

# Governors' handbook



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# 1

## Welcome from the chair and chief executive

Welcome to Kent Community Health NHS Foundation Trust (KCHFT). Congratulations on becoming a governor.

This handbook provides basic information so you can begin your role. Your first point of contact within the trust will usually be the governor lead, who is provided by the trust for your assistance.

In **Appendix 1**, you will find references for further information and support.

In March 2015, we were one of the first NHS community trusts to become a foundation trust. This gave the trust financial and operating freedoms, which enabled it to make improvements in providing high-quality local care while involving local people, patients and staff – our members.

A governor's role is important because it gives a direct link between the trust and the people it serves and access to our staff and other organisations. As a governor, you represent the interests of your constituency. To do this successfully, you will have the opportunity to work with the Board to help shape the trust's future plans to achieve its vision of providing excellent care for its patients.

Our trust provides community healthcare to around 1.5 million residents in Kent, plus 1.5 million people in areas outside of Kent where we provide services.

Our Council of Governors has 24 members: 13 publicly elected, five staff elected and six appointed from partner organisations.

Our services are delivered in hundreds of locations, including people's homes, other places of residence, clinics, community hospitals and prisons.

We employ in the region of 4,800 staff, and have more than 8,000 public members. The trust's Board comprises a non-executive chairman, non-executive directors (known as NEDs) and executive directors, including the chief executive.

By having members, foundation trusts become more accountable to the people they serve. The Council of Governors provides a link between the members, public and partner organisations that governors represent and the trust at Board level.

## 2

# Introduction to KCHFT

The trust is a provider organisation, providing community-based services bought or commissioned by NHS clinical commissioning groups, Kent County Council and, in a few cases, NHS England.

We provide wide-ranging NHS care for people in the community, including community nursing, rehabilitation, support for those with long-term conditions, children's health, community dentistry and prison health. We also provide a range of services from community hospitals.

The trust works very closely with partner organisations, providing services to make sure that people have co-ordinated healthcare.

KCHFT is one of many organisations providing NHS services; others include acute care in hospitals, mental health, ambulance and transport services and social care.

Our trust's Board is responsible for making sure that services are delivered according to our contracts.

An outline of how KCHFT fits into the complex world of NHS and other health services is at **Appendix 2**.

## 3

# What it means to be a governor

Governors act as critical friends to the trust and, in doing so, should represent the interests of stakeholders (the public, patients, KCHFT staff and organisations that work closely with, or have an interest in, the trust).

## 3.1 Role and responsibilities

It is important to be clear about the difference between the roles of the Board and the Council of Governors. These two bodies should work together as critical partners.

In simple terms, their roles can be defined as follows:

### Governors

- Represent the best interests of members and the public.
- Hold the non-executive directors, individually and collectively, to account for the performance of the Board.

### Directors

- Set the strategic direction of the trust.
- Responsible for the operational management of the trust.

## 3.2 Duties

### 3.2.1 Statutory

Governors have certain statutory duties that they are expected to perform as part of their role. The statutory responsibilities of the Council of Governors as a collective body are listed in **Appendix 3**.

Legislation states that when preparing the trust's business plan for the future, the Board "must have regard to the views of the Council of Governors". Thus, the council influences and shapes the development of the business plan.

The council is responsible for appointing the chair and the non-executive directors. Recommendations for people to fill these posts must be made by a committee on which governors are the majority. Since the chair and non-executive directors have such crucial roles within the trust, getting these appointments right is vital to its continued success.

In addition to performing statutory duties, all governors have advisory, guardianship and ambassadorial roles. The elements of these are set out below:

### 3.2.2 Guardianship

- To make sure that the trust is run according to its provider licence.
- To guard the public interest through constructive challenge and acting as a critical friend.

### 3.2.3 Ambassadorial

- Support recruitment and engage with members of the trust.
- Make sure the trust feeds back to members on its vision, strategy and plans.

### 3.2.4 Advisory

- Advise on the annual plan and quality accounts.
- Support the Board by providing an independent perspective on the trust's plans and developments.
- Make sure the trust seeks the views of members to inform its plans.

## 3.3 Representing members

Public and staff governors represent their members having been elected by them. Appointed governors represent the organisations that appointed them. Each type of governor brings to the council and the trust the views and perspectives of those they represent. The trust has a responsibility to understand the views of its members, the general public and its partner organisations. Governors will make sure this is happening.

The trust's membership strategy provides opportunities for governors and members to interact. The trust also co-ordinates involvement of members in making its annual plans and preparing its quality account.

Governors are encouraged to publish regular newsletters to their members and have a dedicated email address, which allows their constituents to contact them.

All governors are encouraged to join the trust's staff and volunteers at public events to hear feedback and support recruitment of members.

It is the trust's responsibility to provide the right kind of support, to make sure governors have the information, training and access to the trust's Board that they need to fulfil their role.

### 3.4 How patients can give their feedback

Patient feedback is important to the trust and their comments, suggestions and concerns are valuable because they help the trust to continuously improve the quality of service it provides.

Patients can give feedback using Meridian surveys; some services and reception areas, now have iPads where these can be completed. Surveys are also available on the trust's website <https://www.kentcht.nhs.uk/about-us/ways-to-get-involved/your-feedback>. Patient comments and compliments via phone calls, letters, emails and texts are collated by the trust's Patient Experience Team.

There are other ways patients can give their feedback too, for example NHS Choices, Healthwatch and Patient Opinion.

## 4

## Time commitment

The basic commitment is to attend the Council of Governors' formal meetings, four-times-a-year. A whole day should be set aside for each of these. The morning session enables governors to take part in development and hold discussions with our non-executive directors. The formal council meeting takes place in the afternoon. Dates are set annually to give governors as much notice as possible.

Governors are encouraged to attend formal meetings of the Board. The morning session is held in public and gives governors and members of the public the opportunity to ask questions. Formal Board meetings are held six times a year for a full day.

You can attend other KCHFT events like our annual meeting, staff awards, meet with local community volunteer groups, help us at membership recruitment events, or give talks to local groups about the trust and your role.

Other ways you can be involved include:

- a. taking part in committees and working groups
- b. patient-led assessment of care environment (PLACE) inspections
- c. quality and safety walkabouts
- d. organised visits to see clinical services
- e. meetings with heads of service
- f. Clinical audit and research and other internal health professionals conferences and events
- g. representing views during external inspections of the trust, for example NHS Improvement, NHS England
- h. attending public and patient engagement events in your locality organised by the trust
- i. linking with Healthwatch and its events
- j. finding out about your local clinical commissioning group strategy and attending Board meetings held in public.

## 5

# Code of conduct, eligibility, and terms of office

The trust's constitution sets out clear regulations about who is eligible to become a governor and what their terms of office are, once elected or appointed. All governors are required to sign a code of conduct and a confidentiality agreement – **see Appendix 4**.

## 6

# Induction and training

The trust provides support and training. New governors can expect an early induction training session. The Governor Lead will provide information about council meeting dates, governor engagement with the trust and on-going opportunities to see KCHFT in action.

Governors may also wish to visit one of our community hospitals to understand how we deliver care in these settings and other settings where the trust provides care such as: health centres, dental surgeries, prisons and schools.

The trust can arrange bespoke training in specific areas, for example understanding financial information, performance management and public speaking.

The Governor Lead is the first point of call for governors seeking information, training or support.

## 7

# Committees and working groups

The council has set up a number of committees and working groups to help fulfil its duties annually. More information about these committees and groups is set out here. Each group reviews its own membership and governors should have the opportunity to join one or more groups during their time in the role.

## 7.1 Nomination Committee

The governing body receives recommendations from the Nomination Committee for discussion and ratification of the appointment or re-appointment of all non-executive directors, including the chair, and their terms and conditions of office.

The Nomination Committee also:

- receives information about the performance of the non-executive directors,
- recommends the process by which they have their performance reviewed,
- recommends the remuneration of the chair and the non-executive directors.

## 7.2 Communication and Engagement Committee

The Communication and Engagement Committee advises on the recruitment and engagement of members.

The trust is required to report to NHSI on the way we engage with members and on the make-up of our staff and public membership. The trust has developed a strategy, which sets out the ways we seek to involve our membership when we are planning changes that might affect patients or staff. Members of this committee will have oversight of this strategy and report on progress to the council.

Key areas of work include:

- holding regular membership meetings/events
- planning and delivering a meet your governor stall at our annual members' meeting
- shaping and monitoring the implementation of the membership strategy
- devising surveys to find out how members want to be engaged
- advising on membership recruitment and engagement opportunities.

## 8

## Enabling you to participate

Governors are entitled to claim all reasonable expenses incurred while carrying out their duties. At the time of writing, governors may claim 45 pence per mile for journeys by car. The trust will also reimburse public transport fares.

The trust is committed to providing any reasonable support needed to enable you to fully participate. Please discuss any needs with the head of governor lead.

Council, committee and working group meetings are held at various venues within the trust's area. We endeavour to make sure that all venues are accessible and we will provide lunch and refreshments, when appropriate.



# Appendices



## Appendix 1

### Sources of support and information

The trust's governor support office is the first point of contact for any governor enquiries:

**Joy Fuller, Governor Lead**

Phone: 01622 211972

Email: [kcht.governors@nhs.net](mailto:kcht.governors@nhs.net)

Address: The Oast, Unit D, Hermitage Court,  
Hermitage Lane, Barming, Maidstone, Kent ME16 9NT

**Natalie Davies, Corporate Services Director**

Phone: 01622 211904

Email: [natalie.davies1@nhs.net](mailto:natalie.davies1@nhs.net)

Address: The Oast, Unit D, Hermitage Court,  
Hermitage Lane, Barming, Maidstone, Kent ME16 9NT

The chair of the Council of Governors and Board can also be contacted when needed.

Address: The Oast, Unit D, Hermitage Court,  
Hermitage Lane, Barming, Maidstone, Kent ME16 9NT

The lead governor or one of the deputy lead governors can also be contacted with enquiries. You will have a full list of contact details for fellow governors.

### Additional key documents

The trust's intranet is accessible to governors once appointed and provides copies of key documents in one place, for your convenience. These include:

- NHS Improvement's guidance on the role of a governor,
- membership strategy,
- code of conduct and confidentiality agreement,
- expenses claim forms,
- list of governor contact details.

This list is not exhaustive and the number of documents is added to all the time. If you find something you would like to be included, please do tell the support office.

Other useful documents are available on the trust's website [www.kentcht.nhs.uk](http://www.kentcht.nhs.uk), including:

- latest annual report and accounts,
- integrated business plan,
- the trust's constitution.

## **External sources of support and information**

If you are unable to access documents online, please contact the Governor Lead and the trust will try to provide any printed copies of documents you need.

### **NHS Improvement**

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

Email: [enquiries@improvement.nhs.uk](mailto:enquiries@improvement.nhs.uk)

### **Care Quality Commission**

[www.cqc.org.uk](http://www.cqc.org.uk)

Email: [www.cqc.org.uk/contact-us](http://www.cqc.org.uk/contact-us)

Sign up for the regular e-newsletter: [www.cqc.org.uk/get-our-newsletter](http://www.cqc.org.uk/get-our-newsletter)

### **NHS Choices**

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

### **NHS Providers**

[www.nhsproviders.org](http://www.nhsproviders.org)

## Appendix 2

### KCHFT and the wider NHS

KCHFT is part of a complex range of NHS providers across the health economy and works closely with many NHS partners to make sure services for patients are joined up and as effective as possible. KCHFT is a provider organisation. Other provider organisations include acute hospitals, ambulance trusts, mental health trusts, public health, social care, education (school and university), other public sector providers, for example police and prisons, voluntary and independent sectors, GPs and primary care.

### The Secretary of State for Health and Social Care

The Secretary of State for Health and Social Care has ultimate responsibility for provision of a comprehensive health service in England and making sure the whole system works together to respond to the priorities of communities and meet the needs of patients.

### The Department of Health and Social Care

The Department of Health and Social Care (DHSC) is responsible for strategic leadership of both the health and social care systems but is no longer the headquarters of the NHS, nor does it directly manage any NHS organisations. For detailed information about the department's priorities and roles visit the DHSC website: [www.gov.uk/government/organisations/department-of-health-and-social-care](http://www.gov.uk/government/organisations/department-of-health-and-social-care)

### NHS England

Formerly established as the NHS Commissioning Board in October 2012, NHS England is an independent body, at arm's length to the Government. Its main role is to improve health outcomes for people in England. NHS England:

- ☐ • provides national leadership for improving outcomes and driving up the quality of care
- ☐ • oversees the operation of clinical commissioning groups,
- ☐ • allocates resources to clinical commissioning groups,
- ☐ • commissions primary care and specialist services.
- ☐ For more information visit NHS England: [www.england.nhs.uk](http://www.england.nhs.uk)

## Clinical commissioning groups (CCGs)

All GP practices belong to a CCG and the groups also include other health professionals, such as nurses, doctors and a range of lay members. CCGs commission most services, including:

- planned hospital care
- rehabilitative care
- urgent and emergency care (including out-of-hours)
- most community health services
- mental health and learning disability services
- ambulance services
- some primary care services.

CCGs can commission any service provider that meets NHS standards and costs. These can be NHS organisations, social enterprises, charities or private sector providers.

However, CCGs must be assured of the quality of the services they commission, taking into account National Institute for Health and Care Excellence (NICE) guidelines and the Care Quality Commission's (CQC) data about service providers.

Both NHS England and CCGs have a duty to involve their patients, carers and the public in decisions about the services they commission.

Find your local CCG: [www.england.nhs.uk/resources/CCG-directory](http://www.england.nhs.uk/resources/CCG-directory)

## Health and wellbeing boards

Kent has health and wellbeing boards to act as forums for local commissioners across the NHS, social care, public health and other services. The boards:

- **increase democratic input into strategic decisions about health and wellbeing services,**
- **strengthen working relationships between health and social care,**
- **encourage integrated commissioning of health and social care services.**

For information you can read the following guides on health and wellbeing boards.

<http://healthandcare.dh.gov.uk/hwb-guide/>

<https://democracy.kent.gov.uk>

## **External governance – the role of NHS Improvement (NHSI)**

NHSI authorises and regulates NHS foundation trusts. It is independent of central government and directly accountable to parliament. As a foundation trust (FT) KCHFT reports on a quarterly and annual basis to NHSI.

The Health and Social Care (Act) 2012, established Monitor, now known as NHSI, as the sector regulator for health, with a primary duty to protect and promote the interests of people who use healthcare services. NHSI describes its role as 'promoting the provision of health care services which are effective, efficient and economic, and maintain or improve the quality of services'.

It does this by:

- providing information and support to FTs (including to any Council of Governors).
- licensing providers of NHS services (and regulating them through this licensing process). *The terms of the provider licence can be found on the KCHFT website.*
- working in partnership with NHS England to make sure that the NHS payment system delivers affordable, quality care and better outcomes for patient.
- supporting commissioners to make sure patients still receive services if a health care provider fails.
- make sure any competition in the health sector is fair and operates in the best interests of patients.
- enabling or facilitating a more integrated approach to care, where this would benefit patients or improve efficiency.

NHSI has a continuing role in assessing NHS trusts for foundation trust status and for making sure that foundation trusts are financially viable and well-led, in terms of both quality and finances.

You can find out more about and access resources for governors here:  
[www.improvement.nhs.uk](http://www.improvement.nhs.uk)

## **External governance – the role of the Care Quality Commission (CQC)**

The CQC is the independent regulator of all health and social care services in England. All provider organisations need to register with the CQC and are then inspected by it to make sure the care provided is safe, effective, compassionate and high-quality.

The CQC's website contains information about all registered providers, the latest inspection reports and any requirements for improvement.

KCHFT's inspection reports and any improvement notices can be found here:  
[www.cqc.org.uk/provider/RYY](http://www.cqc.org.uk/provider/RYY)

## **Internal governance at KCHFT**

The Board is accountable for the running of the trust. It is responsible for delivering the business plan and for making sure that management systems and staff are in place to achieve the trust's aims. The Council of Governors holds the non-executive directors, individually and collectively, to account for the performance of the Board.

The Board is made up of both executive directors and NEDs. NEDs are appointed by the Council of Governors to bring skills and experience from outside the trust on to the Board.

NEDs scrutinise the work of the executive directors through the trust's committee structure and should provide the Council of Governors with assurance that the trust is making decisions based on the best information available and in the best interests of patients. This structure is designed to make sure clear accountability between the executive directors of the trust and the trust's key stakeholders.

## Appendix 3

### Role and responsibilities of governors

It is helpful to start by being clear about the difference between the role of the Board and the role of the Council of Governors. These two bodies should work together as critical partners.

In simple terms, these roles can be defined as follows:

#### Governors

- Representing the best interests of members and the public.
- Holding the non-executive directors, individually and collectively, to account for the performance of the Board.

#### Directors

- Setting the strategic direction of the trust.
- Operational management of the trust.

#### Statutory duties

Governors have certain statutory duties that they are expected to perform as part of their role. The statutory responsibilities of the Council of Governors, as a collective body, are:

- to appoint and, if necessary, remove the chairman and non-executive directors
- to set the pay levels and conditions of employment for the chairman and non-executive directors
- to approve the appointment of the chief executive (the council does not appoint the chief executive)
- to receive the trust's annual report and accounts and the auditor's report
- to appoint or remove the trust's auditors
- to decide if the trust's private patient work would significantly interfere with the trust's principal purpose, which is to provide goods and services for the health service in England, or performing the trust's other functions
- to approve any proposed increase in non-NHS income of five per cent or more in any financial year. Approval means that at least half of the governors taking part in the vote agree
- to hold the non-executive directors, individually and collectively, to account for the performance of the Board
- to represent the interests of the members of the trust as a whole and the interests of the public.



The Council of Governors may need one or more of the directors to attend a governors' meeting to obtain information about the trust's performance of its functions or the directors' performance of their duties, and to help the council of governors to decide whether or not to propose a vote on the trust's or directors' performance.

Significant transactions must be approved by the governors. KCHFT has defined significant transactions within its constitution.

The Council of Governors must also approve an application by the trust to enter into a merger, acquisition or dissolution.

Amendments to the trust's constitution must be approved by the Council of Governors.

When preparing the KCHFT business plan that sets out our plans for the coming years, legislation states that the trust's Board "must have regard to the views of the Council of Governors". In practice, this means that the council will have a role to play in influencing and shaping the development of the business plan.

The council has the important role of appointing the chair and non-executive directors. The council is ultimately responsible for approving these appointments, and recommendations for people to fill these posts must be made by a committee on which there are more governors than KCHFT staff members. Since the chair and NEDs have such crucial roles within the trust, getting these appointments right will be vital to the continued success of the trust.

## Appendix 4

### Eligibility

Governors will have been advised of these eligibility criteria before standing for election or being appointed, however it is worth reiterating them here. Please read these carefully and inform the trust if you have any queries or concerns.

You are not eligible to become a governor if:

- you are an executive or non-executive director of KCHFT
- you are the spouse or close relative of a member of the Board of the trust
- you are a member of the local authority's scrutiny committee covering health matters
- you are a governor or director of another NHS foundation trust or NHS trust
- you cease to be a member of the constituency by which you were elected (for elected governors)
- you cease to be employed by the organisation which appointed you or the organisation withdraws its appointment of you (for appointed governors)
- NHS Improvement uses its powers to remove you, suspend you from office or disqualify you
- you have been dismissed (other than for reasons of redundancy) from any paid employment with a health service body in the preceding two years
- you fail to confirm that you will abide by the trust's code of conduct
- you have previously been, or are currently, subject to a sex offender order and/or required to register under the Sex Offenders Act 1997 or committed a sexual offence before the requirement to register under current legislation
- you are incapable by reason of mental disorder, illness or injury of managing your property and affairs
- you are the subject of a vexatious complaint
- you are disqualified under the Local Government Act 2000
- you are considered unsuitable by the Board on the basis of disclosures obtained through an application to the Disclosure Barring Service.

## **Terms of office**

Elected governors (staff and public) may hold office for a period of three years, and may stand for re-election for a second term of three years. After six years in the role, elected governors must leave the council and cannot re-stand for election for at least 12 months.

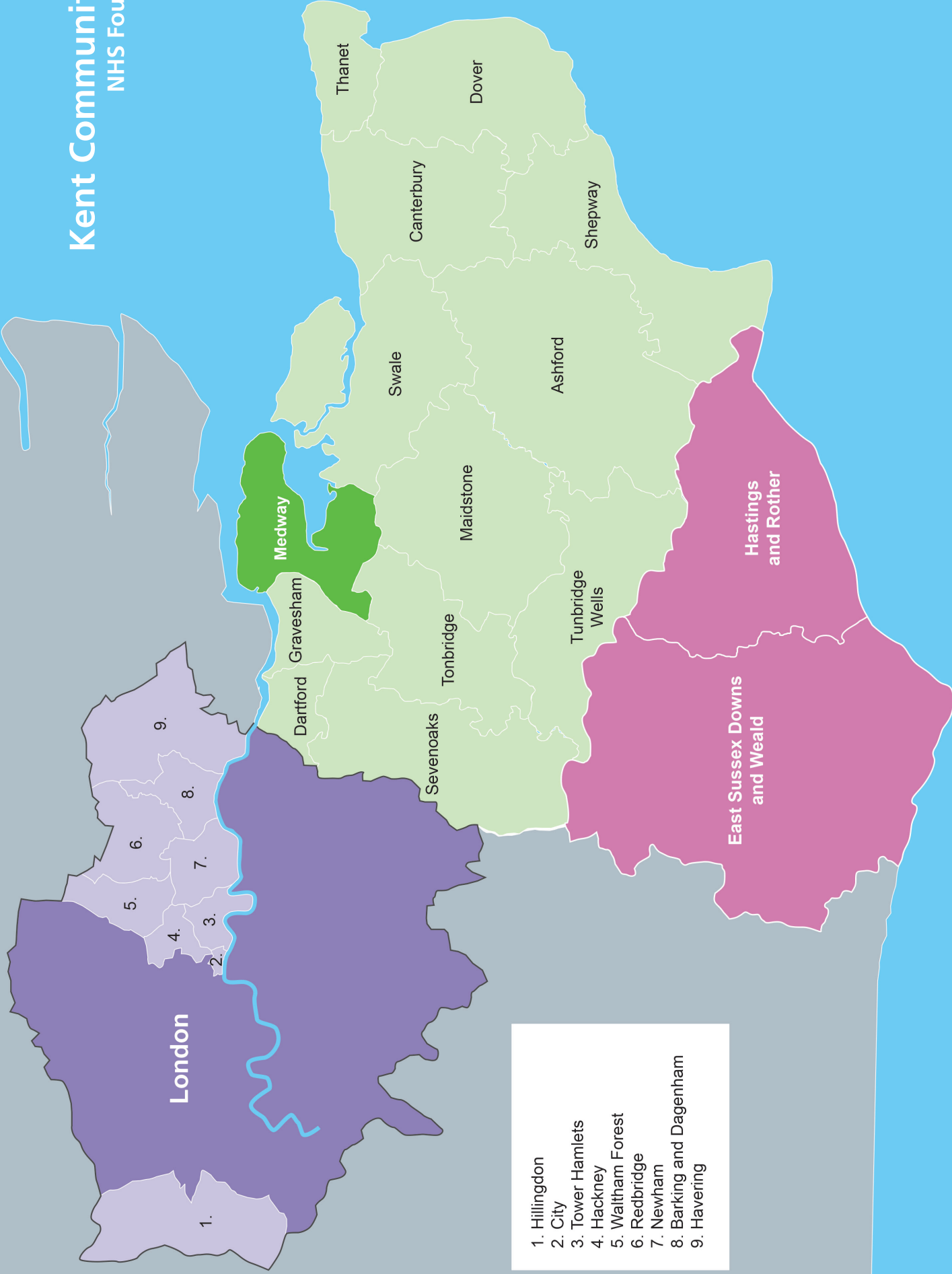
Appointed governors are also appointed by their organisations for an initial three-year term and may be re-appointed for a subsequent three-year term, after which time the appointing organisation should nominate someone else. The initial appointee cannot be re-appointed for at least 12 months.

## **Governor code of conduct**

All governors are required to sign a code of conduct and a confidentiality agreement.

As ambassadors and guardians for the trust, governors should conduct themselves in ways that is fitting for a public role. All governors must sign a declaration stating they agree to follow the trust's code of conduct for governors. In brief, this states governors should:

- contribute to the workings of the Council of Governors for it to fulfil its role and functions,
- act in the best interests of the trust and its members,
- adhere to the trust's rules and relevant policies and support its objectives, in particular those of retaining foundation trust status,
- actively support the vision and aims of the trust,
- not use the role to pursue personal or political agendas,
- recognise that the role is a collective one. Governors exercise collective decision-making on behalf of all patients, members, local public and staff,
- note the functions allocated to governors are not of a managerial nature,
- recognise that, other than when attending meetings and events as a governor, governors have no rights or privileges over any other member of the trust or member of the public,
- value and respect other governors and all members of staff,
- respect the confidentiality of information received in the role and make sure any such information is securely stored at all times,
- attend meetings of the Council of Governors, members' meetings and training events, on a regular basis, to carry out the role,
- abide by the Nolan Principles of Public Life: Selflessness; integrity; objectivity; accountability; openness; honesty and leadership.



## Do you have feedback about our health services?

**Phone:** 0300 123 1807, 8am to 5pm, Monday to Friday

**Text:** 07899 903499

**Email:** [kentchft.PALS@nhs.net](mailto:kentchft.PALS@nhs.net)

**Web:** [www.kentcht.nhs.uk/PALS](http://www.kentcht.nhs.uk/PALS)

### **Patient Advice and Liaison Service (PALS)**

Kent Community Health NHS Foundation Trust

Unit J, Concept Court

Shearway Business Park

Folkestone

Kent CT19 4RG

If you need communication support or this leaflet in another format, please ask a member of staff or contact us.



Donate today, and help the NHS go above and beyond.  
Visit [www.kentcht.nhs.uk/icare](http://www.kentcht.nhs.uk/icare)

Registered charity no. 1139134



**Our values**

**Compassionate Aspirational Responsive Excellent**