

## **Duties, roles and responsibilities of the Governors of HEFT**

### **Extracts from the Constitution effective from 1<sup>st</sup> April 2013:**

#### **8.14 Council of Governors – duties, roles and responsibilities**

##### **8.14.1 The general duties and responsibilities of the CoG shall be:**

- (a) to hold the non-executive Directors individually and collectively to account for the performance of the Board of Directors;
- (b) to represent the interests of the members of the Trust as a whole and the interests of the public;
- (c) to support the Board of Directors in setting the longer term vision for the Trust, to influence proposals to make changes to services and to act in a way that is consistent with NHS principles and values and the terms of the Trust's Licence;
- (d) to engage in dialogue with and provide advice to the Board of Directors with regard to the Trust's future vision and strategy and to act as a source of ideas about how the Trust can provide its services in ways that meet the needs of the community it serves;
- (e) to review annually the extent to which the Trust is meeting its objective of delivering high quality services; and
- (f) to work with the Board of Directors on such other matters for the benefit of the Trust as may be agreed between them.

##### **8.14.2 The specific rights and duties of the CoG are:**

- (a) in a General Meeting to:
  - (i) appoint or remove the Chairman and the other non-executive Directors of the Trust. The removal of the Chairman and a non-executive Director shall require the approval of three quarters of the total number of Governors;
  - (ii) approve the appointment of the Chief Executive of the Trust by the non-executive Directors;
  - (iii) decide the remuneration and allowances and the other terms and conditions of office of the non-executive Directors;
  - (iv) appoint or remove the Trust's auditor;
  - (v) receive and consider the Trust's annual accounts, any auditors reports on those annual accounts and the annual report from the Board of Directors;

- (vi) appoint the Advisors (*meaning an individual formally appointed in accordance with paragraph 8.9 of the Constitution to advise the Council of Governors at meetings of the Council of Governors in an advisory and non-voting capacity*); and
- (vii) appoint one of the non-executive Directors to be Vice Chairman of the Trust;
- (b) to be consulted by the Board of Directors regarding the information to be given to Monitor as to the Trust's forward planning in respect of each Financial Year and to give their views to the Board of Directors for the purposes of the preparation by the Board of Directors of any document containing such information which is to be given to Monitor;
- (c) to respond as appropriate when consulted by the Board of Directors;
- (d) to require one or more Directors to attend a meeting of the Council of Governors for the purpose of obtaining information about the Trust's performance of its functions or the Directors' performance of their duties (and deciding whether to propose a vote on the Trust or Directors' performance);
- (e) to approve any merger, acquisition, separation or dissolution application in respect of the Trust before the application is made to Monitor and the entering into of any significant transactions; and
- (f) to exercise such others powers and to discharge such other duties as may be conferred on the CoG under this Constitution.

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Note: In addition, the CoG is responsible for approving any changes to the Constitution.

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**ANNEX 3 (to the Constitution)**

Governors and Directors: Communication and Conflict

**1. Summary**

This Annex 3 describes the processes intended to ensure a successful and constructive relationship between the CoG and the Board of Directors. It emphasises the importance of informal and formal communication, and confirms the formal arrangements for communication within the Trust. It suggests an approach to informal communications, and sets out the formal arrangements for resolving conflicts between the CoG and the Board of Directors.

**2. Informal Communications**

Informal and frequent communication between the Governors and the Directors is an essential feature of a positive and constructive relationship designed to benefit the Trust and the services it provides.

The Chairman of the CoG and the Board of Directors will encourage informal methods of communication including:

- ◆ Participation of the Board of Directors in the induction, orientation and training of Governors.
- ◆ Development of special interest links between non-executive Directors and Governors.
- ◆ Discussions between Governors and the Chairman, the Chief Executive or a Director, through the office of the Chief Executive or any other person appointed to perform the duties of the Chief Executive to the Board.
- ◆ Involvement in membership recruitment and briefings at public events organised by the Trust.

### **3. Formal Communication**

Some aspects of communication are defined by the constitutional roles and responsibilities of the CoG and the Board of Directors respectively. Communications initiated by the CoG, and intended for the Board of Directors, will be conducted as follows:

- ◆ Specific requests by the CoG will be made through the Chairman, to the Board of Directors;
- ◆ Any Governor has the right to raise specific issues at a duly constituted meeting of the CoG through the Chairman. In the event of disagreement, two thirds of the Governors present must approve the request. The Chairman will raise the matter with the Board of Directors and provide the response to the CoG.
- ◆ Joint meetings will take place between the CoG and the Board of Directors as and when necessary.

The Board of Directors will request the Chairman to seek the views of the CoG:

- ◆ on the Board of Directors proposal for the Strategic Direction, and the Annual Business Plan.
- ◆ on the Board of Directors proposals for developments.
- ◆ on Trust performance.
- ◆ on their involvement in service reviews and evaluation.
- ◆ on proposed changes, plans and developments for the Trust.

The following formal methods of communication will also be used:

- ◆ Attendance by the Board of Directors at a meeting of the CoG.
- ◆ Provision of formal reports or presentations by executive Directors to a meeting of the CoG.
- ◆ Inclusion of appropriate minutes for information on the Agenda of a meeting of the CoG.

- ◆ Reporting the views of the CoG to the Board of Directors through the Chairman or Vice Chairman.

#### **4. Resolving Conflict**

The CoG and the Board of Directors must be committed to develop and maintain a constructive and positive relationship. The aim at all times is to resolve any potential or actual differences of opinion quickly, through discussion and negotiation.

If through informal efforts the Chairman cannot achieve resolution of a disagreement or conflict, the Chairman will follow the dispute resolution procedure described below. The aim is to resolve the matter at the first available opportunity, and only to follow this procedure if initial action fails to achieve resolution:

- a) The Chairman will call a Resolution Meeting of the members of the CoG and Board of Directors, to take place as soon as possible, but no later than twenty working days following the date of the request. The meeting must comprise two thirds of the membership of the CoG and two thirds of the membership of the Board of Directors. The meeting will be held in private in accordance with 8.17.2 and 8.17.3 of this Constitution. The Agenda and any papers for the meeting will be issued in accordance with the Council of Governors' standing orders. The aim of the meeting will be to achieve resolution of the conflict. The Chairman will have the right to appoint an independent facilitator to assist the process. Every effort must be made to reach agreement.
- b) If a Resolution Meeting of the members of the CoG and Board of Directors fails to resolve a conflict, the Board of Directors will decide the disputed matter.
- c) If following the formal Resolution Meeting, and the decision of the Board of Directors, the CoG considers that implementation of the decision will result in the Trust failing to comply with its Licence or the 2006 Act, the CoG will refer the specific issue of non-compliance to Monitor.

The right to call a Resolution Meeting rests with the following, in the sequence of escalation shown:

- a) The Chairman
- b) The Chief Executive
- c) Two thirds of the members of the CoG
- d) Two thirds of the members of the Board of Directors