

Responsibilities

The role of governors is strategic and advisory and not operational. Governors should acknowledge the overall responsibility of the Board of Directors for the day to day management of the NHS Foundation Trust. The powers of the Governors Council should not be used to veto the decisions of the Board of Directors.

Governors must act in the best interests of the NHS Foundation Trust and adhere to its values and code of conduct.

Strategic:

- Assist the Board of Directors in setting the strategic direction of the Trust.
- Take the lead in agreeing with the audit committee the criteria for appointing, reappointing and removing auditors. Removal of the auditors would be by a majority vote of the Governors Council. Disputed circumstances will be notified to Monitor by the Chairman with reasons behind the decision.
- Receive annual accounts, auditor's report, annual plan, annual report at a general meeting; review in-year submissions, clinical and operational reports, prior to submission/publication.

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Advisory role:

- Provide views on how the Foundation Trust can shape services to meet the needs of the members and the wider community, representing the interests of members and partner organisations in the governance of the Trust.
- Governors will regularly feed back information about the Trust, its vision and its performance to the constituencies or the stakeholder organisations that either elected or appointed them.

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Guardianship:

- Act as guardian of NHS Principles and values and ensure the Trust operates in a way that fits its statement of purpose and complies with the Terms of Authorisation.

- Identify ways that governors can obtain and present members' views.

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- Establish policy for engagement with Board of Directors on:
 - how governors will undertake their roles
 - how concerns around performance of the Board are to be addressed
 - compliance with Terms of Authorisation
 - how the Governors Council is consulted on the development of forward plans and significant changes to delivery of business plan.
- Inform Monitor if the Board of Directors does not respond constructively to concerns of the Governors Council over whether the Trust is meeting the terms of its authorisation or if these concerns cannot be resolved at a local level.

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<#>formation of focus groups for the development of the membership¶
devise methods for ongoing recruitment, community outreach and two-way communication with members.

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- Challenge the Board of Directors about concerns and risks identified by the Governors Council.

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Appointments:

- Appoint, ~~remove~~ and ~~decide~~ terms of office of Chairman and Non-Executive Directors by:
 - Establishing a Nomination and Remuneration Committee to deal with appointments, for formal approval by the whole council at a general meeting
 - Working with the Board of Directors to establish a clear and transparent process for identification and nomination of suitable candidates that fit the criteria set out by nomination committee
 - ~~Setting the~~ remuneration for the Chairman and Non-Executive Directors, ~~market testing at least once every three years.~~

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The Governors Council should only exercise its power to remove the Chairman or any non-executive directors after exhausting all other means of engagement with the Board of Directors.

- Approval of appointment of Chief Executive (by a majority of the Governors Council voting).

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Governance:

- Meet sufficiently regularly to discharge duties and invite Chief Executive/Executive Directors/Non-Executive Directors as appropriate.
- Ensure a clear and fair policy is in place for removal of any governor that consistently and unjustifiably fails to attend meetings, has a conflict of interest or fails to discharge his/her responsibilities.

Reporting arrangements

Through the Chairman of the NHS Foundation Trust to the Board of Directors. The Minutes shall be formally recorded.

Process for monitoring effectiveness

Led by the Chairman, periodically assess collective performance and impact in the Trust:

- Regularly communicate to members details on how ~~governors~~ have discharged their responsibilities
- ~~Review roles, structure, composition and procedures, taking into account emerging best practice.~~

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Annual Review

The Governors Council must ensure any review is completed prior to the Board of Directors annual review of 'fitness for purpose' in the second quarter of the financial year.

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