare visual aids to support discussion on complicated governance issues where possible.

Constitution Working Group discussion

The CWG noted that while the Council does receive some variety in the reports it receives, the bulk of reporting is done through paper reports. The CWG recommended that agendas are reviewed in advance to identify items from GOSH teams that could be better presented with supplementary visual presentations.

Recommendation

From the February 2020 meeting, Corporate Affairs Team to review future Council agendas and identify items from GOSH teams that could be better presented with supplementary visual presentations.

Timing of items at Council meetings

Findings

10 out of 19 (53%) Governors and five (5) out of six (6) (83%) Directors agreed that appropriate time was allocated to discuss agenda items fully.

Three (3) Governor comments indicated that consideration should be given to extending the length of Council of Governor meetings:

“With such a huge agenda there is always a need for more discussion time but without increasing the length of the meeting I can't see another solution.”

“We simply don't have enough time, but then it is a big commitment. I think we should have longer meetings, taking up some of the development time in the mornings.”

“It is understandable that some items have felt they could do with more discussion”

One Director stated:

“There are often many items so it is difficult to give everything time.”

Commentary

Governors kindly give up their spare time for the meetings. Some take annual leave from their employers or have arrangements agreed locally and may struggle to attend earlier in the day (including younger governors).

One comment suggested that some time could be better spent on agenda items through the improved management of the governors who sometimes dominate meetings:

“Appropriate time is usually given. However, when individual governors ask too many questions or labour a point this seems to take up too much time.”

Constitution Working Group discussion

The CWG felt it was more appropriate for the Council to discuss and decide if additional meetings or an extended meeting was required. The CWG did note that several other recommendations in this report would support more efficient use of Council time at meetings and that an extension may not be necessary.

Recommendation

It is recommended that the Chair and Council discuss a potential fifth meeting or extending Council meetings at the November meeting.

Summary of agenda items

Findings

72% of Governors and 100% of Directors agreed that *discussions are appropriately summarised at the meeting*. Four (4) Governors were undecided and one (1) disagreed. The comments indicated:

“[Items were] not always summarised”

“I think there is room for improvement here, especially to be put into layman's terms. It would be helpful to consider that not all governors work in GOSH or the NHS, or remotely in the medical field, so it can be tricky to pick out the salient information.”

“Mixed”

Constitution Working Group discussion

The CWG agreed that at the conclusion of agenda items, the resolution or decision could be summarised for the benefit of all Governors in the room and indirectly the Governors unable to attend that particular meeting reading the minutes.

Recommendation

It is recommended that the Chair is asked to summarise decisions reached at the end of each item.

This recommendation will also be retained for the Chair's next appraisal.

Directing questions to NEDs

Findings

33% Directors believed that Governors direct their questions to the NEDs, 33% were undecided and 33% disagreed.

Commentary

Training for Governors on asking the Trust Board 'the right kind of questions' through the NEDs was provided at the second induction session.

Constitution Working Group discussion

It was initially proposed that the recommended governor flashcard contain guidance on asking the Trust Board 'the right kind of questions' through the NEDs, as outlined in the diagram below:

Questions of clarification

Ask clarification questions before the meeting, eg

- What does this acronym mean?
- How does the Red/Amber/Green system work?
- Why are some of the columns blank?
- Who collected this data?
- How up to date is this information?

Questions to hold to account

Ask holding to account questions in the CoG meeting

- Think about the answer you want before you ask the question
- Don't waste your question – keep it to the point
- Think about assurance – ask how and why questions about how the board has obtained assurance
- The follow up question?

The CWG highlighted the difficulty and slight awkwardness in asking a NED a question following a presentation from an Executive Director.

The CWG agreed with a list of questions in principle, but stressed that the guide did not imply there was 'blanket ban' on asking questions of EDs.

Recommendation

The Corporate Affairs Team to produce flashcards by the February 2020 Council meeting that provide a steer to Governors on:

- Asking the Trust Board ‘the right kind of questions’ through the NEDs, and
- Asking NEDs questions *following* a presentation from Executive Directors

The flashcards do not constitute a blanket ban on asking Executive Directors questions.

Opportunity to ask questions

Findings

13 of 19 (68%) Governors felt that they are given the opportunity to bring up a topic or ask a question that was not on the meeting agenda. 21% were undecided and 11% disagreed.

Commentary

Comments received indicated that the items can feel rushed and there is uncertainty about when in a meeting Governors are able to ask questions:

“Not exactly barred from doing so but agendas are packed and not much time to get through everything.”

“I need more experience of meetings to judge.”

“It would be better if there was an official ‘slot’ for this, as at the moment it seems rushed, and governors can feel unsure about when the right time to do this is.”

Constitution Working Group discussion

The CWG recommended that the Chair and / or item presenter make it clear that questions from Governors are encouraged and given the time to ask them. The Chair should also make it clear when the time for questions is.

Recommendations

From the November 2019 meeting the Chair and item presenter make it clear that questions from Governors are encouraged and given the time to ask. The Chair should also make it clear when the time for questions is.

Following up of meeting actions

Findings

89% of Governors agreed that actions are followed up and reported back on at the next meeting. 11% were undecided, one of which was because they had only experienced one meeting. This was a 10% increase on the previous Council survey results.

Commentary

The action log arising from meetings is maintained and circulated with the minutes of the previous meeting. Actions remain on the log until they are followed up and reported back on at the next meeting.

Individual Governors do not dominate meetings

Findings

Just over half of respondents were of the view that meetings are not dominated by individual Governors. One respondent stated:

“There are obviously Governors who have more experience and confidence, but the meetings feel they are managed in a way that encourages input from everyone.”

However, 32% of governors disagreed (marginally down from 37% in the previous Council survey).

Commentary

Domination by individuals can stifle debate and prevent more reserved governors from raising issues, making comments and fulfilling their role effectively. Several respondents' comments demonstrate that this is can be the case:

“Governors can sometimes (unintentionally?) dominate as they naturally know more about GOSH on a day-to-day basis...”

“...I do feel that some people like to take their time to consider what they might want to ask or say, but this is missed due to some domineering personalities. But what the more reserved people might want to say is often very insightful and informative and should not be overlooked.”

“Few Governors are very vocal and do tend to dominate.”

“There are individuals that dominate conversation. It would be helpful to be made to feel like one can speak without butting in.”

“Certain people who speak a lot, I do not feel are there for the hospital. Instead they are there for their own interests.”

“Lots of dominating personalities who like to talk so that not everyone can contribute.”

The occasional dominance of governors is also reported in the development sessions:

“Dominance of individuals or groups can lead to training sessions or agenda items being cut short. Additionally some Governors miss out on chances to contribute questions resulting in ‘extreme frustration’.”

Two comments suggested reasons for the occasional ‘domination’ of meetings was down to different levels of governor experience:

“Some Governors are still on a learning curve and not all Governors are comfortable expressing themselves.”

“There are obviously Governors who have more experience and confidence, but the meetings feel they are managed in a way that encourages input from everyone.”

Despite the occasional dominance of a few Governors, 18 out of 19 (95%) of Governors felt they have sufficient opportunity to contribute to meetings, albeit only if they are assertive.

Although one comment suggested that resolving this would be *difficult to address*. One comment suggested that a way forward could be:

Attachment O

“Providing time to reflect in our constituent groups, with one person to feedback from each, would enable all voices to be heard.”

Constitution Working Group discussion

The CWG recommended that the Council as whole with support from the Chair devise actions to address some of the issues raised above.

Recommendations

It is recommended that the Chair and Council discuss actions to address the view that some Governors dominate meetings.

Induction training

Findings

14 of 19 (74%) of Governors agreed that they received relevant and appropriate induction training to undertake their role. This included, where relevant the role of Lead Governor and Deputy Lead Governor.

Commentary

Governors received three induction sessions that covered (in summary): The role of the Council and the Board in an FT Trust, Working with the NEDs and scenario testing.

Complimentary comments from Governors included:

“Excellent induction training”

“The induction programme has been very comprehensive, but I think it has still taken me while to fully appreciate my role”

One governor noted that there was no specific training for the Lead and Deputy Governor at present.

Constitution Working Group discussion

The CWG identified the absence of specific training for the Lead and Deputy Lead Governor as a gap and recommended that specific training is sourced by the Corporate Affairs Team.

Recommendation

Corporate Affairs team to look into providing or sourcing specific Lead and Deputy Governor training by January 2020.

Mandatory training

Findings

16 of 19 (84%) Governors agreed and 16% disagreed that Governors received relevant and appropriate mandatory training and training at development sessions to undertake their role. This is an improvement on the previous survey’s result where 74% agreed or strongly agreed.

Commentary

It is the trust’s duty to take steps to ensure that governors are equipped with the skills and knowledge they need to discharge their duties appropriately.

Attachment O

Governors were provided with induction training upon joining the Trust the third session presented an introduction to the mandatory and statutory training required from GOSH Governors.

Governors were issued with usernames and passwords and provided with access to the Trust learning labs to complete this training. To date, seven (7) of the 26 governors are 100% compliant. The majority of comments indicate that access to the training off sit is a reason for this low level of compliance.

“Online training is quite confusing and some of it doesn’t feel relevant.”

“I have found it difficult personally to keep up with this due to other commitments.”

“But experience of accessing mandatory training is poor.”

“Issues connecting with the online training has impacted on my ability to do the mandatory training - awaiting help in this area.”

Constitution Working Group Discussion

The CWG noted that there had been training access issues and agreed that immediate action to improve governor access to working email, mandatory training and the Governors’ Portal was necessary.

Recommendations

On 26 November a section of the Development Session will be allocated to:

- A mandatory training clinic to ensure all Governors have working emails, access to mandatory training and access to the Governors’ Portal. This will be supported by ICT Technicians.
- Face to face development sessions on infection control (the biggest gaps in mandatory training)
- Time and support for Governors to use the learning lab and its computers to complete their mandatory training.

Development sessions

Several comments indicated that the development sessions were well received:

“Carry on with the development sessions - very helpful.”

Commentary

The governor induction sessions transitioned into a series of development sessions based on a skills audit jointly undertaken with governors. These sessions are held prior to each Council of Governors’ meeting on topics such as quality, finance from internal speakers as well as and externally facilitated programmes (run by NHS Providers).

The format of these development sessions has recently changed. The session has been divided into three smaller slots rather than two.

Constitution Working Group discussion

CWG noted that this was a recent change and would be monitored on an ongoing basis.

Recommendation

The new format for development sessions will be monitored.

Private sessions between the Chair and Council

Findings

84% of Governors agree that the private sessions between the Chair and Council are beneficial. 16% were undecided. One (1) comment stated that:

“A lot of candid conversation that is very useful”

However, one comment stated:

“The Chair gives impression of wanting to listen but doesn't always like what responses he then gets back.”

Commentary

It is envisioned that the pre-meet between the Lead Governor and Deputy Governor can allow for the Governors to prepare for this session and further improve the relationship between the Chair and Council.

The comment regarding how the Chair responds to Governor responses will be addressed at the Chair's appraisal.

Newsletter and online Portal

Findings

14 of 19 (74%) Governors agreed that the newsletter and online portal supported Governors in their role. Three (3) of 19 (16%) were undecided.

The comments endorsed the newsletter, but requested that it should advertise Trust wide events further in advance so Governors were able to make plans to attend i.e. Play Street. One Governor commented:

“I would like to be more prepared about some of the events going on (e.g. street closure for clean air etc.) to give me a chance to come along or contribute in some way.”

One comment highlighted that access to the Governor Portal was still an issue and that the online portal should have a folder for Development Session documentation.

Commentary

All the documentation and presentations from the governor induction sessions have been shared on the Governor Portal under '2. About being a Governor'.

Constitution Working Group discussion

The CWG recommended that a calendar of Charity and Trust events is shared with Governors as far in advance as practicable.

Recommendations

The Corporate Affairs Team will work with Communications and the Charity to inform Governors of Trust events as far in advance as possible.

Governor access issues to the Governor Portal will be addressed at the 26 November 2019 Development Session.

Involvement with other areas of the Foundation Trust

Findings

89% of Governors agreed that the Trust offers Governors sufficient opportunities to get involved in other aspects of Foundation Trust Governance. 11% were undecided.

Commentary

The comments from Governors indicated that the Trust was very open to Governor involvement and governors are keen to be involved in more events.

Recommendations

The Corporate Affairs Team will work with Communications and the Charity to inform Governors of Trust events as far in advance as possible.

Assurance Committee Attendance

Findings

95% of Governors agree that Governors are provided with sufficient opportunity to attend the Board assurance committees. 5% disagreed.

Commentary

Whilst this is a high level of agreement, Governor comments noted that the rota system implemented by Governors to ensure all Governors are given opportunity to attend all assurance committees could improve this further. Two suggestions for also improving this included: increasing the limit of three governors per assurance committee and holding the Council of Governor meetings earlier or later in the day.

Constitution Working Group discussion

See **Following up Assurance Committees issues with NEDs.**

Assurance Committee welcome and contribution

Findings

46% of Governors agreed that they are made to feel welcome at Board assurance committees, 47% were undecided (5 comments were from Governors who stated they have not yet attended an assurance committee and 5% disagree).

Similarly, 53% of Governors agreed that they are given appropriate opportunity to engage, comment and participate appropriately at the assurance committee meetings.

The mix of opinions is reflected in the comments received. Two Governors state:

“Always feels welcome and if appropriate, asked to contribute”

“Always asked to engage and comment if appropriate, also encouraged to comment after the meeting if there was something I wanted to raise “

Another states:

Attachment O

“Barely tolerated would be a more apt description on occasion. Little if any acknowledgement of presence or purpose of attendance. No opportunity to comment on items being discussed or raise questions or comment on the debate etc.”

Moving forward the clear recommendation is captured by:

“Different Chairs have different approaches to Governor involvement in the meetings and some uniformity would be better.”

Constitution Working Group discussion

Please see below.

Following up Assurance Committees issues with NEDs

Findings

63% of Governors agreed that they were provided with the opportunity to follow up issues arising from the Board assurance committees Board with Non-Executive Directors. 32% were undecided and 5% disagreed.

One comment felt that Governors should be able to bring up issues at the meeting. Another comment queried Governor confidence or awareness of the process for following up.

Constitution Working Group discussion

Following review of the results and comments received, the CWG felt that a consistent expectation and approach to Governor attendance at assurance committees would alleviate and resolve many of the issues raised. The CWG recommended that the NEDs agree a consistent approach to Governor attendance at assurance committee meetings and that this include:

- Governors are at the Assurance Meetings to observe only.
- Governors will be given the opportunity to seek assurance by asking questions of the NEDs following the meeting, either in person or via email.
- Governors should then discuss their observations of the assurance committees at the private session between Governors or the Council.

Recommendation

It is recommended that Governors and NEDs agree a consistent approach to Governor attendance at meetings.

Assurance Committee circulation of papers

Findings

37% of Governors agreed that assurance committee papers were circulated sufficiently in advance. 32% were undecided and 32% disagreed.

The core message of the comments received was that governors would like papers earlier than they do at present.

Commentary

Although the Trust Constitution does not prescribe a number of days by which papers should be circulated, the Corporate Affairs Team is mindful that review of the papers takes time and has an internal target of six (6) calendar days before a meeting with a weekend in between.

Constitution Working Group discussion

The CWG noted the feedback and comments.

Governor relationships with the Chair, the Board and the Senior Independent Director

Findings

79% of Governors felt they had appropriate access to the Chair, the Board and the Senior Independent Director. 21% were undecided.

This is a marginal increase on the previous Council survey, where 74% of respondents agreed or strongly agreed.

The majority of comments are clear that Governors are clear on the methods to communicate with the Chair, but unclear on how to communicate with the other NEDs outside of the Council of Governor meetings.

“Could ask to meet them or email but have sense not really encouraged.”

“The Chair’s session with Governors before a Governors’ meeting is most welcome. However, I am not sure how easy it is for Governors to contact Board Members outside of meetings. I feel people aren’t empowered or enabled to do this. A contacts list would be a good start.”

“It has always been made very clear by the Chair that we are free to contact him”

“Yes to access to the Chair. Access to the board is a little limited given time constraints. I was not aware of the Senior Independent Director position/role.”

Constitution Working Group discussion

The Constitution Working Group recommended that the revised Buddying programme include prompts for both NEDs and Governors to establish methods for communicating outside of Council meetings.

This was included in the Buddying paper to the Council on 26 November 2019.

Governors and the Always values

Findings

95% of Governors and 100% of directors agreed that the behaviour of Governors is consistent with the Trust’s ‘Always Values’.

Commentary

It is positive that the majority of respondents perceived that Governors’ behaviour is consistent with the Trust’s ‘Always Values’ and that they are motivated by a desire to improve the quality of care provided to patients. One respondent stated:

“Yes, I do feel that we want to pull together.”

Constitution Working Group discussion

The CWG recommended that the flashcard for Governors include the Trust’s Always values.

Other comments

The Directors commented that many changes have been made recently which have improved effectiveness of the Council and that it would be prudent to let them ‘bed in’.

Additional support requested

The Council of Governors' made the following comments, which will be taken into consideration over the next 18 months.

"Opportunity for more engagement with NEDS in a way that brings Neds /Governors/Exec together. Still feels as if silo mentality."

"Pretty happy with the level of support we receive."

"NED/Governor buddy call set up quarterly at a check-in. might be brief but good to have a check-in scheduled."

"There have been significant improvements and attention to supporting Governors and I think this has made the Council more effective."

"Over the phone catch ups between meetings."

"No other support needed at the moment."

"Effective buddying scheme."

"As a new appointee I feel more support and advice to more experience governor will be beneficial to my role."

Other comments related to effectiveness

Two comments, from 2nd term Governors favourably compared the current Council of Governors with the Members' Council:

"100 times better this term - helps to have more collaborative less activist governors and more vocal staff governors providing the right balance and context."

"Working much better than historically."

Other comments, included:

"I think things are running relatively well. I do still sense some defensiveness from the Trust team. I wish this could reduce further and that we were asked to do more. I don't think we are used effectively. And I wish we had more time. I believe in the critical friend approach and I am just not sure the Board are using that friend enough at the moment."

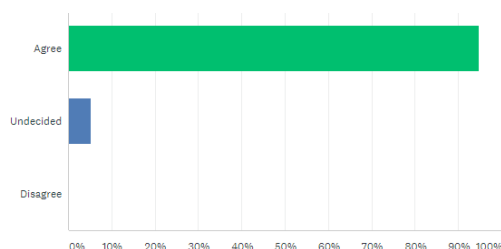
"Some concerns about non-attendance."

"Possibly more feedback needed from NEDs and Senior Management on the effectiveness of the Council of Governors."

1 Appendix 2: Governor raw data and responses

Questions

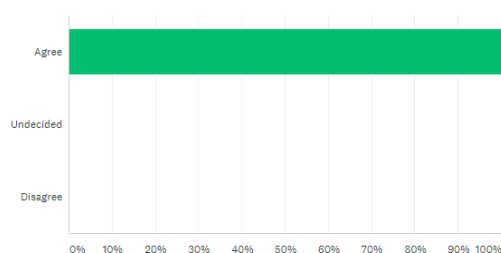
1. I have a good understanding of my role and responsibilities as a member of the Council of Governors including: holding the non-executive directors to account for the performance of the board, communicating with member constituencies and the public and transmitting their views to the board, Contributing to the development of the Trust strategy, annual report and accounts, etc.



ANSWER CHOICES	RESPONSES	
▼ Agree	94.74%	18
▼ Undecided	5.26%	1
▼ Disagree	0.00%	0

- I feel as if when I signed up to be a governor this was not properly articulated. I thought the role would be much more hands on than it has been with talking to patients to use their feedback to help shape the direction of the hospital.
- I think we need to work on the second point asap, as we have no way of communicating with our constituencies at present. Not sure how much involvement we realistically have with the development of the Trust strategy.
- It can sometimes be difficult to hold the NEDs to account when it is not fully known what each of them do
- Communication with member constituencies and the public can be improved.

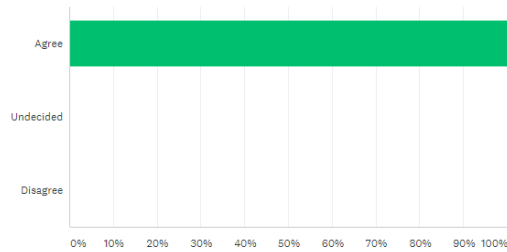
2. I understand the difference between the role of the Council and the role of the Trust Board.



ANSWER CHOICES	RESPONSES	
▼ Agree	100.00%	18
▼ Undecided	0.00%	0
▼ Disagree	0.00%	0

- Although I still feel not all governors understand this, despite the recent training.
- We hold the NEDs to account and the NEDs hold the board to account

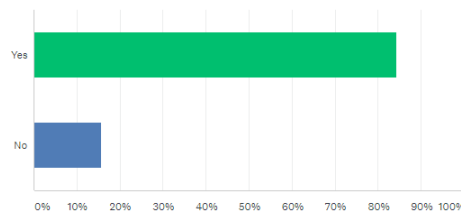
3. I understand the difference between the role of an Executive Director and Non-Executive Director.



ANSWER CHOICES	RESPONSES
▼ Agree	100.00% 19
▼ Undecided	0.00% 0
▼ Disagree	0.00% 0

➤ No comments received

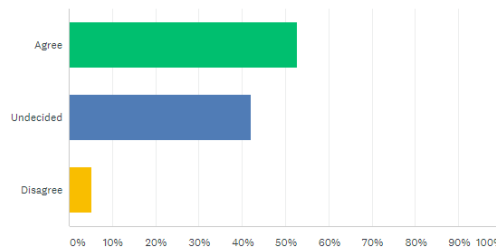
4. Are you aware of the Trust's Annual Plan?



ANSWER CHOICES	RESPONSES
▼ Yes	84.21% 16
▼ No	15.79% 3

➤ No comments received

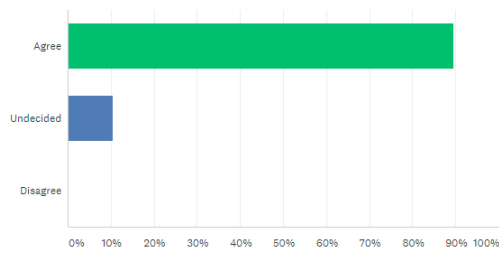
5. Governors are appropriately consulted on the development of the Trust's Annual Plan.



ANSWER CHOICES	RESPONSES
▼ Agree	52.63% 10
▼ Undecided	42.11% 8
▼ Disagree	5.26% 1

- Appreciate presentations however feels as if there is limited way Governors can influence the development of the plan without stepping on Exec or NED toes.
- To some degree
- Not sure

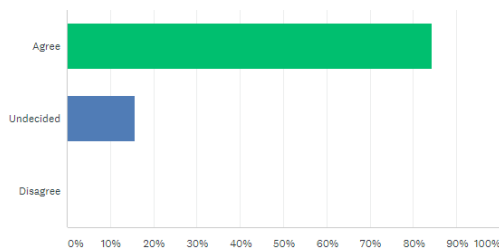
6. Governors are provided with sufficient information to know what the key risks and challenges facing the organisation are.



ANSWER CHOICES	RESPONSES
Agree	89.47% 17
Undecided	10.53% 2
Disagree	0.00% 0

- Only if they attend sub cttees or Board. Papers to Governors meetings are often at high level and more for info rather than any decision as such. The "currency" of the information is variable and often after the event.
- Agree but sometimes have to hunt out the information, i.e. go and find it.
- I have only attended one meeting since my appointment so I am unable to judge.
- However more information could be provided
- It would be good if papers for all meetings were distributed to all Governors, not just those attending.
- Assuming that I have been made aware of the risks-there might be risks that I am unaware of and haven't been informed about.
- Although I feel that key information needs to come to us sooner than it does at present.

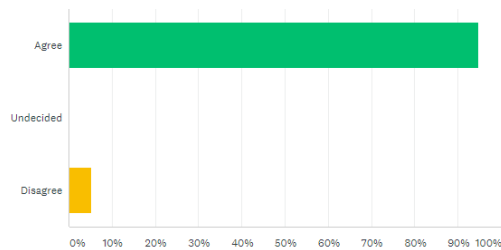
7. Governors are provided with sufficient guidance and background information when asked to make decisions. E.g. When making changes to the Constitution or appointing NEDs.



ANSWER CHOICES	RESPONSES
Agree	84.21% 16
Undecided	15.79% 3
Disagree	0.00% 0

- Helpful, initiative by GOSH to have working gp on Constitution with legal advisers where necessary. GOSH is looking at what skills NEDS have and where there may be gaps which then informs search for new NEDS. This is helpful. Would be useful if " headhunter" co used had experience in recruiting from young and BME groups. Useful if Governors more involved in selection.
- I have only attended one meeting since my appointment so I am unable to judge
- Yes and I also appreciate the breakdown of what things mean in real terms
- The information can sometimes be a bit tricky to understand particularly if it is in an area I am less knowledgeable in.

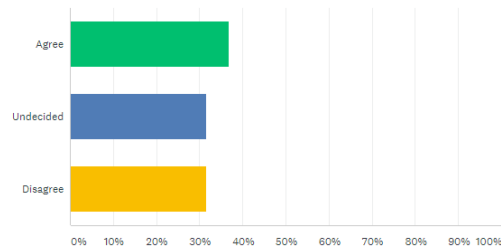
8. Governors are provided with sufficient opportunity to attend the Assurance Committees* in order for them to observe the Non-Executive Directors. (*Audit Committee, Quality, Safety Experience Assurance Committee, People and Education Assurance Committee and Finance and Investment Committee).



ANSWER CHOICES	RESPONSES
Agree	94.74% 18
Undecided	0.00% 0
Disagree	5.26% 1

- Most Governors work (as do NEDS) and whilst NEDS get paid and presumably agree arrangements with their employer when going for NED role, Governors are volunteers and it can mean half a day out of the office for each sub cttee. it would be helpful if meetings could be time to start early or later in the day not at say 11am or 2pm.
- I think the limit of three Governors attending is too low.
- I'm not sure all governors are confident in asking to attend, but hopefully this has been addressed by the introduction of a rota.

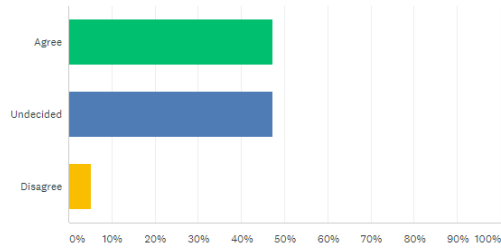
9. Governors are provided with the meeting papers for the Assurance Committees of the Trust Board sufficiently in advance.



ANSWER CHOICES	RESPONSES
Agree	36.84% 7
Undecided	31.58% 6
Disagree	31.58% 6

- Helpful if they could be sent earlier as huge amount to be read and digested.
- Need more time for Assurance Committees, at least one weekend prior to the meeting date. The papers are lengthy and require a good amount of time to read and process.
- I am yet to attend an assurance committee so am unable to answer this question
- Papers can arrive later than ideal
- Papers come to close to the meeting and should be distributed to all Governors, not just those attending.
- This has not always been the case
- Trust board yes, assurance board no.
- Only those that attend receive them, I think.

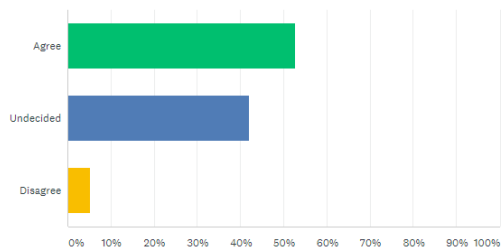
10. Governors' are made to feel welcome at Assurance Committees.



ANSWER CHOICES	RESPONSES
Agree	47.37% 9
Undecided	47.37% 9
Disagree	5.26% 1

- There has been an improvement with new NEDS, although barely tolerated would be a more apt description on occasion. Little if any acknowledgement of presence or purpose of attendance. No opportunity to comment on items being discussed or raise Q'S / comment on debate etc.
- Always feel welcome and if appropriate asked to contribute.
- I am yet to attend an assurance committee so am unable to answer this question
- Have not attended one so can't answer
- Different Chairs have different approaches to Governor involvement in the meetings and some uniformity would be better.
- Not yet attended any so unfair of me to comment
- I have never been as I cannot get the time off.
- Not been before.

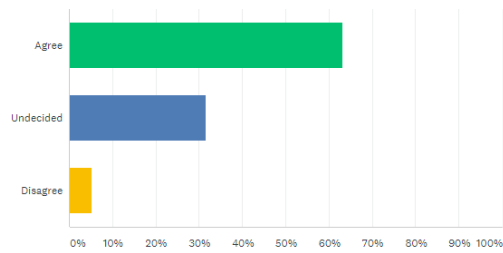
11. Governors are given appropriate opportunity to engage, comment and participate appropriately at the Assurance Committee meetings.



ANSWER CHOICES	RESPONSES
Agree	52.63% 10
Undecided	42.11% 8
Disagree	5.26% 1

- See above
- Always asked to engage and comment if appropriate, also encouraged to comment after the meeting if there was something I wanted to raise
- I am yet to attend an assurance committee so am unable to answer this question
- Have not attended one so can't answer
- See above.
- Not been before

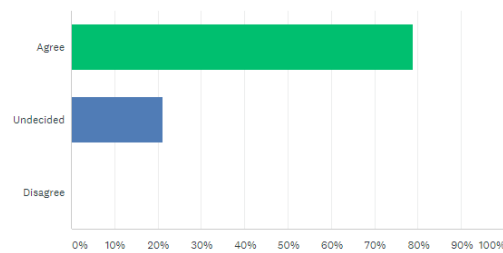
12. Governors are provided with the opportunity to follow up issues arising from the Assurance Committees of the Trust Board with Non-Executive Directors.



ANSWER CHOICES	RESPONSES	
▼ Agree	63.16%	12
▼ Undecided	31.58%	6
▼ Disagree	5.26%	1

- Not aware of this occurring . Assume a Governor could email NED -but too late really should occur at the meeting and see above.
- I am yet to attend an assurance committee so am unable to answer this question
- Have not attended one so can't answer
- Again I don't think all governors (especially the less experienced) would be confident/comfortable doing so.

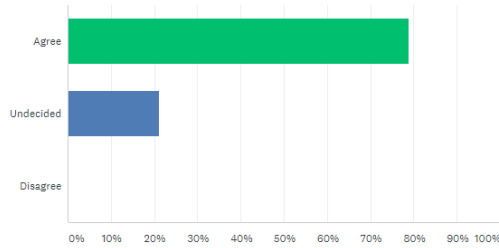
13. Governors have appropriate access to the Chair, the Board and the Senior Independent Director (James Hatchley).



ANSWER CHOICES	RESPONSES	
▼ Agree	78.95%	15
▼ Undecided	21.05%	4
▼ Disagree	0.00%	0

- Could ask to meet them or email but have sense not really encouraged.
- I haven't been on the council for long enough to judge this.
- The Chair's session with Governors before a Governors' meeting is most welcome. However, I am not sure how easy it is for Governors to contact Board Members outside of meetings. I feel people aren't empowered or enabled to do this. A contacts list would be a good start.
- It has always been made very clear by the Chair that we are free to contact him
- Yes to access to the chair. Access to the board is a little limited given time constraints. I was not aware of the Senior Independent Director position/role.

14. The Trust Board has regard for the views and contribution of the Council of Governors.



ANSWER CHOICES	RESPONSES	
Agree	78.95%	15
Undecided	21.05%	4
Disagree	0.00%	0

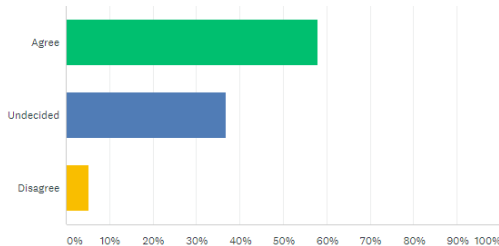
Depends on issue and also whether a NED (OR EXEC staff member) is supportive of view being expressed.

I haven't been on the council for long enough to judge this.

I think the Board do have regard for the views of the Council, but there really is not enough contact between NEDs and Governors and there are only twelve Council meetings in the term of a NED or Governor; hardly enough time to properly oversee or learn enough to hold to account.

Yes in the main.

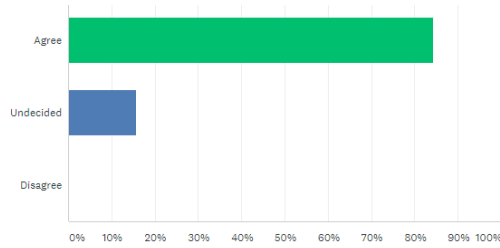
15. Governors have the opportunity to influence the Council of Governors' meeting agenda.



ANSWER CHOICES	RESPONSES	
Agree	57.89%	11
Undecided	36.84%	7
Disagree	5.26%	1

- Not encouraged but to be fair can't think of an issue Governors have asked to have on Agenda.
- Not at the start but this looks like it is becoming more feasible. Possibly due to such a large proportion of Governors being new all at the same time.
- I'm not clear how much influence the council has.
- We have recently updated the development sessions prior to Council meetings, but have little to no input on the meeting's agenda.
- This is improving, perhaps as Governors are collectively becoming more experienced and confident. Still room for improvement though.
- Good the the YPF get a section.
- It is pre-set

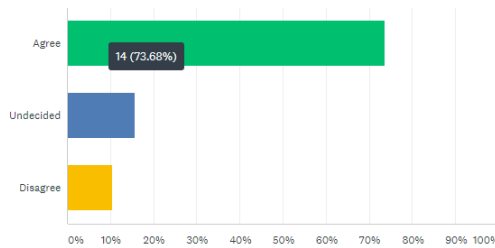
16. The Council of Governors' papers provide the right amount of information.



ANSWER CHOICES	RESPONSES
Agree	84.21% 16
Undecided	15.79% 3
Disagree	0.00% 0

- High level but give flavour of what is going on.
- I have only attended one council meeting since my appointment so I'm unable to judge this.
- It is a lot at times, however I do feel this is justified given the status of the hospital and the importance of our role.

17. The Council of Governors' papers are circulated with sufficient time for review.



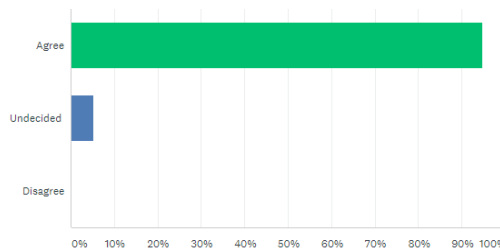
ANSWER CHOICES	RESPONSES
Agree	73.68% 14
Undecided	15.79% 3
Disagree	10.53% 2

A couple of days extra might be advantageous

There is a lot of paperwork and it has been known to arrive within a few days of a meeting

Would like a week if possible.

18. Meetings are chaired effectively

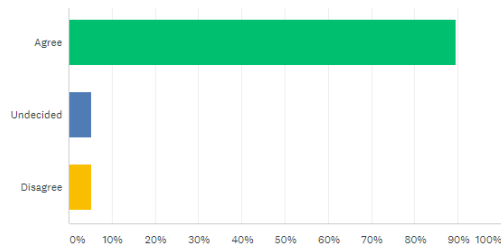


ANSWER CHOICES	RESPONSES
Agree	94.74% 18
Undecided	5.26% 1
Disagree	0.00% 0

- Meeting are chaired very efficiently making good use of time, which is impressive with such a huge agenda.
- The one meeting I have attended so far was chaired effectively.

- Yes in the whole. However, I would like to add that 'guest' speakers/people providing governor training etc perhaps need to be a little more assertive in managing governors who tend to dominate conversations and opportunities for questions. This can be extremely frustrating when we fail to complete training, fulfil an agenda, or people simply don't seem to be heard because of this.

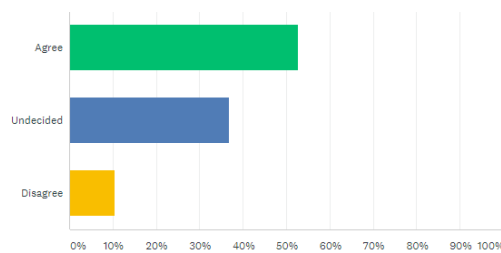
19. Agenda items are properly introduced



ANSWER CHOICES	RESPONSES
Agree	89.47% 17
Undecided	5.26% 1
Disagree	5.26% 1

- I need more experience of meetings to judge.
- Would be good if there were more visual presentations given not just reading off a sheet of paper

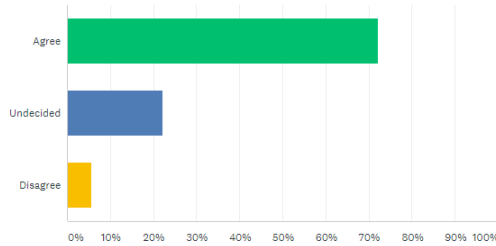
20. Appropriate time is allocated to discuss agenda items fully



ANSWER CHOICES	RESPONSES
Agree	52.63% 10
Undecided	36.84% 7
Disagree	10.53% 2

- With such a huge agenda there is always a need for more discussion time but without increasing the length of the meeting I can't see another solution.
- I need more experience of meetings to judge.
- We simply don't have enough time, but then it is a big commitment. I think we should have longer meetings, taking up some of the development time in the mornings.
- It is understandable that some items have felt they could do with more discussion
- As my above point, yes appropriate time is usually given. However, when individual governors ask too many questions or labour a point this seems to take up too much time.

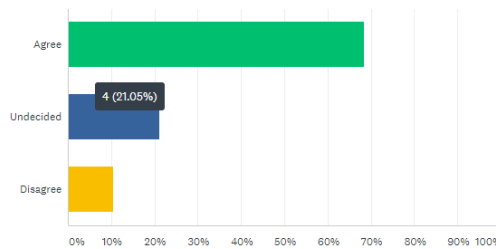
21. Discussions are appropriately summarised at the meeting.



ANSWER CHOICES	RESPONSES
Agree	72.22% 13
Undecided	22.22% 4
Disagree	5.56% 1

- I need more experience of meetings to judge.
- Not always summarised
- I think there is room for improvement here, especially to be put into layman’s terms. It would be helpful to consider that not all governors work in GOSH or the NHS, or remotely in the medical field, so it can be tricky to pick out the salient information.
- Mixed

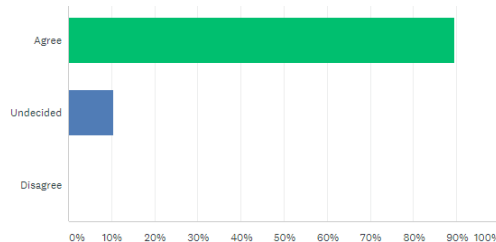
22. During a meeting, Governors are given the opportunity to bring up a topic or ask a question that is not on the meeting agenda.



ANSWER CHOICES	RESPONSES
Agree	68.42% 13
Undecided	21.05% 4
Disagree	10.53% 2

- Not exactly barred from doing so but agenda's are packed and not much time to get through everything.
- I need more experience of meetings to judge.
- It would be better if there was an official ‘slot’ for this, as at the moment it seems rushed, and governors can feel unsure about when the right time to do this is.

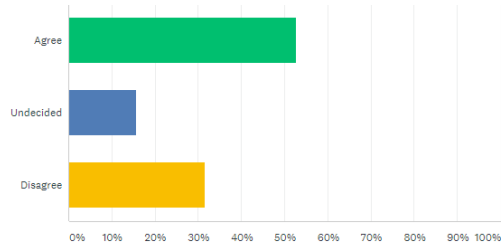
23. Council of Governor actions are followed up and reported back on at the next meeting



ANSWER CHOICES	RESPONSES
Agree	89.47% 17
Undecided	10.53% 2
Disagree	0.00% 0

- I need more experience of meetings to judge.

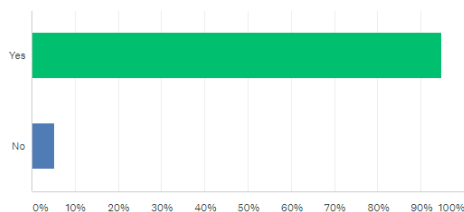
24. Meetings are not dominated by individual Governors.



ANSWER CHOICES	RESPONSES	
Agree	52.63%	10
Undecided	15.79%	3
Disagree	31.58%	6

- Still a learning curve for a nos of Governors and not everyone comfortable expressing views / raising Q's
- I need more experience of meetings to judge.
- Yes, this seems to be the case more often than not
- Can be - this is difficult to address
- A few Governors are very vocal and do tend to dominate.
- There are obviously Governors who have more experience and confidence, but the meetings feel they are managed in a way that encourages input from everyone
- Governors can sometimes (unintentionally?) dominate as they naturally know more about GOSH on a day-to-day basis. I do feel that some people like to take their time to consider what they might want to ask or say, but this is missed due to some domineering personalities. But what the more reserved people might want to say is often very insightful and informative and should not be overlooked.
- Certain people who speak a lot, I do not feel are there for the hospital. Instead they are there for their own interests.

25. Do you feel you have sufficient opportunity to contribute to Council meetings? If you have answered 'no' then what would assist you to contribute more?



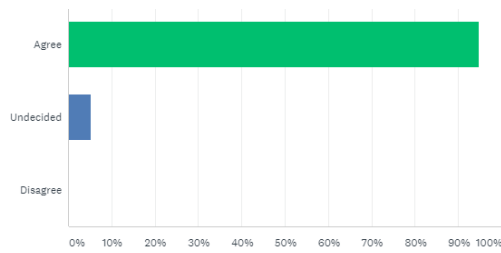
ANSWER CHOICES	RESPONSES	
Yes	94.74%	18
No	5.26%	1

In the one meeting I have attended since my appointment, I felt able to contribute.

There are individuals that dominate conversation. It would be helpful to be made to feel like one can speak without butting in.

If I am assertive... Perhaps time to reflect in our constituent groups, with one person to feedback from each, would enable all voices to be heard.

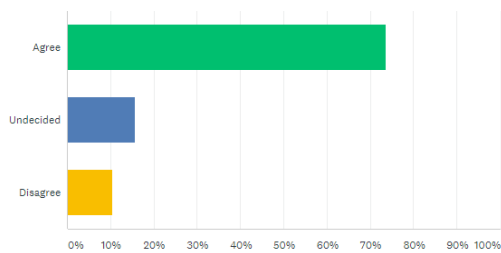
26. The behaviour of all Governors is consistent with the Trust’s ‘Always Values’: always welcoming, always helpful, always expert and always one team.



ANSWER CHOICES	RESPONSES	
▼ Agree	94.74%	18
▼ Undecided	5.26%	1
▼ Disagree	0.00%	0

- In my experience so far, yes.
- Lots of dominating personalities who like to talk so that not everyone can contribute
- Yes, I do feel that we want to pull together

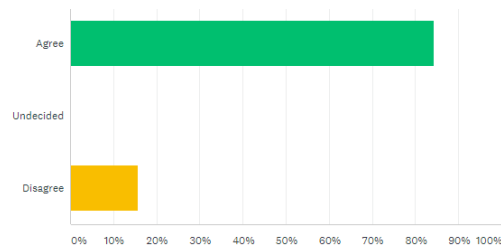
27. New Governors receive relevant and appropriate induction training to undertake their role. This includes, where relevant the role of Lead Governor and Deputy Lead Governor.



ANSWER CHOICES	RESPONSES	
▼ Agree	73.68%	14
▼ Undecided	15.79%	3
▼ Disagree	10.53%	2

- Excellent induction training
- I'm not clear what the induction training is. I would have expected my appointment to be formally announced to the council and the board and to have received some contact from the Lead Councillor to welcome me and advise me on role and expectations. I did have good contact with the exec team.
- The development programme has been very good.
- The induction programme has been very comprehensive, but I think it has still taken me while to fully appreciate my role
- I am unsure if Lead/Deputy get any additional training
- Online training is quite confusing and some of it doesn't feel relevant.

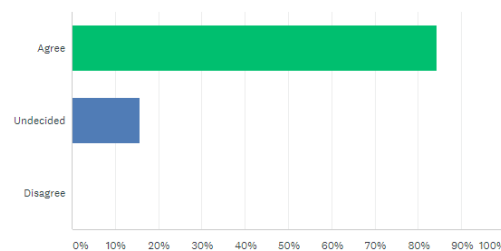
28. Governors receive relevant and appropriate mandatory training and training at development sessions to undertake their role.



ANSWER CHOICES	RESPONSES	COUNT
Agree	84.21%	16
Undecided	0.00%	0
Disagree	15.79%	3

- But experience of accessing mandatory training is poor.
- issues connecting with the online training has impacted on my ability to do the mandatory training - awaiting help in this area.
- I have found it difficult personally to keep up with this due to other commitments.

29. The private sessions between the Chair and Council are beneficial to Governors' role. If you disagree, please state why.



ANSWER CHOICES	RESPONSES	COUNT
Agree	84.21%	16
Undecided	15.79%	3
Disagree	0.00%	0

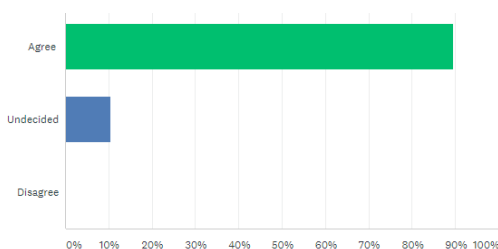
- The Chair gives impression of wanting to listen but doesn't always like what responses he then gets back.
- A lot of candid conversation that is very useful.
- The willingness of the Chair to talk openly with the Governors in the private session and encourage questions has felt really beneficial and helped to establish what feels like a very good working relationship
- I think governors need to be more prepared and coherent. Pre meets for Governors should help with this

30. What works well at Council of Governors' meetings?

- Finance presentations as Director of Finance always v well prepared and able to explain things in a way non accountants can understand.
- Private session for the Governors before the meeting is good as we have little other opportunity to meet as a group. Private session with the Chairman also very helpful and informative.
- I need more experience of meetings to judge.
- Opportunity to ask questions and/or comment
- Excellent chairing and open, collaborative culture that has been created.
- Meetings are well run and kept to time
- Atmosphere is open which enables debate of issues. Meetings are long and this can make the later items a bit rushed. Not sure this can be remedied but perhaps order the agenda to ensure key items are discussed early

- People are frank and open.
- I think the semi-formal nature of the meetings has encouraged contributions from Governors. Moving to the new Boardroom might impact this as it was previously easier to mix the NEDs amongst the Governors.
- Timings of sessions, people having good intentions. Mixing up groups sometimes
- Everyone is able to give their opinions. It is good to be able to discuss what we will ask the NEDs before the meeting.
- Good and fruitful discussions, good contributions from Governors, NEDs and Senior Management.
- Private meetings, development sessions and the governance update. The Council of Governor's meetings are chaired effectively.
- Teamwork
- Good chance to discuss items
- Using the agenda and advance distribution of the minutes

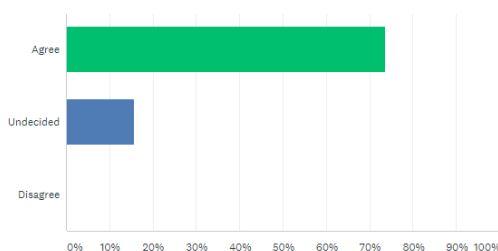
31. Governors are provided with sufficient opportunities to get involved in other aspects of Foundation Trust Governance e.g. working groups, review of reports, inspections as appropriate.



ANSWER CHOICES	RESPONSES
Agree	89.47% 17
Undecided	10.53% 2
Disagree	0.00% 0

- Would be happy to do more.
- I haven't been on the council long enough to judge.
- The trust is very open to governor involvement

32. The Governors' newsletter and online portal support Governors in their role. What else could be implemented to support Governors?



ANSWER CHOICES	RESPONSES
Agree	73.68% 14
Undecided	15.79% 3
Disagree	0.00% 0

- Not a Q's
- More information about other events in the Trust that are not necessarily Governance related but help give a picture of the Hospital i.e. Play Street.
- Access issues to the portal - so I am sure once accessed the day to day support/sharing will be great.
- BUDDYING!

- I'm not aware of anything
- Newsletter is brilliant as a reminder (especially colour coded for urgency of actions)
- Both aid the governor role. The online portal could also have a section for development sessions.

33. What other support would you like to receive in your role as Governor?

- Opportunity for more engagement with NEDS in a way that brings Neds /Governors/Exec together. Still feels as if silo mentality.
- Pretty happy with the level of support we receive.
- Carry on with the development sessions - very helpful.
- ned/governor buddy call set up quarterly at a check-in. might be brief but good to have a check-in scheduled.
- There have been significant improvements and attention to supporting Governors and I think this has made the Council more effective
- I'm not aware of anything
- Not support as such but I would like to be more prepared about some of the events going on (eg street closure for clean air etc) to give me a chance to come along or contribute in some way.
- Over the phone catch ups between meetings.
- No other support needed at the moment.
- Effective buddying scheme.
- None.
- As a new appointee I feel more support and advice to more experience governor will be beneficial to my role.

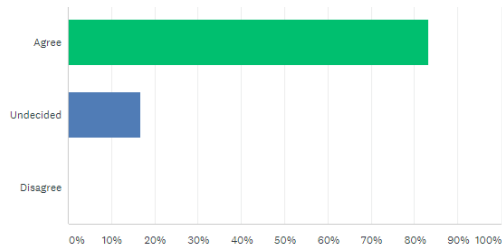
34. Do you have any other comments related to the effectiveness of the Council of Governors?

- No.
- My only comment would be how could have more contact/input/feedback with the members that voted for us.
- Private meeting with the lead governor is good and hopefully will allow more governors to participate
- 100 times better this term - helps to have more collaborative less activist governors and more vocal staff governors providing the right balance and context
- Working much better than historically
- I think things are running relatively well. I do still sense some defensiveness from the Trust team. I wish this could reduce further and that we were asked to do more. I don't think we are used effectively. And I wish we had more time. I believe in the critical friend approach and I am just not sure the Board are using that friend enough at the moment.
- I'm not sure that the rest of the Trust understands what takes place at the GOG meetings. I think an update to the membership if the issues to be discussed/that have been discussed at each meeting could help
- Some concerns about non-attendance.
- Possibly more feedback needed from NEDs and Senior Management on the effectiveness of the Council of Governors.
- None.

2 Appendix 3: NEDs, CEO and CFO raw data and responses

Questions

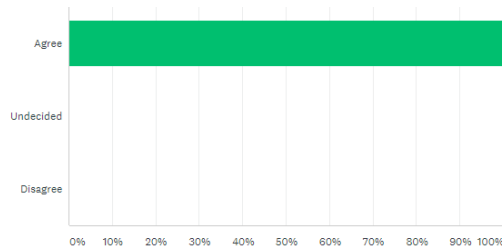
1. Governors understand the difference between the role of the Council and the role of the Trust Board.



ANSWER CHOICES	RESPONSES	
Agree	83.33%	5
Undecided	16.67%	1
Disagree	0.00%	0

➤ Some understand better than others but generally they do.

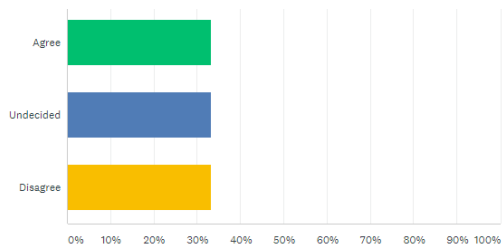
2. Governors understand the difference between the role of an Executive Director and Non-Executive Director.



ANSWER CHOICES	RESPONSES	
Agree	100.00%	6
Undecided	0.00%	0
Disagree	0.00%	0

➤ No comments received

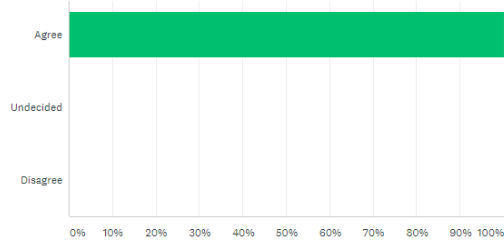
3. Governors direct their questions to the NEDs.



ANSWER CHOICES	RESPONSES	
Agree	33.33%	2
Undecided	33.33%	2
Disagree	33.33%	2
TOTAL		6

➤ Governors direct questions to NEDS and EDS

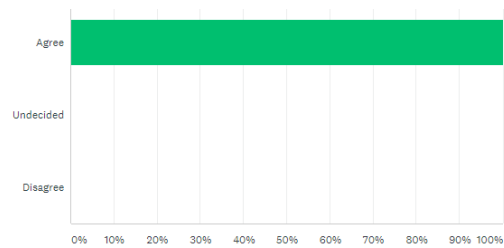
4. The Trust Board has regard for the views and contribution of the Council of Governors.



ANSWER CHOICES	RESPONSES	
▼ Agree	100.00%	6
▼ Undecided	0.00%	0
▼ Disagree	0.00%	0

➤ No comments received

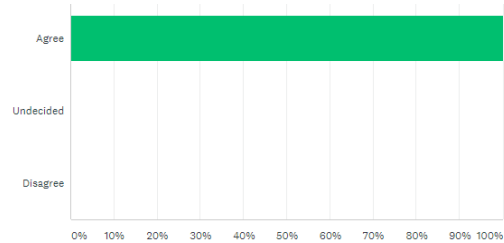
5. Council meetings are chaired effectively



ANSWER CHOICES	RESPONSES	
▼ Agree	100.00%	6
▼ Undecided	0.00%	0
▼ Disagree	0.00%	0

➤ No comments received

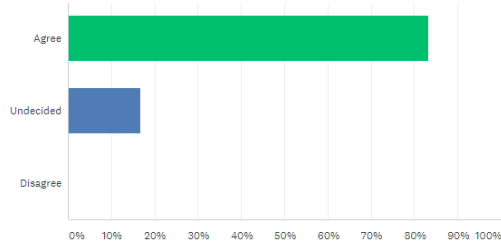
6. Council agenda items were properly introduced



ANSWER CHOICES	RESPONSES	
▼ Agree	100.00%	6
▼ Undecided	0.00%	0
▼ Disagree	0.00%	0

➤ No comments received

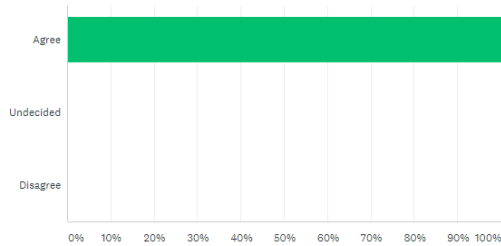
7. Appropriate time is allocated to discuss Council agenda items fully



ANSWER CHOICES	RESPONSES	
▼ Agree	83.33%	5
▼ Undecided	16.67%	1
▼ Disagree	0.00%	0

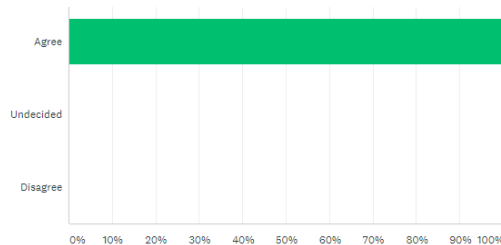
➤ There are often a lot of items so is difficult to give everything time.

8. Discussions are appropriately summarised.



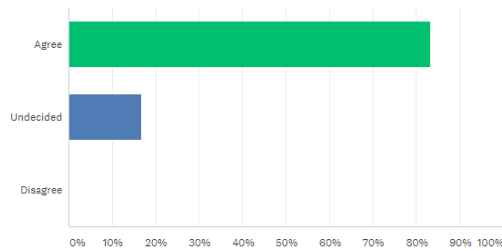
ANSWER CHOICES	RESPONSES	
▼ Agree	100.00%	6
▼ Undecided	0.00%	0
▼ Disagree	0.00%	0

9. The behaviour of Governors is consistent with the Trust's 'Always Values': always welcoming, always helpful, always expert and always one team.



ANSWER CHOICES	RESPONSES	
▼ Agree	100.00%	6
▼ Undecided	0.00%	0
▼ Disagree	0.00%	0

10. The Council is effective in performing its role in: holding the non-executive directors individually and collectively to account for the performance of the board of directors communicating with member constituencies and the public and transmitting their views to the board of directors / Contributing to the development of the Trust strategy, annual report and accounts, etc.



ANSWER CHOICES	RESPONSES	
Agree	83.33%	5
Undecided	16.67%	1
Disagree	0.00%	0

➤ I'm not sure how much communication flows to the constituencies.

11. Would you make any changes to the management or development of the Council of Governors to make it more effective in 2019/20?

➤ No

➤ Many changes have been made recently which have improved effectiveness of the Council.

➤ No

12. Do you have any other comments related to the effectiveness of the Council of Governors?

➤ None

➤ No

➤ No

Council of Governors

26 November 2019

Constitution Working Group: Review of Buddying System

Summary & reason for item:

To provide an update on the structure and objectives for the second round of 'Buddying' between Governors and Non-Executive Directors (NEDs).

Governor action required:

Governors who **opted in** to note the Buddying pairings and provide dates of availability when prompted by the Deputy Company Secretary.

Prepare for the first meeting by:

- Proposing objectives and expectations for Buddying and summarise what worked well in the last round and should continue.
- Drafting or issues that could be discussed at this meeting, or added to the next meeting.

Governors who **did not opt in** or were unable to respond, either:

- No action required, OR
- Please contact Paul Balson, Deputy Company Secretary, paul.balson@gosh.nhs.uk if you wish to join the Buddying program.

Report prepared by:

Paul Balson, Deputy Company Secretary, paul.balson@gosh.nhs.uk

Report presented by:

Paul Balson, Deputy Company Secretary

Executive Summary

The July 2019 meeting of the Council of Governors' agreed that Buddying would continue with a number of refreshed principles.

Following the meeting, Governors were given the opportunity to 'Opt-in' and those who have, have been matched with pairs of NEDs (as agreed by the Council).

Background

In July 2018, Governors were paired with NEDs based on their expressed interests, experiences, and committee interests in a 'Buddying' Programme.

This was one of several work streams that aimed to develop good working relationships between NEDs and Governors. The Corporate Affairs team facilitated the first meeting, Buddying groups were then encouraged to arrange further meetings and shape the format.

On 13 June 2019, Governors and NEDs completed a survey to inform a review of the effectiveness of Buddying and, dependent on feedback, determine whether Buddying would continue or if alternative arrangements should be considered. The findings of the survey were presented to 17 July 2019 meeting of the Council of Governors.

In summary, the Council agreed to continue with 'Buddying' with the following principles:

- Governors will be asked to 'Opt in' if they wished to participate.
- Non-Executive Directors will be paired together offering a range of skills and experiences to each buddying group.
- A maximum of nine Governors would be matched with a pair of NEDs.
- Each Governor would be matched with a different NED Buddy to the NED they were matched with in July 2018.
- Governors will join with another pair of NEDs after a period of six months.
- NED pairings will last for 18 months, allowing all Governors to experience each group.

On 28 October 2019, the Constitution Working Group reviewed proposals for the structure and objectives of Buddying. In summary they:

1. Agreed the pairings of Governors and NEDs.
2. Agreed to use the draft agenda for the initial meeting.
3. Agreed that the Deputy Company Secretary would liaise with NEDs and Governors to arrange the first meeting.
4. Agreed that the onus was on both NEDs and Governors to make Buddying an effective programme for the development of good working relationships between NEDs and Governors.

Revised Buddying framework

The governors in the 'Buddying' groups will rotate between NED pairings every six months. NEDs will remain as a 'pair' for 18 months and governors will move between the pairings, allowing all Governors to experience buddying with each NED pairing.

A full review of 'Buddying' will take place after 18 months to determine any learning or if alternative arrangements should be considered.

Buddying Groups are advised to use the proposed agenda (see [Agenda for first Buddying meeting](#)) for their first meeting.

Attachment P

Governors who did not opt in or were unable to respond can still join in if requested.

The Corporate Affairs Team will arrange the date of the first meeting of the new Buddying program for each NED pair and provide ongoing support where rooms, teleconference facilities or other support is required.

Pairings of Governors and NEDs

The NED pairings provide Governors with access to a mix of NED skills, experiences and portfolio responsibilities. The proposed Buddying pairings are presented below:

Governor	Allocation
Carley Bowman	UCL Great Ormond Street Institute of Child Health nominated NED & Akhter Mateen
Emily Shaw	
Margaret Bugyei-Kyei	
Stephanie Nash	
Teskeen Gilani	
Claire Cooper-Jones	Kathryn Ludlow & James Hatchley
Fran Stewart	
Josh Hardy	
Mariam Ali	
Nigel Mills	
Zoe Bacon	Chris Kennedy & Amanda Ellingworth
Colin Sincock	
Faiza Yasin	
Lisa Allera	
Paul Gough	
Quen Mok	
Simon Hawtrey-Woore	

The Corporate Affairs Team will arrange the date of the first meeting of the new Buddying Groups, before the Wednesday 5th February 2020 meeting of the Council.

Action required

Governors are asked to note the pairings and provide dates of availability when prompted by the Deputy Company Secretary.

Agenda for first Buddying meeting

The overarching aim of the first meeting will be to formalise the expectations of both Governors and NEDs and agree a way of working.

To assist with this it is proposed that Buddying groups use the following agenda for the first meeting. Buddying Groups can then tailor the meeting structure in further meetings as required.

Agenda item	Purpose and rationale
1. Informal introduction and icebreaker	To set an informal and open environment. For example: share information about your relationship with the organisation, interests and hobbies. The NEDs will decide between them who will 'Lead'. This can alternate between meetings.
2. Objectives and expectations from Buddying – Governors	Governors will be asked to prepare for this item by outlining what their objectives and expectations are and what they liked about the last round of 'Buddying' and would like to continue.
3. Objectives and expectations from Buddying - NEDs	Using the Governors' list, a final list should be agreed by the NEDs and Governors. The following list could be used as a prompt: The objectives of Buddying are: <ul style="list-style-type: none"> • To help Governors and NEDs develop effective, open, confidential, positive and supportive working relationships. • To provide Governors with a Board level point of contact for queries regarding the performance of the Foundation Trust. • To add value to each other's role.
4. What Buddying is not	It may also be useful to lay out what 'Buddying' is not.
5. Contacting arrangements	Meeting regularity and format should be discussed and agreed: e.g. will all meetings be face to face or occasionally be teleconferences? NEDs should explain when and how Governors could contact them, making it clear when they are and are not available and how routine queries can be directed to the Deputy Company Secretary or the Lead Governor and Deputy Lead Governor.
6. Initial queries or issues	Ask the Governors if they have any queries or issues that could be discussed at this meeting, or added to the agenda for the next.
7. Date of next meeting	Set the date of the next meeting.

The agenda requires some preparatory work by both NEDs and Governors. The preparatory work required of Governors who opted in is below:

Action required

Prepare for the first meeting by:

- Proposing objectives and expectations for Buddying and summarise what worked well in the last round and should continue.

- Drafting or issues that could be discussed at this meeting, or added to the next meeting.

Governors who did not or were unable to opt in

Governors who did not opt in or were unable to respond to the request, can still join a Buddying group at any point if they require by contacting the Corporate Affairs Team.

If Governors who did not opt in or were unable to respond to the request and still do not wish to participate in Buddying, no further action is required.

Action required

- No action required, OR
- if Governors wish to join the Buddying program, please contact Paul Balson, Deputy Company Secretary, paul.balson@gosh.nhs.uk

Next steps

1. Corporate Affairs Team will facilitate the first meeting of the new Buddying program
2. Buddying groups will meet using the agenda as a guide. Buddying groups will then arrange subsequent meetings' style, format and frequency.
3. Corporate Affairs Team can provide ongoing support if rooms, teleconference facilities or other support is required.
4. A review of the effectiveness of buddying, primarily to facilitate the sharing of good ideas will take place in six months' time at which point Buddying Groups will change NED pairings.
5. A full review of the effectiveness of Buddying will take place in 18 months' time at which point every Governor will have been with each NED pairing.

Members' Council

Tuesday 26th November 2019

Selection by Governors of a Local Quality Indicator for external data testing and inclusion in the Quality Report 19/20

Summary & reason for item:

To select a local Quality Indicator for Deloitte (the Trust's external auditors) to undertake a review as part of the Quality Accounts review.

Councillor action required:

Each governor to select a first preference and second preference from the list above. Please email your clearly stated first preference and second preference to Alissa.Angelova@gosh.nhs.uk by **12pm Friday 13th December 2019**.

Report prepared by: Peter Hyland, Director of Operational Performance and Information

Selection by Governors of a Local Quality Indicator for external data testing and inclusion in the Quality Report 2019/20

Introduction

As part of the annual preparation for the Quality Report, Deloitte (the Trust’s external auditors) will test the accuracy of data for three indicators as set by NHS Improvement. One of the indicators is to be determined locally, and this is an opportunity to select based on relevance to each Trust.

GOSH asks its Foundation Trust Governors to select a local indicator from a shortlist felt to be of most relevance to our organisation and its members. The selection is conducted by e-mail to enable every governor to participate. The indicator with the most selections will be tested. The second preference option is used in the event of a tie of first preferences. Deloitte’s findings from the data testing will be published in the Quality Report.

In a change to last year’s process, we have decided to provide a choice of five indicators to choose from, one from each section of the Trust Performance Report. For consistency sake, we have kept the three indicators that were included as a choice last year.

Last year, governors selected “Number of PICU Delayed Discharges” and the previous year “CV Line related blood-stream infections (per 1000 line days)”.

List of local indicators to select from for 19/20:

Domain	Indicator	Description
Safety	CV Line related blood-stream infections (per 1000 line days) – selected 2017/18	A central venous line (CVL) is an indwelling tube with its tip lying in the central veins. Infections are significant because they harm the patient, disrupt treatment provided through the CVL, and cost money to treat. A large percentage of children at GOSH require CVLs and while the rate of infection is not high, the absolute number is significant. Surveillance of infections is used to drive the preventative intervention programme.
Responsiveness	Last Minute Non-Clinical Hospital Cancelled Operations	Last Minute Non-Clinical Hospital Cancelled Operations is a nationally reported standard on a quarterly standard with a tolerance of less than 0.8% of elective admissions. This indicator is directly related to the experience of the patient as cancellation of the patient on the day of surgery is not acceptable. This has been an area of delivery the Trust has struggled to achieve recently, although there is focused work being completed to reduce the volume.

Productivity	Number of PICU Delayed Discharges – selected 2018/19	Number of patients who are fit and ready for discharge from PICU but who are unable to be discharged due to capacity issues. This can be either a discharge internally within the organisation or to an external hospital.
People	% of compliance against the Trust mandatory training standard	As employees of GOSH, all staff are required to complete mandatory training which is adjusted based on the role of the individual. The indicator is inclusive of all substantive staff members (we do collect and monitor mandatory training for other staff as well) and the mandatory training they are required to complete which is role specific. Therefore the indicator is made up of each employee, multiplied by the number of courses they have completed, divided by the number they are required to complete.
Effective	Discharge Summary Turnaround rate within 24 hours	The Trust is required to provide a discharge summary for any inpatients (including daycases) within 24 hours of the patient being discharged, to the patient, GP and referrer as appropriate. Given the recent go-live of the Epic EPR system, there has been a considerable focus on this over previous months, with the data used to make up the indicator is taken directly from the Epic system.

What is required from governors?

Each governor is asked to select a first preference and second preference from the list above. Please clearly state your first preference and second preference and send it in an email to Alissa.Angelova@gosh.nhs.uk by **12pm on Friday 13th December 2019**.

Governors will be informed of the result by email on **Friday 20th December 2019**. The tested indicator will also be noted in the minutes at the next Council of Governors' meeting.

Many thanks for your engagement in this process. I look forward to receiving your selections.

Peter Hyland
Director of Operational Performance and Information

Council of Governors
26 November 2019

Governance update

Summary & reason for item:

The purpose of this paper is to provide a summary of governance work undertaken related to the Council of Governors since the July 2019 Council meeting. The report includes:

- Revised Trust Board Terms of Reference
- Update on completion of annual Governors' forms
- Update on Council of Governors' declarations of interest and gifts and hospitality
- Feedback from Governor training and education events - Governwell

Governor action required:

- To note the updated Trust Board terms of reference and work plan for 2019/20.
- Review the 'Code of Conduct for Governors' and return a signed form (page six) to the Corporate Affairs Team either at the meeting of 26 November 2019 or by Friday 5 December at 12 Noon.
- Login to the DECLARE website and ensure the information is up to date Monday 2nd December 2019 and from 2nd December onwards, login and declare any new interests at the earliest opportunity (within 28 days).
- Colin Sincock, Governor Rest of England and Wales to provide a short verbal summary of the top three points from *GovernWell: Member and public engagement module* for discussion.

Appendices

- Appendix 1: Trust Board Terms of reference.
- Appendix 2: Trust Board Work plan.

Report prepared by:

Paul Balson, Deputy Company Secretary, paul.balson@gosh.nhs.uk

Report presented by:

Paul Balson, Deputy Company Secretary

Updated Trust Board Terms of Reference and Workplan

The Trust Board Terms of Reference (ToR) are reviewed and updated every two years or following amendments to the Trust’s Standing Orders, Reservation and Delegation of Powers.

In September 2018, the Board approved an update to the ToR in line with the Financial Reporting Council’s (FRC) new UK Corporate Governance Code (January 2019), the CQC’s Well Led Framework (January 2018) and the CQC’s Well Led inspection report of the Trust in April 2018.

In light of the recent changes to the role title of one executive (voting), changes to other director posts who attend the Board on a non-voting capacity and establishment of a new Board assurance committee, the following amendments were approved by the Board at the September 2019 meeting:

- Change of role title of Deputy Chief Executive to Chief Operating Officer.
- Reference to the new Director of Transformation position (non-voting).
- Reference to the attendance of the Chief Clinical Information Officer (non-voting).
- Reference to the People and Education Assurance Committee as a committee of the Board.
- Clarification of the role of the Board in seeking assurance of the effectiveness of the collation and use of validated, accurate, timely and reliable information. The Board agreed that the Audit Committee will continue to seek assurance of the controls in place to mitigate risks related to data quality and security. The Board agreed that it will receive an annual update on how data is being managed in the hospital in relation to access, collation, processing and analysis, storage and security within a context of operational and research data.

A revised version of the terms of reference is attached at **Appendix 1**.

An updated version of the Trust Board workplan is attached at **Appendix 2**. The work-plan is presented under the eight key lines of enquiry headings of CQC’s Well Led assessment.

Governor action required

- To note the updated Trust Board terms of reference and work plan for 2019/20.

Annual completion of Governors’ forms

Background

A part of their role, Members of the Council of Governors are expected on an annual basis, to complete:

- Code of conduct form
- Declarations of Interest, Gifts and Hospitality and Sponsorship annual declaration (a declaration is required at least annually, but also as soon as new declarations arise)

A summary of the rationale and description of the forms are below:

Form	Rationale and description
Code of conduct	<p>On 26 July 2018, the Council of Governors’ approved the revised Code of Conduct for Governors at Great Ormond Street Hospital for Children NHS Foundation Trust.</p> <p>The Code sets out the standards of conduct, which the Trust expects of its Governors and should be read in conjunction with</p>

Attachment R

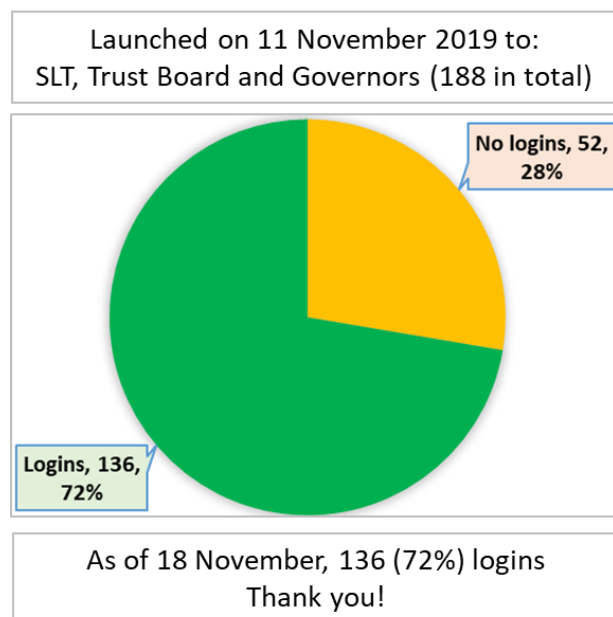
	the Constitution as well as the Foundation Trust Code of Governance. These additional documents can be shared on request and are on the Governor Portal.
Declarations of Interest, Gifts and Hospitality and Sponsorship	<p>As 'Decision making staff', Governors are required to both: make a declaration on an annual basis, but also declare material interests at the earliest opportunity (and in any event within 28 days).</p> <p>Governors will be aware, the Corporate Affairs Team launched DECLARE - a new software solution to manage declarations of interest, gifts and hospitality and sponsorship on Monday 11 November.</p> <p>Governors received a password reset hyperlink from GOSHDECLARE@mydeclarations.co.uk and were asked to :</p> <ul style="list-style-type: none">• Open the email and follow the link to change their password.• Then:<ul style="list-style-type: none">○ If governor made a declaration this year (not a Nil declaration), login and review the declarations and amend if necessary, OR○ make any new declarations OR○ make a Nil declaration if you now have nothing to declare <p>Governors were asked to complete one of the actions above by Monday 2nd December 2019.</p> <p>This declaration will constitute the Governors' annual declaration.</p>

Governor action required

Governors present at the 26 November 2019 Council of Governors' meeting will be issued with a 'Code of Conduct' form. Governors not present at the 26 November 2019 meeting will be emailed these forms after the meeting.

- Please can all Governors review the '**Code of Conduct for Governors**', and return a signed form (page six) to the Corporate Affairs Team either at the meeting of 26 November 2019 or by Friday 5 December at 12 Noon.
- Governors to login to the DECLARE website and ensure the information is up to date Monday 2nd December 2019.
- From 2nd December onwards, can Governors please login and declare any new interests at the earliest opportunity (within 28 days).

Update on Council of Governors’ declarations of interest and gifts and hospitality



As Governors will be aware, on 11 November 2019 the Trust launched DECLARE - Trust software for the management of declarations of interest, gifts and hospitality and sponsorship.

The software was rolled out to Governors, Board Members and Senior Leadership Team Members.

To date, of the 188 recipients of passwords, 136 have logged in and reviewed their declarations.

On 20 November, the Trust’s register of interest was made publicly available on the GOSH website.

Next steps

On 2nd December 2019, the Corporate Affairs Team will roll the software out to all Consultants.

Council of Governors’ development session update

Background

Following the July 2018 Council of Governors’ meeting, Governors were sent a template to help the Corporate Affairs team design a Council of Governors’ development plan for the rest of 2018/19 and 2019-2021. To date there have been four development sessions. The content and learning objectives have been as follows:

Date	February 2019	April 2019	July 2019	November 2019
Title session 1	How quality is measured at GOSH	Better Value	NHS Providers refresher Presented by an external organisation.	IT Troubleshooting clinic
Objectives session 1	How GOSH measures quality outcomes The standards GOSH benchmarks itself against How GOSH uses Clinical Audit	This year’s target and programme Governance and reporting of Better Value Four key Better Value priority themes Benchmarking and best practice	Governance and the role of the Governor The importance of listening and effective questions	Clinic for: <ul style="list-style-type: none"> • Email access • Access to Mandatory training • Access to the Governors’ Portal
Title session 2	Finance at GOSH	Sustainability and efficiency		Mental Health in the Trust

Attachment R

Date	February 2019	April 2019	July 2019	November 2019
Objectives session 2	Tariffs and their impact Research funding International and Private Patients income Relationship with the Charity	Health problems caused by air pollution. How GOSH will lead the health sector response. The Clean Air Hospital Framework Longer term ambitions		An overview of mental health in the Trust
Title session 3				Infection Prevention and Control
Objectives session 3				Summary of mandatory training

Next steps

Following the November 2019 development session, the Corporate Affairs Team will circulate a training needs analysis (TNA) document for Governors to complete. This exercise will be similar to the TNA conducted over Summer 2018. This will provide an opportunity for Governors to identify any gaps in their knowledge for which they would like future development sessions to address.

Feedback from Governor Training and education events

GovernWell: Member and public engagement

On 23 September 2019 Governors Colin Sincock – Rest of England and Wales and Theo Kayode-Osiyemi – North London and surrounding area were nominated by the Membership, Engagement, Recruitment and Representation Committee to attend:

GovernWell: Member and public engagement module

The training aimed to help Governors explore what ‘Representation’ meant and encourage reflection on ways to build effective relationships in order for Governors to present the public’s views to the board.

Colin and Theo were tasked with identifying areas of good practice that could be shared with the Council and support engagement activities within GOSH. The key points for further discussion:

Attachment R

How do our Governors interact with members, individually and collectively, at present? What are the barriers to engagement?

Is our COG clear about our part in the Trust's wider engagement / membership strategies?

Do we as COG know who we are already communicating with? Are we as a Trust talking to the right people?

What people/financial/time resources are currently being allocated or should be allocated to membership engagement?

Consider producing an animated video/DVD to enable us to recruit new members.

Consider preparing statistics to provide data to Governors on:

- How well we are engaging with members
- Election turnout rates
- Average number of candidates per Governor seat
- Attendance at meetings
- Response rates to consultation

What percentage of Trust members are likely to be active in wanting to take part in activities or responding to information they have received?

Using Membership statistics are our members and Governors representative of the community we serve?

Work more closely with the Trust's Young People's Forum (YPF) and NHS Youth Forum to develop new ideas on attracting younger people

Consider establishing a Three -Tiered Membership:

- Bronze Membership - newsletters and updates
- Silver Membership – consultations, surveys and events/open days/workshops
- Gold Membership – all of the above plus time commitment to review, provide comments and get fully involved.

The Corporate Affairs Team will review the key points and prepare a report for a future MERRC outlining: the actions already in place, the actions that have been previously attempted and were unsuccessful and those that could be taken forward.

At the 26 November 2019 meeting Colin Sincock, Governor Rest of England and Wales will provide a short verbal summary of the top three points for discussion.

Governor action required

Colin Sincock, Governor Rest of England and Wales to provide a short verbal summary of the top three points for discussion.

TRUST BOARD TERMS OF REFERENCE

The Trust has Standing Orders for the practice and procedures of the Trust Board (Annex 9 of the Constitution). For the avoidance of doubt, those Standing Orders take precedence over these Terms of Reference, which do not form part of the Trust's Constitution.

1. Constitution

The Trust is governed by the NHS Act 2006 (as amended by the Health and Social Care Act 2012), its Constitution and its Terms of Authorisation granted by the Independent Regulator (the Regulatory Framework).

2. Role

The role of the Great Ormond Street Hospital for Children NHS Foundation Trust Board is:

- To establish the Trust's purpose, vision, values and strategic direction, setting strategic objectives that are reflective of the wider health and social care economy and supported by quantifiable and measurable outcomes and performance indicators;
- To provide compassionate, inclusive and effective leadership in promoting the vision, values and standards of conduct and ethical behaviour for the Trust and its staff;
- To seek and receive assurance on the quality and sustainability of the Trust's services, promoting high standards of effectiveness, patient safety, patient experience and compassionate care;
- To ensure there are effective structures, processes, systems of accountability, validated, accurate, timely and reliable information that is processed in line with legal requirements and appropriate financial and human resources in place to support the delivery of the strategy, the Trust's business plans and good quality, sustainable services.
- To ensure the Trust develops and implements appropriate risk management strategies and policies to identify, monitor and address current and future risks on the quality and financial sustainability of services and comply with regulatory and statutory requirements.
- To ensure that strategic development proposals have been informed by open and accountable consultation and engagement with staff, patients and their representatives, governors, members, the wider community and other key external stakeholders, as appropriate.
- To exercise financial stewardship, ensuring that the Trust is operating effectively, efficiently and economically and with probity in the use of resources;

Attachment R

- To support continuous learning and improvement ensuring the development of extensive internal and external audit, monitoring and reporting systems and seeking assurance of the effectiveness of the arrangements for staff to raise concerns in confidence and have such concerns investigated and follow up action taken where necessary.
- To encourage and promote openness, honesty and transparency about performance with, patients and their representatives, the public, staff, governors, members and other stakeholders;
- To ensure that the Trust is operating within the law and in accordance with its constitution, statutory duties and the principles of good corporate governance.

The annual work-plan documents the Board's reporting and monitoring arrangements, including reporting from the following committees:

- Audit Committee
- Quality, Safety and Experience Assurance Committee
- Finance and Investment Committee
- People and Education Assurance Committee

In addition, a report of the business conducted at each of the Council of Governors' meetings shall be presented at the next meeting of the Board for information.

3. Membership

The Board shall comprise 12 directors excluding the Chair.

There shall be 6 non-executive directors. The Deputy Chair may deputise for the Chair. No other person will be authorised to deputise for a non-executive director.

There shall be 6 executive directors:

- Chief Executive
- Chief Operating Officer
- Chief Finance Officer
- Medical Director
- Chief Nurse
- Director of Human Resources and Organisational Development.

The Non-Executive and Executive Directors listed above each hold a vote.

For executive posts, the Board may approve deputies with formal acting up status or interim executive director posts.

4. Attendance at meetings

The Board is committed to openness and transparency.

The main body of the meeting shall be held in public and representatives of the press and any other members of the public or staff shall be entitled to attend.

Members of public and staff shall be excluded from the first part of the meeting due to the confidential nature of business to be transacted, or due to special reasons stated in the resolution and arising from the nature of the business of the proceedings.

Attachment R

In addition to Board members, the following individuals shall be entitled to remain during confidential business:

- Director of Development
- Director of Research and Innovation
- Director of International Private Patients
- Director of Communications
- Director of Transformation
- Chief Clinical Information Officer

Other senior members of staff may be requested to attend the confidential session by invitation of the Chair.

These invited individuals do not hold a vote.

5. Quorum

No business shall be transacted at a meeting unless at least five directors are present including not less than two independent non-executive directors, one of whom must be the Chair of the Trust or the Deputy Chair of the Board; and not less than two executive directors, one of whom must be the Chief Executive or another executive director nominated by the Chief Executive.

An officer in attendance for an executive director but without formal acting up/ interim director status may not count towards the quorum.

Participation in a meeting by telephone, video or computer link shall constitute presence in person at the meeting.

6. Frequency of meetings

The Board shall normally hold 6 formal Board meetings a year

In addition to the above meetings, the Board shall reserve the right to convene additional meetings as appropriate.

Executive directors and non-executive directors are expected to attend a minimum of 5 formal Board meetings per year.

7. Performance evaluation

The Board will undertake an evaluation of its own performance on an annual basis. Every third year evaluation of the Board will be led by an external facilitator.

Directors will be subject to individual performance evaluation on an annual basis:

- The Chief Executive will evaluate the performance of the executive directors;
- The Chair will evaluate the performance of the non-executive directors and the Chief Executive;
- The Senior Independent Director will evaluate the performance of the Chair.

Committees of the Board will conduct an evaluation of their effectiveness on an annual basis.

Appropriate action will be taken where recommendations are highlighted.

8. Secretariat

The Company Secretary shall act as Secretary to the Board.

The minutes of the proceedings of the Board meetings shall be drawn up for agreement and signature at the following meeting.

Signed minutes shall be maintained by the Secretariat.

Agendas and papers for the public section of all Board meetings shall be placed on the Trust website two working days prior to the meeting.

9. Review of the terms of reference

These Terms of Reference shall be reviewed bi-annually by the Board or following amendments to the Trust's Standing Orders, Reservation and Delegation of Powers.

Approved September 2019

Trust Board Work-plan 2019/ 20 (incorporating assurance committee work)

CQC Domain	Topic	Executive Director	6 February 2020	1 April 2020	18 May 2020	15 July 2020	18 September 2019	30 October 2019 (Strategy Day)	27 November 2019	
Well Led	W1: Is there the leadership capacity and capability to deliver high-quality, sustainable care?									
	Report from Board and Council Nominations Committees and Remuneration Committee	Company Secretary		X Appraisals (NEDs and Executives) Recruitment Remuneration						X Appraisals (NEDs and Executives) Recruitment Remuneration
	Executive/ Board Development	Chief Executive			X					
	W2: Is there a clear vision and credible strategy to deliver high-quality sustainable care to people, and robust plans to deliver?									
	Strategy progress update	CEO and responsible executives	Research Strategy Progress Report	Leadership Strategy Approval Clinical Strategy Approval	Overview of refreshed objectives and plans	Learning Academy Business Case Update on DRIVE Stakeholder Engagement Strategy Risk Management Strategy	Integrated People Strategy IPP Strategy and Commercial Opportunities Update	Full strategy & progress with objectives and plans 3-5 year Transformation Plan	Risk Management Strategy Compliance (actioned at RMM 23/10/19) Patient Experience and Engagement Framework	
	Operational/ Financial Plan	Chief Operating Officer/Chief Finance Officer		Final annual plan for submission to NHSI					Draft annual plan including Capital programme	
	Redevelopment of site					The case for the Children's Cancer Centre	Children's Cancer Centre Outline Business Case		Progress with Sight and Sound Hospital	

CQC Domain	Topic	Executive Director	6 February 2020	1 April 2020	18 May 2020	15 July 2020	18 September 2019	30 October 2019 (Strategy Day)	27 November 2019
	Directorate Team Presentations*	Chief Operating Officer and Directorates	Brain (TBC) Heart and Lung (TBC)	Operations and Imaging – Radiology Sight and Sound (TBC)		Body, Bones and Mind -	Medicines, Therapies and Tests – Pharmacy IPP		Blood, Cells and Cancer= Medicines, Therapies and Tests - Genetics
W3: Is there a culture of high-quality, sustainable care?									
	Report from Guardian (Q)	Guardian of Safe Working	X	X		X			X
	Report from Freedom to Speak Up Guardian	Freedom to Speak Up Guardian			Annual Report				
	Sustainability Report	Dir of Development					Sustainability Management Plan (annual)		
	Responsible Officer Report	Medical Director				Annual Report			
	Mediation and Open Employment Tribunals	Dir of HR and OD/ Medical Director		X					X
	Quality Update	Medical Director	X	X	X	X	X		X
	Business Continuity Report	Chief Operating Officer		Annual Report					
	Health and Safety Report	Dir of HR and OD			Annual Report				
	Safeguarding Report	Chief Nurse				Annual Report			

CQC Domain	Topic	Executive Director	6 February 2020	1 April 2020	18 May 2020	15 July 2020	18 September 2019	30 October 2019 (Strategy Day)	27 November 2019
	Operational matters	Relevant executive(s)		Update on Cognitive pilot			Trust Recovery Plan (Media case)		Update on Cognitive Parent/carer accommodation review
W4: Are there clear responsibilities, roles and systems of accountability to support good governance and management?									
	Review of compliance	Medical Director/ Company Secretary			Code of Governance/ NHSI Licence Review	CQC Progress update including well led	CQC Progress update including well led	CQC Progress update including well led	CQC Progress update including well led
	Council of Governors' Update	Company Secretary		X	X		X		X
	Board ToR/ workplan/ Matters reserved - Board and Council/SFIs	Company Secretary				SFIs/ Scheme of Delegation	Schedule of matters reserved for the Board and Council Board ToR/ Workplan		
	Register of Interests & Gifts & Hospitality & Register of seals	Company Secretary	Seals	Seals/ Gifts and Interests	Seals/ Gifts and Interest	Seals	Seals		Seals
W5: Are there clear and effective processes for managing risks, issues and performance?									
W6: Is appropriate and accurate information being effectively processed, challenged and acted on?									
	Integrated Quality and Performance Report	COO/ Dir HR & OD/ MD/CN	X	X	X + Focus on clinical outcomes	X	X		X + Focus on clinical outcomes
	Learning from Deaths	MD	Q4		Q3	Q4			Q1
	Infection Control Report (from DIPC)	Chief Nurse/ DIPC	X			Annual Report			X

CQC Domain	Topic	Executive Director	6 February 2020	1 April 2020	18 May 2020	15 July 2020	18 September 2019	30 October 2019 (Strategy Day)	27 November 2019
	Finance Report	Chief Finance Officer	X	X	X	X	X		X + PLICS
	Board Assurance Framework Overview	Company Secretary	X (January AC and QSEAC Non-Clinical risks review)	X BAF Brexit risk	X (April AC and QSEAC Non-Clinical risks review)	X BAF Culture risk	Risk Meeting (September/October) (AC and QSEAC Non-Clinical risks review)		X (Oct AC and QSEAC Non-Clinical risks review)
	Safe Staffing/ 6 monthly staffing review	Chief Nurse	X	X	X +6 monthly staffing review	X	X		X +6 monthly staffing review
	Update on NHS contract negotiations	Chief Finance Officer	X	X	X	X	X	X	X
	Audit Committee assurance report to Board – matters to be raised at Board	AC Chair	Whistle-blowing update/ Assurance of Risk Management processes		Annual Accounts and Annual Report assurance	Whistle-blowing update/ Assurance of Risk Management processes			Whistle-blow update/ Assurance of Risk Management processes
	QSEAC assurance report to Board – matters to be raised at Board	QSEAC Chair	Freedom to Speak Up Update/ Safeguarding			Freedom to Speak Up Update/ Safeguarding			Freedom to Speak Up Update/ Safeguarding
	Finance and Investment Committee report to Board – matters to be raised at Board	F & I Chair	TBC	TBC	TBC	TBC	TBC	TBC	TBC
	People and Education Assurance Committee report to Board - – matters to be raised at Board	PEAC Chair					X		X

CQC Domain	Topic	Executive Director	6 February 2020	1 April 2020	18 May 2020	15 July 2020	18 September 2019	30 October 2019 (Strategy Day)	27 November 2019
	Hospital Funding Priorities Steering Group	Chaired by James Hatchley NED	Incorporated into CEO Update				Incorporated into CEO Update		
W7: Are the people who use services, the public, staff and external partners engaged and involved to support high-quality sustainable services?									
	Patient/ Carer Story	Chief Nurse	X	X	X	X	X		X
	Charity update	Charity			Planning for Charity B2B			X	
	Inpatient/ Outpatient/ Staff Annual Surveys	Chief Nurse/ Dir HR & OD		Staff survey results		Patient/ carer survey results			
	Annual Report & Accounts/ Quality Report/ Auditor Letters/ Annual Governance Statement	Chief Finance Officer/ Company Secretary			X				
	WRES and WDES Report and Equality Objectives	Dir of HR and OD		Equality Objectives			WRES and WDES Annual Report		
	Patient Experience and Engagement Strategy	Chief Nurse					X		
W8: Are there robust systems and processes for learning, continuous improvement and innovation?									
	Assurance and Escalation Framework Update						X		
	Update on EPIC and DRIVE		EPIC	EPIC	EPIC	EPIC DRIVE	EPIC	EPIC	EPIC DRIVE
	Data Annual Report								X