

# Becoming a governor at the Royal Devon

## Information for prospective governors



# Introduction

Thank you for expressing an interest in becoming a governor at the Royal Devon University Healthcare NHS Foundation Trust.

This booklet aims to help you understand what it means to be a governor and how you can stand for election.

The role of the Council of Governors is an important one and includes a number of statutory duties. Governors hold our Non-Executive Directors to account and provide a vital link between the Trust and local communities, staff and key partner organisations. We really value hearing the insights that our governors share with us, and are grateful for their efforts to share information about the Trust back with those whose interests they represent.

This is a really special role that is all about the bigger picture for the Trust. You'll get an inside look at how the Trust works at the highest corporate level. Our governors have told us that the role is a fantastic personal development opportunity, an intellectual challenge and it has been great to meet lots of people who really make a difference.

If you have any questions about the role or nominating yourself for election, please contact our Engagement Team at [rduh.royaldevonmembers@nhs.net](mailto:rduh.royaldevonmembers@nhs.net) or on 01392 403977.



**Dame Shan Morgan**  
**Chair**

# Part 1. About Us

The Royal Devon University Healthcare NHS Foundation Trust was established in April 2022, bringing together the expertise of both the Royal Devon and Exeter NHS Foundation Trust and Northern Devon Healthcare NHS Trust.

Stretching across Northern, Eastern and Mid Devon, we have a workforce of over 16,000 staff (including bank staff), making us the largest employer in Devon. Our core services, which we provide for more than 615,000 people, cover more than 2,000 square miles across Devon, while some of our specialist services cover the whole of the peninsula, extending our reach as far as Cornwall and the Isles of Scilly.

We deliver a wide range of emergency, specialist and general medical services through North Devon District Hospital and the Royal Devon and Exeter Hospital (Wonford). Alongside our two acute hospitals, we provide integrated health and social care services across a variety of settings including the ground-breaking Nightingale Hospital in Exeter, community inpatient hospitals, outpatient clinics, and within people's own homes. We also offer primary care services and a range of specialist community services.

Our hospitals are both renowned for their research, innovation and links to universities.

For more information please see our website at:

[www.royaldevon.nhs.uk](http://www.royaldevon.nhs.uk)

## 1.1 An NHS Foundation Trust – working with and for the community

As an NHS Foundation Trust, the Royal Devon has members, a Council of Governors and a Board of Directors. This connects the leadership of the Trust with those impacted by the work that they do.

Members elect the Council of Governors and the Council of Governors appoint the Non-Executive Directors, who in turn appoint the Executive Directors. This gives staff and local people a real stake in the services provided by the Royal Devon, in the immediate term and the future.

## 1.2 Membership

The Trust has a membership made up of public members and staff members.

Royal Devon staff automatically become staff members if employed by the Trust on a permanent contract, or on a short-term contract of twelve months or more, but they can opt out of membership. Staff employed by the Trust who work within other NHS organisations locally are included. Volunteers are not included in staff membership and may therefore become public members.

Anyone who lives in England over the age of 12 can sign up for free to become a public member of the Royal Devon.

The large majority of our public membership live in Devon.

### **Our public constituencies**

To be eligible for public membership, applicants must live in one of our three public constituencies.

- Eastern Constituency (East Devon, Dorset, Somerset and the Rest of England).
- Southern Constituency (Exeter, Teignbridge, Torbay, South Hams and Plymouth)
- Northern Constituency (Mid, North, West Devon & Cornwall and the Isles of Scilly)

In line with a number of other Foundation Trusts, the decision was made to include the 'Rest of England' as part of the Eastern constituency, in recognition that some of our specialist services patients do travel further than just Devon, Cornwall, Somerset and Dorset to access treatment.

This approach also supports the Trust by widening the pool of potential candidates for Non-Executive Directors (NEDs), as NEDs need to qualify to be a public member (i.e. live in one of our constituencies).

To check if where you and your supporters live is in the Southern constituency take a look at the following maps below or contact the Mi-Voice Support Team at [support@mi-voice.com](mailto:support@mi-voice.com) or on 02380 763 987



# Part 2. Governors

**Governors provide a vital connection between the Royal Devon, our patients, the community we serve and our partners.**

The Council of Governors consists of elected public and staff governors and appointed individuals from key organisations.

The Council of Governors has two broad functions:

- Holding the Non-Executive Directors, individually and collectively, to account for the performance of the Board of Directors
- Representing the interests of the Trust’s members and stakeholders, as well as feeding back information about the Trust, its vision, and performance to the communities it serves

Although the boundaries for both our Eastern and Northern constituencies geographically cover large areas, in practical terms this shouldn’t impact on governors focusing on engaging with members and the general public within their immediate local area and communities.

The Council comprises 31 governors in total, each of whom represents their own constituency or organisation.

22 Public Governors	7 Staff Governors	2 Appointed Governors
<p>Members elect:</p> <ul style="list-style-type: none"><li>● Eastern Constituency (<i>East Devon, Dorset and Somerset and the rest of England</i>) (5)</li><li>● Southern Constituency (Exeter, Teignbridge, Torbay, South Hams and Plymouth) (8)</li><li>● Northern Constituency (<i>Mid, North, West Devon &amp; Cornwall</i>) (9)</li></ul>	<p>Royal Devon staff elect from across all staff groups</p>	<ul style="list-style-type: none"><li>● Devon County Council (1)</li><li>● University of Exeter (1)</li></ul>

## 2.1 Roles and responsibilities of governors

The Council of Governors has a number of key responsibilities including:

- The appointment or removal of the Chair and the other Non-Executive Directors
- Holding the Non-Executives to account for the performance of the Board of Directors
- Representing the interests of members and recruiting new members
- Approving the remuneration and allowances, and other terms and conditions of office of the Non-Executive Directors
- Appointing or removing the external auditor of the Trust
- Being presented with the annual report and accounts and quality report
- Approving the appointment of the Chief Executive Officer
- ‘Significant transactions’ must be approved by the governors. Approval means that at least half of the governors voting agree with the transaction. The Trust includes a description of ‘significant transactions’ in its Constitution.
- 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 at least half of all governors agree with the application. The Council of Governors approved the integration of RD&E and NDHT.

- Responding as appropriate when consulted by the Directors

The Governor role does **not** include:

- Undertaking the operational management of the Trust – this responsibility lies with the Board of Directors
- Raising complaints or acting as advocates on behalf of individuals. The governor role is to represent a broad range of interests from their local communities

The Council of Governors fulfils its roles and responsibilities through its formal meetings, which are all-day meetings held four times per year. They are chaired by the Chair of the Trust, Dame Shan Morgan. These topics are discussed at the meetings, with governors invited to ask questions and share feedback from their communities. Decisions are also made and formally recorded at these meetings relating to appointments of Non-Executive Directors and other matters requiring approval by the Council of Governors.

## 2.2 Skills and experience

Each governor brings a range of personal attributes, which collectively enable the Council of Governors to work effectively.

An interest and enthusiasm for understanding and representing the views of people in your community or staff group, as well as your own, is essential.

Desirable key attributes include:

- A strong interest in healthcare and commitment to NHS values and principles of NHS foundation trusts (for public governors, a background of working in the NHS is **not** essential)
- An ability to understand and interpret complex information
- Some experience of committees or large meetings
- Good interpersonal and communication skills
- Sound, independent judgment, common sense and diplomacy

We expect our governors to:

- Understand and adhere to the seven principles of public life referred to as the 'Nolan Principles'. These form the basis of the ethical standards expected of public office holders:

selflessness, integrity, objectivity, accountability, openness, honesty and leadership.

- Exhibit conduct that upholds the values of the Trust, promoting equality and diversity for all its patients, staff and other stakeholders.

Please see Appendix 4 for more details of the Governors' Code of Conduct.

## 2.3 Diversity and Inclusion

Governors represent the Trust's members and the wider public served by the Trust. In order to ensure that governors are truly representative of the wider community, the Trust strongly encourages people from a range of different backgrounds to consider putting themselves forward to be a governor.

Research clearly indicates diversity in corporate governance leads to better and more effective decision making, as such we would particularly welcome applicants from under-represented groups including people who identify as being from an ethnic minority group, people with a disability, LGBTQ+ or those representing people facing socio-economic barriers and health inequalities.



## 2.4 Time commitment

When considering becoming a governor of the Trust, make sure that you can devote sufficient time and commitment to fulfil the role.

The full Council of Governors meets four times a year. You should expect to put time aside to read papers and prepare, as well as attend training and development days (four per year). There will be other events at which governors are asked to represent the Trust, for example at the Royal Devon Annual Members Meeting and other member engagement events.

Some governors choose to take part in meetings of sub-committees, working groups and task and finish groups.

Please see Appendix 2 for further information on the different meetings, committees and working groups

Overall you should expect to attend and prepare for a minimum of eight meetings per year, increasing if you get involved in sub group work. Ad-hoc meetings are sometimes set up where timely decisions need to be made e.g. as part of the process of appointing a new Chief Executive Officer

Meetings are a mix of online and face-to-face meetings. In the past we have held meetings in Exeter,

Barnstaple and Tiverton. Times of meetings can vary, though most are held within Monday-Friday, 9am-5pm hours.

Being a governor of the Trust also affords staff the opportunity to know more about its workings, provides career development opportunities and the chance to be involved in initiatives around stakeholder engagement. For staff it is important to discuss the likely commitment with your line manager and seek their support to be released from your usual duties in order to undertake Council of Governor related activities.

## 2.5 Eligibility to be a governor

Most people are eligible to be a governor and we welcome you to put yourself forward. You must be a public member of the Trust to be a public governor, and a staff member of the Trust to be a staff governor.

A person may not become a governor of the Trust if:

- They are a director of the Trust, or a governor or director of another NHS foundation trust
- They are under sixteen years of age
- Being a member of a public constituency, they are or were entitled to be a member of the staff constituency at any point during the preceding two years

- They have been made bankrupt or their estate has been sequestrated and in either case they have not been discharged
  - They are a person in relation to whom a moratorium period under a debt relief order applies (under Part 7A of the Insolvency Act 1986)
  - 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 preceding five years been convicted in the British Islands 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
  - They are the subject of a sex offender order
  - They have within the preceding two years been dismissed, otherwise than by reason of redundancy, from any paid employment with a health service body
  - They are a person whose tenure of office as the Chair or as a member or director of a health service body has been terminated on the grounds that their appointment is not in the interests of the health service, for non-attendance at meetings, or for non-disclosure of a pecuniary interest
  - They have been removed from office as a governor by any NHS foundation trust within the last five years
  - They are no longer a member of the Trust
- A term of office as a governor shall immediately cease if any of the disqualifications on the previous page apply or if:
- They resign by notice in writing to the Secretary
  - In the case of an elected governor, they cease to be a member of the Trust
  - In the case of an appointed governor, the appointing organisation terminates the appointment
  - They refuse without reasonable cause to undertake any training which the Council of Governors require all governors to undertake
  - They fail to abide by the Governors' Code of Conduct (currently under review).
  - They fail without reasonable cause to sign and deliver to the Secretary a statement confirming their continuing eligibility to vote

- They are removed from the Council of Governors for failing to attend at least two meetings of the Council of Governors in any governor year, unless the other governors are satisfied that the absences were due to reasonable causes and they will be able to start attending meetings of the Trust again within such a period as the other governors consider reasonable

See paragraphs 21 and 23 of the Royal Devon University Healthcare NHS Foundation Trust Constitution.

## 2.6 What our governors say about the role

Three current governors Quentin Cox, Richard Westlake and Gillian Greenfield explain why they put themselves forward for the role and what it means to them.

**Quentin Cox, lead governor and one of our governors representing the Northern constituency (Mid Devon, North Devon, Torridge, West Devon, Cornwall, and the Isles of Scilly), said:**



The role is in two parts; the part that is mainly in the paperwork that we get, is keeping the non-executive directors of the board to account. We're another reassurance method to the public that things are being carried out properly. The other role is to try and highlight issues from our local areas we can perhaps pick up items from neighbors, friends, people we bump into at various

clubs we may be members of and things like that.

For me, finding out what's going on has been good. It's a little bit different to what you hear in the press, which I think can be a very superficial view of the NHS. There's a huge amount of good work going on underneath it all that doesn't get publicized so it's been very good to hear and be reassured by that.

**Richard Westlake, one of our governors representing the Southern constituency (Exeter, Teignbridge, Torbay, South Hams, and Plymouth), said:**



It's a steep learning curve, but I've found it extremely interesting. I've enjoyed the stimulation of actually seeing improvements to the health service, talking to staff and talking to members.

You can be home, sat down in a chair and having a moan, but you're putting yourself in a position where you can actually achieve something and do

something for the public that you represent.

There is a lot of information out there which tells you what the role of the governor is about, including the responsibilities and time involved. Don't be afraid because it is an opportunity for you. I think just go for it because I think you'll find it extremely rewarding.

**Gillian Greenfield, one of our governors representing the Southern constituency (Exeter, Teignbridge, Torbay, South Hams, and Plymouth), said:**



The key thing for me is that you are a member of the Council of Governors, so it's around collective leadership. It's not about your individual voice. You need to be able to work as a team with other people. We are working together, to actually become the best we can to ensure that the Royal Devon delivers the best care it can which is patient-focused.

We have got vacancies, particularly in the southern region

and we do need your support and to get involved. I think it's all very well to sit on the side lines and say "Oh, if only they did this..." Well, why don't you use your voice? Why don't you learn more about it? We are a friendly lot and are very approachable!

## 2.7 How the Royal Devon supports its governors

It takes time to understand the role, and you will gradually learn how to be an effective governor through getting involved in activities and with support from the Trust and fellow governors.

You will receive an induction after being elected as a governor.

Governors are encouraged to attend the regular development days. In these meetings, governors can talk informally to the Executive Directors, senior managers and the Chair, to better understand the governor role and how the Royal Devon continues to evolve as a Trust in light of national developments. One or two of these meetings may be held jointly with the Board of Directors.

The corporate governance and communications and engagement teams provide administrative support for governors and member engagement. The team are available during normal working hours to respond to queries.

The Trust supports and encourages staff to take on the role of governor, but it is important for staff to discuss it with their line manager prior to standing for election.

The Trust uses email to communicate with governors, so candidates should ideally have access to a computer and be able to send and receive emails. Alternative arrangements can be made if a governor does not have access to a computer.

In order to provide networking opportunities with governors from other foundation trusts and a perspective on national developments, there may be occasional opportunities to attend conferences or other events.

Our experience shows that it takes time to get to grips with the role and our existing governors are there to help new governors.

### **Travel and carer expenses**

Governors do not get paid, but the Trust does pay travel and other expenses necessarily incurred. This includes a small amount for admin costs and could also include carer's costs, in line with the Trust's Governor Expenses Policy.

## 2.8 Governors' Impact and Influence

Since 2004, our Council of Governors has had a significant impact on the Trust.

### What our governors achieved in 2023/24

In the past year our Council of Governors shortlisted candidates and appointed Professor Tim McIntyre-Bhatty to join the Board as Non-Executive Director, and reappointed three other Non-Executive Directors. They also approved the Non-Executive Directors' recommendation to appoint Sam Higginson to be the new Chief Executive Officer of the Royal Devon.

Other important work which our governors have supported over the past year include:

- The council set two priorities to improve quality of care in our annual Quality Account, relating to staff retention and support to patients experiencing mental ill health
- Helping us hold our first ever public event in Barnstaple and another in Tiverton
- Helping to assess the environment of our hospital wards
- Governor representatives sat on judging panels for our Extraordinary People Awards
- Governors provided feedback to help us create our new Patient Communications Policy

# Part 3. Election to the Council of Governors

To become a governor, you need to take part in an election. Elections to the Council of Governors take place under the election rules included as part of the Trust's Constitution.

The Trust uses an external election company to administer the elections on its behalf and to act as the Returning Officer.

To stand for election, a member must nominate themselves by completing a nomination form. On the form, you are expected to give some information about yourself and why you think you would be good at being a governor. This is called the election statement. You are also invited to submit a photograph of yourself.

If you nominate yourself for election you will need the backing of two supporters who are members from the same constituency as yourself. Your supporters can be a family, friend, neighbour or colleague, depending on the constituency you are part of. They will receive an email asking them to confirm their support for your nomination. Your two supporters do not need to be members of the Trust before you submit your nomination form - they can become members through supporting your nomination.

Election statements for candidates in each constituency are put together in ballot packs and sent to all members in that constituency. Members then vote for the candidate or candidates they choose within their constituency. There may be circumstances when no election is needed, i.e. when the number of people standing equals the number of vacancies in a constituency.

Governors are elected for terms of one, two or three years and may serve for up to nine years in total, subject to re-election (in the case of elected governors) or re-appointment (in the case of appointed governors).

## 3.1 Vacancies for the Southern constituency (Exeter, Teignbridge, Torbay, South Hams and Plymouth) by-election

**The by-election includes 4 posts, which were left vacant following our routine election in 2024. The following terms of office are available:**

- 2 terms of three years
- 2 terms of two years



## 3.2 The election timetable

**Nomination period opens:**  
Wednesday 5 February 2025

**Deadline for receipt of nominations:**  
5pm on Friday 28 February 2025

The election services company must receive all nominations by that time. In the event that the number of candidates is the same or less than the number of vacancies, all properly nominated candidates will be declared elected.

If a vote is required, members vote for candidates standing within the Southern constituency. Ballot papers will be issued by email or post to members.

**Voting papers sent to members:**  
Monday 17 March 2025

**Voting closes:**  
5 pm on Wednesday 9 April 2025

**The results will be declared on:**  
Thursday 10 April 2025

All candidates will be notified of the results.

New governors begin their term of office on Thursday 10 April 2025 and will be invited to take part in an induction programme close to this date. Following that, the first formal Council of Governors meeting will be held on Wednesday 4 June 2025 .

To nominate yourself:

**Mi-Voice (Democracy Technology Ltd).**

**Online:**

<https://www.mi-nomination.com/royaldevon>

**Mi-Voice support or to request an alternative format**

**Email:** [support@mi-voice.com](mailto:support@mi-voice.com)

**Telephone:** +44 (0) 2380 763 987

For any further queries about the governor role, please contact the communications and engagement team.

Email: [rduh.royaldevonmembers@nhs.net](mailto:rduh.royaldevonmembers@nhs.net)

## APPENDIX 1

### The Board of Directors

<https://royaldevon.nhs.uk/about-us/board-of-directors/>

**The Board is led by the Chair and comprises:**

- Chair and seven other Non-Executive Directors
- Chief Executive Officer, Deputy Chief Executive Officer, Chief Medical Officer, Chief Finance Officer, Chief Nursing Officer, Chief People Officer, Chief Operating Officer

The Non-Executive Directors form a majority on the Board. The Executive Directors manage the day-to-day operational and financial performance of the Trust.

The Board of Directors of the Royal Devon is ultimately and collectively responsible for all aspects of the performance of the Trust. Their role is to provide active leadership of the Trust within a framework of prudent and effective controls that enables risk to be properly assessed and managed. It is a unitary Board, which means that both Executive and Non-Executive Directors share the same liabilities and joint responsibility for every decision of the Board. The Chief Executive Officer is the nominated Accounting Officer and is responsible for the overall organisation, management and

staffing of the NHS Foundation Trust, for its procedures in financial and other matters. The Chief Executive Officer also offers appropriate advice to the Board on all matters of financial propriety and regularity.

**The Board is responsible for:**

- Ensuring the quality and safety of healthcare services, education, training and research delivered by the Trust and applying the principles and standards of clinical governance set out by the Department of Health and Social Care, the Care Quality Commission, and other relevant NHS bodies
- Ensuring compliance with the Trust's licence, its constitution, mandatory guidance issued by NHS Improvement, relevant statutory requirements and contractual obligations
- The Trust's strategic aims, taking into consideration the views of the Council of Governors, ensuring that the necessary financial and human resources are in place for the NHS Foundation Trust to meet its objectives and review management performance
- Ensuring the Trust exercises its functions effectively, efficiently and economically
- Setting the Trust's values and standards of conduct and

ensuring that its obligations to its members, patients and other stakeholders are understood and met

In carrying out their role, Directors need to be able to deliver focused strategic leadership and effective scrutiny of the Trust's operations and make decisions objectively and in the interests of the Trust. The Board of Directors will act in strict accordance with the accepted standards of behaviour in public life, which include the principles of selflessness, integrity, objectivity, accountability, openness, honesty and leadership (The Nolan Principles).

The Board of Directors is legally accountable for services provided by the Trust and is responsible for setting the strategic direction, having taken account of the views of the Council of Governors.

## APPENDIX 2

### Meetings, committees and working groups

Meeting	Frequency	Notes
Council of Governors meeting*	4 per year	<ul style="list-style-type: none"> <li>Both in public and confidential meetings</li> <li>Attendance is monitored</li> </ul>
Development Days*	4 per year	Two are held jointly with the Board
New governor induction*	Once, on appointment	
Governor committees	Varies	<ul style="list-style-type: none"> <li>Nominations Committee</li> <li>NED remuneration committee</li> <li>Coordinating Committee (Governor membership is by election)</li> </ul>
Governor working group	6 per year	<ul style="list-style-type: none"> <li>Public and member engagement group (Governor membership is voluntary)</li> </ul>
Board of Directors meetings	7 per year	
Trust committees	Varies	<ul style="list-style-type: none"> <li>Audit Committee, Charity Committee, Digital Committee, Finance and Operational Committee, Our Future Hospitals Programme Board, People Committee, Quality Committee – an elected governor observes</li> <li>Patient experience committee - elected governor member attends</li> </ul>
Annual Members' Meeting	1 per year	Autumn

\* = essential meetings - held face to face at varying locations across Devon

## Council of Governors meetings

Council of Governors meetings are held four times across the year and are linked to the Trust's quarterly reports schedule. They are all-day meetings, comprising formal business meetings (in public and confidential) followed by development seminar sessions and an opportunity for governors to discuss what they are hearing in their communities. These are key meetings where decisions are formally made, such as approval of the NED appointments. Sometimes extra meetings are called when decisions need to be made sooner than the schedule of four meetings.

Papers are sent to all governors one week prior to the meeting by email (hard copies are available on request).

Regular agenda items include:

- A confidential pre-meet for the Council of Governors
- A verbal update of news and information from the Chief Executive Officer, plus a question and answer session.
- A report from the Chair on the recent work of the Board of Directors and a strategic update.
- Integrated Performance Report, including performance information from Finance and Operations (targets etc).

Regular updates on the work of the Co-ordinating Committee and the Public and Members Engagement Group are given by the governors who chair those meetings. The remainder of the agenda consists of a rolling programme of reports and updates on current issues.

## Governor committees

Under the NHS 'Code of Governance' and the Trust's own Constitution, the Royal Devon must have a Nominations Committee and NED Remuneration Committee.

### 1. **Nominations Committee and Appraisal Working Group**

The Nominations Committee selects candidates to be Chair and NEDs, for subsequent recommendation to, and appointment by, the Council of Governors. The Committee takes into account the policy for the composition of the NEDs on the Board of Directors, and the skills and experience required. This committee is chaired by the Trust Chair, or when discussing matters related to the Chair, the Lead Governor. The Appraisal Working Group develops the process of appraisal for the Chair and NEDs. It comprises the

Nominations Committee plus the Chair and for matters related to the Chair, the Senior Independent Director.

2. **Non-Executive Director Remuneration Committee**  
The NED Remuneration Committee (NEDRC) is appointed and authorised by the Council of Governors to recommend appropriate remuneration and terms of service for the Chair and NEDs and is guided by best practice.

3. **CoG Coordinating Committee**  
This co-ordinates the business of the Council of Governors meeting every quarter, to discuss its strategic plan and the agenda for governors. The membership is comprised of governors from across all the constituencies, alongside the Lead Governor, Deputy Lead Governor, Trust Chair, Director of Governance and Head of Communications and Engagement. Corporate Affairs and Communications and Engagement staff support the Committee. This committee is chaired by the Lead Governor.  
Admin: Bernadette Coates, Corporate Affairs Team

## Governor working groups

### Public and Member Engagement Group

The group's purpose is to ensure that the Council of Governors is meeting its duty to represent the interests of the members of the Trust and of the wider public, working with the Trust's communications and engagement team. This meeting is chaired by a governor.

Admin: Jenny Jones, Communications and Engagement Team

## Trust committees and meetings

All committees of the Board will have an elected Governor representative, who will attend to observe the meeting and particularly the performance of the NEDs who comprise the membership.

1. **Board of Directors meetings in public** Governors are invited to observe these meetings, which are also open to the public. This is a good way to observe the NEDs and there is an opportunity to ask questions at the end. The Board meets seven times a year, (not generally in August or December) on the last

Wednesday of each month, with the public Board commencing at 9.30am. Governors who observe Board meetings come together after the meeting to collate the feedback, both on the meeting's discussions and on how the NEDs held the Executive to account for the performance of the Trust.

## 2. **Audit Committee**

The Audit Committee is accountable to the Board of Directors with a primary role to conclude upon the Trust's overall internal control system. A report is presented to the public meeting of the Board after each committee meeting. The Council of Governors elects a Governor to observe the NEDs who comprise the membership but also to observe the performance of the external auditors, who are appointed by the Council of Governors. This committee is chaired by a NED.

## 3. **Charity Committee**

The Charity Committee's purpose is to oversee the operation of the Charity on behalf of the Corporate Trustee (the Board of Directors), providing assurance that that charitable funds are managed and operated

in accordance with the governing documents and comply with relevant legislation and guidance from the Charity Commission for England and Wales and making recommendations to the Corporate Trustee for its approval or otherwise.

## 4. **Digital Committee**

The purpose of the Digital Committee is to provide oversight and assurance to the Board of Directors to ensure that the digital agenda is aligned to overall direction of the Trust and the wider Devon system; a robust and fit-for-purpose framework is in place for the delivery of the digital agenda and digital aspirations; the Trust has effective systems of internal control in relation to the digital agenda; innovative use of technology supports the delivery of service transformation to ensure we continue to improve at all levels; and digital risks are being identified and managed effectively.

## 5. **Finance and Operational Committee**

The Finance and Operational Committee is responsible for providing assurance to the Board on the developing financial and

operational strategy and to provide recommendations to the Board on the proposed final strategy

## **6. Quality Committee**

(previously known as the Governance Committee)  
The Quality Committee is responsible for the oversight of clinical governance. Clinical governance is the system through which NHS organisations are accountable for continuously improving the quality of their services and safeguarding high standards of care by creating an environment in which clinical excellence will flourish.

## **7. People Committee**

(previously known as the People, Workforce Planning and Wellbeing Committee)  
The People Committee is accountable for all risks and strategies relating to our people. The Committee will provide assurance to the Board that all aspects of our people's experience, including inclusion, wellbeing, employment, resourcing, retention, and development are being effectively managed. Additionally, the Committee will ensure that our staff are well supported, properly

managed, and that staffing levels are maintained and planned for appropriately.

## **8. Our Future Hospitals**

**Programme Board**  
The role of the Our Future Hospitals (OFH) Programme Board is to ensure that the Programme is meeting the strategic objectives agreed at the outset of the Programme, meeting the requirements of the national Programme, ensuring the Programme is delivering to time and to budget and that principles of sound governance are followed.

## **9. Patient Experience Committee**

The Patient Experience Committee is accountable to the Quality Committee, which in turn is accountable to the Board of Directors. A report from the Governance Committee is presented to the public meeting of the Board after each meeting. The committee's purpose is to set the strategic direction for patient experience and to ensure delivery against the strategic objectives in the Trust's Patient Experience Strategy. This committee is chaired by a NED.



## APPENDIX 3

### Some further reading

Below are links to some further reading.

It is not essential to read all this information but you may find it useful as part of deciding whether or not to stand for election as a Governor.

<https://www.royaldevon.nhs.uk/about-us/publications/foundation-trust-documents/>

This page links to the following:  
Royal Devon University Healthcare  
NHS Foundation Trust Constitution  
Governors' Code of Conduct  
Governors' Expenses Policy  
Royal Devon Annual Reports

<https://royaldevon.nhs.uk/about-us/foundation-trust-and-membership/public-meetings-minutes>

This page links to papers and minutes from the Royal Devon Council of Governors' meetings and Royal Devon Board of Directors' meetings.

<https://www.royaldevon.nhs.uk/about-us/foundation-trust-and-membership/council-of-governors/your-governors/>

This page tells you more about who sits on our current Council of Governors.

[assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment\\_data/file/284473/Governors\\_guide\\_August\\_2013\\_UPDATED\\_NOV\\_13.pdf](https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment_data/file/284473/Governors_guide_August_2013_UPDATED_NOV_13.pdf)

A guidance document entitled 'Your statutory duties: A reference guide for NHS foundation trust governors' is essential reading. You will be supplied with a copy of this guide and it is also available online.

[www.england.nhs.uk/publication/addendum-to-your-statutory-duties-reference-guide-for-nhs-foundation-trust-governors/](http://www.england.nhs.uk/publication/addendum-to-your-statutory-duties-reference-guide-for-nhs-foundation-trust-governors/)

An addendum to this was published in October 2022

**Other websites of general interest:**

NHS England  
<https://www.england.nhs.uk>

NHS Providers  
<https://nhsproviders.org>

NHS Devon  
<https://onedevon.org.uk/>

## APPENDIX 4

### Governors' Code of Conduct

**This document sets out the principles underlying the conduct expected of governors of the Trust in performance of their duties.**

In undertaking the role of Governor of the Royal Devon University Healthcare NHS Foundation Trust (the Royal Devon), all governors shall read this document and comply with the declaration.

#### General Principles

All Governors agree to abide by the Seven Principles of Public Life (Nolan), (see Appendix 5) and the **Trust Values** and RDUH Equalities Policy.

In addition to adopting the values and principles set out in this Code, Governors are expected to act in accordance with the following provisions whilst carrying out their duties or otherwise.

#### As a Governor I will:

1. Behave at all times with respect and in a way which safeguards the dignity and wellbeing of the Trust's patients, visitors and staff.
2. Act in the best interests of patients and the Trust in the delivery of services at all times.
3. Recognise that the Council of Governors acts collectively and cooperatively such that each Governor must adopt and support its decisions.
4. Accept that no Governor has any individual responsibilities or authority and must not seek to act other than in accordance with that agreed with the Council of Governors.
5. Attend meetings of the Council of Governors, members' meetings and development days and such other groups or committees as is necessary in order to carry out the role, in accordance with the Constitution.
6. Participate in Trust initiatives to inform local communities, partner organisations and staff about Trust plans and to celebrate successes. Undertake all necessary training provided by the Trust.
7. Meet with the Trust's members, patients, carers and the public in their constituency, to listen to their experiences/ideas and to provide feedback to the Trust, if particular issues are seen as indicative of a more general problem. Governors cannot represent individual patients, should such issues arise, seek advice through the Council of Governors and refer to the

Patient Advice and Liaison Service (PALS) or appropriate Trust Department.

8. Recognise that the Council of Governors has no managerial/ supervisory or operational roles within the RDUH.
9. Maintain good conduct during all meetings, including but not limited to, actively listening and respecting all members of the meeting, and allow all points to be heard.
10. Promote the policies of the Trust which relate to equality, diversity and inclusivity.

## **Personal Conduct**

11. Show my commitment to working as a team member by working constructively and collaboratively with other Governors, colleagues in the NHS and the wider community
12. Value and respect fellow Governors as colleagues and consider their views.
13. Not knowingly make or permit any untrue or misleading statement relating to my own duties, activities of RDUH or its reputation.
14. Be punctual and prepared for all meetings in advance, and having read the relevant papers as far as practicable.
15. Respect the Chair and presenters of any meeting.

16. Not expect any privilege arising from being a Governor and will not use my role as a Governor to pursue my own personal agenda or beliefs or that of any organisation to which I belong.
17. Cooperate fully and in a timely manner with any authorised due process or investigation, whether the procedure involves the code of conduct or any other matter.
18. I will not use or misrepresent the role or title of Governor to pursue activities which have not been authorised by the Trust or Council of Governors.

19. By my actions not bring the Trust into disrepute.

## **Communications**

20. Contact the Head of Communications and Engagement before liaising with the media.
21. Use professional, respectful and courteous tone and language in all communication including e-mails, taking into account how this may be received by recipient/s.
22. When using email, identify all other recipients (i.e. do not use blind copy (BCC)), considering whether email is the most appropriate way to address the matter. All CoG business-related documents

should be shared with all Governors, ensuring that they have the information relevant to the role.

## **Accountability**

Each Governor is accountable to the Council of Governors and, through arrangements put into place by the Trust, to the members who elected them, or the organisation that appointed them, for their performance and conduct.

Governors are collectively accountable for the effectiveness of the Council of Governors as an important part of the Trust's governance.

## **Information Security**

### **Confidentiality**

The Council of Governors must work openly and transparently. The majority of its business is conducted in public, including through the publication of meeting papers, but in specific circumstances it may be necessary for briefings to be provided in confidence or for confidential matters to be considered. In the performance of their duties, governors will become aware of confidential information. That information may relate to individual patients or the Trust itself. It is imperative that the Trusts' duty to protect the

confidentiality of personal medical or employment information should be respected and upheld.

Governors must comply with the Trust's policies and procedures in respect of confidentiality. Therefore, Governors must not disclose information which could reasonably be assumed to be confidential, other than when it is lawful to do so. Governors should assume that all information they obtain in the course of their duties concerning individual patients or employees of the Trust is received in confidence. If in doubt about the confidential nature of any document, Governors must seek advice from the Director of Governance before sharing or disclosing any information.

No provision of this Code shall preclude any Governors from making a protected disclosure within the meaning of the Public Interest Disclosure Act 1998, but where a Governor is considering making any such disclosure, they should seek advice from the Director of Governance and follow the Trust's Freedom to Speak Up Policy.

Governors are required to understand that any disclosure of confidential information (unless required by law) puts at risk the Trust's compliance with its duties of confidentiality and, where

such data is personal data or special category data (sensitive personal data including patient data), the UK General Data Protection Regulation and the Data Protection Act 2018 (or any future data protection legislation) and other relevant law (the Data Protection Legislation).

Governors must recognise that the Trust is subject to the Freedom of Information Act 2000 (“FOIA”), and shall comply with the Trust’s policy relating to freedom of information requests at all times. The Trust must respond within specific timescales. Governors receive such a request directly, must forward the details to the Director of Governance without delay.

### **Breach of Code of Conduct, termination and removal from office**

An alleged breach of any of the provisions of this Code by a Governor may result in the matter being reported to the Director of Governance. Where the breach is considered minor the Lead Governor will propose a resolution and recommendations to prevent recurrence, where necessary.

Where the breach is identified as major, the matter should be reported to the Director of Governance, in the first instance, who will consider the circumstances in consultation with the Lead

Governor and SID, who will together determine the seriousness of the breach and consider what action should be taken, potentially including removal from the Council of Governors. Where immediate action is required, the Director of Governance and SID will consider necessary steps, including suspension of the Governor, with the Chair.

To avoid doubt, this provision does not apply in relation to matters listed in the Constitution which render a Governor no longer eligible to hold the position of Governor.

Further provisions regarding when a person holding the position of Governor shall cease to do so are set out in the Constitution.

## APPENDIX 5

### The Seven Principles of Public Life (Nolan)

#### i) Selflessness

Holders of public office should take decisions solely in terms of public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or friends.

#### ii) Integrity

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in their performance of their official duties.

#### iii) Objectivity

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

#### iv) Accountability

Holders of the public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

#### v) Openness

Holders of public office should be as open as possible about all the decisions and actions they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

#### vi) Honesty

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

#### vii) Leadership

Holders of the public office should promote and support these principles by leadership and example.



