

8 October 2020
Item No 10

Council of Governors: Summary Sheet

Title of Paper: Governor Development Programme – update for approval

Presented By: Mike Potts, Trust Chair & Terry Proudfoot, Lead Governor

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

To which duty does this refer:

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

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

The CoG development programme will support the effectiveness of the Council in all of its duties as shown above.

Author of Report: Claire Lea & David Walsh

Designation: Corporate Governance (Well Led) Consultant & Director of Corporate Governance (Board Secretary)

Date: 01/10/20

Council of Governors

Date: 8 October 2020

Subject: Council of Governors Development Programme

From: Mike Potts, Trust Chair & Terry Proudfoot, Lead Governor

Authors: Claire Lea, Corporate Governance (Well Led) Consultant & David Walsh, Director of Corporate Governance (Board Secretary)

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

The CoG Steering Group met on 28 September 2020 to consider proposals to take forward the Council of Governors' development programme. The programme supports the requirement within the NHS Foundation Trust Code of Governance - "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.

Having considered the options presented the Steering Group agreed to make the following recommendations to the Council that:-

- Charis Consultants Limited ('Charis') are the lead provider for the CoG development programme as set out below.
- The earlier appointment of Renewal be stepped down
- Re-engagement of Renewal be considered for further development in due course.

3. Background

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 CoG agreed at its meeting on 18 October 2018 to form a steering group to consider how best to evaluate the effectiveness of the CoG in carrying out all its duties. Its initial meeting in March 2019 agreed that all Governors must have a voice in the process and be able to express their views on any perceived or experienced challenges to the Council's effectiveness. At a further meeting in April 2019, it was agreed that an external facilitator would be appointed to support the CoG in designing and delivering its effectiveness review and any subsequent development programme.

In October 2019 the CoG agreed to a proposal in which Rita Evans, the Director of Organisational Development, and two external facilitators worked alongside the Council of Governors and the Board of Directors. Sarah Willis and Jason Harrison of Renewal were appointed as the external facilitators and the Discovery and Diagnosis Phase of the review commenced in early 2020. Their work entailed an initial meeting with the Steering Group and an observation of a Council meeting. The work had to be put on hold in March 2020 as the Covid-19 pandemic and subsequent national lockdown began. During lockdown the Council has met virtually to continue its work within the Trust's governance structure.

Since the lockdown in March 2020 the Trust has also seen several other significant changes. It is working closely with the Care Quality Commission (CQC) following its 'Inadequate' rating and s29a notices from the CQC inspection report in April 2020. This has led to the Trust being placed in Special Measures. In addition, there have been a number of substantial changes within the Board composition, not least a new Chair, Mike Potts and a new Chief Executive, Jan Ditheridge.

One further change has been the election to the Council of 11 new governors who bring a refreshing of the Council composition and who, after their initial induction, will need support in understanding the role of the Council and their contribution.

The Board's response to the well led aspect of the CQC report has led to the design and implementation of a well led development programme. This has been submitted to CQC and to NHS England/Improvement (NHSE/I) and with the support of an Improvement Director now needs to be delivered in a timely fashion. This programme is being supported by Charis with Claire Lea as the lead partner. The outline programme includes both Council and Board development work and aligns both pieces of development work to support greater effective working between the two bodies.

In relation to the CoG, the well led development programme aims to:

- support clarity on roles and effective working between the Board and the CoG.
- support and develop the working relationship between Director of Corporate Governance (Board Secretary) and CoG
- provide greater opportunities for the Council to hear first hand from members and the wider public and therefore better able to triangulate the information they are receiving.
- refresh CoG Code of Conduct and wider ways of working
- support the CoG in its input to the OD/culture work of the Trust
- clarify and agree support for staff governors and ensure their line managers are kept informed of adjustments to be made

Discussions with Renewal have taken place to see whether it was possible to align both programmes of work, however, the view of the Renewal facilitators is that the approach being suggested is too different and they have asked to withdraw from the appointment. They would, however, be interested in working with the Council at a later stage if that would be helpful.

The Steering Group revisited the original scope of the review and development programme for the Council in the light of these major shifts in dynamics over the last few months at its meeting on 28 September 2020. The discussion at this meeting considered the challenges of working with two organisations for this programme of work and that Charis had already been engaged with the wider programme of well-led development work for the Trust. This had the option to include work with the CoG under the Well-Led Assurance Framework and a response to the findings of the CQC Well-Led inspection report. Claire Lea as the lead director of Charis attended the meeting and provided assurance that the work had to be co-designed/produced with the Council in order for the development programme to be effective and that this was in line with the cultural transformation work being undertaken by the Trust.

The suggested programme below results from the discussions at the Steering Group and would a diagnostic approach; initially through the issues raised at the full day workshop. This will ensure that governors are able to articulate their ideas, concerns and opportunities for increasing the effectiveness of the Council and its relationship with the Board.

The programme also needs to align with the transforming culture element of the 'Back to Good' programme which Rita Evans is leading. Hence the programme includes aspects of organisational development and culture within the focus group work. This will help the Council to model the cultural change that is being nurtured across the Trust.

Timing	Activity	Objectives	Lead/Support
November 2020	A full day workshop *	<ul style="list-style-type: none"> ○ To consider the key statutory duties of holding to account and representing members ○ To gain clarity on the distinctive roles of the Council (e.g. corporate body) and the Board (e.g. unitary board) ○ To explore the listening and questioning skills required to support the holding to account role of the Council ○ To identify further areas of development, e.g. designing a Code of Conduct 	Claire Lea/ Julie Houlder (Charis)
December 2020	Small focus groups *	<ul style="list-style-type: none"> ○ support the CoG in its input to the OD/culture work of the Trust ○ how governors can work together to deliver effective outcomes for the Council 	Claire Lea/ Julie Houlder (Charis) Rita Evans

January 2021	A half day workshop *	<ul style="list-style-type: none"> ○ exploring the role of the Council in its representation of members and how to engage with Foundation Trust members 	Claire Lea (Charis) / David Walsh
February 2021	Small focus groups *	<ul style="list-style-type: none"> ○ embedding change <ul style="list-style-type: none"> - how the CoG can do its own learning - evolve how the CoG works together and with others 	Claire Lea/ Julie Houlder (Charis) Rita Evans/
March 2021	A half day workshop jointly with the Board.	<ul style="list-style-type: none"> ○ how governors, the Chair and the Board can work effectively together <p>(This would be more suited for a face to face workshop and would be dependent upon lock restrictions)</p>	Claire Lea (Charis) / Mike Potts / David Walsh
* offered face to face where possible (Covid secure with social distancing etc. as lockdown regulations permit) and/or virtually in small groups for those not able to attend in person or where lockdown regulations are tightened.			

The programme remains flexible, however and will allow for the Council to be actively involved in its co-design and therefore discussions/issues/actions from the full day workshop will then refine and tailor the small groups and further ½ day workshops to meet the needs of the Council.

The impact of the Covid-19 pandemic lockdown and the requirement to meet virtually impacts on the type of training and development that it is possible to deliver.

Charis were procured on a single tender waiver to initially undertake the development of the Trust's Well-Led Development Plan to meet the timescales set by CQC. They were subsequently asked to submit a proposal to support the corporate governance aspects of the Plan to provide additional capacity, again to meet the expectations of CQC and to provide sufficient capacity for improvements to be implemented alongside the Trust's ongoing corporate governance responsibilities. Throughout the procurement process, due process was followed including the reporting of both single tender waivers to the Audit and Risk (ARC) Committee as required.

4. Next Steps

If the Steering group's recommendation is upheld by the Council then dates would be agreed with Governors to enable the programme to commence as quickly as Governor's diaries allow.

5. Required Actions

The Council is asked to approve that:

- Charis Consultants Limited ('Charis') are the lead provider for the CoG development programme as set out below.
- The earlier appointment of Renewal be stepped down
- Re-engagement of Renewal be reconsidered in due course for further development as appropriate.

6. Monitoring Arrangements

The Executive lead for this programme is David Walsh, Director of Corporate Governance (Board Secretary).

7. Contact Details

Further information, please contact:

David Walsh

Director of Corporate Governance (Board Secretary)

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