

# Governor Information Pack

Information for prospective  
governors

## Introduction

The Trust's governors have an important role to play in promoting the accountability of the hospital as an NHS foundation trust (FT). Within this pack you will find information on what FT's are, how they are governed and the role that governors have to play. Further information is given on the governance arrangements at the Robert Jones and Agnes Hunt Orthopaedic Hospital NHS Foundation Trust.

There is also information on who may become a governor, the Governors' Code of Conduct and the process for the 2024 elections.

## Trust Profile

The Robert Jones and Agnes Hunt Orthopaedic Hospital NHS Foundation Trust is a statutory body, which became a public benefit corporation on 1 August 2011 following its approval as an NHS Foundation Trust.

The Trust provides a comprehensive range of Musculoskeletal services including orthopaedic surgery, spinal injuries, bone disorders and medicine and, as one of the UK's leading specialist hospitals, provides services on a local, regional and national basis.

The Trust is a single site based in Oswestry, close to the border with Wales. The surrounding geographical area includes Shropshire, Wales, Cheshire and the Midlands. As such, we serve the people of both England and Wales, as well as a wider national catchment. We also host some local services which support the communities in and around Oswestry. We value our links with the local community, who are strong supporters of the hospital.

The hospital has eight inpatient wards including a private patient ward. We have eleven operating theatres, including a short stay surgery unit and full outpatient and diagnostic facilities. We provide outreach clinics and treatments in neighbouring hospitals in order to ensure our specialist services are provided as close to people's homes as is possible.

## What are foundation trusts?

NHS foundation trusts are:

- Public benefit corporations, a legal form unique to foundation trusts based on mutual traditions;
- Led by an independent board of directors;
- Licensed and regulated by an independent regulator, NHS Improvement.
- Accountable to local communities through a system of local ownership. The public, patients, service users, their families and careers, and staff can join the FT as members, and elect governors to represent them. Members and governors are the centerpiece of the foundation trust's accountability and strong governance;
- Accountable to local commissioners, who contract with them to deliver services;
- Free from central government control and performance management, yet meeting and striving to exceed the standards that all NHS organisations must achieve, including being licensed by the Care Quality Commission;
- Not required to break even each year, although they must be financially viable. They can borrow money within limits set by the regulator, retain surpluses and decide on service developments and innovations for their local community;
- Accountable to Parliament, where they must lay their annual reports and accounts.

## How is the Robert Jones and Agnes Hunt Orthopaedic Hospital Foundation Trust governed?

The rules setting out how the Trust is governed are laid out in the Trust's Constitution. This is available on the Trust's website. ([Trust Constitution – RJAH](#))

The Trust is managed by the Board of Directors, which is responsible for the day to day running of the organisation. The Board is responsible for defining the strategic aims and objectives and ensuring that the organisation achieves them, it approves policies and procedures for managing risk and promoting quality, it approves the annual plan, budgets and the annual accounts.

The Board of Directors is made up of 15 members: The Chair, Chief Executive Officer, 5 Non-Executive Directors, 5 Executive Directors and 3 Associate Non-Executive Directors.

The Non-Executive Directors (including the Chair) and Associate Non-Executives do not have any involvement in day-to-day management of the Trust. They provide the board with independent challenge and scrutiny.

The Board has established a number of sub committees, chaired by Non-Executive Directors, which perform a key assurance role:

- Audit and Risk Committee
- Quality and Safety Committee
- Finance and Planning Committee
- People and Culture Committee
- Digital, Education, Research, Innovation and Commercialisation Committee
- Remuneration and Appointments Committees

## What is the role of the governors?

Governors are unpaid and volunteer part-time on behalf of the Trust. Governors are able to claim expenses, such as travel, incurred while carrying out their duties. They are elected by the Trust members, or appointed by stakeholders, to represent their views at the Council of Governors, but also have a broader duty to support the Trust as a whole.

The Health and Social care Act (2012) sets out two general duties for the Council of Governors:

- to hold the non-executive directors individually and collectively to account for the performance of the Board of Directors, and
- to represent the interests of the members of the trust as a whole and the interests of the public.

The governors have developed a membership strategy which looks at how to develop their links with the members.

They also have other more specific statutory duties to:

- appoint and, if appropriate, remove the Chair.
- appoint and, if appropriate, remove the other Non-Executive Directors.
- decide the remuneration and allowances and other terms and conditions of office of the Chair and the other Non-Executive Directors.
- approve the appointment of the Chief Executive.
- appoint and, if appropriate, remove the NHS foundation trust's auditor.
- receive the NHS foundation trust's annual accounts, any report of the auditor on them, and the annual report.
- approve any proposed increases in non-NHS income of 5% or more in any financial year.
- approve 'Significant transactions'.
- approve an application by the trust to enter into a merger, acquisition, separation or

dissolution.

- approve amendments to the trust's constitution along with the Board of Directors.
- receive the NHS foundation trust's annual accounts, any report of the auditor on them, and the annual report.

**In addition:**

- in preparing the NHS foundation trust's forward plan, the board of directors must have regard to the views of the council of governors.

### What it means to be a governor?

Governors must:

- act in the best interests of the NHS foundation trust and should adhere to its values and code of conduct;
- regularly feedback 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;
- Support the aims and vision of the Trust;
- Contribute effectively to the work of the Council of Governors in the fulfilment of its role as set out in the Trust's constitution;
- Understand that the decisions of the Council of Governors must take full account of the needs and views of patients, local people and staff;
- Seek to ensure that individually and collectively they uphold the Trust's commitment to equality and diversity;
- Value and respect governor colleagues and all members of staff and patients with whom they come into contact;
- Respect appropriate confidentiality of information received in their role as governor;
- Act with integrity and objectivity and in the best interests of the Trust, without any expectation of personal benefit;
- Attend meetings of the Council of Governors members meetings and training events to be able to carry out the role of governor to the best of their ability;
- Demonstrate high standards of personal conduct and act as a positive ambassador for the Trust; and
- Adhere to Trust policies and procedures.

### Our governors

The governors attend the Council of Governors. There will be at least four meetings per year, including an annual meeting when the Council of Governors receive and consider the annual accounts and report.

During 2024/25 four meetings have been scheduled.

All meetings of the Council of Governors are open to the public. The Council of Governors is chaired by the Trust Chairman.

The Council of Governors consists of 15 members:

- Nine Public governors:
  - Shropshire (excluding Telford and Wrekin) – 3 governors
  - North Wales – 2 governors
  - Cheshire and Merseyside – 1 governor
  - West Midlands – 1 governor
  - Powys – 1 governor
  - Rest of England & Wales – 1 governor
- Three Staff governors.
- Three appointed (stakeholder) governors, representing:

- Shropshire County Council
- Keele University
- The Robert Jones and Agnes Hunt Orthopaedic Hospital Voluntary Services Committee.

### Who may be a governor?

To be a governor you must be a Foundation Trust member and you must be a member of the constituency which you represent.

There are certain statutory restrictions that prevent an individual from becoming a governor, such as criminal convictions within the preceding five years, bankruptcy, dismissal from an NHS job within the preceding two years or disqualification from a health-related professional body. These are detailed below.

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

- a person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged;
- a person who has made a composition or arrangement with, or granted a trust deed for, his or her creditors and has not been discharged in respect of it;
- 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 him or her.

Other circumstances when a governor may no longer continue in post are set out below:

- in the case of an elected governor:
  - the individual is not or ceases to be a member of the constituency by which the individual was elected;
- or in the case of an appointed governor:
  - the appointing Partnership Organisation withdraws their appointment of the individual
- the individual is under 16 years of age at the time he or she is nominated for election or appointment;
- the individual has failed or refused to sign and deliver to the Secretary a statement confirming the agreement to comply with the Governors' Code of Conduct;
- the individual has refused without reasonable cause to undertake any training which the Trust and/or the Council of Governors requires all governors to undertake;
- the individual is an executive or non-executive director or the Secretary of the Trust, or a governor, non-executive director, chairman, chief executive officer or secretary of another NHS Foundation Trust, or of a body corporate whose business competes with the mandatory services of the Trust as defined in Schedule 2 of the Trust's terms of Authorisation;
- the individual is a member of a local authority's Overview and Scrutiny Committee covering health matters;
- the individual is incapable by reason of mental disorder, illness or injury of managing or administering his or her property and affairs;
- the individual has within the preceding two years been dismissed, otherwise than by reason of redundancy, from any paid employment with a health service body;
- the individual is 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 his or her appointment is not in the interests of the NHS, including for non-attendance at meetings or for non-disclosure of a pecuniary interest;
- NHS Improvement has exercised its powers to remove him or her as a member of the Council of Governors of the Trust or has suspended him or her from office or has disqualified him or her from holding office as a governor of the Trust for a specified

period or has exercised any of those powers in relation to him or her at any time, whether in relation to the Trust or to any other NHS Foundation Trust;

- the individual has had their name removed from any list maintained by any Primary Care Trust pursuant to Parts 4, 5, 6 or 7 of the NHS Act 2006 and/or Regulations made under those Parts and has not subsequently had their name included on such a list and in view of the reason or reasons for such removal he or she is not considered by the Chairman to be a fit and proper person to hold the office of governor;
- on the basis of disclosures obtained through an application to the Criminal Records Bureau, the individual is not considered by the Chairman to be a fit and proper person to hold the office of governor;
- the individual or has been subject to a Sexual Offences Prevention Order, a Foreign Travel Order or a Risk of Sexual Harm Order made under the provisions of the Sexual Offences Act 2003; or
- the individual is the subject of a disqualification order made under the Company Directors Disqualification Act 1986.

### Governor elections 2024

The timetable for the elections is shown below. The elections will be managed on behalf of the Trust by Civica Election Services (CES).

ELECTION STAGE	DATE
Notice of Election / nomination open	Wednesday, 1 May 2024
Nominations deadline	Friday, 17 May 2024
Summary of valid nominated candidates published	Monday, 20 May 2024
Final date for candidate withdrawal	Wednesday, 22 May 2024
Notice of Poll published	Thursday, 6 Jun 2024
Voting packs despatched	Friday, 7 Jun 2024
Close of election	Thursday, 27 Jun 2024
Declaration of results	<b>Friday, 28 Jun 2024</b>

### How do I stand to become a governor?

If you would like to put yourself forward as a candidate for the role of governor, you will need to:

- Make sure you are registered as a Member of the Trust. To become a member, you will need to fill in a membership form or apply online at our website. If you are unsure of your membership status, please contact the Foundation Trust Office on 01691 404394 or e-mail us at [rjah.ft@nhs.net](mailto:rjah.ft@nhs.net).
- Read this information pack carefully.
- Contact the Foundation Trust Office with any questions.
- Meet the eligibility criteria for being a governor set out in this pack.
- Be sure that you can commit the time necessary to be an effective governor, including attendance at induction and training sessions and attending the Council meetings.
- Once the notice of election is released, complete the necessary nomination pack and return it to Civica Electoral Services (CES), as set out in the pack.
- If you wish to withdraw your nomination, you will need to write to the Returning Officer at CES. The formal notice will need to be witnessed and signed by the candidate.

## Tenure

An elected governor;

- Shall normally hold office for a period of three years commencing immediately after the conclusion of the general meeting of the Council of Governors at which his or her election is announced;
- Shall be eligible for re-election at the end of his or her first term of office;
- May not hold office for longer than nine consecutive years or three consecutive terms each of three years

## Governor Code of Conduct

Our governors are required to sign a declaration saying that they will comply with our Code of Conduct. As an NHS Foundation Trust governor;

- I will seek at all times to support the Trust in its aims and priorities and ensure that its needs and interests are foremost in decision-making
- I will act with discretion and care in respect of difficult and confidential issues
- I will commit to actively support the Trust's vision and values
- I will maintain confidentiality with regard to information gained
- If I am a member of a trade union, political party or other organisation, I recognise that should I be elected or nominated, I will not be representing those organisations but will be representing the public and staff that elected me
- I will be honest and act with integrity at all times
- I will see to ensure that my governor colleagues are valued and that judgements about them are consistent, fair and unbiased and are properly founded
- I will seek to ensure that the membership of the constituency, area or category that I represent is properly informed and able to influence services
- I will show my commitment to working as a team member by working with my colleagues in the NHS and wider community
- I will seek to ensure that no one is discriminated against because of their religion, belief, race, colour, gender, marital status, disability, sexual orientation, age, social or economic status or national origin
- I will at all times comply with the Constitution, Standing Orders and Standing Financial Instructions of the Trust
- I will seek to ensure that the best interests of the public, patients, carers and staff are upheld in decision making and decisions are not improperly influenced by gifts or inducements
- I will support and assist the Chief Executive of the Trust in her responsibility to answer the Independent Regulator, commissioners and the public in terms of fully and faithfully declaring and explaining the use of resources and the performance of the total NHS in putting national policy into practice and delivering targets

## Useful Links

For further information either about this hospital, or about foundation trusts and governors in general you may find these two links helpful:

- Robert Jones and Agnes Hunt Orthopaedic Hospital: [www.rjah.nhs.uk/default.aspx](http://www.rjah.nhs.uk/default.aspx)
- NHS England: [NHS England » About us](#)