

## Council of Governors – Roles and Responsibilities

### Statutory Powers:

The specific statutory powers and duties of the Council of Governors are set out in the NHS Act 2006, as amended by Part 4 of the Health and Social Care Act 2012 and subsequently the Health and Care Act 2022.

These powers and duties are to:

- Appoint and, if appropriate, remove the Chair
- Appoint and, if appropriate, remove the other Non-Executive Directors
- Decide the remuneration and allowances, and other terms and conditions of office, of the Chair and other Non-Executive Directors
- Approve the appointment of the Chief Executive
- Appoint 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
- To hold the Non-Executive Directors, both individually and collectively, to account for the performance of the Board of Directors
- To represent the interests of the members of the Trust as a whole and the interests of the public
- Approve "significant transactions" as defined in the Trust's Constitution. Approve applications by the Trust for a merger, acquisition, separation or dissolution. In this situation, the approval must be given by at least half of the Council of Governors, not just those Governors attending and voting at a specific Council of Governors' meeting.
- Approve the referral of a question by a Governor to NHS England as to whether the Trust has failed or is failing to act in accordance with its Constitution or Chapter 5 of the NHS Act 2006 (as amended in 2012 and 2022).
- In addition, the NHS Act 2006 provides that:
  - in preparing the NHS foundation trust's 'forward plan' the Board of Directors must have regard to the views of the Council of Governors. Therefore, the Council of Governors is expected to provide feedback on this document to the Board of Directors.
  - The Council of Governors may require any one or more director(s) to attend a Council of Governors meeting to obtain information about the directors' performance of their duties or the Trust's performance of its functions (which could, for example, include requiring a director to directly explain and report upon any performance related concerns relating to the directors of the Trust), to help the Council of Governors to decide whether to propose a vote on a directors' performance, or the Trust's performance

### Other Duties:

The Council of Governors is responsible for regularly feeding back information about the Trust, its vision and its performance to the constituencies and the stakeholder organisations that either elected them or appointed them.

The Council of Governors is to determine, with the Board of Directors, terms of reference for key workstreams led by Governors with executive support that will enable:

- development, review and delivery of the membership strategy, ensuring representation and engagement levels are maintained and increased as appropriate;
- identification and prioritisation of indicators that will continuously improve quality, safety and patient experience; and
- support for initiatives identified through the year including governance and constitutional matters.

In order to assist the Council of Governors in discharging its statutory responsibilities, the Remuneration and Nominations Committee (NEDs) has been established to review the composition of Non-Executive Directors and to consider, review and make recommendations to the Council of Governors, in respect of Non-Executive Directors appointments, remuneration and allowances.