

## **INFORMATION FOR GOVERNORS AND THOSE THINKING OF BECOMING A GOVERNOR**

### **What is a governor?**

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 and the interests of the public, contributing to the forward plans of our Trust and holding the non-executive directors (collectively and individually) to account for the way our Board of Directors performs.

They are a “critical friend” giving their support to the Trust whilst keeping an eye on its performance against targets and standards

Governors do not have any administrative powers, Governors have some statutory powers which are set out in the NHS Act 2006 as amended by the Health and Social Care Act 2012 and a number of other duties set out in Monitor’s NHS Foundation Trust Code of Governance. There are also some duties that the Trust will decide locally. These are set out in the Governors’ role description document and the Terms of Reference for the Council of Governors. The 2012 Act places a greater emphasis on local responsibilities and accountabilities.

Governors give up their time voluntarily and make a major contribution to the way the Trust engages with its service users, their carers and the wider community and public. Governors do not ‘run’ the services, the Board of Directors does that; however, governors work with the Board and hold it to account on behalf of the membership and wider public.

### **What qualifications are needed to become a governor?**

You do not need to have any formal skills or qualifications to become a governor, just a passion for mental health and learning disability services. We will provide all the help, training and support you need to carry out the role.

As holders of public office, governors will be expected to adhere to the seven Nolan principles of public life determined by the Nolan Committee which are:

- Selflessness
- Integrity
- Objectivity
- Accountability
- Openness
- Honesty
- Leadership

We will also require governors to adhere to our values which are:

- Respect and dignity
- Commitment to quality of care
- Working together
- Improving lives
- Compassion
- Everyone counts.

..... and to adhere to the governors' Code of Conduct and Standards of Behaviour, which all governors must sign.

## **What time will I need to commit to being a governor?**

Governors will need to be able to devote sufficient time to fulfilling their role. In particular they will need to:

- Be able to make themselves available to undertake any training which the Trust decides is necessary to ensure they are properly supported and trained to carry out their role (some of this will be mandatory for all governors 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 (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 able to volunteer to join other sub-committees of the Council or attend meetings which may be necessary to ensure the work of the Council is progressed in a timely and satisfactory manner (although this is optional).

## **How long are governors in office for?**

Governors are elected or appointed for a term of office of three years. When that term of office has finished they can stand for re-election (or if an Appointed Governor be re-appointed by their organisation), but only for a maximum of nine years (i.e. three terms).

If a governor is elected and then wants to step down early they can do this. However, a term of less than three years will be counted as if the governor had served the full three years in office (i.e. one term of office).

Terms of office do not need to be served consecutively; there can be a break in between them.

## **Are governors paid?**

We are not able to pay governors for carrying out their role. However, the Trust will reimburse travel expenses and other costs that might be incurred as set out in the Procedure for the Reimbursement of Governors.

## **What is the Council of Governors?**

The full Council of Governors comprises of two groups. The first group is elected by members from their own area – these are called constituencies. The second group have been appointed by key (or partner) organisations that work closely with the Trust. The elected governors are in the majority. Currently the Council of Governors has 34 governors. There are 27 elected governors representing the constituencies and 7 appointed governors representing various partner organisations.

## **What is the role of the Council of Governors?**

The Council of Governors monitors the performance of the Board of Directors which is accountable to the Council. The Council will do this by holding the non-executive directors to account (individually and collectively) for the performance of the Board.

The Council will help shape and endorse the forward plans of the Trust and provide a critical link between the Board of Directors and the membership, the public and our partner organisations.

It is also responsible for feeding back information to members about how the Trust has performed and how it has carried out its duties.

## **What is the role of the Board of Directors?**

The Board of Directors is responsible for all aspects of the performance of the Trust. All the powers of the Trust (including the legal powers) are exercisable by the Board of Directors. The Board of Directors has a mix of executive and non-executive directors and should include a balance of each, with the majority of directors being independent non-executive directors.

## **What is the difference between a governor and a director?**

Directors run the organisation. They are accountable, and if something goes wrong they will be held responsible and in some instances legally liable. The Board of Directors is made up of 6 executive directors (including the Chief Executive) who work full time. They have a contract of employment and are paid a salary like any other member of staff. They are appointed by a panel made up of a majority of non-

executive directors. There are also 7 non-executive directors (including the Chair of the Trust). Non-executive directors are appointed by the Council of Governors. They work in the Trust, but only part-time and generally have other roles/employment outside of the Trust. Non-executive directors are remunerated (not salaried) and provide an independent challenge to the executive directors, bringing outside skills and experience to the Board.

Governors are volunteer representatives of our local communities, service users, carers, staff and partners organisations. They are elected by the membership and appointed by our partner organisations. They have certain powers but they are not held accountable if things go wrong in the Trust.

### **What governors can't do ...**

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.

Governors also cannot make unannounced visits to wards or areas of service delivery. Governors are not inspectors. However, there may be times when the Board of Directors invites governors to join inspection teams to enhance the skills and knowledge of such a team. Any visits to engage with members in our units will be co-ordinated through the Head of Engagement.

### **What is the role of the Lead Governor?**

The lead governor has a role to play in facilitating direct communication between Monitor and the Trust's Council of Governors. There will be limited number of circumstances when this form of communication may be appropriate, where the normal channels via the Chair of the Trust or the Board Secretary are not suitable.

This Trust has also determined a number of other duties that it would like its lead governor to perform and these are set out in a role description document that has been agreed with the Council of Governors.

## **What is the role of the Senior Independent Director (SID)?**

The role of the Senior Independent Director is to be available to governors and members if they have concerns about the performance of the Board of Directors, compliance with the terms of authorisation or welfare of the Trust. The SID would be contacted when normal channels via the Chair of the Chief Executive are not suitable or contact is inappropriate.

The SID should be involved with appraising the performance of the Chair. The full role of the SID is set out in a role description document that has been agreed by the Board of Directors.

**If you want more information about governors and the Council of governors you can email Cath Hill who is our Head of Corporate Governance. Her email address is [chill29@nhs.net](mailto:chill29@nhs.net) or ring her on 0113 3055930**