

Job Description

Title: Governor of the Foundation Trust

Accountable to: Members of the Trust/Appointing Organisation (as applicable)

Remuneration: Governors are not paid a salary, but are entitled to claim reasonable expenses incurred in connection with their duties in accordance with a scheme to be agreed by the Trust.

Key Working Relationships: Members of the Trust, Partner organisations, the Chair of the Trust, the Senior Independent Director, the Board of Directors, the Chief Executive and the Trust Secretary.

1. Job Summary

As part of the Council of Governors to represent the interests of local communities in the development of the organisation. In this way the population served by the Trust will be directly involved in its governance.

Governors have 3 main roles:

As an advisor

Governors are a key community link for the Trust. They provide a steer on how the Foundation Trust should carry out its business in ways consistent with the needs of Members and the wider community.

Public and Staff Governors are responsible for feeding back to the Trust, via the Council of Governors, the views and ideas of the members they represent.

Governors will develop membership in two main ways: by overseeing the development and implementation of the Membership Strategy; and by direct engagement with Members at constituency meetings.

As a guardian

The Council of Governors is responsible for ensuring that the Trust conducts its business in a way that reflects its purpose.

Part of their role is making sure that the views of people who use the Trust's services and local communities are taken into account when plans for services are being developed.

The Council of Governors is also expected to hold the Board of Directors to account and would also be expected to inform Monitor (the Foundation Trust Regulator) if it has any concerns about the performance of the Board of Directors which could not be resolved at a local level.

As a critical friend

Governors will help plan and steer the direction of the Trust. This includes working with the Board of Directors to set priorities for improvements and changes. In this role Governors will act as 'critical' friends. 'Critical' friends support, challenge and ask.

2. Key Duties and Responsibilities

Individual Duties and Responsibilities

- To abide by the Code of Conduct
- To uphold the values of the Trust
- To comply with the policies and procedures of the Trust including the Authorisation and Constitution.
- To attend meetings of the Council of Governors, its Committees and Sub-Committees
- To ensure effective communication with Members

Collective Duties and Responsibilities as part of Council of Governors

Legal Responsibilities

- Holding the non-executive directors to account individually and collectively for the performance of the Board;
- The appointment and, if appropriate, removal of the chair and other nonexecutive directors;
- Approve the remuneration and allowances, and other terms and conditions of office, of the chair and other non-executive directors;
- Approve the appointment of the Chief Executive on recommendation from the Board Nominations and Remuneration Committee;
- Appoint, re-appoint and, if appropriate, remove the auditor;
- Receive the annual report and accounts and any report on these provided by the auditor;
- Approve any 'significant transactions' as defined within the trust's constitution;
- Approve an application by the Trust to enter into a merger, acquisition, separation or dissolution;

- Decide whether the Trust's non-NHS work would significantly interfere with its principal purpose, which is to provide goods and services for the health service in England, or performing its other functions;
- Approve amendments to the Trust's constitution

Other Responsibilities

- To represent the interests of the local community, including the people who use the Trust's services and their carers
- To act as a source of ideas about how the Trust can provide its services in a way that meets the needs of the communities it serves
- To discuss, advise and support the Board of Directors in setting the longer-term vision and strategy for the Trust
- To oversee the Foundation Trust's Membership Strategy and encourage membership
- If invited, to advise on staff appointments

3. Limitations

- The Council of Governors cannot veto or over-rule decisions made by the Board of Directors
- The Council of Governors will not be involved in the day to day running of the Trust, setting budgets, staff pay or other operational matters. These responsibilities lie within the Board of Directors
- The Council of Governors has no role in considering the appointment or dismissal, appraisal, pay levels or conditions of service of Executive Directors
- Governors are not there to raise complaints on behalf of individuals or to act as advocates. They are required to represent a broad range of interests in their constituency or area of special interest

4. Commitment

It is difficult to gauge the time commitment which will be required from Governors and, in part, this will depend on how much time Governors can devote to the role.

The Council of Governors has to meet a minimum of 2 times per year but is likely to meet quarterly. There will also be other meetings, for example Constituency meetings to enable engagement with Members.

At present our Council of Governors meets six times a year.

It is likely that a Governor could be expected to attend between 7 and 12 meetings per year depending on the number of Committees they wish to join.

In addition, Governors will be expected to attend a number of training events. However, where possible, these will be held in combined with meetings if the Council of Governors.

5. Feedback

Group and individual development needs will be identified through the activities undertaken and the outcomes achieved.

The performance of Council as a collective group will be appraised annually so as to inform the future development requirements and priorities of tasks undertaken by Council.