

Council of Governors

SUMMARY REPORT

Meeting Date: 16 October 2024

Agenda Item: 13

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

Summary of key points in report

Key corporate governance matters for reporting to the Council of Governors are outlined below:

- Annual Members Meeting (AMM)** - Terry Proudfoot as governors will be aware has stepped down from her role as the Lead Governor after 4 1/2 years in the role. This was reported to the Annual Members Meeting in September and the Chair and Chief Executive led a presentation and thanks to Terry for her outstanding contribution to the Trust during her tenure as Lead Governor. Ben Duke, current Deputy Lead Governor was confirmed at the meeting as the new Lead Governor. The term of office is one year effective from 27 September 2024. Congratulations to Ben on his appointment.

The meeting approved changes to the Constitution as recommended by the Council of Governors and Board of Directors.

Some further changes are required to the Constitution. These were shared at the AMM and relate to the following – **Governors are asked to confirm their support for these changes in advance of discussion and approval at the November Board of Directors:**

Amendments required to Section 5 Annex 8 Board of Directors Standing Orders

To recommend inclusion of a paragraph related to our arrangements in respect of the Committee in Common of the Mental Health, Learning Disability and Autism Collaborative. This is referenced in our Annual Report 2023/24 and for completeness should be reflected as follows:

The Trust is part of the South Yorkshire Mental Health Learning Disability and Autism Collaborative which is made up of four Trusts – Sheffield Health and Social Care NHS FT, Rotherham Doncaster and South Humber NHS FT, Sheffield Children's NHS FT

and South West Yorkshire Partnership NHS FT. This is structured as a joint working agreement which sets out the vision, role, priorities, rules of working and key workplan of the collaborative and terms of reference for the Collaborative have been agreed by the constituent Boards. Each of the four Trusts has its own committee in common with these then coming together as a joint committee in common (Provider Collaborative Board). The Committee in Common arrangement provides a flexible framework for aligned decision making.

Amendments required to Section 9 Annex 8 Board of Directors Standing Orders

Note - changes to the scheme of delegation post approval by the Board in March 2024 have been made. To recommend it be noted that changes required by, and approved by, the Board of Directors to their Standing Orders, Standing Financial Instructions or Scheme of Delegation where these affect the Constitution, will be made as required and noted to the Council of Governors and Board of Directors in regular governance reporting. This is a matter for Board of Directors approval.

Other matters

Deputy Lead Governor role

We will be running a nominations and election process for the role of Deputy Lead Governor. Nominations from Governors interested in standing together with a short statement on why you are interested in the role and what you feel you can bring to it are requested to be sent into Amber.Wild@SHSC.nhs.uk by 31 October 2024. All Governors are eligible to apply.

- **Membership engagement** – A strategic communications and engagement strategy is being finalised with expert support which will bring together a range of work and initiatives we have in place across the organisation to engage with our communities including our engagement with members. A further update on this is expected to be shared in the coming months including outlining how Governors can be involved. If any Governors are particularly interested in participating please contact a member of the Corporate Assurance team.
- **Annual submission requirements related to the Fit and Proper Persons Test (FPPT) for Board members** – for assurance and noting, the Trust has complied with the new requirements related to this for Board members and submitted reporting required.
- **Board Assurance Committee observation roles** – any Governors interested in taking part in the observation rota please contact Bethan.Devonald@SHSC.nhs.uk
- **Nominations and Remuneration Committee** – Governors are welcome to join this key committee which oversees our recruitment and annual review processes for the Chair and the Non-Executive directors. Please contact a member of the team if you are interested in joining.
- **Due diligence process for Governors** – Governors are asked to support provision of any outstanding documents required for completion of their due diligence including any requirements related to DBS

Recommendation for the Council of Governors to consider:

Consider for Action		Approval	✓	Assurance	✓	Information	✓
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The Council of Governors is asked to note and comment upon updates provided and to confirm support for

the proposed additional amendments to the Constitution pending approval by the Board of Directors.					
Please identify which strategic priorities will be impacted by this report:					
Effective Use of Resources			Yes	✓	No
Deliver Outstanding Care			Yes	✓	No
Great Place to Work			Yes	✓	No
Ensuring our services are inclusive			Yes	✓	No
Is this report relevant to compliance with any key standards? State specific standard					
Care Quality Commission	Yes	✓	No		Health and Social Care Act 2022 Code of Governance 2022
Data Security Protection Toolkit	Yes		No	✓	
Have these areas been considered ? YES/NO				If Yes, what are the implications or the impact? If no, please explain why	
Service User and Carer Safety, Engagement and Experience	Yes		No	✓	Not required for this purpose
Financial (revenue & capital)	Yes		No	✓	
OD/Workforce	Yes		No	✓	
Equality, Diversity & Inclusion	Yes		No	✓	
Legal	Yes		No	✓	
Environmental sustainability	Yes		No	✓	

1. Fit and Proper Persons Test (FPPT) requirements

We are still finalising the process of updating the DBS's for Governors. In order to complete this process ID checks must take place. This has been followed up with individuals and should have been closed off by the Annual Members Meeting. Anything outstanding is requested to be progressed as a matter of priority.

2. Governor Election update

Since the last meeting the following appointed Governors have successfully completed their due diligence processes and it is hoped they will be joining us at the October meeting:

- Cllr Sophie Thornton from Sheffield City Council
- Cllr Nighat Basharat from Sheffield City Council
- Andrea Fox from University of Sheffield

3. Lead Governor role update

As Governors will recall the term of office for the lead governor came to an end on 30 June 2024 at which point the Council of Governors agreed to an extension for the current Lead Governor to the Annual Members Meeting on 26 September 2024 to enable an election process to take place for her successor. This has now taken place and former Deputy Lead Governor Ben Duke has been appointed as lead governor effective from 27 September 2024 for one year.

We will now be following a process to appoint to the role of Deputy Lead Governor.

Nominations from Governors who are interested in being considered for this role, and which will run for a year effective from the date the appointment is made, are requested to be sent into Amber.Wild@SHSC.nhs.uk by 31 October 2024. All Governors are eligible to apply. Nominees are asked to provide a short statement outlining why they are interested in the role and what they feel they can bring to it. In the event of there being more than one nominee we will run an election process. The statements will be shared with Governors and a voting process will take place with the outcome reported at the next meeting of the Council of Governors. The role description is outlined below:

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.

- 4. Membership engagement** – Governors will recall previous discussions about membership engagement facilitated by Charis last September in which views were captured on how we might approach developing a refreshed membership engagement strategy. Since then, the Trust has engaged Values Circle, an external consultancy who are experts in communications and engagement, to work with us on our Values into Behaviour programme, which has involved widespread engagement across our organisation including engagement from a number of our Governors. The team are working with us to support the development of a strategic communications and engagement strategy. This will bring together a range of work and initiatives we have in place across the organisation to engage with our communities including our engagement with members. We will be back in touch with Governors to outline any opportunities for Governors to be involved in this particularly around membership engagement and if there are Governors who are keen to participate in this please let a member of the Corporate Assurance Team know.

If you have ideas on how you might want to engage with your constituencies and need help with this please contact a member of the team. The membership data base is a key tool for

getting messages out in a directed way and if you would like to use that to let people know who you are and how to contact you, the team can support you in that.

We would welcome any views you might have on how we might raise awareness about you, your role and how best to contact you; to support you in providing your updates to the Council of Governors on your engagement with your constituencies and in raising issues they have with the Trust. We have had discussions with staff governors who have confirmed they wish to raise their profile and issue further communication to staff about their roles. The team will be engaging with them to support this.

5. Annual Members Meeting

The meeting which took place on 26 September was a great success with over 80 people in attendance and a wide range of partners, staff members and governors hosting information stalls. A presentation on key highlights from the last year and looking forward was given by the Chief Executive which included a range of videos and from the Chair and the Lead Governor on the work of the Board and the Council of Governors.

The meeting approved changes to the Constitution which has been circulated to all Governors and is available on our website. As noted there are some further changes required to the Constitution. These were shared at the AMM and relate to the following – **Governors are asked to confirm their support for these changes in advance of discussion and approval at the November Board of Directors:**

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6. Holding to Account

One of the key ways in which Governors can ‘hold the Non-Executive Directors to account’, is to observe their chairing and/or participation in Board of Directors meetings or in Board Assurance Committee meetings. This also supports Governors in their role in participating in the NED appraisals. Board of Directors meetings are open to the public and we would encourage Governors who have the time to observe at least one Board meeting a year. Governors can do this by either attending on line or in person. It is possible to step in and observe for specific items if you are not able to join for the whole meeting and all papers are available on the website with agendas with Governors in advance. Governors and the public are also invited to provide any questions in advance of the meeting with answers to these recorded in the minutes.

We have a process in place to identify Governor observers for our Board Assurance Committees and we are looking for nominations for observation between now and the end of March 2025. This can be done on a rota basis if Governors prefer or Governors can put themselves forward to observe a committee until the end of the March. Those observing in 2023/24 are asked to confirm if they wish to continue.

There are 5 Board Assurance Committees and the observers on committees currently are as follows:

<p>Mental Health Legislation Committee</p> <ul style="list-style-type: none"> • Chair Dr Olayinka Monisola Fadahunsi-Oluwole (Yinka) • Executive lead Dr Helen Crimlisk Interim Medical Director. 	<p>Governor observer - Ceceila Jackson-Chambers</p>
<p>Finance and Performance Committee</p> <ul style="list-style-type: none"> • Chair Owen McLellan • Executive lead Phillip Easthope Executive Director of Finance and Digital 	<p>Governor observer - Ben Duke Lead Governor</p>
<p>Quality Assurance Committee</p> <ul style="list-style-type: none"> • Chair Heather Smith • Executive lead Caroline Johnson Interim Executive Director of Nursing, Professions and Quality 	<p>Governor observer - vacant</p>
<p>Audit and Risk Committee</p> <ul style="list-style-type: none"> • Chair Anne Dray • Executive lead Phillip Easthope Executive Director of Finance and Digital 	<p>Governor observer - vacant</p>
<p>People Committee</p> <ul style="list-style-type: none"> • Chair Heather Smith) 	<p>Governor observer - Kathleen Myrie</p>

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| <ul style="list-style-type: none">• Executive lead Caroline Parry
Executive Director of People. | |
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The frequency and times of the committee meetings vary however they are held during the working day which we recognise may be an issue for some Governors. **Governors are asked to consider volunteering to participate in the rota and to confirm either in the meeting or directly to the support team.**

End.