

# GOVERNORS' CHARTER

## 1 Introduction

Calderdale & Huddersfield Foundation Trust acknowledges that Governors make a valuable contribution to the success of the Trust, offering their collective knowledge and experience on an unpaid basis.

The Trust expects Governors to maintain high standards of professional and personal conduct in the performance of their duties in order to protect the Trust's interests and reputation.

This document outlines the duties and responsibilities of Governors and the standards of conduct expected of them whilst performing their duties, and it specifies criteria that would prohibit a person from becoming or remaining a Governor.

This document is a guide and must be read in conjunction with the Trust's Constitution. If there is any conflict between this document and the Constitution, the Constitution will prevail.

## 2 Duties & Responsibilities

### 2.1 Duties

Governors perform a range of statutory and non-statutory duties. The statutory duties, as set out in the NHS Act 2006 and the Health and Social Care Act 2012, are as follows:

- To appoint, remove and decide upon the terms of office of the chair and non-executive directors of the Trust;
- To determine the remuneration of the chair and non-executive directors;
- To appoint or remove the Trust's external auditor;
- To approve the appointment of the Trust's chief executive;
- To receive the annual report and accounts and external auditor's report at a general meeting;
- To receive the external auditor's report on the quality account;
- To hold the non-executive directors to account for the performance of the board;
- To represent the interests of members and the public;
- To approve increases to non-NHS income of more than 5% of total income;
- To approve any significant transactions;
- To approve acquisitions, mergers, separations and dissolutions;
- To jointly approve with the board changes to the Trust's Constitution;
- To express a view on the board's plans for the Trust in advance of the Trust's submission to NHS Improvement;
- To consider a report from the board of directors each year on the use of income from the provision of goods and services from sources other than the NHS in England.

## 2.2 Responsibilities

Governors have a responsibility to:

- Recognise that a health service is complex and that there are many issues to address to ensure its smooth running and effective operation;
- Be able to put the needs of the community above personal preference;
- Be keen to understand and be able to champion the needs of the local community;
- Actively listen to and value the contributions of different people;
- Welcome and support fellow Governors;
- Be enthusiastic and committed and want to work as part of a cohesive team;
- Be keen to learn and keep updated;
- Be able to ask questions in a constructive, not a confrontational, manner;
- Be willing to keep themselves up to date by reading relevant documents and papers and attending relevant meetings and training.

Governors must understand that their role is broader than their own experiences and they have a responsibility to represent the interests of the community rather than their individual views or needs.

## 3 Standards of Conduct

All Governors of Calderdale & Huddersfield Foundation Trust must:

(a) Follow the seven principles of public life (the Nolan principles), which are:

*Selflessness* - Holders of public office should act solely in terms of the public interest.

*Integrity* - Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.

*Objectivity* - Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

*Accountability* - Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

*Openness* - Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.

*Honesty* - Holders of public office should be truthful.

*Leadership* - Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

- (b) Understand and acknowledge the distinct roles of the Board of Directors and the Governors, in that the Board of Directors is accountable for the management of the Trust and the Governors represent the interests of the members and the public and do not have a managerial role;
- (c) Ensure that any material interests are disclosed and registered in accordance with the Constitution; that any conflicts of interest are made known to the Corporate Governance Manager as soon as they arise; and be scrupulous to ensure that he or she acts in accordance with the interest rules. Governors have a duty to avoid a situation in which they have a direct or indirect interest which conflicts or may conflict with the interests of the Trust. Governors must not accept any benefit from a third party or offer any benefit to a third party by reason of being a Governor (other than in the proper performance of their duties);
- (d) Not engage in or be involved directly or indirectly with any activities in competition with the Trust or use any information obtained as a result of being a Governor for personal gain or to gain an improper advantage for another or to assist any competitor of the Trust;
- (e) Declare any affiliation to political parties, trade unions or other organisations to the Corporate Governance Manager and recognise that they will be representing not those organisations (or their views), but the constituency that elected them;
- (f) Agree to Disclosure and Barring Service (DBS) checks and any other checks required by the Trust as mandatory or nationally recommended good governance. Governors must immediately advise the Chairman in writing of any investigation, arrest, caution, charges or conviction against them for any criminal offence;
- (g) Attend meetings of the Council of Governors, and participate in Sub-committees and working/task and finish groups as requested. Governors are required, under the Trust's Constitution, to attend a minimum of two Council meetings in any financial year;
- (h) Attend training days as required, including the two-day Governors' induction course;
- (i) Behave during meetings in a manner that values and respects fellow Governors, directors and members of staff, and reflects positively on the Trust;
- (j) Seek to ensure that no-one is discriminated against on the basis of their religion, belief, race, colour, gender, marital status, disability, sexual orientation, age or social and economic status;
- (k) Respect the confidentiality of information received in their role as Governor;
- (l) Not expect any privilege arising from being a Governor;
- (m) Act as an ambassador for the Trust when attending external meetings or events;
- (n) Always act in the best interests of the Trust;

- (o) Take ownership of the Membership Strategy and assist the Trust in achieving the objectives within it;
- (p) Not respond to any media enquiries relating to the Trust, or approach the media. Any media enquiries should be directed to the Trust's Communications Team for guidance or action;
- (q) Sign the declaration at Appendix 1 and return it to the Corporate Governance Manager.

Failure to comply with any of the standards listed in (a) to (q) above may result in termination of a Governor's term of office.

#### **4 Exclusion Criteria**

A person may not become a Governor of the Trust, and if already holding such office, will immediately cease to do so if:

- They are a Director or Company Secretary of Calderdale and Huddersfield NHS Foundation Trust, a Director of another NHS Trust or a Governor or non-executive director of another NHS Foundation Trust;
- They are under 18 years of age;
- They have been adjudged bankrupt or their estate has been sequestrated and in either case they have not been discharged;
- 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, and a sentence of imprisonment (whether suspended or not) for a period of three months or more (without the option of a fine) was imposed on them;
- 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 Chairman 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 had their name removed, by a direction under section 46 of the 1977 Act from any list prepared under Part II of that Act, and have not subsequently had their name included in such a list;
- They resign;
- They die.

#### **5 Termination of office and removal of a Governor**

Governors may be removed from office in accordance with the provisions in the Constitution if they conduct themselves in a manner which could bring the office or the Trust into disrepute, act in a manner detrimental to the interests of the Trust, or otherwise show themselves not to be a fit and proper person to hold such office.

## APPENDIX 1 – DECLARATION

As a Governor of Calderdale & Huddersfield NHS Foundation Trust, I declare that I have read and agree to be bound by the principles and standards outlined in this Charter.

I understand that failure to comply with the standards outlined in section 3 above may result in the termination of my term of office as a Governor.

Signed \_\_\_\_\_

Print name \_\_\_\_\_

Date \_\_\_\_\_

Please return the completed copy of this declaration to the Corporate Governance  
Manager at Trust Offices, Huddersfield Royal Infirmary