

Northumberland, Tyne and Wear NHS Foundation Trust

Council of Governors Meeting

Meeting Date: 17th May 2018

Title and Author of Paper:

Council of Governor Groups, Terms of Reference
Caroline Wild, Board Secretary

Paper for Debate, Decision or Information:

Decision

Why is this paper coming to the Council of Governors?

The Council of Governors has a number of committees and working groups to support its work.

It is good practice to review the terms of reference for these groups each year.

At the Governors engagement session in February, Governors considered which groups would continue and this was agreed formally at the Meeting in May.

This paper included the reviewed Terms of Reference for the Nominations Committee and Steering Group.

The Terms of Reference for the Quality Group and Governors Audit Working Group are being considered by those groups and will be presented to the next meeting in September.

Council of Governors: Nominations Committee

Terms of Reference approved on: (proposed) 17th May 2018

Purpose
As per the Trust Constitution, the Council of Governors shall establish a committee of its members to be called the Nominations Committee to discharge those functions in relation to the appointment and removal of the Trust Chair and Non-Executive Directors and their remuneration and allowances and other terms and conditions. The committee should comply with Monitor's 'Code of Governance' and Monitor's 'Your statutory duties: a reference guide for NHS FT Governors'.
Membership
Trust Chair One Public Governors Two Service User and/or Carer Governors One appointed Governor One staff Governor Two any other Governor
Members to be appointed by the Council of Governors with each member's re-appointment being subject to review after three years.
Officer Attendance
Trust Secretary or a deputy
Chair Arrangements
The trust Chair and a governor from the public, service user and carer constituencies will co-chair the Committee. The Governor co-chair will chair the Committee on occasions when there is a potential conflict of interest if the Committee is chaired by the Trust Chair.
On those occasions where it is inappropriate for the Trust Chair to chair the meeting and the Governor Co Chair is not present, a chair will be selected from those governors present with governors from the public, service users and carers constituencies taking precedent.
Secretarial Support
Chief Executives Directorate
Quorum
Any four members
Frequency of Meetings
At least annually and at such other times as required to fulfil its duties as the Committee Chair shall decide.
Should the Chair of the Committee following a request from at least three of its members, decline to call a meeting then they shall have the right to requisition a meeting by notice to the Trust Secretary indicating the matter or matters to be discussed. The Trust Secretary shall then convene the meeting.
Key Outputs
As per appendix A.

Linkages to other meetings and groups
Reports to Council of Governors
Governance, rules and behaviours
<ul style="list-style-type: none"> • Compliance with the Constitution (which includes the Council of Governors standing orders), Monitor's Code of Governance and Monitor's Your Statutory Duties • A member shall not disclose to any third party a matter dealt with by or brought before, the committee without the committee's permission until that committee has reported to the Council of Governors or has otherwise concluded action on the matter. Furthermore a member of the Committee shall not disclose any matter to a third party if the Council of Governors or committee resolves that it is confidential. • Authority to see any information it requires from any employee of the Trust in order to perform its duties and to obtain outside legal or other professional advice on any matters within its terms of reference. • All members are expected to attend wherever possible.
Appendix A – Key Outputs
<ul style="list-style-type: none"> • Criteria and process: agree the criteria and process for the selection of candidates for Trust Chair or other Non-Executive Directors (NEDs) having first consulted with the Board of Directors and having regard to such views as may be expressed by the Board of Directors. • Short list of suitable candidates: seek by open advertisement and other means candidates for office to assess and select for interview such candidates as are considered appropriate and in doing so the Committee shall be at liberty to seek advice and assistance from persons other than the members of the Committee or Council of Governors e.g. Search Adviser. Ensuring they can pass the CQC Fit and Proper Person Test • Recommendation(s) for appointment: after interviewing, make recommendation to the Council of Governors as to potential candidates for appointment as Trust Chair or other NED. • Recommendation(s) for remuneration and allowance and other terms and conditions: consider and make recommendations to the Council of Governors as to the remuneration and allowances and other terms and conditions of office of the Trust Chair and other NEDs. Levels of remuneration for the Trust Chair and other NEDs should reflect the time commitment and responsibilities of their roles. • Recommendation(s) for removal: investigate the matter including any allegations against the Trust Chair or NED, where appropriate, following the steps and principles outlined in Monitor's Your Statutory Duties, and in particular legal advice on the legality of any removal and the process for it should be sought throughout. The Committee should present its finding on the investigation and consultation to the Council of Governors • Reporting: the Committee Chair shall report to the Council of Governors on its proceedings after each Nominations Committee meeting on all matters within its duties and responsibilities. Where the Committee is reporting the names of selected candidates this will be conducted in private session, after the exclusion of the press and public, to allow a Governor the opportunity to make a comment which might be inappropriate in the setting of a public meeting • Annual performance appraisal: determine the process and receive (i) the

appraisal of the Trust Chair from the Senior Independent Director and (ii) the continuing effectiveness of each NED from the Trust Chair.

In exercising its powers relating to the appointment of the Trust Chair and NEDs, the Committee shall follow the principles outline in Monitor's Your Statutory Duties, including:

- Ongoing review of job role and person specification defining the role and capabilities required including an assessment of the time commitment expected, recognising the need for availability in the event of emergencies.
- Consideration of his/her other significant commitments.
- Ensure that the independence criteria set out in Monitor's Code of Governance is satisfied.
- Length of tenure as specified per the Code of Governance.
- Where a reappointment, consider the outcome of the annual performance appraisal, any changes in the candidates other significant commitments and the opportunity to refresh the Board of Directors.
- Where an appointment, consider the appropriateness of obtaining external advice and support – note approval for recruitment is delegate from the Council of Governors through these terms of reference.

When considering the appointment or re-appointments of NEDs, the views of the Chair and the Board of Directors should be taken into account on the qualifications, skills and experience required for each position in order to identify suitable candidates and regularly review the structure, size and composition of the Board and make recommendations for change where appropriate.

Sub Groups
None
Monitoring
The committee will review its performance annually against its Terms of Reference.
Review Date
May 2019

Council of Governors: Steering Group Terms of Reference

Purpose
To keep under review the work of the Council of Governors and to make recommendations as necessary.
Membership
<ul style="list-style-type: none"> • Trust Chairman • Lead Governor • One representative from each of the governor Committees and groups • others as agreed with the Chair
Officer Attendance and Support
<ul style="list-style-type: none"> • Board Secretary, Corporate Affairs Manager and/or Corporate Affairs Officer
Chair
Trust Chair
Quorum
Chair plus three other members
Frequency of Meetings
At three times per year (termly) and others as required.
Key Responsibilities
<ul style="list-style-type: none"> • To coordinate and progress the work of Committees and Groups established by the Council of Governors. • To advise the Chair on matters for inclusion in the agenda of formal meetings and/or topics for discussion at Engagement Sessions. • To be responsible for the membership strategy and ensure that the Council of Governors communicates appropriately with its membership.
Reporting
Summary report to the Council of Governors full meeting
Completed & Review date
Approved (proposed) May 17 th 2018