

ANNEX 9

ROLE DESCRIPTION FOR THE COUNCIL OF GOVERNORS

1. Introduction

As members of the Trust's Council of Governors, our Governors play an important role in making the Trust publicly accountable for the services we provide and bring valuable perspectives and contributions to our activities.

In summary, they reflect the views of the Trust's Members, promote and support the Trust's strategy, hold the Board's Non-Executive Directors to account, and help the Trust to decide its future direction.

Our Public, Patient and Carer and Staff Governors are elected by our Foundation Trust's public and staff Members. We also have Appointed Governors who are nominated by stakeholders such as the local authority, commissioning groups, and our partner provider organisations.

Governors are not paid for the work they do, but can claim reasonable expenses incurred in connection with their duties in accordance with the Trust's expenses scheme.

2. Who can be a Governor?

In line with the Trust's Constitution, to be a Public, Patient, Carer or Staff Governor, Governors need to be:

- a member of the Trust
- at least 16 years old

You cannot be a Governor if you:

- are an Executive or Non-Executive Director of the Trust
- have been sentenced to 3 months imprisonment or more within the last five years
- are a bankrupt
- have been dismissed from an NHS job within the last two years
- have been disqualified from a health related professional body

3. What does a Governor do?

Governors of NHS Foundation Trusts have two main roles:

3.1 Acting as a link to the community

Governors form an important link to the community that the Trust serves. They are responsible for promoting and supporting the Trust's strategy, acting as a 'critical friend' to the Trust to help plan and steer its direction. They feed back information about the Trust, its vision and its performance to the constituencies and the stakeholder organisations that either elected or appointed them.

Governors are responsible for feeding back to the Trust, via the Council of Governors, the views and ideas of the members or organisations they represent. By doing this, they help the Board to make sure that the views of local communities and people who use the Trust's services are taken into account when plans for services are being developed.

They also help to develop the Membership of the Trust in two main ways by:

- overseeing the development and implementation of the Membership Strategy
- direct engagement with Members at Constituency meetings and other Trust events

3.2 Holding the Non-Executive Directors to account for the performance of the Board

The Board of Directors has overall responsibility for running the Trust. A number of Non-Executive Directors sit on the Board to make sure that the Trust meets its performance targets, and acts in accordance with the Trust's Constitution. The Council of Governors is expected to hold the Non-Executive Directors to account for the performance of the Board of Directors. The National Health Service Act 2006 (as revised by the Health & Social Care Act 2012) gives Governors several powers to help them do this. These powers enable Governors to:

- appoint or remove the Chairman and Non-Executive Directors
- decide the remuneration and allowances, and other terms and conditions of office, of the Chairman and other Non-Executive Directors
- approve the appointment of the Chief Executive
- appoint or remove the Trust's Auditor
- receive the annual report and accounts
- advise the Board of Directors and be consulted on proposed strategic decisions and forward plans

Performing these functions means that Governors can be confident in the skills and abilities of the Non-Executive Directors to hold the organisation to account. Governors can also be sure that the Auditor will give an independent and reliable view of the Trust's accounts. Taken together, these functions help to demonstrate to Members of the Trust, the public, and stakeholders that the Trust is well-led.

4. What can't a Governor do?

It is important to remember that the powers of Governors rest with them in Council as a collective, not as individuals. Overall responsibility for running the Trust lies with the Board of Directors. There are therefore some things that they cannot do as a Governor:

- they will not be involved in the day to day running of the Trust, setting budgets, staff pay or any other operational matters
- they cannot veto or over-rule decisions made by the Board of Directors
- they do not play a part in considering the appointment or dismissal, appraisal, pay levels or conditions of service of Executive Directors
- they should not raise complaints on behalf of individuals, or act as advocates, but should represent a broad range of interests in your constituency

5. What responsibilities does the Council of Governors have?

5.1 Statutory Responsibilities

The Council of Governors has some responsibilities that are set out in Acts of Parliament such as the National Health Service Act 2006 and more recently new powers within the Health and Social Care Act 2012. These statutory responsibilities are to:

- represent the interests of the Members of the Trust as a whole and the interests of the public
- hold the Non-Executive Directors individually and collectively to account for the performance of the Board of Directors
- give a response when consulted by the Board of Directors on the Trust's Annual Plan
- appoint and (if necessary) remove the Trust Chairman and Non-Executive Directors
- receive performance appraisal information regarding the Trust Chairman and Non-Executive Directors
- set the pay and terms & conditions of appointment for the Trust Chairman and Non-Executive Directors
- approve the appointment of the Chief Executive - however, the Council of Governors will not appoint the Chief Executive

- appoint or (if necessary) remove the Trust's external auditors
- receive the Trust's Annual Report and Accounts, and the Auditor's report
- inform Monitor, via the Lead Governor, if there are any 'material concerns' about the actions of the Board of Directors which cannot be resolved locally
- satisfy itself that proposals in the Annual Plan (other than those relating to the provision of health services in England) will not significantly interfere with the fulfilment by the Trust of its principal purpose or the performance of its other functions
- approve any proposal to increase by 5% or more the proportion of the Trust's total annual income from activities other than the provision of health services in England
- approve any applications for significant transactions
- approve any applications for mergers, acquisitions, separation or dissolution of the Trust
- agree, in conjunction with the Board of Directors, changes to the Trust's Constitution

5.2 Other responsibilities

The Council of Governors has other responsibilities which are not set out in law. These include:

- supporting the Board of Directors in setting the long-term strategic direction for the Trust
- being assured that the Non-Executive Directors act so that the Trust does not breach the conditions of its NHS Provider Licence
- developing the membership by overseeing the implementation of the Trust's Membership Strategy and by direct engagement with members at events and meetings
- providing a Governor perspective on the efficacy of staff engagement mechanisms

6. What other duties does an individual Governor have?

As a Governor they are expected to:

- promote and support the organisation's strategy
- feedback information about the Trust, its vision and its performance to your Members or stakeholder organisation
- attend meetings of the Council of Governors
- abide by the Governors Code of Conduct and uphold the Trust's values
- act in the best interests of the Trust and preserve the Trust's standing and reputation
- comply with the policies and procedures of the Trust, including its Authorisation and Constitution
- serve on at least one Governor Project Focus Group
- maintain an appropriate level of confidentiality in respect of information provided to the Council of Governors and its working groups
- attend such training events as may be necessary in order to fulfil the role
- represent the interests of the community, including service users and carers, by ensuring effective communication with Members, feeding back information to the Trust as necessary
- if invited, to advise on staff appointments

7. What skills will a Governor need?

The Governor's role is an important one. As well as representing their own views, they must be able to represent the views of people in their community.

They will also need the time to communicate with their constituents and to prepare for and attend several meetings each year, including some Governor Committee and Project Focus Group meetings and be able to absorb high level information.

8. What support will a Governor get to do the job?

To help them to perform this important role, the Trust will provide training and support. This will include:

- an induction session to familiarise them with the Trust and the services it provides, any relevant policies and legislation, and the role of the Governor within the Trust
- an opportunity to attend relevant parts of the Trust's corporate induction training
- training relevant to specific Governor roles such as recruitment of Non-Executive Directors, appointment of auditors, or approval of significant transactions
- assignment of an experienced Governor to act as a 'Buddy' in their first year
- an opportunity for Governors to engage in Patient-Led Assessments of the Care Environment (PLACE) assessments
- participation in joint events with other partner organisations
- access to training sessions and materials from the Foundation Trust Governors Network
- participation in engagement and community events

9. How much time will it take up?

There are four formal Council of Governor meetings, eight informal meetings (which include a Counsel meeting with the Chairman) each year. Each of the three Governor Project Focus Working Groups meets four times each year.

As a minimum, Governors should attend all the formal Council of Governor meetings and there is an expectation that individual Governors be a regular attender of at least one of the Governor Project Focus Groups – Quality Project Focus Group; Constitution Project Focus Group or Annual Plan Project Focus Group.

In addition, Governors are expected if possible to attend the training/ education seminars that are organised four times per year. These Governor Development Seminars provide briefings on current topics and developments being considered by the Board as well as formal training on skills and tools relevant to their role as Governor.

Most Governors find that they get more satisfaction from the role if they attend other activities as well as the formal Council of Governor and Governor Project Focus Group meetings. There are a number of Trust events throughout the year that Governors can take part in. Governors also sit on working groups from time to time, and are often involved in the interview process for new members of the Board.

In accordance with The Trust's Constitution, the Trust also holds an Annual Members Meeting which takes place in September and all Governors are expected to attend.

There are a range of other events that Governors are encouraged to attend if available, including:

- Chairman and Chief Executive walkabouts, PLACE assessments and other similar events to observe first-hand how the hospital is running
- Board of Directors meetings - all Governors should attend at least one Board meeting in each year, to see the Board 'in action'
- staff achievement and long-service awards
- events supporting the Trust's associated Charity – 'Above and Beyond'
- Ad-hoc presentations, celebrations and other events

All events are notified to Governors in advance by the Trust Secretariat, with as much notice as possible. The Trust Secretariat is available to discuss with individual Governors possible external events to attend if they feel they would be of benefit to support their Governor role.

10. How long does a Governor serve for?

- Public and Staff Governors are elected for a period of up to three years at a time
- Appointed Governors other than Local Authority Governors and Youth Governors (see below) may serve for up to three years at a time. They will cease to hold office if the appointing organisation withdraws their appointment.
- Governors appointed by the Youth Council may hold office of up to one year

- Local Authority Governors serve until they stand for re-election as a local councillor. They cannot be a Governor for more than two terms of office as a local councillor
- No Governors can serve for more than a total of nine years

11. Specific Governor Roles

11.1 The role of Lead Governor

Monitor did not intend the person holding this role to 'lead' the Council of Governors or assume greater power or responsibility than other Governors. The Lead Governor will act as the spokesperson for the whole of the Council of Governors. This would also apply where there was contact with external organisations such as Monitor. Contact with external bodies and individuals shall be conducted in accordance with the Governor Code of Conduct. The role of the Lead Governor is intended to be an additional resource to all of the members of the Council.

The role of Lead Governor for University Hospitals Bristol is described below and includes:

- acting as the point of contact between the Governors and Monitor
- promote a continuing good relationship between Governors and Directors
- bringing to the Trust Chair's notice any issues from the Governors
- liaise with the Project Focus Group Leads and attend their meetings if possible to facilitate the effectiveness of the discussions at Council of Governors and Annual General Meetings
- chairing the quarterly Informal Governors' meetings, however, this does not prohibit any other Governor from carrying out this role
- being available to provide or approve quotes for press releases
- facilitate the process of guiding and mentoring new or less experienced governors
- meeting regularly with the Chair and Chief Executive to support effectiveness of the role and feedback to other members of the Council where appropriate, however, this will not involve taking decisions on behalf of the Council
- providing a sounding board for the Chair and members of the Executive
- liaising regularly with the Trust Secretary in relation to meetings, minutes, follow up actions

11.2 What the Lead Governor cannot do

The Lead Governor is not a shadow or vice chair in the same way that the Council of Governors is not a shadow Board of Directors.

11.3 Conditions of appointment and Term of Office for the Lead Governor

The Lead Governor:

- should be a Governor of at least one year's standing but ideally 2 years
- should be appointed by the Council of Governors
- may hold the position of Lead Governor until the end of their term of office
- if they are reappointed they may be reappointed as Lead Governor by the Council of Governors - the reappointment may be delayed for 6 months to allow new Governors to get to know the incumbent
- removal of the Lead Governor will require the approval of three-quarters of the members of the whole membership of the Council of Governors
- understand the Trust's Constitution and how the Trust is influenced by other organisations
- represent the position and wishes of Governors and be able to commit the time necessary
- be IT literate and have the ability to influence and negotiate; and be able to present a well-reasoned argument

11.4 Process for appointment

The Trust Secretary will organise the process as follows:

- any Governor may nominate another Governor with the agreement of the nominee
- any Governor may nominate themselves with the support of one seconder
- each candidate, even if unopposed, will provide a one page statement setting out what they would bring to the role
- if there is more than one nomination there will be an election conducted by email – a simple majority will win
- if there is a tie the Trust Chair has a casting vote in consultation with the Nominations & Appointment Committee
- if there is a single nomination the Governors will be asked to endorse (or not) that nomination by voting for that person or abstaining
- if there are no nominations the Trust Chair in consultation with Nominations & Appointment Committee will nominate a Lead Governor for approval by the Council of Governors, for one year initially

11.5 Staff Governors

Staff Governors have a responsibility to the people who elect them. The role involves talking and listening to staff about issues and concerns, about what's working well and what could be improved, and feeding those views into the work of the Council. As ambassadors, Staff Governors should seek to engage with staff as much as possible about the work of the Council and the Trust and encourage staff to remain part of the FT membership so they can influence the formal governance structures of the Trust.

The role of Staff Governors at UHB includes:

- communicating with staff in their constituency and feeding the views of staff back to the Council of Governors and into any working groups they are part of
- advising the Council of the impact of decisions on staff and advise on how staff can contribute to improving services for patients
- regularly advising staff of work undertaken by the Council of Governors and seeking their views. The Trust will work with the staff governors to develop effective ways to make sure this happens
- being very clear about what information can be reported back to colleagues/staff members

All Governors are expected to sign-up to the Governors Code of Conduct. If it is believed a Staff Governor has failed to observe this Code of Conduct, the Trust Chair will deal with the case according to the procedure set out in the Code. However, the Trust's normal disciplinary procedures will be followed in the case of misconduct in a Staff Governors' substantive role.

11.6 What Staff Governors should not do

Staff Governors are not expected to always agree with other Staff Governors or other Governors in general but are expected to be professional if and when disagreement occurs. Staff Governors who disagree with or question the Board of Directors will not find their professional standing within the Trust affected in any way as long as the Code of Conduct is complied with. Staff Governors should not:

- pursue a personal agenda at the expense of others' or participate in discussions where they have a personal interest in the outcome
- get personally involved in staff members' individual problems or issues and never promise to solve someone's problem themselves
- deal with disciplinary or grievance issues which are dealt with by formal staff representatives

The role of Staff Governor is significantly different from that of a Trades Union or staff side representative. Formal staff representation and negotiation through the Joint Union Committee remains in place. It is intended that the work of these groups run alongside and where appropriate complements the Staff Governor role and vice versa. However, Staff Governors do have a

responsibility for reporting staff views in the Council and other meetings and working groups where there may not be a staff-side representative.

Staff Governors should be able to advise Trust staff members on appropriate routes of action, keeping in mind the role of the individual's line Manager and/or Staff representative. If the individual staff member has not approached their Line Manager or staff representative first, then the Staff Governor should direct the individual back to these sources. If there is any concern on the part of the Staff Governor that this is not the appropriate course of action (and it is likely to be only in exceptional circumstances that it is not) then the Staff Governor should refer to the Line Manager's Line Manager and/or the Human Resources Department. The Staff Governor may also sign-post the availability of Trust policies and procedures, clinical standards etc.

11.7 Public, Patient and Carer Governors

Our Public Governors represent the local constituencies of Bristol, North Somerset, and South Gloucestershire and our diverse local community. As Bristol University Hospitals is a major tertiary centre for a range of specialist services, there is also Public Governor representation nationally from the rest of England and Wales.

Public Governors provide the Trust with a greater understanding of the issues affecting patients and visitors as well as representing our diverse local community and national populations who use our specialist services.

Patient and Carer Governors provide valid insight in the patient experience of our services at UHB and are supported to ensure they can fully interact with the Council should they require special arrangements such as transport or communication materials.

11.8 Appointed Governors

Appointed Governors are appointed by organisations that the Trust has identified as partner organisations. For University Hospitals Bristol these partners are considered to be:

- Bristol City Council
- University of Bristol
- University of West of England
- Avon and Wiltshire Mental Health Partnership NHS Trust
- South Western Ambulance Service NHS Trust
- Joint Union Committee
- University Hospitals Bristol NHS Foundation Trust Youth Council
- Community and Voluntary Sector representative

These partner organisations have the ability to nominate whomever it feels is appropriate to represent it on the Council of Governors and understands the time commitment and what will be involved in the role of being a Foundation Trust Governor.

It is recognised that sometimes an Appointed Governor may sometimes experience a conflict of interest between their duties to their primary organisation and duties as a Foundation Trust Governor. Appointed Governors should be asked to declare an interest in discussing matters such as contracts or significant transactions; and be allowed to voluntarily leave the meeting if they consider this the appropriate action in the interest of probity.

12. Summary

Ultimately Governors are accountable to the Membership of the Trust (with the exception of Appointed Governors, who are accountable to their own organisation) and shall demonstrate this by their communication with their electorate in order to best understand their views.