



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 To hold the Non-Executive Directors, individually and collectively, to account for the performance of the Board of Directors
- o To represent the interests of the members of the Trust as a whole and the interests of the public

(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 Constitution and the Governors' Code of Conduct.
- o To promote the achievement of the Trust's objectives, subject to the terms of its license, 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 Annual Plan.
- o To consider any proposal in the Annual 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 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.
- o To appoint one of the Non-Executives as the Vice Chairman.

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 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.

2.6 Non-Statutory – Compliance

- o To ensure the Trust complies with its 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 Constitution and any other applicable legislation and regulation.
- o To inform Monitor, via the Lead Governor, when the Trust's Constitution and any other applicable legislation and regulation is not complied with and the Directors have failed to address non-compliance.

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 quality reviews and 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.

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

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)	
Sally Criag	Public Governor (Sheffield South West)	
Andrew Manasse	Public Governor (Sheffield South West)	Lead Governor
Susan Taylor	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)	
Jacquie Kirk	Public Governor (Outside of Sheffield)	
Dorothy Hallatt	Patient Governor	
Caroline Irving	Patient Governor	
David Owens	Patient Governor	
Kath Parker	Patient Governor	
Nick Payne	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)	
Vacant	Staff Governor (Administration, Management and Clerical)	
Vacant	Staff Governor (Primary and Community Services)	
Leigh Sorsbie	Appointed Governor (NHS Sheffield Clinical Commissioning Group)	
Vacant	Appointed Governor (University of Sheffield)	
Vacant	Appointed Governor (Sheffield Hallam University)	
Jeremy Wight	Appointed Governor (Sheffield City Council)	
Jayne Dunn	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 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 Standing Orders of the Council of Governors (Annex 6 of the Constitution).

➤ Standing invitation

NAME	DESIGNATION
Andrew Cash	Chief Executive
Hillary Chapman	Chief Nurse
Mark Gwilliam	Director of Human Resources
Shirley Harrison	Non Executive Director
Annette Laban	Non Executive Director
Kirsten Major	Director of Strategy and Planning
Dawn Moore	Non Executive Director
John O'Kane	Non Executive Director
Julie Phelan	Communications Director
Vic Powell	Non Executive Director, Board of Directors' Vice Chairman and Senior Independent Director
Neil Priestley	Director of Finance
Neil Riley	Assistant Chief Executive
Martin Temple	Non Executive Director
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	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

2 December 2014, Council of Governors meeting

9. REVIEW DATE

August 2015

(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

(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