

# Becoming a Governor at the Royal Devon

## Information for Prospective Governors



# Introduction

Thank you for expressing an interest in becoming a Governor at the Royal Devon University Healthcare NHS Foundation Trust.

This booklet aims to help you understand what it means to be a Governor and how you can stand for election.

The role of the Council of Governors is an important one and includes a number of statutory duties. Governors hold our Non-Executive Directors to account and provide a vital link between the Trust and local communities, staff and key partner organisations. We really value hearing the insights that our Governors share with us, and are grateful for their efforts to share information about the Trust back with those whose interests they represent.

This is a really special role that is all about the bigger picture for the Trust. You'll get an inside look at how the Trust works at the highest corporate level. Our governors have told us that the role is a fantastic personal development opportunity, an intellectual challenge and it has been great to meet lots of people who really make a difference.

If you have any questions about the role or nominating yourself for election, please contact our Engagement Team at [rduh.royaldevonmembers@nhs.net](mailto:rduh.royaldevonmembers@nhs.net) or on 01392 403977.



**Dame Shan Morgan**  
**Chair**

# 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 and the Royal Devon and Exeter Hospital (Wonford). Alongside our two acute hospitals, we provide integrated health and social care services across a variety of settings including the ground-breaking Nightingale Hospital in Exeter, 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.

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 members, a Council of Governors and a Board of Directors. This connects the leadership of the Trust with those impacted by the work that they do.

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.

## 1.2 Membership

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

The large majority of our public 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 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

We need to continue our work to recover our services from the pandemic and we are looking at how we can transform the care we provide for the future.

As we do this, it is vital that we have a strong Council of Governors and that the views of members and the wider public influence decisions taken by our organisation.

**Governors provide a vital connection between the Royal Devon, our patients, the community we serve and our 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 Non-Executives to account for the performance of the Board of Directors
- Approving the remuneration and allowances, and other terms and conditions of office of the Non-Executive Directors
- Appointing or removing the external 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

- Approval of an application by the Trust to enter into a merger or acquisition or separation or dissolution.
- 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.

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.

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

We expect our Governors to:

- 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 4 for more details of the Governors' Code of Conduct.

## 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 be a Governor.

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

When considering becoming a Governor of the Trust, make sure that you can devote sufficient time and commitment to fulfil the role.

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 will be other events at which Governors are asked to

represent the Trust, for example at the Royal Devon Annual Members Meeting and other member engagement events.

Some Governors choose to take part in meetings of sub-committees, working groups and task and finish groups.

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.

Meetings are a mix of online and face-to-face meetings. In the past year we have held meetings in Exeter, Barnstaple and Tiverton. Times of meetings can vary, though most are held within Monday-Friday, 9am-5pm hours.

Please see Appendix 2 for further information on the different meetings, committees and working groups

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 to be released from your usual duties in order to undertake Council of Governor related activities.

## 2.5 Eligibility to be a Governor

You must be a public member of the Trust to be a public Governor, and a staff member of the Trust to be a staff 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
- 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

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

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



## 2.6 What our Governors say about the role

Two current Governors Dale Hall (Public Governor) and Simon Leepile (Staff Governor) explain why they put themselves forward for the role and what it means to them.

### Dale Hall, Public Governor, Northern Constituency



#### **Why did you become a public Governor?**

I believe in democracy and accountability in public life and, as a lifelong social researcher and academic, I wanted to use my generic skills and experience to do something active and worthwhile alongside like-minded colleagues.

#### **How would you describe the role? What kind of things do you do?**

The key general objectives for Governors are to represent the interests of their local communities and to hold the Non-Executive Directors (NEDs) to account. In practice, that means reading a lot of emails and documents and attending important meetings in

order to ask the right questions of the right people.

While we do not deal with complaints, Governors are asked to raise issues of general concern about the NHS in their communities: for example, I have been asked to pass on comments to the Trust about the industrial action, the importance of protecting women's spaces in the context of the current gender debates, and the value of the MY CARE system.

#### **Can anyone become a public Governor? Who would you recommend for the role?**

Governors need to be confident in handling emails and electronic documents of some length. There is a wide range of Governors from many different backgrounds and with different interests, skills and experience.

Governors should have a real interest in their local NHS and be good listeners, willing to learn what they do not know, but also confident enough to rely on their judgement and experience to ask probing questions and put forward ideas.

#### **What do you enjoy about the role? How does it benefit you?**

Above all, being a governor makes me better informed about the issues facing our Trust and the NHS in general. The Governors try to work as a team to share their knowledge and insights – and that is very satisfying.

**What is the time commitment like, and how do you manage that?**

It helps to be retired, yet it's very important that people of working age join as Governors. The time commitment varies, depending upon how active you want to be and how many documents you want to read.

**From your experience, what do you wish you knew before you joined?**

Before I became a Governor, I had little idea of how the governance structure of a foundation trust works, so there has been a lot to learn in my first year. I didn't understand how the Governors are one element of 'democracy' in the complex organisation of the Trust.

**Simon Leepile, Staff Governor**



**What is your day-to-day job?**

Domestic assistant.

**Why did you become a staff Governor?**

To get the staff voice heard.

**How would you describe the role? What kind of things do you do?**

The role gives me a chance to meet with the senior management team to help staff matters get resolved and ensure the Trust Board and Non-Executive Directors are held to account.

**Can anyone become a staff Governor?**

Yes - any staff members employed by the Trust can join, you just put yourself forward and take part in the election process.

**What do you enjoy about the role? How does it benefit you?**

I'm the kind of person who is happy if I'm helping.

The benefit has been bigger than I thought. I've gained more experience and knowledge about how the Trust works and who is on leadership role.

**What is the time commitment like, and how do you manage that? Do you receive support from the Trust?**

I have a good relationship with my management at work, they are supportive when it comes to time release to attend meetings.

**From your experience, what do you wish you knew before you joined ?**

I wish I knew about the Staff Governor role earlier, because of the experience I gain day by day. I would have joined 15 years ago!

## 2.7 How the Royal Devon supports its Governors

It takes time to understand the role, and you will gradually learn how to be an effective Governor through getting involved in activities and with support from the Trust and fellow Governors.

You will receive an induction after being elected as a Governor.

Governors are 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 member engagement. 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. A mentoring scheme is available for new governors.

### **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.

## 2.8 Governors' Impact & Influence

Since 2004, our Council of Governors has had a significant impact on the Trust.

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
- The Nominations Committee has played a key role in 2022/2023 appointing 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 quality priorities relating to waiting times, the MY CARE patient portal, staff retention, and more
- 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

# 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 elected for terms of one, two or 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).

## **3.1 Vacancies for elections**

The election this year includes 17 posts.

### **Eastern constituency**

#### **Public Governors**

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

#### **3 posts in total**

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

### **Northern constituency**

#### **Public Governors**

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

#### **3 posts in total**

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

## Southern constituency

### Public Governors

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

#### 6 posts in total

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

### Staff Governors

#### 5 posts in total

- 3 terms of three years
- 2 terms of one year

## 3.2 The election timetable

#### Nomination period opens:

Tuesday 18 July 2023

#### Deadline for receipt of nominations:

5pm on Wednesday 2 August 2023

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:

Tuesday 22 August 2023

#### Voting closes:

Tuesday 12 September 2023

#### The results will be declared on:

Wednesday 13 September 2023

All candidates will be notified of the results.

New Governors begin their term of office on Wednesday 27 September 2023 and will be invited to take part in an induction programme close to this date. Following that, the first formal Council of Governors meeting will be held on Wednesday 8 November 2023.

To obtain a nomination pack, please contact:

#### CIVICA

**Telephone:** 0208 889 9203

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

**Online:** [www.cesvotes.com/rduh2023](http://www.cesvotes.com/rduh2023)

**Text:** Text 2FT RDUH 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: [rduh.royaldevonmembers@nhs.net](mailto:rduh.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 Meetings, committees and working groups

### Council of Governors meetings

Council of Governors meetings are held four times across the financial year and are linked to the Trust's quarterly reports schedule. They are all day meetings, comprising formal business meetings (in public and confidential) followed by development seminar sessions and an opportunity for Governors to discuss what they are hearing in their communities and to evaluate the effectiveness of the meeting.

Papers are sent to all Governors one week prior to the meeting by email (hard copies are available on request).

Regular agenda items include:

- A confidential pre-meet for the Council of Governors
- A verbal update of news and information from the Chief Executive Officer, plus a question and answer session.
- A report from the Chair on the recent work of the Board of Directors and a strategic update.
- Integrated Performance Report, including performance information from Finance and Operations (targets etc).



A regular update on the work of the Co-ordinating Committee and the Public and Members Engagement Group is also given. The remainder of the agenda consists of a rolling programme of reports and updates on current issues.

## Governor committees

Under the NHS 'Code of Governance' and the Trust's own Constitution, the Royal Devon must have a NED remuneration committee (NEDRC) and a nominations committee.

### 1. **Nominations Committee and Appraisal Working Group**

The Nominations Committee selects candidates to be Chair and NEDs, for subsequent recommendation to, and appointment by, the Council of Governors. The Committee takes into account the policy for the composition of the NEDs on the Board of Directors, and the skills and experience required. This committee is chaired by the Trust Chair, or when discussing matters related to the Chair, the Lead Governor. The Appraisal Working Group develops the process of appraisal for the Chair and NEDs. It comprises the Nominations Committee plus the Chair and for matters related to the Chair, the Senior Independent Director.

### 2. **Non-Executive Director Remuneration Committee**

The NED Remuneration Committee (NEDRC) is appointed and authorised by the Council of Governors to recommend appropriate remuneration and terms of service for the Chair and NEDs and is guided by best practice.

### 3. **CoG Coordinating Committee**

This Committee co-ordinates the business of the Council of Governors, meeting every quarter, to discuss its strategic plan and the agenda for Governors. The membership is comprised of Governors from across all the constituencies, alongside the Lead Governor, Deputy Lead Governor, Trust Chair, Director of Governance and Head of Communications and Engagement. Corporate Affairs and Communications and Engagement staff support the Committee. This committee is chaired by the Lead Governor.

Admin: Bernadette Coates,  
Corporate Affairs Team

## Trust committees and meetings

Governors also have roles in our Board of Directors meetings, Audit Committee and Patient Experience Committee. Please note that an election process is followed for joining the latter two committees, so that Governors choose their own representatives.

### 1. **Audit Committee**

The Audit Committee is accountable to the Board of Directors with a primary role to conclude upon the Trust's overall internal control system. A report is presented to the public meeting of the Board after each committee meeting. The Council of Governors elects a Governor to observe the NEDs who comprise the membership but also to observe the performance of the external auditors, who are appointed by the Council of Governors. This committee is chaired by a NED.

### 2. **Patient Experience Committee**

The Patient Experience Committee is accountable to the Governance Committee, which in turn is accountable to the Board of Directors. A report from the Governance Committee is presented

to the public meeting of the Board after each Committee meeting. The committee's purpose is to set the strategic direction for patient experience and to ensure delivery against the strategic objectives in the Trust's Patient Experience Strategy. There is a Governor member of the Patient Experience Committee, elected by the Council of Governors. This committee is chaired by a NED.

### 3. **Board of Directors meetings in public**

Governors are sent an email link to the Trust's website where the papers for the Board's meetings in public are uploaded. The public are able to attend. The Board meets in public ten times a year (not generally in August or December) on the last Wednesday of each month, with the public Board commencing at 9.30am. Governors and members of the public are warmly invited to attend. Governors who observe Board meetings come together after the meeting to collate the feedback, both on the meeting's discussions and on how the NEDs held the Executive to account for the performance of the Trust.

## Governor working groups

### Public and Member Engagement Group

The group's purpose is to ensure that the Council of Governors is meeting its duty to represent the interests of the members of the Trust and of the wider public, working with the Trust's communications and engagement team. This meeting is chaired by a Governor.

Admin: Jenny Jones, Communications and Engagement Team

| Meeting                      | Frequency            | Notes  |
|------------------------------|----------------------|--|
| Council of Governors meeting | 4 per year           | Both in public and confidential meetings<br>Attendance is monitored  |
| Development days             | 4 per year           | Two are held jointly with the Board  |
| New governor induction       | Once, on appointment |  |
| Board of Directors meetings  | 10 per year          |  |
| Trust committees             | Varies               | <ul style="list-style-type: none"> <li>• Audit committee – elected Governor observer attends</li> <li>• Patient experience committee - elected Governor member attends</li> </ul>      |
| Governor committees          | Varies               | <ul style="list-style-type: none"> <li>• Nominations Committee</li> <li>• NED remuneration committee</li> <li>• Coordinating Committee (Governor membership is by election)</li> </ul> |
| Governor working group       | 6 per year           | <ul style="list-style-type: none"> <li>• Public and member engagement group (Governor membership is voluntary)</li> </ul>  |
| Annual Members' Meeting      | 1 per year           | Autumn   |

## APPENDIX 3

### 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.

<https://www.royaldevon.nhs.uk/about-us/foundation-trust-and-membership/council-of-governors/your-governors/>

This page tells you more about who sits on our current Council of Governors.

[assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment\\_data/file/284473/Governors\\_guide\\_](https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment_data/file/284473/Governors_guide_)

[August\\_2013\\_UPDATED\\_NOV\\_13.pdf](#)

A guidance document entitled 'Your statutory duties: A reference guide for NHS foundation trust governors' is essential reading. You will be supplied with a copy of this guide and it is also available online.

[www.england.nhs.uk/publication/addendum-to-your-statutory-duties-reference-guide-for-nhs-foundation-trust-governors/](http://www.england.nhs.uk/publication/addendum-to-your-statutory-duties-reference-guide-for-nhs-foundation-trust-governors/)

An addendum to this was published in October 2022

**Other websites of general interest:**

NHS England and NHS Improvement

<https://www.england.nhs.uk>

NHS Providers

<https://nhsproviders.org>

NHS Devon

<https://onedevon.org.uk/>

## APPENDIX 4

### 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.

