

## ROLE DESCRIPTION

TITLE	<b>Governor</b>
REPORTS TO	<b>Chair of the Trust</b>
ACCOUNTABLE TO	<b>Members of the Trust</b>
<p><b>1. ROLE SUMMARY</b></p> <p>Foundation trusts are part of the NHS but are also membership organisations. This means that anyone can become a member of our Trust. Members can stand for election to become a governor and vote in governor elections. Membership enables our Trust to be more accountable to the people we serve and to connect with our local organisations.</p> <p>The role of a governor is to provide a link between the local community and the Board of Directors. They represent the interests of members of the Trust as a whole, the interests of the public and those of our partner organisations. They contribute to the future direction of our Trust and hold the non-executive directors (collectively and individually) to account for the way our Board of Directors performs.</p> <p>They are a “critical friend” giving their support to the Trust whilst keeping an eye over its performance against targets and standards.</p> <p>Governors have certain statutory powers which are set out in the NHS Act 2006 as amended by the Health and Social Care Act 2012. The 2012 Act places a greater emphasis on local responsibilities and accountabilities. There are also a number of other duties set out in Monitor’s NHS Foundation Trust Code of Governance and some duties that the Trust can decide locally.</p>	
<p><b>2. KNOWLEDGE, SKILLS AND EXPERIENCE REQUIRED</b></p> <p>Governors are not required to have any prior knowledge, skills or experience to stand for and be elected or appointed to the Council of Governors.</p> <p>However, they will need to be able to devote sufficient time to fulfilling their role. In particular they will need to:</p> <ul style="list-style-type: none"> <li>• Be able to make themselves available to undertake any training which the Trust decides is necessary to ensure they are properly supported in carrying out their role (some of this will be mandatory for all governors)</li> </ul>	

and other training will be for certain groups of governors)

- Be able to attend five general meetings per year which will be held centrally in either Leeds or York, and may typically last for three hours
- Be available to attend an Annual Members Meeting, which will be part of our Annual Members Day, which is usually held in September each year in either the York or Leeds area
- Spend time preparing for meetings to ensure they can participate appropriately and carry out their role effectively
- Spend time engaging with members
- Be willing to volunteer to join sub-committees of the Council or attend other meetings which may be necessary to ensure the work of the Council is progressed in a timely and satisfactory manner

To help governors fulfil their role the Board of Directors has a number of duties (both statutory and non-statutory) that it must carry out. These are set out below.

- In preparing the Trust's forward plans (i.e. its future business plan) the Board of Directors must have regard to the views of the Council of Governors
- Before each Board meeting, the Board of Directors must send a copy of the agenda to the Council of Governors
- When practicable, after the Board of Directors' meeting the Board must send a copy of the minutes to the Council of Governors
- The Board of Directors must take steps to ensure that governors have the skills and knowledge they require to undertake their role
- The Board of Directors must hold an Annual Members Meeting to ensure that governors can advise members of how they have carried out their role on behalf of members.

### **3. WORKING RELATIONSHIPS**

The main working relationships for governors will be with:

- Members of the Trust
- Members of the public
- The Chair of the Trust
- Other governors
- The partner organisations that appointed governors represent
- The Chief Executive
- The Board of Directors

- The non-executive directors as a collective and as individuals
- The Head of Corporate Governance
- The Head of Engagement and Involvement

#### **4. PRINCIPLE DUTIES AND AREAS OF RESPONSIBILITY**

##### **Duties of the Council of Governors as a collective**

The Council of Governors will be required to carry out a number of **statutory duties** under the NHS Act 2006 (as amended by the Health and Social Care Act 2012). These are contained in the Constitution and are as follows:

- To appoint and, if appropriate, remove the chair
- To appoint and, if appropriate, remove the other non-executive directors
- To decide the remuneration and allowances, and the other terms and conditions of office, of the Chair of the Trust and the other non-executive directors
- To approve the appointment of the Chief Executive
- Appoint the Deputy Chair of the Trust
- To appoint and, if appropriate, remove the Trust's auditor (i.e. the organisation that will, amongst other things, check the Trust's finances each year)
- To receive the Trust's annual accounts, any report of the auditor on them and the annual report
- To hold the non-executive directors, individually and collectively, to account for the performance of the Board of Directors
- To represent the interests of the members of the Trust as a whole and the interests of the public
- Require one or more of the directors or a representative of the Trust's auditors to attend a meeting to obtain information about the Trust's performance, or information about how the directors have performed their duties in order to determine if there is a need to vote on issues concerning that performance
- Approve (or not) by vote:
  - The implementation of any proposals to increase by 5% or more the proportion of its total income in any financial year attributable to activities other than the provision of goods and

services for the purposes of the health service in England

- Entering into a significant transaction (a significant transaction is defined in the Constitution)
- An application to Monitor (one of our regulators) for a merger with or the acquisition of another foundation trust or NHS trust
- An application to Monitor for the separation or dissolution of the foundation trust
- Amendments to the Constitution
- To decide to refer a governor's question to Monitor's Panel so that governors can determine if the Trust has failed or is failing to act in accordance with its Constitution or any provision made by or under Chapter 5 of the NHS Act 2006.
- Determine whether it is satisfied that any proposals to carry out activities other than the provision of goods and services for the purposes of the health service in England that the Trust proposes will not, to any significant extent, interfere with the Trust's provision of NHS services and notify the Board of its view.
- Where an amendment is made to the Constitution in respect of governors' powers or duties at least one member of the Council shall attend the next Annual Members Day to present the changes to the membership

The Council of Governors will also be required to carry out a number of **non-statutory duties**. These are set out in the "NHS Foundation Trust Code of Governance" (marked below with a CoG reference number) and are carried out on a 'comply or explain basis'; that is if the Council does not carry out these duties or the Trust chooses to carry these out in a different way there is a need to explain the reason for this in the Annual Report. (Please note: these duties are current as at 1 April 2013, but may change with a refresh of the Code of Governance which Monitor expect to undertake in 2013 following the full enforcement of the new Act). (Note: CoG stands for Code of Governance)

- Be consulted on the appointment of the Senior Independent Director (CoG A.3.3)
- Agree a clear process for the appointment of the Chair of the Trust and the other non-executive directors (CoG C.1.4)
- Agree a process for the evaluation or appraisal of the Chair of the Trust and the other non-executives, including the outcomes of the evaluation of the Chair of the Trust and the non-executive directors (CoG D.2) (CoG A.1.3)

- Receive a report on the outcome of the evaluation or appraisal of the Chair of the Trust or the other non-executive directors, particularly where this is linked to a re-appointment process
- Assess its own collective performance and its impact on the Trust and communicate to members how governors have discharged their duties (CoG D.2.2)
- Take the lead in agreeing with the Audit and Assurance Committee the criteria for appointing, reappointing and removing external auditors (CoG F.3.4).
- Establish a policy for engagement with the Board of Directors for those circumstances when they have concerns about the performance of the Board of Directors or other matters related to the general wellbeing of the Trust (CoG B.1.7)
- Agree with the executive directors what information it needs to receive at its meetings (CoG D.1.3)
- Agree who from amongst the governors should be appointed as the Lead Governor.

#### **Membership and engagement duties**

- Recruit new members within their constituency (with support and advice from the Communications and Engagement Team)
- Engage with and involve their constituents so they understand what people want from our services, and represent their views and ideas at the Council of Governors' meetings
- Canvass the opinion of their members, and for appointed governors the body they represent, on the Trust's forward plan, including its objectives, priorities and strategy, with their views being communicated to the Board of Directors (CoG D.1.5)
- Regularly feed back to members and. partner organisations information about the trust its vision and its performance (CoG B.1)

#### **General duties of individual governors**

Individually, governors will be required to:

- Sign and abide by the "Code of Conduct and Standards of Behaviour for Governors"
- Attend meetings of the Council of Governors including any committees

of which they are a member, and abide by any agreed meeting etiquette

- Agree (on a voluntary basis) to be members of, or be considered for membership of the various sub-committees and working groups of the Council of Governors.
- Abide by the policies and procedures of the Trust, including the Constitution and those annexes applicable to Governors and members
- Undertake whatever training is identified as necessary for governors
- Attend any review meeting or appraisal as requested by the Chair of the Trust
- Agree (on a voluntary basis) to participate in any other duties as may be required by the Board of Directors or its officers.

## **5. LIMITATIONS**

Governors and the Council of Governors will not be involved in the day-to-day running of the Trust for example, setting budgets, staff pay, undertaking contractual arrangements or other operational matters. These responsibilities lie with the Board of Directors and individual directors who will manage the Trust day to day and exercise the powers granted to it.

The Council of Governors has no role in considering matters such as the appointment or dismissal, appraisal, pay levels, performance or conditions of service of executive directors or any other member of staff or officer of the Trust.

Governors are not there to raise complaints on behalf of individuals, to act as advocates, nor to act as staff representatives (such as championing causes that would normally be taken up by Staffside).

Governors are also not responsible for making representations on behalf of individuals or groups of members and going back to them in the way a local politician might.

## **6. APPROVAL**

This role description was approved by the Council of Governors at its meeting held on 8 May 2013.

Any subsequent changes to the role description will be agreed by the Council of Governors.