**PROTOCOL FOR GOVERNOR OBSERVATION OF BOARD COMMITTEES**

**Purpose**

A programme of Governor observation of key Board Committees has been designed to support the Governors in their statutory duty to hold the Non-Executive Directors to account for the performance of the Board. The programme will cover five Committees – Audit, Delivery, Development, Governance and Mental Health Legislation Scrutiny.

By observing Committee proceedings, Governors will be able to take assurance that the Non-Executive Directors are effectively leading and controlling the Trust, and report that assurance back to the Council as part of the holding to account process. In undertaking this duty, Governors must act in the best interests of the Trust, and adhere to the Trust’s values and the Governors’ code of conduct.

**Key principles**

1. The Council should nominate two Governor observers per Committee.
2. The focus for Governors must be limited solely to observing and reporting back to the Council of Governors on the NED-led assurance process. Governors will be provided with a short aide memoire to assist in this.
3. It is for Non-Executive Directors, rather than Governors, to form a view on or request further assurance about the content of any report considered at the meeting.
4. Papers for each Committee meeting will be made available on the day, in order for Governors to be able to follow the meeting. Governors will not be members of the Committee and will not participate in the meeting. However, Committee chairs will be happy to meet with Governors either before or after the meeting to explain any matters covered during the meeting.
5. Committees discuss confidential material, and Governors must maintain that confidentiality. Occasionally matters discussed include sensitive or person-identifiable information, and Governors may be asked to leave the room for the duration of such discussions, to maintain the person’s confidentiality.
6. It is important that the candour and transparency which has been developed at Committees continues, and that staff attendees do not feel inhibited by the presence of a Governor. Should the Committee chair become aware that this may be the case, the Committee chair reserves the right to halt the observation process and ask the Governor to leave until any concerns raised by attendees have been resolved to the satisfaction of all parties.