

ROLES AND RESPONSIBILITIES OF THE COUNCIL OF GOVERNORS

1.0 INTRODUCTION

Foundation trusts were established with a governance model that is rooted in the concept of local accountability: local people were given a genuine opportunity to influence the provision of acute hospital and mental health services in their area.

Governors are the individuals that bind the Trust to its patients, staff and local stakeholders. They are direct representatives of local interests within the governance structure of the Trust. The functions they perform go beyond community liaison; they have statutory responsibilities with the potential to have a significant effect on the management of the Trust.

The governance structure of all foundation trusts is made up of the following components:

Members: patients, service users, staff and the general public from the local community. Members vote to elect representatives on the Council of Governors. These elected representatives are called Governors.

Council of Governors: represents the interest of the members and partner organisations in the local community and holds the board to account for the performance of the Trust and exercises statutory duties.

Board of directors: made up of executive and non-executive board members with 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 chair of the Council of Governors.

2.0 KEY ROLES OF COUNCIL OF GOVERNORS

2.1 Representation of constituencies and stakeholder organisations

The Council of Governors represents the interest of the members of the Trust and partner organisations in the local health economy in the governance of the Trust.

The Council of Governors comprises:

- Eight (8) elected Public Governors from each of the 8 geographic regions;
- Ten (10) elected Patient Governors;
- Six (6) elected Staff Governors;
- Six (6) appointed Governors;

The Council of Governors should give regular feedback about the Trust, its vision and its performance to the constituencies and the stakeholders that either elected or appointed them.

2.2 Trust Performance

The Council of Governors should hold the Board to account for the performance of the Trust, including ensuring that the Board acts so that the Trust does not breach the licence.

3.0 KEY RESPONSIBILITIES

3.1 Statutory responsibilities of the Council of Governors

As part of their overall role in scrutinising the performance of the Trust and representing members, Governors are required to fulfil certain statutory duties.

From the National Health Service Act 2006 the Council of Governors:

- a) Appoints and removes the Chairman and the other non-executive directors;
- b) Approves the appointment (by the non-executive directors) of the Chief Executive;
- c) Decides the remuneration and allowances, and other terms and conditions of office, of the non-executive directors;
- d) Appoints and removes the Trust's financial auditors;
- e) Appoints and removes any other external auditor appointed to review and publish a report on any aspect of the Trust's affairs; and
- f) Is presented with the annual accounts, any report of the financial auditor on them and the annual report;
- g) Provides views to the board of directors when the board is preparing the document containing information about the Trust's forward planning;
- h) Responds as appropriate when consulted by the Board;
- i) Undertakes such functions as the board shall time to time request;
- j) Prepares and from time to time reviews the Trust's Membership Strategy and its policy for the composition of the Council of Governors;
- k) When appropriate, makes recommendations for the revision of the Constitution;
- l) Reports on steps taken to secure a representative membership, the progress of the membership strategy, and any proposed changes to the policy for the composition of the Council of Governors and the non-executive directors;

From the Health and Social Care Act 2012 the Council of Governors:

- a) holds the non-executive directors individually and collectively to account for the performance of the board of directors;
- b) represents the interests of the members of the trust as a whole and of the public.
- c) 'Significant transactions' must be approved by the governors. Approval means that more than half of the governors voting agree with the transaction. The trust may choose to include a description of 'significant transactions' in the trust's constitution.
- d) The council of governors must approve an application by the trust to enter into a merger, acquisition, separation or dissolution. In this case, approval means more than half of all governors agree with the application.
- e) Governors must decide whether the trust's private patient work would significantly interfere with the trust's principal purpose i.e. the provision of goods and services for the health service in England or the performance of its other functions.

- f) The council of governors must approve any proposed increases in private patient income of 5% or more in any financial year. Approval means more than half of the governors voting agree with the increase.
- g) Amendments to the trust's constitution must be approved by the council of governors. Approval means more than half of the governors voting agree with the amendments. Amendments will no longer need to be submitted to Monitor for approval.

Therefore, the Council of Governors is in a position of considerable responsibility. They have genuine powers at their disposal and provide the Trust with a direct link to its membership base.

Notwithstanding, the Council of Governors should acknowledge the overall responsibility of the board of directors for running the Trust and should not try to use the power of the Council of Governors to veto decisions of the Board of Directors.

3.2 Statutory responsibilities of individual Governors

Each individual Governor also has a statutory responsibility for:

- a) Acting in the best interests of the Trust and adhering to the trust's values and Code of Conduct
- b) Signing and delivering the prescribed form confirming acceptance of the Code of Conduct for Governors;
- c) Disclosing all material interests; and
- d) Undertaking any training which the Council of Governors requires all Governors to undertake.

3.3 Responsibilities of individual Governors for building effective relationships

Governors represent the views of the trust membership. Governors are responsible for engaging members in their respective constituencies using a range of techniques including direct contact with individual members.

Maintaining contact between the Council of Governors and the non-executive and executive directors is essential for Governors to be informed about the work of the Trust and more broadly about the workings of the NHS.

Governors are responsible for:

- a) Attending formal meetings of the Council of Governors which are held regularly with the directors in attendance;
- b) Adopting formal methods of joint working and communication between the Council of Governors and the Board of Directors;
- c) Developing informal relationships with other Governors, the Chairman, executive and non-executive directors; and
- d) Undertaking any induction and development programmes which are required.

3.4 Responsibilities of the Council of Governors for the engagement of members

The Council of Governors is responsible for engaging its members and encouraging participation in the Trust's activities, for example, The Annual

General Meeting, the Annual Open Day, focus groups, and the Seasonal Working Conference.

Members will be informed in a variety of ways including semi-annual members' editions of Trust News, the Annual General Meeting, a dedicated Membership Area with screens and kiosks, www.chelwest.nhs.uk, educational events and direct contact.

3.5 Responsibilities of the Council of Governors for representation of the Trust

The Council of Governors are responsible for participating and representing the Trust, where it is reasonable, in 'Task & Finish' groups, local focus groups, and local area networks.

3.6 Responsibilities of individual Governors undertaking specific responsibilities

Governors are responsible for ensuring that, where they undertake specific responsibilities, for example, nominations, they are equipped with the relevant skills and experience, or alternatively, they request access to expert consultation at the Trust's expense.

4.0 CONFLICT RESOLUTION

The Council of Governors is responsible for attempting to resolve any concerns at a local level.

The Trust Chairman is responsible for chairing both the Council of Governors and the Board of Directors and will arbitrate on any disagreements:

- Should a resolution not be reached, the Chairman may ask the Senior Independent Director and the Deputy Chairman of the Council of Governors to review the matter further; and
- In the event that they cannot reach a decision, the matter will be referred back to the Chairman for a final decision.

Approved by Council of Governors on 19 March 2009