

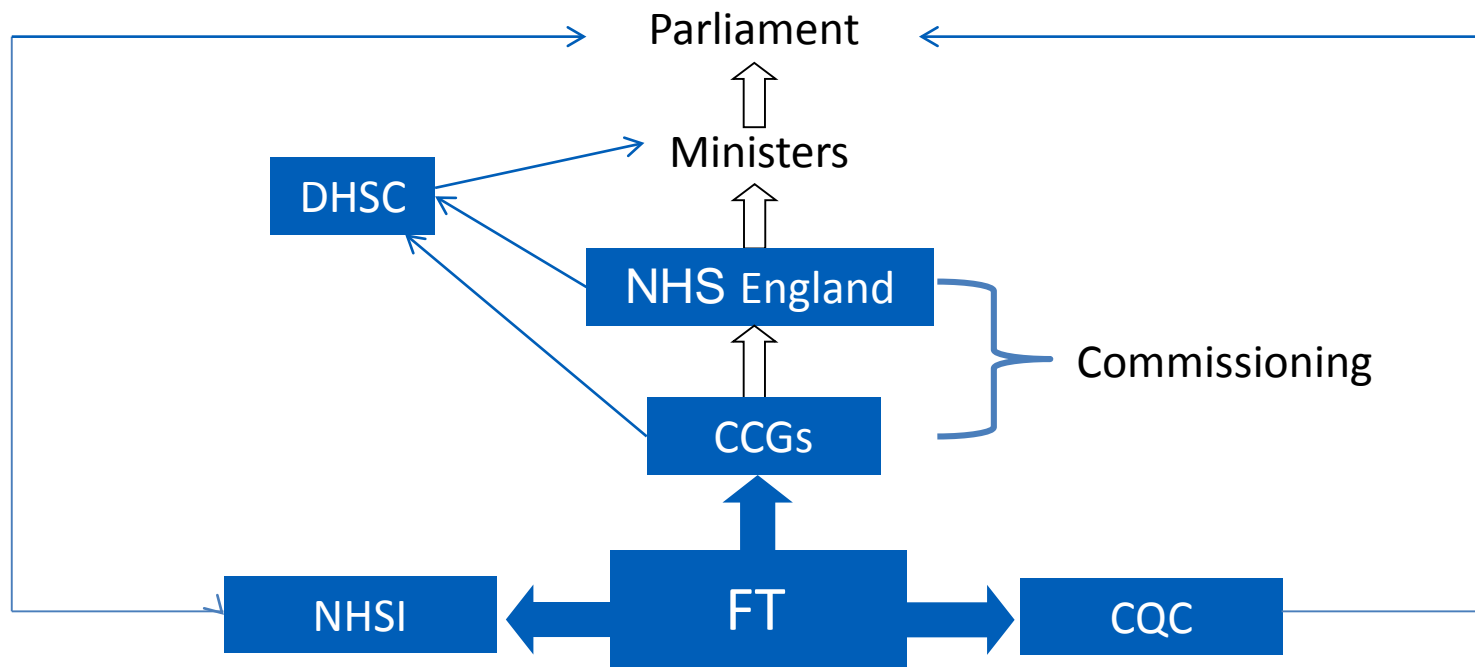
# **Foundation Trust Governance Arrangements & The Role of the Council of Governors**

**Susanne Nelson-Wehrmeyer, Company Secretary**

## Foundation Trust Governance Arrangements: Legal Context

- Frimley Health NHS Foundation Trust is a statutory body which was formed by the acquisition of Heatherwood & Wexham Park Hospitals NHS Foundation Trust (HWP) by Frimley Park Hospital NHS Foundation Trust (FPH) on 1 October 2014.
- The Trust is governed by Acts of Parliament, mainly the NHS Act 2006 Act, as amended by the Health & Social Care Act 2012.
- The provisions of the NHS Act/H&SC Act are incorporated into the Trust's corporate governance arrangements via its Constitution which sets out the rules of procedure for the functioning of the Board of Directors, Council of Governors and Trust as a whole.
- The principal purpose of the Trust is the provision of goods and services for the purposes of the health service in England.
- Under the legislation, the Trust is required to have a Board of Directors, comprised of Executive and Non-Executive Directors.
- The Trust is also required to have 'members' comprised of the Trust's staff base and local people. The members duly elect Governors to represent their interests onto a 'Council of Governors'. The remainder of the Governors are appointed by the Trust's nominated key stakeholder organisations; however, there is a requirement that the majority of the Council of Governors is comprised of publicly elected Governors
- In summary, the Council of Governors is comprised of:
  - Public Governors (elected)
  - Staff Governors (elected)
  - Stakeholder Governors (appointed)

## The External Context: NHS Regulators & Stakeholders



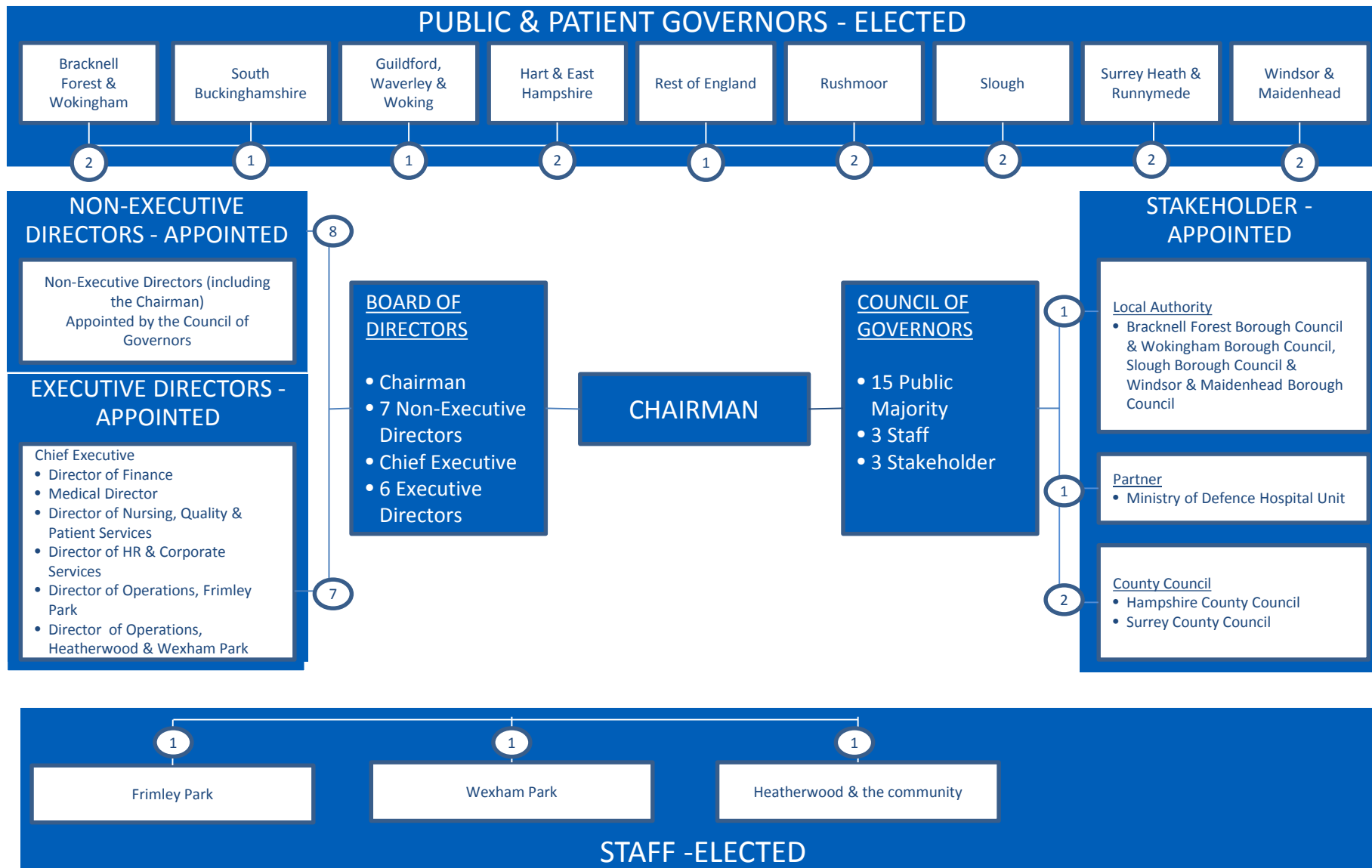
**NHSI (formerly monitor):** The sector regulator for healthcare services in England. They continually assess healthcare providers under a licensing regime which requires providers to achieve various financial and governance targets. NHSI also have wider roles relating to the regulation of the NHS payment system and the procurement of health services, encouraging choice and competition.

**Care Quality Commission (CQC):** Is the quality regulator for health and social care services in England. Their stated role is to make sure that hospitals, care homes, dental and general practices and other care services in England provide people with safe, effective and high-quality care, and to encourage them to improve.

**Clinical Commissioning Groups (CCGs):** Clinical Commissioning Groups are groups of General Practices that work together to plan and design local health services in England. They do this by 'commissioning' or buying health and care services.

**NHS England:** An executive non-departmental public body of the Department of Health and Social Care. NHS England oversees the budget, planning, delivery and day-to-day operation of the commissioning side of the NHS in England.

## Governance Arrangements



## Role of the Governors: Statutory Duties & Powers

- Hold the Board to account, ensuring the Trust conducts itself in a way that is consistent with the needs of the communities it serves, its stated aims, goals and the terms and conditions under which it operates.
- Representing the views of their constituency i.e. patients and the local community, staff and stakeholder organisations including CCGs, local authorities.
- Holding the Non-Executive Directors collectively and individually to account\*.
- Appointing the Chairman and non-executive directors.
- Deciding the remuneration of the Chairman and non-executive directors.
- Approving the appointment of the Chief Executive.
- Receiving the Annual Report and Annual Accounts.
- Providing views on the detail of the Trust's forward plans each financial year.
- Appointing the Trust's external auditors.
- Approving significant transactions\*.
- Requesting that NHSI convene a Panel to which a governor may refer a question as to whether the Trust has failed or is failing to act in accordance with its constitution\*.
- Requiring a Director of the Board to attend a meeting for the purposes of obtaining information about the performance of the Trust\*.

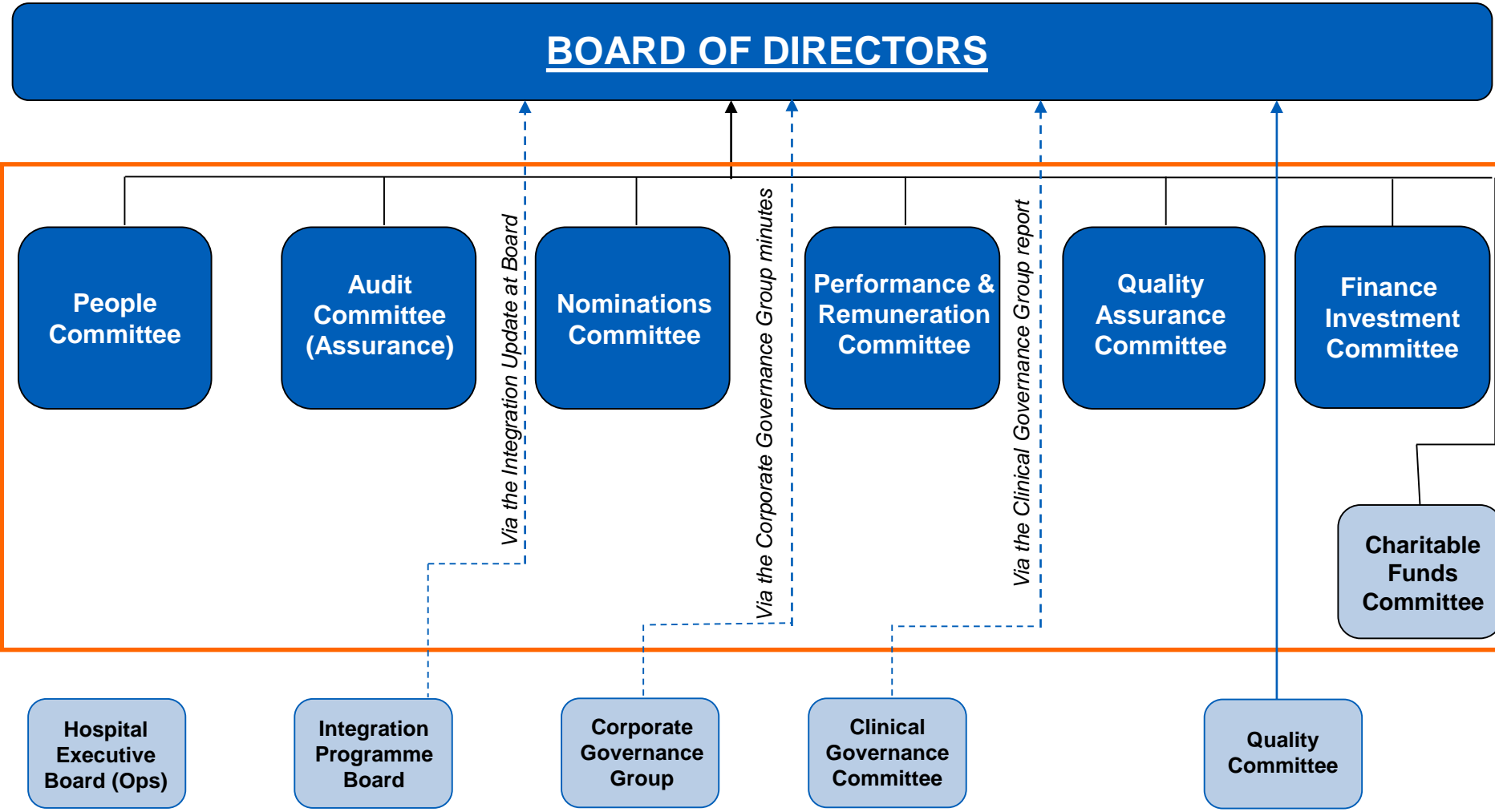
\* Duties introduced by the Health & Social Care Act 2012

## **Beyond the Statutory Duties: Governor Involvement & Interaction**

- Council of Governors formal meetings: held four times per year ( March, May, September and October);
- Annual Members Meeting;
- Board & Council of Governors' Workshops (January, March, July and November);
- Rolling programme of public constituency meetings;
- Governor drop-in meetings with Chairman/CEO, alternating months;
- Participation in Quality walkabouts around clinical areas;
- The co-opting of Governors onto Trust Committees;
- Membership of Council of Governors' committees:
  - NERC (a minimum of two meetings per annum) Current Chair: Bob Bown, Lead Governor
  - Community Engagement Group (quarterly) Chair: Michael Maher, Public Governor
  - Patient Experience & Involvement Group (quarterly) Chair: Mary Probert, Public Governor
  - Governance Working Group (minimum once per annum) Chair: Pradip Patel

## Code of Conduct

- The code of conduct sets out the requirements of office and expected standards of conduct and personal behaviour for all governors.
- It is consistent with, and is intended to support and complement, the Trust's Constitution and the national best practice, embodied within the '*Nolan Principles*', the seven Principles of Public Life
  - Selflessness
  - Integrity
  - Objectivity
  - Accountability
  - Openness
  - Honesty
  - Leadership
- Governors must at all times recognise and respect the confidentiality of the information to which they are made privy in carrying out their duties as governors.





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