Ashford and St. Peter's Hospitals NHS
NHS Foundation Trust

COUNCIL OF GOVERNORS

9th September 2014

Title	**Revision to the Trust Constitution** The paper sets out a proposed revision to the Ashford & St. Peter's Hospitals NHS Foundation Trust Constitution for approval of the Council of Governors.
Executive Summary	If approved by the Council the revision will be on the agenda for the Board of Directors approval at the Trust Board meeting on 25th September.
The Council is asked to:	Approve the revision to the Constitution.
Submitted by:	George Roe, Head of Corporate Affairs
Date:	August 2014
Decision:	For Approval.

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Background:

With effect from 31st July 2014 Jim Gollan stood down from his role as Non-Executive Director (NED) on the Trust Board. In discussing options for the replacement of Jim the Governors Nominations and Appointments Committee assessed the current time commitment required of NEDs in light of the proposed merger with Royal Surrey County Hospital. Considering the additional time required of NEDs agreement was made to recommend appointment of two further NEDs. One to replace Jim (and chair the Finance Committee) and a further NED who could focus time and effort on the merger.

The Nominations Committee interviewed candidates on 4th August 2014 with two recommended candidates being put forward for approval by the Council of Governors at their private meeting on 9th September.

Trust Constitution:

The ASPH Constitution (paragraph 23.2.2) states that the Board of Directors is to comprise:

- *A Non-Executive Chairman; and*
- *Up to 6 other Non-Executive Directors (excluding the Chairman)*

With the recommended appointment of two NEDs the Trust would have seven NEDs. As such the Trust would need to revise the Constitution to state:

- *A Non-Executive Chairman; and*
- *Up to 7 other Non-Executive Directors (excluding the Chairman)*

The revision would not impact the number of Executive Directors permitted within the Constitution which would remain as six.

Recommendation:

To approve the revision to the Constitution to permit “up to 7 other Non-Executive Directors (excluding the Chairman)”.

Next Steps:

If approved by the Council of Governors the revision will be presented to the Board of Directors at the Trust Board meeting on the 25th September for approval.