**Council of governors - Terms of Reference**

**1. Duties of the Council of Governors**

1.1 The general duties of the council of governors are:

1.1.1 to hold the non-executive directors individually and collectively to account for the performance of the board of directors; and,

1.1.2 to represent the interests of the members of the Trust as a whole, and the interests of the public.

**2. Membership**

2.1 The council comprises:

Public elected governors:

Southampton City x 5

New Forest Eastleigh and Test Valley x 4

The Isle of Wight x 1

Rest of England and Wales x 3

Staff elected governors x 4

Appointed governors, one from each of:

Southampton Clinical Commissioning Group

West Hampshire Clinical Commissioning Group

Southampton City Council

Hampshire County Council

Business South

University of Southampton (Under 21 representative)

Richard Tauntons College (Under 21 representative)

2.2 The council structure is:

Chair: chairman of the Trust

Deputy Chair: deputy chair and senior independent director

Council Administrator: corporate affairs manager on behalf of the Trust company secretary.

2.3 Membership as set out in the constitution will include elected and appointed governors.

2.4 Directors may be asked to attend when the council and/or its committees are discussing areas that are the responsibility of that individual officer.

2.5 The council is accountable to the membership of the Trust and the wider general public in the areas served by the Trust.

2.6 The council will report to the membership at the Annual Members Meeting and on such other occasions as are arranged.

**3. Quorum:**

3.1 The quorum for the meeting shall be one third of the council membership.

**4. Frequency of Meetings:**

4.1 The council shall meet at least four times a year.

4.2 Members are expected to attend all meetings of the council and the committees of which they are a member, or give timely apologies if absence is unavoidable.

4.3 Attendance issues will be addressed as set out in the FT Constitution.

**5. Committees and Groups:**

5.1 Committees and groups reporting to the council are:

• Governor nomination committee

• Membership and engagement group

• Patient experience group

• Staff experience group

• Strategy group

**6. Administration**

6.1 It is the duty of the council chair to ensure that:

• the administration of the council is managed efficiently and effectively

• the council undertakes the duties assigned to it

• reports to the council and actions arising from meetings are completed in a timely manner

• the chair and council administrator meet as required to set agendas and follow-up action points

• meeting papers are circulated at least three days in advance of the meeting by the administrator.

6.2 The council administrator’s duties include:

• agreement of the agenda with the Company Secretary and Chairman.

• collation of the council papers

• taking the minutes and keeping a record of action points and issues to be carried forward

• forward planning of agenda items

• ensuring records of council business, terms of reference, etc. are stored appropriately and are retained in line with record retention requirements

• reminding contributors of report deadlines

• distributing papers at least three days in advance of meetings

• keeping mailing lists up to date

• recording attendance and drawing the chair’s attention when this needs follow up action.

**7. Duties**

7.1 The statutory responsibilities of the council of governors are to:

• Appoint and, if appropriate, remove the chair and other non-executive directors

• Decide the remuneration and allowances, and the other terms and conditions of office, of the chair and other non-executive directors on the recommendation of the Governor nomination committee

• Approve the appointment of the chief executive

• Appoint and, if appropriate, remove the Trust’s auditor

• Receive the Trust’s annual accounts, any report of the auditor on them and the annual report (including the Quality Account)

• Approve any annual increases of more than 5% in the Trust’s non-NHS income;

• Hold the non-executive directors individually and collectively to account for the performance of the Board of Directors

• Represent the interests of the members of the foundation trust as a whole, and the interests of the public

• Approve significant transactions (as specified in the constitution)

• Approve mergers or acquisitions or separations (as specified in the constitution)

• Approve amendments to the constitution (note that the Board of Directors also has a role as specified in the constitution)

• Determine that any proposals in the forward plan for non-NHS income will not interfere with the Trust’s principal purpose and notify the Trust’s directors of the decision.

7.1.1 The constitutional duties of the council of governors include:

• Providing views to the board of directors on the strategic direction of the Trust to inform the trust’s forward plan

• Developing membership of the Trust

• Regularly feeding back information about the Trust to the membership, and feeding the views of constituencies and stakeholder organisations to the Trust

• Holding the board of directors to account in relation to potential breaches of the Terms of the FT Licence

• Complying with the NHS Foundation Trust Code of Governance.

**8. Authority:**

8.1 The council is entitled to investigate any activity within its terms of reference. It may seek and secure the information it requires from any employee and all employees are directed to co-operate with any request made by the council.

8.2 The council can seek external advice from any source if necessary, taking into consideration issues of confidentiality and Standing Financial Instructions.

8.3 Both functions must be supported and administrated by the Company Secretary.

**9. Monitoring Compliance and Effectiveness**

9.1 To support the continual improvement of governance standards the council of governors is required to:

• Conduct an annual self-assessment of its performance and effectiveness.

• Review its terms of reference as and when necessary.

• Prepare an annual work plan, where appropriate.

**10. Confidentiality**

10.1 Each member acknowledges that all proceedings of the group are confidential and must not be disclosed or discussed with anyone other than other governors.