

# **Briefing information for Prospective Governors**

## **February 2025**

**Ref: Council of Governors Elections**

5 February 2025

**Trust Membership**

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Dear potential governor

Thank you for your interest in joining Somerset NHS Foundation Trust as a Governor.

I hope you will find this information pack useful in helping you to decide whether you want to take that step. It tells you about us as an organisation and the roles and responsibilities of being a governor.

You can find out even more about the Trust if you visit our website at [www.somersetft.nhs.uk](http://www.somersetft.nhs.uk). As a Trust we have made the commitment to provide training and development that will enable governors to fulfil their roles on this important Council.

I wish you success in your application and look forward to meeting you in the future.

Yours sincerely

**Rima Makarem**  
Chair



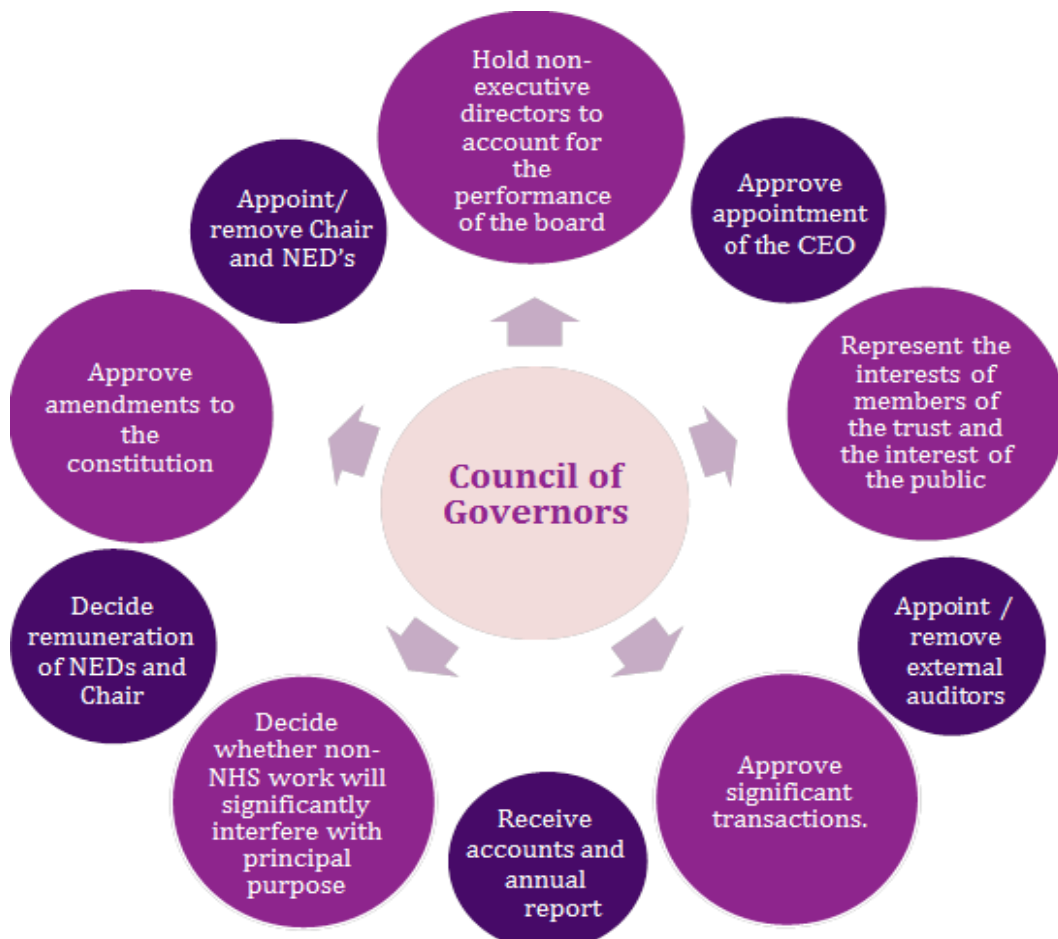
# BECOMING A GOVERNOR OF THE TRUST IS A WONDERFUL OPPORTUNITY TO GET INVOLVED

## What do Governors do?

Monitor/NHS Improvement, the body which authorises and monitors the work of foundation trusts, sets out best practice advice on what it means to be a governor in the Code of Governance. The key principles are as follows:

- every NHS foundation trust will have a Council of Governors which is responsible for representing the interests of NHS foundation trust members, and partner organisations in the local health economy in the governance of the NHS foundation trust;
- governors must act in the best interests of the NHS foundation trust and should adhere to its values and code of conduct;
- the Council of Governors) should hold the board of directors collectively to account for the performance of the NHS foundation trust, including ensuring the board of directors acts so that the NHS foundation trust does not breach the terms of its authorisation; and
- governors are responsible for regularly feeding back information about the NHS foundation trust, its vision and its performance to the constituencies and the stakeholder organisations that either elected them or appointed them.

Governors have specific statutory powers and duties. These are to:



Governors should acknowledge the overall responsibility of the board of directors for running the NHS foundation trust and should not try to use the powers of the board of governors to veto the decisions of the board of directors.

In addition, in preparing the Trust's 'forward plan' the Board of Directors must have regard to the views of the Council of Governors.

### **All elected Public and Staff Governors will:**

- Serve a term of office of up to three years;
- Be eligible for re-election at the end of three years; and
- Not hold office for longer than nine consecutive years.

### **Other duties of a Governor**

Governors are also involved in many areas not covered by the legislation, and as a Trust we need to ensure we make use of the skills and experience of our Governors.

There are a minimum of four Council of Governors' meetings each year which will receive reports from the four working groups: Strategy and Planning, Quality and Patient Experience, People and Nominations and Remuneration. Each Governor attends meetings of one of these working groups, approximately four times a year.

There are also occasional sub-groups or task and finish groups made up of Governors.

### **Who is the Council of Governors made up of?**

As of May 2023, the Council of Governors for the Trust will consist of 42 governors made up of elected and appointed governors who provide an important link between the Trust, local people and partnership organisations:

- 21 publicly elected governors from the following constituencies (Somerset West and Taunton, Sedgemoor, Mendip, South Somerset, Dorset and Outside Somerset);
- 12 staff governors elected by self-nomination and constituency voting; and
- Nine governors appointed by partnership or stakeholder organisations.

### **Eligibility to become a Governor**

Any member over the age of 16 can stand for election as Governor of the Foundation Trust, unless one of the exemptions listed below applies. **You may not become, or continue as, a Governor if:**

*(Extracted from paragraph 21 of the Trust's Constitution – Council of Governors: Disqualification and Removal –pages 23 - 25)*

1.1. A person may not become or continue as a Governor of the Trust if:

1.1 The following may not become or continue as a member of the Council of Governors:

- 1.1.1 In the case of an Elected Governor they cease to be a Member of the constituency or part of a constituency by which they were elected;
- 1.1.2 In the case of an Appointed Governor the appointing organisation withdraws its sponsorship of them.
- 1.1.3 A person who has been adjudged bankrupt or whose estate has been sequestered and (in either case) has not been discharged;
- 1.1.4 The person is a person to whom a moratorium period under a debt relief order applies under Part VIIA (debt relief orders) of the Insolvency Act 1986;
- 1.1.5 A person who has made a composition or arrangement with, or granted a trust deed for, their creditors and has not been discharged in respect of it;
- 1.1.6 They are a person who is a subject of a disqualification order made under the Company Directors' Disqualification Act 1986;
- 1.1.7 A person who within the preceding five years has 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;
- 1.1.8 They are under 16 years of age at the date they are nominated for election or appointment.
- 1.1.9 They are a Director of the Trust, or executive director, non-executive director, chairman, chief executive officer of another Health Service Body (unless he is appointed by a Partnership Organisation which is a Health Service Body), or a body corporate whose business involves the provision of health care services, including for the avoidance of doubt those who have a commercial interest in the affairs of the Trust;
- 1.1.10 NHS England/Improvement (Monitor) has exercised its powers to remove that person as a Governor of the Trust or has suspended them from office or has disqualified them from holding office as a Governor of the Trust for a specified period or NHS England/Improvement (Monitor) has exercised any of those powers in relation to the person concerned at any other time whether in relation to the Trust or some other NHS foundation trust;
- 1.1.11 They have within the preceding two years been dismissed, otherwise than by reason of redundancy or ill health, from any paid employment with a Health Service Body;
- 1.1.12 They are a person whose tenure of office as the chairman or as a member or director of a Health Service Body has been terminated on the grounds that their appointment was not in the interests of the health service, for non attendance at meetings, or for non-disclosure of a pecuniary interest;
- 1.1.13 They have had their name removed from a list maintained under

regulations pursuant to sections 91, 106, 123, or 146 of the 2006 Act, or the equivalent lists maintained by Local Health Boards in Wales under the National Health Service (Wales) Act 2006, and has not subsequently had their name included in such a list;

- 1.1.14 They have failed or refused to confirm in writing that they will abide by any Code of Conduct for Governors which the Trust shall have published from time to time;
- 1.1.15 They have refused without reasonable cause to undertake any training which the Trust and/or Council of Governors requires all Governors to undertake;
- 1.1.16 They are a member of a local authority Health Overview and Scrutiny Committee;
- 1.1.17 They are the subject of a Sex Offenders Order and/or their name is included in the Sex Offenders Register;
- 1.1.18 They are an occupant of the same household and/or they are an Immediate Family Member of a Director of the Trust;
- 1.1.19 They are a person who by reference to information revealed by a Disclosure and Barring Service check is considered by the Trust to be inappropriate on the grounds that their appointment might adversely affect public confidence in the Trust or otherwise bring the Trust into disrepute;
- 1.1.20 They have failed to make, or has falsely made, any declaration as required by paragraph 18.8 of this Constitution;
- 1.1.21 They have been removed as a Governor or equivalent by any foundation trust within the last five (5) years;
- 1.1.22 They are a person who is a subject of a disqualification order made under the Company Directors' Disqualification Act 1986;
- 1.1.23 They are incapable by reason of mental disorder, illness or injury of managing and administering their property and affairs;
- 1.1.24 They have failed to repay (without good cause) any amount of monies properly owed to the Trust,
- 1.1.25 They have received a written warning from the Trust for abuse of any type or;
- 1.1.26 The Partnership Organisation which they represent ceases to exist or withdraws its entitlement to appoint a Governor.

## **Election Process**

In accordance with the constitution, the Trust holds elections to the Council of Governors every two out of three years. The nomination and election process is run by an independent electoral service on our behalf. Candidates must provide a recent photograph and can make an election statement to explain why they are standing for election.

## **Code of Conduct**

We ask all Governors to adhere to a Code of Conduct.

The key principles of the Code of Conduct are:

- The Council of Governors is responsible for representing the interests of the members and the wider public, and other partner organisations in the local health economy;
- Governors must act in the best interests of the Trust;
- The Council of Governors should hold the Board of Directors to account for the Trust's performance, and ensure the Trust does not breach the terms of its authorisation;
- Governors are responsible for regularly feeding information about the Trust, its vision and performance, to the constituencies and stakeholder organisations that elected or appointed them.

The Code of Conduct outlines the appropriate conduct of Governors of the Trust. It addresses both the requirements of office and of personal behaviour. It is considered an essential guide for Governors, particularly those who are newly elected.

As a member representative 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 at all times with regard to any information gained as a result of their involvement in the Trust.

Governors will be required to confirm their commitment to:

- Actively supporting the agreed vision and aims of the Trust;
- Acting in the best interests of the Trust at all times;
- Contributing to the work of the Council of Governors in order for it to fulfil its role;
- Respecting the confidentiality of the information received in the role as Governor;
- Attending meetings of the Council of Governors, Working Groups and required training; and
- Acting with integrity and objectivity, not using their own position for personal advantage or seeking to gain preferential treatment.

Governors are also required to sign a Declaration of Interests and to adhere to the Nolan Principles of public life (see separate sheet).

If you have any questions about being a Governor, please contact:

Tina Hickinbottom-Tacey, Corporate Services Officer on 01935 384896 or by email at [tina.hickinbottom-tacey@somersetft.nhs.uk](mailto:tina.hickinbottom-tacey@somersetft.nhs.uk) (preferred option due to hybrid working)

## SOMERSET NHS FOUNDATION TRUST COUNCIL OF GOVERNORS

### Composition of the Council of Governors from May 2023

	Electing/Appointing Body		Elected Governors	Appointed Governors
1.1	<b>Public Governors</b>			
	1.1.1	Mendip District Council area	4	
	1.1.2	Sedgemoor District Council area	4	
	1.1.3	South Somerset District Council area	6	
	1.1.4	Somerset West and Taunton District Council	5	
	1.1.5	Dorset	1	
	1.1.6	England and Wales outside Somerset	1	
1.2	<b>Staff Governors</b>			
	Staff Constituency		12	
<b>Appointed Governors</b>				
1.3	<b>CCG Governor</b>			
	NHS Somerset			1
1.4	<b>Local Authorities' Governors</b>			
	1.5.1	Somerset County Council		2
1.5	<b>Partnership Organisations' Governors</b>			
	1.6.1	Somerset Primary Care Board		1
	1.6.2	Voluntary, Community and Social Enterprise (VCSE)		2
	1.6.3	Universities		1
	1.6.4	Symphony Healthcare Services Ltd		1
	1.6.5	Simply Serve Limited		1
<b>Total</b>			<b>33</b>	<b>9</b>



# **SOMERSET NHS FOUNDATION TRUST INFORMATION FOR PROSPECTIVE GOVERNORS TIME COMMITMENT**

We hope the information below will help you to decide whether you are able to become a governor.

## **Meetings**

### **1. Council of Governors'**

The Council of Governors meets a minimum of four times a year. The Council is chaired by the Chairman of the Trust. Meetings take place on weekday afternoons or evenings, normally in Bridgwater or Taunton. There is a pre-meeting of Governors alone, before the meeting. Light refreshments are available.

On occasion it may be necessary to call an extraordinary meeting to discuss issues which require discussion and agreement to align with a specific date before the next scheduled meeting of the Council.

Council meetings are open to the public, although as well as the public meeting agenda items there may be a confidential section from which members of the public are excluded.

Papers are sent out in advance of the meeting by email. These may be lengthy e.g. business plans, reports and other formal documents, but it is essential that governors read these in order to be able to understand, query and discuss them.

Non-attendance at three consecutive meetings of the Council is likely to result in a governor being removed from the Council, unless there is good reason for the non-attendance, and the governor will shortly be able to resume attendance.

### **2. Council of Governors' working groups**

All governors become members of one of the four working groups of the Council of Governors. These groups meet on weekdays between the Council meetings, usually quarterly. Papers are sent out ahead of time (as outlined above). Small task and finish groups may be established by the working groups to take forward a piece of work required by the Group's annual work programme.

Information about the working groups is given below.

#### **People Group**

The objectives of the Group are to:

- To be the conduit through which governors, and the members and public they represent, can provide feedback on issues relating to workforce, equality and diversity and membership to the Group, and through the Group, to the Council of Governors.

- To gain a greater understanding of issues and developments and take the lead on discussions at the Council of Governors on matters relating to workforce, equality and diversity and membership.
- To have oversight of the Trust's activities relating to the People Strategy, including equality, diversity and inclusion to support the Trust in delivering effectively its responsibilities in these areas.

### **Strategy and Planning Group**

The objectives of the Group are:

- To gain an understanding of, contribute and add value to, the long-term vision and strategic direction of the Trust in line with the Trust's strategic objectives.
- To be the conduit through which governors, and the members and public they represent, can bring ideas about how the Trust can provide its services in ways that meet the needs of the population it serves.

### **Quality and Patient Experience Group**

The objectives of the Group are to:

- Be the conduit through which governors, and the members, colleagues and public they represent, can provide feedback on issues relating to quality and patient and carer experience to the Group, and through the Group, to the Council of Governors.
- Gain a greater understanding of issues and developments and take the lead on discussions at the Council of Governors on matters relating to patient care and experience.
- Be fully informed and up to date with developments relating to patient care and experience to enable governors to be an effective link with their membership in their constituency and the wider public.
- Have oversight of the Trust's patient, carer and public involvement activity to support the Trust to deliver effectively its responsibilities in these areas.

### **Nominations and Remuneration Group**

- Ensure that the Appointments Panels for the appointment of the Chairman and Non-Executive Directors to the Board of the Somerset NHS Foundation Trust (annex 9 3.1 of the Constitution) are set up in line with the constitution.
- Advise the Council of Governors as to the remuneration and allowances and of the Terms and Conditions of the office of the Chairman and other Non-Executive Directors.

- Review the Chairman and Non-Executive Directors' performance on an annual basis.

### **3. Other meetings**

The Lead Governor convenes occasional meetings of Governors to discuss issues of general interest/concern.

Twice a year the Governors will meet with the non-executive directors to discuss issues of general interest/concern.

The Trust is a member of the South West Governors Exchange Network. Network meetings take place periodically in Taunton. Two of the Trust's governors attend.

### **5. Training**

New governors are expected to attend one of the Trust's regular Corporate Induction days for new staff members. These take place either in Bridgwater or Taunton.

Governors' development days and opportunities to attend occasional external training days are also arranged during the year, usually on a weekday.

### **6. Members' Events**

The Annual Members' Meeting is held every year in September and follows the Annual General Meeting, which is held on the same day. This is an occasion on which the work of the Trust and the Council of Governors' during the previous year is showcased, and there is a talk on a topic of general interest. Displays about the Trust's work, and that of partner organisations are also provided, and members have the opportunity to talk to governors and staff.

In addition, one of the key responsibilities of governors is that of regularly feeding information about the Trust, its vision and performance, to the constituencies and stakeholder organisations which elected or appointed them. In order to help with this, evening talks or other events may be arranged, to give them the opportunity to meet and talk to members and local residents in their constituencies.

### **7. Member Recruitment**

All Governors are responsible for identifying opportunities to recruit new members, and to undertake recruitment. Family and social contacts are obvious sources of new members, but governors are also encouraged to offer to give talks to local groups such as Rotary Clubs, Women's Institutes etc.

### **8. Other**

Governors are invited to attend Trust events such as the Annual General Meeting, and staff recognition awards ceremony, and to help with patient surveys.

## Other Information

### Expenses

The role of Governor is unpaid, but Governors can claim reasonable expenses (petrol/car parking fees) for attendance at meetings and training sessions, which should be claimed for on a quarterly basis.

Governors with extra support needs, e. g. mobility problems, or who have caring responsibilities, may be able to claim extra allowances to assist with these.

### Disclosure and Barring Service (DBS) check

All governors are required to undertake an enhanced DBS check on appointment. We will let you know what documents you will need to provide in order to progress this once appointed.

If you require any further information, please contact:

Mrs Ria Zandvliet  
Secretary to the Trust  
Somerset NHS Foundation Trust  
Mallard Court  
Express Park  
Bristol Road  
Bridgwater  
TA6 4RN

Tel: 01278 432073 (please leave a voicemail if the phone is not answered)

Email: [ria.zandvliet@somersetft.nhs.uk](mailto:ria.zandvliet@somersetft.nhs.uk)

**FOR INFORMATION**

**Following appointment all Governors are asked to sign the code of conduct below**

**SOMERSET NHS FOUNDATION TRUST  
COUNCIL OF GOVERNORS' CODE OF CONDUCT**

As a Governor, I will:

- Uphold the seven principles of public life (the “Nolan principles” - attached);
- Respect the confidentiality of patients, carers, members of Somerset NHS Foundation Trust (“the Trust”) staff and council members;
- Respect and treat with dignity and fairness, the public, patients, relatives, carers, NHS staff and partners in other agencies. I will seek to ensure that no one is unlawfully discriminated against because of their religion, belief, race, colour, gender, marital status, disability, sexual orientation, age, social and economic status or national origin;
- Be honest and act with integrity and probity at all times. I will not make, permit or knowingly allow to be made, any untrue, misleading or commercially sensitive statement relating to the Trust;
- Ensure that the best interests of the Trust and its patients/clients/staff are upheld in decision-making, and jointly take responsibility for decisions of the Members’ Council;
- Exercise my own skill and judgement in the conduct of the Trust’s affairs and bring as appropriate the perspective of the constituency or Partnership Organisation by which I was elected or appointed (*Annex 6, paragraph 4.2 of the Constitution*);
- Not gain any financial or other material benefit for myself, my family or friends from my position on the Members’ Council (except where legally authorised); nor will I attempt to use my status to gain any advantage within the organisation (I will adhere to any Trust policies on claiming expenses by council members);
- Conduct myself in a manner that does not damage or undermine the reputation of the Trust and not take part in any activity that might damage the reputation of the Trust.

Signature: .....

Date: .....

Full Name: (in caps).....

I understand that failure to abide by this Code of Conduct may result in sanctions, ranging from the issuing of a written warning, to non-payment of expenses and removal from office (in accordance with Standing Orders 4.13.8.)

# **Somerset NHS Foundation Trust**

## **THE NOLAN PRINCIPLES**

### **THE SEVEN PRINCIPLES OF PUBLIC LIFE**

#### **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.