

# **Engagement Policy:**

**Council of Governors**

**and**

**Board of**

**Directors**

## **Introduction**

This engagement policy has been developed by the Council of Governors in recognition of the recommendations in the NHS Foundation Trust Code of Governance to address engagement between the Board of Directors and the Council of Governors.

The principles in this policy may be applied to engagement between the Council of Governors and committees, sub-committees and any joint committees of the Council of Governors and Board of Directors.

## **1 Purpose**

1.1 This Engagement Policy (**the “Policy”**) outlines the mechanisms by which the Council of Governors and Board of Directors 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 of Governors has concerns about:

1.1.1 the performance of the Board of Directors;

1.1.2 compliance with the Trust’s Provider Licence; or

1.1.3 other matters related to the overall wellbeing of the Trust.

## **2 Definitions**

2.1 In this Policy the following definitions shall apply:

Board of Directors	means the board of directors as constituted in accordance with the Constitution;
Chairman	means the person appointed in accordance with the Constitution to that position. The expression “Chairman” shall be deemed to include the Vice/Deputy Chairman if the Chairman is absent from a meeting or otherwise unavailable;
Chief Executive	means the Chief Executive Officer of the Trust appointed in accordance with the Constitution;
Constitution	means the constitution of the Trust;
Council of Governors	means the council of governors as constituted in accordance with the Constitution;
Director	means a person appointed as a Director (whether an executive Director or a non-executive Director) in accordance with the Constitution;
Governor	means a member of the Council of Governors;
Independent Regulator	the Independent regulator of foundation Trusts known as Monitor, as provided by Section 61 of the 2012 Act;
Lead Governor	the Governor appointed by the Council of Governors as the Trust’s lead governor pursuant to paragraph XX of the Constitution;
Provider Licence	means the Trust’s provider licence granted by the Independent Regulator under section 87 of the NHS Act 2006;
Regulatory Framework	means: <ul style="list-style-type: none"> <li>• the Health and Social Care (Community Health and Standards) Act 2003;</li> <li>• The National Health Service Act 2006;</li> <li>• The Health and Social Care Act 2012;</li> <li>• The Trust’s Provider Licence; and</li> </ul>

- Any directions or guidance issued by the Independent Regulator;

Standing Orders means the standing orders of the Council of Governors;

Trust means the Oxford Health NHS Foundation Trust; and

Trust Secretary means the 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 **Roles and Responsibilities**

3.1 Informal and frequent communication between the Council of Governors and the Board of Directors are an essential feature of a positive and constructive relationship designed to benefit the Trust and the services it provides.

3.2 The Board of Directors and Council of Governors shall act in such a manner as to comply with this policy.

#### 3.3 **The Chairman**

3.3.1 The Chairman, supported by the Trust Secretary shall act as the link between the Council of Governors and the Board of Directors and shall have the principal role in dealing with any issues raised by Governors involving the Chief Executive, and any other Director as necessary.

3.3.2 The Chairman has the most formal contact with Governors and should supplement this with informal contact where possible.

3.3.3 The Chairman shall:

- (a) operate an open door policy which encourages Governors to drop in, call, and/or email as frequently as they wish if they have issues to raise;
- (b) support informal meetings outside of formal Council of Governor meetings with the Chief Executive and/or any Director (via the office of the Trust Secretary) to answer questions or confirm decisions taken by the Board of

Directors (where appropriate);

- (c) support the development of special interest relationships between Non-Executive Directors and Governors; and
- (d) encourage the participation of the Board of Directors in the induction, orientation and training of Governors.

### **3.4 Senior Independent Director**

3.4.1 The Senior Independent Director (“**SID**”) shall act as an alternative source of advice to Governors from the Chairman or Trust Secretary.

3.4.2 The SID shall be available to Governors if they have concerns that contact through the normal channels has failed to resolve any issues which have been raised or for which such contact is inappropriate.

### **3.5 Directors**

3.5.1 Directors shall:

- (a) co-operate with any requests from the Chairman (via the office of the Trust Secretary) to attend informal meetings outside of formal Council of Governor meetings to answer questions from Governors and confirm decisions taken by the Board of Directors (where appropriate);
- (b) take an active role in the Governor recruitment process and in particular any job descriptions and advertisements

### **3.6 Governors and Council of Governors**

3.6.1 Governors should raise any concerns (which are covered by this policy as referred to at paragraph 5.1) in accordance with this policy and assure themselves that such issues have been resolved.

3.6.2 The Lead Governor shall make himself available to provide informal advice to any Governor who may seek it in advance of a concern being raised with the Trust Secretary in accordance with paragraph 3.7.

3.6.3 The Council of Governors shall observe the requirements of the

Constitution in relation to notifying the Independent Regulator if the Trust is at risk of breaching the conditions of its Provider Licence.

### 3.7 Trust Secretary

3.7.1 The Trust Secretary shall:

- (a) be the first point of contact for any Governor or group of Governors who wish to raise a concern covered by this policy. The Trust Secretary shall, where possible, resolve the matter informally and/or advise as to whether it is appropriate to take the concerns to the Chairman; and
- (b) arrange informal meetings between Governors and Directors (including the Chairman and the Chief Executive) outside of formal Council of Governor meetings to answer questions and confirm decisions taken by the Board of Directors (where appropriate) where requested to do so by the Chairman.

## 4 Formal Communication

- 4.1 Some aspects of formal communication are defined by the constitutional roles and responsibilities of the Council of Governors and the Board of Directors respectively.
- 4.2 Formal communications initiated by the Council of Governors and intended for the Board of Directors will be conducted in accordance with the processes set out in the Constitution.
- 4.3 Wherever possible and practical, written communications will be conducted by e-mail.

## 5 Raising Concerns

- 5.1 Governors (operating as a group or on their own) may raise concerns in the following circumstances:
  - 5.1.1 the performance of the Board of Directors;
  - 5.1.2 compliance with the Trust's Provider Licence; or
  - 5.1.3 other matters related to the overall wellbeing of the Trust.

- 5.2 Governors should raise any concerns with the Trust Secretary who may in the first instance be able to resolve the matter informally.
- 5.3 Where the Trust Secretary has been unable to resolve the concerns and/or has recommended that they be taken to the Chairman the Governor(s) in question should raise the concern with the Chairman and make a request for the matter to be investigated.
- 5.4 In advance of a Council of Governors meeting at which there is an agenda item relating to a concern raised by a Governor, the Chairman shall review any evidence offered, make such enquiries and hold such discussion with Trust officers as he considers appropriate in respect of that matter.
- 5.5 Following completion of his review of the matter the Chairman shall meet with the Governor(s) who raised the concern to discuss his findings as soon as is reasonably practicable. There are 3 possible outcomes of this meeting:
  - 5.5.1 the Governor(s) is satisfied that his concerns were unjustified and withdraws them unreservedly - no further action is required;
  - 5.5.2 the Governor(s) is satisfied that his concerns have been resolved in the course of the investigation. The Chairman shall write a report on the concerns and the action taken and present it in the closed section of the next Council of Governors meeting. If the Council of Governors agrees that the matter is resolved no further action is required. However, should a majority of the Council of Governors disagree, the matter shall be considered for referral to the Independent Regulator's panel for advising Governors (the "Panel") in accordance with paragraph 5.9 below; or
  - 5.5.3 The matter is not resolved to the satisfaction of the Governor(s) and the Chairman shall call an extraordinary meeting of the Council of Governors as soon as is reasonably practicable in accordance with the Council of Governors Standing Orders to consider the matter further. That meeting may resolve to take no further action or to consider referring the matter to the Panel in accordance with paragraph 5.9 below.
- 5.6 The Council of Governors may require one or more of the Directors to attend a Governor's meeting for the purpose of obtaining information about

the Trust's performance of its functions or the Directors performance of their duties (and deciding whether or not to propose a vote on the Trust's or Director's performance.

- 5.7 The minutes of the meeting shall record the outcome of the discussion.
- 5.8 Where paragraphs 5.5.2 and 5.5.3 apply the Council of Governors must approve the referral and such approval shall require at least half of the Governors voting to agree to the referral.
- 5.9 The Panel shall deal with any referral in accordance with its own procedures.