

Report from NEDs and Governors Group (NAGG)
Re publication of 'Director-Governor interaction in NHS foundation trusts'
by Monitor in conjunction with the PA Consulting Group

The comments collated are from 2 NEDs and 5 governors

1. Strong relationships

- There is not enough information for prospective governors, so they are not sufficiently aware of what they will be expected to do. It is felt 'buddying' up would be very helpful with staggered elections. NEDs are not involved with governor recruitment at all at present.
- Governors could be involved in 'walk rounds' with directors, would help meet directors and see what they do. To help governors know directors could there be a short introduction from each director at a C.O.G possibly the AGM?
- NEDs – Governors can meet at NAGG but new governors may find this intimidating- again could NEDs introduce themselves with short piece about themselves their skills and area of interest in the Trust?
- Governor Skills- important to work with the skills of governors- possibly would help that groups could then match skills with groups aims, so governors time used wisely.- E &T reviewing at present
- Lead governor and Vice chair- both roles recently defined
- Work place governors- should they be represented on each group to get staff view- may be too much for them are there key groups they should be on?
- Appointed governors- not well represented- review group looking at total governor numbers
- Minutes of meetings- often not available until the next meeting which is not helpful, also if minute inaccuracies could be identified before meetings and minutes agreed would save time in meeting for agenda items.

2. Culture and Mindset

- Open discussion- generally good
- Attendance of Governors- Need to look at non attendees and how many times they have attended- when to remove from governor body. Also membership of groups- how many groups, how many governors /group etc- Review working group looking at this.
- Impact of governors- Do we fully understand our role? Do we interact with NEDs enough, and are we sure they hold Directors to account if we are unable to get to BODs

3. Defining effective processes

- NAGG and COG- Do we sufficiently mix different governors and NEDs each meeting to get to know each other better?- this would help for NED appraisal
- Questions-Same governors ask questions- may put off others who are intimidated especially new governors. May help to ask for written questions before meeting. This could be part of the Governors pre meeting discussions.

- Size of COG- need to review effectiveness, also size of groups and effectiveness and how many groups 1 governor should be involved in- Review groups looking at this.
- Meeting schedule- Helpful to have meetings scheduled at the start of the year both for COG and groups and agenda items submitted to the chairs at least 2 weeks before meeting. Also minutes to go to chair of group if possible within 2 weeks of meeting but within the month for checking and then available for the rest of the group.

4. Statutory duties

- Annual planning- await commercial directors plan
- Appointments- Governors involved and fully aware of duties.
- Holding BOD to account- varying views- Governors have access to NEDs and Directors but many can't attend BOD or NAGG so may be helpful to have 1 representative governor (on a rota?) to take questions to BOD- these would be submitted beforehand. There are still issues as to how the governors are assured that the BOD is operating efficiently and within its regulatory statute. This will stop 'surprises' further down the line. Governors must be able to ask Why it happened, How it is being dealt with and what will stop it happening again. Also how do the governors know everything is being covered?
- NEDs need up to date job description which will also help with NED appraisal- There appears some conflict in the report as to holding NEDs to account both 'individually' and 'corporately' as one person may disagree but overall in a Board agree to the plan, so how could they be held to account?

5. Developing individuals

- Governor training- E& T looking at this at present
- Governor effectiveness- are the groups and COG effective and necessary?- Review group assessing at present

6. Future role

- Still in the balance- but training for the future is essential especially with a smaller COG, there will be a need to carefully ensure groups are essential and efficient and governor's skills are used in the best way to allow them to perform their duties without encroaching on those of the directors.

Miriam Schramm – Sept 2012
Governor

COG= Council of Governors
BOD= Board of Directors
NED= Non-Executive Director
E&T= Education and Training Group
NAGG = NEDs and Governors Group