

## Governors' Roles and Responsibilities

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Governors' roles and responsibilities can be broadly split into two categories: statutory and non-statutory/other. Each category is defined below:

### **Statutory Duties:**

1. To appoint, or, if necessary, dismiss the Non-Executive Directors and the Chair.
2. To decide the remuneration and allowances, and the other terms and conditions of office, of the Non-Executive Directors and the Chair.
3. To approve an appointment of the Chief Executive.
4. To appoint, re-appoint or, if necessary, remove the External Auditors.
5. To receive the Annual Accounts, External Auditor's Report and Annual Report.
6. To hold the Non-Executive Directors individually and collectively to account for the performance of the Board.
7. To represent the interests of members as a whole and of the public.
8. To provide their views to the Board of Directors on the Trust's forward plans.
9. To make the final decision on any mergers, acquisitions, separations and dissolutions planned by the Trust.
10. To approve (or not) increases of more than 5% in any one year to the Trust's income from non-NHS activities.
11. To approve (or not) significant transactions (as defined in the Trust's Constitution).

### **Non-statutory/Other Duties:**

12. Develop a good working relationship with the Board of Directors by meeting regularly and with sufficient frequency to establish appropriate channels of communication and constructive challenge.
13. To attend Council of Governors' meetings (4 per annum) and the Annual Members' Meeting.
14. To input into the appraisal processes for the Chair and Non-Executive Directors.

15. To jointly approve with the Board of Directors any changes to the Trust's Constitution. Changes to the Constitution that involve the powers or duties of the Council of Governors must be presented (by a Governor) to the membership for approval at the Annual Members' Meeting.
16. To act as a link between the membership and the Board of Directors.
17. To feedback accurate information about the Trust to the membership and partner organisations.
18. To develop and oversee the implementation of the Membership Strategy.
19. To undertake such functions as the Board of Directors shall from time to time request.
20. To establish such Committees and working groups as are necessary in order to efficiently discharge the Governors' statutory role, e.g. the Nominations and Remuneration Committee, Membership Development Committee, and others as appropriate.
21. To participate in non-statutory Governor functions provided by the Trust, e.g. visits and events to gain patient feedback, attending Board of Directors' Committees as lay observers, working with hospital volunteers, etc.
22. Governors should acknowledge the overall responsibility of the Board of Directors for running the Trust and should not try to use the powers of the Council of Governors to veto the decisions of the Board of Directors.
23. To act as ambassadors in order to raise the profile of the Trust with the public and other stakeholders and, at all times, to act in the best interests of the Trust.
24. To comply with the Code of Conduct for Governors and abide by the Nolan Principles and Standards for Public Life.

### **Other Governor Powers**

25. To require one or more Directors to attend a meeting (of the Council of Governors) to obtain information on the performance of the Trust and to help them to decide whether to propose a vote on the performance of the Trust. Trusts must report (in the annual report) on the number of times this power was used each year.
26. Collectively, to decide when and how often (if at all) the Council wishes to send information to the Care Quality Commission (CQC). There is no expectation that Councils of Governors collect information specifically for CQC purposes and all such information must be shared with the Board of Directors in the first instance.

Governor appointments are unpaid, but travel and reasonable subsistence expenses will be paid if supported by receipts. The time commitment for the role varies depending on how involved in other duties each governor wishes to be. The minimum time commitment expected is attendance at public Council of Governors' meetings each year (4 per annum) and the Annual Members' Meeting/Annual General Meeting.

The Trust has a statutory duty to skill and equip its Governors to enable them to fulfil their role effectively. At Dorset County Hospital, informal training sessions are run for Governors as part of the Governors' Working Group meetings. Governors are also encouraged and supported to attend regional and national development events.