

Council of Governors

Terms of Reference

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Job title of author:	Corporate Governance Officer
Job title of responsible Director:	Chair of the Council of Governors / Chair of the Trust
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Frequency of review:	Annual
Amendment Summary: <ul style="list-style-type: none"> Removal of the attendance of the Trust Board Secretary at every meeting and instead include the attendance of the Corporate Governance Manager and Deputy Trust Board Secretary at every meeting. Updates to 'Relationships with other groups and committees' chart to reflect the combining of the 'Nominations' and 'Remuneration' Committee. Committee secretariat updated from Corporate Governance Manager and Deputy Trust Board Secretary' to 'Corporate Governance Officer'. 	

1 Name of Group

Council of Governors.

2 Composition of the Group

The membership of the Council of Governors is determined by Annex 3 of the Constitution and is made up of both elected and appointed Governors totalling 27.

Membership is set out below.

Elected Governors (20)

Constituency	Area/ Class	Number of Governor Seats
Public (15)	Bradford East	3
	Bradford South	3

	Bradford West	3
	Craven	1
	Keighley	2
	Rest of England	1
	Shipley	2
Staff (5)	Clinical Staff Bradford District Care NHS Foundation Trust	3
	Non-Clinical Staff Bradford District Care NHS Foundation Trust	2
Appointed Governors (7)		
Local Authority Governors		
	Bradford Council	2
	North Yorkshire Council	1
Partner Organisation Governors		
	Barnardo's	1
	Bradford Assembly	1
	Bradford University	1
	Noor Project – Hope and Light	1

In accordance with the Foundation Trust Code of Governance it is expected that the Council of Governors will invite the Chief Executive to attend all its general meetings, and that other Executive Directors and Non-Executive Directors will be invited to attend as appropriate. The Council may invite other non-members to attend its meetings on an ad-hoc basis, as it considers necessary and appropriate.

The Corporate Governance Manager as the Deputy Trust Board Secretary will be in attendance at each meeting and provide appropriate advice and support to the Chair of the Trust and Council members.

Members of the Council of Governors must ensure that wherever possible they attend every Council meeting. Attendance at meetings will be monitored and shall be reported in the Annual Report. Attendance will be monitored by the Corporate Governance Manager and Deputy Trust Board Secretary, who will act accordingly by means of escalating appropriate information to the Chair of the Trust as it arises.

3 Quoracy

No business shall be transacted at a meeting of the Council of Governors unless at least one third of the whole number of Governors elected or appointed are present. If a Governor has been disqualified from participating in the discussion on any matter and / or from voting on any resolution by reason of the declaration of a conflict of interest they shall no longer count towards the quorum.

Deputies: There is no constitutional provision for a deputy to attend on behalf of a Governor

Non-quorate meeting: Non-quorate meetings may go ahead unless there has been an instruction from the Chair not to proceed with the meeting. Any decisions made by the non-quorate meeting must be reviewed at the next quorate meeting.

Alternate Chair: The Chair of the Council of Governors shall be the Chair of the Trust. In the absence of the Chair of the Trust, (or in the event of the Chair declaring an interest in an agenda item) the Deputy Chair shall Chair the meeting. Should the Deputy Chair not be available (or where they too have declared an interest in an agenda item), the meeting shall be chaired by the Lead Governor, or the Deputy Lead Governor. Should the Lead Governor or the Deputy Lead Governor be unable to Chair the meeting, due to a conflict of interest, the meeting can be Chaired by any other Governor as agreed by those Governors present.

4 Meetings of the Committee

Frequency: Meetings of the Council of Governors shall be held at such times as the Council may determine, however the Council of Governors will normally meet four times a year (plus the Annual Members' Meeting) with all meetings being held in public, although this shall not preclude any items of business being conducted in private. Items to be taken in private will be identified in line with agreed criteria, ensuring that as much business as possible is conducted in the public domain.

A full set of papers comprising the agenda, minutes of the previous meeting and associated reports and papers will be sent to all Governors in a timely manner. The agenda, minutes and Council papers of each formal meeting (excluding any confidential private papers) shall be displayed on the Trust website.

Urgent meeting: Any Governor may, in writing to the Chair, request an urgent meeting. The Chair will normally agree to call an urgent meeting to discuss the specific matter unless the opportunity exists to discuss the matter in a more expedient manner. As agreed by the Chair, a meeting can take place via conference call or using digital technology to support a virtual meeting.

Minutes: Corporate Governance shall ensure the minutes of the meeting are taken and will also ensure these are presented to the next Council of Governors' meeting.

5 Authority

Establishment: The Trust shall establish a Council of Governors in accordance with the requirements of the NHS Act 2006, and paragraph 11 of its Constitution.

Powers: Its powers are detailed in the NHS Act 2006; Trusts' Code of Governance; and the Trust's Constitution.

Cessation: The Council of Governors is a statutory body and as such must remain for as long as it is empowered in statute.

6 Role of the Group

6.1 Purpose of the Group

The general statutory duties of the Council of Governors are to:

- hold the Non-Executive Directors to account (both collectively and individually) for the performance of the Board of Directors
- represent the interests of the members of the Trust as a whole and the interests of the public
- be consulted on the development of forward plans for the Trust and any significant changes to the delivery of the Trust's business plan.

6.2 Guiding principles for members (and attendees) when carrying out the duties of the Council of Governors

In carrying out their duties, members of the Council of Governors and any attendees must ensure that they act in accordance with the values of the Trust which are:

- we care
- we listen
- we deliver.

Governors must also abide by the "Council of Governors' Code of Conduct which all Governors will sign as part of their induction.

6.3 Duties of the Council of Governors

The Council of Governors will be required to carry out a number of statutory duties under the NHS Act 2006 (as amended by the Health and Social Care Act 2012). These are as follows:

- appoint and, if appropriate, remove the Chair and the Deputy Chair of the Trust (as Non-Executive Directors)
- appoint and, if appropriate, remove the other Non-Executive Directors
- decide the remuneration and allowances, and the other terms and conditions of office, of the Chair of the Trust and the other Non-Executive Directors
- approve the appointment of the Chief Executive

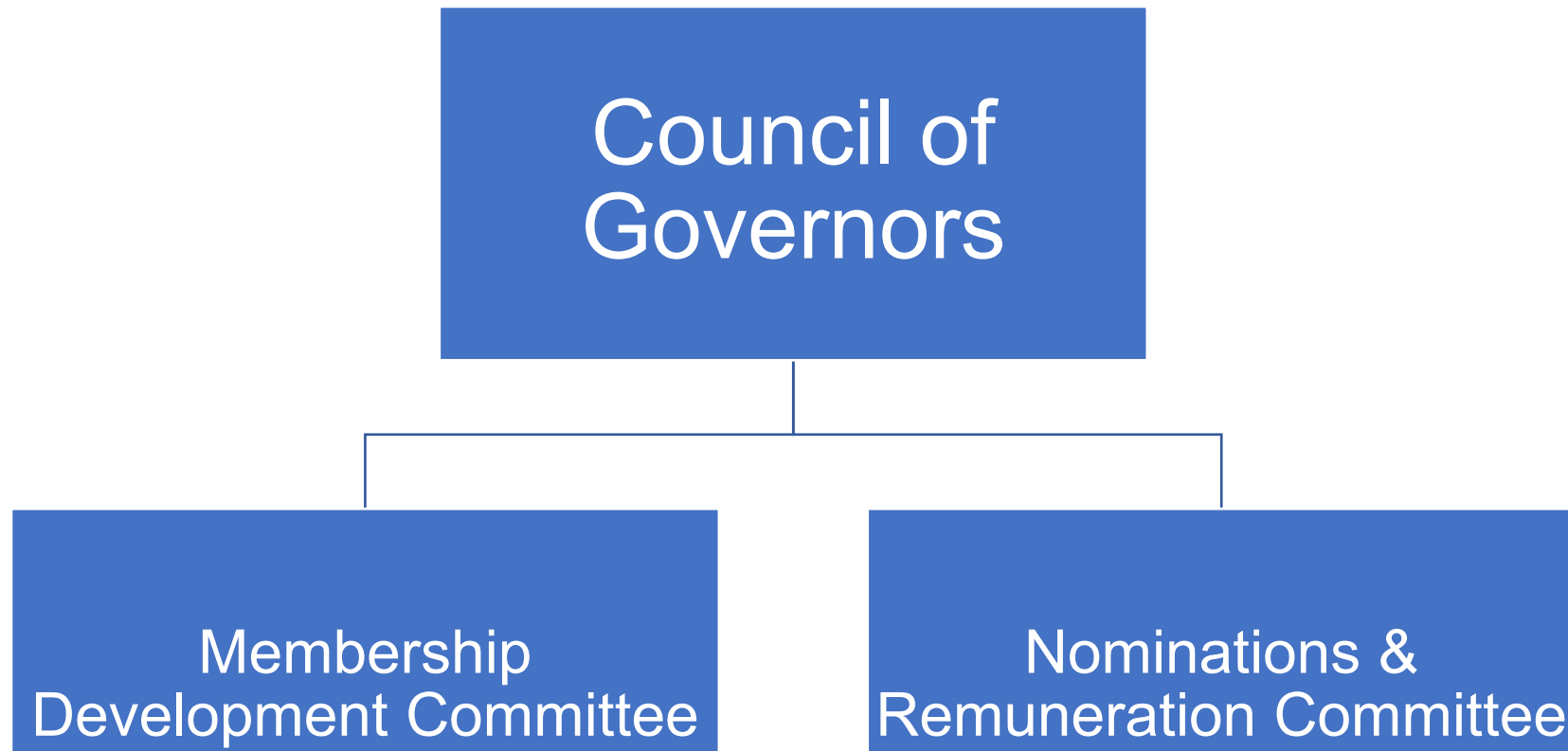
- support the appointment of the Deputy Chair of the Trust
- appoint and, if appropriate, remove the Trust's auditor (i.e. the organisation that will, amongst other things, check the Trust's finances each year)
- receive the Trust's annual accounts, any report of the auditor on them and the annual report
- require one or more of the Directors or a representative of the Trust's auditors to attend a meeting to obtain information about the Trust's performance, or information about how the Directors have performed their duties in order to determine if there is a need to vote on issues concerning that performance
- approve (or not) by vote:
 - the implementation of any proposals to increase by 5% or more the proportion of its total income in any financial year attributable to activities other than the provision of goods and services for the purposes of the health service in England
 - entering into a significant transaction (a significant transaction is defined in the Constitution)
 - an application to NHS Improvement (one of our regulators) for a merger with or the acquisition of another foundation trust or NHS trust
 - an application to NHS Improvement for the separation or dissolution of the foundation trust
 - amendments to the Constitution.
- determine whether it is satisfied that any proposals to carry out activities other than the provision of goods and services for the purposes of the health service in England that the Trust proposes will not, to any significant extent, interfere with the Trust's provision of NHS services and notify the Board of its view.

The Council of Governors is also responsible for:

- considering complaints about any member of the Trust in accordance with Annex 8 of the Constitution and take action which may include expulsion from the membership of the Trust
- agreeing a clear process for the appointment of the Chair of the Trust and the other Non-Executive Directors

- supporting the process for the evaluation or appraisal of the Chair of the Trust and the other Non-Executive Directors, including the outcomes of the evaluation of the Chair of the Trust and the Non-Executive Directors
- assessing its own collective performance and its impact on the Trust and communicate to members how Governors have discharged their duties
- taking the lead in agreeing with the Audit Committee the criteria for appointing, reappointing and removing external auditors
- agreeing with the Executive Directors what information it needs to receive at its meetings
- agreeing who from amongst the Governors should be appointed as the Lead Governor, and Deputy Lead Governor
- responding as appropriate to any matter when referred by the Board of Directors
- participating in the development of the Trust's strategy and values.

7 Relationships with other groups and committees



8 Duties of the Chair

The Chair of the Council of Governors shall be responsible for:

- agreeing the agenda in collaboration with Corporate Governance, supported by the Corporate Governance Manager and Deputy Trust Secretary, and in consultation with the Lead and Deputy Lead Governors.
- directing the meeting ensuring it operates in accordance with the Trust's values whilst ensuring all attendees have an opportunity to contribute to the discussion
- giving direction to the Corporate Governance Officer acting as the meeting Secretariat, and reviewing the draft minutes
- ensuring the agenda is balanced and discussions are productive
- ensuring sufficient information is presented to the Board of Directors in respect of the matters discussed by the Council.

9 Reviews of the terms of reference and effectiveness

The Terms of Reference shall be reviewed by the Corporate Governance Team annually with recommendations presented to the Council of Governors for ratification. The Council of Governors should also carry out an assessment of how effectively it is carrying out its duties and act upon any recommendations for improvement.