

Information for Prospective Governors

Your opportunity to
make a difference



Part 1. About Us

The Royal Devon and Exeter NHS Foundation Trust (RD&E) provides specialist and acute hospital services and community services to a core population of about 460,000 people in Exeter and throughout East and Mid Devon.

We work in partnership with Exeter University to carry out cutting edge research into new treatments and improved understanding of disease.

Nationally and internationally recognised in specialist fields including the Princess Elizabeth Orthopaedic Centre (PEOC), the Centre for Women's Health (Maternity, Neonatology and Gynaecology services), Cancer Services, Renal Services, Exeter Mobility Centre and Mardon Neuro-Rehabilitation Centre, we also provide services to patients from further afield.

Each year our committed and compassionate 8,200 staff provides over 100,000 emergency department attendances, over 300,000 outpatient attendances and over 115,000 day case or inpatient admissions. We have 880 inpatient beds and 80-day case beds. During 2018/19 the Trust's income was over £530 million.

The full range of hospital and community services provided by the RD&E plus details of individual wards and departments can be found on our website at:

www.rdehospital.nhs.uk/patients/services.html

1.1 A Foundation Trust – working with and for the community

The RD&E became an NHS Foundation Trust on 1 April 2004. Although still part of the NHS, the Trust has more freedom and flexibility on how it runs its services for the benefit of its local community.

A key feature of foundation trust status is that it gives the RD&E the ability to work with an active and representative membership. NHS foundation trusts can be more responsive to the needs and wishes of their local communities; members elect the Council of Governors, giving staff and local people a real stake in the RD&E's services, in the immediate term and the future.

NHS foundation trusts are public benefit corporations and differ from other NHS trusts in that they are:

- Governed by a constitution
- Able to invest in local services and buildings according to local priorities
- Accountable to local people
- Able to retain surpluses and/or borrow money to improve local services and buildings
- Able to restructure and modernise more easily to improve capacity and efficiency
- Not subject to directions from the Secretary of State for Health
- Not performance managed by the Department of Health
- Regulated by NHS Improvement, the sector regulator for health services in England

1.2 Membership

Anyone who lives in the area, works for the Trust, or has been a patient or service user, can become a member of the RD&E.

Public membership is open to everyone 12 years and over who lives in England, but the large majority of our membership lives in Devon, Cornwall, Dorset and Somerset.

RD&E staff are eligible to become staff members if employed by the Trust on a permanent contract, or on a short-term contract of twelve months or more. Staff employed by the Trust but who work within other NHS organisations locally, for example Shared Services, are included. Staff members may not be public members. Staff who work for the Trust on a voluntary basis are not included in staff membership and may therefore become public members.

Part 2. Governors

Governors provide a vital connection between the RD&E and its patients, the community it serves and its partners. They have a real say in the RD&E's future priorities, notably who fills key posts on the Board and holding the Board to account.

The Council of Governors consists of elected public and staff governors and appointed individuals from key organisations. The Chairman is both chair of the Council of Governors and the Board of Directors.

The Council of Governors is responsible for:

- Representing the interests of members and partner organisations in the

governance of the RD&E and feeding them back information about the Trust

- Holding the Non-Executive Directors collectively and individually to account for the performance of the RD&E including ensuring that the Trust does not breach its Licence (the conditions under which a foundation trust is required to operate as set by its regulator, NHS Improvement)
- Having an input into the Trust's forward plans

The Council comprises 26 Governors in total, each of whom represents their own constituency. The Trust has the following constituencies:

19 Public Governors	5 Staff Governors	2 Appointed Governors
<p>Members elect:</p> <ul style="list-style-type: none"> ● East Devon, Dorset and Somerset and the rest of England (7) ● Exeter and South Devon (7) ● Mid North West Devon & Cornwall (5) 	<p>RDE staff elect from across all staff groups</p>	<ul style="list-style-type: none"> ● Devon County Council (1) ● University of Exeter (Appointed by nominating organisation University of Exeter Medical School) (1)



2.1 Roles and responsibilities of Governors

The Council of Governors has a number of key responsibilities including:

- The appointment or removal of the Chairman and the other Non-Executive Directors
- Holding the Board of Directors to account in relation to the Trust's performance in accordance with the terms of its Licence
- Representing the interests of members
- Developing membership
- Approving the remuneration and allowances, and other terms and conditions of office, of the Non-Executive Directors
- Appointing or removing the auditor of the Trust
- Being presented with the annual accounts, the annual report and quality report
- Approving the appointment of the Chief Executive

- Giving the views of the Council of Governors to the Directors for the purpose of preparation of forward planning documents for the Trust that will be given each financial year to the sector regulator for health services in England
- Responding as appropriate when consulted by the Directors

In addition to this, the Health & Social Care Act 2012 contains additional duties and powers for governors including approval of an application by the Trust to enter into a merger or acquisition or separation or dissolution, and approval of any proposed increases in private patient income of 5% or more in any financial year.

The Council of Governors does not undertake the operational management of NHS foundation trusts; rather they provide a vital link to the wider community, challenge to the board of directors and collectively and individually hold the NEDs to account for the Trust's performance.

2.2 Eligibility to be a Governor

Governors must be at least 16 years old and be a member of the constituency they represent. You may not become a Governor of the Trust, and if already holding such an office will immediately cease to do so, if:

- You are a Director of the Trust, or a Governor or Director of another NHS Foundation Trust
- Being a member of the public, you were entitled to be a member of the staff constituency until less than two years ago
- Being a member of one of the public constituencies, you refuse to sign a declaration in the form specified by the Council of Governors that you are a member of the relevant public constituency and are not prevented from being a member of the Council of Governors
- You have been adjudged bankrupt or your estate has been sequestrated and in either case they have not been discharged
- You have made a composition or arrangement with, or granted a Trust deed for, your creditors and have not been discharged in respect of it
- You have within the preceding five years been convicted in the British Isles of any offence, and a sentence of imprisonment (whether suspended or not) for a period of three months or more (without the option of a fine) was imposed
- You are the subject of a sex offender order
- You have within the preceding two years been dismissed, otherwise than by reason of redundancy, from any paid employment with a health service body
- You are a person whose tenure of office as the Chairman or as a member or Director of a health service body has been terminated on the grounds that your appointment is not in the interest of the health service, for non-attendance at meetings, or for non-disclosure of pecuniary interest
- You have had your name removed, by a direction under section 46 of the 1977 National Health Service Act from any list prepared under Part II of that Act, and have not subsequently had your name included in such a list.

Your term of office as a governor shall immediately cease if:

- You resign in writing to the Foundation Trust Secretary
- You fail to attend two meetings in any financial year, unless the other governors are satisfied that the absences were due to reasonable causes and you will be able to start attending meetings of the Trust again within such a period as they consider reasonable
- You have refused to undertake any training that the Council of Governors requires all governors to undertake
- You have failed to sign and provide to the Secretary a statement in the form required by the Council of Governors confirming acceptance of the Code of Conduct for Governors

2.3 Towards Inclusion

Governors represent the Trust's members and the wider public served by the Trust. In order to ensure that Governors are truly representative of the wider community, the Trust strongly encourages people from a range of different backgrounds to consider putting themselves forward to contest

governor elections. It is now widely accepted that diversity in corporate governance leads to better and more effective decision making.

2.4 Skills and experience

Each governor brings a range of personal attributes, which collectively enable the Council of Governors to work effectively.

Desirable key attributes include:

- A strong interest in healthcare and commitment to NHS values and principles of NHS foundation trusts (for public governors, a background of working in the NHS is NOT essential)
- An ability to understand and interpret complex information
- Some experience of committees or large meetings
- Good interpersonal and communication skills
- Sound, independent judgment, common sense and diplomacy
- An interest and enthusiasm for understanding and representing the views of people in your community or staff group (as well as your own) is essential

Staff bring a particular experience and insight, whether that is from clinical work or wider support services. The staff Governor role involves representing the views and opinions of yourself and that of your colleagues. Being a Governor of the Trust also affords staff the opportunity to know more about its workings, provides career development opportunities and the chance to be involved in initiatives around stakeholder engagement. For staff it is important to discuss the likely commitment with your Line Manager and seek their support.

2.5 Time commitment

The full Council of Governors meets four times a year. You should expect to put time aside to read papers and prepare, as well as attending training and development days (four to six per year). There may be other events at which Governors are required to represent the Trust, for example at the RD&E's Annual Members Meeting.

Some Governors choose to take part in meetings of sub committees and less formal working groups. Newly elected Governors take part in an induction programme. Times of

meetings can vary, though most are held in normal working hours on the RD&E Wonford site.

Overall you should expect to attend a minimum of 10-12 meetings per year, increasing to at least 20 if you get involved in sub group work.

Therefore, when considering becoming a Governor of the Trust, make sure that you:

- Can devote sufficient time and commitment to fulfil the role
- Understand and adhere to the 7 principles of public life referred to as the 'Nolan Principles', these form the basis of the ethical standards expected of public office holders.
 1. Selflessness
 2. Integrity
 3. Objectivity
 4. Accountability
 5. Openness
 6. Honesty
 7. Leadership
- Exhibit conduct that upholds the values of the Trust, promoting equality and diversity for all its patients, staff and other stakeholders.

2.6 How the RD&E supports Governors

All governors need time and opportunity to develop skills in the role, along with good working relationships with colleagues within the Council and the Board of Directors. Governors are therefore actively encouraged to attend the regular development days, in order to maximise learning opportunities for the whole group.

In these meetings, Governors can talk informally to executive directors, senior managers and the Chairman, to better understand the Governor's role and how the RD&E continues to evolve as a Trust in light of national developments. One or two of these meetings may be held jointly with the Board of Directors.

The Engagement Team provides administrative support for Governors and members, including managing Governor development days, induction and events. The team are available during normal working hours to respond to queries. They are also responsible for managing the RD&E's broader staff and public engagement work.

The Trust supports and encourages staff to take on the role of governor, but it is important for staff to discuss it with their line manager prior to standing for election.

The Trust uses e-mail to communicate with Governors, so candidates should ideally have access to a computer and be able to send and receive e-mails. Alternative arrangements can be made if a Governor does not have access to a computer.

In order to provide networking opportunities with Governors from other foundation trusts and a perspective on national developments, there may be occasional opportunities to attend conferences or other events on behalf of the Trust.

Travel and carer expenses

Governors do not get paid, but the Trust does pay travelling and other expenses necessarily incurred. This could include carer's costs, in line with the Trust's Governor Expenses Policy.

the Council of Governors

Elections to the Council of Governors take place under the election rules included as part of the Trust's constitution.

The Trust uses an election company to administer the elections on its behalf and to act as the Returning Officer.

To stand for election a member must put themselves forward and follow the nomination process, which includes completing a nomination form. On the form you are expected to give some information about yourself and why you think you would be good at being a Governor. This is called the election statement. You are also invited to submit a photograph of yourself.

If you decide to nominate yourself for election you will need the backing of two supporters who are members from the same constituency as yourself. They will be expected to sign the nomination form. If supporters are not already members they will need to be registered as such in order to validate the nomination.

Election statements for candidates in each constituency are put together in ballot packs and sent to all members in that constituency. Members then vote for the candidate or

candidates they choose within their constituency. There may be circumstances when no election is needed, i.e. when the number of people standing equals the number of vacancies in a constituency.

Governors are normally elected for three years and may serve for up to nine years in total, subject to re-election.

3.1 Vacancies for 2019

Public Governors

The vacancies are as follows. All are for terms of 3 years, unless stated otherwise:

- **East Devon, Dorset & Somerset and the Rest of England** – 5 vacancies (3 for a term of 3 years, 1 for 2 years and 1 for 1 year)
- **Exeter & South Devon** – 4 vacancies (3 for 3 years, 1 for 2 years)
- **Mid North West Devon & Cornwall** – 4 vacancies (3 for 3 years, 1 for 1 year)

Staff Governors

- 3 vacancies (1 for 3 years, 2 for 1 year)

3.3 The election timetable

- **Nomination period opens:**
Wednesday 17 July 2019
- **Deadline for receipt of nominations:**
5pm on Friday 2 August 2019

The election services company must receive all nominations by that time. In the event that there are no more candidates than vacancies, all properly nominated candidates will be declared elected.

If a vote is required, members vote for candidates standing within their respective constituencies. Ballot papers will be issued by email or post to members:

- **Voting papers sent to members:**
Monday 19 August 2019
- **Voting closes:** 5pm on
Thursday 12 September 2019

The results of the elections will be declared at the RD&E. All candidates will be notified of the results.

- **Results declared:**
Friday 13 September 2019

New Governors begin their term of office at the time of the Annual Members' Meeting. Following that the first Council of Governors meeting will be held.

- **Annual Members' Meeting:**
Wednesday 25 September 2019
- **Council of Governors Meeting:**
Friday 22 November 2019

Nomination packs should be obtained from:

UK Engage

Telephone: 0345 2093770

Email: rde@uk-engage.org

Online: nom.ukevotek.uk/rde

Post: UK Engage

Image House
10 Acorn Business Park
Heaton Lane
Stockport
SK4 1AS

APPENDIX 1

The Board of Directors

The Board is led by the Chairman and consists of:

- Chairman and six Non-Executive Directors
- Chief Executive; Director of People; Executive Medical Director; Chief Financial Officer; Deputy Chief Executive/Chief Nurse; Chief Operating Officer

The Non-Executive Directors form a majority on the Board. The Executive Directors manage the day-to-day operational and financial performance of the Trust.

The Board of Directors of the RD&E is ultimately and collectively responsible for all aspects of the performance of the Trust. Their role is to provide active leadership of the Trust within a framework of prudent and effective controls that enables risk to be properly assessed and managed.

It is a unitary Board, which means that both Executive and Non-Executive Directors share the same liabilities and joint responsibility for every decision of the Board. The Chief Executive is the nominated Accounting Officer and is responsible for the overall organisation, management and staffing of the NHS Foundation Trust, for its procedures in financial and other matters, and to offer appropriate advice to the Board on all matters of financial propriety and regularity.

The Board is responsible for:

- Ensuring the quality and safety of healthcare services, education, training and research delivered by the Trust and applying the principles and

standards of clinical governance set out by the Department of Health, the Care Quality Commission, and other relevant NHS bodies

- Ensuring compliance with the Trust's Licence, its constitution, mandatory guidance issued by NHS Improvement, relevant statutory requirements and contractual obligations
- The Trust's strategic aims, taking into consideration the views of the Council of Governors, ensuring that the necessary financial and human resources are in place for the NHS Foundation Trust to meet its objectives and review management performance
- Ensuring the Trust exercises its functions effectively, efficiently and economically
- Setting the Trust's values and standards of conduct and ensuring that its obligations to its Members, patients and other stakeholders are understood and met

In carrying out their role, Directors need to be able to deliver focused strategic leadership and effective scrutiny of the Trust's operations and make decisions objectively and in the interests of the Trust. The Board of Directors will act in strict accordance with the accepted standards of behaviour in public life, which include the principles of selflessness, integrity, objectivity, accountability, openness, honesty and leadership (The Nolan Principles).

The Board of Directors is legally accountable for services provided by the Trust and is responsible for setting the strategic direction, having taken account of the views of the Council of Governors, and for the overall management of the RD&E.