

GOVERNORS' ROLES & RESPONSIBILITIES STATEMENT

| | |
|-----------------------------|----------------------|
| Version: | 5 |
| Sponsor: | Chairman |
| Approval authority: | Council of Governors |
| Date of approval: | 20 August 2021 |
| Date of issue: | 20 August 2021 |
| Date of next review: | June 2024 |

GOVERNORS' ROLES & RESPONSIBILITIES STATEMENT

PRIMARY PURPOSE

1. The primary function of the members of the Council of Governors (CoG) is to work with the Board of Directors to ensure that the NHSFT acts in a way that is consistent with its Constitution and objectives, and to help set the strategic direction. In so doing, governors must ensure that they remain conversant with the views of members, the wider public and stakeholder organisations. The CoG will not be involved in matters of day to day management, operational matters, or an individual's cause.

SPECIFIC ROLES AND RESPONSIBILITIES

2. The following list of specific roles and responsibilities of CoG as a whole have been drawn from either the Trust's Constitution or NHS Improvement's Code of Governance, and split into groups as shown below.

Board of Directors

- B1 Appoint and remove Chair and Non-Executive Directors (NEDs)
- B2 Consult on the composition of NEDs on the board
- B3 Be consulted on SID/Vice-Chair appointment
- B4 Decide remuneration, allowances, terms and conditions of Chair and NEDs
- B5 Lead on agreeing process for Chair/NEDs appraisal
- B6 Contribute to and receive results from Chair/NEDs appraisal annually
- B7 Require directors to attend governors meeting to provide information
- B8 Receive appropriate information to monitor Board's management of the Trust
- B9 Hold NEDs individually and collectively to account for Board performance
- B10 Establish engagement policy with Board for circumstances when they have concerns about the Board's performance
- B11 Approve appointment of CEO
- B12 Appoint and remove external auditor

Trust

- T1 Be consulted proactively on deciding strategic directions
- T2 Evaluate the impact of any proposed increase in non-NHS income on the Trust's primary purpose
- T3 Approve significant transactions
- T4 Approve application by Trust for merger, acquisition, separation or dissolution
- T5 Approve amendments to Trust constitution

Council of Governors

- C1 Meet as a council 4x per year
- C2 Conduct annual appraisal of collective CoG performance, with external review every 3 years
- C3 Produce governors' commentary for inclusion in the Quality Report
- C4 Review CoG roles, structure, composition and procedures
- C5 Hold period review (not <3years) of Constitution and Rules of Procedure
- C6 Undertake appropriate functions as requested by the Board
- C7 Undertake other functions required by the Constitution
- C8 Monitor individual governor attendance at annual members and general meetings, development days and members' meeting

Membership

- M1 Promote effective communications
- M2 Serve as a conduit between the Trust and our community
- M3 Represent interest of Trust members as a whole and the public
- M4 Collaborate with the Trust to develop an effective strategy for membership
- M5 Be presented with the Annual Report and Accounts
- M6 Lead Governor to present a review of the CoG's activity over the past year and forward look to the year ahead
- M8 Present to members at Annual Members Meeting for approval any amendment to the Constitution relating to Council of Governors' powers, duties or roles.