Ashford and St. Peter's Hospitals NHS Foundation Trust

COUNCIL OF GOVERNORS			
Date of meeting	13 March 2025	**Agenda Item**	10.1
Author(s)	Anu Sehdev, Membership and Engagement Manager	**Confidential**	NO
Exec Sponsor	n/a	**Date submitted**	
Title of paper	Constitution		
Presented by	John Machin, Acting Chair		
Committee(s) where paper has been discussed previously and outcome of discussion:			
Strategic Objective(s)			

Quality of Care		**People**		**Modern Healthcare**		**Digital**		**Collaborate**	

Executive Summary
Minutes of the Constitution Committee meeting which took place on 6 March 2025 are attached. Committee members discussed and approved the changes to the Trust's Constitution and make their recommendations to the Council of Governors here. Further clarification was requested in relation to the removal and appointment of joint roles and it was agreed to convene a meeting once this information had been obtained. Committee members also discussed the numbers of Governors representing each constituency and it was agreed to maintain the same number and further detail can be found in the minutes. Terms of reference were looked at and no changes deemed necessary.

Recommendation	For: Decision ☐ Discussion ☒ Information ☒
Key issues: State impact/implications and mitigation	
Quality, safety & patient impact	
Employee	
Other stakeholder(s)	
Equality, diversity & inclusion	
Finance	

Ashford and St. Peter's Hospitals
NHS Foundation Trust

Legal	
Risk(s) Identified (include link to Corporate Risk Register / Strategic (Board Assurance Framework) Risks:	

Ashford and St. Peter's Hospitals
NHS Foundation Trust

Council of Governors

Minutes of the Constitution Group Committee
6th March 2025

Via Microsoft Teams
16:00 – 17:00 hours

PRESENT:	John Machin	Acting Chair
	Helen Pernelet	Public Governor, Elmbridge
	Michael Smith	Lead Governor, Public Governor, Woking and Guildford
	Denis Wright	Public Governor, Runnymede, Surrey Heath, Windsor and Maidenhead
IN ATTENDANCE:	Jo Fanning	Chief People Officer
	Sal Maughan	Associate Director of Corporate Affairs and Governance
	Anu Sehdev	Membership and Engagement Manager
APOLOGIES:	Edwin Addis	Public Governor, Hounslow, Kingston-upon-Thames, Richmond-upon-Thames and Rest of England

Minute		**Action**
Item 1	**Apologies**	
	As noted above.	
Item 2	**FT Constitution Review and Update**	
	The Associate Director of Corporate Affairs and Governance presented the changes to the Trust's Constitution advising this was in relation to Group Model working and the provision for joint roles at points 26.3 and 29.4. Further detail was included in Annex 8 - Standing Orders for Board. Other changes were title changes, removal of references to "he/she" and changing to "they" which is now a statutory requirement.	
	It was queried whether further detail was needed in relation to the retaining and removal of a Group Chair or Chief Executive. The Chief People Officer clarified that each organisation maintained the right to retain or remove a joint position. The Committee considered a further clause at 26.4 was needed to clarify the position.	
	Although NHS England guidance had been followed, it was agreed to seek further clarification from Capsticks. It was confirmed that the Royal Surrey had agreed to mirror the changes made. A further meeting would be convened to discuss further with the caveat that both organisations were in agreement on the way forward and for this to be actioned before the end of the financial year.	**JF** **AS**
	The Committee discussed the requirement of 75% of Non-Executive Directors needing to reside in the Trust's immediate catchment area. Since this statement had been included the constituency of Hounslow, Kingston-upon-Thames and	

Minute		Action
	Richmond-upon-Thames had incorporated Rest of England and this statement was now considered to be obsolete. It was agreed to remove this clause.	**SM**
Item 3	**Review Constituencies in relation to outpatient figures**	
	The Committee requested a further analysis on data relating to the Hounslow, Kingston-upon-Thames, Richmond-upon-Thames and Rest of England constituency as there had clearly been a rise in outpatients in this area over the past year. The Membership and Engagement Manager advised that the rise was mainly in the Rest of England area and agreed to get a breakdown of which specialties had seen an increase.	**AS**
	There was some concern that one Elmbridge Governor would be lost and it was agreed to adjust the methodology as follows in order to retain three Governors for Elmbridge: 14% or greater = 3 seats 6-13% = 2 seats 2-5% = 1 seat Less than 2% = 0	
	There was a query raised on why inpatient data was not looked at and it was advised that the Trust's greater activity was in outpatients and using inpatient data would result in a reduced catchment area and fewer public governors needed overall since the majority of patients from a wider area would have an outpatient appointment but not necessarily experience an inpatient stay.	
Item 4	**Terms of Reference (TOR)**	
	The Committee agreed no changes were needed to the TOR.	
Item 5	**Any Other Business**	
	None	
Item 6	**Date and Time of Next Meeting**	
	To be confirmed	

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 2027		
6.3.25	**Item 2**	**FT Constitution Review and Update**	Seek further clarification from Capsticks on the retaining or removal of a Group Chair or CEO	JF	ASAP		
6.3.25	**Item 2**	**FT Constitution Review and Update**	Convene a further meeting	AS	End March		
6.3.25	**Item 2**	**FT Constitution Review and Update**	Remove clause on the requirement of 75% of non-executive directors residing in the immediate catchment area.	SM	ASAP		
6.3.25	**Item 3**	**Review Constituencies in relation to outpatient figures**	Request a further analysis of specialties.	AS	End March		

Ashford and St. Peter's Hospitals NHS Foundation Trust

New Outpatient Attendances: 2023/24

Public Constituency	New Outpatient Attendances 2021/22	New Outpatient Attendances 2023/24	% of attendances against total attendance	Seats per methodology	Current seats
Elmbridge	24639	24279	14%	3	3
Hounslow, Kingston-upon-Thames, Richmond-upon-Thames and Rest of England	9341	21072	12%	2	2
Runnymede, Surrey Heath, Windsor and Maidenhead	39479	41611	24%	3	3
Spelthorne	46341	46714	27%	3	3
Woking and Guildford	38277	40691	23%	3	3
Total	**158,077**	**174,367**	100%	14	14

This methodology is used to assess the number of seats on the Council:

14% or greater	= 3 seats
6-13%	= 2 seats
2-5%	= 1 seat
Less than 2%	= 0 seat