



GovernWell

New Act, New Responsibilities, New Training

So you are thinking about
becoming a governor...



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Introduction

Welcome and thank you for your interest in NHS foundation trusts and in the important role of their governors.

Whether you are someone interested in becoming a governor, a member of the public or a student researching material on the NHS, or a governor already refreshing your knowledge, this leaflet will give you some useful information.

If you are thinking of becoming a governor, we hope that this information will help you decide but please feel free to contact the membership office at your local NHS foundation trust to discuss the role further.

For a full list of NHS foundation trusts visit:

<http://www.foundationtrustnetwork.org/about-foundation-trusts/the-foundation-trust-sector/>



“There is a lot of fun and satisfaction to come from being a governor, and that is to do with being there as well as from the duties.”

How did foundation trusts come about?

Foundation trusts were established through the Health and Social Care (Community Health and Standards) Act 2003, which was consolidated into the National Health Service Act 2006. They are not-for-profit public benefit corporations, a legal form unique to foundation trusts based on mutual sector traditions.

The Health and Social Care Act 2012 is the newest piece of legislation affecting how foundation trusts operate. This Act has given governors a broader role than previously. It also changes the way in which NHS finances flow, replacing NHS primary care trusts (PCTs) with Clinical Commissioning Groups (CCGs). The complete act can be found here:

<http://www.legislation.gov.uk/ukpga/2012/7/contents/enacted>



What are foundation trusts?

NHS foundation trusts can be hospitals or groups of hospitals providing general or specialist services or any NHS organisation providing mental health, community or ambulance services. They are part of the NHS and provide services in accordance with its core NHS principles of care based on need, not ability to pay.

Foundation trusts were formerly NHS trusts. They have undergone rigorous financial and governance assessment by both the Department of Health and an independent regulator called Monitor <http://www.monitor-nhsft.gov.uk/> which frees them from direction by central government and gives them greater control over decisions about the services that they provide. They have more freedom to innovate and develop services tailored to the particular needs of their local communities.

Foundation trusts are modelled on member-based cooperative or mutual sector traditions, and local communities are at the heart of the way that a foundation trust operates. A foundation trust has a membership – patients and local people who want to get more involved in their local health services sign up to become members. Foundation trusts are accountable to their members through a council of governors, and working more closely with local communities will help improve services and standards for local people.

They are however still required to be financially viable and to meet the standards set by health service regulators that all NHS organisations have to achieve, and so, as well as being accountable to their local communities, foundation trusts are accountable to the organisations who commission their services, to their regulator, Monitor, to the Care Quality Commission, <http://www.cqc.org.uk/public>, and to Parliament.

The first ten foundation trusts were authorised by the regulator, Monitor, in April 2004. By May 2013 there were 146 NHS foundation trusts, <http://www.monitor-nhsft.gov.uk/about-your-local-nhs-foundation-trust/nhs-foundation-trust-directory-and-register-licence-holders>.

Who regulates foundation trusts?

Foundation trusts are responsible to an independent regulator, similar to some other industries. The NHS foundation trust regulator is called Monitor, <http://www.monitor-nhsft.gov.uk/about-monitor-0>

To become a foundation trust, an organisation has to be:

- 1.1.1 Well governed
- 1.1.2 Financially viable
- 1.1.3 Legally constituted.

Monitor assesses NHS trusts for suitability to become foundation trusts against rigorous criteria and authorises and issues a licence to those trusts that meet these criteria.

Once a foundation trust has been authorised, it is licensed by and accountable to Monitor.

Monitor publishes a useful guide for governors, *Guide to Monitor for NHS foundation trust governors*, which will give you an overview of the role.

Foundation trusts are also accountable to the Care Quality Commission (CQC) which regulates the quality of all health and adult social care services.

Monitor and the Care Quality Commission work closely together but regulate different aspects. When authorising foundation trusts, Monitor looks to the CQC to provide assurances that essential standards of quality and safety are being met.

Who leads foundation trusts?

Foundation trusts are led by boards of directors. The Board is made up of a Chair, executive directors and non-executive directors who have a similar role to a Board of a company. The board is collectively responsible for leading and directing the foundation trust: setting strategy, supervising management and building the culture of the organisation. It sets the vision, values and plans for the future and oversees the management of the trust. The board of directors is accountable to governors, commissioners and regulators for the performance of the trust.

The Chief Executive is the accountable officer. He or she manages the executive directors.

Executive directors are the senior managers of the trust. They manage the foundation trust, form part of the board of directors and are accountable to the board. They are responsible for the day to day management of the trust and are usually in charge of clinical or other services, ie. director of finance, director of nursing, medical director, as well as being a member of the Board. There are usually four to six executive directors on the Board.

The non-executive directors provide an independent perspective on the board and have a particular duty to challenge the executive. They hold the executives to account for the performance of the trust. They are not employees of the trust, but are appointed to provide an independent perspective and unbiased challenge to the executive directors. Non-executives form the majority on the Board.

The Chair is a non-executive director. The Chair leads both the Board of Directors and Council of Governors, and is the link between the two.

The Council of Governors does not run the trust and is not responsible for the day-to-day management of the Trust. This is the responsibility of the Board of Directors, but the Council of Governors performs an essential role in the governance and development of the Trust. The governing body holds the non-executive directors on the Board to account for the performance of the board in managing the trust and represent the interests of members and of the public.

The Council of Governors and Board of Directors work closely together. The Chair of the Board of Directors is also the Chair of the Council of Governors. This model is unique to NHS foundation trusts.

What are members?

Foundation trusts are accountable to local communities through a system of local ownership. Members of the public, staff, patients and service users, their families and carers can join a foundation trust as its members. In fact anyone who is interested in the NHS and wants to get more involved in their local health services is welcome to apply to become a member.

There are some restrictions on who can become a member which the trust decides upon. These are generally geographically based but you should check with your local foundation trust to find out more.

Members and governors are at the heart of their foundation trust's accountability and governance and can become involved in numerous ways, from just receiving updates and newsletters to being consulted on plans for future development, taking part in focus groups to help improve services, attending open days, volunteering in the hospital and much more. Members elect the governors who represent them on the Council of Governors and are invited to attend council of governors' meetings and annual members' meetings.

Members can stand for election to become governors of a foundation trust. To stand to become a governor, you have to be a member. Just ask your local trust for an application form.

What is the Council of Governors ?

Typically there are between 18 and 35 governors on a Council of Governors, although some trusts have more. The Council is made up of:

- Elected public governors
- Elected staff governors
- Appointed (or stakeholder or partner) governors.

The elected public governors will form the majority.

The trust Chair leads the Council of Governors as well as the Board of Directors. This system is unique to foundation trusts and it brings public engagement and local accountability to the forefront of the trust's governance structures.



What types of governors are there?

The full Council of Governors is made up of elected and appointed (also known as stakeholder or partner) governors. Over 50% of the governing body will be elected public or patient governors and there has to be at least three staff governors.

Elected governors are either members of staff or members of the public (or patients, service users and their carers). They are elected by the members of the trust. They hold office for three years and may stand for re-election for a further one or two terms.

All elected governors represent a constituency. A trust has to have a public and a staff constituency. It may choose to have a patient constituency as well, although often patients are part of the public constituency.

For elected public governors, the public constituency may be divided into sub-sections or classes. These usually correspond to local geographical boundaries, often similar to those used by local government. There may be one or more governors per area and this usually depends upon population. Each trust will decide upon its constituencies and these, together with the number of governor seats per constituency will be shown in the Constitution.

For elected staff governors, these sub-sections are usually divided into professional groups ie. doctors, nurses, administration, etc. Staff members elect staff governors.

Appointed, stakeholder or partner governors are determined by the trust's Constitution and are appointed by those organisations the trust has identified as partner organisations. They generally come from those organisations which have close working relationships with the trust. There has to be local authority representation and, where the trust has a university medical or dental school, at least one governor has to be appointed by the university. Beyond this, the trust decides which organisations should be represented.

To see your local trust's Constitution, take a look at Monitor's website.

What does a governor do?

Governors perform a range of statutory and non-statutory duties. The statutory duties are set out in the NHS Act 2006 and the Health and Social Care Act 2012. They are as follows:

- To appoint, remove and decide upon the terms of office of the Chair and non-executive directors of the trust
- To determine the remuneration of the Chair and non-executive directors
- To appoint or remove the trust's auditor
- To approve or not approve the appointment of the trust's chief executive
- To receive the annual report and accounts and auditor's report at a general meeting
- To hold the non-executive directors to account for the performance of the board
- To represent the interests of members and the public
- To approve or not approve increases to non-NHS income of more than 5% of total income
- To approve or not approve acquisitions, mergers, separations and dissolutions
- To jointly approve changes to the trust's constitution with the board
- To express a view on the board's plans for the trust in advance of the trust's submission to Monitor
- To consider a report from the board of directors each year on the use of income from the provision of goods and services from sources other than the NHS in England.

Governors have:

- The power to require one or more directors to attend a meeting to answer questions
- The right to receive board agendas before the meeting and minutes asap after the meeting.

Also, the trust has the duty to ensure that governors are equipped with the skills to perform this role.

There will also be a range of non-statutory duties that governors get involved in and these will vary from trust to trust. These may include getting involved in focus groups, open days, reading panels, patient satisfaction surveys, ward and department visits and much more. We suggest that you take a look at your trust's website for more information. It is recognised that governors will have different interests and will be able to spend different amounts of time undertaking the role.

What sort of people become governors?

Governors are generally local people who have an interest in healthcare and care about improving their local health services for the good of the whole community and who are keen to develop stronger links between the trust and the community it serves. Governors need to:

- recognise that a health service is complex with many issues to address to ensure its smooth running and be able to operate effectively at this level
- be able to put the needs of the community above personal preference
- be keen to understand and be able to champion the needs of the local community
- actively listen and value the contributions of different people
- welcome and support fellow governors from minority groups which are traditionally under represented
- be enthusiastic and committed and want to work as part of a cohesive team
- be keen to learn and keep updated
- be able to ask questions in a constructive, not a confrontational, manner
- be willing to read relevant documents and papers, attend relevant meetings and training the trust will provide.

Governors will be expected to abide by the seven principles of public life, otherwise known as the Nolan principles – selflessness, integrity, objectivity, accountability, openness, honesty and leadership, and will be expected to abide by a Code of Conduct. This code will have been developed by the trust with its governors.

Monitor also publishes a Code of Governance which directors and governors have to abide by. This is based on the UK Corporate Governance Code (formerly the Combined Code) which sets out standards of good practice in relation to board leadership and effectiveness.

Lastly, it is important for prospective governors to understand that the governor role is broader than their own experiences. They will be called upon to represent the interests of the community rather than their individual views or needs.

Trusts need to ensure that their governors have the skills to undertake the role. Training is available through a national programme and through in-house training given by the trust.

What will I have to do as a governor?

The key role of the governors is to ensure that the Non Executive Directors are reviewing, questioning and challenging the Executive Directors to make sure the trust is running effectively and smoothly as a business. Keeping a watchful eye over how the trust is managed and being assured by the way they are delivering services is commonly known as 'holding the board to account'.

This is a serious and important role. Governors are expected to attend meetings of the Council of Governors, which are held at least three times per year including the Annual Members' Meeting (AMM). Meetings are usually held at the Trust premises and last for approximately 2 hours. Sometimes joint meetings with members of the Board of Directors are convened.

The Council of Governors can delegate specific duties to sub-committees, groups or to individual governors e.g. the appointments committee which is responsible for the recruitment of non-executive directors, including the chairman. The sub-committee makes recommendations to the full Council of Governors which retains the responsibility for decision making. You may wish to become involved in such sub-committees or working groups. Participation is voluntary but this are an important element of the role and governors tell us that involvement in sub-committees aids their understanding of the role.

Governors also act as a link between patients, the public and the Board of Directors so have an ambassadorial role in representing and promoting the trust. To do this, governors have to meet and engage with their members. This can take many forms but you are not expected to do this alone. Your trust will help you with this.

For all meetings, governors need to read agendas and supporting documents in advance of the meeting. Some of the documents can be lengthy, but it is important to devote enough time to read and understand them. Governors are also expected to comment on documents and plans and ask any relevant questions at the meeting.

Lastly, governors can expect to receive appropriate training to be able to undertake this important role. Governors will be expected to attend induction meetings, ongoing training events, joint governor/director meetings, members' events, etc. Governors are able to commit different amounts of time to the role so it is difficult to estimate the average amount of time needed. Please do speak to the membership manager at your local trust for more information.

What is the time commitment ?

This varies from trust to trust. By law, the Council of Governors has to meet three times a year in public. However governors will need to meet more than this. For example, there will be sub-committees and groups that some governors lead or take part in, meetings with the board of directors, visits and governor training events. This is particularly so for new governors.

Meetings take place on weekdays, either during the day or in the evening but rarely at weekends. You should check this with your local trust.

Generally you should expect between four and 12 meetings per year although some governors tell us that they get involved in many more. It can be as busy as you want it to be. Before making your decision to stand for election, you should consider whether you will have the time to undertake the role. Check with your employer whether you will be allowed time off, if needed. If so, it is discretionary. There is no requirement on employers to give time off, as there is for undertaking some other public duties.



“It takes as much time as you want to put in. As a minimum, time at formal Council meetings (afternoon or evening) and time to read papers.”

Will I get paid for being a governor?

This is a voluntary role so you will not be paid although reasonable agreed expenses will be reimbursed by the trust. The trust will have a policy relating to this.

How do I get elected?

Elections can take place at the end of a three year term of office or on an ad hoc basis as a governor seat become vacant. For a new foundation trust, the governors' terms of office may be staggered and the first governors may serve for one, two or three years.

When an election is planned, a trust has to advertise governor vacancies to its members. Trusts do this in different ways; they may either:

- write to all members
- write to those members who have expressed an interest in becoming a governor
- advertise within the organisation
- advertise in the trust newsletters
- advertise in the local media.

Members are invited to nominate themselves or others for election via a nomination form. Some trusts require a proposer and seconder but self nomination is now more widely used.

REMEMBER: Only **members** of the trust are eligible to stand for election as a governor.

A candidate will have to complete a nomination form and will usually be invited to a meeting for prospective governors in the trust. It is important to attend as here you will find out more about the role and understand what will be required of you.

A candidate standing for a public seat can only stand for election to a vacant seat in the constituency where they live. A candidate for a staff governor seat must work for the trust.

Candidates are asked to write an election statement of around 150 -250 words, stating their reasons for standing and detailing any relevant skills, knowledge and attributes. This will appear in the election literature.

Am I eligible to stand for election?

It is important to check the eligibility criteria within the constitution of your local FT; information about this can be found on the Monitor website or by contacting the membership office of the trust directly.

Good councils of governors will include people from a wide range of experiences and backgrounds and it is important that the council as a whole is reflective of the local community. Trusts encourage people from all walks of life to stand for election - you don't need to be an expert in the way that the health service works.

Any member over the age of 16 can become a governor although they have to live within the constituency where they want to become a governor. There are some exemptions so it is best to check these with the trust.

Many Trusts offer information events and visits for members considering becoming governors and it is advisable to make use of these opportunities to get to know more about the role. Check your local FT website for details. If you are unable to attend the events or there are none advertised try contacting the membership office at the trust to see if you can make other arrangements.

What do I do next?

After reading these pages, are you still interested in becoming a governor?

If so, we recommend that you find out more about your local trust by:

- Taking a look at the trust's website
- Reading their newsletter
- Checking what is said in the local press
- Finding out what Healthwatch think
- Checking on NHS Choices
- Contacting the trust's membership office and asking more.

GOOD LUCK!

What's happening in my area?

Find out more about your local foundation trust and how you can get involved by visiting:

<http://www.foundationtrustnetwork.org/about-foundation-trusts/the-foundation-trust-sector/>

or

<http://www.monitor-nhsft.gov.uk/about-your-local-nhs-foundation-trust/nhs-foundation-trust-directory-and-register-licence-holders>

and clicking on your local trust or area.

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