

## Council of Governors: Summary Sheet

**Title of Paper:**

**Presented By:**

**Action Required:**

<b>For Information</b>	<input checked="" type="checkbox"/>	<b>For Ratification</b>	<input type="checkbox"/>	<b>For a decision</b>	<input type="checkbox"/>
<b>For Feedback</b>	<input type="checkbox"/>	<b>Vote required</b>	<input type="checkbox"/>	<b>For Receipt</b>	<input type="checkbox"/>

To which duty does this refer:

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

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

**Author of Report:**

**Designation:**

**Date:**

## Council of Governors

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**Date:** 14 May 2020  
**Subject:** Governor Elections – Position Statement  
**From:** Jayne Brown OBE, Trust Chair

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### 1. Purpose

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

### 2. Summary

Following the national measures taken by the government at the end of March in response to the Covid-19 pandemic, the Chief Executive of NHS England and Improvement Amanda Pritchard, wrote to all Chief Executives of NHS trusts, foundation trusts and CCG governing bodies regarding reducing the burden in order to free up as much capacity and prioritise workloads to enable focussing on doing what is necessary to manage the response to the COVID-19 pandemic. This included the instruction to delay or stop governor elections.

As reported to the Council of Governors (CoG) in February 2020, the Trust had begun the election process and had to stop when the pandemic began.

#### 2.1 Current Position

There are currently 6 vacancies on the CoG and a further six governors will come to the end of their tenure on 30 June 2020 which equates to a total of 12 seats subject to an election. Of the six governors whose tenures are ending, two will have served the maximum three terms and will therefore be unable to stand again.

In addition, there are three appointed governors whose terms end by 30 June, two of whom will have served the maximum three terms. In two of the cases, successors have been agreed who will commence their terms on 1<sup>st</sup> July and in the third, the appointing organisation has confirmed their support for a second term. The composition of CoG is shown at the end of this paper.

The Trust has been exploring contingency measures and has been seeking advice from NHS Providers as to whether it is possible to extend governor terms of office until such time as an election can take place. However, the advice has been clear; to mitigate extending governor terms is not a lawful option. The relevant legislation is

Paragraph 10(1) of Schedule 7 of the NHS Act 2006 as amended by the Health and Social Care Act 2012, which states 'an elected member of the council of governors may hold office for a period of three years.'

It has however been advised that governors could be invited to continue attending Council meetings, but without the ability to vote.

Those governors to whom this applies are therefore being asked if they would wish to continue attending Council meetings until such time as they can either stand again in the election or step down from the role.

## 2.2 Issue

A potential issue is one of the CoG's ability to undertake its statutory duties, should the need arise. This would primarily include approval of non-executive board appointments. However, as the CoG is being asked to approve extensions to board positions at its meeting today, it is not anticipated that duty will be required again before an election can take place, which is anticipated to be in the early Autumn or sooner if possible.

## 3. Next Steps

The Trust will continue to monitor the situation as soon as is practicable, initiate an election process.

## 4. Required Actions

Governors are asked to note the content of this paper and governors whose terms end on 30 June are asked to provide the Trust Secretary with their intention regarding remaining in the position.

## 5. Monitoring Arrangements

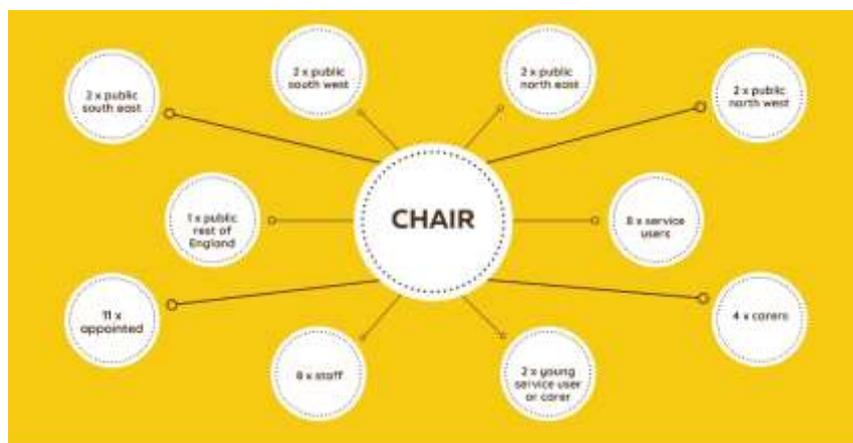
Effective functioning of the Council of Governors through this period will be overseen by the Director of Corporate Governance (Board Secretary).

## 6. Contact Details

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Director of Corporate Governance (Board Secretary)

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Council of Governors

**NHS**  
Sheffield Health  
and Social Care  
NHS Foundation Trust