

THE
INDEPENDENT PANEL

FOR ADVISING GOVERNORS

Annual report 2014/15

Introduction

The Independent Panel for Advising Governors ('the Panel') was introduced by Section 39A of the National Health Service Act 2006 (as amended by the Health and Social Care Act 2012). It was established as an independent body to which Monitor provides administrative support.

The Panel's remit is to advise and support NHS foundation trust governors by answering questions relating to the breach or potential breach by a foundation trust of its own constitution and/or Chapter 5 of the NHS Act 2006 (amended 2012).

The Panel has been active since June 2013 and has received some queries but none that has fulfilled the referral criteria that would require it to convene.

During the first year of operation, the operating procedures were reviewed to confirm that the Panel's remit covers questions relating to healthcare standards. This was in response to the public enquiry into Mid Staffordshire NHS Foundation Trust conducted by Robert Francis QC, specifically recommendations 47, 48 and 78, which deal with developing advisory support for governors on quality of care standards.

Fundamentally, the Panel has been set up to help governors fulfil their statutory duties, build confidence and knowledge, and encourage mutual trust and co-operation between directors and governors. It offers free, independent and impartial advice that should be seen as a helpful tool in safeguarding the accountability and governance integrity of the foundation trust model.

Establishing the Panel

The chair and panel members were appointed in April/May 2013. Candidates applied for the roles via Monitor's website, and were interviewed by a panel of representatives from Monitor, NHS Providers (formerly FTN, the Foundation Trust Network), the Foundation Trust Governors' Association (FTGA) and, for the chair's post, by an independent chair from a foundation trust. The newly appointed Chair of the Panel also took part in interviewing for further members.

Prospective panel members were invited to interview if they were able to demonstrate they had significant skills and experience in one or more of the following areas: legal, financial, foundation trust governance, human resources and healthcare standards. It was also important to have representation from all types of healthcare provider (acute, community, mental health and ambulance) as well as an understanding of rural and urban issues and the influence of region on providers.

There are currently 18 panel members (including the chair):



Dr Marios Adamou
Staff Governor and Consultant
Psychiatrist, South West
Yorkshire Partnership NHS
Foundation Trust



Ann Alderton
Foundation Trust Secretary,
Cambridge University
Hospitals NHS Foundation
Trust



Sue Balcombe
Director of Nursing and Patient
Safety, Somerset Partnership
NHS Foundation Trust



Michael Carr
Chair, Wirral University
Teaching Hospital NHS
Foundation Trust



Greg Dix
Director of Nursing, Plymouth
Hospitals NHS Trust



Keith Eales
Director of Corporate Affairs,
Royal Berkshire NHS
Foundation Trust



Mason Fitzgerald
Company Secretary, East
London NHS Foundation Trust



Paul Howard
Former Trust Secretary,
Lancashire Teaching Hospitals
NHS Foundation Trust,
currently Head of Governance
and Administration, Federation
of Small Businesses



Kim Hutchings
Head of Development and
Engagement, NHS Providers,
London



Jane Landick

Company Secretary, South Staffordshire and Shropshire Healthcare NHS Foundation Trust (and predecessors)



Luke March

Former Chair, Salisbury NHS Foundation Trust, and Royal National Hospital for Rheumatic Diseases NHS Foundation Trust



Sue Musson

Senior Independent Director, Bridgewater Community Healthcare NHS Trust



Niamh O'Sullivan

Former Lead Governor, Guy's and St Thomas' NHS Foundation Trust, and Secretary to the Board and Head of Secretariat, Crossrail



Jane Pigg

Company Secretary and Head of Corporate Affairs, Peterborough and Stamford Hospitals NHS Foundation Trust



Kevin Rowan

Trust Secretary, Maidstone and Tunbridge Wells NHS Trust



Raymond Sheehy

Lead Governor, Oxleas NHS Foundation Trust (appointed) and Chief Executive Officer, Bridge Mental Health



John Weston

Public Governor and retired management accountant, Doncaster and Bassetlaw Hospitals NHS Foundation Trust

Summary of activity

Since June 2014 the Panel has received 12 enquiries (nine via email and three in person). Unfortunately, none fulfilled the referral criteria as laid down in the Health and Social Care Act 2012 so the Panel was unable to convene. However, the Chair of the Panel responded to each enquiry explaining why we were unable to convene and what was required to take the referral further. We directed the correspondent to where they might find the advice and the information they required.

Much as in 2013/14, these enquiries covered:

- clarifying and developing the lead governor's role
- involvement in significant transactions
- dealing with a governor's poor behaviour
- information about statutory duties
- multiple governorship at more than one foundation trust
- payment of expenses
- where to go for individual governor advice (a question attached to most enquiries)
- circumstances when asking a governor to stand down
- difficulty in referring to the Panel due to the referral criteria.

This year has also seen a rise in queries from chairs about the needs of the council of governors.

Throughout the year the Chair and Panel members have publicised the Panel's existence. We achieved the following as a result of reviewing 2013/14 Panel activity and any additional opportunities throughout 2014/15:

- presentations and information sessions, governors' annual conference 2015
- membership of the Governors Support Group
- article in NHS Providers' e-newsletter
- inclusion in non-executive directors' induction seminar
- flyer developed and distributed to all foundation trusts by company secretaries and lead governors
- leaflet and inclusion in Governwell, the national training programme for foundation trust governors, and bespoke governor development days.

These efforts have contributed to improving governors' awareness of the Panel as demonstrated by Monitor's third governor survey: 73% awareness with 47% confident in making a referral.

Promotional activity identified for the coming year:

- leaflets/briefing via lead governors
- encouraging trusts to put Panel information into procedural governor engagement documentation, via company secretaries
- inclusion in NHS Providers' e-newsletter and development workshop for company secretaries
- possible survey of governors to clarify knowledge and barriers to referral
- continuing to promote via Governwell.

Financial information

Financial expenditure incurred in establishing the Panel, promotional and other activity from 30 June 2014 to 30 June 2015:

Fees for Chair	£1,581
Travel expenses	£505
Legal fees	£0
Marketing expenses	<u>£288</u>
Total	£2,374

Annual review

Panel members have been kept informed of the Panel's activities through quarterly updates from the Chair and an annual meeting to refresh knowledge and review the terms of reference, contracts and other procedures.

We held a meeting on 11 June 2015 to update on activity and review the terms of reference and our memorandum of understanding with Monitor. A few changes were suggested and approved to the terms of reference and no changes were required to the memorandum. The reviewed terms of reference and memorandum have been published on [the Panel's webpage](#) on Monitor's website.

Terms of reference and procedural documents governing the Panel's activities are reviewed annually; the next review will be in June 2016.

Governor development themes

Part of the Panel's remit is to identify any themes or areas for governor development. The meeting on 11 June 2015 was used to explore governors' development needs with Monitor and NHS Providers, as well as using information gathered from questions we received and Panel members' significant experience in working with governors. The fundamental object of these discussions was to improve governor capability.

We identified:

- The need for some sort of advisory facility for individual governors. It was felt important that we recognise and meet this need systematically and consistently with accurate advice. One solution may be to use the Panel's experience and expertise – perhaps to set up a 'two-tier' system where the Panel takes 'informal' referrals from individual governors, giving information and signposting; we would only give formal advice when referrals met the criteria in the Health and Social Care Act 2012 for the Panel to convene. All agencies concerned will consider this.
- Inadequacies/variability of some of the foundation trust constitutions in providing information in clear, easy to understand language. Constitutions are often left ambiguous, with no investigation process or signposting outlined, especially concerning engagement with the board of directors.
- Scrutiny training – how to challenge and ask the right questions.
- Definition of how you 'hold to account' – what does it really mean, how does it translate into practice?
- Better understanding of the board's role and how it differs from the council of governors.
- Specific training for the lead governor (role, skills, relationships).
- Does there need to be a more defined, consistent description of the lead governor's role?
- Developing skills and confidence to spend time with membership – looking outwards.
- Continue to develop understanding of the statutory duties.
- Support for the chair in leading the council of governors and managing its relationship with the board of directors, especially in times of stress for the organisation.

This information will be fed back to Monitor, the Care Quality Commission, NHS Providers and FTGA via the Governor Support Group.

A handwritten signature in black ink that reads "Linda Nash". The signature is fluid and cursive, with the first letters of the first and last names being capitalized and prominent.

Linda Nash
Chair - Independent Panel for Advising Governors

