

GOVERNOR ROLE REQUIREMENTS

September 2019

ROLE TITLE:	Governor of the Foundation Trust
ACCOUNTABLE TO:	Chairperson and Members of the Foundation Trust
REMUNERATION:	Governors are not paid a salary, but are entitled to claim reasonable expenses incurred in connection with their duties in accordance with the Trust Constitution, (section 17).
KEY RELATIONSHIPS:	Members of the Foundation Trust, Partner organisations, the Chair of the Trust, the Senior Independent Director, the Board of Directors, the Chief Executive and the Trust Secretary.

1. BACKGROUND

NHS Foundation Trusts were created to devolve decision making from central government to local organisations and communities, with a strong and clear line of local democratic accountability. They created in law a new governance structure designed specifically for Foundation Trusts, which ensures the direct participation of local communities, and provides and develops healthcare according to the core NHS principles of free care, based on need and not ability to pay.

The governance structure of all Foundation Trusts is comprised of the following components:

Members: members of staff and the general public from the local community can join the Foundation Trust as Members. Members vote to elect Governors and can stand for election themselves.

Council of Governors: represents the interests of Foundation Trust Members and partner organisations in the local community, holds the Board to account for the performance of the Trust and exercises statutory duties. The composition of the COG is set out in the Constitution.

The Board of Directors: made up of executive and Non-Executive Board members has collective responsibility for the performance of the Trust and exercises power on behalf of the Trust. As required by law, the chair of the Board of Directors also acts as the chair of the COG.

In order for Governors to undertake their expanded role and responsibilities in relation to the Health and Social Care Act 2012, appropriate training, development and support will be provided. The Governors' Development Review will inform an important part of this process.

2. ROLE SUMMARY

A Governor forms part of the Council and Governors and represents the interests of local communities, partners and Northern Lincolnshire and Goole Hospitals NHS Foundation Trust staff in the development of the organisation.

Governors are the link between our Members (determining their needs/views on the delivery of services) and the Directors who make decisions about the services (hold responsibility for delivery). Governors are responsible for conveying information from the Board of Directors

to Members about affordability, service plans and health improvement initiatives. In this way the population served by the Foundation Trust will be directly involved in its governance.

2.1 GOVERNORS HAVE 3 MAIN ROLES:

2.1.1 AS AN ADVISOR

Governors are a key community and staff link for the Trust. They provide a steer on how the Foundation Trust should carry out its business in ways consistent with the needs of Members and the wider community.

Public and Staff Governors are responsible for feeding back to the Trust, via the Council of Governors (COG), the views and ideas of the Members they represent.

Governors will develop membership in two ways: by overseeing the development and implementation of the Membership Strategy; and by direct engagement with members at constituency meetings.

2.1.2 AS A GUARDIAN

The COG have strategic stewardship responsibilities and must ensure that the Trust conducts its business in a way that reflects its purpose. Part of this role is making sure that the views and interests of the Trust's Members and of people who use the Trust's services are taken into account when plans for services are being developed.

The COG is also expected to hold the Board of Directors to account and would be expected to inform Monitor (the Foundation Trust Regulator) if it has any concerns about the performance of the Board of Directors which could not be resolved at a local level.

2.1.3 AS A CRITICAL FRIEND

Governors will help plan and steer the direction of the Trust. This includes working with the Board of Directors to set longer term direction and priorities for improvements and effective policy setting. In this role Governors will act as 'critical' friends, who should support, challenge and ask.

3. MAIN DUTIES AND RESPONSIBILITIES

3.1 INDIVIDUAL DUTIES AND RESPONSIBILITIES

- To abide by the Code of Conduct
- To uphold the values of the Trust
- To comply with the policies and procedures of the Trust including the Authorisation and Constitution
- To attend meetings of the COG, its Committees and Sub-Committees
- To ensure effective communication and engagement with Members, and to regularly feedback information about the Trust, its vision and its performance to the constituencies and stakeholder organisations that either elected or appointed them.

3.2 COLLECTIVE DUTIES AND RESPONSIBILITIES AS PART OF THE COUNCIL OF GOVERNORS:

The inclusion of Members and Governors in the Foundation Trust model sets them apart from other public service providers and enables them to operate as locally accountable, autonomous organisations. As part of their overall role in scrutinising the performance of the Trust and representing Members, Governors are required to fulfil certain statutory duties.

The Health and Social Care Act 2012 expands, clarifies and adds to the Governor roles and responsibilities contained within the National Health Service Act 2006, as detailed in the following sub-sections.

3.2.1 LEGAL RESPONSIBILITIES

- To give a response when consulted by the Board of Directors
- To approve the procedures for appointment and removal of the Chair and Non-Executive Directors
- To appoint, and if appropriate, remove the Chair and Non-Executive Directors
- To approve the procedures for appraisal of the Chair and Non-Executive Directors
- To set the pay levels and conditions of employment for Chair and Non-Executive Directors
- To approve the appointment of the Chief Executive. However, the Council will not appoint the Chief Executive
- To receive the Trust's Annual Accounts and the Auditor's Report on them and the Annual Report
- To appoint, and if appropriate, remove the Trust's external financial auditors
- To agree with the Board of Directors a procedure for dispute resolution between the Governors and the Board
- To agree the removal from office of Governors
- To hold the non-executive Directors, individually and collectively, to account for the performance of the Board of Directors
- 'Significant transactions' must be approved by the Governors. Approval means that at least half of the governors taking part in the vote agree with the transaction. *A description of 'significant transactions' may need to be agreed and added to the Trust's Constitution*
- The COG must also approve an application by the Trust to enter into a merger, acquisition, separation or dissolution. In this case, approval means that at least half of all the Governors agree with the application
- Amendments to the Trust's Constitution must be approved by the COG. Approval means at least half of the Governors taking part in the vote agree with the amendments. Amendments will no longer need to be submitted to Monitor for approval.

3.2.2 OTHER RESPONSIBILITIES

- To represent the interests of the members of the Trust as a whole and the interests of the public
- To act as a Trust representative in the community providing and/or facilitating talks to local groups and at community events
- To act as a source of ideas about how the Trust can provide its services in a way that meets the needs of the communities it serves
- To receive agendas and minutes from the Board of Directors
- To discuss, advise and support the Board of Directors in setting the longer-term vision and strategy for the Trust
- The COG may require one or more of the Directors to attend a Governors' meeting to obtain information about the Trust's performance of its functions or the Directors' performance of their duties, and to help the COG to decide whether to propose a vote on the Trust's or Directors' performance
- To oversee the Foundation Trust's Membership Strategy and encourage membership
- To undertake Ward Reviews (across each site where possible);
- If invited, to advise on staff appointments
- To be involved in strategic working groups, as appropriate
- To be potentially part of key committees, such as the Appointment and Remuneration Committee (ARC)

4. LIMITATIONS

- The COG cannot veto or over-rule decisions made by the Board of Directors
- The COG will not be involved in the day to day running of the Trust, setting budgets, staff pay or other operational matters. These responsibilities lie with the Board of Directors
- The COG has no role in considering the appointment or dismissal, appraisal, pay levels or conditions of service of Executive Directors
- Governors are not there to raise complaints on behalf of individuals or to act as advocates. They are required to represent a broad range of interests in their constituency or area of special interest

5. COMMITMENT

It is difficult to gauge the time commitment which will be required from Governors and, in part, this will depend on how much time Governors can devote to the role.

The COG has to meet a minimum of 4 times per year (as per the Standing Orders for COG meetings), plus the Annual Review of the performance of the COG meeting and the COG Annual

Members' meeting (AMM). The Trust's Annual report and Accounts (and any auditor's report on them) will be presented at the AMM together with any Trust Constitutional changes.

There will also be other meetings, for example COG sub-group and Constituency meetings to enable engagement with Members. Governors will also be expected to attend Ward Review where possible.

It is likely that a Governor will be expected to attend between 7 and 12 meetings per year depending on the number of Committees/sub-groups they wish to join. In addition, Governors will be expected to attend a number of training events. However, where possible, these will be combined with meetings of the Council of the Governors.

6. FEEDBACK

Group and individual development needs will be identified through the activities undertaken and the outcomes achieved.

The performance of Council as a collective group will be appraised annually so as to inform the future development requirements and priorities of tasks undertaken by Council.

7. CONDUCT

Governors are ambassadors of the Foundation Trust and must at all times comply with the COG Code of Conduct.

Where a Governor conducts him or herself in a manner that breaches the Code of Conduct or otherwise brings the Trust into disrepute, adversely affects public confidence in, or prejudices the work of the Trust, they will be in breach of the terms of their office.

Information relating to patients records, diagnosis and/or treatment of patients, staff records, or information concerning contracts, tenders and other commercially sensitive matters are considered to be confidential and must not be divulged without prior authority other than in accordance with the provisions of the Trust's Policy on raising concerns about Health Care Services. Breaches of confidentiality will be dealt with as a breach of the terms of office under one or more of the criterion set out above, and the COG shall be entitled to dismiss a Governor in breach of their obligation as set out in this section.

8. PERSON SPECIFICATION

Each Governor should display a range, if not all, of the following personal attributes:

- a high level of understanding and interest in healthcare issues
- influential in the local community (e.g. membership or involvement of PPG, Healthwatch, hospice etc)
- a commitment to NHS values and principles of NHS Foundation Trusts
- strong business and financial acumen
- committee or Board level experience
- effective interpersonal and communication skills
- sound, independent judgement, common sense and diplomacy
- the ability to grasp relevant issues and understand relationships between interested parties

- understanding of the different legal duties, liabilities and responsibilities of Governors and non-executive Directors
- sound knowledge of corporate governance
- sufficient time and commitment to fulfil the role
- direct experience, interest and engagement in improvement in local healthcare issues

PLUS

- must be a Member of the Foundation Trust
- Public Governors must live in the area they represent

9. GOVERNOR ELECTIONS

The Governor Role Requirements document will form part of the Governor nomination pack and prospective Governors will be asked to ensure they feel that they meet the requirements set out in this document, prior to nominating themselves as a prospective public or staff governor.

10. FURTHER INFORMATION SOURCES

Monitor (www.monitor-nhsft.gov.uk)

Monitor publications for reference

- *Guide to Monitor for NHS Foundation Trust Governors:*
 - **[Your Statutory Duties: A reference guide for NHS foundation trust governors, August 2013](#)**
 - *Current practice in NHS Foundation Trust member recruitment and engagement*
 - *Survey of NHS Foundation Trust Governors 2010/11*
 - *Model Core Constitution*
 - *The NHS Foundation Trust Code of Governance*
 - *Audit Code for NHS Foundation Trusts*
 - *NHS Foundation Trust Annual Reporting Manual*
 - *Compliance Framework*
 - *Annual Plan: Advice for NHS Foundation Trusts*

Foundation Trust Network (www.foundationtrustnetwork.org)

Foundation Trust Governors' Association (www.ftga.org.uk)

Care Quality Commission (www.cqc.org.uk)

HM Treasury (www.hm-treasury.gov.uk)

Sources of further information on the Trust's Governance Arrangements:

- Trust Terms of authorisation
- Trust secretary (or equivalent)
- Fellow Governors
- Trust's website

Sources of further information on the Trust's performance:

Financial information:

- Monitor's financial risk ratings

Clinical performance:

- Care Quality Commission
- Hospital guides
- Department of Health

Governance information:

- Monitor's governance risk ratings