



In hospital and in the community

proud to make a difference

Sheffield Teaching Hospitals **NHS**
NHS Foundation Trust

TERMS OF REFERENCE

COUNCIL OF GOVERNORS

1. PURPOSE

In accordance with Paragraph 12 of the Constitution, the Trust has a Council of Governors who are elected by members of the Trust or appointed by partner organisations.

The purpose of the Council of Governors is to:

- o hold the Board of Directors to account for the performance of the Trust
- o represent the interests of the members and nominated partner organisations.

(Note: The role of the Council of Governors is derived from the National Health Service Act 2006; and the Health and Social Care Act 2012; Monitor's *NHS Foundation Trust Code of Governance*. These terms of reference should be read in conjunction with these source documents.)

2. DUTIES/RESPONSIBILITIES

2.1 General

- o To act at all times in the best interests of the Trust and in accordance with the Terms of Authorisation, the Constitution and the Governors' Code of Conduct.
- o To promote the achievement of the Trust's objectives within its Terms of Authorisation and of its Principal Purpose as set out in the Constitution.

2.2 Statutory

- o To approve the policies and procedures for the appointment, re-appointment removal, appraisal and remuneration of the Chairman of the Board of Directors and Non-Executive Directors on the recommendation of the Council of Governors' Nominations and Remuneration Committee.
- o To approve the appointment or re-appointment of the Chairman and Non-Executive Directors of the Board of Directors on the recommendation of the Council of Governors' Nominations and Remuneration Committee and having taken into account the views of the Board of Directors on the qualifications, skills and experience required for each position as Non-Executive Director.
- o To approve the removal of the Chairman or a Non-Executive Director of the Board of Directors on the recommendation of the Council of Governors' Nominations and Remuneration Committee, providing that the Council of Governors has first exhausted all other means of resolving the matter at issue in accordance with Monitor's *Code of Governance*.

- o To approve the remuneration, allowances and other terms of office on appointment and any changes thereafter for the Chairman and Non-Executive Directors of the Board of Directors on the recommendation of the Council of Governors' Nominations and Remuneration Committee.
- o To approve the appointment of the Chief Executive recommended by the Non-Executive Directors
- o To approve the criteria for appointing, re-appointing and removing the Auditor on the recommendation of the Audit Committee.
- o To appoint, re-appoint and or remove the Auditor and to approve the terms of engagement of the auditor on the recommendation of the Audit Committee.
- o To receive the Annual Accounts, any report of the Auditor on the Annual Accounts and the Annual Report, including the Quality Report.
- o To receive and consider updates on the Trust's strategic direction and act as a critical friend in providing feedback to the Board of Directors on the development of the Trust's Forward Plan.
- o To consider any proposal in the Forward Plan to carry on non-NHS activity, as defined in the Constitution, and to be satisfied that such proposals will not interfere with the Trust's principal purpose or the performance of its other functions and to notify the Board of Directors of the Council of Governors' opinion.
- o To approve any proposal to increase non-NHS income by 5% or more in any financial year.

2.3 Non-Statutory – Constitutional

- o To approve any amendment to the Trust's Constitution on the recommendation of the Board of Directors.
- o To approve the removal from office of a Governor in accordance with the procedure outlined in Annexe 6 of the Constitution.
- o To approve the expulsion of a member of the Trust in accordance with the procedure outlined in Annex 9 of the Constitution.
- o In collaboration with the Board of Directors, to approve and routinely review the procedure for the resolution of disputes between the Board of Directors and the Council of Governors as outlined in Appendix 10 of the Constitution.

2.4 Non-Statutory – Holding the Board of Directors to account

- o To receive the agenda and minutes of the meetings of the Board of Directors.
- o To develop and maintain good working relationships with the Board of Directors by meeting regularly and with sufficient frequency to establish appropriate channels of communication and constructive challenge.
- o In addition to statutory duties, to receive and comment on reports by the Board of Directors on the performance of the Trust against agreed financial, operational, quality and regulatory compliance indicators and on progress against key milestones in the strategic and annual plans.

2.5 Non-Statutory – membership engagement

- o To approve the membership engagement strategy.
- o To promote membership of the Trust and contribute to opportunities to recruit members in accordance with the membership strategy.
- o Contribute to members' and other stakeholders' understanding of the work of the Trust by feeding back and seeking the views of the relevant member constituencies and partner organisations who appoint Governors.
- o To seek the views of the public, members and stakeholders and feedback relevant information to the Board of Directors or to individual managers within the Trust, as appropriate.

2.6 Non-Statutory – Compliance

- o To ensure the Trust complies with its Terms of Authorisation, the Constitution and any other applicable legislation and regulation.
- o To engage with the Board of Directors as a critical friend if the Council of Governors has concerns about the Trust's compliance with its Terms of Authorisation, the Constitution and any other applicable legislation and regulation.

2.7 Non-Statutory – Other duties and responsibilities

- o To approve the allocation of members to committees or working groups of the Council of Governors and approve or ratify governor representatives on any Trust group or committee by invitation.
- o To approve the comments or contributions of the Council of Governors, its committees or any working groups on Trust strategies, plans, policies and procedures, as appropriate.
- o Contribute to the development of the Annual Report and Accounts, including the Quality Report, as appropriate.
- o Participate in opportunities to review services and environments such as Patient-Led Inspections of the Care Environment; quality reviews; local evaluations of the user/carer experience etc.
- o To approve the appointment of members and the Vice Chairman of the Council of Governors' Nominations and Remuneration Committee, (see Appendix 1).
- o To elect the Lead Governor, (see Appendix 2).

3. **ACCOUNTABLE TO**

The Council of Governors represents the interests of and is accountable to the membership of the Trust

(Note: The Council of Governors has a broader duty to represent the interests of the general public in the area served by the Trust.)

4. **REPORTS TO AND METHOD (INCLUDING MINUTES CIRCULATION)**

The Council of Governors reports to the membership of the Trust.

The Council of Governors meet in public and the agenda, papers and minutes for all the meetings are posted on the Trust's website.

5. **MEMBERSHIP - NAME/DESIGNATION/CHAIR OR DEPUTY**

➤ Members

NAME	DESIGNATION	CHAIR / DEPUTY
Tony Pedder	Chairman of the Board of Directors	Chairman
Georgina Bishop	Public Governor (Sheffield North)	
George Clark	Public Governor (Sheffield North)	
Kaye Meegan	Public Governor (Sheffield North)	
John Laxton	Public Governor (Sheffield South-West)	
Andrew Manasse	Public Governor (Sheffield South-West)	Lead Governor
Susan Wilson	Public Governor (Sheffield South-West)	
Anne Eckford	Public Governor (Sheffield West)	
Paul Wainwright	Public Governor (Sheffield West)	
John Warner	Public Governor (Sheffield West)	
Joyce Justice	Public Governor (Sheffield South-East)	
Hetta Phipps	Public Governor (Sheffield South-East)	
Shirley Smith	Public Governor (Sheffield South-East)	
Vacant	Public Governor (Outside of Sheffield)	
Richard Barrass	Patient Governor	
Roz Davies	Patient Governor	
Caroline Irving	Patient Governor	
David Owens	Patient Governor	
Kath Parker	Patient Governor	
Graham Thompson	Patient Governor	
Michael Warner	Patient Governor	
Frank Edenborough	Staff Governor (Medical and Dental)	
Christina Herbert	Staff Governor (Nursing and Midwifery)	
Chris Monk	Staff Governor (Allied Health Professionals, Scientists and Technicians)	
Craig Stevenson	Staff Governor (Ancillary, Works and Maintenance)	
Claudia Westby	Staff Governor (Administration, Management and Clerical)	
Vacant	Staff Governor (Primary and Community Services)	
Leigh Sorsbie	Appointed Governor (NHS Sheffield / Sheffield Clinical Commissioning Group)	
Vacant	Appointed Governor (University of Sheffield)	
Vacant	Appointed Governor (Sheffield Hallam University)	
Jeremy Wight	Appointed Governor (Sheffield City Council)	
Vacant	Appointed Governor (Sheffield City Council)	
Heather MacDonald	Appointed Governor (Sheffield College)	
Nicola Smith	Appointed Governor (Voluntary Action Sheffield)	

➤ Chair

The Council of Governors will normally be chaired by the Trust Chairman. Provision for chairing the meeting if the Chairman is absent from the meeting or is temporarily absent on the grounds of a declared conflict of interest are set out in Paragraph 4.6 of the Constitution.

➤ Standing invitation

NAME	DESIGNATION
Andrew Cash	Chief Executive
Hillary Chapman	Chief Nurse/Chief Operating Officer
John Donnelly	Non-Executive Director
Vickie Ferres	Non-Executive Director
Mark Gwilliam	Director of Human Resources
Shirley Harrison	Non-Executive Director
Kirsten Major	Director of Strategy and Planning
Julie Phelan	Communications Director
Vic Powell	Non-Executive Director, Board of Directors' Vice Chairman and Senior Independent Director
Neil Priestley	Director of Finance
Andy Riley	Director of Corporate Development
Neil Riley	Trust Secretary
David Throssell	Medical Director
Tony Weetman	Non-Executive Director

➤ In attendance

NAME	DESIGNATION
Jane Pellegrina	Foundation Trust Membership Office Manager
Andy Challands	Assurance Manager

(Note: Trust Members and members of the public are invited to attend.)

➤ Serviced by

NAME	DESIGNATION
Sue Coulson	Business Manager, Board of Directors

➤ Lead Officer (If applicable)

NAME	DESIGNATION
Neil Riley	Trust Secretary

6. QUORUM

One-third of the Governors which must include at least 5 Public Governors, 1 Patient Governor and 1 Staff Governor.

7. MEETING FREQUENCY AND PROCEDURES (MINIMUM IF APPLICABLE)

At least 4 meetings held in any one Financial Year.

8. DATE TERMS OF REFERENCE WERE LAST APPROVED

tbc

9. REVIEW DATE

tbc

(Note: These Terms of Reference shall be reviewed annually)

10. PROCESS FOR REVIEWING EFFECTIVENESS

With the support of the Trust Secretary, the Council of Governors will carry out an annual review of its work including the effectiveness and efficiency in the discharge of its responsibilities, its success in meeting the objectives of its membership strategy and a record of Governor attendance at meetings. The outcome of the review shall be reported to the Council of Governors.

11. REPORTING STRUCTURE

(List of Groups/Committees which report to this Committee)

Board of Directors

Audit Committee

Council of Governors' Nominations and Remuneration Committee

Governors Forum

Such other groups/committees as required from time to time

Task and finish working groups as necessary

Appendix 1

MEMBER AND VICE-CHAIRMAN ELECTION TO THE COUNCIL OF GOVERNORS' NOMINATIONS AND REMUNERATION COMMITTEE

1. **Membership**

The membership of the Council of Governors Nominations and Remuneration Committee shall comprise the Chairman, 4 Public or Patient Governors, 2 Staff Governors and 2 Appointed Governors.

2. **Election of a member**

When a vacancy arises, the Trust Secretary will write to all Governors in the relevant constituency inviting self-nominations, giving a deadline for receipt of applications. Candidates should apply in writing to the Trust Secretary including a short supporting statement.

If there are two or more candidates, the Trust Secretary shall arrange an election by secret ballot of those Governors from the relevant constituency. In the event of an equality of votes, the Chairman shall have the deciding vote.

The appointment of the successful candidate shall be approved by the Council of Governors.

3. **Election of the Vice-Chairman**

When a vacancy arises, the Trust Secretary will write to all Governors inviting self-nominations, giving a deadline for receipt of applications. Candidates should apply in writing to the Trust Secretary including a short supporting statement.

If there are two or more candidates, the Trust Secretary shall arrange an election by secret ballot of members of the committee. In the event of an equality of votes, the Chairman shall have the deciding vote.

The appointment of the successful candidate shall be approved by the Council of Governors.

4. **Term of office**

Members and the Vice-Chairman shall hold office for such period not exceeding their term of office as a Governor but shall be eligible for re-appointment if re-elected as a Governor.

Appendix 2

ROLE OF LEAD GOVERNOR

1. Introduction

In the normal course of events, if the Council of Governors or individual Governors wish to communicate with Monitor it would be via the Chairman or the Trust Secretary. Similarly, in the normal course of events, communication from Monitor to Governors would be via the Chairman or the Trust Secretary.

Inevitably there may be circumstances which preclude the use of normal channels of communication and Appendix B of Monitor's Code of Governance recommends that Foundation Trusts nominate a Lead Governor to facilitate timely and effective direct communication between Monitor and the Council of Governors and to update Monitor as and when the contact details of the nominated Lead Governor change.

2. Role of Lead Governor

Regular direct contact between Monitor and the Council of Governors is not anticipated but there are a limited set of circumstances, primarily where it would not be appropriate to use normal channels, e.g. the appointment or removal of the Chairman, when the Lead Governor would act as the point of contact. Such circumstances include:

2.1 Monitor may contact the Lead Governor if:

- 2.1.1** Monitor has concerns about board leadership at the Trust which may lead it to use its formal powers to remove the Chairman or Non-Executive Directors i.e. when there is a real risk that the Trust may be in significant breach of its Terms of Authorisation.

Acknowledging that the Council of Governors appoints the Chairman and Non-Executive Directors, Monitor would wish

- o to understand the views of Governors as to the capacity and capability of the Chairman and Non-Executive Directors to lead the Trust and rectify any issues; and
- o to ensure Governors understand Monitor's concerns.

- 2.1.2** Monitor has been made aware that the process for
- o the appointment of the members of the Board of Directors, including the Chairman; or
 - o election for Governors; or
 - o other material decisions
- may not have complied with the Trust's Constitution or, whilst complying with the Constitution, may be inappropriate. If the Chairman or other members of the Board of Directors or the Trust Secretary have been involved in the appointment process or in other decisions, the Lead Governor may be the point of contact for Monitor.

- 2.2** Monitor expect that any contact from individual Governors should be via the Lead Governor but recognise that having a Lead Governor does not, in itself, prevent other Governors from making contact with Monitor directly if they feel this is necessary.

(NB: The Trust encourages Governors to deal with any issues of concern through the normal channels before approaching Monitor i.e. to raise the issue with the Chairman or Trust Secretary in the first instance; to escalate the issue to the Senior Independent Director (via the Lead Governor if appropriate) and, only if the means

of resolving the issue through the normal channels are exhausted or if such normal channels are not appropriate, should Monitor be contacted.)

3. Election

When a vacancy arises, the Trust Secretary will write to all elected Governors, with at least one year's experience, inviting self-nominations and giving a deadline for receipt of applications. Candidates should apply in writing to the Trust Secretary including a short supporting statement.

If there are two or more candidates, the Trust Secretary shall arrange an election by secret ballot of members of all Governors. In the event of an equality of votes, the Chairman shall have the deciding vote.

The appointment of the successful candidate shall be approved by the Council of Governors.

The Trust Secretary shall ensure that Monitor is provided with contact details of the Lead Governor, and updated as required.

4. Term of office

The Lead Governor shall hold office for such period not exceeding his term of office as a Governor but shall be eligible for re-appointment if re-elected as a Governor.

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