

McCusker, Glen

From: Slater, Michael
Sent: 14 April 2016 11:52
To: Docherty, Andrew
Subject: FW: The Role of the Governor Apr 16.doc
Attachments: The Role of the Governor Apr 16.doc; Code plus process version 1 july 14.doc

From: Golding, Brian [<mailto:brian.golding@york.nhs.uk>]
Sent: 14 April 2016 11:30
To: Slater, Michael
Cc: Gaynor, Cheryl
Subject: FW: The Role of the Governor Apr 16.doc

Hi Mike

Attached you'll find 2 documents that should help.

In the 'code of conduct' there are couple of salient points – the position in question is an 'appointed' governor – which means that they are representing the appointing authority and in section G it's clear that there's no managerial role.

In the 'role of the governor' document you'll see that the council of governors have to approve 'significant transactions'. This definition of a significant transaction is set by the NHS regulators known as Monitor. Monitor's definition of a significant transaction is 25% of annual turnover. The hospital decided to reduce this limit themselves at our Board meeting in February 2016 to 15% - which for this Trust means that only transactions of more than £34m would go to Council of Governors.

The disposal of Grove's chapel is a £713,000 transaction and so hasn't gone anywhere near the Governors, (in fact it's below the threshold where it needed Board of Director's approval, which is £1m.)

Hope this helps. Our expert on this is the Trust secretary, Anna Pridmore, who unfortunately is on leave – but Cheryl in the CEOs office should be able to root out any further references that you might want.

Best wishes

Brian Golding
Director of Estates and Facilities

From: Gaynor, Cheryl
Sent: 14 April 2016 10:33
To: Golding, Brian
Subject: The Role of the Governor Apr 16.doc

GOVERNORS' CODE OF CONDUCT

The York Teaching Hospital NHS Foundation Trust is an apolitical organisation

1. All members of The York Teaching Hospital NHS Foundation Trust's (YTHNHSFT) Council of Governors will:

Abide by the Seven Principles of Public Life (Nolan), which are:

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.

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.

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.

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.

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.

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.

Leadership

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

Governors are also required to:

- a. Actively support the vision and aims of the YTHNHSFT in developing as a successful NHSFT;

- b. Act in the best interests of the Trust at all times;
- c. Attend the Council of Governor public meetings held 4 times a year on a regular basis and attend sub committee meetings held during the year, where you have agreed to be a member;
- d. Proactively contribute to the work of the Council of Governors in order for it to fulfil its role as defined in the Trust's constitution and Monitor's guidance;
- e. Recognise that the Council of Governors exercises collective decision-making on behalf of all patients, members, local community and staff and respond to information provided to the Council of Governors;
- f. Not expect any privilege arising from being a governor, e.g. being able to obtain more preferential treatment;
- g. Recognise that the Council of Governors has no managerial role within the YTHNHSFT;
- h. Value and respect governor colleagues, and all members of staff;
- i. Respect the confidentiality of information received in their role as Governors;
- j. Conduct themselves in a manner that reflects positively on the YTHNHSFT;
- k. In undertaking the role of Governor of this NHS Foundation Trust all Governors shall sign the following declaration:
 - i. If I am a member of any trade union, political party or other political organisation, recognise that I must declare this fact and that I will not be representing those organisations (or the views of those organisations) but will be representing the constituency (patient, public or staff) that elected me;
 - ii. Seek to ensure that my fellow governors are valued as fellow colleagues and that their views are both respected and considered;
 - iii. Not bring the Trust into disrepute;
 - iv. Show my commitment to working as a team member by working with all my colleagues in the NHS and the wider community;
 - v. Seek to ensure that the membership of the constituency I represent is properly informed and given the opportunity to influence services;
 - vi. Seek to ensure that no one is discriminated against because of their religion, belief, race, colour, gender, marital status, disability, sexual orientation, age, social and economic status or national origin;

- vii. Comply with the Trust's constitution;
- viii. Respect the confidentiality of individual patients;
- ix. Not knowingly make, or permit, any untrue or misleading statement relating to my own duties or the functions of the YTHNHSFT;
- x. Make every effort to discuss a request from the media with the Communications Manager prior to providing any response; and, if a comment is given to the media, Governors must contact the Communications Manager to advise on what you have said and to whom;
- xi. Support and assist the Accountable Officer (Chief Executive) of the YTHNHSFT in his/her responsibility to answer to the Regulators, commissioners and the public for the performance of the Trust.
- xii. Governors are asked to join at least 2 groups per year or maintain membership of 2 groups and be an active member of the Council of Governors.

Name of Governor

Constituency represented

Signature

Date

Council of Governor conduct of governors process

Governors are either elected by members of the public/ staff or appointed by a stakeholder. Each governor has a responsibility to ensure they represent the people who either elected them or appointed them.

The following process will be followed by the Council of Governors on the occasion when a governor does not fulfil their requirements as a Governor.

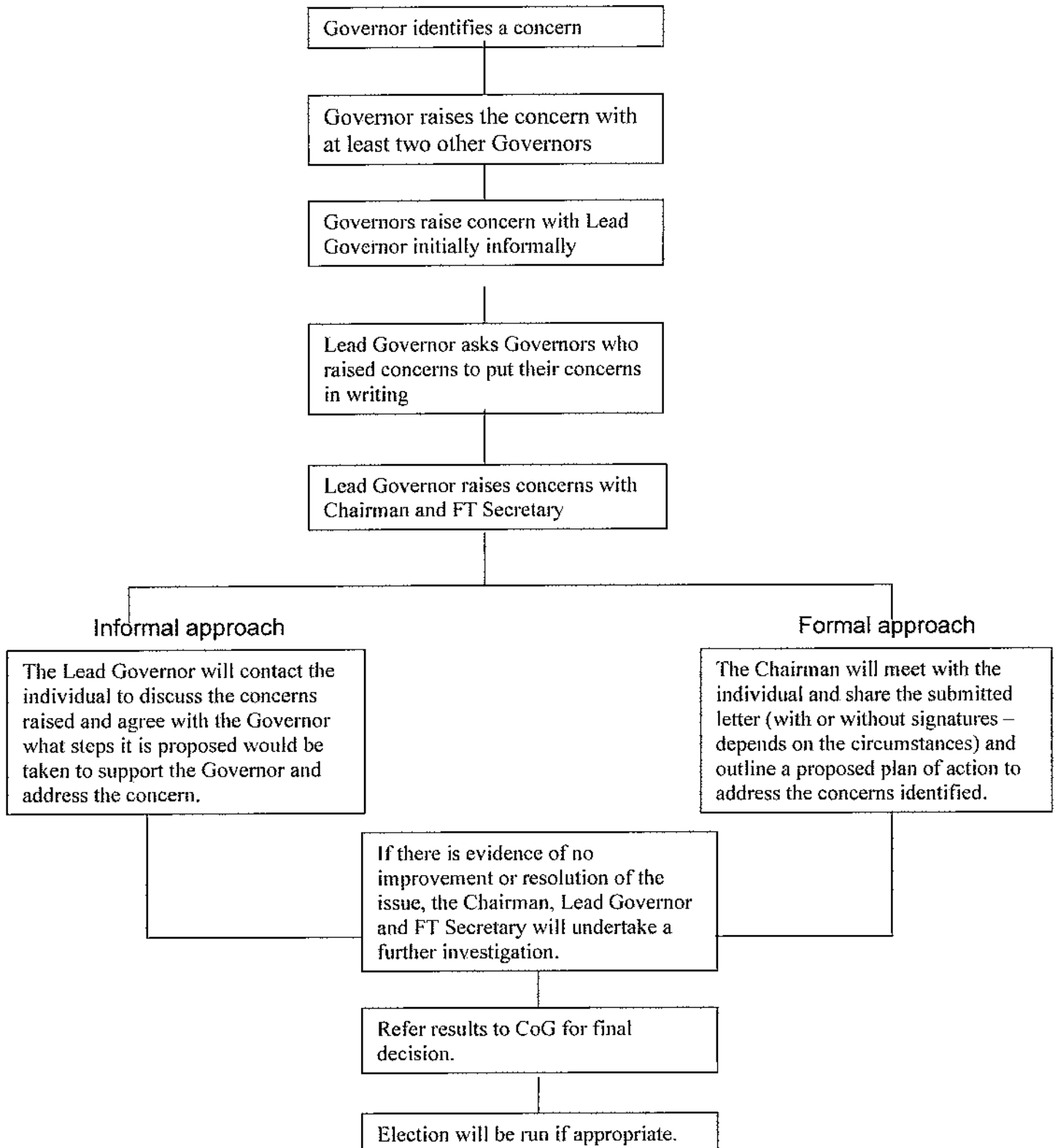
When it is identified that a governor has not behaved in line with the code of conduct the following process will be used.

- 1 If a governor notices something that concerns them about a fellow governor, the Governor should consult with two fellow Governors.
- 2 Following that consultation, if the governors feel this is an issue that should be brought to the attention of the Lead Governor then an Informal discussion should be held with the Lead Governor and the three Governors. The Lead Governor must ask the three Governors to put their concerns in writing.
- 3 The Lead Governor should contact the Chairman and FT Secretary to inform them of the concern. The Lead Governor, Chairman and FT Secretary should then discuss any appropriate actions. If the Lead Governor does not receive a letter from fellow Governors identifying their concerns, the Lead Governor, Chairman and FT Secretary may agree appropriate informal actions. If a letter is received by the Lead Governor more formal action can be taken.
- 4 Informal action – The Lead Governor to speak to the individual who has had concerns raised about them. The Lead Governor, Chairman and FT Secretary will have agreed a plan of action.

Following the conversation a note written by the Lead Governor should be put on the Governors file held by the Trust.

- 5 Formal action – The Chairman will meet with the Governor concerned and provide a copy of the complaint letter to the Governor along with a proposed list of actions to address the concern raised. The Chairman will also inform the individual of the next steps should the issue not be addressed.
- 6 If the issue that gave rise to the complaint initially is not resolved, the Lead Governor, Chairman and FT Secretary will meet and agree how a further investigation should be undertaken.
- 7 The individual Governor should be advised that a further investigation is taking place which will result in the findings being discussed by the Council of Governors. The investigation should include an opportunity for the individual to have non-legal representation.

- 8 Under the Constitution the issue has to be put to the Council of Governors and the individual Governor concerned has the opportunity to make further representation to the Council of Governors.
- 9 The Council of Governors should consider the evidence submitted and the options available to them. The Council of Governors are responsible for making a decision about removing a fellow governor from the Council of Governors.



York Teaching Hospital

NHS Foundation Trust

The Role of the Governor

Governors' roles and responsibilities are outlined in legislation and detailed in the Trust's constitution. The primary function of the Council of Governors is:

- To hold the Non-executive Directors (NEDs) individually and collectively to account for the performance of the Board of Directors and
- To represent the interests of the members of the Trust as a whole and the interests of the public

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

Statutory Responsibilities

Prior to the Health and Social Care Act 2012, Governors were given the following responsibilities

- Appoint and, if appropriate, remove the Chair and other non-executive directors;
- Decide the remuneration and allowances, and the other terms and conditions of office, of the Chair and the other Non-executive Directors;
- Approve the appointment of the Chief Executive;
- Appoint and, if appropriate, remove the NHS Foundation Trust's external auditor; and
- Receive the NHS Foundation Trust's Annual Accounts, any report of the Auditor on them and the Annual Report and Quality Report.

In addition, in preparing the NHS Foundation Trust's "Forward Plan", the Board of Directors must have regard to the views of the Council of Governors.

The Health and Social Care Act 2012 provided a number of additional statutory powers and duties that Governors will hold, these include:

- Governors must be satisfied that that earning of private patient income will not significantly interfere with their Trusts principal purpose of the performance of its functions (namely, NHS work). Therefore, Governors are required to approve proposed increases of 5% or more to their non-principal purpose income.

- 'Significant transactions' must be approved by the Governors. Approval means that more than half of the Governors voting agree with the transaction.
- Amendments to the Trust's Constitution must be approved by the Council of Governors. Approval means more than half of the Governors voting agree with the amendments.
- Where there has been an amendment to the Constitution which relates to the powers, duties or roles of the Council of Governors, at least one governor must attend the next Annual Members' Meeting and present the amendment to the members. Members have the right to vote on and veto these types of constitutional amendments.
- Governors may require one or more of the directors to attend a meeting to obtain information about the Trust's performance of its functions or the directors' performance of their duties.

Breaking the role down

Holding NEDs to account

One of the primary duties of a Governor is to hold the NEDs individually and collectively to account, which relates to assessing how well (or not) the NEDs are scrutinising the Board's performance and decisions. This assessment requires, objectively knowing how the board is performing and if targets are not being met, whether NEDs are appropriately challenging the board.

The board can also be held to account by providing challenge at Council of Governors meeting or if the concerns are serious (in that the terms of authorisation are being breached) by contacting Monitor for help and intervention.

There are a number of documents provided by the Trust, which provide a picture of the board's performance and can be used to keep track of performance:

- Performance reports (mortality, falls, pressure ulcers, complaints, PALs, Serious Incidents)
- Financial reports
- Quality account
- Strategies/plans
- Monitoring rating
- Care Quality Commission registration – inspection reports

There are a number of questions that a Governor can ask of themselves to identify gaps in knowledge:

- How do you assure yourself that the Trust is taking the right course of action about an issue and do you understand the risks?
- Do you know what the structure of the board's committee structure and how performance is monitored through to the board?
- Is sufficient challenge provided by the NEDs? Do executives answer the challenge in a satisfactory manner? Does the Chair ensure follow up? Does the CoG check that follow up?

Representing the interests of members

The other half of the Governor's role is in a representative capacity.

- Representing the interests of members and the public
- Relaying information about the Trust, its vision and performance

In order to help with this element, there are some key points which can assist

- Be aware of the Trust's strategic frames
- Understand the local health economy
- Understand the local demographics of your area
- Communicate with members and members of the public; this can be on a formal basis at events such as open days, Council of Governors and other community/locality meetings or as a consequence of meeting people whilst going about everyday living.
- Whilst Governors are voted in by members they do not have a democratically accountable relationship to them (such as an MP). Governors are not responsible for making representations on behalf of individuals or groups of members and going back to them with a result in the same way that a local politician does.

It is essential that a Council of Governors works as a team recognises individual skills and knowledge in order to function effectively as a group.

Governors are asked to sign a Code of Conduct, the points of which should be reflected in their dealings with each other, staff members, Trust members and members of the public.

What Governors Do	What Governors Do Not Do
Work as part of the council of governors Adhere to the code of conduct and respect the confidentiality of information they may receive in their role.	Have the authority to act individually on behalf of the Trust.
The role involves talking and listening to members about issues and concerns, about what is working well and what could be improved, and feeding those views into the work of the Council.	Respond to, or champion complaints.
Improve a service, to check that the organisation is working effectively to achieve its purpose and to protect the interests of the people who use the service as well as the people who provide the service (staff).	Should not pursue a personal agenda at the expense of others' or participate in discussions where they have a personal interest in the outcome
Act as guardians to ensure that the Foundation Trust operates in a way that fits with its statement of purpose and complies with its authorisation.	Are not responsible for the day to day running of the Trust.
Are not expected to always agree with other staff governors or other governors in general. Governors are expected to be professional when disagreement occurs.	
Attend Governor training sessions as necessary.	
Take a full role in the Council of Governors and its duties and take part in focused work.	
What Staff Governors Do	What Staff Governors Do Not Do
Represent the interests of staff throughout the organisation especially those of their particular constituency.	Staff Governors do not work on behalf of individual staff members or represent individuals to resolve issues or problems.
Have equal rights with all other governors – are not restricted to matters of staff interest only.	Have a mandate to express any views, other than their own.
Report in good faith any widely held staff views to the Council of Governors, bringing a staff member viewpoint and perspective to discussion and debate.	The staff governor role is very different from trade unions, professional bodies and staff-side organisations.
Advise staff of the work undertaken by the Council of Governors and seek their views.	
Support other governors to understand how the Trust operates.	
Be very clear about what information can be reported back to colleagues and staff members.	