

Council of Governors

SUMMARY REPORT

Meeting Date: 11 October 2022

Agenda Item: 10

Report Title:	Governance Report	
Author(s):	Amber Wild, Head of Corporate Assurance and Deborah Lawrenson, Director of Corporate Governance	
Accountable Director:	Deborah Lawrenson, Director of Corporate Governance	
Other Meetings presented to or previously agreed at:	Committee/Group:	NA
	Date:	NA
Key Points recommendations to or previously agreed at:	NA	

Summary of key points in report

This report consolidates several Governance related matters to be drawn to the attention of the Council of Governors as follows:

- Deputy Lead Governor role – the Deputy Lead Governor’s current term ends in April 2023 having served for two years. A number of governors have their term of office ending in July 2023 and therefore it is proposed that the Council of Governors agree to an extension to the current term of office for the Deputy until July 2023 with an election taking place in the summer of 2023. This would potentially mean that more governors would be eligible to stand. Governors are asked to agree to the extension and to the process outlined in the paper. The description of the roles of Lead Governor and Deputy Lead Governor are provided in **Appendix 1**.
- Update on Nominations and Remuneration committee membership – Governors are asked to put themselves forward for this important role particularly given we have a Non Executive Director recruitment underway – attached at **Appendix 2** are slides shared with the Council of Governors in July 2022 on the role of the Nominations and Remuneration Committee
- Observations of Board sub-committees – Governors are asked to consider putting themselves forward to fulfil this role as part of the observation rota.
- Update on Non-Executive Director roles and responsibilities – effective from 1 September 2022
- Update on Non-Executive Director appraisals – the last appraisal is due to take place on 13 October 2022.

- Update on upcoming Governor Elections –Governors are asked to support and note the launch of a by-election process from 18 October 2022 concluding by 14 December 2022, and are asked to use all available networks to raise the profile of these vacancies and encourage individuals to put themselves forward. Areas where we currently have limited representation which are most pressing to ensure we remain quorate are staff and carers constituencies, and Public North East (which currently has no representation). Advice has been sought from our election provider on how we should manage the terms of office for these seats given this is a by-election following failure to recruit in these areas in the elections held earlier in the year, and we need to tie in the process with our next, regular elections cycle. A verbal update on this will be provided at the meeting.
- Update on review of the Constitution – the election provider has advised the review should be held back until after conclusion of the election process. Governors are asked to feed in any observations to support the review of the Constitution to the Chair and the Director of Corporate Governance with a view to bringing back recommendations to the meeting to be held in February 2023.
- Integrated Care Board (ICB) system changes – letter from the ICB Chair with regard to replacement to the Clinical Commissioning Group (CCG) seats on Foundation Trust Councils of Governors – attached at **appendix 3** – The ICB has asked FT Councils of Governors to confirm if they would like a nomination from the ICB to take a seat left vacant by the decommissioning of CCGs, or if we would prefer to allocate that seat elsewhere.

Governors are asked for views on whether the seat should be offered to the ICB or if there are organisations they feel it would be helpful to have represented on our Council of Governors. The view of the Board, which reflects the approach being taken by other providers, is that we should identify an organisation which best meets our own needs .

- A system change, regional governor conference was held on 3 October 2022 at the request of the regional chairs – a briefing shared in advance of the session is attached at **appendix 4** and a recording and a Q & A will be shared as soon as these are made available. Lead Governors are being brought together in December to discuss next steps to ensuring we continue to bring in the voice of our Governors as our system changes continue to develop and embed. Governors who attended the event are invited to provide feedback to colleagues.
- NHS Providers training opportunities – Governors are asked to register if they would like to attend virtual events to be held in October via the link in the information emailed to all Governors.

Recommendation for the Board/Committee to consider:

Consider for Action		Approval	X	Assurance	X	Information	X
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The Council of Governors is asked to:

- **Agree** to the proposed extension to the current term of office for the Deputy Lead Governor to July 2023 and to the process outlined for appointing to the role.
- **Agree** the approach with regard to future nominated seat allocation for the seat vacated by the Clinical Commissioning Group
- **Volunteer** (as individuals) to join the Nominations and Remuneration Committee
- **Volunteer** (as individuals) to join the Governor observation rota for board sub committees
- **Support and note** recommendations to hold a by-election for vacant Carer and Staff Governor seats and **note** the timetable for these to be held.
- **Note** other governance updates provided

Please identify which strategic priorities will be impacted by this report:

Covid-19 Getting through safely	Yes	X	No	
CQC Getting Back to Good	Yes	X	No	

Transformation – Changing things that will make a difference	Yes	X	No	
Partnerships – working together to make a bigger impact	Yes	X	No	
Is this report relevant to compliance with any key standards ? State specific standard				
Care Quality Commission Fundamental Standards	Yes	X	No	<p>“Good Governance - The provider of your care must have plans that ensure they can meet these standards.</p> <p>“They must have effective governance and systems to check on the quality and safety of care. These must help the service improve and reduce any risks to your health, safety and welfare.”</p>
Data security and Protection Toolkit	Yes		No	X
Any other specific standard?				X
Have these areas been considered ? YES/NO				If Yes, what are the implications or the impact? If no, please explain why
Service User Safety and Experience	Yes	X	No	Not required for this purpose
Financial (revenue & capital)	Yes	X	No	
Organisational Development/Workforce	Yes	X	No	
Equality, Diversity & Inclusion	Yes	X	No	
Legal	Yes	X	No	
Environmental sustainability	Yes	X	No	

Governance Report

Section 1: Analysis and supporting detail

Deputy Lead Governor process

- 1.1 The role of Deputy Lead Governor is not a statutory role under the NHS Foundation Trust Code of Governance, SHSC put the role in place in 2021 as a means of supporting the Lead Governor in undertaking their responsibilities. The role description is attached at **Appendix 1**
- 1.2 The primary purpose of the Deputy Lead Governor is to provide an additional point of contact for the Council of Governors should the Lead Governor be unavailable for a period of time or has a conflict of interest. In addition, the Deputy Lead Governor may support the Lead Governor in aspects of their role at their request or at the request of the Chair.

The Chair, Director of Corporate Governance and the Corporate Assurance Manager are available to provide support to the Lead Governor and Deputy Lead Governor in their roles as required.
- 1.3 The Deputy Lead Governor's current term ends in April 2023 having served for two years. A number of governors have their term of office ending in July 2023 and therefore it is proposed that the Council of Governors agree to an extension to the current term of office for the Deputy until July 2023 with an election taking place in the summer of 2023. This would potentially mean that more governors would be eligible to stand. Governors are asked to agree to the extension and to the process outlined in the paper.
The description of the roles of Lead Governor and Deputy Lead Governor are provided in **Appendix 1**.
- 1.4 Governors who have two years of their term of office remaining, and who are within the identified constituencies of public, service user, carer or young service user/carers are eligible to stand. The current Deputy is eligible to re-stand if they are re-elected as a governor in 2023, and wish to be considered, as two consecutive terms of office are permitted. Any governor wishing to nominate themselves will be asked to submit a short statement either by email or post. Following receipt of nominations, the selection of the Deputy Lead Governor would then take place by a secret ballot (via email and/or post) and the Council of Governors informed of the outcome via email with a formal report received at a Council of Governors meeting.

Deputy Lead Governor appointments should continue to be held in alternate years to the Lead Governor appointment to support continuity and planning.

NRC Membership

- 1.4 Further to the provisions of Standing Order 10.2 of the Council of Governors' (CoG) Standing Orders (the 'Standing Orders'), the CoG has established a committee to be known as the Nominations and Remuneration Committee
- 1.5 The committee has a number of functions: succession planning for the Chair and Non-Executive directors (NEDs); annual review of the knowledge and skills of the NEDs; to agree with the CoG and in consultation with the Board of Directors, the criteria and the process for the selection of candidates for office as Chair or another Non-executive Director of the Trust; to make recommendations to the Council as to potential candidates

for appointment as Trust Chair or other Non-executive Director; to consider and make recommendations to the CoG on the remuneration, allowances and other terms and conditions of office of the Trust Chair or other Non-executive Directors

- 1.6 The current terms of reference sets out the committee membership as: Trust Chair; Lead Governor; one Service User governor; one Carer governor; two Public governors; one Staff governor; one Young Service User or Carer governor and one appointed governor.

Also attached at **Appendix 2** are the Nominations and Remuneration Committee information slides presented to the Council of Governors in July 2022.

- 1.7 There are currently vacancies on the Nominations and Remuneration committee for the following Governors categories: one Public governor; one staff governor, one Young Service user/ Carer governor and one appointed governor.
- 1.8 Governors from these areas are asked to consider joining the NRC to ensure continued quoracy necessary for the transaction of business. This is particularly important at this time given we have Non-Executive recruitment underway for which the committee plays a key role.

Observations on Board sub-committees

- 1.9 As part of the Well Led Development Plan conducted during 2020-21, it was identified that to support continued improvement on engagement between the Board and the Council of Governors and their understanding of the formal work of Non-Executive Directors (NEDs) it would be helpful to put in place an opportunity for Governors to observe Board sub-committee meetings which are chaired by NEDs. This also supports Governors in their role in participating in the NED appraisals. A list of governor attendees was put in place from October 2021. Since then we have had Governor elections and departure of some Governors who had been participating and as such the time is right to establish an updated rota for 2023. Currently all meetings are held via MS Teams.

- 1.10 The observers on committees in 2022 have been as follows:

Mental Health Legislation Committee	Adam Butcher (left the Council of Governors June 2022)
Finance and Performance Committee	Ben Duke
Quality Assurance Committee	Chris Digman
Audit and Risk Committee	Steve Hible (left the Council of Governors June 2022)
People Committee	Liz Friend (left the Council of Governors June 2022)

The frequency and times of the committee meetings are as follows:

Committee	Frequency	Times
Mental Health Legislation Committee	Quarterly on a Wednesday	10am to 12pm
Finance and Performance Committee	Monthly on a Thursday	1pm to 3.30pm
Quality Assurance Committee	Monthly on a Wednesday	10am to 12.30pm

Audit and Risk Committee	5 times per year on a Tuesday	1.30pm to 4pm
People Committee	Bi-monthly on a Tuesday	2pm to 4.30pm

- 1.11 **Governors are asked to consider volunteering to participate in the rota on a 6 monthly rotation.**

Non-Executive Director roles and responsibilities

- 1.11 Non-Executive Director roles and responsibilities have been updated effective from 1 September 2022.

Sub-committee Chairs:

Committee	Chair	Member	Member	Member
Audit and Risk	Anne Dray	Owen McLellan	Heather Smith	
Quality Assurance	Heather Smith	Anne Dray	Olayinka Monisola Fadahunsi-Oluwole	Brendan Stone
Finance	Owen McLellan (from October 2022)	Richard Mills	Anne Dray	
Mental Health Legislation	Olayinka Monisola Fadahunsi-Oluwole	Richard Mills	Brendan Stone	
People	Heather Smith	Olayinka Monisola Fadahunsi-Oluwole	Owen McLellan	Richard Mills

- 1.12 NHSE/I have identified roles they recommend are held by Non-Executive Directors and roles which will now be covered by Board Sub Committees or other, Executive individuals. Detail is provided on how this is being managed at SHSC is outlined below.

Roles to be held by Board sub committees or other named roles

Issue	Person	Committee
Hip fracture, falls and dementia	Can be an Executive or a committee role	Quality and safety
Learning from deaths	Can be a committee role	Quality and safety
Safety and risk	Can be a committee role	Quality and safety Audit and Risk
Palliative and end of life care	Can be a committee role	Quality and safety
Health and safety	Can be a committee role	Cuts across Quality - People - Finance
Children and Young People	Can be the Chair of Quality or a committee role	Quality and Safety
Resuscitation	Can be a committee role	Quality and safety

Cybersecurity	SIRO – Held by Director of Finance	Finance and Performance Audit and Risk
Emergency preparedness	Needs to be Board level – held by Executive Director of Nursing, Professions and Operations	Audit and Risk
Safeguarding	Can be a committee role	Quality and safety
Counter Fraud	Held by Executive Director of Finance	Audit and Risk
Procurement	Held by Executive Director of Finance	Finance and Performance
Security management, violence and aggression	Committee role	People
Wellbeing	Heather Smith (Champion)	People
Freedom to Speak Up	Richard Mills (Champion)	People, Quality and Safety
Senior Independent Director	Anne Dray	

Non-Executive Appraisals

- 1.13 As noted at the previous meeting all appraisals have taken place for Non-Executive Directors with one outstanding for the Associate Non-Executive Director. This is due to take place on 13 October 2022. A further update will be brought to the next meeting.

Governor Elections

- 1.14 Following the elections held in the spring of 2022 vacancies remain on the Council of Governors. It is recommended for staff and carer governor constituencies and for the public constituency vacancies that a by-election takes place immediately. Areas where we currently have limited representation which are most pressing to ensure we remain quorate are staff and carers constituencies, and Public North East (which currently has no representation). to ensure that the Council of Governors is able to remain quorate given the level of vacancies in these areas and the requirements of the constitution.

The current staff and carer vacancies, and the vacancy for Public North East are detailed below:

Constituency	Vacancy
Staff Medical and Clinical	1
Staff Clinical Support	1
Staff Psychology (vacancy from January 2023)	1
Staff Support Worker	1

Staff Social Worker	1
Staff Nursing	1
Carer	3
Public North East	2
Public South East	1
Public South West	1
Public North West	1

The proposed timetable for Governor elections is as follows:

Action	Date
Last Day for Publication of Notice of Election	18/10/2022
Deadline for receipt of nominations	03/11/2022
Publication of Statement of Nominations	04/11/2022
Deadline for candidate withdrawals	08/11/2022
Notice of Poll/Issue of ballot packs	18/11/2022
Close of Poll 5.00pm	13/12/2022
Count and Declaration of Result	14/12/2022

The timetable proposed will allow an election process to take place and all successfully appointed Governors to complete Fit and Proper persons tests, DBS and declarations of Interest before they are finally confirmed in post at the February 2023 Council of Governors meeting.

Advice has been sought from our election provider on how we should manage the terms of office for these seats given this is a by-election following failure to recruit in these areas in the elections held earlier in the year, and we need to tie in the process with our next, regular elections and whether it would be prudent to include, any vacant public governor seats (where we have less issues around quoracy), at this time given we have a review of the constitution pending or if they should be included. A verbal update on this will be provided at the meeting.

Governors are asked to support and note a by-election for staff and carer governor seats takes place and to note the timetable outlined.

Review of the Constitution

- 1.15 The election provider has recommended that the review of the constitution be held back until after completion of the elections. Key areas where we are at risk of non quoracy currently are in the carer and staff governor categories which need to be addressed first before considering any changes needed to the constitution.
- 1.16 Foundation Trusts have been asked by the Integrated Care Board (ICB) Chair if they wish to have nominations put forward for an ICB representative on their Councils following the disbanding of Clinical Governance Groups, or if Councils of Governors would prefer to identify a bespoke approach in filling these vacant seats. The letter

from the ICB Chair is attached for reference at **Appendix 3**. The view of the Board, which reflects the approach being taken by other providers, is that we should identify an organisation which best meets our own needs

Governors are asked for views on whether the seat should be offered to the ICB or if there are organisations they feel it would be helpful to have represented on our Council of Governors

- 1.17 Governors are asked for views on organisations they feel it would be helpful to have represented on our Council of Governors for this seat and are asked to feed in any observations to support the review of the Constitution to the Chair and the Director of Corporate Governance with a view to bringing back recommendations to the meeting to be held in February 2023.

Code of Governance Review update

- 1.18 The Code of Governance and the addendum related to the role of Governors is still to be finalised. SHSC will undertake a review of its own governance arrangements against the new Code when it is in final form.
- 1.19 Regional Governors were invited to a conference event held on 3 October 2022 on the changes taking place and implications for the role of Governors. At the meeting, which was very well attended by a selection of our own governors, as well as governors and colleagues from across the system was very energised with a wide range of questions raised and discussion held. A briefing shared in advance of this is attached at **appendix 4** and a recording and a Q & A will be shared as soon as these are made available. Lead Governors are being brought together in December to discuss next steps to ensuring we continue to bring in the voice of our Governors as our system changes continue to develop and embed.

Governors who attended the event are invited to provide feedback to colleagues.

NHS Providers Training and Support

- 1.20 NHS Providers run regional development workshops online for governors across England offering NHS governors the opportunity to learn from others, and to make contacts that will prove helpful in exercising their statutory duties.
- 1.21 Topics covered in the workshops include the NHS in a local context, working in partnership with stakeholders, sharing good practice and exploring key governor duties. The workshops available this autumn are as follows:

Name	Date
Governor Virtual Workshop	6 October 12pm to 2.30pm via Zoom
Staff Governor support workshop	25 October 4.30pm via Zoom

More information can be found at: <https://nhsproviders.org/governor-support>

- 1.22 Governors are asked to note these sessions, register to attend if they wish to do so via the link and be aware that information will be forwarded as more workshop dates are released throughout the year. If support is needed on registering please contact the Head of Corporate Assurance, Amber Wild.

Section 2: Risks

- 2.1 There is a risk that the Council of Governors will not remain properly constituted and the council will become unquorate if successful elections are not held for the vacant seats.
- 2.2 Stable and experienced leadership is key to continued progress in the organisation so there would be risks associated with not undertaking an appropriate appraisal process for Non-Executive Directors and in not undertaking successful recruitment for the upcoming vacant Non-Executive Director role.

Section 5: List of Appendices

- Appendix 1 – Lead Governor and Deputy Lead Governor role descriptions
- Appendix 2 - Nominations and Remuneration Committee presentation slides
- Appendix 3 - Integrated Care Board (ICB) system changes – letter from the ICB Chair with regard to replacement to the Clinical Commissioning Group (CCG) seats on Foundation
- Appendix 4 – System Working for Governors pre-conference briefing



Appendix 1

LEAD GOVERNOR ROLE DESCRIPTION

Background

In accordance with the NHS Foundation Trust Code of Governance the primary purpose of the Lead Governor is to facilitate direct communication between the Regulator (NHS England/Improvement) and the Council of Governors.

The Regulator does not, however, envisage direct communication with the Council unless there is a real risk of the Foundation Trust significantly breaching its licence or constitution and the Council's concerns cannot be satisfactorily resolved.

Once there is a risk that this may be the case, and the likely issue is one of board leadership, the Regulator will often wish to have direct contact with the Foundation Trust's Council of Governors, but at speed and through one established point of contact, namely, the Foundation Trust's nominated Lead Governor. A full description of the role of the nominated Lead Governor as stated in the NHS Foundation Trust Code of Governance is shown in Attachment A below.

However, Lead Governors can have an understanding of the role of the Council beyond its statutory responsibilities and at SHSC there is a commitment to agreeing broader local arrangements for the role that support the work of the Council. This will allow for the appointment of a Lead Governor and a Deputy Lead Governor.

In addition to this, the Lead Governor, supported by the Deputy Lead Governor, will also:

- Be a member of the nominations committee (Appointments and Remuneration Committee) that oversees the arrangements for appointing (and removing if necessary) the Chair and other Non-Executive Directors, and considers the remuneration, allowances and other terms and conditions of office of Non-Executive Directors.
- Support and facilitate opportunities for governors to communicate and share feedback in-between formal meetings;
- Present the Annual Governor's Report to Members at the Annual Members Meeting. The Director of Corporate Governance and the Corporate Assurance Manager will provide support to the Lead Governor and Deputy Lead Governor

DEPUTY LEAD GOVERNOR ROLE DESCRIPTION

The role of Deputy Lead Governor is not a statutory role under the NHS Foundation Trust Code of Governance.

Primary Role

The primary purpose of the Deputy Lead Governor is to provide the Foundation Trust with a point of contact for the Council of Governors should the Lead Governor be unavailable for a period of time or have a conflict of interest. In addition, the Deputy Lead Governor will support the Lead Governor in all aspects of their role.

Specifically the Deputy Lead Governor will:

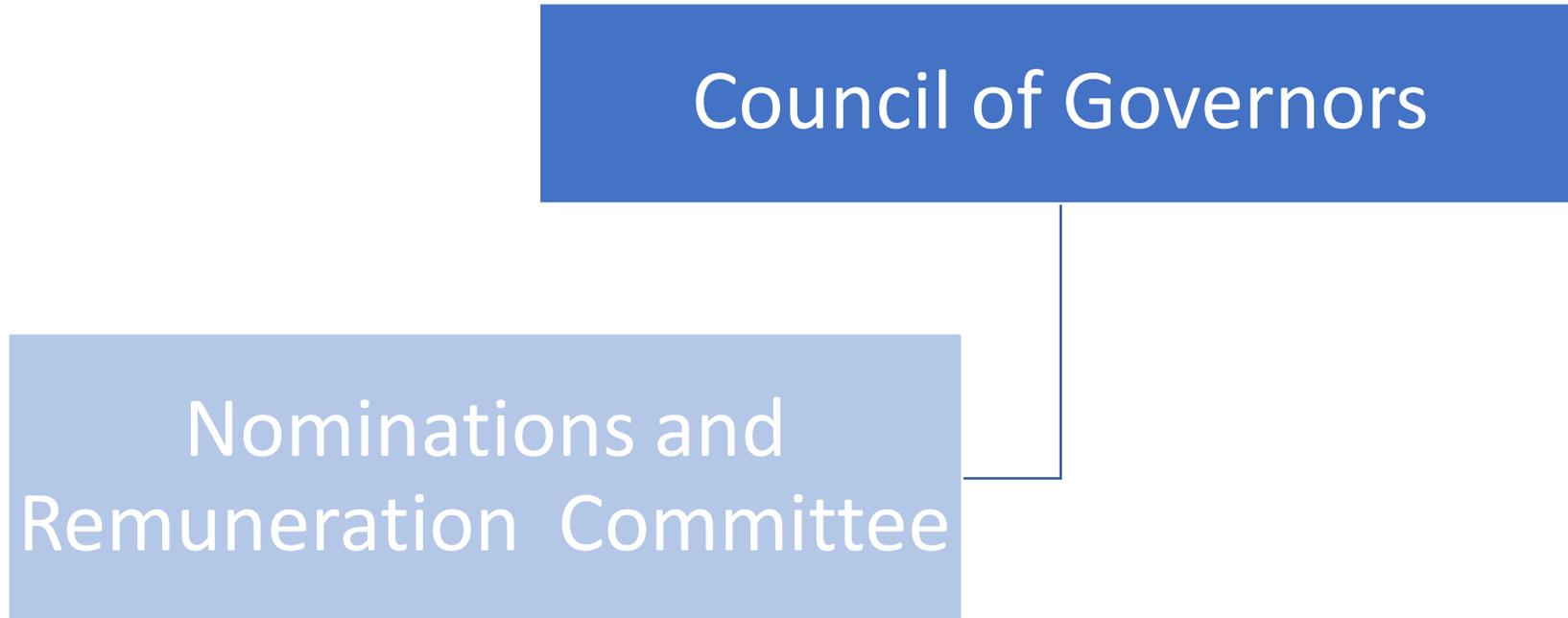
- Support the Lead Governor in their liaison role across individual governors, to ensure views and feedback are considered by the Chair and the wider Council as appropriate.
- Undertake specific tasks on behalf of the Council as agreed with the Chair and Lead Governor.

The Director of Corporate Governance and the Corporate Assurance Manager will provide support to the Lead Governor and Deputy Lead Governor.

▶ **Nomination and Remuneration Committee**

Sharon Mays, Committee Chair
28 July 2022

▶ Nominations and Remuneration Committee



▶ Statutory Committee

- Only Statutory Committee reporting into Council of Governors
- The other Statutory Committees are Audit and Risk Committee and Remuneration Committee (for Exec roles) which report into the Board
- Terms of Reference (from 2016) are to be updated and taken to the next NRC meeting and then the Council of Governors in October 2022 for approval

Responsibilities – recruitment, remuneration terms and conditions

The Council of Governors is responsible for:

- Approving the selection, appointment, and where necessary, the removal of the Trust Chair and other Non-Executive Directors
- Approving remuneration and terms and conditions

Nominations and Remuneration Committee has delegated responsible for:

- The process and for making recommendations to the Council of Governors
 - *In determining the criteria for selection of a Chair or NED the committee must consult with, and take account of, the views of the Board*
- Approve recruitment documentation and participate in shortlisting and appointment panels
- Remuneration should be reviewed at least every 3 years and when new appointments are made

Note - Termination requires completion of rigorous process with a number of steps taken before a recommendation would go to Council of Governors. The decision requires approval of three-quarters of the members of the whole Council

Responsibilities – Performance & re-appointment

Nominations and Remuneration Committee has responsibility for:

- monitoring the performance evaluation of the Trust Chair (via the Senior Independent Director) and the Non-Executive Directors (via the Chair)
- Providing a high level report on the appraisal process and outcome to the Council of Governors
- Making recommendations to the Council of Governors in respect of re-appointment of the Chair and NEDs (subject to positive appraisal outcomes)



Responsibilities – Succession planning

- To ensure there is a succession plan for the Chair and the other Non-executive Directors of the Trust
 - taking into account their terms of office and the future challenges, risks and opportunities faced by the Trust
- In support of succession planning to review, at least annually, the balance of skills, knowledge and experience of the Non-executive Directors

► Membership

Members:

- Chair of the Board and Council of Governors (Chair of the committee except where conflicted or items relate to their performance, remuneration or appointment)
- Lead Governor (Reserve Chair) [our current Lead Governor is also a Service User governor](#)
- 1 Service User Governor
- 1 Carer Governor
- 2 Public Governors
- 1 Staff Governor
- 1 Governor from the 'Young Service user or carer' class
- 1 Appointed Governor

Members of Council of Governors can be co-opted to fill a vacancy

New members to be identified following recent departures. Membership is being reviewed as part of the Terms of Reference review and the review of the Constitution.

Quorum: Currently four



▶ Attendees

Normally in attendance:

- Director of Corporate Governance (Board Secretary) in an advisory and support role
- Senior Independent Director for items related to the appraisal or re-appointment of a Chair
- Director of People (HR) if required



2021-2022 & 2022 – 2023 meetings (to date)

In 2021-2022 the committee met five times:

- 13 April 2021 (Re: NED appraisals and Chair appraisal process, NED appointment)
- 2 August 2021 (Re: outcome of NED and Chair appraisals, Chair succession)
- 10 November 2021 (Re: update on NED succession)
- 1 February 2022 and 16 February 2022 (Re: NED recruitment)

In 2022-2023 so far the committee has met four times:

- 17 May 2022 (Re: NED appointment process)
- 26 May 2022 (Re: outcome of NED recruitment to recommend to the CoG)
- 8 June 2022 (Re: Chair appraisal outcome and NED appraisals process)
- 19 July 2022 (Chair position in advance of CoG and NED appraisal update)

South Yorkshire & Bassetlaw Integrated Care System
722 Prince of Wales Road
Sheffield
S9 4EU
Programme Office: 0114 3051905

27th June 2022

FAO:

ICB Chief Executives and Chairs of the South Yorkshire Foundation Trusts

By email

Dear Colleague,

Subject: NHS Foundation Trust Partner Governors Changes

As you are aware, the four South Yorkshire Clinical Commissioning Groups (CCGs) will cease to exist on 1 July 2022 and be replaced by the Integrated Care Board (ICB).

In line with the constitution of each of the seven South Yorkshire NHS Foundation Trusts, and any local agreements, the following arrangements are currently in place in relation to Partner Governor representation from the four South Yorkshire CCGs.

Barnsley Hospital NHS Foundation Trust – Barnsley CCG Lay Member Chris Millington is the Partner Governor until 30 June 2022.

Doncaster and Bassetlaw Teaching Hospital – Doncaster CCG Executive Director Anthony Fitzgerald is the Partner Governor until 30 June 2022.

Rotherham NHS Foundation Trust – there is currently no Rotherham CCG Partner Governor.

Rotherham Doncaster and South Humber NHS Foundation Trust - Jo Forrestall was the Doncaster CCG Partner Governor until her term concluded and a replacement was not made.

Sheffield Children's NHS Foundation Trust – ex Sheffield CCG GP Governing Body member Nikki Bates was the Partner Governor representative up to 28 September 2021. Nikki then moved to the role of Public Governor with the same Trust and there is now no Sheffield CCG Partner Governor.

Sheffield Health and Social Care NHS Foundation Trust - Sheffield CCG Lay Member Mark Gamsu is the Partner Governor until 30 June 2022.

Sheffield Teaching Hospitals NHS Foundation Trust – Sheffield CCG GP Governing Body Member David Warwicker is the Partner Governor until 30 June 2022.

I want to thank the current CCG Governing Body for their important contributions and I am aware that, where there has been Partner Governor representation, the CCG members have valued their role.

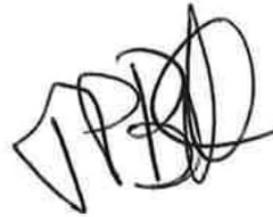
I am keen to consider with you all how best to progress what has worked well in the past to build on this for the new ways of working across the SY integrated care system.

Can I please ask that each Foundation Trust confirms both the requirements of their current Constitution in respect of Partner Governors and if there are any plans to change the Constitution to support a further discussion on having a consistent approach across South Yorkshire.

Yours sincerely,



Gavin Boyle
Chief Executive (Designate)
South Yorkshire Integrated Care Board.



Pearse Butler
Chair (Designate)
South Yorkshire Integrated Care Board

Cc: Governance Leads of the South Yorkshire Foundation Trusts
Current Partner Governor Representatives
Will Cleary-Gray, Executive Director Strategy and Partnerships (Designate)

System Working for Governors

Pre-Conference Briefing

Earlier this year, the Health and Care Act 2022 was enacted, giving NHS organisations a legal duty to work together for the first time. They are doing this through 42 **Integrated Care Systems (ICSs)** which bring together NHS bodies, local authorities and other organisations with the aim of improving healthcare for local populations. South Yorkshire is one of those systems.

ICSs are made up of four parts:

- **Integrated Care Boards (ICBs)**, which have subsumed many of the functions of the clinical commissioning groups that were abolished by the Act. They also have a role in pulling healthcare provision together across the system
- **Integrated Care Partnerships (ICPs)**, made up of a much wider group of people including from the voluntary and community sector which have a responsibility for developing a long-term strategy for the system
- **Place-based partnerships** covering areas including Barnsley, Doncaster, Rotherham and Sheffield which bring together the organisations in those localities to tackle health-related issues specific to them
- **Provider collaboratives**, which can either be formed at place or at scale, bringing together organisations around common agendas such as acute healthcare, mental health, children and young people and primary care

The Act also introduces a new duty on NHS bodies known as the '**triple aim**'. Under this, NHS England, ICBs, and other NHS agencies must consider the effects of their decisions on the health and wellbeing of the population, quality of care, and sustainable use of NHS resources. At the heart of the triple aim is a requirement for boards to tackle health inequalities in their area.

So, what about the role of governors?

The Act has not changed the role of governors who are still elected or appointed by foundation trusts in order to represent the interests of their members and the public as a whole and to hold the non-executive directors to account for the performance of the board.

However, system working will affect what councils of governors need to consider when performing their duties.

For instance, they will need to be assured that their board has considered the consequences of decisions on other partners within the system, and the impact on the public at large. The 'public at large' element challenges governors to think beyond their own constituency or even the members or patients who use their trust's services to those who use services across the system.

NHS England has published an Addendum to the national reference guide for governors which sets out how governors will work in the new context. This can be read [here](#). Another helpful document that has been recently published is the new [NHS Code of Governance](#). This is in draft at the moment but it is a key document because it sets out how boards should operate at trust and system level, and governors have a key role in holding the non-executive directors of their boards to account.

The Addendum also places new obligations on trusts to ensure governors have the right information pertaining to system-working and on trust chairs who should facilitate engagement between the ICB, the ICP and the trust's council of governors. It is with that in mind that chairs have come together to organise this virtual conference on **Monday 3rd October 2022**, which is open to governors from all NHS foundation trusts across South Yorkshire and Bassetlaw, both acute and mental health.

It will be convened by Suzy Brain England OBE who as well as being the Chair of Doncaster and Bassetlaw Teaching Hospitals NHS Foundation Trust is also the chair representative on the NHS Providers' [Governor Advisory Committee](#), a national governor-led body which aims to highlight the importance of NHS foundation trust governors and the role they play in healthcare.

The conference will feature sessions from Miriam Deakin of NHS Providers on the governor's role in system working, as covered in the Addendum, as well as updates from the Chair and Chief Executive of the ICB and from the chairs of two key provider collaboratives in South Yorkshire. There will, of course, also be plenty of opportunity for questions and answers and we would encourage you to feed these into your trust secretaries in advance, if you can.

We look forward to welcoming you on the 3rd and if you have any questions beforehand please do not hesitate to contact your chair or trust secretary.