



**Royal Berkshire**  
NHS Foundation Trust

# Council of Governors - 23 February 2022

MEETING  
23 February 2022 17:00

PUBLISHED  
17 February 2022

# Agenda

<i>Location</i>	<i>Date</i>	<i>Owner</i>	<i>Time</i>
Video Conference Call	23/02/22		17:00
1. Apologies for Absence (Verbal) Andrew Haydon			
		Graham Sims	
2. Declarations of Interests (Verbal)			
		Graham Sims	
3. Minutes for Approval: 24 November 2021 and Matters Arising Schedule			
		Graham Sims	17:00
4. Changes to the Council Membership (Verbal)			
		Caroline Lynch	17:05
5. Questions from the Public (Verbal)			
		Graham Sims	17:10
Holding the Board to Account			
6. Chief Executive Update (Presentation)			
		Steve McManus	17:15
7. Operational Plan 2022/23 (Presentation)			
		Andrew Statham	17:35
Items of Council Business			
8. Governors Assurance Committee Minutes: 26 January 2022			
		Tony Lloyd	18:00
Representing the Views of Members and the Public			
9. Governance Handbook			
		Caroline Lynch	18:05
10. Council Attendance 2021			
		Caroline Lynch	18:15
11. Governor Question Log			
		Caroline Lynch	18:25

# Agenda

<i>Location</i>	<i>Date</i>	<i>Owner</i>	<i>Time</i>
Video Conference Call	23/02/22		17:00
12. Questions from the Public (Verbal)		Graham Sims	18:30
13. Date of Next Meeting (Verbal)			
13.1. Wednesday 25 May 2022 at 17.00			

## Council of Governors

Wednesday 24 November 2021

17.00 – 18.40

Video Conference Call

### Present

Mr. Graham Sims	(Chair of the Trust) (Chair)
Ms. Fiona Anderson	(Public Governor, Wokingham)
Mr. John Bagshaw	(Public Governor, West Berkshire & Borders)
Mr. Jonathan Barker	(Public Governor, Reading)
Mrs. Wendy Bower	(Partner Governor, Berkshire West CCG)
Cllr. Graham Bridgman	(Partner Governor, West Berkshire Council)
Mr. Ross Carroll	(Public Governor, East Berkshire & Borders)
Dr. John Crossman	(Staff Governor, Allied Health Professionals/Scientific)
Prof. Deborah Edwards	(Partner Governor, Reading Borough Council)
Mrs. Alice Gostomski	(Public Governor, West Berkshire & Borders)
Cllr. Clive Jones	(Public Governor, Wokingham)
Mr. Victor Koroma	(Partner Governor, Alliance for Cohesion and Racial Equality)
Mr. Tony Lloyd	(Public Governor, Wokingham) (Lead Governor)
Ms. Sunila Lobo	(Public Governor, Reading)
Mr. William Murdoch	(Public Governor, Southern Oxfordshire)
Mr. Chris Plumb	(Staff Governor, Admin/Management)
Ms. Lynda Taylor	(Public Governor, East Berkshire & Borders)
Ms. Bet Tickner	(Public Governor, Reading)
Prof. Carol Wagstaff	(Partner Governor, University of Reading)
Mr. Paul Williams	(Public Governor, Reading)

### In attendance

Dr. Bal Bahia	(Non-Executive Director)
Mr. Julian Dixon	(Non-Executive Director)
Mrs. Sue Hunt	(Non-Executive Director)
Miss. Amber Keegel	(Corporate Governance Officer)
Mrs. Nicky Lloyd	(Chief Finance Officer)
Mrs. Caroline Lynch	(Trust Secretary)
Mrs. Helen Mackenzie	(Non-Executive Director)
Mr. Steve McManus	(Chief Executive Officer) (up to minute 55/21)
Mr. John Petitt	(Non-Executive Director)
Mrs. Hannah Travers	(Deputy Trust Secretary)

### Apologies

Cllr. Parry Bath	(Partner Governor, Wokingham Borough Council)
Mr. Martyn Cooper	(Public Governor, West Berkshire & Borders)
Ms. Jennie Ford	(Partner Governor, East Berkshire CCG)
Mr. Andrew Haydon	(Staff Governor, Nursing/Midwifery)
Mrs. Pam Lynch	(Volunteer Governor)
Mr. Brian Painting	(Public Governor, Reading)
Mrs. Roberta Stewart	(Public Governor, Wokingham)

[There were two members of the public in attendance]

**48/21 Declarations of Interest**

There were no declarations of interest.

#### **49/21 Minutes for Approval: 29 September 2021 and Matters Arising Schedule.**

The minutes of the meeting held on 29 September 2021 were agreed as a correct record and were signed by the Chair.

The matters arising schedule was noted. All actions were completed.

#### **50/21 Annual General Meeting Minutes: 12 October 2021**

The Council approved the minutes of the Annual General Meeting held on 12 October 2021.

#### **51/21 Governors Assurance Committee: 27 October 2021**

The Chair of the Committee provided an overview of the meeting on the 27 October 2021.

#### **52/21 Questions from the Public**

There were no questions from the public.

#### **53/21 Changes to the Council Membership**

The Trust Secretary advised that there had been no changes to the Council membership since the previous meeting.

#### **54/21 Chief Executive Update**

The Chief Executive provided an update on the Building Berkshire Together Programme. Engagement had taken place with key stakeholders. A review of resources required to progress the programme had also been undertaken. The Clinical Services Strategy had been refreshed that would support development of the environment that services required for the future. A net zero carbon programme was also in development to enable the Trust to achieve net zero carbon by 2040. The Council noted that clarity on the new hospital programme structure and a response to the Trust's Outline Business Case was still awaited.

The Chief Executive highlighted approximately 3,000 staff had completed the national staff survey. There had been a higher number of respondents in comparison to the previous year. Actions to increase responses to highlight best practices and areas for improvement included leadership visibility, time to complete the survey and highlighting actions taken in response to the previous staff survey.

The Chief Executive provided an overview of staff health and wellbeing provision that included mental health support, REACT training and establishment of networks to support staff loneliness during the winter period. A cycle village with additional shower and changing facilities had also been provided. It was anticipated that the Health & Wellbeing Centre would open in Spring 2022.

The Council noted that Covid vaccinations would be mandatory for patient facing staff from April 2022. Discussions would take place with unvaccinated staff to provide support and guidance. Covid vaccinations for the first two doses was at 94.4% and 91.7%. 48% of staff had also received a Covid booster vaccination.

The Chief Executive provided an update on actions against the five strategic objectives in the previous 6 months. This had included elective recovery progress, a maternity summit and engagement in the What Matters 2021 programme. The Chief Executive highlighted the Trust

leadership related to some Integrated Care System (ICS) projects. Work was also ongoing with Primary Care to consider how the Trust could support the Primary Care colleagues. The Council noted the collaboration with Public Health to address four health inequality issues across local communities. A five year Health Innovation Partnership with the University of Reading had also been agreed. The Council noted that the Trust continued to achieve the agreed revenue, capital and cash position set for 2021/22.

In response to a query, the Chief Executive confirmed that the Buckinghamshire, Oxfordshire and Berkshire (BOB) Integrated Care System (ICS) was required to achieve 89% of 2019 elective activity to receive the Elective Recovery Funds (ERF).

A question was raised in relation to volunteers at the Trust. The Chief Executive advised that volunteers were on site. However, there was still some restrictions in relation to volunteers supporting in clinical areas. The Trust Secretary advised that the Charity were also seeking volunteers and would share this information with governors. **Action: C Lynch**

A question was raised in relation to the Walk in Health Centre re-opening in December 2021. The Chief Executive advised that additional funding had been provided for a same day access primary care hub. Communications would be provided to the public in relation to the re-opening and conditions that could be treated. The Council noted that Primary Care networks had raised concerns around demand and resource. However, this would be reviewed. It was agreed that material for the local winter campaign and the Walk in Health Centre would be shared with Governors. **Action: C Lynch**

A query was raised in relation to the Community diagnostic centres. The Chief Executive advised the Trust was the lead for the Buckinghamshire, Oxfordshire and Berkshire (BOB) ICS diagnostic programme. Approximately £12m funding had been received to increase diagnostics across the BOB ICS at three sites, that included West Berkshire Community Hospital. However, funding would be required for future years. This would increase capacity across the ICS and support work on health inequalities as diagnostic testing would be closer to home.

In response to a question on availability of workforce the Chief Executive advised this was a national issue and that work was taking place nationally to review future workforce roles. The Trust had also developed alternative roles to support patient care that included physician associate roles. The Council noted that it was anticipated that Trust Education Strategy would be published in Spring 2022 and that local colleges would be engaged to consider training options that could be provided.

In relation to a question on Health Inequalities the Chief Executive confirmed that that this would be a key focus within the refreshed Vision 2025. In addition, the Clinical Services Strategy had a greater focus on supporting earlier interventions to minimise patients requiring more intensive treatment.

A query was raised in relation to a query on a reduction of single use plastics the Chief Executive confirmed work was already in progress to address single use plastic in theatres. The national NHS Supply Chain was also working with suppliers to look at re-usability and recycling of products. However, there would still be a requirement to ensure that products met infection, prevention and control requirements.

A query was raised as to whether a venue had been found for hydrotherapy services for children and that there was a limit on the number of adults being able to attend for hydrotherapy sessions at Lynden Hill. The Chief Executive advised a site in Newbury had been located for children and the Trust had contacted the local MP to confirm this option. The Chief Executive was not aware of a limit on adults attending hydrotherapy sessions as this was requested via Individual Funding Requests (IFR) provided by the West Berkshire Clinical Commissioning Group (CCG). It was agreed this would be included on the Governor Question log and a response provided. **Action: C Lynch**

## 55/21 Annual Report and Accounts

The Chief Finance Officer provided an overview of the 2020/21 Trust group accounts that had been submitted to Parliament in September 2021. Deloitte, had issued an unqualified audit opinion and this had also been endorsed by the internal auditors, PwC. Operating costs had increased as a result of the pandemic and funds had been made available to cover Covid related costs. In addition, the Trust had been under a block funding regime during 2020/21. The Group income surplus was £8.2m in comparison to £0.3m during 2019/20. The Group cash flow at the end of the financial year was £47.7m, an increase of £20.3m in comparison to the previous year. This had related to increased funding provided on capital investment projects. Trust income was £59.7m above the budget, of which some income related to the revised NHS block contract regime and increased pension costs. Pay had also increased as a result of additional staff required to support services during the pandemic.

The Council noted that it was anticipated the Trust would achieve breakeven during 2021/22. In addition, it was expected that the budget would reduce due to a change in the funding regime. During 2020/21 the Trust delivered a £63.4m capital programme that included de-steaming of the site, chiller instillations, asbestos removal and roof repairs. The Chief Finance Officer highlighted the work of staff during the pandemic to ensure that good financial governance continued to be followed.

In relation to a query on roof leaks in North block the Chief Finance Officer advised that the roof was being repaired in sections. North Block was a listed building and repairs were completed in line with guidance from the Heritage Team of the Local Authority.

A query was raised in relation to whether the 2021/22 forecast had included the Elective Recovery Funding (ERF). The Chief Finance Officer confirmed that ERF had not been included in the budget. However, the ICS had achieved the funding target set for October and additional funding would be received.

A question was raised in relation to funds spent on the current Trust site and the potential for a new hospital build. The Chief Finance Officer advised that the Board approved the capital programme and this was reviewed in line with the Corporate Risk Register to ensure that services could continue to be provided. A space utilisation review was on-going to consider whether services in South Block annex could be relocated and this space being removed from use.

The Council noted that the Programme Director for Building Berkshire Together would attend the Governor/Chair meeting on the 9 December 2021 to provide an update on the programme.

## 56/21 Composition off the Council of Governors

The Trust Secretary advised that a meeting had taken place with the Associate Chief Nurse, Patient Experience, Workforce and Education, Associate Director of Nursing for Children and Young People and the Staff Governor, Nursing & Midwifery to discuss a youth governor. It was anticipated that a youth governor would be appointed on an annual basis from the Youth Forum. However, further work would be required to confirm the scope of the youth governor role and this would be discussed at the Youth Forum. The Trust Secretary would provide an update at the next meeting.

**Action: C Lynch**

## 57/21 Governor Question Log

The Council noted the Governor Question log. One response had been provided since the previous meeting. The Chair encouraged governors to use the question log and highlighted that responses would be provided within 28 days.

**58/21 Questions from the Public**

There were no questions from the public.

**59/21 Date of Next Meeting**

It was agreed that the next meeting would take place on Wednesday, 23 February 2022 at 17.00

**SIGNED:**

**DATE:**

**Post meeting Note:**

Clive Jones contacted following the meeting to confirm that he had been in attendance at the Annual General Meeting (AGM) and the minutes have been updated to reflect this amendment.

**Council of Governors Matters Arising Schedule**

**Agenda Item 3**

Minute Ref	Subject	Matter Arising	Owner	Update
54/21	Chief Executive Update	<p>The Chief Executive advised that volunteers were on site. However, there was still some restrictions in relation to volunteers supporting in clinical areas. The Trust Secretary advised that the Charity were also seeking volunteers and would share this information with governors.</p> <p>The Council noted that Primary Care networks had raised concerns around demand and resource. However, this would be reviewed. It was agreed that material for the local winter campaign and the Walk in Health Centre would be shared with Governors.</p> <p>The Chief Executive was not aware of a limit on adults attending hydrotherapy sessions as this was requested via Individual Funding Requests (IFR) provided by the West Berkshire Clinical Commissioning Group (CCG). It was agreed this would be included on the Governor Question log and a response provided.</p>	<p>C Lynch</p> <p>C Lynch</p> <p>C Lynch</p>	<p>The Charity Director will be attending the Membership Committee in April to discuss how governors can engage with the Charity.</p> <p>The Winter Plan material was published on the Trust website. The Walk in Health Centre was paused.</p> <p>Completed. Item included on the question log.</p>
56/21	Composition off the Council of Governors	<p>It was anticipated that a youth governor would be appointed on an annual basis from the Youth Forum. However, further work would be required to confirm the scope of the youth governor role and this would be discussed at the Youth Forum. The Trust Secretary would provide an update at the next meeting.</p>	C Lynch	This is still on-going

Minutes

## Governors Assurance Committee

Wednesday 26 January 2022

17.00 – 18.30

Video Conference Call

### Present

Mr. Tony Lloyd	(Public Governor, Wokingham) (Lead Governor) (Chair)
Mr. John Bagshaw	(Public Governor, West Berkshire & Borders)
Mr. Jonathan Barker	(Public Governor, Reading)
Mr. John Crossman	(Staff Governor, Allied Health Professionals/Scientific)
Mr. Graham Bridgman	(Partner Governor, West Berkshire Council)
Cllr. Deborah Edwards	(Partner Governor, Reading Borough Council)
Mr. Andrew Haydon	(Staff Governor, Nursing/Midwifery)
Cllr. Clive Jones	(Public Governor, Wokingham)
Dr. Sunila Lobo	(Public Governor, Reading)
Mrs. Pam Lynch	(Volunteer Governor)
Mr. William Murdoch	(Public Governor, Southern Oxfordshire)
Cllr. Parry Batth	(Partner Governor, Wokingham Borough Council)
Mr. Christopher Plumb	(Staff Governor, Admin & Management)
Ms. Roberta Stewart	(Public Governor, Wokingham)
Ms. Bet Tickner	(Public Governor, Reading)
Prof. Carol Wagstaff	(Partner Governor, University of Reading)
Mr. Paul Williams	(Public Governor, Reading)

### In attendance

Mr. Graham Sims	(Chair)
Dr. Bal Bahia	(Non-Executive Director)
Mr. Julian Dixon	(Non-Executive Director)
Mrs. Sue Hunt	(Non-Executive Director)
Mrs. Priya Hunt	(Non-Executive Director)
Mrs. Caroline Lynch	(Trust Secretary)
Mrs. Helen Mackenzie	(Non-Executive Director)
Mr. John Petitt	(Non-Executive Director)
Mrs. Hannah Travers	(Deputy Trust Secretary)

### Other Attendees

Ms. Zahra Abbas	(Senior Manager, PwC)
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### Apologies

Ms. Wendy Bower	(Partner Governor, Berkshire West CCG)
Mr. Martyn Cooper	(Public Governor, West Berkshire & Borders)
Ms. Jennie Ford	(Partner Governor, East Berkshire CCG)
Ms. Lynda Taylor	(Public Governor, East Berkshire & Borders)

### 01/22 Declaration of Interests

There were no declarations of interests.

### 02/22 Minutes for Approval: 27 October 2021 and Matters Arising Schedule

The minutes of the meeting held on 27 October 2021 were agreed as a correct record and would be signed by the Chair subject to Mr John Crossman and Ms Roberta Stewart included in the in attendance section.

The Committee noted the matters arising updates. All actions had been completed.

### 03/22 Chair Update

The Chair provided an update on the Trust operational status. There were 91 inpatients with Covid, 5 of which were in the Intensive Care Unit. Approximately 100 staff were currently isolating due to Covid. Infection prevention and social distancing measures remained in place. The Committee noted that 83% of staff had received three doses of the Covid vaccination. Discussions were continuing with staff that worked in a Care Quality Commission (CQC) defined role that were required to have received two doses of the vaccination by 1 April 2022. Re-deployment opportunities could be offered to some staff. However, this was not possible for all job roles. The Lighthouse Laboratory contract had also been renewed and would continue to support PCR testing.

The Committee noted that mutual aid had been offered to Buckinghamshire Healthcare NHS Trust to support orthopaedic procedures. In addition, system partnership working had enabled 750 ophthalmology operations to take place within a two week period. Other opportunities to reduce elective capacity was also being considered across the System.

The Chair highlighted that the Porter team had been shortlisted for two awards in the national MyPorter Awards for Porter team of the Year and Newcomer of the Year

The Chair advised that a discussion had taken place in relation to hydrotherapy provision in Berkshire and two alternative locations for adults and children were now provided by Berkshire West Berkshire Clinical Commissioning Group (CCG).

A governor queried capital funds that had been changed to revenue. The Chair of the Finance & Investment Committee advised that NHS England/ NHS Improvement (NHSE/I) had agreed the accounting treatment for capital and revenue. This had been discussed with auditors and no concerns had been raised.

### 04/22 Member Issue and Feedback

The Committee noted that members had highlighted issues with appointment letters being incorrect, often arriving after appointments as well as patients arriving for appointments that had not been scheduled. The Trust Secretary recommended that a summary of the administration issues was provided to the Corporate Governance team and shared with Electronic Patient Record (EPR) team to investigate. **Action: All**

The Committee noted positive feedback that had been provided in relation to a patient's experience with the Patient Advice and Liaison Service (PALS).

### 05/22 Group Discussion Feedback

The Committee separated into two groups, chaired by Jonathan Barker and Paul Williams to discuss recent Board sub committees and gain assurance.

Feedback from the discussions included:

- The group discussed issues related to the administration. The Chair of the Quality Committee would seek further assurance from the Executive team on administration issues related to appointments. **Action: H Mackenzie**

- The group discussed the potential impact of stress related to staff shift patterns. The Chair of the Workforce Committee advised that some staff had highlighted the benefits of flexible working. It was anticipated the Health & Wellbeing Centre would be open in 2022 and that health and wellbeing provision was already provided to staff.
- The group discussed the development of the 2022/23 budget, risk in relation to inflation on capital projects and achieving a break even position during 2021/22.
- The group sought clarity on spending of charity funds. The Chair of the Charity Committee provided an overview of types of charity funds and advised that work was progressing in relation to restricted funds being converted to unrestricted funds. Future donors were also advised of the benefits of donating to unrestricted funds.
- The group noted that the Walk in Health Centre had not opened during December 2021.
- The group discussed staff recruitment and retention. In addition, discussion had taken place in relation to opportunities for staff to participate in research and well as career development options available for nursing staff.
- The group sought assurance on the achieving objectives related to the Net Zero programme. The Non-Executive Directors advised that further work was being progressed on the Net Zero plan to define objectives as well as potential impacts on the capital plan.

#### **06/22 Date of Next Meeting**

It was agreed that the next meeting would be held on Wednesday 28 April 2022 at 17.00

**SIGNED:**

**DATE:**

<b>Title:</b>	<b>Governance Handbook</b>
<b>Agenda item no:</b>	9
<b>Meeting:</b>	Council of Governors
<b>Date:</b>	23 February 2022
<b>Presented by:</b>	Caroline Lynch, Trust Secretary
<b>Prepared by:</b>	Hannah Travers, Deputy Trust Secretary

<b>Purpose of the Report</b>	To provide the Council of Governors with the Governance Handbook That is due for bi-annual review.  A minor amendment has been made to the timeframe to circulate agendas on page 10.
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<b>What action is required?</b>	
Assurance	
Information	The Committee is asked to note the Governance Handbook
Discussion/input	
Decision/approval	

# Governance Handbook

## Council of Governors

Item	Date last reviewed by Council of Governors
Code of Conduct (C1)	23 February 2023
Roles & Responsibilities (C2)	23 February 2023
Procedural Rules for the Council (C3)	23 February 2023
Process for appointing Non-Executive Directors (C4)	23 February 2023
Role of the Lead Governor (C5)	23 February 2023
Role of Staff Governors (C6)	23 February 2023
Expenses Policy (C9)	23 February 2023
Governors' Role Description (C10)	23 February 2023

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Council of Governors - Roles and Responsibilities.....	8
Rules of Procedure for Council of Governors' Meetings .....	10
Process for the Reappointment of Non-Executive Directors.....	15
Role of the Lead Governor of the Council .....	17
The Role of Staff Governors.....	19
Expenses Policy for Governors .....	21
Governors' Role Description.....	23

## Introduction

The role of Governor is an important one as it provides a direct link between the Trust, the people who use our services, our staff, our key partner organisations and our local communities. As a Governor, you will represent the interests of your members and, as part of the Council of Governors, you will receive information from the Trust to enable you to hold the Non-Executive Directors to account for the performance of the Board.

This handbook is designed to provide you with information to help guide you in your role as a governor of the Trust. As such it contains a range of different papers which help explain to governors how they may discharge their responsibilities.

The handbook has been designed so that individual sections may be updated where necessary – as such each page has a header which clearly describes the contents of that particular section. In line with good practice for all corporate governance arrangements, the handbook will be subject to review every two years led by the trust secretary.

Other documents that will also be of interest include:

- Trust Constitution
- Monitor Publication – the NHS Foundation Trust Code of Governance
- Monitor Publication – Your Statutory Duties – A reference guide for Foundation Trust Governors
- Process for appointing a Chief Executive
- Communications Protocol between the Trust and the Council
- Protocol for the Appraisal of the Chair and Non Executive Directors
- Protocol for the appointment of Non Executive Directors
- Protocol for Governor Attendance at Part II of the Board
- Council Sub-Committees terms of reference (C7)
- Sub-Committee organisational Chart (C8)

## Code of Conduct for Council of Governors

### Introduction

1. This Code seeks to outline appropriate conduct for Governors and addresses both the requirements of office and their personal behaviour. Ideally any penalties for non-compliance would never need to be applied; however a code is considered an essential guide for Governors, particularly to provide a source of guidance and advice to those who are newly elected.
2. As a member representative, sometimes dealing with difficult and confidential issues, Governors are required to act with discretion and care in the performance of their role. Governors are required to maintain confidentiality with regard to information gained via their involvement with the Trust.
3. The Code seeks to expand on and complement our Constitution.
4. All Governors are expected to sign a declaration to confirm that they will comply with the Code in all respects and that, in particular, they support the Trust's objectives.

### Qualifications for office

5. Governors must continue to comply with the qualifications required to hold public office throughout their period of tenure. The Trust Secretary must be advised of any changes in circumstance which may disqualify a Governor from continuing in office. For example, a Governor moving out of the constituency they were elected by or (other than the elected staff governors) becoming an employee of the Trust.
6. All Governors will be expected to understand, agree and promote the Trust's Equal Opportunities Policy in every area of their work.
7. One of the key objectives of the Council of Governors is to promote social inclusion throughout its work. As such, the development and delivery of initiatives should not prejudice any part of the community on the grounds of age, race, sex, disability, marital status, gender re-assignment, sexual orientation or religious belief. The promotion of any personal or political view that undermines this prime objective of the Trust are grounds for dismissal from the Council of Governors.
8. Elected Governors (ie not partner governors) who are members of any trade's union, political party or other organisation should recognise that they will not be representing those organisations (or the views of those organisations) but will be representing the constituency (public or staff) that elected them.
9. Governors are expected to uphold the seven principles of public life as detailed by the Nolan Committee (please see below).

### Role and function of the Council of Governors

#### 10. Governors must:

- Adhere to the Trusts rules and policies, including the Constitution, Standing Orders and Standing Financial Instructions, and support its objectives, in particular those relating to NHS Foundation trust status and developing a successful Trust
- Act in the best interests of the Trust at all times
- Contribute to the working of the Council of Governors in order for it to fulfil its role and functions as defined in the Constitution
- Recognise that their role is a collective one. Collective decision making is exercised at Council meetings and Governors support decisions made by the Council even if against their own wishes. The outcome of collective decision making is recorded in the minutes. Outside Council meetings a Governor has no more rights and privileges than any other member.
- Support and assist the Chief Executive, as Accountable Officer, in his / her responsibility to answer to the Independent Regulator of NHS Foundation Trusts, NHS Improvement (previously Monitor), Commissioners and the Public in terms of fully and faithfully declaring and explaining the use of resources and the performance of the Trust in putting national policy into practice and the delivery of NHS targets.

#### **Confidentiality**

11. All Governors are required to respect the confidentiality of the information they are made privy to as a result of their membership of the Council of Governors.

#### **Conflicts of Interest**

12. Governors should be honest and act with the utmost integrity, probity and objectivity and in the best interests of the Trust in performing their duties. They should not use their position for personal advantage or seek to gain preferential treatment. They should declare any conflicts of interest which may arise and should not vote on any such matters. If in any doubt they should seek advice from the Trust Secretary. It is important that conflicts of interest, actual or potential, are addressed and are seen to be actioned in the interests of the Trust and all the individuals concerned.

13. Governors must declare any involvement they may have in any organisation with which the Trust may be considering entering a contract.

14. There will be a register of Interests in which Governors must enter any pecuniary and non-pecuniary interests. Failure to do so may result in dismissal from the Council of Governors. The Register of Governors interests is a public document that will be available on the Trust's web site and by request to the Trust Secretary.

#### **Meetings of the Council of Governors**

15. Governors have a responsibility to attend meetings of the Council of Governors. When this is not possible they should submit an apology to the Trust Secretary in advance of the meeting.

16. Absence from the Council of Governors meetings without good reason established to the satisfaction of the Council of Governors is grounds for dismissal. Absence from three consecutive meetings will result in the Governor being deemed to have resigned their position unless the grounds for absence are deemed to be satisfactory by the Council of Governors.
17. Governors are expected to attend for the duration of each meeting.

### **Personal Conduct**

18. Governors are required to adhere to the highest standards of conduct in the performance of their duties. In respect of their interaction with others they are required to:
  - Ensure that fellow Governors are valued as colleagues and that judgements about colleagues are consistent, fair and unbiased and are properly founded.
  - Adhere to good practice in respect of conduct of meetings and respect the views of their fellow Governors
  - Be mindful of conduct which could be deemed to be unfair or discriminatory
  - Treat the Trust's Directors, other employees and fellow Governors with respect and in accordance with the Trust's policies.
  - Recognise that the Council of Governors and management have a common purpose, ie the success of the Trust, and so demonstrate their commitment to working as a team member by working with all their colleagues in the NHS and the wider community.
  - Conduct themselves in a manner which reflects positively on the Trust. When attending external meetings or any other events it is important for Governors to be ambassadors for the Trust.
  - Seek to ensure that the membership of the constituency, or partner organisation, they represent are properly informed and that their views are fed back to the Trust.

### **Communication**

19. With regard to liaison with the media, Governors must seek the advice of the Trust Secretary before making comment to or responding to the media.
20. Governors must comply with the Rules of Procedure for Council of Governors meetings when submitting items for consideration by the Council.
21. Issues of a key or strategic nature should be submitted to the Chair or Secretary in writing.

## **Accountability**

22. Governors are accountable to the membership and should demonstrate this. They should attend events and provide opportunities to interface with the members or partner organisations they represent in order to best understand their views.

## **Training and development**

23. Training and development are essential for Governors, as for all staff, in ensuring effective performance of their role. Governors will be expected to participate in training and development as provided by the Trust, including mandatory induction events.

## **Visits to Trust Premises**

24. Governors will undoubtedly wish, as part of their role, to visit Trust premises. However, Governors will recognise that, as the Trust buildings are busy facilities it is important for visits to be planned to coincide with operational requirements and may need to be conducted in groups to maximise staff availability.
25. When the Governors wish to visit the premises of the trust in a formal capacity as opposed to individuals in a personal capacity, they should liaise with the Trust Secretary to make the necessary arrangements.

## **Non-compliance with the Code of Conduct**

26. Non-compliance with this Code of Conduct may result in action being taken as follows:

- Where misconduct takes place the Chair may be authorised to take such action as may be immediately required, including the exclusion of the person concerned from a meeting.
- Where such misconduct is alleged, it shall be open to the Council of Governors to decide, by simple majority of those in attendance, to lay a formal charge of misconduct. In such instances it will be the responsibility of the Council of Governors to:
  - Notify the Governor in writing of the charge/s, detailing the specific behaviour which is considered to be detrimental to the trust, and inviting and considering their response within a defined timescale.
  - Inviting the governor to address the Council of Governors in person if the matter cannot be resolved satisfactorily through correspondence.
  - Deciding, by simple majority of those present and voting, whether to uphold the charge of conduct detrimental to the trust.
  - Impose such sanctions as shall be deemed appropriate. Sanctions will range from the issuing of a written warning as to the Governors future conduct and consequences, non-payment of expenses and the removal of the governor from office.
- In order to aid participation of all parties, it is imperative that all Governors observe the points of view of others and conduct likely to give offence will not be permitted. The Chair will reserve the right to ask any member of the Council of Governors who (in his / her opinion), fails to observe the code to leave the meeting.

27. This Code of Conduct does not limit or invalidate the right of the Governor or the Trust to act under the Constitution.

### **The Seven Principles of Public Life (Nolan Principles)**

#### **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 other material benefits for themselves, their family, or their friends.

#### **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.

#### **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.

#### **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.

#### **Openness**

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

#### **Honesty**

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

#### **Leadership**

Holders of public office should promote and support these principles by leadership and example.

#### **Declaration:**

I ..... (print name) agree to abide by the Code of Conduct of the Council of Governors of The Royal Berkshire NHS Foundation Trust.

**Signature** .....

**Date** .....

## Governance Handbook Section C2

### Council of Governors - Roles and Responsibilities

#### Introduction

1. This document sets out the roles and responsibilities of the Foundation Trust Council of Governors. It also covers issues relating to the conduct of the Council.
2. The information in this note is based on the provisions of the Constitution of the Royal Berkshire Hospital Foundation Trust and NHS Improvement guidance.

#### Statutory Duties and Powers of the Council of Governors

The Health and Social Care Act 2012 sets out the statutory duties and powers of the Council of Governors. These include:

- To hold the non-executive directors individually and collectively to account for the performance of the Board of Directors;
- To represent the interests of the members as a whole and the interests of the public;
- To appoint and if appropriate, remove the Chair and the other non-executive Directors;
- To approve an appointment (by the non-executive Directors) of the chief executive;
- To decide the remuneration and allowances, and the other terms and conditions of office, of the non-executive Directors;
- To appoint and if appropriate remove the Trust's auditor;
- To be presented with the annual accounts, any report of the auditor on them and the annual report at a general meeting of the Council of Governors
- Approve 'significant transactions'
- Approve 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 principle purpose which is to provide goods and services for the health service in England, or performing other functions

#### Constitutional Duties of the Council of Governors

3. Alongside these statutory powers, the Constitution makes provision for the Council to carry out other duties
  - To provide their views to the Board of Directors when the Board of Directors is preparing the document containing information about the Trust's forward planning;
  - to respond as appropriate when consulted by the Board of Directors in accordance with this constitution;

- to undertake such functions as the Board of Directors shall from time to time request;
  - from time to time to review and make recommendations regarding the Trust's membership strategy and its policy for the composition of the Council of Governors and of the non-executive Directors;
4. In exercising the above roles, the Council of Governors must recognise that the business of the Trust is to be managed by the Board of Directors. The Health and Social Care (Community Health and Standards) Act, 2003 provides that all the powers of the NHS Foundation Trust are to be exercised by its directors. The Council of Governors cannot, therefore, veto decisions made by the Board of Directors.

## Rules of Procedure for Council of Governors' Meetings

### 1. Authority

These rules of procedures shall be agreed at the first meeting of the Council of Governors. Subsequent amendments will be made in accordance with Rule 18.

### 2. Meetings

Full Council of Governors' Meetings will be held on at least four occasions each year; one meeting will be the Annual Members Meeting. The Trust Secretary will publish the dates, times and locations of meetings for the year in advance. Other, or emergency, Governors' meetings may be called in accordance with the Constitution, giving at least 14 days notice.

### 3. Agendas and papers

Agendas and supporting papers will normally be issued to arrive with Governors no later than 4 days in advance of the meeting. Draft minutes of the previous meeting will be circulated with these papers for approval as a specific agenda item.

### 4. Reports from the Executive Directors

A governor may ask any question through the Chair without notice upon a report from an Executive Director, or other officer of the Trust, when that item is being received or under consideration by the Council. Unless the chair decides otherwise no statements will be made other than those which are strictly essential to define the question, which should last no longer than 3 minutes. A governor who has put such a question may also put one supplementary question but only if the supplementary question arises directly out of the reply given. The chair may reject any question from any governor if in his or her opinion the question is substantially the same as a question which has already been put to that meeting or a previous meeting of Council.

A Governor requesting an item for consideration by the Council must submit the request not less than 21 days in advance of the meeting to the Trust Secretary

### 5. Questions on Notice at Council of Governors Meetings

Questions on notice are defined as questions from governors about matters which are directly in relation to matters over which the Council has powers or duties or which affects the area covered by the Trust. Subject to paragraph 6 a governor of the Council may ask:

- the Chair
- another Governor
- an Executive Director
- the chairperson of any body who may be present

Questions referred to in sections 6-8 are those of a formal nature. It is not intended that these procedures will apply for questions asked in the normal course of discussion on an item.

## **6. Notice of Questions**

A governor may only ask a question under paragraph 5 if either:

- (a) they have given at least 14 working days notice in writing of the question to the Secretary (although the Chair has discretion to accept a question submitted with less notice). For the purposes of this Procedure Rule, receipt of any such questions via electronic means is considered acceptable; or
- (b) the question relates to urgent matters; they have the consent of the person to whom the question is to be put, and the content of the question is given to the Secretary by 10:00 on the day of the meeting (if the meeting is scheduled for the afternoon) or by 14:00 on the preceding day (if the meeting is scheduled for the morning). Urgent is defined as a matter which will adversely affect the Trust within the next 7 days.

## **7. Response**

An answer may take the form of:

- (a) a direct oral answer;
- (b) where the desired information is in a publication of the Trust or other published work, a reference to that publication; or
- (c) where the reply cannot conveniently be given orally, a written answer circulated within 20 working days to the questioners;
- (d) a brief oral answer supplemented by a written answer circulated later to the questioner.

## **8. Supplementary Question**

A governor asking a question under 5 above may ask one supplementary question (lasting no longer than 3 minutes) without notice of the person to whom the first question was asked. The supplemental question must arise directly out of the reply.

## **9. Motions, amendments or alterations or withdrawals of motions-General Provisions**

The rules which follow in this part of the constitution in relation to the moving, amendment, alteration or withdrawal of motions shall in no way operate at any time to avoid or circumvent compliance with any other approved rules of committee and therefore shall be construed accordingly.

## **10. Motions on Notice**

### 10.1 Notice

Motions may only be submitted by Governors and must be received by the Trust Secretary in writing at least two weeks prior to the meeting at which they are to be considered, together with any relevant supporting paper. Except for motions which can be moved without notice under Rule 11, written notice of every motion signed or transmitted by at least 2 governors, is required. For the purposes of this Procedure Rule, receipt of any such motions via electronic means is considered acceptable.

### 10.2 Motion set out in agenda

Motions for which notice has been given will be listed on the agenda in the order in which notice was received, unless the governor giving notice states, in writing, that they propose to move it to a later meeting or withdraw it.

### 10.3 Scope

Motions must be about matters for which the Council has a responsibility or which affect the area covered by the Trust.

## **11. Motions without Notice**

The following motions may be moved without notice:

- (a) in relation to the accuracy of the minutes;
- (b) to change the order of business in the agenda;
- (c) to refer something to an appropriate body or individual;
- (d) to appoint a working group arising from an item on the agenda for the meeting;
- (e) to receive reports or adopt recommendations made by the Board of Directors;
- (f) to withdraw a motion;
- (g) to amend a motion;
- (h) to proceed to the next business;
- (i) that the question be now put;
- (j) to adjourn a debate;
- (k) to adjourn a meeting;
- (l) to suspend a particular Council Procedure Rule; a rule may be suspended by motion on notice or without notice if at least one half of the whole number of governors of the Council are present. Suspension can only be for the duration of the meeting.
- (m) to exclude the public and press in accordance with the Access to Information

Rules;

- (n) to not hear further a governor, or to exclude them from the meeting. If a governor persistently disregards the ruling of the Chair by behaving improperly or offensively or deliberately obstructs business, the Chair may move that the governor be not heard further. If seconded, the motion will be voted on without discussion. If the governor continues to behave improperly after such a motion is carried, the chair may move that either the governor leaves the meeting room or that the meeting is adjourned for a specified period. If seconded, the motion will be voted on without discussion.
- (o) to give the consent of the Council where its consent is required by the Constitution.

## **12. Urgent Motions**

Urgent motions may only be submitted by a Governor and must be received by the Secretary in writing before the commencement of the meeting. Acceptance of such motions for inclusion on the Agenda will be at the discretion of the Chair. Urgent is defined as a matter which will adversely affect the Trust in the next 7 days.

## **13. Any Other Business**

There will not be an agenda item entitled "Any Other Business".

## **14. Speaking Rules**

This rule applies to all forms of speech/debate by governors or members of the public in relation to the motion or question under discussion.

### **14.1 Content and length of speeches**

Approval to speak will be given by the Chair. Governors will be heard first, and after their debate is complete the Chair will ask for any questions/comments from members of the public. Speeches must be directed to the motion or question under discussion or to a personal explanation or point of order. A speech in support of a proposal should not exceed five minutes. The Council has the discretion to extend the time allowed for a speech on an item. Any reply may not exceed three minutes (although the Council has discretion to extend the time allowed). In the interests of time the Chair may limit the number of replies which are heard. The public will be invited to ask questions on an item before a decision is made.

### **14.2 When a person may speak again:**

A person who has spoken on a motion may not speak again whilst it is the subject of debate, except:

- (a) to speak once on an amendment moved by another governor;
- (b) to move a further amendment (governors only) if the motion has been amended since he/she last spoke;
- (c) if his/her first speech was on an amendment moved by another governor, to speak on the main issue (whether or not the amendment on which he/she spoke was carried);

(d) in exercise of a right of reply;

(e) on a point of order.

### 14.3 Identification

All speakers must state their name and role before starting to speak to ensure the accuracy of the minutes.

## 15. Attendance

Governors who are unable to attend the Council of Governors meeting should advise the Trust Secretary in advance of the meeting so that their apologies may be submitted.

## 16. Quorum

Ten Governors including not less than five Public Governors shall form a quorum.

Governors unable to attend a Council meeting must advise the Trust Secretary at the earliest opportunity so as to ensure a quorum will be present.

## 17. Chair

The Council of Governors will be chaired as follows:

- By the Chair of the Trust, or in their absence:
- By the Deputy Chair of the Trust, or in their absence:
- By another Non-Executive Director

If the Council of Governors is dealing with matters of succession of the Chair, then the Deputy-Chair of the Council of Governors will preside.

## 18. Amendments to the Rules of Procedure

These rules of procedure may only be amended at the Annual General Meeting or at a meeting specially convened for the purpose. A motion to change the Rules of Procedure must be signed by a majority of Governors and submitted to the Secretary in writing at least 21 days before the meeting.

## 19. Disputes between the Council of Governors and Board of Directors

In situations where any conflict arises between the Board of Directors and the Council of Governors, then the decision of the Chair shall normally be final. However there may be circumstances where the Chair feels unable to decide owing to a conflict of interest. In such a situation, the Chair will initiate an independent review to investigate and make recommendations. Normally this will be achieved by inviting the Chair of another foundation trust to conduct the review, and the choice of individual will be agreed by both the Council and Board.

## Process for the Reappointment of Non-Executive Directors

### Protocol Agreed by the Board and Council of Governors

#### Legal Requirements

1. Non-Executive Directors of the Trust are appointed for a term of office of three years (paragraph 10.6 of the Constitution). The reappointment of a Non-Executive Director at the end of a term of office rests with the Council of Governors.
2. Any reappointment of a Non-Executive Director shall be subject to a satisfactory appraisal carried out in accordance with procedures which the Board of Directors has approved (paragraph 10.6 of the Constitution).
3. Monitor's Code of Governance, first published after the authorisation of the Trust, in September 2006, contains the following provision

Code provision B.7.1; Non-executive directors, including the chair, should be appointed by the board of governors for specified terms subject to re-appointment thereafter at intervals of no more than three years and to the 2006 Act provisions relating to the removal of a director. The chair should confirm to the governors that, following formal performance evaluation, the performance of the individual proposed for re-appointment continues to be effective and to demonstrate commitment to the role. Any term beyond six years (eg two three-year terms) for a non-executive director should be subject to a particularly rigorous review, and should take into account the need for progressive refreshing of the board. Non-executive directors may in exceptional circumstances serve longer than six years (eg two three-year terms following authorisation of the NHS foundation trust) but subject to annual reappointment. Serving more than six years could be relevant to the determination of a non-executive director's independence.

#### Protocols Agreed Between the Board and Council of Governors

4. The Board and the Council of Governors recognise and confirm that
  - (a) the process for the reappointment of Non-Executive Directors will be agreed by the Council of Governors, taking into account so far as is possible the views of the Board of Directors
  - (b) the Council of Governors, acting on the advice of the Governors Nominations & Remuneration Committee, will identify and keep under review, the information considered necessary to support a discussion on the reappointment of a Non-Executive Director. The Board and the individual Non-Executive Director will seek to supply the information requested in a timely manner

- (c) the confidential nature of the information supplied to the Nominations & Remuneration Committee when considering a reappointment, and of the discussions at meetings, is recognised
  - (d) the Council of Governors will make the final decision on whether or not to reappoint a Non-Executive Director, acting on the advice of the Governors Nominations & Remuneration Committee
  - (e) a decision not to reappoint a Non-Executive Director will result in either an open recruitment process or the position not being filled. In making a decision not to reappoint the Governors Nominations & Remuneration Committee and the Council of Governors will take into account the Code of Governance provision B.1.2 that at least half the board of directors, excluding the chair, should comprise non-executive directors determined by the board to be independent.
5. The purpose of the process set out in this document is to support the Board and the Council in working together to ensure that the arrangements for considering the reappointment of Non-Executive Directors is completed to the satisfaction of the individual postholders, the Board and the Council

### **The Reappointment Process**

6. The following steps will constitute the agreed process for consideration of the appointment of a Non-Executive Director
- (a) the reappointment of a Non-executive Director is considered by the Council's Nominations & Remuneration Committee, which makes a recommendation to the Council of Governors
  - (b) the following information is submitted to the meeting at which the reappointment is considered
    - A summary of the individual's last three years appraisals, submitted by the Chair of the Trust. In the case of the reappointment of the Chair, this information will be submitted to the Committee by the Senior Independent Director
    - A statement from the individual seeking reappointment
    - A summary of the individuals attendance at Board and committee meetings since their appointment
    - An assessment, provided by the Chair (or Senior Independent Director in the case of the reappointment of the Chair) of the balance of skills of the Non-Executive team on the Board and the individuals contribution to this
    - As background information to the discussion, the Committee will be provided with the Charter of Expectations, which sets out the skills required from and the expectations of Board members, and any employment advice from the Chief People Officer.
7. The Nominations & Remuneration Committee will be entitled to request any further information that it deems necessary to be able to make a recommendation to the Council of Governors.

## Governance Handbook Section C5

### Introduction

The NHS Foundation Trust Code of Governance requires foundation trusts to have a nominated Lead Governor.

Guidance issued by NHS Improvement states that the principle role of the Lead Governor is to facilitate communication between NHS Improvement and the Council of Governors if required. This will be in a limited number of circumstances and in particular where it may not be appropriate to communicate through the normal channels, which in most cases is through the Chair or Trust Secretary.

It is not anticipated that there will be regular direct contact between NHS Improvement and the Council of Governors in the ordinary course of business. Where this is necessary, it is important that it happens quickly and in an effective manner. To this end, a lead governor should be appointed and contact details provided to NHS Improvement and then updated as required. The Lead Governor must be a public governor.

A Governor seeking election as Lead Governor will be required to submit a written statement to the Trust Secretary in support of their candidature by a specific deadline. The statement must not be in excess of 300 words. Statements will be circulated to all Governors by the Trust Secretary by email following the expiry of the deadline for submission. Governors shall be provided with a deadline to register an electronic vote by email.

### Regulatory, Constitutional and Governance Roles

1. To chair the Council of Governors in the absence of the Chairman and non-executive directors
2. To chair the Annual General Meeting in the absence of the Chair
3. To participate in the process for the appointment of the Chair of the Trust and non-executive directors
4. To chair the membership Committee when it deals with any dispute concerning membership of a constituency, the right to membership of the Trust or the conduct of individual Governors

5. To participate in the process for the appraisal of the Chair.

### **Liaison and Engagement**

6. To encourage communication and positive working relationships between Governors
7. To establish good working relations and two-way lines of communication with the Chair and Non Executive Directors, creating a climate within which the interests and views of the Council of Governors can be taken forward
8. To meet with the Trust Secretary if required to discuss, and seek a response to, issues of interest and/or concern to the Council and Governors
9. To communicate with Governors on issues of significance, concern or interest between meetings of the Council
10. To work with the Chair to promote effective relationships and open communication, between Board Directors and Governors
11. To support the Chair in developing an open dialogue in the Council of Governors
12. To act as spokesperson for the Council of Governors, both internally in the Trust and externally, recognising the requirements of the Code of Conduct for Governors
13. To host membership engagement events as Lead Governor and as a constituency governor
14. To present to the Annual General Meeting on the work of the Council of Governors

### **Developmental**

15. To support the induction of new Governors, acting as a mentor/buddy where appropriate
16. To work with the Chair and Trust Secretary to identify opportunities for the development of the Council of Governors

### **Appointment Process**

17. The election shall take place one month before each Trust AGM.
18. The election shall be conducted by secret ballot and shall be organised by the Trust Secretary or their nominee.
19. Any newly elected Lead Governor shall serve for a period of two years without the requirement to seek re-election on the first anniversary of initial appointment.



20. In the event of the resignation of the existing Lead Governor for any reason, an election for a replacement shall take place as soon as practicable. The term of office of the replacement Lead Governor shall cease at the conclusion of the second Trust AGM following appointment.

21. A Lead Governor can serve for a maximum period of three years.

## The Role of Staff Governors

The Staff Governor will be expected to undertake a range of duties, either as an individual Staff Governor or as a member of the Council of Governors. The Staff Governor will contribute to the development of the Foundation Trust, assisting the Trust to set high standards by planning for the future.

Providing an 'ear and a voice for staff members' is key to this role, ensuring staff views are represented and communicated to the highest levels within the organisation. Staff Governors play a significant part in communicating the work of the Council of Governors into the Trust. They contribute fully to delivering the Council of Governors statutory responsibilities for appointing Non Executive Directors and the Trusts Auditors and working with the Board of Directors in developing and monitoring plans and in particular receiving the Trust's annual plan.

### Principal Responsibilities

The responsibilities of Staff Governors fall into three main areas

- Discharging the Council's statutory responsibilities
- Contributing to the development of the Council of Governors as a part of the governance framework of the Trust
- Engaging with and representing the staff constituency

A Staff Governor will:

1. Contribute to the efficient and effective discharge of the Council of Governors statutory responsibilities discharge, namely
  - Selection of Chair and Non Executive Directors and approval of the Chief Executive appointment.
  - Selection of the Trusts External Auditors
  - Receive the annual accounts, auditors report and annual report
  - Attend the Annual General Meeting.
  - Help determine the strategic direction and forward plans for the Trust
2. Contributing to the development of the Council of Governors as an effective part of the governance framework within the Foundation Trust, through
  - (a) Contribute to the effective development and future direction of the Foundation Trust by establishing and maintaining good working relationships with other Governors and with staff particularly in relation to their own staff constituency.
  - (b) Assist the Foundation Trust to be responsive to the needs of patients and the local community
  - (c) Attend and vote on issues according to their knowledge, experience and as a result of debate at the Council of Governors.
  - (d) Participate and contribute to working groups or sub committees.
  - (e) Attend Council of Governors meetings
  - (f) Adhere to the policies and procedures of the Trust, and sign up to the Code of Conduct of Governors.
3. Engaging with and representative of the views of the staff constituency
  - (a) Assist the Foundation Trust to be responsive to the needs of staff groups and act as an 'Ear and Voice for staff members' at the highest level.
  - (b) Develop strategies, in consultation with the Chair and Board of Directors that enable them to represent staff opinions at Governors' meetings.

- (c) Take a particular interest in ensuring effective communication between the Council of Governors and staff of the Trust.
- (d) Undertake departmental visits to consult with staff and identify examples of good practice and areas of concern.
- (e) Meet with the Board of Directors to deliver staff feedback and to plan, monitor and review progress relating to Governor work streams.
- (f) Identify opportunities to promote the work of the Staff Governors across the Trust.

# Expenses Policy for Governors

## 1. Introduction

1.1 This policy lays down the guidelines under which Governors may be reimbursed for legitimate travel expenses described below incurred in the course of their duties as Governors of the Royal Berkshire Hospital NHS Foundation Trust.

1.2 This policy is approved by the Board Nominations & Remuneration Committee.

## 2. Principles

1. The position of governor of a foundation trust is voluntary and it is a fundamental principle that no governor shall receive any form of salary for being a governor.
2. Expenses will only be reimbursed for the following expenditure
  - (i) Travel expenses by the cheapest available means to attend Council, Members and local constituency meetings arranged by the Trust. Mileage rate, where authorised, will be paid at a rate of 43p per mile for eligible mileage
  - (ii) Parking and toll charges incurred as a direct result of attending the above meetings
  - (iii) Subsistence allowance where the Governor is away from home either, between 5 and 10 hours (£5 maximum), or over 10 hours (£10 max) for the purpose of attending one of the meetings specified in (i) above, and where no refreshment is provided at the Trust's expense. Overnight expenses will only be paid in exceptional circumstances (and will be agreed by the Trust Secretary, in consultation with the Chair). Periods away from home are calculated from the times of leaving and returning home
  - (iv) Expenses involved if a governor is required to employ a registered carer to look after a dependent relative, including childcare expenses, whilst the governor is attending meetings of the Council of Governors, its committees, topics groups or other meetings, events or forums called by the Trust Secretary. All receipted and reasonable invoices will be reimbursed.

## 3. Process for Reimbursement / Submission of Claims

- 1.1. Claims must be made using the Governor Expenses Claim Form which is available upon request from the Corporate Governance Team.
- 3.2 The form must be completed in full and signed and dated by the claimant.
- 3.3. Any expenses that include car parking, or train travel, must have the relevant receipt attached to the form.
- 3.4. The Trust Secretary shall verify that the claim relates to an authorised attendance at an event prior to being sent to the payroll team.
- 3.5. Governors remain wholly responsible for the compilation and accuracy of their claims. Claims will only be reimbursed direct to a nominated bank or building society in accordance with the Trust's accounting timetable.

3.6 Claim forms should be submitted on a quarterly basis as follows:

- Claims for expenses incurred between 1 April and 30 June should be submitted in June-July;
- Claims for expenses incurred between 1 July and 30 September should be submitted in September-October;
- Claims for expenses incurred between 1 October and 31 December should be submitted in December-January;
- Claims for expenses incurred between 1 January and 31 March should be submitted by 5 April.

This year-end deadline is required to allow the Trust to comply with the Health & Social Care Act 2012 and publish details of annual governor expenses in its annual report. Governor who requires reimbursement within 1 month of incurring expenses may submit their claim form sooner if they wish to do so.

#### 4. Claims for Damages and Losses

4.1 Governors are at all times responsible for any personal effects, materials or equipment that they choose to carry with them in undertaking their role as a Governor. The Trust is not responsible for the loss of any such items.

# Governors' Role Description

## ROYAL BERKSHIRE NHS FOUNDATION TRUST GOVERNORS' JOB DESCRIPTION

### SECTION 1 - JOB DETAILS

Job Title: Governor

Area: Council of Governors

Location/Base: Trust-wide

### SECTION 2 – JOB SUMMARY

A Governor is part of the Council of Governors and represents the interests of local communities, partners and Royal Berkshire NHS Foundation Trust Members in the development of the organisation.

Governors are a key community and member link for the Trust. Governors are responsible for feeding back to the Trust, via the Council of Governors, the views and ideas of the members they represent. Governors will develop membership in two main ways: by overseeing the development and implementation of the Membership Strategy; and by direct engagement with Members.

The Council of Governors is responsible for ensuring that the Trust conducts its business in a way that reflects its purpose. Part of their role is making sure that the views of people who use the Trust's services and local communities are taken into account when plans for services are being developed.

The Council of Governors is also expected to hold the non-executive directors to account for the performance of the Board of Directors. The Council of Governors, usually via the Lead Governor is entitled to inform NHS Improvement should there be any concerns about the leadership provided to the Trust which could not be resolved at a local level.

### MAIN DUTIES & RESPONSIBILITIES

#### **Individual Duties and Responsibilities**

- To abide by the Code of Conduct
- To uphold the values of the Trust
- To comply with the policies and procedures of the Trust including the Trust Constitution.
- To attend meetings of the Council of Governors, its Committees and Groups
- To attend membership events held in their constituency and to develop mechanisms for eliciting the views of members in their area

#### **Collective Duties and Responsibilities as part of Council of Governors**

##### **Statutory Responsibilities**

- To hold the non-executive directors individually and collectively to account for the performance of the Board of Directors;
- To represent the interests of the members as a whole and the interests of the public;
- To appoint and if appropriate, remove the Chair and the other non-executive Directors;
- To approve an appointment (by the non-executive Directors) of the chief executive;
- To decide the remuneration and allowances, and the other terms and conditions of office, of the non-executive Directors;

- To appoint and if appropriate remove the Trust's auditor;
- To be presented with the annual accounts, any report of the auditor on them and the annual report at a general meeting of the Council of Governors
- To provide their views to the Board of Directors when the Board of Directors is preparing the document containing information about the Trust's forward planning; Approve amendments to the Constitution
- Approve 'significant transactions'
- Approve 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 principle purpose which is to provide goods and services for the health service in England, or performing other functions

### **Other Responsibilities**

- To represent the interests of the local community, including the people who use the Trust's services and their carers.
- To act as a Trust representative in the community providing talks to local groups and at community events
- To act as a source of ideas about how the Trust can provide its services in a way that meets the needs of the communities it serves
- To oversee the Foundation Trust's Membership Strategy and encourage membership
- To be potentially part of key committees:
  - o Membership Committee
  - o Nominations and Remuneration Committee
  - o Governors Assurance Committee

### **COMMITMENT**

It is difficult to gauge the time commitment which will be required from Governors and, in part, this will depend on how much time Governors can devote to the role.

The Council of Governors meets 4 times per year and there will also be other formal and informal meetings.

A Governor is required to attend at least two Council meetings per year and might expect to attend another eight formal and informal meetings.

### **FEEDBACK**

Group and individual development needs will be identified through the activities undertaken and the outcomes achieved.

The performance of the Council as a collective group will be evaluated so as to inform the future development requirements and priorities of tasks undertaken by the Council.

### **CONDUCT**

Governors are ambassadors of the Trust and must at all times comply with the Council of Governors' Code of Conduct.

Where a Governor conducts him or herself in a manner that breaches the code of conduct or otherwise brings the trust into disrepute, adversely affects public confidence in, or prejudices the work of the trust, they will be deemed to be in breach of the terms of their office.



<b>Title:</b>	<b>Council Attendance 2021</b>
<b>Agenda item no:</b>	10
<b>Meeting:</b>	Council of Governors
<b>Date:</b>	23 February 2022
<b>Presented by:</b>	Caroline Lynch, Trust Secretary
<b>Prepared by:</b>	Hannah Travers, Deputy Trust Secretary

<b>Purpose of the Report</b>	<p>To set out Governor attendance at Council of Governors meetings during the 2021 financial year.</p> <p>Governor attendance records at Council meetings are included in the Trust's Annual Report each year.</p>
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<b>Report History</b>	None
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<b>What action is required?</b>	
Assurance	
Information	
Discussion/input	The Council is asked to review and note the attendance figures.
Decision/approval	

Council attendance – April 2021 – November 2021

Name	24 Feb 2021	26 May 2021	14 Sept 2021	29 Sept 2021	24 Nov 2021	Number of meetings attended	Number of possible meetings
Mr. Brian Painting						0	1
Mr. Jonathan Barker	√	√	√	√	√	5	5
Mr. Paul Williams	√	√	√	√	√	5	5
Ms. Sunila Lobo	√		√	√	√	4	5
Ms. Bet Tickner	√		√	√	√	4	5
Mr. Clive Jones	√	√		√	√	4	5
Mr. Tony Lloyd	√	√	√	√	√	5	5
Ms. Fiona Anderson	√	√		√	√	4	5
Ms. Roberta Stewart					√	1	1
Mr. Ross Carroll	√	√		√	√	4	5
Mr. Martyn Cooper	√	√	√	√		4	5
Mrs. Alice Gostomski	√	√		√	√	4	5
Mr. John Bagshaw	√			√	√	3	5
Mr. William Murdoch	√	√	√	√	√	5	5
Ms. Pam Lynch	√	√	√	√		4	5
Mr. Chris Plumb					√	1	1
Mr. John Crossman	√	√	√	√	√	5	5
Mr. Andrew Haydon	√	√		√		3	5
Ms. Wendy Bower				√	√	2	5
Mr. Victor Koroma	√			√	√	3	5
Cllr Deborah Edwards				√	√	2	3
Cllr Parry Batth		√				1	4
Cllr Graham Bridgman	√	√		√	√	4	5
Prof. Carol Wagstaff				√	√	2	3

<b>Title:</b>	<b>Governor Question Log</b>
<b>Agenda item no:</b>	11
<b>Meeting:</b>	Council of Governors
<b>Date:</b>	23 February 2022
<b>Presented by:</b>	Caroline Lynch, Trust Secretary
<b>Prepared by:</b>	Hannah Travers, Deputy Trust Secretary

<b>Purpose of the Report</b>	To provide the Council of Governors with an overview of the Governor Question Log since the last meeting.
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<b>Report History</b>	None
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<b>What action is required?</b>	
Assurance	
Information	The Council of Governors is asked to note the report.
Discussion/input	
Decision/approval	

## 1 Background

- 1.1 The Governor Question Log was created in order to record issues and the Trust's progress in dealing with them. It was not intended to be used as a general purpose question log.

## 2 Scope of the Governor Question Log

The Question Log is designed to capture two broad kinds of issues:

- Strategic Issues – fundamental policy questions or critical challenges affecting the organisation, strategy, goals, resources, stakeholders, structure, processes, management, governance or service mix.
- Other significant outstanding problems or questions, where it is important to have a plan of action to identify responsibility for resolution and to track progress.

## 3. Categorising Issues

3.1 The recommended set of categories for the Governor Question log are:

- Strategy
- Services
- Patient Experience
- Marketing
- Change Management
- Staffing/Skills
- IT
- Systems & Processes
- Business/Finance
- External Stakeholders

## 4. Attachments

4.1 Appendix 1 – Governor Question Log

No.	Date	Governor	Query	Response
125	November 2021	Governor	A query was raised in relation to a limit on adults attending hydrotherapy sessions	<p>Hydrotherapy services for NHS patients are available in Berkshire West at two locations – Castle School, Newbury (paediatrics) and Lynden Hill, Reading (adults).</p> <p>NHS patients are referred via the IFR process if it is felt hydrotherapy is the most appropriate form of healthcare. There is no limit on numbers – the referrals are based on NHS patients meeting the criteria in the IFR process which is undertaken by Berkshire West Clinical Commissioning Group.</p>
126	11 January 2022	Governor	A query was raised on the Trust pilot project with Whitley Primary Care Network (PCN)	<p>As a result of an increase in demand being seen across all urgent care services resulting in significant pressure, particularly in ED and primary care, a system wide workshop was held in May 2021 with a subsequent task and finish group, to identify a set of actions that could be taken to address these pressures both in the short term and moving into autumn / winter. The work of the task and finish group concluded that actions to create immediate capacity were required that included a need for primary care overflow arrangements and streaming / divert system in ED. As a result, a pilot with Reading Primary Care Network (PCN) for overflow solution allowing ED to directly book patient appointments as well as increasing PCN capacity, was commissioned by Berkshire West CCG. The initial pilot went live, late December and is trialling, ED directly booking patients into Whitley PCN. The CCG are monitoring activity as the commissioner of the service and the working groups will be looking at developing KPI's.</p>

127	26 January 2022	Governor	A query was raised on multiple letters being provided to confirm an appointment, followed by a letter of cancellation and then a rescheduled appointment letter	Letters are generated automatically each time an appointment is made or cancelled, so it is anticipated this was caused by an appointment time being amended for a clinic. Occasionally, appointments are extended where there are additional requirements and this will automatically populate a new appointment time for a patient. Currently there is not another option as this would increase the clinical administration workload and the possibility of human error occurring.
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