Ashford and St. Peter's Hospitals
NHS Foundation Trust

COUNCIL OF GOVERNORS
5th June 2019

TITLE	**Constitution Group Committee minutes**
EXECUTIVE SUMMARY	The draft minutes from the meeting held on 16th May 2019. At the meeting the Committee discussed the following: • Proposal to stagger election terms • Amendments to the Trust's Constitution The Committee discussed and reviewed: • Constituencies in relation to new outpatient figures • Terms of Reference
The Council is asked to:	Receive minutes and agree the following changes to the Trust's Constitution: • Mention the Constitution Group Committee in Annex 7 – Standing Orders – Council of Governors. • Include the methodology for the numbers of Governors in Annex 1 – The Public Constituency • Amend Annex 6D – Vacancies - to clarify the by-election process.
Submitted by:	Andy Field, Chairman
Date:	June 2019
Decision:	Agree changes to the Trust's Constitution

Ashford and St. Peter's Hospitals NHS Foundation Trust

Council of Governors

Minutes of the Constitution Group Committee
15th May 2019

Executive Purple Room, St Peter's Hospital
11:00 – 12:00 hours

PRESENT:	Keith Bradley	Public Governor, Woking and Guildford
	Andy Field	Chairman
	Godfrey Freemantle	Public Governor, Hounslow, Kingston upon Thames and Richmond upon Thames
	Steve McCarthy	Public Governor, Elmbridge
	Danny Sparkes	Lead Governor and Public Governor, Runnymede, Surrey Heath, Windsor and Maidenhead
IN ATTENDANCE:	Liz Davies	Acting Company Secretary
Via teleconference:	Louise McKenzie	Director of Workforce Transformation
	Anu Sehdev	Membership and Engagement Manager
APOLOGIES:	Maurice Cohen	Public Governor, Woking and Guildford

Minute **Action**

Minutes of Previous Meeting

The minutes of the meeting held on 1st May 2018 were agreed as a correct record.

Item 1 **Proposal to stagger election terms**

The Chairman opened up the discussion to Committee members. Keith Bradley advised that the Governors had discussed the possibility of staggering election terms to try and avoid several Governors leaving at the same time. Steve McCarthy suggested the possibility of staggering all new Governors' terms so their first term was a two year term. The Membership and Engagement Manager advised that this would make running elections very convoluted, especially if Governors within a single constituency had different terms. The Chairman considered there was an assumption being made that every Governor elected would carry on for three terms when it was possible Governors may stand down or not be elected in further elections. Committee members agreed that eight Governors coming to the end of their three terms at the same time was an anomaly and it was unlikely this would happen again. The Chairman also considered staggering terms would be unfair and likely to be unpopular with new Governors. The paper outlined there was no real gain to be had in staggering terms and it was not possible to predict outcomes three terms into the future.

After some debate, the Committee AGREED to leave terms as they were.

Item 2 **Review constituencies in relation to new outpatient figures**

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Minute **Action**

The Membership and Engagement Manager highlighted that percentages were rounded up and Elmbridge was the only constituency which was borderline but had managed to secure the 15% required to have three Governors representing the constituency. This was in line with the methodology that had been developed linking new outpatient attendance to the number of Governors for each constituency.

It was agreed to check with Information Services whether all new outpatients were included regardless of whether the appointment was at the Trust or in a community location, for example Woking Community Hospital. It was also agreed to check that physiotherapy, maternity and Early Supported Discharge new appointments were included. **AS**

Item 3 Terms of Reference

The Committee agreed to make the changes to the Terms of Reference as follows:

6. Quorum: The quorum necessary for the transaction of business shall be four members, which must as a minimum consist of:

- The Chairman, Deputy Chairman or Senior Independent Director
- Three public governors

Item 4 Any Other Business

Steve McCarthy advised he had forwarded the Chairman a number of queries and highlighted them to Committee members.

- It was recommended to mention the Constitution Group Committee in Annex 7 – Standing Orders – Council of Governors.

- It was recommended to include the methodology for the numbers of Governors in Annex 1 – The Public Constituency.

- The Chairman clarified that the Elmbridge election which took place in 2018 was a by-election as the previous candidate had left before their term had ended and therefore a new Governor had been sought to complete the rest of the term. This followed the same process as Government elections and elections at other trusts. This was the process the Trust had followed since becoming a Foundation Trust and examples were provided where by-elections had taken place. Danny Sparkes advised that she herself had initially been elected in a by-election. It was agreed this should be made clearer in the Constitution although it was highlighted under Council of Governors – Tenure: *A Governor shall not hold office for more than 9 years or 3 terms of office whichever is the least.* Steve McCarthy suggested amending Annex 6D – Vacancies - to clarify the by-election process.

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Minute **Action**

The revisions to the Constitution would be recommended to the Council of Governors and once agreed would be published on the website and include footer – *Revised and Updated May 2019*. **AF LD/AS**

The Director of Workforce Transformation queried whether in cases where Governors left mid-term the Trust was able to offer the position to a candidate who taken part in the initial election. The Membership and Engagement Manager advised that where an elected Governor ceased to hold office within six months of their appointment they could indeed offer the position to the candidate who secured the second highest number of votes in the last election and who could then assume the position for the rest of the term. However, after the six months an election needed to be held at the next scheduled election. This was stated in the Trust's Constitution.

- In response to Steve McCarthy's query about highlighting Appointed Governors' terms, the Membership and Engagement Manager advised that this had varied a great deal with many organisations, especially borough councils, electing representation for just a year. Often changes arose after borough council elections and terms never ran concurrently with the Trust's terms. To date, only one Appointed Governor was about to complete their third term.

The Chairman considered that in light of the ICP, the Director of Strategy and Sustainability should be asked to look through the Constitution and recommend any amendments. This was in reference to, for example, decisions which may be detrimental to the Trust's finances but good for the patient. Any proposed changes to the Constitution would then be discussed by the Committee. The Director of Workforce Transformation agreed that it would be useful for the Director of Strategy and Sustainability to look through the Constitution. **AF**

Danny advised that she was trying to make contact with a ladies' Asian group and the Chairman suggested speaking with Iftikhar Chaudhri, Appointed Governor from Runnymede Borough Council, as he had many useful contacts.

Date and Time of Next Meeting

To be arranged for May/June 2020.

Signed: ……

Andy Field
Chairman

Ashford and St. Peter's Hospitals NHS Foundation Trust

Action Log

Meeting Date	Minute Ref	Topic	Action	Lead	Due Date	Update	Completed
Regular item		**Review constituencies in relation to new outpatient figures**	Obtain up to date outpatient data and arrange a Constitution Group meeting to review constituencies before the next bout of elections.	AS	May/June 2021		
16.5.19	**Item 2**	**Review constituencies in relation to new outpatient figures**	Check all new outpatient data was included	AS	ASAP	Information Services confirmed that all new outpatient data was included.	✔
16.5.19	**Item 4**	**Any Other Business**	Recommend revisions to the Constitution to the Council of Governors	AF	5 June 2019		
16.5.19	**Item 4**	**Any Other Business**	Once agreed by Council make the revisions to the Constitution and publish on the website including a footer – Revised and Updated May 2019:	LD/AS	7 June 2019		
16.5.19	**Item 4**	**Any Other Business**	Speak with the Director of Strategy and Sustainability about looking through the Constitution	AF	Jan 2020		