



Royal United Hospitals Bath  
NHS Foundation Trust

# Become a Governor at the RUH, **where you matter**



Royal United Hospitals  
Bath NHS Foundation  
Trust  
Combe Park  
Bath  
BA1 3NG

# Introduction

**Are you interested in representing the views of your local community to make a positive difference? Put yourself forward for election to the RUH Council of Governors!**

We are on the look out for five Public Governors. So if you've got an interest in shaping our services for the benefit of your community, then now is the time to express an interest. The elections will begin formally on 30 June 2023.

As an NHS Foundation Trust, the Royal United Hospitals Bath is accountable to its members and the public through a body called the Council of Governors. The Council is chaired by the Trust's Chair.



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**All Members within the following constituencies will be eligible\* to submit a nomination and / or vote during the election.**

<b>North East Somerset</b>	<b>North Wiltshire</b>	<b>Rest of England and Wales</b>
<b>Mendip (Somerset)</b>	<b>South Wiltshire</b>	

\* In very limited circumstances some people may not be eligible to become a Governor - this is outlined in appendix one.

The information set out within this guide is to inform you about the Public Governor role to help you to decide if you could spare your free time to become a Governor.

We are happy to answer any questions or queries that you may have; the Membership Office can be contacted by email at: [RUHmembership@nhs.net](mailto:RUHmembership@nhs.net) or by telephone on 01225 821262 or 01225 82 6288.



# 1. About our **Governors**

## Governor composition

Our Council of Governors is made up of 21 elected and appointed Governors. Collectively, it represents the interests of more than 17,000 people who have become a Member of the hospital.

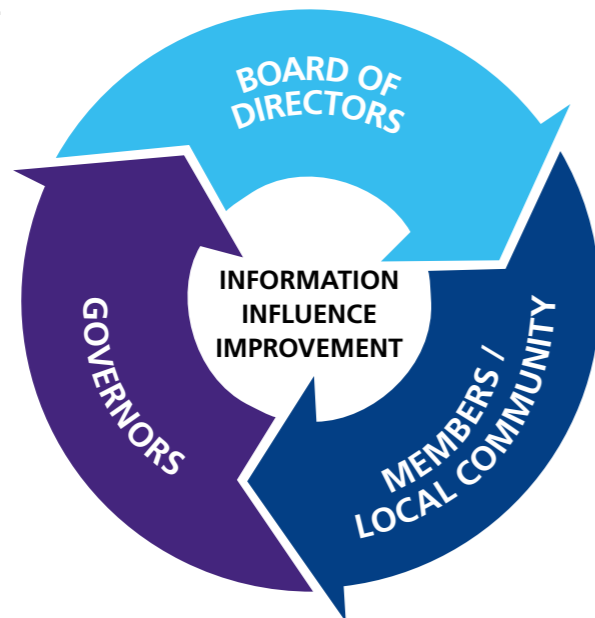
Our Governors are elected and appointed from across our constituencies:

- **Public Governors** – elected by our Public Members and represent each of our local constituencies.
- **Staff Governors** – elected by our Staff Members and who represent all staff across the Trust.
- **Stakeholder Governors** - appointed representatives of our partner organisations.

It is a legal requirement that over half of the Governors are the representatives of the local people. Governors act as representatives for their respective areas and provide a link with the wider community. Our Governors work in partnership with the Board of Directors by giving them support and advice in relation to future services and future of the hospital.

Being an NHS Foundation Trust means that we are a membership-led organisation that has a duty to be responsive to and meet the needs of our local community.

We are accountable to our members who are represented by an elected Council of Governors.



To find out more please visit:  
[www.ruh.nhs.uk/membership/governors](http://www.ruh.nhs.uk/membership/governors)

## What does being a Member mean?

We believe that the RUH belongs to our staff, patients and local community, and through the Council of Governors, our members are given a greater say in the development of the hospital and can have a direct influence in the development of services for the benefit of the community.

All members of the public who wish to become NHS Foundation Trust members must be aged 16 or above and live within England or Wales. They are asked to complete a membership form which is available from the Membership Office or online via our website [www.ruh.nhs.uk/membership](http://www.ruh.nhs.uk/membership)

## Governors and Members

The Council of Governors represents the views of members in helping to shape the way our services are delivered.

It has a responsibility to review the Membership Engagement and Development Strategy to ensure that it remains consistent with the need to grow the number of Members and make membership widely available.

This work primarily takes place in the Membership and Outreach Working Group and reports on membership numbers, age range groups and ethnicity are provided by the Deputy Head of Corporate Governance.

## Listening to our Members

The Trust is committed to supporting communication between Members and Governors, which it facilitates through the Membership Office.

Any member can get in touch and share their views with any Governor.

Governors use a variety of ways to communicate with their Members, by email, through the RUH website and in the quarterly community magazine, Insight. They may also hold constituency meetings and invite Members, these could be online or face to face.





## 2. Governors play an important role

The role of an RUH Governor is to help ensure the Trust delivers services which meet the needs of patients, carers, staff and local stakeholders.

Governors do this by creating stronger links with the communities we serve by reflecting patient and public views and interests and by carrying out some particular duties as defined in the Trust Constitution.

Your key role as a Governor would be to ensure that the views of local people are heard and fed back to the Board of Directors. Governors do not undertake operational management of the Trust; rather they collectively hold the Non-Executive Directors to account for the performance of the Board of Directors.

It is not within the Governor remit to deal with patient complaints directly. Governors should signpost members and the public to the correct and appropriate Trust department.

### Defining our Membership Community

The Trust's constitution sets out the types of constituencies from which the Trust seeks Members and these are Public and Staff. The public constituency is divided into the following individual constituencies:

- City of Bath
- Mendip
- South Wiltshire
- North East Somerset
- North Wiltshire
- Rest of England and Wales

★ Royal United Hospital Bath	
Number of public Governors per constituency:	
City of Bath	2
North East Somerset	2
North Wiltshire	2
South Wiltshire	2
Mendip	2
The rest of England and Wales	1

People who sign up to become a member will automatically be allocated to one of the constituencies above depending on their postcode. This is particularly important because members of individual constituencies will elect the Governors for their constituency.

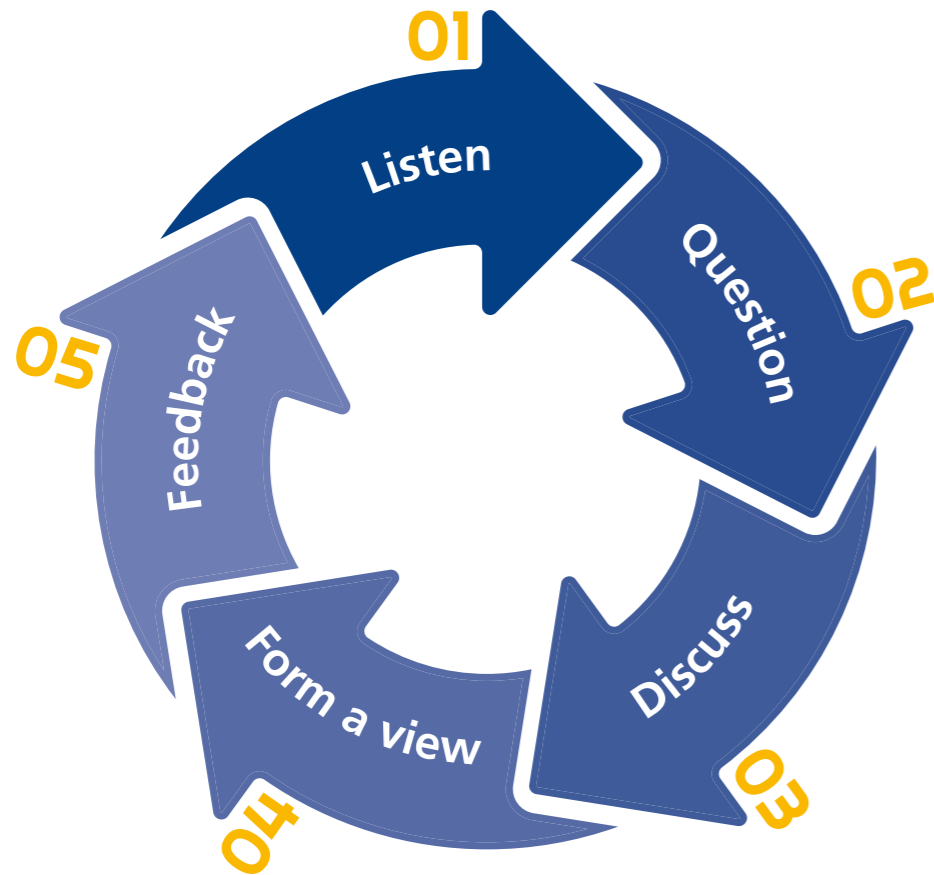


## Statutory Responsibilities

The main statutory responsibilities of the Council of Governors are twofold:

- To hold the Non-Executive Directors to account for the performance of the Board of Directors
- To represent the interests of members of the Trust and the interests of the public

Governors therefore provide an essential part of the governance structure of the NHS Foundation Trust and their Council is the collective body through which the Board of Directors explain and justify their actions to the members, stakeholder organisations and the wider public. Please see the diagram below of the holding to account process:



Governors provide a tangible link between the Trust and the local community which it serves. The Council of Governors' statutory powers / duties enable it to exercise genuine influence over the development and future of the hospital. Thus, the Council of Governors:

- Appoints and can remove the Chairman and Non-Executive Directors of the Trust and sets their remuneration and other terms and conditions

- Must approve the appointment of the Trust's Chief Executive
- Appoints and can remove the Trust's external Auditor
- Receives the Trust's annual financial and Quality Accounts and Auditor's report
- Must approve any merger or acquisition by the Trust
- Must approve any "significant transaction" by the Trust (as defined in its constitution).



**As a minimum, Governors must be willing to attend meetings of the Council of Governors - there are currently five per year (four formal meetings and the Annual General / Members' Meeting). It is also recommended that Governors get involved in at least one of the Council's five working groups to get the most out of the role.**

Under the Trust's Constitution, the Council of Governors must present to the Annual Members' Meeting a report covering its proceedings during the previous year; its membership strategy and how this has been progressed; and its views on the Trust's performance and future service development plans.

The main function of the Council of Governors is to advise the Board of Directors to ensure the Trust acts in a way which is consistent with its objectives and that it operates under the terms of its license from the Regulator, NHS Improvement. They do this as guardians of the Trust and in an advisory capacity by providing public, staff, and stakeholder, representation to the future of the Trust.

The Trust has a five year vision and the Council of Governors monitors the delivery of this high level vision and advises on the forward plans of the Trust.

Governors do not receive remuneration, but are entitled to claim expenses incurred when carrying out their Governor duties (limited travel expenses - see page 14).

Suggested additional reading would be NHS Improvement's publication: Your Statutory Duties: A reference guide for NHS Foundation Trust Governors, 2013 (you can request a printed copy from the RUH Membership Office). Available at: [www.gov.uk/government/publications/nhs-foundation-trust-governors-your-legal-obligations](http://www.gov.uk/government/publications/nhs-foundation-trust-governors-your-legal-obligations)

### Non-Statutory Responsibilities

Governors may also become involved in many areas not covered by the legislation. However, they should remember that they 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.

Many NHS Foundation Trusts have greatly benefited from the skills and experience of their Governors. Listed below are just a few examples of other duties that Governors have undertaken. However, again, these are activities which have been decided at a local level and are not compulsory:

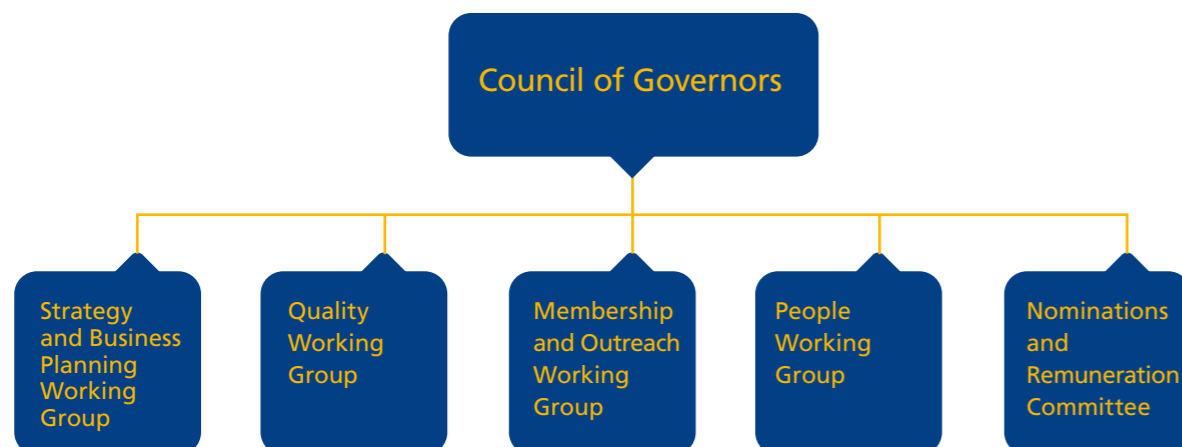
- Holding constituency meetings to communicate with members and understand members' views
- Working with other local representative bodies
- Working with hospital volunteers
- Giving talks to interested stakeholders.

### Governor Working Groups

In partnership with our Council of Governors, our Governors have established five smaller committees and working groups, that conduct detailed reviews of areas of key importance to the hospital. This is where the bulk of the Council's work takes place.

Governor working groups are supported by the Deputy Head of Corporate Governance and also seek assurance from the Non-Executive Directors, to help improve accountability and enable feedback to be escalated to the Board where appropriate.

The Working Groups are as follows:



### Strategy & Business Planning Working Group



Reviews plans and strategies regarding the future of the hospital, ensuring that member's views are represented as well as the needs of the local community.

### Quality Working Group



Listens to patients and members to understand how we can improve patient experience at the RUH and to ensure Quality, patient experience, patient safety and clinical outcomes are of a high standard.

### Membership and Outreach Working Group



Aims to grow and develop the Trust's membership and facilitates communication and engagement between Governors, Members and the local community.

### Nominations and Remuneration Committee



Oversees the recruitment of the Chair and other Non-Executive Directors as well as making recommendations to the Council of Governors on their remuneration.

### People Working Group



Seeks confidence on workforce related matters including Recruitment, Retention, Culture and Equality & Diversity.



### Role within Governor Working Groups

Governors assist in the development of ideas, advise on issues and act as the Trust's 'eyes and ears' in the community and throughout the Trust with Governors having the following distinct roles:



#### Advisory

Providing a steer on how the Trust can carry out its wider business to satisfy the needs of members and the wider community



#### Guardianship

Acting as guardians to ensure that the Trust operates in accordance with its purpose and authorisation and as "trustees" for the welfare of the organisation



#### Strategy

Advising on the longer term direction of the Trust so that the Board of Directors can develop effective policies.

All requests for Governor involvement will be considered by the Chair of the Governors (who is also the Chair of the Board of Directors).

## 3. Who can become a Governor?

**You do need to be a member of the Royal United Hospitals Bath NHS Foundation Trust.**

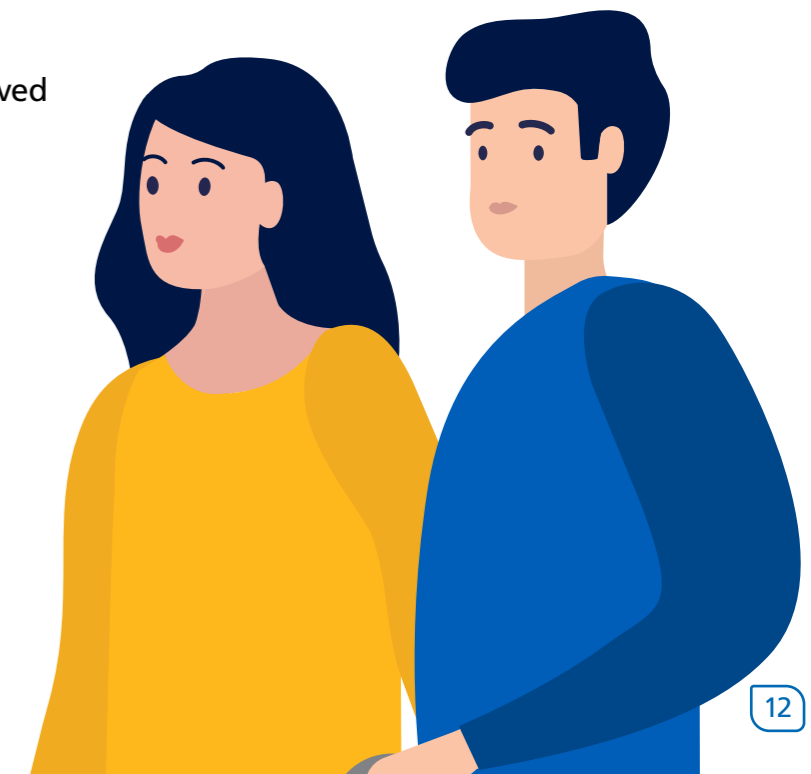
No formal qualifications are required, just enthusiasm, a willingness to ask questions, be open to ideas, and a desire to make a difference by getting involved in your local hospital.

The RUH will provide you with an induction, plus ongoing training and development, to help you in your role as a Governor.

In very limited circumstances some people may not be eligible to become a Governor, this is outlined in **appendix one**.

#### Prospective candidates will need to:

- Be aged 16 and above and be a member of the RUH NHS Foundation Trust
- Be willing to represent the views of your constituents and shape the way our services are delivered
- Be willing to act and behave in the interests of the membership
- Be an enthusiastic ambassador for the Hospital
- Have time, energy, enthusiasm and a strong desire to be involved
- Understand the role and requirements of NHS Improvement, the independent regulator of NHS Foundation Trusts
- Keep pace with strategic issues affecting the Trust
- Contribute towards the future plans of the hospital using member's feedback



## 4. Support for Governors

### Induction programme and training for Governors

The Trust recognises the importance of Governors and supports them to work effectively. The Membership Office will work closely with Governors to provide them with access to administrative resources and information and will be the first point of contact and support.

Once elected, the successful candidate will be invited to attend an induction and will receive on-going training throughout their term as required. This is essential in helping Governors to carry out their role effectively and covers a wide range of topics including basics like Microsoft Teams training, through to more specific elements of the Governor role such as holding the Non-Executive Directors to account. This begins with the induction programme which will include:

- Governor information pack
- Formal Corporate induction session with the Trust (mandatory training)
- Bespoke RUH Governor Induction (mandatory training)
- Disclosure Barring Service check
- Where appropriate, specific training relevant to individual Governor needs.

All Governors are expected to adhere to the Trust’s policies and procedures and will be bound by the Trust’s Code of Conduct for Governors. Specific issues relating to confidentiality must be adhered to as defined in the Constitution.

**It is mandatory for all new Governors to participate in the induction programme.**

### Special requirements / support

The Trust encourages Governors from all sections of society and is sensitive to enable those with special needs who may be elected or nominated to carry out this role. Any special needs of Governors will be co-ordinated through the Membership Office.

### On-going support and training

Governors will be supported in communicating with their constituencies and will be encouraged to hold sessions which members can attend to raise issues or receive information.

On-going training and information will be provided including Governor specific courses run by NHS Providers which are a fantastic opportunity to network with Governors from other Trusts.

### Payment and expenses

Governors are not paid a salary but are entitled to claim limited travel expenses incurred when carrying out their Governor duties. Expense claims will be subject to verification and agreement in line with the Trust’s policy.



**If you are considering standing for election please keep 11 October 2023 free for the bespoke RUH Governor Induction.**





## 5. Terms of Office and **Commitment**

### Terms of Office - Elected members

A Governor shall be elected for a term of office. The candidate with the largest amount of votes will take up office from 1 November 2023 until 31st October 2026.

You will of course be welcome to stand for re-election at the end of your first term and the maximum term of office for each elected Governor without a break is nine years.



### Commitment

As a Governor you will be expected to:

- Attend four Council of Governor meetings each year plus Annual General Meeting / Annual Members Meeting
- Attend induction and training sessions in relation to the role of Governor
- Develop effective methods of communicating and engaging with Members
- Participate in membership recruitment and development
- Assist the Deputy Head of Corporate Governance in assessing any shortfalls in terms of representative membership and produce action plans for targeted recruitment
- Act as champions for recruitment within their constituencies
- Get involved in at least one of the Council of Governors' five working groups if you are able to.

### Vacancies amongst Governors

Where a vacancy arises amongst the Elected Governors for any reason other than expiry of a term of office, the provisions set out in paragraphs below shall apply:

- The Trust shall invite the next highest polling candidate for that seat at the most recent election or (where relevant) by-election, who is willing to take office, to fill the seat until the next scheduled election
- Where there is no next highest polling candidate willing to take office, the Trust shall leave the seat vacant until the next scheduled elections are held if the unexpired period of office is less than six months
- Where the unexpired period of office is not less than six months, the Trust shall call an election within three months to fill the seat for the remainder of that term of office.

## 6. How do I become a Governor?

If you would like to stand for election as a Public Governor, you will need to ensure that you are registered as a member. If you are unsure about whether you are an existing member please contact the Membership Office who can advise you.

- Complete a membership form or sign-up online via our website [www.ruh.nhs.uk/membership](http://www.ruh.nhs.uk/membership)
- Ensure you have read this document and understand what is required of becoming a Governor - if you would like to discuss membership and/or what is involved in becoming a Governor, you can speak to our Membership Team by calling 01225 821262 or 01225 82 6288 or by emailing [RUHmembership@nhs.net](mailto:RUHmembership@nhs.net)

### Consider the following:

- The role and responsibilities required of a Governor – please refer to section two
- The time commitment required – please refer to section five
- Eligibility to become a Governor – please refer to appendix one
- Request a nomination form from CES via the details below
- Encourage your friends, family and neighbours to become members to vote for you - but make sure they are registered by **7 August 2023** or it will be too late for them to vote in this election.

From 30 June 2023 all eligible Members will be able to request a nomination form directly from CES via the details below:

0208 889 9203

[ftnominationenquiries@cesvotes.com](mailto:ftnominationenquiries@cesvotes.com)

You can also request a form online via: [www.cesvotes.com/ruh23](http://www.cesvotes.com/ruh23)



## 7. Elections

The Trust has appointed Civica Election Services (CES) to run our elections and act as our Returning Officer - someone who sends and receives all the necessary documentation related to an election so that everything in relation to this process is as it should be. Our aim is to ensure that:

- Every voter has the opportunity to affect the result
- No vote is wasted
- No voter has a greater influence than another

Elections to the Council of Governors will be conducted in accordance with the Model Election Rules which are included in Annex 4 of the NHS Foundation Trust's Constitution.

A copy of the Model Election Rules can be obtained from the Membership Office.

The Trust will use the First Past the Post (FPP) system to elect Governors. To find out more about the voting system, please contact the CES directly:



Civica Election Services  
33 Clarendon Road  
London  
N8 0NW

Tel: 0208 889 9203

9.00am - 5.00pm, Monday to Friday

Email: [ftnominationenquiries@cesvotes.com](mailto:ftnominationenquiries@cesvotes.com)

Web: [www.cesvotes.com/ruh23](http://www.cesvotes.com/ruh23)

### Notice of Election

Before an election takes place the Trust will be issued with a Notice of Election. All prospective Members who wish to put themselves forward for election nominate themselves on a nomination form provided by CES.

This can be completed on our online elections website: [www.cesvotes.com/ruh23](http://www.cesvotes.com/ruh23) or alternatively, a hard copy can be requested by contacting CES. The Returning Officer at CES will administer this part of the process.

The Returning Officer will seek verification from the Trust that the nominee is eligible to stand for election within the specified constituency.

### How to request a nomination form:

From 30 June 2023 you will be able to complete a nomination form online or request one directly from CES via the details below:

Tel: 0208 889 9203 9.00am - 5.00pm, Monday to Friday

Email: [ftnominationenquiries@cesvotes.com](mailto:ftnominationenquiries@cesvotes.com) Web: [www.cesvotes.com/ruh23](http://www.cesvotes.com/ruh23)

Post: [Civica Election Services, 33 Clarendon Road, London, N8 0NW](#)

### The nomination form

All prospective Governors will be expected to provide:

#### An election statement

The election statement will consist of no more than 250 words. This will be the candidates' opportunity to explain to voters why they wish to join the Council of Governors, and what qualities they could bring to the role, etc.

The information supplied by candidates is published and will accompany the ballot paper. Candidates' statements are published as received by CES and will include any spelling or grammatical errors. Any statements of longer than the maximum word count are stopped at the maximum, even if this ends in mid-sentence. Candidates will have the option to supply a photograph to sit alongside the election statement.

#### A declaration of interest

Candidates are required to declare whether they are members of a political party or have a financial or other interest in the hospital. The declarations of interests are published together with the candidates' statements.

#### Candidate declaration

Candidates are also required to declare their eligibility to stand for election, please see appendix one for further details.

#### Nomination Deadline

The nominations process will close 5pm, **28 July 2023** and all nominations will then be validated.

**Candidates are encouraged to sign-up members to vote for them during the election and the Membership Office can provide candidates with Membership Forms.**

**Nominations open 30 June 2023**

Nomination forms are available online at [www.cesvotes.com/ruh23](http://www.cesvotes.com/ruh23) or can be requested from CES

Nominations are open 30 June - 28 July 2023

**Deadline for receipt of nominations**

All nomination forms must be submitted online or returned to CES by 5pm on 28 July 2023

**Candidate withdrawal**

Should any nominees wish to withdraw their nomination, they must put it in writing to CES by 5pm, 2 August 2023

**Voting**

Ballot papers will be distributed to all qualifying Members on 21 August 2023. These will be sent via email if we hold your email address

**Voting closes**

All votes must be submitted online or received at CES by 5pm on 14 September 2023

**Results announced**

15 September 2023

### Uncontested seats

Sometimes Governor seats may be uncontested, i.e. there is only one candidate for the seat. In such a case CES will inform the Trust before ballot papers are distributed. If this occurs, the Trust will inform the candidate they have been successful.

## Notice of poll

A notice of poll will be published prior to the start of the ballot. The notice of poll will be available on our website on 18 August 2023.

- **Voting packs**

Voting packs (for those eligible to vote) will be dispatched to home addresses or sent via email on 21 August 2023.

**Voting will close at 5pm on 14 September 2023.**

- **Election results**

When the ballot has closed, CES will assess the results and provide the Trust with a comprehensive breakdown of the outcome.

CES will only give the results to the Trust and to NHS Improvement. If a candidate has a query about the results, CES will be available to explain the results to the candidate.

**Results will be announced on 15 September 2023.**

- **Length of term as a Governor**

The term of office will begin from 1 November 2023 and will expire on 31 October 2026.

You will of course be welcome to stand for re-election and the maximum term of office for each elected Governor without a break is nine years.

## Canvassing

NHS Improvement has set out limits to ensure that no candidate has more of an advantage during the election process than any other.

In summary, a candidate may not incur any expenses or make payment (of whatever nature) for the purposes of an election, other than expenses or payments that relate to:

- Personal and travel expenses, expenses for stationery, postage, telephone, internet (or any similar means of communication) and other petty expenses for the purpose of the election, to a limit of £100 of their own money.
- NHS Improvement's rules allow informal canvassing amongst neighbours, colleagues, family and friends. Candidates are able to encourage people they know in their constituency to become Members so they can vote and to talk to potential constituents to encourage voting.

## 8. Introducing the **RUH**

**At the RUH we're proud to put people at the heart of what we do, striving to create an environment where everyone matters. Everyone means the people we care for, the people we work with and the people in our community.**

We provide a wide range of services including medicine and surgery, services for women and children, accident and emergency services, and diagnostic and clinical support services.

We also provide specialist services for Rheumatology, chronic pain and chronic fatigue syndrome/ME via the Royal National Hospital for Rheumatic Diseases which we acquired in 2015.

In 2021, we acquired Sulis Hospital Bath, an independent hospital that provides care for both private and NHS patients. This has enabled us to provide more care for NHS patients, as well as continuing to provide private care to those who choose it. Any additional income earned through private care is reinvested in services for the benefit of the people we care for at both Sulis and the RUH.

We're currently building a new Cancer Centre at the RUH. The Dyson Cancer Centre, which is set to open in autumn 2023, will help transform the care we provide for patients, families and carers.

We work closely with other health and care organisations as members of the Bath and North East Somerset, Swindon and Wiltshire Integrated Care Board. We strive to improve the health and wellbeing of the people in our community by working together to build one of the healthiest places to live and work.

We are rated 'Good' by the Care Quality Commission (CQC).



## Our vision

At the RUH, we share one single vision that represents the type of organisation we want to be. This is 'The RUH, where you matter'.

Our shared vision and three strategic goals were shaped in partnership with our patients, colleagues, members, Governors, partners, commissioners, key stakeholders and our wider community. Our goals guide our work towards our shared vision every single day. These are the elements that we know we need to focus on in order to be the best Trust we can possibly be. These are:

## Our goals

- For the people we work with, creating the conditions to perform to our best - living by our values, investing in our teams and supporting diversity.
- For the people we care for, supporting people as and when they need it most - delivering high quality care, listening and acting on what matters most to them.
- For the people in our community, creating one of the healthiest places to live and work - working with our partners to make the most of our shared resources and reducing inequalities.

## Our values



## 9. Contact details

The Membership Office would be happy to speak with you informally to provide information and advice about the role of a Governor.

The Membership Office can be contacted via any of the details below:



### By email

RUHmembership@nhs.net



### By telephone

**Roxy Milbourne** Deputy Head of Corporate Governance  
01225 82 12 99

**Abby Strange** Membership & Governance Administrator  
01225 82 12 62

**Pete Dixon** Membership & Governance Administrator  
01225 82 62 88



### By post

FREEPOST RSLZ-GHKG-UKKL

**RUH Membership Office (D1)**  
Royal United Hospitals Bath NHS Foundation Trust  
Combe Park  
Bath  
BA1 3NG

# 11. Appendix 1

## Eligibility to become / remain a Governor

- 1 A person may not become or continue as a Governor of the Trust if:
  - 1.1 in the case of an Elected Governor, he ceases to be a member of the constituency or (where relevant) the class within the constituency he represents;
  - 1.2 in the case of an Appointed Governor, the sponsoring organisation withdraws their sponsorship of him;
  - 1.3 in the case of an Appointed Governor, his primary place of residence or (where relevant) his primary place of business is located in an area other than an area specified in Annex 1 as an area for a public constituency;
  - 1.4 he is a person whose tenure of office as the chairman or as a member or director of a Health Service Body has been terminated on the grounds that his appointment is not in the interest of the health service;
  - 1.5 he is a Director of the Trust, or a governor, executive director, non-executive director, chairman, chief executive officer of another Health Service Body (unless they are appointed by a Partnership Organisation which is a Health Service Body), or a body corporate whose business involves the provision of health care services, including for the avoidance of doubt those who have a commercial interest in the affairs of the Trust;
  - 1.6 he has been a director of the Applicant Trust or a Director of the Trust in the preceding 3 years prior to the date of his nomination to stand for election as an Elected Governor, or in the case of an Appointed Governor, the date of his appointment by a Partnership Organisation;
  - 1.7 he has had his name removed from a list maintained under regulations pursuant to Sections 91, 106, 123, or 146 of the 2006 Act, or the equivalent lists maintained by Local Health Boards in Wales under the National Health Service (Wales) Act 2006, and he has not subsequently had his name included in such a list and, due to the reason(s) for such removal, he is considered by the Trust to be unsuitable to be a Governor;
  - 1.8 subject to paragraph 5 below he is incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs;
  - 1.9 he has refused without reasonable cause to undertake any training which the Trust and/or Council of Governors requires all Governors to undertake;
  - 1.10 he is a member of a local authority Health Overview and Scrutiny Committee;
  - 1.11 he is the subject of a Sex Offenders Order and /or his name is included in the Sex Offenders Register;
  - 1.12 he is an Immediate Family Member of a Governor or Director of the Trust;
  - 1.13 he has failed to repay (without good cause) any amount of monies properly owed to the Applicant Trust or the Trust;
  - 1.14 he has failed to sign and deliver to the Secretary a statement in the form required by the Trust confirming acceptance of the Governor's Code of Conduct;
  - 1.15 he is a person who, by reference to information revealed in a criminal record certificate or enhanced criminal record certificate issued by the Disclosure and Barring Service under Part V of the Police Act 1997, is considered by the Trust to be inappropriate on the grounds that his appointment might adversely affect public confidence in the Trust or otherwise bring the Trust into disrepute;
  - 1.16 he has failed to make, or has falsely made, any declaration as required by paragraph 12.5 of the Constitution;
  - 1.17 he is included in any barred list established under the Safeguarding Vulnerable Groups Act 2006, or who is included in an equivalent list maintained under the law of Scotland or Northern Ireland;
  - 1.18 he is a person who is the subject of a disqualification order made under the Company Directors' Disqualification Act 1986;
  - 1.19 the relevant Partnership Organisation which he represents ceases to exist;
  - 1.20 he has within the preceding 2 years been dismissed, otherwise than by reason of redundancy, from any paid employment with a Health Service Body;
  - 1.21 he has received a written warning from the Trust for verbal and/or physical abuse towards Trust staff; or
  - 1.22 he has been expelled from the post of governor of another NHS Foundation Trust.
- 2 Where a person has been elected or appointed to be a Governor and he becomes disqualified or is removed from office under paragraph 14 of the Constitution or paragraph 1 above, he shall notify the Secretary in writing of such disqualification and/or (as the case may be), removal as soon as is practicable and, in any event, within 14 days of first becoming aware of those matters which rendered him disqualified or removed.
- 3 If it comes to the notice of the Secretary at the time of his taking office or later that the Governor is so disqualified, the Secretary shall immediately declare that the person in question is disqualified and notify him in writing to that effect as soon as is practicable.
- 4 Upon despatch of any such notification under paragraphs 2 or 3 above, that person's tenure of office, if any, shall be terminated immediately and he shall cease to act as a Governor, and the Secretary shall cause his name to be removed from the register of members of the Council of Governors.
- 5 Where an individual is deemed by the Secretary, in his absolute discretion, to be incapable by reason of mental disorder, illness or injury of managing and/or administering his property and/or affairs for the purposes of paragraph 1.8 above or paragraph 27.1.15 of the Constitution, the Secretary shall either:
  - 5.1 temporarily suspend the individual from office until such time as the Secretary, in his absolute discretion, considers him to be capable of managing and/or administering his property and affairs; or
  - 5.2 (where the Secretary, in his absolute discretion, considers him to be permanently incapable of managing and/or administering his property and affairs), declare that the individual is disqualified from office:
    - 5.2.1 in the case of a Governor, in accordance with paragraphs 3 and 4 above; and
    - 5.2.2 in the case of a Director, in accordance with the individual's terms and conditions of employment, service or engagement (as the case may be).
- 6 In considering whether an individual is incapable by reason of mental disorder, illness or injury of managing and/or administering his property and/or affairs, the Secretary shall take into account the provisions of the Mental Capacity Act 2005, or any statutory modification thereof and he shall be entitled to take appropriate professional advice from internal Trust advisors, and/or external advisors, as necessary.