

Information for Prospective Governors



Message from our Chairman and Chief Executive

On behalf of University Hospitals Dorset NHS Foundation Trust, we would like to thank you for expressing an interest in joining our Council of Governors. Governors have an important role in making our trust publicly accountable for the services we provide, and bring a valuable perspective to all our activities.

You will already know that being a members gives you a real opportunity to stay involved and play a part in shaping the future of the services within your community. At the present time, with the creation of our new organisation and the implementation of our exciting Dorset-wide transformation programme, the role of the governor has never been a more important.

As a governor, you will hold non-executive directors to account for the performance of the board and represent the interests of NHS foundation trust members and the public. Our governors play a vital role in helping us to connect with our members, staff, stakeholder groups and our local communities. In doing so, the Council of Governors has a key part to play in the delivery of our mission - that is, to provide excellent healthcare to our patients and the wider community, and be a great place to work.

You can help make a real difference for our patients, using your skills, knowledge or interest in health services to give something back. Our hospitals rely on governors to engage with the public and those who use our services to share information about what is happening and get feedback on how we are doing.

The work of the Council of Governors is extremely interesting, with the role being both challenging and rewarding. As you would expect, it takes time and commitment.

This guide introduces you to the Trust and provides an overview as to what is involved in being a governor. We hope this will encourage you to stand for election and in doing so, help us to continue providing high quality care and create a positive future for our patients and staff.



A handwritten signature in black ink that reads "D. J. Moss".

David Moss
Chairman



A handwritten signature in black ink that reads "D. Fleming".

Debbie Fleming
Chief Executive

About Us

On Thursday 1 October 2020 The Royal Bournemouth and Christchurch Hospitals NHS Foundation Trust and Poole Hospital NHS Foundation Trust merged to become University Hospitals Dorset NHS Foundation Trust (UHD).

This long awaited merger will be a major step forward for ambitious plans to invest £250m in our three hospital sites, making better use of our combined resources and serving our population even more effectively as a larger, more resilient Trust. Becoming a university hospital also reinforces our commitment to learning, innovation and research.

Our vision and values

Our organisational vision is **To positively transform our health and care services as part of the Dorset Integrated Care System.**

The vision is backed by the values we operate under:

- Communicate
- Improve
- Pride
- Teamwork
- Compassionate
- Open
- Respectful
- Accountable
- Safe

Involving local people

UHD is a Foundation Trust. This means that local people have greater involvement in the way we develop and run our services. It also gives us more flexibility in the way we can manage and invest our finances, allowing us to become more responsive to the needs of local communities.

What are Foundation Trusts (FTs)?

FTs are public benefit corporations sometimes called ‘not for profit’ organisations. FTs are part of the NHS and follow the standards and principles of the NHS, such as equality of access and care, and free at the point of delivery. The main difference is that they are run locally working with their communities to develop services to meet the local needs and are therefore accountable to the communities they serve rather than to the government.

Benefits of being a Foundation Trust

- Members have a recognised voice in decision-making and planning future services
- More freedom to take own decisions about how we work and meet our obligations
- Financial freedoms to invest, borrow and innovate on behalf of patients/service users
- Freedom to invest in local services and buildings according to local priorities
- Able to restructure and modernise more easily to improve capacity and efficiency.

The Council of Governors and the Board of Directors

Board of Directors

Our Board of Directors is responsible for the running of the Trust, setting the Trust's vision and values, strategy and for developing plans for the future, and is made up of a Chair, Chief Officers and Non-Executive Directors who have a range of individual skills and experience.

It is a unitary Board which means that both Chief Officers and Non-Executive Directors share the same liabilities and joint responsibility for every decision of the Board; all Directors therefore bear full legal liability for the operational and financial performance of the Trust.

Council of Governors

Elected and appointed Governors make up our Council of Governors. There will always be more elected Governors than appointed Governors. Together the Governors bring a wealth of expertise, experience, ideas and views which are essential in ensuring the continuing effective development of our Trust.

The Council does not run our Trust and is not responsible for the day-to-day management of the organisation. This is the responsibility of the Board; however, the Council performs an essential role in the governance and development of the Trust by holding the Non-Executive Directors to account, both individually and collectively, for the performance of the Board in managing the Trust. It is also Governors' responsibility to represent the interests of members and the public particularly in relation to the strategic direction of the Trust.

How it all fits together

The Board and Council work closely together.

The Chair is a Non-Executive Director who leads both the Board and the Council and is the link between the two. The Chair has a key role in ensuring Directors and Governors are fully aware of their respective roles and responsibilities, and for building meaningful relationships between both groups.

The Council is the voice of the local community: it plays a central part in shaping the Trust's future, communicating local needs and priorities to the Trust, and in communicating the work of the Trust to the wider community.

The Role of the Governor

Governors are not responsible for the day-to-day running of the Trust and are not about 'rubber stamping' decisions made by the Board. However, Governors have an important role in the effective running of the Trust in that they hold the Board to account and advise the Board of public and staff opinion, acting as guardians of the public and staff interest.

They make suggestions and when appropriate constructively question Board decisions. One of the Governors' main responsibilities is to help communicate with the membership and public, and make sure the views of the membership and public are fed back to the Board.

Governors also act as ambassadors and champions, helping to promote the work of the Trust in their communities.

What is the purpose of the Council of Governors?

Our Council of Governors has a number of statutory roles and duties, these include:

- Hold the non-executive directors, individually and collectively, to account for the performance of the board of directors
- Represent the interests of the members of the Trust as a whole and the interests of the public
- Appoint, and if appropriate remove, the trust chairman and non-executive directors
- Decide the remuneration, allowances, and other terms and conditions of office of the Chair and Non-Executive Directors
- Approve the appointment of the chief executive
- Receive the Trust's annual accounts, any report of the auditor on them, and the annual report of the Trust at a general meeting of the Council
- Approve an application by the Trust to enter into a 'significant transaction', ie merger, acquisition, separation or dissolution
- Decide whether the Trust's non-NHS work would significantly interfere with its principle purpose which is to provide goods and services for the health service in England, or performing its other functions
- Approve amendments to the Trust's constitution

How Governors fulfil their role

- Seek out and represent the views of members and local communities, particularly the views of the members in the constituency they represent
- Share information about important discussions and key decisions the Trust is making with the members they represent
- Take an active part in communicating and engaging with members and the wider public, who use our services and sharing information about the Trust's performance
- being an 'ambassador' for the Trust, not for self-interest or the interests of other organisations
- Form a good working relationship with members of the Board
- Participate in training and development opportunities
- encouraging others to become members of the Trust and learn more about their local health service

What Governors don't do

Governors are not involved in the day-to-day running of the Trust's services - this is the responsibility of the Board, clinicians and managers.

So here are some of the things that FT Governors DON'T do:

- They don't deal with patients' complaints - although they can tell people about the Trust's complaint system
- They don't act as champions for individual patients - although they can point people in the direction of advocacy organisations like the Trust's Patient Advice and Liaison Service (PALs)
- They don't get involved with the detail of how services are run - this is the role of the Board of Directors and senior managers. They do, however, have an influence on services by communicating the views of local communities
- They don't act as representatives of the Trust to the media
- They don't get paid or given preferential treatment for their work
- They don't use their role to advance personal or specific political or to the ideological messages

Why become a governor?

- It is an opportunity to support your local hospitals, perhaps giving something back if the NHS has had an impact on your life or those close to you
- You can make a difference to the care and services provided to patients
- You can use your existing skills, knowledge and experience to make a positive contribution
- You can learn more about the health service and your local hospitals

Length of Office as a Governor

Governors are elected or appointed for a term of up to three years and may seek re-election or re-appointment at the end of their term. This system enables members or the appointing organisation to review the effectiveness of their Governor representative but at the same time minimises the risk of wholesale changes which could damage the effectiveness of the Council. Governors may hold office for a maximum of three consecutive terms.

Elected Governors will cease to hold office if they are no longer a member of the constituency or class they were elected to represent. They could however, continue to be a member but in a different constituency based on their new residency address.

Transitional Period Governors

As a new FT, the first set of Governors to be elected will be known as Transitional Period Governors whose term of office will vary. This is to provide for continuity of experience on the Council when future elections are due. The term of office for Transitional Period Governors will commence on the date notified to them by the Trust and shall be as set out below. Any Transitional Period Governor who is elected to serve a further term of office thereafter will serve a term of office of three years:

For those Governors who are elected unopposed, the length of their term of office will be determined by drawing straws so as to secure that there is an even balance of Governors serving a two and three year term.

The Governors elected to represent the Staff Constituency shall draw lots to determine their term of office. Three Staff Governors shall serve a term of three years and two shall serve a term of two years.

Who makes up the Council of Governors?

Public governors 17				
Bournemouth 6	Christchurch, East Dorset and Rest of England 5	Poole and Rest of Dorset 6		
Staff governors 5				
Administrative, Clerical and Management 1	Allied Health Professionals, Scientific and Technical 1	Estates and Ancillary Services 1	Medical and Dental 1	Nursing, Midwifery and Healthcare Assistants 1
Appointed governors 5				
Bournemouth, Christchurch and Poole Council 1	Bournemouth University 1	Dorset Council 1	University Hospitals Dorset NHS Foundation Trust Volunteers Group 1	NHS Dorset CCG 1

How much time is involved?

- Governors will tell you they enjoy the role but the time commitment should not be underestimated.
- As well as attending four formal Council meetings a year, there are other things that you will need to get involved in such as attending Council sub-committee/working group meetings and engagement events. Time will also be required to prepare for and read papers provided for each meeting.
- Governors are also expected to reach out into the local communities to encourage wide and represent the membership; this may involve using your own networks or attending Trust organised membership and engagement events.
- Attendance at induction and mandatory training and development events will be required to ensure you are kept up to date with what is happening in the NHS and to learn more about the Governor role.
- Meetings take place on weekdays either during the day or early evening.

Who can stand for election?

You must be a member of University Hospitals Dorset NHS Foundation Trust. To be a member you must be at least 16 years of age at the date you are nominated and meet the restrictions set out in the Trust's constitution (see section 2, Eligibility to be on the Council of Governors) .

Public governors must live in the geographical area they represent and staff governors represent the staff group to which they belong. Most of our staff automatically become members or can become public members if they're not eligible. Contact name (see contact details on back page) for clarification of staff membership.

NOTE: There are some circumstances in which you may not become a governor and these are:

- a person who has been made bankrupt or whose estate has been sequestrated and (in either case) has not been discharged;
- a person in relation to whom a moratorium period under a debt relief order applies (under Part 7A of the Insolvency Act 1986);
- a person who has made a composition or arrangement with, or granted a Trust deed for that person's creditors and has not been discharged in respect of it;
- a person who within the preceding five years has been convicted in the British Islands of any offence if a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine) was imposed on that person;
- a person who is subject to an unexpired disqualification order made under the Company Directors' Disqualification Act 1986;

- Disclosure and Barring Service checks (or any other checks required by the Trust from time to time as being consistent with its licence conditions or good governance arrangements) have not been undertaken concerning that person or that the results received by the Trust are not acceptable in all respects by the Trust.
- Governors must be at least 16 years of age at the date they are nominated for election or appointment.
- Further provisions as to the circumstances in which an individual may not become or may be removed as a member of the Council of Governors.
- any of the grounds contained in Clause of the Constitution apply to that person;
- they cease to be a member of the Trust constituency they were elected to or, in the case of an Appointed Governor, if the body which appointed that person withdraws its appointment at any time;
- they are a member of a committee which has, any role on behalf of a local authority to scrutinise and review health matters including a local authority's scrutiny committee covering health matters;
- they have, within the preceding two years been lawfully dismissed, otherwise than by reason of redundancy, from any paid employment with an NHS body;
- they are a person whose term of office as the chairman or as a member or director of an NHS body has been terminated on the grounds that their appointment is not in the interests of the NHS, including non-attendance at meetings or non-disclosure of a pecuniary interest;
- they have had their name removed by a direction under Part 7 of the 2006 Act from any list prepared under Chapter 6 of that Act and has not subsequently had his name included in such a list and in addition, for example GMC, GDC, NMC;
- they have failed to make, or has falsely made, any declaration as required to be made under Section 60 of the 2006 Act;
- they are subject to a direction made under the Education Act 2011 or the Safeguarding Vulnerable Groups Act 2006;
- they are subject to a Sexual Offenders Order under the Sexual Offences Act 2003 or other relevant legislation;
- they have been previously removed as a Governor of the Trust, or been removed as a governor of another NHS foundation trust;
- they have received a written warning from the Trust for verbal and/or physical abuse towards Trust staff, patients, relatives or visitors;
- they have been determined by the Trust as a vexatious or persistent litigant or complainant with regard to the Trust's affairs and nine years have not passed since the date of lifting of such determination;
- the person is a member of a Staff Class and any professional registration relevant to his eligibility to be a member of that Staff Class has been suspended for a continuous period of more than six months;

- they were at any time eligible to be a member of the Staff Constituency during the period they are or were a member of a Public Constituency;
- they are the spouse, partner, parent or child of a member of the Board of Directors of the Trust;
- they are a Director of the Trust, or a governor or director of another NHS body or of an independent/private sector healthcare provider. (These restrictions do not apply to Appointed Governors);
- they are a person who is not a fit and proper person as defined by regulation 5 of the Health and Social Care Act 2008 (Regulated Activities) Regulations 2014 and/or condition G4 of the Trust's provider licence.
- their term of office was terminated pursuant to paragraph 3 of this Annex;

Staff cannot stand as public governors whilst employed by University Hospitals Dorset NHS Foundation Trust.

We aim to have Governors who are representative of all walks of life; you do not need special skills or qualifications to become an effective Governor. You need to be enthusiastic, committed, interested in health, and care about your local services.

What will I do in my first three months?

You will be asked to:

- attend trust induction
- attend governor induction
- complete all mandatory training
- attend your governor constituency meeting
- attend full Council of Governor meeting
- attend governor training and development session
- appoint Chairman and Non-Executive Directors
- attend joint working with the Board of Directors
- meet with the Non-Executive Directors

Induction, training and support

All new Governors will be expected to attend the induction programme; the overall aim of the programme is to welcome Governors to the Trust, provide them with an overview of the organisation and explain the role and responsibilities of the Council of Governors will also have the opportunity of meeting the Board of Directors and other experienced Governors. It is mandatory for all Governors to participate in the induction programme.

The induction programme is part of the Trust's Governor learning and development which consists of modules designed to meet Governors' ongoing learning and development needs as well as keeping them up to date on what is happening in the NHS.

Expenses

Governors do not receive remuneration although the Trust may pay travel and other expenses at rates determined by the Trust.

Information technology

Papers for meetings and communications with governors outside meetings are all provided electronically. Those applying to be a governor should be comfortable using technology, particularly email, iPads and electronic meetings using conference facilities e.g. Microsoft Teams.

I would like to be a Governor - what do I need to do now?

Find out more about being a governor

If you would like to find out more about the role, hear from the Chairman, and previous Governors, then log on to the website and view the Prospective Governor video. They are recorded and available on the website to watch at your convenience.

Elections

An independent organisation- Civica Election Services (CES) - will run the elections in a fair and legal manner to elect Governors.

How will the elections work?

All members are advised of the nomination and voting process details before an election so that they can nominate themselves as an election candidate for a Governor vacancy (if they wish) and also to they can vote for candidates within their own constituency.

Members who wish to stand for election as a Governor will be asked to write a nomination statement of around 150-250 words outlining why they think members should vote for them to become a Governor, e.g. explaining the reasons for standing and including any relevant skills, knowledge and attributes.

Next steps if you wish to stand for election as a Governor

Make sure you are registered as a member of the Trust

Make sure you meet the eligibility criteria

Join us at one of our Prospective Governor events so we can explain in more detail what the role is like in practice

Read more about the Trust on our website: www.uhd.nhs.uk or read Monitor's publication *Your statutory duties: a reference guide for governors*

Request nomination form from the CES

Return the completed nomination form to CES
(by Monday 2 November 2020)

Be sure you can commit the time and energy needed to be an effective Governor

Contact

Membership Officer Email: ftmembers@uhd.nhs.uk Telephone: 0300 019 8723

Links

Keep up to date with our hospitals at www.uhd.nhs.uk

follow us on **Twitter**  [@UHD_NHS](https://twitter.com/UHD_NHS)

or find us on **Facebook**  [@University Hospitals Dorset](https://www.facebook.com/UniversityHospitalsDorset)

Guidance for NHS Governors

www.gov.uk/government/collections/nhs-foundationtrust-governors-and-membersdocuments-and-guidance

Nolan Principles - Committee on Standards in Public Life

www.public-standards.gov.uk