

Potential Governor Information Pack



Thank you

Thank you for expressing an interest in becoming a foundation trust governor. Anyone wishing to apply to become a governor of The Dudley Group NHS Foundation Trust should read this information pack carefully.

This pack has been designed to provide you with helpful information about the role of a governor, how they are elected or appointed and the support you can expect from the Trust and what we can expect from you. We also believe it will be useful for you to have an understanding of the time commitment required and what you will be expected to do to discharge your duties and responsibilities.

We truly believe the advantages of the NHS Foundation Trust Council of Governors are numerous and we acknowledge and respect the unique contribution that each individual governor and the Council as a whole make to the future development of the Trust.

We are an equal opportunities organisation and will provide advice and support to anyone wishing to stand for election as a governor or those who are appointed by our partners.

All members are eligible to nominate themselves for election to the Council of Governors subject to the provisions made in annexe 6 of the Trust Constitution¹.

You may not become an elected governor if:

- You are under 16 years old on the nomination date;
- You are a spouse, partner or parent or child of a member of the Board of Directors of the Trust;
- You are a director or governor of another NHS body;
- You are a member of the HealthWatch organisation (formerly LINKs) relating to this Trust;
- You have within the preceding two years been dismissed, other than by way of redundancy, from paid employment with a health service body.

If you have any queries relating to your eligibility, please contact the Foundation Trust office on (01384) 321124 or email foundationmembers@dgh.nhs.uk.

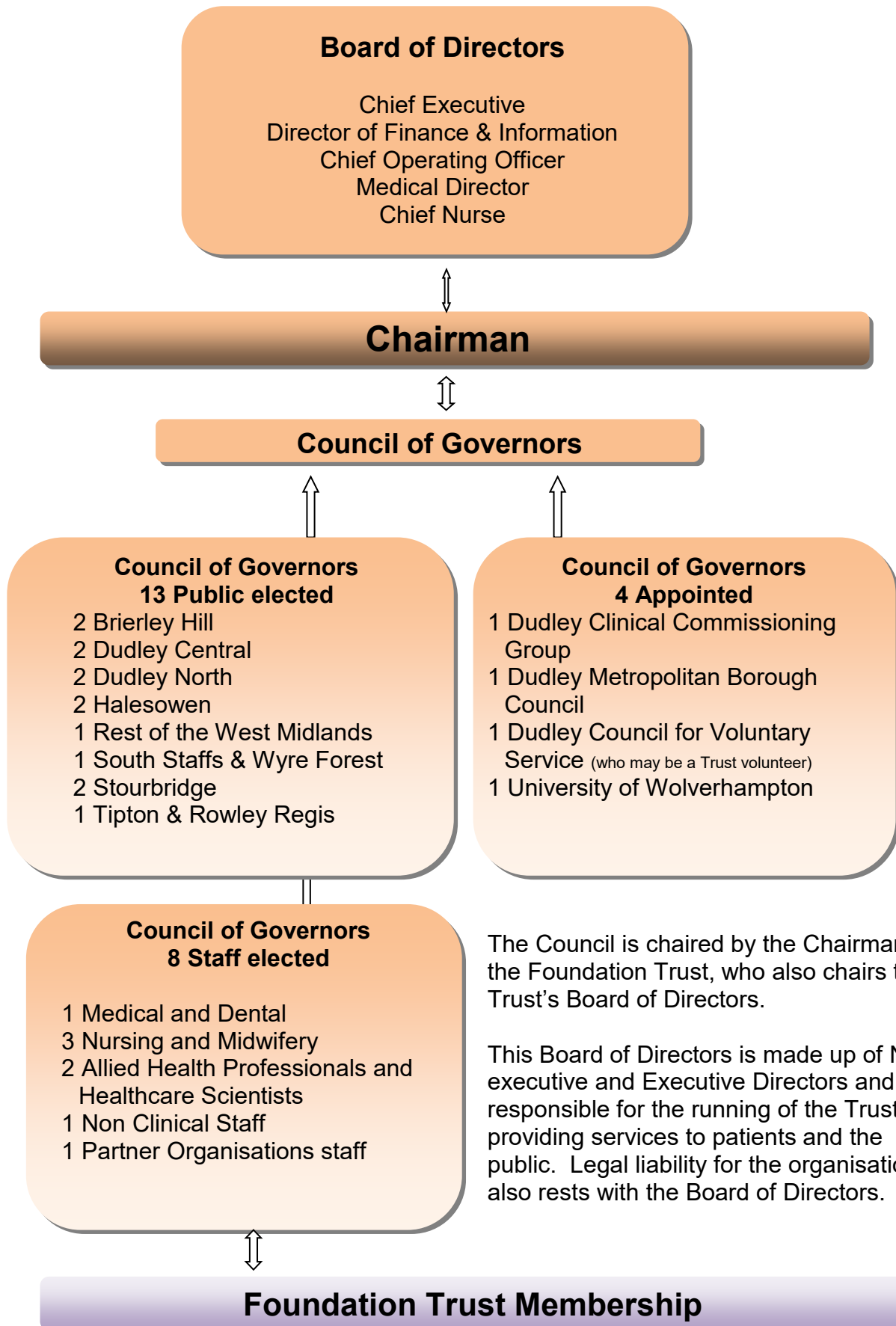
¹ Trust Constitution is available for download from www.dudleygroup.nhs.uk or on request from the Foundation Trust office (01384) 321124.

Contents

Item	Page Number
The Council of Governors	4
What are the responsibilities of the Council of Governors?	5
Additional responsibilities Responsibilities summary	6
Terms of Office	7
The Nomination and Election process	7
Appointed governors	7
Induction programme	7
Other information	8
Appendix 1 Elected governors – Manifesto examples	9
Appendix 2 Governors' Code of Conduct	10

The Council of Governors

The Council of Governors is made up of elected and appointed members. The diagram below illustrates the relationship and governance structure.



What are the responsibilities of the Council of Governors?²

The Council of Governors, collectively, is the body that binds the Trust to its patients, service users, staff and stakeholders. Specifically the Council of Governors is responsible for:

- Holding the Non-executive Directors, individually and collectively to account for the performance of the Board of Directors;
- Representing the interests of the Members of the Trust as a whole and the interest of the wider community ;
- Receiving the Trusts' Annual Accounts, any report of the Auditor on them and the Annual Report;
- Being consulted by the Board of Directors regarding forward planning and service development;
- Appointing and, if required, removing the Chairman and Non-executive Directors of The Dudley Group NHS Foundation Trust;
- Approving the appointment by the Non-executive Directors of the Chief Executive;
- Appointing and, if required, remove the Auditor;
- Approving significant transactions as set out in the Trust Constitution;
- Approval of any structural change to the organisation involving the organisations assets, revenue or capital by way of merger, acquisition, separation or dissolution as set out in the Trust Constitution;
- Deciding whether the level of private patient income would significantly interfere with the Trust's principal purpose of providing NHS services, and;
- Approving amendments to the Trust's Constitution.

In discharging the responsibilities listed above, your work will focus on three key areas:

Strategic Visioning
Governance and Assurance
Membership Engagement

The Council of Governors work is normally undertaken through attendance at meetings of the full Council of Governors, its sub committees, and task-and-finish groups that may be established from time to time.

As a governor, you are required to attend meetings of the full Council of Governors (minimum four per year) and the Annual Members Meeting, as set out in the Governors Code of Conduct, Appendix 2. Membership of the Council's sub committees is drawn from the Council with each governor expected to support at least one sub-committee.

The majority of governor meetings are quarterly, held in the evening and last approximately two to three hours.

² For a full description of foundation trust governor statutory and additional responsibilities, refer to the publication "Your statutory duties A reference guide for NHS foundation trust governors" available for download from <https://www.gov.uk/government/publications/nhs-foundation-trust-governors-your-legal-obligations>

Additional responsibilities

In order for you to discharge your role effectively, you are required to attend the training provided.

Although your time commitment will vary from month to month, our experience indicates the average time required is about two working days per month based on attendance at meetings and training sessions, reading of papers and any follow up work.

Governors are also invited to participate in various Trust activities that take place during normal office hours. This includes involvement with Quality & Safety reviews, membership of Trust committees and groups including the Quality & Safety Group and the Patient Experience Group.

You will be expected to adhere to the Foundation Trust Policies and will be bound by the Foundation Trust's Principles which are outlined in the Trust Constitution. Governors should conduct themselves in a way that is fitting for a public role.

All governors must sign a declaration confirming that they agree to follow the Trust's Code of Conduct for Governors contained within Appendix 2.

You will be expected to promote recruitment and engage with the Trust Membership. This often involves governors attending meetings of community Groups and other local interest groups. This serves to develop good relationships with the public and staff and helps the Trust to respond to the needs and views of the people who use its services. The Trust is committed to supporting communication between Members of the Trust and governors.

Governors receive no payment for their work. The Trust will however pay reasonable travelling and other expenses incurred. These could include caring costs, as defined in the Trust policy for expenses.

Responsibilities summary

Governors will be expected to:

- complete a DBS Application;
- attend Full Council of Governor meetings (1 every quarter, approximately 2-3 hours in duration) and the Annual Members Meeting held in July;
- attend allocated committee meetings (1 every quarter, approximately 2-3 hours in duration;)
- maintain an up-to-date Declaration of Interest; and,
- attend task and finish groups that maybe established from time to time

The Trust will provide:

- induction training and on-going update sessions;
- an I.D Badge identifying you as a Governor;
- free parking on Trust sites when attending on Governor business;
- an opportunity for a 'buddy' to support you as a new Governor; and,
- relevant information that is accessible by the Governor Portal.

Terms of Office

Elected & appointed governors

An elected and an appointed governor may hold office for a term of up to three years. An elected or appointed governor shall be eligible for re-election or reappointment at the end of that term, subject to a maximum period of nine years.

Should a governor decide not to remain in position for the full term, the Trust Constitution allows for a further election (by-election) to replace an elected governor.

The Nomination and Election process

Elected governors only

The 2019 election process is handled on our behalf by Electoral Reform Services Limited, The Election Centre, 33 Clarendon Road, London, N8 0NW and will strictly follow the Model Rules for Elections contained within Annex 5 of the Trust Constitution. In summary this includes five key stages: –

- Wednesday 6 March 2019, Notice of Election and call for nominations
- Wednesday 3 April 2019, Nominations deadline
- Friday 26 April 2019, Notice of Poll published
- Thursday 23 May 2019, close of election
- Friday 24 May 2019, Declaration of results published

As part of your nomination to become a governor, you will need to write a supporting statement not exceeding 200 words, which is called a manifesto. The nomination form contains guidelines to help you prepare this and some examples to help you are given in Appendix 1 of this document.

Appointed governors

To ensure that we can benefit from as wide a range of views as possible, we invite our partners to appoint governors to serve on the Council of Governors. These organisations have nominated a representative to become a governor therefore elections are not relevant to these governors.

Induction programme

During the first six months of your term of office, you will be expected to attend training sessions. An induction session will be held during June (date to be confirmed). These sessions will provide you with information to help you fulfil your role. All newly elected and

appointed governors are required to participate in the current induction programme, which will equip you with knowledge on the following topics:

- The NHS Environment;
- Trust strategy & corporate values;
- Clinical Governance;
- Information Governance;
- NHS finance;
- Equality & Diversity;
- Patient Experience, PALS and Complaints; and,
- Communications and engagement.

You are also encouraged to attend further training sessions. We will discuss with governors what their training needs are, both as a group and individually, so that we can provide on-going training and development opportunities to ensure they can fulfil their roles effectively.

We also arrange regular update sessions for governors to discuss significant changes in national policy or local issues.

All governors are required to complete a Disclosure and Barring Service (DBS) check. You will be asked to attend a short meeting to provide a range of documents and complete an application form.

Governors who wish to participate in Quality & Safety reviews will also need to complete Safeguarding training. All governors will be given access to the Governor Portal. The Governor Portal is a password protected part of the Trust website that contains a range of information to support you including;

- The Trust's current Annual Report;
- The Trust's Annual Plan;
- Trust Board structure & profiles;
- Minutes from Council meetings (full council and sub committees);
- Information on the Trust's services, policies and procedures; and,
- Resources to support membership recruitment and engagement activities.

You will receive a lot of information by attending meetings. We also provide e-mail updates to all Governors containing topical information.

Governors are invited to attend the Board of Directors meetings which are held in public on the first Thursday each month. They normally take place in the morning.

Other information

All Governors are provided with an ID Badge identifying you as a Governor. This should be worn at all times when on Trust business. Public Elected and Appointed Governors are provided with a parking permit which enables you to park for free when attending the Trust sites when on governor business. Please park in staff car parks and ensure that the parking permit disc is clearly displayed. Staff elected governors will use their existing staff parking arrangements.

Appendix 1

Elected governors – Manifesto examples

You are invited to provide an election statement containing no more than 200 words.

Please use the following themes when

preparing your statement: your reason for standing as a governor/member, the skills you could bring to this role and your relationship with the Trust.

A couple of examples are below –

Candidate A

Why do you wish to carry out this role?

I would like to help to improve services at The Dudley Group for the benefit of the whole Dudley community.

What skills do you feel you bring to this role?

I was born and raised in the Brierley Hill area and I feel that through my local knowledge and community work with several voluntary groups I have a good understanding of the needs of local people requiring hospital treatment and would make a positive contribution as a governor. I feel I have good listening skills and if elected would represent the views of Members to the best of my ability.

What is your relationship / contact with the Trust?

I am a Member of the Trust and have recently applied to become a hospital volunteer.

Declaration of Interests

Political: None

Financial: None

Candidate B

Why do you wish to carry out this role?

I am committed to improving care and aim to represent the diverse healthcare needs of the wider community. I currently work as an advisor for clients seeking support about processing concerns regarding healthcare treatment. I have a degree in law.

What skills do you bring to the role?

I possess good communication and problem solving skills. I work well as a Member of a team and enjoy getting involved in new challenges. If elected I am keen to be actively involved in the development of the governor role and will endeavour to communicate effectively with the people I will be representing.

What is your relationship / contact with the Trust?

I was a patient when I gave birth to my children.

Declaration of Interests

Political: I am a Member of the Labour Party

Financial: None

Governors' Code of Conduct

1. Introduction

Public service values are expected to be at the heart of the NHS and those who work in it have a duty to conduct NHS business with probity and to demonstrate high ethical standards of personal conduct

The Trust Constitution requires that the Governors follow the Code of Conduct at all times whether acting individually or collectively

Governors' attention is also drawn to Trust policies regarding confidentiality and use of information, including:

- Policy on Confidentiality
- Whistleblowing policy

Whilst these policies have been drawn up principally for staff, the principles therein should be followed by all Governors. Any queries regarding the content or interpretation of this Code of Conduct or any Trust Policy should be directed to the Trust Secretary.

2. Scope

A Governor must observe this Code of Conduct whenever he/she:

- Conducts the business of the Trust
- Acts as a representative of the Council of Governors (or in a way that can be interpreted as representing the CoG or the Trust)
- Acts as a representative of the Trust

The Code of Conduct shall be applied in conjunction with the Trust Constitution and adhered to where the conduct of a Governor can be regarded as bringing their office as a Governor, or the Council of Governors itself, into disrepute.

3. The Nolan Principles

The Committee on Standards in Public Life (1996), chaired by Lord Nolan established seven "principles of public life", set out below, and which have been adopted by the Trust and must be observed by Governors:

Selflessness

Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their 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 the 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 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 that 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 public office should promote and support these principles by leadership and example.

4. General Obligations under the Code of Conduct

Every member of The Dudley Group NHS Foundation Trust Council of Governors will:

- Actively support the vision and values of the Trust and assist in developing it as a successful organisation working collaboratively with the Board of Directors, Trust staff, Members and partner organisations;
- Endorse and uphold the principle that The Dudley Group NHS Foundation Trust is an apolitical organisation and recognise that they represent the constituency that elected them, or organisation that appointed them, rather than any trade union, political party or other organisation they may have affiliation to;
- Abide by the Standing Orders for the practice and procedure of the Council of Governors;
- Ensure attendance and participation in all relevant induction, training and development events for Governors;
- Act with honesty, integrity and objectivity in the best interests of the Foundation Trust and not seek any privileges, preferential or special treatment arising from the Governor role. Governors are to ensure their official capacity (or any other circumstance) is not used to improperly confer or secure an advantage or disadvantage for themselves or any other person;

- Maintain an attendance record at meetings of the Council of Governors, relevant committees and Members' meetings as required. An attendance record of less than 75% or two consecutive absences without reasonable justification to be absent from CoG meetings may lead to expulsion from the Council;
- Contribute actively effectively to the work of the Council of Governors to enable it to fulfil its role to best effect. Recognise that the Council of Governors exercises collective decision making in the best interests of patients, local community and staff;
- Recognise that the Council of Governors has no day to day managerial or operational role within the Foundation Trust;
- Act as an ambassador for the Trust in a manner that reflects positively upon it;
- Respect and treat with dignity and fairness colleagues, patients, relatives, carers, the public, NHS staff and partners in other agencies;
- Appropriately refer any feedback, concerns or complaints they may receive from Members to the PALS team or the Foundation Trust office in the first instance;
- Seek to ensure that the membership of the constituency, or the organisation represented (by an Appointed Governor), is properly informed and able to influence services;
- Maintain a high level of confidentiality and not disclose any information given in confidence without the consent of a person authorised to give it, unless required to do so by law;
- Governors should operate to equal opportunities principles and inclusivity to ensure that no-one is unfairly discriminated against because of their religion, race, colour, gender, marital status, disability, sexual orientation or age;
- Support and assist the Chief Executive as Accountable Officer in his/her responsibility to answer to Monitor (the Independent Regulator of NHS Foundation Trusts), commissioners of health services and the public, in terms of fully and faithfully declaring and explaining the use of resources and the performance of the Trust, in putting national policy into practice and delivering targets;
- When reaching decisions consider any relevant advice given by a Director or Committee of the Trust and be willing to give reasons for those decisions, and;
- Draw the attention of the Trust Chairman or Trust Secretary to any possible breach of this Code, Standing Orders, or the Constitution.

5. Governors and the Media

As well as occasionally speaking for the Trust, it is recognised that Governors have an important role in representing their constituency Members or the organisation that nominated them to the Council of Governors.

Should a Governor be approached by the media to comment on any matter of Trust affairs, she/he must contact the Trust Secretary or Head of Communications for advice before responding. It may well be more appropriate for the response to be made by the Chief Executive or a Director. Should the view of the full Council of Governors be sought by the media on any matters of Trust affairs, such a view should be formulated by the Council of Governors as a whole and issued on its behalf by the Chair.

A Governor may feel the need to express a personal view to the media on a matter of Trust affairs or act as a spokesperson for their constituency or nominating body. The individual Governor must preface any comments by a statement that they are expressing a personal view or that of their constituency/nominating body and not necessarily the view of the Council of Governors. The Governor is expected to alert the Trust Secretary or Head of Communications of their intention to speak to the media about Trust business.

NOTE: for the avoidance of doubt the word media includes all forms of social media, online media as well as formal printed media.

6. Work with External Organisations

Governors may be approached by external organisations to work with them on shared objectives. Such invitations must always be notified to the Chair or Trust Secretary for advice as to the appropriateness of acceptance. Governors may only claim to represent the Trust if nominated to the role by the Chairman or the Council of Governors. Other joint work can only be accepted on the understanding that the Governor is participating as an individual and not as a representative of the Trust. Governors are reminded to ensure that they have considered issues of safety before agreeing to provide any personal details or agreeing to meetings with third parties.

7. Visits

Governors are not permitted to use their position to independently arrange visits to Trust facilities or other organisations. Arrangements must always be agreed through the Foundation Trust Office. However this restriction is not intended to limit contact with external organisations but this should be done in an independent capacity and not as a Trust Governor and not by using Trust business as the purpose.

8. Conduct at full Council and sub-committee meetings

Governors are reminded that these meetings are for the conduct of Trust business. It is important that contributions are relevant to the matter at hand. To avoid confusion, if a Governor wishes to make an announcement or distribute material to Governors during a meeting this should be agreed in advance of the meeting with the Chair.

9. Additional provision for Staff Governors – time off

In addition to the above provision, Staff Governors are subject to the provision that application for time off from normal duties to attend to the business of the Council of Governors will be dealt with in accordance with Trusts' Special Leave Policy.

10. Termination & removal from office

The grounds on which a person holding office of Governor shall cease to do so are set out in the constitution under section 12:

- It otherwise comes to the attention of the Trust Secretary at the time that the Member of the Council of Governors takes office or later, that the Member is disqualified in accordance with annex 6 of the constitution;
- They resign by giving notice in writing to the Trust Secretary;
- In the case of an elected Member of the Trust, they cease to be a Member of the Trust;
- In the case if an Appointed Member of the Council, the appointing organisation terminates the appointment;
- They have failed to undertake mandatory training that all Members of the Council of Governors are required to undertake, unless the Council is satisfied that:
 - the failure to undertake training was due to a reasonable cause; and
 - they will be able to undertake the required training within such a time period as the Council considers reasonable
- They fail to attend two consecutive full Council meetings in any financial year unless the Governors are satisfied that:
 - the absences were due to reasonable causes; and
 - they will be able to start attending meeting of the Council of Governors again within such period as the Council considers reasonable.
- They have failed to sign or deliver to the Trust Secretary a statement in the form required by the Council confirming acceptance of this Code of Conduct;
- They are removed from the Council by a resolution approved by the majority of the remaining Members of the Council present and voting at a General Meeting of the Council on the grounds that:
 - they have committed a serious breach of this Code of Conduct; or
 - they have acted in a matter detrimental to the interests of the Trust; or
 - they have failed to discharge their responsibilities as a Member of the Council of Governors