

# GOVERNORS HANDBOOK



## Communities Matter

Creating stronger, healthier, happier communities.

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# Welcome

## **Congratulations on your election / appointment to the Bridgewater Community Healthcare NHS Foundation Trust Council of Governors.**

I am delighted to welcome you to this role. The Council of Governors provides a great opportunity for the voice of the people we serve and our staff to influence the strategic direction of our Trust. Our Governors bring with them a wealth of knowledge, skills and experience and we are indebted to them for the work they do on our behalf.

I hope that you will find the contents of this handbook useful and informative; it provides an outline of your role along with other information and guidance that you may find helpful.

If you have any queries, please do not hesitate to contact the Head of Membership either by email at [bchft.governors@nhs.net](mailto:bchft.governors@nhs.net) or by phone on 07469 894649.

I look forward to meeting you at our next Council of Governors meeting.



**Karen Bliss**  
Chair

# Introduction

This handbook provides a brief background to the structure and governance of foundation trusts with a particular emphasis on the responsibilities of the Council of Governors.

## The Governance of Foundation Trusts

### What is an NHS Foundation Trust?

NHS foundation trusts are different from NHS trusts; they have a unique legal form as 'public benefit corporations'.

NHS foundation trusts provide healthcare services for patients and service users in England. Compared with NHS trusts, they have greater freedoms to manage their own affairs and make their own decisions, including whether to use surpluses and borrowing to make investments over multiple years. However, they remain subject to legal requirements and have a duty to exercise their functions 'effectively, efficiently and economically.'

They are accountable to NHS England, the regulator for foundation trusts, which has the role of protecting and promoting the interests of patients by ensuring that the health sector works for their benefit. Through their Councils of Governors, they also have greater accountability to staff, patients and the wider public.

Each NHS foundation trust sets out its governance structure in its Constitution. There are legislative requirements concerning the governance of all NHS foundation trusts. For example, all NHS foundation trusts have:

- A Board of Directors
- A Council of Governors; and,
- Members

### The Board of Directors

The Board of Directors is comprised of Executive and Non-Executive Directors.

The Executive Directors are employees and are responsible for the day-to-day management of the Trust.

The Non-Executive Directors are not employees. They bring an independent perspective to Board meetings and have a particular duty to scrutinise decisions and proposals made by the Executive Directors.

The Board is led by a Chair who is also a Non-Executive Director.

The Board's overall duty is to ensure the provision of safe and effective services for patients and the public. The Board does this through the governance of the foundation trust including setting the strategy, organisational values, culture and overseeing the work of the Executive Directors.

The Board will reserve certain key decisions to itself but will delegate others either to Executive Directors or to Committees of the Board. Board Committees are used to make decisions in key business areas that might be delegated and to help the Board obtain the assurances it needs. Please refer to the Accountability Framework ([link to be provided](#))

The Board of Bridgewater Community Healthcare NHS Foundation Trust has the following Committees:

- Audit Committee
- Finance & Performance Committee
- People Committee
- Quality & Safety Committee

Details of the membership of the Trust's Board of Directors can be found at: [www.bridgewater.nhs.uk/aboutus](http://www.bridgewater.nhs.uk/aboutus)

## **The Chair**

The Council of Governors and the Board of Directors are both chaired by the Trust Chair, who is their key link, along with the Trust Secretary. The Council of Governors and the Board of Directors work together on a variety of issues, including the Trust Improvement Plan, membership, and engagement.

It is important that the Board of Directors and Council of Governors see their interaction as being one of constructive partnership and seek to work effectively together.

## **Senior Independent Director**

One of the Non-Executive Directors is appointed as the Senior Independent Director by the Board of Directors, in consultation with the Council of Governors.

The Senior Independent Director (SID) should function as the point of contact with the Board of Directors if Governors have concerns which approaches through normal channels have failed to resolve or for which such normal approaches are inappropriate.

The SID may also function as the point of contact with the Board of Directors for Governors when they discuss, for example the Chair's performance appraisal and their remuneration and other allowances.

## **Profile of the Trust**

Bridgewater Community Healthcare NHS Foundation Trust (Bridgewater) is a leading provider of community health services in the Northwest of England.

Bridgewater Community Healthcare NHS Trust was established in April 2011. On 1 November 2014, the organisation was awarded NHS Foundation Trust status and changed its name to Bridgewater Community Healthcare NHS Foundation Trust.

The Trust is part of the Cheshire & Merseyside Integrated Care System (ICS), PLACE-based Partnerships and Provider Collaboratives which deliver joined up approaches to improve health and care outcomes.

During 2022-23 Bridgewater provided community adult and children's nursing and therapy services in Halton, Warrington, and St Helens. It also provided specialist community dental services across a larger geographic footprint in the North West and Drive Ability North West in partnership with Drive Mobility and the Department for Transport.

### **Warrington Adults**

Our Warrington Adults' Services has a large team of community nurses supported by specialised nurses and matrons. The services provided include:

- responding to urgent care needs and therapy needs as part of an integrated system,
- intermediate tier health and care offer,
- intermediate care beds,
- care in care homes,
- equipment services,
- wheelchair services,
- acquired brain injury and neuropsychology,
- podiatry,
- musculoskeletal and orthopaedic clinical assessment,
- dermatology

### **Halton and St Helens Adults**

As in Warrington, our Halton Adults' Services has a large team of community nurses supported by specialised nurses and matrons, a neuro rehabilitation service, as well as providing integrated urgent care and an integrated frailty service, with local providers, as we support the community and intermediate care needs of the population.

Our urgent treatment centre in Widnes is the focal point for many community-based services, with clear connections to our own services and those of our local partners. We also deliver wheelchair services, equipment services, podiatry and speech and language services.

The Drive Ability North West service, delivered in partnership with Drive Mobility and the Department for Transport, provides services across the North West of England, supporting people with assisted driving, accessibility and independent living.

### **Children's Services**

We deliver 0-19 years - and to 25 years for those with special educational needs - services in both Warrington and Halton, as well as a number of specialised children's

services, such as audiology, occupational therapy, physiotherapy and speech and language. We have community paediatric services and deliver the neurodevelopment pathway in both Halton and Warrington.

### Specialised Dental Services

The Bridgewater Dental Network currently provides services to a combined population of over two million people, who live across Cheshire, Merseyside and Greater Manchester. We provide specialised dental care on referral to people of all ages, with disabilities and special needs which make it impossible for them to access treatment from an NHS family dentist (General Dental Practice).

Most of our services are delivered in patients' homes or at locations close to where they live. This varies from clinics and health centres to GP practices and schools. As a provider of mainstream and specialist care, our role is to focus on providing cost effective NHS care.

We do this by keeping people out of hospital and supporting vulnerable people throughout their lives. As a dedicated provider of community services our strategy is to bring more care closer to home.

This means providing a wider range of services in community settings and to keep people healthier for longer by developing more specialist services to support people to live independently at home.

The map below shows the areas that Bridgewater provided services to in 2022-23:





## Council of Governors

The Council of Governors is comprised of elected and appointed Governors.

Governors are volunteers who are not paid.

Governors have two main responsibilities:

- holding the Non-Executive Directors, individually and collectively, to account for the performance of the Board of Directors; and
- representing the interests of the members of the Trust as a whole and the interests of the public.

Governors undertake a number of statutory responsibilities which are detailed below.

## Membership

Members of the public and staff who work at an NHS Foundation Trust can be members of the Trust.

Members vote to elect Governors and can stand for election themselves.

Bridgewater Community Healthcare NHS Foundation Trust runs a membership scheme to recruit members of the public and staff to become members of the Trust.

Anyone aged 16 or over living in England and Wales can become a member. The Trust aims to recruit and develop a membership which fairly represents people living in the communities it serves. This includes patients, former patients, carers and members of the public, particularly in Halton, Warrington and those parts of the North West where we deliver specialist community dental services.

## The Council of Governors: Responsibilities

### Holding the Board of Directors to Account

Under the Health and Social Care Act 2022, Governors are responsible for holding the Non-Executive Directors individually and collectively to account for the performance of the Board of Directors. Governors have the power to request that members of the Board attend a meeting to answer questions.

### Representing the Interests of Members and the Public

Governors are required to represent the interests of both members of Trust and of the public. They may choose how to engage with these groups, including face to face meetings where members and the public can meet Governors.

## Statutory Responsibilities

Governors of an NHS foundation trust have the following statutory responsibilities:

- Appointing and, if appropriate, removing the Chair and the Non-Executive Directors
- Deciding the remuneration and allowances and other terms and conditions of office of the Chair and the Non-Executive Directors
- Approving (or not) any new appointment of a Chief Executive
- Appointing and, if appropriate, removing the Trust's external auditors
- Receiving the Trust's Annual Accounts, any report of the auditor on them, and the Annual Report
- Holding the Non-Executive Directors, individually and collectively, to account for the performance of the Board of Directors. This is undertaken by observing the Board and its Committees
- Representing the interests of the members of the Trust and the wider public
- Approving 'significant transactions', mergers and acquisitions
- Deciding whether the Trust's non-NHS work would significantly interfere with its principal purpose which is to provide goods and services for the health service in England
- Approving any amendments to the Trust's Constitution

## Membership of the Council of Governors

Governors are split into three categories.

- Public
- Staff
- Appointed

Under its Constitution, the Council of Governors for Bridgewater Community Healthcare NHS Foundation Trust is made up of the following Governors:

<b>Elected Governors</b>	
<b>Constituency</b>	<b>Number of Governors</b>
Halton	4
Warrington	4
Rest of England	6
Staff: Allied Health Professionals	1
Staff: Clinical Support	1
Staff: Doctors / Dentists, including dental support staff	1

Staff: Non-Clinical Support	1
Staff: Nursing	2
<b>Appointed Governors</b>	
<b>Organisation</b>	<b>Governors</b>
University of Central Lancashire	1
Healthwatch Halton	1
Signing Solutions – Warrington	1

The Council of Governors is chaired by the Trust Chair. The Council of Governors appoints one of the Non-Executive Directors to act as Deputy Chair.

### **Public Governors**

Public Governors are elected to represent them by people who have registered as being members of the Trust. Public Governors may or may not be current or past patients of the Trust. Our Public Governors represent the areas we serve, and members are eligible to stand for election to represent the constituency in which they live.

### **Staff Governors**

Six staff Governors are voted for by staff members to represent their views within the five constituencies:

- Allied Health Professionals
- Clinical Support staff
- Doctors / Dentists - including dental support staff
- Non-Clinical Support staff
- Nursing

### **Appointed Governors**

Appointed Governors are appointed by the Trust and are recognised as having formal partnerships with the Trust or who have aligned interests or shared agendas relating to health and the healthcare of the population.

### **Lead Governor**

The Lead Governor is a Governor who has been nominated by the Council of Governors to be a point of contact for NHS England in specific circumstances.

Any communication between NHS England and the Council of Governors should go through the Lead Governor.

Directors should not be involved in the choice of the Lead Governor which is for the Governors to decide.

### **Governor Observers**

Governors hold Non-Executive Directors to account by regularly observing their input and scrutiny at the Board and each of its four Committees.

## **Trust Values and Code of Conduct**

### **Trust Values**

Following consultation, the Trust agreed a set of values that reflects the culture we seek to promote and encourage within the organisation.

The aim of having an agreed set of values is to use them to steer behaviours in the Trust's work and, importantly, to help the Trust to explain to its patients, staff and stakeholders what is important to it as an organisation.

The core values were drawn up from the following themes identified by staff.

- **Person Centred** – We are passionate about individual needs and promote independence in the healthcare that we provide
- **Empowered** – We empower our people and encourage new ideas to deliver and create improvement in community care
- **Open and Honest** – We behave in a way that develops relationships based on trust, openness, honesty and respect
- **Professional** – We support our people, so everyone has the right skills and training to deliver outstanding patient care
- **Local** – We are always learning about our communities and show great pride in being a local provider of health and care
- **Efficient** – We use our resources wisely to provide sustainable and value for money healthcare for our patients

### **Our Mission**

*'To improve local health and promote wellbeing in the communities we serve'*

## Strategic Objectives

The Trust has agreed the following strategic objectives:

- **Quality** – We will deliver high quality services in a safe, inclusive environment where our patients, their families, carers, and staff work together to continually improve how they are delivered.
- **Health Equity** – We will collaborate with partners and communities to improve equity in health outcomes and focus on the needs of those who are vulnerable and at-risk.
- **Staff** – We will ensure the Trust is a great place to work by creating an environment for our staff to develop, grow and thrive.
- **Resources** – We will ensure that we use our resources in a sustainable and effective way.
- **Equity, Diversity and Inclusion** – We will ensure that equity, diversity and inclusion are at the heart of what we do, and we will create compassionate and inclusive conditions for patients and staff.
- **Partnerships** – We will work in close collaboration with partners and their staff in place, and across the system to deliver the best possible care and positive impact in local communities.

## Equality and Diversity

The Trust agrees that equality of opportunity and recognising the opportunities of diversity is vital to its success and an essential prerequisite to the achievement of its goals and objectives. The Trust has a Workforce Equality and Diversity Policy.

## Bullying and Harassment

Bullying and harassment is not tolerated by the Trust. Everyone connected with the Trust has a responsibility to be proactive in promoting an atmosphere free from bullying and harassment.

## Code of Conduct

Governors must always act in the best interests of the Trust and adhere to the Council of Governors' Code of Conduct (Appendix 1)

The Code of Conduct complements the Trust's Constitution, which embodies the legal requirements for Governors. The Code of Conduct should be read in conjunction with any relevant documents issued by NHS England.

Members of the Council of Governors are required to sign a declaration to confirm that they will comply with the Code of Conduct at the beginning of their term of office. Breaches of the Code of Conduct may lead to the termination of a Governor's term of office as allowed for within the Trust's Constitution.

The Code of Conduct is based on the seven principles of public life set out by the Committee on Standards in Public Life (known as the Nolan Principles): selflessness, integrity, objectivity, accountability, openness, honesty and leadership.

A copy of the Code of Conduct can be found at Appendix 1 and a separate copy of the Personal Declaration will be provided. When you have read the Code of Conduct, please return your signed Personal Declaration to the Head of Membership.

## **Confidentiality**

Governors may receive confidential information and be part of making decisions which must remain confidential to the people present at the time the information was shared. Governors will not, however, be expected to deal with confidential patient identifiable information in the normal course of their role.

Whilst meetings of the Council of Governors are held in public, Governors must respect the confidentiality of information they are made privy to because of their role and must act with discretion and integrity. Given the sensitive nature of issues which may be considered by the Council of Governors, information should not be disclosed to any third party, but should be used only for the purposes of the Trust's business.

Governors must comply with UK General Data Protection Regulation (GDPR) and the Data Protection Act (DPA) 2018. The DPA supports the GDPR, particularly in respect of the secure handing and destruction of records. Governors should ensure that Trust documents given to them are carefully retained. Once paper records are no longer needed, they should be destroyed by shredding or returned to the Trust.

Any Governor leaving the services of the Trust for whatever reason will continue to be bound by the confidentiality clauses in the Code of Conduct.

## **Declaration of Interests**

Governors must declare all relevant and material interests in their Declaration of Interests at commencement and on an annual basis or when an interest arises. (Appendix 2). If a Governor has a doubt about the relevance or materiality of any interest, this should be discussed with the Trust Secretary.

Governors must inform the Trust Secretary in writing to [bchft.declarations@nhs.net](mailto:bchft.declarations@nhs.net) within seven days of becoming aware of the existence of a relevant or material interest.

Governors with an interest in any matter for consideration by the Council of Governors must disclose this at the appropriate juncture at the Council of Governors meeting and may be excluded from any discussion or consideration in respect of which an interest has been disclosed as outlined in the Trust's Constitution.

## Meetings of the Council of Governors

The Council of Governors will meet at least six times a year.

Governors have a responsibility to attend meetings of the Council of Governors. Where this is not possible, Governors must submit an apology to the Trust Secretary's office in advance of the meeting.

A record of individual Governors' attendance at Council of Governors meetings will be available to members of the Trust and may be presented to members if a Governor stands for re-election, if requested.

Failure to attend three consecutive meetings of the Council of Governors without reasonable cause may lead to a Governor's period of office being terminated by the Council of Governors as outlined in the Trust's Constitution.

Governors have a role in helping to prepare agendas for meetings of the Council of Governors. Governors are invited by the Lead Governor to recommend items for inclusion, who subsequently meets with the Chair and Trust Secretary to agree these.

Meetings of the Council of Governors are held in public, and members of the public are welcome to observe them.

Governors are strongly encouraged to attend the Trust's Annual Members Meeting which provides an opportunity to meet members of the Trust.

## Support for Governors

### Governor Support

If you need support with any aspect of being a Governor, or you want more information about something, please contact the Head of Membership.

The Head of Membership will receive calls and emails for the Governors from members of the Trust and will forward enquiries to either all Governors or individual Governors depending on the enquiry. Your private contact details will not be given out at any time.

Contact details for the Head of Membership are as shown below:

Head of Membership  
Spencer House  
Dewhurst Road  
Birchwood  
Warrington  
WA3 7PG

Telephone: 01925 946400 / 07469 894649

email: [bchft.governors@nhs.net](mailto:bchft.governors@nhs.net)

## **Training and Development**

Governors are not required to have any specific experience, knowledge or qualifications in order to stand for the role. However, Governors may feel that they want more information, training, and support to carry it out. The Trust recognises that the provision of appropriate training and development is essential to allow Governors to make a full contribution to the work of the Trust and is committed to making sure that they are given support and opportunities to develop their skills so as to do so effectively. Governors are expected to participate in the training and development activities that are provided.

Governors will be given the opportunity to attend the GovernWell training sessions, run by NHS Providers, or other suitable training. GovernWell is the national training programme for foundation trust Governors. The programme aims to equip all NHS foundation trust Governors with the skills required to undertake their role and to meet their responsibilities as set out in relevant legislation.

If Governors choose to participate in a Trust meeting or observe a committee, then good practice would be to pair up with an experienced Governor where practical, along with the Trust providing the information, training and support they need to carry out their task effectively. For instance, if Governors participate in the appointment of a Non-Executive Director, support will be available from the Trust's Human Resources and Corporate Governance teams.

NHS Providers GovernWell training may be accessed to provide familiarity with the relevant rules, regulations, and guidance.

For further information on training opportunities please contact the Head of Membership in the first instance.

## **Travel and Carers' Expenses**

The role of Governor is a voluntary one and the Trust is not allowed to pay Governors. However, as a Governor you may incur expenses in conducting your role.

The Trust has a policy on the reimbursement of expenses for Governors which applies to elected and appointed Governors of the Trust. The Trust will reimburse Governors for legitimate travel expenses incurred in the course of their duties as Governors and other reasonable costs as outlined in the policy. The reimbursement of expenses should not be considered an allowance. If you have any queries, please contact the Head of Membership at [bchft.governors@nhs.net](mailto:bchft.governors@nhs.net).

## **Contact Details**

A public register of Governors will be held which contains each Governor's constituency or nominating organisation, a short biography and any interests declared. No other details will be publicly available.



You can choose to give your contact details to members, or you can provide them with the contact email: [bchft.governors@nhs.net](mailto:bchft.governors@nhs.net) and the member's email address and emails will be forwarded to you.

At times, the Lead Governor, or other Governors may wish to contact each other. We, therefore, ask your permission to share your contact details, i.e.: telephone and / or email address with the Lead Governor and / or your fellow Governors.

## Key Organisations for Governors

### NHS England

NHS England (NHSE) is the regulator for NHS provider health services in England. Its job is to protect and promote the interests of patients by ensuring that the whole sector works for their benefit.

For example, NHSE aims to ensure that trusts running hospitals, ambulance trusts and mental health and community care services are well led and are run efficiently, so they can continue delivering good quality services for patients in the future. To do this, it works particularly closely with the Care Quality Commission (CQC), the quality and safety regulator. If the CQC establishes that an NHS foundation trust is failing to provide good quality care, NHSE take part in identifying action to ensure the problem is fixed.

NHSE also sets prices for NHS-funded services (the 'tariff'), tackles anti-competitive practices that are against the interests of patients, helps commissioners ensure essential local services continue if providers get into serious difficulty and encourages better integration of care so services are less fragmented and easier to access.

Since July 2022, NHSE has held NHS organisations to account along with Integrated Care Systems and Integrated Care Boards.

During 'business as usual' circumstances, the Board and Council of Governors will manage their own relationship although NHSE representatives might ask to meet with a small number of Governors or the Lead Governor during a visit to the Trust if it was felt appropriate.

Where necessary, NHSE will interact with the Council of Governors through the Lead Governor. For example, NHSE may telephone the Lead Governor or write to them on the launch of an investigation, inviting comments, and again on conclusion of the investigation with recommendations. If a trust is found to be in breach of its licence to provide healthcare services, Governors may wish to arrange to meet NHSE to hear its concerns and its expectations of the trust.

The Lead Governor should feel able to contact NHSE where concerns arise while the Trust is in breach.

The Council of Governors would need to intervene and inform NHSE should they believe the Trust to be in danger of breaching the Terms of Authorisation but should do so only after all other means of engagement with the Board of Directors have been exhausted.

Any communication between the Council of Governors and NHSE must take place via the Lead Governor.

### **Care Quality Commission (CQC)**

The CQC is the independent regulator of health and adult social care in England. Its purpose is to make sure health and social care services provide people with safe, effective, compassionate, high-quality care and to encourage care services to improve. The CQC's role is to monitor, inspect and regulate services to make sure they meet fundamental standards of quality and safety and to publish what it finds, including performance ratings to help people choose care.

The CQC will ask the following questions when it inspects services:

- Are they safe?
- Are they effective?
- Are they caring?
- Are they well led?
- Are they responsive to people's needs?

The CQC's principles are to:

- put people who use services at the centre of our work;
- be independent, rigorous, fair and consistent.
- have an open and accessible culture.
- work in partnership across the health and social care system;
- be committed to being a high performing organisation and apply the same standards of continuous improvement to ourselves that we expect of others and
- promote equality, diversity and human rights.

The CQC regulates:

- treatment, care and support provided by hospitals, GPs, dentists, ambulances, community and mental health services.
- treatment, care and support services for adults in care homes and in people's own homes (both personal and nursing care); and
- services for people whose rights are restricted under the Mental Health Act

## Appendix 1: Code of Conduct

# Council of Governors Code of Conduct



## Introduction

The purpose of this Code is to make clear the requirements of the office of all individuals that occupy a position of Governor at Bridgewater Community Healthcare NHS Foundation Trust's Council of Governors. As an elected constituent or appointed representative, it is important that Governors are in no doubt of the standards of conduct and personal behaviour expected of anyone that holds public office. Whilst it is fully anticipated that these standards will be complied with, the Trust considers an explicit Code of Conduct to be an essential guide for all Governors, particularly those who are newly elected or appointed to the role.

It is essential that Governors recognise the Trust is an apolitical public benefit organisation that seeks to promote social inclusion. Therefore, in the development and delivery of services to patients and the public, the Trust will not seek to discriminate against any part of the communities it serves on any grounds. The promotion of any personal or political view that is at odds with this principle will be grounds for dismissal from the Council of Governors. Given the confidential and often sensitive nature of the issues considered by the Council, Governors both individually and collectively must always act with total discretion and integrity, and in the interests of the Trust and its patients in the execution of their role.

Elected Governors who are members or affiliates of any trade union body, political party, or other organisation that seeks to influence public opinion, must recognise that they will not be representing the views of such organisations: they are elected to represent views of their constituency members.

## Principles of the Code

The principles of the code include public service values that are integral to the success of the NHS Foundation Trust which can be grouped into four main areas:

**Accountability** – everything that is done by Bridgewater Community Healthcare NHS Foundation Trust employees must be able to stand the test of parliamentary and regulatory scrutiny, public judgements and propriety and professional Codes of Conduct.

**Probity** – honesty should be standard when dealing with the assets of Bridgewater Community Healthcare NHS Foundation Trust. Integrity should be the hallmark of all personal conduct in decisions affecting patients, staff, and supplies and in the use of information acquired in the course of duties.

**Openness** – there should be adequate transparency within Bridgewater Community Healthcare NHS Foundation Trust's activities to promote confidence between the Trust and its employees, patients, public and partner organisations.

**Fairness** – the basic principle of fairness should be at the heart of all decisions and actions that are undertaken.

The principles that underpin the Code of Conduct are drawn from the 'Seven Principles of Public Life' as defined by The Nolan Committee report (1996). The seven principles are:

**Selflessness** – holders of public office should take decisions solely in terms of public interest. They should not do so to gain financial or other material benefits for themselves, their family, or their friends.

**Integrity** – holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

**Objectivity** – in conducting public business, including making public appointments, awarding contracts or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

**Accountability** – holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

**Openness** – holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

**Honesty** - holders of public office have a duty to declare any private interest relating to their public duties and take steps to resolve any conflicts arising in a way that protects the public interest.

**Leadership** - holders of public office should promote and support these principles by leadership and example.

## **Roles and Responsibilities**

Roles and responsibilities of the Council of Governors, which are to be carried out in accordance with the terms of Authorisation, are detailed in the Trust's Constitution, a copy of which can be found at: [Bridgewater Community Healthcare NHS Foundation Trust Constitution](#).

Prior to seeking election or appointment to office, Governors must agree to support the fulfilment of these roles and responsibilities. Whilst doing so they must:

- At all times, act in the best interest of the Trust.
- Actively support the Trust's vision and aims in developing as a successful Foundation Trust.
- Abide by any appropriate legislation, the Trust's Constitution, Trust's Standing Orders, Standing Financial Instructions and any such policies and procedures that are deemed relevant to Governors.

- Contribute to the working of the Council of Governors in order that it fulfils its functions, as detailed in the Trust's Constitution.
- Recognise that their role is not to manage the operations of the Trust; rather, they challenge the Board of Directors and hold the Non-Executive Directors to account for the performance of the Board.
- Recognise that their role is a collective one, whereby they exercise collective decision-making at Council of Governor meetings and sub-committees, the outcome of which are formally recorded in the minutes.
- Ensure that no one is discriminated against because of their age, gender reassignment, marital status, being pregnant or on maternity leave, disability, race including colour, nationality, ethnic or national origin, religion, beliefs, gender or sexual orientation.
- Recognise that, outside of the Council meetings, a Governor has no more rights or privileges than any other member of the Trust.
- Recognise that the Council of Governors does not exercise a managerial role nor does it have any operational involvement in the day to day management of the Trust.
- Support and assist the Trust's Chief Executive in their responsibility to answer to NHS England / Commissioners and the public in terms of:
  - Fully and faithfully declaring and explaining the use of the resources.
  - The performance of the Trust, in enacting national policy and delivering national targets.
- Engage in any development required to support their role.
- To be aware of any changes in the duties of Governors and such changes will be provided by the Trust Secretary and may be identified in legislation, the Constitution, or other Trust documents.

### **Visits to Trust Premises**

Governors will, as part of their role, be invited to visit Trust premises and services along with a Non-Executive Director as part of the Trust's Engagement Strategy which sets out the Trust's intention to ensure the best possible experience for patients, carers, their relatives, our staff and the wider community in which we serve.

Visits are planned to coincide with operational requirements, conducted in groups and will also be accompanied by a member of the Trust Secretary's Team.

### **Accountability**

Governors are accountable to the membership and should demonstrate this. They should attend events and provide opportunities to interface with members or partner organisations they represent to best understand their views.

## **Confidentiality**

All Governors must always recognise and respect the confidentiality of the information they are privy to by way of their office.

## **Personal Conduct and Behaviour**

Whilst performing their duties Governors are expected to abide by the highest standards of personal conduct and behaviour. In particular, as holders of public office, Governors will:

- Conduct themselves in a manner that reflects their role as ambassadors of the Trust, and which supports its vision and objectives.
- Value and respect their fellow Governors, the Trust's Board of Directors and all members of staff with whom they have contact.
- Value and respect the views of their constituent members and accurately represent these views at meetings of the Council of Governors.
- Value and respect the views of the Council of Governors, the Trust and accurately represent these views at meetings or in other public or Trust forums.
- Value and respect the members of the public they may interact with during a visit to a service or site.
- Adhere to good practice with regard to the conduct of meetings, respecting the views of their fellow Governors, ensuring that judgements relating to colleagues are consistent, fair, unbiased and are properly founded.
- Be mindful of behaviour that could be deemed to be unfair, discriminatory or against the best interests of the Trust and its membership.
- Recognise that the Council of Governors and management have a common purpose in ensuring the continued success of the Trust and therefore demonstrate their commitment to working and contributing effectively as a team member.

## **Termination and Removal from Office**

The grounds on which a person holding the office of Governor shall cease to do so are set out below and other reasons can be found in the Constitution at paragraph 14 and it should be noted that these lists should not be exhaustive:

- They resign by giving notice in writing to the Trust Secretary.
- It otherwise comes to the notice of the Trust Secretary at the time that the member of the Council of Governors takes office or later that the member is disqualified in accordance with paragraph 14 of the Constitution.

- They fail to attend three consecutive meetings in any financial year unless the members of the Council of Governors are satisfied that:
  - The absences were due to reasonable causes; and
  - They will be able to start attending meetings of the Council of Governors again within such a period as they consider reasonable.
- In the case of an elected member of the Council, they cease to be a member of the Trust.
- In the case of an appointed member of the Council the appointing organisation terminates the appointment.
- They have failed to undertake training that the Council of Governors require all members to undertake, unless the Council is satisfied that:
  - The failure to undertake training was due to a reasonable cause; and
  - They will be able to undertake the required training within such a period as the Council considers reasonable.
- They have failed to sign or deliver to the Trust Secretary a statement in the form required by the Council of Governors confirming acceptance of this Code of Conduct.
- They are removed from the Council of Governors by a resolution approved by the majority of the remaining members of the Council present and voting at a General Meeting of the Council on the grounds that:
  - They have committed a serious breach of this Code; or
  - They have acted in a matter detrimental to the interests of the Trust; or
  - They have failed to discharge their responsibilities as a member of the Council Governors; or
  - They have brought the Trust into disrepute.

### **Conflicts of Interest**

Governors must in the course of their duties be honest and act with the utmost integrity, probity, and objectivity. The office of Governor must not be used to seek any form of personal advantage or preferential treatment.

Governors have a duty to openly declare any potential conflict of interest that may arise and must not vote on any such matters. This includes any involvement a Governor may have in any organisation with which the Trust may be considering entering a contract. Where there is any doubt in this respect, Governors must seek advice and guidance from the Chair or the Trust Secretary.



Governors must be committed to ensuring that any conflicts of interest whether potential or actual are properly addressed and are seen to be actioned in the best interests of the Trust and its members.

A Register of Interests is maintained and updated annually by the Trust Secretary in which Governors must enter any direct and indirect interests that may give rise to a conflict of interests. Failure to disclose such interests may result in dismissal from the Council of Governors. The Register of Interests is a public document, the contents of which will be publicly accessible to anyone who wishes to examine it.

### **Breach of Code of Conduct**

Non-compliance of this Code of Conduct may result in action being taken as follows:

- Where a clear case of misconduct occurs, the Chair of the Council of Governors is authorised to take such action as may be immediately required, including the exclusion of the Governor from a meeting.
- Where misconduct is alleged, it will be open to the Council of Governors to determine by simple majority decision at its meeting, to lay a formal charge of misconduct, whereupon it will be the responsibility of the Council to take the following actions:
  - Notify the Governor in writing of the charges, detailing the nature of the alleged misconduct and inviting and considering their response within a prescribed timescale.
  - Inviting the Governor to meet with the Chair and Lead Governor if the matter cannot be resolved in a satisfactory manner through correspondence.
  - Deciding by simple majority of those present and voting, whether to uphold the charge of conduct detrimental to the Trust;
  - Impose such sanctions as shall be deemed appropriate. Sanctions will range from, but not be limited to, the issuing of a written warning as to the Governor's future conduct and consequences, and / or the removal of the Governor from office.
- To aid participation of all parties, it is imperative that all Governors observe the points of view of others and conduct likely to give offence will not be permitted. The Chair will reserve the right to ask any member of the Council of Governors who, fails to observe the Code, to leave the meeting.
- This Code of Conduct does not limit or invalidate the right of the Governors or the Trust to act under the Constitution.



**Personal Declaration**

The following declaration must be signed as a requirement of an individual's election or appointment to the Council of Governors.

Failure to do so will preclude a prospective Governor from taking office.

**Declaration:**

I ..... (full name)

have read, understood, and agree to abide by this Code of Conduct for the Council of Governors of Bridgewater Community Healthcare NHS Foundation Trust.

Signature: .....

Date: .....

## Appendix 2: Declaration of Interests

<b>Name</b>				
<b>Position within or relationship with Bridgewater Community Healthcare NHS FT</b>				
<b>Details of Interests held (complete all that are applicable)</b>				
	Description of Interest	Date of Interest		Comments / Action to be taken to mitigate risk (to be agreed with line manager)
		From	To	
<b>Financial Interests*</b>				
<b>Non – financial professional interests*</b>				
<b>Non-financial personal interests*</b>				
<b>Indirect interests*</b>				

\*See appendix 2a

The information submitted will be held by Bridgewater Community Healthcare NHS Foundation Trust for personnel or other reasons specified on this form and to comply with the organisation's policies. This information may be held in both manual and electronic form in accordance with the Data Protection Act 1998. Information may be disclosed to third parties in accordance with the Freedom of Information Act 2000 and published in registers that Bridgewater Community Healthcare NHS Foundation Trust holds.

I confirm that the information provided above is complete and correct. I acknowledge that any changes in these declarations must be notified to Bridgewater Community Healthcare NHS Foundation Trust as soon as practicable and no later than 28 days after the interest arises. I am aware that if I do not make full, accurate and timely declarations then civil, criminal, internal disciplinary or professional regulatory action may result.

I acknowledge that my declaration will be published as part of the register of interests on the Trust website unless there is valid reason not to do so. Please contact [bchft.declarations@nhs.net](mailto:bchft.declarations@nhs.net) in this instance.

**NAME:**

**SIGNED:**

**DATE:**

Please return this form to [bchft.declarations@nhs.net](mailto:bchft.declarations@nhs.net)

## Appendix 2a:

### GUIDANCE NOTES FOR COMPLETION OF DECLARATION OF INTERESTS FORM

**Name and role** - insert your name and your position/role in relation to the Trust you are making the declaration to.

**Description of interest** - provide a description of the interest that is being declared. This should contain enough information to be meaningful (e.g., detailing the supplier of any gifts, hospitality, sponsorship, etc). That is, the information provided should enable a reasonable person with no prior knowledge should be able to read this and understand the nature of the interest.

**Date of interest** - detail here when the interest arose and, if relevant, when it ceased

**Comments** - this field should detail any action taken to manage an actual or potential conflict of interest. It might also detail any approvals or permissions to adopt a certain course of action.

### Types of interest

**Financial interests** - this is where an individual may get direct financial benefits from the consequences of a decision, they are involved in making

**Non-financial professional interests** - this is where an individual may obtain a non-financial professional benefit from the consequences of a decision, they are involved in making, such as increasing their professional reputation or status or promoting their professional career

**Non-financial personal interests** - this is where an individual may benefit personally in ways which are not linked to their professional career and do not give rise to a direct financial benefit, because of decisions they are involved in making in their professional career.

**Indirect interests** - this is where an individual has a close association with another individual who has a financial interest, a non-financial professional interest or a non-financial personal interest who would stand to benefit from a decision they are involved in making.

A benefit may arise from either a gain or avoidance of a loss.

## Appendix 3: Acronyms

Acronym	Definition
A&E	Accident and Emergency
AD	Assistant Director
ADHD	Attention Deficit Hyperactivity Disorder
AHCH	Alder Hey Children's Hospital
AMM	Annual Members Meeting
AQUA	Advancing Quality Alliance
BAF	Board Assurance Framework
BCHFT	Bridgewater Community Healthcare NHS Foundation Trust
BMA	British Medical Association
C&M	Cheshire and Merseyside
CAHMS	Child Adolescent Mental Health Service
CBT	Cognitive Behavioural Therapy
Cdiff	Clostridium Difficile
CE	Chief Executive
CEO	Chief Executive Officer
CN	Chief Nurse
COO	Chief Operating Officer
COPD	Chronic Obstructive Pulmonary Disease
CQC	Care Quality Commission
CQUIN	Commissioning for Quality and Innovation
CYP	Children and Young People
DN	District Nurse
DOB	Date of Birth
DoF	Director of Finance
DoP&OD	Director of People and Organisational Development
DPA	Data Protection Act (2018)
DTOC	Delayed Transfer of Care
DV	Domestic Violence
DVT	Deep Vein Thrombosis
ED	Executive Director
ED&I	Equality, Diversity & Inclusion
ENT	Ear, Nose and Throat
ESR	Electronic Staff Records
FFT	Friends and Family Test
FOI	Freedom of Information

<b>Acronym</b>	<b>Definition</b>
FT	Foundation Trust
FTSU	Freedom To Speak Up
GDPR	General Data Protection Regulations
GMC	General Medical Council
GP	General Practitioner
HCA	Health Care Assistant
HPA	Health Protection Agency
HR	Human Resources
HSE	Health and Safety Executive
HSJ	Health Service Journal (publication)
ICB	Integrated Care Board
ICP	Integrated Care Partnership
ICS	Integrated Care System
IG	Information Governance
IPC	Infection Prevention and Control
IQPR	Integrated Quality Performance Report
JNCC	Joint Negotiating Consultative Committee
KPI	Key Performance Indicator
KPMG	External Audit Organisation
LA	Local Authority
LAC	Looked After Children
LGBT+	Lesbian, Gay, Bisexual, Transsexual/Transgender & Others
MD	Medical Director
MDT	Multi-Disciplinary Team
MCNHSFT	Mersey Care NHS Foundation Trust
MHA	Mental Health Act
MIAA	Mersey Internal Audit Agency
MRSA	Methicillin-Resistant Staphylococcus Aureus
MWLTH	Mersey and West Lancashire Teaching Hospitals
NED	Non-Executive Director
NHS	National Health Service
NHSE	NHS England
NICE	National Institute for Health and Care Excellence
OCATS	Orthopaedic Clinical Assessment and Treatment Service
OD	Organisational Development
OH	Occupational Health
OT	Occupational Therapist

<b>Acronym</b>	<b>Definition</b>
PALS	Patient Advice and Liaison Service
PDR	Personal Development Review
PHE	Public Health England
PODs	People Operational Delivery Groups
PPDR	Personal Performance Development Review
PPE	Personal Protective Equipment
PSIRF	Patient Safety Incident Response Framework
RCN	Royal College of Nursing
SI	Serious Incident
UTC	Urgent Treatment Centre
VFM	Value For Money
VTE	Venous Thromboembolism
WDES	Workforce Disability Equality Standard
WHH	Warrington and Halton Hospitals
WHO	World Health Organisation
WRES	Workforce Race Equality Standard

## Appendix 4: Frequently Asked Questions

### How do Governors hold Non-Executive Directors to account and what is expected of them?

All Governors are invited to observe the Non-Executive Directors scrutiny and input at the Public Board.

There are generally two Governors who regularly attend the same Committees and this is reviewed regularly to share the load and provide a rounded perspective where possible.

Governors will be invited to provide verbal feedback on their observations at the end of each meeting and are asked to complete a brief report filling in a Microsoft Forms document which will be reported at the next meeting of the Council of Governors.

### How frequently do the Board and Committees of the Board meet?

The Board and Quality & Safety Committee meet in one month and the Finance & Performance and People Committees meet in the alternate month. The Audit Committee meets quarterly.

During the period of year end and the finalisation of the Annual Accounts and Annual Report, there are likely to be two short, extraordinary meetings of both the Audit Committee and Finance & Performance Committee. There will also be an extraordinary meeting of the Board in June to formally sign these off.

Please see the 'Meetings' information below.

### Will I get the opportunity to see how the Trust works?

Yes. All Governors are invited to participate in organised site visits along with a Non-Executive Director and one of the Trust Secretary's Team across the Trust.

They will see how services function and how the Trust engages with the diverse communities and the groups within them that it serves. They will also have the opportunity to speak with staff and, in some instances, patients.

### Who are the key contacts in the Trust?

#### Trust Secretary:

Jan McCartney, [jan.mccartney@nhs.net](mailto:jan.mccartney@nhs.net) 07584 175973

#### Lead Governor:

Christine Stankus, [cstankus@live.co.uk](mailto:cstankus@live.co.uk) 07881 421904

#### Head of Membership:

Angela Green, [angela.green30@nhs.net](mailto:angela.green30@nhs.net) 07469 894649

#### Head of Corporate Governance:

Samantha Scholes, [sam.scholes1@nhs.net](mailto:sam.scholes1@nhs.net) 07880 956905

#### Board & Committee Administrator (including Council of Governors)

Lynda Richardson, [Lynda.richardson2@nhs.net](mailto:Lynda.richardson2@nhs.net)



# Meetings

## 1. Governor Meetings

### Annual Members Meeting (AMM)

- Highlight of:
  - Council activity over the past year on behalf of the members they represent.
  - Annual Accounts for the past year and how the Trust has used its money to provide and develop its services
  - Trust activity over the past year and what it wants to achieve in the coming year.
- All Governors
- Face to face off-site, once per year, in September – 2 hours

### Council of Governors

- To consider all Council business
- All Governors
- Six times per year, bi-monthly - 3 hours
- Face to face at Spencer House and online via Microsoft Teams
- Followed by an informal meeting for Governors and Non-Executive Directors

### Governors Development Session with Non-Executive Directors

- Training and development on topics agreed by the Council
- All Governors  
Six times per year, bi-monthly on the alternate month of Council – 1 hour
- Online via Microsoft Teams and recorded for those unable to attend.

### Council of Governors Remuneration Committee

- To consider Non-Executive Director remuneration and appointments
- Specific Governors to attend.
- Ad-hoc - 1 hour, online via Microsoft Teams

### Local Council meetings

- To consider all local business
- All Governors
- Six times per year, bi-monthly – 2 hours, online via Microsoft Teams

### Site Visits

- Visit services and see the Trust in action
- All Governors invited to choose dates which suit them
- Eight times per year with Non-Executive Directors & Trust Secretary's Team
- Approximately 2 hours, at Trust sites

## **Public Engagement Working Group**

- To lead the development and oversee the new public engagement plan
- Three Governor seats along with Trust colleagues
- Monthly – 1 hour, online via Microsoft Teams

## **Time to Shine Presentations**

- Opportunity for operational staff to showcase and celebrate good practice, success or innovation.
- All Governors can attend.
- Monthly – 1 hour, online via Microsoft Teams

## **2. Trust Meetings**

The Trust encourages all Governors to observe the Board of Directors and invites two Governors, (one experienced and one new) to observe its committees.

### **Board of Directors Public Meeting**

- Six times per year, bi-monthly – 4 hours
- Face to face at Spencer House
- Extraordinary meeting in June to sign off the Annual Report & Annual Accounts

### **Audit Committee**

- Quarterly – 2 hours
- Online via Microsoft Teams
- Two or three extraordinary meetings to review and recommend the Annual Report & Annual Accounts

### **Finance & Performance Committee**

- Six times per year, bi-monthly – 3.5 hours
- Online via Microsoft Teams
- Up to two extraordinary meetings in May and June to review and recommend the Annual Accounts

### **People Committee**

- Six times per year, bi-monthly – 2.5 hours
- Online via Microsoft Teams

### **Quality & Safety Committee**

- Six times per year, bi-monthly – 3 hours
- Online via Microsoft Teams