

Information
about being a
Governor

INTRODUCTION

This document is designed to tell you about our membership and about being a governor. New governors will receive a comprehensive Governor Welcome Pack and an ongoing package of induction and training as part of our commitment to support governors in their role. This document provides you with an introduction and covers the following areas:

- 1 Membership
- 2 Composition of the Council of Governors
- 3 Terms of office for elected and appointed governors
- 4 Eligibility to be a governor
- 5 Public meetings of the Council of Governors
- 6 Duties of governors and the Council of Governors
- 7 Sub-committees of the Council of Governors
- 8 Support for governors
- 9 Reimbursement of expenses
- 10 Staff governors – Special Leave Policy
- 11 Criminal Records Bureau checks (CRB)

1 MEMBERSHIP

As part of our commitment to be locally representative and uphold the principle of being a Public Benefit Corporation, we will continue to work to recruit members. The Trust has opted to have Public, Service User, Carer and Staff members. These groups of members are called constituencies. From these constituencies members can elect a governor to represent them.

The table in section 2 below shows the constituencies.

- **Public members.** Public members are classified by their postcode, in accordance with local authority electoral areas and people who want to be public members will be eligible to join one of the three public constituencies.
- **Service User and Carer members.** If an individual has used our services within a period of 10 years before their application for membership or if they care for or have cared for someone who has used our services in the last 10 years before their application for membership they are entitled to join the Service User and Carer constituency. This constituency is also split into geographical areas and which one they join will be determined by their postcode.
- **Staff members.** Individuals who are employed by the Trust under a contract of employment automatically become members when they start employment. Individuals who have a fixed term contract of 12 months or more will automatically become members, but only at the point where they have been continuously employed for 12 months or more under that contract. Individuals who hold either a contract or a fixed term contract who do not wish to be members will have to inform the Trust that they wish to opt out.

Individuals who exercise functions for the purposes of the Trust, but who don't have a contract with the Trust (i.e. staff employed by our PFI partners) may opt into the Staff constituency by filling in a membership form.

2 COMPOSITION OF THE COUNCIL OF GOVERNORS

Below is a table that details the composition of the Council of Governors. The constituencies shown below for elected governors directly link to the way the membership is divided up.

Elected Governors

Constituency	Area/ Class	Number of Governor Seats
Public	Leeds	6
	York and North Yorkshire	1
	Rest of England and Wales	1
Service User and Carer	Service User Leeds	4
	Service User York and North Yorkshire	1
	Carer Leeds	3
	Carer York and North Yorkshire	1
	Service User and Carer Rest of United Kingdom	1
Staff	Clinical Staff Leeds and York & North Yorkshire	4
	Non-Clinical Staff Leeds and York & North Yorkshire	2

Appointed Governors

Local Authority Governors	
City of York Council	1
Leeds City Council	1
Partner Organisation Governors	
Volition	1
Tenfold	1
York Council for Voluntary Services	1
Equitix	1

- Elected Governors.** Governors in the Public, Service User and Carer, and Staff Constituencies are elected from our membership. Elections are carried out in accordance with the rules set out in Annex 5 of the Trust's Constitution using a formal externally facilitated election process. The total of the Public and the Service User and Carer governors must make up the majority of the governors on the Council of Governors, which is in accordance with the NHS Act 2006 (as amended by the Health and Social Care Act 2012).
- Appointed Governors.** The NHS Act 2006 (as amended by the Health and Social Care Act 2012) mandates that we have to have appointed governors from local authorities in

which we provide services. The Act then gives the Trust the ability to identify other main partner organisations with whom we work. Once we identified our partner organisations we invited each organisation to appoint an individual to be on our Council of Governors.

- **Chair of the Council of Governors.** The Chair of the Council of Governors is the Chair of the Trust; this is a requirement of the NHS Act 2006 (as amended by the Health and Social Care Act 2012). This ensures there is a direct link to the Board of Directors and it is required that the Chair represents the views of the Board of Directors and the Council of Governors to each in an impartial way.

3 TERM OF OFFICE FOR ELECTED AND APPOINTED GOVERNORS

A governor may hold office for up to three times. A term of office will be for up to three years and a governor may only serve on the Council of Governors for up to a maximum total of nine years (3 x 3 years). If a governor holds a term of office for less than three years this will be counted as one term of office. Individual governors' terms of office may run consecutively, or there may be a break between each term of office.

4 ELIGIBILITY TO BE A GOVERNOR

A person may not become a governor, and if already holding office will immediately cease to do so, if:

- They are the Chair of the Trust, or a non-executive director or executive director of the Trust
- They are the chair, a non-executive director, executive director or a governor of another foundation trust, any other NHS body or health service provider (unless they are appointed as a governor by an appointing organisation which is a health service body or provider)
- They are the spouse, partner, parent or child of the Chair of the Trust, a non-executive director or executive director of the Trust
- They are under the age of 16
- They are a member of a Local Authority Overview and Scrutiny Committee to which the Trust has formal accountability
- They are a member of a Local Involvement Network (LINK) or equivalent statutory organisation
- They are a vexatious complainant of the Trust, as defined by Trust policy
- They have within the last 10 years been a perpetrator of, or involved in a serious incident of assault or violence, or one or more incidents of harassment, against any of the Trust's employees or other persons who exercise functions for the purposes of the Trust

- They have been excluded from any Trust premises within the last 10 years
- They have been adjudged bankrupt or their estate has been sequestrated and in either case they have not been discharged
- They have made a composition or arrangement with, or granted a trust deed for their creditors and have not been discharged in respect of it
- They have within the last five years been convicted of any offence if a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine) was imposed on them
- Their name has been placed on the registers of Schedule 1 Offenders Pursuant to the Sex Offenders Act 1977 and / or the Children and Young Persons Act 1933, or is subject to a sex offenders order
- On the basis of disclosures obtained through an application to the Criminal Records Bureau, they are not considered suitable in accordance with the Trust's CRB Disclosure Policy
- They have been dismissed, otherwise than by reason of redundancy or ill health, from any work with a health service body
- They are a person whose tenure of office as the Chair of the Trust, non-executive, executive director or governor of a health service body has been terminated for non-attendance at meetings, for non-disclosure of a pecuniary interest or on the grounds that his appointment is not in the interests of the health service
- They have had their name removed, by a direction under section 46 of the National Health Service Act 1977 (as amended) from any list prepared under Part II of that Act or has otherwise been suspended or disqualified from any healthcare profession, and has not subsequently had their name included in such a list or had their suspension lifted or qualification re-instated (as applicable)
- They have served a total of three terms of office on the Trust's Council of Governors. (For clarity one term of office shall be for up to three years, however, where a governor holds a term of office for less than three years this shall be counted as one term of office)
- They have had their term of office terminated by the Trust's Council of Governors.

Governors are required to sign a separate Declaration of Eligibility document to show they are eligible to be a governor.

5 PUBLIC MEETINGS OF THE COUNCIL OF GOVERNORS

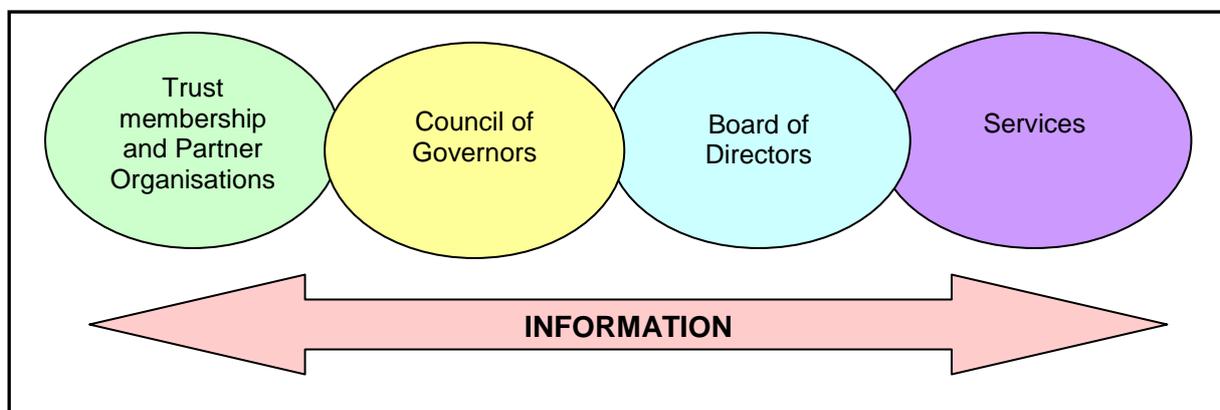
There will be at least five formal public meetings of the Council of Governors and an Annual Members' Day which will incorporate the Annual Members' Meeting. Governors are expected to attend and participate fully in each of the formal meetings. Because these are public meetings they will be publicised on the Trust's website and Trust members and members of the public will also be encouraged to attend to hear the discussion and the outcome of decisions.

The Standing Orders (Annex 7 of the Constitution) sets out the rules regarding the formal proceedings of the Council of Governors. There is also a Council of Governors' Code of Conduct and Council of Governors' Meeting Etiquette document that sets out in detail what is expected of governors.

6 DUTIES OF GOVERNORS AND THE COUNCIL OF GOVERNORS

Governors and the Council of Governors have a number of specific statutory duties which we have set out in the detailed Governors' Role Description document. However, the overarching duties of governors are to hold the non-executive directors individually and collectively to account for the performance of the Board of Directors and to represent the interests of the members of the Trust as a whole and the interests of the public.

Governors play an important role in being a conduit between the membership (or in the case of partner governors between their organisation) and the Board of Directors to ensure that information and views regarding the business and performance of the Trust flows in both directions.



It must be noted that in the normal course of duties, governors must not visit areas or settings in which treatment is provided, except as arranged by the Board of Directors or their designated representative. Such a visit will only take place where there is a clear purpose and need. This does not, however, apply to visits required in a personal capacity, for example where a person is visiting a friend or relative, or attending a personal appointment; or where staff are going about their normal business as a staff member.

All governors are expected to adhere to the Trust's policies and procedures and will be bound by the Code of Conduct which all governors will be required to sign. Specific issues relating to confidentiality will be adhered to as defined in the Trust's policy. Advice is available from the Head of Corporate Governance if governors are unsure of the confidential boundaries within a particular situation or issue raised.

Whilst the Council of Governors will work with the Board of Directors the day-to-day operational management of the Trust rests with the Board of Directors, as does the liability of the organisation. Liability does not lie with the Council of Governors.

7 SUB-COMMITTEES OF THE COUNCIL OF GOVERNORS

The following are the sub-committees of the Council of Governors – but this list does not exclude any others being formed by the Council of Governors as required. More details of the role and remit of these Committees can be found in the Terms of Reference for each committee.

- **Appointments and Remuneration Committee.** The role of this committee will be to support the process for appointing suitable candidates to the posts of the Chair of the Trust and non-executive director, although the responsibility for ratifying any appointment lies with the Council of Governors itself. It will work in conjunction with the Board of Directors' Nominations Committee in respect of the appointment of non-executive directors. In addition to the appointment of the Chair of the Trust and non-executive directors this committee will also agree the remuneration both for the Chair of the Trust and non-executive directors of the Trust and their Terms and Conditions, and will receive a detailed report on the outcome of their appraisals.
- **Strategy Committee.** This will meet as required to look at the refresh of the Trust's strategy.

8 SUPPORT FOR GOVERNORS

The Trust has a statutory duty to ensure that the Council of Governors and individual governors are equipped to carry out their role to the very best of their ability. To this end there will be training both on an individual basis which will be tailored to an individual's needs, and training for the Council of Governors as a whole to ensure it works as an effective unitary body.

The Chair of the Trust will be responsible for identifying and agreeing training needs in conjunction with governors.

- **Annual Review.** Each governor will meet with the Chair of the Trust (initially and then either annually or at agreed periods as required) to discuss their individual needs with regard to induction and training and to receive any views they have about their role or how the Council of Governors is operating.
- **Induction Programme.** Governors will be required to attend a formal Trust induction programme (unless as staff governors they have already attended this). In addition to attending the Trust induction sessions governors will be required to attend a programme of events tailored specifically to the work of governors.
- **Governors Welcome Pack.** Each governor will be given a Governor Welcome Pack which will contain key documents and information and the file will be built up over a period of time. Each governor will also be given a name badge.
- **Detailed programme of training.** This will include instruction on the role of a governor and individual training on certain aspects of the role, such as holding the non-executive directors to account.

The Trust seeks to encourage governors from all sections of society and will provide support to those with special needs to carry out their role. Any special needs when identified will be co-ordinated through the Head of Corporate Governance. Examples include ensuring that people with visual impairment or with learning difficulties can access and understand information and material; providing loop systems for those with hearing difficulties and ensuring meetings are accessible to those with disabilities. The Trust supports the use of chaperones, interpreters (or similar) during meetings where governors require this.

9 REIMBURSEMENT OF EXPENSES

Governors are not allowed to receive payment for the time they spend carrying out their duties, but they are allowed to be paid back any expenses they incur as a result of carrying out their duties. These include for example travel expenses, parking fees, caring costs, and the cost of an interpreter. A copy of the Expenses Policy will be included in the Governor Welcome Pack and is on the Trust's website.

10 STAFF GOVERNORS – SPECIAL LEAVE POLICY

Members of Trust staff elected to the Council of Governors are entitled to take time out of normal duties in accordance with the Trust's Special Leave Policy. Special leave to undertake governor duties must be discussed with an individual's line manager, who will consider this alongside any other special leave previously or subsequently granted. It shall be for the line manager to decide if it is appropriate to authorise special leave for governor duties.

Any time required by staff governors to carry out their duties, over and above that agreed by an individual's line manager under the Special Leave Policy must be taken out of staff's own time.

11 DISCLOSURE AND BARRING SERVICE CHECK (DBS)

The Trust works with vulnerable people and as such has a duty to protect them and also protect those who work for and with the Trust. It is therefore Trust policy that all individuals who work with service users have a DBS check carried out. This is no different for governors; standard DBS checks will be carried out for all governors.

Where a check has already been carried out for staff governors a second check should not be required.

12 FURTHER INFORMATION

If you have any further queries regarding the Council of Governors please contact Cath Hill, Head of Corporate Governance on 0113 8555930 or email chill@nhs.net or you can look on our website www.leedsandyorkpft.nhs.uk.

Other documents that may be of use:

- The Trust's Constitution
- Role description for a governor
- Council of Governors' Code of Conduct
- Council of Governors' Meeting Etiquette and Standards of Behaviour
- Declaration of Eligibility
- Governors' Expenses Procedure
- Special Leave Policy for staff