

# Candidate Information Pack for Members expressing an interest in standing for election as a Public or Staff Governor (2022)



May I take this opportunity to thank you for your interest in the role of Governor and/or standing for election as a Governor of Manchester University NHS Foundation Trust - I truly appreciate your support in our NHS Foundation Trust.

If successfully elected as a Governor, you will play a very important role as you will be the link between members of our NHS Foundation Trust and our Board of Directors. In addition, you will represent our Members including patients, carers, the public, stakeholders and staff. You will also act as an ambassador when promoting Membership and the role of Governor.

As a Governor you will be responsible for engaging with our members and the wider public (at large) and will be encouraged to develop your own networks so to canvass views and forward these to our Board of Directors. You will also have a number of other key responsibilities, such as:

- Helping us plan for the future
- Ensure that we are accountable to our Members alongside the wider communities that we serve
- Communicating effectively with our Members and the public at large and developing your own networks for engaging with the wider community including minority groups
- Canvassing the views and opinions of our Members and the public at large, in relation to our forward plans and forwarding these views onto our Board of Directors
- Supporting our Board of Directors when formulating plans/making key decisions to consider the potential impact on the wider healthcare system/partners and the public at large
- Helping to recruit new Members alongside promoting membership and the role of Governor
- Safeguarding probity and good quality healthcare.

Governors of our NHS Foundation Trust also have advisory and guardianship roles with an effective Council of Governors being crucial to our future success.

We continually provide support to our Governors in order to develop their skills/carry out their role, and as a new Governor, you would be invited to participate in our New Governor Induction Training Programme.

In order to progress your election application, I would be delighted if you completed a 'Candidate Nomination Form' which can be found/completed on-line via the election website - [www.cesvotes.com/mft2022](http://www.cesvotes.com/mft2022) or by contacting the Returning Officer at Civica Election Services (CES):

Customer Services Helpline: 020 8889 9203  
Text: 2FT MF and your name and address to 88802  
Returning Officer Name: Ciara Hutchinson  
E-mail: [ftnominationenquiries@cesvotes.com](mailto:ftnominationenquiries@cesvotes.com)  
Postal Address: Ciara Hutchinson  
Returning Officer  
Civica Election Services  
The Election Centre  
33 Clarendon Road  
London, N8 0NW

Please be aware that failure to fully complete and provide all the required supporting documentation, outlined in the nomination form, will result in your form being deemed invalid and unfortunately will not be included in the Governor election process.

Completed Nomination Forms must be received by CES, on-line or in hard copy, by the deadline date of:

- **5pm on Friday, 29<sup>th</sup> July 2022**

(please do not return completed nomination forms to the Trust (MFT) as these will not be included in the election process alongside any forms received by CES after this date).

Details of the Civica Election Services (CRS) 'E-Learner Programme' (available via the election website ([www.cesvotes.com/mft2022](http://www.cesvotes.com/mft2022)) can be found on page 18, and which provides key guidance and support information to help you to prepare for the election process, with a list of 'Governor Elections - Frequently Asked Questions' also being found from page 30.

We do hope that this pack provides the information that you need to consider standing for election as one of our Governors. Should you require any additional information or if you have any queries regarding the role of Governor, please contact our Foundation Trust Membership Office:

E-mail: [ft.enquiries@mft.nhs.uk](mailto:ft.enquiries@mft.nhs.uk)

Freepost: Freepost Plus RRBR-AXBU-XTZT  
MFT NHS Trust  
Oxford Road  
Manchester  
M13 9WL

Tel: 0161 276 8661

Once again, thank you for your interest and I wish you every success in the election process.

Yours faithfully



**Kathy Cowell OBE DL**  
**Group Chairman**

## Our NHS Foundation Trust

Manchester University NHS Foundation Trust (MFT) was formed on 1st October 2017 and is one of the largest Foundation Trusts in the UK, employing over 28,000 staff. We are responsible for running a family of ten hospitals across seven separate sites, providing a wide range of services from comprehensive local general hospital care through to highly specialised regional and national services. Our hospitals include:



Royal Manchester Children's Hospital



St Mary's Hospital



Manchester Royal Infirmary



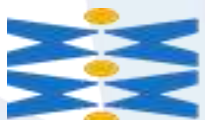
Manchester Royal Eye Hospital



University Dental Hospital of Manchester



Wythenshawe Hospital



Withington Community Hospital



Trafford General Hospital



Altrincham Hospital



North Manchester General Hospital

We are the main provider of hospital care to approximately 750,000 people in Manchester and Trafford and the single biggest provider of specialised services in the North West of England. We are also the lead provider for a significant number of specialised services including Breast Care, Vascular, Cardiac, Respiratory, Urology Cancer, Paediatrics, Women's Services, Ophthalmology and Genomic Medicine. Beyond Greater Manchester, we also have significant responsibilities for providing specialist services commissioned by the NHS England Specialised Commissioning Team.



MFT is a key partner in Manchester Local Care Organisation (MLCO) which provides integrated out-of-hospital care in Manchester and Trafford. This includes community nursing, community therapy services, intermediate care and enablement, some community-facing general hospital services and adult social care services.

At MFT, we have established the following Vision and Values which guide the way we work every day, to ensure our services are the very best they can be for our patients and for our workforce:

# Our Vision and Values

## Our Vision

Our vision is to improve the health and quality of life of our diverse population by building an organisation that:

- Excels in quality, safety, patient experience, research, innovation and teaching
- Attracts, develops and retains great people
- Is recognised internationally as a leading healthcare provider

## Our Values

**Together Care Matters**

Everyone Matters

Working Together

Dignity and Care

Open and Honest

More information about our Hospitals can be found on our website – [www.mft.nhs.uk](http://www.mft.nhs.uk) alongside the video link below:

- MFT's Vision and Values in Action – Together Care Matters - <https://vimeo.com/289424367/99d0749724>

## Council of Governors

The majority of our Governors are elected directly from and by our members and are the link between our Members (determining their need/views on the delivery of services) and our Directors who make the decisions about services (hold responsibility for delivery).

Governors canvass the views and opinions of our Members and the wider public (at large) in relation to our forward plans and forward their views to our Board of Directors. Governors also convey information from the Board of Directors to Members about affordability, service plans and health improvement initiatives and seek views on material issues or changes being discussed. Governors provide support to our Board of Directors to consider potential impacts on the wider healthcare system/partners and the public at large when formulating plans/making key decisions.

One of the important stakeholder groups, represented by our Council of Governors, are the communities that we serve. Our Governors are therefore the key link between the communities and the Trust, ensuring that our Trust is rooted in its communities, owned by the communities and responds to community needs. We believe that the Trust is afforded huge opportunities and benefits as a result of embracing new ways of operating and engaging with our members and the public.

At MFT, we are committed to equality, diversity and inclusion of staff, patients, carers, families, members and the communities that we serve and, as part of this commitment, we aim to have a Council of Governors whose membership reflects our diverse communities.

We support our Governors in becoming more representative of our members and communities whether in respect of race, disability, sex, gender, gender reassignment, age, sexual orientation, religion or belief, marriage and civil partnership, caring responsibility, social class and pregnancy and maternity.

We believe that having a broad and representative membership community, and a Council of Governors directly elected from and by our members, is key to working together to better meet the needs of our patients and our local communities.

**Standing for Election as a Governor of our NHS Foundation Trust**

Over the years, many of our members have been interested in standing for election as a Governor with some of their key motivations being outlined below:

- Passionate commitment to the NHS and to the Trust's hospitals and a desire to make a difference alongside giving something positive back to the NHS.
- To make a positive contribution to ensure patients and carers get the highest quality of care at the Trust and, on their behalf, seeking performance assurances from the Trust's Board of Directors.
- To use their personal experience as a patient/carer to help improve standards of care quality and safety, and the care environment.
- To help the Trust to consider patient/staff views when responding to any challenges it faces e.g. finance, restructuring, increasing demand etc.
- To be a voice/advocate for what matters the most to patients and their families, and to the wider community.
- To be a voice/advocate for staff and share their perspective with the Board of Directors.
- To give a voice to particular communities/groups e.g., minority groups, people with learning disabilities etc.
- To support the Trust in putting patients at its core and foster a culture of valuing and engaging staff.

**Statutory Duties of Governors**

Under the Health & Social Care Act (2012), the statutory duties of Governors are clearly defined: -

- 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 Foundation Trust as a whole and the interests of the public\*.

*\*new legislation is currently being finalised which requires Governors to form a rounded view of the interests of the public at large and seeks to place the legal duties of the Council of Governors in the context of system working and collaboration.*

*In terms of holding to account, this is in relation to seeking assurances that due process is being followed, that the interests of members and the public are being considered in an appropriate manner and whether the Trust is at significant risk of breaching its conditions of its licence.*

The 2012 Act also states that “The Foundation Trust must take steps to secure that the Governors are equipped with the skills and knowledge they require in the capacity as such”.

**Chain of Accountability in NHS Foundation Trusts**



Source: Monitor – Your Statutory Duties: A reference guide for NHS Foundation Trust Governors (August 2013)

Monitor part of NHS Improvement (Independent Regulator of NHS Foundation Trusts) describes ‘holding the Non-Executive Directors to account’ by Governors observing how well the Board is working, challenging the Board in respect of its effectiveness, and asking the Board to demonstrate that it has sufficient quality assurance in respect of the overall performance of the Trust. Monitor states that this is likely to involve questioning Non-Executive Directors about the performance of the Board and of the Trust and making sure to represent the interests of the

Trust's Members and of the public in doing so. In performing this duty, Monitor asks Governors to keep in mind that the Board of Directors continues to bear ultimate responsibility for the Trust's strategic planning and performance.

New legislation is currently being finalised which also highlights that when holding Non-Executives to account for the performance of the Board, that the interests of the public at large are to be the primary consideration in the Board's decision-making processes and whether the Trust's performance has been considered as part of the system/wider provision of health and social care. In addition, the Board is also to have regard in its decision-making to the 'triple aim' duty:

- *Better health and wellbeing for everyone,*
- *Better quality of health services for all,*
- *and Sustainable use of NHS resources.*

In addition to the statutory Governor duties set out in the Health & Social Care Act (2012) alongside new legislation (Health and Care Act 2022), the key functions of the Council of Governors (as set out in our Constitution) are as follows:

- To appoint or remove the Chairman and other Non-Executive Directors alongside deciding their remuneration and allowances, and other terms and conditions of office.
- To approve the appointment (by the Non-Executive Directors) of the Chief Executive.
- To appoint or remove the Foundation Trust's Auditor.
- To receive the Trust's annual accounts and any report of the Auditor on them and the annual report (including the Quality Account/Report) at a Council of Governors' Meeting. As and when required (in keeping with guidance requirements), Governors are encouraged to help to identify and prioritise quality priorities and a quality indicator for the Trust.
- To provide views to the Board of Directors (BoD) when the BoD is preparing the document containing information about the Trust's plans, with Governors being required to:
  - Canvass the opinion of the Trust's Members and the wider public at large, and for appointed Governors the body they represent, on the Trust's forward plan, including its objectives, priorities and strategy, and their views should be communicated to the BoD.
- Approving significant transactions alongside applications by the Trust to enter into a merger, acquisition, separation or dissolution and as part of new legislation:
  - *Process undertaken in reaching a decision was appropriate and that the interests of the public at large were considered*
  - *Council of Governors may be expected to consent to decisions that benefit the broader public interest while not being of immediate advantage to the Foundation Trust*
- Decide whether non-NHS 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 its other functions.
- Approving amendments to the Trust's Constitution.
- As outlined in the 'Governors' Code of Conduct', Governors must treat any information which they receive as confidential, and must not disclose it to any third party without the express permission of an authorised representative of the Trust. Authorised information should be utilised by Governors to seek the views of members and the public on material issues or changes being discussed by the Trust and providing information and feedback regarding the Trust, its vision, performance and material strategic proposals made by the BoD.
- Require one or more Directors to attend a Governors' meeting to obtain information about the performance of the Trust's functions or Directors' performance of their duties and help the Council of Governors decide whether to propose a vote on the Trust's or Directors' Performance.
- To prepare and from time to time review the Trust's Membership Strategy and its policy for the composition of the Council of Governors and of the Non-Executive Directors and, when appropriate, to make recommendations for the revision of the Trust's Constitution.
- To undertake such functions as the BoD shall from time to time request.

In keeping with the latter statutory duty the BoD asks Governors, during meeting attendance and when being presented with information, to also provide support by advising on issues and to assist in the development of ideas.



### Other Governor Responsibilities:

The majority (24 out of 32) of our Governors are elected to carry out their role on behalf of our Members (Public and Staff) with Governors also being responsible for:

- Affairs of the Trust are to be conducted by the Council of Governors in accordance with its Constitution and Licence (includes ensuring the BoDs acts so that the Trust does not breach the conditions of its licence).
- Led by the Chairman, Governors are to regularly communicate to members and the wider public at large, details on how Governors have discharged their responsibilities, including their impact and effectiveness on:
  - Holding the Non-Executive Directors to account for the performance of the BoDs.
  - Communicating with members and the public and transmitting their views to the BoDs and;
  - Contributing to the development of forward plans of the Trust.
- To respond as appropriate when consulted by the BoD in accordance with the Trust's Constitution.
- To complete an annual 'Governors' Declaration of Interest' (details recorded in the Trust's Annual Governors' Declaration of Interest Register and formally recorded at a Council of Governors' Meeting). Governors who fail to disclose any interest or material interest required to be disclosed under the Trust's Constitution provisions must permanently vacate their office if required to do so by a majority of the remaining Governors.
- To meet the '*Fit and Proper Person*' Test as defined by regulation 5 of the Health and Social Care Act 2008 (Regulated Activities) Regulations 2014 and/or condition G4 of the Trust's Licence, undertaking and clearing the associated checks/reviews as and when required i.e. insolvency, bankruptcy and disqualified directors' registration alongside a health questionnaire (criteria outlined on pages 20, 21 & 22).
- To adhere to the '*Governors' Code of Conduct*' including Nolan Principles (code outlined on pages 22 & 23).
- To complete and clear a 'Disclosure & Barring Service' (D&BS) check.
- To adhere to the '*Governors' Media Policy*' and '*Governors' Social Media Policy*'. In serious cases, when the use of social networking is considered to be inappropriate, this could be considered as a serious breach of the Governors' Code of Conduct therefore acting in a manner which is detrimental to the interests of the organisation and in keeping with the Trust's Constitution, this may ultimately result in an individual's term of office as a Governor being revoked.
- To adhere to the '*Governors' Communications Arrangements*' and the Trust's '*Code of Practice for the use of IT, Internet and E-mail*'. In serious cases, the misuse of any e-mail (MFT or personal), could be considered as a serious breach of the Governors' Code of Conduct i.e. acting in a manner which is detrimental to the interests of the organisation and, in keeping with the Trust's Constitution, this may ultimately result in an individual's term of office as a Governor being revoked and in keeping with the Trust's Code of Practice, it is also possible to be subject to civil proceedings or criminal prosecution.
- To elect a Lead Governor.
- To present to Members at the Trust's Annual Members' Meeting any proposed changes to the Trust's Constitution (where an amendment is made in relation to the powers or duties of the Council of Governors) and to approve the minutes of Members' Meetings.
- To remove Governors from the Council of Governors in the event that a Governor has committed a serious breach of the Code of Conduct; or they acted in a manner detrimental to the interests of the Trust; and the Council of Governors consider that it is not in the best interests of the Trust for them to continue as a Governor; or if a Governor fails to disclose any interest or material interest required to be disclosed under the Trust's Constitutional provisions.
- To expel a Member from the Trust if a complaint about a Member is made to the Trust Secretary that they have acted in way detrimental to the interests of the Foundation Trust.
- To attend Governor meetings and training (unless absences are due to reasonable causes and the individual is able to start attending again within such a period as the other Governors consider reasonable).
- To forward views in relation to the Chairman's and Non-Executive Directors' (NED) performance (documented via Governor Questionnaire and/or Lead Governor contact) and participate as and when required during the performance review process (telephone interviews). A Governor Appraisal Panel (Council of Governors' Nominations Committee) is established each year with Governor panel members being rotated to review/consider the Chairman/NED performance review findings and, as and when required, makes recommendations to the full Council of Governors for approval.



- To participate, as and when required, in the Trusts' Nominations Committee (Appointment Committee) during the appointment process of the Chair and Non-Executive Directors and make recommendations to the full Council of Governors for approval.
- To participate, as and when required, in the Trust's External Auditor Appointment Panel during the selection process and make recommendations to the full Council of Governors for approval.
- To participate, as and when required, in Governor Groups.
- Led by the Chairman, Governors are encouraged to self-evaluate their collective performance and effectiveness as part of the Council of Governors review (questionnaire) process.

Governors may also become involved in many areas not covered by legislation however, as outlined in Monitor's publication – Your statutory duties: A reference guide for NHS foundation trust governors (August 2013), emphasis is made that:

***“Governors do not play an operational role within the Trust. Although NHS Foundation Trusts may choose to involve Governors in hospital visits or volunteering, Governors neither have a right to inspect NHS Foundation Trust property or services nor a duty to meet patients and conduct quality reviews.”***

### **Governor Aim & Objectives:**

In keeping with the aforementioned duties and requirements, the Trust has developed the following Governor aim and objectives:

#### Aim:

- Governors proactively representing the interests of members as a whole and the interests of the public via active engagement and effectively holding the Non-Executive Directors, individually and collectively to account for the performance of the Board of Directors.

#### Objectives:

- Governor Engagement – Governors to be proactive in developing and implementing best practice membership and public engagement methods.
- Governor Assurance – Governors to act as the conduit between the Foundation Trust's Board of Directors and Members/the public by conveying membership/public interests and providing Board performance assurance.
- Governor Development – the Foundation Trust to support the developing and evolving role of Governor by equipping Governors with the skills and knowledge in order to fulfil their role.

MFT's Council of Governors has also developed the following associated Vision and Values:

## Vision – Council of Governors purpose statement

“Members (including public and staff), General Public and stakeholders – to be effectively represented by Governors who collectively connect and engage by supporting individuals to have healthy dialogues and seek appropriate and relevant performance assurance from the Board (via Non-Executive Directors)”

## Values – Council of Governors' Operating Principles

### Working Together

- We will participate/attend meetings and be committed to our role of Governor
- We will advise of our meeting/event availability and when participating/attending meetings/events, we will arrive on time
- We will read ahead and be prepared so we are able to contribute effectively
- We will strive to ensure that the interaction between the Board of Directors and the Council of Governors is seen primarily as being a constructive partnership seeking to work effectively together in our respective roles
- We will proactively engage with the Board of Directors in those circumstances when we have concerns

### Dignity and Care

- We will support each other to work on our common objectives and collective beliefs, in keeping with our Governor Role/Code of Conduct

### Everyone Matters

- We will listen to each other, allowing one person to speak at a time and give everyone the opportunity to contribute
- We will recognise time constraints and respect each other's time

### Open and Honest

- We will create a friendly atmosphere and be polite and respectful to each other and those we interact with
- We will seek assurance and challenge positively

## Who's Who – Governors and their Constituencies & Categories

MFT's Council of Governors has 32 Elected and Nominated Governors. 17 of these Governors being elected by the public, 7 by our staff and 8 being nominated from partner organisations (including a Youth Governor). The Chair of our Board of Directors (Kathy Cowell) also chairs the Council of Governors. The Council of Governors formally meet at least four times a year at their general meeting of the Council of Governors (meetings are open to the public).

The majority of our Governors (24 out of 32) have been elected to carry out their role on behalf of our Members (staff and public). Governors are therefore accountable to Members.

## Membership

The Trust has a membership community of over 50,000 members which is made up of both Public and Staff Members:

- Circa. 22,700 Public Members
- Circa. 30,000 Staff Members.

## Public Member Constituency

Public Members elect a total of 17 Public Governors from the following constituencies:

- Manchester
- Trafford
- Eastern Cheshire
- Rest of Greater Manchester
- Rest of England and Wales.

Eligible Public Members are entitled to stand for election as a Public Governor (if aged 16 years or over) with Public Governors being elected directly from and by Public Members via the Single Transferrable Voting (STV) System.

**Election Table 1 – 2022 Public Governor seats open for election**

The table below outlines the number of Public Governor seats that are open for election (please note, as highlighted below, there are no seats open for election this year in the Eastern Cheshire Constituency):

Public Constituency	Number of Governors seats to be elected
Manchester	3 (three)
Trafford	1 (one)
Eastern Cheshire	0 (zero)
Rest of Greater Manchester	2 (two)
Rest of England & Wales	1 (one)
Overall Total	7 (seven)

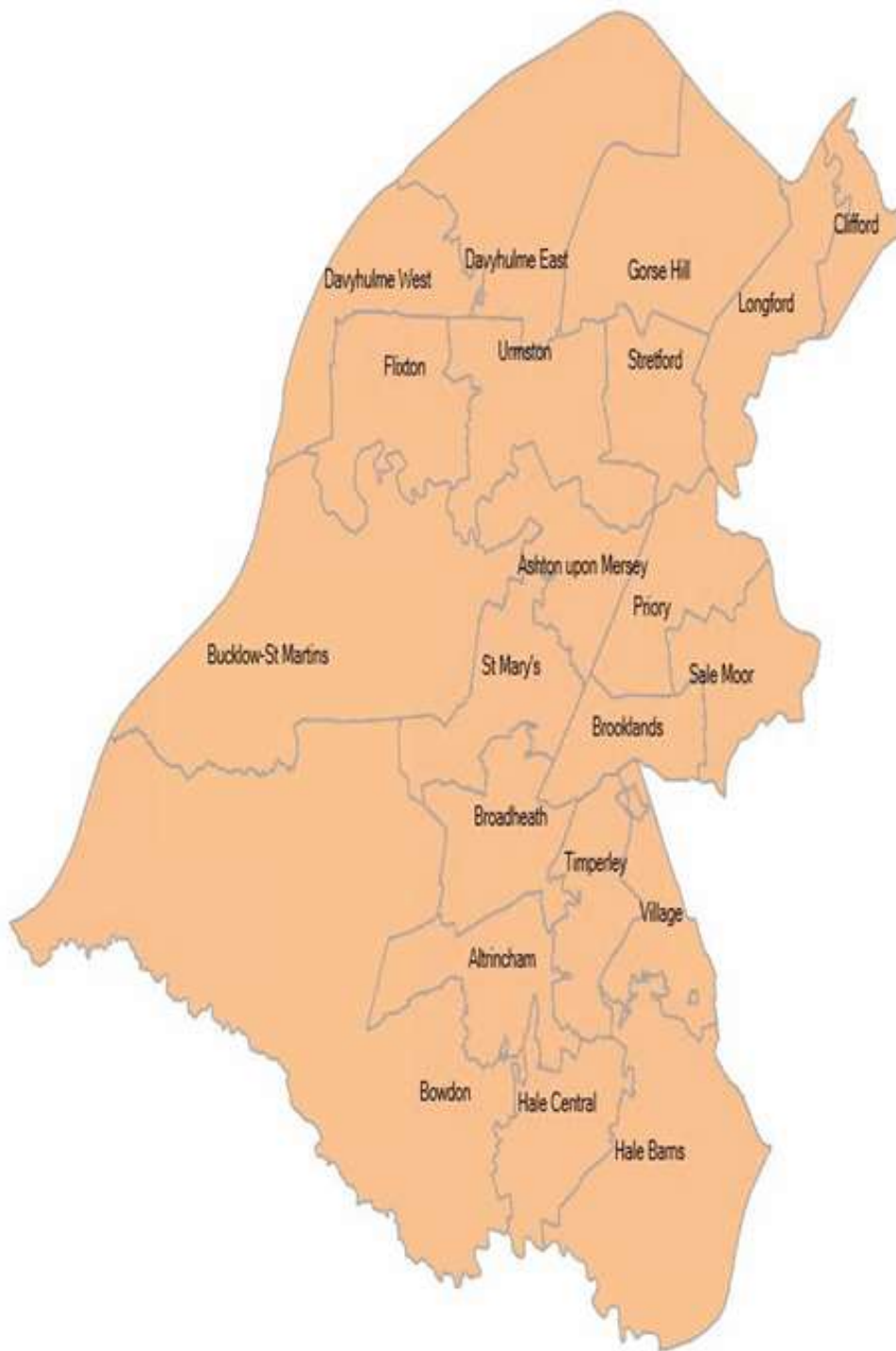
The maps on pages 12, 13 & 14 illustrate the Public Member Constituencies for Manchester, Trafford, and the Rest of Greater Manchester areas. Areas that fall outside of these wards are captured in the Rest of England & Wales Public Constituency.



## MANCHESTER – PUBLIC CONSTITUENCY



## TRAFFORD – PUBLIC CONSTITUENCY



**REST OF GREATER MANCHESTER CONSTITUENCY**  
(outlined in green below)



Areas that fall outside of the above wards are captured in the Rest of England & Wales Public Constituency.



## Staff Member Constituency

Staff Members elect a total of 7 Staff Governors in the following 4 staff classes:

- **Medical and Dental** - Staff Class includes: Consultants, Specialist Registrars, Dental Practitioners, Clinical Directors, Senior House Officers etc.
- **Nursing and Midwifery** – Staff Class includes: Community Nurses, Modern Matrons, Nurse Consultants, Practice Nurses, Sister/Charge Nurses, Specialist Nurses Practitioners, Staff Nurses, Midwives etc.
- **Other Clinical** - Staff Class includes: Allied Health Professionals, Healthcare Scientists, Technicians, Clinical Laboratory Staff, Chiropodists, Dietitians, Physiotherapists, Radiographers, Speech and Language Therapists, Health Care Support Workers, Medical Photographers, Healthcare Assistants, Trainee Nursing Associates, Pharmacists, Therapists etc.
- **Non-Clinical and Support** - Staff Class includes: Administration and Secretarial Staff, Accountancy staff, Analysts, Managers, Directors, Domestics & Porters (Sodexo Staff), Medical Secretaries, Receptionists, Surveyors etc.

Eligible Staff Members are entitled to stand for election as a Staff Governor with Staff Governors being elected directly from and by Staff Members via the Single Transferrable Voting (STV) method.

## Election Table 2 – 2022 Staff Governor seats open for election

During this year's elections, there are 4 (four) Staff Governor seats that are open for election (please note, as highlighted below, there are no seats open for election this year in the Medical & Dental Staff Class):

Staff Constituency	Number of Governors seats to be elected
Medical & Dental	Zero (0)
Nursing & Midwifery	Two (2)
Other Clinical	One (1)
Non-Clinical & Support	One (1)
Overall Total	Four (4)

## Nominated Partner Organisations

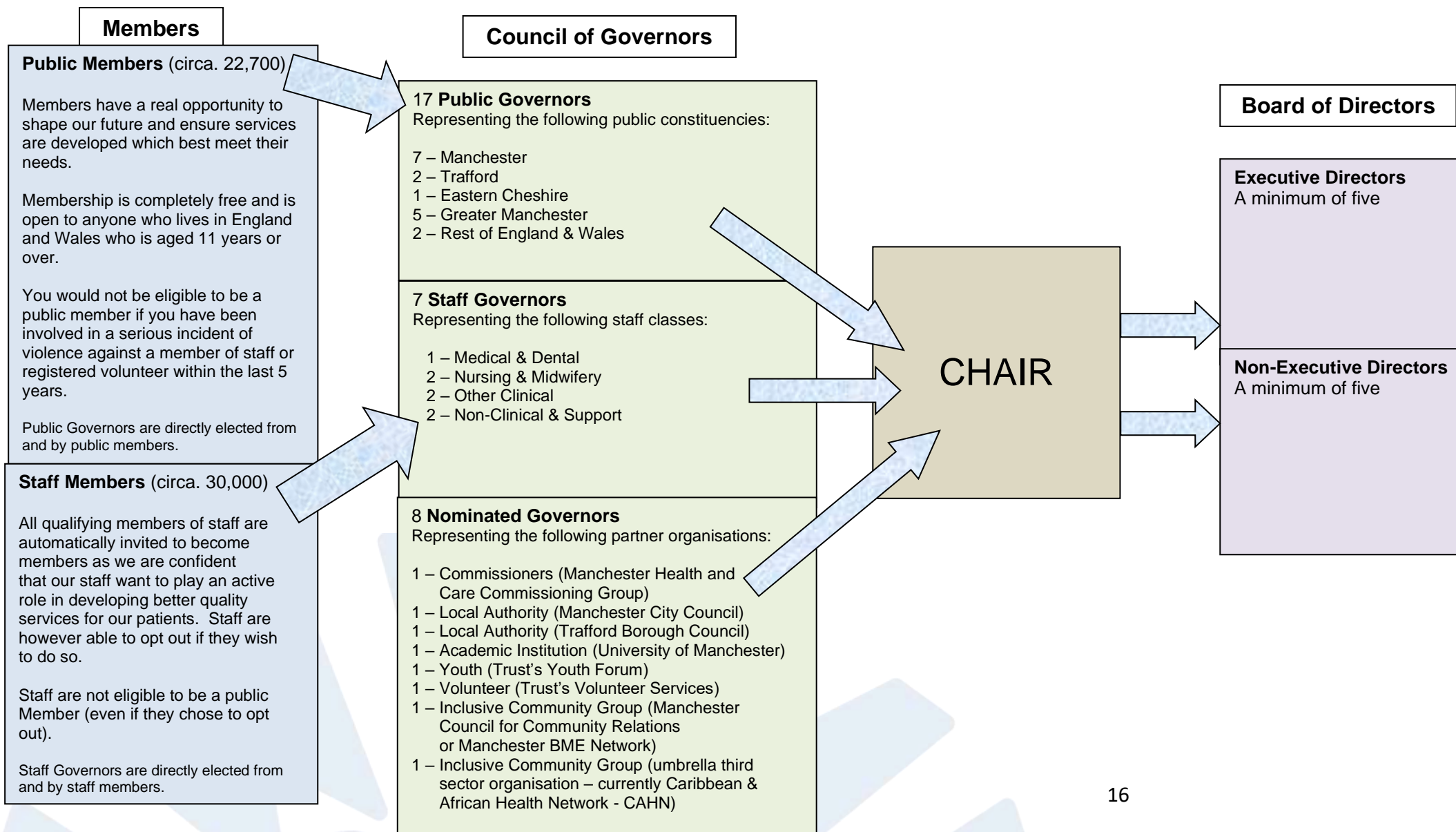
We also have Nominated (Appointed) Governors on our Council of Governors with a total of 8 (eight) Governors being nominated from the following organisations:

- Academic Institutions (University of Manchester)
- Commissioners (Manchester Health Commissioning Group)
- Local Authority Councils (Manchester City Council and Trafford Borough Council)
- The Trust's Youth Forum (16 – 21 year olds)
- The Trust's Volunteer Services
- Inclusive Community Groups i.e. Manchester Council for Community Relations or Manchester BME Network and an umbrella third sector organisation (latter organisation currently represented by the Caribbean and African Health Network - CAHN)

As a Trust with a large Children's Hospital, we are conscious that young people need a way to articulate their views. Therefore, we have developed our relationship with the Trust's Youth Forum to ensure that young people's views are represented on our Council of Governors.

## Governance Arrangements – Members, Governors and Board of Directors

The diagram below outlines the Trust's Governance Arrangements and the relationship between Members, Governors and Board of Directors.



## Governor Election Process

Our Governor elections are independently run by an external company i.e. Civica Election Services (CES). The election process commenced on Thursday, 14<sup>th</sup> July 2022 following the formal publication of the Notice of Election - available via our "Governor Election" webpage <http://www.mft.nhs.uk/the-trust/governors-and-members/elections> (found under 'the Trust' section of our website – [www.mft.nhs.uk](http://www.mft.nhs.uk)).

The Election Timetable below outlines the 2022 key Governor Election Stages and associated dates:

<b>GOVERNOR ELECTION TIMETABLE - 2022</b>	
<b>Election Stage</b>	<b>Date</b>
Notice of Election issued - Nomination Forms made available to Trust Members (aged 16 years or over where Governor seats are open for election)	<b>Thursday, 14th July 2022</b>
Deadline for receipt of completed nominations	5pm on Friday, 29 <sup>th</sup> July 2022
Summary of valid nominated candidates published	Monday, 1 <sup>st</sup> August 2022
Final date for candidate withdrawal	5pm on Wednesday, 3 <sup>rd</sup> August 2022
Notice of Poll published	Wednesday, 17 <sup>th</sup> August 2022
Voting packs despatched to Trust Members (where Governor seats are contested)	Thursday, 18 <sup>th</sup> August 2022
Closing date for election (deadline for receipt of completed voting packs)	5pm on Thursday, 8 <sup>th</sup> September 2022
Declaration of results	<b>Monday, 12<sup>th</sup> September 2022</b>
Successfully elected candidates formally start in office following closure of our Annual Members' Meeting	<b>Tuesday, 20th September 2022</b>

As outlined above, once that the nomination process closes at 5pm on Friday, 29<sup>th</sup> July 2022, eligible members will subsequently be provided with an opportunity to vote (where Governor seats are contested) and provided with the details of the candidates that are standing for election with members directly voting for the candidate(s) that they wish to represent them using the single transferrable voting method (more details provided on page 18).

The result of the elections will be declared on Monday, 12<sup>th</sup> September 2022, with newly elected Governors formally taking up their role following closure of the Trust's Annual Members' Meeting scheduled for:

- **Tuesday, 20th September 2022**  
**Virtual Meeting Format - details to be posted on the 2022 Annual Members' Meeting webpage (see link below)**

All candidates standing for election are invited to participate in this meeting - please make a note of this date in your diary. However, in response to the COVID-19 National Emergency, all 2022 Membership Meeting arrangements, which are open to the Public, continue to remain under review with any changes in format being undertaken as and when required. Meeting format updates will be posted on the associated 2022 Annual Members' Meeting webpage -

<https://mft.nhs.uk/member-meetings/annual-members-meeting-3/>



## Nomination Form

In order to stand for election, members must complete and sign a nomination form. Nomination Forms can be found and completed online via the election website - [www.cesvotes.com/mft2022](http://www.cesvotes.com/mft2022) and/or directly requested from Civica Election Services (contact details on page 2).

As part of the nomination form completion process, candidates are asked to produce a candidate's statement (no more than 250 words). Your statement is important as it provides you with an opportunity to tell members why they should vote for you.

## Civica E-Learner Programme – Preparing For An Election

For more information on how to nominate yourself, how to write an effective election statement and how the election process works, you can take the Civica E-learner Programme which is available via their election site - [www.cesvotes.com/mft2022](http://www.cesvotes.com/mft2022)

The full course takes approximately 20 minutes to complete and also includes a short video explainer.

In addition, sample candidate statements can also be requested directly from Civica Election Services who will also be able to provide further assistance to complete your nomination form.

You can also visit the Trust's 'Meet our Governors' webpage, which you may also find useful to see our current Governor pen portrait information:

- <https://mft.nhs.uk/the-trust/governors-and-members/council-of-governors/> (found under 'The Trust' section of our website – [www.mft.nhs.uk](http://www.mft.nhs.uk)).

## Single Transferrable Voting (STV) System

The Single Transferable Vote is a logical system of election designed to attain its objectives with economy, efficiency and certainty. It ensures that as far as possible, every vote has a positive part in helping to elect some candidate, that no voting power is wasted and that no voter has a greater influence on the result than any other.

This is achieved by giving each elector ONE vote, irrespective of the number of vacancies to be filled, and making that vote transferable. Voting papers are completed by placing the candidates into a preferred order using the figure '1', '2', '3', etc. The figure '1' represents the vote and is mandatory. The rest are contingency markings and optional but important as they can influence the final result. For that reason the elector is recommended to express preferences until he/she is unable to differentiate between any remaining candidates.

When votes are counted, the Returning Officer works to a Quota. This is the number of votes a candidate requires to be certain of election and is calculated to a simple arithmetical formula.

Any candidate elected with more votes than needed (i.e. above the quota), has surplus votes transferred to the remaining candidates – again using a set formula. Votes of any candidates excluded from the count through insufficient support are also transferred. In both cases the contingency markings come into play, and thereby avoids votes being wasted as would be the case in the first-past-the-post election.

It is important to remember that under no circumstances can a later preference count against an earlier preference and that failure to record preferences can limit the elector's influence on the election result.

In the event that Governor seats are contested, during the voting process (commences Thursday, 18<sup>th</sup> August 2022), a short video can be viewed to explain how STV voting works via the Civica Election Services website [www.cesvotes.com/mft2022](http://www.cesvotes.com/mft2022)

### Further Election Information

As outlined in the election timetable, the nomination process formally opens on Thursday, 14<sup>th</sup> July 2022 and all forms must be completed and returned directly to Civica Election Services by:

- **5pm on Friday, 29<sup>th</sup> July 2022**  
(can be completed/returned on-line [www.cesvotes.com/mft2022](http://www.cesvotes.com/mft2022) or in hard copy - postal address details outlined on the nomination form).

**Please do NOT return completed nomination forms to the Trust as these will not be counted in the election nomination process**

Please see the 'Governor Elections - Frequently Asked Questions' (page 30) for more detailed information about the Governor Election process or contact the Foundation Trust Membership Office (contact details on page 3).

### Eligibility to be a Governor:

- Governors must be Members of Manchester University NHS Foundation.
- Governors must be at least 16 years old.
- Public Governors must live in the area (constituency) that they represent.
- Staff Governors must have a job role in the staff class (constituency) they represent.
- Nominated (Appointed) Governors must be supported in office by the partner organisation that they represent.

You do not need specific qualifications to be a Governor, other than an interest in healthcare and a commitment to representing members and the wider general public, at large, to the best of your ability. There are, however, certain statutory requirements 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 an NHS body.

### You cannot become (or continue as) a Governor if:

- You are a person under 16 years of age.
- You are an un-discharged bankrupt or estate has been sequestrated (un-discharged).
- You have made a composition or arrangements with or granted a trust deed for your creditors and have not been discharged yet.
- You have, in the last five years, been convicted in the British Isles of any offence and a sentence of imprisonment for a period of three months without the option of a fine was imposed.
- You are a Director of the Foundation Trust or a Governor or Director of an NHS body (unless appointed by an appointing organisation which is an NHS body).
- You are a spouse, partner, parent or child of a member of the Board of Directors of the Foundation Trust.
- You are a member of a local authority's Scrutiny Committee covering health matters.
- You are subject to a Sex Offender Order.
- You have been dismissed from paid employment with an NHS body in the last two years for reasons other than redundancy.
- Your position as Chair, member or Director of an NHS body has been terminated on the grounds that the appointment is not in the interest of the health service, for non-attendance at meetings or for non-disclosure of a pecuniary interest.

- You failed to sign and deliver to the Secretary a statement (in the form required by the Secretary) confirming acceptance and adherence of the Trust's Code of Conduct for Governors.
- You have been removed as a Governor or Member due to committing a serious breach of the Code of Conduct or acted in a manner detrimental to the interests of a Foundation Trust or that the Council of Governors considered that it was in the best interests of the Foundation Trust for you to not continue as a Governor or Member or for failing to attend Council of Governors' Meetings or for refusing to undertake any training which the Council of Governors requires all Governors to undertake and that any existing and/or future breach may result in being removed as a Governor.
- Your tenure as a Governor of another Foundation Trust has been terminated for cause.
- You refuse to undertake a Disclosure and Barring Service check.
- You are not considered suitable by the Foundation Trust from the disclosures (convictions/cautions) obtained as a result of a Disclosure and Barring Service check.
- You do not meet the "Fit and Proper" Persons Test defined by regulation 5 of the Health and Social Care Act 2008 (Regulated Activities) Regulations 2014 and/or condition on G4 of the Trust's Licence (details outlined below including associated checks/reviews i.e. insolvency, bankruptcy and disqualified directors' registration alongside a health questionnaire).
- You fail to attend three consecutive meetings of the Council of Governors, unless the other Governors are satisfied that the absences were due to reasonable causes and you will be able to start attending meetings of the Council of Governors again within such a period as the other Governors consider reasonable.
- You have refused without reasonable cause to undertake any training which the Council of Governors requires all Governors to undertake.
- You fail to disclose any declaration of interest on an annual basis or at any-time that your circumstances change.
- You have refused to sign a declaration of your qualification to vote as a member of the Foundation Trust.
- You are prevented from being a member of the Council of Governors.

## **Additional Mandatory Requirements**

### **Declaration of Interests Compliance**

Members of the Council of Governors are expected on an annual basis, or at any-time should their circumstances change, to disclose to the Council any pecuniary, personal or family interests (including partner), whether the interest is actual or potential, direct or indirect. Interests declared are then formally recorded in the Register of Interest of Governors. The register is available to the public on request and via the Trust's website ('Meet our Governors' webpage - <https://mft.nhs.uk/the-trust/governors-and-members/council-of-governors/>), with interests being formally documented via completion of a Governor Declaration of Interest Form and reported to the Council of Governors, on an annual basis (at a Council of Governors' Meeting). Governors who fail to disclose any interest or material interest required to be disclosed under the Trust's Constitution provisions must permanently vacate their office if required to do so by a majority of the remaining Governors.

### **Fit and Proper Person Declaration & Checks**

As defined by regulation 5 of the Health and Social Care Act 2008 (Regulated Activities) Regulations 2014 and/or condition on G4 of the Trust's Licence, Governors are required to meet the "fit and proper" person test. To meet this test, Governors are required to clear checks for insolvency, bankruptcy and disqualified directors' registration on a regular basis (or in keeping with a Governors' Term of Office).



In order to appropriately support Governors to properly perform tasks which are intrinsic to the Governor role, as part of the 'Fit and Proper Persons Test', Governors are asked to complete a health questionnaire (to receive Employee Health and Wellbeing clearance).

In the event of a Governor being or becoming an "unfit person" under the Foundation Trust's Constitution, they must permanently vacate their office.

Governors, as part of the Fit and Proper Person's process, are required to comply with the Trust's 'Fit and Proper Person Policy', undertaking and clearing the aforementioned associated checks/reviews as and when required in addition to also stating their compliance with the information below on an annual basis:

Governors, as part of the Fit and Proper Person's declaration process, are asked to state their compliance with the information below:

1. Fitness to carry out the role of Governor in the Manchester University NHS Foundation Trust ('the Trust') is determined by the Health and Social Care Act 2008 (Regulated Activities) Regulations 2014 ("the Regulated Activities Regulations") and/or condition on G4 of the Trust's Licence.
2. By signing the declaration, you are confirming that you do not fall within the definition of an "unfit person" or any other criteria set out, and that you are not aware of any pending proceedings or matters which may call such a declaration into question.
3. It is a condition of appointment that those holding a Governor post in the Trust, provide confirmation in writing, on appointment and thereafter on demand, of their fitness to hold such a position.
4. Chairs and Non-Executive Directors are also required to meet the "fit and proper persons" test for Directors.
5. The Trust shall not appoint, or permit to continue as a Director or Governor, any person who is an unfit person.
6. The Trust's Constitution permits the summary termination in the event of a Governor being, or becoming, an unfit person. The Trust will enforce that provision promptly upon discovering any Governor to be an unfit person.

#### Regulated Activities Regulations

7. The definitions of being fit under the requirements of paragraph 3 of Regulation 5 of the Regulated Activities Regulations are that:
  - (a) the individual is of good character;
  - (b) the individual has the qualifications, competence, skills and experience which are necessary for the relevant office or position or the work for which they are employed;
  - (c) the individual is able by reason of their health, after reasonable adjustments are made, of properly performing tasks which are intrinsic to the office or position for which they are appointed or to the work for which they are employed;
  - (d) the individual has not been responsible for, privy to, contributed to or facilitated any serious misconduct or mismanagement (whether unlawful or not) in the course of carrying on a regulated activity or providing a service elsewhere which, if provided in England, would be a regulated activity; and
  - (e) none of the grounds of unfitness specified in Part 1 of Schedule 4 apply to the individual.

8. The grounds of unfitness specified in Part 1 of Schedule 4 to the Regulated Activities Regulations are:
- (a) the person is an undischarged bankrupt or a person whose estate has had sequestration awarded in respect of it and who has not been discharged;
  - (b) the person is the subject of a bankruptcy restrictions order or an interim bankruptcy restrictions order or an order to like effect made in Scotland or Northern Ireland;
  - (c) the person is a person to whom a moratorium period under a debt relief order applies under Part VIIA (debt relief orders) of the Insolvency Act 1986;
  - (d) the person has made a composition or arrangement with, or granted a trust deed for, creditors and not been discharged in respect of it;
  - (e) the person is included in the children's barred list or the adults' barred list maintained under section 2 of the Safeguarding Vulnerable Groups Act 2006, or in any corresponding list maintained under an equivalent enactment in force in Scotland or Northern Ireland;
  - (f) the person is prohibited from holding the relevant office or position, or in the case of an individual for carrying on the regulated activity, by or under any enactment.
9. In assessing good character, the matters to be considered must include those listed in Part 2 of Schedule 4 which are:
- (a) Whether the person has been convicted in the United Kingdom of any offence or been convicted elsewhere of any offence which, if committed in any part of the United Kingdom, would constitute an offence.
  - (b) Whether the person has been erased, removed or struck-off a register of professionals maintained by a regulator of health care or social work professionals.

### **Code of Conduct Compliance**

All Governors are required to sign a declaration saying that they will comply with the Code of Conduct for Governors. In keeping with the Trust's Constitution, an individual cannot become (or continue as) a Governor if they failed to sign and deliver to the Secretary a statement (in the form required by the Secretary) confirming acceptance of the Code of Conduct for Governors.

If a Governor commits a serious breach of the Code of Conduct; or they have acted in a manner detrimental to the interests of the Trust; and the Council of Governors consider that it is not in the best interests of the Trust for them to continue as a Governor, under the Trust's Constitution provisions they must permanently vacate their office if required to do so by a majority of the remaining Governors.

Key elements of the Governors' Code of Conduct are outlined below:

As an NHS Foundation Trust Governor:

- I will commit to actively support the Trust's Vision and Values (see page 5).
- I will seek at all time 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 maintain confidentiality with regard to information gained.
- I will uphold the seven principles of public life as outlined by the Nolan Committee (see page 23).
- I will acknowledge that the Trust is an apolitical organisation.
- If I am a member of a trade union, political party or other organisation, I recognise that I will not be representing those organisations, but will be representing the public and staff that elected me or the organisation that nominated me.
- I will be honest and act with integrity and probity at all times.
- I will seek to ensure that my Governor colleagues are valued and that judgements about them are consistent, fair and unbiased and are properly founded.

- 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 the membership of the constituency, area or category that I represent is properly informed and able to influence services.
- 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 that decisions are not improperly influenced by gifts or inducements.
- I will support and assist the Chief Executive of the Trust in his responsibility to answer to 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.

## Nolan Principles

The Nolan Committee sets out 'Seven Principles of Public Life' which apply to all who serve the public in any way and which includes NHS Foundation Trust Governors. These are:

**Selflessness** - Holders of public office should act solely in terms of the public interest. They should not do so in order to gain financial or other 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 seek to influence them in the performance of their official duties.

**Objectivity** - In carrying out 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 interests relating to their public duties and to 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.

## Disclosure and Barring Service Check (DBS)

In keeping with the Trust's Constitution, all Governors are required to consent to, and clear, a Disclosure and Barring Service check. This check is designed to confirm whether you have a criminal record. This is important for an organisation which has responsibility for both young and vulnerable members of the public. Clearance from the Disclosure and Barring Service allows the organisation to confidently allow individuals to carry out their Governor role.

Please be aware that a standard DBS disclosure certificate contains information about **any** convictions, cautions (including reprimands and final warnings) which are not 'protected' as defined by the Rehabilitation of Offenders Act 1974 (Exceptions Order) 1975 (as amended). More information about the DBS, can be found at <https://www.gov.uk/government/organisations/disclosure-and-barring-service>

In keeping with the Trust's Constitution, a Governor will be disqualified if on the basis of any disclosures (convictions/cautions) obtained through a Disclosure and Barring Service check, he/she is not considered suitable by the Trust or that such a person are such that it would be inappropriate for him/her to become or continue as a Governor or it would adversely affect public confidence in the Trust or otherwise bring the Trust into disrepute.

## **Membership Engagement & Recruitment Activities and Guidance Compliance**

The completion/clearance of MFT's Governor Governance process including receiving clearance from a Disclosure & Barring Service (DBS) check is a mandatory requirement for all Governors in order for them to fully take up/continue in their role. Clearance from the DBS check is specifically required before a Governor can undertake/participate in any type of Membership recruitment or engagement activity. Once completed, and clearance subsequently received, the Trust's 'Membership Recruitment & Engagement Guidance' is to be followed and adhered to at all times.

In serious causes, any practices/behaviours which are considered to be inappropriate, may be considered as a serious breach of the Governors' Code of Conduct i.e. acting in a manner which is detrimental to the interests of the organisation and in keeping with MFT's Constitution, this may ultimately result in an individual's term of office as a Governor being revoked.

The last few years have been extremely difficult, with all of us being affected by the COVID-19 pandemic. As associated restrictions have been relaxed over recent months, we are taking steps to reintroduce some engagement initiatives, which were previously on hold as a result of lockdown requirements. Details of future engagement opportunities, including the opportunity to hold face-to-face meetings and events, will be promoted to Governors and Members via appropriate communication channels. Of note, all Membership and Governor meeting arrangements, which are open to the public, will continue to remain under review to ensure adherence to national COVID-19 Guidance, going forward.

## **Other Policies and Guidelines**

In addition to the above governance requirements (Declaration of Interests Compliance, Fit & Proper Person's Declaration & Checks, Code of Conduct Compliance, Disclosure and Barring Service Check, Trust's Membership Recruitment and Engagement Guidance Compliance), Governors are also required to comply with the following Policies/Guidelines/Rules:

- Trust's Code of Practice for the use of IT, Internet and E-mail
- Governor Communications - Guidance
- Social Media – A Guide for Governors
- Trust Media Policy
- Governor Meeting Ground Rules.

## **Governance Arrangements**

In order to progress a Governor's start in office, individuals are requested to review/complete the following:

- Security/Identification Badge application form
- Contact Information Form
- Governor Skill Mix Matrix
- Governor Photograph Consent Form.

All new Governor Forms, Policies and Guidelines will be issued to successfully elected individuals following their formal announcement at our Annual Members' Meeting (20<sup>th</sup> September 2022), and we invite all candidates to participate (meeting details on page 17).

We also ask new Governors to provide a digital photograph and pen portrait information (max. 250 words) as this information is displayed on our website for members of the public to view. Support is provided by the Trust's Communication Team to produce this pen portrait information with key information being taken directly from a candidate's election statement (please note that references to external companies/organisations are anonymised).

**Please note that the Trust will not issue Security ID Badges or E-mail accounts until all Governance arrangements (including Disclosure and Barring Service Check) have been fully completed, processed and cleared.**



## Governor Meetings

The Council of Governors discharges its statutory duties at its formal general meetings of the Council of Governors which usually meet four times during the course of a year in addition to attending a fifth statutory event namely the Trust's Annual Members' Meeting. Governor meetings are predominantly held during the day (anytime between 9.00 am – 5.00 pm).

As outlined in MFT's Constitution, Governors are expected to attend/participate in Council of Governors' Meetings and key Governor training, with the Trust's Constitution outlining that a person holding office as a Governor shall immediately cease to do so if:

*"they fail to attend three consecutive meetings of the Council of Governors, unless the other 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 the other Governors consider reasonable."*

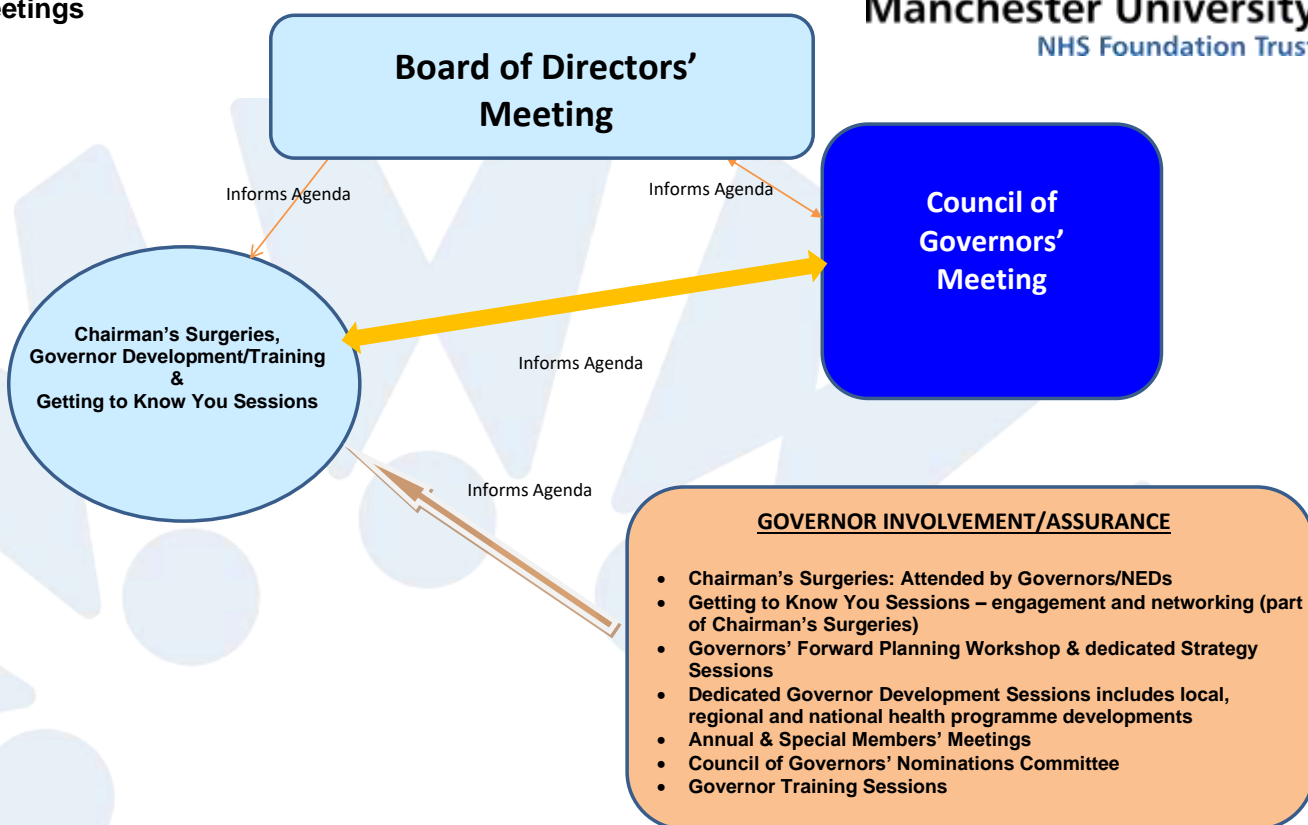
*"they have refused without reasonable cause to undertake any training which the Council of Governors requires all Governors to undertake."*

As previously outlined, Governors are the link between our members and the wider public (at large), determining their needs and views on the delivery of the Trust's services, and our Directors who make the decisions and hold responsibility for services. In order to enhance this process, the Trust (supported by the Council of Governors), has established a 'Governor Meeting Framework' (please see diagram below), with the resultant meeting structure including the establishment of the following statutory and non-statutory meetings:

### **2022 Governor Meeting Framework** **Virtual (MS Teams/live streaming) & In-Person Meetings**



**Manchester University**  
NHS Foundation Trust



The Chairman is responsible for leading and setting the agendas for meetings with the Council of Governors not being permitted to delegate any of its powers to a group, committee or sub-committee, but it may appoint committees

In keeping with the Trust's Constitution, the Council of Governors may not delegate any of its powers to a group, committee or sub-committee, but it may appoint committees consisting of its members, Directors, and other persons to assist the Council of Governors in carrying out its functions. The Council of Governors may, through the Secretary, request that advisors assist them or any committee they appoint in carrying out its duties.

As a result of the COVID-19 pandemic and the associated 'lockdown' and 'social distancing' measures, as part of NHSI/E's guidance re; 'COVID-19 Contingency Plans' (first issued in March 2020), Governor 'face-to-face' meetings were specifically stipulated to be stood down from the end of March 2020. However, in order to keep Governors apprised of key developments, alongside regular COVID-19 Briefings issued to Governors, the Group Chairman, regularly held 'virtual' (MS Teams) Governor Meetings/Sessions. These 'virtual' meeting arrangements enabled Governors to actively engage, have open and transparent discussions and seek appropriate assurances from the Group Chairman and participating Group NEDs, alongside providing support during these challenging times. As associated COVID-19 restrictions have been relaxed over recent months, we have started to reintroduce some face-to-face meetings and events, alongside continuing to host virtual meetings/sessions. Of note, Membership and Governor meeting arrangements, which are held face-to-face and are open to the public, will continue to remain under review to ensure the continued adherence to national COVID-19 Guidance, going forward.

In keeping with NHSI/E's requirements, the Chair is responsible for leading and setting meeting agendas with Governors being required to comply with the following Governor Meeting Ground Rules:

### **Governor Ground Rules for Meetings - Face to Face & Virtual (MS Teams - Teleconferencing/Videoconferencing)**

- In preparation of a virtual 'MS Teams' (Videoconferencing/Teleconferencing) meeting/session, Governors should ensure that they are located in a room/area which is 'PRIVATE' enabling Governors to participate in discussions in privacy, without interruptions/distractions, and out of ear-shot of all family members, colleagues etc.
- Governors are to make any necessary preparations to ensure devices (mobile/laptop/PC/iPads etc.) is set up (and ready to use) in advance of the meeting start time alongside ensuring their environment is conducive to their meeting needs e.g. refreshments prepared, sufficient lighting (if using video facilities), headset tested/working etc.
- Governors are expected to join the meeting/session at the specified start-time (on time), however if unforeseen circumstances result in a Governor being late in joining a session, ensure that the Chairman (or meeting organiser) is aware that you have joined the session when it is appropriate to do so i.e. when the Chairman invites Governors to submit questions and/or share their comments or via the MS Teams chat facilities (otherwise your apologies will be formally noted).
- Governors are expected to participate/stay for the full duration of the meeting/session (supporting the Meeting Chair to enable meeting/session to finish on time).
- The following etiquette, should be adopted, when participating in the meeting/session:
  - All devices (mobile/laptop/PC/iPads etc.) should be put on mute once the meeting/session has formally started and should remain on mute for the duration of the meeting (only being taken off mute once Governors are invited to submit any questions or make an observation) – it is advisable to locate and test this function out on your device in advance of the meeting session (and not during the meeting);
  - To prevent any possible meeting disruptions (feedback, beeping noises, automated voice messages etc.) please do not use any other applications on your device during the meeting e.g. text messages, e-mails etc.;
  - In the event that a Governor receives, or, needs to make an urgent call (to deal with a matter that cannot wait until the meeting has formally concluded), Governors should discretely leave the virtual meeting session (i.e. hang up from link/call) and re-join when able to do so;
  - Governors are expected to actively listen and, where possible, refrain from asking any questions or make observations during information sharing;
  - Once the Chairman/Director has finished providing an overview/information, Governors will be invited to ask questions and/or share their observations;
  - If a Governor wishes to ask a question, this should be done by raising your hand via the MS Team facility (if participating via MS Teams video link), or, Governors should call out their name if participating via MS Teams teleconferencing facility. The Group Chairman will note any Governor raised hand facilities pressed and/or name and will call out one Governor's name, in turn, to ask their specific question or make their observation (only one person should speak at any one time, speaking clearly into their device – please ensure the mute facility is deactivated when speaking and then re-activated once you've shared your question with the audience);
  - In the event that a response to a question or comment made is not understood, Governors may ask the 'Presenter', via the Chairman, for further clarity/explanation;

- Please be mindful that a number of Governors may wish to ask a question on a particular subject matter and therefore, be considerate, and help to ensure everyone has sufficient opportunity/time to ask their question.
- When speaking, Governors are requested to use polite, plain and simple language, taking care not to talk for too long or too hastily.
- Please respect and value that everyone is different and will think differently, with Governors encouraged to embrace differing views and opinions.
- All attempts should be made to avoid using abbreviations, with words being spoken in full, e.g. Accident and Emergency rather than A&E.
- Recordings of meetings are not permitted, under any circumstances, unless the express permission has been granted by the Group Chairman or an authorised representative of the Trust.

### **Governor Term of Office**

As outlined in the Trust's Constitution, an Elected (Public and Staff) or Nominated Governor shall normally hold office for a period of three years commencing immediately after the Annual Members' Meeting or Special Members' Meeting at which the election/nomination results are announced.

At the end of a Governor's term of office, the individual may offer themselves for re-election or re-nomination, however an Elected or Nominated (Appointed) Governor may not hold office for more than three terms or a maximum of nine consecutive years, whichever is the shorter in duration, and shall not be eligible for re-election or re-nomination if he has already held office for more than six consecutive years.

Of note, an Elected or Nominated (Appointed) Governor may not stand again for re-election or re-appointment as a Governor until three years has elapsed since their resignation or their completion of the maximum three terms or nine consecutive years as a Governor.

Governors will cease to hold office if they no longer live in the area of their constituency (Public Governors), no longer work for the Trust or hold a position in the staff class that they represent (Staff Governors) or are no longer supported in office by the partner organisation that they represent (Nominated/Appointed Governors).

### **Termination of Office**

Individuals will cease to be a Governor if:

- They resign in writing to the Trust's Secretary.
- They do not attend three consecutive Council of Governors' Meetings unless they are able to give a reasonable reason or they are able to start attending meetings again.
- They do not take part in the training programmes which are considered essential for all Governors unless they have a reasonable reason.
- They are no longer a member of the constituency, area or staff class that they were elected to represent (this applies to elected Governors – Public and Staff).
- The organisation they represent, in the case of Nominated (Appointed) Governors, terminates their appointment.
- A change in their circumstances means that they no longer meet the criteria for being a Governor.
- They fail to comply and clear the Trust's mandatory requirements (Declaration of Interests, Fit and Proper Persons Test including associated checks/reviews, Code of Conduct Compliance, Disclosure and Barring Service check, Membership Engagement & Recruitment Guidance Compliance, alongside adherence to Governor Meeting Ground Rules, Governor Communication Guidance and Social/Media and Media Policies).

A more detailed list of specifications can be found in the Trust's Constitution (copy available via the Foundation Trust Membership Office – contact details on page 3).

**All Governors positions (Public, Staff and Appointed) are subject to the fulfilment of the aforementioned eligibility criteria with Governors ceasing to hold office should this criteria be/become unfulfilled.**

## **Additional Governor Information**

### **Support for Governors**

If successfully elected as a new Governor, you will be invited to participate in an Induction Programme which is aimed to ensure that you fully understand the role and responsibilities of a Governor.

You will also be invited to attend/participate in an introduction meeting with the Trust's Chairman at which you will be provided with a Governor Resource Pack which provides more detailed information about the role of Governor in addition to information about our NHS Foundation Trust and the services that we provide.

Ongoing support for the Trust's Council of Governors is provided by the Director of Corporate Business/Trust Secretary and Foundation Trust Membership Manager/Deputy Trust Board Secretary. In addition, the Trust's Lead Governor also acts as mentor to new Governors with the Trust also establishing a 'Governor Buddy' Scheme which identifies two existing Governors who also provide additional support to new Governors (e.g. advice, mentoring etc.), in their new role.

### **Additional Support**

As an NHS Foundation Trust, we are committed to establishing a truly representative membership and welcome Members and Governors from all backgrounds and protected characteristics. We do not tolerate any form of discrimination, harassment or victimisation.

We are committed to supporting Governors so that they are able to undertake their role to the best of their ability and we recognise that you may need additional support in order for you to do this. We appreciate that additional support may be required for a variety of reasons including: -

- Physical accessibility (e.g. disability, older or frail people)
- Language
- Culture and traditions
- Social expectations (young people)
- Lifestyles.

In order to appropriately support Governors, as part of the Governors' Governance process (Fit and Proper Persons Test), new Governors are asked to complete a health questionnaire as we appreciate that disabilities and support needs are of a diverse nature.

If at any point a Governor considers him or herself to have a disability and/or requires additional support in relation to their Governor role, or for any other reason, support arrangements will be made via the Director of Corporate Business/Trust Secretary and/or Foundation Trust Membership Manager/Deputy Trust Board Secretary.

As part of the membership application process, we ask applicants to disclose information in relation to their ethnicity, language and disability status with all information collected being confidential, in keeping with Data Protection rules and not released to third parties and is only processed and used to contact you about the Trust's Membership and/or other related issues. A copy of MFT's privacy notice can be found on the Trust's website <https://mft.nhs.uk/privacy-policy/>

If the information that you supplied as part of your initial membership application process has changed or changes in the future, or if you wish to cancel your membership, please contact the Foundation Trust Membership Manager (contact details on page 3).

### **Communication Arrangements**

Outside of Governor Meetings/Events, in the main, communication with Governors is undertaken via e-mail with all Governors being issued with a Trust e-mail account once that all governance arrangements have concluded (clearance received). It is therefore important for Governors to be able to regularly access their Trust e-mail account via their home/work or any other secure computer system with support being provided by the Trust's Informatics Team in the event of any IT problems. Virtual meetings are held via live streaming facilities (Microsoft Teams videoconferencing), therefore it is also important that you have access to a phone alongside a device e.g. computer, laptop, mobile phone that you can download apps onto.



Governors are expected to comply with the Trust's 'Governor Communications – Guidance' and associated 'Code of Practice for the use of IT, Internet and E-mail', with the misuse of any e-mails being considered as a serious breach of the 'Governors' Code of Conduct' which may ultimately result in an individual's term of office as a Governor being revoked.

### Expenses

Although Governors are not paid, the Trust does have a limited budget in terms of travel and subsistence and will reimburse Governors for **authorised** expenses (such as travel) which have been incurred whilst carrying out their duties. **However, if travelling by car, Governors are responsible for ensuring that they have appropriate car insurance cover i.e. for business purposes and must provide proof i.e. valid insurance certificate in order to subsequently claim back their expenses.**

### Where can I get more information from?

If you have a question in relation to our Governor elections, please see the list of 'Frequently Asked Questions' (from page 30). If you require any further help/support or information please contact the Returning Officer:

Ciara Hutchinson  
Returning Officer  
Civica Election Services  
The Election Centre  
33 Clarendon Road  
London, N8 0NW

Tel: 020 8889 9203

E-mail: [ciara.hutchinson@cesvotes.com](mailto:ciara.hutchinson@cesvotes.com)

Online: [www.cesvotes.com/mft2022](http://www.cesvotes.com/mft2022)

If you require any further information regarding the role of Governor, please contact the Foundation Trust Membership Office: -

E-mail: [ft.enquiries@mft.nhs.uk](mailto:ft.enquiries@mft.nhs.uk)  
Tel: 0161 276 8661  
Freepost: Freepost Plus RRBR-AXBU-XTZT  
MFT NHS Trust  
Oxford Road  
Manchester  
M13 9WL

Once again thank you for your interest and we wish you every success in the election process. We truly appreciate your support in our NHS Foundation Trust.

## **Frequently Asked Questions - Governor Elections**

### **1. Why does the Trust hold Governor elections?**

The Trust holds Governor Elections each year to fill any vacant seats on our Council of Governors and/or to open up seats in relation to those Governors whose term of office is ending.

### **2. Who runs the election?**

The election is run by an independent, external election company namely Civica Election Services.

### **3. What is the Council of Governors?**

The Council of Governors is made up of 32 Governors namely:

- 17 Public Governors (elected from and by our Public Members)
- 7 Staff Governors (elected from and by our Staff Members)
- 8 Nominated (Appointed) Governors (nominated from and by our partner organisations).

### **4. Why are some people nominated rather than elected?**

In order to ensure local accountability, there are both elected and nominated Governors. Elected Governors represent members in our public and staff constituencies. Nominated Governors represent the partner organisations that we work with such as councils, academic institutes (Universities), commissioner groups in addition to the Trust's Youth Forum and Volunteer Services. We also have Nominated Governors to represent the views of inclusive community groups. Of note, the majority of our Council of Governors (24 out of 32) is elected by our members who collectively, as a whole, support system working and collaboration, forming a rounded view of the interests of the public at large.

### **5. What is the difference between a Member and a Governor?**

Our membership community is made up of patients, carers, local residents, staff and the public with members voting to elect representatives (Governors) onto our Council of Governors. Governors are responsible for representing the interests of members (public and staff) and the wider-general public at large, and engaging with them so to forward rounded views and opinions to the Trust's Board of Directors.

### **6. Am I eligible to vote in the election?**

You are eligible to vote if you are registered as a Member of our Foundation Trust in the member constituency for which an election is being held. However, in keeping with our Constitution, during the election period only individuals that are current members or become members on or before the closing date of the receipt of nominations (from election candidates), can vote during the current 2022 election namely:

- 5pm on Friday, 29<sup>th</sup> July 2022.

Therefore, all **new public member applications** (alongside staff membership enrollments) **are temporarily put on hold from 5pm on Friday, 29<sup>th</sup> July 2022 until the election closure date i.e. 5pm on Thursday, 8<sup>th</sup> September 2022**, with all pending applications/enrollments being duly processed following this date.

### **7. How will I know the election process has started and when do I vote?**

At the start of the Governor Election process (usually July each year), the independent, external election company will issue a 'Notice of Election' which includes an 'Election Timetable' (specifies the key nomination and voting dates including deadlines).

During each election period, all key documents are published on our website Governor 'Elections' webpage - <https://mft.nhs.uk/the-trust/governors-and-members/elections/> (found under 'The Trust' section of our website – [www.mft.nhs.uk](http://www.mft.nhs.uk)) with regular updates being posted at key stages of the election process including the outcome of any uncontested seats.

In preparation of the election process starting, the 'Election Timetable' will also be available on the Governor 'Elections' webpage - <https://mft.nhs.uk/the-trust/governors-and-members/elections/> with the 2022 election process formally starting on Thursday, 14<sup>th</sup> July 2022 and voting packs being dispatched to eligible Members on Thursday, 18<sup>th</sup> August 2022 (for those Governor seats that are contested only).

Election notification and papers are usually sent via e-mail or post via the election company to relevant/qualifying members (constituencies where Governor seats are open for election). Voting packs are also sent directly to qualifying members via e-mail or post (for those Governor seats that are contested only), with the 2022 deadline date that votes are to be returned directly to the Election Company (Civica Election Services) being 5pm on Thursday, 8<sup>th</sup> September 2022 (via the on-line election website or post):

**Election Company - Civica Election Services Contact Details:**

**Online Election Website:** [www.cesvotes.com/mft2022](http://www.cesvotes.com/mft2022)  
**Post:** Civica Election Services, The Election Centre, 33 Clarendon Road, London, N8 0NW  
**Telephone:** 020 8889 9203

During the election process, any queries regarding election documents or voting papers are to be directed to the Returning Officer of the Election Company (see below). Contact details will also be published on our website 'Governor Elections' webpage - <https://mft.nhs.uk/the-trust/governors-and-members/elections/> at the start of the 2022 election process (Thursday, 14<sup>th</sup> July 2022).

**Returning Officer: Ciara Hutchinson (Civica Election Services)**

**Telephone:** 020 8889 9203  
**E-mail:** [ciara.hutchinson@cesvotes.com](mailto:ciara.hutchinson@cesvotes.com)

**8. I don't know if I am a member, how can I find out?**

If you provide your name and contact details to the Foundation Trust Membership Office (contact details below), they will be able to let you know if you are registered as a member and, if you are, which membership constituency you are in.

Membership is completely free with public membership being open to anyone aged 11 years or over who lives in England and Wales. The Public Member constituency is subdivided into the following areas:

- Manchester
- Trafford
- Eastern Cheshire
- Rest of Greater Manchester
- Rest of England & Wales.

Maps of each of the above 'Public Constituency Areas' alongside further information about Public Membership is available via MFT's 'Information for Public Members' webpage:

<https://mft.nhs.uk/the-trust/governors-and-members/information-public-members/>



If you are not currently a public member and are interested in becoming one, complete an on-line form available via the following link and/or OR code

<https://secure.membra.co.uk/Join/MFT>

Alternatively, contact the Foundation Trust Membership Office for a paper form (contact details on page 29).

Eligible staff are automatically invited to become staff members however are able to opt out (by contacting the Foundation Trust Membership Office – contact details below). The Staff Member constituency is subdivided into the following staff classes/groups:

- **Medical & Dental - Staff Class includes:** Consultants, Specialist Registrars, Dental Practitioners, Clinical Directors, Senior House Officers etc.
- **Nursing & Midwifery - Staff Class includes:** Community Nurses, Modern Matrons, Nurse Consultants, Practice Nurses, Sister/Charge Nurses, Specialist Nurses Practitioners, Staff Nurses, Midwives etc.
- **Other Clinical - Staff Class includes:** Allied Health Professionals, Healthcare Scientists, Technicians, Clinical Laboratory Staff, Chiropodists, Dietitians, Physiotherapists, Radiographers, Speech and Language Therapists, Health Care Support Workers, Medical Photographers, Healthcare Assistants, Trainee Nursing Associates, Pharmacists, Therapists etc.
- **Non-Clinical & Support - Staff Class includes:** Administration and Secretarial Staff, Accountancy staff, Analysts, Managers, Directors, Domestic & Porters and all Sodexo Staff, Medical Secretaries, Receptionists, Surveyors etc.

Staff Members only: For more information about MFT's Staff Membership go to MFT's 'Staff Membership and Governor Information' intranet page:

<https://intranet.mft.nhs.uk/content/corporate-services/information-for-staff-members>

In keeping with our Constitution and Election Rules, during the election period all new public membership applications and eligible staff membership enrollments are required to be duly processed before the deadline date of the receipt of nominations (from election candidates) at 5pm on Friday, 29<sup>th</sup> July 2022. Any new membership applications/enrollments received following this date will be temporarily put on hold until the election process closes on 5pm on Thursday, 8th September 2022 following which pending applications/enrollments will be duly processed.

As part of the NHS membership application process, you will be asked to supply your personal data, with any data that you supply being used only to contact you about the Trust's Membership and/or other related issues and will be processed for these purposes only and will not be shared with third parties and will be stored in accordance with the Data Protection Act. A copy of MFT's privacy notice can be found on the Trust's website <https://mft.nhs.uk/privacy-policy/>

#### **Foundation Trust Membership Office – Contact Details:**

By Post: Freepost Plus RRBR-AXBU-XTZT  
MFT NHS Trust  
Oxford Road  
Manchester  
M13 9WL

E-mail: [ft.enquiries@mft.nhs.uk](mailto:ft.enquiries@mft.nhs.uk)

By Phone: 0161 276 8661 (office hours 9.00 am to 5.00 pm, Monday to Friday; answering machine outside these hours)

#### **'Member Portal' – enables you to directly change, update or cancel your Membership**

If already a member and the information that you supplied as part of your initial membership application process has changed or changes in the future, or if you wish to cancel your membership, you can manage your membership data through our 'Member Portal'. You can access this (register) by visiting: <https://secure.membra.co.uk/MemberPortal/MFT> and inputting the email address you added to your



membership details as part of your application process. You will then be asked to input your first name and set a password. To complete the registration process, you will be sent an email with a link to confirm your 'Member Portal' account. Alternatively, contact the Foundation Trust Membership Office (contact details on page 32) to change your details, cancel your membership or if you would like to discuss any other membership queries.

### **9. Can I switch from the public to staff constituency and vice-versa?**

No, in order to be eligible as a staff member you must be employed by the Trust (under a contract of employment of at least 12 months) and/or exercise functions for the purposes of the Trust, otherwise than under a contract of employment with the Trust, provided such individuals have exercised these functions continuously for a period of at least 12 months (please note, for the avoidance of doubt this does not include individuals who assist or provide services to the Trust on a voluntary basis).

Qualifying members of staff are automatically invited to become members upon their appointment (do have the opportunity to opt out by contacting the Foundation Trust Membership Office). If a member of staff is eligible to become a staff member they cannot become a member of any other constituency even if they opt out. Staff that do not wish to be a Staff Member are not eligible to vote.

### **10. Is the Council of Governors the same as the Board of Directors?**

No, the Board of Directors is made up of Executive and Non-Executive board members who are collectively responsible for the performance of the Trust and which exercises power on behalf of the Trust.

### **11. What is the difference between the Board of Directors and Council of Governors?**

The overriding duty of the Board of Directors is to be collectively and individually responsible for promoting the success of the NHS Foundation Trust so as to maximise the benefits for the members of the NHS Foundation Trust as a whole and for the wider general public, at large through system working and collaboration. This means the Board is focused on providing high-quality health care and operating efficiently whilst considering the effects of their decisions on other partners in the system and the public at large.

By way of contrast, the overriding role of the Council of Governors is 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 Foundation Trust members and the wider-general public, at large.

The Board is therefore responsible for the strategic direction and performance of the Trust, while the Council of Governors is responsible primarily for assuring the performance of the Board.

### **12. What are the duties of Governors?**

Under the Health & Social Care Act (2012), the statutory duties of Governors are clearly defined:

- 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 Foundation Trust as a whole and the interests of the public\*.

*\*new legislation is currently being finalised which requires Governors to form a rounded view of the interests of the public at large and seeks to place the legal duties of the Council of Governors in the context of system working and collaboration.*

*In terms of holding to account, this is in relation to seeking assurances that due process is being followed, that the interests of members and the public are being considered in an appropriate manner and whether the Trust is at significant risk of breaching its conditions of its licence.*

NHS England/Improvement, is the Independent Regulator of Foundation Trusts and as outlined in their publication for Governors (*Your statutory duties: A reference guide for NHS foundation trust governors - August 2013*)\* and in keeping with the Trust's Constitution, Governors also have the following key statutory duties and responsibilities:

- To appoint or remove the Chairman and other Non-Executive Directors alongside deciding their remuneration and allowances, and other terms and conditions of office.
- To approve the appointment (by the Non-Executive Directors) of the Chief Executive.
- To appoint or remove the Foundation Trust's Auditor.
- To receive the Trust's annual accounts and any report of the Auditor on them and the annual report (including the Quality Account/Report) at a Council of Governors' Meeting. As and when required (in keeping with guidance requirements), Governors are encouraged to help to identify and prioritise quality priorities and a quality indicator for the Trust.
- To provide views to the Board of Directors (BoD) when the BoD is preparing the document containing information about the Trust's plans, with Governors being required to:
  - Canvass the opinion of the Trust's Members and the public, and for appointed Governors the body they represent, on the Trust's forward plan, including its objectives, priorities and strategy, and their views should be communicated to the BoD.
- Approving significant transactions alongside applications by the Trust to enter into a merger, acquisition, separation or dissolution.
- Decide whether non-NHS 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 its other functions.
- Approving amendments to the Trust's Constitution.
- As outlined in the 'Governors' Code of Conduct', Governors must treat any information which they receive as confidential, and must not disclose it to any third party without the express permission of an authorised representative of the Trust. Authorised information should be utilised by Governors to seek the views of members and the public on material issues or changes being discussed by the Trust and providing information and feedback regarding the Trust, its vision, performance and material strategic proposals made by the BoD.
- Require one or more Directors to attend a Governors' meeting to obtain information about the performance of the Trust's functions or Directors' performance of their duties and help the Council of Governors decide whether to propose a vote on the Trust's or Directors' Performance.
- To prepare and from time to time review the Trust's Membership Strategy and its policy for the composition of the Council of Governors and of the Non-Executive Directors and, when appropriate, to make recommendations for the revision of the Trust's Constitution.
- To undertake such functions as the BoD shall from time to time request.

*\*new guidance is currently out for consultation*

In keeping with the latter statutory duty, the BoD asks Governors during meeting attendance/participation and when being presented with information, to also advise on issues, assist in the development of ideas and act as a sounding board. Governors are also responsible for:

- Affairs of the Trust are to be conducted by the Council of Governors in accordance with its Constitution and Licence (includes ensuring the BoDs acts so that the Trust does not breach the conditions of its licence).
- Led by the Chairman, Governors are to regularly communicate to members and the public details on how Governors have discharged their responsibilities, including their impact and effectiveness on:
  - Holding the Non-Executive Directors to account for the performance of the BoDs.
  - Communicating with members and the public and transmitting their views to the BoDs and;
  - Contributing to the development of forward plans of the Trust.

- To respond as appropriate when consulted by the BoD in accordance with the Trust's Constitution.
- To complete an annual '*Governors' Declaration of Interest*' (details recorded in the Trust's Annual Governors' Declaration of Interest Register and formally recorded at a Council of Governors' Meeting). Governors who fail to disclose any interest or material interest required to be disclosed under the Trust's Constitution provisions must permanently vacate their office if required to do so by a majority of the remaining Governors.
- To meet the '*Fit and Proper Person*' Test as defined by regulation 5 of the Health and Social Care Act 2008 (Regulated Activities) Regulations 2014 and/or condition G4 of the Trust's Licence, undertaking and clearing the associated checks/reviews as and when required i.e. insolvency, bankruptcy and disqualified directors' registration alongside a health questionnaire (full criteria outlined on pages 20, 21 & 22)
- To adhere to the '*Governors' Code of Conduct*' including Nolan Principles
- To complete and clear a 'Disclosure & Barring Service' (D&BS) check.
- To adhere to the '*Governors' Media Policy*' and '*Governors' Social Media Policy*'. In serious cases, when the use of social networking is considered to be inappropriate, this could be considered as a serious breach of the Governors' Code of Conduct therefore acting in a manner which is detrimental to the interests of the organisation and in keeping with the Trust's Constitution, this may ultimately result in an individual's term of office as a Governor being revoked.
- To adhere to the '*Governors' Communications Arrangements*' and the Trust's '*Code of Practice for the use of IT, Internet and E-mail*'. In serious cases, the misuse of any e-mail (MFT or personal), could be considered as a serious breach of the Governors' Code of Conduct i.e. acting in a manner which is detrimental to the interests of the organisation and, in keeping with the Trust's Constitution, this may ultimately result in an individual's term of office as a Governor being revoked and in keeping with the Trust's Code of Practice, it is also possible to be subject to civil proceedings or criminal prosecution.
- To adhere to the '*Membership Recruitment & Engagement Guidance for Governors*'. In serious cases, when inappropriate engagement/recruitment practices or behaviours are adopted, this could be considered as a serious breach of the Governors' Code of Conduct therefore acting in a manner which is detrimental to the interests of the organisation and in keeping with the Trust's Constitution, this may ultimately result in an individual's term of office as a Governor being revoked.
- To elect a Lead Governor.
- To present to Members at the Trust's Annual Members' Meeting any proposed changes to the Trust's Constitution (where an amendment is made in relation to the powers or duties of the Council of Governors) and to approve the minutes of Members' Meetings.
- To remove Governors from the Council of Governors in the event that a Governor has committed a serious breach of the Code of Conduct; or they acted in a manner detrimental to the interests of the Trust; and the Council of Governors consider that it is not in the best interests of the Trust for them to continue as a Governor; or if a Governor fails to disclose any interest or material interest required to be disclosed under the Trust's Constitutional provisions.
- To expel a Member from the Trust if a complaint about a Member is made to the Trust Secretary that they have acted in a way detrimental to the interests of the Foundation Trust.
- To attend Governor meetings and training (unless absences are due to reasonable causes and the individual is able to start attending again within such a period as the other Governors consider reasonable).
- To forward views in relation to the Chairman's and Non-Executive Directors' (NED) performance (documented via Governor Questionnaire and/or Lead Governor contact) and participate as and when required during the performance review process (telephone interviews). A Governor Appraisal Panel (Council of Governors' Nominations Committee) is established each year with Governor panel members being rotated to review/consider the Chairman/NED performance



review findings and, as and when required, makes recommendations to the full Council of Governors for approval.

- To participate, as and when required, in the Trusts' Nominations Committee (Appointment Committee) during the appointment process of the Chair and Non-Executive Directors and make recommendations to the full Council of Governors for approval.
- To participate, as and when required, in the Trust's External Auditor Appointment Panel during the selection process and make recommendations to the full Council of Governors for approval.
- To participate, as and when required, in Governor Groups.
- Led by the Chairman, Governors are encouraged to self-evaluate their collective performance and effectiveness as part of the Council of Governors Review (questionnaire) process.

Further details of the Governor role are outlined in the Trust's Constitution (copy available via 'The Trust' webpage - <https://mft.nhs.uk/the-trust/>)

### 13. I am a member and interested in standing for election as a Governor, what is the process?

All qualifying/eligible members that are aged 16 years or over are able to nominate themselves to stand for election as a Governor. Elections are usually held each year for those Governor posts whose term of office are ending or have resigned with the election process usually starting around July each year.

At the start of the Governor election process an invitation letter, from our Chairman, is usually sent out via e-mail or post to the relevant member constituencies (where Governor seats are open for election), informing members that the election process is starting and includes the on-line election website/contact details of the external company who facilitates our election process. Members then need to fully complete a 'candidate nomination form' if interested in standing for election (available via the on-line website and/or election company). For contested seats, ballot (voting) papers are then sent to members who in turn vote for the candidate(s) that they wish to be elected to our Council of Governors (single transferrable voting method).

An Election Timetable is published on our website Governor 'Elections' webpage at the start of the election process and includes key deadline dates alongside contact information:

<https://mft.nhs.uk/the-trust/governors-and-members/elections/>

### 14. I am NOT a member and interested in standing for election as a Governor, what do I need to do?



In order to stand for election as a Public Governor, you do need to be registered as a member and aged 16 years or over. Public membership application forms are available to complete on-line - form available via the following link and/or QR code

<https://secure.membra.co.uk/Join/MFT>

Alternatively, contact the Foundation Trust Membership Office for a paper form (contact details on page 29).

Once your public membership application form has been received and processed, you will receive a membership welcome letter which provides more information about being a Member.

Please note, eligible staff are automatically invited to become staff members and should therefore not complete a public membership application form. However, staff members should complete a 'Staff Nomination Form', if interested in standing for election as a Staff Governors, on-line form available from the election company's website (i.e. **Civica Election Services**) – see question 16 for details.

In order to qualify as an eligible member and election candidate during the 2022 Governor election process, both your 'membership application' (or enrollment if a staff member) alongside your 'candidate



nomination form' need to be completed and processed ensuring that your valid 'candidate nomination form' is received directly by the election company before the closing date for the receipt of nominations:

- **5pm on Friday, 29<sup>th</sup> July 2022**

#### **15. Does someone have to nominate me to stand for election as a Governor?**

No, you can nominate yourself.

#### **16. How can I get a Nomination Form?**

Nomination Forms can be found and completed on-line via the election company's website (i.e. **Civica Election Services**) - [www.cesvotes.com/mft2022](http://www.cesvotes.com/mft2022)

with requests for paper copies also being made directly to **Civica Election Services** by contacting their Customer Services Team (contact details on page 2).

**Please make sure that you carefully read the 'Candidate Declaration' Section on the candidate nomination form to ensure you meet the mandated Governor Eligibility Criteria, and also follow the checklist on the nomination form providing all of the details requested (to ensure validity of your nomination).**

**Please be aware that any completed nomination forms that are sent to the Trust will not be counted in the election nomination process.**

#### **17. What is the deadline for Nominations?**

The deadline for receipt of nominations is **5pm on Friday, 29<sup>th</sup> July 2022**.

#### **18. Do I need any qualifications to be a Governor?**

No, you do not need specific qualifications to be a Governor, other than an interest in healthcare and a commitment to representing members and the public to the best of your ability.

#### **19. How will I know who I am running against?**

The election company (Civica) will issue a 'Notice of Poll' on Wednesday, 17<sup>th</sup> August 2022 which outlines the candidates that are standing for election and is published on our website Governor 'Elections' webpage (<http://www.mft.nhs.uk/the-trust/governors-and-members/elections> - found under 'The Trust' section of our website – [www.mft.nhs.uk](http://www.mft.nhs.uk)). In addition, candidates' election statements are sent to relevant members (where Governor seats are open for election and the seats are contested) and are also made available on our Governor Election webpage (candidates' election statements listed per membership constituency).

#### **20. What information do I need to provide as part of the nomination process?**

In keeping with 'Model Election Rules' (produced by NHS Providers and form part of the Trust's Constitution), candidates are asked to provide:

- Name, title, home address, date of birth, contact and Membership Constituency details
- Any membership of political parties
- Any financial or other interest in the Trust
- A photograph
- A personal statement of no more than 250 words
- Signed declaration confirming eligibility to stand as a nominee (Governor Candidate) - see question 21 below for more details.

For contested seats, in order to fulfil requirements to provide members with appropriate information to make an informed choice about which candidate(s) they feel would best represent them, and in keeping with the aforementioned 'Model Election Rules', voting papers are sent to eligible members and include all valid candidates' names alongside declarations, photographs and personal statements received. For

candidates that are current Governors that are standing for re-election, key meeting attendance/participation (provided by the Trust), is also included.

## **21. Do I need to agree and sign any declarations as part of the nomination process?**

Yes, it is important that candidates read carefully the declaration section of the 'Candidate Nomination Form' in order to ensure their eligibility to stand as a Governor candidate. If later found that any of the declarations (below) were, or become applicable, this will result in the individual being removed as a Governor (if successfully elected) – candidates are required to sign a declaration that:

- They are not a person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged.
- They are not a person who has made a composition or arrangement with, or granted a trust deed for, his creditors and has not been discharged in respect of it.
- They are not a person who within the preceding 5 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 3 months (without the option of a fine) was imposed on them.
- They are not a person who is under sixteen (16) years of age.
- They are not a person who is subject to a sex offender order.
- They are not a person who has not, within the preceding two (2) years, been dismissed by any other reason than redundancy, from any paid employment with an NHS body.
- They are not a person who has not had a tenure as the Chairman or as a member or Director of an NHS body terminated because their appointment was not in the interests of the health service, for non-attendance at meetings, or for non-disclosure of a pecuniary interest.
- They accept and abide by the Foundation's Trust values and will agree to confirm acceptance of and adhere to the Trust's 'Code of Conduct for Governors'.
- They are not a Director of the Foundation Trust or a Governor or Director of an NHS body (unless appointed by an appointing organisation which is an NHS body).
- They are not the spouse, partner, parent or child of a member of the Board of Directors of the Foundation Trust.
- They are not a member of a local authority's Scrutiny Committee covering health matters
- They are not a person who has previously been removed as a Governor or Member due to committing a serious breach of the Code of Conduct or that acted in a manner detrimental to the interests of the Foundation Trust or that the Council of Governors considered that it was in the best interests of the Foundation Trust for them not to continue as a Governor or Member or for failing to attend Council of Governors' Meetings or for refusing to undertake any training which the Council of Governors requires all Governors to undertake and that, if successfully elected, are aware that any existing and/or future breach may result in being removed as a Governor.
- They are not a person whose tenure as a Governor of another Foundation Trust has been terminated for cause.
- They are aware that they will be required to consent to and clear a Disclosure and Barring Service (DBS) check and are also aware that they will be disqualified if considered to be unsuitable by the Trust on the basis of any disclosures obtained.
- They are aware that they will be required to disclose any declaration of interest on an annual basis or at any-time should their circumstances change and that failure to disclose any interest may result in being removed as a Governor.
- They are aware that they will be required to attend/participate in regular meetings and training sessions and adhere to the Trust's Governor Meeting Ground Rules (with meetings being predominately held Monday to Friday, anytime between 9.00 am - 5.00 pm).
- They are not a person who is unfit and improper as defined by regulation 5 of the Health and Social Care Act 2008 (Regulated Activities) Regulations 2014 and/or condition on G4 of the Trust's Licence and are aware that they will be required to consent to and clear associated checks/reviews i.e. insolvency, bankruptcy and disqualified directors' registration alongside a health questionnaire.

- They are not person who has refused to sign a declaration of their qualification to vote as a member of the Trust and that they are not prevented from being a member of the Council of Governors.

Further disqualification details are outlined in the Trust's constitution (copy available via 'The Trust' webpage - <https://mft.nhs.uk/the-trust/>)

## 22. I am not a very good writer, can the Trust help me to put together my statement or edit it?

The Trust is not permitted to provide help with or edit candidates' statements as we have to be fair to all the candidates. However, if you are having difficulties, the election company i.e. **Civica Election Services** will usually be able to provide examples of previous candidate statements and provide guidance, learning aids and assistance.

In addition, information on how to write an effective election statement and how the election process works, is also provided by the election company i.e. Civica E-learner Programme which is available via the election website [www.cesvotes.com/mft2022](http://www.cesvotes.com/mft2022) - the full course takes approximately 20 minutes to complete.

## 23. What happens if I change my mind?

You can change your mind and withdraw from the Governor Election process, but you must let the election company i.e. **Civica Election Services** know. The date for final candidate withdrawal is:

- **5pm on Wednesday, 3<sup>rd</sup> August 2022.**

## 24. Does the Trust give me any publicity to promote my campaign?

The Trust gives objective, balanced and fair coverage equivalent in size and content to all candidates on its website by making available each candidate's election statement only.

Upon request, the Trust will provide a limited number of membership application forms for those public candidates who wish to recruit public members as part of their campaign promotion.

Please note that, in keeping with our Constitution, only individuals that become members on or before the closing date of the receipt of nominations (from election candidates) can vote during the 2022 Governor Elections namely:

- **5pm on Friday, 29<sup>th</sup> July 2022**

Therefore, all new public member applications and staff membership enrollments are temporarily put on hold from 5pm on Friday, 29<sup>th</sup> July 2022 until the election closure date i.e. 5pm on Thursday, 8<sup>th</sup> September 2022, with all pending applications/enrollments being duly processed following this date.

## 25. What about funding to promote my campaign?

There is no funding provided to promote campaigns whether incurred by candidates or another person.

## 26. How/who decides who has won (elected as a Governor)?

Members decide who is successfully elected as a Governor with votes being counted by the Returning Officer of the external, independent election company i.e. **Civica Election Services**, using the single transferrable voting system.



## 27. When will I know if I have won (been successfully elected as a Governor)?

Written confirmation of the results is sent to every candidate via the election company i.e. **Civica Election Services**, in keeping with the election timetable i.e. Monday, 12<sup>th</sup> September 2022. Once that all candidates have been notified, the results are then formally published on our website Governor 'Elections' webpage – <http://www.mft.nhs.uk/the-trust/governors-and-members/elections> found under 'the Trust' section of our website – [www.mft.nhs.uk](http://www.mft.nhs.uk).

## 28. If I am elected as a Governor, how do I discharge my duties?

New ways of working have been established, as a result of the COVID-19 National Emergency, and associated restrictions. In order to keep Governors apprised of key developments, regular COVID-19 Briefings (and updates) are issued to Governors alongside the Group Chairman, regularly holding a number of 'virtual' Governor Meetings/Sessions. 'Virtual' communications (film-clips/vlogs etc.) alongside video/teleconferencing (MS Teams) meeting arrangements have enabled Governors to actively engage, have open and transparent discussions and seek appropriate assurances from the Group Chairman and participating Group NEDs.

Decisions around the format of forthcoming Governor and Membership Meetings will continue to be taken on a regular basis to determine whether meetings will be held virtually, or, if alternative channels of communication with Governors/Members will need to be introduced to be in keeping with updated Government and NHSI/E Guidance.

If successfully elected as a Governor, you will discharge your duties by participating in regular meetings of the Council of Governors, Annual Members' Meetings in addition to participating in ongoing development and training sessions. You will also be invited to participate in ad hoc Governor Panels/Groups and other Governor/Trust meetings. Please note that Governor meetings are predominantly held during the day (anytime between 9.00am – 5.00pm).

In order to become more effective in the role of Governor, individuals are expected to participate in member and public meetings/events, which will help you to build relationships and become more confident at making direct contact with participating members (public and staff) and the wider-general public (at large). Governors are also asked to take part in effectiveness and performance self-assessments (via regular Governor questionnaires).

**Outside of meetings, communication with Governors is done via e-mail, therefore it is important that you have access to a computer/internet facilities.** Virtual meetings are held via video/teleconferencing facilities i.e. live-streaming via Microsoft Teams. It is therefore important that you have access to a phone alongside a device e.g. computer, laptop, mobile phone etc. that you can download apps onto.

Outside of COVID-19 restrictions being reintroduced, in order to facilitate the more general concept of Governors representing the wider-general public (at large), regular interactions/engagement with a diverse range of people, groups and networks is beneficial in order to canvass views and opinions, in addition to promoting the Trust, Membership and the role of Governor.

## 29. Will I need any training to take on this role?

The Trust arranges a New Governor Induction Programme which all newly elected/nominated Governors are invited to participate in (includes an Introduction Meeting with our Chair). The Trust also schedules ongoing Governor Development and Training Sessions for all Governors (new and existing) throughout the course of each year. New Governor Induction and Training sessions are usually held in the immediate weeks after new Governors formally start in office (following the Annual/Special Members' Meeting held at which their election is announced) and it would be prudent to be available during mid-late October with induction meeting/training dates being tentatively scheduled for 19<sup>th</sup> October 2022 and 28<sup>th</sup> October 2022 (other key meetings have also been tentatively scheduled for November and December 2022).



Additional Governor training and development needs (individual and as a Council of Governors) are also identified during meeting/session participation alongside Governor self-evaluation (Performance and Effectiveness Review) questionnaire process.

### 30. Will I need to comply with a Code of Conduct?

All new Governors are sent a 'Governors' Code of Conduct' which you will be asked to review and agree compliance with whilst carrying out the role of Governor. In addition, new Governors are also required to meet the 'Fit and Proper Persons' Test with associated checks being undertaken in relation to insolvency, bankruptcy and disqualified directors' registration alongside a health questionnaire.

Eligibility to be a Governor including mandatory requirements are outlined in our 'Governor Criteria' and are applicable to all Governors positions (Public, Staff and Nominated). In order for an individual to become or continue as a Governor, is subject to the fulfilment of the aforementioned eligibility criteria with Governors ceasing to hold office should this criterion be/become unfulfilled.

Our Governor Criteria is available via our Governors 'Election' webpage: <http://www.mft.nhs.uk/the-trust/governors-and-members/elections>

Alternatively, please contact the Foundation Trust Membership Office (contact details outlined on page 3) to obtain a copy.

### 31. Will I have to disclose information about my income, assets or finance?

You are required to declare on an annual basis and/or as and when your circumstances change, any material interests as prescribed in the Trust's Constitution, copy available via 'The Trust' webpage - <https://mft.nhs.uk/the-trust/> or the FT Membership Office (contact details outlined on page 3).

Declarations include any directorships, interests in firms likely to be considered as trading partners or providing services to the NHS, positions of authority in charities and voluntary organisations in the field of health and social care; and connections with firms entering into financial arrangements with the Trust. More information is available in the 'Governor Criteria' - available via our 'Council of Governors' webpage: <http://www.mft.nhs.uk/the-trust/governors-and-members/elections>

### 32. Will I be paid for this role?

No, Governors do not receive payment but the Trust does have a limited budget in terms of travel and subsistence and will reimburse Governors for authorised travelling costs and expenses incurred in carrying out their duties. However, if travelling by car, **Governors are responsible for ensuring that they have appropriate car insurance cover i.e. for business purposes and must provide proof i.e. valid insurance certificate** in order to subsequently claim back their expenses.

### 33. Will I have to meet any personal civil liability for my actions out of my personal resources?

Only if you have acted recklessly. If you have acted honestly and in good faith, you will not meet any personal civil liability incurred in the execution of your functions out of your personal resources with any cost arising in this way being met by the Trust.

### 34. How long is the term of office of a Governor?

As outlined in the Trust's Constitution, an Elected (Public and Staff) or Nominated Governor shall normally hold office for a period of three years commencing immediately after the Annual Members' Meeting or Special Members' Meeting at which the election/nomination results are announced. The Constitution defines a "year" as the period commencing immediately after the conclusion of the Annual Members' Meeting or Special Members' Meeting and ending at the conclusion of the next Annual Members' Meeting or Special Members' Meeting.

At the end of a Governor's term of office, the individual may offer themselves for re-election or re-nomination, however an Elected or Nominated (Appointed) Governor may not hold office for more than three terms or a maximum of nine consecutive years, whichever is the shorter in duration, and shall not be eligible for re-election or re-nomination if he has already held office for more than six consecutive years.

Of note, an Elected or Nominated (Appointed) Governor may not stand again for re-election or re-appointment as a Governor until three years has elapsed since their resignation or their completion of the maximum three terms or nine consecutive years as a Governor. Governors will also cease to hold office if they no longer live in the area of their constituency (Public Governors), no longer work for the Trust or hold a position in the staff class that they represent (Staff Governors) or are no longer supported in office by the partner organisation that they represent (Appointed Governors).

### **35. Can I have access to the public membership database?**

No, in keeping with the GDPR rules and the Data Protection Act, membership data/details are not disclosed.

If you any other questions or queries about the Governor Election Process, Membership or the role of Governor, please contact the Foundation Trust Membership Office (contact details on page 3)

Thank you from us to you for the kindness, support and overwhelming positive sentiments received as part of our 'Love Letter to the NHS' campaign (2021) – some of the comments received are shared below:

*Dear NHS*

*Where would we all be without you? You are always there for us no matter what. You don't discriminate, you don't judge, you don't turn your back on us in our hour of need. Caring for us all, generation after generation, from cradle to the grave.*

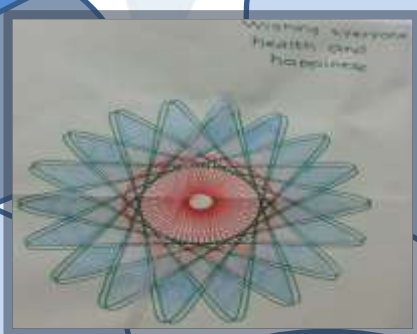
*Oh how we love you NHS, envy of the world, employer of our loved ones. You breed outstanding Doctors, Nurses and all the other important health professions that make the NHS the truly amazing health service that it is. We love you all NHS!*

*I have nothing but respect and admiration for the NHS and its staff. I think they do a remarkable job under extremely challenging circumstances often at physical and emotional cost to themselves. Our NHS is the envy of the world. Let's keep it that way.*

*I'm still at school and right now, I'm making a lot of decisions for my future. I've always had a curiosity for the scientific side of things and one day, after school's been done with, I want to become a scientist and discover something that will change the world! The reason I love the NHS is because I know how fortunate we all are to be able to have these kind people to treat us, free of charge no matter who we are. In places like America you have to pay a lot even for just an ambulance ride. And for those who have lower income in places with health systems like America, it means it's harder to look after the health - which in my opinion should be a basic right for everyone. That is why the NHS is so amazing and revolutionary. It puts the needs of the people and the general health of society first, before how much money can be earned off of it. In the end, health is your wealth and I think that should be the main focus of healthcare systems. Thank you NHS for dealing with thousands of patients everyday, and helping to benefit society. You're all so brave to have to deal with this all - and I thought exam pressure was a lot! Thank you for saving lives and caring about us all. The services you provide save people, we are so lucky to have you! The superheroes in the capes and with the powers are just fictional but we have a true set of heroes in real life, who are much better in my opinion. Someone should make a superhero comic about an NHS worker! I'm sad you guys didn't get recognised for all that you do earlier, but COVID has given us the opportunity to see how brilliant you guys are. And I'm so glad that you can finally be seen as the heroes you truly are. I'm so glad that one day I just happened to be walking by and spot the stickers on the ground that could let me see how much I, and everybody, are grateful for living in a world where a staple of kindness and humanity like the NHS exists. Thanks NHS ❤️*

*Cochlear implants have changed my son's future immensely. We're so grateful for the care and treatment he's received.*

*The world loves you. If you see people annoyed, short tempered, frustrated or snappy - Please know 100% none of it is for you. Humans are struggling and frustrated and afraid. You are doing your best, and your best is perfect!! Please take care of you because you deserve and are worthy of care too. I am proud of you, it's been tough. It's great that you exist. You are enough. You are worthy. May you be Blessed. May you be Happy. May you be abundant. May you love and be loved. May you live in peace. X*



*Many thanks to Everyone within the NHS from Cleaners up to high management.*

*Thank you for all your hard work through the pandemic and in general!*

*You are great, we love you all.*

*Thank you so much for everything you do. Your work is appreciated*

*'I love service. Staff is too good. Don't even have word to thank NHS properly.'*