

THE COUNCIL OF GOVERNORS POLICY FOR ENGAGEMENT WITH THE BOARD OF DIRECTORS

POLICY REFERENCE NUMBER:	CP56
VERSION NUMBER:	1
KEY CHANGES FROM PREVIOUS VERSION	n/a
AUTHOR:	Trust Secretary
CONSULTATION GROUPS:	Council of Governors Governance Committee, Council of Governors, Board of Directors
IMPLEMENTATION DATE:	September 2020
AMENDMENT DATE(S):	n/a
LAST REVIEW DATE:	September 2020
NEXT REVIEW DATE:	September 2023
APPROVAL BY COUNCIL OF GOVERNORS	23 September 2020
APPROVAL BY BOARD OF DIRECTORS	30 September 2020
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POLICY SUMMARY
<p>This Policy and associated Procedure outlines the mechanisms by which Governors and Directors will interact and communicate with each other to support their role in holding the Non-Executive Directors individually and collectively to account for the performance of the Board of Directors and describes the methods by which Governors may engage with the Board when they have concerns about the performance of the Board of Directors, compliance with the Trust's provider licence, or the welfare of the Trust.</p>
<p>The Trust monitors the implementation of and compliance with this Policy in the following ways:</p>
<p>This Policy will be subject to a three year review and implementation will be monitored by the Trust Secretary.</p>

Services	Applicable	Comments
Trustwide	✓	

**The Director responsible for monitoring and reviewing this Policy is
Chief Executive Officer**

ESSEX PARTNERSHIP UNIVERSITY NHS FOUNDATION TRUST

**COUNCIL OF GOVERNORS POLICY FOR ENGAGEMENT
WITH THE BOARD OF DIRECTORS**

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COUNCIL OF GOVERNORS POLICY & PROCEDURE FOR ENGAGEMENT
WITH THE BOARD OF DIRECTORS

Assurance Statement

The purpose of this Policy and associated Procedure is to ensure a process is in place for engagement between the Council of Governors and the Board of Directors as well as when the Council of Governors need to engage with the Board of Directors for those circumstances when they have concerns about the performance of the Board of Directors, compliance with the Trust's provider licence or the welfare of the Trust in line with the requirement A.5.6 of (Monitor's) *NHSE/ NHS Foundation Trust Code of Governance* (July 2014).

1.0 INTRODUCTION

- 1.1. This Policy has been developed by the Council of Governors to take account of the recommendations in (Monitor's) *NHSE/ NHS Foundation Trust Code of Governance* (July 2014) provision A.5.6 to address engagement between the Council of Governors (Council) and the Board of Directors (Board)
- 1.2. The principles in this Policy may also be applied to engagement between the Council and committees and working groups of the Council and the Board
- 1.3. The Council of Governors (Council) is responsible for representing the interests of Trust members as a whole and the interests of the public
- 1.4. The Council is required to hold the Non-Executive Directors (NEDs) individually and collectively to account for the performance of the Board. This includes ensuring the Board does not act in a way which results in the Trust breaching the terms of its provider licence
- 1.5. Governors are required to act in the best interests of the Trust and should adhere to its values and the Code of Conduct for the Council of Governors
- 1.6. Governors are required to discuss and agree with the Board how they will undertake these duties and any other additional roles, giving due consideration to the circumstances of the Trust, the needs of the local community and emerging best practice. It is envisaged that the process used to exercise their responsibility will be one of mutual agreement between the Council and the Board
- 1.7. This Policy and associated Procedure outlines the mechanisms by which the Council and the Board will interact and communicate with each other to support ongoing interaction and engagement, ensure compliance with the regulatory framework and specifically provide for those circumstances where the Council has concerns about:
 - 1.7.1. the performance of the Board of Directors
 - 1.7.2. compliance with the Trust's provider licence

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- 1.7.3. other matters related to the overall wellbeing of the Trust
- 1.8. The resolution of disputes between the Council and the Board is also covered in SO 9 of the Council's Standing Orders and SO 14.4 of the Board's Standing Orders
- 1.9. The relationship between the Council and the Board is also covered under SO 10 of the Council's Standing Orders and SO 15 of the Board's Standing Orders.
- 1.10. All new and / or revised Council of Governor procedures will include a section detailing action to be taken where the Council disagrees with a recommendation made by the Board in any decisions requiring Council approval.

2.0 DEFINITIONS

In this Policy the following definitions apply:

- 2.1 **Board of Directors (Board):** means the Board of Directors as constituted in accordance with the Trust's Constitution
- 2.2 **Chair:** means the person appointed in accordance with the Constitution to that position. The expression 'Chair' shall be deemed to include the Vice-Chair / Acting Chair if the Chair is absent from a meeting or otherwise unavailable
- 2.3 **Chief Executive (CEO):** means the CEO appointed in accordance with the Constitution
- 2.4 **Constitution:** means the Constitution of the Trust
- 2.5 **Council of Governors (Council):** means the Council of Governors as constituted in accordance with the Constitution
- 2.6 **Director:** means a person appointed as a Director (whether an Executive Director or a Non-Executive Director) in accordance with the Constitution
- 2.7 **Governor:** means a member of the Council of Governors
- 2.8 **Independent Regulator:** is the regulator of Foundation Trusts trading as NHS Improvement (formerly known as Monitor) as provided by Section 61 of the 2012 Act
- 2.9 **Lead Governor:** is the Governor appointed by the Council of Governors in accordance with the Constitution
- 2.10 **Provider Licence:** means the Trust's provider licence granted by the Independent Regulator under section 87 of the NHS Act 2006
- 2.11 **Regulatory Framework:** means the NHS Act 2006, Health & Social Care Act 2012, the Trust's Provider Licence, and any directions or guidance issued by the independent regulator (NHS Improvement)

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- 2.12 **Standing Orders:** means the Standing Orders of either the Council of Governors or Board of Directors
- 2.13 **Trust:** means Essex Partnership University NHS Foundation Trust
- 2.14 **Trust Secretary:** means the secretary/company secretary of the Trust or any other person or body corporate appointed to perform the duties of the secretary of the Trust, including a joint/assistant or deputy secretary

3.0 KEY PRINCIPLES

- 3.1 Informal, formal and frequent communication between the Council and the Board are an essential feature of a positive and constructive relationship designed to benefit the Trust and the services it provides
- 3.2 Directors and Governors are expected to act in such a manner as to comply with this Policy
- 3.3 **Chair:**
- 3.3.1 The Chair acts as the principal link between the Council and the Board and has the main role in dealing with issues raised by Governors, involving the Chief Executive and/or other Executive or Non-Executive Directors as necessary
- 3.3.2 The Chair ensures that the Board and Council work together effectively and enjoy constructive working relationships (including the resolution of any disagreements)
- 3.3.3 The Chair ensures good information flow from and between the Board, committees, Council and members
- 3.3.4 The Chair ensures that the Council and Board receive accurate, timely and clear information that is appropriate for their respective duties
- 3.3.5 The Chair constructs the agendas for both the Board and Council (with the input of others as appropriate)
- 3.3.6 The Chair has the most formal contact with Governors and should supplement this with informal contact where possible
- 3.3.7 The Chair shall:
- (a) Operate an open door Policy
 - (b) Support informal meetings outside of formal Council meetings with the CEO and/or any Director (via the Trust Secretary Office) to answer questions or confirm decisions taken by the Board (where appropriate)
 - (c) Encourage the participation of Directors in induction and training of Governors

3.4 Chief Executive:

3.4.1 The CEO ensures the provision of information and support to the Board and Council and ensures that Board decisions are implemented

3.4.2 The CEO facilitates and supports effective joint working between the Board and Council

3.4.3 The CEO supports the Chair in his/her task of facilitating effective contributions and sustaining constructive relations between Executive and Non-Executive Directors, elected and appointed members of the Council, and between the Board and Council

3.4.4 The CEO with the Chair ensures that the Council and Board receive accurate, timely and clear information that is appropriate for their respective duties

3.4.5 The CEO with the Chair constructs the agendas for both the Board and Council (with the input of others as appropriate)

3.5 Senior Independent Director (SID)

3.5.1 The SID acts as an alternative source of advice to Governors

3.5.2 The SID is available to Governors and members if they have concerns which contact through the normal channels of Chair, CEO and Executive Chief Finance officer has failed to resolve or for which such contact is appropriate

3.6 Lead Governor and Governors

3.6.1 Individual Governors have a responsibility to raise concerns (as defined in this Policy) and to assure themselves that issues have been resolved

3.6.2 The Lead Governor shall make himself/herself available to provide informal advice to any Governor who may seek it in advance of a concern being raised

3.6.3 The Lead Governor will be the conduit for direct communication between NHSE/I and the Council. This would be in exceptional circumstances where every attempt has been made to resolve any concerns locally either through the Chair or any other Board member

3.6.4 The Council as a body has a duty to inform NHSE/I if the Trust is at risk of breaching the terms of its provider licence.

3.7 Directors

Directors shall cooperate with any requests from the Chair (via the Trust Secretary Office) to attend informal meetings outside of formal Council meetings to answer questions from Governors and confirm decisions taken by the Board (where appropriate)

3.8 Trust Secretary

3.8.1 The Trust Secretary will be the first point of contact for any Governor or group of Governors who wish to raise a concern covered by this Policy

3.8.2 The Trust Secretary will, where possible, resolve the matter informally and/or advise as to whether it is appropriate to take the concerns to the Chair

3.8.3 The Trust Secretary will arrange informal meetings between Governors and Directors outside of formal Council meetings to answer questions and confirm decisions taken by the Board (where appropriate) where requested by the Chair.

4.0 SCOPE

4.1 This Policy applies to the Council of Governors and Board of Directors.

5.0 MONITORING AND REVIEW

5.1 The Chief Executive Officer has the overarching responsibility for this Policy

5.2 The Trust Secretary is responsible for ensuring the Policy follows the appropriate Trust format and complies with the recognised development, consultation, approval and ratification process

5.3 This Policy will be kept under review and revised in accordance with any regulatory and/or statutory changes and emerging best practice and guidance

5.4 Awareness of this Policy will be raised at Governor and Board induction

5.5 In addition to the monitoring arrangements described above, the Trust may undertake additional monitoring of this Policy and procedure in response to the identification of any gaps or as a result of the identification of risks arising from the Policy prompted by incident review, external reviews or other sources of information and advice including but not limited to commissioned audits and reviews, detailed data analysis, etc

5.6 This Policy will be reviewed at least every three years; changes to legislation, guidance or the outcomes of any investigations or reviews may result in the Policy being reviewed earlier.

6.0 POLICY REFERENCES/ASSOCIATED DOCUMENTATION

- (Monitor) NHSE/ *NHS Foundation Trust Code of Governance (July 14)*
- Trust Constitution including Board of Directors and Council of Governors
Standing Orders
- Code of Conduct for the Council of Governors
- Lead Governor Role Description
- NHS Providers *Foundations of good governance: a compendium of best practice* (3rd edition)
- (Monitor) NHSE/ *Your statutory duties: a reference guide for NHS FT governors*

END

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