

GOVERNORS' ROLES & RESPONSIBILITIES STATEMENT

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GOVERNORS' ROLES & RESPONSIBILITIES STATEMENT

PRIMARY PURPOSE

1. The primary function of the members of the Council of Governors (CoG) is to work with the Board of Directors to ensure that the NHS Foundation Trust acts in a way that is consistent with its Constitution and objectives, and to help set the strategic direction. In so doing, governors must ensure that they remain conversant with the views of members, the wider public and stakeholder organisations. The CoG will not be involved in matters of day to day management, operational matters, or an individual's cause.

SPECIFIC ROLES AND RESPONSIBILITIES

2. The following list of specific roles and responsibilities of CoG as a whole have been drawn from either the Trust's Constitution or NHS England's Code of Governance, as shown below. The Code of Governance (at B2.4) requires that the roles and responsibilities of the CoG is set out in a document.

Board of Directors

- E2.12 Appoint and remove Chair and Non-Executive Directors (NEDs)
- E2.7 Consult on the composition of NEDs on the board
- B2.11 Be consulted on Senior Independent Director (SID)/Vice-Chair appointment
- E2.8 Decide remuneration, allowances, terms and conditions of Chair and NEDs
- C4.5 Lead on agreeing process for Chair/NEDs appraisal
- C4.5 Contribute to and receive results from Chair/NEDs appraisal annually
- B3.4 Require directors to attend governors meeting to provide information
- B2.9 Receive appropriate information to monitor Board's management of the Trust
- B1.2 Hold NEDs individually and collectively to account for Board performance
- B2.6 Establish engagement policy with Board for circumstances when they have concerns about the Board's performance
- E2.11 Approve appointment of Chief Executive Officer (CEO)
- B3.8 Appoint and remove external auditor

Trust

- B1.7 Be consulted proactively on deciding strategic directions
- B3.5 Approve any proposal to increase the proportion of the Trust's income earned from non-NHS work by 5% a year or more
- B3.5 Approve significant transactions
- B3.5 Approve application by Trust for merger, acquisition, separation or dissolution
- B3.5 Approve amendments to Trust constitution

Council of Governors

- B2.1 Meet as a council at least four (4) times in a Governor year
- C4.8 Conduct annual appraisal of collective CoG performance, with external review every 3 years
- C3 Produce governors' commentary for inclusion in the Quality Report
- B2.2 Review CoG roles, structure, composition and procedures
- C5 Hold period review (not less than three (3) years) of Constitution and Rules of Procedure
- C6 Undertake appropriate functions as requested by the Board
- C7 Undertake other functions required by the Constitution
- B2.3 Attendance records to be kept for individual Governor attendance at annual meetings, and development days members and general

Membership

- B2.14 Promote effective communications
- B1.5 Serve as a conduit between the Trust and our community
- B1.3 Represent interest of Trust members as a whole and the public
- M4 Collaborate with the Trust to develop an effective strategy for membership
- B1.7 Be presented with the Annual Report and Accounts
- M6 Lead Governor to present a review of the CoG's activity over the past year and forward look to the year ahead
- B3.5 Present to members at Annual Members Meeting for approval any amendment to the Constitution relating to Council of Governors' powers, duties or roles.