

**BOARD OF GOVERNORS**

**DEPUTY CHAIRMAN OF THE BOARD OF GOVERNORS**

**Background**

Many NHS Foundation Trusts have a Deputy Chairman of the Board of Governors, appointed or elected from their Board of Governors. Cambridge University Hospitals NHS Foundation Trust does not have a Deputy Chairman, but appoints one on an ad-hoc basis to chair Board of Governor meetings when the Chairman has a conflict of interest and needs to vacate the Chair.

The Governors' Constitution committee at their meeting on the 28 January considered the following points:

- whether there would be any benefit in making it a permanent rather than an ad-hoc arrangement;
- other responsibilities that a Deputy Chairman could fulfil on behalf of the Board of Governors;
- election arrangements.

**Current Arrangements**

We are not required by law to have a Deputy Chairman of the Board of Governors, nor is it a requirement of the FT Code of Governors. Constitutionally, however, we are expected to have one. The Constitution for Cambridge University Hospitals NHS Foundation Trust makes one reference to the Deputy Chairman of the Board of Governors. This is in Section 8.17 and relates to meetings of the Board of Governors:

"8.17.2 Where the chairman, vice-chairman and other non-executive directors are all absent or have a conflict of interest, the deputy chairman (to be appointed from amongst the board of governors) shall preside at the meeting and shall have a casting vote."

This arrangement is also incorporated into the Standing Orders of the Board of Governors.

In the past, an ad-hoc deputy chairman is appointed in advance of the meeting and under fairly informal arrangements – they are approached by the Chairman or Trust Secretary prior to the meeting and given a short briefing on the issues to be discussed. The practice has been to approach the Chairman of the Governors' Constitution Committee.

Although this arrangement has ensured that we comply with the Constitution, it has meant that the role only exists when there is a need to have an independent governor to preside over meetings where the Chairman or other NED would have a conflict of interest and that is the limit of their responsibility. Discussions during the past year with colleagues in this Trust and other Foundation Trusts has led us to reflect on whether this is a missed opportunity and whether or not the Board of Governors and the Trust as a whole would benefit from a more permanent and substantive arrangement.

## **The Role of the Deputy Chairman**

Although the only constitutional responsibility the Deputy Chairman has is to preside over meetings where the Chairman has a conflict, the role has significantly more potential than that.

One role would be that of a Senior Governor – a mirror to the Senior Independent Director and with a similar role – as a point of contact to channel governor concerns and possibly with a role in the appraisal of the Chairman. This model for appraising the Chairman operates in many NHS Foundation Trusts and is considered to be good corporate governance by ensuring that the Chairman is appraised for their role in the leadership of both boards from the perspective of a member of that board – a governor for the Board of Governors and a director for the Board of Directors. At the same time it protects the Senior Independent Director from the awkwardness of undertaking the appraisal of their boss who will in turn be appraising them (the advocated approach in the FT Code of Governance). The arrangements for the appraisal of the Chairman are agreed by the Governors' Nomination and Remuneration and existence of a Deputy Chairman/Senior Governor does not assume that as a Trust we will adopt this approach, but the Chairman's appraisal is presented here as a potential role that the Deputy Chairman could undertake.

Having a Deputy Chairman acting as point of contact to channel governor concerns, however, is likely to be of enormous benefit to both the Governors and the Trust. This would involve close working with the Senior Independent Director and is likely to strengthen the Governor and Director relationship and communications significantly. The other circumstance where it would be of enormous benefit for the Trust to have a Deputy Chairman or Senior Governor would be to lead the Board of Governors in communications with Monitor if the Trust were to be at risk of breaching the terms of its authorisation. This right would, of course, only be exercised if concerns could not be resolved at a local level and whilst we would hope that the situation would not arise, if it did, there would be a need for a Governor leader to act on behalf of the Board of Governors. In certain circumstances and after exhausting all other means of engagement with the Board of Directors, the Board of Governors may need to exercise its powers to remove the Chairman or NEDs – again, they would benefit from having a Governor to lead this process.

Other potential roles include the following:

- Ensuring the recommendations of the Board of Governors' effectiveness review are implemented and a development plan produced.
- Ensuring that the Board of Governors' sub-committees and Governor Director working groups periodically review their own effectiveness and work with the Chairs of those committees to ensure that issues of concern are cascaded effectively.
- To hold meetings with Governors without Directors present in order to identify areas of potential concern.
- To take action with the Chairman of the Trust in connection with the removal of a governor due to non-compliance with the Code of Conduct for the Board of Governors or any other action which may be detrimental to the Trust.

None of these changes require a change to the Constitution.

## **Election of Deputy Chairman / Senior Governor**

A Deputy Chairman with the responsibilities outlined above would need to command the respect and confidence of his or her colleague governors and should we decide to go down this route, the Trust would need to organise an election. The term of office for the Deputy Chairman would be the same as his or her term of office as governor, with the option to continue in the role without further election if they were re-elected as governor. The following provisions are also suggested:

- To restrict candidates to elected public or patient governors only. Staff governors and partner governors may be prevented by conflict of interest issues from fulfilling the role to the best of their abilities whereas patients and public governors have a greater degree of independence. This would also increase democratic accountability.
- The Deputy Chairman should not be a member of the Governors' Nomination and Remuneration Committee. There are two reasons for this. Firstly, the Deputy Chairman has a casting vote when presiding on the Board of Governors and is almost certain to be presiding when the recommendations of the Governors' Nomination and Remuneration Committee are put to the Governors. Secondly, if the Deputy Chair were at some time to have a role in the Chairman's appraisal, they should be independent of the committee who will receive the results of that appraisal. This would not prevent members of the Nomination and Remuneration Committee from putting themselves forward for election as Deputy Chairman, but if elected, they would be required to step down from their role on that committee.
- The Deputy Chairman should not be a Chairman of any of the Board of Governors' sub-committees or Governor/Director Working Groups. This is primarily to avoid conflicts of interest when advising on committee effectiveness. Again, existing chairs of committees should not be prevented from putting themselves forward for election as Deputy Chairman, but if elected, would be required to step down from their role on that committee.
- Although candidates should come from the elected public or patient constituencies, all governors (but not advisors) should be eligible to vote.

## **Proposal**

The Governors' Constitution committee recommends to the Board of Governors that the Trust should have a permanent Deputy Chairman of the Board of Governors elected in accordance with the proposal outlined in this paper.