University Hospitals Bristol NHS
NHS Foundation Trust

Inaugural Membership Council Meeting

To be held on Thursday 12th June 2008, 5-00pm
At the UBHT Education Centre, Upper Maudlin Street, Bristol, BS2 8AE.
Please note that refreshments will be available from 4.30pm

AGENDA

Item No.	Title and Purpose	Lead	Paper(s)
1.	Welcome and Apologies	Chair	
2.	Declaration of Interests	Chair	
3.	Chairman's report	Chair	Verbal
4.	Trust's Constitution • Standing Orders of Membership Council • Code of Conduct for Governors • Standards of Business Conduct - to note	Anne Reader	√
5.	Current Chair, Deputy Chair, Non-Executive Directors - to approve	Anne Reader	√
6.	Appointment of Senior Independent Non-Executive Director - to approve	Anne Reader	√
7.	Appointment of External Auditors - to approve	Anne Reader	√
8.	Summary 2007/08 and Annual Plan for current year - Executive presentation	Graham Rich	Verbal
9.	Governor Committees and Working Groups • Terms of Reference - to approve • Membership - to agree • Nomination and Appointments sub-committee - to approve	Anne Reader	√
10.	Appointment of two further Non-Executive Directors	Anne Reader	√
11.	Membership Development Plan 2008/09 • Presentation on Membership Development • Conversation with Graham Rich events - for information	Lindsey Scott	Verbal √
12.	National In-Patient Survey 2007 and National Staff Attitude Survey 2007	Lindsey Scott	Verbal √
13.	Any Other Business	Chair	
14.	Date and time of next meeting	Chair	

CONSTITUTION OF

UNIVERSITY HOSPITALS OF BRISTOL NHS FOUNDATION TRUST

(29/05/2008)

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UNIVERSITY HOSPITALS OF BRISTOL NHS FOUNDATION TRUST CONSTITUTION

1. INTERPRETATION AND DEFINITIONS

1.1 Unless a contrary intention is evident or the context requires otherwise, words or expressions contained in this Constitution shall bear the same meaning as in the National Health Service Act 2006.

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

1.3 References in this Constitution to legislation include all amendments, replacements or re-enactments made and references to paragraph numbers are references to paragraphs of this constitution unless the context provides otherwise.

1.4 References to legislation include all regulations, statutory guidance and directions.

1.5 Headings are for ease of reference only and are not to affect interpretation.

1.6 If there is a conflict between the provisions of this Constitution and the provisions of any document referred to herein or the law then the provisions of this Constitution shall prevail unless the law requires otherwise.

1.7 All Annexes referred to in this Constitution form part of it.

1.8 References to paragraphs are to paragraphs in this Constitution save that where there is a reference to a paragraph in an Annex to this Constitution it shall be a reference to a paragraph in that Annex unless the contrary is expressly stated or the context otherwise so requires.

1.9 In this Constitution:

"Accounting Officer"	means the person who from time to time discharges the functions specified in paragraph 25 of Schedule 7 to the 2006 Act;
"Applicant NHS Trust"	means The United Bristol Healthcare NHS Trust;
"the 2006 Act"	means the National Health Service Act 2006;
"**Annual Members' Meeting"**	means the annual meeting of all the Members;
"Appointed Governors"	means the PCT Governors, the Local Authority Governor, the University Governors and the Partnership Governors;
"Area of the Trust"	means the area consisting of all the areas specified in Annex 1 as an area for a Public Constituency;
"Board of Directors"	means the Board of Directors of the Trust as constituted in accordance with this Constitution and referred to in paragraph 21 and "Board" shall be construed accordingly;
"**Carer**"	means an individual who (1) provides care to a Patient and has attended any of the Trust's Hospitals as the carer of that Patient within the period of three years immediately before the date of that individual's application to become a Member of the Patient and

	Carers Constituency, other than an individual providing care in pursuance of a contract (including a contract of employment) or as a volunteer for a voluntary organisation; and (2) who has at all subsequent times attended a Trust Hospital as the carer of that Patient on at least one occasion within the preceding three year period;
"Chair"	means the Chair of the Trust appointed in accordance with paragraph 23 or paragraph 24 of this Constitution;
"Chief Executive"	means the Chief Executive (and Accounting Officer) of the Trust appointed in accordance with paragraphs 26 or 27 of this Constitution;
"Constituencies"	means the Public Constituencies, the Staff Constituency and the Patients and Carers Constituency;
"Constitution"	means this Constitution of University Hospitals of Bristol NHS Foundation Trust;
"Deputy Chair"	means the Deputy Chair of the Trust;
"Director"	means a Director on the Board of Directors;
"Elected Governors"	means the Public Governors, the Patients and Carers Governors and the Staff Governors;
"Election Scheme"	means the election scheme and rules set out in Annex 5 and which are to be used in connection with the election of the Elected Governors;
"Executive Director"	means an Executive Director of the Trust;
"Financial Year"	means:- (a) the period beginning with the date on which the Trust is authorised and ending with the next 31st March; and (b) each successive period of twelve months beginning with 1st April;
"Governor"	means a Governor on the Membership Council and being either an Elected Governor or an Appointed Governor;
"Heath Service Body"	means a body which is a health service body for the purpose of Section 9(4) of the 2006 Act;
"Independent Regulator" or "Monitor"	means the regulator for the purposes of Part 2 of the 2006 Act;
"Initial Elected Governors"	means those Elected Governors who are elected as Governors at the Initial Elections;
"Initial Elections"	means the first elections held by the Trust pursuant to this Constitution which shall for the avoidance of doubt

	include any election held pursuant to those powers contained in Section 33(4) of the 2006 Act;
"Local Authority"	means the local authority specified in Annex 4, which is a local authority for an area which includes the whole or part of the Area of the Trust;
"Local Authority Governor"	means the member of the Membership Council appointed by the Local Authority in accordance with the provisions of this Constitution and as specified in Annex 4;
"Member"	means a Member of the Trust as determined in accordance with paragraph 6 and paragraph 9 of this Constitution;
"Membership"	means Membership of the Trust through being a Member of one of its constituencies;
"Membership Council"	means the Membership Council of the Trust as constituted in accordance with this Constitution and which shall have the same meaning as the "Board of Governors" in the 2006 Act;
"Members' Meetings"	means a meeting of the Members;
"Membership Manager"	means the person appointed by the Trust to manage the membership;
"Model Election Rules"	means the model form rules for the conduct of elections published from time to time by the Department of Health and as currently set out in Annex 5;
"NHS Foundation Trust Code of Governance"	means the Code of Governance published by Monitor on the 29 September 2006 or such similar or further guidance as Monitor may publish from time to time;
"Non-Executive Director"	means a Non-Executive Director of the Trust;
"Partnership Governor"	means a member of the Membership Council appointed by a Partnership Organisation specified in Annex 4;
"Partnership Organisations"	means those organisations designated as partnership organisations for the purposes of this Constitution specified in Annex 4;
"Patients"	means a person within the definition at paragraph 10.3 of this Constitution;
"Patients and Carers Classes"	means the classes of the Patient and Carers Constituency as specified in Annex 3;
"Patients and Carers Governor"	means a member of the Membership Council elected by the Members of the Patients and Carers Constituency;
"Patients and Carers Constituency"	means that part of the Trust's Membership which consists of Patients and Carers;

“Primary Care Trust Governor”	means each member of the Membership Council appointed in accordance with the provisions of this Constitution by each of the Primary Care Trusts specified in Annex 4;
“Primary Care Trust”	means those Primary Care Trusts specified in Annex 4;
“Public Governor”	means a member of the Membership Council elected by the Members of a Public Constituency;
“Public Constituencies”	means a public constituency of the Trust as defined in Annex 1;
“Secretary”	means the secretary of the Trust or any other person appointed to perform the duties of the Secretary of the Trust;
"Senior Independent Director"	means a Non-Executive Director nominated to the role of Senior Independent Director in accordance with the provisions of this Constitution;
“Staff Classes”	means the classes of the Staff Constituency as specified in Annex 2;
“Staff Constituency”	means that part of the Trust’s Membership consisting of the staff of the Trust and other persons as more particularly provided for at paragraph 8 of this Constitution and which is divided into the Staff Classes as specified in Annex 2;
“Staff Governor”	means a member of the Membership Council elected by a Staff Class;
“Terms of Authorisation”	means the authorisation issued to the Applicant Trust by the Independent Regulator under Section 35(1) of the 2006 Act;
“the Trust”	means University Hospitals of Bristol NHS Foundation Trust;
“Trust’s Hospital”	means any premises used by the Trust for the provision of goods and services for the purposes of the health service in England falling within the definition of “hospital” in Section 275 of the 2006 Act;
“University Governor”	means each member of the Membership Council appointed in accordance with the provisions of this Constitution by the Universities specified in paragraph 2.12 of Annex 4;
“Voluntary Organisation”	means a body, other than a public or local authority, the activities of which are not carried on for profit.

2. NAME

The Trust is a Public Benefit Corporation authorised under the National Health Service Act 2006. The name of the foundation trust shall be University Hospitals of Bristol NHS Foundation Trust (the "Trust").

3. PRINCIPAL PURPOSE

The principal purpose of the Trust shall be the provision of goods and services for the purposes of the health service in England.

4. POWERS

4.1 The powers of the Trust are set out in the 2006 Act, subject to any restrictions in the Terms of Authorisation.

4.2 The powers of the Trust shall be exercised by the Board of Directors on behalf of the Trust.

4.3 Any of these powers may be delegated to a committee of Directors or to an Executive Director.

5. MEMBERSHIP AND CONSTITUENCIES

The Trust shall have Members, each of whom shall be a member of one of the following constituencies:

5.1 a Public Constituency;

5.2 the Staff Constituency; and

5.3 the Patients and Carers Constituency.

6. APPLICATION FOR MEMBERSHIP

6.1 An individual who is eligible to become a Member of the Trust may do so on application to the Trust, save as provided for in paragraph 9.

6.2 Applications for Membership shall be dealt with by the Trust in accordance with the provisions of Annex 9.

7. PUBLIC CONSTITUENCY

7.1 An individual who lives in an area specified in Annex 1 as an area for a Public Constituency may become or continue as a Member of the Trust.

7.2 Those individuals who live in an area specified as an area for any Public Constituency are referred to collectively as the Public Constituency.

7.3 The minimum number of Members in each area for a Public Constituency is specified in Annex 1.

7.4 Further provisions relating to Membership of the Public Constituency are set out in Annex 9.

8. STAFF CONSTITUENCY

8.1 An individual who is employed by the Trust under a contract of employment with the Trust may become or continue as a Member of the Trust provided:

8.1.1 he is employed by the Trust under a contract of employment which has no fixed term or has a fixed term of at least 12 months; or

8.1.2 he has been continuously employed by the Trust under a contract of employment for at least 12 months.

8.2 Individuals who exercise functions for the purposes of the Trust, otherwise than under a contract of employment with the Trust, may become or continue as Members of the Staff Constituency provided such individuals have exercised these functions continuously for a period of at least 12 months, including but not limited to:

8.2.1 contractors or the staff of contractors who work full time at the Trust providing services to the Trust and/or who can demonstrate that a minimum of 50% of their contracted hours or 16 hours per week, whichever is the lesser, is spent providing services to the Trust, and are acknowledged in writing by the Trust as so doing for the purposes of this paragraph;

8.2.2 individuals who work on behalf of a voluntary organisation within the meaning of the 2006 Act or who are registered volunteers at the Trust and are in either case acknowledged in writing by the Trust as so doing for the purposes of this paragraph; and

8.2.3 academic staff under an honorary contract with the Trust whose place of work is the Trust and who are acknowledged in writing by the Trust as being under such a contract for the purposes of this paragraph

8.3 Those individuals who are eligible for Membership of the Trust by reason of the previous provisions of this paragraph 8 are referred to collectively as the Staff Constituency.

8.4 The Staff Constituency shall be divided into four descriptions of individuals who are eligible for Membership of the Staff Constituency, each description of individuals being specified within Annex 2 and being referred to as a Staff Class within the Staff Constituency.

8.5 The minimum number of Members in each Staff Class of the Staff Constituency is specified in Annex 2.

9. AUTOMATIC MEMBERSHIP BY DEFAULT AND BY APPLICATION – STAFF

9.1 An individual who:

9.1.1 is eligible to become a Member of the Staff Constituency pursuant to paragraph 8.1 above, and

9.1.2 invited by the Trust to become a Member of the Staff Constituency and a Member of the appropriate Staff Class within the Staff Constituency,

shall become a Member of the Trust as a Member of the Staff Constituency and appropriate Staff Class within the Staff Constituency without an application being made, unless he informs the Trust that he does not wish to do so.

9.2 An individual who:

9.2.1 is eligible to become a Member of the Staff Constituency pursuant to paragraph 8.2 above, and

9.2.2 has made an application to the Trust to become a Member of the Staff Constituency and a Member of the appropriate Staff Class within the Staff Constituency,

shall become a Member of the Trust as a Member of the Staff Constituency and appropriate Staff Class.

9.3 The process by which an individual shall be invited or shall apply to become a Member of the Staff Constituency shall be in accordance with the provisions of Annex 9.

10. PATIENTS AND CARERS CONSTITUENCY

10.1 An individual who has, within the period specified below, attended any of the Trust's Hospitals as either a Patient or as the Carer of a Patient may become or continue as a Member of the Trust.

10.2 The period referred to above shall be the period of 3 years immediately preceding the date of the application by the Patient or Carer to become a Member of the Trust and the period of 3 years at all times thereafter in order to continue to be eligible as a Member of the Trust.

10.3 Those individuals who are eligible for Membership of the Trust by reason of the previous provisions are referred to collectively as the Patient and Carers Constituency.

10.4 The Patients and Carers Constituency shall be divided into four descriptions of individuals who are eligible for membership of the Patients and Carers Constituency, each description of individuals being specified within Annex 3 and being referred to as a class within the Patients and Carers Constituency.

10.5 An individual providing care in pursuance of a contract (including a contract of employment) with a voluntary organisation or as a volunteer for a voluntary organisation does not come within the category of those who qualify for Membership of the Patients and Carers Constituency.

10.6 The minimum number of Members in each class of in the Patients and Carers Constituency is specified in Annex 3.

10.7 Where an individual is eligible to be a Member both of a Public Constituency and of the Patients and Carers Constituency he shall automatically become a member of the Patients and Carers Constituency and, where applicable, the relevant class of that Constituency unless he informs the Trust in writing that he wishes instead to become a member of the Public Constituency.

11. RESTRICTION ON MEMBERSHIP

11.1 An individual, who is a Member of a constituency, or of a class within a constituency, may not while Membership of that constituency or class continues, be a Member of any other constituency or class.

11.2 An individual who satisfies the criteria for Membership of the Staff Constituency may not become or continue as a Member of any constituency other than the Staff Constituency.

11.3 Further provisions as to the circumstances in which an individual may not become or continue as a Member of the Trust are set out in Annex 9.

12. MEMBERSHIP COUNCIL– COMPOSITION

12.1 The Trust shall have a Membership Council which shall comprise both Elected and Appointed Governors.

12.2 The composition of the Membership Council shall be as specified in Annex 4.

12.3 The members of the Membership Council, other than the Appointed Governors, shall be chosen by election by their constituency or, where there are classes within a constituency, by their class within that constituency.

12.4 The number of Governors to be elected by each constituency or, where appropriate, by each class of each constituency is specified in Annex 4.

13. MEMBERSHIP COUNCIL – ELECTION OF GOVERNORS

13.1 Elections for the elected members of the Membership Council shall be conducted in accordance with the Model Rules for Elections, as may be varied from time to time.

13.2 The Model Rules for Elections, as may be varied from time to time, form part of this Constitution and are at Annex 5.

13.3 A variation of the Model Rules for Elections by the Department of Health shall not constitute a variation of the terms of this Constitution. For the avoidance of doubt, the Trust cannot amend the Model Rules for Elections.

13.4 An election, if contested, shall be by secret ballot.

14. MEMBERSHIP COUNCIL – TENURE

14.1 Subject to the transitional provisions contained at paragraph 2 of Annex 6 in relation to the Initial Elected Governors, an Elected Governor shall hold office for a period of 3 years.

14.2 An Elected Governor shall cease to hold office if he ceases to be a Member of the constituency or class by which he was elected.

14.3 An Elected Governor shall be eligible for re-election at the end of his term, subject to the provisions of paragraph 1.2 of Annex 6.

14.4 An Appointed Governor shall hold office for a period of 3 years and shall be eligible for re-appointment at the end of that term, subject to the provisions of paragraph 1.2 of Annex 6.

14.5 Further provisions relating to a Governor's tenure of office are set out in Annex 6.

15. MEMBERSHIP COUNCIL – DISQUALIFICATION AND REMOVAL

15.1 The following may not become or continue as a member of the Membership Council:

15.1.1 a person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged;

15.1.2 a person who has made a composition or arrangement with, or granted a Trust deed for, his creditors and has not been discharged in respect of it;

15.1.3 a person who within the preceding five years has been convicted in the British Islands of any offence if a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine) was imposed on him.

15.2 Governors must be at least 16 years of age at the closing date for nominations for election or appointment.

15.3 Further provisions as to the circumstances in which an individual may not become or continue or may be removed as a member of the Membership Council are set out in Annex 6.

16. MEMBERSHIP COUNCIL – MEETINGS OF GOVERNORS

16.1 The Chair of the Trust (i.e. the Chair of the Board of Directors, appointed in accordance with the provisions of paragraph 23 or paragraph 24 below) or, in his absence, the Deputy Chair appointed in accordance with the provisions of paragraph 25 below, shall preside at meetings of the Membership Council.

16.2 The Membership Council may invite any non-voting advisors to attend a meeting of the Membership Council.

16.3 Meetings of the Membership Council shall be open to members of the public save that members of the public may be excluded from a meeting on the grounds more particularly provided for in Annex 6.

17. MEMBERSHIP COUNCIL – STANDING ORDERS

The Standing Orders for the practice and procedure of the Membership Council, as may be varied from time to time, are at Annex 7.

18. MEMBERSHIP COUNCIL – CONFLICTS OF INTEREST OF GOVERNORS

18.1 If a Governor has a pecuniary, personal or family interest, whether that interest is actual or potential and whether that interest is direct or indirect, in any proposed contract or other matter which is under consideration or is to be considered or is likely to be considered by the Membership Council, the Governor shall disclose that interest to the members of the Membership Council as soon as he becomes aware of it.

18.2 The Standing Orders for the Membership Council shall make provision for the disclosure of interests and arrangements for the exclusion of a Governor declaring any interest from any discussion or consideration of the matter in respect of which an interest has been disclosed.

19. MEMBERSHIP COUNCIL – TRAVEL EXPENSES

The Trust may pay travelling and other expenses to members of the Membership Council at rates determined by the Trust.

20. MEMBERSHIP COUNCIL – FURTHER PROVISIONS

Further provisions with respect to the Membership Council are set out in Annex 6.

21. BOARD OF DIRECTORS – COMPOSITION

21.1 The Trust shall have a Board of Directors, which shall comprise both Executive and Non-Executive Directors.

21.2 The Board of Directors shall comprise:

21.2.1 a non-executive Chair

21.2.2 up to 7 other Non-Executive Directors (one of which may be nominated as the Senior Independent Director); and

21.2.3 up to 7 Executive Directors.

21.3 One of the Executive Directors shall be the Chief Executive.

21.4 The Chief Executive shall be the Accounting Officer.

21.5 One of the Executive Directors shall be the Finance Director.

21.6 One of the Executive Directors shall be a registered medical practitioner or a registered dentist (within the meaning of the Dentists Act 1984).

21.7 One of the Executive Directors shall be a registered nurse or a registered midwife.

21.8 The Board of Directors shall at all times be constituted so that the number of Non-Executive Directors (excluding the Chair) equals or exceeds the number of Executive Directors.

22. BOARD OF DIRECTORS – QUALIFICATION FOR APPOINTMENT AS A NON-EXECUTIVE DIRECTOR

A person may be appointed as a Non-Executive Director only if:-

22.1 he is a Member of the Public Constituency, or

22.2 he is a Member of the Patients and Carer Constituency, or

22.3 where any of the Trust's Hospitals includes a medical or dental school provided by a university, he exercises functions for the purposes of that university, and

22.4 he is not disqualified by virtue of paragraph 28 below.

23. BOARD OF DIRECTORS – APPOINTMENT AND REMOVAL OF CHAIR AND OTHER NON-EXECUTIVE DIRECTORS

23.1 The Membership Council at a general meeting of the Membership Council shall appoint or remove the Chair of the Trust and the other Non-Executive Directors.

23.2 The removal of the Chair or any other Non-Executive Director shall require the approval of three-quarters of the members of the Membership Council.

23.3 The initial Chair and the initial Non-Executive Directors shall be appointed in accordance with paragraph 24 below.

24. BOARD OF DIRECTORS – APPOINTMENT OF INITIAL CHAIR AND INITIAL OTHER NON-EXECUTIVE DIRECTORS

24.1 The Chair of the Applicant NHS Trust shall be appointed as the initial Chair of the Trust if he wishes to be appointed.

24.2 The power of the Membership Council to appoint the other Non-Executive Directors of the Trust is to be exercised, so far as possible, by appointing as the initial Non-Executive Directors of the Trust any of the non-executive directors of the Applicant NHS Trust (other than the Chair) who wish to be appointed.

24.3 The criteria for qualification for appointment as a Non-Executive Director set out in paragraph 22 above (other than disqualification by virtue of paragraph 28 below) do not apply to the appointment of the initial Chair and the initial other Non-Executive Directors in accordance with the procedures set out in this paragraph.

24.4 An individual appointed as the initial Chair or as an initial Non-Executive Director in accordance with the provisions of this paragraph shall be appointed for the unexpired period of his term of office as chair or (as the case may be) non-executive director of the Applicant NHS Trust but if, on appointment, that period is less than 12 months, he shall be appointed for 12 months.

25. BOARD OF DIRECTORS – APPOINTMENT OF DEPUTY CHAIR

25.1 The Membership Council, at a general meeting of the Membership Council, shall appoint one of the Non-Executive Directors as the Deputy Chair.

25.2 The Deputy Chair of the Applicant NHS Trust shall be appointed as the initial Deputy Chair of the Trust if he wishes to be so appointed and his appointment shall not require the approval of the Membership Council provided always that he is appointed as a Non-Executive Director of the Trust pursuant to paragraph 24.

26. BOARD OF DIRECTORS – APPOINTMENT AND REMOVAL OF THE CHIEF EXECUTIVE AND OTHER EXECUTIVE DIRECTORS

26.1 The Non-Executive Directors shall appoint or remove the Chief Executive.

26.2 The appointment of the Chief Executive shall require the approval of the Membership Council.

26.3 The initial Chief Executive is to be appointed in accordance with paragraph 27 below.

26.4 A committee consisting of the Chair, the Chief Executive and the other Non-Executive Directors shall appoint or remove the other Executive Directors.

27. BOARD OF DIRECTORS – APPOINTMENT AND REMOVAL OF INITIAL CHIEF EXECUTIVE

27.1 The chief officer of the Applicant NHS Trust shall be appointed as the initial Chief Executive of the Trust if he wishes to be appointed.

27.2 The appointment of the chief officer of the Applicant NHS Trust as the initial Chief Executive of the Trust shall not require the approval of the Membership Council.

28. BOARD OF DIRECTORS – DISQUALIFICATION

The following may not become or continue as a member of the Board of Directors:

28.1 a person who has been adjudged bankrupt or whose estate has been sequestrated and who (in either case) has not been discharged;

28.2 a person who has made a composition or arrangement with, or granted a Trust deed for his creditors and who has not been discharged in respect of it;

28.3 a person who within the preceding five years has been convicted in the British Islands of any offence if a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine) was imposed on him;

28.4 a person who falls within the further grounds for disqualification set out in Annex 8 and 9.

29. BOARD OF DIRECTORS – STANDING ORDERS

The Standing Orders for the practice and procedure of the Board of Directors, as may be varied from time to time, are at Annex 8.

30. BOARD OF DIRECTORS – CONFLICTS OF INTEREST OF DIRECTORS

30.1 If a Director has a pecuniary, personal or family interest, whether that interest is actual or potential and whether that interest is direct or indirect, in any proposed contract or other matter which is under consideration or is to be considered or is likely to be considered by the Board of Directors, the Director shall disclose that interest to the members of the Board of Directors as soon as he becomes aware of it.

30.2 The Standing Orders of the Board of Directors shall make provision for the disclosure of interests and arrangements for the exclusion of a Director declaring any interest from any discussion or consideration of the matter in respect of which an interest has been disclosed.

31. BOARD OF DIRECTORS – REMUNERATION AND TERMS OF OFFICE

31.1 The Membership Council at a general meeting of the Membership Council shall decide the remuneration and allowances, and the other terms and conditions of office, of the Chair and the other Non-Executive Directors.

31.2 The Trust shall establish a committee of Non-Executive Directors to decide the remuneration and allowances and the other terms and conditions of office of the Chief Executive and other Executive Directors.

32. REGISTERS

32.1 The Trust shall have:

32.1.1 a register of Members showing, in respect of each Member, the constituency to which he belongs and, where there are classes within it, the class to which he belongs;

32.1.2 a register of members of the Membership Council;

32.1.3 a register of interests of Governors;

32.1.4 a register of Directors; and

32.1.5 a register of interests of the Directors.

32.2 The process of admission to and removal from the registers shall be as set out in Annex 9.

33. REGISTERS – INSPECTION AND COPIES

33.1 The Trust shall make the registers specified in paragraph 32 above available for inspection by members of the public, except in the circumstances set out below or as otherwise prescribed by regulations.

33.2 The Trust shall not make any part of its registers available for inspection by members of the public which shows details of –

33.2.1 any member of the Patients and Carers Constituency; or

33.2.2 any other member of the Trust, if he so requests.

33.3 So far as the registers are required to be made available:

33.3.1 they are to be available for inspection free of charge at all reasonable times; and

33.3.2 a person who requests a copy of or extract from the registers is to be provided with a copy or extract.

33.4 If the person requesting a copy or extract is not a Member of the Trust, the Trust may impose a reasonable charge for doing so.

34. DOCUMENTS AVAILABLE FOR PUBLIC INSPECTION

34.1 The Trust shall make the following documents available for inspection by members of the public free of charge at all reasonable times:

34.1.1 a copy of the current Constitution;

34.1.2 a copy of the current Terms of Authorisation;

34.1.3 a copy of the latest annual accounts and of any report of the auditor on them;

34.1.4 a copy of the latest annual report;

34.1.5 a copy of the latest information as to its forward planning; and

34.1.6 a copy of any notice given under section 52 of the 2006 Act.

34.2 Any person who requests a copy of or extract from any of the above documents is to be provided with a copy.

34.3 If the person requesting a copy or extract is not a member of the Trust, the Trust may impose a reasonable charge for doing so.

35. AUDITOR

35.1 The Trust shall have an auditor.

35.2 The Membership Council shall appoint or remove the auditor at a general meeting of the Membership Council.

36. AUDIT COMMITTEE

The Trust shall establish a committee of Non-Executive Directors as an audit committee to perform such monitoring, reviewing and other functions as are appropriate.

37. ACCOUNTS

37.1 The Trust shall keep accounts in such form as Monitor may with the approval of HM Treasury direct.

37.2 The accounts are to be audited by the Trust's auditor.

37.3 The Trust shall prepare in respect of each Financial Year annual accounts in such form as Monitor may with the approval of the HM Treasury direct.

37.4 The functions of the Trust with respect to the preparation of the annual accounts shall be delegated to the Accounting Officer.

38. ANNUAL REPORT AND FORWARD PLANS

38.1 The Trust shall prepare an annual report and send it to Monitor.

38.2 The Trust shall give information as to its forward planning in respect of each financial year to Monitor.

38.3 The document containing the information with respect to forward planning referred to at paragraphs 34.1.5 and 38.2 above shall be prepared by the Directors.

38.4 In preparing the document, the Directors shall have regard to the views of the Membership Council.

39. MEETING OF MEMBERSHIP COUNCIL TO CONSIDER ANNUAL ACCOUNTS AND REPORTS

The following documents are to be presented to the Membership Council at a general meeting of the Membership Council:

39.1 the annual accounts;

39.2 any report of the auditor on them; and

39.3 the annual report.

40. INSTRUMENTS

40.1 The Trust shall have a seal.

40.2 The seal shall not be affixed except under the authority of the Board of Directors.

ANNEX 1

The Public Constituency

Table 1

1	2	3	4
Name of the Public Constituency	**Area of the Public Constituency (as defined by Local Authority boundaries)**	**Minimum Number of Members**	**Number of Governors to be Elected**
Bristol	Bristol City Council	1307	5
North Somerset	North Somerset District Council	351	2
South Gloucestershire	South Gloucestershire Council	292	2

ANNEX 2

The Staff Constituency

Table 1

1	2	3	4
Classes within the Staff Constituency	**Individuals Eligible for Membership of that Staff Class**	**Minimum Number of Members in each Staff Class**	**Number of Governors to be Elected for each Staff Class**
Medical and Dental Staff Class	Those individuals defined in paragraph 1 below.	830	1
Nursing and Midwifery Staff Class	Those individuals defined in paragraph 2 below.	2715	2
Other Clinical Healthcare	Those individuals defined in paragraph 3 below.	1190	1
Non-Clinical Healthcare	Those individuals defined in paragraph 4 below.	2125	2

1. **MEDICAL AND DENTAL STAFF CLASS**

1.1 The Members of the Medical and Dental Staff Class are individuals who are Members of the Staff Constituency who:

1.1.1 are fully registered persons within the meaning of the Medicines Act 1956 and the Dentists Act 1984 (as the case may be) and who are otherwise fully authorised and licensed to practise in England and Wales or who are otherwise designated by the Trust from time to time as eligible to be members of this Staff Class for the purposes of this paragraph having regard to the usual definitions applicable at that time for persons carrying on the professions of medical practitioner or dentist; and

1.1.2 who are employed by the Trust in that capacity at the at the date of their invitation or application under paragraph 9 of the Constitution to become a Member in accordance with the provisions of Annex 9 and at all times thereafter remain employed by the Trust in that capacity.

2. **NURSING AND MIDWIFERY STAFF CLASS**

2.1 The Members of the Nurses and Midwifery Staff Class are individuals who:

2.1.1 are registered under the Nurses, Midwifes and Health Visitors Act 1997 and who are otherwise fully authorised and licensed to practise in England and Wales or are otherwise designated by the Trust from time to time as eligible to be Members of this Staff Class for the purposes of this paragraph, having regard to the usual definitions applicable at that time for persons carrying on the profession of registered nurse or registered midwife and individuals who are health care assistants; and

2.1.2 who are employed by the Trust in that capacity at the date of their invitation or application under paragraph 9 of the Constitution to become a Member in accordance with the provisions of Annex 9 and at all times thereafter remain employed by the Trust in that capacity.

3. **OTHER CLINICAL HEALTHCARE STAFF CLASS**

3.1 The Members of the Other Clinical Healthcare Staff Class are individuals who are Members of the Staff Constituency:

3.1.1 who do not come within paragraph 1 above and whose regulatory body falls within the remit of the Council for the Regulation of Healthcare Professional established by Section 25 of the NHS Reform Healthcare Professions Act 2002, or who are otherwise designated by the Trust from time to time as eligible Members of this Staff Class for the purposes of this paragraph, having regard to the usual definitions applicable at that time for persons carrying on such professions; and

3.1.2 who are employed by the Trust in that capacity at the date of their invitation or application under paragraph 9 of the Constitution to become a Member in accordance with the provision of Annex 9 and at all times thereafter remain employed by the Trust in that capacity.

4. **NON-CLINICAL STAFF CLASS**

4.1 The Members of the Non-Clinical Staff Class are individuals who are Members of the Staff Constituency (which for the avoidance of doubt shall include those individuals who are Members of the Staff Constituency pursuant to paragraphs 8.2.1 and 8.2.2 of the Constitution), who do not come within paragraphs 1, 2 or 3 above and are designated by the Trust from time to time as eligible to be a Member of this Staff Class and who are not eligible to be members of another Staff Class for the purpose of this paragraph having regard to the usual definition applicable at that time; and

4.2 who are employed or designated by the Trust at the date of their invitation or application under paragraph 9 of the Constitution to become a Member in accordance with the provision of Annex 9 and at all times thereafter remain employed by the Trust in that capacity.

5. **FOR THE AVOIDANCE OF DOUBT, THOSE INDIVIDUALS WHO ARE MEMBERS OF THE STAFF CONSTITUENCY PURSUANT TO PARAGRAPH 8.2.3 OF THE CONSTITUTION (ACADEMIC STAFF UNDER AN HONORARY CONTRACT WITH THE TRUST) SHALL BE A MEMBER OF A STAFF CLASS DETAILED IN PARAGRAPHS 1, 2 AND 3 ABOVE AS APPROPRIATE.**

6. **MINIMUM NUMBERS AND NUMBERS OF GOVERNORS**

6.1 The minimum number of Members in each Staff Class shall be as set out in column 3 of Table 1 to this Annex and the number of Governors to be elected by each such Staff Class is given in the corresponding entry in Column 4 of that Table.

7. **CONTINUOUS EMPLOYMENT**

7.1 For the purposes of paragraph 8.1.2 and 8.2 of the Constitution, Chapter 1 of Part 14 of the Employment Rights Act 1996 shall apply for the purposes of determining whether an individual has been continuously employed by the Trust or has continuously exercised functions for the purposes of the Trust.

8. **EXERCISE OF FUNCTIONS**

8.1 For the purposes of paragraph 8.2 of the Constitution it shall be for the Trust in its absolute discretion to determine whether an individual exercises functions for the

purposes of the Trust and whether that individual has done so continuously for a period of at least twelve months.

ANNEX 3

The Patients and Carers Constituency

1	2	3	4
Classes within the Patients and Carers Constituency	**Individuals eligible for Membership of the Patients and Carers Class**	**Minimum Number of Members in each Patients and Carers Class**	**Number of Governors to be elected for each Patients and Carers Class**
Local Patients Class	Those Members of the Local Patients Class are those individuals who: (a) are Patients residing in an area specified in Annex 1, Table 1 as an area for a Public Constituency; and (b) have attended any of the Trust's Hospitals as a Patient.	2275	6
Non-Local Patients Class	Those Members of the Non-Local Patients Class are those individuals who: (a) are patients who do not come within the Local Patients Class and who reside within the rest of England and Wales; and (b) have attended any of the Trust's Hospitals as a Patient.	819	2
Carers of Adult Patients	Those Members of the Carers of Adult Patients Class are those individuals who: (a) are Carers who provide care to Patients who are 16 years of age or	728	2

	over; or (b) have attended any of the Trust's Hospitals as Carer of a Patient.		
Carers of Child Patients	Those Members of the Carers of Child Patients Class are those individuals who (a) are Carers who provide care to Patients who are under 16 years of age; or (b) have attended any of the Trust's Hospitals as Carer of a Patient.	728	2

ANNEX 4

Composition of the Membership Council

1. **Introduction**

1.1 The Membership Council shall comprise Governors who are:

1.1.1 elected by the respective Constituencies in accordance with the provisions of this Constitution; or

1.1.2 appointed in accordance with paragraph 2 below.

1.2 The Membership Council shall at all times be constituted so that more than half the Membership Council shall consist of Governors who are elected by Members of the Public Constituency and the Patients and Carers Constituency.

2. **Bodies entitled to appoint a member of the Membership Council**

2.1 The following bodies in this paragraph 2 shall be entitled to appoint a Governor or Governors (as the case may be) to the Membership Council as provided for in this paragraph 2.

Primary Care Trusts

2.2 Bristol Primary Care Trust, South Gloucestershire Primary Care Trust and North Somerset Primary Care Trust shall each be entitled to appoint a Governor in accordance with a process of appointment agreed by each of them with the Trust. The absence of any such agreed process of appointment shall not preclude the said Primary Care Trust from appointing its Governors provided the appointment is duly made in accordance with the Primary Care Trust's own internal processes.

2.3 If a Primary Care Trust named in paragraphs 2.2 above declines or fails to appoint its Governors within three months of being requested to do so by the Trust, the Trust shall in its absolute discretion be entitled to extend an invitation to any of those other Primary Care Trusts to whom it provides goods and services to appoint Governors in substitution for the Primary Care Trust which has failed or declined to do so. The Trust shall give notice of that invitation to Monitor.

2.4 If the invitation referred to in paragraph 2.3 above is accepted by a Primary Care Trust, that Primary Care Trust shall appoint a Governor and the Primary Care Trust which has previously failed to appoint a Governor shall cease to be entitled to do so, subject to the provisions of paragraph 2.8 below.

2.5 Subject to paragraph 2.7 below, if the invitation is not accepted within a reasonable period or such period as may have been specified in the invitation the Trust shall extend an invitation to any other such Primary Care Trust until the invitation, is accepted and a Governor is appointed.

2.6 The Trust shall give notice forthwith to Monitor of all invitations the Trust may extend under the preceding paragraph and of any acceptances.

2.7 Any Governor appointed under paragraphs 2.4 and 2.5 above shall serve on the Membership Council for the period stipulated in Annex 6. At the end of that period the Trust shall in its absolute discretion decide whether to permit that Primary Care Trust which had first failed or declined to appoint a Governor to do so for the next period of office or to invite that Primary Care Trust which had appointed a Governor in substitution to do so.

2.8 Notwithstanding the foregoing provisions of this paragraph, the Trust shall in its absolute discretion be entitled:

2.8.1 to give not less than 6 months notice to the Primary Care Trusts referred to in paragraphs 2.2 above (or any substituted Primary Care Trust appointed under paragraphs 2.4 and 2.5 above) terminating their right to appoint a Governor and upon the expiration of that notice period or such other date as the Trust and the relevant Primary Care Trust may agree that Primary Care Trust's right to appoint a Governor shall be terminated and the period of office of the Governor appointed by that Primary Care Trust shall also come to an end on that date; and

2.8.2 to appoint another Primary Care Trust for which the Trust provides goods and services to replace that Primary Care Trust to which notice has been given under paragraph 2.8.1 above save that these provisions shall at all times be operated so as to ensure that the number of Primary Care Trusts entitled to appoint a Governor remains as provided for in paragraph 2.2 above.

Qualifying Local Authority

2.9 Bristol City Council shall be entitled to appoint a Governor in accordance with a process of appointment agreed by it with the Trust. The absence of any such agreed process of appointment shall not preclude the said local authority from appointing its Governor.

2.10 If the local authority named in paragraph 2.9 above declines or fails to appoint a Governor within three months of being requested to do so by the Trust, the Trust shall consult each local authority whose area includes the whole or part of the Area of the Trust and the Trust in its absolute discretion may extend an invitation to any of those local authorities to appoint a Governor in substitution for the local authority which has failed or declined to do so.

2.11 A Governor appointed under paragraph 2.10 shall then serve on the Membership Council for the period stipulated in Annex 6. At the end of that period the Trust shall in its absolute discretion decide whether to permit the local authority which had failed or declined to appoint a Governor to appoint a Governor for the next period of office (provided it remains eligible to do so) or to invite the local authority which had appointed a Governor in substitution to do so.

Universities

2.12 The University of West of England and the University of Bristol shall each be entitled to appoint a Governor in accordance with a process of appointment agreed by it with the Trust. The absence of any such agreed process of appointment shall not preclude the said Universities from appointing its Governors.

2.13 Governors appointed under paragraph 2.12 shall serve on the Membership Council for the period stipulated in Annex 6.

Partnership Organisations

2.14 The Trust shall nominate those organisations to be designated as Partnership Organisations for the purposes of this Constitution. The organisations so nominated as Partnership Organisations are:

2.14.1 Avon Wiltshire Mental Health Trust;

2.14.2 Great Western Ambulance Trust;

2.14.3 Joint Union Committee;

2.14.4 Voscur ; and

2.14.5 The Care Forum

2.15 Each of the above organisations shall be entitled to appoint 1 Governor each in accordance with a process of appointment agreed by it with the Trust. The absence of any such agreed process of appointment shall not preclude that Partnership Organisation from appointing its Governor provided the appointment is duly made in accordance with its own internal processes

2.16 Subject to Monitor's prior consent having been obtained, the Trust shall be entitled in its absolute discretion to:

2.16.1 give notice to any Partnership Organisation that it is no longer to be a Partnership Organisation for the purposes of this Constitution after the expiration of a period or upon the date specified in the notice; and

2.16.2 appoint some other organisation as a Partnership Organisation in its place.

2.17 Upon notice being given under paragraph 2.16, the Partnership Organisation to which notice has been given shall cease to be a Partnership Organisation and its Governor shall cease to hold office forthwith upon the expiration of such notice period or upon such date as may have been specified in the said notice.

3. Composition of the Membership Council

Table 1

	Electing/Appointing Body	Number of Governors	Total
1.	**Public Constituencies**		
	1.1 Bristol	5	
	1.2 South Gloucestershire	2	
	1.3 North Somerset	2	9
2.	**Staff Constituency**		
	2.1 Medical and Dental Staff Class	1	
	2.2 Nursing and Midwifery Staff Class	2	
	2.3 Other Clinical Healthcare Staff Class	1	
	2.4 Non-Clinical Healthcare Staff Class	2	6
3.	**Patients and Carers Constituency**		
	3.1 Carers of Adult Patients	2	
	3.2 Carers of Child Patients	2	
	3.3 Local Patient Carers	6	
	3.4 Non-Local Patient Carers	2	12

4.	**Appointed Governors**		
	4.1 Bristol Primary Care Trust	1	
	4.2 South Gloucestershire Primary Care Trust	1	
	4.3 North Somerset Primary Care Trust	1	
	4.4 Bristol City Council	1	
	4.5 University of Bristol	1	
	4.6 University of West of England	1	
	4.7 Avon Wiltshire Mental Health Trust	1	
	4.8 Great Western Ambulance Trust	1	
	4.9 Joint Union Committee	1	
	4.10 The Care Forum/Voscur	2	11
	Total Number of Governors		**38**

4. **Further Provisions**

Further provisions relating to the composition of the Membership Council are at Annex 6.

ANNEX 5

The Model Rules for Elections

Part 1 – Interpretation

1	Interpretation

Part 2 – Timetable for election

2 Timetable
3 Computation of time

Part 3 – Returning officer

4 Returning officer
5 Staff
6 Expenditure
7 Duty of co-operation

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8 Notice of election
9 Nomination of candidates
10 Candidate's consent and particulars
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12 Declaration of eligibility
13 Signature of candidate
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Part 5 – Contested elections

19 Poll to be taken by ballot
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Action to be taken before the poll

19 Poll to be taken by ballot
20 The ballot paper
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Action to be taken before the poll

22 List of eligible voters
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The poll

26 Eligibility to vote

27 Voting by persons who require assistance
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32 Receipt of voting documents
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54 Countermand or abandonment of poll on death of candidate

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55 Expenses incurred by candidates
56 Expenses incurred by other persons
57 Personal, travelling and administrative expenses

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58 Publicity about election by the corporation
59 Information about candidates for inclusion with voting documents
60 Meaning of “for the purposes of an election”

Part 11 – Questioning elections and irregularities

61 Application to question an election

62 Secrecy
63 Prohibition of disclosure of vote
64 Disqualification
65 Delay in postal service through industrial action or unforeseen event

Part I - Interpretation

1. Interpretation

(1) In these rules, unless the context otherwise requires -

"corporation" means the public benefit corporation subject to this constitution;

"election" means an election by a Constituency to fill a vacancy among one or more posts on the Membership Council;

"the regulator" means the Independent Regulator for NHS foundation trusts; and

"the 2006 Act" means the National Health Service Act 2006.

(2) Other expressions used in these rules and in Schedule 7 to the 2006 Act have the same meaning in these rules as in that Schedule.

Part 2— Timetable for election

2. Timetable

The proceedings at an election shall be conducted in accordance with the following timetable.

Proceeding	Time
Publication of notice of election	Not later than the fortieth day before the day of the close of the poll.
Final day for delivery of nomination papers to returning officer	Not later than the twenty eighth day before the day of the close of the poll.
Publication of statement of nominated candidates	Not later than the twenty seventh day before the day of the close of the poll.
Final day for delivery of notices of withdrawals by candidates from election	Not later than twenty fifth day before the day of the close of the poll.
Notice of the poll	Not later than the fifteenth day before the day of the close of the poll.
Close of the poll	By 5.00 p.m. on the final day of the election.

3. Computation of time

(1) In computing any period of time for the purposes of the timetable -

(a) a Saturday or Sunday;

(b) Christmas day, Good Friday, or a bank holiday, or

(c) a day appointed for public thanksgiving or mourning,

shall be disregarded, and any such day shall not be treated as a day for the purpose of any proceedings up to the completion of the poll, nor shall the returning officer be obliged to proceed with the counting of votes on such a day.

(2) In this rule, "bank holiday" means a day which is a bank holiday under the Banking and Financial Dealings Act 1971 in England and Wales.

Part 3— Returning officer

4. Returning officer

(1) Subject to rule 64, the returning officer for an election is to be appointed by the corporation.

(2) Where two or more elections are to be held concurrently, the same returning officer may be appointed for all those elections.

5. Staff

Subject to rule 64, the returning officer may appoint and pay such staff, including such technical advisers, as he or she considers necessary for the purposes of the election.

6. Expenditure

The corporation is to pay the returning officer:

(a) any expenses incurred by that officer in the exercise of his or her functions under these rules,

(b) such remuneration and other expenses as the corporation may determine.

7. Duty of co-operation

The corporation is to co-operate with the returning officer in the exercise of his or her functions under these rules.

Part 4 - Stages Common to Contested and Uncontested Elections

8. Notice of election

The returning officer is to publish a notice of the election stating:

(a) the Constituency for which the election is being held,

(b) the number of Members of the Membership Council to be elected from that Constituency,

(c) the details of any nomination committee that has been established by the corporation,

(d) the address and times at which nomination papers may be obtained;

(e) the address for return of nomination papers and the date and time by which they must be received by the returning officer,

(f) the date and time by which any notice of withdrawal must be received by the returning officer

(g) the contact details of the returning officer, and

(h) the date and time of the close of the poll in the event of a contest.

9. Nomination of candidates

(1) Each candidate must nominate themselves on a single nomination paper.

(2) The returning officer-

(a) is to supply any member of the corporation with a nomination paper, and

(b) is to prepare a nomination paper for signature at the request of any member of the corporation,

but it is not necessary for a nomination to be on a form supplied by the returning officer.

10. Candidate's particulars

(1) The nomination paper must state the candidate's

(a) full name,

(b) contact address in full, and

(c) Constituency, of which the candidate is a Member.

11. Declaration of interests

The nomination paper must state:

(a) any financial interest that the candidate has in the corporation, and

(b) whether the candidate is a member of a political party, and if so, which party?

and if the candidate has no such interests, the paper must include a statement to that effect.

12. Declaration of eligibility

The nomination paper must include a declaration made by the candidate:

(a) that he or she is not prevented from being a member of the Membership Council by paragraph 8 of Schedule 7 of the 2006 Act or by any provision of the constitution; and,

(b) for a Member of the Public or Patients and Carers' Constituency, of the particulars of his or her qualification to vote as a Member of that Constituency, for which the election is being held.

13. Signature of candidate

The nomination paper must be signed and dated by the candidate, indicating that:

(a) they wish to stand as a candidate,

(b) their declaration of interests, as required under rule 11 is true and correct, and

(c) their declaration of eligibility, as required under rule 12 is true and correct.

14. Decisions as to the validity of nomination —

(1) Where a nomination paper is received by the returning officer in accordance with these rules, the candidate is deemed to stand for election unless and until the returning officer:

(a) decides that the candidate is not eligible to stand,

(b) decides that the nomination paper is invalid,

(c) receives satisfactory proof that the candidate has died, or

(d) receives a written request by the candidate of their withdrawal from candidacy.

(2) The returning officer is entitled to decide that a nomination paper is invalid only on one of the following grounds -

(a) that the paper is not received on or before the final time and date for return of nomination papers, as specified in the notice of the election,

(b) that the paper does not contain the candidate's particulars, as required by rule 10;

(c) that the paper does not contain a declaration of the interests of the candidate, as required by rule 11,

(d) that the paper does not include a declaration of eligibility as required by rule 12, or

(e) that the paper is not signed and dated by the candidate, as required by rule 13.

(3) The returning officer is to examine each nomination paper as soon as is practicable after he or she has received it, and decide whether the candidate has been validly nominated.

(4) Where the returning officer decides that a nomination is invalid, the returning officer must endorse this on the nomination paper, stating the reasons for their decision.

(5) The returning officer is to send notice of the decision as to whether a nomination is valid or invalid to the candidate at the contact address given in the candidate's nomination paper.

15. Publication of statement of candidates

(1) The returning officer is to prepare and publish a statement showing the candidates who are standing for election.

(2) The statement must show:

(a) the name, contact address, and Constituency of each candidate standing, and

(b) the declared interests of each candidate standing,

as given in their nomination paper.

(3) The statement must list the candidates standing for election in alphabetical order by surname.

(4) The returning officer must send a copy of the statement of candidates and copies of the nomination papers to the corporation as soon as is practicable after publishing the statement.

16. Inspection of statement of nominated candidates and nomination papers

(1) The corporation is to make the statements of the candidates and the nomination papers supplied by the returning officer under rule 15(4) available for inspection by members of the public free of charge at all reasonable times.

(2) If a person requests a copy or extract of the statements of candidates or their nomination papers, the corporation is to provide that person with the copy or extract free of charge.

17. Withdrawal of candidates

A candidate may withdraw from election on or before the date and time for withdrawal by candidates, by providing to the returning officer a written notice of withdrawal which is signed by the candidate and attested by a witness.

18. Method of election

(1) If the number of candidates remaining validly nominated for an election after any withdrawals under these rules is greater than the number of members to be elected to the Membership Council, a poll is to be taken in accordance with Parts 5 and 6 of these rules.

(2) If the number of candidates remaining validly nominated for an election after any withdrawals under these rules is equal to the number of members to be elected to the Membership Council, those candidates are to be declared elected in accordance with Part 7 of these rules.

(3) If the number of candidates remaining validly nominated for an election after any withdrawals under these rules is less than the number of members to be elected to be Membership Council, then —

(a) the candidates who remain validly nominated are to be declared elected in accordance with Part 7 of these rules, and

(b) the returning officer is to order a new election to fill any vacancy which remains unfilled, on a day appointed by him or her in consultation with the corporation.

Part 5— Contested elections

19. Poll to be taken by ballot

(1) The votes at the poll must be given by secret ballot.

(2) The votes are to be counted and the result of the poll determined in accordance with Part 6 of these rules.

20. The ballot paper

(1) The ballot of each voter is to consist of a ballot paper with the persons remaining validly nominated for an election after any withdrawals under these rules, and no others, inserted in the paper.

(2) Every ballot paper must specify:

(a) the name of the corporation,

(b) the Constituency for which the election is being held,

(c) the number of Members of the Membership Council to be elected from that Constituency,

(d) the names and other particulars of the candidates standing for election, with the details and order being the same as in the statement of nominated candidates,

(e) instructions on how to vote,

(f) if the ballot paper is to be returned by post, the address for its return and the date and time of the close of the poll, and

(g) the contact details of the returning officer.

(3) Each ballot paper must have a unique identifier.

(4) Each ballot paper must have features incorporated into it to prevent it from being reproduced.

21. The declaration of identity (Public and Patient and Carers' Constituencies)

(I) In respect of an election for a Public or Patients and Carers' Constituency a declaration of identity must be issued with each ballot paper.

(2) The declaration of identity is to include a declaration:

(a) that the voter is the person to whom the ballot paper was addressed,

(b) that the voter has not marked or returned any other voting paper in the election, and

(c) for a Member of the Public or Patients and Carers' Constituency, of the particulars of that Member's qualification to vote as a member of the Constituency for which the election is being held.

(3) The declaration of identity is to include space for:

(a) the name of the voter,

(b) the address of the voter,

(c) the voter's signature, and

(d) the date that the declaration was made by the voter.

(4) The voter must be required to return the declaration of identity together with the ballot paper.

(5) The declaration of identity must caution the voter that, if it is not returned with the ballot paper, or if it is returned without being correctly completed, the voter's ballot paper may be declared invalid.

Action to be taken before the poll

22. List of eligible voters

(1) The corporation is to provide the returning officer with a list of the Members of the Constituency for which the election is being held who are eligible to vote by virtue of rule 26 as soon as is reasonably practicable after the final date for the delivery of notices of withdrawals by candidates from an election.

(2) The list is to include, for each Member, a mailing address where his or her ballot paper is to be sent.

23. Notice of poll

The returning officer is to publish a notice of the poll stating:

(a) the name of the corporation,

(b) the Constituency for which the election is being held,

(c) the number of Members of the Membership Council to be elected from that Constituency,

(d) the names, contact addresses, and other particulars of the candidates standing for election, with the details and order being the same as in the statement of nominated candidates,

(e) that the ballot papers for the election are to be issued and returned, if appropriate, by post,

(f) the address for return of the ballot papers, and the date and time of the close of the poll,

(g) the address and final dates for applications for replacement ballot papers, and

(h) the contact details of the returning officer.

24. Issue of voting documents by returning officer

(1) As soon as is reasonably practicable on or after the publication of the notice of the poll, the returning officer is to send the following documents to each member of the corporation named in the list of eligible voters:

(a) a ballot paper and ballot paper envelope,

(b) a declaration of identity (if required),

(c) information about each candidate standing for election, pursuant to rule 59 of these rules, and

(d) a covering envelope.

(2) The documents are to be sent to the mailing address for each member, as specified in the list of eligible voters.

25. Ballot paper envelope and covering envelope

(1) The ballot paper envelope must have clear instructions to the voter printed on it, instructing the voter to seal the ballot paper inside the envelope once the ballot paper has been marked.

(2) The covering envelope is to have:

(a) the address for return of the ballot paper printed on it, and

(b) pre-paid postage for return to that address.

(3) There should be clear instructions, either printed on the covering envelope or elsewhere, instructing the voter to seal the following documents inside the covering envelope and return it to the returning officer —

(a) the completed declaration of identity if required, and

(b) the ballot paper envelope, with the ballot paper sealed inside it.

The poll

26. Eligibility to vote

An individual who becomes a member of the corporation on or before the closing date for the receipt of nominations by candidates for the election is eligible to vote in that election.

27. Voting by persons who require assistance —

(I) The returning officer is to put in place arrangements to enable requests for assistance to vote to be made.

(2) Where the returning officer receives a request from a voter who requires assistance to vote, the returning officer is to make such arrangements as he or she considers necessary to enable that voter to vote.

28. Spoilt ballot papers

(1) If a voter has dealt with his or her ballot paper in such a manner that it cannot be accepted as a ballot paper (referred to a "spoilt ballot paper"), that voter may apply to the returning officer for a replacement ballot paper.

(2) On receiving an application, the returning officer is to obtain the details of the unique identifier on the spoilt ballot paper, if he or she can obtain it.

(3) The returning officer may not issue a replacement ballot paper for a spoilt ballot paper unless he or she:

(a) is satisfied as to the voter's identity, and

(b) has ensured that the declaration of identity, if required, has not been returned.

(4) After issuing a replacement ballot paper for a spoilt ballot paper, the returning officer shall enter in a list ("the list of spoilt ballot papers") —

(a) the name of the voter, and

(b) the details of the unique identifier of the spoilt ballot paper (if that officer was able to obtain it), and

(c) the details of the unique identifier of the replacement ballot paper.

29. Lost ballot papers

(I) Where a voter has not received his or her ballot paper by the fourth day before the close of the poll, that voter may apply to the returning officer for a replacement ballot paper.

(2) The returning officer may not issue a replacement ballot paper for a lost ballot paper unless he or she:

(a) is satisfied as to the voter's identity,

(b) has no reason to doubt that the voter did not receive the original ballot paper, and

(c) has ensured that the declaration of identity if required has not been returned.

(3) After issuing a replacement ballot paper for a lost ballot paper, the returning officer shall enter in a list ("the list of lost ballot papers") —

(a) the name of the voter, and

(b) the details of the unique identifier of the replacement ballot paper.

30. Issue of replacement ballot paper

(1) If a person applies for a replacement ballot paper under rule 28 or 29 and a declaration of identity has already been received by the returning officer in the name of that voter, the returning officer may not issue a replacement ballot paper unless, in addition to the requirements imposed rule 28(3) or 29(2), he or she is also satisfied that that person has not

already voted in the election, notwithstanding the fact that a declaration of identity if required has already been received by the returning officer in the name of that voter.

(2) After issuing a replacement ballot paper under this rule, the returning officer shall enter in a list ("the list of tendered ballot papers") —

(a) the name of the voter, and

(b) the details of the unique identifier of the replacement ballot paper issued under this rule.

31. Declaration of identity for replacement ballot papers (Public and Patients and Carers' Constituencies)

(1) In respect of an election for a Public or Patients and Carers' Constituency, a declaration of identity must be issued with each replacement ballot paper.

(2) The declaration of identity is to include a declaration —

(a) that the voter has not voted in the election with any ballot paper other than the ballot paper being returned with the declaration, and

(b) of the particulars of that member's qualification to vote as a Member of the Public or Patients and Carers' Constituency for which the election is being held.

(3) The declaration of identity is to include space for:

(a) the name of the voter,

(b) the address of the voter,

(c) the voter's signature, and

(d) the date that the declaration was made by the voter.

(4) The voter must be required to return the declaration of identity together with the ballot paper.

(5) The declaration of identity must caution the voter that if it is not returned with the ballot paper, or if it is returned without being correctly completed, the replacement ballot paper may be declared invalid.

Procedure for receipt of envelopes

32. Receipt of voting documents

(1) Where the returning officer receives a:

(a) covering envelope, or

(b) any other envelope containing a declaration of identity if required, a ballot paper envelope, or a ballot paper,

before the close of the poll, that officer is to open it as soon as is practicable; and rules 33 and 34 are to apply.

(2) The returning officer may open any ballot paper envelope for the purposes of rules 33 and 34, but must make arrangements to ensure that no person obtains or communicates information as to —

(a) the candidate for whom a voter has voted, or

(b) the unique identifier on a ballot paper.

(3) The returning officer must make arrangements to ensure the safety and security of the ballot papers and other documents.

33. Validity of ballot paper

(I) A ballot paper shall not be taken to be duly returned unless the returning officer is satisfied that it has been received by the returning officer before the close of the poll, with a declaration of identity if required that has been correctly completed, signed, and dated.

(2) Where the returning officer is satisfied that paragraph (1) has been fulfilled, he or she is to:

(a) put the declaration of identity if required in a separate packet, and

(b) put the ballot paper aside for counting after the close of the poll.

(3) Where the returning officer is not satisfied that paragraph (1) has been fulfilled, he or she is to

(a) mark the ballot paper “disqualified”,

(b) if there is a declaration of identity accompanying the ballot paper, mark it as “disqualified” and attach it the ballot paper,

(c) record the unique identifier on the ballot paper in a list (the “list of disqualified documents”); and

(d) place the document or documents in a separate packet.

34. Declaration of identity but no ballot paper (Public and Service Users and Carers' constituencies)

Where the returning officer receives a declaration of identity if required but no ballot paper, the returning officer is to —

(a) mark the declaration of identity “disqualified”,

(b) record the name of the voter in the list of disqualified documents, indicating that a declaration of identity was received from the voter without a ballot paper; and

(c) place the declaration of identity in a separate packet.

35. Sealing of packets

As soon as is possible after the close of the poll and after the completion of the procedure under rules 33 and 34, the returning officer is to seal the packets containing—

(a) the disqualified documents, together with the list of disqualified documents inside it,

(b) the declarations of identity if required,

(c) the list of spoilt ballot papers,

(d) the list of lost ballot papers,

(e) the list of eligible voters, and

(f) the list of tendered ballot papers.

Part 6 - Counting the votes

36. [Not Used]

37. Arrangements for counting of the votes

The returning officer is to make arrangements for counting the votes as soon as is practicable after the close of the poll.

38. **The count** — (1) The returning officer is to —

(a) count and record the number of ballot papers that have been returned, and

(b) count the votes according to the provisions in this Part of the rules.

(2) The returning officer, while counting and recording the number of ballot papers and counting the votes, must make arrangements to ensure that no person obtains or communicates information as to the unique identifier on a ballot paper.

(3) The returning officer is to proceed continuously with counting the votes as far as is practicable.

39. Rejected ballot papers —

(1) Any ballot paper —

(a) which does not bear the features that have been incorporated into the other ballot papers to prevent them from being reproduced,

(b) on which votes are given for more candidates than the voter is entitled to vote,

(c) on which anything is written or marked by which the voter can be identified except the unique identifier, or

(d) which is unmarked or rejected because of uncertainty,

shall, subject to paragraphs (2) and (3) below, be rejected and not counted.

(2) Where the voter is entitled to vote for more than one candidate, a ballot paper is not to be rejected because of uncertainty in respect of any vote where no uncertainty arises, and that vote is to be counted.

(3) A ballot paper on which a vote is marked —

(a) elsewhere than in the proper place,

(b) otherwise than by means of a clear mark,

(c) by more than one mark,

is not to be rejected for such reason (either wholly or in respect of that vote) if an intention that the vote shall be for one or other of the candidates clearly appears, and the way the paper is marked does not itself identify the voter and it is not shown that he or she can be identified by it.

(4) The returning officer is to —

(a) endorse the word “rejected” on any ballot paper which under this rule is not to be counted, and

(b) in the case of a ballot paper on which any vote is counted under paragraph (2) or (3) above, endorse the words “rejected in part” on the ballot paper and indicate which vote or votes have been counted.

(5) The returning officer is to draw up a statement showing the number of rejected ballot papers under the following headings —

(a) does not bear proper features that have been incorporated into the ballot paper,

(b) voting for more candidates than the voter is entitled to,

(c) writing or mark by which voter could be identified, and

(d) unmarked or rejected because of uncertainty,

and, where applicable, each heading must record the number of ballot papers rejected in part.

40. [Not used]

41. [Not used]

42. [Not used]

43. [Not used]

44. [Not used]

45. [Not used]

46. Equality of votes — Where, after the counting of votes is completed, an equality of votes is found to exist between any candidates and the addition of a vote would entitle any of those candidates to be declared elected, the returning officer is to decide between those candidates by a lot, and proceed as if the candidate on whom the lot falls had received an additional vote.

Part 7— Final proceedings in contested and uncontested elections

47. Declaration of result for contested elections — (1) In a contested election, when the result of the poll has been ascertained, the returning officer is to —

(a) declare the candidate or candidates whom more votes have been given than for the other candidates, up to the number of vacancies to be filled on the Membership Council from the Constituency for which the election is being held to be elected,

(b) give notice of the name of each candidate who he or she has declared elected—

(i) where the election is held under a proposed constitution pursuant to powers conferred on the Applicant Trust by section 33(4) Part 2, Chapter 5 of the 2006 Act, to the chairman of the NHS Trust, or

(ii) in any other case, to the chairman of the corporation; and

(c) give public notice of the name of each candidate whom he or she has declared elected.

(2) The returning officer is to make:-

(a) the total number of votes given for each candidate (whether elected or not), and

(b) the number of rejected ballot papers under each of the headings in rule fpp39(5),

available on request.

48. Declaration of result for uncontested elections — In an uncontested election, the returning officer is to as soon as is practicable after final day for the delivery of notices of withdrawals by candidates from the election —

(a) declare the candidate or candidates remaining validly nominated to be elected,

(b) give notice of the name of each candidate who he or she has declared elected to the chairman of the corporation, and

(c) give public notice of the name of each candidate who he or she has declared elected.

Part 8— Disposal of documents

49. Sealing up of documents relating to the poll — (1) On completion of the counting at a contested election, the returning officer is to seal up the following documents in separate packets —

(a) the counted ballot papers,

(b) the ballot papers endorsed with “rejected in part”,

(c) the rejected ballot papers, and

(d) the statement of rejected ballot papers.

(2) The returning officer must not open the sealed packets of —

(a) the disqualified documents, with the list of disqualified documents inside it,

(b) the declarations of identity,

(c) the list of spoilt ballot papers,

(d) the list of lost ballot papers,

(e) the list of eligible voters, and

(f) the list of tendered ballot papers.

(3) The returning officer must endorse on each packet a description

(a) its contents,

(b) the date of the publication of notice of the election,

(c) the name of the corporation to which the election relates, and

(d) the Constituency to which the election relates.

50. Delivery of documents — Once the documents relating to the poll have been sealed up and endorsed pursuant to rule 49, the returning officer is to forward them to the chair of the corporation.

51. Forwarding of documents received after close of the poll — Where —

(a) any voting documents are received by the returning officer after the close of the poll, or

(b) any envelopes addressed to eligible voters are returned as undelivered too late to be resent, or

(c) any applications for replacement ballot papers are made too late to enable new ballot papers to be issued,

the returning officer is to put them in a separate packet, seal it up, and endorse and forward it to the chairman of the corporation.

52. Retention and public inspection of documents — (1) The corporation is to retain the documents relating to an election that are forwarded to the chair by the returning officer under these rules for one year, and then, unless otherwise directed by the Regulator, cause them to be destroyed.

(2) With the exception of the documents listed in rule 53(1), the documents relating to an election that are held by the corporation shall be available for inspection by members of the public at all reasonable times.

(3) A person may request a copy or extract from the documents relating to an election that are held by the corporation, and the corporation is to provide it, and may impose a reasonable charge for doing so.

53. Application for inspection of certain documents relating to an election —
(1) The corporation may not allow the inspection of, or the opening of any sealed packet containing —

(a) any rejected ballot papers, including ballot papers rejected in part,

(b) any disqualified documents, or the list of disqualified documents,

(c) any counted ballot papers,

(d) any declarations of identity, or

(e) the list of eligible voters,

by any person without the consent of the Regulator.

(2) A person may apply to the Regulator to inspect any of the documents listed in (1), and the Regulator may only consent to such inspection if it is satisfied that it is necessary for the purpose of questioning an election pursuant to Part II.

(3) The Regulator's consent may be on any terms or conditions that it thinks necessary, including conditions as to —

(a) persons,

(b) time,

(c) place and mode of inspection,

(d) production or opening,

and the corporation must only make the documents available for inspection in accordance with those terms and conditions.

(4) On an application to inspect any of the documents listed in paragraph (1), —

(a) in giving its consent, the regulator, and

(b) and making the documents available for inspection, the corporation,

must ensure that the way in which the vote of any particular member has been given shall not be disclosed, until it has been established —

(i) that his or her vote was given, and

(ii) that the regulator has declared that the vote was invalid.

Part 9— Death of a candidate during a contested election

54. Countermand or abandonment of poll on death of candidate — (1) If, at a contested election, proof is given to the returning officer's satisfaction before the result of the election is declared that one of the persons named or to be named as a candidate has died, then the returning officer is to

(a) countermand notice of the poll, or, if ballot papers have been issued, direct that the poll be abandoned within that Constituency and

(b) order a new election, on a date to be appointed by him or her in consultation with the corporation, within the period of 40 days, computed in accordance with rule 3 of these rules, beginning with the day that the poll was countermanded or abandoned.

(2) Where a new election is ordered under paragraph (1), no fresh nomination is necessary for any candidate who was validly nominated for the election where the poll was countermanded or abandoned but further candidates shall be invited for that Constituency.

(3) Where a poll is abandoned under paragraph (1)(a), paragraphs (4) to (7) are to apply.

(4) The returning officer shall not take any step or further step to open envelopes or deal with their contents in accordance with rules 33 and 34, and is to make up separate sealed packets in accordance with rule 35.

(5) The returning officer is to —

(a) count and record the number of ballot papers that have been received, and

(b) seal up the ballot papers into packets, along with the records of the number of ballot papers.

(6) The returning officer is to endorse on each packet a description of —

(a) its contents,

(b) the date of the publication of notice of the election,

(c) the name of the corporation to which the election relates, and

(d) the Constituency to which the election relates.

(7) Once the documents relating to the poll have been sealed up and endorsed pursuant to paragraphs (4) to (6), the returning officer is to deliver them to the chairman of the corporation, and rules 52 and 53 are to apply.

Part 10— Election expenses and publicity

Election expenses

55. Election expenses — Any expenses incurred, or payments made, for the purposes of an election which contravene this Part are an electoral irregularity, which may only be questioned in an application to the regulator under Part II of these rules.

56 Expenses and payments by candidates - A candidate may not incur any expenses or make a payment (of whatever nature) for the purposes of an election, other than expenses or payments that relate to —

(a) personal expenses,

(b) travelling expenses, and expenses incurred while living away from home, and

(c) expenses for stationery, postage, telephone, internet (or any similar means of communication) and other petty expenses, to a limit of £100.

57. Election expenses incurred by other persons — (1) No person may -

(a) incur any expenses or make a payment (of whatever nature) for the purposes of a candidate's election, whether on that candidate's behalf or otherwise, or

(b) give a candidate or his or her family any money or property (whether as a gift, donation, loan, or otherwise) to meet or contribute to expenses incurred by or on behalf of the candidate for the purposes of an election.

(2) Nothing in this rule is to prevent the corporation from incurring such expenses, and making such payments, as it considers necessary pursuant to rules 58 and 59.

Publicity

58. Publicity about election by the corporation — (1) The corporation may —

(a) compile and distribute such information about the candidates, and

(b) organise and hold such meetings to enable the candidates to speak and respond to questions,

as it considers necessary.

(2) Any information provided by the corporation about the candidates, including information compiled by the corporation under rule 59, must be —

(a) objective, balanced and fair,

(b) equivalent in size and content for all candidates,

(c) compiled and distributed in consultation with all of the candidates standing for election, and

(d) must not seek to promote or procure the election of a specific candidate or candidates, at the expense of the electoral prospects of one or more other candidates.

(3) Where the corporation proposes to hold a meeting to enable the candidates to speak, the corporation must ensure that all of the candidates are invited to attend, and in organising and holding such a meeting, the corporation must not seek to promote or procure the election of a specific candidate or candidates at the expense of the electoral prospects of one or more other candidates.

59. **Information about candidates for inclusion with voting documents** - (1) The corporation must compile information about the candidates standing for election, to be distributed by the returning officer pursuant to rule 24 of these rules.

(2) The information must consist of—
- (a) a statement submitted by the candidate of no more than 250 words, and
- (b) a photograph of the candidate.

60. Meaning of "for the purposes of an election" - (I) In this Part, the phrase "for the purposes of an election" means with a view to, or otherwise in connection with, promoting or procuring a candidate's election, including the prejudicing of another candidate's electoral prospects; and the phrase "for the purposes of a candidate's election" is to be construed accordingly.

(2) The provision by any individual of his or her own services voluntarily, on his or her own time, and free of charge is not to be considered an expense for the purposes of this Part.

Part II — Questioning elections and the consequence of irregularities

61. Application to question an election — (1) An application alleging a breach of these rules, including an electoral irregularity under Part 10, may be made to the regulator.

(2) An application may only be made once the outcome of the election has been declared by the returning officer.

(3) An application may only be made to the Regulator by -

(a) a person who voted at the election or who claimed to have had the right to vote, or

(b) a candidate, or a person claiming to have had a right to be elected at the election.

(4) The application must —

(a) describe the alleged breach of the rules or electoral irregularity, and

(b) be in such a form as the Regulator may require.

(5) The application must be presented in writing within 21 days of the declaration of the result of the election.

(6) If the Regulator requests further information from the applicant, then that person must provide it as soon as is reasonably practicable.

a. The Regulator shall delegate the determination of an application to a person or persons to be nominated for the purpose of the Regulator.

b. The determination by the person or persons nominated in accordance with Rule 61(6)(a) shall be binding on and shall be given effect by the corporation, the applicant and the members of the Constituency including all the candidates for the election to which the application relates.

c. The Regulator may prescribe rules of procedure for the determination of an application including costs.

Part 12— Miscellaneous

62. Secrecy — (I) The following persons —

(a) the returning officer,

(b) the returning officer's staff,

must maintain and aid in maintaining the secrecy of the voting and the counting of the votes, and must not, except for some purpose authorised by law, communicate to any person any information as to —

(i) the name of any member of the corporation who has or has not been given a ballot paper or who has or has not voted,

(ii) the unique identifier on any ballot paper,

(iii) the candidate(s) for whom any member has voted.

(2) No person may obtain or attempt to obtain information as to the candidate(s) for whom a voter is about to vote or has voted, or communicate such information to any person at any time, including the unique identifier on a ballot paper given to a voter.

(3) The returning officer is to make such arrangements as he or she thinks fit to ensure that the individuals who are affected by this provision are aware of the duties it imposes.

63. Prohibition of disclosure of vote — No person who has voted at an election shall, in any legal or other proceedings to question the election, be required to state for whom he or she has voted.

64. Disqualification — A person may not be appointed as a returning officer, or as staff of the returning officer pursuant to these rules, if that person is —

(a) a member of the corporation,
(b) an employee of the corporation,
(c) a director of the corporation, or
(d) employed by or on behalf of a person who has been nominated for election.

65. Delay in postal service through industrial action or unforeseen event — If industrial action, or some other unforeseen event, results in a delay in —

(a) the delivery of the documents in rule 24, or
(b) the return of the ballot papers and declarations of identity,

the returning officer may extend the time between the publication of the notice of the poll and the close of the poll, with the agreement of the Regulator.

ANNEX 6

Additional Provisions – Membership Council

1. Membership Council: Terms of Office

Subject to those transitional provisions contained in paragraph 2 below in relation to the Initial Elected Governors, a Governor shall be:

1.1 elected or appointed for a term of three years;

1.2 shall be eligible for re-election or re-appointment at the end of that term but may not serve as a Governor for more than a total of six years;

1.3 shall cease to hold office if:

1.3.1 he ceases to be a Member of a Trust constituency or, in the case of an Appointed Governor, if the body which appointed him withdraws its appointment at any time;

1.3.2 his term of office is terminated in accordance with paragraph 3 below and/or he is disqualified from or is otherwise ineligible to hold office as a Governor; or

1.3.3 he resigns by notice in writing to the Trust.

1.4 Notwithstanding the provisions of paragraph 1.3.1 above, a Public Governor elected by a Public Constituency who ceases to be eligible to be a Member of that Public Constituency but who is eligible to be and forthwith becomes a Member of another Public Constituency shall not by virtue of paragraph 1.3.1 above cease to hold office but shall continue in office as Public Governor for the Constituency which elected him for the remainder of the term for which he was elected.

2. Membership Council: Transitional Provisions

2.1 Notwithstanding the provisions of paragraph 1 above and of paragraph 14.1 of the Constitution, the Initial Elected Governors shall hold office for those terms set out in Table 1 below.

2.2 Where a constituency or class of a constituency is entitled to elect more than one Governor at the Initial Elections, the candidate(s) who secures the highest number of votes shall serve for the longest period and the candidate(s) who secures the lowest number of votes shall serve for the shortest period.

Table 1

	Constituency	**Number of Governors who shall serve for 24 Months**	**Number of Governors who shall serve for 36 Months**
	Public Constituency		
1	Bristol	2	3
2	South Gloucestershire	2	0
3	North Somerset	0	2

	Staff Constituency		
4	Medical and Dental Staff Class	0	1
5	Nursing and Midwifery Staff Class	2	0
6	Other Clinical Healthcare Staff Class	1	0
7	Non-Clinical Healthcare Staff Class	0	2
	Patients and Carers Constituency		
8	Carers of Adult Patients	2	0
9	Carers of Child Patients	0	2
10	Local Patients Class	3	3
11	Non-Local Patients Class	2	0

3. **Membership Council: Removal and Disqualification**

3.1 A Governor shall not be eligible to become or continue in office as a Governor if:

3.1.1 he ceases to be eligible to be a Member, save in the case of Appointed Governors;

3.1.2 in the case of an Appointed Governor, the appointing organisation withdraws its appointment of him;

3.1.3 any of the grounds contained in paragraph 15 of the Constitution apply to him;

3.1.4 he has within the preceding two years been lawfully dismissed otherwise than by reason of redundancy from any paid employment with a health service body;

3.1.5 he is a person whose term of office as the chair or as a member or director of a health service body has been terminated on the grounds that his continuance in office is no longer in the best interests of the health service, for non-attendance at meetings or for non-disclosure of a pecuniary interest;

3.1.6 he has had his name removed by a direction under Section 154 of the 2006 Act from any list prepared under Part 4 of that Act and has not subsequently had his name included in such a list;

3.1.7 he has failed to make, or has falsely made, any declaration as required to be made under Section 60 of the 2006 Act or has spoken or voted in a meeting on a matter in which they have direct or indirect pecuniary or non-pecuniary interest and he is judged to have acted so by a majority of not less than 75% of the Membership Council.

3.1.8 Monitor has exercised its powers to remove him as a Governor of the Trust or has suspended him from office or has disqualified him from holding office as a Governor of the Trust for a specified period or Monitor has exercised any of those powers in relation to him on any other occasion whether in relation to the Trust or some other NHS Foundation Trust;

3.1.9 he has received a written warning from the Trust for verbal and/or physical abuse towards Trust staff;

3.1.10 he has been placed on the registers of Schedule 1 Offenders pursuant to the Sexual Offences Act 2003 (as amended) and/or the Children and Young Person's Act 1933 to 1969 (as amended) and his conviction is not spent under the Rehabilitation of Offenders Act 1974;

3.1.11 his term of office is terminated pursuant to paragraph 4 below;

3.1.12 he is a member of a Staff Class and any professional registration relevant to his eligibility to be a member of that Staff Class has been suspended for a continuous period of more than six months;

3.1.13 he is incapable by reason of mental disorder, illness or injury in managing and administering his property and/or affairs;

3.1.14 the relevant organisation which he represents ceases to exist;

3.1.15 he is a Member of the UK Parliament;

3.1.16 he is a Director of the Trust or a governor of another NHS Foundation Trust;

3.1.17 he is a Member of a local authority overview and scrutiny committee; or

3.1.18 he is not 16 years of age at the closing date for nominations for election or appointment.

3.2 Where a person has been elected or appointed to be a Governor and he becomes disqualified from that appointment he shall notify the Trust in writing of such disqualification as soon as practicable and in any event within 14 days of first becoming aware of those matters which rendered him disqualified.

3.3 If it comes to the notice of the Trust that a Governor is disqualified, the Trust shall immediately declare him disqualified and shall give him notice in writing to that effect as soon as practicable.

3.4 Upon the giving of notice under paragraphs 3.2 and 3.3 above, that person's tenure of office as a Governor shall thereupon be terminated and he shall cease to be a Governor and his name shall be removed from the Register of Governors.

4. **Membership Council: Termination of Tenure**

4.1 A Governor's term of office shall be terminated:

4.1.1 by the Governor giving notice in writing to the Trust of his resignation from office at any time during that term of office;

4.1.2 by the Trust if any grounds exist under paragraph 3 above;

4.1.3 by the Membership Council if he has failed to attend two successive meetings of the Membership Council unless the Membership Council is satisfied:

(a) the absence was due to reasonable cause; and

(b) that the Governor will resume attendance at meetings of the Membership Council within such period as it considers reasonable.

4.1.4 If the Membership Council resolves to terminate his term of office for reasonable cause on the grounds that in the reasonable opinion of three

quarters of the Governors present and voting at a meeting of the Membership Council convened for that purpose that his continuing as a Governor would or would be likely to:

(a) prejudice the ability of the Trust to fulfil its principal purpose or of its purposes under this Constitution or otherwise to discharge its duties and functions; or

(b) prejudice the Trust's work with other persons or body with whom it is engaged or may be engaged in the provision of goods and services; or

(c) adversely affect public confidence in the goods and services provided by the Trust; or

(d) otherwise brings the Trust into disrepute or is detrimental to the interest of the Trust; or

(e) it would not be in the best interests of the Trust for that person to continue in office as a Governor; or

(f) the Governor is a vexatious or persistent litigant or complainant with regard to the Trust's affairs and his continuance in office would not be in the best interests of the Trust; or

(g) he has failed or refused to undertake and/or satisfactorily complete any training which the Membership Council has required him to undertake in his capacity as a Governor by a date six months from the date of his election or appointment; or

(h) he has in his conduct as a Governor failed to comply in a material way with the values and principles of the National Health Service or the Trust, the Constitution and/or the Terms of Authorisation; or

(i) he has committed a material breach of any code of conduct applicable to Governors of the Trust and/or the Governors standing orders.

4.2 Upon a Governor resigning under paragraph 4.1.1 above or upon the Membership Council resolving to terminate a Governor's tenure of office in accordance with the above provisions, that Governor shall cease to be a Governor and his name shall be forthwith removed from the Register of Governors.

4.3 The Standing Orders adopted by the Membership Council may contain provisions governing its procedure for termination under these provisions and for a Governor to appeal against the decision terminating his tenure of office.

4.4 A Governor who resigns or whose tenure of office is terminated under this paragraph 4 shall not be eligible to stand for re-election for a period of 3 years from the date of his resignation or removal from office or the date upon which any appeal against his removal from office is disposed of whichever is the later except by resolution carried by a majority of the Membership Council present and voting at a general meeting.

5. **Membership Council:**

5.1 Where a Governor's membership of the Membership Council' ceases for one of the reasons set out in paragraph 3 or paragraph 4, Elected Governors shall be replaced in accordance with paragraphs 5.2 and 5.4 below and, in the case of Appointed Governors, the Trust shall invite the relevant appointing body to appoint a new

Governor to hold office for the remainder of the term of office within 30 days of the vacancy having arisen.

5.2 Where an Elected Governor ceases to hold office during his term of office the Trust shall offer the candidate who secured the second highest number of votes in the last election for the Constituency (or Class of Constituency, as the case may be) in which the vacancy has arisen the opportunity to assume the vacant office for the unexpired balance of the retiring Governor's term of office provided that he achieved at least five percent (5%) of the number of votes for that Constituency (or Class of Constituency, as the case may be). If that candidate does not accept to fill the vacancy it will then be offered to that candidate who secured the next highest number of votes provided that he achieved at least five percent (5%) of the number of votes.

5.3 If no reserve candidate is available or willing to fill the vacancy, an election will then be held in accordance with the Election Scheme save that if an election is due to be held within 6 months of the vacancy having arisen the office will stand vacant until the next scheduled election unless by so doing this causes the aggregate number of Governors who are Public Governors and Patient and Carer Governors to be less than half the total membership of the Membership Council. In that event an election will be held in accordance with the Election Scheme as soon as reasonably practicable.

5.4 The Returning Officer under the Election Scheme shall maintain a record of votes cast at each election under the Election Scheme for the above purposes and the Returning Officer shall conduct or shall oversee the conducting of the process set out in paragraphs 5.2 and 5.3 above.

5.5 No defect in the election or appointment of a Governor nor any deficiency in the composition of the Membership Council shall affect the validity of any act or decision of the Membership Council.

6. Membership Council: Role

6.1 The Membership Council and each Governor shall act in the best interests of the Trust at all times and with proper regard to the provisions of the NHS Foundation Trust Code of Governance and the Trust's Code of Conduct for the Membership Council.

6.2 Subject to the requirement specified in paragraph 6.1 above, each Governor shall exercise his own skill and judgement in his conduct of the Trust's affairs and shall in his stewardship of the Trust's affairs bring as appropriate the perspective of the constituency or organisation by which he was elected or appointed, as the case may be.

6.3 Subject to the further provisions of this Constitution and without in any way derogating from them, the Membership Council shall;

6.3.1 assist the Board of Directors in setting the strategic direction of the Trust and targets for the Trust's performance and in monitoring the Trust's performance in terms of achieving those strategic aims and targets which have been set; and

6.3.2 monitor the activities of the Trust with the view to ensuring that they are being conducted in a manner consistent with its Terms of Authorisation and the terms of this Constitution.

7. Membership Council: Meetings

7.1 The Membership Council shall hold not less than three general meetings each Financial Year.

7.2 All such meetings shall be open to the public unless the Membership Council resolves that the public be excluded from the meeting, whether for the whole or part of the proceedings on the grounds that publicity would be prejudicial to the public interest or the interests of the Trust by reason of the confidential nature of the business to be transacted or for other special reasons stated in the resolution and arising from the nature of the business to be transacted or the proceedings.

7.3 The Membership Council may appoint committees or sub-committees consisting of its members to advise and assist it in the discharge of its functions.

7.4 The Membership Council may request the attendance of some or all of the members of the Board of Directors at its meetings and the Board of Directors may attend and may give such reports and information to the Membership Council as the Board of Directors considers appropriate and subject always to the other provisions of this Constitution.

7.5 A meeting of the Membership Council shall be quorate and quoracy shall require that there shall be present at the meeting not less than 50% of all Governors and of those not less than 51% shall be Elected Governors.

7.6 No business shall be conducted at a meeting which is not quorate.

7.7 If a meeting is not quorate within 15 minutes of the time scheduled for its commencement it shall automatically stand adjourned for a period of 7 days and the Chair shall give or shall procure the giving of notice to all Governors of the date, time and place of that adjourned meeting.

7.8 The Membership Council's Standing Orders as set out in Annex 7 of the Constitution provides for further details of the practice and procedure at Membership Council meetings (including general meetings).

8. Membership Council: Declarations

8.1 A Member of a Public Constituency or of the Patients and Carers Constituency standing for election as Governor must make a declaration for the purposes of Section 60 of the 2006 Act in the form specified below stating the particulars of his qualification to vote as a Member and that he is not prevented from being a member of the Membership Council by virtue of any provisions of this Constitution.

8.2 The specified form of declaration shall be set out on the Nomination Form referred to in the Model Rules for Elections at Annex 5 and shall state as follows:

"*I declare that I am resident at the address detailed in Section 1 of this form. I declare that to the best of my knowledge I am eligible to stand for election to the Membership Council for the seat named in Section 2 of this form. I declare that to the best of my knowledge I am not de-barred from standing for election by any of the provisions detailed at Section 3 of this form. I declare that I have stated details of any of my political Membership and any financials I have in the Trust at Section 4 of this form. I understand that if any of these declarations are later found to be false I will if elected lose my seat on the Membership Council and may also have my Membership withdrawn. I endorse the principles of the National Health Service and in particular that healthcare should be available to everyone regardless of age, income or ethnicity and is based on need, not the ability to pay, as well as being free at the point of delivery*".

ANNEX 7

Standing Orders for the Practice and Procedure of The Membership Council

THE UNIVERSITY HOSPITALS OF BRISTOL NHS FOUNDATION TRUST

Standing Orders

MEMBERSHIP COUNCIL

FOREWORD

This document provides a regulatory and business framework for the conduct of the Membership Council.

INTRODUCTION

Statutory Framework

The University Hospitals of Bristol NHS Foundation Trust ("the Trust") is a Public Benefit Corporation that was established by the granting of Terms of Authorisation by the Independent Regulator of NHS Foundation Trusts (Monitor).

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 Monitor.

As a Public Benefit Corporation the Trust has specific powers to contract in its own name and to act as a corporate trustee. In the latter role it is accountable to the Charity Commission for those funds deemed to be charitable.

NHS Framework

Paragraph 17 of the Constitution, requires the Membership Council to adopt its own Standing Orders for its practice and procedure.

1. INTERPRETATION

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

2. **THE MEMBERSHIP COUNCIL**

2.1 Roles and Responsibilities of Governors:

2.1.1 Appointment and removal of the Chair and Non-Executive Directors (Constitution paragraph 23)

2.1.2 Approve the appointment of the Chief Executive (Constitution paragraphs 26 and 27)

2.1.3 To decide the remuneration and allowances and other terms of offices of the Non-Executive Directors (Constitution paragraph 31.1)

2.1.4 Appoint and remove the Auditor (Constitution paragraph 35)

2.1.5 Receive the Annual Report & Accounts (Constitution paragraph 39)

2.1.6 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

2.1.7 Oversee and advise the Board of Directors regarding future Trust plans and priorities

2.1.8 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 Membership Council reflects all the interests of the membership community

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

2.1.10 To consider and determine Membership disputes in accordance with Annex 9, Paragraph 8.1.2;

2.1.11 To consider resolution to remove a Governor from the Membership Council in accordance with Annex 6, paragraph 4

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

2.2 **Composition of the Membership Council** – The composition of the Membership Council shall be as set out in Annex 4 of the Constitution.

2.3 **Appointment of the Chair and Non-Executive Directors** – The Chair and Non-Executive Directors are appointed by the Membership Council in accordance with paragraph 24 of the Constitution.

2.4 **Terms of Office of the Chair 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 31 of the Constitution.

2.5 **Appointment of Deputy-Chair of the Membership Council** – The Membership Council shall appoint a Deputy-Chair in accordance with paragraph 25 of the Constitution.

2.6 Any Director so appointed may at any time resign from the office of Deputy-Chair by giving notice in writing to the Secretary to the Trust and the Governors of the Trust may thereupon appoint another Deputy-Chair in accordance with paragraph 25 of the Constitution.

2.7 The Deputy-Chair may preside at meetings of the Membership Council in the following circumstances:

2.7.1 When there is a need for someone to have the authority to chair any meeting of the Membership Council when the Chair is not present.

2.7.2 On those occasions when the Membership Council is considering matters relating to Non-Executive Directors, and it would be inappropriate for the Chair to preside.

2.7.3 When the remuneration, allowance and other terms and conditions of the Chair are being considered.

2.7.4 When the appointment of the Chair is being considered, should the current Chair be a candidate for re-appointment.

2.7.5 On occasions when the Chair declares a pecuniary interest that prevents him from taking part in the consideration or discussion of a matter before the Membership Council.

3. MEETINGS OF THE MEMBERSHIP COUNCIL

3.1 Calling Meetings

3.1.1 Save in the case of emergencies or the need to conduct urgent business, the Secretary shall give at least fourteen days written notice of the date and place of every meeting of the Membership Council to all Governors. Notice will also be published on the Trust's website.

3.1.2 The Secretary shall ensure that within the meeting cycle of the Membership Council, general meetings are called at appropriate times to consider matters as required by the 2006 Act and the Constitution.

3.2 **Admission of the Public** – The provisions for the admission of the public to meetings of the Membership Council are detailed at paragraph 16 and Annex 6 of the Constitution.

3.3 **Chair of Meetings** – The Chair of the Trust, or in his absence, the Deputy Chair, is to preside at meetings of the Membership Council. If the Chair is absent from a meeting temporarily on the grounds of a declared conflict of interest the Deputy Chair shall preside.

3.4 **Setting the Agenda –** The Membership Council may determine that certain matters shall appear on every agenda for a meeting of the Membership Council and shall be addressed prior to any other business being conducted.

3.5 **Agenda** – A Governor desiring a matter to be included on an agenda shall specify the question or issue to be included by request in writing to the Chair or Secretary at least three clear business days before Notice of the meeting is given. Requests made less than three days before the Notice is given may be included on the agenda at the discretion of the Chair.

3.6 **Notices of Motion** – A Governor desiring to move or amend a motion shall send a written notice thereof at least ten clear days before the meeting to the Chair or Secretary, who shall insert in the agenda for the meeting all notices so received subject to the Notice being permissible under the appropriate regulations. This paragraph shall not prevent any motion being moved during the meeting, without

Notice on any business mentioned on the agenda in accordance with Standing Order 3.5, subject to the Chair's discretion.

3.7 **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 Chair.

3.8 **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 six calendar months shall be in writing, be in accordance of Standing Order 3.6 and shall bear the signature of the Governor who gives it and also the signature of four other Governors. When any such motion has been disposed of by the Membership Council, it shall not be competent for any Governor other than the Chair to propose a motion to the same effect within six months, however the Chair may do so if he considers it appropriate.

3.9 **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.

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

3.10.1 An amendment to the motion.

3.10.2 The adjournment of the discussion or the meeting.

3.10.3 That the meeting proceed to the next business.

3.10.4 That the motion be now put.

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

3.11 **Chair's Ruling** – Statements of Governors made at meetings of the Membership Council shall be relevant to the matter under discussion at the material time and the decision of the Chair of the meeting on questions of order, relevancy, regularity and any other matters shall be observed at the meeting.

Save as permitted by law, at any meeting the person presiding shall be the final authority on the interpretation of Standing Orders (on which he should be advised by the Chief Executive).

3.12 **Voting** – Save as otherwise provided in the Constitution and/or the 2006 Act, if the Chair so determines or if a Governor requests, a question at a meeting shall be determined by a majority of the votes of the Governors present and voting on the question and, in the case of any equality of votes, the person presiding shall have a casting vote.

3.13 All questions put to the vote shall, at the discretion of the person presiding, 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.

3.14 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.

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

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

3.17 **Minutes** – The Minutes of the proceedings of a matter shall be drawn up and submitted for agreement at the next ensuing meeting where they will be signed by the person presiding at it.

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

3.19 Minutes of meetings will be taken and circulated in accordance with Governors' wishes.

3.20 **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 the Standing Orders may be suspended at any meeting provided that at least two thirds of the Membership Council are present, including one Public Governor, one Staff Governor and one Patients and Carers Governor, and that a majority of those present vote in favour of suspension.

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

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

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

3.24 **Variation and Amendment of Standing Orders** – these Standing Orders shall be amended only if:

3.24.1 the variation proposed does not contravene a statutory provision, the Terms of Authorisation or the Constitution; and

3.24.2 unless presented by the Chair or the Chief Executive, a notice of motion under Standing Order 3.6 has been given;

3.24.3 at least two thirds of the Governors are present, including one Staff Governor, one Public Governor and one Patient and Carer Governor; and

3.24.4 no fewer than half the Governors vote in favour of amendment.

3.25 **Record of Attendance** – the names of the Governors present at the meeting shall be recorded in the minutes.

3.26 **Quorum** – A meeting of the Membership Council shall be quorate and quoracy shall require that there shall be present at the meeting not less than 50% of all Governors and of those not less than 51% shall be Elected Governors.

3.27 A Governor who has declared a non-pecuniary interest in any matter may participate in the discussion and consideration of the matter but may not vote in respect of it: in these circumstances the Governor will count towards the quorum of the meeting. If a Governor has declared a pecuniary interest in any matter, the Governor must leave the meeting room, and will not count towards the quorum of the meeting, during the consideration, discussion and voting on the matter. If a quorum is then not available for the discussion and/or the passing or 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.

3.28 Subject to Standing Orders in relation to interests, any Director or their nominated representatives shall have the right to attend meetings of the Membership Council

and, subject to the overall control of the Chair, to speak to any item under consideration.

4. **COMMITTEES**

4.1 Except as required by paragraph 10.2 of this Annex 7, the Membership Council shall exercise its functions in general meeting and shall not delegate the exercise of any function or any power in relation to any function to a committee.

5. **DECLARATIONS OF INTERESTS AND REGISTER OF INTERESTS**

5.1 **Declaration of Interests** – in accordance with paragraph 18 of the Constitution, Governors are required to declare formally any direct or indirect pecuniary interest and any other interest which is relevant and material to the business of the Trust. The responsibility for declaring an interest is solely that of the Governor concerned.

5.2 A Governor must declare to the Secretary:

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

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

5.3 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.

5.4 If a Governor is present at a meeting of the Membership Council 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 paragraph are subject to paragraph 5.9.

5.5 "relevant and material" interests may include but may not be limited to the following:

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

5.5.2 ownership or part-ownership or directorships of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS;

5.5.3 majority or controlling share holdings in organisations likely or possibly seeking to do business with the NHS;

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

5.5.5 any connection with a voluntary or other organisation contracting for or commissioning NHS services;

5.5.6 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;

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

5.5.8 interests in pooled funds that are under separate management.

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

5.7 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:

5.7.1 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

5.7.2 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.

5.8 A Governor shall not be treated as having a pecuniary interest in any contract, proposed contract or other matter by reason only:

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

5.8.2 of an interest in any company, body, or person with which he is connected as mentioned in paragraphs 5.2, 5.5 and 5.7, which is so remote or insignificant that it cannot reasonably be regarded as likely to influence a Governor in the consideration or discussion of or in voting on, any question with respect to that contract or matter.

5.9 Where a Governor:

5.9.1 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

5.9.2 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

5.9.3 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.

5.10 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.

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

5.12 **Register of Interests** - the Secretary shall record any declarations of interest made in a Register of Interests kept by him in accordance with paragraph 32 of the Constitution. Any interest declared at a meeting shall also be recorded in the minutes of the meeting.

5.13 The Register will be available for inspection by members of the public free of charge at all reasonable times. A person who requests it is to be provided with a copy or extract from the register. If the person requesting a copy or extract is not a member of the Trust then a reasonable charge may be made for doing so.

6. STANDARDS OF BUSINESS CONDUCT

6.1 **Policy –** in relation to their conduct as a Governor of the Trust, each Governor must comply with the principles outlined in HSG(93)5, "Standards of Business Conduct for NHS staff". 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.

6.2 **Interest of Governors in Contracts** – if it comes to the knowledge of a Governor that a contract in which he/she has any pecuniary interest not being a contract to which he is himself a party, has been, or is proposed to be, entered into by the Trust he/she shall, at once, give notice in writing to the Secretary of the fact that he/she is interested therein. In the case of married persons or persons living together as partners, the interest of one partner shall, if known to the other, be deemed to be also the interest of that partner.

6.3 A Governor shall not solicit for any person any appointment in the Trust.

7. REMUNERATION

7.1 Governors are not to receive remuneration.

8. PAYMENT OF EXPENSES TO GOVERNORS

8.1 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 Membership Council.

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

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

9. MISCELLANEOUS

9.1 **Review of Standing Orders** – These Standing Orders shall be reviewed annually by the Membership Council.

9.2 **Deputy-Chair** – In relation to any matter touching or concerning the Membership Council or a Governor outside a meeting of the Membership Council, which arises the Deputy-Chair may exercise such power as the Chair would have in those circumstances.

9.3 **Notice** – Any written notice required by these Standing Orders shall be deemed to have been given on the day the notice was sent to the recipient.

9.4 **Confidentiality** – A Governor shall not disclose any matter reported to the Membership Council notwithstanding that the matter has been reported or action has been concluded, if the Membership Council shall resolve that it is confidential.

10. MEMBERSHIP COUNCIL : NOMINATIONS AND APPOINTMENTS COMMITTEE

10.1 Subject to the provisions of paragraph 24 of the Constitution in relation to the appointment of the Initial Chair and Non-Executive Directors of the Trust the Chair and other Non-Executive directors shall be appointed following a process of open competition conducted in accordance with paragraph 10.4 below.

10.2 The Membership Council shall establish a committee of its members to be called the Nominations and Appointments Committee ("the Committee") to discharge those functions in relation to the selection of the Chair and Non-Executive Directors described in paragraph 10.4 below and such other functions as are provided for in paragraph 10.6 below.

10.3 The Committee shall consist of seven members of which:

10.3.1 two shall be Patient and Carer Governors;

10.3.2 two shall be Public Governors;

10.3.3 two shall be Appointed Governors;

10.3.4 one shall be a Staff Governor;

10.3.5 no two Governors shall be appointed from the same Public Constituency nor from the same class of the Patients and Carers Constituency;

10.3.6 not more than one may be a PCT Governor, not more than one may be a local Authority Governor and not more than one may be a Partnership Organisation.

10.4 The functions of the Committee shall be as follows:

10.4.1 to determine the criteria and process for the selection of the candidates for office as Chair 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;

10.4.2 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 Committee shall be at liberty to seek advice and assistance from persons other than members of the Committee or of the Membership Council

10.4.3 to make recommendation to the Membership Council as to potential candidates for appointment as Chair or other Non-Executive Director, as the case may be; and

10.4.4 as further stipulated in paragraph 10.6 below.

10.5 The Membership Council 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 Committee as to the suitability of the available candidates.

10.6 The Committee shall:-

10.6.1 on a regular and systematic basis monitor the performance of the Chair and other Non-Executive Directors and make reports thereon to the Membership Council from time to time when requested to do so or when, in the opinion of the Committee, the results of such monitoring ought properly to be brought to the attention of the Membership Council; and

10.6.2 consider and make recommendations to the Membership Council as to the remuneration and allowances and other terms and conditions of office of the Chair and other Non-Executive Directors.

ANNEX 8

Standing Orders for the Practice and Procedure of The Board of Directors

UNIVERSITY HOSPITALS OF BRISTOL NHS FOUNDATION TRUST

Standing Orders

BOARD OF DIRECTORS

FOREWORD

This document provides a regulatory and business framework for the conduct of the Board of Directors.

Statutory Framework

University Hospitals of Bristol NHS Foundation Trust ("**the Trust**") is a public benefit corporation, which was established under the 2006 Act on 1 June 2008, subject to its Constitution and Terms of Authorisation.

The place of business of the Trust is Marlborough Street, Bristol, BS1 3NU.

NHS Foundation Trusts are governed by a regulatory framework that confers the functions of the Trust and comprises the 2006 Act, the Constitution and the Terms of Authorisation. The powers of the Trust are set out in the 2006 Act subject to any restrictions in the Terms of Authorisation.

The Trust will be bound by such other statute and legal provisions or guidance which governs the conduct of its affairs.

As a public benefit corporation the Trust has specified powers to contract in its own name and to act as a corporate trustee. In the later note it is accountable to the Charity Commission for those funds deemed to be charitable.

The Trust also has statutory powers under section 75 of the 2006 Act to enter into prescribed arrangements jointly planned with local authorities.

In accordance with paragraph 29 of the Constitution, the Standing Orders of the Board of Directors are to be set out in this Annex 8. The Trust adopts Standing Orders for the regulation of proceedings and business. The Trust has adopted standing financial instructions as an integral part of the Standing Orders setting out the responsibilities of individuals.

NHS Framework

The code of accountability requires that, inter alia, Boards draw up a schedule of decisions referred to the Board, and ensure that management arrangements are in place to ensure responsibility to be clearly delegated to the Executive Committee and to senior executives (a scheme of delegation). The Code (and the Constitution) also require the establishment of Audit and Remuneration Committees with formally agreed terms of reference. The Constitution and the Code of Conduct makes various requirements concerning possible conflicts of interest of Board Directors.

The Code of Practice on Openness in the NHS (which is subject to the Freedom of Information Act 2000) sets out the requirements for public access to information on the NHS.

Whilst Department of Health guidance and policies are not strictly binding on NHS Foundation Trusts, the Trust has elected to comply with the content of those documents referenced in these Standing Orders, to the extent applicable and appropriate.

Delegation of Powers

The Trust has powers to delegate and make arrangements for delegation. The Standing Orders set out the detail of these arrangements. Under the Standing Order relating to the Arrangements for the Exercise of Functions (SO 4), the Trust is given powers to "make arrangements for the exercise, on behalf of the Board, of any of its functions by a committee, sub-committee appointed by virtue of Standing Order 5.1 or 5.2 below or by an Officer of the Trust or by another body as defined in Standing Order 4.2 below in each case subject to such restrictions and conditions as the Trust thinks fit". Delegated Powers are covered in a separate document entitled – 'Schedule of Matters reserved to the Board and Scheme of Delegation' and this document shall have effect as if incorporated into the Standing Orders.

Integrated Governance

With a view to establishing enhanced governance procedures and to ensure that decision-making is informed, the Trust's governance strategy is centred around integrated governance. Monitor's Code of Governance has been incorporated into the Trust's governance arrangements. Integrated governance will better enable the Board to take a holistic view of the organisation and its capacity to meet its legal and statutory requirements and clinical, quality and financial objectives.

1. INTERPRETATIONS AND DEFINITIONS

1.1 Save as otherwise permitted by law, at any meeting the Chair of the Trust shall be the final authority on the interpretation of Standing Orders (on which he should be advised by the Chief Executive).

1.2 All references in these Standing Orders to the masculine gender shall be read equally applicable to the feminine gender.

1.3 For convenience, and unless the context otherwise requires, the terms and expressions contained within the Interpretations and Definitions section of the Constitution at page 4 are incorporated and are deemed to have been repeated here verbatim for the purposes of interpreting words contained in this Annex 8 and in addition:

"AUDIT AND ASSURANCE COMMITTEE" means a committee whose functions are concerned with providing the Trust Board with a means of independent and objective review and monitoring financial systems and information, quality and clinical effectiveness, compliance with law, guidance and codes of conduct, effectiveness of risk management, the processes of governance and the delivery of the Board assurance framework.

"COMMITTEE" means a committee or sub-committee appointed by the Trust.

"COMMITTEE MEMBERS" shall be persons formally appointed by the Trust to sit on or to chair specific committees.

"CONTRACTING AND PROCURING" means the systems for obtaining the supply of goods, materials, manufactured items, services, building and engineering services, works of construction and maintenance and for disposal of surplus and obsolete assets.

"FUNDS HELD ON TRUST" means those funds which the Trust holds at its date of incorporation, receives on distribution by statutory instrument, or chooses subsequently to accept under powers derived under Schedule 6, paragraph 8 of the 2006 Act. Such funds may or may not be charitable.

"COMMISSIONING" means the process for determining the need for and for obtaining the supply of healthcare and related services by the Trust within available resources.

"NOMINATED OFFICER" means an Officer charged with the responsibility for discharging specific tasks within Standing Orders and standing financial instructions.

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

"SFIs" means standing financial instructions.

"SOs" means Standing Orders.

2. THE BOARD

2.1 All business shall be conducted in the name of the Trust.

2.2 All funds received in trust shall be held in the name of the Trust as corporate trustee.

2.3 The power of the Trust shall be exercised in public or private session as provided for in SO 3.

2.4 The Board has resolved that certain powers and decisions may only be exercised by the Board in formal session. These powers and decisions are set out in the Schedule of Matters reserved to the Board and Scheme of Delegation and have effect as if incorporated into the Standing Orders.

2.5 **Composition of the Board** - In accordance with the Constitution, the composition of the Board shall comprise of Directors, being:

2.5.1 the non-executive Chair of the Trust;

2.5.2 up to seven other Non-Executive Directors;

2.5.3 up to seven Executive Directors, including:

(a) the Chief Executive (Accounting Officer);

(b) Finance Director;

(c) a registered medical practitioner or a registered dentist;

(d) a registered nurse or a registered midwife.

2.5A The Board of Directors shall at all times be constituted so that the number of Non-Executive Directors (excluding the Chair) equals or exceeds the number of Executive Directors.

2.6 **Appointment of the Chair and Directors** – The Chair and Non-Executive Directors are appointed (and removed) by the Membership Council. The Chief Executive will be appointed or removed by the Non-Executive Directors subject to approval by the Membership Council. The Trust shall appoint a Nominations and Appointments Committee whose members shall be the Chair, Non-Executive Directors and the Chief Executive whose function will be to appoint the other Executive Directors of the Trust.

2.7 **Terms of Office of the Chair and Directors** – The provisions governing the period of tenure of office of the Chair and Directors and for the termination or suspension of office of the Chair and Directors are set out in the Constitution and these Standing Orders.

2.8 **Appointment and Powers of Deputy-Chair** – Subject to SO 2.10 below, the Membership Council may appoint a Non-Executive Director to be Deputy-Chair for such a period, not exceeding the remainder of his term as Non-Executive Director of the Trust, as they may specify on appointing him.

2.9 Any Non-Executive Director so elected may at any time resign from the office of Deputy-Chair by giving notice in writing to the Chair and the Membership Council may thereupon appoint another Non-Executive Director as Deputy-Chair in accordance with paragraph 2.8.

2.10 Where the Chair of the Trust has died or has ceased to hold office or where he has been unable to perform his duties as Chair owing to illness or any other cause, the Deputy Chair shall act as Chair until a new Chair is appointed or the existing Chair resumes his duties, as the case may be; and references to the Chair in these Standing Orders shall, so long as there is no Chair able to perform his duties, be taken to include references to the Deputy-Chair.

2.11 **Role of Directors** – The Board will function as a corporate decision-making body within which all Directors will be equal. Their role as members of the Board will be to consider the key strategic and managerial issues facing the Trust in carrying out its statutory and other functions. In exercising these functions the Board will consider guidance from the NHS Foundation Trust Code of Governance as amended from time to time.

Executive Directors

Executive Directors shall exercise their authority within the terms of these Standing Orders, the standing financial instructions and the Scheme of Delegation.

Chief Executive

The Chief Executive shall be responsible for the overall performance of the executive functions of the Trust. He/she is the Accounting Officer for the Trust and shall be responsible for ensuring the discharge of obligations under standing financial instructions and in line with the requirements of the NHS Foundation Trust Accounting Officer Memorandum.

Finance Director

The Finance Director shall be responsible for the provision of financial advice to the Trust and to its Directors and for the supervision of financial control and accounting systems. He/she shall be responsible (along with the Chief Executive) for ensuring the discharge of obligations under relevant Financial Directions.

Non-Executive Directors

The Non-Executive Directors shall not be granted (nor shall they seek to exercise) any individual executive powers on behalf of the Trust. They may, however, exercise collective authority when acting as members of, or when chairing a committee of, the Trust which has delegated powers.

Chair

The Chair shall be responsible for the operation of the Board and chair all Board meetings when present. The Chair shall comply with his/her terms of appointment and with these Standing Orders. The Chair shall liaise with the Membership Council (if requested to do so) over the appointment of Non-Executive Directors and, once appointed, shall take responsibility (either directly or indirectly) for their induction, their portfolios of interests and assignments. The Chair and Membership Council shall jointly appraise the performance of Non-executive Directors. The Chair shall work closely with the Chief Executive and shall ensure that all appropriate issues are discussed by the Board in a timely manner with all the necessary information and advice being made available to the Board to inform the debate and ultimate resolutions. The Chair shall also ensure that the designation of lead roles or appointments of Directors as may be required by any statutory or other applicable guidance will be made in accordance with that statutory requirement or guidance (e.g. appointing a lead Director with responsibilities for Infection Control or Child Protection Services etc.)

3. MEETINGS OF THE BOARD

3.1 **Admission of the Public and the Press** – The meetings of the Board of Directors shall be open to members of the public and press unless the Board decides otherwise in relation to all or part of a meeting for reasons of confidentiality or on other proper grounds. Matters to be dealt with by the Board following the exclusion of members of the public and/or press shall be confidential to the members of the Board. Directors and any employees of the Trust in attendance shall not reveal or disclose the contents of papers marked 'In Confidence' or minutes headed 'Items Taken in Private' outside of the Trust, without the express permission of the Trust.

3.2 In the event that the public and press are admitted to all or part of a Board meeting pursuant to SO 3.1 above, the Chair (or Deputy Chair) shall give such directions as he thinks fit in regard to the arrangements for meetings and accommodation of the public and representatives of the press such as to ensure that the Board's business shall be conducted without interruption and disruption and the public will be required to withdraw upon the Board resolving "that in the interests of public order the meeting adjourn for (*the period to be specified*) to enable the Board to complete business without the presence of the public".

Observers at Board Meetings

3.2.1 The Trust may make such arrangements from time to time as it sees fit with regards to the extending of invitations to observers to attend and address any of the Board meetings.

3.3 Nothing in these Standing Orders shall be construed as permitting the introduction by the public or press representatives of recording, transmitting, video or small apparatus into meetings of the Board or Committee. Such permission shall be granted only upon resolution of the Trust.

3.4 **Calling of Meetings** – Ordinary meetings of the Board shall be held at such times and places as the Board determines.

3.5 The Chair of the Trust may call a meeting of the Board at any time. If the Chair refuses to call a meeting after a requisition for that purpose, signed by at least one-third of the whole number of Directors, has been presented to him/her, or if, without so refusing, the Chair does not call a meeting within seven days after such requisition has been presented to him at the Trust's Headquarters, such one third or more Directors may forthwith call a meeting.

3.6 **Notice of Meetings** – Before each meeting of the Board, a written notice of the meeting, specifying the business proposed to be transacted at it and signed by the Chair or by an Officer authorised by the Chair to sign on his behalf, shall be delivered to every Director, or sent by post to the usual place of residence of such Director, so as to be available to him at least three clear days before the meeting.

3.7 Want of service of the notice on any Director shall not affect the validity of a meeting.

3.8 In the case of a meeting called by Directors in default of the Chair, the notice shall be signed by those Directors and no business shall be transacted at the meeting other than that specified in the notice, or emergency motions permitted under SO 3.19.1.

3.9 Agendas will normally be sent to members six days before the meeting and supporting papers, whenever possible, shall accompany the agenda, but will certainly be despatched no later than three clear days before the meeting, save in emergency. Failure to serve such a notice on more than three Directors will invalidate the meeting. A notice shall be presumed to have been served one day after posting.

3.10 Before any meeting of the Board which is to be held in public, a public notice of the time and place of the meeting, and the public part of the agenda, shall be displayed at the Trust's office at least three clear days before the meeting.

3.11 **Setting the Agenda** – The Board may determine that certain matters shall appear on every agenda for a meeting and shall be addressed prior to any other business being conducted. (Such matters may be identified within these Standing Orders or following subsequent resolution shall be listed in an Appendix to the Standing Orders).

3.12 A Director desiring a matter to be included on an agenda shall make his/her request in writing to the Chair at least twelve 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 twelve days before a meeting may be included on the agenda at the discretion of the Chair.

3.13 **Petitions** - Where a petition has been received by the Trust, the Chair of the Board shall include the petition as an item for the agenda of the next Board meeting.

3.14 **Chair of Meeting** – At any meeting of the Board, the Chair of the Board, if present, shall preside. If the Chair is absent from the meeting the Deputy-Chair, if there is one and he/she is present, shall preside. If the Chair and Deputy-Chair are absent, such Non-Executive as the Directors present shall choose shall preside.

3.15 If the Chair is absent temporarily on the grounds of a declared conflict of interest the Deputy-Chair, if present, shall preside. If the Chair and Deputy-Chair are absent, or are disqualified from participating, such Non-Executive Director as the Directors present shall choose shall preside.

3.16 **Notices of Motion** – A Director of the Board desiring to move or amend a motion shall send a written notice thereof at least twelve clear days before the meeting to the Chief Executive, who shall ensure that it is brought to the immediate attention of the Chair. The Chief Executive shall insert in the agenda for the meeting all notices so received, subject to the notice being permissible under the appropriate regulations. Subject to SO 3.20.8, this paragraph shall not prevent any motion being moved during the meeting without notice on any business mentioned on the agenda.

3.17 **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 Chair.

3.18 **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 six calendar months shall bear the signature of the Director who gives it and also the signature of three other Board Directors and, before considering any such motion, the Board may refer the matter to any appropriate Committee or the Chief Executive for recommendation. When any such motion has been disposed of by the Board, it shall not be competent for any Director other than the Chair to propose a motion to the same effect within six months, however the Chair may do so if he/she considers it appropriate. This Standing Order 3.18 shall not apply to motions moved in pursuance of a report or recommendations of a Committee or the Chief Executive.

3.19 **Motions** - A motion may be proposed by the Chair or any Director present at the meeting. Such motion shall be seconded by another Director. The mover of a motion shall have a right of reply at the close of any discussion on the motion or any amendment thereto.

Emergency Motions

3.19.1 Subject to the agreement of the Chair and SO 3.20 below, a Director may give written notice of an emergency motion after the issue of the notice of meeting and agenda (pursuant to SO 3.6 and SO 3.9), up to one hour before the time fixed for the meeting. The notice shall state the grounds of urgency. At the Chair's discretion, the emergency motion shall be declared to the Board at the commencement of the business of the meeting as an additional item included on the agenda. The Chair's decision to include the item shall be final.

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

3.20.1 an amendment to the motion;

3.20.2 the adjournment of the discussion or the meeting;

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

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

3.20.5 that the motion be now put; (*)

3.20.6 that a Director be not further heard; (*)

3.20.7 that the public be excluded pursuant to SO 3.1;

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

3.20.9 no amendment to the motion shall be admitted if, in the opinion of the Chair of the meeting, the amendment negates the substance of the motion. If there are a number of amendments, they shall be considered one at a time. When a motion has been amended, the amended motion shall become the substantive motion before the meeting, upon which any further amendment may be moved;

3.20.10 the Chair may (at his/her discretion) refuse to admit any motion of which notice was not given in accordance with SO 3.16, other than a motion relating to:

(a) the reception of a report;

(b) consideration of any item of business before the Trust Board;

(c) the accuracy of minutes;

(d) that the Board proceed to next business;

(e) that the Board adjourn;

(f) that the question be now put.

3.21 **Chair's Ruling** - Statements of Directors made at meetings of the Board shall be relevant to the matter under discussion at the material time and the decision of the Chair of the meeting on questions of order, relevancy, regularity and any other matter shall be final.

3.22 **Voting** - Save as provided in SO 3.32 and SO 3.37, every question at a meeting shall be determined by a majority of the votes of the Chair of the meeting and Directors present and voting on the question and, in the case of the number of votes for and against a motion being equal, the Chair of the meeting (or any other person presiding in accordance with the terms of these Standing Orders) shall have a second or casting vote.

3.23 All questions put to the vote shall, at the discretion of the Chair of the meeting, be determined by oral expression or by a show of hands. A paper ballot may also be used if the Chair so directs or it is proposed and seconded by any of the Directors present.

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

3.25 If a Director so requests, his/her vote shall be recorded by name upon any vote (other than by paper ballot).

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

3.27 An Officer who has been appointed formally by the Board to act up for an Executive Director during a period of incapacity or temporarily to fill an Executive Director vacancy, shall be entitled to exercise the voting rights of the Executive Director. An Officer attending the Board to represent an Executive Director during a period of incapacity or temporary absence without formal acting up status may not exercise the voting rights of the Executive Director. An Officer's status when attending a meeting shall be recorded in the minutes.

3.28 **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.

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

3.30 Minutes shall be circulated in accordance with Director' wishes. Where providing a record of a public meeting the minutes shall be made available to the public as required by Code of Practice on Openness in the NHS.

3.31 **Joint Directors** – Where the Office of a Director is shared jointly by more than one person:

3.31.1 either or both of those persons may attend or take part in meetings of the Board:

3.31.2 if both are present at a meeting they should cast one vote if they agree:

3.31.3 in the case of disagreements no vote should be cast:

3.31.4 the presence of either or both of those persons should count as the presence of one person for the purposes of SO 3.39 (Quorum).

3.32 **Suspension of Standing Orders** – Except where it would contravene any statutory provision or any provision in the Constitution or the Terms of Authorisation, any one or more of the Standing Orders may be suspended at any meeting, provided that at least two-thirds of the Board are present, including one Executive Director and one Non-Executive Director, and at least two-thirds of those present vote in favour of suspension.

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

3.34 A separate record of matters discussed during the suspension of Standing Orders shall be made and shall be available to the Chair and Directors of the Board.

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

3.36 The Audit and Assurance Committee shall review every decision to suspend Standing Orders.

3.37 **Variation and Amendment of Standing Orders** – These Standing Orders shall be amended only if:

3.37.1 a notice of motion under Standing Order 3.16 has been given; and

3.37.2 no fewer than half the total of the Trust's Non-Executive Directors vote in favour of amendment; and

3.37.3 at least two-thirds of the Board Directors are present; and

3.37.4 the variation proposed does not contravene any applicable statutory provision or direction, the Constitution or the Terms of Authorisation.

3.38 **Record of Attendance** – The names of the Chair and Directors present at the meeting shall be recorded in the minutes.

3.39 **Quorum** – No business shall be transacted at a meeting unless at least one-third of the whole number of the Chair and Directors appointed, (including at least one Non-Executive Director and one Executive Director) is present.

3.40 An Officer in attendance for an Executive Director but without formal acting up status may not count towards the quorum.

3.41 If the Chair or Director 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 (see Standing Order 6 or 7) 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. The above requirement for at least one Executive Director to form part of the quorum shall not apply where the Executive Directors are excluded from a meeting (for example when the Board considers the recommendations of the Remuneration and Nominations Committee).

4. ARRANGEMENTS FOR THE EXERCISE OF FUNCTIONS BY DELEGATION

4.1 Subject to the Constitution, Terms of Authorisation or any relevant statutory provision, the Board may make arrangements for the exercise, on behalf of the Board, of any of its functions:

4.1.1 by a committee, sub-committee or,

4.1.2 appointed by virtue of Standing Order 5.1 or 5.2 below or by an Officer of the Trust,

4.1.3 or by another body as defined in Standing Order 4.2 below,

in each case subject to such restrictions and conditions as the Trust thinks fit.

4.2 Where a function is delegated to a third party, the Trust has responsibility to ensure that the proper delegation is in place. In other situations, i.e. delegation to committees, sub committees or Officers, the Trust retains full responsibility.

4.3 **Emergency Powers** – The powers which the Board has retained to itself within these Standing Orders (Standing Order 2.4) may in emergency be exercised by the Chief Executive and the Chair after having consulted at least two Non-Executive Directors. The exercise of such powers by the Chief Executive and Chair shall be reported to the next formal meeting of the Board in public or private session (as appropriate) for ratification.

4.4 **Delegation to Committees** – The Board shall agree from time to time to the delegation of executive powers to be exercised by committees, or sub-committees, or joint-committees, which it has formally constituted. The constitution and terms of reference of these committees, or sub-committees, or joint committees and their specific executive powers shall be approved by the Board in respect of its sub-committees.

4.5 **Delegation to Officers** – Those functions of the Trust which have not been retained as reserved by the Board or delegated to a committee or sub-committee or joint-committee shall be exercised on behalf of the Trust by the Chief Executive. The Chief Executive shall determine which functions he/she will perform personally and shall nominate Officers to undertake the remaining functions for which he/she will still retain an accountability to the Trust.

4.6 The Chief Executive shall prepare a Scheme of Delegation identifying his/her proposals which shall be considered and approved by the Board, subject to any amendment agreed during the discussion. The Chief Executive may periodically propose amendment to the Scheme of Delegation that shall be considered and approved by the Board as indicated above.

4.7 Nothing in the Scheme of Delegation shall impair the discharge of the direct accountability to the Board of the Finance Director to provide information and advise the Board in accordance with statutory or Independent Regulator requirements. Outside these requirements the roles of the Finance Director shall be accountable to the Chief Executive for operational matters.

4.8 The arrangements made by the Board as set out in the Schedule of Matters reserved to the Board and Scheme of Delegation shall have effect as if incorporated in these Standing Orders.

4.9 **Overriding Standing Orders** – If for any reason these Standing Orders are not complied with, full details of the non-compliance and any justification for non-compliance and the circumstances around the non-compliance, shall be reported to the next formal meeting of the Board for action or ratification. All Directors of the Board and staff have a duty to disclose any non-compliance with these Standing Orders to the Chief Executive as soon as possible.

5. COMMITTEES

5.1 Subject to the Constitution, (and to any guidance issued by the Department of Health applicable to Foundation Trusts or as may be given by the Independent Regulator), the Trust may appoint committees of the Trust, or together with one or more Health Authorities or other Trusts, appoint joint committees, consisting wholly or partly of the Chair and members of the Trust or other health service bodies or wholly of persons who are not members of the Trust or other health service bodies in question.

5.2 A committee or joint committee appointed under SO 5.1 may, subject to such directions as may be given by the Trust or other health service bodies in question, appoint sub-committees consisting wholly or partly of members of the committee or joint committee (whether or not they are members of the Trust or other health service bodies in question); or wholly of persons who are not members of the Trust or other health service bodies or the committee of the Trust or other health service bodies in question.

5.3 The Standing Orders of the Trust, as far as they are applicable, shall apply with appropriate alteration to meetings of any committees established by the Trust. In which case the term “Chair” is to be read as a reference to the Chair of the committee as the context permits, and the term “member” is to be read as a reference to a member of the committee also as the context permits. (There is no requirement to hold meetings of committees established by the Trust in public).

5.4 Each such committee shall have such terms of reference and powers and be subject to such conditions (as to reporting back to the Board), as the Board shall decide and shall be in accordance with any applicable legislation and regulation or direction. Such terms of reference shall have effect as if incorporated into the Standing Orders.

5.5 Where committees are authorised to establish sub-committees they may not delegate executive powers to the sub-committee unless expressly authorised by the Board.

5.6 The Board shall approve the appointments to each of the committees which it has formally constituted. Where the Board determines, and regulations permit, that persons, who are neither Directors nor Officers, shall be appointed to a committee the terms of such appointment shall be within the powers of the Board. The Board shall define the powers of such appointees and shall agree allowances, including reimbursement for loss of earnings, and/or expenses in accordance where appropriate with national guidance.

5.7 Where the Board is required to appoint persons to a committee and/or to undertake statutory functions, and where such appointments are to operate independently of the Board, such appointment shall be made in accordance with the Constitution, the Terms of Reference and any applicable regulations and directions.

5.8 The committees, sub-committees, and joint-committees established by the Board are:

Audit and Assurance Committee
As laid down in the Constitution and the 2006 Act, a committee of Non-Executive Directors will be established and constituted.

Remuneration and Nominations Committee
As laid down in the Constitution and the 2006 Act, a committee of Non-Executive Directors will be established to decide this remuneration and allowances of, and other terms and conditions of, the Executive Directors.

Appointment Committee
As laid down in the Constitution and the 2006 Act, it is for a Committee consisting of the Chair, the Chief Executive and the Non-Executive Directors to appoint or remove the Executive Directors.

Governance and Risk Management Committee
In line with requirements for risk management and clinical governance, a Committee consisting of the Executive Directors and which is Executive Director led, the functions of which are concerned with the Trust's arrangements for monitoring and improving the quality of healthcare and delivery of the Trust's objectives.

Finance Committee
A Committee, the functions of which are concerned with advising the Board on (without limitation):

- the control and management of the finances of the Trust;
- the target level of cash releasing efficiency savings (CRES) and actions to ensure the CRES targets are achieved;
- the budget setting principles;
- the year end forecasting;
- information sharing and consistency of approach;
- commissioning;
- bank mandates
- Capital Plan.

In addition, the Finance Committee shall make recommendations to the Board relating to the following (without limitation):

- budget setting principles and CRES targets;
- year end forecast;
- changes to standing financial instructions;
- priorities in the Capital Plan;
- actions to meet financial performance targets.

6 DECLARATIONS OF INTERESTS AND REGISTER OF INTERESTS

6.1 **Declaration of Interests** - The Constitution, the 2006 Act and the Code of Conduct and Accountability requires Board Directors to declare interests which are relevant and material to the NHS board of which they are a director. All existing Board Directors should declare such interests. Any Board Directors appointed subsequently should do so on appointment.

6.2 Interests which should be regarded as "relevant and material" are:

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

6.2.2 ownership or part-ownership of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS;

6.2.3 majority or controlling share holdings in organisations likely or possibly seeking to do business with the NHS;

6.2.4 a position of trust in a charity or voluntary organisation in the field of health and social care;

6.2.5 any connection with a voluntary or other organisation contracting for NHS services;

6.2.6 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;

6.2.7 interests in pooled funds that are under separate management;

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

6.2.9 any other commercial interest in the decision before the meeting.

6.3 At the time Board Directors' interests are declared, they should be recorded in the Board minutes. Any changes in interests should be declared at the next Board meeting following the change occurring and recorded in the minutes of that meeting.

6.4 Board Directors' directorships of companies likely or possibly seeking to do business with the NHS should be published in the Board's Annual Report. The information should be kept up to date for inclusion in succeeding annual reports.

6.5 During the course of a Board meeting, if a conflict of interest is established, the Director concerned should withdraw from the meeting and play no part in the relevant discussion or decision.

6.6 There is no requirement in the Code of Conduct and Accountability for the interests of Board Directors' spouses or partners to be declared. However SO 7 requires that the interest of Directors' spouses, if living together, in contracts should be declared. Therefore the interests of Board Directors' spouses and cohabiting partners should also be regarded as relevant.

6.7 If Board Directors have any doubt about the relevance of an interest, this should be discussed with the Chair or the Secretary. Financial Reporting Standard No 8 (issued by the Accounting Standards Board) specifies that influence rather than the immediacy of the relationship is more important in assessing the relevance of an interest. The interests of partners in professional partnerships including general practitioners should also be considered.

6.8 **Register of Interests** - The Chief Executive will ensure that a Register of Interests is established to record formally declarations of interests of Board Directors. In particular, the Register will include details of all directorships and other relevant and material interests which have been declared by both Executive and Non-Executive Directors, as defined in Standing Order 6.2.

6.9 These details will be kept up to date by means of an annual review of the Register in which any changes to interests declared during the preceding twelve months will be incorporated.

6.10 The Register will be available to the public in accordance with paragraph 32 and 33 of the Constitution and the Chief Executive 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.

6.11 All senior managers and clinicians have a duty to ensure that declaration of interests are made which could materially effect the outcome of decisions made by them. Where in doubt, all senior managers and clinicians should contact their respective Directors for clarification.

7 DISABILITY OF CHAIR AND DIRECTORS IN PROCEEDINGS ON ACCOUNT OF PECUNIARY INTEREST

7.1 Subject to the following provisions of this Standing Order, if the Chair or a Director has any pecuniary interest, direct or indirect, in any contract, proposed contract or other matter and is present at a meeting of the Trust at which the contract or other matter is the subject of consideration, he shall at the meeting and as soon as practicable after its commencement disclose the fact and shall not take part in the consideration or discussion of the contract or other matter or vote on any question with respect to it.

7.2 The Board may exclude the Chair or a Director of the Board from a meeting of the Board while any contract, proposed contract or other matter in which he has a pecuniary interest, is under consideration.

7.3 Any remuneration, compensation or allowances payable to the Chair or a Director by virtue of the 2006 Act shall not be treated as a pecuniary interest for the purpose of this Standing Order.

7.4 For the purpose of this Standing Order the Chair or a Director shall be treated, subject to SO 7.5, as having indirectly a pecuniary interest in a contract, proposed contract or other matter, if:

7.4.1 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

7.4.2 he is a partner / associate of, or is in the employment of, a person with whom the contract was made or is proposed to be made or who has a direct pecuniary interest in the other matter under consideration;

7.4.3 and in the case of persons living together as partners, the interest of one partner shall, if known to the other, be deemed for the purposes of this Standing Order to be also an interest of the other.

7.5 The Chair or a Director shall not be treated as having a pecuniary interest in any contract, proposed contract or other matter by reason only:

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

7.5.2 of an interest in any company, body or person with which he is connected as mentioned in SO 7.4 above which is so remote or insignificant that it cannot reasonably be regarded as likely to influence a Director in the consideration or discussion of or in voting on, any question with respect to that contract or matter.

7.6 Where the Chair or a Director 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 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 body, whichever is the less, and 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, this Standing Order shall not prohibit him/her 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/her duty to disclose his/her interest.

7.7 This SO 7 applies to a committee or sub-committee and to a joint committee as it applies to the Trust and applies to a director of any such committee or sub-committee

(whether or not he is also a Director of the Trust) as it applies to a Director of the Trust.

8 STANDARDS OF BUSINESS CONDUCT POLICY

8.1 Staff should comply with the national guidance contained in HSG 1993/5 “Standards of Business Conduct for NHS Staff”. This section of Standing Orders should be read in conjunction with this document.

8.2 **Interest of Officers in Contracts** - If it comes to the knowledge of an Officer of the Trust that a contract in which he has any pecuniary interest not being a contract to which he is himself a party, has been, or is proposed to be, entered into by the Trust he shall, at once, give notice in writing to the Chief Executive or the Secretary of the fact that he is interested therein. In the case of persons living together as partners, the interest of one partner shall, if known to the other, be deemed to be also the interest of that partner.

8.3 An Officer should also declare to the Chief Executive any other employment or business or other relationship of his, or of a cohabiting spouse, that conflicts, or might reasonably be predicted could conflict with the interests of the Trust.

8.4 The Trust requires interests, employment or relationships declared, to be entered in a register of interests of staff.

8.5 **Canvassing of, and Recommendations by, Directors in Relation to Appointments** – Canvassing of Directors of the Trust or 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 paragraph of Standing Order 8 shall be included in application forms or otherwise brought to the attention of candidates.

8.6 A Director of the Board shall not solicit for any person any appointment under the Trust or recommend any person for such appointment, but this paragraph of this Standing Order 8 shall not preclude a Director from giving written testimonial of a candidate's ability, experience or character for submission to the Trust.

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

8.8 **Relatives of Directors or Officers** – Candidates for any staff appointment under the Trust shall, when making application, disclose in writing to the Trust whether they are related to any Director or the holder of any office under the Trust. Failure to disclose such a relationship shall disqualify a candidate and, if appointed, render him liable to instant dismissal.

8.9 The Chair and every Director and Officer of the Trust shall disclose to the Chief Executive any relationship between himself and a candidate of whose candidature that Director or Officer is aware. It shall be the duty of the Chief Executive to report to the Board any such disclosure made.

8.10 On appointment, Directors (and prior to acceptance of an appointment in the case of Executive Directors) should disclose to the Board whether they are related to any other Director or holder of any office in the Trust.

8.11 Where the relationship to a Director of the Trust is disclosed, the Standing Order headed `Disability of Chair and Directors in proceedings on account of pecuniary interest' (SO 7) shall apply.

9 CUSTODY OF SEAL AND SEALING OF DOCUMENTS

9.1 **Custody of Seal** – The Common Seal of the Trust shall be kept by the Chief Executive or designated Officer in a secure place.

9.2 **Sealing of Documents** – The seal of the Trust shall not be fixed to any documents unless the sealing has been authorised by a resolution of the Board or of a committee, thereof or where the Board has delegated its powers. Where it is necessary that a document be sealed, the seal shall be affixed in the presence of two Directors, one Director and the Secretary or two senior managers (not being from the originating department) duly authorised by the Chief Executive and shall be attested by them.

9.3 Before any building, engineering, property or capital document is sealed it must be approved and signed by the Finance Director (or an Officer nominated by him/her) and authorised and countersigned by the Chief Executive (or an Officer nominated by him/her who shall not be within the originating directorate).

9.4 **Register of Sealing** – An entry of every sealing shall be made and numbered consecutively in a book provided for that purpose and shall be signed by the persons who shall have approved and authorised the document and those who attested the seal. A report of all sealings shall be made to the Board at least quarterly. (The report shall contain details of the seal number, a description of the document and the date of sealing).

10 SIGNATURE OF DOCUMENTS

10.1 Where the signature of any document will be a necessary step in legal proceedings involving the Trust, it shall be signed by the Chief Executive, unless any enactment otherwise requires or authorises, or the Board shall have given the necessary authority to some other person for the purpose of such proceedings.

10.2 The Chief Executive or nominated Officer(s) shall be authorised, by resolution of the Board, to sign on behalf of the Trust any agreement or other document not requested to be executed as a deed, the subject matter of which has been approved by the Board or any committee, sub-committee or standing committee with delegated authority.

11 MISCELLANEOUS

11.1 **Standing Orders to be given to Directors and Officers** – It is the duty of the Chief Executive to ensure that existing Directors and Officers and all new appointees are notified of and understand their responsibilities within Standing Orders and standing financial instructions. Updated copies shall be issued to staff designated by the Chief Executive. New designated Officers shall be informed in writing and shall receive copies where appropriate in Standing Orders.

11.2 **Documents having the standing of Standing Orders** – standing financial instructions (including provisions as to tendering and contract procedures, disposals and in-house services), Schedule of Matters reserved to the Board and Scheme of Delegation, the Policy on the Register of Interests and Hospitality and the Staff Disciplinary and Appeals Procedures document shall be read in conjunction with the Standing Orders. The Board may also, from time to time, agree and approve policy statements / procedures which will apply to all or specific groups of staff employed by the Trust. The decision to approve such policies and procedures shall be recorded in an appropriate Trust Board minute to be read in conjunction with these Standing Orders.

11.3 **Review of Standing Orders** - Standing Orders shall be reviewed annually by the Board. The requirement for review extends to all documents having the effect as if incorporated in Standing Orders.

11.4 The Board may confirm contracts to purchase from a voluntary organisation or a local authority using appropriate powers under the 2006 Act and shall comply with procedures laid down by the Finance Director which shall be in accordance with this Act.

ANNEX 9

Further Provisions

1. Eligibility for Membership

1.1 An individual shall not be eligible for Membership of the Trust if he or she:

1.1.1 fails or ceases to fulfil the criteria for Membership of any of the constituencies;

1.1.2 was formerly employed by the Trust or the Applicant NHS Trust and was dismissed for gross misconduct;

1.1.3 was formerly employed by the Trust or the Applicant NHS Trust and in the preceding two years was lawfully dismissed other than by reason of redundancy;

1.1.4 has been involved as a perpetrator in a serious incident of violence or abuse in the last five years at any of the Trust's Hospitals or against any of the Trust's staff members or Patients;

1.1.5 has been placed on the registers of Schedule 1 Offenders pursuant to the Sexual Offences Act 2003 (as amended) and/or the Children & Young Person's Acts 1933 to 1969 (as amended) and his or her conviction is not spent under the Rehabilitation of Offenders Act 1974;

1.1.6 does not agree to abide by the Trust values as set out in the Trust's Integrated Business Plan;

1.1.7 has been identified as a vexatious complainant or has been excluded from treatment at any of the Trust's Hospitals due to unacceptable behaviour;

1.1.8 is deemed, in the reasonable opinion of the Trust, to have acted in a manner contrary to the interests of the Trust; or

1.1.9 is under the age of four (4) years

1.2 It is the responsibility of Members to ensure their eligibility and not the Trust, but if the Trust is on notice that a Member may be disqualified from Membership, the Trust shall carry out all reasonable enquiries to establish if this is the case.

Public Constituency

1.3 For the purposes of determining whether an individual lives in an area specified as an area for Public Constituency, an individual shall be deemed to do so if;

1.3.1 his name appears on the electoral roll at an address within the said area and the Trust has no reasonable cause to conclude that the individual is not living at that address; or

1.3.2 the Trust is otherwise satisfied that the individual lives in the said area.

1.4 An individual who is a Member of the Public Constituency shall cease to be eligible to continue as a Member if he ceases to live in the area of the Public Constituency of which he is a Member save as may otherwise be provided in this paragraph 1.

1.5 Where a Member of a Public Constituency ceases to live permanently in the area of the Public Constituency of which he is a Member he shall forthwith advise the Trust that he is no longer eligible to continue as a Member and the Trust shall forthwith remove his name from the Register of Members unless the Trust is satisfied that the individual concerned lives in some other area of a Public Constituency of the Trust. Where the Trust is satisfied that such an individual continues to live in the area of a Public Constituency of the Trust it shall, if the individual so requests, thereafter treat that individual as a Member of that other Public Constituency and amend the Register of Members accordingly provided the Trust has given that individual not less than 14 days notice of its intention to do so.

1.6 Where a Member ceases to live temporarily in the area of the Public Constituency of which he is a Member, the Trust may permit that individual nonetheless to remain on the Register of Members for that Public Constituency if it is for good cause satisfied that the absence is of a temporary duration only and that the Member will either return to live in the area of that Public Constituency of which he is a Member or will live in some other part of the Area of the Trust in which case the provisions of paragraph 1.4 shall apply as appropriate.

Staff Constituency

1.7 A Member of a Staff Class will cease to be eligible to be a Member of that Staff Class if they no longer meet the eligibility requirements of paragraph 8 of the Constitution and of Annex 2.

1.8 Where an individual is a Member by virtue of their eligibility to be a Member of a Staff Class and they cease to be eligible for Membership of that Staff Class but are eligible for Membership of some other Staff Class then the Trust may give notice to that Member of its intention to transfer him to that other Staff Class on the expiration of a period of time or upon a date specified in the said notice and shall after the expiration of that notice or date amend the Register of Members accordingly.

Patients and Carers Constituency

1.9 A Member of the Patients and Carers Constituency shall cease to be eligible for Membership unless they have at all times since becoming a Member attended one of the Trust's Hospitals as a Patient or Carer, as the case may be, within the preceding three years.

1.10 Where in the reasonable opinion of the Trust an individual is no longer eligible to continue as a Member of the Patients and Carers Constituency it shall be at liberty to remove that individual from the Register of Members and that individual shall thereupon cease to be a Member of the Trust but this power may not be exercised until the Trust has given not less than 14 days written notice to that Member addressed to him at the address given in the Register of Members of its intention to remove him from the Register of Members and that Member has not within that period notified the Trust of his wish to continue as a Member and has provided proof satisfactory to the Trust of his continued eligibility.

2. Membership Termination of Tenure

2.1 A Member shall cease to be a Member if:-

2.1.1 they resign by notice in writing to the Membership Manager;

2.1.2 they die;

2.1.3 they cease to be entitled under this Constitution to be a Member of any of the Public Constituencies or one of the classes of the Patients and Carers or Staff Constituency;

2.1.4 they are expelled under this Constitution;

2.1.5 If it appears to the Membership Manager that they no longer wish to be involved in the affairs of the Trust as a Member, and after enquiries made in accordance with a process approved by the Membership Council they fail to establish that they have a continuing wish to be involved in the affairs of the Trust as a Member;

3. Application for Membership

3.1 An individual may become a Member by application to the Trust in accordance with this Constitution or, where so provided for in this Constitution, by being invited by the Trust to become a member of a Staff Class of the Staff Constituency in accordance with paragraph 3.3 of this Annex 9.

3.2 Where an individual wishes to apply to become a Member of the Trust, the following procedure shall apply

3.2.1 the Trust shall upon request supply the individual with a form of application for Membership in a form determined by the Trust;

3.2.2 upon receipt of the said form of application duly completed and signed by the applicant (or in the Trust's discretion signed on behalf of the applicant) the Membership Manager at the Trust shall as soon as is reasonably practicable and in any event within 28 working days of receipt of the duly completed form consider the same;

3.2.3 unless the applicant is ineligible for Membership or is disqualified from Membership, the Membership Manager at the Trust shall cause his name to be entered forthwith on the Trust's Register of Members and shall give notice in writing to the applicant of that fact;

3.2.4 upon the applicant's name being entered on the Trust's Register of Members the individual shall thereupon become a Member;

3.2.5 the information to be included in the Trust's Register of Members shall include the following details relating to that member:

(a) his full name and title;

(b) his date of birth;

(c) his full postal address;

(d) his home telephone number (if any);

(e) his email address (if any);

(f) the constituency and class of which he is a Member;

(g) the date upon which he became a Member;

(h) his gender and ethnicity, and

(i) his affiliation to any health and social care group

provided that any of the information contained in paragraph 3.2.5 above shall only be made available to members of the public in accordance with the provisions of paragraph 33 of the Constitution;

3.3 Where an individual is to be invited by the Trust to become a Member, the following procedure shall apply:

3.3.1 the Trust shall take all reasonable steps to satisfy itself that the individual is eligible to become a Member of the Staff Class of the Staff Constituency relevant to him before inviting him to become a Member of the Trust and that it has all the information needed to complete the Register of Members in accordance with paragraph 3.2.5 above;

3.3.2 the Trust having so satisfied itself, it shall thereupon invite that individual to become a Member pursuant to paragraph 9 of the Constitution;

3.3.3 unless the individual has within 28 days of the date upon which the Trust dispatches its invitation to him to become a Member advised the Trust that he does not wish to become a Member, the Membership Manager shall thereupon enter that individual's name on the Register of Members and he shall thereupon become a Member provided that the Membership Manager has been provided with the information, if any, requested pursuant to paragraph 3.3.2 to enable it to complete the relevant entry in the Register of Members;

3.3.4 if the individual has failed to provide the information requested by the Membership Manager within 28 days of being invited by the Membership Manager to provide it in accordance with paragraph 3.3.2 above, the Membership Manager shall give notice in writing to the applicant that the information has not been provided and that unless and until the information is provided that individual's name shall not be entered on the Register of Members.

3.4 No individual who is ineligible or disqualified from Membership shall be entered or remain on the Register of Members.

3.5 For the avoidance of doubt, an individual shall become a Member on the date upon which his name is entered on the Trust's Register of Members and shall cease to be a Member upon the date on which his name is removed from the Register of Members as provided for in this Constitution.

3.6 The Trust shall procure that the Register of Members and all other Registers to be maintained in accordance with this Constitution or in accordance with the 2006 Act are regularly reviewed and updated and that the Register of Members in particular is updated as soon as reasonably practicable and in any event within 14 days of receipt of any new or amended information.

3.7 Where in the reasonable opinion of the Trust a Member is no longer eligible or is disqualified from Membership of the Trust it shall be entitled, subject to paragraph 8.1, to remove the name of that individual from the Register of Members and that individual shall thereupon cease to be a Member provided always that this power shall not be exercised until the Trust has given not less than fourteen days written notice to the Member addressed to him at the address given in the Register of Members of its intention to remove him from the Register and that Member has not within that period notified the Trust of his wish to continue as Member and provided proof satisfactorily to the Trust of his continued eligibility.

4. Members' Meetings

4.1 The Trust shall hold a Members' Meeting for all the members (called the Annual Members' Meeting) which is to be held no later than the 30 September in each Financial Year of the Trust except for in the first year following authorisation.

4.2 Any Members' Meetings other than the Annual Members' Meeting shall be called "Special Members' Meetings".

4.3 Members' Meetings shall be open to all Members of the Trust, members of the Membership Council and the Board of Directors, representatives of the Trust's financial auditors, but not to members of the public. The Trust may invite

representatives of the media and any experts or advisors whose attendance they consider to be in the best interests of the trust to attend a Members' Meeting.

4.4 All Members' Meetings are to be convened by order of the Board of Directors.

4.5 The Board of Directors may:

(a) decide where a Members' Meeting is to be held and may also for the benefit of the Members arrange for the Annual Members Meeting to be held in different venues each year;

(b) make provision for a Members' Meeting to be held at different venues simultaneously or at different times. In making such provision the Board of Directors shall also fix an appropriate quorum for each venue, provided that the aggregate of the quorum requirements shall be not less than the quorum set out in paragraph 3.26 of Annex 6 of this Constitution

4.6 The Board of Directors shall present to the Members at the Annual Members' Meeting: -

4.6.1 a report on steps taken to secure that (taken as a whole) the actual Membership is representative of those eligible for such Membership

4.6.2 the progress of the Membership strategy;

4.6.3 any proposed changes to the policy for the composition of the Membership Council and of the Non-Executive Directors;

4.6.4 the results of the election and appointment of Governors; and

4.6.5 any other reports or documentation it considers necessary or otherwise required by Monitor or the 2006 Act.

4.7 The Trust shall give notice of all Members' Meetings:-

4.7.1 by notice in writing to all Members;

4.7.2 by notice prominently displayed at the Trust's main address and at all of the Trust's principal places of business;

4.7.3 by notice on the Trust's website;

4.7.4 to the Membership Council and the Board of Directors, and to the Trust's auditors stating whether the meeting is an Annual or Special Members' Meeting giving the time, date and place of the meeting and indicating the business to be dealt with at the meeting,

at least 14 clear days before the date of the meeting.

4.8 The Chair or in his absence the Deputy Chair shall preside at all Members' Meetings of the Trust. If neither the Chair or the Deputy Chair is present, the Governors present shall elect one of their number to be Chair and if there is only one Governor present and willing to act that person shall be Chair. If no Governor is willing to act as Chair or if no Governor is present within fifteen minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be Chair.

5. Board of Directors: Disqualification

5.1 In addition to the grounds of disqualification set out in Paragraph 28 of the Constitution, a person may also not be or continue as a Director of the Trust if:

5.1.1 in the case of a Non-Executive Director, he no longer satisfies the relevant requirements for appointment;

5.1.2 he is a person whose tenure of office as a chair or as a member or director of a health service body has been terminated on the grounds that his appointment is not in the interests of public service, or for non-disclosure of a pecuniary interest;

5.1.3 he has within the preceding two years been dismissed, otherwise than by reason of redundancy, by the coming to an end of fixed term contract or through ill health, from any paid employment with a health service body;

5.1.4 information revealed by a Criminal Records Bureau check is such that it would be inappropriate for him to become or continue as a Director on the grounds that this would adversely affect public confidence in the Trust or otherwise bring the Trust into disrepute;

5.1.5 in the case of an Executive Director, he is no longer employed by the Trust;

5.1.6 he is a person who has had their name removed by a Direction under section 154 of the 2006 Act from any list prepared under Part 4 of that Act, and have not subsequently had their name included on such a list;

5.1.7 he is an executive or non-executive director of another NHS Foundation Trust, or a governor, non-executive director, Chair, Chief Executive Officer of another Health Service Body or a body corporate whose business includes the provision of healthcare;

5.1.8 he is a member of a patient and public involvement forum;

5.1.9 he is a member of a local authority's overview and scrutiny committee;

5.1.10 he is the subject of a disqualification order made under the Company Directors' Disqualifications Act 1986;

5.1.11 he has failed or refused to undertake any training which the Board of Directors requires all Directors to undertake;

5.1.12 he has failed to sign and deliver to the Secretary in the form required by the Board of Directors confirmation that he accepts the Code of Conduct of NHS Managers;

5.1.13 he/she is a partner or spouse of an existing Director.

6. Governors and Directors: Communication and Conflict

6.1 Summary

6.1.1 This paragraph 6 describes the processes intended to ensure a successful and constructive relationship between the Membership Council and the Board of Directors. It emphasises the importance of informal and formal communication, and confirms the formal arrangements for communication within the Trust. It suggests an approach to informal communications, and sets out the formal arrangements for resolving conflicts between the Membership Council and the Board of Directors.

6.2 Informal Communications

6.2.1 Informal and frequent communication between the Governors and the Directors is an essential feature of a positive and constructive relationship designed to benefit the Trust and the services it provides.

6.2.2 The Chair shall use his reasonable endeavours to encourage effective informal methods of communication including:-

(a) participation of the Board of Directors in the induction, orientation and training of Governors;

(b) development of special interest relationships between Non-Executive Directors and Governors;

(c) discussions between Governors and the Chair and/or the Chief Executive and/or Directors through the office of the Chief Executive or his nominated officer;

(d) involvement in Membership recruitment and briefings at public events organised by the Trust.

6.3 Formal Communication

6.3.1 Some aspects of formal communication are defined by the constitutional roles and responsibilities of the Membership Council and the Board of Directors respectively.

6.3.2 Formal communications initiated by the Membership Council and intended for the Board of Directors will be conducted as follows; -

(a) specific requests by the Membership Council will be made through the Chair to the Board of Directors;

(b) any Governor has the right to raise specific issues to be put to the Board of Directors at a duly constituted meeting of the Membership Council through the Chair but if the Chair declines to raise any such issue the said Governor may nonetheless still raise it provided two thirds of the Governors present approve his request to do so. The Chair shall then raise the matter with the Board of Directors and provide the response to the Membership Council;

(c) joint meetings will take place between the Membership Council and the Board of Directors as and when appropriate.

6.3.3 The Board of Directors may request the Chair to seek the views of the Membership Council on such matters as the Board of Directors may from time to time determine.

6.3.4 Communications between the Membership Council and the Board of Directors may occur with regard to, but shall not be limited to:-

(a) the Board of Directors proposals for the Strategic Direction and the Annual Business Plan;

(b) the Board of Directors' proposals for developments;

(c) Trust performance;

(d) involvement in service reviews and evaluation relating to the Trust's services; and

(e) proposed changes, plans and developments for the Trust other than may be covered by paragraph 6.3.2.2 above.

6.3.5 The Board of Directors shall also present to the Membership Council the Annual Accounts, Annual Report and Auditors Report in accordance with the terms of this Constitution and of the 2006 Act.

6.3.6 The following formal methods of communication may also be used as appropriate with the consent of both the Membership Council and the Board of Directors:-

(a) attendance by the Board of Directors at a meeting of the Membership Council;

(b) provision of formal reports or presentations by Executive Directors to a meeting of the Membership Council;

(c) inclusion of appropriate minutes for information on the agenda of a meeting of the Membership Council;

(d) reporting the views of the Membership Council to the Board of Directors though the Chair or Deputy Chair.

7. Resolution Of Disputes

7.1 Dispute Resolution between Board of Directors and Membership Council

Should a dispute arise between the Council and the Board of Directors, then the disputes resolution procedure set out below recognises the different roles of the Council and the Board as described in the Constitution.

7.1.1 The Chair, or Deputy Chair (if the dispute involves the Chair) shall first endeavour through discussion with Governors and Directors or, to achieve the earliest possible conclusion, appropriate representatives of them, to resolve the matter to the reasonable satisfaction of both parties.

7.1.2 Failing resolution under 7.1.1 above then the Chair shall appoint a special committee comprising equal numbers of Directors and Governors to consider the circumstances and to clearly and concisely produce a recommendation statement to the Membership Council and Board of Directors with a view to resolving the dispute (the “Recommendation Statement”).

7.1.3 The Chair shall ensure that the Recommendation Statement, without amendment or abbreviation in any way, shall be an Agenda Item and Agenda Paper at the next formal meeting of both the Board and Council.

7.1.4 If the matter remains unresolved or only partially resolved then the procedure outlined in 7.1.1 above shall be repeated.

7.1.5 If, in the opinion of the Chair or Deputy Chair (if the dispute involves the Chair), and following the further discussions prescribed in 7.1.4, there is no further prospect of a full resolution or, if at any stage in the whole process, in the opinion of the Chair or Deputy Chair, as the case may be, there is no prospect of a resolution (partial or otherwise) then he shall advise the Council and the Board accordingly.

7.1.6 On the satisfactory completion of this disputes process the Board of Directors shall implement agreed changes.

7.1.7 On the unsatisfactory completion of this disputes process the view of the Board of Directors shall prevail.

7.2 Nothing in this procedure shall prevent the Council, if it so desires, from informing Monitor that, in the Council’s opinion, the Board has not responded constructively to concerns of the Council that the Trust is not meeting the Terms of Authorisation.

8. Other Disputes

8.1 Where an individual is held by the Trust to be ineligible and/or disqualified from Membership of the Trust and disputes the Trust's decision in this respect, the matter shall be referred to the Secretary (or such other office of the Trust as the Chief Executive may nominate) as soon as reasonably practicable thereafter.

8.1.1 The Secretary (or his nominated representative) shall:

(a) review the original decision having regard to any representations made by the individual concerned and such other material, if any, as the Secretary considers appropriate;

(b) then either confirm the original decision or make some other decision as appropriate based on the evidence which he has considered; and

(c) communicate his decision and the reasons for it in writing to the individual concerned as soon as reasonably practicable.

8.1.2 If the Member is aggrieved of the decision of the Secretary pursuant to paragraph 8.1.1 above, he may appeal in writing to the Membership Council within 14 days of the Secretary's decision. The Membership Council's decision s to be final

8.1.3 Where a Governor is declared ineligible or disqualified from office or his term of office as a Governor has been terminated (otherwise than as a consequence of his own resignation) and that person disputes the decision, he shall as reasonably practicable be entitled to attend a meeting with the Chair and Chief Executive of the Trust, who shall use their reasonable endeavours to facilitate such a meeting, to discuss the decision with a view to resolving any dispute which may have arisen but the Chair and Chief Executive shall not be entitled to rescind or vary the decision which has already been taken.

8.2 Review of Process

8.2.1 The arrangements in paragraph 8.1 above will apply for twelve months from the date of establishment of the Trust. At or about the end of that period, the Trust shall arrange a joint meeting of the Membership Council and the Board of Directors to assess communications between them over that period, and consider any changes to this procedure that might assist resolution in the event of a conflict between them.

8.3 Amendment of the Constitution

8.3.1 The Trust may make amendments to this Constitution with the approval of Monitor.

8.3.2 No proposal for amendment of this Constitution shall be put to Monitor unless it has been approved by the Board of Directors which shall first have consulted the Membership Council on each such proposal.

8.3.3 The Constitution shall be reviewed on the first anniversary of the Trust's authorisation or as soon as reasonably practicable thereafter. Further review dates shall be established at that time.

8.4 Indemnity

8.4.1 Members of the Membership Council and Board of Directors 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 Special Health Authority to cover such costs.

8.5 Validity of Actions

8.5.1 No defect or deficiency in the appointment or composition of the Membership Council or the Board of Directors shall affect the validity of any action taken by them.

Item 4

Appendix 2

Membership Council
Code of Conduct for Governors

1. Introduction

The purpose of this Code is to clarify the appropriate conduct of governors and outline what is expected of individuals occupying the position of governor on the Trust's Membership Council. As elected constituents, or appointed representatives, it is important that governors are fully aware of the standards of conduct and personal behaviour expected of anyone who holds a public position.

The Trust considers the Code of Conduct to be an essential guide for all governors; including newly elected or appointed governors and those more experienced in the role.

This Code is intended to support and complement the Trust's Constitution and expands on other guidance for governors.

Governors are expected to adhere at all times to the Code of Conduct. In particular, governors must recognise that the Trust is an apolitical public organization which will develop and deliver services without discrimination against any part of the Community served, on any grounds. Accordingly governors must not promote any personal or political view that is at odds with this principle. Given the confidential and often sensitive nature of the issues considered by the Council, governors both individually and collectively must always act with total discretion and integrity, and in the interests of the greater good of the Trust and its patients in the execution of their role.

Elected governors who are members or affiliates of any trades union body, political party, or other organisation that seeks to influence public opinion, must understand that they are not representing the views of any such organisation: Rather, they are elected to represent the views of their constituency members. Prior to taking office, all members seeking election to the Membership Council will be required to sign the Code as confirmation that they will fully comply with, and be bound by, its provisions.

2. Guiding Principles

The 'seven principles of public life', as defined by The Nolan Committee report (1996) underpin this code of conduct and are as follows:

Selflessness
Holders of public office should act solely in terms of the public interest: they should not do so in order to gain financial or other benefits for themselves, their family or friends.

Integrity
Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

Objectivity
In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, choices should be based on merit alone.

Accountability
Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

Openness
Holders of public office should be as open as possible about all the decisions and actions they take: they should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

Honesty
Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

Leadership
Holders of public office should promote and support these principles by leadership and by example.

In addition the NHS Core Principles also inform the Code of Conduct, and guide the activities of the Membership Council. These principles dictate that the NHS will provide:

- a universal service for all, based on clinical need, not the ability to pay;
- provide a comprehensive range of services;
- shape services around the needs of individual patients, their families and their carers;
- respond to the different needs of different populations;
- work continuously to improve quality services and to minimise errors;
- support and value it's staff;
- ensure public funds for healthcare are devoted solely to NHS patients;
- work in partnership with others to ensure a seamless service for patients;
- help keep people healthy and work to reduce health inequalities;
- respect the confidentiality of individual patients and provide open access to
- information relating to services,

3. Qualifications

The qualifications for the office of governor are detailed in the Trust's Constitution. All governors are required to continue to comply with these qualifications throughout the period of their tenure. The Trust Secretary must be informed of any changes in circumstances that may preclude a governor from continuing in office.

4. Disqualifications for office of governor

The Trust's constitution details the circumstances under which a person may be disqualified from holding, or continuing to hold, office as a governor.

5. Roles and responsibilities

The following three key roles underpin the work of a governor:

- Advisory to the board of directors regarding strategic direction that is consistent with the needs of the members and wider community
- Strategic- informing the development of the future strategy of the Trust
- Guardianship- ensuring that the Trust operates in a way that fits with it's statement of purpose, complies with the Terms of Authorisation and acting for the welfare of the organisation

The above roles are underpinned by the NHS core principles and prior to seeking election or appointment to office, governors must agree to fulfil these roles and responsibilities by:

- acting at all times, in the best interests of the Trust, supporting objectives and ensuring the development as a successful NHS Foundation Trust;
- abiding by the Trust's policies, Standing Orders and Standing Financial Instructions;
- promoting the provisions of the Trust's Equal Opportunities Policy at all times
- contributing to the work of the Council, in order that its functions, as detailed in the Trust's Constitution are fulfilled;
- working collectively and consistently with fellow governors ensuring effective decision-making at Council meetings, the outcomes of which are formally recorded in the minutes;
- recognising that, outside of Council meetings, a governor has no more rights or privileges than any other member of the Trust, and that the position of governor does not include a managerial function;
- supporting and assisting the Trust Chief Executive in their responsibility to answer to the Foundation Trust regulatory body, commissioners and the public, in terms of:
  - fully declaring and explaining the use of resources
  - the performance of the Trust, in enacting national policy and delivering national targets

Governors have a responsibility to attend all meetings of the Membership Council, and remaining for the duration of each meeting. Should this not be possible, a written apology must be submitted to the Membership Manager, in advance of the meeting. Absence from two consecutive meetings, without good reason, will result in the governor being deemed to have resigned from their office.

Collectively, the Membership Council is accountable to the Trust's membership. Individually, governors are accountable to their respective constituent membership, or the partner organisations they represent. In demonstrating this accountability, governors should seek every opportunity to effectively engage with those they represent in order to understand their views and concerns, and to provide feed back from meetings of the Council.

6. Confidentiality

All governors must, act to safeguard and respect the confidentiality of the information they are privy to, by way of their office.

7. Personal

In the performance of their duties, all governors are expected to maintain the highest standards of personal conduct and behaviour. As holders of public office governors will:

- conduct themselves in a manner that reflects positively on the Trust, and their role as ambassadors of the Trust and which supports its vision and objectives;
- at all times be mindful of conduct which could be perceived as unfair or discriminatory against the best interest of the Trust and its membership
- value and respect their fellow governors, the Trust's directors and all members of staff with whom they have contact;
- value and respect the views of their constituent members and accurately represent these views at meetings of the Membership Council;
- maintain good practice regarding the conduct of meetings, respecting the views of fellow governors, ensuring that judgments relating to colleagues are consistent, fair, unbiased and are properly founded;
- recognise that the Membership Council, the Board of Directors and Trust management have a common purpose in the continued success of the Trust, and adopt a team approach.
- Ensure that any approach from the media is not responded to individually but referred to the Trust Secretary and dealt with in accordance with Trust communication procedures

8. Register of Interests

At all times governors must act with honesty and integrity, probity and objectivity. The office of governor must not be used to seek any form of personal advantage or preferential treatment. Governors have a duty to declare any potential conflict of interest that may arise and must not vote on any such matters. This includes any involvement a governor may have with any organisation where the Trust may be considering entering a contract.

Interests which may be regarded as "relevant or material" and should be included in the Trust's Register of Interests are:

i. directorships, including non-executive directorships in private companies or PLCs
ii. ownership, part ownerships or directorships of private companies, business or consultancies likely to do business with the NHS.
iii. majority or controlling share holdings in organizations likely to do business with the NHS
iv. a position of authority in a charity or voluntary organization in the field of health and social care
v. any connection with a voluntary or other organization in the field of health and social care

Where there is any doubt in this respect, governors must seek advice and guidance from the Chair or Director of Governance. Governors must be committed to ensuring that any conflicts of interest, whether potential or actual, are properly addressed and acted upon. Governors should absent themselves from any discussions about matters in which they have a material interest and not be involved in any vote about such matters. The Director of Governance will keep a Register of Interests, which is a public document, the contents of which are freely accessible to anyone wishing to examine it.

9. Training

The Trust recognises that the provision of appropriate training and development for governors is essential, particularly for those who are new to the role. Governors are expected to take opportunities to further develop their effectiveness and understanding of their duties and responsibilities by participating in any such training and development activity.

10. Non-compliance

Non-compliance with this Code of Conduct may result in action being taken, as follows:

- Where a clear case of misconduct occurs, the Chair of the Membership Council is authorised to take such action as may be immediately required, including the exclusion of the governor from a meeting.
- Where misconduct is alleged, it will be open to the Membership Council to determine, by a three-quarters majority decision, to lay a formal charge of misconduct, whereupon it will be the responsibility of the Council to take the following actions:

- notify the governor in writing of the charges, detailing the nature of the alleged misconduct, and inviting and considering their response within a prescribed timescale;
- invite the governor to address the Council in person, should it not be possible to resolve the matter satisfactorily, through correspondence alone;
- decide, by simple majority, whether to uphold the charge of misconduct;
- impose such sanctions as are deemed appropriate in the circumstances: the range of sanctions may include the issue of a formal written warning or dismissal from office.
- The Chair reserves the right to determine when the behaviour of a governor has caused, or is likely to cause offence to others, and when (in his/her opinion) an individual has failed to observe the Code of Conduct, in which case the Chair will ask the individual to leave the meeting.

The following declaration is to be signed as a requirement of an individual's election or appointment to the Membership Council: Failure to do so will preclude a prospective governor from taking office.

Declaration:

I …….. (Full name) have read, understood, and agree to abide by the Code of Conduct for the Membership Council of The United Bristol Healthcare NHS Trust

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Signature: …….

Date: …….

Agenda item 5

MEMBERSHIP COUNCIL	**12th June 2008**
PAPER	**Approval of continued appointment of current Chair, Deputy Chair, Non-Executive Directors of University Hospitals Bristol NHS Foundation Trust**
PURPOSE	**For formal approval.**
FORMAT	**A one off paper.**
THE MEMBERSHIP COUNCIL IS ASKED TO:	**The Membership Council is asked to:** **1. Approve the continued appointment of current Chair, Deputy Chair, and Non-Executive Directors of University Hospitals Bristol NHS Foundation Trust until their current Terms of Office come to an end or for 12 months, whichever is greater.** **2. Note the appointment of the Chief Executive of University Hospitals Bristol NHS Foundation Trust**

1. Context

Paragraph 24 of the Constitution of the University Hospitals Bristol NHS Foundation Trust sets out the process for appointment of the initial Chair and Non-Executive Directors. Their appointment is automatic until their current Terms of Office come to an end or for 12 months, whichever is greater.

Paragraph 25 of the Constitution of the University Hospitals Bristol NHS Foundation Trust sets out the process for appointment of the initial Deputy Chair. Their appointment is automatic until their current Term of Office comes to an end or for 12 months, whichever is greater.

Paragraph 27 of the Constitution of the University Hospitals Bristol NHS Foundation Trust does not require the Membership Council to approve the appointment of the initial Chief Executive.

The current Chair and Non-Executive Directors have indicated they wish to continue in their current appointments until their Terms of Office come to an end or for 12 months, whichever is greater.

Profiles of the Trust Board are found at Appendix 1.

2. **The Membership Council is asked to:**

   - **Approve the continued appointment of current Chair, Deputy Chair, and Non-Executive Directors of University Hospitals Bristol NHS Foundation Trust until their current Terms of Office come to an end or for 12 months, whichever is greater.**

   - **Note the appointment of the Chief Executive of University Hospitals Bristol NHS Foundation Trust**

Prepared and presented by:
Anne Reader
Assistant Director of Governance
12th June 2008

Appendix 1

Pen Portraits of the Board

Chair: Dr. John Savage CBE

Appointed in December 2006

Summary of experience	Very broad range of business experience over a period of more than 40 years, including general management in food production, international distribution and a wide range of businesses from printing to transport, property, building, catering and manufacturing. Chair of Business West. Awarded CBE in 2006 for services to business and regeneration
Qualifications	Honorary degree of Doctor of Education, University of the West of England Honorary degree of Doctor of Law, University of Bristol Fellow of the Royal Society of Arts
Previous roles	16 years general management experience followed by 5 years running an international distribution company. Specialist consultant for the Associated Newspaper Group and Managing Director for 6 wide ranging Associated Newspaper businesses. 1989 Chief Executive of the Bristol Initiative 1993 Chief Executive of the Bristol Chamber of Commerce and Initiative 2002/3 High Sheriff of Bristol
Current role	2004 Chairman of Business West Currently, also: Vice Chair of West of England Partnership Chairman of South West Learning and Skills Council Board and West of England Learning and Skills Council Board member of South West Regional Development Agency and Regional Assembly Chair, Financial Director, Vice President or Chair of 12 other organisations based in Bristol or the South West

Chair of Audit Committee/Non Executive Director: Patsy Hudson

Appointed in December 2000

Summary of experience	Non-Executive Director, coach/mentor and management consultant with significant public sector experience as member (and now Vice-Chair) of UBHT Board and member of Avon and Somerset Probation Board. Senior executive, chair and trustee experience gained in the voluntary sector.
Qualifications	State Registered Nurse until 1979, University College Hospital BA Honours in Contemporary Studies, Hatfield College MBA, University of Hertfordshire
Previous roles	Qualified as a nurse in the 1960's and worked for the Family Planning Association in a variety of roles. Appointed as District Manager for Oxfam in 1986 and selected as one of Oxfam's first Equal Opportunities Trainers in late 1980's. Oxfam's Regional Retail Manager for South West and South Wales 1996 – 2000. Lecturer in Government and Politics at St Albans College of Further Education 1979 - 1985
Current role	2000 Appointed Non-Executive Director of UBHT. Currently Chair of Audit and Assurance Committee Board Member , Avon and Somerset Probation Board Panel Chair of Judicial Appointments Committee for judges' appointments from April 2008.

Vice Chair/Non Executive Director: Emma Woollett

Appointed in January 2006

Summary of experience	Significant senior level marketing experience in the retail industry, serving as marketing director on two divisional boards. Five years' experience as a strategy consultant with a major consultancy firm. Extensive experience in project management, strategic and business improvement and facilitation, both in house and as an external consultant.
Qualifications	MA Honours in Physics, Cambridge University M Phil International relations, Cambridge University
Previous roles	Marketing director for both Somerfield Convenience Stores and Kwik Save Stores. Business Development Executive, with responsibility for developing, implementing and marketing strategic projects. Strategy and policy consultant for Coopers and Lybrand. Various roles in Logistics and Finance within Mobil Oil.
Current role	2006 Appointed Vice Chair/Non-Executive Director of UBHT. Freelance Management Consultant, including work within the NHS in England and Wales and Northern Ireland.

Non Executive Director: Lisa Gardner

Appointed in June 2007

Summary of experience	Significant senior level experience in finance in commercial organisations, including Aardman Animations. Nine years experience at Director level. Experience of working with voluntary sector as a parent governor of a local school and Director of a local Media Centre/Hub.
Qualifications	BA Honours in Accounting and Finance – Kingston University Chartered Accountant
Previous roles	Worked in audit, prior to joining Aardman Animations Ltd as Finance Director, responsible for the whole Aardman group. Subsequently employed by Business West at Director level, as well as working freelance.
Current role	Company Accountant – Stokes plc – retailer of fruit and vegetables Director of Watershed Arts Trust Limited, a local media centre/hub. 2007 Appointed Non- Executive Director of UBHT.

Non-Executive Director: Mr. Iain Fairbairn

Appointed in August 2007

Summary of experience	Former commercial solicitor, with more than 20 years experience of property, commercial, planning and construction advice to the NHS, including establishment of NHS trusts, PFI projects and various forms of joint working between the NHS and other public and private bodies. Founder and developer of a care village for the elderly in Cornwall, including a 37 bed nursing home.
Qualifications	University College London LL.B. (Hons) Admitted as solicitor 1979. Retired 2004
Previous roles	Assistant solicitor and partner in City of London and Bristol legal practices Director and company secretary of private manufacturing company Proprietor and director of nursing home and care village development Member of Business Advisory Group to UBHT
Current role	Director of elderly care consultancy. 2007 Appointed non-executive director of UBHT

Non-Executive Director: Professor Selby Knox

Appointed in February 2008

Summary of experience	35 years experience within the University of Bristol, including 15 in senior management positions. Experience of leadership, operational management and strategic planning in an organisation that has complex interactions with a wide variety of stakeholders and a turnover of £350m.
Qualifications	BSc 1st class Honours in Chemistry, University of Bristol PhD, University of Bristol DSc, University of Bristol Fellow of the Royal Society of Chemistry (FRCS) Chartered Chemist (CChem)
Previous roles	Academic chemist (1972 – 1992). Head of School of Chemistry (1992-2001). Head of Inorganic & Materials Chemistry (2001-2003).
Current role	2004 Appointed to the post of Pro Vice-Chancellor (Resources: Finance and Estates), University of Bristol. Senior Pro Vice-Chancellor from 2007. Member of the Senior Management Team and Council of the University. Chair of University Planning & Resource Committee; Standing Committee of Senate; Budget Committee; Capital Prioritisation Committee.

Chief Executive Officer: Dr. Graham Rich

Appointed in 2007

Summary of experience	Qualified in medicine and undertook variety of hospital clinical roles as part of GP training. Worked in the Department of Health in performance management and in the USA on system reform and consultancy. Undertaken roles at both Chief Executive and Director level within the primary care and commissioning sector. 10 years at Board level within the NHS. 22 years in healthcare. Member of Department of Health Board on long term conditions. Non-Executive role, Hull Cityimage Ltd.
Qualifications	BSc Honours Basic Medical Sciences with Medical Sociology Bachelor of Medicine and Surgery, University of London Diploma of Child Health, Diploma of Immediate Medical Care, Diploma of Royal College of Obstetricians and Gynaecologists Membership of the Royal College of General Practitioners Masters in Business Administration, INSEAD
Previous roles	Variety of hospital clinical roles, as part of GP training Senior Medical Officer at the Department of Health in performance management Worked in USA with Jackson Hole Group on managed care and system reform, and in strategy consultancy with Boston Consulting Group Director of Commissioning and Primary Care, Newcastle and North Tyneside Health Authority Chief Executive, West Hull Primary Care Trust, Chief Operating Officer, United Bristol Healthcare NHS Trust
Current role	2007 Appointed Chief Executive Officer, UBHT

Chief Operating Officer: Ms Irene Scott

To take up post March 2008

Summary of experience	21 years of Board level experience in a range of healthcare organisations. Highly experienced and nationally recognised healthcare leader. Extensive experience of management of change, major projects, organisation redesign and turnaround. Strong track record of achieving sustainable change and improving efficiency and effectiveness in a business environment.
Qualifications	1975 Registered Nurse - Withington Hospital, Manchester. 1997 MSc Health Care Policy & Organisation (Nottingham University)
Previous roles	2004 – 05 Chief Executive-Nurse Directors Association UK 2001 - 04 Director of Nursing Guy's and St Thomas' NHS Trust 1999 – 01 Director of Nursing and Workforce Development, NHSE West Midlands Region 1994 - 99 Director of Nursing - The Leicester Royal Infirmary NHS Trust 1986 - 94 Nurse Executive Director/deputy CEO- Christie Hospital NHST
Current role	2005 – present Director of Nursing, and Deputy CEO, Surrey and Sussex Healthcare NHS Trust Honorary Professor of Nursing Wolverhampton University To take up appointment as Chief Operating Officer at UBHT in March 2008 Currently, also: Visiting Professor of Nursing at South Bank University and Kings College, London. Editorial Board member – Journal of International Nursing Leadership Editorial Board member - Nursing Times Trustee – Florence Nightingale Foundation

Director of Corporate Development: Robert Woolley

Appointed in 2004

Summary of experience	Significant acute sector NHS experience in both strategic planning and operational roles. Five years' experience at Board level in the NHS. Successful design and delivery of major service reconfiguration projects. Several successful business cases for major service developments. Extensive partnership working associated with commissioning and service planning.
Qualifications	BA Honours in English Language and Literature, Oxford University Masters in Business Administration (distinction), University of Bath
Previous roles	Head of Strategic Planning and Assistant Director of PFI project at Barts and the London Trust. General Manager roles in Children's Services and Anaesthetics, Radiology and Physics. Variety of small company positions, including Trade Sales Manager at MacLine Computers. Professional actor for 8 years with lead roles in repertory theatre and film and wide experience in television, radio and voice-over.
Current role	2001 Appointed as Director of Performance Management, UBHT. 2004 Director of Corporate Development, UBHT

Director of Workforce and Organisational Development: Anne Coutts

Appointed in 2004

Summary of experience	30 years experience within Human Resources, predominantly in the NHS, but also in education, security industry and consultancy. 13 years at Board level in NHS. Strong experience in employment law. Non-Executive Board member of Skills for Health, which is UK wide. Experience in NHS also includes operational management, including Information Technology and management of clinical support services.
Qualifications	BA Honours in Geography and Anthropology, University of Durham Masters in Strategic Human Resource Management, University of East Anglia Fellow of the Institute of Personnel and Development
Previous roles	Range of roles in human resources, including Unit Personnel Manager for Westminster Hospitals and Assistant Director, Riverside Hospitals Personnel Research Project Director (national project in Further Education) Consultancy within the security industry and with Training and Enterprise Council 1994 Director of Human Resources, Chelsea and Westminster Hospital. Awarded Health Service Journal Human Resources department of year 1999 and national Beacon award for contribution to improving working lives.
Current role	2000 Appointed Director of Human Resources, UBHT. 2004 Director of Workforce and Organisational Development, UBHT.

Chief Nurse and Director of Governance: Lindsey Scott

Appointed in 2007

Summary of experience	Qualified in both nursing and midwifery. Worked clinically in cancer nursing before entering a general management role in the NHS. 12 years at Board level in NHS. Current corporate responsibilities embrace strategic leadership for nursing, midwifery, allied healthcare professionals and healthcare scientists and technicians. Lead Director for governance and patient and public involvement. Founder member of the University Teaching Trusts UK Director of Nursing Forum and the Trust Nursing Association
Qualifications	Registered Nurse and Registered Midwife Further Education & Teaching Certificate Postgraduate Diploma in Management, Manchester Polytechnic Masters in Business Administration (distinction), Manchester Business School
Previous roles	Variety of clinical nursing roles in cancer care, followed by general management role in medicine and elderly care services at Bolton Hospitals. 1995 Director of Nursing at Luton and Dunstable Hospitals
Current role	1998 Appointed Director of Nursing at UBHT. 2007 Chief Nurse and Director of Governance, UBHT.

Medical Director: Dr. Jonathan Sheffield

Appointed in 2004

Summary of experience	Qualified as a doctor and worked in a variety of medical roles in Scotland, Nottingham and London, before being appointed as a Consultant Histopathologist with a special interest in gastrointestinal disease. 5 years of working as Medical Director. Led clinical networks and chaired both Regional Modernisation Taskforces and Department of Health Advisory Groups for cancer services.
Qualifications	Bachelor of Medicine and Surgery Fellow of the Royal College of Pathologists
Previous roles	Registrar, Nottingham Hospitals Clinical Research Fellow at the Imperial Cancer Research Fund and Honorary Senior Registrar at St. Mark's Hospital, London Consultant Histopathologist, Yeovil Hospital Medical Director, Yeovil Hospital Undertook role of Lead Clinician, Avon, Somerset and Wiltshire Cancer Services
Current role	2004 Appointed Medical Director, UBHT. Also responsible for research and development and lead for the National Programme for Information Technology 2007 Chair of Chairs South West Darzi Review "Our NHS, Our Future" 2007 Chair of Acute Care Clinical Pathway South West Darzi Review 2007 NHS Medical Director representative on the National Institute for Health Research Advisory Board.

Finance Director: Paul Mapson

Appointed in 2004

Summary of experience	Substantial experience in finance roles within the NHS, having originally joined as a National Finance Trainee. Five years' experience at Board level. Has also had significant experience in management of capital projects, specialist commissioning, information technology and procurement.
Qualifications	BA Honours in Economics, University of Exeter Member of the Chartered Institute of Public Finance and Accountancy
Previous roles	Joined the NHS as a National Finance Trainee. Following full qualification as an accountant, undertaken a variety of finance roles in the NHS, before becoming Deputy Finance Director at UBHT. Appointed as substantive Director following a period of acting at Director level.
Current role	2002 Acting Director of Finance, UBHT. 2004 Appointed Director of Finance, UBHT

Agenda item 6

MEMBERSHIP COUNCIL	**12th June 2008**
PAPER	**Appointment of Senior Independent Non-Executive Director of University Hospitals Bristol NHS Foundation Trust**
PURPOSE	**To approve the appointment of the Senior Independent Non-Executive Director of University Hospitals Bristol NHS Foundation Trust.**
FORMAT	**A one off paper.**
THE MEMBERSHIP COUNCIL IS ASKED TO:	**The Membership Council is asked to:** **1. Approve the appointment of the Senior Independent Non-Executive Director of University Hospitals Bristol NHS Foundation Trust**

1. **Context**

   The NHS Foundation Trust Code of Governance (Monitor. September 2006) requires the Board of Directors to appoint one of the Non-Executive Directors to be the Senior Independent Non-Executive Director, in consultation with the Membership Council.

   The purpose of this appointment is to make an individual available to the members and governors if they have concerns which contact through the normal channels of Chair, Chief Executive or Finance Director has failed to resolve or for whom such contact is inappropriate.

2. **Proposal**

   Appendix 1 of Agenda item 5 sets out the Profiles of the Board of Directors. The Board of Directors proposes Mr Iain Fairbairn as the Senior Independent Non-Executive Director.

3. **The Membership Council is asked to:**

   Approve the appointment of Mr Iain Fairbairn as Senior Independent Non-Executive Director of University Hospitals Bristol NHS Foundation Trust.

Prepared and presented by:
Anne Reader
Assistant Director of Governance
12th June 2008

Agenda item 7

MEMBERSHIP COUNCIL	**12th June 2008**
PAPER	**Appointment of external auditors.**
PURPOSE	**To approve the continuation of the current external auditors of University Hospitals Bristol NHS Foundation Trust until due for review.**
FORMAT	**A one off paper.**
THE MEMBERSHIP COUNCIL IS ASKED TO:	**The Membership Council is asked to:** **1. Approve the continuation of the current external auditors of University Hospitals Bristol NHS Foundation Trust until due for review.**

1. **Context**

   Paragraph 35 of the Constitution requires the Membership Council to appoint or remove the external auditor of the Trust at a general meeting of the Membership Council.

2. **Proposal**

   It is proposed that the Audit Commission continues as the external auditors of University Hospitals Bristol NHS Foundation Trust until due for review in 2008/09.

3. **The Membership Council is asked to:**

   Approve the appointment of the Audit Commission as external auditors of University Hospitals Bristol NHS Foundation Trust until due for review in 2008/09.

Prepared and presented by:
Anne Reader
Assistant Director of Governance
12th June 2008

MEMBERSHIP COUNCIL	**12th June 2008**
PAPER	**Membership Council sub-committee(s) and working groups.**
PURPOSE	**To agree the sub-committee(s) and working groups of the Membership Council.**
FORMAT	**A one off paper.**
THE MEMBERSHIP COUNCIL IS ASKED TO:	**The Membership Council is asked to:** **1. Agree the sub-committee(s) and working groups of the Membership Council.** **2. Approve the Terms of Reference of the Nominations and Appointments Sub-Committee.** **3. Agree the governor representatives to sit on the Nominations and Appointments Sub-Committee.** **4. Agree the governor representatives to participate in the working groups.**

1. Context

Paragraph 10 of Annex 7 (Standing Orders of the Membership Council) of the Trust's Constitution requires the formation of a Nominations and Appointments Sub-Committee.

Paragraph 2 of Annex 7 (Standing Orders of the Membership Council of the Trust's Constitution sets out the role of the Membership Council to include (among other things) :

- 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
- Oversee and advise the Board of Directors regarding future Trust plans and priorities
- 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 Membership Council reflects all the interests of the membership community
- To seek to ensure that the interests of the community served by the Trust are appropriately represented when taking into account the Membership Strategy.

This paper seeks to describe a mechanism to enable the Membership Council to carry out these aspects of its role.

2. Proposal

This paper sets out:

a. A proposed structure and rationale for the sub-committee(s) and working groups of the Membership Council.

b. Proposed Terms of Reference of the Nominations and Appointment Sub-Committee, which includes a process for the Membership Council to agree which governors shall serve on the Committee.

3. Membership Council sub-committee(s) and working groups

The proposed structure of the Membership Council sub-committee(s) and working groups is found at Appendix A.

a) Formal sub-committee
It is proposed that the Membership Council has one formal sub-committee, the Nominations and Appointment Sub-Committee.

Rationale:

- This is a requirement of the Trust's Constitution.
- In minimising the number of formal sub-committees of the Membership Council, the Trust is seeking to maximise governor involvement whilst minimising formal meetings which some governors may find it difficult to attend.

The proposed Terms of Reference of the Nominations and Appointment Sub-Committee are found at Appendix B.

b) Working Groups
It is proposed that there are three working groups of the Membership Council, the Membership Working Group, the Strategy Working Group and the Quality Working Group.

Rationale:

- The governors' role in contributing to the development of a representative membership as set out in the Membership Plan, and ensuring the Membership Council reflects all the interests of the membership community, is clearly set out in the Constitution.
- The Membership Council's role in overseeing and advising the Board of Directors regarding strategy and future Trust plans and priorities is clearly set out in the Constitution.
- The Membership Council's role in monitoring 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 is clearly set out in the Constitution. A significant element of compliance with Terms of Authorisation as an NHS

Foundation Trust, include complying with the Healthcare Commission's Standards for Better Health.

- Intelligence from other NHS Foundation Trusts suggests that the three proposed working groups (or similar) provide a sound basis for the work of the Membership Council for most Trusts.
- A number of governors and members have been telling us that aspects of the patient experience and quality are important to them. This information has been gathered via special interest questionnaires, at informal events such as "A Conversation with Graham Rich and the Members", members' participation in audits, governor drop in sessions and informal events.
- In minimising the number of formal sub-committees of the Membership Council, the Trust is seeking to maximise governor involvement whilst minimising formal meetings which some governors may find it difficult to attend.

It is proposed that these working groups are more flexible than formal sub-committees allowing governors to nominate themselves on to the groups. It will be for the Membership Council and those governors who wish to participate in these groups to determine such things as: their priorities and work programme, how they operate, how they interface with relevant stakeholders, how frequently they report to the Membership Council.

The Trust will provide assistance to these working groups e.g. the Membership Manager would work closely with the Membership Working Group and can provide a link into the Trust's patient and public involvement activities; and the Strategy Working Group could link in to the Trust's annual strategic review.

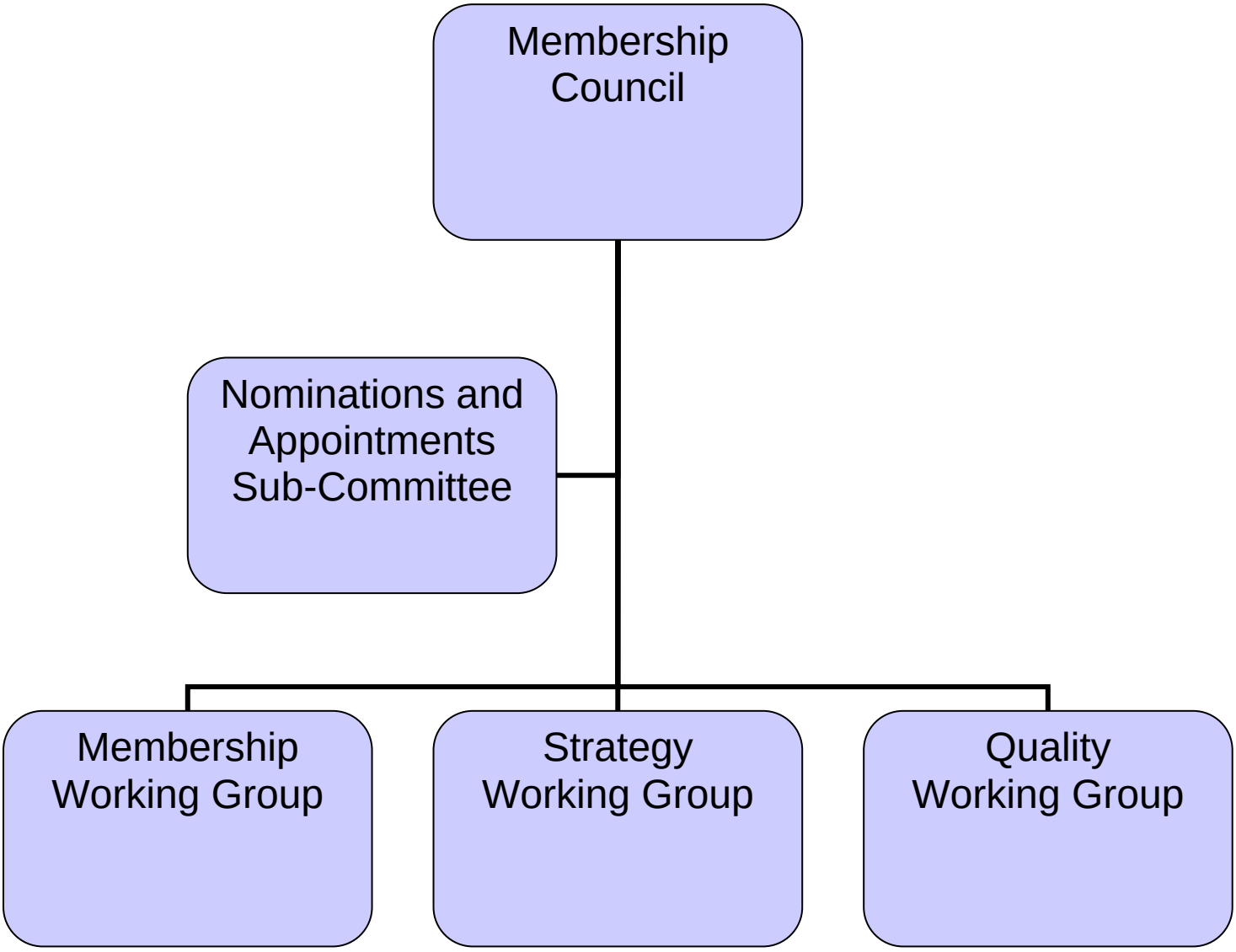
4. The Membership Council is asked to:

a. Agree the sub-committee(s) and working groups of the Membership Council.
b. Approve the Terms of Reference of the Nominations and Appointments Sub-Committee.
c. Agree the governor representatives to sit on the Nominations and Appointments Sub-Committee.
d. Agree the governor representatives to participate in the working groups.

Prepared and presented by:
Anne Reader
Assistant Director of Governance
12th June 2008

Appendix A

Proposed Structure of the Membership Council sub-committee(s) and working groups



University Hospitals Bristol NHS
NHS Foundation Trust

NOMINATIONS AND APPOINTMENTS COMMITTEE

TERMS OF REFERENCE

All powers and authorities exercisable by the Membership Council, together with any delegation of such powers or authorities to any committee or individual, are subject to any limitations imposed by the Constitution or by Monitor or by the National Health Service Act 2006. Due regard will also be had to any Code of Governance issued from time to time by Monitor.

1. MEMBERSHIP

Members of the Committee shall be appointed by the Membership Council as set out in paragraph 10 of Annex 7 of the Trust's Constitution (Standing Orders of the Membership Council), and shall be made up of seven members.

The following shall be members of the Committee:

Two Patient and Carer governors
Two Public governors
Two Appointed governors
One Staff governor

No two governors will be appointed from the same Public constituency nor from the same class of the Patient and Carer constituency.

Not more than one may be a Primary Care Trust governor, not more than one may be a Local Authority governor and not more than one shall be from a Partnership Organisation.

Appointment of governors to the Committee will take place at a general meeting of the Membership Council. If there are more governor nominees than places on the Committee for each constituency, final selection of governor from the constituency will be put to a vote.

Only members of the Committee have the right to attend Committee meetings. However, other individuals, including external advisers, may be invited to attend for all or part of any meetings, as and when appropriate.

Pursuant to paragraph C.1.3 of The NHS Foundation Trust Code of Governance (Monitor September 2006), the Chair of the Trust will

Chair the Nominations Committee, and in his absence the Senior Independent Non-Executive Director. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of their number to chair the meeting.

Governors shall be appointed to the Committee until their term of office as governor comes to an end as set out in the Trust's Constitution, or they choose to resign from the Committee in writing to the Chair. .

In addition to Committee members the following Staff may be required to attend a meeting:

- Corporate Human Resources Professionals
- Senior Independent Non-Executive Director
- External agencies and assessors involved in the Committee's current business
- Executive Directors

2. SECRETARY

The Assistant Director of Governance and Risk Management shall attend all meetings and provide appropriate support to the Committee members.

Administrative support to the Committee will be provided by the Membership Administrator and will include:

- Production of the agenda, collation and circulation of papers;
- Minuting the proceedings and resolutions of all meetings of the Committee;
- Including recording the names of those present and in attendance. Minutes shall be circulated promptly to all members of the Committee and;
- Keeping a record of matters arising and issues to be carried forward;

3. QUORUM

The quorum necessary for the transaction of business shall be four, three elected and one appointed governor (excluding the Chair). A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

4. FREQUENCY OF MEETINGS

The Committee shall meet quarterly and at other times as the Committee shall require e.g. during a recruitment campaign.

5. NOTICE OF MEETINGS

Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of the Chairman of the Committee.

Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other person required to attend, no later than five working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

6. DUTIES

The functions of the Committee shall be as follows:

a. to determine the criteria and process for the selection of the candidates for office as Chair 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;

b. 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 Committee shall be at liberty to seek advice and assistance from persons other than members of the Committee or of the Membership Council

c. to make recommendation to the Membership Council as to potential candidates for appointment as Chair or other Non-Executive Director, as the case may be; and

d. on a regular and systematic basis monitor the performance of the Chair and other Non-Executive Directors and make reports thereon to the Membership Council from time to time when requested to do so or when, in the opinion of the Committee, the results of such monitoring ought properly to be brought to the attention of the Membership Council; and

e. consider and make recommendations to the Membership Council as to the remuneration and allowances and other terms and conditions of office of the Chair and other Non-Executive Directors.

7. REPORTING RESPONSIBILITIES

The Committee Chairman shall report formally to the Membership Council on its proceedings after each meeting on all matters within its duties and responsibilities.

The Committee shall make recommendation to the Membership Council as to potential candidates for appointment as Chair or other Non-Executive Director, as the case may be.

The Committee shall make recommendations to the Membership Council as to the remuneration and allowances and other terms and conditions of office of the Chair and other Non-Executive Directors.

The Membership Council 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 Committee as to the suitability of the available candidates.

8. OTHER

The Committee shall, at least once a year, reviews its own performance and Terms of Reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Membership Council for approval.

Prepared : May 2008
Review : July 2009

MEMBERSHIP COUNCIL	**12th June 2008**
PAPER	**Appointment of two additional Non-Executive Directors.**
PURPOSE	**To approve the Non-Executive Director selection process, inform the governors of progress towards, and their involvement in, the appointment of two additional Non-Executive Directors.**
FORMAT	**A one off paper.**
THE MEMBERSHIP COUNCIL IS ASKED TO:	**The Membership Council is asked to:** **1. Approve the Non-Executive Director selection process.** **2. Note the timing and progress towards, the appointment of two additional Non-Executive Directors.** **3. Prepare for their involvement in the selection of two additional Non-Executive Directors.**

1. **Context**

   Paragraph 2.1 of Annex 7 (Standing Orders of the Membership Council) of the Trusts Constitution requires the governors to appoint Non-Executive Directors to the Trust's Board of Directors.

2. **Proposal**

   The attached paper:

   a. Sets out the position in respect of the current composition of the Trust Board, and that required on attainment of foundation status.

   b. Sets out the selection process for Non-Executive Directors to the Trust Board.

   c. Describes the progress and involvement of the governors in the current Non-Executive Director recruitment process.

3. **The Membership Council is asked to:**

   a. Approve the Non-Executive Director selection process.
   b. Note the timing and progress towards, the appointment of two additional Non-Executive Directors.

c. **Prepare for their involvement in the selection of two additional Non-Executive Directors.**

Prepared and presented by:
Anne Reader
Assistant Director of Governance
12th June 2008

Appendix B

University Hospitals Bristol NHS Foundation Trust

2 Non-Executive Directors (Designate)

United Bristol Healthcare NHS Trust is a dynamic and thriving group of hospitals in the heart of Bristol, a vibrant and culturally diverse city. The Trust has around 7,000 staff over 100 different clinical services across eight different sites and aim to provide healthcare, research and teaching of the very highest quality.

This is an exciting time for the Trust who are seeking to appoint 2 Non Executive Directors (designate). The Trust has identified the following skills to complement those of the existing non executives and would like to hear from candidates who can demonstrate:

Essential expertise

- Experience of operating in a commercial and competitive environment in an organisation of similar size and complexity to the Trust with experience of service delivery and financial management etc
- Extensive senior level experience in business management
- Current and previous experience in monitoring/managing organisational performance

In addition for Post 1: Candidates must be able to demonstrate high level skills and experience in making major investment decisions, which enhance service quality and deliver value for money, ideally with a financial background

In addition for Post 2: Candidates must be able to demonstrate previous high level experience with service quality strategy, ideally with a health-related or public service background

Desirable expertise for both posts

- Expertise in providing services with a strong consumer/customer focus for a diverse and multi-cultural client base
- Voluntary sector or community service experience, with experience of regeneration, community development or service provision for disadvantaged groups

To promote full community involvement we particularly welcome applications from people from the black and minority ethnic communities and disabled people.

Remuneration will be £5,875 per annum for a minimum of 2½ days per month. This may be during the working day and in the evening. This may be reviewed when the Trust is authorised as a NHS Foundation Trust.

For an informal discussion please contact the Chair, John Savage, on 0117 928 3605 prior to the closing date for applications.

For more information please visit the website www.appointments.org.uk or call 0870 240 3802 quoting the reference FT8070D for an information pack and application form.

Closing date: 19 June 2008 Interviews will be held w/c 21 July 2008

Agenda item 10

Appendix A

UNIVERSITY HOSPITALS BRISTOL NHS FOUNDATION TRUST

Process for the appointment of a new Chair and Non-Executive Directors

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Version Control

Date	Version	Author	Purpose
31 Jan 08	v1	LB	1st Draft for discussion with JS
28 Feb 08	v2	LB/AR	2nd Draft for discussion with AC
18 Mar 08	v3	AR	3rd Draft JS/Exec discussion
1 April 08	v4	AR	Draft for approval by the Trust Board
29 April 08	v5	AR	For approval by Nominations Committee
			For approval by the Members' Council

UNITED BRISTOL HEALTHCARE NHS TRUST

Process for the appointment of a new Chair and Non-Executive Directors

1. Introduction

This guide provides advice and information for the Trust on the selection, appointment (including re-appointment) and induction of a new Chair and Non-Executive Directors. It incorporates standards for good recruitment practice and governance requirements as set out in the NHS Foundation Trust Code of Governance[1].

2. Principles

United Bristol Healthcare NHS Trust's Recruitment Policy contains the principles and responsibilities of managers undertaking recruitment and these should be followed as part of this process. The NHS Foundation Trust Code of Governance states that there should be a formal, rigorous and transparent procedure for the appointment or election of a new Chair or Non-Executive Directors to the Board of Directors.

The code provisions specifically outline the following requirements;

2.1 Role of Nominations and Appointments Committee

A Nominations and Appointments Committee will be established as a sub-committee of the Members' Council made up of governors as laid down in Section 10 of Annex 7 of the Trust's Constitution.

As a sub-committee of the Member's Council, the Nominations and Appointments Committee will have a role in the appointment of the Non-Executive Directors and Chair of the Trust's Board of Directors.

The Nominations and Appointments Committee will be chaired by the Chair or the Senior Independent Non-Executive Director.

2.2 Role of the Members' Council

The governors are responsible at a general meeting of the Members' Council for the appointment, re-appointment and removal of the Chair and other Non-Executive Directors. They will agree with the Nominations and Appointments Committee a clear process for the nomination of a new Chair and Non-Executive Directors. Once a suitable candidate has been identified the Nominations and Appointments Committee

[1] NHS Foundation Trust Code of Governance, September 2006.

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should make recommendations to the Members' Council.
When considering the appointment of Non-Executive Directors, the Members' Council should take into account the views of the Board of Directors on the qualifications, skills and experience required for each position.

2.3 Terms of Office

Non-Executive Directors, including the Chair, should be appointed by the Members' Council for specified terms as laid down in the Trust's Constitution.

2.4 Re-appointments

Re-appointments can take place for further terms as laid down in the Trust's Constitution.

The Chair should confirm to Governors that, following formal performance evaluation, the performance of the individual proposed for re-election continues to be effective and the individual demonstrates commitment to the role.

3. Proposed Selection Process (subject to agreement by the Members' Council)

At all stages of the process the Nominations and Appointments Committee will have access to the advice of a Human Resources professional from the Corporate Human Resources Department.

The Nominations and Appointments Committee will meet prior to the end of the term of office of the Chair and/or a Non-Executive Director in sufficient time to enable an appointment to be made.

The Nominations and Appointments Committee will regularly review the structure, size and composition of the Board of Directors and make recommendations for changes where appropriate. Any change from the composition of the Board of Directors as laid down on the Trust's Constitution must be approved by Monitor.

3.1 Job Descriptions and Person Specifications

The Nominations and Appointments Committee will evaluate the balance of skills, knowledge and experience on the board and then prepare a job description of the role for the particular appointment. Job descriptions, defining the role and capabilities required for the Chair and Non-Executive Directors should be consistent with the model job description as set out in Monitor's Updated Guide for Applicants (September 2007) attached at Appendix A. These should also include an assessment of the time commitment expected.

3.2 Recruitment campaign

The exact wording of the job description and person specification should be agreed by the Nominations and Appointments Committee in consultation with the Chair, prior to the start of the campaign.

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The Nominations and Appointments Committee will consider procuring the services of an independent recruitment agency to assist with the recruitment process.

Advert wording will be compiled for any press or online media that will be used and this can be done in conjunction with the Corporate Human Resources Department. The advert should be approved by the Chair of the Nominations and Appointments Committee and the Chair before publication.

The post will be advertised to the Trust's public and patient membership through the external trust website, the local press within the area and any other relevant local publications.

A briefing session for candidates and opportunity to meet members of the Members' Council and Board should be held prior to the advert closing. Attendance at the briefing event should be voluntary and will not affect applications.

3.3 Eligibility

Only declared members of the Trust's public or patient and carers constituencies are eligible for appointment as a Non-Executive Director. Further details of ineligibility to become a Non-Executive Director are laid down in the Trust's Constitution.

3.4 Selection process

The details of the selection process will be agreed by the Members' Council, but is likely to comprise the following elements:

3.4.1 Shortlist

The short listing panel will normally be made up of Nominations and Appointments Committee and the Chair. The short listing criteria will be drawn up by the Nominations and Appointments Committee with advice from the Corporate Human Resources Department or independent recruitment agency and circulated to the panel with the application forms after the closing date. Consideration will be given to having an Independent Assessor to facilitate discussion among panel members when discussing applications (and performance at interview stage).

3.4.2 Interview

The assessment programme for selection should be confirmed at the planning stage; prior to any advertising and may comprise one or more assessment methods in addition to a formal interview.

The interview panel will be made up of;

- Nominations and Appointments Committee representatives
- Independent Assessor
- Chair (for Non-Exec Directors appointments)
- A Human Resources professional as an advisor

It is recommended that the Board of Directors meets each candidate in small

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groups before the interviews for informal discussions only lasting about 30 minutes. This will allow the candidate to gain further information on specific areas and enable the Board to meet short listed candidates and assess whether they could work with them. The Board should gather and relay their opinions to the Independent Assessor who will pass these to the interview panel after the interviews have taken place.

The panel should decide on a set of questions to ask each candidate prior to interviews.

3.4.3 Decision making process

Other significant commitments of candidates applying for the positions of Chair or Non- Executive Director should be disclosed to the Members' Council before decision making.

Once all candidates have been interviewed, the Chair of the interview panel will lead discussions to include;

- Advice and opinions from the Independent Assessor
- Hear from panel members their opinion of each candidate
- The Independent Assessor should relay the opinion of the Board of Directors to the panel.
- Consider the references provided
- Conduct a vote among the panel.

3.4.4 Post Selection Actions

The Governors will approve the Nominations and Appointments Committee recommendation for a Non-Executive Director appointment at a general meeting of the Members Council.

- The Chair should then inform the successful and unsuccessful candidates of the interview results.
- This selection will be subject to occupational health clearance and Criminal Records Bureau (CRB) disclosure check.
- Communication of the new appointment will be planned.
- The letter of appointment of Non-Executive Directors will set out the expected time commitment for the role.
- Induction will be arranged (including a supportive link to a current Non-Executive Director)

4. Induction

The Chair will ensure that new Non-Executive Directors receive a full, formal and tailored induction on joining the Board.

It is recognised that that the induction of a Chair or Non-Executive Director is fundamental to an effective start and to the continued direction and governance of the Trust.

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All new Non-Executive Directors and Chair who start with the trust should attend the core Corporate Induction programme. The core programme gives an overall picture of the trust's structures, values and culture, governance arrangements, customer care, equality and diversity considerations, health and safety, and staff benefits. The induction lasts for one day.

In addition, a range of induction sessions will also be arranged.

5. Reporting framework

The annual report should describe the process followed by the Members' Council in relation to appointments of the Chair and Non-Executive Directors.

A separate section of the annual report should describe the work of the Nominations and Appointments Committee, including the process it has used in relation to Board appointments.

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Appendix A

Monitor template for Job Descriptions of Non-Executive Directors

Role Profile

The Non-Executives of the Trust Board are drawn from their local community and the membership. They bring their expertise and experience, as well as their particular knowledge as a member of the community to the work of the Board.

Non-executives work as a member of the Board team with the executive members.

The key responsibilities of an NHS Non-Executive are:

- helping to plan for the future to improve healthcare services;
- making sure that the management team meets its performance targets;
- making sure that the finance of the organisation are managed properly with accurate information;
- helping the Board to be sure that it is working in the public interest and keeps its patients and the public properly informed;
- serving on important board committees.

Responsibilities include:

- commit to working to, and encouraging within the trust, the highest standards of probity, integrity and governance and contribute to ensuring that the trust's internal governance arrangements conform with best practice and statutory requirements;

- provide independent judgment and advice on issues of strategy, vision, performance, resources and standards of conduct and constructively challenge, influence and help the executive board develop proposals on such strategies;

- in accordance with agreed board procedures, monitor the performance and conduct of management in meeting agreed goals and objectives and statutory responsibilities, including the preparation of annual reports and annual accounts and other statutory duties;

- obtain comfort that financial information is accurate and that financial controls and risk management systems are robust and defensible;

- contribute to the determination of appropriate levels of remuneration for executive directors;

- Chair or participate in the Audit Committee and/or take an active part in other committees (including the investment and remuneration committees) established by the Board of Directors to exercise delegated responsibility. In

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respect of the Audit Committee, at least one of the Non-Executive Director members of the committee should have recent and relevant financial experience;

- as a member of board committees, appoint, remove, support, encourage and where appropriate 'mentor' senior executives;

- bring independent judgment and experience based on commercial, financial, legal or governance expertise from outside the trust and apply this to the benefit of the trust, its stakeholders and its wider community;

- assist fellow directors in setting the trust's strategic aims, ensuring that the necessary financial and human resources are in place for the trust to meet its objectives, and that performance is effectively monitored and reviewed;

- assist fellow directors in providing entrepreneurial leadership to the trust within a framework of prudent and effective controls, which enable risk to be assessed and managed;

- assist fellow directors in setting the trust's values and standards and ensure that its obligations to its stakeholders and the wider community are understood and fairly balanced at all times; and

- engage positively and collaboratively in board discussion of agenda items and act as an ambassador for the trust in engagement with stakeholders including the local community, dealing with the media when appropriate.

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Monitor template for Job Description of Chair

Role Profile

The Chair of the Trust Board plays an important part in the healthcare of the local community. He or she can make all the difference to the way the organisation works. The key responsibilities of the Chair are:

- **leading the Board and Membership Council and making sure they work effectively;**
- **making sure that patients, the public and staff are kept informed about the organisation plans and that their views are listened to;**
- **making sure that the Board and its members, the Membership Council and governors are working well together and as individuals;**
- **supporting the Chief Executive and making sure the executives and non-executives can contribute to the work of the Board.**

Responsibilities include:

Strategy

- provide leadership to the Membership Council and the Board of Directors, ensuring their effectiveness in all aspects of their role and agenda;

- work with Board members in developing and promoting the trust's vision, values, aims and strategic objectives;

- pro-actively direct and manage major Board decisions and their development ensuring that 'due process' has been applied at all stages of decision making and full and complete consideration has been given to all options during the process; and

- lead and direct work within the trust with other Non-Executives, the Chief Executive and other executive directors.

Human Resources

- Support, encourage and where appropriate 'mentor' other Board members and senior executives;

- arrange the regular evaluation of the performance of the Membership Council and the Board of Directors, their committees and individual directors, and facilitate the effective contribution of non-executive directors, directors and governors and ensure constructive relations; and

- take responsibility, in conjunction with the Board, for own personal development and ensure that this remains a priority.

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Operations

- Take responsibility for ensuring that the Board monitors the progress of the business against the planned objectives;

- use general management and leadership ability and personal knowledge of the community to guide and advise on the work of the Board of Directors and governors of the trust;

- ensure that the Board establishes clear objectives to deliver the agreed plans and meet the terms of its authorisation and regularly review performance against these objectives;

- plan and conduct Board meetings, in conjunction with the Chief Executive;

- encourage the best use of resources including the development of effective risk and performance management processes;

- share and use relevant expertise with senior managers and clinicians in a changing healthcare environment;

- promote appropriate processes and procedures to deliver high standards of professional, clinical, administrative and personal behaviours across the trust;

- be aware of and understand relevant, regulatory and central government policies; and

- comply at all times with the trust's published health and safety policies, in particular, by following agreed safe working procedures and reporting incidents using the trust's risk reporting systems.

Communication and relationships

- Ensure the effectiveness and constructive dialogue and promote harmonious relations with the following bodies as relevant:
  - Board of Directors;
  - Membership Council;
  - stakeholders in the trust's community;
  - national healthcare stakeholders; and
  - regulators such as Monitor and the Healthcare Commission.

- Ensure the provision of accurate, timely and clear information to directors and governors, so that within the boundaries of probity, good governance and risk, the trust meets all its statutory objectives and remains within the terms of its authorisation;

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- participate fully in the work of the Board of Directors and Membership Council and maintain appropriate links with the Chief Executive and individual directors, as well as with the wider local and national health and social care community;

- develop high level relationships with key stakeholders, including the trust's financiers, but ensuring that the interests of all stakeholders are fairly balanced at all times;

- bring balance to the use and influence of external advisers;

- represent the trust's views with national, regional or local bodies or individuals and ensure that the views of a wide range of stakeholders are considered;

- uphold the values of the trust, to be an appropriate role model and to ensure that the board promotes equality and diversity for all its patients, staff and other stakeholders;

- be an ambassador for the trust; be knowledgeable and aware of local issues, and assist the trust in its efforts to support local regeneration as a major employer;

- set an example on all policies and procedures designed to ensure equality of employment. Staff, patients and visitors must be treated equally irrespective of gender, ethnic origin, age, disability, sexual orientation, religion etc.

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Agenda Item 11

MEMBERSHIP COUNCIL MEETING	12 June 2008
TITLE	**Membership Development Plan 2008/09**
PURPOSE	To brief the Governors on the key areas for recruitment and engagement for 2008/09.
FORMAT	Report.
THE COUNCIL IS ASKED TO:	Consider how the governors wish to be involved in recruitment and engagement.

1. Membership Development Plan 2008/09

The plan for communicating with and involving the membership is summarised in the attached plan. The plan is realistic and cost effective for ongoing and effective communications with the membership. This includes a range of methods to reach the membership in order to inform, update and involve the members.

The plan will focus on the following three work streams in 2008 – 2009:

1. Sustaining the existing membership.
2. Growing the membership, through targeted recruitment to address under representation where necessary.
3. Electing, inducting and training governors, and establishing the Membership Council.

The governors' role is to contribute to the development of a representative membership and ensuring the Membership Council reflects all the interests of the membership community.

2. Conversation Events

Graham Rich, Chief Executive, hosted a series of 'Conversation' events for public, patient, staff members and governors. The outcome from the events will:

- Governor event: The outcome will influence the training and development of the Governors.
- Public, patient and staff events: The outcome will influence membership activity.

The documents are attached for information.

3. Conclusions and Recommendations

The Membership Council is asked to:

3.1 **Membership Development Plan 2008/09:**

(a) Receive the Plan for discussion and views.

3.2 **Conversation Events:** The outcomes from the events are for Membership Council's information.

Prepared by: Maria Fox, Membership Manager

Presented by: Lindsey Scott, Chief Nurse and Director of Governance

Item 11
Membership Council 12 June 2008

Membership Development Plan 2008/09

Maria Fox
Membership Manager
Foundation Trust Membership Office
June 2008

Version control

Date	Version	Purpose
November 07	Draft v1	Writing draft plan.
January 08	Draft v2	Incorporating Patient and Public Involvement
February 08	Draft v3	Final draft following consultation with Trust Board, Foundation Trust Steering Group and the Involving People Committee
4 March 08	Final	Approved by the Trust Board
12 June 08		Presented to Membership Council and new logo added

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1 Introduction

1.1 Membership Development Strategy – Summary of Progress so far

1.1.1 Strategy

University Hospitals Bristol NHS Foundation Trust, as a Foundation Trust, will be accountable to the local community. By becoming members and governors, local people, patients, carers and staff will have a say in how services will be delivered in the future and, in doing so, develop a sense of ownership of their Foundation Trust.

The initial Membership Development Strategy (23 January 2007) was developed in late 2006 in preparation for the consultation phase, the definition of the constitution and the Foundation Trust application phase. It outlined:

- The vision and principles for the development of membership.
- The composition and definition of membership, and the Membership Council.
- The Constituencies.

There was a period of pre-consultation and discussion within the Trust and with some local stakeholders in early 2007. Formal consultation phase took place from 2 April to 25 June 2007. The Trust Board received the Consultation Report on the 17 July 2007 and agreed the Governance Rationale and Constitution on 17 July 2007.

The membership office is led by the Membership Manager, Maria Fox. She has been supported thus far by the Board lead for membership and governance, Lindsey Scott, Chief Nurse and Director of Governance. The Foundation Trust Project Manager, Anne Reader, has also been directly involved in the work and will continue to be so when she moves to her new role of Assistant Director Governance and Risk Management, in May 2008. Substantive administrative support will be in place from early 2008. The team is already working closely with the Patient and Public Involvement leads and activity in the Trust.

1.1.2 Membership

The membership consists of five constituencies and they are:

- Three Public Constituencies for Bristol, South Gloucestershire and North Somerset.
- Patient Constituency with four groups for Carers of patients aged 16 years & over, Carers of patients under 16 years, Patients in tertiary areas (live in Wales and the rest of England) and Patients in local areas (live in Bristol, North Somerset and South Gloucestershire).
- One Staff Constituency with four groups for Nursing & Midwifery, Medical & Dental, Other clinical healthcare professionals and Non-clinical healthcare professionals.

The original strategy outlined the benefits of membership, the approach to recruitment of the membership and to sustaining it. The Staff Membership was agreed as an opt-out one and the others as opt-in. Membership Recruitment was active throughout 2007, particularly in the summer and autumn months. The membership numbers are to date as follows:

Membership numbers

Constituency	Total
Patient	5,462
Public	2,839
Staff	7,200
Total	**15,501**

All patient and public members received a welcome letter and a special interests form to tell us about any services or areas of special interest to them. Some have already been involved directly in the work of the Trust e.g. Patient Environment Action Team assessments, a Patient Safety workshop, Accident and Emergency audit, Annual Plan survey etc. All members have also received a copy of the first newsletter in January 2008. The public and patient membership database is managed for the Trust by Computershare.

1.1.3 Governors

The Constitution defined the Governor places as follows:

Constituencies and Governors

Electing/Appointing Body	Number of Governors	Total
Public Constituencies:		
Bristol	5	
South Gloucestershire	2	
North Somerset	2	9
Staff Constituency:		
Medical and Dental	1	
Nursing and Midwifery	2	6
Other Clinical Healthcare Professionals	1	
Non-Clinical Healthcare Professionals	2	
Patients and Carers Constituency		
Carers of Patients aged 16 years and over	2	
Carers of Patients under 16 years	2	
Local Patient Carers (Bristol, North Somerset and South Gloucestershire)	6	
Non-Local Patient Carers (Wales and rest of England	2	12
Appointed Governors		
Bristol Primary Care Trust	1	
South Gloucestershire Primary Care Trust	1	
North Somerset Primary Care Trust	1	
Bristol City Council	1	
University of Bristol	1	
University of West of England	1	
Avon Wiltshire Mental Health Trust	1	
Great Western Ambulance Trust	1	
Joint Union Committee	1	
Community Group	1	
Voluntary Group	1	11
Total Number of Governors		**38**

Elections for the elected governor places were triggered in December 2007 when Secretary of State approval for the application to proceed to the Monitor stage, was received. The independent scrutineer, Electoral Reform Services, has been used to ensure transparency. The timetable for the elections was as follows:

Election Timetable 2008

NOTES	OPTION 4
Notice of Election issued. Nomination forms available to Trust members.	Thursday, 24 Jan 2008
Deadline for receipt of nominations.	Friday, 8 Feb 2008
Publish summary of nominated candidates upon validation.	Monday, 11 Feb 2008
Final date for candidate withdrawal.	Friday 15 Feb 2008
Notice of Poll published.	Friday 29 Feb 2008
Voting packs despatched to members.	Monday 4 March 2008
Closing date for election.	Thursday 20 March 2008
Results.	Tuesday 25 March 2008

At the point of finalising this document the nomination phase had closed and all constituencies were covered with nomination, and all will proceed to elections as is more than one nomination per group / constituency. The Trust is informed that the number of nominations received for governor elections by the independent scrutineer Electoral Reform Services, at 203, is unprecedented. The Trust Board is delighted with the response and welcomes the clear sense of commitment to the Trust from the local community and patients and carers and staff. Two seminars were held in November 2007 and January 2008, for those interested in being a staff, patient and public governor. In total approximately 170 members attended the seminars, which reflects the strength of commitment and interest from attendees.

The organisations that have designated appointed governor places were all contacted in late 2007 and asked to identify their appointed governor. It is hoped that this part of the process will be completed by April 2008.

1.2 Membership Development Plan 2008 - 2009

Commitment builds over time and it only stays if the experience of involvement is positive. The plan for communicating with and involving the membership will be a proactive and explicit one. The Membership Council will evaluate the membership regularly and membership will be reported to Monitor under the Compliance Framework. The plan is realistic and cost effective for ongoing and effective communications with the membership. This includes a range of methods to reach the membership in order to inform, update and involve the members. The approach will be one of ensuring full integration with the existing Patient and Public Involvement work in the Trust (see section 2).

Recruitment for patient and public members started in the consultation phase with a target of 5,000 members by December 2007. The Membership Development Strategy included a plan on how this had been achieved and the membership was profiled in November 2007. This plan will focus on the following three work streams in 2008 – 2009:

1. Sustaining the existing membership.

2. Growing the membership, through targeted recruitment to address under representation where necessary.
3. Electing, inducting and training governors, and establishing the Membership Council.

This plan outlines the Membership Development Plan for University Hospitals Bristol NHS Foundation Trust for 2008 - 2009. The detailed action plan is at Appendix One. It has been developed through discussions with existing members, discussions with staff, identification of best practice in existing foundation trusts, through consultation with the Involving People Committee and debate at the Trust Board in early February 2008. The Trust Board approved the plan in March 2008.

This plan will be implemented and a full review of the outcomes will take place in March 2009 in conjunction with the Governors. The priorities for 2009 / 2010 will be identified at that point.

1.3 Patient and Public Involvement / Membership

1.3.1 Patient and Public Involvement Background

Patient and Public Involvement has evolved in the NHS over the last two decades. It began with the emergence of formal complaints systems and early survey activity during the late 1980's. In 1998, the requirement for clinical governance systems in the NHS was defined; many believing that clinical governance was in some part born out the events in Bristol which resulted in the Kennedy Inquiry. A fundamental part of clinical governance is Patient and Public Involvement, and this ranges from Patient Advise and Liaison Service, complaints processes, patient information and patient surveys, through to wider community and public involvement. University Hospitals Bristol NHS Foundation Trust has always had a strong commitment to Patient and Public Involvement, and its systems were highly commended during the Commission for Health Improvement assessment visit in 2002. More recently certain aspects of Patient and Public Involvement have been encapsulated in the Core Standards for Better Health on which trusts have to declare compliance. The relevant core standards are:

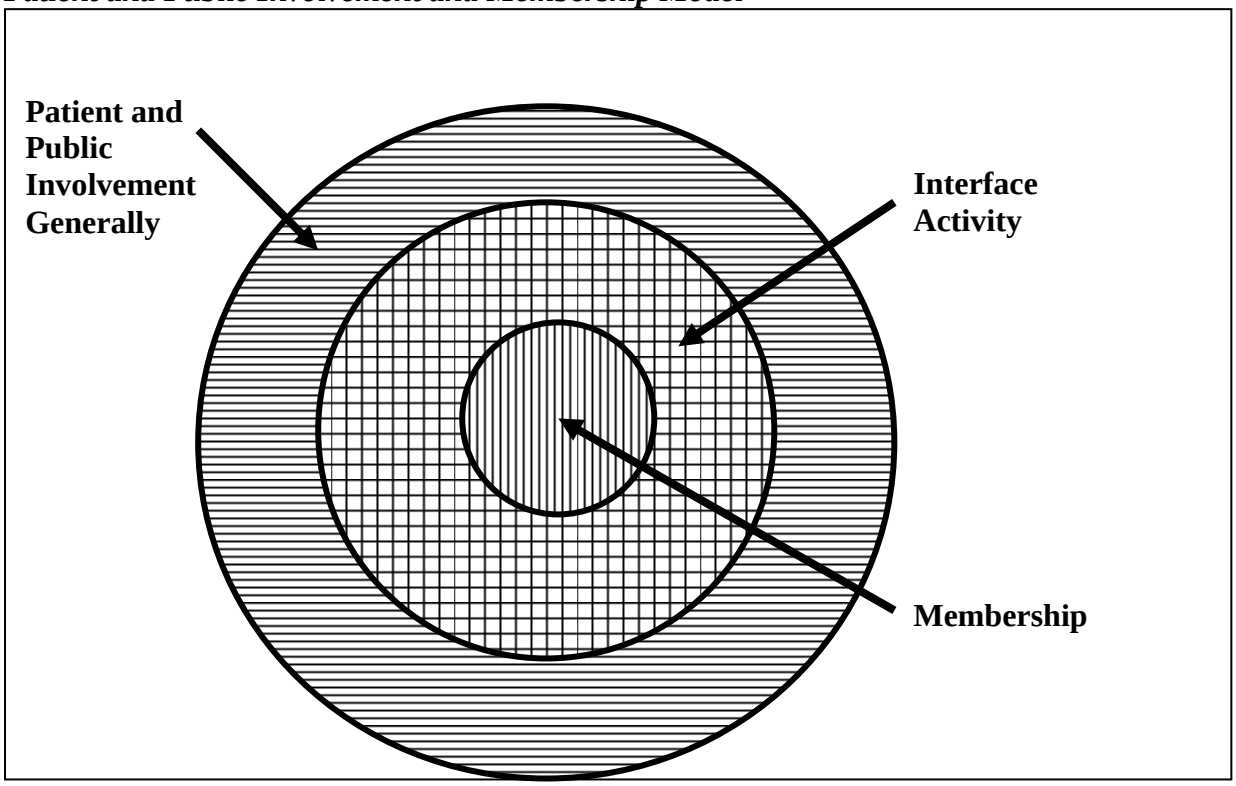
- Core Standard 14 Complaints and Feedback
- Core Standard 16 Patient Information
- Core Standard 17 Patient and Public Involvement

1.3.2 Patient and Public Involvement in University Hospitals Bristol NHS Foundation Trust

The Trust has an established infrastructure to ensure that Patient and Public Involvement is continually delivered and that the core standards remain compliant. The Involving People Committee meets quarterly and, chaired by the Chief Nurse and Director of Governance, ensure that the Assurance Framework for these core standards is reviewed and all risks considered. The central team in Trust Headquarters has a number of people dedicated to Patient and Public Involvement. They provide expertise and guidance on practice, and ensure that the Trust Board has adequate assurance on the delivery of the relevant core standards. There are designated personnel for Patient Advise and Liaison Service, complaints, patient surveys, patient involvement and patient information. Within divisions the Heads of Nursing / Midwifery are the designated divisional leads for Patient and Public Involvement. The Trust Board lead is Lindsey Scott, Chief Nurse and Director of Governance.

The plan is to integrate the activities of the membership with Patient and Public Involvement activities to avoid duplication and conflict in priorities, and to ensure that through integration both areas are strengthened and mutually supportive. The model is envisaged as:

Patient and Public Involvement and Membership Model



The model indicates that there will always be some activities which are purely Patient and Public Involvement ones not related to membership, and vice versa. Because membership is by definition involvement, it is the within the wider circle of Patient and Public Involvement. Much of the activity in both of these domains however, will be mutually supportive. Examples of activity in the three areas and in particular the interface are given below:

Patient and Public Involvement

- Complaints Systems
- Patient Advise and Liaison Service
- Patient Information
- Local surveys and feedback processes
- Supporting national patient surveys

Interface Activity

- Accessing members with special interests for specific involvement activity.
- Local surveys of members with specific interests.
- Re-defining the Involving People Committee to involve Patient and Public Members.
- Considering the establishment of a High Quality Patient Care Group / Patient Panel involving patient members.

Membership

- Governor's role in planning and strategy plans.
- Membership Newsletters.
- Membership meetings.

2 Profiling

The profiling of the membership was completed on the existing membership numbers as they stood in November 2007. The overall numbers are listed in section 1.1.2. A summary of the profile of the patient and public membership is at Appendix Two.

2.1 Public Members Profiled in November 2007

The three constituencies for Bristol, North Somerset and South Gloucestershire were profiled by age, gender and ethnicity against the respective Unitary Authority most recent census profiles.

2.1.1 Gender

In terms of gender the profile of all three constituencies is comparable to the general population in that Unitary Authority. The gender profile does not therefore indicate that there is any targeted recruitment necessary in this area.

2.1.2 Ethnicity

In terms of ethnicity it was reassuring to find that the White British group did not dominate any of the constituency memberships. In fact all three have a slightly lower percentage of the White British group than the general population of the areas. There is under representation in some defined groups, but because the overall numbers of members from minority groups is small in the context of the overall size of the public groups the proposal is to still target minority groups for membership. The Trust must also consider the known changes in immigration since the census data for profiling was collected. We are advised to target for example the White Other group which would cover the East European e.g. polish population that we know has grown significantly in recent years. The plan therefore will be to grow the public membership through:

- Continued general recruitment to sustain the White British representation.
- Targeted recruitment of all minority groups, in particular East European / Polish.

2.1.3 Age

In terms of age there is a shortfall in numbers of members under 16 years of age. This will be part of the targeted recruitment plan in the coming year, utilising the expertise of the new Youth Involvement worker (April 2008) in the Women's and Children's Division, and the Patient and Public Involvement Facilitator (March 2008) to focus on minority group involvement.

2.1.4 Socio-economic

The following provides a socio-economic profile of the patient and public membership. This analysis utilises Acorn profiling to provide an indication of the categories that members are likely to be drawn from.
Acorn has been developed over 25 years and is the first geo-demographic classification tool used in the UK. The full Acorn profile can be obtained from the Membership Office. The five categories are:

1. Wealthy achievers
2. Urban prosperity
3. Comfortably off
4. Moderate means
5. Hard-pressed

In summary, the Acorn profile for the Membership highlights:

- An above average representation from 'wealthy achievers, urban prosperity and comfortably off'.
- A below average representation from 'moderate means' which includes Asian communities, post industrial families and blue collar roots. The Asian community is the largest under represented group in the socio-economic profile.
- The 'hard-pressed' category has above average and below average representation. The above average represented groups include inner city adversity, high rise hardship and burdened single groups. The under representatives are the 'struggling families' group.

The growth of the numbers will work in communities where we can address the under representation of 'moderate means' groups, integrating part of the latter work with the need to grow numbers from minority Asian community groups. The growth of representation from struggling families will be targeted work integrated with the need to grow membership of under 16 years of age.

2.1.5 Total Numbers

The numbers for each constituency are:

Constituency	Total	% Members	% Referrals
Bristol	1,577	55	57
North Somerset	662	23	15
South Gloucestershire	600	21	13
Total	**2,839**		

2.2 Patient Members Profile in November 2007

The profile of the patient constituency members was matched to the overall patient profile of those who used Trust services in 2006.

2.2.1 Gender

In terms of gender the profile of membership is comparable to the general patient population. The gender profile does not therefore indicate that there is any targeted recruitment necessary in this area.

2.2.2 Ethnicity

The White British group is significantly over represented indicating a need to target patient membership growth from minority groups in the coming year. The note of caution is that the 2006 Trust patient data used had 17.6% Other Not Stated. However, the small numbers of members from minority groups generally indicates a need to grow minority representation across the patch.

2.2.3 Age

The age range for the patient members are:

Age	Total of members within that age range	%	UBHT Patients (out and in patients, A&E)	%
0 to 15 years of age	47	0.81	115,182	18.0
16 to 24 years of age	160	2.80	55,664	8.8
25 to 65 years of age	2818	49.1	296,294	46.3
66 years of age and over	2612	45.6	172,291	26.9
Unknown	95		0	
Total	**5732**		**639,431**	

The under 16's are under represented and a detailed plan will be completed to target this group.

2.2.4 Patient Membership by Group

The existing membership as assigned to the four patient groups is:

Group	Total
A carer of a patient under 16	53
A carer of a patient 16 and over	170
Local Patients (living in Bristol, North Somerset and South Glos)	4400
Tertiary Patients (living in the rest of England and Wales)	839
Total	**5462**

Work on the patient groups will include ensuring the patient members are in the right group and further analysis on the patient constituency.

2.3 Staff Profile

The number of staff members as of November 2007 was 7,200. So far there have been three staff members who have opted out. The membership office will monitor opt out numbers closely and alert the Membership Council if the percentage reaches 5%, the point at which the governance rationale states that remedial action should be triggered.

There is a profile of staff by age, gender and ethnicity but because this membership is opt out not opt in, it is not deemed necessary to include this detail in this profiling. The wider work of the Organisational Development plan and Human Resources includes the detail of how the Trust is working to improve the representation of staff members by age, gender and ethnic minority group.

3 Sustaining the Current Membership

3.1 Patient and Public Membership

The principles of keeping these members involved will be through the following mechanisms:

- Regular newsletters.
- Ensuring that in year one there is direct contact with all members who have identified a specific interest.
- Facilitating communication between relevant governor(s).
- Invitation to membership activities e.g. annual meetings.

The public constituencies by definition will stay relatively stable in numbers due to the eligibility being a result of residence / postcode. The patient constituency by will change regularly due to the eligibility period of having been treated within the past three years. This will require a regular 'cleaning' of the membership database by Computershare. Patients who are no longer eligible for this constituency will be offered automatic membership of the public constituency if they live in one of the three local authority areas. The patient constituency therefore will need more focused action in terms of sustaining as well as growing members. This will include:

- Including membership information on notice boards in main entrances.
- Leaflets to all new patients.

The Trust will ensure that there is a cost effective communication strategy for ongoing and effective communications with the membership. This will include a range of methods to reach the membership in order to inform, update and involve them. The Trust will specifically provide support to the Membership Council so that it can regularly engage with members to ascertain their views and so enable them to effectively represent member views to the Membership Council and the Trust Board.

The Trust will ensure:

- Communication is cost effective and realistic.
- The whole membership is kept informed about what is happening.
- Opportunities are publicised for members to attend governor meetings or how to become involved in focus groups, fundraising, volunteering etc.
- Members will receive invitation to attend events organised for the general public e.g. open days, fetes and the annual general meeting.
- Communications include information on how participation and membership has had an effect on the Trust i.e. 'You said ... we did'.

- All new members will be welcomed as a member and receive a welcome pack. On application members are asked what they want from being a member and how they wish to become involved, and that this is responded to.
- Consider tours of the hospital / opportunities to discuss the services 2008/09
- Training of staff on handling member's questions.
- Constituency meetings and surgeries are held to enable the governors to communicate with their constituencies.
- The Trust website is accessible and informative.
- The governors will receive an induction, training and development to help them carry out their duties as outlined in the Constitution.

The Trust will work with NHS partners and across the local health economy and wider community to promote a coordinated approach when communicating with patients and the public, which will encourage membership. It is important that this work is coordinated with the existing and ongoing patient and public involvement activities. The approaches need to be innovative and appropriate to those they are trying to reach. The approaches will need to be tailored for individual community needs in format, language and style. All information sent to the public and patients will be appropriate, regular and user friendly.

3.2 Staff Membership

The Trust acknowledges that sustaining the current staff membership is probably the biggest challenge in this area, because staff become automatic members and have not been required to opt-in. The plan for 2008/09 therefore will need to be very focused in relation to the staff members to get to a position whereby staff understand the membership and foundation trust status fully, and support it actively. This level of support is felt to be a key factor in growing the patient and public membership, because staff can be positive ambassadors for the Foundation Trust in both their day to day work and in their home lives. The activity will include:

- Working with the Communications Team to ensure that staff have explicit and positive communications about Foundation Trust status and work.
- To support the Staff Governors in communicating with staff members.
- To identify some early wins and communicate them widely.
- To work with Human Resources to integrate membership with staff involvement activity.
- Link staff governors to existing networks e.g. professional groups.

A common issue of dissatisfaction in many organisations is 'communication'. Many foundation trusts have used this as the first involvement activity for staff members and governors, in dedicated work to improve communication in the Trust. The Trust will consider this as a first priority for staff membership once the staff governors are appointed.

4 Building the Membership

4.1 Target Numbers

Recruitment for patient and public members started in the consultation phase with a target of 5,000 public and patient members. The Governance Rationale has defined the following targets for numbers in future:

End of year	Target members	Strategic objectives	Completed
2007 / 08	5,000 public and patient members	• Recruitment of base membership • Profiling of membership in Nov 07	√ √
	95% of staff members	• Monitor the opt-out rate of staff members.	√
2008 / 09	12,500 public and patient members	• Commence elections for governors when the trust has received the Secretary of State approval • Establish the Membership Council when the Trust is authorised as a Foundation Trust. • Grow membership with specific reference to ensuring representation from November 2007 baseline profile. • Establish a Membership Development and Communications Group sub group of the Membership Council.	√ √
	95% of staff members	• Monitor the opt-out rate of staff members.	
2009 / 10	15,000 of public and patient members	To be defined early 2009	
	95% of staff members	• Monitor the opt-out rate of staff members.	

4.2 Addressing Representation

The work to ensure that the membership becomes as representative as possible will be coordinated with existing activities and functions in the Trust for:

- Patient and Public Involvement.
- Equality and Diversity.

A Patient and Public Involvement staff member, Tony Watkin, has been appointed in early 2008 to lead on the involvement activities for minority groups. Tony will work with the Youth Worker in the Women's and Children's Division in relation to the recruitment of more children and young people.

From the profiling of membership defined in section 2, the areas to target in growing the membership of both patient and public constituencies are:

- Minority ethnic groups generally.
- Children and Young People.
- Other White – East European.
- People in ACORN definition of 'moderate means' and specifically Asian families linking to the first point above.
- Struggling Families in ACORN definition and specifically linking to point 3 above.

From a numbers perspective the target approximately needs to be as follows:

- 2000 members from the three public constituencies focussing on the areas above.
- 2000 members for the four patient constituencies focussing on the areas above.

4.3 Monitoring and Evaluation of the Membership

A regular report on membership will be presented to the Membership Council and the Trust Board. The report will include information on:

a) Recruitment, development and activity.
b) Outcomes of membership participation.
c) Progress of integration of membership into established communications mechanisms.
d) Profiling of members using socio-economic, racial and cultural diversity, gender and age.
e) Reporting to Monitor under the Compliance Framework.

5. Governors and the Membership Council

5.1 Identification of Governors

By April 2008 it is envisaged that there will be governors elected to all the positions in the patient, public and staff constituencies. Appointed governors should also be identified for the majority of those positions by the end of April.

The Membership Manager will maintain a timetable for re-elections and re-appointment as defined in the Governance Rationale and Constitution. If an elected governor stands down for any reason the constitution allows for the person who received the most votes in the election to be appointed to the governor post. The Trust will communicate comprehensively with the members of all constituencies to provide information and raise awareness about the purpose of the Membership Council and to encourage members to stand as Governors in the future.

Due to the unprecedented number of nominations for governor positions, the Trust wishes to have an explicit strategy for involving those who do not get elected in a more direct and meaningful way, to capitalise on their enthusiasm. This will be done in conjunction with these individuals once the outcome of elections is known.

5.2 Establishing the Governor Role and the Membership Council

The initial actions will be to welcome governors and provide induction training which will need to cover the following:

- The NHS and structures.
- Foundation Trusts.
- University Hospitals Bristol NHS Foundation Trust: Its services, current plans and structures.
- The Constitution.
- The role of members, governors and the Membership Council.

The key action will be to work with governors in team building and supporting them through training so that the Membership Council works effectively and efficiently as soon as is reasonably possible. The approach to training and induction will be two-fold. The generic approach for all governors, and secondly the specific needs of individuals. The latter will be assessed through a skills analysis and training needs analysis in the early stages.

There will also be work with the Trust Board, in conjunction with the Membership Council, to ensure that there is clarity on role in both groups, and to agree communication and working mechanisms.

Individual governors will need support and resources to communicate with their members. This will include:

- Sending communications to members.
- Arrange governor surgeries for members to attend.
- Establishing a resource room for governors to use when in the Trust, where information and access to the intranet / internet can be provided.

Appendix 1: Membership Development Action Plan for 2008

The detailed Membership Development Plan for 2008 includes the recruitment, communication and engagement of public, patient and staff members.

R = Activity to recruit members. C = Communications to members. I = Involvement of members.

Timescale	Group		Action to recruit, involve and communicate with members
First Quarter: January to March (Elections, communication and involvement of members)			
	Public/Patient/Staff	I	Election process to elect governors in all constituencies.
	Public/Patient	I	Information Session for the public & patient and staff members who are interested in becoming a governor
	Public/Patient/Staff	I	Special interests: Invite all Trust Divisions to involve members who have expressed an interest in their services.
	Public/Patient/Staff	I	Summary document on membership and FT structure updated. This will be used for recruitment, new members, displays, events etc.
	Public/Patient/Staff	C	Press releases on governors and FT status.
	Public/Patient/Staff	C	Members Quarterly Newsletter to include a letter from the Chair, info on the FT status, election process and the role of a governor.
	Public/Patient/Staff	C	Web page and Intranet updated on FT status, election process, newsletter etc.
	Public/Patient/Staff	C	Communication with members on the elections, role of governors and Membership Council by various means ie attending meetings, walkabouts, intranet, web, notice boards, pay slips etc.
	Staff	C	Tell staff who their governors are through Staff payslips, newsbeat, notice boards, meetings etc.
	Public/Patient	R	Membership leaflets in hospital public areas and on the web site.
	Public/Patient	R	Libraries: Displays on membership in the Bristol Central Library plus other sites.
	Public/Patient	R	Include membership forms in the mail out by the 'Wrong Trousers Day' charity.
	Public/Patient	R	Schools visit on membership with Schools Co-ordinator and PPI lead.
	Public/Patient/Staff	R	Update display stands in hospital public areas to include membership forms and information about Foundation Trust status and membership.
Second quarter: April to June (Governors induction, set up Membership Council, communication, engagement)			
	Public/Patient/Staff	I	Governors informally meet the Board of Directors.
	Public/Patient/Staff	I	Membership Council established and first meeting held.
	Public/Patient/Staff	I	Election process for the appointment of governors in by-elections, if needed, to the Membership Council.
	Public/Patient/Staff	I	Governor induction and training.
	Public/Patient/Staff	I	Set up governor's room for members to visit governors.

Timescale	Group		Action to recruit, involve and communicate with members
	Public/Patient/Staff	I	Member events based around the special interests database.
	Public/Patient/Staff	I	Governor surgeries (members meet the governors)
	Staff	I	Attend Divisional Board meetings to update on FT status, special interests of members, elections and actively encourage nominees for staff governors.
	Public/Patient/Staff	C	Members Quarterly Newsletter to include a letter from the Chair, info on the FT status, election process and the role of a governor.
	Public/Patient	C	Letters to MPs advising of governors, FT status and membership.
	Public/Patient/Staff	C	Press releases: Update on FT status and membership council, full page article with photos and information
	Public/Patient/Staff	C	Membership recruitment banner developed for all events.
	Public/Patient/Staff	C	Quarterly Members Newsletter on governors, FT status, membership involvement.
	Public/Patient/Staff	C	Web page and Intranet update.
	Staff	C	Link membership into established staff communication structure.
	Staff	C	Staff induction letter updated to include established governors
	Public/Patient	I	Appointment of Youth Worker and engagement of young people as members.
	Public/Patient	R	Membership forms to be mailed out with the work experience forms to young people.
	Public/Patient	R	Membership forms to be included in the 'Above and Beyond' mail out.
	Public/Patient	R	Contact LINks (Overview and Scrutiny Committee, Bristol City Council) to promote involvement and membership.
	Public/Patient	R	Involve Local interests groups such as the Bristol City Council Race Forum to raise awareness of membership etc.
	Public/Patient	R	Hospital bed head screens to include information on FT membership to every patient.
	Public/Patient/Staff	R	Integrate the patient and public processes with membership (patient surveys, focus groups etc).
	Public/Patient/Staff	R	Update display stands in hospitals public areas to include membership forms and information
	Staff	R	Front line staff and ambassadors to be trained on FT status and membership.
	Staff	R	Invite staff leavers to become public members.
	Staff	R	Honorary contracts to be captured in the staff database.
Third Quarter: July - September (Membership Council, engagement and recruitment including contacting minority groups, communication)			
	Public/Patient/Staff	I	Membership Council meeting
	Public/Patient/Staff	I	Governor surgeries
	Public/Patient/Staff	I	Member events based around the special interests database.
	Public/Patient/Staff	I	Annual General Meeting

Timescale	Group		Action to recruit, involve and communicate with members
	Public/Patient/Staff	I	Summary document on membership and FT structure to be updated with new name etc. This will be used for recruitment, new members, displays, events etc.
	Public/Patient/Staff	I	Press releases including Annual General Meeting
	Public/Patient/Staff	C	Quarterly Members Newsletter
	Public/Patient/Staff	C	Update Web page, Intranet update and public displays
	Public/Patient	R	Update on FT status and work with local minority groups and communities on the most effective way to engage with, and recruit, members. Groups include Asian voluntary groups, Bristol City Councils Older Persons forum, Bristol & Avon Women Chinese Group, Bristol Council of Mosques, Bristol City Councils Women's forum.
	Public/Patient	R	Red Membership Campaign Team to recruit members in the hospitals public areas.
	Public/Patient	R	Membership mailing to appointed and invited governor organisations. Evaluate direct mail out to hard to reach groups via Computershare.
	Public/Patient	R	Integrating membership into outpatient correspondence including the call centre
	Public/Patient	R	Ambassador's Network for Schools pursue membership for children and young people. Discussions with the Youth Forum (Ed Hall) on engaging and recruiting members.
	Public/Patient	R	Libraries: Displays on membership in the Bristol Central Library plus 26 other sites
	Public/Patient/Staff	R	Update display stands in hospitals public areas to include membership forms and information
	Staff	R	Front line staff training on FT status and membership
	Staff	R	Voluntary Services Manager to invite all new volunteers to join as members.
October			
	Public/Patient/Staff	I	Membership Council meeting
	Public/Patient/Staff	I	Governor surgeries
	Public/Patient/Staff	I	Member events based around the special interests database.
	Public/Patient/Staff	I	Governor training and development.
	Public/Patient/Staff	C	Quarterly Members Newsletter
	Public/Patient/Staff	C	Press releases
	Public/Patient	R	Primary Times advert for young people
	Public/Patient	R	Recorded 30 second sound bite to be run 4 x per day on hospital radio to promote membership.
	Public/Patient	R	Link with recruitment stands at University Freshers Fair to recruit members and University careers fair link in with bank office to recruit members.

Timescale	Group		Action to recruit, involve and communicate with members
November			
	Public/Patient/Staff	I	Governor training and development.
	Public/Patient/Staff	R	Update display stands in hospitals public areas to include membership forms and information
	Public/Patient/Staff	C	Web page and Intranet
December			
	Public/Patient/Staff	I	Governor training and development.
	Public/Patient/Staff	I	Governor surgeries (members meet the governors)
	Public/Patient/Staff	I	Member events based around the special interests database.

Appendix 2: Profiling of Trust Public and Patient Members at 1 November 2007

United Bristol Healthcare NHS Trust

Data Point: 1 November 2007

VERSION 3: DRAFT

	Member Total numbers	Members Public City of Bristol	Profile of Bristol UA members %	Bristol UA population % (2001 census updated 2004)	Members Public North Somerset	Profile of North Somerset UA members %	Public North Somerset UA % (2004 census)	Members Public South Gloucestershire	Profile of South Glos UA members %	Public South Gloucestershire UA % (2004 census)	Members Patients	Members Patients %	UBHT patient population % (Jan -Dec 06)	Member Totals	% of total members	
Number of Members	8301	1577			662			600			5462			8301	100	
Gender																**Gender**
Female	4287	787	49.9	49.1	337	50.9	49.9	308	51.33	50.1	2855	52.27	54	4287	51.6	Female
Male	4014	790	50.1	50.9	325	49.1	50.1	292	48.67	49.9	2607	47.73	46	4014	48.4	Male
Unknown	15	6	0.4	0	1	0.2	0	1	0.17	0	7	0.13	0	15	0.2	Unknown
Ethnicity																**Ethnicity**
White British	7396	1336	84.7	85.8	620	93.66	95.30	539	89.83	94.26	4901	89.73	72.0	7396	89.1	White British
White Irish	86	24	1.5	1.1	5	0.76	0.67	5	0.83	0.61	52	0.95	0.5	86	1.0	White Irish
White Other	149	40	2.5	3.4	3	0.45	1.55	5	0.83	1.54	101	1.85	1.6	149	1.8	White Other
White Turkish	2	0	1.5	data not available	0	0.00	data not available	2	0.33	data not available	0	0.00	data not available	2	0.0	White Turkish
Black Caribbean	82	23	1.5	1.4	0	0.00	0.16	3	0.50	0.32	56	1.03	0.9	82	1.0	Black Caribbean
Black African	70	18	1.1	1.0	1	0.15	0.21	3	0.50	0.24	48	0.88	1.7	70	0.8	Black African
Black Other	10	6	0.4	0.3	1	0.15	0.10	0	0.00	0.04	3	0.05	0.3	10	0.1	Black Other
Asian Indian	52	17	1.1	1.7	1	0.15	0.36	2	0.33	0.73	32	0.59	1.0	52	0.6	Asian Indian
Asian Bangladeshi	9	3	0.2	0.4	0	0.00	0.10	0	0.00	0.08	6	0.11	0.2	9	0.1	Asian Bangladeshi
Asian Pakistani	42	11	0.7	1.2	2	0.30	0.16	1	0.17	0.28	28	0.51	1.0	42	0.5	Asian Pakistani
Asian Other	20	4	0.3	0.4	1	0.15	0.10	2	0.33	0.20	13	0.24	0.3	20	0.2	Asian Other
Other Chinese	13	4	0.3	0.9	0	0.00	0.31	2	0.33	0.40	7	0.13	0.2	13	0.2	Other Chinese
Other Not Stated	129	17	1.1	0.0	7	1.06	0.00	7	1.17	0.00	98	1.79	17.6	129	1.6	Other Not Stated
Other Other	0	0	0.0	0.5	0	0.00	0.00	0	0.00	0.00	0	0.00	0.5	0	0.0	Other Other
Mixed White and Black Caribbean	16	5	0.3	1.0	1	0.15	0.26	1	0.17	0.36	9	0.16	0.7	16	0.2	Mixed White and Black Caribbean
Mixed White and Asian	11	2	0.1	0.5	1	0.15	0.26	1	0.17	0.28	7	0.13	0.2	11	0.1	Mixed White and Asian
Mixed White and Black African	7	1	0.1	0.3	0	0.00	0.10	0	0.00	0.08	6	0.11	0.3	7	0.1	Mixed White and Black African
Mixed Other	12	3	0.2	0.5	1	0.15	0.21	1	0.17	0.24	7	0.13	0.4	12	0.1	Mixed Other
Unknown	195	63	4.0	0.0	18	2.72	0.00	26	4.33	0.00	88	1.61	0.4	195	2.3	Unknown
Age Range																**Age Range**
Age under 16	97	28	1.8	2.56	15	2.27	6.27	8	1.33	2.64	46	0.84	4.74	97	1.2	Age under 16
Age 16 to 35	1121	327			65			98			631			1121		Age 16 to 35
Age 36 to 50	1555	388			161			153			853			1555		Age 36 to 50
Age 51 to 65	2135	389	70.0		198	64.05		169	70.00		1379	52.42		2135	58.0	Age 51 to 65
Age 66 to 80	2347	281			166			122			1778			2347		Age 66 to 80
Age over 80	893	120	25.4		44	31.72		42	27.33		687	33.27		893	39.0	Age over 80
Age unknown	153	44	2.8		13	1.96		8	1.30		88	1.61		153	1.8	Age unknown

Item 11
Conversation with Members event
Membership Council 12 June 2008

Foundation Trust Membership

Conversation with Dr Graham Rich, Chief Executive

held on Monday 21 April 2008

Notes

Ben Harris
Communications Manager

Maria Fox
Membership Manager
14 May 2008

1. Introduction

Graham Rich, Chief Executive, held a 'Conversation with Graham Rich' event with staff in December 2007 to find out what staff thought about the hospitals, services and staff. This was a successful event and it was decided to hold an event for Members and Governors on the Membership Council.

These notes give an outline of the Conversation with Members event. Key themes from this event will influence membership activity. This paper will be presented to the Membership Council for information.

2. Attendees

Members:

- 24 members participated from randomly selected invitees. This included one newly elected governor, Anne Skinner.
- The members were divided into four groups, each with one note taker.

UBHT Support:

- Graham Rich, Chief Executive, facilitated the event.
- The event was supported by note takers (Hilary Hiscox - Facilitator, Tony Watkin – Public Involvement Lead, Anne Reader – Project Manager, Viv Pixton – Project Administrator and Maria Fox – Membership Manager).
- The key themes were noted by Ben Harris (Communications Manager).

3. Opening questions following Graham's introduction

Q: The election lists should not be alphabetical.
- The election was carried out by the Electoral Reform Services (independent scrutineer) and this was the standard way of presenting nominees.

Q: Can the Trust keep financial surpluses at the end of the year?
- As a Foundation Trust yes we can, but not as an NHS Trust

Q: Can we get the BRI frontage sorted out with a more modern appearance?
- We are talking to architects about this at the moment.

Q: What happens to Foundation Trust income after the first year?
- Income comes per patients, so if activity goes up, so does the income. How we receive our income does not change when we become a Foundation Trust.

Q: Does the Trust have to be centralised?
- No, and Bristol Health Services Plan is about allowing outpatients to access services closer to home.

Q: Will South Bristol Hospital mean I cannot go to the BRI?
- It will depend on the speciality, but you may well have a choice.

4. Questions

An activity preceded the first two questions to encourage members to articulate their views and help them feel at ease. Below are the questions and a shortlist of responses for each of the questions (top 2 or 3 responses from each group)

4.1 Section 1:

***We asked: 'Marmite challenge'* - In your opinion, do we provide good care to our patients?**

Approximate numbers

Yes –	70%
Somewhat –	10%
Not really -	10%
No –	10%

Sample comments
'my personal experience of care here was very good'
'my experience was good, but there is room for improvement'

Question 1: **What you think about how care is being provided to our patients?**

a) What are we doing well?

Theme: staff
- We have good consultants with good technical expertise
- Staff and consultants are good

Theme: Quality of care
- Speed of diagnosis
- Acute cases are very well handled
- Care is very good

Theme: Personal experience

- Lots of good personal experiences

Theme: Process

- The appointment system is more flexible, including a call back service

b) What are the opportunities for improvement?

Theme: Staff

- Interaction between consultants with staff can be poor, causing some elements of care not to be carried out
- Consistency - would like to see the same consultant through treatment
- Staff not wear uniform off site

Theme: Infection control

- Infection control needs to improve

Theme: Cleanliness

- Improve cleanliness
- Wards are not clean

Theme: Food

- Food – good nutrition is very important in recovery, quality not quantity

Theme: Listening

- Listening to patients would help improve quality of care and assessing patient needs

Theme: Reputation

- Self publicity - lots of good work goes on yet there are too many negative stories in press

4.2 Section 2

***'Dartboard challenge'* - What words do you associate with the Trust?**

Improving	40%	Healthcare	5%
Changing	30%	Average	5%
Big	10%	Modern	-
Listening	10%	None of the above	-

***Question 2:* "What would a Foundation Trust hospital that you are really proud of be like?"**

Theme: Quality of care

- World class clinical care
- Robust leading on nursing, old style matrons with strong leadership in nursing and other groups
- Guaranteed excellent care with access to the latest equipment

Theme: Links with community

- Links with community to identify and address inequalities of service eg the elderly,
- Stronger links with community, not just using the membership

Theme: Process

- Super efficient, with no waiting times
- Patients kept informed during delays

Theme: Listening

- Responsive to patient requirements
- Listening to patients as they are central to the Trust

Theme: Reputation

- National reputation for clinical care
- Want the Trust to live its values, 7,000 staff as ambassadors

Theme: Infection control

- Bug fee zone

4.3 **Section 3**

Question 3: "How can we turn the opportunities for improvement into reality?

Theme: Staff

- Engender sense of pride in work and feel ward is important. Show staff they are valued, raise morale, pride. Need for healthy competition between wards.
- Attract more world class staff
- Recruit and retain the best staff
- Define roles and responsibilities
- Unlock sense of ownership
- Create a sense of common purpose
- Develop sense of pride in work, use staff excellence awards

Theme: Reputation

- Send patients values statement code of conduct so what they know what the trust is aspiring to – and what staff should reflect.

Theme: Leadership

- Senior management must not become isolated and unaware of what is happening
- Clearly define goals
- Clear leadership
- Tier system of management with clear accountability
- Need to look at long term solutions, not just short term ones

Theme: Process

- Asses and evaluate what we already do well, use it as basis to generate more funding
- Benchmark ourselves against others and create good streamlined systems
- Weekly meeting of nursing staff to discuss patients' treatment

5. Roundup

Graham Rich summarised the themes from the event and highlighted two outcomes from the staff conversation.

5.1 Two key items from the staff event

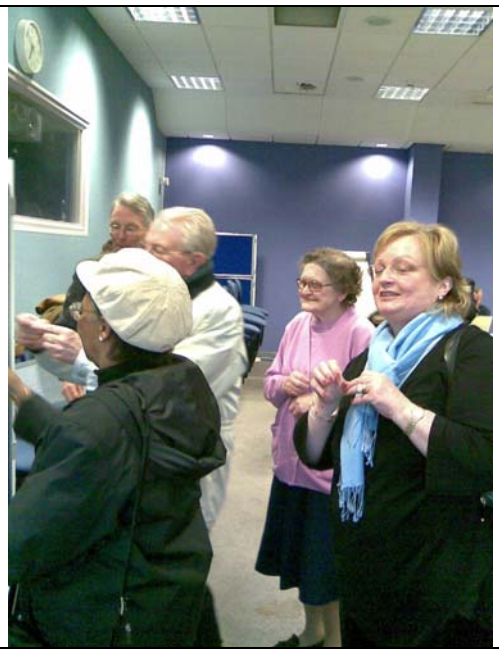
Is car parking important?
Yes.

Are our environment and buildings important?

- Yes.
- Cleanliness is very important, even if buildings are old.
- Would like to see more greenery.
- Please don't build out, build up, as patients we want to sit outside in nature.
- BRI main entrance is a disgrace.
- Children's Hospital staff value their building
- Windows must be cleaned more

5.2 Members Assessment

Members were asked to evaluate the event and the majority of members felt that they had a say, they would come to another event and their comments would have some impact.



University Hospitals Bristol NHS
NHS Foundation Trust

Item 11
Membership Development Plan

Governors Conversation with

Dr Graham Rich, chief executive and Dr John Savage, chair

Output form for the two hour, Chief Executive-hosted conversation

Tuesday 3 June 2008
2.30 to 4.30pm,
Education Centre, lecture theatre 1, education centre

Ben Harris
Communications Manager

Tony Watkin
Patient Involvement Facilitator

Maria Fox
Membership Manager

1. Introduction

Graham Rich, Chief Executive, held a 'Conversation with Graham Rich' event with staff in December 2007 and public & patient members in April 2008 to find out what staff thought about the hospitals, services and staff. These were successful events and it was decided to hold an event for Governors on the Membership Council.

These notes give an outline of the Conversation with Governors event. Key themes from this event will influence governor training and development. This paper will be presented to the Membership Council for information.

2. Who attended?

22 governors of the Membership Council participated, from the 36 invitees. There were four tables with a facilitator.

UBHT Support:

- Graham Rich, Chief Executive and John Savage, Chair, facilitated the event.
- The event was supported by Note takers: Hilary Hiscox, Julie Hellens and Alison Wall - Facilitators, Tony Watkin – Public Involvement Lead. Coordinator Maria Fox – Membership Manager and Administration Viv Pixton).
- The key themes were noted by Ben Harris (Communications Manager).

3. Introduction and Presentation

John Savage introduced the event and a presentation was made by Dr Graham Rich on the Monitor Board to Board presentation

Opening questions following Graham's introduction:

Research attracts staff, what are the other advantages – could it in fact be a cost?
Research can be expensive but as it attracts its own funding, so should not be a cost. On balance we believe people will choose to come here if it is a leader in research.

What will the three month monitoring by Monitor look like?
We submit evidence very month, if we are achieving all the targets on their list they will not bother us. However they will talk to us about any target we are not hitting, they will want explanation and action plan and evaluation. If Monitors feels we are not dealing with the challenge, their ultimate sanction would be to remove the chair and chief executive.

This is cultural change - are your team up to it?
There will be some surprises but we are up to the challenge. We have a great Board and set of directors - we were praised by Monitor for the standard of our responses. The executive team and organisation is now focused on delivery.

Have you factored in all the competition in to your financial plans?
Yes, as well as the Southmead Private Finance Investment hospital we have looked at the impact of losing cardiology work, the new south Bristol community hospital and others. We have been very prudent throughout. In fact we think we will have more work, which Monitor's assessment bears out.

What is arrangement with the universities?
Both universities are different. We share lots of joint staff with Bristol University for example; we have some joint units e.g. the Dental Hospital, with money going back and forth, so it is more like a partnership of equals. We meet every six months to discuss what we both have coming up.

4. Questions

Question 1: **Want are you looking forward to, and what are your concerns about, carrying out the role of governor on the Membership Council?**

a) Looking forward to…

Theme: time and place
Being part of bigger picture
Being in from the beginning on a new way of managing the NHS

Theme: nature of role
Wanting to be active member
Want to contribute, to influence and to change

Theme: benefiting patients
Looking forward to using previous expertise to benefit patients
Use wide range of experiences to help improve services
Help ensure services are caring, efficient and responsive to patient needs

b) Concerns…

Theme: Effectiveness
Can we make a difference? How can we be effective in such a big group?

Theme: Communication
How to communicate with our constituents in the Trust.
How do we communicate with public we serve?
We need to promote the Trust when we do well, and recognise when we get things wrong.

Theme: Nature of role
Will people see us as a someone to whinge at rather than dealing with serous complaints?
How do we serve the wider community and not individual gripes?
How best to help patients.
Understanding the role and what time commitments?

Theme: Commitment
Are we aware personally of how much time we have to fulfil our role?
Where does the role end and what time commitments does it require?

Theme: Focus
Must not lose long term perspective and simply react to events

Activity - *'Dartboard challenge'* - What do you think about the following statements about the Trust?

This exercise was to establish a snap shot as to what opinion participants have about a series of statements applicable to the Trust. The first three statements were taken form the Trust Mission statement. The other statements are relevant to the role of the governors.

	Green	Amber	Red
The Trust puts patients first	9	12	0
The Trust involves, develops and supports staff	6	15	0
The Trust promotes innovation and improvement	10	11	0
We are a listening Trust	9	10	2
The Trust membership is representative	5	5	11
There is a sense of common purpose	4	12	5

In summary, participants felt that the Trust has a broadly positive approach in all six areas. As governors become more embedded and aware of the Trusts work it is likely that these results will change. Equally, the Trust will want to develop specific activities for improvement. Membership representation was highlighted as an area of specific development.

***Question 2:* What would a Foundation Trust hospital that you are really proud of be like?**

Theme: Best in class
Exemplar of the total package of care – research, patient services and the structure to deliver this, including the governors
Be world renowned and be an example to the other Foundation Trusts.

Theme: Excellence in services
Performs well in all the areas patients want – cleanliness, infection control - but not to detriment of clinical care, we would see excellent standards across the board.
Working effectively and delivering excellent services to patients.

Theme: staff
Happy ship – proud staff with high moral, staff feels they are being listened to, engaged in improving and delivering high quality care.

Theme: reputation
Reputation in wider community for excellence in research, innovation and clinical development.
Would want a very positive reaction to when we say we are governor of the Trust.
If we all delivered all these, the myths would be dispelled, and our reputation would look very different from past

Theme: patients
Responsive to Bristol patients, our membership.

Question 3: What can you contribute to the success of

a) the Membership Council

Theme: Representing membership
Communicating views of those we represent will help support trusts future development.

Theme: Sharing knowledge & experience
members with healthcare background hearing that with other members with diff background.
Contribute non NHS skills sets and experience.

Theme: Nature of role
Understand parameters of role, consistent in how articulate the role, to be honest with integrity.
Being active participant and encouraging participation.

Theme: values and behaviour
Being open honest and transparent.
Listening and communicating – need to listen to what each have to say and look at the patients' view.
Commitment to attend.

b) the Trust

Theme: different perspectives
The Trust has a lot to learn from those without healthcare backgrounds.

We are brining our varied personal backgrounds for Trust to learn from providing different view points and impartial view

Theme: Representing Trust and membership
Provide public face and increased exposure to trust to local community, make more accountable.
Broad sense as ambassador for trust.
Representative role.

5. Any Other Questions

How does funding work for FT
Most comes as a fixed fee per patient for particular procedure.
If we can do more efficiently than national average, we can we make a surplus, which we can reinvest

Is this what the business plan based on? Yes, this is in aggregate.

Is it unsustainable to project savings very year without any impact on services?
We assume we become 3% more efficient every year. But I think there is fundamental inefficiency in what we do, if we can sort that out we can make substantial efficiencies and we have a specific team focused on delivering just that.

6. What next?

The outcome from this session will be:

- Presented to the Membership Council for information.
- Incorporated in to the training and development activity for governors.

7. Evaluation

Activity - *'Dartboard challenge'* –Tell us what you think

The instant evaluation task asked three questions.

	Yes	Maybe	No
Do you think you will make a difference?	13	6	0
Did you find this event interesting?	18	4	0
Would you come to another event?	17	2	0

Item 11
Conversation with Staff event
Membership Council 12 June 2008

NHS South West
National Pilot: From Engagement to Action

Summary Output from Staff Conversation

UBHT

Held on 14th December 2007

Helen Elmore,
South West Strategic Health Authority

1. Who attended?

a) Number and mix of staff that participated?

Approx 52 staff- 7 tables – mix of clinical and non clinical. 80 invitations sent – so good response.

2. What did you learn from your staff?

Question 1: "As a member of staff working here…

a) What are the main things that get in the way of you working as well as you would like to?

Theme 1 – Communication

- Too much paperwork or not enough of the right paperwork and duplication – provide same info to different people.
- Communication – don't know what goes on or who people are different departments. Clarity would help.

Theme 2 – Process

- Recruitment to new posts – laborious and slow.
- Standards and expectations – protocols, procedures, constraints to achieve standards, progress delayed through bureaucracy.

Theme 3 – Resources – both people and facilities

- Not enough resources and poor environment (e.g. offices).
- Shortage of skilled staff, difficult to recruit – skills not out there (improve people – grow our own).
- Standards and expectations – protocols, procedures, constraints to achieve consistent standards.

Theme 4 – Management and Leadership

- Management – lots of policies (some contradict each other) and way they are applied – not always universally.
- Changing priorities– need clearer direction.

Miscellaneous points

- Mental Health in Children's Hospital needs improving.
- Lot of improvement work going on – but find it very sapping to fight against the resistance to change – people not aware of the bigger picture and how changes will help overall.

b) What are the things that really help?"

Theme 1 – Staff Commitment and Local Support

- High level management very supportive and committed.
- People - very helpful, committed to the NHS.
- Localised support for staff within areas, good teamwork.
- Co-operation – distinct NHS ethos (free care for all). Loyalty to NHS.
- Partnership working with Trade Union.

- Great to get thanks from management.
- Great people working in Trust.
- Support to colleagues.

Theme 2 – Patients

- PALS – important function for both staff and patients.
- Patient feedback is positive.
- Make a difference for patient.

Theme 3 – Local Improvement

- Corporate resources – when you find them!
- Standards very good in some areas.
- Good communication in some departments and across some areas.

Miscellaneous Points

- Schools and colleges liaison – careers at UBHT not necessarily clinical.
- Where there have been improvements to IT they have been really good (e.g. PACS system).
- Right people in right job works so well when we get it right!

Question 2: "What would an NHS that you are really proud of be like?"

Theme 1 – Environment

- Modern fit for purpose building, welcoming, well signposted.
- Environment pleasant to work in (laundry at work, clean environment, rest areas).
- Parking and transport (patients and staff) (Park and Ride?).
- Modern and tidy, well maintained environment.
- World class staff facilities.
- Quality and presentation of food (patients and staff).
- Investment in working environment.
- Equipment to enable staff to do their job properly and safely.
- Peripheral services need to be as high a standard as main services – so standard environment.

Theme 2 – Resources

- All hospitals would have necessary equipment to provide up to date care e.g. electronic patient records.
- 21st facilities for 21st century NHS.
- Up to date technology, clinical and IT – and support to maintain it.
- Lean systems and processes.

Theme 3 – Workforce

- Workforce – well trained, highly motivated and adequate numbers.
- Engaged staff who have a shared vision and are motivated.
- Staff to be rewarded and valued properly.

Theme 4 – Patient Service

- Our hospital would be patients' first choice and be open and transparent.
- Privacy and dignity – training and facilities.
- Research – patients offered clinical trials for all services.
- Direct access to services (not refer back to GP each time).
- NHS response times and no waiting lists.
- 7 day a week service (including X-ray, pathology, scans).

- Clinically driven, not target driven.
- Patient involvement in their own care.
- Patients to be seen at time of their own appointment – huge delays.
- Get it right first time for patients.
- Personal and friendly service – but efficient and effective.
- All patients treated within specialties – no outliers.
- Improve risk management - staff pulled in all directions may take risks to themselves and patients.
- Best patient outcome, timely and cost effective.

Theme 5 – Leadership and Direction

- Clarity of task – not changing and pulled in all directions.
- Clarity on long term aims.

Question 3: "When you think about how care is being provided to our patients locally…

a) What are we doing well?

Theme 1 – Patient Services

- Good care to patients, given constraints of staffing, resource etc.
- Good standards of care on frontline.
- Service more responsive e.g. shorter waiting lists.
- Meeting targets and standards.
- Produce effective audits to improve patient care and services.
- More info available to patients.
- Give patients choice.

Theme 2 – Specialist Services

- Research evidenced based care, good links with university.
- Delivering specialist services e.g. cardiac, cancer and monitoring outcomes.
- Good local systems.
- A&E departments at BRI and Children's.
- Walk in centre in town – nurse led service with excellent facilities.
- Critical care has very good outcome.
- Manage infection control well e.g. outbreaks.

Theme 3 - General Points

- Success story – major turnaround – and has led to improved reputation.
- Good training and expert clinical knowledge.
- Managing high risks.
- Improved cultural understanding.
- Achieving national targets.
- Clear guidelines and targets.

b) What are the opportunities for improvement?

Theme 1 - Environment

- Infection control.

- Warm welcome to Trust – main entrance – first impressions count for everything.
- Opportunities around new builds and infrastructure systems to improve IT and medical records and produce a world class hospital.

Theme 3 – Patient Services

- Accessibility for patients from first point of contact through the pathway (start with GP services) – give good info to patients and help with anxieties.
- Change in population – language difficulties and more understanding of ethnic issues.
- Equality of access for population – are the public fully aware of what we've got here, appropriate for each section of society.
- Emotional and psychological wellbeing of all patients.
- Improve input of patient to service.
- Utilise patient opinion more.
- Patient transport difficult and access to hospital difficult.

Theme 4 – Targets and Bigger Picture

- Thinking about value of investment – long-term bigger picture.
- Investing in general hospital services, general medical.

Theme 5 – Staffing, Development and Learning from Others

- Share clinical knowledge and skills more widely and learn from others
- Learn from mistakes.
- Improve perception of self worth and value of all staff groups e.g. domestics.
- More emphasise on valuing all members of staff – very hierarchical.
- Equity and staff group management, e.g. medical staff going on holiday at same time, educational planning.
- Senior staff not to bully staff to take on extra clinical work.
- Customer care taken forward e.g. recruitment, career development to avoid people leaving, succession planning.

Miscellaneous points

- Reducing length of stay – diagnostics out of hours, and pharmacy service (preparing drugs to take home).
- High bed occupancy – means that difficulty to get patients in and increases infection control issues e.g. wash basins, hand-gels etc.
- Working better with primary care trust as part of patient pathway.
- Oncology – don't monitor outcomes.

3. Benefits and actions

a) What do you perceive to be the benefits of engaging your staff in this type of conversation?

- Networking opportunities for staff attending.
- Connecting people from different parts of the Trust.
- Specific crafted questions – focused conversation.
- Role-modelling engagement – use in other departments/teams.
- Good team building tool.
- Contact with chief executive.

b) How do you aim to go from ‘listening’ to ‘action’ as the next steps from this conversation?
   - Evidence for subsequent action.
   - Future event using this approach? But specific issues e.g. environment or issues raised

Agenda Item 12

MEMBERSHIP COUNCIL	**12 June 2008**
PAPER	**Summary of Staff Survey results 2007**
PURPOSE	**For information**
FORMAT	**A one off paper**
THE COUNCIL IS ASKED TO:	Receive the Staff Survey summary results for information.

1. Context

The yearly Staff Survey results and analysis have been published by the Healthcare Commission. Following this, a report is presented to the Membership Council for information.

2. The Council is asked to:

Receive the Staff Survey summary results for information..

Prepared by: Laura Brown, HR Manager – ESR & Resourcing
Presented by: Lindsey Scott, Chief Nurse and Director of Governance

Item 12

Summary of Staff Survey Results 2007

1. Introduction

This report details the results from the staff survey 2007. It highlights the key findings and notes the position of the Trust in terms of good or excellent performance as well as areas of improvement or deterioration. It also notes the trusts' relative position to other acute trusts nationally.

Recommendations and an action plan are also included for consideration and approval by the Board. A summary of the findings and proposed actions will be communicated in Newsbeat week commencing 9th June.

Surveys were sent to a random sample of 777 staff, with 480 completed questionnaires returned. This represents a response rate of 62% which was in the highest 20% of acute trusts in England and compares to a response rate of 58% in the Trust in the 2006 survey.

The demographic characteristics of the responses were as follows;

Gender	Percentage of survey respondents
Male	25%
Female	75%
Age	
Between 16 and 30	21%
Between 31 and 40	27%
Between 41 and 50	28%
51 and over	24%
Ethnic background	
White	90%
Black and minority ethnic	10%
Disabled status	
Disabled	11%
Not disabled	89%

2. Key findings

The full report is attached. The findings focus on the key areas of the questionnaire including;

- work life balance
- appraisal, training, learning and development

- team working, supervision, communication and staff involvement
- safety at work
- staff attitudes

The findings reported in the chart highlight any results that;

- are above or below the national average for acute trusts nationally
- show a statistical significance from the 2006 results[1]
- are in the top or bottom 20 percent for acute trusts nationally

Due to the analysis the Healthcare Commission undertake, some scores are presented as percentages and some are scores between 1 (poor) and 5 (excellent).

2.1 Areas the Trust performed well in

Area	2007 score	2006 score	Statistically significant?	In highest or lowest 20% of acute trusts?
Work life balance				
% staff working extra hours	67% (lower score the better)	73%	Yes	No
Quality of work life balance	3.39 (higher score the better)	3.35	Yes	Yes – highest
Appraisal, training, learning and development				
% staff appraised in last 12 months	76% (higher score the better)	73%	Yes	Yes – highest
% staff having well structured appraisals in last 12 months	29% (higher score the better)	38%	Yes	Yes – highest
% staff appraised with personal development plans in last 12 months	64% (higher score the better)	57%	No	Yes – highest
Quality of job design (clear job content, involvement &	3.41 (higher score the better)	3.35	Yes	Yes – highest

[1] The average views of a random sample of employees may, by chance, differ from the average views of each and every employee. To reflect this, the figures in this report should be viewed as having a margin of error. The size of the margin of error can be determined using statistical significance testing, normally at a 95% confidence level – this means that the margin of error should hold true for 19 samples out of 20. Generally for national figures and for larger staff groups the margin of error is less than 1 percentage point, so a score of 50% should be interpreted as between 49% and 51%.

feedback)				
Area	2007 Score	2006 Score	Statistically significant?	In highest or lowest 20% of acute trusts?
Support from immediate managers	3.62	3.49	Yes	No
Safety at work				
% staff having health and safety training in last 12 months	78% (higher score the better)	70%	Yes	No
Perceptions of effective action from Trust towards violence and harassment	3.58 (higher score the better)	Not comparable	Not comparable	Yes – highest
Staff attitudes				
Staff job satisfaction	3.45 (higher score the better)	3.46	No	Yes – highest
Work pressure felt by staff	3.18 (lower score the better)	3.21	Yes – significant decrease	No

2.2 Areas the Trust needs to improve in

Area	2007 Score	2006 Score	Statistically significant?	In highest or lowest 20% of acute trusts?
Appraisal, training, learning and development				
% staff having well structured appraisal reviews in last 12 months[2]	29% (higher score the better)	38%	Yes – significant decrease	Yes – highest

[2] This question appears in both the 'Areas the Trust performed well in' and 'Areas the Trust needs to improve in. This is because the Trust is in the top 20% of acute trusts in terms of staff having well structured appraisals but it is also a statistically significant decrease compared to last years score of 38%, hence it is an area the Trust could improve in.

Area	2007 Score	2006 Score	Statistically significant?	In highest or lowest 20% of acute trusts?
Team working, supervision, communication and staff involvement				
% staff working in a well structured team environment	33% (higher score the better)	36%	No – but below average score	No
Safety at work				
% staff suffering work related injury in last 12 months	23% (lower score the better)	21%	No	Yes – highest
% staff suffering work related stress in last 12 months	35% (lower score the better)	35%	No – but above average score	No
% staff witnessing potentially harmful errors, near misses or incidents in previous month	39% (lower score the better)	42%	No	Yes – highest
Fairness and effectiveness of procedures for reporting errors, near misses or incidents	3.41 (higher score the better)	3.44	Yes – significant decrease	No
% staff experiencing physical violence from patients or relatives in last 12 months	14% (lower score the better)	12%	No	Yes – highest
% staff experiencing harassment, bullying or abuse from staff in previous 12 months	21% (lower score the better)	19%	No – but above average score	No
Availability of hand washing materials	4.32 (higher score the better)	4.36	Yes	Yes – lowest
Staff attitudes				
Staff intention to leave jobs	2.69 (lower score the better)	2.63	Yes – significant increase	No

3. Action plan

An action plan is attached in Appendix A.

Two of the expected new indicators for the 2008/2009 Healthcare Commission's annual health check will be measured using staff survey results.

1. Health and Wellbeing – Health promotion for Staff
2. Clinical Quality – Staff training

It is proposed that the action plan is monitored through the Trust Operations Group on a monthly basis.

An Equality Impact Assessment form is also attached for information.

Laura Brown
HR Manager – ESR & Resourcing

Action Plan

Item no.	Area	Findings		Actions to be taken	Named lead	Delivery date	Progress monitoring
		Staff group	Demographics				
1	A reduction in staff having well structured appraisals to 29% (however the Trust does score well on staff appraised at 76%)	Healthcare Scientists (18%) and Medical & Dental (21%) are the lowest scores	White = 26% BME = 55% Non-disabled = 30% Disabled = 16%	• Appraisal policy and paperwork review • Ensure paperwork is accessible and communicated to managers • KSF actions to enable more structure in appraisals • Physical and sensory impairment group and staff disability forum to discuss issue and action plan be developed • Review appraisal training	Sam Bennett Sam Bennett Rebecca Ridsdale Rebecca Ridsdale Sam Bennett	Oct 08 July 08 Oct 08 Plan to be agreed by end of June 08 Oct 08	
2	A reduction of staff working in a well structured team	Estates & Ancillary (15%) is the lowest	-	• Action plan to be developed to tackle these issues	Trust Services HRM with	Plan to be agreed by end of	

	environment	score			Director of Facilities	June 08	
3	An increase in staff suffering work related injury in the last 12 months	Additional Clinical Services (40%) are the highest score	Non disabled = 21% Disabled = 35%	• Analysis of sickness codes • Analysis of Occupational health information and health and safety information. Action plan then to be agreed	Claire Buchanan Adrian Gregory/ Mel Fewkes	June 08 June 08	
4	An above average score compared to other acute trusts for the percentage of staff suffering work related stress in previous 12 months	AHPs & Healthcare Scientists (both 50%) are the highest scores	Non-disabled = 32% Disabled = 65%	• Health and Wellbeing group to complete scoping paper to enable recommendations • Physical and sensory impairment group and staff disability forum to discuss issue and action plan be developed • Divisional Lead AHPs with HRMs to discuss and action plan developed (in partnership with Physical and sensory impairment group)	Adrian Gregory Rebecca Ridsdale Lead AHPs and HRMs	June 08 Plan to be agreed by end of June 08 Plan to be agreed by end of June 08	

5	The Trust is in the top 20% of acute trusts for staff witnessing potentially harmful errors, near misses or incidents in previous month	Nursing & Midwifery registered (64%) and Medical & Dental (57%) are the highest scores	-	• Further analysis to be undertaken and issues to be discussed with key groups (including Health & Safety Committee) and action plan developed	Mel Fewkes, Chief Nurse and Director of Governance and Medical Director	Further analysis by end of June 08. Action plan by end of July 08	
6	A statistically significant decrease in staff views of the fairness and effectiveness of procedures for reporting errors, near misses or incidents	Medical and Dental (3.21) is the lowest score	-	• Further analysis to be undertaken and issues to be discussed with key groups (including Health & Safety Committee) and action plan developed	Mel Fewkes and Medical Director	Further analysis by end of June 08. Action plan by end of July 08	
7	The Trust is in the top 20% of acute trusts for staff experiencing physical violence from patients or relatives in previous 12 months	Nursing and Midwifery registered (27%) and Additional Clinical Services (26%) are the highest scores		• Further analysis to be undertaken in order to inform more targeted action. Action plan then to be agreed	Mel Fewkes	June 08	
8	The trust has an above average score for staff experiencing harassment, bullying	Healthcare Scientists (23%) and Additional Professional	White = 19% BME = 33% Non-disabled = 20%	• Physical and sensory impairment group and staff disability forum to discuss issue and action	Rebecca Ridsdale	June 08	

	or abuse from staff in the previous 12 months	Scientific & Technical (23%) are the highest scores	Disabled = 31%	plan be developed • Race, religions and beliefs group and black and ethnic minority workers forum to discuss issue and action plan to be developed	Rebecca Ridsdale	June 08	
9	The Trust is in the worse 20% of acute trusts and a statistically significant decrease in the availability of hand washing materials	AHPs (3.96) and Additional Professional Scientific and Technical (3.86) are the lowest scores	-	• Link to the infection control action plan	Chief Nurse and Director of Governance and Medical Director	June 08	
10	There has been a significant increase in the area of staff intention to leave jobs	AHPs (3.07) and Additional Professional Scientific and Technical (2.98) are the highest scores	Non-disabled = 2.66 Disabled = 2.95	• Divisional Lead AHPs with HRMs to discuss and action plan developed	Lead AHPs and HRMs	June 08	

Initial deadlines for June are specified because actions will need to be in place and effective by October as this is when the next Staff Survey is issued to staff.