

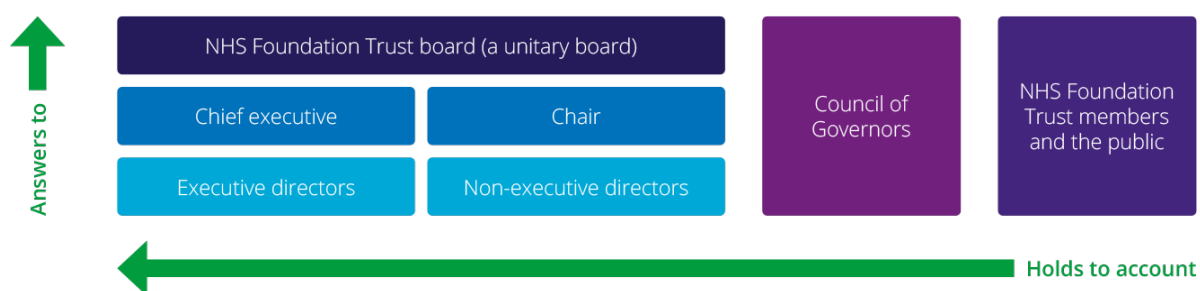
## Roles and responsibilities

The Council of Governors is responsible for seeking assurance over the performance of the Board of Directors and representing the interests of members and the public.

The Council of Governors:

- Holds non-executive directors individually and collectively to account for the performance of the board
- Represents the interests of Foundation Trust members and the public
- Provides assurance for the performance of the board

Chain of accountability in NHS Foundation Trusts



## Statutory duties

Governors have certain statutory duties that they are expected to perform as part of their role. The statutory responsibilities of the Council of Governors, as a collective body (as defined by both the NHS Act 2006 and the Health and Social Care Act 2012), are:

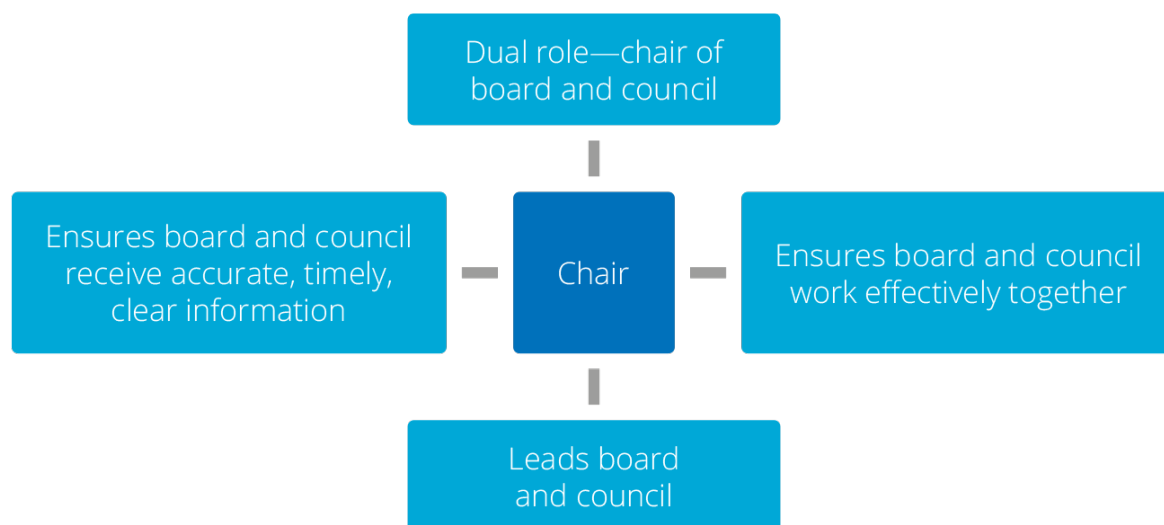
- To appoint and, if necessary, remove the chair and non-executive directors
- To set the pay levels, conditions of employment and appraisal of for the chair and non-executive directors
- To approve the appointment of the chief executive (the council does not appoint the chief executive)
- To receive the Trust's Annual Report and Accounts (which includes the independent auditor's report)
- To appoint and, if appropriate, remove the Trust's auditor
- To decide whether the Trust's private patient work would significantly interfere with the Trust's principal purpose, which is to provide goods and services for the health service in England, or with performing the Trust's other functions
- To approve any proposed increase in non-NHS income of 5% or more in any financial year
- To hold the non-executive directors, individually and collectively, to account for the performance of the Board of Directors
- To represent the interests of Foundation Trust members, as a whole, and the interests of the public

- To require, as appropriate, one or more directors to attend governors meetings to obtain information about:
  - the Trust’s performance of its functions
  - directors’ performance of their duties
  - determining whether to propose a vote on the Trust’s or directors’ performance
- To approve ‘significant transactions’ as defined the Trust constitution
- To approve applications by the Trust to enter into mergers, acquisitions or dissolutions
- To approve amendments to the Trust constitution in collaboration with the Board of Directors,

Governors act as critical ambassadors to the Trust and, in doing so, represent the interests of stakeholders (public, patients, staff and organisations that work closely with, or have an interest in, the Trust). Governors also have advisory, guardianship and ambassadorial roles:

Advisory	Guardianship	Ambassadorial
<ul style="list-style-type: none"> <li>• Supporting the Board of Directors of terms of strategic guidance by giving feedback on:               <ul style="list-style-type: none"> <li>• corporate objectives</li> <li>• annual plan</li> <li>• quality report</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>• Holding non-executive directors to account for performance of the Board</li> <li>• Ensuring the Trust lives in a way that fits with statement of purpose</li> <li>• Guarding the public interest through constructive challenge and acting as a critical friend</li> </ul>	<ul style="list-style-type: none"> <li>• Recruiting and engaging with members of the Trust</li> <li>• Ensuring the Trust feeds back to members on its vision, strategy and plans</li> <li>• Living the values of the Trust</li> </ul>

## Role of the chair



## Role of the senior independent director

The senior independent director of the Trust has a key role in supporting the Trust chair in leading the Board of Directors and acting as a sounding board and source of advice for the chair. The senior independent director also has a role in supporting the Trust chair as chair of the Council of Governors.

## Role of the lead governor

All Foundation Trusts must nominate a lead governor in accordance with NHS Improvement's Code of Governance. The lead governor is appointed by the Council of Governors and is a liaison to NHS England and Improvement (NHSE/I) on behalf of governors in rare circumstances where it would be inappropriate for NHSE/I to contact the chair, or vice versa.

The lead governor:

- collates the input of governors for the senior independent director or chair regarding annual performance appraisals of the chair and non-executive directors
- acts as a point of contact and liaison for the chair and senior independent director
- chairs informal governor-only meetings
- troubleshoots and problem-solves by raising issues with the chair and chief executive

The lead governor is elected by the Council of Governors and must be an existing governor. The lead governor serves an initial term of two years, with the possibility of reappointment for two further terms of one year

## Support for governors

Induction programme for governors

All governors are expected to attend an induction programme which will assist governors in carrying out their roles. The induction programme includes:

- Governors handbook
- Governor induction (development session)
- Governors induction (mandatory training)
- Disclosure barring service (DBS) check

All governors are expected to adhere to the Trust's policies and procedures and will be bound by the Trust's Code of Conduct for Governors. Specific issues relating to behaviour, conduct and confidentiality must be adhered to.

## Ongoing support

Governors will be supported in communicating with their constituencies and will be encouraged to attend events in the community which Foundation Trust members can attend. Ongoing training and information are provided during governors' terms of office to ensure they fulfil their roles effectively.

## Enabling you to participate

Governors are not paid a salary but are entitled to claim all reasonable expenses incurred while carrying out duties of the role, including mileage, public transport fares and parking costs. Expense claims will be subject to verification and agreement in line with the Trust policy.