Ashford and St. Peter's Hospitals NHS Foundation Trust

Council of Governors
3rd March 2021

TITLE	**Constitution Group Committee minutes**
EXECUTIVE SUMMARY	The Constitution Group Committee met to discuss the proposal for to appoint a Deputy Lead Governor to provide support to the Lead Governor and to facilitate succession planning. A significant majority of the Council of Governors agreed with the proposal as indicated in the recent Survey Monkey they completed. The Committee recommends holding a Deputy Lead Governor election via ballot taking place during the period of 15th – 19th March 2021 with results being announced on 22nd March 2021. The Trust's Constitution will be updated to reflect the new role. The Deputy Lead Governor role description is attached alongside the amended wording to be included in the Constitution.
The Council of Governors is asked to:	Approve the Deputy Lead Governor election and changes to the Trust's Constitution.
Submitted by:	Andy Field, Chairman
Date:	March 2021
Decision:	For Approval

Ashford and St. Peter's Hospitals NHS Foundation Trust

Council of Governors

Minutes of the Constitution Group Committee
10th February 2021

Via Microsoft Teams
11:00 – 11:30 hours

PRESENT:	Edwin Addis	Public Governor, Hounslow, Kingston-upon-Thames and Richmond-upon-Thames
	Lilly Evans	Public Governor, Runnymede, Surrey Heath, Windsor and Maidenhead
	Andy Field	Chairman
	Shirley Holmes	Public Governor, Woking and Guildford
	Louise McKenzie	Director of Workforce Transformation
	Helen Pernelet	Public Governor, Elmbridge
	Danny Sparkes	Lead Governor and Public Governor, Runnymede, Surrey Heath, Windsor and Maidenhead
IN ATTENDANCE:	Sal Maughan	Associate Director of Corporate Affairs and Governance
	Anu Sehdev	Membership and Engagement Manager

Minute **Action**

Item 1 Minutes from Previous Meeting

The minutes of the meeting held on 30th September 2020 were agreed as a correct record.

The updated Action Log was noted.

The Membership and Engagement Manager updated the committee on item:

Any Other Business - Look into revising the Constitution so that it was no longer required to detail membership of a political party in Governor applications.

It was advised that she had discussed with colleagues at other trusts and contacted NHS Providers. NHS Providers advised that the political party declaration had been part of the model election rules since the beginning. Trusts could update their own model election rules as long as this did not go against legislation. The Membership and Engagement Manager also advised that she had contacted Civica Election Providers, the election providers the majority of trusts used, and they provided similar advice adding that should the Trust decide to remove the requirement then it would be the only FT to do so.

The committee discussed this further and it was agreed the Trust Model Election Rules would not be amended in this regard.

Item 2 Proposal for a Deputy Lead Governor and revision to the Trust Constitution

The Chairman considered the paper adequately covered the results of the recent

Minute **Action**

Survey Monkey the Governors had completed and that there had been resounding agreement for the role of the Deputy Lead Governor. The Chairman added that he felt the position would be particularly helpful post pandemic when Governors returned to normal duties. Danny Sparkes confirmed her backing of the role.

Shirley Holmes understood the role was not only to assist the Lead Governor but to provide a way for succession planning and that Governors would need to make an informed decision bearing in mind the time served and time left to serve.

Lilly Evans considered the Deputy Lead Governor would be an experienced Governor assisting and guiding newer Governors.

The Membership and Engagement Manager agreed to draft a ballot and circulate to committee members for comment. **AS**

It was agreed to amend the Constitution to reflect the new Deputy Lead Governor role. Helen Pernelet agreed to forward to the Membership and Engagement Manager a Deputy Lead Governor role description she had found on a Trust's website. It was agreed that a role description would be drawn up. **HP SM/AS**

Item 3 Terms of Reference

Lilly Evans referred to the previous minutes where Chris Howorth had made a suggestion that association via a family member living in the Trust's catchment area would further strengthen non-executive director applications. The Associate Director of Corporate Affairs and Governance clarified that the Constitution had been amended to reflect that up to 25% of the non-executive director cohort, that is two, could reside outside the catchment area. Currently the Trust had one non-executive director residing out of the catchment area.

Helen Pernelet suggested that the Terms of Reference included attendance from the Deputy Lead Governor. The Chairman stated that when drawing up the role description, attendance at committees would also be considered.

Item 4 Any Other Business

The Chairman advised that new legislation would be coming out and that it had been suggested that the purpose was to provide more equity between foundation trusts and non-foundation trusts. There had been no indication that there would be any changes in relation to Governors. However, the Chairman had not seen a draft of the legislation proposed.

Lilly Evans queried whether the Constitution Group Committee was an ad hoc or standing committee. It was advised that the committee was mentioned in the Trust's Constitution and was a standing committee.

Date and Time of Next Meeting

Monday 17th May 2021, 2.00-3.00pm

Signed: ……

Andy Field
Chairman

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		
10.02.21	**Item 2**	**Proposal for a Deputy Lead Governor and revision to the Trust Constitution**	Draft a ballot for the Deputy Lead Governor election	AS	3.3.21	Complete	✔
10.02.21	**Item 2**	**Proposal for a Deputy Lead Governor and revision to the Trust Constitution**	Helen Pernelet to forward a Deputy Lead Governor role description	HP	ASAP	Complete	✔
10.2.21	**Item 2**	**Proposal for a Deputy Lead Governor and revision to the Trust Constitution**	Draw up a Deputy Lead Governor role description	SM/AS	3.3.21	Complete	✔

Ashford and St. Peter's Hospitals
NHS Foundation Trust

Role of the Deputy Lead Governor

The role of Deputy Lead Governor is not a statutory role under the NHS Foundation Trust Code of Governance.

Primary Role

The primary purpose of the Deputy Lead Governor is to provide the Foundation Trust with a point of contact for the Council of Governors should the Lead Governor be unavailable for a period of time or has a conflict of interest.

The role of the Lead Governor at ASPH is currently defined in the Trust's Constitution and the relevant parts of the Constitution are Annex 7, clauses 3.12 – 3.17.

The Deputy Lead Governor will also:

- Meet routinely with the Chair, Lead Governor, Associate Director of Corporate Affairs and Governance and Membership and Engagement Manager to plan and prepare the agenda for Council of Governors meetings; and
- Chair Governor network meetings in the absence of the Lead Governor.

Annex 7

ASHFORD AND ST. PETER'S HOSPITALS NHS FOUNDATION TRUST

Standing Orders - Council of Governors

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1. INTRODUCTION

Statutory Framework

1.1 Ashford and St. Peter's Hospitals NHS Foundation Trust (the "Trust") is a Public Benefit Corporation which was established by the granting of Terms of Authorisation by the Independent Regulator of NHS Foundation Trusts (NHS Improvement/England formerly Monitor [1]).

1.2 The statutory functions conferred on the Trust are set out in the National Health Service Act 2006 and in the Trust's Terms of Authorisation issued by NHS Improvement/England.

1.3 Paragraph 16 of the Constitution requires the Council of Governors to adopt its own Standing Orders for its practice and procedure.

2. INTERPRETATION AND DEFINITIONS

2.1 Save as otherwise permitted by law and subject to the Constitution, at any Council of Governors meeting the Chairman's interpretation of these Standing Orders (on which he should be advised by the Chief Executive or Secretary) shall be final.

2.2 In these Standing Orders, the provisions relating to the interpretation in the Constitution shall apply and the words and expressions defined in the Constitution shall have the same meaning.

"The 2006 ACT" means the National Health Service Act 2006 ("the Act")

"BOARD OF DIRECTORS" means the Chairman and the Executive and Non-Executive Directors of the Trust collectively as a body.

"CHAIRMAN OF THE BOARD" or "**CHAIRMAN OF THE TRUST**" is the person appointed by the Council of Governors under section 17(1) of Schedule 7 of the 2006 Act and in accordance with paragraph 22 or 23 of the Constitution to lead the Board of Directors and to ensure that the Board successfully discharges its overall responsibility for the Trust as a whole. The expressions "the Chairman of the Board" and "the Chairman of the Trust" shall be deemed to include the Deputy Chairman of the Trust if the Chairman is absent from the meeting or is otherwise unavailable.

"CHIEF EXECUTIVE" means the chief officer of the Trust (and Accounting Officer) appointed in accordance with paragraphs 25 or 26 of the Constitution.

"COMMITTEE" means a committee of the Council of Governors.

[1] Monitor was the executive non-departmental public body of the Department of Health, responsible between 2004 and 2016 for ensuring healthcare provision in NHS England was financially effective and was the sector regulator for health services in England. Monitor was merged with the NHS Trust Development Authority to form NHS Improvement on 1 April 2016 and thereafter came together with NHS England on 1 April 2019, to work together as a single organisation. It will hereafter be referred to as NHSI/E.

"COMMITTEE MEMBERS" means the Chairman and the Governors or Directors formally appointed by the Council of Governors to sit on or to chair specific committees.

"CONSTITUTION" means the constitution of the Trust established in accordance with Schedule 7 of the 2006 Act and all annexes to it.

"COUNCIL OF GOVERNORS" and **"COUNCIL"** both mean the Council of Governors of the Trust as constituted in accordance with the Constitution and which shall have the same meaning as the 'Board of Governors' in the 2006 Act.

"DEPUTY CHAIRMAN" means the Non-Executive Director appointed by the Council of Governors to take on the Chairman's duties if the Chairman is absent for any reason.

"EXECUTIVE DIRECTOR" means a person appointed as an Executive Director of the Trust under sections 15-19 of Schedule 7 of the 2006 Act and in accordance with paragraph 23 of the Constitution and who is an officer of the Trust.

"GOVERNOR" means a Governor on the Council of Governors and being either an elected Governor or an Appointed Governor.

"Lead Governor" means a Governor appointed by the Council of Governors whose role is to lead the Council of Governors where it is not considered appropriate for the Chair or one of the other Non executive Detectors to do so.

"MEMBER OF THE TRUST" means a person whose name has been entered into the Trust's register of Members as a member of the Trust's Public constituency or Staff Constituency in accordance with paragraph 5 of the Constitution.

"NHS Improvement/England" means the Independent Regulator of NHS Foundation Trusts, established under Section 31 of the 2006 Act.

"NON-EXECUTIVE DIRECTOR" means a person appointed as a Non Executive Director of the Trust under Schedule 7 of the 2006 Act and in accordance with paragraph 20 of the Constitution.

"OFFICER" means employee of the Trust or any other person holding a paid appointment or office with the Trust.

"**REGULATORY FRAMEWORK**" Comprises the 2006 Act, the Constitution and Terms of Authorisation

"SECRETARY" means a person who may be appointed to act independently of the Board to provide advice on corporate governance issues to the Board and the Chairman and NHS Improvement/England the Trust's compliance with the law, its Constitution (which includes these Standing Orders) and with NHS Improvement/England's guidance.

"TERMS OF AUTHORISATION" means the terms of authorisation of the Trust issued by NHS Improvement/England under Section 35 of the 2006 Act.

"TRUST" means the Ashford and St. Peter's Hospitals NHS Foundation Trust

Words importing the masculine gender only shall include the feminine gender; words importing the singular shall import the plural and vice-versa.

3. THE COUNCIL OF GOVERNORS

3.1 Composition of the Council – the composition of the Council of Governors shall be as set out in Annex 4 of the Constitution.

3.2 Roles and Responsibilities of Governors-

3.2.1 Appointment and removal of the Chairman and Non-Executive Directors (Constitution paragraph 22);

3.2.2 Approve the appointment of the Chief Executive (Constitution paragraph 25);

3.2.3 To decide the remuneration and allowances and other terms of offices of the Non-Executive Directors (Constitution paragraph 30.1);

3.2.4 Appoint and remove the Auditor (Constitution paragraph 35);

3.2.5 Receive the Annual Report & Accounts (Constitution paragraph 39);

3.2.6 Monitor the activities of the Trust with a view to seeking to ensure as far as possible, that they are being conducted in a manner consistent with its Terms of Authorisation and the terms of its Constitution;

3.2.7 To be consulted upon by the Board of Directors regarding future Trust plans and priorities;

3.2.8 Oversee the development of the Trust as an effective social enterprise through focus on the wider public interest and promoting social cohesion in seeking to ensure that the Council of Governors reflects all the interests of the Membership community;

3.2.9 To respond, as appropriate, when consulted by the Board of Directors;

3.2.10 To consider resolution to remove a Governor from the Council of Governors in accordance with Annex 6;

3.2.11 To seek to ensure that the interests of the community served by the Trust are appropriately represented when taking into account the Membership Strategy.

3.3 Appointment of the Chairman and Non-Executive Directors – The Chairman and Non-Executive Directors are appointed by the Council of Governors in accordance with paragraph 22 of the Constitution.

3.4 Terms of Office of the Chairman and Non-Executive Directors – The provisions governing the period of tenure of office of the Chair and the Non-Executive Directors are contained in paragraph 30 of the Constitution.

3.5 **Appointment of the Lead Governor -** The Council of Governors shall appoint one of the public governors as the Lead Governor. This governor shall fulfil the role of the Lead Governor for a period of 12/24 months unless it is deemed necessary to hold a Lead Governor election sooner.

3.6 Any public governor appointed as Lead Governor may at any time resign from the office of Lead Governor by giving notice in writing to the Secretary and the Governors of the Trust may thereupon appoint another Vice Chair.

The Lead Governor's details will be provided to NHS Improvement/England and updated as required

3.7 The Lead Governor may preside at meetings of the Council of Governors in the following circumstances:

3.7.1 On those occasions when the Council of Governors is considering matters relating to Non-Executive Directors, and it would be inappropriate for the Chairman or Deputy Chairman to preside;

3.7.2 When the remuneration, allowance and other terms and conditions of the Chairman and Deputy Chairman are being considered; or

3.7.3 On occasions when the Chairman and Deputy Chairman declares a pecuniary interest that prevents him from taking part in the consideration or discussion of a matter before the Council of Governors.

3.7 The Lead Governor shall facilitate direct communication between the Council of Governors and NHS Improvement/England where it is deemed necessary, which may include but shall not be limited to the following circumstances:

3.7.1 Where NHS Improvement/England has concerns as to the Board of Directors' leadership of the Trust;

3.7.2 Where NHS Improvement/England has been made aware that the process for appointment of the Chairman or other members of the Board of Directors, or elections for Governors, or other material decisions, may not have complied with the Constitution, or, whilst complying with the Constitution, may be inappropriate; or

3.7.3 Where any individual Governor wishes to contact NHS Improvement/England (which he or she must do via the Lead Governor)

3.8 For the avoidance of doubt, the Lead Governor will not deputise for, nor take on the duties of, the Deputy Chair of the Board of Directors.

3.9 The Lead Governor shall take steps to understand NHS Improvement/England's role, the available guidance and the basis on which NHS Improvement/England may take regulatory action.

3.10 The 2006 Act provides that all the powers of the Trust are to be exercised by its Directors. The Council of Governors does not have the right to veto decisions made by the Board of Directors.

3.11 The Council of Governors, and individual Governors, are not empowered to speak on behalf of the Trust, and must seek the advice and views of the Chairman concerning any contact from the media or any invitation to speak publicly about the Trust or their role within it. For the avoidance of doubt, in this context the Chairman acts as Chairman of the Trust not as Chairman of the Council of Governors and in his absence Governors should seek the advice and views of the Deputy Chairman of the Trust or another Non-Executive Director of the Trust.

3.12 **Appointment of the Deputy Lead Governor** – The Council of Governors shall appoint one of the public governors as the Deputy Lead Governor. Subject to paragraphs 3.13 and 3.14 below, such governor shall fulfil the role of the Deputy Lead Governor for a period of 12/24 months unless it is deemed necessary to hold a Deputy Lead Governor election sooner or the current post-holder wishes to nominate themselves for the role of Lead Governor.

3.13 The Council of Governors may reappoint a public governor to the position of Deputy Lead Governor at the end of any 12/24 month period (or sooner if required), if he/she wishes to be so reappointed for a further 12/24 month period, subject to a continuing term of office.

3.14 If the Deputy Lead Governor notifies the Council of Governors, prior to the end of his/her term in office, that he/she no longer wishes to be the Deputy Lead Governor then the Council of Governors shall appoint another public governor as the Deputy Lead Governor.

3.15 The role and responsibilities of the Deputy Lead Governor will be determined by the Trust and are set out in a written role description for the Lead Governor for whom they will be deputising. They shall include but not be limited to:

3.15.1 in the absence of the Lead Governor, leading the Council of Governors where it would be inappropriate for the Chair or Deputy Chair to do so, such circumstances to be determined by the Senior Independent Director;

3.15.2 in the absence of the Lead Governor, providing input to the Senior Independent Director, on behalf of the Council of Governors, in respect of the evaluation of the Chair; and

3.15.3 in the absence of the Lead Governor, liaising with NHS England/Improvement where it would be inappropriate for the Chair to do so.

3.16 The Deputy Lead Governor will act in accordance with the written role description for the Lead Governor / Deputy Lead Governor produced by the Trust, as may be updated from time to time.

3.17 In the absence of the Lead Governor, the Deputy Lead Governor shall lead the Council of Governors in the event that:

3.17.1 neither the Chair or Deputy Chair is present at a meeting; or

3.17.2 both the Chair and the Deputy Chair are disqualified from voting by virtue of a conflict of interest, and

3.17.3 where paragraphs 3.17.1 and 3.17.2 apply and the Lead Governor is in attendance but the Lead Governor themselves are disqualified from voting by virtue of a conflict of interest.

4 MEETINGS OF THE COUNCIL OF GOVERNORS

4.1 Admission to the Public

The meetings of the Council of Governors shall generally be open to members of the public except when the Council resolves:

4.1.1 that members of the public be excluded from the remainder of the meeting having regard to the confidential nature of the business to be transacted, publicity on which would be prejudicial to the public; and/or

4.1.2 that in the interests of public order the meeting adjourn for a period to be specified in such resolution to enable the Council to complete business without the presence of the public.

4.2 Nothing in these Standing Orders shall require the Council to allow members of the public or representatives of the press to record proceedings in any manner whatsoever, other than in writing, or to make any oral report of proceedings as they take place without the prior agreement of the Council.

4.3 Role of the Chairman – The Chairman is not a member of the Council of Governors. However, he presides at meetings of the Council of Governors and has a casting vote.

4.4 Calling Meetings

4.4.1 Ordinary meetings of the Council of Governors shall be held at such times and places as the Council of Governors may determine and there will be no fewer than four meetings per year. The Secretary will publish times and locations of the meetings for the year two months in advance.

4.4.2 Meetings of the Council of Governors may be called by the Secretary, or by the Chairman, or by six Governors who give written notice to the Secretary specifying the business to be carried out. The Secretary shall send a written notice to all Governors as soon as possible after receipt of such a request. The Secretary shall call a meeting and shall give at least fourteen but not more than twenty-eight days' notice to discuss the specified business. If the Secretary fails to call such a meeting then the Chairman or six Governors, whichever is the case, shall call such a meeting. Notice will also be published on the Trust's website.

4.4.3 Failure to serve such a notice specifying the business on more than 2 Governors will invalidate the meeting. A notice will be presumed to have been served at the time at which the notice would be delivered in the ordinary course of the post or, where the notice is sent by email, at the time at which the email is sent.

4.4.4 In the case of a meeting being called by 6 Governors in default of the Chairman in accordance with Standing Order 4.4.2, the notice

shall be signed by those members of the Council and no business shall be transacted at the meeting other than that specified in the notice.

4.5 Agenda of Meetings – Before each meeting of the Council of Governors, an agenda of the meeting specifying the business proposed to be transacted at it and any supporting papers shall be delivered to each Governor, or sent by post to the usual place of residence of the Governor, so as to be available to him at least 3 clear days before the meeting.

4.6 Setting the Agenda

4.6.1 The Council of Governors may determine that certain matters shall appear on every agenda for a meeting of the Council and shall be addressed prior to any other business being conducted.

4.6.2 A Governor desiring a matter to be included on an agenda shall make his request in writing to the Chairman at least 15 clear days before the meeting. The request should state whether the item of business is proposed to be transacted in the presence of the public and should include appropriate supporting information. Requests made less than 15 days before a meeting may be included on the agenda at the discretion of the Chairman.

4.6.3 There shall be no items on the agenda other than those included in accordance with this Standing Order 4.

4.7 Chairman of the Meeting - At any meeting of the Council, the Chairman, if present, shall preside. If the Chairman is absent from the meeting, the Deputy Chair, if there is one and he is present, shall preside.

4.8 Notices of Motion - A Governor desiring to move or amend a motion shall send a written notice thereof at least 15 clear days before the meeting to the Chairman, who shall insert in the agenda for the meeting all notices so received subject to the notice being permissible under the appropriate regulations. This Standing Order shall not prevent any motion being moved during the meeting without notice on any business mentioned on the agenda, except that the acceptance of such a motion for inclusion on the agenda will be at the discretion of the Chairman.

4.9 Withdrawal of Motion or Amendments - A motion or amendment once moved and seconded may be withdrawn by the proposer with the concurrence of the seconder and the consent of the Chairman.

4.10 Motion to Rescind a Resolution - Notice of motion to amend or rescind any resolution (or the general substance of any resolution) which has been passed within the preceding 6 calendar months shall bear the signature of the Governor who gives it and also the signature of 4 other Governors. When any such motion has been disposed of by the Council, it shall not be competent for any Governor to propose a motion to the same effect within 6 months, however the Chairman may do so if he considers it appropriate.

4.11 Motions - The mover of a motion shall have a right of reply at the close of any discussion on the motion or any amendment thereto.

4.12 When a motion is under discussion or immediately prior to discussion it shall be open to a Governor to move:

4.12.1 an amendment to the motion;

4.12.2 the adjournment of the discussion or the meeting;

4.12.3 that the meeting proceed to the next business (*);

4.12.4 the appointment of an ad hoc committee to deal with a specific item of business; or

4.12.5 that the motion be now put (*)

provided that in the case of sub-paragraphs denoted by (*) above and to ensure objectivity, motions may only be put by a Governor who has not previously taken part in the debate.

4.13 No amendment to the motion shall be admitted if, in the opinion of the Chairman of the meeting, the amendment negates the substance of the motion.

4.14 Chairman's Ruling - Statements of Governors made at meetings of the Council shall be relevant to the matter under discussion at the material time and the decision of the Chairman of the meeting on questions of order, relevancy, regularity and any other matters shall be final.

4.15 Voting – Save as otherwise provided in the Constitution and/ or the 2006 Act questions arising at a meeting of the Council of Governors shall be decided by a majority of votes except that in the case of an equality of votes the Chairman (or in his absence the Deputy Chair).

4.16 All questions put to the vote shall, at the discretion of the Chairman of the meeting, be determined by oral expression or by a show of hands. A paper ballot may also be used if a majority of the Governors present so request.

4.17 If at least one-third of the Governors present so request, the voting (other than by paper ballot) on any question may be recorded to show how each Governor present voted or abstained.

4.18 If a Governor so requests, his vote shall be recorded by name upon any vote (other than by paper ballot).

4.19 In no circumstances may an absent Governor vote by proxy. Absence is defined as being absent at the time of the vote.

4.20 Written resolutions – Where the Chairman or a Governor desires that a resolution is passed by the Council of Governors, the Chairman or the Governor (with the consent of the Chairman) may circulate the resolution amongst the Governors proposing that it is passed as a written resolution. For the resolution to be validly passed, at least three quarters of all the Governors must sign the resolution. Any written resolution that is so passed shall be noted at the next meeting of the Council of Governors.

4.21 Minutes - The minutes of the proceedings of a meeting shall be drawn up and submitted for agreement at the next ensuing meeting where they will be signed by the person presiding at it.

4.22 No discussion shall take place upon the minutes except upon their accuracy or where the Chairman considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at the next meeting.

4.23 Minutes shall be circulated in accordance with Governors' wishes.

4.24 **Suspension of Standing Orders** - Except where this would contravene any statutory provision, the Terms of Authorisation or any provision of the Constitution, any one or more of these Standing Orders may be suspended at any meeting, provided that at least two thirds of the Council of Governors are present and that a majority of those present vote in favour of suspension.

4.25 A decision to suspend these Standing Orders shall be recorded in the minutes of the meeting.

4.26 A separate record of matters discussed during the suspension of the Standing Orders shall be made and shall be available to the Chairman and the Governors.

4.27 No formal business may be transacted while the Standing Orders are suspended.

4.28 The Audit Committee shall review every decision to suspend the Standing Orders.

4.29 **Amendment of Standing Orders** - These Standing Orders shall be amended only in accordance with paragraph 41 of the Constitution.

4.30 **Record of Attendance** - The names of the Chairman and Governors present at the meeting shall be recorded in the minutes. Governors who are unable to attend the Council of Governors meeting should advise the Secretary in advance of the meeting so that their apologies may be submitted.

4.31 **Quorum** – No business shall be transacted at a meeting of the Council unless that meeting is quorate, and quoracy shall require that there are at least nine Governors present, and of that nine at least 6 must be Public Governors, 1 must be an Appointed Governor and 2 must be Staff Governors. For the avoidance of doubt, the number of Public Governors present at a meeting should be in the majority.

4.32 If the Chairman or any Governor has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of the declaration of a conflict of interest in accordance with Standing Order 6 he shall no longer count towards the quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business.

4.33 The Chief Executive or any other Director or a representative of the Trust's auditors or other advisors can attend a meeting of the Council of Governors unless the Council of Governors agrees otherwise.

5 COMMITTEES

5.1 Appointment of Committees - Subject to such directions and guidance as may be given by NHS Improvement, the Council of Governors may, and if directed by the Chairman shall, appoint committees of the Council, consisting only of a majority of Governors.

5.2 A committee appointed under Standing Order 5.1 may, subject to such guidance as may be given by NHS Improvement or the Council, appoint sub-committees consisting wholly or partly of members of the appointing committee.

5.3 These Standing Orders shall, as far as they are applicable, apply with appropriate alteration to meetings of any committees or sub-committee established by the Council, in which case the term 'Chairman' is to be read as a reference to the Chairman of the committee as the context permits, and the term 'Governor' is to be read as a reference to a member of the committee as the context permits.

5.4 Each committee and sub-committee shall have such terms of reference and powers and be subject to such conditions (as to reporting back to the Council) as the Council shall decide and shall be in accordance with any guidance issued by NHS Improvement/England and any applicable legislation. Such terms of reference shall have effect as if incorporated into these Standing Orders.

5.5 The Council shall appoint persons to each of the committees which it has formally constituted at the next meeting following any elections.

5.6 Confidentiality - A member of a committee shall not disclose a matter dealt with by, or brought before, the committee without its permission until the committee shall have reported to the Council or shall otherwise have concluded on that matter.

5.7 A member of a committee shall not disclose any matter reported to the Council or otherwise dealt with by the committee, notwithstanding that the matter has been reported or action has been concluded, if the Council or committee shall resolve that it is confidential.

5.8 A Governor of the Trust shall not reveal or disclose contents of papers marked 'in confidence' or minutes headed 'items taken in private' outside of the Trust without the express permission of the Board of Directors. This prohibition shall apply equally to the content of any discussion during any meeting which may take place relating to such report or papers.

5.9 The Council of Governors shall establish a Nominations Committee in accordance with Standing Order 11 below.

6 DECLARATIONS OF INTERESTS AND REGISTER OF INTERESTS

6.1 Declaration of Interests – Each Governor shall upon being elected or appointed declare to the Council via the Secretary any pecuniary (which includes monetary), personal or family interests that he has that is relevant to the Trust.

6.2 A Governor must declare to the Secretary:

6.2.1 any pecuniary interest, direct or indirect, in any contract, proposed contract or other matter concerning the Trust, and

6.2.2 any interests which are relevant and material to the business of the Trust.

6.3 Such a declaration shall be made by completing and signing a form, as prescribed by the Secretary from time to time setting out any interests required to be declared in accordance with the Constitution or these Standing Orders and delivering it to the Secretary within 28 days of a Governor's election or appointment or otherwise within seven days of becoming aware of the existence of a relevant or material interest. The Secretary shall amend the Register of Interests upon receipt of notification within three working days.

6.4 If a Governor is present at a meeting of the Council of Governors and has an interest of any sort in any matter which is the subject of consideration, he shall at the meeting and as soon as practicable after its commencement disclose the fact and shall not vote on any question with respect to the matter and, if he has declared a pecuniary interest, he shall not take part in the consideration or discussion of the matter. The provisions of this Standing Order are subject to Standing Order 4.33.

6.5 Interests which should be declared pursuant to Standing Order 6.1 above include but are not limited to:

6.5.1 directorships, including non-executive directorships held in private companies or PLCs (with the exception of those of dormant companies);

6.5.2 majority or controlling share holdings in organisations, or ownership or part-ownership of private companies, businesses or consultancies likely or possibly seeking to do business with the Trust or the NHS;

6.5.3 a position of authority in a charity or voluntary organisation in the field of health and social care;

6.5.4 any connection with a voluntary organisation or other organisation that is seeking to contract or has contracted for NHS services or for the provision of the Trust's mandatory or authorised services;

6.5.5 any connection with an organisation, entity or company considering entering into or having entered into a financial arrangement with the Trust including but not limited to lenders or banks;

6.5.6 research funding/ grants that may be received by an individual or their department; and

6.5.7 interests in pooled funds that are under separate management.

6.6 Subject to any other provision of this Constitution, a Governor shall be treated as having indirectly a pecuniary interest in a contract, proposed contract or other matter, if:

6.6.1 he, or a nominee of his, is a director of a company or other body not being a public body, with which the contract was made or is proposed to be made or which has a direct pecuniary interest in the other matter under consideration; or

6.6.2 he is a partner, associate or employee of any person with whom the contract was made or is proposed to be made or who has a direct pecuniary interest in the same.

6.7 No Governor shall be treated as having an interest in any contract, proposed contract or other matter by reason only:

6.7.1 of his membership of a company or other body if he has no beneficial interest in any securities of that company or other body; or

6.7.2 of an interest in any company, body or person with which he is connected which is so remote or insignificant that it cannot reasonably be regarded as likely to influence him in the consideration or discussion of, or in voting on, any question with respect to that contract, proposed contract or other matter.

6.8 Where a Governor:

6.8.1 has an indirect pecuniary interest in a contract, proposed contract or other matter by reason only of a beneficial interest in securities of a company or other body; and

6.8.2 the total nominal value of those securities does not exceed £5,000 or one-hundredth of the total nominal value of the issued share capital of the company or body, whichever is the less, and

6.8.3 if the share capital is of more than one class, the total nominal value of shares of any one class in which he has a beneficial interest does not exceed one-hundredth of the total issued share capital of that class;

the Governor shall not be prohibited from taking part in the consideration or discussion of the contract or other matter or from voting on any question with respect to it, without prejudice however to his duty disclose his interest.

6.9 Any travelling or other expenses or allowances payable to a Governor in accordance with this Constitution shall not be treated as a pecuniary interest.

6.10 In the case of persons living together the interest of one partner or spouse shall, if known to the other, be deemed for the purposes of these Standing Orders to be also an interest of the other.

6.11 If Governors have any doubt about the relevance of an interest, this should be discussed with the Chairman or the Secretary.

6.12 At the time Governors' interests are declared, they should be recorded in the Council minutes. Any changes in interests should be declared at the next Council meeting following the change occurring. It is the obligation of the Governor to inform the Secretary in writing within 7 days of becoming aware of the existence of an interest. The Secretary shall amend the Register upon receipt within 3 working days.

6.13 This Standing Order applies to a committee or sub-committee as it applies to the Council and applies to a member of any such committee or sub-committee as it applies to a Governor.

6.14 Directorships of companies likely or possibly seeking to do business with the Trust or the NHS should be published in the Trust's annual report. This

information should be kept up to date for inclusion in succeeding annual reports.

6.15 Register of Interests - The Secretary will ensure that a Register of Interests (the "Register") is established to record formally declarations of interests of Governors. The Secretary shall record any declarations of interest made in the Register in accordance with paragraph 32 of the Constitution. Any interest declared at a meeting shall also be recorded in the minutes of the meeting.

6.16 The details on the Register shall be reviewed annually.

6.17 The Register will be available for inspection to the public free of charge at all reasonable times and the Chairman will take reasonable steps to bring the existence of the Register to the attention of the local population and to publicise arrangements for viewing it.

6.18 A person who requests it is to be provided with a copy or extract from the Register. If the person requesting the copy or extract is not a Member of the Trust then a reasonable charge may be made for doing so.

6.19 In establishing, maintaining, updating and publicising the Register, the Trust shall comply with all guidance issued from time to time by NHS Improvement/England.

7 STANDARDS OF BUSINESS CONDUCT

7.1 Policy - Governors must comply with the Trust's values, the Trust's Code of Conduct, the Constitution, the NHS Foundation Trust Code of Governance, the requirements of the law and any guidance and directions issued by NHS Improvement/England. In particular, the Trust must be impartial and honest in the conduct of its business and its office holders and staff must remain beyond suspicion. Governors are expected to be impartial and honest in the conduct of official business.

7.2 Canvassing of, and Recommendations by, Governors in Relation to Appointments - Canvassing of Directors or Governors or of any members of any committee of the Trust directly or indirectly for any appointment under the Trust shall disqualify the candidate for such appointment. The contents of this Standing Order shall be included in application forms or otherwise brought to the attention of candidates.

7.3 A Governor shall not solicit for any person any appointment under the Trust or recommend any person for such appointment but this Standing Order shall not preclude a Governor from giving written testimonial of a candidate's ability, experience or character for submission to the Trust.

7.4 Informal discussions outside appointments panels or committees, whether solicited or unsolicited, should be declared to the panel or committee.

7.5 Relatives of Governors - Candidates for any staff appointment under the Trust shall when making application disclose in writing whether they are related to any Governor. Failure to disclose such a relationship shall disqualify a candidate and, if appointed, render him liable to instant dismissal.

7.6 Every Governor of the Trust shall disclose to the Chief Executive any relationship with a candidate of whose candidature that Governor is aware. It

shall be the duty of the Chief Executive to report to the Trust any such disclosure made.

7.7 On election or appointment, Governors should disclose to the Trust whether they are related to any other Governor or Officer of the Trust. This disclosure will be asked for when Governors sign their declaration of eligibility to vote prior to their first Council of Governors meeting.

7.8 Where the relationship to a Governor is disclosed, Standing Order 6 shall apply.

8 REMUNERATION

Governors are not to receive remuneration.

9 PAYMENT OF EXPENSES TO GOVERNORS

9.1 The Trust will pay travelling expenses to Governors at the prevalent NHS Public Transport rate for attendance at General Meetings of the Governors, or any other business authorised by the Secretary as being under the auspices of the Council of Governors.

9.2 Expenses will be authorised and reimbursed through the Secretary's office on receipt of a completed and signed expenses form provided by the Secretary.

9.3 A summary of expenses paid to Governors will be published in the Annual Report.

10 MISCELLANEOUS

10.1 Standing Orders to be given to Governors - It is the duty of the Secretary to ensure that existing Governors and Officers and all new appointees are notified of and understand their responsibilities within these Standing Orders. Updated copies shall be issued to individuals designated by the Chief Executive. New Governors shall be informed in writing and shall receive copies where appropriate of Standing Orders.

10.2 Review of Standing Orders – These Standing Orders shall be reviewed annually by the Council. The requirement for review extends to all documents having effect as if incorporated in these Standing Orders.

10.3 Indemnity- Members of the Council of Governors who act honestly and in good faith will not have to meet out of their personal resources any personal civil liability which is incurred in the execution or purported execution of their Board functions, save where they have acted recklessly. Any costs arising in this way will be met by the Trust and the Trust shall have the power to purchase suitable insurance or make appropriate arrangements with the National Health Service Litigation Authority to cover such costs.

11 NOMINATIONS AND APPOINTMENTS COMMITTEE

11.1 Subject to the provisions of paragraph 23 of the Constitution in relation to the appointment of the initial Chairman and Non-Executive Directors of the Trust, the Chairman and other Non-Executive Directors shall be appointed following a process of open competition.

11.2 The functions of the Committee shall be as follows:

11.2.1 to determine the criteria and process for the selection of the candidates for office as Chairman or other Non-Executive Director of the Trust having first consulted with the Board of Directors as to those matters and having regard to such views as may be expressed by the Board of Directors;

11.2.2 to seek by way of open advertisement and other means candidates for office and to assess and select for interview such candidates as are considered appropriate and in doing so the Nominations and Appointments Committee shall be at liberty to seek advice and assistance from persons other than members of the Nominations and Appointments Committee or of the Council of Governors;

11.2.3 to make recommendation to the Council of Governors as to potential candidates for appointment as Chairman or other Non-Executive Director, as the case may be; and

11.2.4 as further stipulated in Standing Order 11.6 below.

11.3 The Nominations and Appointments Committee will be chaired by the Chairman of the Board.

11.4 The Council of Governors shall resolve in general meeting to appoint such candidate or candidates (as the case may be) as it considers appropriate and in reaching its decision it shall have regard to the views of the Board of Directors and of the Nominations Committee as to the suitability of the available candidates.

12. REMUNERATION AND APPRAISAL COMMITTEE

12.1 The Remuneration and Appraisal Committee shall:

12.1.1 Take the lead in agreeing the process for the evaluation of the Non Executive Directors, considering carefully the performance against pre determined objectives that support the delivery of the Trust's forward plan and

12.1.2 consider and make recommendations to the Council of Governors as to the remuneration and allowances and other terms and conditions of office of the Chairman and other Non-Executive Directors.

13. CONSTITUTION GROUP COMMITTEE

13.1 The Constitution Group Committee shall:

13.1.1 Review and agree changes to the Trust's Constitution prior to submission to the Council of Governors and Trust Board for approval.

14. DISPUTES RESOLUTION

13.1 The Senior Independent Director is to be available to Governors if they have concerns which contact through the normal charnels of Chairman Chief Executive or Finance Director has failed to resolve or for which such contact is inappropriate.

13.2 Formal provisions relating to the resolution of disputes are contained in Annex 9 of the Constitution.