Be the heartbeat of the NHS...

Information for prospective governors

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Information and guidance for prospective Governors

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1 Welcome to our Trust

We want the best for everyone using our services and are passionate about ensuring local communities have a strong voice in our Trust.

On behalf of SEPT, I would like to thank you for expressing an interest in joining our Council of Governors.

You already know that being a member gives you a real opportunity to be involved and play a part in the future of the services we provide in your community. By being elected to our Council of Governors, you can have a direct role in the future development of the Trust.

The Council of Governors is a key part of a ‘can do’ organisation and acts as a link between our members and our Board of Directors. Together, the Board and Council ensure our staff are delivering services to the high standards to which we all aspire.

It is our aim to have Governors who are representative of all walks of life, including people who use our services, family and friends who act as carers, in addition to our staff representatives. You don't need special skills to become an effective Governor: you need to be passionate about the NHS, care about your local services, wish to represent the views of local people in your community or the staff you represent, and have the time to be able to do so.

As a Governor you will be asked to develop links between your local community and SEPT to ensure their voice is heard by the Trust. Staff Governors will fulfil the same role with their members – the Trust’s staff.

Governors are vital to the success of a foundation Trust. The role is interesting and challenging, and takes time and commitment.

This booklet introduces you to the role of a Governor and we hope it will help you to decide if you would like to stand for election. If you need any further information or would like to talk to someone in our Trust secretary office, please do contact us on:

Email:  membership@sept.nhs.uk
Phone:  0800 023 2059

With best wishes.

Lorraine Cabel
Chair
2 About SEPT

SEPT provides community health, mental health and learning disability services for a population of approximately 2.5 million people throughout Bedfordshire, Essex, Luton and Suffolk.

Growing to one of the largest Foundation Trusts in the country, we are proud to have kept our patients at the very heart of all that we do, delivering safe, high quality services within the NHS.

Our services include:

- **Mental Health Services**: we provide treatment and support to young people, adults and older people experiencing mental illness, including treatment in secure and specialised settings
- **Community Health Services**: our diverse range of community health services provides support and treatment to both adults and children. We deliver this care in community hospitals, health centres, GP surgeries and in our patients’ homes. We also provide community dentistry and children’s centres in South East Essex
- **Learning Disability Services**: we provide crisis support and inpatient services and our community learning disability teams work in partnership with local councils to provide assessment and support for adults with learning disabilities
- **Social Care**: we provide personalised social care support to people with a range of needs, including people with learning disabilities or mental illness, supporting people to live independently.
3 About NHS Foundation Trusts (FTs)

FTs provide healthcare according to core NHS principles: free care, based on need and not ability to pay.

FTs are public benefit corporations sometimes called ‘not for profit’ organisations. This means they are similar to cooperative societies and membership-based bodies. Key reforms in the rest of the NHS relate to FTs so in a very real sense they are the ‘foundation’ on which the country’s future health care is being built.

FTs are still part of the NHS and follow the standards and principles of the NHS, such as equality of access and care, and free at the point of delivery. The main difference is that they are run locally working with their communities to develop services to meet local needs and are therefore accountable to the communities they serve rather than to the government.

FTs are still, however, required to be financially viable and to meet the standards set by health service regulators that all NHS organisations have to achieve and so as well as being accountable to their local communities, FTs are accountable to the organisations who commission their services, to Monitor (the health sector independent regulator), to Care Quality Commission (the regulator of quality of all health and adult social care services) and to parliament.

Benefits of being a foundation Trust

- Members have a recognised voice in decision-making and planning future services
- More freedom to take own decisions about how we work and meet our obligations
- Financial freedoms to invest, borrow and innovate on behalf of patients/service users
- Freedom to invest in local services and buildings according to local priorities
- Able to restructure and modernise more easily to improve capacity and efficiency
4 About members

Members lie at the heart of our organisation’s accountability and governance.

We count on members for feedback, local knowledge and support, helping us to understand and respond to what patients, service users and local people tell us they want from services. We are really keen for new members to join as involving as many people as possible will make sure our services reflect the diverse needs of our patients, service users and local residents.

Anyone over the age of 12 who lives in England is welcome to become a member whether they use our services or not. Trust staff automatically become members. Membership is free and provides the opportunity to influence how healthcare services are developed.

You don’t need any special skills or experience to be a member – you just need to be interested in our services and the people we care for – you, your family, friends and neighbours.

Members can stand for election to become a Governor of our Trust. To stand to become a Governor, you have to be a member.

To become a member you can:

- register online at [www.sept.nhs.uk](http://www.sept.nhs.uk)
- download a membership application form at [www.sept.nhs.uk](http://www.sept.nhs.uk) and send to:
  - SEPT
  - Trust Secretary Office
  - FREEPOST RTRG-UCEC-CYXU
  - The Lodge
  - Runwell Chase
  - Wickford SS11 7XX
- request a membership form by emailing [membership@sept.nhs.uk](mailto:membership@sept.nhs.uk)
5 The Council of Governors and the Board of Directors

Board of Directors
Our Board of Directors is responsible for the running of our Trust, setting the Trust’s vision and values, and for developing plans for the future, and is made up of a Chair, Executive Directors and Non-Executive Directors who have a range of individual skills and experience. Together they provide the strategic direction for our services including the quality of services and how they are run, and are accountable for the Trust’s performance, meeting national standards and financial requirements.

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; all Directors therefore bear full legal liability for the operational and financial performance of our Trust.

Council of Governors
Elected and appointed Governors make up our Council of Governors. The Council does not run our Trust and is not responsible for the day-to-day management of the organisation. This is the responsibility of the Board; however, the Council performs an essential role in the governance and development of the Trust by holding the Non-Executive Directors to account, both individually and collectively, for the performance of the Board in managing the Trust. It is also Governors’ responsibility to represent the interests of members and the public particularly in relation to the strategic direction of the Trust.

The Council is made up of elected public and staff Governors, and appointed Governors. There will always be more elected Governors than appointed Governors.

Governors are elected or appointed for a term of three years and may seek re-election or reappointment at the end of their term. This system enables members or the appointing organisation to review the effectiveness of their Governor representative but at the same time minimises the risk of wholesale changes which could damage the effectiveness of the Council. Governors may only hold office for a maximum of three terms.

Following changes to the Trust’s service provision, the Board of Directors and Council of Governors reviewed and approved a reconfiguration of the Trust’s constituencies and to the Council’s composition with effect from 1 October 2015. The 2015 elections will be based on this new framework. Public and Staff Governors will be required to serve different tenures of office of either two or three years for the first term of office; this will be managed by the number of votes for each respective candidate so that those with a majority will serve three years. This approach will enable the staggering of future elections thereby helping to maintain continuity and experience on the Council.

Together the Governors bring a wealth of expertise, experience, ideas and views which are essential in ensuring the continuing effective development of our Trust.
How it all fits together
The Board and Council work closely together.

The Chair is a Non-Executive Director and leads both the Board and the Council, and is the link between the two. The Chair has a key role in ensuring Directors and Governors are fully aware of their respective roles and responsibilities, and for building meaningful relationships between both groups.

The Council is the voice of the local community: it plays a central part in shaping the Trust’s future, communicating local needs and priorities to the Trust, and in communicating the work of the Trust to the wider community.

Governance structure chart
The Council acts as the link between our members and the local community and the Board who is responsible for agreeing the organisation’s strategy, its implementation and general performance.
6  The Role of a Governor

Governors are not responsible for the day-to-day running of the Trust and are not about ‘rubber stamping’ decisions made by the Board. However, Governors have an important role in the effective running of the Trust in that they hold the Board to account and advise the Board of public and staff opinion, acting as guardians of the public and staff interest. They make suggestions and when appropriate constructively question Board decisions.

Public Governors play a crucial role in bringing a local perspective to the planning and development of services, acting as the link between the local community and the Board. Public Governors will meet with people in their local community to help report back on what happens at Council meetings and to listen to ideas and opinions from members and the public.

Staff Governors have a crucial role in bringing the professional voice and experience of our staff into the wider arena of governance, providing the essential counterbalance to the Board’s processes, providing the support and challenge of a critical friend. Staff Governors do not deal with any individual or personal issues that may involve staff; the role is very different from trade unions, professional bodies and staff-side organisations.

Governors have been given powers and duties in law to help them with their role. These include to:

- Appoint and, if appropriate, remove the Chair and other Non-Executive Directors
- Decide the remuneration and allowances, and other terms and conditions of office of the Chair and the other Non-Executive Directors
- Approve (or not) any new appointment of a Chief Executive
- Appoint, reappoint and, if appropriate, remove the Trust’s auditor
- Receive the Trust’s annual accounts, any report of the auditor on them, and the annual report of the Trust at a general meeting of the Council
- Hold the Non-Executive Directors, individually and collectively, to account for the performance of the Board
- Represent the interest of the members of the Trust as a whole and the interests of the public
- Approve ‘significant transactions’, an application by the Trust to enter into a merger, acquisition, separation or dissolution
- Decide whether the Trust’s non-NHS work would significantly interfere with its principal purpose which is to provide goods and services for the health service in England, or performing its other functions
- Approve amendments to the Trust’s constitution.

How Governors fulfil their role

- Seek out and represent the views of members and local communities, particularly the views of the members in the constituency they represent
- Share information about important discussions and key decisions the Trust is making with the members they represent
- Assist with developing and promoting membership of the Trust
• Take an active part in engaging members, ensuring that the views of local communities and people who use our services are taken into account when plans for services are being developed
• Provide a Governor perspective on the Trust’s future plans and strategies through opportunities provided
• Help develop links between the community, local representative bodies and the Trust to ensure they remain sensitive to the needs and wishes of the community they serve
• Make their own judgments and take decisions in the best interests of the Trust, not for self-interest or the interests of other organisations
• Form a good working relationship with members of the Board
• Participate in training and development opportunities.

How Governors act as guardians and ambassadors
As guardians, the Council ensures the Trust is run in a way that reflects its purpose to provide quality services and the highest standards of care, and complies with the obligations placed on it as a foundation Trust.

One of the Governors’ main responsibilities is to help us communicate with the membership and public, and make sure the views of the membership and public are fed back to the Board.

Governors also act as ambassadors and champions of the Trust, helping to promote the work of the Trust in their communities and helping to tackle the stigma associated with any of the services the Trust provides.

What Governors don’t do
Although the term ‘Governor’ sounds similar to that of a ‘school Governor’, an FT Governor is not involved in the day-to-day running of the Trust’s services – this is the responsibility of the Board, clinicians and managers.

So here are some of the things that foundation Trust Governors don’t do:
• They don’t deal with patients’ complaints – although they can tell people about the Trust’s complaint system
• They don’t act as champions for individual patients – although they can point people in the direction of advocacy organisations like the Trust’s Patient Advice & Liaison Service (PALs)
• They don’t get involved with the detail of how services are run – this is the role of the Board of Directors and senior managers. They do, however, have an influence on services by communicating the views of local communities
• They don’t get involved in personal staff issues, employee relations cases or negotiations
• They don’t act as representatives of the Trust to the media
• They don’t get paid or given preferential treatment for their work
• They don’t use their role to advance personal or specific political or other ideological messages.

What sort of people become Governors?
All types of people can become a Governor of our Trust as long as you are a member of our Trust, at least 16 years of age at the date you are nominated, and meet the restrictions set out in the Trust’s constitution.
We aim to have Governors who are representative of all walks of life; you do not need special skills or qualifications to become an effective Governor. You need to be enthusiastic, committed, interested in health, and care about your local services. Governors have to be able to challenge the Board to seek assurance so it could be useful to have some skills you may have developed at work or as a volunteer or in your personal life, such as reading reports and working with people.

We would hope that anyone interested in becoming a Governor would have some or all of the following:

- An understanding and interest in health issues
- A commitment to NHS values and principles of FTs
- Good interpersonal and communication skills
- Sound independent judgment, diplomacy and common sense
- Ability to grasp relevant issues and understand relationships between interested parties
- Understanding of the different legal duties, liabilities and responsibilities of Governors and Non-Executive Directors
- Knowledge of corporate governance, i.e. the procedures an organisation has to follow to make decisions
- Sufficient time and commitment to fulfil the role.

However, Governors are elected by the members so it is the members who ultimately choose their Governor representatives.

**How much time is involved?**

Many of our current Governors will tell you how much they enjoy the role but the time commitment should not be underestimated. As a rough guide, we think you may need to set aside at least two to three days a month to carry out your duties.

As well as attending four formal Council meetings a year, there are additional meetings to discuss the annual and strategic plans and the annual general/annual members meeting which we hope all our Governors will attend and support as this provides the opportunity for Governors to meet their members. Time will also be required to prepare for and read papers provided for each meeting.

In addition, we expect Governors to be actively involved in other areas of the Trust business such as Council sub-committees and/or working groups, as well as attending public/member events to develop the links with the community you represent. This is, however, discretionary and dependent on individual Governor’s time and interests.

Additionally attendance at induction and mandatory training events will be required to ensure you are kept up to date with what is happening in the NHS and to learn more about the Governor role.

Meetings usually take place on weekdays either during the day or early evening but rarely at weekends.

**Expenses**

Although Governors are not paid, they can claim expenses such as travel incurred while carrying out their duties.
Induction, training and support

All new Governors will be expected to attend the induction programme; the overall aim of the programme is to welcome Governors to the Trust, provide them with an overview of the organisation and explain the role and responsibilities of the Council. Governors will also have the opportunity of meeting with Board Directors and other experienced Governors. It is mandatory for all Governors to participate in the induction programme.

The induction programme is part of the Trust's Governor learning and development pathway which consists of modules designed to meet Governors’ ongoing learning and development needs as well as keeping them up to date on what is happening in the NHS. The pathway includes self-analysis questionnaires which Governors are required to complete.

The Trust secretary office is responsible for supporting the Council of Governors. This will include working with Governors to:

- Identify training needs as well as developing training programmes
- Organise meetings
- Provide Governors briefings and information
- Maintain Governor web pages and the Governor intranet
- Help Governors communicate and engage with members and the public.
7 Eligibility to be a Governor

You are eligible to stand for election as a public Governor if you:

- are a member of the Trust
- are aged 16 or over on nomination date
- are not an Executive Director or Non-Executive Director of the Trust or a Governor or Director of a health service body
- are not a spouse, partner, parent or child of a member of the Board of Directors
- have not been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged
- are not a person in relation to whom a moratorium period under a debt relief order applies (under Part 7A of the Insolvency Act 1986)
- have not in the preceding five years been convicted in the British Islands of any offence and been sentenced to imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine)
- have not been subject of a disqualification order made under the Company Directors Disqualification Act 1986
- are/have not been subject to a sex offender order
- have been disqualified from being a member of relevant authority under the provisions of the Local Government Act 2000.

The above also applies to Staff Governors but in addition staff are eligible to be members providing they are on a permanent contract, on a fixed term contract of at least twelve months, are a member of bank staff or have otherwise been continually employed by the Trust for at least twelve months.

Our constitution lists the exclusions to becoming a Governor (paragraph 17 and annex 6).

If any one of the exclusions is found to apply to either a public or staff member who is thinking of standing, they will not be eligible to stand for election or in the case of an already elected Governor, their term of office will cease immediately. The same protocols apply for appointed Governors.
8 Length of Office as a Governor

All Governors may hold office for a period of up to three years and are eligible to stand for re-election to a maximum of three terms of office, i.e. nine years maximum.

Elected Governors will cease to hold office if they are no longer a member of the constituency or class they were elected to represent. For example, if a member is elected as a Governor for Southend and then moved to a house in Thurrock, they would no longer be entitled to hold office. They could, however, continue to be a member but in a different constituency based on their new residency address.

Governors are elected or appointed for a term of up to three years and may seek re-election or reappointment at the end of their term. This system enables members or the appointing organisation to review the effectiveness of their Governor representative but at the same time minimises the risk of wholesale changes which could damage the effectiveness of the Council. Governors may only hold office for a maximum of three terms.

Following changes to the Trust’s service provision, the Board of Directors and Council of Governors reviewed and approved a reconfiguration of the Trust’s constituencies and to the Council’s composition with effect from 1 October 2015. The November 2015 elections will be based on this new framework.
9 Council of Governors Code of Conduct

The Code outlines the appropriate conduct for Governors and addresses both the requirements of office and personal behaviour. Ideally, penalties for non-compliance would never need to be applied. However, the Code is considered an essential guide for Governors when carrying out the business of the Trust or representing the Trust. It is strongly recommended that Governors familiarise themselves with the Code which is available on the Trust’s website www.sept.nhs.uk

Members who are elected or appointed to the Council will be required to sign a declaration to confirm that they will comply with the Code in all respects.

Council of Governors meetings
Governors have a responsibility to attend the meetings of the Council of Governors.

There is a paragraph in the Trust’s constitution to remove a Governor if he/she consistently and unjustifiably fails to attend the meetings of the Council.

Governors are also expected to attend other meetings to support fulfilling their role as a Governor. These include meetings with members and the public, training and development sessions, the Annual Members Meeting (AMM), and other special Governor meetings as required. In addition, Governors are strongly encouraged to become a member of one of the Council’s standing committees.

Personal conduct
Governors are required to adhere to the highest standards of conduct in the performance of their duties. In particular, Governors will be expected to uphold the seven principles of public life:

1. **Selflessness**: Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or material benefits for themselves, their family or their friends;

2. **Integrity**: Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties;

3. **Objectivity**: In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit;

4. **Accountability**: Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office;

5. **Openness**: Holders of public office should be as open as possible about all their decisions and actions they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands;

6. **Honesty**: Holders of public office have a duty to declare any private interest relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest;

7. **Leadership**: Holders of public office should promote and support this principle by leadership and example.
10 Elections

An independent organisation – Electoral Reform Services (ERS) – will run the elections in a fair and legal manner using the ‘first past the post’ voting system to elect its Governors. Our aim is to ensure that:

- Every voter has the opportunity to affect the result
- No vote is wasted
- No voter has a greater influence than another.

How will elections work?
All members are advised of the nomination and voting process details before an election so that they can nominate themselves as an election candidate (if they wish) and so that they can vote for candidates within their own constituency.

Members who wish to stand for election will be asked to write a nomination statement of around 150-250 words outlining why they think members should vote for them to become a Governor, e.g. explaining the reasons for standing and including any relevant skills, knowledge and attributes. Attendance at Council of Governors meetings will also be included for Governors who are nominating themselves for re-election. The statement will appear in the election literature.

How many elected Governors do we need?
We are looking for nominations in the following public constituencies/staff groups:

<table>
<thead>
<tr>
<th>No of positions</th>
<th>Public Governors</th>
<th>Thurrock</th>
<th>Staff Governors</th>
<th>Clinical</th>
<th>Non-Clinical</th>
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<td>2</td>
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</tbody>
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I would like to be a Governor – what do I need to do now?
If you are interested and think you could be an effective Governor for the Trust, please contact the Trust Secretary Office on Freephone 0800 023 2059 or email membership@sept.nhs.uk requesting a nomination form or for further information about the role.
Next steps if you wish to stand for election as a Governor

Make sure you are registered as a **member** of the trust

Make sure you meet the **eligibility criteria**

Call the Trust Secretary office for an information discussion and to understand what the role is like in practice

Read more about the trust on our website: [www.sept.nhs.uk](http://www.sept.nhs.uk) or read Monitor’s publication *Your statutory duties: a reference guide for governors*

Request **nomination form** from the trust (available from 2 October 2015)

Return completed **nomination form** to ERS (by 19 October 2015)

Be sure you can commit the time and energy needed to be an effective governor
11 Frequently asked questions

Who are the Governors?
- 26 Public Governors
- 4 Staff Governors
- 6 Appointed/Partnership Governors

Governors also act as ambassadors and champions of the Trust, helping to promote the work of the Trust and helping to tackle the stigma associated with any of the services we provide.

Where are the vacancies?
Public Governors:
- Thurrock 2

Staff Governors:
- Clinical 1
- Non-Clinical 2

How long will I be a Governor, if elected?
A term of office is for up to a maximum of three years, and Governors may stand for three terms of office.

Am I eligible to become an elected Governor?
As long as you are at least 16 years of age at the date you are nominated, a member of our Trust and meet the restrictions set out in the Trust’s constitution.

Do I get paid?
No, Governors are not paid a salary for this role. However, you are reimbursed for expenses incurred whilst on Trust business, i.e. attending meetings, seeing members from your constituency. These include mileage allowances and other out of pocket expenses.

What sort of person are you looking for?
You don’t need any special skills or qualifications to become an effective Governor. You need to be passionate about the NHS, care about your local services and have the enthusiasm and the willingness to represent the views of the people in your community or staff group, and have the time to commit to the role.

How much time will I need to give to fulfil the role of being a Governor?
As a rough guide, we think you may need to set aside at least two to three days a month for these duties.

A Governor is expected to attend the Council of Governor meetings which...
are held quarterly. Time will also be required to prepare and read papers provided for each meeting.

The Trust will also expect Governors to be actively involved in other areas of Trust business such as Council sub-committees and working groups, as well as attending public/member events to develop the links with the community you represent.

Additionally attendance at induction and mandatory training events will be required to ensure you are kept up to date with what is happening in the NHS and to learn more about the Governor role.

**Where are meetings held?**
The quarterly Council meetings are usually held at the Trust’s head office in Essex. For other meetings we usually ensure these are by video-conference link to minimise the amount of travelling time for Governors.

**Will the Trust provide support for Governors?**
The Business Administration Manager (Chair’s Office) and Trust Secretary Office support and advise Governors. Governors will also have access to a comprehensive induction and training programme.

**What do I have to do to become a Governor?**
Nomination forms are available from 2 October for anyone who wants to put themselves forward for election.

Members receive a statement of each candidate standing in their constituency as part of the postal ballot. Members then decide who they wish to vote for.

**Tell me more about the election process**
Electoral Reform Society (ERS) run the elections.

Any member wishing to nominate him/herself will submit an election statement which will be sent to all members from the constituency. Candidates will need to give some information about themselves in this statement and why they think they would be an effective Governor.

Members who stand for election are required to make a declaration confirming their eligibility and any potential conflicts of interests.

A notice will be sent to members with information about the candidate. If only one candidate comes forward then there will be no need for a vote. Elections are by secret ballot and are a ‘first past the post’ system.

**Will there be training for newly-elected Governors?**
Yes, newly-elected Governors are required to attend an induction programme. Governors are also required to attend other training sessions during the year.

**Would provisions be made for any Governor who has a disability?**
Absolutely – there will be no barriers be it in terms of access, provision of information in suitable format, etc.
What is the election timetable?
For your information the election timetable is as follows:

- **2 October 2015** Notice of Election issued and nomination forms available to prospective Governors from this date
- **19 October 2015** Deadline for receipt of nominations
- **20 October 2015** Summary of nominated candidates published
- **22 October 2015** Final date for candidate withdrawal.
- **5 November 2015** Notice of poll published
- **6 November 2015** Voting packs despatched to members
- **26 November 2015** Closing date for election
- **27 November 2015** Election results

I have more questions!
Trust Secretary Office can be contacted on:

- Freephone: **0800 023 2059**
- Email: membership@sept.nhs.uk