

SALISBURY NHS FOUNDATION TRUST

THE ROLES & RESPONSIBILITIES OF THE COUNCIL OF GOVERNORS

(ADOPTED ON 25.11.2013)

Paragraph B.1.4 of Monitor's Code of Governance (dated March 2010) for foundation trusts provides that:

(2) to represent the interests of the members of the Trust as a whole and the interests of the public.

The first gives the governors their supervisory role. The second makes them a mouthpiece within the Trust for the members of the Trust and the public. The Act does not say what it means by "holding to account", but a helpful description is that it involves questioning the non-executive directors and receiving their explanations, reviewing and testing what they say, forming a judgment whether they are fulfilling their duties, and lastly providing feed-back to them.

#### How the Trust operates

The Trust is run by the board of directors, the day-to-day management being in the hands of the full-time executive directors.



The Council of Governors' duties, powers and rights in law

These are contained in the National Health Service Act 2006 as amended by the Health & Social care

The Code includes the following (in summary):

B.1.1 The Council should meet at least 4 times a year. Governors should make every effort to attend.

B.1.2 The Council should not be so large as to be unwieldy. Its structure, composition and procedures should be reviewed regularly.

B.1.3 The annual report should include information about the governors, and should identify the lead governor.

B.1.4 The roles and responsibilities of the Council should be set out in a document, including an explanation of the responsibilities to members of the Trust and how governors will seek their views and inform them. [That is this document.]

B.1.5 The Council must receive appropriate information to enable it to discharge its duties, including clinical and operational data.

B.1.6 While the Chairman is responsible for leading both the Board of Directors and the Council the governors have a responsibility to make arrangements work and should invite to their meetings the chief executive and other directors, as may be appropriate.

B.1.7 and A.3.3 The council should establish a policy of engagement with the board for those circumstances where they have concerns about the performance of the Board. In consultation with the Council the Board of Directors should appoint a non-executive director to be the senior independent director. This could be the deputy chairman. [The Trust in fact combines these two positions, and there is simply a deputy chairman, who is a non-executive director.]

B.1.8 The Council should ensure that its interaction with the board is effective, by in particular agreeing the timely communication of relevant information.

B.1.9 Governors should acknowledge the overall responsibility of the Board to run the Trust and should not try to veto its decisions or obstruct the implementation of its strategies.

B.1.10 The Council should only use its power to remove the chairman or a non-executive director as a last resort.

D.1 and D.1.3 The Chairman is responsible for ensuring that the directors and the governors receive accurate, timely and clear information. The Council should advise the Board of its information needs.

D.1.5 and D.1.6 Governors should canvass the opinion of their members on the Trust's forward plan, and the Board must take account of the opinion of the governors.

D.2.3 There should be a process for the removal of a governor who consistently fails to attend meetings, or otherwise breaches their duties. [This is contained in the Trust's constitution.]