



## **TERMS OF REFERENCE**

### **COUNCIL OF GOVERNORS**

#### **1. PURPOSE**

In accordance with Paragraph 13 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 stakeholders.

(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*.)

#### **2. DUTIES/RESPONSIBILITIES**

##### **2.1 General**

- o To act at all times in the best interests of the Trust and in accordance with the Provider Licence, the Constitution and the Code of Conduct for Governors.
- o To promote the achievement of the Trust's objectives within its Terms of its Provider Licence and of its Principal Purpose as set out in the Constitution.
- 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 Operational Plan.
- o To consider any proposal in the Operational 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 consider and if appropriate approve any proposal to increase non-NHS income by 5% or more in any financial year.

## **2.2** Constitution

- 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 8 of the Constitution.
- o To approve the expulsion of a member of the Trust in accordance with the procedure outlined in Annex 10 of the Constitution.
- o With the support of the Assistant Chief Executive to convene an Annual Members' Meeting and to present an Annual Report to members, in accordance with Annexe 10 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 11 of the Constitution.

## **2.3** 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 Hold the Non-Executive Directors individually and collectively to account for the performance of the Board.
- 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.

## **2.4** Membership engagement

- o To represent the interests of Trust members and members of the public.
- 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 act as ambassadors in order to raise the profile of the Trust's work with the public and other stakeholders.
- o To attend relevant Trust events that facilitate contact between members, the public and Governors to promote governor accountability.
- 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.

## **2.5** 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 Provider Licence, the Constitution and any other applicable legislation and regulation.
- o To inform NHSI, via the Lead Governor, when the Trust's Provider Licence, Constitution and any other applicable legislation and regulation is not complied with and the Directors have failed to address non-compliance.

## **2.6** 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 Assessments of the Care Environment; quality reviews; local evaluations of the user/carer experience etc.

- o To approve the appointment of the Lead Governor and the Vice Chairman of the Council of Governors' Nominations and Remuneration Committee, following an open election.
- o Be equipped by the Trust with the skills and knowledge they require in their capacity as Governors.

**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.

A report on the work of the Council of Governors shall be given at the Annual Members' Meeting.

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

➤ Members

<b>DESIGNATION</b>	<b>CHAIR / DEPUTY</b>
Chairman of the Board of Directors	Chairman
Public Governor (Sheffield North)	
Public Governor (Sheffield North)	
Public Governor (Sheffield North)	
Public Governor (Sheffield South West)	
Public Governor (Sheffield South West)	
Public Governor (Sheffield South West)	
Public Governor (Sheffield West)	
Public Governor (Sheffield West)	
Public Governor (Sheffield West)	
Public Governor (Sheffield South East)	
Public Governor (Sheffield South East)	
Public Governor (Sheffield South East)	
Public Governor (Outside of Sheffield)	
Patient Governor	
Patient Governor	
Patient Governor	
Patient Governor	
Patient Governor	
Patient Governor	
Patient Governor	
Staff Governor (Medical and Dental)	
Staff Governor (Nursing and Midwifery)	
Staff Governor (Allied Health Professionals, Scientists and Technicians)	

Staff Governor (Ancillary, Works and Maintenance)	
Staff Governor (Administration, Management and Clerical)	
Staff Governor (Primary and Community Services)	
Appointed Governor (NHS Sheffield Clinical Commissioning Group)	
Appointed Governor (University of Sheffield)	
Appointed Governor (Sheffield Hallam University)	
Appointed Governor (Sheffield City Council)	
Appointed Governor (Sheffield City Council)	
Appointed Governor (Sheffield College)	
Appointed Governor (Voluntary Action Sheffield)	

➤ Chair

The Council of Governors will normally be chaired by the Chairman of the Board of Directors. 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 of Annex 7 of the Constitution.

➤ Standing invitation

<b>DESIGNATION</b>
All Non-Executive Directors
Chief Executive
Deputy Chief Executive
Director of Finance
Chief Nurse
Medical Director
Director of Human Resources and Staff Development
Director of Strategy and Planning
Assistant Chief Executive
Communications and Marketing Director

➤ In attendance

<b>DESIGNATION</b>
Foundation Trust Membership Office Manager

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

➤ Serviced by

<b>DESIGNATION</b>
Business Manager, Board of Directors
Assistant Chief Executive

**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 including an Annual Members' Meeting.

**8. DATE TERMS OF REFERENCE WERE LAST APPROVED**

22 May 2018, Council of Governors meeting.

**9. REVIEW DATE**

May 2019.

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

**10. PROCESS FOR REVIEWING EFFECTIVENESS**

With the support of the Assistant Chief Executive, 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 Annual Members' Meeting.

**11. REPORTING STRUCTURE**

The Council of Governors may establish the following Committees:

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