

# Information for Prospective Governors

Your opportunity to  
make a difference



# Part 1. About Us

**The Royal Devon University Healthcare NHS Foundation Trust was established in April 2022, bringing together the expertise of both the Royal Devon and Exeter NHS Foundation Trust and Northern Devon Healthcare NHS Trust.**

Stretching across Northern, Eastern and Mid Devon, we have a workforce of over 15,000 staff, making us the largest employer in Devon. Our core services, which we provide for more than 615,000 people, cover more than 2,000 square miles across Devon, while some of our specialist services cover the whole of the peninsula, extending our reach as far as Cornwall and the Isles of Scilly.

We deliver a wide range of emergency, specialist and general medical services through North Devon District Hospital (EX31 4JB) and the Royal Devon and Exeter Hospital (Wonford) (EX2 5DW). Alongside our two acute hospitals, we provide integrated health and social care services across a variety of settings including community inpatient hospitals, outpatient clinics, and within people's own homes. We also offer primary care services and a range of specialist community services.

Our hospitals are both renowned for their research, innovation and links to universities.

## Our integration

Every step of our integration has taken place with our patients at the heart of our decision-making process, and our integration to become the Royal Devon has many benefits for patients and staff alike.

Formally bringing our organisations together unlocks opportunities to improve the resilience and sustainability of the healthcare we deliver to our patients across all of the areas we serve, from North, to Mid, to East Devon.

We have really strong ambitions for what we can achieve together and from July 2022, we will have a common electronic patient record which will help us to modernise how we offer care to our patients for the future.

For more information please see our website at:

[www.royaldevon.nhs.uk](http://www.royaldevon.nhs.uk)

## 1.1 An NHS Foundation Trust – working with and for the community

As an NHS Foundation Trust, the Royal Devon has more freedom and flexibility on how it runs its services for the benefit of its local community.

Foundation trust status gives the ability to work with an active and representative membership. NHS foundation trusts can be more responsive to the needs and wishes of their local communities. Members elect the Council of Governors, giving staff and local people a real stake in the services provided by the Royal Devon, in the immediate term and the future.

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

- Accountable to local people
- Able to invest in local services and buildings according to local priorities
- Able to retain surpluses and/or borrow money to improve local services and buildings
- Able to restructure and modernise more easily to improve capacity and efficiency

- Governed by a constitution
- Not subject to directions from the Secretary of State for Health and Social Care
- Not performance managed by the Department of Health and Social Care

## 1.2 Membership

**Anyone who lives in England over the age of 12 can become a member of the Royal Devon.**

The large majority of our membership live in Devon, Cornwall, Dorset and Somerset.

Royal Devon staff automatically become staff members if employed by the Trust on a permanent contract, or on a short-term contract of twelve months or more, unless they tell us otherwise. Staff employed by the Trust but who work within other NHS organisations locally are included. Staff members may not be public members. Volunteers are not included in staff membership and may therefore become public members.

## Part 2. Governors

Our newly formed organisation faces both challenges and opportunities. As we emerge from the COVID-19 pandemic we need to recover our services. In July 2022, we will have a common electronic patient record across our Trust and we are looking at how we can transform the care we provide for the future.

At a decisive point in the organisation's history, it is more vital than ever before that the views of members and the wider public influence decisions taken by our organisation.

### **Governors' Impact & Influence**

Since 2004, our Council of Governors of the former Royal Devon and Exeter NHS Foundation Trust - operating as a collective body - has had a significant impact on the Trust, ensuring:

- The Trust takes into account the voice of our members and the wider public in its decisions and forward plans
- The Board of Directors has the right mix of people with relevant skills and talents to oversee the work of the organisation

The following examples show the influence of our Council over recent years:

- The Council formally approved the integration of NDHT and the RD&E to become the Royal Devon University Healthcare NHS Foundation Trust on 1 April 2022
- It has influenced the Trust to take a more proactive approach to diversity and inclusion
- It has played a key role in recruiting Non-Executive Directors, appraising their performance and setting their remuneration
- It has focused the Trust on continually improving the quality and safety of its services by setting annual quality priorities such as improving noise at night, patient meals and end of life care
- It has ensured that the Non-Executive Directors are effectively holding the Executives accountable for the performance of the Trust
- It has supported the development of key Trust strategies, such as the Patient Experience Strategy

**Governors provide a vital connection between the Royal Devon, its patients, the community it serves and its partners.**

The Council of Governors consists of elected public and staff Governors and appointed individuals from key organisations. The Trust Chair chairs the Board of Directors and also the meetings of the Council of Governors.

The Council of Governors is responsible for:

- Representing the interests of members and partner organisations in the governance of the Royal Devon and feeding information about the Trust back to them

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

The Council comprises 31 Governors in total, each of whom represents their own constituency. The Trust has the following constituencies:

22 Public Governors	7 Staff Governors	2 Appointed Governors
<p>Members elect:</p> <ul style="list-style-type: none"> <li>● Eastern Constituency (<i>East Devon, Dorset and Somerset and the rest of England</i>) (5)</li> <li>● Southern Constituency (<i>Exeter and South Devon</i>) (8)</li> <li>● Northern Constituency (<i>Mid, North, West Devon &amp; Cornwall</i>) (9)</li> </ul>	<p>Royal Devon staff elect from across all staff groups</p>	<ul style="list-style-type: none"> <li>● Devon County Council (1)</li> <li>● University of Exeter (Appointed by nominating organisation University of Exeter Medical School) (1)</li> </ul>

## 2.1 Roles and responsibilities of Governors

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

- Representing the interests of members and recruiting new members
- The appointment or removal of the Chair and the other Non-Executive Directors
- Holding the Board of Directors to account in relation to the Trust's performance in accordance with the terms of its licence
- Approving the remuneration and allowances, and other terms and conditions of office of the Non-Executive Directors
- Appointing or removing the auditor of the Trust
- Being presented with the annual report and accounts and quality report
- Approving the appointment of the Chief Executive Officer
- Giving the views of the Council of Governors to the Directors for the purpose of preparation of forward planning documents for the Trust

- Responding as appropriate when consulted by the Directors

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

The Governor role does **not** include:

- Undertaking the operational management of the Trust – this responsibility lies with the Board of Directors
- Raising complaints or acting as advocates on behalf of individuals. The Governor role is to represent a broad range of interests from their constituency or area of specialist interest.

## 2.2 Skills and experience

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

Desirable key attributes include:

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

Staff bring a particular experience and insight. The staff Governor role involves representing the views and opinions of yourself and that of your colleagues.

Being a Governor of the Trust also affords staff the opportunity to know more about its workings, provides career development opportunities and the chance to be involved in initiatives around stakeholder engagement. For staff it is important to discuss the likely commitment with your line manager and seek their support.

## 2.3 Diversity & Inclusion

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

Research clearly indicates diversity in corporate governance leads to better and more effective decision making, as such we would particularly welcome applicants from under represented groups including people who identify as being an Ethnic Minority, people with a disability, LGBTQ+ or those representing people facing socio-economic barriers and health inequalities.

## 2.4 Time commitment

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

Some Governors choose to take part in meetings of sub committees and less formal working groups. Newly elected Governors take part in an induction programme. Times of meetings can vary, though most are held in normal working hours.

Overall you should expect to attend a minimum of 10-12 meetings per year, increasing to at least 20 if you get involved in sub group work. Over the last 18 months, most of the work carried out by Governors has taken place online via video conferencing. We expect that, in the future, there will be a mix of online and face to face meetings.

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

- Can devote sufficient time and commitment to fulfil the role
- Understand and adhere to the seven principles of public life referred to as the 'Nolan Principles'. These form the basis of the ethical standards expected of public office holders:  
selflessness, integrity, objectivity, accountability, openness, honesty and leadership.
- Exhibit conduct that upholds the values of the Trust, promoting equality and diversity for all its patients, staff and other stakeholders.

Please see Appendix 3 for more details of the Governors' Code of Conduct.

## 2.5 Eligibility to be a Governor

A person may not become a Governor of the Trust if:

- They are a Director of the Trust, or a Governor or Director of another NHS foundation trust
- They are under sixteen years of age
- Being a member of a public constituency, they are or were entitled to be a member of the staff constituency at any point during the preceding two years
- They have been made bankrupt or their estate has been sequestrated and in either case they have not been discharged
- They are a person in relation to whom a moratorium period under a debt relief order applies (under Part 7A of the Insolvency Act 1986)
- They have made a composition or arrangement with, or granted a Trust deed for, their creditors and have not been discharged in respect of it
- They have within the preceding five years been convicted in the British Islands of any offence, if a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine) was imposed on them
- They are the subject of a sex offender order
- They have within the preceding two years been dismissed, otherwise than by reason of redundancy, from any paid employment with a health service body
- They are a person whose tenure of office as the Chair or as a member or Director of a health service body has been terminated on the grounds that their appointment is not in the interests of the health service, for non-attendance at meetings, or for non-disclosure of a pecuniary interest
- They have been removed from office as a Governor by any NHS foundation trust within the last five years
- They are no longer a member of the Trust

A term of office as a Governor shall immediately cease if any of the disqualifications on the previous page apply or if:

- They resign by notice in writing to the Secretary
- In the case of an elected Governor, they cease to be a member of the Trust
- In the case of an appointed Governor, the appointing organisation terminates the appointment
- They refuse without reasonable cause to undertake any training which the Council of Governors require all Governors to undertake
- They fail to abide by the Governors' Code of Conduct

- They fail without reasonable cause to sign and deliver to the Secretary a statement confirming their continuing eligibility to vote
- They are removed from the Council of Governors for failing to attend at least two meetings of the Council of Governors in any Governor Year unless the other Governors are satisfied that the absences were due to reasonable causes and they will be able to start attending meetings of the Trust again within such a period as the other Governors consider reasonable

See paragraphs 21 and 23 of the Royal Devon University Healthcare NHS Foundation Trust Constitution.

## 2.6 How the Royal Devon supports its Governors

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

In these meetings, Governors can talk informally to the Executive Directors, senior managers and the Chair, to better understand the Governor role and how the Royal Devon continues to evolve as a Trust in light of national developments. One or two of these meetings may be held jointly with the Board of Directors.

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

The Trust supports and encourages staff to take on the role of Governor, but it is

important for staff to discuss it with their line manager prior to standing for election.

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

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

Our experience shows that it takes time to get to grips with the role and our existing Governors are there to help new Governors. All new Governors receive an induction to the role.

### **Travel and carer expenses**

Governors do not get paid, but the Trust does pay travel and other expenses necessarily incurred. This includes a small amount for admin costs and could also include carer's costs, in line with the Trust's Governor Expenses Policy.

# Part 3. Election to the Council of Governors

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

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

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

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

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

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

Governors are normally elected for terms of three years and may serve for up to nine years in total, subject to re-election (in the case of elected Governors) or re-appointment (in the case of Appointed Governors). However, we are offering different terms of office in this year's election. This is because we did not hold our annual election in 2020 due to the COVID pandemic and we need to ensure we return to a routine cycle in future.

## **3.1 Vacancies for 2022**

### **Public Governors**

There will be **19** posts included in this year's election. This reflects the increased number of Governors as a result of our merger and also takes into account vacant seats, and terms of office coming to an end.

## Eastern constituency

### Public Governors

*(East Devon, Dorset, Somerset and the Rest of England)*

#### 2 posts in total

- 1 term of three years
- 1 term of two years

## Northern constituency

### Public Governors

*(Mid Devon, North Devon, Torrington, West Devon, Cornwall and the Isles of Scilly)*

#### 7 posts in total

- 3 terms of three years
- 3 terms of two years
- 1 term of one year

## Southern constituency

### Public Governors

*(Exeter, Teignbridge, Torbay, South Hams and Plymouth)*

#### 5 posts in total

- 3 terms of three years
- 2 terms of two years

## Staff Governors

#### 5 posts in total\*

- 2 terms of three years
- 1 term of two years
- 2 terms of one year

\* For the 2022 election, the first held under the new Royal Devon University Healthcare NHS Foundation Trust Constitution, two Staff Governor posts will be reserved for candidates whose previous primary employment before the Royal Devon was with

Northern Devon NHS Healthcare Trust. The two candidates with the most votes amongst those candidates who meet this condition shall be automatically declared elected (see paragraph 15.5 of the Royal Devon University Healthcare NHS Foundation Trust Constitution for more details).

## 3.2 The election timetable

### Nomination period opens:

Friday 1 July 2022

### Deadline for receipt of nominations:

5pm on Monday 18 July 2022

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

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

### Voting papers sent to members:

Friday 5 August 2022

### Voting closes:

5pm on Thursday 25 August 2022

### The results will be declared on:

Friday 26 August 2022

All candidates will be notified of the results.

New Governors begin their term of office at the time of the Annual Members' Meeting on Wednesday 28 September 2022 and will be invited to take part in an induction programme soon after. Following that, the first formal Council of Governors meeting will be held on Wednesday 23 November 2022. Newly elected Governors will be provided with a timetable of meetings.

To obtain a nomination pack, please contact:

### **CIVICA**

**Telephone:** 0208 889 9203

**Email:** [ftnominationenquiries@cesvotes.com](mailto:ftnominationenquiries@cesvotes.com)

**Online:** [www.cesvotes.com/RDE2022](http://www.cesvotes.com/RDE2022)

**Text:** Text 2FT RDE and your name and address to **88802**

**Post:** Civica Election Services  
The Election Centre  
33 Clarendon Road  
London. N8 0NW

For any further queries about the Governor role, please contact the communications and engagement team.

**Email:** [rde-tr.royaldevonmembers@nhs.net](mailto:rde-tr.royaldevonmembers@nhs.net)

## APPENDIX 1

### The Board of Directors

<https://royaldevon.nhs.uk/about-us/board-of-directors/>

**The Board is led by the Chair and comprises:**

- Chair and seven other Non-Executive Directors
- Chief Executive Officer, Deputy Chief Executive Officer, Chief Medical Officer, Chief Finance Officer, Chief Nursing Officer, Chief People Officer, Chief Operating Officer

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

The Board of Directors of the Royal Devon is ultimately and collectively responsible for all aspects of the performance of the Trust. Their role is to provide active leadership of the Trust within a framework of prudent and effective controls that enables risk to be properly assessed and managed. It is a unitary Board, which means that both Executive and Non-Executive Directors share the same liabilities and joint responsibility for every decision of the Board. The Chief Executive Officer is the nominated Accounting Officer and is responsible for the overall organisation, management and

staffing of the NHS Foundation Trust, for its procedures in financial and other matters. The Chief Executive Officer also offers appropriate advice to the Board on all matters of financial propriety and regularity.

**The Board is responsible for:**

- Ensuring the quality and safety of healthcare services, education, training and research delivered by the Trust and applying the principles and standards of clinical governance set out by the Department of Health and Social Care, the Care Quality Commission, and other relevant NHS bodies
- Ensuring compliance with the Trust's licence, its constitution, mandatory guidance issued by NHS Improvement, relevant statutory requirements and contractual obligations
- The Trust's strategic aims, taking into consideration the views of the Council of Governors, ensuring that the necessary financial and human resources are in place for the NHS Foundation Trust to meet its objectives and review management performance
- Ensuring the Trust exercises its functions effectively, efficiently and economically

- Setting the Trust's values and standards of conduct and ensuring that its obligations to its members, patients and other stakeholders are understood and met

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

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

## APPENDIX 2

### Some further reading

**Below are links to some further reading.**

It is not essential to read all this information but you may find it useful as part of deciding whether or not to stand for election as a Governor.

<https://royaldevon.nhs.uk/about-us/publications>

This page links to the following:  
Royal Devon University Healthcare  
NHS Foundation Trust Constitution  
Governors' Code of Conduct  
Governors' Expenses Policy  
Royal Devon Annual Reports

<https://royaldevon.nhs.uk/about-us/foundation-trust-and-membership/public-meetings-minutes>

This page links to papers and minutes from the Royal Devon Council of Governors' meetings and Royal Devon Board of Directors' meetings.

**Other websites of general interest:**

NHS England and NHS Improvement  
<https://www.england.nhs.uk>

NHS Providers  
<https://nhsproviders.org>

Devon Clinical Commissioning Group (NHS Devon from 1 July)  
<https://devonccg.nhs.uk>

## APPENDIX 3

### Governors' Code of Conduct

**The Royal Devon University Healthcare NHS Foundation Trust is an apolitical organisation.**

In undertaking the role of Governor of the Royal Devon University Healthcare NHS Foundation Trust (the Royal Devon), all Governors shall read and comply with the following declaration.

**I will:**

#### **General**

1. Abide by the Seven Principles of Public Life (Nolan), which are listed below.

i) Selflessness

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

ii) 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 their performance of their official duties.

iii) 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.

iv) Accountability

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

v) Openness

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

vi) 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.

vii) Leadership

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

- 2) Act in the best interests of the Trust at all times;
- 3) Adhere to the Trust's values and ensure compliance with the Trust's Constitution and the Equality and Diversity Policy;
- 4) Not discriminate against anyone for any reason;
- 5) Recognise that the Council of Governors exercises collective, not individual, decision-making;
- 6) Contribute to the work of the Council of Governors in order for it to fulfil its role as defined in the Trust's Constitution;
- 7) Attend meetings of the Council of Governors, members' meetings and development days and such other groups or committees as is necessary in order to carry out the role;
- 8) Recognise that the Council of Governors has no staff managerial/supervisory role within the Royal Devon;
- 9) Recognise and respect that only collective decisions are promoted and supported in the public domain;
- 10) Support the vision and aims of the Royal Devon in developing as a successful NHS foundation trust;
- 11) Where applicable, support and assist the Accountable Officer of the Royal Devon in their role and responsibilities;
- 12) Cooperate fully and in a timely manner with any authorised due process or investigation, whether the investigation concerns alleged breaches of this Code or any other matter;
- 13) Support the Lead Governor and Chair in their role of ensuring appropriate conduct at all times;

- 14) Seek to ensure that the membership of the constituency I represent is properly informed and given the opportunity to influence services;
- 15) Act as an ambassador for the Trust at all times;
- 16) By my actions not bring the Trust into disrepute;
- 17) Declare if my circumstances change and I can no longer continue my role as a Governor;
- 18) Challenge unacceptable behaviours at the time as far as reasonable and/or informally raise concerns directly with the Lead Governor/Deputy or Trust Chair;

## **Personal Behaviours**

- 19) Accept responsibility for my own actions;
- 20) Show my commitment to working as a team member by working constructively and collaboratively with other Governors and my colleagues in the NHS and the wider community;
- 21) Value fellow Governors as colleagues and consider their views;
- 22) Not expect any privilege arising from being a Governor and will not use my role as a Governor to pursue my own personal agenda or beliefs or that of any organisation that I belong to;
- 23) Uphold and respect the confidentiality of information received as a Governor and not disclose confidential information to the public;
- 24) Not knowingly make or permit any untrue or misleading statement relating to my own duties or the integrity and functions of the Royal Devon;
- 25) Be punctual, have prepared for all meetings in advance, and have read the relevant papers as far as practicable;
- 26) Not start a second conversation during a meeting/presentation, inappropriately interrupt, or talk over people;
- 27) Respect the Chair of any meeting;

## Communications

28) Contact the Head of Communications and Engagement before liaising with the media;

29) Use professional, respectful and courteous tone and language in all communication including e-mails;

30) Take into account how any communication, including an email, might be perceived by the recipient;

31) When using email, identify all other recipients (i.e. do not use blind copy (BCC)), avoid use of "Reply All" wherever possible and to consider whether email is the most appropriate way to address the matter;

I accept that I am required to abide by this Code of Conduct at all times, whether in the course of carrying out my duties as a Governor or otherwise.

Any breach of this Code or failure to uphold this declaration will be addressed in line with the Trust's Constitution and the Trust's Standard Operating Procedure for the Process for Alleged Breach of the Governors Code of Conduct