Council of Governors: Summary Sheet

Title of Paper:	Council of Governors Development

Presented By:	Jayne Brown OBE, Chair

Action Required:

For Information	x	**For Ratification**		**For a decision**	x
For Feedback		**Vote required**		**For Receipt**	

To which duty does this refer:

Holding non-executive directors individually and collectively to account for the performance of the Board	
Appointment, removal and deciding the terms of office of the Chair and non-executive directors	
Determining the remuneration of the Chair and non-executive directors	
Appointing or removing the Trust's auditor	
Approving or not the appointment of the Trust's chief executive	
Receiving the annual report and accounts and Auditor's report	
Representing the interests of members and the public	
Approving or not increases to non-NHS income of more than 5% of total income	
Approving or not significant transactions including acquisitions, mergers, separations and dissolutions	
Jointly approving changes to the Trust's constitution with the Board	
Expressing a view on the Trust's operational (forward) plans	
Consideration on the use of income from the provision of goods and services from sources other than the NHS in England	
Monitoring the activities of the Trust to ensure that they are being conducted in a manner consistent with its terms of authorisation and the constitution	
Monitoring the Trust's performance against its targets and strategic aims	

How does this item support the functioning of the Council of Governors?

It is a requirement of the FT Code of Governance that Councils should periodically review their effectiveness.

Author of Report:	Rita Evans
Designation:	Director of Organisation Development
Date:	22 October 2019

Council of Governors Summary Report

Date:	31 October 2019
Subject:	Proposal for the review and development of the SHSC Council of Governors
From:	Jayne Brown OBE, Trust Chair
Authors:	Rita Evans, Director of Organisation Development

1.   Purpose

For approval	For a collective decision	To report progress	To seek input from	For information/ assurance	Other (Please state below)
x	x				

2.   Summary

Paragraph B.6.5 of the NHS Foundation Trust Code of Governance states: "Led by the chairperson, the council should periodically assess their collective performance and they should regularly communicate to members and the public details on how they have discharged their responsibilities." The last review of the Council's effectiveness took place in 2015.

The review and development of the SHSC Council of Governors (CoG) was discussed at its meeting of 25 April 2019. A small steering group formed and met twice. An unsuccessful attempt was made to secure an external facilitator, following which it was agreed the steering group would meet with Rita Evans, the Trust's newly appointed Director of Organisational Development. This meeting took place on 12 September where it was agreed that Rita would develop a proposal for a programme of work supported by external facilitators.

The following **proposal** is based on the conversations which have taken place over the last 12 months about the requirements for this programme of work.

2.1   Context

The CoG has asked for some external support to help develop its collective ability to impact key Trust outcomes such as service user engagement and leadership practices within the context of effective governance. Underpinning this is the wish to improve the relationship it has with the Chair and Board of Directors and with each other and as such the group are united in their wish to have trust as the foundation of the relationships within CoG and between CoG and the Board and that these relationships should embody the Trust's values, particularly those of respect and compassion.

This proposal outlines a suggested approach for the Director of Organisational Development and two external facilitators to work alongside the Council of Governors and the Board of Directors. The work will acknowledge the relationships and interconnections between COG and Board recognising the importance of each continually reviewing its effectiveness and taking part in development activity as needed.

2.2   Proposed approach

The CoG has asked for some support to help develop their collective ability to impact key Trust outcomes. It is important that the external facilitators selected to support this programme of work are seen as partners in this work. Work will be going on with the Board and Executive team consecutively together with CoG. Work will need to focus on inter-connections between all these groups as the effectiveness of each group is dependent on the other and affects the overall culture. As a result of the work CoG can become a more productive body and improved relationships will have a positive impact on communications, decision-making and leadership.

This kind of work requires a productive balance between ongoing exploration and inquiry, and the delivery of concrete actions.

Discovery and Diagnosis Phase (6 weeks):
The initial phase of work will focus on supporting CoG to be clear on:

- The role it can play in effecting key Trust outcomes
- What outcomes CoG can deliver to support the Trust
- How governors can work together to deliver the outcomes
- How governors, the Chair and the board can work effectively together
- Who governors need to interconnect with to mobilise the wider system.

At the end of this phase, CoG will agree on what is needed for continued development and support to ensure its ongoing effectiveness.

One of the key aspects of the initial phase would be facilitating governors to give and receive feedback to each other. This work would commence with some key stakeholder interviews to gain some insights into CoG's scope and purpose i.e. the expectation would be that the Trust Chair, Lead Governor, Board members and representatives from the steering group also engage in some 1:1 development and have small group meetings to shape the overall direction of this phase of work.

2.3   Resources

Possible external facilitators have been identified and funding agreed.

N.B. The next two phases are proposals based on previous experience of large scale systemic development work – these phases may change in scope and scale dependant on responses to the initial Discovery and Diagnosis phase.

2.4   Follow on Phases (3 months):

The specific details of the follow on phases will emerge from the initial phase, and for similar projects, organisations have engaged in the following kinds of developmental activities:

- Ongoing 1:1 support for specific individuals involved in significant leadership challenges
- Small groups of people involved in 'action and inquiry' sets exploring their own development, and how broader systemic challenges can be progressed
- Facilitation of the large group CoG around specific systemic challenges
- Design and facilitation of very large group systemic 'conference' sessions to mobilise the wider system in change.

At the end of this phase it is likely that the internal organisation and external partners will start to notice changes in attitudes and behaviour.

2.5 *Embedding phase of change (9 months)*

In this phase CoG will be learning how to do its own learning, evolving how it works together and with others, and placing attention into both internal relational processes and concrete outcomes:

- Action learning groups
- Small group tracking
- Large group sense making
- Highlighting good practices
- Shifting systemic processes and procedures to embed the changes.

3. Next Steps

For the Director of Corporate Governance (Board Secretary) and Director of Organisational Development to commission an external partner to support the initial 'discovery and diagnostic' phase of this programme of work.

4. Required Actions

CoG is asked to acknowledge the content of this proposal, provide any further comments and approve the next steps outlined above. Once approved, arrangements will be made for the steering group and Chair to meet with and approve the potential partner.

5. Monitoring Arrangements

The Director of Corporate Governance (Board Secretary) and Director of Organisational Development will ensure that arrangements are made for the appointment of an external facilitator and oversee this programme of work.

6. Contact Details

For further information, please contact:
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Trust Chair
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