

**Lead Governor**

**CoG 10(ii)/2019**

(Agenda Item: 16)

**Role Description**

**Accountability:**

The Lead Governor is accountable to the Council of Governors collectively as a serving Member of the Council. Only a public or patient (service user/carer) governor can be appointed as Lead Governor and only the Council of Governors can appoint the Lead and Deputy Lead Governor.

**The Role:**

* To be an external point of contact for NHS Improvement (formerly Monitor) where it may be considered inappropriate for the Chairman or his nominated deputy, or for the Company Secretary to deal with a particular matter.
* To chair meetings of Council of Governors where the Trust Chair, Vice-Chair or other Non-Executive Director cannot chair the meeting due to a conflict of interest.
* To facilitate communications and support a good working relationship between the Governors and the Board of Directors including acting as the principle independent channel for communications between the Governors and Board of Directors through the Chairman, Chief Executive, Director of Corporate Affairs & Company Secretary or Senior Independent Director.
* To consult routinely with the Governors, Chair and Director of Corporate Affairs & Company Secretary regarding the planning and preparation of the Council of Governors agenda.
* To be an ex-officio member of the Nominations and Remuneration Committee.
* To contribute to the appraisal of the Chairman by the Senior Independent Director, supported by the Director of Corporate Affairs & Company Secretary, in accordance with the process determined by the Council of Governors including the collation of input from other Governors and the Nominations and Remuneration Committee on the performance of the Chairman.
* Contribute as required to the determination of the appraisal process of the Non-executive Directors to be undertaken by the Chairman and supported by the Nominations and Remuneration Committee.
* To recommend to the Council of Governors on behalf of the Nominations and Remuneration Committee any appointments/reappointments of Chair and/or Non-executive Directors.
* To take an active role in the activities of the Council of Governors and to meet with the Chairman and Director of Corporate Affairs & Company Secretary on a regular basis to discuss relevant issues.

* Support the Chairman and Director of Corporate Affairs & Company Secretary in any action to remove a Governor due to unconstitutional behaviour in accordance with the Code of Conduct.
* To be involved in the induction process for any newly appointed Governor.
* The Lead Governor may call upon the support of the other Governors, the Chairman, the Director of Corporate Affairs & Company Secretary and the Senior Independent Director to carry out their role effectively for the benefit of the Council of Governors.
* In liaison with the Chairman and Director of Corporate Affairs & Company Secretary, support the development of the skills and strengths of the Council of Governors and raise public awareness of Governors.
* Other duties as requested by the Council of Governors or the Chairman.

**The Person:**

To fulfil this role effectively, the Lead Governor will need to:

* Be an elected Governor within the pubic or patient constituency
* Have the confidence of Governor colleagues and members of the Board of Directors
* Understand NHSI’s role, the available guidance and the basis upon which NHSI may take regulatory action
* Be committed to the success of the Foundation Trust and understand the Trust’s Constitution
* Have the ability to influence and negotiate
* Be able to present a well-reasoned, unbiased argument

**The Appointment:**

The tenure is one financial year with the option for re-election annually in accordance with due process, for a period up to the full tenure of the elected Governor’s ‘appointment’.

In accordance with a process agreed by the Council of Governors, the Director of Corporate Affairs & Company Secretary’s office will administer an annual nomination and election/re-election procedure that will require: -

* Submission of an expression of interest (for re-election and for new election candidates)
* Submission of a statement for support of no more than 150 words supporting candidature (only for NEW nominations and/or contested elections);
* Presentation of a 5-minute address to the relevant Council meeting;
* Election by ‘show of hands’ or by secret ballot as determined by the relevant Council meeting.

**Deputy Lead Governor:**

The Lead Governor will be supported and deputised for by a Deputy Lead Governor whose appointment will follow the same procedure above. It is anticipated, where terms of office accord, that the Deputy Lead Governor will put themselves forward for Lead Governor position when that position becomes vacant, remaining subject to the appointment/election process above.

**Termination of designation of Lead and Deputy Lead Governor:**

A Governor may resign from the Lead/Deputy Lead Governor role at any time during the term of their office by giving notice in writing to the Company Secretary.

The Governor shall cease to be a Lead/Deputy Lead Governor if s/he:

* + - resigns by notice in writing to the Company Secretary; or
    - ceases to fulfill the eligibility requirements set out in ‘the Person’ section above or ceases to be a public or patient Governor of the Trust.
    - The Council of Governors may also terminate a Governor’s designation as Lead/Deputy Lead Governor by a resolution approved by not less than two-thirds of the Governors present and voting at a General Meeting if in the reasonable opinion of the Council of Governors the Lead/Deputy Lead Governor:

a. has conducted themselves in a manner which has caused or is likely to cause material prejudice to the best interests of the Trust or of the Council of Governors; or,

b. no longer holds the confidence of the Council that s/he can fulfil the role.

* The Council of Governors or the Lead/Deputy Governor may request that before any resolution to the Council, the CoG’s Nominations and Remuneration Committee investigates any matter which would give rise to them exercising their powers to remove the Lead/Deputy Lead Governor designation and to receive the representations of the relevant Lead/Deputy Governor and any representative appointed by them for that purpose except to the extent that the Code of Conduct for Governors provides a procedure for the same in which case such procedure must be followed.
* Any engagement of the CoG’s Nominations and Remuneration Committee pursuant to the above shall make such report and recommendations to the Council of Governors as it deems fit and shall, as far as practicable, submit any report and recommendations to the Council of Governors within 4 months of commencing their investigation.