

GOVERNWELL  
INDUCTION  
TOOLKIT

4

CHAPTER FOUR  
HOW DO I  
CARRY OUT  
MY ROLE?

## Add to the list as you work through this section

AMM	<p>Annual members meeting. The following documents must be presented to the council of governors at a general meeting, and also by at least one member of the board of directors of the corporation at the annual members meeting:</p> <ul style="list-style-type: none"> <li>• the annual accounts</li> <li>• any report of the auditor on them</li> <li>• the annual report.</li> </ul> <p>NHS foundation trusts may also combine the annual members’ meeting with a meeting of the council of governors.</p>
CoG	<p>Council of governors is chaired by the trust’s chairman, is made up of elected governors and appointed governors from partner organisations representing key stakeholders. The council of governors advises the trust on issues that are important to patients and the wider community to ensure it provides the best possible service to its patients. The council of governors is not responsible for the day-to-day running of the trust, but works with the board of directors to produce the trust’s future plans; it ensures that the voice of members and partners are used to inform the trust’s decisions.</p>
Sub-committee	<p>The council of governors can delegate specific duties to sub-committees, smaller groups of governors e.g. the appointments committee which is responsible for the recruitment of non-executive directors, including the chairman. The sub-committee makes recommendations to the full council of governors which retains the responsibility for decision making.</p>
ToR	<p>Terms of reference are the purpose and structures of a project, committee, meeting, negotiation, or any similar collection of people who have agreed to work together to accomplish a shared goal. There will always be ToR for sub-committees.</p>

# 4

## TOOLKIT OVERVIEW

- 1 Introduction
- 2 What does my trust look like?
- 3 What is my role?
- 4 How do I carry out my role?**
- 5 What type of information am I going to see?

## CHAPTER OBJECTIVES

Having worked through this chapter you should:

- know when your council meets, how the meetings are conducted, and what sub-committees there are
- have thought about how you will prepare for the meetings so you make an effective contribution
- understand the importance of trust policies about code of conduct
- have thought about how you will behave when representing the trust.

## CHAPTER CONTENTS

- 4.1** Council of governors' meetings
- 4.2** Sub-committees and groups
- 4.3** Annual members' meeting
- 4.4** Code of conduct
- 4.5** Nolan principles
- 4.6** Confidentiality
- 4.7** Conflicts of interest
- 4.8** Media policies
- 4.9** Meeting etiquette
- 4.10** What would you do?

## 4.1 COUNCIL OF GOVERNORS MEETINGS

### KEY POINTS

- **Council meetings are where governors receive information and make decisions.**
- **On average, councils meet three to four times a year.**
- **Council meetings have limited time so it is important to be well-prepared and prioritise the key issues.**

A governing body usually meets as a whole group three to four times a year. It will usually establish a series of sub-committees or working groups which will meet at different times and with variable frequency. The full council of governors meeting is crucial. It is the forum in which you will be seen by, and will see, all your colleagues and members. It is here that decisions are made and it is here that you can make an impact. The way the meeting runs is vital to the overall success or failure of the governing body as a whole.

Due to the large and complex nature of NHS foundation trust business, these meetings can be long, so preparation and prioritising the most important issues are key.

If you have little or no experience of group meetings, the proceedings may seem formal. Even if the meeting is fairly informal, it can still seem daunting to make your first contribution to the discussion. Here are some tips on how to make an early and useful contribution:

- 1** Read all the papers for the meeting beforehand. Check your understanding with your company secretary or governor coordinator and prepare a question on one or more of the topics covered. Remember – you don't have to ask a question on everything, others will be asking questions too. Actively listen so you don't duplicate what others ask.
- 2** Ask the company secretary and/or chair for clarification of anything you're not quite sure about in advance of the meeting. Don't be afraid to do this – no-one can expect you to understand everything from the start.
- 3** We all use jargon and sometimes forget that others don't understand it as easily as we do. Don't be afraid to ask a speaker to explain jargon which comes up in the meeting.
- 4** If volunteers are sought, volunteer for a project you are confident in tackling successfully.

Typically, members of the board present performance updates at council meetings. These are usually in the form of written/oral presentations in key topic areas e.g. human resources.

### FIND OUT MORE

Visit our 'jargon buster' if you have something you are not sure about:

<https://nhsproviders.org/programmes/governwell/support-and-guidance/jargon-buster>

### WHAT DO YOU DO IF YOU WANT TO ASK FOR AN ITEM TO BE ADDED TO THE COUNCIL OF GOVERNORS AGENDA?

Talk to your other governors, lead governor or company secretary about how this happens in your trust.  
Ask other governors about your proposed item – would the answers/information be of interest to them too?

## AN EFFECTIVE MEETING

- is well organised
- allows a free discussion of agenda items, where every member of the governing body is encouraged to make a contribution
- ensures decisions and actions arising from decisions are clearly understood by all those present
- has minutes or notes and actions which allow non-attenders of the meeting to understand what has taken place
- is one where the chair presides and plays an important role in managing the meeting.

The directors aim to inform governors about the trust's progress against its strategic plans; this summary is often called a 'strategic overview'. Listen carefully to check whether your prepared questions are covered in this. If not, ask them at the end when questions are invited. Try not to interrupt.

Members of the board are very keen to hear about single patient or service user issues but usually not within the council meeting itself. The council meeting is structured around the management 'headline' summary across the whole population it represents.

It often helps for the agenda to cover difficult subjects first. When people are fresh, they can process information more quickly and save time as a result. Within the meeting, consider covering subjects in shorter time blocks with short breaks between. This keeps people from getting fatigued and "wasting time". This is efficient because, while you are taking a break, the brain is still processing the information.

Bear in mind that the quality, frequency, subject matter and tone of your first few contributions will create an impression in the minds of your colleagues of who you are and your role in the group. First impressions count and other people's perceptions of you set in quite quickly. Beware of creating an image of yourself that is untrue to your values and those of the NHS which limits the way you operate in the future.

Each trust is able to decide for itself if it wishes to programme in other meetings (with the chair and governors agreement) such as joint board and governor workshops/briefings, informal discussions or governor/chair debriefings.

## YOUR FIRST COUNCIL MEETING

Before attending your first council meeting, you might find asking the following questions of another governor or your trust secretary helpful:

How often do we have council meetings?

Where are the meetings?

How will the room be set up?

What is the format of the meeting?

Are there any pre-meetings?

How long are the meetings?

Will refreshments be provided?

How many people will be there?

When will the papers be available?

What do I do if I want to ask a question?

## FIND OUT MORE

Have a look at the guidance on effective participation in council of governor meetings:

<https://nhsproviders.org/programmes/governwell/support-and-guidance/guidance-documents>

## 4.2 SUB-COMMITTEES AND GROUPS

### KEY POINTS

- **Councils can delegate tasks to sub-committees or working groups (sometimes called task and finish groups).**
- **These committees discuss a particular issue and then make recommendations to the whole council for a decision.**
- **Some committees are statutory (required by law) and others are decided by each trust.**

In your trust there will be sub-committees of both the board of directors and council of governors; some of these are statutory (required by law). The council of governors can delegate a task such as running a recruitment process to an appointments committee on behalf of the full council. Terms of reference for each sub-committee should be available.

You may be asked to join some working groups or task and finish groups if there are vacancies. These may comprise both governors and directors, as well as other members of staff, as a practical way of dealing with specific issues. Terms of reference for such groups should also be made available.

The statutory committees for governors are:

#### NOMINATIONS COMMITTEE

This committee makes recommendations to the whole council about who to appoint as the chair or a NED when a vacancy arises.

#### REMUNERATION COMMITTEE

This committee makes recommendations to the whole council about how much the chair and NEDs should be remunerated (their pay and benefits).

The nominations and remuneration roles are often combined into one committee.

An example of a non-statutory committee is a **patient experience and involvement group**. This type of committee may include directors, governors and sometimes third parties such as patient representatives. It may monitor the quality of patient experience, safety and outcomes and ensure the trust is complying with the standards set by external regulators.

The board of directors will also have committees, for example:

### AUDIT COMMITTEE (required)

A sub-committee of the board of directors; the members of this committee can only be board members, ie. governors or other staff cannot sit on this committee but occasionally may be invited to observe, if appropriate. This committee is responsible for monitoring aspects of financial reporting, internal and external audits and the management of risk.

### REMUNERATION AND APPOINTMENTS COMMITTEE (required)

A sub-committee of the board which will agree the appointment, remuneration and terms of service of the executive directors. This can be but is not usually the same as the committee which appoints non-executive directors.

### FINANCE AND PERFORMANCE COMMITTEE (optional)

This reviews monthly reports on finance and operational performance to ensure a trust is meeting targets and addressing any problems that may arise in these areas. In some trusts the council of governors has an equivalent committee.

### CAN ANY GOVERNOR ATTEND ANY SUB-COMMITTEE?

There may be restrictions on the number or experience of individuals sitting on a committee. For committees of the council of governors or trust committees with mixed membership, governor members are usually elected by their fellow governors in accordance with a process agreed by them. Although board meetings should be held in public, board committee meetings usually meet in private. Governors are not members of board sub-committees and can only attend to observe with the consent of the board members.

## SUB-COMMITTEES IN YOUR TRUST

**Talk to your existing governors or trust secretary about which sub-committees you have at your trust.**

Think about your skills and interests and where you might want to put yourself forward to help. Remember that you can volunteer for a committee but the final decision about who sits on a committee will usually be taken by the whole council.

## FIND OUT MORE

Have a look at the guidance on effective chairing of governor committees:

<https://nhsproviders.org/programmes/governwell/support-and-guidance/guidance-documents>

## 4.3 ANNUAL MEMBERS' MEETING

### KEY POINTS

- **The trust must hold an annual members' meeting (AMM), in public.**
- **Members' meetings are open to all members of the trust, governors, directors and usually the wider public. Auditors and consultants may be invited.**
- **Where there has been an amendment to the constitution which affects the governors, at least one governor must attend the next members' meeting to present the change.**

By law, the trust must hold annual members' meetings. At least one of the directors must present the trust's annual report and accounts to the members at this meeting. The meeting is to be held in public.

For the avoidance of doubt, the annual members' meeting can be held concurrently with the annual meeting of the council of governors held for the purpose of receiving the annual report and accounts.

Where there has been an amendment to the constitution which relates to the powers, duties or roles of the council of governors, at least one governor must attend the next annual members meeting and present the amendment to the members. Members have the right to vote on and veto these types of constitutional amendments.

The board of directors may resolve to call other special meetings of the trust for the benefit of its members (a 'members' meeting') for the purpose of providing them with information and to offer them an opportunity to provide feedback to the trust.

Members' meetings are open to all members of the trust, governors, and directors. Auditors and consultants may be invited. Usually trusts open the meetings to the public as well. The board of directors may also specifically invite representatives of the press and any experts or advisors whose attendance they consider to be in the best interests of the trust to attend a members' meeting.

All members' meetings are to be convened by the trust secretary by order of the board of directors and a notice of the meeting must be given to all members, governors, directors, the auditor and any external consultant personally, or by notice prominently displayed at the trust's headquarters; and by notice on the trust's website, at least fourteen working days before the date of the meeting.

The notice referred to above must state the time, date and place of the meeting; and indicate the business to be dealt with at the meeting.

The following documents must be presented to the council of governors by at least one member of the board of directors of the corporation at the annual members' meeting. NHS foundation trusts may also combine the annual members' meeting with a meeting of the council of governors:

- the annual accounts
- any report of the auditor on them
- the annual report.

WHAT WERE THE HIGHLIGHTS FROM THE TRUST'S LAST ANNUAL MEMBERS' MEETING?

## FIND OUT MORE

Have a look at the guidance on *the annual report and annual accounts* and *an overview of strategy and planning*:  
<https://nhsproviders.org/programmes/governwell/support-and-guidance/guidance-documents>

## 4.4 CODE OF CONDUCT

### KEY POINTS

- **Every trust will have a code of conduct which its governors are expected to sign and abide by.**
- **The code of conduct sets out how governors are expected to behave whilst carrying out their duties for the trust; similar to those of staff.**
- **The aim of the code is to ensure that all people connected with the trust by reason of employment, appointment or election behave with integrity, honesty and in accordance with the law.**

The aim of the code is to ensure that all people connected with the trust by reason of employment, appointment or election behave with integrity, honesty and in accordance with the law.

The code of conduct is specific to each trust but is likely to include commitments to:

- act with honesty and integrity
- treat everyone fairly and equally
- take responsibility for your actions
- act in the best interests of patients and the trust
- recognise the collective responsibility of the council.

There are a number of other principles, legalities and documents that feed into the code of conduct which we will consider briefly in the next few pages:

- the seven principles of public life known as the *Nolan principles* (covered in next section)
- confidentiality
- data protection
- conflicts of interest
- media policies
- meeting etiquette.

## WHY DO WE HAVE A CODE OF CONDUCT?

Either individually or in groups, look at your trust's code of conduct and think about the following questions:

Can you see how the code protects you as an individual?

Can you see how the code protects the council as a whole?

What would happen if one person wasn't adhering to the code?

Is there anything that you don't understand and need to raise with your trust secretary?

## 4.5 NOLAN PRINCIPLES

### KEY POINTS

- **As a public body there are certain ethical standards the council of governors is expected to meet.**
- **The Nolan principles, or *Seven principles of public life*, are a good reminder of how a person holding a public office should act.**

As a public body, there are certain ethical standards which the council of governors are expected to meet. The *Seven principles of public life* were formulated by the Nolan committee for the public sector in general, but they are very relevant to governors and are often mentioned in publications about governance.

#### **Selflessness**

Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family or their friends.

#### **Integrity**

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

#### **Objectivity**

In carrying out public business, including making public appointments, awarding contracts or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

#### **Accountability**

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

#### **Openness**

Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands this.

#### **Honesty**

Holders of public office have a duty to declare any public interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

#### **Leadership**

Holders of public office should promote and support these principles by leadership and example.

## 4.6 CONFIDENTIALITY AND DATA PROTECTION

### KEY POINTS

- **As a governor, you will, at times, have access to confidential information.**
- **It is important that you don't share this information with anyone until it becomes publicly available.**
- **If you are unsure whether information is confidential, you should seek advice from your trust secretary.**

Maintaining confidentiality is a crucial part of a governor's role. The trust will want, at times, to discuss information with the council that is not yet in the public domain or is not required to be made public. It is vitally important to the work of the council and the trust that this confidentiality is respected.

As a governor there will be occasions when you will have access to information which should only be disclosed to others who have a right to know. You must regard all such information as belonging to the trust.

Occasionally a patient may give you private information, or you could get to know private information as a result of a breach of confidentiality. In such an instance the information must be treated by you as confidential.

When the trust releases information into the public domain, the information is no longer confidential.

Any unauthorised disclosure or attempts to access confidential information for which you do not have the authority will be treated as a serious breach of confidentiality, which may result in disciplinary action being taken against you under the terms of the constitution.

During your appointment, the trust will always attempt to make clear its expectations of you as a governor. However, there may be occasions when those expectations are not clear. At all times you are expected to remain loyal to the trust.

If in doubt you should seek advice from the chair or trust secretary. Information governance training may be available for governors.

## 4.7 CONFLICTS OF INTEREST

### KEY POINTS

- **Governors, as well as the board and other staff, have a duty to act in the best interests of the trust.**
- **Conflicts arise when the interests of a governor are incompatible or in competition with the interests of the trust.**
- **All potential or real conflicts of interest should be declared to the trust.**
- **The trust will maintain an up-to-date 'register of interest' for governors, directors and senior members of staff.**

Conflicts arise when the interests of directors, or 'connected persons', are incompatible or in competition with the interests of the trust. Such situations present a risk that directors may make decisions based on these external influences, rather than the best interests of the organisation.

The most common types of conflicts of interest include:

- direct financial interest
- indirect financial interest
- non-financial or personal/family interests
- conflicts of loyalty.

The governors of an NHS organisation have an obligation to act in the best interests of the organisation, and to avoid situations where there may be a potential conflict of interest. As such, there are requirements for governors to register personal interests that may be perceived as conflicting with their overriding duty.

Council agendas should include an opportunity for governors to declare conflicts of interests that may relate to specific agenda items so that they can be managed appropriately. This may include the governor concerned withdrawing from the relevant part of the meeting or discussion.

### ARE YOU CONFLICTED?

Think about your own circumstances...

Do you have any other interests or commitments which might be in conflict with the trust?

Do you or a family member own a local business that contracts with the trust?

Have you declared your interests to the trust?

If in doubt, ask your trust secretary.

## 4.8 MEDIA POLICIES

### KEY POINTS

- **It is important for the trust that any messages that go out to the media are consistent and correct.**
- **Every trust will have a communications department which deals with all media enquiries.**
- **As a governor you will not be expected to respond to the media unless the communications department asks for your help. They will support you if this happens.**

Media and news management is an important part of the management and leadership of most modern public sector organisations.

Successful media management is not just about ensuring that the trust's public reputation is maintained; poor media relations can affect public perceptions leading to loss of business, difficulty in recruiting and retaining staff and compromise of relationships between stakeholders and partners.

Unwise or ill informed public statements or comments can also, in very specific cases, affect the trust's ability to manage the resolution of disputes and litigation. Remember your role as representatives of the trust. Chance comments can unnecessarily bring the trust into disrepute and often are not based on full facts or a full understanding of the situation.

The key message for governors to remember is that **all media enquiries should be referred to the communications department**. If there are issues that should be more widely known, please ask your trust secretary about specific provisions governors can use for legitimate whistleblowing inside and beyond the trust.

### USEFUL CONTACTS

The phone number of our communication department is:

The email address for our communication department is:

## 4.9 GOOD MEETING ETIQUETTE

### KEY POINTS

- **Good meeting behaviour contributes to good meeting outcomes.**
- **Effective meetings need forethought and preparation.**
- **Listening, respecting your colleagues' right to express their views and making your points constructively are the cornerstones of good meeting etiquette.**

The checklist below includes activities you could go through at the start of your meeting. They give you a clear summary of what everyone should expect to be able to do, and how they can expect to be treated.

### ASK YOURSELF, HAVE I...

- read and understood the minutes and papers?
- checked the agenda?
- made notes on what I want to say?
- got written responses to anything I have been asked to address?
- arranged to be there for the whole meeting?

### TELL YOURSELF, I WILL...

- actively participate
- really listen to what people say
- compliment the work of at least one colleague
- try to make at least one well prepared contribution but not repeat what someone else has said.

### ENVIRONMENT

- can I hear/see everything that is going on?
- is my phone switched off?

### WANT TO KNOW MORE ABOUT ACCOUNTABILITY, EFFECTIVE QUESTIONING OR NHS FINANCE?

GovernWell runs training on this specialist skills topic. See our website at:

<https://nhsproviders.org/programmes/governwell/training-courses/specialist-skills-module>

## 4.10 WHAT WOULD YOU DO?

### KEY POINTS

- It is important to bear in mind all the information from the previous sections when deciding how to deal with a situation.
- To help you think about what you would do, look at the scenarios below and think about the best course of action.
- Discuss your comments with your peers and trust secretary.

### SCENARIO ONE

Your trust has hit the local press following an inspection by the Care Quality Commission. Your governors were informed by receipt of a copy of press release of the trust's official statement. There is no media policy for governors.

Davy Jones, public governor, was featured in your last members' magazine and is approached by a local journalist about the news. Davy has stood as a governor because his mum died in the trust, he is still quite emotional. What should happen next?

## SCENARIO TWO

The board of directors has recently held a number of strategy workshops to consider the future direction of the foundation trust. At one of these workshops the board considered the purchase of some land adjacent to its major site in order to establish a rehabilitation provision for sexual offenders. Obviously this would be a very sensitive issue for the local community. The workshop tasked the executive team with working up a draft options appraisal to explore the possibility.

This is part of the strategic direction of the trust over which the board should seek the views of the council and yet as it is such a sensitive issue for the community the board doesn't want the matter in the public domain until the trust is clear on the cost/benefit implications.

One of the public governors owns a residential home for the elderly near to the land being considered and there would be an impact on his business in terms of access during any development as well as reputational issues to consider. One of the appointed governors for the local clinical commissioning group is also a director of national sexual offenders rehabilitation programme.

When the options appraisal is ready for discussion by the board, how should the chair go about engaging the council of governors in the discussions to enable the council to contribute to the ongoing discussion? At what stage should he bring the matter to the attention of the council?

How could the chair, in conjunction with the senior independent director, lead governor and director of corporate affairs/trust secretary, manage any potential conflict?

## SCENARIO THREE

You are one of three governors who opposed a proposal put to the council of governors at its last meeting. There was a full debate on the subject, and all governors had received written reports in advance, so felt you were well-informed on the subject despite the fact that the decision of the council in the end did not correspond with your views.

After the meeting you are contacted by one of the other governors who opposed the proposal. She says that she has been in touch with the other governor who voted against the motion and that they both want to make it clear to the press and public that not everyone agreed with the decision.

How would you respond?

## SCENARIO FOUR

Your trust has had a CQC inspection including a well-led review. The trust was rated **outstanding**. A summary of the ratings for the whole trust for the main key questions is reproduced in your chief executive's report to the council of governors and it showed the following results:



The more detailed report has now been published on the CQC website.

The board has proposed that the action plan being developed from the findings is overseen by the trust's quality and governance committee (which will be the response to the report and the implementation of the action plan).

As a governor are the results provided above enough to give you assurance?

What else would you like information on?

What else would you like to know about the committee?

What questions might you have for the NEDs about this inspection?

# CHAPTER FOUR REFLECTION

## REFLECTION QUESTIONS

1

Are you aware of the different types of meetings held by the board of directors and the council of governors?

2

Do you understand the difference between confidential and public information and how you should treat each kind?

3

Do you feel confident about the Nolan principles and how they affect your conduct as a governor?

**NHS Providers** is the membership organisation for the NHS hospital, mental health, community and ambulance services that treat patients and service users in the NHS. We help those NHS trusts and foundation trusts to deliver high-quality, patient-focused care by enabling them to learn from each other, acting as their public voice and helping shape the system in which they operate.

NHS Providers has all trusts in voluntary membership, collectively accounting for £84bn of annual expenditure and employing more than one million staff.

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## GOVERNWELL INDUCTION TOOLKIT

# 4

CHAPTER FOUR  
HOW DO I  
CARRY OUT  
MY ROLE?

March 2020



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