

THE NEWCASTLE UPON TYNE HOSPITALS NHS FOUNDATION TRUST

COUNCIL OF GOVERNORS

REPORT OF THE INFORMAL WORKING GROUP ON PROPOSALS FOR A  
REPRESENTATIVE COORDINATOR GOVERNOR (RCG) OR GROUP(RCGr)

1. INTRODUCTION

- 1.1 At the Council of Governors meeting on 18<sup>th</sup> March 2010 the Governors considered the appointment of a Senior Governor. There was little support for this proposal. Since then an informal approach to a number of governors elicited sufficient support for further consideration to be given to such an appointment.
- 1.2 The Informal Working Group (IWG ) has given a great deal of consideration to this matter. They have looked at the responsibilities that might be carried out by an RCG or RCGr, the need or otherwise for this Trust to do this, the relevant legal framework and what is going on in other Foundation Trusts.
- 1.3 There were significant differences of opinion on these issues but they have been discussed in great detail and a summary of the discussions and views that have been expressed by members of the IWG are set out in the Appendix.

2. THE NEW WORKING GROUPS

- 2.1 Since these issues were first debated the Council of Governors at its meeting on 20<sup>th</sup> May 2010 agreed to set up 4 working groups as follows:

Quality of Patient Experience  
Business Development  
Membership and Community relationships  
Nominations Committee (the Statutory Committee)

Each group has appointed its own Chair and the way forward can now be looked at in the light of the establishment of these working groups.

3. A PROPOSAL

- 3.1 The Informal Working Group are of the view that for the next 6 months it is important that the Chairs and working groups are allowed to become established and get on and deliver their objectives. The Groups can observe and share experience of the new way of working , monitor how well they are doing and the Chairs can give support and help to the members of their groups.

- 3.2 In particular the Chairs should meet on a regular basis to collectively carry out the following functions:

Facilitating communication between the working groups.  
Coordinating the activities of the working groups.  
Review the operation of the working groups and identify cross cutting issues that need to be discussed by the Council.  
Encourage attendance at the AGM and identify any issues for discussion.

- 3.3 The Chairman of the Nominations Committee would remain as the Lead Governor for the purposes of Monitor.

- 3.4 The Chairs will need some help and support in carrying out their roles, for example in the areas of performance and assessment, training and skills. The Induction programme for new governors and the Away Day will also need to be organised. The Chairman of the Council and the Trust Secretary would ensure this happens, using the experience and skills of governors and any outside help that was thought appropriate.

- 3.5 In six months time the next Governors Away Day would provide the opportunity to review in detail how well this new structure and the arrangements detailed above have been working and decide whether or not any further action might be appropriate.

#### 4. RECOMMENDATION

- 4.1 The Council of Governors is recommended to approve the proposals set out in this report.

**Kingsley W Smith  
Chairman  
9<sup>th</sup> July 2010**

THE NEWCASTLE UPON TYNE HOSPITALS NHS FOUNDATION TRUSTCOUNCIL OF GOVERNORSSUMMARY OF DISCUSSION AND VIEWS EXPRESSED BY THE MEMBERS OF  
THE INFORMAL WORKING GROUP ON THE CONSIDERATION OF A  
REPRESENTATIVE COORDINATOR GOVERNOR (RCG) OR GROUP (RCGr)**1 INTRODUCTION**

1.1 At the Council of Governors meeting on 18<sup>th</sup> March 2010 the Governors considered the appointment of a Senior Governor. At the meeting there was little support for this proposal.

1.2 Since then an informal approach to a number of Governors had elicited sufficient support for further consideration to be given to the appointment of an individual Governor to carry out additional responsibilities. It is clear however that Governors have different views on this matter. One argument suggests that there is no need for an individual to take on additional responsibilities or at any event the position should be reviewed in 12 months when the Council can assess how effective the new Working Groups have been. Another argument suggests that it would be better if a group of Governors carried out whatever responsibilities were agreed upon. In considering these issues the Informal Working Group coined two titles. An individual lead could be termed Representative Coordinator Governor ( RCG) and a group lead could be termed a Representative Coordinator Group (RCGr ).

1.3 The Informal Working Group discussed and debated the advantages and disadvantages of the following options:-

- (a) Do nothing until the Governors can assess the effectiveness of the new Working Groups.
- (b) The appointment of an RSG.
- (c) The appointment of an RCGr based on the working groups.
- (d) The appointment of an RCGr based on constituencies.
- (e) The appointment of a Representative Co-ordinating Governor Role (RCG) with cross-working group functions set along side the proposed 4 working groups.

1.4 Section 2 below sets out the legal framework and code of Governance that is relevant in looking at these issues. Section 3 gives details of what is going on around the country in other Foundation Trusts' on this issue. Section 4 and 5 respectively set out the discussion and views expressed on the duties and responsibilities that might be given to an individual or a group and the advantages and disadvantages of the options detailed above.

## **2 LEGAL FRAMEWORK AND CODE OF GOVERNANCE THAT IS RELEVANT TO THESE ISSUES**

2.1 The Trust is a public benefit corporation and as such the Governors represent the users of the organisation i.e. the public and other stakeholders. 2.2 The primary purpose of Governors is to act as guardians of the organisation on behalf of the public and users and looking at what the Trust does from the Patient perspective.

2.3 The Governors give advice both as a body (The Council of Governors) and as individuals (as a Governor) for consideration by the Board of Directors of the Trust. They hold the Board to account, monitor and measure Trust performance and have powerful statutory responsibilities including the appointment of the Chairman, Non Executive Directors and the External Auditors.

2.4 Governors are independent of the Trust management and should not try to become Non Executive Directors or get involved in the executive management of the Trust. They are a link between members/users and Trust management and the Board. Whilst they need to maintain an “arms length” approach to the Board they can still use their skills, enthusiasm and experience to support and work with the Trust Management and the Board.

2.5 The Chairman of the Board is also the Chairman of the Council of Governors and Leads the Council. Whoever drafted the legislation was wise because the Chairman is not a public Governor, an appointed governor or a staff Governor which avoids conflicts of interest. The Chairman needs to ensure that the Governors are clear about their Roles and Responsibilities, that mechanisms are in place to enable them to carry them out and that Governors receive accurate, timely and clear information. The Chairman is also the key bridge between the Council of Governors and the Board and needs to ensure that the working relationships between them are effective. It is important to remember that the Governors also have a responsibility to make the arrangements work.

## **3 EXPERIENCE OF WHAT IS GOING ON IN COMPARABLE FOUNDATION TRUSTS AND IN THE REGION**

Contacts were approached amongst the FT Network member Trusts, including in the North East.

Feedback to date has shown a variable picture. Most FTs have no intention of going down this road – they have either looked at it and rejected it as being too divisive, or have not considered it and do not currently intend to do so.

One (Northumbria Healthcare) has pursued RCG, to be primarily the “voice” of the governors as a body, collating and representing their views on topics of interest.

## **4 RESPONSIBILITIES THAT COULD BE GIVEN TO AN RCG or RCGr**

**4.1 The Role** could be to support, help, assist and encourage involvement of Governors in carrying out their roles and responsibilities, review performance, ensure that Governors views are heard and constructively support the Chairman where appropriate.

**4.2 The Objective** could be to improve the effectiveness and efficiency of Governors in carrying out their roles and responsibilities.

**4.3** There has been a great deal of discussion and debate about appropriate **Functions** and a number of governors believe that many of the proposed functions already fall within the role and responsibility of the Chair of Governors or of the working group chairs and might lead to ambiguity and undermine the new structure that we have just put in place. Against this background functions could include:-

4.3.1 To drive, coordinate and facilitate interaction in the work of the groups.

4.3.2 To give support to Governors, in particular new Governors, to ensure their voices are heard and to assist any Governor who wished to bring an issue to the attention of the Chairman, Chief Executive or Trust Board but were reluctant to do so directly or felt marginalised.

4.3.3 To draw to the attention of the Chairman and the Chief Executive any issues about which Governors are concerned (to avoid the unlikely event of a situation developing such as that at Mid Staffordshire).

4.3.4 To constructively support and provide a focal point for the Chairman.

4.3.5 To review the performance of the groups and suggest any changes.

4.3.6 On a rare occasion to convene a meeting of the wider body of Governors where no Board members are present.

**4.4 With regard to the functions detailed below there were significant differences of opinion in relation to some of them.**

(a) To fulfil the role of Lead Governor as required by Monitor.

Those who support an RCG believe that this should be one of the roles of the RCG.

Those who support an RCGr believe that there does not need to be any change as the Chairman of the Nominations Committee would be on the Group and could continue this role as at present.

In the very unlikely event of a problem like Mid Staffordshire happening within the Trust the Lead Governor would help steer the Governors towards

adopting a stand and the interface with Monitor. It would seem sensible that wherever the Lead role is placed so would this function.

- (b) To work with the Governors and the Trust Secretary on the format and content of the Governors Annual General Meeting and to work with the Chairman and Chief Executive in arranging the format and content of the Trust's Annual General Meeting.

This matter has now been clarified with Monitor. It is not Monitor's intention for Governors to have a separate AGM but that Governors would be in attendance. The key purpose of the AGM is to receive and debate the Annual Report and Accounts. In our case we invite all the governors and the public.

The role therefore might be together with the Membership and Community Relationships Group, the Chairman and Trust Secretary to encourage governors and members to come to the meeting and consider whether there are any issues that governors would want to be discussed at the meeting.

- (c) To present the views of the Council of Governors on matters where a submission from the Chairman might be seen as representing the views of the Trust Board compared to those of the Governing body itself. The Governors could add their weight to the stance taken by the Board.

This refers to those occasions where the Council writes a letter to the SHA or other outside body supporting the stance taken by the Board.

The Chairman of the Board is also the Chairman of the Council of Governors and there is no problem in the Chairman of the Council who leads the Council to sign these letters. Indeed it might seem peculiar to the outside world if this did not happen. The fact that he might have already signed a letter on behalf of the Board is not material.

The other argument is that a letter from the Governors (in addition to and separate from the one sent by the Board) with only the Governor(s) signatories would add weight.

- (d) To present the CoG views where the Chairman might be faced with a conflict of interest as a member of the Trust Board e.g. Chief Executive pay.

The view has been expressed that it is important to protect the Chairman from "conflicts of interest".

It is very difficult to see however where a conflict of interest would arise. In the event of the Council of Governors passing a resolution which disagreed with the view taken by the Board, the Trust Secretary would be required to ensure that the issue was placed on the Agenda of the Board, the

Chairman would ensure it was properly debated and the views of the Board would be passed back to the Council. This could be on anything e.g. Chief Executives pay, Quality and use of resources.

## **5 ADVANTAGES AND DISADVANTAGES OF THE OPTIONS**

### **5.1 Do nothing until the Governors can assess the effectiveness of the new Working Groups**

5.1.1 When these discussions began it was clear that some Governors did not feel that there was a need to appoint a Lead Governor (other than for the purpose of Monitor). Since then the Council has agreed the creation of the working groups so the argument has moved on as to whether or not there is a need to appoint an RCG or RCGR in the light of establishing the new working groups.

#### **Advantages**

5.1.2 It can be argued that the Chairs of the working groups which includes the Lead Governor as Chairman of the Nominations Committee should be allowed to get on to deliver their objectives, observe and share experience of practical working and monitor the implementation process. The Chairs would also be available to share insights and work in a consensual way on any issues requiring their attention. They could provide help and support to their group governors. It is natural that they would meet from time to time to ensure a coordinated approach and to support each other. They would report to the Council of Governors who would take an overarching and corporate view. The Chairs would also form a representative grouping that can communicate with other Governors and the Chairman. It may not be necessary to do anything else but in any event until we can assess the performance of these new arrangements say in twelve months time it would be premature to make a decision on an RCG or RCGr.

5.1.3 During the first 100 days the Chairs would concentrate on their purpose and their primary responsibilities and getting the structure and working arrangements of their Groups established and underway. An interim review could then take place to begin an assessment of the best way forward in the light of feedback from the groups who will have actually been working the new system.

#### **Disadvantages**

5.1.4 It can be argued that there is a need to make a decision now to maximise the benefit of the Working Groups and to ensure they are as effective and efficient as possible. There needs to be a Lead to properly coordinate and drive their work and to give support and help to individual Governors, particularly new Governors and those who wish to bring their thoughts, problems or concerns to one of their peer governors. The Chairs will have plenty to do without taking on the functions proposed for the RCG/RCGr. This option would add a considerable delay in implementing the functions outlined in section 4 which some Governors would like to see in place as soon as possible.

## **5.2 The appointment of an RCG**

### **Advantages**

5.2.1 This person would be a focal point for Governors in carrying out their responsibilities. An individual has more chance of driving the agenda than a group of governors. Giving pastoral support and help and guidance can be done much more effectively by an individual than a group.

5.2.2 The appointment would go hand in hand with the creation of the new working groups. The post would be advertised and nominations sought and a secret ballot would be held. This would give real authority to the individual Governor. The RCG would be appointed each year with a maximum term of office of 3 years. The tenure of this office could be terminated by a majority vote of the Governors of the CoG at any time. This would provide a safeguard for the Council.

### **Disadvantages**

5.2.3 The Newcastle Hospitals Trust is large and complex with a wide diversity of constituencies represented by Governors and a broad range of interests and experience within the different Governor categories. This issue has caused some tensions and frustrations. It could be difficult for a single person to carry out this role and maintain the respect of all Governors. It is not easy to believe that a Public Governor can represent all of the governors including all public, staff and appointed governors.

5.2.4 Proposals for an RCG (and RCGr) may be seen as creating an extra and unnecessary level of hierarchical structure and may create barriers between the Council and the Board.

5.2.5 It is premature to put in place one person until the group of people actually involved "at the coal face" have had time together to assess and contribute learning to the "whys and wherefores" of it all.

## **5.3 The appointment of an RCGr based on the working groups**

### **Advantages**

5.3.1 We have 4 working groups and each one has elected their own Chairman from amongst the core members of each group. They therefore have the support and respect of their groups and would form an ideal liaison group to carry out the responsibilities detailed in this report. In the event that there is no staff Governor acting as a chair there would be an additional staff member in the "Senior Group" chosen by the Staff Governors. An appointed Governor could also join this group provided the Trust Secretary is satisfied that there would be no conflict of interest. This would create a rich mixture of an "all Governors" approach and an inclusive group which gets over the disadvantages of the RCG proposal.

### **Disadvantages**

5.3.2 This would not give the clarity and leadership that an RCG would give. Groups tend to make compromise decisions, have communication difficulties and the work tends to fall to a few rather than the whole. All groups will naturally develop a leader as would happen in this case. Such a person would not have the trust and support of the Council of Governors as would an RCG.

5.3.3 The Group Chairman will have enough to do without taking on this role. If this option were adopted the role of the RCG would become secondary to their more major task and would not fulfil the need for help and support to new governors.

5.3.4 We would not make the progress and advances that a single RCG would give us.

#### **5.4 The appointment of an RCGr based on constituencies**

##### **Advantages**

5.4.1 This would reflect the extensive Geographical spread reflected in the Trust's constituencies and it can be argued that any RCGr should reflect this diversity. The issues in Newcastle for example are different from those in other parts of the Region. This would enable the governors to be chosen from each of the 3 constituencies by their respective colleagues. A staff and appointed governor could join the group as in the previous example.

##### **Disadvantages**

5.4.2 This would result in a group that could be detached from the working groups creating yet another tier and being divorced from the work of the groups. This would make it very difficult to carry out the proposed functions and would create confusion and duplication.

5.4.3 Governors from different constituencies may not act in the best interests of Newcastle Foundation Trust.

#### **5.5 The appointment of an RCG with cross working functions set alongside the 4 working groups**

5.5.1 This involves creating a fifth working group made up of the 4 Chairs and the appointment of a governor with a Representative Co-ordinating Role who would chair this group.

5.5.2 The functions could be

**-act as contact person for Monitor (Lead Governor Role)**

**-mentoring and supporting new Governors**

**-facilitating communication between the working groups**

**-Co-ordinating the activities of the working groups**

**- review the operation of the working groups and identify cross cutting issues that need to be discussed by the Council of Governors**

**- encourage attendance at the AGM and identify any issues for discussion**

5.5.3 These responsibilities would be set alongside the proposed 4 working groups that are essentially based on specific functions e.g. Nominations, Quality of Patient Experience, Business Development and Membership and Community Relationships.

5.5.4 This Group would meet regularly to address the above functions and other general topics they decide upon. The new version RCG would have the same status as the other working group chairs and take the Lead Governor Role for Monitor.

### **Advantages**

5.5.5 These arrangements prevent any ambiguity between the role of the RCG and the Chairman of the Council and the Chairs of the 4 working groups and strengthen the new structure we have just put in place rather than undermine it. It will help deliver the aims of the working groups and cross working group facilitation, co-ordination and communication. These revised functions should not be too onerous for a governor to carry out and retain a flat structure rather than an hierarchical one.