

COUNCIL OF GOVERNORS

Meeting to be held on Wednesday 31 October 2018 at 14:00-16:00 in the Conference Room, Trust Headquarters, Marlborough Street, Bristol, BS1 3NU

AGENDA

NO.	AGENDA ITEM	PURPOSE	SPONSOR	PAGE NO.
1.0 Preliminary Business				
1.1	Introduction and apologies	Information	<i>Chair</i>	Verbal
1.2	Declarations of Interest	Information	<i>Chair</i>	Verbal
1.3	Minutes of the last meeting a) Minutes of meeting held on 27 July 2018 b) Minutes of Annual Members' Meeting held on 13 September 2018	Approval Information	<i>Chair</i>	p. 3 p. 13
1.4	Matters arising (Action Log)	Approval	<i>Chair</i>	p. 21
1.5	Chair's Report	Information	<i>Chair</i>	Verbal
2.0 Performance Update and Strategic Outlook				
2.1	Chief Executive's report - Update on investigations into the fire at the Bristol Haematology and Oncology Centre	Information	<i>Chief Executive</i>	Verbal
2.2	Quarterly Patient Experience and Complaints Reports	Information	<i>Chief Nurse</i>	Attached as supporting information
3.0 Holding Non-executive Directors to account				
3.1	Holding to account report	Assurance	<i>Membership Manager</i>	p. 23
4.0 Non-executive Director appointments (appraisal/review)				
4.1	Nominations and Appointments Committee report - Non-executive Director reappointment - Non-executive Director remuneration - Terms of Reference - Committee membership	Information Approval Approval Approval Approval	<i>Chair</i>	p. 25
5.0 Constitutional/forward plans				
5.1	Governor Group reports a) Quality Focus Group b) Governors' Strategy Group c) Constitution Focus Group - Terms of Reference for project focus groups	Assurance Approval	<i>Governor Group Leads</i>	p. 34

5.2	Proposed changes to the Trust Constitution	Approval	<i>Membership Manager</i>	p. 48
6.0 Member/Public interests				
6.1	Membership engagement report	Information	<i>Membership Manager</i>	p. 149
7.0 Training and development				
7.1	Governor training and development report	Information	<i>Membership Manager</i>	p. 153
8.0 Items for Information				
8.1	Governors' Log of Communications	Information	<i>Chair</i>	p. 155
8.2	Governor Meeting Dates 2019/20	Approval	<i>Chair</i>	p. 162
9.0 Concluding Business				
9.1	Governor Questions to the Board of Directors	Information	<i>Chair</i>	Verbal
9.2	Foundation Trust Members' Questions	Information	<i>Chair</i>	Verbal
9.3	Any Other Business	Information	<i>Chair</i>	Verbal
9.4	Date and time of next meeting Thursday 31 January 2019, 2pm-4pm , Conference Room, Trust HQ	Information	<i>Chair</i>	Verbal

Respecting everyone
Embracing change
Recognising success
Working together
Our hospitals.

Minutes of the Council of Governors Meeting held on 27 July 2018 at 14:00 in the Conference Room, Trust Headquarters, Marlborough Street, BS1 3NU

Present

Jeff Farrar - Chair
 Malcolm Watson – Public Governor (Joint Lead Governor)
 Mo Phillips – Public Governor (Joint Lead Governor)
 John Rose – Public Governor
 Tony Tanner – Public Governor
 Ray Phipps – Patient Governor
 John Sibley – Patient Governor
 Rashid Joomun – Patient Governor
 Graham Papworth – Patient/Carer Governor
 Garry Williams – Patient/Carer Governor
 Florene Jordan – Staff Governor
 Andy Coles-Driver – Staff Governor
 Barry Lane – Staff Governor
 Sophie Jenkins – Appointed Governor (UH Bristol Joint Union Committee)
 Sujan Canagarajah – Appointed Governor (UH Bristol Youth Involvement Group)
 Astrid Linthorst – Appointed Governor (University of Bristol)

In Attendance

Paula Clarke – Director of Strategy and Transformation
 Mark Smith – Chief Operating Officer and Deputy Chief Executive
 Matt Joint – Director of People
 Carolyn Mills – Chief Nurse
 Paul Mapson – Director of Finance and Information
 Kate Parraman – Deputy Director of Finance
 Madhu Bhabuta – Non-executive Director (Designate)
 David Armstrong – Non-executive Director
 Martin Sykes – Non-executive Director
 Kate Hanlon – Membership Engagement Manager

Minutes: Sarah Murch – Membership and Governance Administrator

Minute Ref:	Item	Actions
COG19/07/18	1.1 Chair’s Introduction and Apologies	
	<p>The Chair, Jeff Farrar, welcomed everyone to the meeting. He noted that with only 15 governors present, the meeting was inquorate. Agenda items requiring decisions would therefore be postponed to a future meeting.</p> <p>He noted apologies from: Governors: Kathy Baxter, Pauline Beddoes, John Chablo, Siobhan Coles, Carole Dacombe, Tom Frewin, Jenny James, Carole Johnson, Marty McAuley, Sue Milestone, Sally Moyle, Penny Parsons, Jo Roberts, Jane Sansom, Jonathan Seymour-Williams, Jane Westhead and Mary Whittington.</p> <p>Board of Directors and others: Robert Woolley (Chief Executive), Julian Dennis (Non-executive Director), John Moore (Non-executive Director), Jill</p>	

	Youds (Non-executive Director), Guy Orpen (Non-executive Director), Steve West (Non-executive Director) and Eric Sanders (Trust Secretary)	
COG20/07/18	1.2 Declarations of Interest	
	In accordance with Trust Standing Orders, all those present were required to declare any conflicts of interest with items on the meeting agenda. There were no declarations of interest.	
COG21/07/18	1.3 Minutes from Previous Meeting	
	<p>Governors considered the minutes of the meeting of the Council of Governors held on 26 April 2018.</p> <p>Members RESOLVED to:</p> <ul style="list-style-type: none"> • Approve the minutes of the Council of Governors meeting held on 26 April 2018 as a true and accurate record of the proceedings. <p>The Chair, Jeff Farrar, reported to governors the sad death of Hussein Amiri, Public Governor for the Rest of England and Wales in July. Hussein had been an asset to the Council of Governors and had been viewed very positively by everyone who had known him. Jeff expressed condolences to Hussein's family on behalf of the Board and the Council of Governors and noted that donations could be made to University Hospital Wales in Hussein's memory via the link circulated to governors by email.</p> <p>In other changes to the Council of Governors, Jeff announced that Neil Morris had left the Trust at the end of June and Barry Lane had now taken his place in the role of Non-clinical Staff Governor. Jane Sansom had been newly elected as Medical and Dental Staff Governor.</p> <p>He further announced that Mark Callaway was due to finish this week in the role of Acting Medical Director and would return to his divisional role. Bill Oldfield had been appointed as the Trust's new Medical Director and would start in two weeks' time.</p>	
COG22/07/18	1.4 Matters Arising/Action Log	
	Governors received the action log and noted that all actions had been completed with the exception of Action Ref. COG 11/04/18 (Governors to receive an update briefing on the Trust's partnership with Weston Area Health Trust). It was noted that this update was currently planned for 28 August.	
COG23/07/18	1.5 Chair's Report	
	<p>This was a standing agenda item to enable the Chair, Jeff Farrar, to update governors on his recent activity and current reflections.</p> <p>Jeff gave governors a verbal update to governors on his activities in the last quarter, which included:</p> <ul style="list-style-type: none"> • His 'Back to the Floor' focus had seen him visiting various areas around the hospitals. He had visited two wards with Deputy Chief Nurse Helen Morgan, and had visited the Bristol Royal Infirmary Outpatients 	

Department accompanied by governor Pauline Beddoes. He suggested that governors accompany him on these visits where possible, adding that a programme of visits for non-executive directors was also being drawn up which could include governor involvement.

- As part of the celebrations to mark the 70th birthday of the NHS he had attended the tea party in the Bristol Royal Infirmary and was pleased to see that this had been extremely well-supported and appreciated by staff.
- He invited governors to visit the Trust's Dementia Café and it was agreed that the dates of these events should be circulated to governors.
- He had attended Divisional Board meetings and he continued to meet with unions on monthly basis.
- He had recently been involved in consultant interviews and had been impressed with the calibre of the applicants.
- The Board was continuing to hold Board-to-Board meetings with Weston Area Health NHS Trust. Both Trusts were still working towards acquisition by merger and more details would be provided to governors at their update on 28 August. North Bristol NHS Trust had appointed a new Chair, Michelle Romaine, and both Trusts were keen to establish a more positive relationship and align more of their processes.
- The Board had decided to establish a new People Committee as it had been felt that the Board's time on workforce issues was not currently sufficient.
- Nationally, Jeff had attended NHS Providers briefings for Chairs and Chief Executives, and had been involved in interviews for a national aspiring Chief Executives programme.

He invited questions from governors.

- There was a discussion about the newly-established People Committee and its relationship with governors. It was noted that a report would be presented to one of the governor focus groups, and that the Terms of Reference for the Governor Focus Groups would be amended to reflect this. Malcolm Watson, Public Governor, suggested the People Committee include representation from either the staff governors or the trade unions. Jeff Farrar responded that governor involvement in Board committee contained risks in terms of governance processes. Discussions had taken place with unions but it had been decided that the Trust Partnership Forum would be the most suitable conduit between members of staff and the People Committee.
- In relation to consultant interviews, Garry Williams, Patient/Carer Governor, enquired as to the reasons given by candidates for applying to UH Bristol, and Jeff Farrar responded that these had included a variety of reasons, from geographical and family connections to the reputation of the Trust. In response to a question from Sujjan Canagarajah, Appointed Governor, about the gender balance among applicants, Jeff Farrar responded that he was pleased that there had been a good balance. Malcolm Watson asked whether there was any opportunity for governors to be involved in future consultant interviews and Matt Joint, Director of People agreed to look into this.
- Astrid Linthorst, Appointed Governor, asked that governors receive more

	<p>information on the Trust's equality, inclusion and diversity agenda. Jeff Farrar noted that he was keen that the Trust place greater emphasis on this and agreed that it should be an agenda item at a future governor meeting.</p> <ul style="list-style-type: none"> • Garry Williams, Patient/Carer Governor, referred to the recent fire at the Bristol Haematology and Oncology Centre, and asked whether processes were in place to enable the Trust's equipment to be deployed elsewhere, particularly given its position as a host of regional centres of expertise. Mark Smith, Deputy Chief Executive and Chief Operating Officer, confirmed that this would form part of the investigations into the fire. It was noted that John Rose had recently asked a similar question on the Governors' Log of Communications, and that David Armstrong, Non-executive Director, was looking into this as Chair of the Audit Committee. • In response to questions from John Rose, Public Governor for North Somerset, Jeff Farrar confirmed that he had not yet met with representatives for North Somerset or the regional mayor. <p>Members RESOLVED to:</p> <ul style="list-style-type: none"> • Receive the report to note. • Receive information about the Trust's Dementia Cafes. • Receive confirmation of whether and how governors could be involved in consultant interviews. • Receive more information about the Trust's equality, inclusion and diversity agenda at a future meeting. 	<p>Membership Engagement Manager</p> <p>Director of People</p> <p>Director of People</p>
<p>COG24/07/18</p>	<p>2.1 Chief Executive's Report</p>	
	<p>In the absence of the Chief Executive, Mark Smith (Deputy Chief Executive and Chief Operating Officer) provided a verbal update to governors including the following:</p> <ul style="list-style-type: none"> • The new Secretary of State for Health, Matt Hancock, had announced the development of a 10 year strategic plan for the NHS, a focus on cultural change and a £487m funding package for the NHS linked to the digital agenda. • The national NHS Agenda for Change pay deal had been announced, with significant changes to pay, progression and various allowances. This would be implemented in August and backdated to April. It was however receiving a mixed reception due to the impact of pension changes on some pay bands. • The Trust was already planning for winter, increasing capacity through flow initiatives and changes to working practices as well as physical environment and an increase in bed numbers. • The Trust had held two long service recognition events for staff as part of the NHS70 celebrations, at which 550 members of staff had received a long service award. • UH Bristol continued to work strategically with Weston Area Health NHS Trust (WAHT) on their partnership, though the completion date for the proposed merger between the two trusts had now slipped to October 2019 at the earliest. Clinicians had been asked to work in partnership 	

	<p>wherever it would benefit the services, for example through partnership working with WAHT, the Trust was set to gain 50% capacity for cardiac heart scans from the following week.</p> <ul style="list-style-type: none"> • The Trust's outline Strategic Capital Programme had been agreed by the Board. This was in the very early stages of development and would require further detailed work to confirm the programme and draft the associated business cases. The Trust was currently seeking feedback on its plans for a new Transport Hub and car park on Eugene Street, and governors were encouraged to give their views. • The Trust was putting into place an Arts and Culture Programme for the year, led by Anna Farthing, Arts Director. <p>He invited questions from governors. Rashid Joomun, Patient Governor, referred to news that some Emergency Departments had been having trouble with summer pressures as well as winter pressures, and he asked whether the Trust had experienced this. Mark Smith responded that numbers coming through A&E were indeed still high though the spectrum of illnesses was less severe.</p>	
COG25/07/18	<p>2.2 Quality Report 2017/18</p>	
	<p>Carolyn Mills, Chief Nurse, advised that governors had been involved in the development of the Quality Report 2017/18 and that the Council of Governors were now being asked to note the final report.</p> <p>Members RESOLVED to:</p> <ul style="list-style-type: none"> • Receive the report to note. 	
COG26/07/18	<p>2.3 External Auditor's Report to the Governors on the Quality Report</p>	
	<p>Carolyn Mills, Chief Nurse, noted that the External Auditor's Report to the Governors on the Quality Report had been discussed at length by governors through their Quality Focus Group. The Group had particularly requested that the report be shared with governors sooner in future years, and this had been noted as an action.</p> <p>John Rose, Public Governor, added that governors had expressed concern about the External Auditor's findings on the indicator chosen by governors: Non-Purposeful Omitted Doses of the Listed Critical Medication. The auditor had been unable to test this indicator because there was insufficient data, leading governors to question whether the Trust's data collection method for this metric was sufficiently thorough. Governors had pointed out that the Trust had reported a green rating for this metric for some time, and they were no longer confident that this had been based on good quality data.</p> <p>Carolyn Mills explained that the auditors had been unable to test the indicator due to the particular data collection method that the Trust had used, which she briefly outlined, noting that it was a standard approach for this kind of performance metric, though this would now change due to the implementation of electronic prescribing. She suggested that governors receive a briefing to improve their understanding of the Trust's datasets, data measurement and data quality.</p>	

	<p>David Armstrong, Non-executive Director and Chair of the Audit Committee, added that governors had selected a good metric to be scrutinised as the audit had revealed a number of problems. The Trust had produced a rigorous management response answering the findings and recommendations. The Audit Committee would now use the narrative of this response to set actions, would track the actions to closure and would report back to governors through the Governor Focus Groups.</p> <p>Members RESOLVED to:</p> <ul style="list-style-type: none"> • Receive the report to note. • Receive a briefing on the Trust's datasets and data quality. 	Chief Nurse
COG27/07/18	<p>2.4 Quarterly Patient Experience and Complaints Report</p>	
	<p>Carolyn Mills, Chief Nurse, introduced the findings for the Patient Experience and Complaints report for Quarter 4 which had received by the Board of Directors in June.</p> <p>Governors discussed the key findings of the report. Mo Phillips, Public Governor, enquired whether it was known why 18% of complaints responses had not been sent out within the agreed timescales, and Carolyn responded that this was one of the main areas for improvement that had been highlighted and attention would be given to these cases on a monthly basis to understand the reasons. Malcolm Watson, Public Governor, referred to Friends and Family Tests and patient surveys and enquired whether the efficiency of the selection procedure was adequate and why there were different response rate baselines for different groups. Carolyn noted his comments and responded that the baselines were nationally set.</p> <p>Members RESOLVED to:</p> <ul style="list-style-type: none"> • Receive the report to note. 	
COG28/07/18	<p>3.1 Holding to Account Report</p>	
	<p>This report was a standing item which provided a summary of the forums in which the governors had held non-executive directors to account in the last quarter.</p> <p>Members RESOLVED to:</p> <ul style="list-style-type: none"> • Receive the report to note. 	
COG29/07/18	<p>4.1 Nominations and Appointments Committee</p>	
	<p>Jeff Farrar, Chair of the Nominations and Appointments Committee, asked governors to note the report of the meeting on 7 June. Governors had received activity reports for all non-executive directors and had received the appraisal report for Martin Sykes, Non-executive Director. The committee had assessed its performance over the past year. It was particularly noted that they had called for more timely succession planning for members of the Board, and the Trust's processes were being revised as a result.</p> <p>David Armstrong, Non-executive Director, asked how non-executives received</p>	

	<p>feedback from governors about the appraisal process and it was clarified that any feedback would be reported back through the Chair verbally.</p> <p>Members RESOLVED to:</p> <ul style="list-style-type: none"> • Receive the report to note. 	
<p>COG30/07/18</p>	<p>Governor Group Reports</p>	
	<p>Written reports had been circulated for each of the three governor groups: the Quality Focus Group, the Governors' Strategy Group, and the Constitution Focus Group.</p> <p>a) <u>Quality Focus Group</u> John Rose explained the purpose of the group and introduced the report from the two most recent meetings. He highlighted that there had been a lively discussion at the July meeting about the staff survey results. Governors had been disappointed by the Trust's current levels of bullying and harassment and were keen to pass on a strong message that the Board needed to take more decisive action to increase staff confidence in the reporting processes.</p> <p>The group had discussed at length the External Auditor's report to governors on the Quality Report. They had also received the Quality and Performance Report in its new format and the Annual Complaints Report for information, and had discussed the Freedom to Speak Up initiative and how the Trust identified rogue practitioners and how governors could receive information from the Trust's Patient Experience Group</p> <p>b) <u>Governors' Strategy Group</u> Malcom Watson, Chair of the Governors' Strategy Group, asked governors to note the report from the group's meeting on 7 June. Items discussed had included the renewal of the Trust's five-year strategy, an update from the Finance Committee, the strategic capital programme, updates on the Trust's partnerships with other organisations in the region, and the Trust's new arts programme.</p> <p>c) <u>Constitution Focus Group</u> Ray Phipps, Chair of the Constitution Focus Group, introduced a report from the group's two most recent meetings. The main topic of discussion at both meetings had been potential changes to the constitution, in particular the proposal to merge the public and patient membership constituencies and the impact on governor numbers. He expressed disappointment that while the group had decided on several key recommendations to put to today's meeting under item 5.2, they could not do so as the meeting was inquorate and therefore no decisions could be taken.</p> <p>The group had also received a report from the Audit Committee and the Voluntary Services Steering Group and had received updates on membership engagement and the Annual Members' Meeting.</p> <p>Members RESOLVED to:</p> <ul style="list-style-type: none"> • Receive the reports to note. 	

COG31/07/18	<p>5.2 Proposal to merge public and patient constituencies.</p> <p>As a decision was required on this item, and the meeting was inquorate, it was agreed to postpone this item to a future meeting.</p> <p>Members RESOLVED to:</p> <ul style="list-style-type: none"> • Receive a proposal to merge public and patient membership constituencies for decision at a future meeting 	Trust Secretary
COG32/07/18	<p>6.1 Update from Youth Involvement Group</p> <p>Sujan Canagarajah, one of two Appointed Governors for the Youth Involvement Group, gave a report of the group's current activities. While they could not always attend governor meetings due to school commitments, the two governors were very active in the Youth Involvement Group which met once a month at Bristol Royal Hospital for Children. He highlighted three main areas of activity of the YIG governors since the start of their role in September 2017:</p> <ul style="list-style-type: none"> • They were contributing to the design of a new patient information pack tailored towards children and young people. Their aim was to produce something that addressed the questions a child may have when coming into hospital for the first time and their challenge was to create something that was informative and easy to read without being patronising. • Several members of the group had attended the Trust's Quality Counts event for members in January, learning about the Trust's quality priorities and ensuring that young people were listened to. • They had also attended the members' strategy planning event in April, at which they had contributed more ideas. <p>For the future, he wished to continue to work to promote young people were involved in the work of the Trust and that their voices were heard.</p> <p>The Chair and governors thanked Sujan for his excellent report and expressed appreciation for the Youth Involvement Group's contribution to the Council of Governors and to the Trust as a whole.</p> <p>Members RESOLVED to:</p> <ul style="list-style-type: none"> • Receive the report to note. 	
COG33/07/18	<p>6.2 Membership engagement report</p> <p>Kate Hanlon, Membership Engagement Manager, introduced a report on progress against the Membership Strategy.</p> <p>The report included a breakdown of membership numbers (showing a continued decline), and a summary of activities that had taken place over the past three months to recruit, inform and involve Foundation Trust members. In particular, she highlighted that the Trust's Health Matters events were well-received and had benefited from some excellent speakers: Angus Nightingale (on heart care), Peter Robinson (dental health) and Nicola Taylor, Salena Williams and Naomi Salisbury (psychiatry and physical health).</p> <p>Malcolm Watson added that governors had been holding monthly meet-and-</p>	

	<p>greet stalls in the BRI Welcome Centre to raise awareness of membership. It was noted that there was more work to do to encourage governor engagement with members.</p> <p>Members RESOLVED to:</p> <ul style="list-style-type: none"> • Receive the report to note. 	
COG34/07/18	7.1 Governor Compliance, Training and Development Report	
	<p>Kate Hanlon, Membership Engagement Manager, introduced a report of governor constitution, development and compliance with statutory requirements since the last meeting. Key points to note were as follows:</p> <ul style="list-style-type: none"> • There had been several recent changes to the Council of Governors, with the sad death of Hussein Amiri and the resignation of Neil Morris and Jo Roberts (staff governors who were leaving the Trust). Jane Sansom had been elected to the Council on 1 June as the new Medical and Dental staff governor, while Barry Lane had taken on the Non-clinical staff governor vacancy from Neil Morris on 1 July. • The results of a recent Council of Governors self-assessment exercise were included as an appendix, as were actions that would result from this. <p>Malcolm Watson, Public Governor, asked whether joint training events for governors and non-executive directors could be organised, and Jeff Farrar noted that this was being considered.</p> <p>Members RESOLVED to:</p> <ul style="list-style-type: none"> • Receive the reports to note. 	
COG35/07/18	8.1 Governors' Log of Communications	
	<p>The Council noted the report of the most recent questions that governors had asked directors via the Governors' Log of Communications. The Chair reminded governors that questions could be reopened if they did not feel that the responses that they had received were sufficient.</p> <p>Members RESOLVED to:</p> <ul style="list-style-type: none"> • Receive the report to note. 	
COG36/07/18	9.1 Governors' Questions arising from the meeting of the Board of Directors	
	<p>The Chair invited questions from governors arising from the meeting of the Board of Directors held in public.</p> <ul style="list-style-type: none"> • Florene Jordan, Staff Governor, referred to the discussion at the Trust Board meeting about the workload pressures experienced by junior medical staff, and expressed appreciation that this was being recognised. She asked that the Board also ensure that management at all levels of the organisation were as active at recognising the contribution of staff, particularly ancillary staff such as porters and cleaners. Jeff Farrar acknowledged this, adding that he was keen to emphasise strongly throughout the Trust that no-one 	

	<p>was more important than anyone else and that everyone should be treated with equal respect. Florene suggested that the Board try reverse mentoring initiatives. She also asked whether part of the clinical audit and governance sessions for theatre staff could be used to enable staff to meet with senior management or Executive groups, as she felt UH Bristol could be at the front line of a change in culture across the NHS in this regard. Jeff Farrar agreed that these ideas would be considered.</p> <ul style="list-style-type: none"> • John Rose, Public Governor, referred to the mortality report that had been received by the Board of Directors and expressed concern that more than 200 people had died within 30 days of discharge over the 19 week period of the review, a much higher number than expected. David Armstrong, Non-executive Director, responded that he had taken assurance from the report because it had contained considerable insight about the reasons in each case, and where there were concerns, it had detailed robust actions that were in place. • John Sibley, Patient Governor, referred to the potential authorisation of the use of cannabis oil this October and enquired whether the Trust had sufficient staff with clinical expertise in this area. Mark Callaway, Acting Medical Director, responded that it was possible that it would be used as the Trust was a specialist centre for neurosurgery for children with epilepsy, but that a formal analysis had not yet been undertaken. It was agreed that an update would be provided. • Garry Williams, Patient/Carer Governor asked that governors be kept up to date with the Trust's plans to develop a new transport hub and car park. • Mo Phillips, Public Governor, requested more information about junior doctor hours. Jeff Farrar invited her to accompany him on a visit to the Junior Doctor's Forum on 13 September. <p>Members RESOLVED to:</p> <ul style="list-style-type: none"> • Receive an update on the Trust's plans in relation to the authorisation of the use of cannabis oil. 	Medical Director
COG37/07/18	<p>9.2 Foundation Trust Members' Questions There were no Foundation Trust members present.</p>	
COG38/07/18	<p>9.3 Any Other Business There was no other business.</p>	
	<p>Meeting close and date of next meeting The Chair declared the meeting closed at 15:45.</p> <p>Date and time of next meeting:</p> <ul style="list-style-type: none"> • Annual Members' Meeting – Thursday 13 September 2018. 5pm-7pm, Lecture Theatre 1, Education & Research Centre, Upper Maudlin Street. • Council of Governors Meeting – Wednesday 31 October 2018 at 14:00-15:30 in the Conference Room, Trust HQ, Marlborough Street, Bristol, BS1 3NU. 	

Signed by:(Chair) on..... (Date)

Minutes of the Annual Members' Meeting held on 13 September 2018 at 5.00pm at the Education and Research Centre, Upper Maudlin Street, Bristol, BS2 8AE

Present

Members of the Trust Board of Directors

Jeff Farrar - Chair
 Robert Woolley – Chief Executive
 Paul Mapson – Director of Finance and Information
 Matt Joint – Director of People
 Carolyn Mills – Chief Nurse
 William Oldfield – Medical Director
 Martin Sykes – Non-executive Director

Members of the Council of Governors

Malcolm Watson – Public Governor (Joint Lead Governor)
 Mo Phillips – Public Governor (Joint Lead Governor)
 Carole Dacombe – Public Governor
 Tom Frewin – Public Governor
 Jenny James – Public Governor
 Penny Parsons – Public Governor
 John Rose – Public Governor
 Jonathan Seymour-Williams – Public Governor
 Mary Whittington – Public Governor
 Tony Tanner – Patient Governor
 Kathy Baxter – Patient Governor
 Ray Phipps – Patient Governor
 John Chablo – Patient/Carer Governor
 Sue Milestone – Patient/Carer Governor
 Garry Williams – Patient/Carer Governor
 Florene Jordan – Staff Governor
 Jane Westhead – Staff Governor
 Astrid Linthorst – Appointed Governor

In Attendance

Kate Parraman – Deputy Director of Finance
 Eric Sanders – Trust Secretary
 Kate Hanlon – Membership Engagement Manager
 Craig Sullivan, Director, PwC – *External Auditor*
 Approximately 45 public, patient and staff members of University Hospitals Bristol NHS Foundation Trust and members of the public.

Minutes

Sarah Murch – Membership and Governance Administrator

1. Chairman's Introduction and Apologies

The Chairman, Jeff Farrar, welcomed everyone to the meeting, his first as Chair of UH Bristol. He had come to the Trust after 35 years in the police force, most recently as Chief Constable for a police force in Wales. He commented that in the nine months that he had served as Chair he had been extremely impressed both with the quality of the Trust's services and the pride that staff took in their work.

He welcomed members and governors, noting with sadness the recent death of one of the

Trust's governors, Hussein Amiri, who would be remembered positively for his strong commitment to the role. He extended a particular welcome to Above and Beyond and the Grand Appeal, who, along with the Trust's other charitable partners, had provided valuable support over the year.

He noted apologies from:

Apologies from Board: Paula Clarke (Director of Strategy and Transformation), Mark Smith (Chief Operating Officer and Deputy Chief Executive), David Armstrong, Guy Orpen and Jill Youds.

Apologies from Governors: Pauline Beddoes, Siobhan Coles, Andy Coles-Driver, Barry Lane, Graham Papworth and Jane Sansom.

2. Minutes of the previous Annual Members Meeting

The minutes of the Annual Members' Meeting on 21 September 2017 were approved as an accurate record of proceedings.

3. Independent Auditors' Report

Members received the External Auditors' Report from Craig Sullivan, Director of PricewaterhouseCoopers, who outlined the three key responsibilities of PwC as the Trust's external auditor in relation to the Annual Report and reported their conclusions as follows:

1. **Financial statements:** PwC had issued an unqualified audit opinion on the Trust's financial statements, concluding that the financial statements were a true and fair representation of the Trust's accounts for the year.
2. **Value for money:** The external auditor had issued an unqualified opinion in relation to value for money, concluding that Trust had used its resources effectively, efficiently and economically.
3. **Quality Report:** There were three elements to the external auditor's examination of the Quality Report. Firstly, they had concluded that the content of the Quality Report was compliant with guidance issued by NHS Improvement. Secondly, they had concluded that the report was consistent with other information from the Trust and its stakeholders. Thirdly they had reviewed the Trust's indicators. There were two mandated indicators: one in relation to the four-hour Emergency Department target, which they had concluded was satisfactory, and one in relation to the referral-to-treatment time target. Due to several issues identified in their sample through testing, they had needed to modify their opinion in relation to the latter.

4. Presentation of Annual Report and Accounts for 2017/18 Presentation of Quality Report 2017/18

Robert Woolley, Chief Executive, and Paul Mapson, Director of Finance and Information jointly presented the Annual Report and Accounts for 2017/18.

Review of the Year 2017/18

Robert Woolley, Chief Executive, extended a particular welcome to the meeting to partners from Weston Area Health Trust, Bristol Community Health, and Sirona Care and Health. He outlined the Trust's achievements in the year: in the 70th year of the NHS and 10 years since UH Bristol had been authorised as an Foundation Trust, with highlights as follows:

Delivering Best Care

UH Bristol had maintained strong performance over the year in national patient surveys (inpatient, outpatient and maternity services). It had received national recognition for its Emergency Department safety checklist which had now been adopted nationally as best practice. The Trust was particularly proud of the growth of its Quality Improvement Academy and its work to improve quality of care. This year, there had also been a continued focus on

embedding a 'customer care' mindset among Trust staff, acknowledging that the experience of patients coming into a big and complex hospital was fundamentally affected not just by the technical experience of the clinical care but by the way that they were treated as individual human beings.

Improving patient flow

A number of steps had been taken to manage increasing demand effectively. This had involved a greater level of working in partnership with community and social care partners, and a more active focus on preparing patients for discharge. Technological solutions delivering real-time information were helping. Despite severe winter pressures the Trust had improved against some access targets, but Emergency Department waits had suffered and regrettably the experience of some of the Trust's patients had not been as good as would have been hoped in this regard.

Renewing our hospitals

Robert Woolley reminded members that becoming a Foundation Trust ten years ago had given the Trust financial freedoms to invest significantly in its hospital facilities. In the last year the Trust had been recognised as a Global Digital Exemplar for the digital developments that had taken place to support staff to deliver best care, including electronic patient observations in real time.

Building Capability

The Trust had made it a priority to improve staff engagement during the year. Recently, the Board had agreed that it needed to do more to tackle the underlying causes of bullying and harassment, and one route was a very determined focus on inclusion and diversity, and visible progress against race equality standards. Other developments had included the expansion of a new leadership development programme, the roll-out of the 'Happy App' which allowed staff to give feedback to their managers in real time, an increase in the provision of apprenticeships, and greater support for staff psychological health and wellbeing.

Leading in Partnership

The Trust was playing a leading role in 'Healthier Together' – a partnership with other health organisations to improve the health and care system for the population of Bristol, North Somerset and South Gloucestershire. The Trust had strengthened its partnership with Weston Area Health NHS Trust, with increased joint working in many services and working towards a formal merger of the two trusts by the end of 2019.

Future plans

Priorities for 2018/19 included maintaining a focus on staff wellbeing and personal development, continuing to improve patient care, to increase hospital capacity, and to reduce waste and delays by working smarter.

Annual Accounts 2017/18

Paul Mapson, Director of Finance and Information, gave an overview of the Trust's financial results for 2017/18. Headlines included:

- There had been a surplus of £19.9m before technical items (against a planned surplus of £12.957m). The Trust had reported earnings before interest, tax, depreciation and amortization (EBITDA) of around £53m.
- The Trust had achieved savings of £12m, slightly over plan.
- Capital expenditure was only £25.4m against a plan of £52.7m, due to plans taking longer than expected to deliver.
- The Trust had ended the year with a cash balance of £71m which would reduce as more money was spent on infrastructure and estate.
- Net current assets were £56m.
- The Trust had received a use of Resources Rating of 1, the highest rating.
- The accounts had received an unqualified audit opinion.

This was the Trust's tenth year of its financial strategy as a foundation trust and the fifteenth year of breakeven or better before technical items. While the year had started poorly with clinical divisions having overspent by £5.1m by month 5, the position had been restored through efficiencies, controls, and delivery of income. Of the £19.9m surplus, £19.0m was from Sustainability & Transformation Funding (STF): national funding which was only given to Trusts if they delivered their core position, so without this funding the Trust would have had a small £0.9m core surplus.

Paul provided a breakdown of income, expenditure and the Trust's capital and savings programmes. He outlined the progress of the Trust's financial strategy over the past ten years, and a look forward to the next five years. He highlighted the importance of investing in capital and infrastructure to maintain the Trust's position at the top end of the NHS on finance, quality, IT and patient feedback, and the need to deliver surpluses in order to do this.

On a personal note, Paul informed the meeting that this would be his last Annual Members' Meeting as he was retiring as Finance Director in June 2019 after 16 years in the role. He added that it had been a pleasure and privilege to work for the Trust. The Chair expressed gratitude on behalf of the Trust to Paul for his key role in helping the Trust maintain 15 years of breakeven or better in the current NHS climate while still achieving an Outstanding Care Quality Commission rating.

- There was a question from the floor about the borrowing rate of the Trust's loans, given the problems caused in many hospital trusts in this regard by Private Finance Initiative (PFI) schemes. Paul Mapson responded that the Trust had realised that PFI would be too expensive and had been able to adapt its development schemes so that PFI was not required. The schemes had instead been part-financed by the Trust through its services, partly funded through fixed-rate loans and topped up with from money from charities.

Presentation of Quality Report 2017/18

Carolyn Mills, Chief Nurse, introduced the annual Quality Report 2017/18. This included an assessment of the quality of the Trust's services in relation to patient safety, patient experience, clinical effectiveness and performance against national quality indicators. It was part of the Annual Report and was publicly available on the UH Bristol website.

Every year the Trust set objectives to improve the quality of the care provided. Carolyn outlined the Trust's progress against last year's objectives, and informed members of the eight quality objectives that the Trust had set for the year ahead. These included two objectives carried forward building on work from the previous year:

- To develop a consistent customer service mind set in all our interactions with patients and their families
- To continue to improve staff engagement and satisfaction to reach our ambition that, by 2020, we will be recognised as one of the top 20 NHS trusts to work for.

There were also six new objectives:

- Earlier recognition of patients at the end their life to ensure they do not receive unnecessary interventions
- To improve patients' experience of our maternity services and return to being one of the best rated maternity units in the country.
- Improve compliance with the 62-day GP referral to first definitive cancer treatment standard
- Develop more ways of sharing learning in the Trust from Serious Incidents that occur in the Trust and in other Trusts
- To further improve the safety of insulin prescribing and administration of insulin
- Introduce a mystery shopping programme to find out if standards were being met.

5. Governor Report

Mo Phillips, Public Governor and Joint Lead Governor and Carole Dacombe, Public Governor, introduced the report of governor and membership activity over 2017/18.

Carole Dacombe, talked briefly about the role of a governor and the various meetings which enabled them to carry out their duties, share information, and voice their concerns on behalf of the people they represent. Governor activity over the past year had also included regular monthly Meet and Greet stalls in the hospital areas, monthly Health Matters events, regular newsletters to members, and occasional visits to clinical areas and involvement in gathering patient feedback.

The Trust's membership numbers at 31 March 2018 were 19,312, comprising 8,947 public and patient members and 10,365 staff members. Public membership was broadly representative of the population at large, although there was an ongoing slight decline in public/patient membership numbers. Governor elections had been held in 2017, with 14 new elected governors taking up office on 1 June 2017.

Mo Phillips, Joint Lead Governor, who was one of these new governors, explained that she had become involved because of an interest in the NHS and the way it worked. She found it a very enjoyable role and had been particularly impressed with the range of abilities, experience and background on the Council of Governors. The next elections were in May 2019, and she urged members present to think seriously about becoming a governor, as while it required a level of commitment, sufficient support and training was provided.

The Chair expressed his thanks to the Council of Governors for the level of challenge, accountability and support that they provided at the Trust.

Questions Submitted in Advance

There had been five questions submitted to the meeting in writing in advance:

1. Does UH Bristol uses the Biobank for any of its research? (*Michael Pratt, Foundation Trust Member*)

Jeff Farrar responded that a number of the Trust's studies either used the UK BioBank now or would shortly be doing so.

2. Can the Trust comment on progress with improvements in the efficiency and effectiveness of our outpatient clinics and how this is being achieved? (*Paul Thomas, Foundation Trust member*)

Robert Woolley explained that the Trust had an extensive programme of planned improvements to outpatient clinics which would take several years to complete. Already it had moved to electronic referrals in June this year, which was a big step in improving communications with GPs and enabling patients to get faster outpatient appointments. The Trust was also seeking to centralise all outpatient bookings in a single appointment centre and was working to clarify roles and responsibilities of outpatient staff and improve training. Finally, it was intended that patients would eventually be able to hold their own records and view them on their own smartphones. Robert added that while the impact on patients was presently not yet as significant as hoped, these measures were designed to increase efficiency in the future.

3. What was the performance target for waiting times at the Boots-run pharmacy and the figures for actual performance in 2017-2018? (*Paul Thomas, Foundation Trust member*)

Jeff Farrar responded that the performance target for waiting time was for 98% of prescriptions for patients to collect their prescription from the Boots outpatient dispensary within 30 minutes. The performance for 2017 - 2018 was 98%, therefore on target, with an average waiting time of 20.1 minutes. 150,485 items were dispensed by the Boots outpatient dispensary during this period.

4. Can the Trust comment on the effectiveness of the Trust’s Impact Assessment Policy and Procedures arising out of changes being planned, especially with reference to the inclusion of patients and staff in the process. Also what impact assessments are currently being undertaken? (Paul Thomas, Foundation Trust member)

Carolyn Mills, Chief Nurse, responded that 44 quality impact assessments had been completed this year. According to these assessments, none of the schemes approved to go forward had identified an adverse impact on patients or staff.

5. It would appear, that with the lack of a clinical lead to chair it, the Carers Strategy Group has not met since last November 2017. The past frequency of this group was at least three times a year from memory and was mainly responsible for the formulation of The Carers’ Charter and the overall Carers’ Strategy for the Trust. I would like to raise everyone’s awareness of its fundamental importance for the engagement of staff, patients and their carers in the patient pathway and urge all relevant key decision-makers to make it a priority for re-instatement urgently. To not do so, or to let this matter simmer any longer would communicate the signal that Carers and their cared for were not a priority within the Trust, which I am sure is not the case (Wendy Gregory, Foundation Trust Member)

Carolyn Mills, Chief Nurse responded with a personal commitment that the Trust’s support for carers was still a priority. She explained that the Carers’ Strategy Group had been an engagement group chaired by the Head of Nursing, who had moved to North Bristol NHS Trust in April. It was now intended that the Trust’s Patient and Public Involvement Lead re-instate this group. She confirmed that other support for carers was still ongoing, for example representatives of the Carers’ Support Centre were working within the Trust on honorary contracts, and she offered to provide more detail outside the meeting if required.

6. Clinical Services Presentation - UH Bristol as a Global Digital Exemplar

Adam Dangoor, Consultant in Medical Oncology, and one of the Trust’s Chief Clinical Information Officers, gave an informative presentation on the Trust’s digital strategy.

The Trust’s digital vision from 2012 was one in which “every member of our staff will have the information they need, when they need it, without having to look for a piece of paper, wait to use a computer, or ask the patient yet again...”

The strategy in place to achieve this vision had now increased dramatically in scope and pace since the Trust’s selection in 2017 as one of NHS England’s flagship Global Digital Exemplar sites – 16 English acute trusts that had been chosen to help accelerate clinical systems development across the NHS.

Adam outlined several specific initiatives which would be implemented through Global Digital Exemplar funding including:

- Patient-identified mobile team messaging – a secure form of instant messaging that enabled team conversations whilst ‘on the go’ which were patient identified, instantly shared and could become part of the patient record
- Careflow - a task management tool, which had been used in May during the fire in

Bristol Haematology and Oncology Centre to allow everyone involved in patient's care to see where they were.

- E-handover lists – displaying patient status, medication and treatment plans to allow more effective handover between staff
- Personal Health Record – with the eventual aim of allowing patients and carers to view their own NHS care records, add information and communicate directly with care professionals.

He described the benefits to staff and patients in terms of improved communication, easier access to services, reducing delays and improving quality of care. He emphasised however that clinical engagement was essential to the programme's success, as it would take time to encourage busy staff to adopt new ways of working. He also stressed the importance of joined-up working with other organisations in the wider health system.

Questions from the floor:

1. One member enquired how the Trust intended to deal with all the information in its paper patient files. Adam Dangoor responded that old patient records were scanned as and when they were needed, but now and in the future, information would be inputted straight in to the patient record.
2. Kathy Baxter, Patient Governor, enquired about the Trust's defences against hackers, why patient discharge information often took some time to get from hospital to GP, and whether patient records could be viewed by hospitals outside Bristol. Adam responded that while there was constant vigilance, data security was always a serious issue for any large organisation. He added that the new Connecting Care system which was being put in place across the region should allow GPs to access discharge summaries in an easier way. While there were attempts to standardise access to information across the region, there was as yet no national system that would allow patient records to be shared between hospitals in different regions.
3. Kathy Baxter further asked that the Trust ensure that new technological systems were fully accessible to all, for example, sign-in podiums that had recently been installed needed to 'speak' so that they could be used by those with visual impairments. This was noted.
4. In response to a question from John Steeds, Foundation Trust member, about whether the Trust's patient administration system was compatible with that of North Bristol NHS Trust. Adam acknowledged that they were still not compatible. Robert Woolley, Chief Executive, added that this was a key part of the considerations of the regional health system and already a bid had been submitted to ensure that Weston Area Health NHS Trust and UH Bristol were on the same system.
5. One member commented that with no shared patient administration system between hospitals, there was a risk of children at risk being taken to Emergency Departments in different counties to avoid detection. Adam noted that this was one of the areas that they were considering as a priority, to ensure that children at risk and others who might be vulnerable would be flagged.
6. Garry Williams, Patient Governor, asked if new technology could assist in improving the lifespan of those with acute learning disabilities. Adam responded that information-sharing would make this easier. He added that there were sometimes difficulties in gaining consent for sharing patient information, but that people needed to be confident that the NHS had a legitimate need to share data in order to improve healthcare.

7. Ask the Board – Q&A with the Trust Board

1. Phillip Morris, Foundation Trust Member, referred to the Annual Accounts and enquired where income from retail outlets in the Bristol Royal Infirmary Welcome Centre was recorded. Paul Mapson, Director of Finance and Information, responded

that this was recorded as part of the trust's rental income. He added that the Trust had needed the rental from the retail outlets to pay for the renovations to its front entrance.

2. Phillip Morris referred to the Trust's plans to build a new car park and asked how this could be justified for a city centre hospital. Robert Woolley, Chief Executive, explained that one of the biggest sources of complaints received by the Trust concerned the accessibility of the Trust's hospitals. There was currently very limited car-parking space and he was aware that this made it difficult for some patients and carers who were infirm or vulnerable. The Trust also provided services not only for the city of Bristol but also for the whole of the South West. The plan included building a multi-storey carpark as part of a transport hub, and people who did not need to drive including staff would be strongly encouraged to use other means of transport.
3. One member enquired whether UH Bristol was short of nurses and how it encouraged people from different backgrounds to train to become nurses. Carolyn Mills, Chief Nurse, agreed that there was currently a supply and demand mismatch: there was a national shortage of nurses and the training bursary supporting nurses had been removed by the government two years ago. However, UH Bristol was in a relatively strong position, and a focussed piece of work had been launched by the Trust on recruitment and retention of staff from all backgrounds.
4. Jonathan Seymour-Williams, Public Governor, asked whether the Trust would make a simplified set of the annual accounts publicly available. Robert Woolley noted that the full Annual Report and Accounts were published every year on the Trust's website, but that there were at present no plans to create a simplified version, other than the summary Annual Review.
5. There were two questions relating to harassment and assaults on staff and the Trust's response to these. Robert Woolley confirmed that the Trust reviewed information on this issue internally on a regular basis, looking carefully at the nature of the assault, the impact on the individual, the support that the Trust could provide and measures that could be taken to reduce the risk of further assaults. The victim would have the option of reporting the matter to the police.
6. Tom Frewin, Public Governor, referred to recent news reports that people in some areas had been finding it difficult to obtain long-term contraception and that abortion rates had risen as a result, and asked whether Bristol's sexual health service had experienced similar problems. Paul Mapson explained that while such situations had been caused by a reduction in funding in some parts of the country, this was not happening in Bristol.
7. Tom Frewin further noted that there was a lack of consistency whether GP referrals were made to North Bristol NHS Trust or to UH Bristol. Robert Woolley noted this and added that more collaborative working across the system should improve these issues in time.
8. There was a further question about why there was no functioning hearing loop in the meeting room. It was acknowledged that this was a shortcoming in the facilities provided.

The Trust Chair, Jeff Farrar, thanked everyone for attending and closed the meeting at 19:00.

Signed by:(Chair) on..... (Date)

Council of Governors meeting – 31 October 2018

Action Log

Outstanding actions following the Council of Governors meeting held on 27 July 2018					
No.	Minute reference	Detail of action required	Responsible Officer	Completion date	Additional comments
1.	COG23/07/18	Governors to receive more information about the Trust's equality, inclusion and diversity agenda at a future meeting.	Director of People	16 Jan 2019	Update to be included in January governor development seminar
2.	COG26/07/18	Governors to receive a briefing on the Trust's datasets and data quality.	Head of Quality (Patient Safety)	18 Dec 2018	Briefing for governors with the Head of Quality (Patient Safety) to be held on 18/12 focussing on quality metrics.
3.	COG31/07/18	Governors to receive a proposal to merge public and patient membership constituencies at a future meeting.	Membership Manager	31 Oct 2018	<i>On agenda.</i>
Completed actions					
No.	Minute reference	Detail of action required	Responsible Officer	Completion date	Additional comments
1.	COG11/04/18	Governors to receive an update briefing on the Trust's partnership with Weston Area Health Trust.	Chief Executive	28/08/2018	Governors' received a briefing from the Chief Executive at a meeting on 28/8.
2.	COG23/07/18	Governors to receive an assessment of whether and how governors could be involved in consultant interviews.	Medical Director	Oct 2018	<i>Response from Medical Director:</i> The composition of a Consultant Appointments Advisory Committee is described in <i>The NHS (Appointment of Consultants) Regulations</i> published in 2005 by the Department of Health, which also states that the membership of an AAC should be minimised as far as possible. As a Foundation Trust we have some leeway and we are in the process of reviewing the entire Consultant Recruitment Process to see how it could be best improved.

3.	COG23/07/18	Governors to receive an invitation to the Trust's Dementia Cafes.	Membership Manager	21/08/2018	Governors invited by email 21/8.
4.	COG36/07/18	Governors to receive an update on the Trust's plans in relation to the authorisation of the use of cannabis oil.	Medical Director	Oct 2018	<i>Response from Medical Director:</i> Our staff are aware of the latest evidence surrounding the use, and a document outlining the safe use in the Trust is under development and awaiting approval. As with all new medicines, the prescribing and usage will be in line with the licensed indications/experience from trials/use in other countries. NICE is in the process of developing a national guideline, and the Trust is registered as a stakeholder, with the opportunity to comment at each phase of any consultation.

Cover report to the Council of Governors meeting to be held on 31 October 2018 at 14:00 in the Conference Room, Trust Headquarters, Marlborough Street, Bristol, BS1 3NU

		Agenda Item	3.1
Meeting Title	Council of Governors	Meeting Date	31/10/2018
Report Title	Holding to account report		
Author	Kate Hanlon, Membership Engagement Manager		
Executive Lead	Eric Sanders, Trust Secretary		
Freedom of Information Status		Open	

Governor Responsibility (please tick any which are impacted on / relevant to this paper)	
Holding the Non-executive Directors to account	<input checked="" type="checkbox"/>
Non-executive Director appointments (appraisal review)	<input type="checkbox"/>
Constitutional/forward plans	<input type="checkbox"/>
Member/Public interests	<input type="checkbox"/>
Significant transaction/private patient increase	<input type="checkbox"/>
Appointment of External Auditor	<input type="checkbox"/>
Appointment of the Chief Executive	<input type="checkbox"/>

Action/Decision Required (please tick any which are relevant to this paper)			
For Decision	<input type="checkbox"/>	For Assurance	<input checked="" type="checkbox"/>
		For Approval	<input type="checkbox"/>
		For Information	<input type="checkbox"/>

Executive Summary
<p>Purpose: In line with the Trust's Constitution, one of the general duties of the Council of Governors is to hold the non-executive directors individually and collectively to account for the performance of the Board of Directors. This report provides a summary of the forums in which the governors have held non-executive directors to account in the last quarter.</p> <p>20 July 2018 – 22 October 2018</p> <ul style="list-style-type: none"> • Governors attended the public meetings of the Trust Board of Directors on 27 July (seven governors) and 27 September (six governors) to observe the non-executive directors holding the executive directors to account. • During the period the non-executive director Chairs of the Quality and Outcomes Committee and the Finance Committee attended governor focus groups – respectively the Governors' Quality Focus Group and the Governors' Strategy Group on 10 September. • The Quality Focus Group receives the Quality and Outcomes Committee Chair's reports, the Strategy Group receives the Finance Committee Chair's reports, and the Constitution Focus Group receives the Audit Committee Chair's reports. These reports provide evidence to give governors assurance that non-executive directors are

discharging their duties effectively as members of the Board, and are an opportunity for governors to discuss and challenge the content.

- There was one Nominations and Appointments Committee meeting on 10 September. One of the key duties of this Committee is to monitor the performance of the Chair and other non-executive directors and make reports thereon to the Council of Governors. This is a further process by which governors can hold non-executive directors to account. A summary of this meeting is provided in item 4.1.
- Governors hold regular informal engagement meetings (formerly Chairman’s Counsel) with the Chair and non-executive directors to allow governors to request assurance or information around any topics. There were two meetings in this period – the first, on 28 August, was an update to governors on the merger proposal talks between UH Bristol and Weston Area Health NHS Trust. Chief Executive Robert Woolley outlined the current position and the current levels of partnership working between the two trusts and reminded governors of the key transaction conditions that would need to be satisfied before a merger could take place. This session was attended by 15 governors, and six non-executive directors. Non-executive Directors provided reassurance to governors that the Board was completely aligned on the steps that needed to be taken before the merger could happen. They emphasised the importance of keeping governors up to speed at all stages.

The second meeting on 25 September (attended by 14 governors, the Chair, and two non-executive directors) explored issues including the role of the new People Committee in the Trust and how it would report its work back to governors; organisational culture; good governance and communications.

Where non-executive directors are unable to answer governor questions, governors have use of the governors’ log of communications – a practical mechanism for supporting good two-way communication between governors and Trust executives – see item 8.1.

Recommendations

Members are asked to:

- **Note** the report and receive **assurance** that appropriate activities are being undertaken by the Governors to hold the non-executives directors to account.

Intended Audience

(please tick any which are relevant to this paper)

Board/Committee Members	<input checked="" type="checkbox"/>	Regulators	<input type="checkbox"/>	Governors	<input checked="" type="checkbox"/>	Staff	<input checked="" type="checkbox"/>	Public	<input checked="" type="checkbox"/>
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Cover report to the Council of Governors meeting to be held on 31 October 2018 at 14:00 in the Conference Room, Trust Headquarters, Marlborough Street, Bristol, BS1 3NU

		Agenda Item	4.1
Meeting Title	Council of Governors Meeting	Meeting Date	31 October 2018
Report Title	Nominations and Appointments Committee Meeting Report		
Author	Sarah Murch, Membership and Governance Administrator		
Lead	Eric Sanders, Trust Secretary		
Freedom of Information Status		Open	
Reporting Committee	Nominations and Appointments Committee		
Chaired by	Jeff Farrar, Trust Chair		
Lead Executive Director	Eric Sanders, Trust Secretary		
Date of last meetings	10 September 2018		
Summary of key matters considered by the Committee and any related decisions made.			
<p><u>Non-Executive Director Appraisal and Re-appointment:</u> Committee members were asked via email on 11 October to review John Moore’s appraisal outcome and consider his annual re-appointment, as is required for non-executive directors serving their third term of office. Feedback had been received from 7 Committee members by Friday 19 October. All feedback was very positive and all who responded supported the Chair’s recommendation to re-appoint John for his final year of office from 1 January-31 December 2019. The Council of Governors is now asked to approve this recommendation.</p> <p><u>Committee Meeting Reports:</u> There has been one meeting of the Governors’ Nominations and Appointments Committee since the last Council of Governors meeting.</p> <p>Meeting on 10 September 2018: Attended by Jeff Farrar (Chair), Julian Dennis (Senior Independent Director) and seven Committee members</p> <ul style="list-style-type: none"> • Review of Board Succession Planning: The committee received a report outlining the Trust’s approach to Board succession planning. • Chair Appraisal: The committee received an appraisal report for Jeff Farrar, Trust Chair. The Chair’s appraisal had been carried out by Julian Dennis, Senior Independent Director, and informed by feedback from Board members and governors from the Nominations and Appointments Committee. • Non-executive Director Appraisal: The committee received an appraisal report for Jill Youds, Non-executive Director. • Annual Review of Chair/Non-Executive Director Appraisal Framework: The committee reviewed the Trust’s framework for appraising the Chair and the non-executive directors. Governors suggested some improvements to the forms used. • Annual Review of Non-Executive Director Remuneration: The committee considered the Trust’s remuneration rates for non-executive directors. They were provided with a summary of current benchmarking information from NHS Providers. 			

They noted that following the uplift that they had agreed last year, the Trust's rates were now in line with that of other Foundation Trusts. The Committee was therefore content to **recommend no change** to non-executive director remuneration for this year.

Meeting on 7 June 2018: There were two further matters outstanding from the meeting held on 7 June 2018 which still require Council of Governors approval (as the Council of Governors meeting on 27 July 2018 had not been quorate):

- **Review of Terms of Reference:** The Committee had agreed two minor changes to the terms of reference: to include the Chair in the group's membership, and to allow the Trust Secretary to nominate a deputy to attend meetings in his place.
- **Committee Membership:** According to the Terms of Reference, the committee membership should be approved by the Council of Governors and should be made up of the Chair plus 12 members (eight public/patient governors, two appointed governors, two staff governors). As Neil Morris had stepped down as staff governor, his position on the committee had been offered to all other staff governors. The Council is now asked to approve the appointment of **Jane Sansom (Medical and Dental Staff Governor)** to the committee.

Matters referred to the Council of Governors

- Non-Executive Director Re-appointment:** The Council of Governors is asked to **approve** the Committee's recommendation to re-appoint John Moore for a final year of office as Non-Executive Director (1 January -31 December 2019).
- Non-Executive Director Remuneration:** The Council of Governors is asked to **approve** the committee's recommendation that there should be no change in remuneration for non-executive directors at the Trust this year.
- Terms of Reference:** The Council of Governors is asked to **approve** the amended Terms of Reference for the Nominations and Appointments Committee (Appendix 1).
- Appointment/Re-appointment of Committee members:** The Council of Governors is asked to **approve the appointment of Jane Sansom** to the committee and the **re-appointment** of the other committee members as follows: Jeff Farrar (Chair), Malcolm Watson, Jonathan Seymour-Williams, Mo Phillips, Carole Dacombe, Garry Williams, Kathy Baxter, Rashid Joomun, Tony Tanner, Florene Jordan, Marty McAuley and Sophie Jenkins.

Date of next meeting:

18 December 2018

Terms of Reference - Nominations and Appointment Committee – Council of Governors

Document Data	
Corporate Entity	Nominations and Appointments Committee (Council of Governors)
Document Type	Terms of Reference
Document Status	Draft
Executive Lead	Trust Secretary
Document Owner	Trust Secretary
Approval Authority	Council of Governors
Document Reference	TOR0003
Review Cycle	12 months
Next Review Date	06/06/2019

Document Change Control				
Date of Version	Version Number	Lead for Revisions	Type of Revision	Description of Revision
July 2009	1.0	Membership Manager	Major	Version 1.0
27 July 2011	1.1	Membership Manager	Minor	Version 1.1
02 May 2012	2.0	Trust Secretary	Major	Revision to Foundation Trust Constitution to increase Committee membership. Approved by the Membership Council.
12/02/2015	3.0	Interim Head of Membership and Governance	Major	
19/09/2017	4.0	Trust Secretary	Minor	Changes to job titles
27/09/2017	5.0	[Deputy] Trust Secretary	Minor	Amendments to: a) update references from Monitor to NHS Improvement; b) change the quorum from four governors to four committee members c) allow for another non-executive director to take the chair in circumstances in which it was inappropriate for either the Chair or the Senior Independent Director to do so.
07/06/2018	6.0	Trust Secretary	Minor	Amendments to: a) include the Chair as a member of the committee b) allow the Trust Secretary to nominate another person to attend meetings on their behalf.

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1. Constitution and Purpose

- 1.1 The Nominations and Appointments Committee is a formal Committee of the Council of Governors established in accordance with the NHS Act 2006¹,) as amended by the Health and Social Care Act 2012 (the 2012 Act), the University Hospitals Bristol NHS Foundation Trust Constitution², and the Foundation Trust Code of Governance³ for the purpose of carrying out the duties of governors with respect to the appointment, re-appointment removal, remuneration and other terms of service of the Chairman and Non-Executive Directors.

2. Function and Duties

- 2.1 The Committee shall carry out functions in relation to the following:

Nominations Functions

- (a) determine a formal, rigorous and transparent procedure for the selection of the candidates for office as Chairman or 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) 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 who meet the “*fit and proper person*” test as set out in the provider license — 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 Council of Governors;
- (c) make recommendation to the Council of Governors as to potential candidates for appointment as Chairman or other Non-Executive Director, as the case may be,
- (d) consider and make recommendations to the Council of Governors as to the remuneration and allowances and other terms and conditions of office of the Chairman and other Non-Executive Directors,
- (e) on a regular and systematic basis monitor the performance of the Chairman and other Non-Executive Directors and make reports thereon to the Council of Governors 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 Council of Governors;
- (f) To ensure there is a formal and transparent procedure for setting the annual objectives for the Non-Executive Directors, in conjunction with the Chairman, and in conjunction with the Senior Independent Director in the case of the annual objectives for the Trust Chairman
- (g) To ensure there is a formal and transparent procedure for the appraisal of the Trust Chairman and Non-Executive Directors’ performance

- (h) To regularly review, in conjunction with the Board of Directors Nominations and Remuneration Committee, the structure, size and composition of the Board of Directors, including giving full consideration to succession planning, taking into account the future challenges, risks and opportunities facing the NHS Foundation Trust and the skills and expertise required within the Board of Directors to meet them.

Remuneration Functions

- (a) To ensure there is a formal and transparent policy on remuneration for the Trust Chairman and Non-Executive Directors;
- (b) To set the structure and levels of remuneration of the Trust Chairman and Non-Executive Directors;
- (c) To determine and review the terms and conditions of the Trust Chairman and Non-Executive Directors;
- (d) To market test/ benchmark the remuneration of the Trust Chairman and Non-Executive Directors at a frequency agreed by the Committee and taking account of any external guidance on recommended frequency and/ or where the Committee is considering recommending large change to that remuneration, drawing on external professional advice
- (e) To appoint, if deemed appropriate, independent consultants to advise on Trust Chairman and Non-Executive Director remuneration.

3. Authority

- 3.1 The Committee is authorised by the Council of Governors to carry out the functions and duties set out in these Terms of Reference.
- 3.2 All powers and authorities exercisable by the Council of Governors, together with any delegation of such powers or authorities to any Committee or individual, are subject to the limitations imposed by the by the National Health Service Act 2006, the NHS Licence Conditions, Trust Constitution or by other regulatory provisions.
- 3.3 In discharging the functions and duties set out in these Terms of reference, the Committee is to have due regard for the applicable principles and provisions of the Foundation Trust Code of Governance.

4. Reporting

- 4.1 The Committee shall report to the Council of Governors.
- 4.2 A Chair of the Committee or nominated member of the Committee shall report the proceedings of the Committee to the Council of Governors after each meeting

¹ 17 (1) It is for the Council of Governors at a general meeting to appoint or remove the Chairman and the other non-executive directors.

² 10.2 The Council of Governors shall establish a committee of its members to be called the Nominations and Appointments Committee to discharge those functions in relation to the selection of the Chair and Non-Executive Directors.

³ The NHS Foundation Trust Code of Governance Section B2: Appointments to the Board

⁴ The governors are responsible at a general meeting for the appointment, re-appointment and removal of the chairperson and the other non-executive directors.

5. Membership

- 5.1 Members of the Committee shall be appointed by Council of Governors as set out in the Trust's Constitution and shall be made up of the Chairman or deputy plus twelve members including:
- (a) 8 elected public, patient or carer governors
 - (b) 2 appointed governor
 - (c) 2 elected staff governor
- 5.2 Appointment of governors to the Committee shall be conducted at a general meeting of the Council of Governors. If there are more governor nominees than places on the Committee, the final selection of candidates shall be put to a vote of the Council of Governors.
- 5.3 Governors shall be appointed to the Committee until their term of office as governor ends as set out in the Trust's Constitution, or they choose to resign from the Committee, which shall be confirmed in writing to the Chair of the Committee.
- 5.4 In the case of the appointment process for the Trust Chairman, the Senior Independent Director (SID) will be co-opted to join the Committee. The SID will attend in an advisory capacity and will not participate in the formal decision making process.

5.6 Chair of the Committee

- (a) The Chairman of the Trust will Chair the Nominations and Appointment Committee. In his absence, or when the Committee is to discuss matters in relation to the appraisal, appointment, re-appointment, suspension, removal or remuneration and terms and conditions of the Chairman, the Committee will be chaired by the Senior Independent Director. Under any such circumstances in which it would be inappropriate for either the Chair or the Senior Independent Director to Chair the Committee, another non-executive director will Chair the Nominations and Appointments Committee.

5.6 Quorum

- (a) The quorum necessary for the transaction of business shall be four Committee members and the Chairman and/or Senior Independent Director
- (b) 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.

5.7 Attendance at Meetings

- (a) Only members of the Committee have the right to attend Committee meetings.
- (b) Other individuals, including advisers, may be invited to attend for all or part of any meetings, as and when appropriate. This shall include the Director of People in an advisory capacity when considering matters of recruitment, appointment and appraisal of the Chairman and Non-executive Directors
- (c) The Trust Secretary or his nominee shall attend meetings of the Committee to advise on matters of corporate governance, procedure and conduct in relation to the NHS Provider Licence Conditions and Trust Constitution.

6. Secretariat

6.1 The Trust Secretariat shall provide Secretariat support to the Committee.

6.2 *Notice and Conduct of Meetings*

- (a) The Trust Secretary shall call meetings of the Committee at the request of the Chairman not less than ten clear days prior to the date of the meeting,
- (b) The agenda shall be agreed by the Chair of the Committee in consultation with the Trust Secretary,
- (c) Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be available to each member of the Committee and where appropriate, other persons required to attend, no later than five working days before the date of the meeting,
- (d) Supporting materials shall be provided to Committee members and to other attendees as appropriate, at the same time.

6.3 *Minutes of Meetings*

- (a) The Trust Secretary or his nominee shall minute the proceedings and resolutions of the Committee, including the names of members present and others in attendance. Draft minutes shall be distributed to Committee members for approval after each meeting.

6.4 *Frequency of Meetings*

- (a) The Committee shall meet at least twice per annum and at such other times as the Chair of the Committee shall require.

7. Review of Terms of Reference

7.1 At least once a year, the Committee shall review its own performance, constitution and Terms of Reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Council of Governors.

Approved by Nominations and Appointments Committee, June 2018

Cover report to the Council of Governors meeting to be held on 31 October 2018 at 14:00 in the Conference Room, Trust Headquarters, Marlborough Street, Bristol, BS1 3NU

		Agenda Item	5.1
Meeting Title	Council of Governors Meeting	Meeting Date	31/10/2018
Report Title	Quality Focus Group		
Author	Carole Dacombe, Group Chair		
Executive Lead	Carolyn Mills, Chief Nurse		
Freedom of Information Status		Open	

Reporting Committee	Quality Focus Group
Chaired by	Carole Dacombe
Lead Executive Director	Carolyn Mills, Chief Nurse
Date of last meeting(s):	10/09/2018

Summary of key matters considered by the Group and any related decisions made.

Meeting held on 10 September 2018 – Attended by 15 governors

- Update on Discharge Planning:** Julia Wynn, General Manager and Complex Discharge Lead, updated governors on the Integrated Care Bureau – a new initiative to improve discharge planning across Bristol, North Somerset and South Gloucestershire (BNSSG). Governors voiced their support for the aims of the scheme, in particular the emphasis on improving communication between different organisations.
- Patient Experience Group Update:** Governors received a report of the most recent meeting of the Trust’s Patient Experience Group.
- Quality and Outcomes Committee Chair’s Update including Quality and Performance Report:** Julian Dennis, Non-executive Director and Chair of the Quality and Outcomes Committee, reported to governors the committee’s key areas of focus in July and August. He provided governors with reassurance that the committee was continuing to monitor Emergency Department and referral-to-treatment time performance, and had received updates in relation to on-hold patients, junior doctor rota gaps, opioid prescriptions, infection control, and learning from deaths. Governors sought assurance in relation to staff sickness rates, chemotherapy provision and complaints response times. Governors also requested more information on data quality and data collection methods used by the Trust.
- Progress against Quality Objectives:** The Group now received quarterly update reports on the progress of the Trust’s Quality Objectives for 2018/19. The Quarter 1 update had been circulated, and governors noted that out of the eight objectives, six had commenced and were rated as being on plan, with two rated amber. Governors

felt that greater assurance was needed that telecommunications problems would be addressed through Objective 1 (to develop a consistent customer service mind set in all our interactions with patients and their families).

- **2017 Inpatient Survey Results:** Governors were impressed with the Trust's performance in the Care Quality Commission's 2017 National Inpatient Survey (UH Bristol had achieved the second-best non-specialist Trust score nationally on patients' overall hospital experience rating). The report included a summary of improvement projects. Julian Dennis provided governors with assurance that the Quality and Outcomes Committee had discussed the survey results and the areas for improvement. Governors noted that UH Bristol's lowest scores related to ensuring that service users knew how to give feedback and raise issues, and Patient Experience Group governors were asked to keep the group updated of progress in this regard.
- **Governors' Log of Communications:** Governors noted the most recent questions and responses on the Governors' Log of Communications.
- **People Committee:** Governors noted that Board had decided to constitute a new People Committee to enable non-executive directors to give greater attention to workforce issues. The Committee intended to report to governors through the Quality Focus Group, in the same way as the Quality and Outcomes Committee did at present.

Matters referred to other Committees: None

Date of next meeting

05/11/2018

Report to the Council of Governors meeting to be held on 31 October 2018 at
14:00 in the Conference Room, Trust Headquarters, Marlborough Street,
Bristol, BS1 3NU

		Agenda Item	4.1b
Meeting Title	Council of Governors Meeting	Meeting Date	31/10/2018
Report Title	Governors' Strategy Group Meeting Report		
Author	Malcolm Watson, Chair of the Governors' Strategy Group		
Executive Lead	Paula Clarke, Director of Strategy and Transformation		
Freedom of Information Status		Open	

Reporting Committee	Governors' Strategy Group
Chaired by	Malcolm Watson
Lead Executive Director	Paula Clarke, Director of Strategy and Transformation
Date of last meeting	10/09/2018

Summary of key matters considered by the Committee and any related decisions made.

Meeting held on 10 September 2018 – Attended by 14 governors

- Finance Committee Chair's Update/ Headlines from Finance Director's Report:** Martin Sykes, Chair of the Finance Committee, discussed with governors the key issues from the committee's meetings in July and August, including overspend controls, the outsourcing of dermatology services and aspects of the strategic capital programme.
- Trust Strategy Renewal:** Sarah Nadin, Associate Director of Strategy and Transformation, updated governors on the status of the programme to renew the Trust's strategy. The new strategy would set priorities to 2025 and was due to be published at the end of March 2019. Governors discussed the programme and in particular the difficulties of setting a long-term plan in a changing environment in which the focus was no longer on organisational form but instead on how UH Bristol could best collaborate with its partners in the region.
- IDEA Group update:** Mary Whittington provided an update from the first meeting of the IDEA (Image, Design, Environment, Arts) Group on 13 August, chaired by the Trust's Arts Director Anna Farthing. Recent arts-related activities had included the creation and dissemination of a Welcome Pack for new junior doctors in August and local exhibitions. The plan was to create a five-year arts strategy for the Trust, which would be received by the IDEA group in draft form in October and would be finalised by March 2019. Governors welcomed the arts programme's plan to engage both patients and staff through working groups, and emphasised the importance of setting a realistic strategy which was supported by the Trust's senior leadership.

- **Strategic capital update (Phase 5):** Governors received an update on the Trust's Phase 5 strategic capital programme: the plan for how the Trust would invest in capital over the next five years to 2022/23 including strategic capital, estates maintenance, IT investment and medical equipment replacement.

Partnership Updates:

- **Healthier Together (BNSSG Sustainability and Transformation Plan):** Governors would now receive the bi-monthly Healthier Together Board updates to keep up-to-date with developments. They were interested to hear that Healthier Together was looking at working towards ICS (Integrated Care System) status as part of its five-year plan, which would include whole-system working on issues such as contracting, planning and governance.
- **Weston Partnership update:** Governors had received a briefing from Robert Woolley, Chief Executive on 28 August on the Trust's partnership with Weston Area Health NHS Trust. They noted that partnership working continued but that a formal merger would not be agreed until October 2019 at the earliest.
- **North Bristol NHS Trust Partnership update:** Governors were advised that the two Chairs had recently met and UH Bristol and North Bristol NHS Trust were planning a joint away day to discuss future working arrangements.

Matters referred to other Committees

- None.

Date of next meeting:

14/12/2018

Cover report to the Council of Governors meeting to be held on 31 October 2018 at 14:00 in the Conference Room, Trust Headquarters, Marlborough Street, Bristol, BS1 3NU

		Agenda Item	5.1
Meeting Title	Council of Governors Meeting	Meeting Date	31/10/2018
Report Title	Constitution Focus Group Meeting Report		
Author	Mo Phillips, Deputy Chair of Constitution Focus Group		
Executive Lead	Eric Sanders, Trust Secretary		
Freedom of Information Status		Open	

Reporting Committee	Constitution Focus Group
Chaired by	Ray Phipps/Mo Phillips
Lead Executive Director	Eric Sanders, Trust Secretary
Date of last meeting	10 October 2018

Summary of key matters considered by the Committee and any related decisions made.

Meeting held on 10 October 2018 – Attended by 9 governors.

The meeting included discussion on the following topics:

- **Membership Engagement Report:** Governors received an update on membership numbers and recent engagement activities.
- **Changes to Membership Constituencies:** The Group discussed proposed changes to membership constituencies and governor numbers. Following a discussion about the impact of the changes on existing governors, elections and representation, they agreed the following recommendations:
 - to proceed with the merger of the patient membership constituencies into the public constituencies.
 - that, following the merger, the total number of public governor seats should be 17 (9 representing Bristol members, 3 for North Somerset, 3 for South Gloucestershire, and 2 for the Rest of England and Wales)
 - to keep the number of staff governor seats as 6 (unchanged from present number)
 - to reduce the number of appointed governor seats to 6 (removing the Avon & Wiltshire Mental Health Partnership NHS Trust (AWP) seat and the South West Ambulance Service NHS Foundation Trust (SWASFT) seat.

Subject to the approval of full Council, the changes would mean that there would be 29 governor seats on the Council of Governors from 1 June 2019. In supporting the recommendations, the group was emphatic that measures should be in place to ensure that the carer voice was still heard. It was noted that governors would be part of the Trustwide Carers Strategy Group (due to be restarted at the end of October), and that governor representatives would report back from this group to the governor Quality Focus Group.

Governors also requested that governors continue to receive updates from SWASFT and AWP through other means (e.g. governor development seminars or project focus groups).

- **Governor Elections 2019:** Governors were advised that governor elections would be held in Spring 2019. As well as those governors who had completed a three-year term of office and would therefore need to stand down on 31 May or seek re-election, the constituency changes would mean that an additional four governors would need to stand down two years into their three-year term. Governors expressed regret but noted that all four would be eligible to stand for re-election as public governors for their geographical constituency.
- **Changes to the Trust's Constitution:** The proposed changes to the membership constituencies had prompted a full review of the UH Bristol Constitution. Eric Sanders, Trust Secretary, and Sophie Melton Bradley, Deputy Trust Secretary presented all proposed changes to governors and asked for their views. Governors were supportive of the changes and noted that formal approval would be sought from the Council of Governors on 31 October.

Outstanding matters from the meeting on 11 May 2018:

- **Terms of Reference for Governor Focus Groups** – The group approved amendments to the Terms of Reference for the Governor Focus Groups at their meeting on 11 May. These are attached as Appendix 1 for approval by the Council of Governors.

Matters referred to other Committees

- The Council of Governors is asked to **approve** the Terms of Reference for the Governor Focus Groups.
- The Council of Governors is asked to **note** the Group's recommendations in relation to the proposed changes to the UH Bristol Constitution (including changes to membership constituencies and governor numbers). This will be considered as a separate item on the Council of Governors agenda.

Date of next meeting

22/01/2019

Terms of Reference – Focus Groups for Governors

Document Data	
Corporate Entity	Council of Governors
Document Type	Terms of Reference
Document Status	Draft
Executive Lead	Trust Secretary
Document Owner	Membership Engagement Manager
Approval Authority	Chairman
Document Reference	PFGV0.9
Review Cycle	12
Next Review Date	October 2019
Estimated Reading Time	5 Minutes

Document Abstract	
<p>The Health and Social Care Act 2012 (the Act) introduces both new and changed duties for governors and directors of NHS Foundation Trusts, and makes a clear distinction between the duties and accountabilities of governors and directors.</p> <p>The Trust Board of Directors' duty to take into account the views of the Council of Governors in its planning remains unchanged. It is the stated intention of the Chairman and Trust Board of Directors to work as closely as possible with the Council of Governors on all matters of joint interest to the Board and the Council of Governors.</p> <p>The revised annual cycle of business for the Board and Council of Governors includes new formal mechanisms to support and enable their working together.</p> <p>The purpose of the Focus Groups is to facilitate engagement with the Trust Board and governors on matters of <u>constitution</u> (including membership), <u>strategy and planning</u> (including significant transactions), and <u>reporting</u> (including quality and performance monitoring and metrics) as part of the annual cycle of business.</p> <p>Focus Group meetings are chaired by nominated Governors (Governor Chair for the Focus Group), have nominated Executive Leads, and are open to attendance by any interested governor and Non-Executive Director.</p>	

Document Change Control				
Date of Version	Version Number	Lead for Revisions	Type of Revision	Description of Revision
15 January 2013	0.1	Trust Secretary	First Draft	First Draft
3 February 2013	0.2	Trust Secretary	Draft	Draft for comment by Governor Representative
4 February 2013	0.3	Trust Secretary	Draft	Draft for comment by Chairman
5 February 2013	0.4	Trust Secretary	Version	Version for implementation
25 April 2013	0.5	Trust Secretary	Minor	Revision of Project Group titles
11 May 2015	0.6	Head of Membership & Governance	Draft	Amendments to bring Terms of Reference up to date
23 July 2015	0.7	Head of Membership & Governance	Draft	Amendments post discussion at Constitution Focus Group meeting
19 January 2017	0.8	Interim Head of Membership & Governance	Draft	Amendments post discussion at Constitution Focus Group meeting
May 2018	0.9	Membership Engagement Manager	Draft	Amendments post discussion at Constitution Focus Group meeting; minor amendments to ensure consistency of terminology used.

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1. Purpose

- 1.1 The purpose of the Governor Focus Groups is to facilitate engagement with governors on matters of:
 - (a) constitution (including membership);
 - (b) strategy and planning (including significant transactions); and,
 - (c) reporting (including quality and performance monitoring and metrics).
- 1.2 Meetings of the Focus Groups are intended to support the development of governors in their role and provide them with information in order to be able to undertake their statutory duties.
- 1.3 Meetings of the Focus Groups are part of the annual cycle of business managed on behalf of the Board by the Trust Secretariat.
- 1.4 When it is determined to be required and in exceptional circumstance, the Governor Group Chair for each group can request external advisors to attend a Focus Group meeting in order to provide Governors with additional information determined to be necessary.

2. Authority

- 2.1 The Executive Leads of Focus Groups are authorised by the Trust Chair to conduct consultation, engagement and development activities with Governors in accordance with these Terms of Reference.

3. Reporting

- 3.1 The Governor Group Chair for each Focus Group is required to provide a brief summary of activity to the Trust Secretary for reporting to the quarterly meeting of the Council of Governors. (See also 5.1)

4. Chairing

- 4.1 Focus Groups are chaired by a nominated Governor, the Governor Group Chair . In circumstances where it is not possible for the Governor Group Chair to attend, their Deputy or another Governor may Chair the meeting.

5. Membership and Attendance

- 5.1 Each Group has a Governor Group Chair who is nominated by the group as a whole at the start of the Financial Year. A Deputy Governor Group Chair can also be nominated for the year at the discretion of the group. They will link with Executive Lead/s and have involvement with the forming of the agenda for meetings.
- 5.2 There is no fixed membership for the groups; they are open to all governors to attend. This is to allow for equitable access to any of the Focus Groups by any governor.

- 5.3 The minimum number of governors required for any meetings of the Focus Groups to be considered a valid consultation or engagement activity is any four (4) governors and at least one (1) Trust representative.
- 5.4 Each Group has a non-executive director member, who is the Chair of the respective Board Committee (Quality and Outcomes, People, Audit or Finance) or their nominated representative.

6. Focus Groups Objectives

The objectives of each Focus Group are as follows:

6.1 Constitution Focus Group

- (a) The objectives of the Constitution Focus Group are to provide:
- (i) engagement with governors in drafting Constitutional changes;
 - (ii) assessment of the public, patient and staff membership profile and monitoring of recruitment initiatives;
 - (iii) engagement of governors on communications and engagement activities for Foundation Trust members;
 - (iv) ownership and oversight of the Trust's Membership Engagement and Governor Development Strategy, to include recommendations for updates to this working strategy as required;
 - (v) reflections upon updates from the Trust's Audit Committee.
- (b) The group shall be chaired by the Governor Group Chair and the nominated Executive Lead shall be the Trust Secretary.

6.2 Governors Strategy Group

- (a) The objectives of the Governors Strategy Group are to provide:
- (i) engagement with governors to develop the Annual Operational Plan;
 - (ii) engagement with governors on both the short and long term strategic plans of the Trust;
 - (iii) engagement with governors on strategic objectives and matters affecting the strategic outlook of the Trust and to contribute to the strategic direction of the organisation.
 - (iv) reflections upon updates from the Trust's Finance Committee.
- (b) The group shall be chaired by the Governor Group Chair and the Executive Lead shall be the Director of Strategy and Transformation or their duly authorised deputy.

6.3 Quality Focus Group

- (a) The objectives of the Quality Focus Group are to provide:
 - (i) engagement with governors to develop the Board’s Annual Quality Report;
 - (ii) regular support to enable governors to understand and interpret the Board Quality and Performance Report to enable governors to hold the non-executive directors to account;
 - (iii) regular support to enable governors to understand and interpret reported progress on the Trust’s Corporate Quality Objectives;
 - (iv) opportunities for input from governors on quality, (as defined by NHS Improvement), matters;
 - (v) reflections upon updates from the Trust’s Quality and Outcomes Committee and People Committee;
 - (vi) provide input into the Trust’s Quality Report and provide the statement for inclusion in the report on behalf of the Council of Governors.
- (b) The group shall be chaired by the Governor Group Chair and the Executive Lead shall be the Medical Director and/ or the Chief Nurse.

7. Secretariat Services

- 7.1 Focus Groups shall be facilitated by the Trust Secretariat, specifically the Membership & Governance Team. This shall include the scheduling of meetings dates, circulation of papers for meetings and note taking.
- 7.2 In addition to the “Reporting” requirements, as detailed at 3.1, the facilitator of each meeting shall keep notes of the meeting as a record for decisions and future plans,. These will be circulated to all attendees following each meeting.

8. Frequency of Meetings

- 8.1 The governors annual cycle of meetings will be available at the beginning of each Financial Year from the Trust Secretariat. An overview of the standing items for each meeting is available as Appendix 1.
- 8.2 Additional meetings will be scheduled as required in agreement by the Governor Group Chair and Executive Lead for each group.

Appendix 1: PROJECT FOCUS GROUPS - ANNUAL BUSINESS CYCLE 18-19

Lead		May-18	Jul-18	Oct-18	Jan-19	Mar-19
CONSTITUTION						
Membership profile and review of activity	Membership Manager					
Governor elections	Membership Manager					
Lead governor elections	Membership Manager					
Annual Members Meeting	Membership Manager					
Scheme of Delegation	Trust Secretary					
Health Matters events	Membership Manager					
Review of the Trust Constitution, Governor Code of Conduct	Membership Manager					
Audit Committee Chairs Report (month = related month of Chairs report)	Non-executive Director	April	May			
Youth Involvement Group update	Young Persons Involvement Worker					
Voluntary Services Steering Group update	Nominated governor					
Terms of Reference and Business Cycle review	Membership Manager					

Lead		May-18	Jul-18	Sep-18	Nov-18	Jan-19	Mar-19
QUALITY							
Staff survey results	Director of People						
Annual complaints report	Chief Nurse						
Equality and Diversity annual report	Director of People						
National inpatient survey results	Chief Nurse						
Selection of audit indicator for Quality Report and governor input into Quality Report	Chief Nurse						
Review of Corporate Quality Objectives	Chief Nurse						
Patient Experience Group Update	Nominated governor						
Quality and Performance Report	Chief Operating Officer	Apr	June	Aug	Oct	Dec	Feb
Quality and Outcomes Committee and People Committee Chairs Report	Non-executive Director	Apr	June	Jul	Oct	Dec	Feb
Governors' Log of Communications - six month look back	Membership Manager						
Terms of Reference and Business Cycle review	Membership Manager						

Terms of Reference – Focus Groups for Governors

Lead		Jun-18	Sep-18	Dec-18	Mar-19
STRATEGY					
2018/19 Operational Plan		Director of Finance			
Strategic capital investments update		Director of Strategy & Transformation			
Review of the Trust's strategy		Director of Strategy & Transformation			
IDEA Group governor report		Nominated governor			
BNSSG Sustainability and Transformation Partnership update		Director of Strategy & Transformation			
Weston Partnership update		Director of Strategy & Transformation			
NBT Partnership Board update		Director of Strategy & Transformation			
Finance Committee Chair's Report		Non-executive Director		May	Mar
Terms of Reference and Business Cycle review		Membership Manager			

Cover report to the Council of Governors meeting to be held on 31 October 2018 at 14:00 in the Conference Room, Trust Headquarters, Marlborough Street, Bristol, BS1 3NU

		Agenda Item	5.2
Meeting Title	Council of Governors	Meeting Date	31/10/2018
Report Title	Proposed changes to the Trust Constitution		
Author	Kate Hanlon, Membership Engagement Manager		
Executive Lead	Eric Sanders, Trust Secretary		
Freedom of Information Status		Open	

Governor Responsibility (please tick any which are impacted on / relevant to this paper)	
Holding the Non-executive Directors to account	<input type="checkbox"/>
Non-executive Director appointments (appraisal review)	<input type="checkbox"/>
Constitutional/forward plans	<input checked="" type="checkbox"/>
Member/Public interests	<input type="checkbox"/>
Significant transaction/private patient increase	<input type="checkbox"/>
Appointment of External Auditor	<input type="checkbox"/>
Appointment of the Chief Executive	<input type="checkbox"/>

Action/Decision Required (please tick any which are relevant to this paper)			
For Decision	<input type="checkbox"/>	For Assurance	<input type="checkbox"/>
		For Approval	<input checked="" type="checkbox"/>
		For Information	<input type="checkbox"/>

Executive Summary
<p>Purpose: One of the statutory duties of the Board and Council of Governors is to approve amendments to the Trust constitution. Every year, governors review the UH Bristol Constitution through their Constitution Focus Group and recommend changes to the Council of Governors and the Board for approval. This year the recommended changes are more extensive than in previous years, as the governors are proposing to merge the public and patient membership constituencies.</p> <p>Key points to note:</p> <ul style="list-style-type: none"> The governors' Constitution Focus Group met on 10 October 2018 and recommended the changes outlined in the attached draft Constitution (see Appendix 1), along with the proposal to merge the public and patient constituencies, for approval at the Council of Governors meeting on 31 October 2018. This year, the majority of changes to the Constitution relate to the proposal to merge the public and patient membership constituencies. The number of governors on the Council has been reviewed as part of the proposal to merge and has been revised from a total of 35 to 29. This ensures greater equality in the number of members that each Governor represents. All proposed changes have been checked by an external legal advisor to ensure that the Constitution continues to meet the requirements of Schedule 7 of the 2006 Act.

Recommendations

Members are asked to:

- **Approve** the changes as summarised in the paper (and marked up in the draft Constitution – see Appendix 1).

Intended Audience

(please tick any which are relevant to this paper)

Board/Committee Members	<input checked="" type="checkbox"/>	Regulators	<input type="checkbox"/>	Governors	<input checked="" type="checkbox"/>	Staff	<input type="checkbox"/>	Public	<input checked="" type="checkbox"/>
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Proposed changes to the Trust Constitution

Background

Every NHS foundation trust has its own Constitution which defines how the Trust's governance operates. One of the statutory duties of the Board and governors is to approve amendments to the Trust Constitution.

Every year, through the Constitution Focus Group, governors review the UH Bristol Constitution. This year the Constitution has also been reviewed by an external legal advisor. External legal advice was sought because the proposed changes are more extensive than in previous years and the Constitution had not been subject to external review for at least three years.

This year, proposed changes include those relating to the proposal to merge the public and patient membership constituencies. A vote on this proposal, as well as on the amendments to the Constitution, will take place at Council of Governors on 31 October 2018.

Rationale for merging public and patient constituencies

There had been an opportunity to review the structure of the membership and Council of Governors in 2017-18 for the first time in a number of years. This review, shared and discussed with the governors through their Constitution Focus Group meetings in December 2017, March, May and July 2018, highlighted that:

- We know many of our public members and governors are (or have been) patients and/or carers.
- Governors represent all Foundation Trust members and members of the public regardless of their characteristics.
- There are low numbers of members in the two 'carer of patients' constituencies compared to the other constituencies (and a disproportionate number of governors representing these constituencies)
- Merging the constituencies would enable the Trust to draw governors from a larger pool. There has been particularly low turnout for governor elections in the 'carers of patients 15 years and under' constituency (4.6% in 2017 and 3.2% in 2014).

Following these meetings there was agreement by a majority of governors to support the merger of the public and patient membership constituencies. This would be effected by removing the patient and carer constituency classes and re-categorising these members as 'public members'.

At the Constitution Focus Group meetings in July and October 2018, governors reviewed the impact the merger would have on the governors who represent patient/carers members and what this would mean for future governor numbers. Options for future public governor numbers took into account the geographical spread of patient admissions and first outpatient GP referrals in 2017/18; the geographical location of all Foundation Trust members and the ratios of members to governors. Governors agreed to take the following recommendations to the Council of Governors:

- To keep the number of staff governor seats as six (no change).
- To revise the number of appointed governor seats from eight to six (removing the Avon & Wiltshire Mental Health Partnership seat and the South West Ambulance Service seat – these organisations are represented through the Sustainability and Transformation Partnership.)

- To revise the total number of governor seats to 17 (nine for Bristol, three for North Somerset, three for South Gloucestershire and two for Rest of England & Wales).
- These changes would reduce the size of the Council of Governors from 35 to 29 (see detail below).

Appointed governors

	Current governor numbers	Proposed governor numbers
Appointed governors (total)	8	6
University of Bristol	1	1
University of the West of England	1	1
Joint Union Committee	1	1
Youth Involvement Group	2	2
Council (Bristol, North Somerset or South Glos)	1	1
South Western Ambulance Service	1	0
Avon & Wiltshire Mental Health Partnership	1	0

Staff governors

	Current staff numbers	Current staff governor numbers	Proposed governor numbers
Staff Classes (total)	10,367	6	6
Medical and Dental	1,555	1	1
Nursing and Midwifery	4,009	2	2
Other Clinical Healthcare Professionals	1,751	1	1
Non Clinical Healthcare Professionals	3,052	2	2

Public/patient governors

	Total members	Current governor Numbers	Membership numbers merged	Proposed governor numbers
Public members (total)	5,101	21	8,534	17
Public - Bristol	2,564	5	4,529	9
Public - North Somerset	962	2	1,682	3
Public - South Gloucestershire	1,004	2	1,542	3
Public - Rest of England and Wales	571	2	781	2
Patient members (total)	3,433	10	N/A	N/A
Patient - Carer of patients 16 years and over	155	2	N/A	N/A
Patient - Carer of patients 15 years and under	436	2	N/A	N/A
Patient – Local	2,842	6	N/A	N/A

In supporting the recommendations, governors were keen to ensure that the carer voice would continue to be heard and that they would continue to receive updates from SWASFT and AWP through other means (e.g. governor development seminars or project focus groups). It was noted that governors would be part of the Trustwide Carers' Strategy Group

(due to be restarted at the end of October 2018), and that governor representatives would report back from this group to the governor Quality Focus Group.

Proposed changes to the Trust Constitution

All proposed changes are highlighted in the attached draft Constitution through 'tracked changes' (see Appendix 1). The tracked changes highlighted in yellow are those which would only come into effect if governors vote to merge the public and patient constituencies at Council of Governors on 31 October 2018 (*though changes to the public/patient constituencies would not come into effect until 1 June 2019, i.e. patient/carer governors would not step down until this time*).

The key areas of all proposed changes are summarised in the table below. All proposed changes in the attached draft Constitution document have been checked (external legal advisor) to ensure that the Constitution continues to meet the requirements of Schedule 7 of the 2006 Act.

Relevant paragraph/ section of constitution	Paragraph heading	Detail of change
5	Membership and constituencies	Proposal to remove the patients and carers constituency. This is subject to approval at Council of Governors on 31 October 2018. All proposed changes relating to the removal of this constituency are highlighted in yellow in Appendix 1.
8	Staff constituency	Additional detail around contractors and academic staff removed. Staff membership details are pulled from ESR. If staff member is not on ESR, staff member will not be a member of the staff constituency.
11	Annual Members' Meeting (AMM)	Reference removed regarding 'notice of meeting being prominently displayed at the Trust's main address and all the Trust's principal places of business'. This is impractical. The AMM is promoted through a number of other effective channels (Trust website and social media, local media, Voices).
15	Council of Governors – disqualification and removal	Removal of reference to DBS check requirement. No longer required for governors.
17	Council of Governors: vacancies	Clarification added around filling vacant seats on the Council of Governors.
24	Board of Directors – composition	Detail around the role of Non-Executive Director (Designate) moved to Annex 7.
33	Board of Directors – conflicts of interest of Directors	Clarification of wording around conflicts of interest.
Annex 1	Public constituencies	Numbers updated to reflected most recent population data.
Annex 2	Staff constituencies	Numbers updates to reflect updated headcount.

Annex 7	Meetings of the Board	Details of NED Designate role added as 3.4A Clarification of a quorum at 3.43.
Annex 8	Council of Governors Code of Conduct	Reference to Governor Role Description removed – not part of the constitution.

Next steps

Governors are asked to APPROVE the changes to the Constitution.

University Hospitals Bristol NHS Foundation Trust

Constitution

[as at [date as approved by Board](#)]

Deleted: 28 July 2017

Approved by the Council of Governors on [31 October 2018 TBC](#)
Approved by the Board of Directors on [29 November 2018 TBC](#)

To be reviewed not later than [March 2020 TBC](#)

Deleted: 28 July 2017

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University Hospitals Bristol NHS Foundation Trust Constitution

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1. **Interpretation and definitions**

- 1.1 Unless otherwise stated, words or expressions contained in this constitution shall bear the same meaning as in the 2006 Act.
- 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 to statutory provisions shall be construed as references to those provisions as subsequently amended or re-enacted (whether before or after the date of this Agreement) from time to time and shall include any provisions of which they are re-enactments (whether with or without modification).
- 1.4 The following expressions have the following meanings, unless the context requires otherwise—

"the 2006 Act"	is the National Health Service Act 2006 (as amended by the 2012 Act).
"the 2012 Act"	is the Health and Social Care Act 2012.
"Accounting Officer"	is the person who from time to time discharges the functions specified in paragraph 25(5) of Schedule 7 to the 2006 Act.
"Annual Members Meeting"	means an annual meeting of the Members.
"constitution"	means this constitution and all annexes to it.
"Director"	means a member of the Board of Directors of the Trust.
"Governor"	means a member of the Council of Governors of the Trust.
"health service body"	means an NHS foundation trust or any of the bodies listed in Section 9(4) of the 2006 Act.
"Member"	means a member of the Trust.
"NHS Improvement/ (Monitor)"	Monitor is the body corporate, as provided by Section 61 of the 2012 Act. From 1 April 2016, Monitor is now part of NHS Improvement and therefore references to Monitor have now been replaced, where appropriate, by NHS Improvement.
"voluntary organisation"	means a body, other than a public or local authority, the activities of which are not carried on for profit.

2. **Name**

- 2.1 The name of the foundation trust is University Hospitals Bristol NHS Foundation Trust (the Trust).

3. **Principal purpose**

- 3.1 The principal purpose of the Trust is the provision of goods and services for the purposes of the health service in England.

- 3.2 The Trust does not fulfil its principal purpose unless, in each financial year, its total income from the provision of goods and services for the purposes of the health service in England is greater than its total income from the provision of goods and services for any other purposes.
- 3.3 The Trust may provide goods and services for any purposes related to—
- 3.3.1 the provision of services provided to individuals for or in connection with the prevention, diagnosis or treatment of illness, and
- 3.3.2 the promotion and protection of public health.
- 3.4 The Trust may also carry on activities other than those mentioned in the above paragraph, for the purpose of making additional income available in order better to carry on its principal purpose.
4. **Powers**
- 4.1 The powers of the Trust are set out in the 2006 Act.
- 4.2 All 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**
- 5.1 The Trust shall have Members, each of whom shall be a Member of one of the following constituencies—
- 5.1.1 a Public Constituency, **or**
- 5.1.2 the Staff Constituency.
6. **Application for Membership**
- 6.1 An individual who is eligible to become a Member may do so on application to the Trust or by being invited by the Trust to become a Member of the Staff Constituency in accordance with paragraph 9.
- 6.2 An individual shall become a Member on the date his name is added to the Trust's register of Members, and shall cease to be a Member on the date is removed from the register of Members.
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.
- 7.2 Those individuals who live in an area specified for a Public Constituency are referred to collectively as a Public Constituency.
- 7.3 An individual who ceases to live in any area specified in Annex 1 shall cease to be a Member of any Public Constituency. A Member who moves from one area to another shall become a Member of the Public Constituency for that new area. Members should notify the Trust of any change of address.
- 7.4 In the case of any doubt, the Trust's decision as to whether or not an individual lives in an area will be final.
- 7.5 The minimum number of Members for each Public Constituency is specified in Annex 1.

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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 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 if they have exercised these functions continuously for a period of at least 12 months.
- 8.3 Those individuals who are eligible for membership by reason 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 is specified in Annex 2.

9. **Automatic membership by default – staff**

- 9.1 An individual who is—
 - 9.1.1 Eligible under paragraph 8.1 to become a Member of the Staff Constituency, and
 - 9.1.2 invited by the Trust to become a Member of the Staff Constituency,shall become a Member as a Member of the Staff Constituency and appropriate Staff Class without an application being made, unless he informs the Trust that he does not wish to do so.

10. **Restriction on membership**

- 10.1 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.
- 10.2 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.
- 10.3 An individual shall not be eligible for membership if he—
 - 10.3.1 fails or ceases to fulfil the criteria for membership of any of the constituencies,
 - 10.3.2 was formerly employed by the Trust or its predecessor applicant NHS Trust and was dismissed for gross misconduct,
 - 10.3.3 was formerly employed by the Trust and in the preceding two years was lawfully dismissed other than by reason of redundancy,
 - 10.3.4 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,

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<#>contractors who provide services to the Trust for at least 16 hours per week or 50% of their contracted hours (whichever is the lesser), or
academic staff who have an honorary contract with the Trust and who work at the Trust.

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<#>An individual who has 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. A carer is someone who provides unpaid help and support to another person who could not cope without their help. This could be due to age, physical or mental illness, disability or addiction.
<#>Those individuals who are eligible for membership by reason of paragraph 10.1 are referred to collectively as the Patients and Carers Constituency.
<#>The Patients and Carers Constituency shall be divided into three descriptions of individuals who are eligible for membership of the Patients and Carers Constituency. Each description of individuals is specified within Annex 3 and is referred to as a class of the Patients and Carers Constituency.
<#>An individual providing care under 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.
<#>The minimum number of Members in each class of the Patients and Carers Constituency is specified in Annex 3.
<#>An applicant for membership who notifies the Trust of his eligibility to be a Member of either a Public Constituency or of the Patients and Carers Constituency, shall become a Member of the appropriate class of the Patients and Carers Constituency unless he has informed the Trust in writing that he wishes instead to become a Member of a Public Constituency.

- 10.3.5 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,
 - 10.3.6 does not agree to, or by his actions or conduct shows that he does not (in the reasonable opinion of the Trust), abide by the Trust values as set out in the Trust's Integrated Business Plan or elsewhere,
 - 10.3.7 has been identified as a vexatious complainant by the Trust or other authority or has been excluded from treatment at any of the Trust's hospitals due to unacceptable behaviour,
 - 10.3.8 is deemed, in the reasonable opinion of the Trust, to have acted in a manner contrary to the interests of the Trust,
 - 10.3.9 is deemed, in the reasonable opinion of the Trust, to have failed to comply in a material way with the values and principles of the National Health Service or the Trust, and/or this constitution, or
 - 10.3.10 is under the age of seven (7) years.
- 10.4 Members should ensure their own eligibility for membership and inform the Trust if they cease to be eligible.
- 10.5 A Member shall cease to be a Member if—
- 10.5.1 he resigns by notice in writing to the Membership Manager,
 - 10.5.2 he dies,
 - 10.5.3 he ceases to be entitled under this constitution to be a Member,
 - 10.5.4 he is expelled under this constitution, or
 - 10.5.5 it appears to the Membership Manager that the Member no longer wishes to be involved in the affairs of the Trust as a Member, and after enquiries made in accordance with a process approved by the Governors, the Member does not establish that he has a continuing wish to be involved in the affairs of the Trust as a Member.
- 10.6 The Trust shall give any Member at least 14 days' written notice before removing him from Membership under paragraphs ~~10.5.3, 10.5.4, or 10.5.5~~. The Trust shall consider any representations made by the Member during that notice period.
11. **Annual Members' Meeting**
- 11.1 The Trust shall hold an Annual Members' Meeting no later than 30 September every year. The Annual Members' Meeting shall be open to the public.
 - 11.2 Any Members' meetings other than the Annual Members' Meeting shall be called "Special Members' Meetings".
 - 11.3 Special Members' Meetings shall be open to all Members, Governors and Directors, and to representatives of the Trust's financial auditors. Special Members' Meetings shall not be open to anyone else unless invited by the Trust.
 - 11.4 All Members' meetings are to be convened by the Directors.
 - 11.5 The Directors shall decide where any Members' meeting is to be held and may provide that the same meeting can be conducted in multiple venues.

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- 11.6 The Directors shall set the quorum for any Members' meeting.
- 11.7 The Trust shall give at least 14 clear days' notice of any Members' meeting—
 - 11.7.1 by notice in writing to all Members (by email where email addresses are held),
 - 11.7.2 ~~by notice on the Trust's website, and~~
 - 11.7.3 to the Governors and the Directors, and to the Trust's auditors,

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stating whether the meeting is an Annual Members' Meeting or a Special Members' Meeting, giving the time, date and place of the meeting and indicating the business to be dealt with at the meeting.

- 11.8 The Directors shall present to the Members at the Annual Members' Meeting—
 - 11.8.1 a report on steps taken to secure that (taken as a whole) the actual membership is representative of those eligible for such membership,
 - 11.8.2 the progress of the membership strategy,
 - 11.8.3 any proposed changes to the policy for the composition of the Governors and of the Non-Executive Directors,
 - 11.8.4 the results of the election and appointment of Governors, and
 - 11.8.5 any other reports or documentation it considers necessary or otherwise required by NHS Improvement or the 2006 Act, including the annual accounts, any report of the auditor and the annual report.

- 11.9 The Chair or in his absence the Vice Chair shall chair any Members' meetings. If neither the Chair nor the Vice Chair is present, the Governors present shall elect one of their number to chair the meeting. If there is only one Governor present and willing to act that person shall chair the meeting. If no Governor is present and willing to chair the meeting within fifteen minutes after the notified start time of the meeting, the Members present and entitled to vote shall choose one of their number to chair the meeting.

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12. Council of Governors – composition

- 12.1 The Trust is to have a Council of Governors, which shall comprise both elected and appointed Governors.
- 12.2 The composition of the Council of Governors is specified in Annex 4.
- 12.3 The Governors, 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.
- 12.5 At all times more than half of the Governors shall be Governors who are elected by Members of the Public Constituency.

Comment [A1]: Annex numbers will need updating if changes taken in

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13. Council of Governors – election of Governors

- 13.1 Elections for elected Governors shall be conducted in accordance with the Model Election Rules.

- 13.2 The Model Election Rules as published from time to time by the Department of Health form part of this constitution. The Model Election Rules current at the date of the Trust's Authorisation are attached at Annex 5.
- 13.3 A subsequent variation of the Model Election Rules by the Department of Health shall not constitute a variation of the terms of this constitution for the purposes of paragraph 45 of the constitution (amendment of the constitution).
- 13.4 An election, if contested, shall be by secret ballot.
- 13.5 A Member of a Public Constituency, standing for election as Governor must, at the time of his nomination, make a declaration for the purposes of Section 60 of the 2006 Act in the form specified by the Trust, stating the particulars of his qualification to vote as a Member and that he is not prevented from being a Governor by virtue of any provisions of this constitution.

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14. Council of Governors - tenure

- 14.1 An elected Governor may hold office for a period of up to three 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 (except that a Public Governor who moves from one Public Constituency to another during his term of office shall continue in office as a Public Governor for the constituency which elected him for the remainder of his term).
- 14.3 Subject to paragraph ~~14.7~~, an elected Governor shall be eligible for re-election at the end of his term.
- 14.4 An appointed Governor may hold office for a period of up to three years (except for Governors appointed by the Trust's Youth [Involvement Group](#) who may hold office for a period of up to one year).
- 14.5 An appointed Governor shall cease to hold office if the appointing organisation withdraws his appointment.
- 14.6 Subject to paragraph ~~14.7~~, an appointed Governor shall be eligible for re-appointment at the end of his term.
- 14.7 No Governor may serve for more than a total of nine years.

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15. Council of Governors – disqualification and removal

- 15.1 Governors must be at least 16 years of age at the date they are nominated for election or appointment.
- 15.2 A person may not become or continue as a Governor if he—
 - 15.2.1 has been adjudged bankrupt or his estate has been sequestered and (in either case) has not been discharged,
 - 15.2.2 has made a composition or arrangement with, or granted a trust deed for, his creditors and has not been discharged in respect of it,
 - 15.2.3 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,
 - 15.2.4 has within the preceding two years been lawfully dismissed otherwise than by reason of redundancy from any paid employment

- with a Health Service Body,
- 15.2.5 was formerly employed by the Trust or its predecessor application NHS trust and was dismissed for gross misconduct,
 - 15.2.6 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,
 - 15.2.7 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,
 - 15.2.8 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 he had a direct or indirect pecuniary or non-pecuniary interest and he is judged to have acted so by a majority of the Council of Governors,
 - 15.2.9 has been removed as a Governor, suspended from office or disqualified from holding office as a Governor by NHS Improvement, or NHS Improvement 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,
 - 15.2.10 has received a written warning from the Trust for verbal and/or physical abuse towards Trust staff or patients,
 - 15.2.11 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,
 - 15.2.12 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,
 - 15.2.13 is incapable by reason of mental disorder, illness or injury in managing and administering his property and/or affairs,
 - 15.2.14 is appointed by an organisation that ceases to exist,
 - 15.2.15 is a member of the UK Parliament,
 - 15.2.16 is a director or a governor of another NHS Foundation Trust,
 - 15.2.17 is a member of a health related local authority overview and scrutiny committee, or
- 15.3 A Governor who becomes disqualified must notify the Trust as soon as practicable and in any event within 14 days of first becoming aware that he is disqualified.
- 15.4 If the Trust becomes aware that a Governor is disqualified, the Trust will give him notice that he is disqualified as soon as practicable.

16. Council of Governors: Termination of Tenure

- 16.1 A Governor's term of office shall be terminated—
- 16.1.1 by the Governor giving notice in writing to the Trust of his

Deleted: <#>information revealed by a DBS check is such that it would be inappropriate for him to become or continue as a Governor on the grounds that this would adversely affect public confidence in the Trust or otherwise bring the Trust into disrepute.¶¶

- resignation from office at any time during that term of office,
- 16.1.2 by the giving of a notice under either paragraph ~~15.3~~ or ~~15.4~~,
 - 16.1.3 by the Council of Governors if he has failed to attend two successive meetings of the Council of Governors unless the Council of Governors is satisfied:
 - 16.1.3.1 the absence was due to reasonable cause, and
 - 16.1.3.2 that the Governor will resume attendance at meetings of the Council of Governors within such period as it considers reasonable.
 - 16.1.4 if the Council of Governors resolves that—
 - 16.1.4.1 his continuing as a Governor would or would be likely to 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,
 - 16.1.4.2 his continuing as a Governor would or would be likely to 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,
 - 16.1.4.3 his continuing as a Governor would or would be likely to adversely affect public confidence in the goods and services provided by the Trust,
 - 16.1.4.4 his continuing as a Governor would or would be likely to otherwise bring the Trust into disrepute or be detrimental to the interest of the Trust,
 - 16.1.4.5 it would not be in the best interests of the Council of Governors for him to continue in office as a Governor,
 - 16.1.4.6 it would not be in the best interests of the Trust for him to continue in office as a Governor,
 - 16.1.4.7 he 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,
 - 16.1.4.8 he has failed or refused to undertake and/or satisfactorily complete any training which the Council of Governors has required him to undertake in his capacity as a Governor,
 - 16.1.4.9 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, and/ or this constitution, or
 - 16.1.4.10 he has committed a material breach of any code of conduct applicable to Governors and/or the Standing Orders for Governors.
- 16.2 A resolution under paragraph ~~16.1.4~~ shall be proposed by the Chair (or in his absence, the Vice Chair) and considered in a meeting of the Council of Governors convened for that purpose and to pass requires a majority of three quarters of the Governors voting at that meeting.

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- 16.3 If the Chair is minded to propose a resolution under paragraph ~~16.1.4~~, the Chair shall first offer the Governor in question the opportunity to have the evidence reviewed by an independent assessor agreeable to that Governor and to the Chair.
- 16.4 The Standing Orders adopted by the Council of Governors may contain provisions governing its procedure for terminating a Governor's term of office.
- 16.5 A Governor whose term of office is terminated before it expires shall not be eligible to be a Governor for three years from the date of termination, except by resolution carried by a majority of the Council of Governors voting.

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17. **Council of Governors: vacancies**

- 17.1 If an appointed Governor's ~~seat falls vacant for any reason~~ before ~~his term of office was due to expire~~, the Trust will invite the relevant appointing body to appoint a new Governor to hold office for the remainder of the term of office.
- 17.2 If an elected Governor's ~~seat falls vacant for any reason~~ more than 90 days before ~~his term office was due to~~ expire, the Trust will invite the candidate who secured the second highest number of votes in the last election for that office to assume the position for the remainder of the retiring Governor's term, 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, the vacancy will be offered to the candidate who secured the next highest number of votes (provided that he achieved at least five percent (5%) of the number of votes), and so on.

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17.3 If no reserve candidate is available or willing to fill the vacancy, and ~~the relevant term of office has an unexpired period of at least 12 months' and:~~

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17.3.1 an election is not due to be held within 6 months of the vacancy arising, an election will be held in accordance with the Election Scheme as soon as is reasonably practicable ~~to fill the unexpired period: or~~

17.3.2 an election is due to be held within 6 months, the office will stand vacant until the next scheduled election,

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~~provided always, that any such vacancy shall not cause~~ the aggregate number of Public Governors to be less than half the total membership of the Council of Governors. In that case an election will be held in accordance with the Election Scheme as soon as reasonably practicable ~~to fill the unexpired period.~~

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17.4 ~~If no reserve candidate is available or willing to fill the vacancy and the relevant term of office has an unexpired period of less than 12 months', the office will stand vacant until the next scheduled election provided always that any such vacancy shall not cause the aggregate number of Public Governors to be less than half the total membership of the Council of Governors. In that case an election will be held in accordance with the Election Scheme as soon as reasonably practicable to fill the unexpired period~~

17.5 No defect in the election or appointment of a Governor or deficiency in the composition of the Council of Governors shall affect the validity of any act or decision of the Council of Governors.

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18. **Council of Governors – duties of Governors**

- 18.1 The general duties of the Council of Governors are—
- 18.1.1 to hold the Non-Executive Directors individually and collectively to

- account for the performance of the Board of Directors, and
- 18.1.2 to represent the interests of the Members as a whole and the interests of the public.
- 18.2 The Trust must take steps to secure that the Governors are equipped with the skills and knowledge they require in their capacity as such.
19. **Council of Governors – meetings of Governors**
- 19.1 The Chair or, in his absence the Vice Chair, shall preside at meetings of the Council of Governors.
- 19.2 Meetings of the Council of Governors shall be open to members of the public, unless members of the public are excluded for special reasons.
- 19.3 For the purposes of obtaining information about the Trust's performance of its functions or the Directors' performance of their duties (and deciding whether to propose a vote on the Trust's or Directors' performance), the Council of Governors may require one or more of the Directors to attend a meeting of the Council of Governors.
20. **Council of Governors – standing orders**
- 20.1 The standing orders for the practice and procedure of the Council of Governors are attached at Annex 6.
21. **Council of Governors – referral to the Panel**
- 21.1 In this paragraph, the Panel means a panel of persons appointed by NHS Improvement to which a governor of an NHS foundation trust may refer a question as to whether the trust has failed or is failing—
- 21.1.1 to act in accordance with its Constitution, or
- 21.1.2 to act in accordance with provision made by or under Chapter 5 of the 2006 Act.
- 21.2 A Governor may refer a question to the Panel only if more than half of the Governors voting approve the referral.
22. **Council of Governors – conflicts of interest of Governors**
- 22.1 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 by the Council of Governors, the Governor shall disclose that interest to the Governors as soon as he becomes aware of it.
- 22.2 The Standing Orders for the Council of Governors 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.
23. **Council of Governors – travel expenses**
- 23.1 The Trust may pay travelling and other expenses to Governors at rates determined by the Trust.
24. **Board of Directors – composition**
- 24.1 The Trust has a Board of Directors, which comprises both Executive and Non-Executive Directors.

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- 24.2 The Board of Directors comprises—
- 24.2.1 a Non-Executive Chairman,
 - 24.2.2 up to 8 other Non-Executive Directors (one of whom may be nominated as the Senior Independent Director), and
 - 24.2.3 up to 7 Executive Directors.

- 24.3 One of the Executive Directors shall be the Chief Executive.
- 24.4 The Chief Executive shall be the Accounting Officer
- 24.5 One of the Executive Directors is the Finance Director
- 24.6 One of the Executive Directors is to be a registered medical practitioner or a registered dentist (within the meaning of the Dentists Act 1984)
- 24.7 One of the Executive Directors is to be a registered nurse or a registered midwife
- 24.8 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.

25. **Board of Directors – general duty**

- 25.1 The general duty of the Board of Directors and of each Director individually, is to act with a view to promoting the success of the Trust so as to maximise the benefits for the Members as a whole and for the public.

26. **Board of Directors – qualification for appointment as a Non-Executive Director**

- 26.1 A person may be appointed as a Non-Executive Director only if—
- 26.1.1 he is a Member of a Public Constituency, or
 - 26.1.2 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
 - 26.1.3 he is not disqualified by virtue of paragraph 31 below.

27. **Board of Directors – appointment and removal of the Chair and other Non-Executive Directors**

- 27.1 The Council of Governors at a general meeting of the Council of Governors shall appoint or remove the Chair and the other Non-Executive Directors.
- 27.2 Removal of the Chair or another Non-Executive Director shall require the approval of at least three-quarters of the Council of Governors.

28. **Board of Directors – appointment of the Vice Chair**

- 28.1 The Council of Governors at a general meeting shall appoint one of the Non-Executive Directors to be the Vice Chair.

29. **Board of Directors - appointment and removal of the Chief Executive and other**

Moved down [1]: In addition, the Trust may choose to appoint Non-Executive Directors (Designate) to the Board of Directors. Non-Executive Directors (Designate) will attend Board of Director meetings and relevant Committee meetings as judged appropriate by the Chair, and will play an active role by providing advice and appropriate challenge across the range of Trust healthcare services and supporting business areas. However, Non-Executive Directors (Designates) are not formally appointed as a board member and, should circumstances arise, will not be eligible to vote.

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Executive Directors

- 29.1 The Non-Executive Directors shall appoint or remove the Chief Executive.
- 29.2 The appointment of the Chief Executive shall require the approval of the more than half of the Council of Governors voting.
- 29.3 A committee consisting of the Chief Executive, the Chair and the other Non-Executive Directors shall appoint or remove the other Executive Directors.

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30. Board of Directors – disqualification

- 30.1 A person may not become or continue as a Director if he—
- 30.1.1 has been adjudged bankrupt or his estate has been sequestrated and (in either case) has not been discharged,
 - 30.1.2 has made a composition or arrangement with, or granted a trust deed for, his creditors and has not been discharged in respect of it,
 - 30.1.3 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,
 - 30.1.4 in the case of a Non-Executive Director, no longer satisfies the relevant requirements for appointment,
 - 30.1.5 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,
 - 30.1.6 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,
 - 30.1.7 in the case of an Executive Director, is no longer employed by the Trust,
 - 30.1.8 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 on such a list,
 - 30.1.9 is a member of a patient and public involvement forum,
 - 30.1.10 is a member of a local authority's overview and scrutiny committee,
 - 30.1.11 is the subject of a disqualification order made under the Company Directors' Disqualifications Act 1986,
 - 30.1.12 has failed or refused to undertake any training which the Board of Directors requires all Directors to undertake,
 - 30.1.13 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 for Directors and other documents such as the Fit and Proper Person declaration,
 - 30.1.14 is a partner, spouse, person whose status is that of "Civil Partner" as defined in the Civil Partnerships Act 2004, child, step child or adopted child, sibling or parent of an existing Director,

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30.1.15 is an 'unfit person' as defined in the Trust's provider licence (as may be amended from time to time), or

30.1.16 does not meet any other statutory requirement for being a Director of an NHS foundation trust [including but not limited to the criteria set out in Regulation 5\(3\) of the Health and Social Care Act 2008 \(Regulated Activities\) Regulations 2014 \(including any modification or re-enactment thereof\)](#).

31. Board of Directors – meetings

31.1 Meetings of the Board of Directors shall be open to members of the public, unless members of the public are excluded for special reasons¹.

31.2 Before holding a meeting, the Board of Directors must send a copy of the agenda of the meeting to the Council of Governors. As soon as practicable after holding a meeting, the Board of Directors must send a copy of the minutes of the meeting to the Council of Governors.

32. Board of Directors – standing orders

32.1 The standing orders for the practice and procedure of the Board of Directors are attached at Annex 7.

33. Board of Directors - conflicts of interest of Directors

33.1 The duties that a Director has by virtue of being a Director include in particular—

33.1.1 a duty to avoid a situation in which the Director has [an actual or potential, financial, non-financial professional, non-financial personal](#) or indirect interest that conflicts (or possibly may conflict) with the interests of the Trust ([a "Conflict"](#)); and

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33.1.2 a duty not to accept a benefit from a third party by reason of being a Director or doing (or not doing) anything in that capacity.

33.2 The duty referred to in sub-paragraph [33.1.1](#) is not infringed if—

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33.2.1 the situation cannot reasonably be regarded as likely to give rise to a conflict of interest, or

33.2.2 the matter has been authorised in accordance with the constitution.

33.3 The duty referred to in sub-paragraph [33.1.2](#) is not infringed if acceptance of the benefit cannot reasonably be regarded as likely to give rise to a conflict of interest.

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33.4 In sub-paragraph [33.1.2](#), "third party" means a person other than—

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33.4.1 the Trust, or

33.4.2 a person acting on its behalf.

33.5 If a Director has in any way a direct or indirect interest in a proposed transaction or arrangement with the Trust, the Director must declare the nature and extent of that interest to the other Directors.

33.6 If a declaration under this paragraph proves to be, or becomes, inaccurate, incomplete, a further declaration must be made.

¹ [Annex 7, paragraph 3.1 sets out such reasons in greater detail.](#)

- 33.7 Any declaration required by this paragraph must be made before the Trust enters into the transaction or arrangement.
- 33.8 This paragraph does not require a declaration of an interest of which the Director is not aware or where the Director is not aware of the transaction or arrangement in question.
- 33.9 A Director need not declare an interest—
- 33.9.1 if it cannot reasonably be regarded as likely to give rise to a conflict of interest,
 - 33.9.2 if, or to the extent that, the Directors are already aware of it, or
 - 33.9.3 if, or to the extent that, it concerns terms of the Director's appointment that have been or are to be considered—
 - 33.9.3.1 by a meeting of the Board of Directors, or
 - 33.9.3.2 by a committee of the Directors appointed for the purpose under the constitution.

33.10 The Standing Orders of the Board of Directors shall include provisions about the disclosure of interests and arrangements for a Director with an interest to withdraw from a meeting in relation to the matter in respect of which he has declared an interest.

33.11 A matter shall have been authorised for the purposes of paragraph 33.2.2 above if:

33.11.1 The Directors, in accordance with the requirements set out in this paragraph 33.11, authorise any matter or situation proposed to them by any Director which would, if not authorised, involve a Director (an "Interested Director") breaching his duty under paragraph 33.1.1 above to avoid Conflicts:

33.11.1.1 the matter in question shall have been proposed by any Director for consideration in the same way that any other matter may be proposed to the Directors under the provisions of this constitution;

33.11.1.2 any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director or any other Interest Director; and

33.11.1.3 the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's and any other Interested Director's vote had not been counted.

33.11.2 Any authorisation of a Conflict under this paragraph 33.11 may (whether at the time of giving the authorisation or subsequently):

33.11.2.1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the Conflict so authorised;

33.11.2.2 provide that the Interested Director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the Directors or

otherwise) related to the Conflict;

33.11.2.3 impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the Directors think fit;

33.11.2.4 provide that, where the Interested Director obtains, or has obtained (through his involvement in the Conflict and otherwise than through his position as a Director of the Trust) information that is confidential to a third party, he will not be obliged to disclose that information to the Board of Directors, or to use it in relation to the Trust's affairs where to do so would amount to a breach of that confidence; and

33.11.2.5 permit the Interested Director to absent himself from the discussion of matters relating to the Conflict at any meeting of the Directors and be excused from reviewing papers prepared by, or for, the Directors to the extent they relate to such matters.

33.11.3 Where the Directors authorise a Conflict, the Interested Director will be obliged to conduct himself in accordance with any terms imposed by the Directors in relation to the Conflict.

33.11.4 The Directors may revoke or vary such authorisation at any time, but this will not affect anything done by the Interested Director, prior to such revocation or variation in accordance with the terms of such authorisation.

33.11.5 A Director is not required, by reason of being a Director, to account to the Trust for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the Directors (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

34. Board of Directors – remuneration and terms of office

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

34.2 The Trust shall maintain 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.

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35. Registers

35.1 The Trust shall have—

35.1.1 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,

35.1.2 a register of Governors,

35.1.3 a register of interests of Governors,

35.1.4 a register of Directors, and

35.1.5 a register of interests of Directors.

36. Registers – inspection and copies

- 36.1 The Trust shall make the registers specified in paragraph 35 above available for inspection by members of the public, except in the circumstances set out below or as otherwise prescribed by regulations.
- 36.2 The Trust shall not make any part of its registers available for inspection by members of the public which shows details of—
 - 36.2.1 any Member of the Public, Constituency, or
 - 36.2.2 any other Member, if he so requests.
- 36.3 So far as the registers are required to be made available—
 - 36.3.1 they are to be available for inspection free of charge at all reasonable times, and
 - 36.3.2 a person who requests a copy of or extract from the registers is to be provided with a copy or extract.
- 36.4 If the person requesting a copy or extract is not a Member, the Trust may impose a reasonable charge for doing so.
- 37. **Documents available for public inspection**
 - 37.1 The Trust shall make the following documents available for inspection by members of the public free of charge at all reasonable times—
 - 37.1.1 a copy of the current Constitution,
 - 37.1.2 a copy of the latest annual accounts and of any report of the auditor on them, and
 - 37.1.3 a copy of the latest annual report.
 - 37.2 The Trust shall also make the following documents relating to a special administration of the Trust available for inspection by members of the public free of charge at all reasonable times—
 - 37.2.1 a copy of any order made under section 65D (appointment of trust special administrator), 65J (power to extend time), 65KC (action following Secretary of State's rejection of final report), 65L (trusts coming out of administration) or 65LA (trusts to be dissolved) of the 2006 Act,
 - 37.2.2 a copy of any report laid under section 65D (appointment of trust special administrator) of the 2006 Act,
 - 37.2.3 a copy of any information published under section 65D (appointment of trust special administrator) of the 2006 Act,
 - 37.2.4 a copy of any draft report published under section 65F (administrator's draft report) of the 2006 Act,
 - 37.2.5 a copy of any statement provided under section 65F (administrator's draft report) of the 2006 Act,
 - 37.2.6 a copy of any notice published under section 65F (administrator's draft report), 65G (consultation plan), 65H (consultation requirements), 65J (power to extend time), 65KA (Monitor's

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- decision), 65KB (Secretary of State's response to Monitor's decision), 65KC (action following Secretary of State's rejection of final report) or 65KD (Secretary of State's response to re-submitted final report) of the 2006 Act,
- 37.2.7 a copy of any statement published or provided under section 65G (consultation plan) of the 2006 Act,
- 37.2.8 a copy of any final report published under section 65I (administrator's final report),
- 37.2.9 a copy of any statement published under section 65J (power to extend time) or 65KC (action following Secretary of State's rejection of final report) of the 2006 Act,
- 37.2.10 a copy of any information published under section 65M (replacement of trust special administrator) of the 2006 Act.
- 37.3 Any person who requests a copy of or extract from any of the above documents is to be provided with a copy.
- 37.4 If the person requesting a copy or extract is not a Member, the Trust may impose a reasonable charge for doing so.
38. **Auditor**
- 38.1 The Trust shall have an auditor.
- 38.2 The Council of Governors shall appoint or remove the auditor by a majority vote at a general meeting of the Council of Governors.
39. **Audit committee**
- 39.1 The Trust shall maintain a statutory committee of Non-Executive Directors as an audit committee to perform such monitoring, reviewing and other functions as are appropriate.
40. **Accounts**
- 40.1 The Trust must keep proper accounts and proper records in relation to the accounts.
- 40.2 NHS Improvement may with the approval of the Secretary of State give directions to the Trust as to the content and form of its accounts.
- 40.3 The accounts are to be audited by the Trust's auditor.
- 40.4 The Trust shall prepare in respect of each financial year annual accounts in such form as NHS Improvement may with the approval of the Secretary of State direct.
- 40.5 The functions of the Trust with respect to the preparation of the annual accounts shall be delegated to the Accounting Officer.
41. **Annual report, forward plans and non-NHS work**
- 41.1 The Trust shall prepare an annual report and send it to NHS Improvement.
- 41.2 The Trust shall give information as to its forward planning in respect of each financial year to NHS Improvement.

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- 41.3 The document containing the information with respect to forward planning (referred to above) shall be prepared by the Directors.
- 41.4 In preparing the document, the Directors shall have regard to the views of the Council of Governors.
- 41.5 Each forward plan must include information about—
- 41.5.1 the activities other than the provision of goods and services for the purposes of the health service in England that the Trust proposes to carry on, and
 - 41.5.2 the income it expects to receive from doing so.
- 41.6 Where a forward plan contains a proposal that the Trust carry on an activity of a kind mentioned in sub-paragraph ~~41.5.1~~, the Council of Governors must—
- 41.6.1 determine whether it is satisfied that the carrying on of the activity will not to any significant extent interfere with the fulfilment by the Trust of its principal purpose or the performance of its other functions, and
 - 41.6.2 notify the Directors of its determination.
- 41.7 If the Trust proposes to increase by 5% or more the proportion of its total income in any financial year attributable to activities other than the provision of goods and services for the purposes of the health service in England, the Trust may implement the proposal only if more than half of the Governors voting approve its implementation.

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42. **Presentation of the annual accounts and reports to the Governors and Members**

- 42.1 The following documents are to be presented to the Council of Governors at a general meeting of the Council of Governors—
- 42.1.1 the annual accounts,
 - 42.1.2 any report of the auditor on them, and
 - 42.1.3 the annual report.
- 42.2 The documents shall also be presented to the Members at the Annual Members' Meeting by at least one Director in attendance.
- 42.3 The Trust may combine a meeting of the Council of Governors convened for the purposes of sub-paragraph ~~42.1~~, with the Annual Members' Meeting.

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43. **Instruments**

- 43.1 The Trust shall have a seal.
- 43.2 The seal shall not be affixed except under the authority of the Board of Directors.

44. **Amendment of the Constitution**

- 44.1 The Trust may make amendments of its Constitution only if—
- 44.1.1 more than half of the Council of Governors voting approve the amendments, and
 - 44.1.2 more than half of the Directors voting approve the amendments.

- 44.2 Amendments made under paragraph [44.1](#), take effect as soon as the conditions in that paragraph are satisfied, but the amendment has no effect in so far as the constitution would, as a result of the amendment, not accord with schedule 7 of the 2006 Act.
- 44.3 Where an amendment is made to the Constitution in relation to the powers or duties of the Council of Governors (or otherwise with respect to the role that the Council of Governors has as part of the Trust)—
 - 44.3.1 at least one Governor must attend the next Annual Members' Meeting and present the amendment,
 - 44.3.2 the Trust must give the Members an opportunity to vote on whether they approve the amendment, and
 - 44.3.3 if more than half of the Members voting approve the amendment, the amendment continues to have effect, otherwise, it ceases to have effect and the Trust must take such steps as are necessary as a result.
- 44.4 Amendments by the Trust of its Constitution are to be notified to NHS Improvement. For the avoidance of doubt, NHS Improvement's functions do not include a power or duty to determine whether or not the constitution, as a result of the amendments, accords with Schedule 7 of the 2006 Act.

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45. Mergers etc. and significant transactions

- 45.1 The Trust may only apply for a merger, acquisition, separation or dissolution with the approval of more than half of the [members of the](#) Council of Governors.
- 45.2 The Trust may enter into a significant transaction only if more than half of the [members of the](#) Council of Governors voting approve entering into the significant transaction.
- 45.3 Significant transaction is defined as investments, divestments or other transactions comprising more than 25% of the assets, income or capital of the NHS Foundation Trust, in line with NHS Improvement's [Single Oversight Framework](#).

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46. Indemnity

- 46.1 Governors and 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 Resolution](#) to cover such costs.

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ANNEX 1

THE PUBLIC CONSTITUENCIES

The Public Constituencies	Area of each Public Constituency (as defined by Local Authority boundaries)	Minimum Number of Members
Bristol	Bristol City Council	2271
North Somerset	North Somerset District Council	10 58
South Gloucestershire	South Gloucestershire Council	13 88
Rest of England and Wales	Rest of England and Wales	5

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The minimum number of members is based on 0.5% of the population in each Public Constituency as reported in the ONS [2016](#) based sub-national population data:

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Rest of England and Wales – fixed value at 5 members

ANNEX 2
THE STAFF CONSTITUENCIES

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Classes within the Staff Constituency	Individuals Eligible for Membership of that Staff Class	Minimum Number of Members in each Staff Class
Medical and Dental Staff	Those individuals defined in paragraph 1 below.	<u>1166</u>
Nursing and Midwifery Staff	Those individuals defined in paragraph 2 below.	<u>3007</u>
Other Clinical Healthcare Staff	Those individuals defined in paragraph 3 below.	<u>1313</u>
Non-Clinical Healthcare Staff	Those individuals defined in paragraph 4 below.	<u>2289</u>

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The minimum number of members is based on 75% of the headcount of the eligible workforce in each Staff Constituency as at July 2018.

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1. Medical and Dental Staff

1.1 Members of the Staff Constituency who are fully registered persons within the meaning of the Medical Act 1983 or the Dentists Act 1984 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.

2. Nursing and Midwifery Staff

2.1 Members of the Staff Constituency who are registered under the Nurses, Midwives 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.

3. Other Clinical Healthcare Staff

3.1 Members of the Staff Constituency who do not come within paragraphs 1 or 2 above and are regulated by a regulatory body that falls within the remit of the Professional Standards Authority for Health and Social Care established by the NHS Reform Act 2002 (as amended by the 2012 Act), 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.

4. Non-Clinical Staff

4.1 Members of the Staff Constituency, 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.

5. **Honorary contract holders**

5.1 Those individuals who are Members of the Staff Constituency pursuant to paragraph ~~8.2~~ of this constitution (academic staff under an honorary contract with the Trust) shall be members of a Staff Class detailed in paragraphs 1, 2 and 3 above as appropriate.

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6. **Continuous Employment**

6.1 For the purposes of paragraph 8.1.2 and ~~1.1~~ of this 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.

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7. **Exercise of Functions**

7.1 For the purposes of paragraph ~~1.1~~ of this 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.

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ANNEX 4

COMPOSITION OF COUNCIL OF GOVERNORS

	Electing/Appointing Body	Number of Governors	Total
1.	Public Constituencies		
	Bristol	9	
	South Gloucestershire	3	
	North Somerset	3	
	Rest of England and Wales	2	17
2.	Staff Constituency		
	Medical and Dental Staff Class	1	
	Nursing and Midwifery Staff Class	2	
	Other Clinical Healthcare Staff Class	1	
	Non-Clinical Healthcare Staff Class	2	6
4.	Appointed Governors		
	<u>Local Authority</u>		
	Bristol City Council	1	
	<u>Universities</u>		
	University of Bristol	1	
	University of West of England	1	
	<u>Partnership Organisations</u>		
	Joint Union Committee	1	
	University Hospitals Bristol NHS Foundation Trust Youth Involvement Group	2	6
	Total Number of Governors		29

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 THE PATIENTS AND CARERS
 CONSTITUENCY
 Classes within the Patients and
 Carers Constituency

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 Partnership NHS Trust

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1. Appointed Governors

- 1.1 Each appointing body shall be entitled to appoint a Governor or Governors (as set out in the table above) in accordance with a process of appointment agreed by it with the Trust. The absence of any such agreed process of appointment shall not prevent an appointing body from appointing it Governor(s).
- 1.2 If Bristol City Council declines or fails to appoint a Governor within three months of

being requested to do so by the Trust, the Trust shall consult North Somerset District Council and South Gloucestershire Council and the Trust shall invite one of those local authorities to appoint a Governor in substitution for Bristol City Council.

- 1.3 At the end of the term of appointment of that Governor the Trust shall in its absolute discretion decide whether to permit Bristol City Council 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.

ANNEX 5 THE ELECTION RULES

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PART 2: TIMETABLE FOR ELECTION

2. Timetable
3. Computation of time

PART 3: RETURNING OFFICER

4. Returning officer
5. Staff
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15. Publication of statement of nominated candidates
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21. The declaration of identity (public constituency)

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Action to be taken before the poll

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24. Issue of voting information by returning officer
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1. Interpretation

1.1 In these rules, unless the context otherwise requires:

“*2006 Act*” means the National Health Service Act 2006;

“*corporation*” means the public benefit corporation subject to this constitution;

“*council of governors*” means the council of governors of the corporation;

“*declaration of identity*” has the meaning set out in rule 21.1;

“*election*” means an election by a constituency, or by a class within a constituency, to fill a vacancy among one or more posts on the council of governors;

“*e-voting*” means voting using either the internet, telephone or text message;

“*e-voting information*” has the meaning set out in rule 24.2;

“*ID declaration form*” has the meaning set out in Rule 21.1; “*internet voting record*” has the meaning set out in rule 26.4(d);

“*internet voting system*” means such computer hardware and software, data other equipment and services as may be provided by the returning officer for the purpose of enabling voters to cast their votes using the internet;

“*lead governor*” means the governor nominated by the corporation to fulfil the role described in Appendix B to The NHS Foundation Trust Code of Governance (Monitor, December 2013) or any later version of such code.

“*list of eligible voters*” means the list referred to in rule 22.1, containing the information in rule 22.2;

“*method of polling*” means a method of casting a vote in a poll, which may be by post, internet, text message or telephone;

“*NHS Improvement (Monitor)*” means the corporate body known as Monitor as provided by section 61 of the 2012 Act. From 1 April 2016, Monitor is now part of NHS Improvement and therefore references to Monitor have now been replaced, where appropriate, by NHS Improvement;

“*numerical voting code*” has the meaning set out in rule 64.2(b)

“*polling website*” has the meaning set out in rule 26.1;

“*postal voting information*” has the meaning set out in rule 24.1;

“*telephone short code*” means a short telephone number used for the purposes of submitting a vote by text message;

“*telephone voting facility*” has the meaning set out in rule 26.2;

“*telephone voting record*” has the meaning set out in rule 26.5 (d);

“*text message voting facility*” has the meaning set out in rule 26.3;

“text voting record” has the meaning set out in rule 26.6 (d);

“the telephone voting system” means such telephone voting facility as may be provided by the returning officer for the purpose of enabling voters to cast their votes by telephone;

“the text message voting system” means such text messaging voting facility as may be provided by the returning officer for the purpose of enabling voters to cast their votes by text message;

“voter ID number” means a unique, randomly generated numeric identifier allocated to each voter by the Returning Officer for the purpose of e-voting,

“voting information” means postal voting information and/or e-voting information

1.2

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

PART 2: TIMETABLE FOR ELECTIONS

2. Timetable

2.1 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 forms 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 5.00pm on the final day of the election.

3. Computation of time

3.1 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.

3.2 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

4.1 Subject to rule 69, the returning officer for an election is to be appointed by the corporation.

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

5. Staff

5.1 Subject to rule 69, 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

6.1 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

7.1 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

- 8.1 The returning officer is to publish a notice of the election stating:
- (a) the constituency, or class within a constituency, for which the election is being held,
 - (b) the number of members of the council of governors to be elected from that constituency, or class within that constituency,
 - (c) the details of any nomination committee that has been established by the corporation,
 - (d) the address and times at which nomination forms may be obtained;
 - (e) the address for return of nomination forms (including, where the return of nomination forms in an electronic format will be permitted, the e-mail address for such return) 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
 - (h) the date and time of the close of the poll in the event of a contest.

9. Nomination of candidates

- 9.1 Subject to rule 9.2, each candidate must nominate themselves on a single nomination form.

- 9.2 The returning officer:

- (a) is to supply any member of the corporation with a nomination form, and
- (b) is to prepare a nomination form 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 and a nomination can, subject to rule 13, be in an electronic format.

10. Candidate's particulars

- 10.1 The nomination form must state the candidate's:
- (a) full name,
 - (b) contact address in full (which should be a postal address although an e-mail address may also be provided for the purposes of electronic communication), and
 - (c) constituency, or class within a constituency, of which the candidate is a member.

11. Declaration of interests

- 11.1 The nomination form 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

12.1 The nomination form must include a declaration made by the candidate:

- (a) that he or she is not prevented from being a member of the council of governors 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 constituency, of the particulars of his or her qualification to vote as a member of that constituency, or class within that constituency, for which the election is being held.

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13. Signature of candidate

13.1 The nomination form must be signed and dated by the candidate, in a manner prescribed by the returning officer, 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.

13.2 Where the return of nomination forms in an electronic format is permitted, the returning officer shall specify the particular signature formalities (if any) that will need to be complied with by the candidate.

14. Decisions as to the validity of nomination

14.1 Where a nomination form 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 form 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.

14.2 The returning officer is entitled to decide that a nomination form 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 forms, 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, if required by rule

13.

- 14.3 The returning officer is to examine each nomination form as soon as is practicable after he or she has received it, and decide whether the candidate has been validly nominated.
- 14.4 Where the returning officer decides that a nomination is invalid, the returning officer must endorse this on the nomination form, stating the reasons for their decision.
- 14.5 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 form. If an e-mail address has been given in the candidate's nomination form (in addition to the candidate's postal address), the returning officer may send notice of the decision to that address.

15. Publication of statement of candidates

- 15.1 The returning officer is to prepare and publish a statement showing the candidates who are standing for election.
- 15.2 The statement must show:
- (a) the name, contact address (which shall be the candidate's postal address), and constituency or class within a constituency of each candidate standing, and
 - (b) the declared interests of each candidate standing,
- as given in their nomination form.
- 15.3 The statement must list the candidates standing for election in alphabetical order by surname.
- 15.4 The returning officer must send a copy of the statement of candidates and copies of the nomination forms to the corporation as soon as is practicable after publishing the statement.

16. Inspection of statement of nominated candidates and nomination forms

- 16.1 The corporation is to make the statement of the candidates and the nomination forms supplied by the returning officer under rule 15.4 available for inspection by members of the corporation free of charge at all reasonable times.
- 16.2 If a member of the corporation requests a copy or extract of the statement of candidates or their nomination forms, the corporation is to provide that member with the copy or extract free of charge.

17. Withdrawal of candidates

- 17.1 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

- 18.1 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 council of governors, a poll is to be taken in accordance with Parts 5

and 6 of these rules.

- 18.2 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 council of governors, those candidates are to be declared elected in accordance with Part 7 of these rules.
- 18.3 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 council of governors, 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

- 19.1 The votes at the poll must be given by secret ballot.
- 19.2 The votes are to be counted and the result of the poll determined in accordance with Part 6 of these rules.
- 19.3 The corporation may decide that voters within a constituency or class within a constituency, may, subject to rule 19.4, cast their votes at the poll using such different methods of polling in any combination as the corporation may determine.
- 19.4 The corporation may decide that voters within a constituency or class within a constituency for whom an e-mail address is included in the list of eligible voters may only cast their votes at the poll using an e-voting method of polling.
- 19.5 Before the corporation decides, in accordance with rule 19.3 that one or more e-voting methods of polling will be made available for the purposes of the poll, the corporation must satisfy itself that:
- (a) if internet voting is to be a method of polling, the internet voting system to be used for the purpose of the election is:
 - (i) configured in accordance with these rules; and
 - (ii) will create an accurate internet voting record in respect of any voter who casts his or her vote using the internet voting system;
 - (b) if telephone voting to be a method of polling, the telephone voting system to be used for the purpose of the election is:
 - (i) configured in accordance with these rules; and
 - (ii) will create an accurate telephone voting record in respect of any voter who casts his or her vote using the telephone voting system;
 - (c) if text message voting is to be a method of polling, the text message voting system to be used for the purpose of the election is:
 - (i) configured in accordance with these rules; and
 - (ii) will create an accurate text voting record in respect of any voter who casts his or her vote using the text message voting system.

20. The ballot paper

- 20.1 The ballot of each voter (other than a voter who casts his or her ballot by an e-voting method of polling) 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.
- 20.2 Every ballot paper must specify:

- (a) the name of the corporation,
- (b) the constituency, or class within a constituency, for which the election is being held,
- (c) the number of members of the council of governors to be elected from that constituency, or class within 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 by all available methods of polling, including the relevant voter's voter ID number if one or more e-voting methods of polling are available,
- (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.

20.3 Each ballot paper must have a unique identifier.

20.4 Each ballot paper must have features incorporated into it to prevent it from being reproduced.

21. The declaration of identity (public constituency)

21.1 The corporation shall require each voter who participates in an election for a public constituency to make a declaration confirming:

- (a) that the voter is the person:
 - (i) to whom the ballot paper was addressed, and/or
 - (ii) to whom the voter ID number contained within the e-voting information was allocated,
- (b) that he or she has not marked or returned any other voting information in the election, and
- (c) the particulars of his or her qualification to vote as a member of the constituency or class within the constituency for which the election is being held,

("declaration of identity")

and the corporation shall make such arrangements as it considers appropriate to facilitate the making and the return of a declaration of identity by each voter, whether by the completion of a paper form ("ID declaration form") or the use of an electronic method.

21.2 The voter must be required to return his or her declaration of identity with his or her ballot.

21.3 The voting information shall caution the voter that if the declaration of identity is not duly returned or is returned without having been made correctly, any vote cast by the voter may be declared invalid.

Action to be taken before the poll

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22. List of eligible voters

- 22.1 The corporation is to provide the returning officer with a list of the members of the constituency or class within a constituency for which the election is being held who are eligible to vote by virtue of rule 27 as soon as is reasonably practicable after the final date for the delivery of notices of withdrawals by candidates from an election.
- 22.2 The list is to include, for each member:
- (a) a postal address; and,
 - (b) the member's e-mail address, if this has been provided
- to which his or her voting information may, subject to rule 22.3, be sent.
- 22.3 The corporation may decide that the e-voting information is to be sent only by e-mail to those members in the list of eligible voters for whom an e-mail address is included in that list.

23. Notice of poll

- 23.1 The returning officer is to publish a notice of the poll stating:
- (a) the name of the corporation,
 - (b) the constituency, or class within a constituency, for which the election is being held,
 - (c) the number of members of the council of governors to be elected from that constituency, or class with 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 methods of polling by which votes may be cast at the election by voters in a constituency or class within a constituency, as determined by the corporation in accordance with rule 19.3,
 - (g) the address for return of the ballot papers,
 - (h) the uniform resource locator (url) where, if internet voting is a method of polling, the polling website is located;
 - (i) the telephone number where, if telephone voting is a method of polling, the telephone voting facility is located,
 - (j) the telephone number or telephone short code where, if text message voting is a method of polling, the text message voting facility is located,
 - (k) the date and time of the close of the poll,
 - (l) the address and final dates for applications for replacement voting information, and
 - (m) the contact details of the returning officer.

24. Issue of voting information by returning officer

- 24.1 Subject to rule 24.3, 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

information by post to each member of the corporation named in the list of eligible voters:

- (a) a ballot paper and ballot paper envelope,
 - (b) the ID declaration form (if required),
 - (c) information about each candidate standing for election, pursuant to rule 61 of these rules, and
 - (d) a covering envelope;
- ("postal voting information").

24.2 Subject to rules 24.3 and 24.4, 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 information by e-mail and/ or by post to each member of the corporation named in the list of eligible voters whom the corporation determines in accordance with rule 19.3 and/ or rule 19.4 may cast his or her vote by an e-voting method of polling:

- (a) instructions on how to vote and how to make a declaration of identity (if required),
- (b) the voter's voter ID number,
- (c) information about each candidate standing for election, pursuant to rule 64 of these rules, or details of where this information is readily available on the internet or available in such other formats as the Returning Officer thinks appropriate, (d) contact details of the returning officer,

("e-voting information").

24.3 The corporation may determine that any member of the corporation shall:

- (a) only be sent postal voting information; or
- (b) only be sent e-voting information; or
- (c) be sent both postal voting information and e-voting information;

for the purposes of the poll.

24.4 If the corporation determines, in accordance with rule 22.3, that the e-voting information is to be sent only by e-mail to those members in the list of eligible voters for whom an e-mail address is included in that list, then the returning officer shall only send that information by e-mail.

24.5 The voting information is to be sent to the postal address and/ or e-mail address for each member, as specified in the list of eligible voters.

25. Ballot paper envelope and covering envelope

25.1 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.

25.2 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.

25.3 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 ID declaration form if required, and
- (b) the ballot paper envelope, with the ballot paper sealed inside it.

26. E-voting systems

26.1 If internet voting is a method of polling for the relevant election then the returning officer must provide a website for the purpose of voting over the internet (in these rules referred to as "the polling website").

26.2 If telephone voting is a method of polling for the relevant election then the returning officer must provide an automated telephone system for the purpose of voting by the use of a touch-tone telephone (in these rules referred to as "the telephone voting facility").

26.3 If text message voting is a method of polling for the relevant election then the returning officer must provide an automated text messaging system for the purpose of voting by text message (in these rules referred to as "the text message voting facility").

26.4 The returning officer shall ensure that the polling website and internet voting system provided will:

- (a) require a voter to:
 - (i) enter his or her voter ID number; and
 - (ii) where the election is for a public constituency, make a declaration of identity;
in order to be able to cast his or her vote;
- (b) specify:
 - (i) the name of the corporation,
 - (ii) the constituency, or class within a constituency, for which the election is being held,
 - (iii) the number of members of the council of governors to be elected from that constituency, or class within that constituency,
 - (iv) 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,
 - (v) instructions on how to vote and how to make a declaration of identity,
 - (vi) the date and time of the close of the poll, and
 - (vii) the contact details of the returning officer;
- (c) prevent a voter from voting for more candidates than he or she is entitled to at the election;
- (d) create a record ("internet voting record") that is stored in the internet voting system in respect of each vote cast by a voter using the internet that

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comprises of-

- (i) the voter's voter ID number;
 - (ii) the voter's declaration of identity (where required);
 - (iii) the candidate or candidates for whom the voter has voted; and
 - (iv) the date and time of the voter's vote,
- (e) if the voter's vote has been duly cast and recorded, provide the voter with confirmation of this; and
- (f) prevent any voter from voting after the close of poll.

26.5 The returning officer shall ensure that the telephone voting facility and telephone voting system provided will:

- (a) require a voter to
- (i) enter his or her voter ID number in order to be able to cast his or her vote; and
 - (ii) where the election is for a public constituency, make a declaration of identity;
- (b) specify:
- (i) the name of the corporation,
 - (ii) the constituency, or class within a constituency, for which the election is being held,
 - (iii) the number of members of the council of governors to be elected from that constituency, or class within that constituency,
 - (iv) instructions on how to vote and how to make a declaration of identity,
 - (v) the date and time of the close of the poll, and
 - (vi) the contact details of the returning officer;
- (c) prevent a voter from voting for more candidates than he or she is entitled to at the election;
- (d) create a record ("telephone voting record") that is stored in the telephone voting system in respect of each vote cast by a voter using the telephone that comprises of:
- (i) the voter's voter ID number;
 - (ii) the voter's declaration of identity (where required);
 - (iii) the candidate or candidates for whom the voter has voted; and
 - (iv) the date and time of the voter's vote
- (e) if the voter's vote has been duly cast and recorded, provide the voter with confirmation of this;
- (f) prevent any voter from voting after the close of poll.

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26.6 The returning officer shall ensure that the text message voting facility and text messaging voting system provided will:

- (a) require a voter to:
 - (i) provide his or her voter ID number; and
 - (ii) where the election is for a public constituency, make a declaration of identity;

in order to be able to cast his or her vote;
- (b) prevent a voter from voting for more candidates than he or she is entitled to at the election;
- (d) create a record ("text voting record") that is stored in the text messaging voting system in respect of each vote cast by a voter by text message that comprises of:
 - (i) the voter's voter ID number;
 - (ii) the voter's declaration of identity (where required);
 - (ii) the candidate or candidates for whom the voter has voted; and
 - (iii) the date and time of the voter's vote
- (e) if the voter's vote has been duly cast and recorded, provide the voter with confirmation of this;
- (f) prevent any voter from voting after the close of poll.

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27. Eligibility to vote

- 27.1 An individual, aged 16 or over, 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.

28. Voting by persons who require assistance

- 28.1 The returning officer is to put in place arrangements to enable requests for assistance to vote to be made.
- 28.2 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.

29. Spoilt ballot papers and spoilt text message votes

- 29.1 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 as a "spoilt ballot paper"), that voter may apply to the returning officer for a replacement ballot paper.
- 29.2 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.
- 29.3 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 completed ID declaration form, if required, has not been returned.
- 29.4 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 spoiled ballot paper (if that officer was able to obtain it), and
 - (c) the details of the unique identifier of the replacement ballot paper.
- 29.5 If a voter has dealt with his or her text message vote in such a manner that it cannot be accepted as a vote (referred to as a "spoiled text message vote"), that voter may apply to the returning officer for a replacement voter ID number.
- 29.6 On receiving an application, the returning officer is to obtain the details of the voter ID number on the spoiled text message vote, if he or she can obtain it.
- 29.7 The returning officer may not issue a replacement voter ID number in respect of a spoiled text message vote unless he or she is satisfied as to the voter's identity.
- 29.8 After issuing a replacement voter ID number in respect of a spoiled text message vote, the returning officer shall enter in a list ("the list of spoiled text message votes"):
- (a) the name of the voter, and
 - (b) the details of the voter ID number on the spoiled text message vote (if that officer was able to obtain it), and
 - (c) the details of the replacement voter ID number issued to the voter.
- 30. Lost voting information**
- 30.1 Where a voter has not received his or her voting information by the tenth day before the close of the poll, that voter may apply to the returning officer for replacement voting information.
- 30.2 The returning officer may not issue replacement voting information in respect of lost voting information 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 voting information,
 - (c) has ensured that no declaration of identity, if required, has been returned.
- 30.3 After issuing replacement voting information in respect of lost voting information, the returning officer shall enter in a list ("the list of lost ballot documents"):
- (a) the name of the voter
 - (b) the details of the unique identifier of the replacement ballot paper, if applicable, and
 - (c) the voter ID number of the voter.
- 31. Issue of replacement voting information**
- 31.1 If a person applies for replacement voting information under rule 29 or 30 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 replacement voting information unless, in addition to the requirements imposed by rule 29.3 or 30.2, 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.

31.2 After issuing replacement voting information under this rule, the returning officer shall enter in a list (“the list of tendered voting information”):

- (a) the name of the voter,
- (b) the unique identifier of any replacement ballot paper issued under this rule;
- (c) the voter ID number of the voter.

32. ID declaration form for replacement ballot papers (public constituency)

32.1 In respect of an election for a public constituency an ID declaration form must be issued with each replacement ballot paper requiring the voter to make a declaration of identity.

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Polling by internet, telephone or text

33. Procedure for remote voting by internet

33.1 To cast his or her vote using the internet, a voter will need to gain access to the polling website by keying in the url of the polling website provided in the voting information.

33.2 When prompted to do so, the voter will need to enter his or her voter ID number.

33.3 If the internet voting system authenticates the voter ID number, the system will give the voter access to the polling website for the election in which the voter is eligible to vote.

33.4 To cast his or her vote, the voter will need to key in a mark on the screen opposite the particulars of the candidate or candidates for whom he or she wishes to cast his or her vote.

33.5 The voter will not be able to access the internet voting system for an election once his or her vote at that election has been cast.

34. Voting procedure for remote voting by telephone

34.1 To cast his or her vote by telephone, the voter will need to gain access to the telephone voting facility by calling the designated telephone number provided in the voter information using a telephone with a touch-tone keypad.

34.2 When prompted to do so, the voter will need to enter his or her voter ID number using the keypad.

34.3 If the telephone voting facility authenticates the voter ID number, the voter will be prompted to vote in the election.

34.4 When prompted to do so the voter may then cast his or her vote by keying in the numerical voting code of the candidate or candidates, for whom he or she wishes to vote.

34.5 The voter will not be able to access the telephone voting facility for an election once his or her vote at that election has been cast.

35. Voting procedure for remote voting by text message

35.1 To cast his or her vote by text message the voter will need to gain access to the text message voting facility by sending a text message to the designated

telephone number or telephone short code provided in the voter information.

35.2 The text message sent by the voter must contain his or her voter ID number and the numerical voting code for the candidate or candidates, for whom he or she wishes to vote.

35.3 The text message sent by the voter will need to be structured in accordance with the instructions on how to vote contained in the voter information, otherwise the vote will not be cast.

Procedure for receipt of envelopes, internet votes, telephone votes and text message votes

36. Receipt of voting documents

36.1 Where the returning officer receives:

- (a) a covering envelope, or
- (b) any other envelope containing an ID declaration form 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 37 and 38 are to apply.

36.2 The returning officer may open any covering envelope or any ballot paper envelope for the purposes of rules 37 and 38, 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.

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

37. Validity of votes

37.1 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 an ID declaration form if required that has been correctly completed, signed and dated.

37.2 Where the returning officer is satisfied that rule 37.1 has been fulfilled, he or she is to:

- (a) put the ID declaration form if required in a separate packet, and
- (b) put the ballot paper aside for counting after the close of the poll.

37.3 Where the returning officer is not satisfied that rule 37.1 has been fulfilled, he or she is to:

- (a) mark the ballot paper "disqualified",
- (b) if there is an ID declaration form accompanying the ballot paper, mark it "disqualified" and attach it to the ballot paper,
- (c) record the unique identifier on the ballot paper in a list of disqualified documents (the "list of disqualified documents"); and
- (d) place the document or documents in a separate packet.

37.4 An internet, telephone or text message vote shall not be taken to be duly returned unless the returning officer is satisfied that the internet voting record, telephone voting record or text voting record (as applicable) has been received by the

returning officer before the close of the poll, with a declaration of identity if required that has been correctly made.

37.5 Where the returning officer is satisfied that rule 37.4 has been fulfilled, he or she is to put the internet voting record, telephone voting record or text voting record (as applicable) aside for counting after the close of the poll.

37.6 Where the returning officer is not satisfied that rule 37.4 has been fulfilled, he or she is to:

- (a) mark the internet voting record, telephone voting record or text voting record (as applicable) “disqualified”,
- (b) record the voter ID number on the internet voting record, telephone voting record or text voting record (as applicable) in the list of disqualified documents; and
- (c) place the document or documents in a separate packet.

38. Declaration of identity but no ballot paper (public constituency)²

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38.1 Where the returning officer receives an ID declaration form if required but no ballot paper, the returning officer is to:

- (a) mark the ID declaration form “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 ID declaration form in a separate packet.

39. De-duplication of votes

39.1 Where different methods of polling are being used in an election, the returning officer shall examine all votes cast to ascertain if a voter ID number has been used more than once to cast a vote in the election.

39.2 If the returning officer ascertains that a voter ID number has been used more than once to cast a vote in the election he or she shall:

- (a) only accept as duly returned the first vote received that was cast using the relevant voter ID number; and
- (b) mark as “disqualified” all other votes that were cast using the relevant voter ID number

39.3 Where a ballot paper is disqualified under this rule the returning officer shall:

- (a) mark the ballot paper “disqualified”,
- (b) if there is an ID declaration form accompanying the ballot paper, mark it “disqualified” and attach it to the ballot paper,
- (c) record the unique identifier and the voter ID number on the ballot paper in the list of disqualified documents;
- (d) place the document or documents in a separate packet; and
- (e) disregard the ballot paper when counting the votes in accordance with these rules.

² It should not be possible, technically, to make a declaration of identity electronically without also submitting a vote.

39.4 Where an internet voting record, telephone voting record or text voting record is disqualified under this rule the returning officer shall:

- (a) mark the internet voting record, telephone voting record or text voting record (as applicable) "disqualified",
- (b) record the voter ID number on the internet voting record, telephone voting record or text voting record (as applicable) in the list of disqualified documents;
- (c) place the internet voting record, telephone voting record or text voting record (as applicable) in a separate packet, and
- (d) disregard the internet voting record, telephone voting record or text voting record (as applicable) when counting the votes in accordance with these rules.

40. Sealing of packets

40.1 As soon as is possible after the close of the poll and after the completion of the procedure under rules 37 and 38, the returning officer is to seal the packets containing:

- (a) the disqualified documents, together with the list of disqualified documents inside it,
- (b) the ID declaration forms, if required,
- (c) the list of spoiled ballot papers and the list of spoiled text message votes,
- (d) the list of lost ballot documents,
- (e) the list of eligible voters, and
- (f) the list of tendered voting information

and ensure that complete electronic copies of the internet voting records, telephone voting records and text voting records created in accordance with rule 26 are held in a device suitable for the purpose of storage.

STV41. Interpretation of Part 6

STV41.1 In Part 6 of these rules:

“*ballot document*” means a ballot paper, internet voting record, telephone voting record or text voting record.

“*continuing candidate*” means any candidate not deemed to be elected, and not excluded,

“*count*” means all the operations involved in counting of the first preferences recorded for candidates, the transfer of the surpluses of elected candidates, and the transfer of the votes of the excluded candidates,

“*deemed to be elected*” means deemed to be elected for the purposes of counting of votes but without prejudice to the declaration of the result of the poll,

“*mark*” means a figure, an identifiable written word, or a mark such as “X”,

“*non-transferable vote*” means a ballot document:

(a) on which no second or subsequent preference is recorded for a continuing candidate,

or

(b) which is excluded by the returning officer under rule STV49,

“*preference*” as used in the following contexts has the meaning assigned below:

(a) “first preference” means the figure “1” or any mark or word which clearly indicates a first (or only) preference,

(b) “next available preference” means a preference which is the second, or as the case may be, subsequent preference recorded in consecutive order for a continuing candidate (any candidate who is deemed to be elected or is excluded thereby being ignored); and

(c) in this context, a “second preference” is shown by the figure “2” or any mark or word which clearly indicates a second preference, and a third preference by the figure “3” or any mark or word which clearly indicates a third preference, and so on,

“*quota*” means the number calculated in accordance with rule STV46,

“*surplus*” means the number of votes by which the total number of votes for any candidate (whether first preference or transferred votes, or a combination of both) exceeds the quota; but references in these rules to the transfer of the surplus means the transfer (at a transfer value) of all transferable ballot documents from the candidate who has the surplus,

“*stage of the count*” means:

- (a) the determination of the first preference vote of each candidate,
- (b) the transfer of a surplus of a candidate deemed to be elected, or
- (c) the exclusion of one or more candidates at any given time,

“*transferable vote*” means a ballot document on which, following a first preference, a second or subsequent preference is recorded in consecutive numerical order for a continuing candidate,

“*transferred vote*” means a vote derived from a ballot document on which a second or subsequent preference is recorded for the candidate to whom that ballot document has been transferred, and

“*transfer value*” means the value of a transferred vote calculated in accordance with rules STV47.4 or STV47.7.

42. Arrangements for counting of the votes

- 42.1 The returning officer is to make arrangements for counting the votes as soon as is practicable after the close of the poll.
- 42.2 The returning officer may make arrangements for any votes to be counted using vote counting software where:
- (a) the board of directors and the council of governors of the corporation have approved:
 - (i) the use of such software for the purpose of counting votes in the relevant election, and
 - (ii) a policy governing the use of such software, and
 - (b) the corporation and the returning officer are satisfied that the use of such software will produce an accurate result.

43. The count

- 43.1 The returning officer is to:
- (a) count and record the number of:
 - (iii) ballot papers that have been returned; and
 - (iv) the number of internet voting records, telephone voting records and/or text voting records that have been created, and
 - (b) count the votes according to the provisions in this Part of the rules and/or the provisions of any policy approved pursuant to rule 42.2(ii) where vote counting software is being used.
- 43.2 The returning officer, while counting and recording the number of ballot papers, internet voting records, telephone voting records and/or text voting records 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 or the voter ID number on an internet voting record, telephone voting record or text voting record.
- 43.3 The returning officer is to proceed continuously with counting the votes as far as is practicable.

STV44. Rejected ballot papers and rejected text voting records

- STV44.1 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 the figure “1” standing alone is not placed so as to indicate a first preference for any candidate,
- (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 be rejected and not counted, but the ballot paper shall not be rejected by reason only of carrying the words “one”, “two”, “three” and so on, or any other mark instead of a figure if, in the opinion of the returning officer, the word or mark clearly indicates a preference or preferences.

STV44.2 The returning officer is to endorse the word “rejected” on any ballot paper which under this rule is not to be counted.

STV44.3 Any text voting record:

- (a) on which the figure “1” standing alone is not placed so as to indicate a first preference for any candidate,
- (b) on which anything is written or marked by which the voter can be identified except the unique identifier, or
- (c) which is unmarked or rejected because of uncertainty,

shall be rejected and not counted, but the text voting record shall not be rejected by reason only of carrying the words “one”, “two”, “three” and so on, or any other mark instead of a figure if, in the opinion of the returning officer, the word or mark clearly indicates a preference or preferences.

STV44.4 The returning officer is to endorse the word “rejected” on any text voting record which under this rule is not to be counted.

STV44.5 The returning officer is to draw up a statement showing the number of ballot papers rejected by him or her under each of the subparagraphs (a) to (d) of rule STV44.1 and the number of text voting records rejected by him or her under each of the sub-paragraphs (a) to (c) of rule STV44.3.

FPP44. Rejected ballot papers and rejected text voting records

FPP44.1 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 rules FPP44.2 and FPP44.3, be rejected and not counted.

FPP44.2 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.

FPP44.3 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.

FPP44.4 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 rules FPP44.2 and FPP 44.3, endorse the words "rejected in part" on the ballot paper and indicate which vote or votes have been counted.

FPP44.5 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.

FPP44.6 Any text voting record:

- (a) on which votes are given for more candidates than the voter is entitled to vote,
- (b) on which anything is written or marked by which the voter can be identified except the voter ID number, or
- (c) which is unmarked or rejected because of uncertainty,

shall, subject to rules FPP44.7 and FPP44.8, be rejected and not counted.

FPP44.7 Where the voter is entitled to vote for more than one candidate, a text voting record is not to be rejected because of uncertainty in respect of any vote where no uncertainty arises, and that vote is to be counted.

FPP44.8 A text voting record on which a vote is marked:

- (a) otherwise than by means of a clear mark,
- (b) 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 text voting record is marked does not itself identify the voter and it is not shown that he or she can be identified by it.

FPP44.9 The returning officer is to:

- (a) endorse the word "rejected" on any text voting record which under this rule is not to be counted, and
- (b) in the case of a text voting record on which any vote is counted under rules

FPP44.7 and FPP 44.8, endorse the words "rejected in part" on the text voting record and indicate which vote or votes have been counted.

FPP44.10 The returning officer is to draw up a statement showing the number of rejected text voting records under the following headings:

- (a) voting for more candidates than the voter is entitled to,
- (b) writing or mark by which voter could be identified, and
- (c) unmarked or rejected because of uncertainty,

and, where applicable, each heading must record the number of text voting records rejected in part.

STV45. First stage

STV45.1 The returning officer is to sort the ballot documents into parcels according to the candidates for whom the first preference votes are given.

STV45.2 The returning officer is to then count the number of first preference votes given on ballot documents for each candidate, and is to record those numbers.

STV45.3 The returning officer is to also ascertain and record the number of valid ballot documents.

STV46. The quota

STV46.1 The returning officer is to divide the number of valid ballot documents by a number exceeding by one the number of members to be elected.

STV46.2 The result, increased by one, of the division under rule STV46.1 (any fraction being disregarded) shall be the number of votes sufficient to secure the election of a candidate (in these rules referred to as "the quota").

STV46.3 At any stage of the count a candidate whose total votes equals or exceeds the quota shall be deemed to be elected, except that any election where there is only one vacancy a candidate shall not be deemed to be elected until the procedure set out in rules STV47.1 to STV47.3 has been complied with.

STV47. Transfer of votes

STV47.1 Where the number of first preference votes for any candidate exceeds the quota, the returning officer is to sort all the ballot documents on which first preference votes are given for that candidate into sub- parcels so that they are grouped:

- (a) according to next available preference given on those ballot documents for any continuing candidate, or
- (b) where no such preference is given, as the sub-parcel of non-transferable votes.

STV47.2 The returning officer is to count the number of ballot documents in each parcel referred to in rule STV47.1.

STV47.3 The returning officer is, in accordance with this rule and rule STV48, to transfer each sub-parcel of ballot documents referred to in rule STV47.1(a) to the candidate for whom the next available preference is given on those ballot documents.

STV47.4 The vote on each ballot document transferred under rule STV47.3 shall be at a value ("the transfer value") which:

- (a) reduces the value of each vote transferred so that the total value of all such votes does not exceed the surplus, and
 - (b) is calculated by dividing the surplus of the candidate from whom the votes are being transferred by the total number of the ballot documents on which those votes are given, the calculation being made to two decimal places (ignoring the remainder if any).
- STV47.5 Where at the end of any stage of the count involving the transfer of ballot documents, the number of votes for any candidate exceeds the quota, the returning officer is to sort the ballot documents in the sub-parcel of transferred votes which was last received by that candidate into separate sub-parcels so that they are grouped:
- (a) according to the next available preference given on those ballot documents for any continuing candidate, or
 - (b) where no such preference is given, as the sub-parcel of non-transferable votes.
- STV47.6 The returning officer is, in accordance with this rule and rule STV48, to transfer each sub-parcel of ballot documents referred to in rule STV47.5(a) to the candidate for whom the next available preference is given on those ballot documents.
- STV47.7 The vote on each ballot document transferred under rule STV47.6 shall be at:
- (a) a transfer value calculated as set out in rule STV47.4(b), or
 - (b) at the value at which that vote was received by the candidate from whom it is now being transferred,
- whichever is the less.
- STV47.8 Each transfer of a surplus constitutes a stage in the count.
- STV47.9 Subject to rule STV47.10, the returning officer shall proceed to transfer transferable ballot documents until no candidate who is deemed to be elected has a surplus or all the vacancies have been filled.
- STV47.10 Transferable ballot documents shall not be liable to be transferred where any surplus or surpluses which, at a particular stage of the count, have not already been transferred, are:
- (a) less than the difference between the total vote then credited to the continuing candidate with the lowest recorded vote and the vote of the candidate with the next lowest recorded vote, or
 - (b) less than the difference between the total votes of the two or more continuing candidates, credited at that stage of the count with the lowest recorded total numbers of votes and the candidate next above such candidates.
- STV47.11 This rule does not apply at an election where there is only one vacancy.

STV48. Supplementary provisions on transfer

- STV48.1 If, at any stage of the count, two or more candidates have surpluses, the transferable ballot documents of the candidate with the highest surplus shall be transferred first, and if:

- (a) The surpluses determined in respect of two or more candidates are equal, the transferable ballot documents of the candidate who had the highest recorded vote at the earliest preceding stage at which they had unequal votes shall be transferred first, and
 - (b) the votes credited to two or more candidates were equal at all stages of the count, the returning officer shall decide between those candidates by lot, and the transferable ballot documents of the candidate on whom the lot falls shall be transferred first.
- STV48.2 The returning officer shall, on each transfer of transferable ballot documents under rule STV47:
- (a) record the total value of the votes transferred to each candidate,
 - (b) add that value to the previous total of votes recorded for each candidate and record the new total,
 - (c) record as non-transferable votes the difference between the surplus and the total transfer value of the transferred votes and add that difference to the previously recorded total of non-transferable votes, and
 - (d) compare:
 - (i) the total number of votes then recorded for all of the candidates, together with the total number of non-transferable votes, with
 - (ii) the recorded total of valid first preference votes.
- STV48.3 All ballot documents transferred under rule STV47 or STV49 shall be clearly marked, either individually or as a sub-parcel, so as to indicate the transfer value recorded at that time to each vote on that ballot document or, as the case may be, all the ballot documents in that sub-parcel.
- STV48.4 Where a ballot document is so marked that it is unclear to the returning officer at any stage of the count under rule STV47 or STV49 for which candidate the next preference is recorded, the returning officer shall treat any vote on that ballot document as a non-transferable vote; and votes on a ballot document shall be so treated where, for example, the names of two or more candidates (whether continuing candidates or not) are so marked that, in the opinion of the returning officer, the same order of preference is indicated or the numerical sequence is broken.

STV49. Exclusion of candidates

- STV49.1 If:
- (a) all transferable ballot documents which under the provisions of rule STV47 (including that rule as applied by rule STV49.11) and this rule are required to be transferred, have been transferred, and
 - (b) subject to rule STV50, one or more vacancies remain to be filled,
- the returning officer shall exclude from the election at that stage the candidate with the then lowest vote (or, where rule STV49.12 applies, the candidates with the then lowest votes).
- STV9.2 The returning officer shall sort all the ballot documents on which first preference votes are given for the candidate or candidates excluded under rule STV49.1 into two sub-parcels so that they are grouped as:
- (a) ballot documents on which a next available preference is given, and
 - (b) ballot documents on which no such preference is given (thereby including ballot documents on which preferences are given only for candidates who

- are deemed to be elected or are excluded).
- STV49.3 The returning officer shall, in accordance with this rule and rule STV48, transfer each sub-parcel of ballot documents referred to in rule STV49.2 to the candidate for whom the next available preference is given on those ballot documents.
- STV49.4 The exclusion of a candidate, or of two or more candidates together, constitutes a further stage of the count.
- STV49.5 If, subject to rule STV50, one or more vacancies still remain to be filled, the returning officer shall then sort the transferable ballot documents, if any, which had been transferred to any candidate excluded under rule STV49.1 into sub- parcels according to their transfer value.
- STV49.6 The returning officer shall transfer those ballot documents in the sub-parcel of transferable ballot documents with the highest transfer value to the continuing candidates in accordance with the next available preferences given on those ballot documents (thereby passing over candidates who are deemed to be elected or are excluded).
- STV49.7 The vote on each transferable ballot document transferred under rule STV49.6 shall be at the value at which that vote was received by the candidate excluded under rule STV49.1.
- STV9.8 Any ballot documents on which no next available preferences have been expressed shall be set aside as non-transferable votes.
- STV49.9 After the returning officer has completed the transfer of the ballot documents in the sub-parcel of ballot documents with the highest transfer value he or she shall proceed to transfer in the same way the sub-parcel of ballot documents with the next highest value and so on until he has dealt with each sub-parcel of a candidate excluded under rule STV49.1.
- STV49.10 The returning officer shall after each stage of the count completed under this rule:
- (a) record:
 - (i) the total value of votes, or
 - (ii) the total transfer value of votes transferred to each candidate,
 - (b) add that total to the previous total of votes recorded for each candidate and record the new total,
 - (c) record the value of non-transferable votes and add that value to the previous non-transferable votes total, and
 - (d) compare:
 - (i) the total number of votes then recorded for each candidate together with the total number of non-transferable votes, with
 - (ii) the recorded total of valid first preference votes.
- STV49.11 If after a transfer of votes under any provision of this rule, a candidate has a surplus, that surplus shall be dealt with in accordance with rules STV47.5 to STV47.10 and rule STV48.
- STV49.12 Where the total of the votes of the two or more lowest candidates, together with any surpluses not transferred, is less than the number of votes credited to the next lowest candidate, the returning officer shall in one operation exclude such two or more candidates.
- STV49.13 If when a candidate has to be excluded under this rule, two or more candidates each have the same number of votes and are lowest:

- (a) regard shall be had to the total number of votes credited to those candidates at the earliest stage of the count at which they had an unequal number of votes and the candidate with the lowest number of votes at that stage shall be excluded, and
- (b) where the number of votes credited to those candidates was equal at all stages, the returning officer shall decide between the candidates by lot and the candidate on whom the lot falls shall be excluded.

STV50. Filling of last vacancies

- STV50.1 Where the number of continuing candidates is equal to the number of vacancies remaining unfilled the continuing candidates shall thereupon be deemed to be elected.
- STV50.2 Where only one vacancy remains unfilled and the votes of any one continuing candidate are equal to or greater than the total of votes credited to other continuing candidates together with any surplus not transferred, the candidate shall thereupon be deemed to be elected.
- STV50.3 Where the last vacancies can be filled under this rule, no further transfer of votes shall be made.

STV51. Order of election of candidates

- STV51.1 The order in which candidates whose votes equal or exceed the quota are deemed to be elected shall be the order in which their respective surpluses were transferred, or would have been transferred but for rule STV47.10.
- STV51.2 A candidate credited with a number of votes equal to, and not greater than, the quota shall, for the purposes of this rule, be regarded as having had the smallest surplus at the stage of the count at which he obtained the quota.
- STV51.3 Where the surpluses of two or more candidates are equal and are not required to be transferred, regard shall be had to the total number of votes credited to such candidates at the earliest stage of the count at which they had an unequal number of votes and the surplus of the candidate who had the greatest number of votes at that stage shall be deemed to be the largest.
- STV51.4 Where the number of votes credited to two or more candidates were equal at all stages of the count, the returning officer shall decide between them by lot and the candidate on whom the lot falls shall be deemed to have been elected first.

FPP51. Equality of votes

- FPP51.1 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

FPP52. Declaration of result for contested elections

- FPP52.1 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 council of governors from the constituency, or class within a 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 [insert name] NHS Trust by section 33(4) 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.
- FPP52.2 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 FPP44.5,
 - (c) the number of rejected text voting records under each of the headings in rule FPP44.10,
- available on request.

STV52. Declaration of result for contested elections

- STV52.1 In a contested election, when the result of the poll has been ascertained, the returning officer is to:
- (a) declare the candidates who are deemed to be elected under Part 6 of these rules as 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 [insert name] NHS Trust by section 33(4) 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 who he or she has declared elected.
- STV52.2 The returning officer is to make:
- (a) the number of first preference votes for each candidate whether elected or not,
 - (b) any transfer of votes,
 - (c) the total number of votes for each candidate at each stage of the count at

- which such transfer took place,
- (d) the order in which the successful candidates were elected, and
 - (e) the number of rejected ballot papers under each of the headings in rule STV44.1,
 - (f) the number of rejected text voting records under each of the headings in rule STV44.3,

available on request.

53. Declaration of result for uncontested elections

53.1 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

54. Sealing up of documents relating to the poll

54.1 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, internet voting records, telephone voting records and text voting records,
- (b) the ballot papers and text voting records endorsed with “rejected in part”,
- (c) the rejected ballot papers and text voting records, and
- (d) the statement of rejected ballot papers and the statement of rejected text voting records,

and ensure that complete electronic copies of the internet voting records, telephone voting records and text voting records created in accordance with rule 26 are held in a device suitable for the purpose of storage.

54.2 The returning officer must not open the sealed packets of:

- (a) the disqualified documents, with the list of disqualified documents inside it,
- (b) the list of spoilt ballot papers and the list of spoilt text message votes,
- (c) the list of lost ballot documents, and
- (d) the list of eligible voters,

or access the complete electronic copies of the internet voting records, telephone voting records and text voting records created in accordance with rule 26 and held in a device suitable for the purpose of storage.

54.3 The returning officer must 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, or class within a constituency, to which the election relates.

55. Delivery of documents

55.1 Once the documents relating to the poll have been sealed up and endorsed pursuant to rule 56, the returning officer is to forward them to the chair of the corporation.

56. Forwarding of documents received after close of the poll

56.1 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 voting information are made too late to enable new voting information 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.

57. Retention and public inspection of documents

57.1 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 board of directors of the corporation, cause them to be destroyed.

57.2 With the exception of the documents listed in rule 58.1, 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.

57.3 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.

58. Application for inspection of certain documents relating to an election

58.1 The corporation may not allow:

- (a) the inspection of, or the opening of any sealed packet containing –
 - (i) any rejected ballot papers, including ballot papers rejected in part,
 - (ii) any rejected text voting records, including text voting records rejected in part,
 - (iii) any disqualified documents, or the list of disqualified documents,
 - (iv) any counted ballot papers, internet voting records, telephone voting records or text voting records, or
 - (v) the list of eligible voters, or
- (b) access to or the inspection of the complete electronic copies of the internet voting records, telephone voting records and text voting records created in accordance with rule 26 and held in a device suitable for the purpose of storage,

by any person without the consent of the board of directors of the corporation.

58.2 A person may apply to the board of directors of the corporation to inspect any of the documents listed in rule 58.1, and the board of directors of the corporation may only consent to such inspection if it is satisfied that it is necessary for the purpose of questioning an election pursuant to Part 11.

58.3 The board of directors of the corporation'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.

58.4

On an application to inspect any of the documents listed in rule 58.1 the board of directors of the corporation must:

- (a) in giving its consent, and
- (b) in making the documents available for inspection

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 NHS Improvement has declared that the vote was invalid.

PART 9: DEATH OF A CANDIDATE DURING A CONTESTED ELECTION

FPP59. Countermand or abandonment of poll on death of candidate

- FPP59.1 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 voting information has been issued, direct that the poll be abandoned within that constituency or class, 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.
- FPP59.2 Where a new election is ordered under rule FPP59.1, 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 or class.
- FPP59.3 Where a poll is abandoned under rule FPP59.1(a), rules FPP59.4 to FPP59.7 are to apply.
- FPP59.4 The returning officer shall not take any step or further step to open envelopes or deal with their contents in accordance with rules 38 and 39, and is to make up separate sealed packets in accordance with rule 40.
- FPP59.5 The returning officer is to:
- (a) count and record the number of ballot papers, internet voting records, telephone voting records and text voting records that have been received,
 - (b) seal up the ballot papers, internet voting records, telephone voting records and text voting records into packets, along with the records of the number of ballot papers, internet voting records, telephone voting records and text voting records and
- ensure that complete electronic copies of the internet voting records telephone voting records and text voting records created in accordance with rule 26 are held in a device suitable for the purpose of storage.
- FPP59.6 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, or class within a constituency, to which the election relates.
- FPP59.7 Once the documents relating to the poll have been sealed up and endorsed pursuant to rules FPP59.4 to FPP59.6, the returning officer is to deliver them to the chairman of the corporation, and rules 57 and 58 are to apply.

STV59. Countermand or abandonment of poll on death of candidate

- STV59.1 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) publish a notice stating that the candidate has died, and
- (b) proceed with the counting of the votes as if that candidate had been excluded from the count so that –
 - (i) ballot documents which only have a first preference recorded for the candidate that has died, and no preferences for any other candidates, are not to be counted, and
 - (ii) ballot documents which have preferences recorded for other candidates are to be counted according to the consecutive order of those preferences, passing over preferences marked for the candidate who has died.

STV59.2 The ballot documents which have preferences recorded for the candidate who has died are to be sealed with the other counted ballot documents pursuant to rule 54.1(a).

PART 10: ELECTION EXPENSES AND PUBLICITY

Election expenses

60. Election expenses

60.1 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 made to NHS Improvement under Part 11 of these rules.

61. Expenses and payments by candidates

61.1 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.

62. Election expenses incurred by other persons

62.1 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.

62.2 Nothing in this rule is to prevent the corporation from incurring such expenses, and making such payments, as it considers necessary pursuant to rules 63 and 64.

Publicity

63. Publicity about election by the corporation

63.1 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.

63.2 Any information provided by the corporation about the candidates, including information compiled by the corporation under rule 64, 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.

63.3 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.

64. Information about candidates for inclusion with voting information

64.1 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.

64.2 The information must consist of:

- (a) a statement submitted by the candidate of no more than 250 words,
- (b) if voting by telephone or text message is a method of polling for the election, the numerical voting code allocated by the returning officer to each candidate, for the purpose of recording votes using the telephone voting facility or the text message voting facility (“numerical voting code”), and
- (c) a photograph of the candidate.

65. Meaning of “for the purposes of an election”

65.1 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.

65.2 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 11: QUESTIONING ELECTIONS AND THE CONSEQUENCE OF IRREGULARITIES

66. Application to question an election

- 66.1 An application alleging a breach of these rules, including an electoral irregularity under Part 10, may be made to NHS Improvement for the purpose of seeking a referral to the independent election arbitration panel (IEAP).
- 66.2 An application may only be made once the outcome of the election has been declared by the returning officer.
- 66.3 An application may only be made to NHS Improvement 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.
- 66.4 The application must:
- (a) describe the alleged breach of the rules or electoral irregularity, and
 - (b) be in such a form as the independent panel may require.
- 66.5 The application must be presented in writing within 21 days of the declaration of the result of the election. NHS Improvement will refer the application to the independent election arbitration panel appointed by NHS Improvement.
- 66.6 If the independent election arbitration panel requests further information from the applicant, then that person must provide it as soon as is reasonably practicable.
- 66.7 NHS Improvement shall delegate the determination of an application to a person or panel of persons to be nominated for the purpose.
- 66.8 The determination by the IEAP shall be binding on and shall be given effect by the corporation, the applicant and the members of the constituency (or class within a constituency) including all the candidates for the election to which the application relates.
- 66.9 The IEAP may prescribe rules of procedure for the determination of an application including costs.

67. Secrecy

67.1 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 voting information or who has or has not voted,
- (ii) the unique identifier on any ballot paper,
- (iii) the voter ID number allocated to any voter,
- (iv) the candidate(s) for whom any member has voted.

67.2 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 or the voter ID number allocated to a voter.

67.3 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.

68. Prohibition of disclosure of vote

68.1 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.

69. Disqualification

69.1 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.

70. Delay in postal service through industrial action or unforeseen event

70.1 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,

the returning officer may extend the time between the publication of the notice of the poll and the close of the poll by such period as he or she considers appropriate.

ANNEX 6
STANDING ORDERS FOR THE PRACTICE AND PROCEDURE OF THE
COUNCIL OF GOVERNORS

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. MEETINGS OF THE COUNCIL OF GOVERNORS

2.1 Calling Meetings

- 2.1.1 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 Council of Governors to all Governors. Notice will also be published on the Trust's website.
- 2.1.2 The Secretary shall ensure that within the meeting cycle of the Council of Governors, general meetings are called at appropriate times to consider matters as required by the 2006 Act and the Constitution.
- 2.1.3 If the Chair fails to call a meeting of the Council of Governors after a requisition for that purpose, signed by at least one-third of the whole number of the Council of Governors has been presented to him at Trust Headquarters, such one third or more members of the Council of Governors may forthwith call a meeting.
- 2.1.4 **Admission of the Public and the Press**– The meetings of the Council of Governors shall be open to members of the public and press unless the Council of Governors decides otherwise in relation to all of the meeting for reasons of confidentiality, or on other proper grounds, or for other special reasons. Matters to be dealt with by the Council of Governors following the exclusion of members of the public and/or press shall be confidential to the members of the Council of Governors. Governors 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.
- 2.1.5 In the event that the public and press are admitted to all or part of a meeting by reason of SO 2.1.4 above, the Chair (or [Vice 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 Council's business shall be conducted without interruption and disruption and the public will be required to withdraw upon the Council of Governors 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".
- 2.1.6 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 Council of Governor meetings.
- 2.1.7 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 Council of Governors. Such permission shall be granted only upon resolution of the Trust.
- 2.1.8 The Council of Governors may agree further provisions in respect of the admission of the public and the press, to be set out in a policy.

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- 2.1.9 **Chair of Meetings** – The Chair of the Trust, or in his absence, the [Vice Chair](#), is to preside at meetings of the Council of Governors.
- 2.1.10 The [Vice Chair](#) may preside at meetings of the Council of Governors in the following circumstances:
- 2.1.10.1 When there is a need for someone to have the authority to chair any meeting of the Council of Governors when the Chair is not present.
 - 2.1.10.2 On those occasions when the Council of Governors is considering matters relating to Non-Executive Directors and it would be inappropriate for the Chair to preside.
 - 2.1.10.3 When the remuneration, allowance and other terms and conditions of the Chair are being considered.
 - 2.1.10.4 When the appointment of the Chair is being considered, should the current Chair be a candidate for re-appointment.
 - 2.1.10.5 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 Council of Governors.
- 2.1.11 **Setting the Agenda** – The Council of Governors may determine that certain matters shall appear on every agenda for a meeting of the Council of Governors and shall be addressed prior to any other business being conducted.
- 2.1.12 **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.
- 2.1.13 **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 SO 2.1.13, subject to the Chair's discretion.
- 2.1.14 **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.
- 2.1.15 **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 SO 2.1.14 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 Council of Governors, 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.
- 2.1.16 **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.
- 2.1.17 When a motion is under discussion or immediately prior to discussion it shall be open to a Governor to move:
- 2.1.17.1 An amendment to the motion.

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2.1.17.2 The adjournment of the discussion or the meeting.

2.1.17.3 That the meeting proceed to the next business.

2.1.17.4 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.

2.1.18 **Chair's Ruling** – Statements of Governors made at meetings of the Council of Governors 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).

2.1.19 **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.

2.1.20 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.

2.1.21 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.

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

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

2.1.24 **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.

2.1.25 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.

2.1.26 **Suspension of Standing Orders** – Except where this would contravene any statutory provision, or any provision of the Constitution, any one or more of the SO's may be suspended at any meeting provided that at least two thirds of the Council of Governors are present, including one Public Governor and one Staff Governor, and that a majority of those present vote in favour of suspension.

2.1.27 A decision to suspend SO's shall be recorded in the minutes of the meeting.

2.1.28 A separate record of matters discussed during the suspension of SO's shall be made and shall be available to the Governors.

2.1.29 No formal business may be transacted while SO's are suspended.

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

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- 2.1.31 **Quorum** – A meeting of the Council of Governors 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 (excluding those Governors representing the Staff Constituency).
- 2.1.32 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.
- 2.1.33 Subject to SO's in relation to interests, any Director or their nominated representatives shall have the right to attend meetings of the Council of Governors and, subject to the overall control of the Chair, to speak to any item under consideration.

3. COMMITTEES

- 3.1 Except as required by paragraph 9 of this Annex 6, the Council of Governors 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.

4. DECLARATIONS OF INTERESTS AND REGISTER OF INTERESTS

- 4.1 **Declaration of Interests** – in accordance with 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.
- 4.2 A Governor must declare to the Secretary:
- 4.2.1 any pecuniary interest, direct or indirect, in any contract, proposed contract or other matter concerning the Trust, and
- 4.2.2 any interests which are relevant and material to the business of the Trust.
- 4.3 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 SO's 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.
- 4.4 If a Governor is present at a meeting of the Council of Governors and has an interest of any sort in any matter which is the subject of consideration, he shall at the meeting and as soon as practicable after its commencement disclose the fact and shall not vote on any question with respect to the matter and, if he has declared a pecuniary interest, he shall not take part in the consideration or discussion of the matter. The provisions of this paragraph are subject to paragraph 4.5.
- 4.5 "relevant and material" interests may include but may not be limited to the following:
- 4.5.1 directorships, including non-executive directorships held in private companies or PLCs (with the exception of those of dormant companies);
- 4.5.2 ownership or part-ownership or directorships of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS;

- 4.5.3 majority or controlling share holdings in organisations likely or possibly seeking to do business with the NHS;
- 4.5.4 a position of authority in a charity or voluntary organisation in the field of health and social care;
- 4.5.5 any connection with a voluntary or other organisation contracting for or commissioning NHS services;
- 4.5.6 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;
- 4.5.7 research funding/grants that may be received by an individual or their department;
- 4.5.8 interests in pooled funds that are under separate management.
- 4.6 Any travelling or other expenses or allowances payable to a Governor in accordance with this Constitution shall not be treated as a pecuniary interest.
- 4.7 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:
 - 4.7.1 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
 - 4.7.2 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.
- 4.8 A Governor shall not be treated as having a pecuniary interest in any contract, proposed contract or other matter by reason only:
 - 4.8.1 of his membership of a company or other body, if he has no beneficial interest in any securities of that company or other body;
 - 4.8.1 of an interest in any company, body, or person with which he is connected as mentioned in paragraphs 4.2, 4.5 and 4.7, 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.
- 4.9 Where a Governor:
 - 4.9.1 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
 - 4.9.1 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
 - 4.9.3 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;
- 4.10 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.
- 4.11 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 SO's to be also an interest of the other.

- 4.12 If Governors have any doubt about the relevance of an interest, this should be discussed with the Trust Secretary.
- 4.13 **Register of Interests** - the Trust Secretary shall record any declarations of interest made in a Register of Interests kept by him in accordance with paragraph 36 of the Constitution. Any interest declared at a meeting shall also be recorded in the minutes of the meeting.
- 4.14 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.

5. STANDARDS OF BUSINESS CONDUCT

- 5.1 **Policy** – in relation to their conduct as a Governor of the Trust, each Governor must comply with the Code of Conduct for Governors. 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.
- 5.2 **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.
- 5.3 A Governor shall not solicit for any person any appointment in the Trust.

6. REMUNERATION

- 6.1 Governors are not to receive remuneration.

7. PAYMENT OF EXPENSES TO GOVERNORS

- 7.1 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 Trust Secretary as being under the auspices of the Council of Governors.
- 7.2 Expenses will be authorised and reimbursed through the Trust Secretary's office on receipt of a completed and signed expenses form provided by the Trust Secretary.
- 7.3 A summary of expenses paid to Governors will be published in the Trust's Annual Report.

8. MISCELLANEOUS

- 8.1 **Review of Standing Orders** – These Standing Orders shall be reviewed annually by the Council of Governors and any requirements for amendments must be approved by both the Board of Directors and the Council of Governors.
- 8.2 Vice Chair – In relation to any matter concerning the Council of Governors or a Governor outside a meeting of the Council of Governors, which arises the Vice Chair may exercise such power as the Chair would have in those circumstances.
- 8.3 **Notice** – Any written notice required by these SO's shall be deemed to have been given on the day the notice was sent to the recipient.
- 8.4 **Confidentiality** – A Governor shall not disclose any matter reported to the Council of Governors notwithstanding that the matter has been reported or action has been concluded, if the Council of Governors shall resolve that it is confidential.

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9. COUNCIL OF GOVERNORS : NOMINATIONS AND APPOINTMENTS COMMITTEE

- 9.1 The Chair and other Non-Executive Directors shall be appointed following a process of open competition conducted in accordance with a policy to be agreed by the Council of Governors.
- 9.2 The Council of Governors 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 Terms of Reference to be approved by the Council of Governors.

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ANNEX 7
STANDING ORDERS FOR THE PRACTICE AND PROCEDURE OF THE BOARD OF DIRECTORS

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 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.

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 of the meeting for reasons of confidentiality, or on other proper grounds, or for other special reasons. 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 by reason of SO 3.1 above, the Chair (or Vice 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".

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3.3 The Board of Directors may agree further provisions in respect of the admission of the public and the press, to be set out in a policy.

3.4 **Observers at Board Meetings** - 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.

3.4A The Trust may appoint Non-Executive Directors (Designate) to the Board of Directors on such terms as the Board of Directors may direct. Non-Executive Directors (Designate) will attend Board of Director meetings and relevant Committee meetings at the discretion of the Chair, and will play an active role in such meetings by providing advice and appropriate challenge across the range of Trust healthcare services and supporting business areas. For the avoidance of doubt, Non-Executive Directors (Designate) are not formally appointed as members of the Board of Directors and, should circumstances arise, will not be eligible to vote.

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3.5 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 Committees. Such permission shall be granted only upon resolution of the Trust.

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

3.7 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.

3.8 **Notice of Meetings** – Before each meeting of the Board, a written notice of the meeting, specifying the business proposed to be transacted at it 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.

- 3.9 Want of service of the notice on any Director shall not affect the validity of a meeting.
- 3.10 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 3.21.
- 3.11 Agendas will normally be sent to members of the Board five days before the meeting and supporting papers, whenever possible, shall accompany the agenda, but will certainly be despatched no later than five 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.
- 3.12 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 on the Trust's website at least five clear days before the meeting.
- 3.13 **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).
- 3.14 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.
- 3.15 **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.
- 3.16 **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 Vice Chair, if there is one and he/she is present, shall preside. If the Chair and Vice Chair are absent, such Non-Executive as the Directors present shall choose shall preside.
- 3.17 If the Chair is absent temporarily on the grounds of a declared conflict of interest the Vice Chair, if present, shall preside. If the Chair and Vice Chair are absent, or are disqualified from participating, such Non-Executive Director as the Directors present shall choose shall preside.
- 3.18 **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 3.21.8, this paragraph shall not prevent any motion being moved during the meeting without notice on any business mentioned on the agenda.
- 3.19 **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.
- 3.20 **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

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Standing Order 3.19 shall not apply to motions moved in pursuance of a report or recommendations of a Committee or the Chief Executive.

- 3.21 **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

- 3.21.1 Subject to the agreement of the Chair and SO 3.22 below, a Director may give written notice of an emergency motion after the issue of the notice of meeting and agenda (by reason of 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.

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

- 3.22.1 an amendment to the motion;
- 3.22.2 the adjournment of the discussion or the meeting;
- 3.22.3 that the meeting proceed to the next business; (*)
- 3.22.4 the appointment of an ad hoc committee to deal with a specific item of business;
- 3.22.5 that the motion be now put; (*)
- 3.22.6 that a Director be not further heard; (*)
- 3.22.7 that the public be excluded pursuant to SO 3.1;

- 3.23 *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.

- 3.24 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;

- 3.25 the Chair may (at his 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.

- 3.26 **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.

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- 3.27 **Voting** - Save as provided in SO 3.32 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.
- 3.28 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.
- 3.29 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.
- 3.30 If a Director so requests, his/her vote shall be recorded by name upon any vote (other than by paper ballot).
- 3.31 In no circumstances may an absent Director vote by proxy. Absence is defined as being absent at the time of the vote.
- 3.32 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.
- 3.33 **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.
- 3.34 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.
- 3.35 Minutes shall be circulated in accordance with Director wishes. Where providing a record of a meeting in public the minutes shall be made available to the public. 3.36 **Joint Directors** – Where the Office of a Director is shared jointly by more than one person:
- 3.36.1 either or both of those persons may attend or take part in meetings of the Board:
- 3.36.2 if both are present at a meeting they should cast one vote if they agree:
- 3.36.3 in the case of disagreements no vote should be cast:
- 3.36.4 the presence of either or both of those persons should count as the presence of one person for the purposes of SO 3.38 (Quorum).
- 3.37 **Suspension of Standing Orders** – Except where it would contravene any statutory provision or any provision in the Constitution, 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.
- 3.38 A decision to suspend Standing Orders shall be recorded in the minutes of the meeting.
- 3.39 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.
- 3.40 No formal business may be transacted while Standing Orders are suspended.

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

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

3.43 **Quorum** – No business shall be transacted at a meeting unless at least one half of the whole number of the voting Chair and Directors appointed are present (including at least two Non-Executive Directors and one Executive Director, and a majority of Non-Executive Directors).

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

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3.45 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, 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 NHS Improvement 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 NHS Improvement), 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 The Board of Directors may appoint committees consisting wholly or partly of persons who are not Executive Directors or Non-Executive Directors of the Trust for any purpose that is calculated or likely to contribute, or assist it in the exercise of its powers. It may delegate powers to such committees only if the membership consists wholly of Directors.
- 5.6 Where committees are authorised to establish sub-committees they may not delegate executive powers to the sub-committee unless expressly authorised by the Board.
- 5.7 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.

- 5.8 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.
- 5.9 The Trust Board of Directors shall establish an Audit Committee and Remuneration and Nomination Committee, as standing Committees of the Trust Board of Directors. In addition, the Trust Board of Directors shall establish such other Committees as it deems necessary and appropriate from time to time.

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 36 and 37 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 affect 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.

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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; OR, one Director and the Trust 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) and authorised and countersigned by the Chief Executive (or an Officer nominated by him 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 applications of the Trust seal 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).

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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 of Standing Orders.

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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, Gifts 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 and any requirements for amendments must be directed to both the Board of Directors and the Council of Governors. The requirement for review extends to all documents having the effect as if incorporated in Standing Orders.

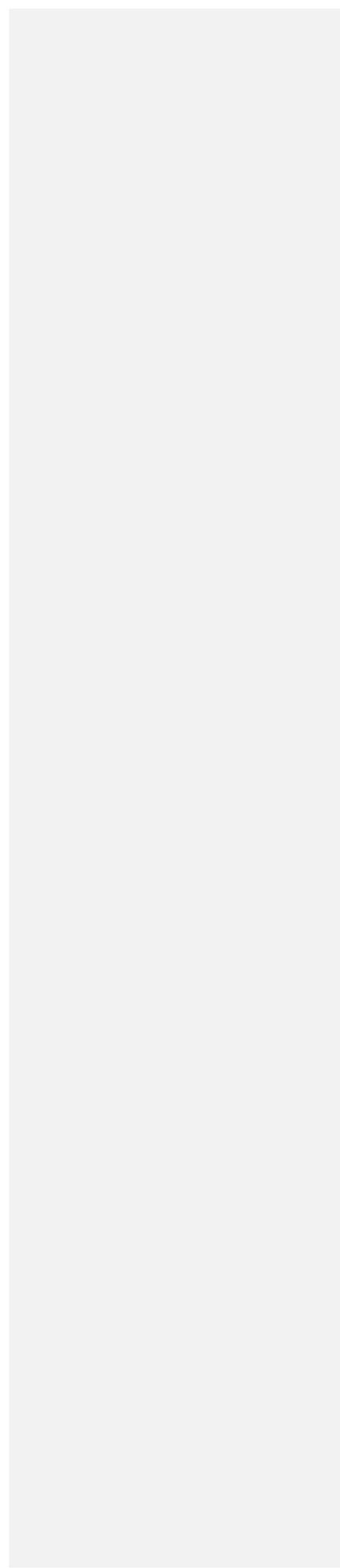
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11.4 The Board may confirm contracts to purchase from a voluntary organisation or a local authority using appropriate powers under the 2006 Act and shall comply with procedures laid down by the Finance Director which shall be in accordance with this Act.

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**ANNEX 8
COUNCIL OF GOVERNORS CODE OF CONDUCT**

UNIVERSITY HOSPITALS BRISTOL NHS FOUNDATION TRUST

CODE OF CONDUCT FOR GOVERNORS

1. Introduction

1.1 As defined by legislation, the Trust's Council of Governors have a formal role in the governance of the Trust, working with the Board of Directors to promote the success of the organisation for its members and the public. To support the proper discharge of the Council of Governors' statutory duties and to promote the success of the relationship between the Council of Governors and the Board of Directors, it is essential that Governors adopt high standards of personal conduct. Recognising this, this document sets out the Council's expectations for the way in which Governors will conduct themselves in all aspects of their role within the Trust.

2. Framework for Council of Governors

2.1 The Trust operates within a legal, regulatory and governance framework which includes the NHS Act 2006, the Health and Social Care Act 2012, the Foundation Trust Code of Governance and the Trust's Constitution. The Constitution defines the composition of the Council of Governors and the arrangements for appointing (and, where necessary, removing) Governors. The Constitution's annexes include the Standing Orders for the Council of Governors and Board of Directors.

2.2 This Code of Conduct is subject to the Constitution; nothing within this shall take precedence over or in any way amend the Constitution or any legal or regulatory requirements. This Code of Conduct is to be read in the context of that legal and regulatory framework.

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3. Role of the Council of Governors

3.1 The role of the Council of Governors is defined in law and in NHS Improvement's regulatory and governance framework. Although the role definition is not repeated here it is important as context for this Code of Conduct to recognise that good governance in the Trust depends upon active and constructive engagement between the Board of Directors and the Council of Governors. Adopting this approach will ensure that the Council of Governors is able to discharge its statutory duties, particularly in relation to:

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3.1.1 Holding the Non-Executive Directors individually and collectively to account for the performance of the Board; and

3.1.2 Representing the interests of the members as a whole and of the public

4. Board of Directors/Council of Governors Engagement

4.1 The Constitution and supporting guidance commit the Board of Directors and the Council of Governors (as a whole and Governors individually) to engaging proactively and constructively with the Board of Directors, acting through the Chairman, Senior Independent Director and the Lead Governor where appropriate according to their roles.

4.2 The Council of Governors will work with the Board of Directors for the best interests of the Trust as a whole, taking into account all relevant advice and information presented to, or requested by, the Council of Governors. The Council of Governors will not unduly delay responses to proposals or other reports from the Board of Directors, acting proactively to agree with the Board of Directors the information which the Council of Governors will need in order properly to discharge its statutory duties.

5. Conduct of Governors

5.1 This section of the Code sets out the conduct which all Governors agree to abide by. These commitments are in addition to compliance with NHS Improvement's requirements, the Code of Governance ~~and~~ the Constitution.

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5.1.1 Personal Conduct

Governors agree that they will:

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- a) Act in the best interests of patients and the Trust as a whole in the delivery of services within relevant financial and operational parameters, seeking at all times to properly discharge their statutory duties;
- b) Comply at all times with legal and regulatory requirements and with the Constitution, Standing Orders, relevant Terms of Reference, policies and guidance;
- c) Be honest and act with integrity and probity at all times;
- d) Respect and treat with dignity and fairness, the public; patients; relatives; carers; NHS staff and partners in other agencies;
- e) Respect and value all Governors and Directors as colleagues;
- f) Not seek to profit from their position as a Governor or in any way use their position to gain advantage for any person;
- g) Accept responsibility for their actions and generally take seriously the responsibilities which are commensurate with the decision-making rights assigned to the Council of Governors through the legal and regulatory framework;
- h) Ensure that the interests of the members as a whole and the public are represented and upheld in decision making such that in accordance with the requirements of the Constitution and relevant policies, those decisions are not influenced by gifts or inducements or any interests outside the Trust;
- i) Not be influenced in any way and not represent any outside interests which they may hold, including any membership of trade unions or political organisations;
- j) Ensure that no person is discriminated against on grounds of religion or belief; ethnic origin; gender; marital status; age; disability; sexual orientation or socio-economic status;
- k) Show their commitment to team working by working constructively with their fellow Governors and the Board of Directors as well as with their colleagues in the NHS and the wider community;
- l) Not make, permit or knowingly allow to be made, any untrue; misleading or misrepresentative statement either relating to their own role or to the functions or business of the Trust;
- m) At all times, uphold the values and core principles of the NHS and the Trust as set out in its Constitution;
- n) Conduct themselves in a manner which reflects positively on the Trust and not in any manner which could be regarded as bringing it into disrepute;
- o) Seek to ensure that the membership of the constituency from which they are elected/their appointing organisation is both properly informed and represented
- p) At all times, uphold the seven principles of public life as set out by the Committee on Standards in Public Life (also known as the Nolan Principles) as below:
 - (i) Selflessness: Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves; their family or friends or other interested parties.
 - (ii) 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.
 - (iii) Objectivity: In carrying out public business, including making public appointments; awarding contracts or recommending individuals for awards or benefits, holders of public office should make choices on merit.
 - (iv) Accountability: Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever

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- scrutiny is appropriate to their office.
- (v) Openness: Holders of public office should be as open as possible about all the decision and actions they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.
- (vi) 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.
- (vii) Leadership: Holders of public office shall promote and support these principles by leadership and example.

q) seek advice from the Chairman or the Trust Secretary on matters relating the Constitution, governance requirements or conduct, and have regard to the advice given to them.

5.1.2 Confidentiality

Governors agree that they will:

- r) Respect the confidentiality of the information they are made privy to as a result of their membership of the Council of Governors, except where information is made available in the public domain.
- s) Understand, endorse and promote the Trust's [Data Protection Policy](#) in every aspect of their work. A copy of this policy will be provided to each Governor and training will be provided where necessary.
- t) Make no public statements on behalf of the Trust or communicate in any way with the media without the prior consent of the Chairman or a designated officer from the Trust's Communications Department.

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5.1.3 Declaration of Interests

Governors agree that:

- u) It is essential for good corporate governance and to maintain public confidence in the Trust that all decision making is robust and transparent. To support this, the Constitution and the Trust's Policy on [the Register of Interests, Gifts and Hospitality](#), set out requirements for Governors to declare relevant interests (as defined in the Constitution).
- v) Governors will declare interests on request from the Trust Secretary or, as required by the Constitution, whenever they become aware of a potential conflict of interest in respect of a matter being considered by the Council of Governors. Governors should seek advice from the Trust Secretary or the Chairman where they are unsure as to whether an interest needs to be declared. Declared interests will be included in a Register of Interests, which will be published

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6. Participation in Meetings and in Training and Development

- 6.1 The Council of Governors will hold a number of meetings per year, the number to be determined by the Chairman. The schedule for these meetings and for other activities will be proposed by the Trust Secretary and is subject to approval by the Council of Governors.
- 6.2 It is expected that Governors will attend meetings of the Council of Governors and any committees, to which they are appointed, but it is accepted that there will be occasions on which Governors cannot attend, in which case they will give apologies for absence.
- 6.3 The Constitution provides for the Council of Governors to remove any Governor from office where he/she fails to attend two consecutive Council of Governor meetings and

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where the Council is not satisfied that the absence was due to a reasonable cause and that the attendance record will be rectified.

- 6.4 The Board of Directors has a statutory duty to take steps to ensure that the Governors are equipped with the skills and knowledge they need to discharge their responsibilities appropriately. A programme of training and development will be agreed with the Council of Governors and it is expected that Governors will participate in such activities unless, in reasonable circumstances, this is not possible.

7. Upholding this Code of Conduct

- 7.1 Following approval of this Code of Conduct by the Council of Governors, individual Governors agree to comply with all of its content.
- 7.2 Where possible or appropriate, any concerns about the conduct or performance of a Governor will be addressed under the leadership of the Chairman through training, development or other means which are considered appropriate. Where such concerns exist the Chairman will write to the Governor concerned to set out the concerns and the action agreed to rectify or otherwise address them.
- 7.3 The Constitution provides for the circumstances in which a Governor can be removed from office, including where any Governor fails to comply with this Code of Conduct. It is for the Chairman to propose removal from office if this is necessary after all other course of action, including training and development where relevant, have been exhausted. The Constitution provides for an independent review of evidence associated with such a proposal, reflecting the Foundation Trust Code of Governance. As required by the Constitution, it is for the Council of Governors to determine (in accordance with rules set out in the Constitution) whether any Governor should be removed from office following a proposal from the Chairman and an independent review if one is commissioned.

Approved by the Council of Governors on TBC
Approved by the Board of Directors on TBC

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To be reviewed not later than TBC

Deleted: November 2018

ANNEX 9

UNIVERSITY HOSPITALS BRISTOL NHS FOUNDATION TRUST

CODE OF CONDUCT FOR GOVERNORS

DECLARATION OF ACCEPTANCE

I confirm that I have received, read and understood the Code of Conduct for Governors (the Code).

I further confirm that I will comply with the provisions of the Code.

.....
Signature of Governor

.....
Name of Governor

.....
.....
.....
.....
.....
Address for Governor

.....
Date of signature

Please return the completed form to:

The Trust Secretariat
Trust Headquarters
University Hospitals Bristol NHS Foundation Trust

**Report to the Council of Governors meeting to be held on 31 October 2018 at
14:00 in the Conference Room, Trust Headquarters, Marlborough Street,
Bristol, BS1 3NU**

		Agenda Item	6.1
Meeting Title	Council of Governors	Meeting Date	31/10/2018
Report Title	Membership engagement report		
Author	Kate Hanlon, Membership Engagement Manager		
Executive Lead	Eric Sanders, Trust Secretary		
Freedom of Information Status		Open	

Governor Responsibility (please tick any which are impacted on / relevant to this paper)	
Holding the Non-executive Directors to account	<input type="checkbox"/>
Non-executive Director appointments (appraisal review)	<input type="checkbox"/>
Constitutional/forward plans	<input type="checkbox"/>
Member/Public interests	<input checked="" type="checkbox"/>
Significant transaction/private patient increase	<input type="checkbox"/>
Appointment of External Auditor	<input type="checkbox"/>
Appointment of the Chief Executive	<input type="checkbox"/>

Action/Decision Required (please tick any which are relevant to this paper)			
For Decision	<input type="checkbox"/>	For Assurance	<input type="checkbox"/>
For Approval	<input type="checkbox"/>	For Information	<input checked="" type="checkbox"/>

Executive Summary	
<p><u>Purpose:</u> The Trust has a formal requirement to maintain a Foundation Trust membership and a responsibility to engage with its membership. This report provides the Council of Governors with current membership details and a summary of membership engagement activities since the last Council of Governors meeting on 27 July 2018.</p>	
Recommendations	
<p>Members are asked to:</p> <ul style="list-style-type: none"> Note the report in relation to the activities to engage with the Trust Membership. 	
Intended Audience (please tick any which are relevant to this paper)	
Board/Committee Members	<input checked="" type="checkbox"/>
Regulators	<input type="checkbox"/>
Governors	<input checked="" type="checkbox"/>
Staff	<input checked="" type="checkbox"/>
Public	<input checked="" type="checkbox"/>

Membership engagement report

1.0 BACKGROUND

At 16 October 2018, Foundation Trust membership stands at **18,901 members**; the breakdown of members by constituency is shown below. This compares with membership at 6 July 2018 of 19,217 members – the differences are shown in right hand column below.

As previously stated, the decline in public and patient membership numbers is a result of a continued proactive approach in contacting members. Following the mail out of Voices magazine in May/June (to the 69% of members without an email address) the membership office has continued to receive calls from members asking to be removed from the database. The membership office has also received more than 200 newsletters ‘returned to sender’ – and these members have been removed from our database in line with GDPR.

Member Type Breakdown	Total (16/10/18)	Number of governors	Change since 6 July 2018
Public Constituencies	5,101		-166
Bristol	2,564	5	
North Somerset	962	2	
South Gloucester	1,004	2	
Rest of England and Wales	571	2	
Patient Constituencies	3,433		-150
Carer of patients 16 years and over	155	2	
Carer of patients 15 years and under	436	2	
Patient - Local	2,842	6	
Staff Classes	10,367		
Medical and Dental	1,555	1	
Nursing and Midwifery	4,009	2	
Other Clinical Healthcare Professionals	1,751	1	
Non Clinical Healthcare Professionals	3,052	2	

2.0 AREAS OF PROGRESS

An update on areas of progress for the membership office and governors over the last quarter is summarised under the following headings, ‘recruit’, ‘inform’ and ‘involve’:

RECRUIT

Opportunities for members of the public to hear about membership and have access to our governors.

- Governor meet and greet stands in hospital areas – July, September.
- The membership office recorded 13 new members in the last quarter (since 1/7/18).

INFORM

Opportunities for governors to feed back to members about their activities

- Monthly e-newsletter sent to 2,678 members (31%) of public/patient membership with email addresses:
 - o 24 July: Intro by Jenny James – topics covered were the Recognising Success Awards, details about the new transport hub, upcoming Health Matters events, UH Bristol going smoke free, dates for Board and Council of Governors meetings.
 - o 23 August: Intro by Carole Dacombe – topics covered included Above & Beyond's 'write your will fortnight', a link to the special edition of Voices magazine (celebrating the 70th anniversary of the NHS); upcoming meetings and Health Matters events.
 - o 27 September: Intro by Mo Phillips – topics included links to the Annual Report and Accounts; details of the Gromit Unleashed 2 Auction; call for volunteers for cardiology research.
 - o 17 October: Intro by John Rose – topics included a reminder of Health Matters and upcoming Healthier Together event; launch of Healthwatch Bristol's GP survey; request for a lay rep for the End of Life Steering Group.
- Update on the Transport Hub plans sent to members with email addresses on 23 October.
- Youth Involvement Group 2018 newsletter sent to all young members (300+) aged under 18 (including those with postal address only).

INVOLVE

Opportunities for two-way communication

- Health Matters Events: 18 July – Health Matters Event: An evening with the Liaison Psychiatry team – introduced by Jane Westhead, attended by approx. 45 members and members of the public.
- Annual Members' Meeting – 13 September. Approx. 45 members and members of the public attended and the event was well attended and supported by governors. Carole Dacombe and Mo Phillips presented on the governor role and membership activities and there were opportunities to speak to and hear from members and potential governors.
- Two questions raised on the governors' log on behalf of members.

3.0 ASSESSMENT

Over the next quarter, the membership team will review the current informal framework around membership engagement, with a view to taking a draft membership strategy to the January 2019 Constitution Focus Group. This draft strategy will take in feedback from the session on reviewing membership engagement at the Governor Development Seminar in October 2018.

A key activity for the next quarter is setting the topics for Health Matters events for 2019. Once confirmed and signed off, the dates will be published in the Jan/Feb edition of Voices magazine to members, on the UH Bristol website and intranet, and through Eventbrite.

If changes to the Constitution are approved the membership office will communicate changes to members (through e-news, UH Bristol website, and by letter – to postal members only) linking updates to the 2019 elections.

Work to compile a central resource/handbook for governors (including org charts, Board profiles etc.) to help with the induction of new governors and ongoing learning has been delayed, but should be completed by the end of the year and made available to governors for comment.

4.0 RECOMMENDATIONS

Members are asked to:

- **NOTE** the contents of the report.

Cover report to the Council of Governors meeting to be held on 31 October 2018 at 14:00 in the Conference Room, Trust Headquarters, Marlborough Street, Bristol, BS1 3NU

		Agenda Item	7.1
Meeting Title	Council of Governors	Meeting Date	31/10/2018
Report Title	Governor training and development report		
Author	Kate Hanlon, Membership Engagement Manager		
Executive Lead	Eric Sanders, Trust Secretary		
Freedom of Information Status		Open	

Governor Responsibility (please tick any which are impacted on / relevant to this paper)	
Holding the Non-executive Directors to account	<input type="checkbox"/>
Non-executive Director appointments (appraisal review)	<input type="checkbox"/>
Constitutional/forward plans	<input type="checkbox"/>
Member/Public interests	<input type="checkbox"/>
Significant transaction/private patient increase	<input type="checkbox"/>
Appointment of External Auditor	<input type="checkbox"/>
Appointment of the Chief Executive	<input type="checkbox"/>

Action/Decision Required (please tick any which are relevant to this paper)							
For Decision	<input type="checkbox"/>	For Assurance	<input type="checkbox"/>	For Approval	<input type="checkbox"/>	For Information	<input checked="" type="checkbox"/>

Executive Summary
<p>Purpose: The Council of Governors has responsibilities set out in the <i>Health and Social Care Act 2012</i>. The Act specifies that Foundation Trusts are required to take steps to ensure governors are equipped with the skills and knowledge they require to discharge their responsibilities. The attached report provides an overview of the following areas:</p> <ul style="list-style-type: none"> • The current composition of the Council of Governors • Any updates in regards to governor compliance with constitutional requirements • A summary of governor training and development in the last quarter.

Recommendations
<p>Members are asked to:</p> <ul style="list-style-type: none"> • Note the report in relation to governor training and development.

Intended Audience (please tick any which are relevant to this paper)									
Board/Committee Members	<input type="checkbox"/>	Regulators	<input type="checkbox"/>	Governors	<input checked="" type="checkbox"/>	Staff	<input type="checkbox"/>	Public	<input type="checkbox"/>

Governor training and development report

1.0 SITUATION

The Council of Governors has responsibilities that are set out in Acts of Parliament such as the *Health and Social Care Act 2012*. This report provides an update on the current composition of the Council of Governors, a review of governor compliance with constitutional requirements and a summary of development opportunities for governors to help them perform the statutory duties of governors effectively.

BACKGROUND

Composition

As of 22 October 2018 there were 31 governors in post and four vacancies. In the last quarter, the Council welcomed two new appointed governors from the Trust's Youth Involvement Group – Aishah Farooq and Siobhan Coles. Both take on a term of office until 31 August 2019. This will be Siobhan's second term as a Youth Involvement Group governor.

The vacancy in the staff governor role (nursing and midwifery) will be held until the elections in May 2019, given the term of office expires in May 2019. The membership team, together with staff governors, will begin a programme of work to promote the vacancies alongside the work of the Council, through the winter and into spring – via face to face meetings with different staff groups and through internal communications channels (Newsbeat, Connect).

Governor training and development

The Trust has a governor development programme which aims to provide governors with the necessary core training and development of their skills to perform their statutory duties effectively. This includes quarterly governor development seminars, among other briefings for governors held within the Trust, and external training opportunities, as follows:

- There has been one Governor Development Seminar in this period, which took place on 4 October 2018 and was attended by 14 governors. The development seminar included a session on risk management, an update on the proposals for the new transport hub, a review of the membership engagement framework and an update from the Joint Union Committee appointed governor.

Other activities undertaken by governors over the quarter included:

- A visit to the intensive care unit by eight governors on 7 August 2018.
- The second in a series of briefings around the Quality and Performance Report – this one from Deputy Chief Operating Officer Shaun Carr relating to 'On Hold Patients'.
- A meeting with new and existing staff governors to review their roles and focus and effective ways of working.

2.0 ASSESSMENT

While the last quarter was a quieter period for governor meetings, development and training, it has provided time for new governors to be welcomed to the group and opportunities to review and re-evaluate roles and engagement activities. The next quarter will focus on embedding the staff governor role, preparing for elections in 2019 (promoting the role of the Council of Governors as well as upcoming vacancies both internally and externally), and a development day including a focus on the new Trust Strategy, the Arts Strategy, and progress with the Trust equality, inclusion and diversity agenda.

3.0 RECOMMENDATIONS

Members are asked to:

- **NOTE** the contents of the report.

**Cover report to the Council of Governors meeting to be held on 31 October
2018 at 14:00 in the Conference Room, Trust Headquarters, Marlborough
Street, Bristol, BS1 3NU**

		Agenda Item	8.1
Meeting Title	Council of Governors	Meeting Date	31/10/2018
Report Title	Governors' Log of Communications		
Author	Kate Hanlon, Membership Engagement Manager		
Executive Lead	Eric Saunders, Trust Secretary		
Freedom of Information Status		Open	

Governor Responsibility (please tick any which are impacted on / relevant to this paper)	
Holding the Non-executive Directors to account	<input type="checkbox"/>
Non-executive Director appointments (appraisal review)	<input type="checkbox"/>
Constitutional/forward plans	<input type="checkbox"/>
Member/Public interests	<input checked="" type="checkbox"/>
Significant transaction/private patient increase	<input type="checkbox"/>
Appointment of External Auditor	<input type="checkbox"/>
Appointment of the Chief Executive	<input type="checkbox"/>

Action/Decision Required (please tick any which are relevant to this paper)			
For Decision	<input type="checkbox"/>	For Assurance	<input type="checkbox"/>
For Approval	<input type="checkbox"/>	For Information	<input checked="" type="checkbox"/>

Executive Summary	
<p><u>Purpose:</u> The purpose of this report is to provide the Council of Governors with an update on all questions on the Governors' Log of Communications added or modified since the previous Council of Governors meeting.</p> <p>The Governors' Log of Communications was established as a means of channelling communications between the governors and the officers of the Trust. The log is distributed to all Board members, including Non-executive Directors, when new items are received and when new responses have been provided.</p>	
Recommendations	
<p>Governors are asked to:</p> <ul style="list-style-type: none"> Note the report 	
Intended Audience (please tick any which are relevant to this paper)	
Board/Committee Members	<input type="checkbox"/>
Regulators	<input checked="" type="checkbox"/>
Governors	<input checked="" type="checkbox"/>
Staff	<input checked="" type="checkbox"/>
Public	<input checked="" type="checkbox"/>

ID **Governor Name**
209 Carole Dacombe

Theme: Telecommunications

Source: Project Focus Group

Query **26/09/2018**

Given the longstanding and significant need to give attention to issues relating to telephone systems at the Trust, governors were disappointed to note the relatively sparse feedback on telecommunication within the recent Q1 report on Corporate Quality Objectives.

We wish to seek assurance that work on telecommunication issues is being pursued with real urgency and priority within the customer service objective. Have measurable targets been set for this work?

Division: Trust-wide

Executive Lead: Chief Nurse

Response requested: 10/10/2018

Response

Status: Assigned to Executive Lead

ID **Governor Name**

208 Flo Jordan

Theme: Workforce

Source: Governor Direct

Query 20/09/2018

I am aware that pockets of our specialist workforce are under strain due to staff turnover including retention and upcoming retirements. Is the Trust aware of where these gaps are, and do we offer opportunities for existing staff to upskill or retrain to fill these gaps?

Division: Trust-wide

Executive Lead: Director of People

Response requested: 04/10/2018

Response 17/10/2018

The Trust is aware of the gaps as this is reported through Divisional workforce reports on a monthly and quarterly basis with supporting recruitment plans in place as appropriate.

A component of these plans would be the opportunity to retain these staff by using the retire and return policy which we have successfully deployed in a number of high turnover areas. This is clearly not a long term sustainable solution therefore the Trust has commenced work on succession planning that will ultimately ensure our high risk roles have identified successors in the future.

Status: Awaiting Governor Response

ID **Governor Name**
207 Sue Milestone

Theme: Carers

Source: Governor Direct

Query **18/09/2018**

Since the Chair of the Carers' Strategy Group left the Trust in February 2018, the Carers' Strategy Group has not met, nor has there been any word on the status of this vital group. Liaison with carers of vulnerable patients is particularly important, especially in light of the findings in May of the National Learning Difficulties Mortality Review (LeDeR) carried out by NHS England and University of Bristol into deaths of patients with learning difficulties while in NHS care. The conclusions reached were that 25% of patients with LD die on average 20 years younger than the rest of the population, and these vulnerable patients are three times more likely to die from an avoidable death while in the care of the NHS. Can governors understand if the role of the Chair of the Carers' Strategy Group has been filled and the current status of Group? And what is the Trust's involvement with the LeDeR?

Division: Trust-wide

Executive Lead: Chief Nurse

Response requested: 03/10/2018

Response **10/10/2018**

The next meeting of the Carers Strategy Group is in October 2018 and there are dates set into 2019. Work to deliver the seven objectives identified through engagement with carers continues internally and through cross working with partners. The Trust is fully involved in the National Learning Difficulties Mortality Review work. The outcomes of these reviews have been reported through the Learning from Deaths Annual Report presented at Public Trust Board.

Status: *Awaiting Governor Response*

ID **Governor Name**

206 **Flo Jordan** **Theme:** Fire safety training and policy implementation

Source: From Constituency/ Members

Query **05/09/2018**

After the recent fire at BHOC, what assurance can staff (and patients) be given that fire safety policies are being followed and that any breaches (e.g. blocking of fire exits) are reported and acted on? And how do we ensure that staff, particularly in surgical areas such as theatres, are adequately trained to safely evacuate patients who may require ongoing complex care in the event of a fire?

Division: Trust-wide

Executive Lead: Chief Operating Officer

Response requested: 19/09/2018

Response **24/09/2018**

In terms of the Trust Fire Policies, these are independently audited on an annual basis by an externally appointed Authorised Engineer for Fire who is directly accountable to the Director of Estates and Facilities. This ensures that our policies remain up to date and are being appropriately implemented. With regard to any breaches and ensuring that all fire exits remain clear, a monthly check is carried out by members of the Estates and Facilities Directorate and by trained fire wardens. Any blockages are reported to the Manager of the area concerned, and if the matter is not resolved it is reported to the Fire Safety Advisor who will visit and issue a Non-Compliance Notice if required. The status of the fire escape checklist and of any breaches are reported monthly to the Division of Estates and Facilities Risk Management Group and the Divisional Management Board. Any material breaches are reported to the Deputy Chief Operating Officer.

The Trust has a good record of meeting the essential training targets for Fire Safety and consistently achieves over 85% compliance. Training is available for all staff to book themselves onto for Fire Warden, Ward Evacuation and Theatre Evacuation training courses at our Fire Training Centre at Tyndalls Park. We have made 38 courses available to staff over the last eight months.

Status: Awaiting Governor Response

ID **Governor Name**
205 Carole Dacombe

Theme: Outpatients

Source: From Constituency/ Members

Query 18/07/2018

Governors are aware that a Foundation Trust member has taken the time to offer in-depth and insightful feedback on the running of outpatient clinics at our hospitals – noting some excellent, some good and some very poor practice. Can governors be assured that these comments have been taken on board and that there is a focus on the consistency in the way our outpatient clinics are managed?

Division: Trust-wide

Executive Lead: Chief Operating Officer

Response requested: 01/08/2018

Response 23/07/2018

The Trust outpatient programme has worked over the previous two years and continues to work to introduce standardisation across all outpatient areas. Clinic waiting times boards have been introduced to the majority of waiting rooms, these allow patients to see at a glance whether the clinic they are attending is running on time or not. The boards are updated regularly by nursing staff and receptionists are asked to update patients when they check in. A pilot project will be running in B504 Rheumatology outpatients to have real time clinic digital waiting times reports, these will be displayed to the receptionist and nurses and allow accurate waiting times for each clinic to be given to patients, so they are aware on arrival how long they are likely to be in the department and when they will be seen. If the pilot is successful, this will be rolled out to further outpatient areas in 2019.

The Trust is a diverse site with outpatient areas in all of our buildings, these vary in their layout and we acknowledge that some waiting rooms are not always in direct proximity to the clinic rooms that they serve and space for patients to sit can be limited. Where possible waiting rooms are designed for ease of access by all patients including those in wheelchairs or who have a buggy, it is not always possible to designate areas for this, but where possible this has been done.

A delivering best care week was performed in outpatients at the end of February, this is designed to peer review all of the outpatient areas against both internal and external standards. All areas are currently working to complete the action plans that resulted from the visits and all actions will be in place by October 2018.

Thank you for your feedback regarding the Eye Hospital clinic this has been passed onto the appropriate manager for the Eye Hospital specific comments to be addressed.

Status: Closed

ID **Governor Name**

204 **John Rose**

Theme: Medical recruitment

Source: Project Focus Group

Query **16/07/2018**

How seriously have visa restrictions affected the Trust's ability to recruit doctors and nurses from outside the European Union, and have the pledges to lift restrictions actually taken place?

Division: Trust-wide

Executive Lead: Director of People

Response requested: 27/07/2018

Response **07/08/2018**

We have had only three visas rejected for medics. The impact hasn't been that severe for our Trust as the majority of our visa applications are for paediatric doctors and they are on the shortage occupation list which were exempt from the cap. The cap has now been lifted and we don't envisage any further issues of this nature. The main problem we have with recruiting overseas doctors is the length of time the process takes, especially when GMC registration is needed and we are looking at ways we can expedite this for future recruitment.

Status: Closed

**Cover report to the Council of Governors meeting to be held on 31 October
2018 at 14:00 in the Conference Room, Trust Headquarters, Marlborough
Street, Bristol, BS1 3NU**

		Agenda Item	8.2
Meeting Title	Council of Governors	Meeting Date	31/10/2018
Report Title	Governors' Meeting Dates 2019/2020		
Author	Kate Hanlon, Membership Engagement Manager		
Executive Lead	Eric Sanders, Trust Secretary		
Freedom of Information Status		Open	

Governor Responsibility (please tick any which are impacted on / relevant to this paper)	
Holding the Non-Executive Directors to account	<input checked="" type="checkbox"/>
Non-Executive Director appointments (appraisal review)	<input checked="" type="checkbox"/>
Constitutional/forward plans	<input checked="" type="checkbox"/>
Member/Public interests	<input checked="" type="checkbox"/>
Significant transaction/private patient increase	<input type="checkbox"/>
Appointment of External Auditor	<input type="checkbox"/>
Appointment of the Chief Executive	<input type="checkbox"/>

Action/Decision Required (please tick any which are relevant to this paper)			
For Decision	<input type="checkbox"/>	For Assurance	<input type="checkbox"/>
For Approval	<input type="checkbox"/>	For Information	<input checked="" type="checkbox"/>

Executive Summary									
Purpose: To approve the schedule of Governors' Meeting Dates for April 2019 to March 2020.									
Recommendations									
Governors are asked to: <ul style="list-style-type: none"> Approve the schedule of Governors' Meeting Dates. 									
Intended Audience (please tick any which are relevant to this paper)									
Board/Committee Members	<input type="checkbox"/>	Regulators	<input type="checkbox"/>	Governors	<input checked="" type="checkbox"/>	Staff	<input checked="" type="checkbox"/>	Public	<input checked="" type="checkbox"/>

Governors' Meeting Dates Jan 2019-Mar 2020

8 Oct 2018

	Council of Governors (preceded by Public Trust Board) <i>(all governors: attendance mandatory)</i>	Governor Development Seminars <i>(all governors: attendance strongly recommended)</i>	Nominations and Appointments Committee <i>(committee members only)</i>	Quality Focus Group <i>(open to all governors)</i>	Constitution Focus Group <i>(open to all governors)</i>	Governors Strategy Group <i>(open to all governors)</i>	Governor-NED Engagement Session Preceded by Governors' Informal Meeting <i>(open to all governors)</i>	Members' Events <i>(open to all governors)</i>	Public Board <i>(governors may attend as observers - recommended to attend at least one per year)</i>
Chair	Jeff Farrar	Eric Sanders / Kate Hanlon	Jeff Farrar	Carole Dacombe / John Rose	Ray Phipps / Mo Phillips	Malcolm Watson / Graham Papworth	Jeff Farrar for Governor-NED Engagement Session		Jeff Farrar
Other Lead	N/A	N/A	N/A	Exec Lead: Carolyn Mills / Bill Oldfield	Eric Sanders / Kate Hanlon	Exec Lead: Paula Clarke/ Sarah Nadin	Malcolm Watson/Mo Phillips for informal meeting		N/A
Jan 2019	Thurs 31 Jan 2019 14:00-16:00 (CR)	Wed 16 Jan 2019 10:00-16:00 (CR)		Tues 22 Jan 2019 10:00-12:00 (CR)	Tues 22 Jan 2019 12:30-14:30 (CR)			Quality Counts Event Tbc	Thurs 31 Jan 2019 11:00-13:00 (CR)
Feb 2019							TBC	- Health Matters Event Tues 12 Feb 2019, 1600-17:30 LT1 -Governor Election Event tbc	
Mar 2019			Tue 19 Mar 2019 13:30-14:30 (CR)	Wed 13 Mar 2019 10:00-12:00 (CR)	Tues 19 Mar 2019 11:00-13:00 (CR)	Wed 13 Mar 2019 12:30-14:30 (CR)	TBC	- Health Matters Event Tue 5 Mar 2019 17:00-18:30 (LT1)	Thurs 28 March 2019 11:00-13:00 (CR)
April 2019	Tues 30 April 2019 14:00-16:00 (CR)	Tues 9 April 2019 10:00-16:00 (CR)						Health Matters Event: Thurs 11 Apr 2019 17:00-18:30 (LT1)	
May 2018			Wed 8 May 2019 12:30-13:30 (CR)	Tues 21 May 2019 10:00-12:00 (CR)	Tues 21 May 2019 12:30-14:30 (CR)	Wed 8 May 2019 10:00-12:00 (CR)	Fri 24 May 2019 Informal meeting, 12:00-13:30 Governor/NED meeting, 13:30-14:30	Health Matters Event: Wed 8 May 2019 18:00-19:30 (LT1)	Tues 28 May 2019 11:00-13:00 (CR)
June 2019		Thurs 13 June 2019 10:00-16:00 (CR)					TBC	Health Matters Event: Thurs 20 June 2019 18:00-19:30 (LT1)	
July 2019	Tues 30 July 2019 14:00-16:00 (CR)			Fri 19 July 2019 10:00-12:00 (CR)	Fri 19 July 2019 12:30-14:30 (CR)			Health Matters Event Tues 16 July 2019 18:00-19:30 (LT1)	Tues 30 July 2019 11:00-13:00 (CR)
Aug 2019							Fri 30 August 2019 Informal meeting, 11:00-12:30 Governor/NED meeting, 12:30-13:30		
Sept 2019	Thurs 19 Sept 2019 AGM / AMM 17:00-19:00 LT1 Ed Centre			Tues 10 Sept 2019 12:30-14:30 (CR)		Tues 10 Sept 2019 10:00-12:00 (CR)	TBC	Annual Members Meeting Thurs 19 Sept 2019 17:00-19:00 (LT1)	Fri 27 Sept 2019 11:00-13:00 (CR)
Oct 2019		Wed 16 Oct 2019 10:00-16:00 (CR)					TBC	Health Matters Event: Tues 15 Oct 2019 17:00-18:30 (LT1)	
Nov 2019	Thurs 28 Nov 2019 14:00-16:00 (CR)		Tues 5 Nov 2019 14:30-15:30 (CR)	Tues 5 Nov 2019 12:30-14:30 (CR)	Tues 5 Nov 2019 10:00-12:00 (CR)			Health Matters Event: Tues 19 Nov 2019 16:00-17:30 (LT1)	Thurs 28 Nov 2019 11:00-13:00 (CR)
Dec 2019						Tues 10 Dec 2019 10:00-12:00 (CR)	Fri 20 Dec 2019 (CR) Informal meeting, 11:00-12:30 Governor/NED meeting, 12:30-13:30		
Jan 2020	Thurs 30 Jan 2020 14:00-16:00 (CR)	Wed 22 Jan 2020 10:00-16:00 (CR)		Thurs 16 Jan 2020 10:00-12:00 (CR)	Thurs 16 Jan 2020 12:30-14:30 (CR)			Quality Counts Event Tbc	Thurs 30 Jan 2020 11:00-13:00 (CR)
Feb 2020							TBC	Health Matters Event Governor Election Event Tbc	
Mar 2020			Tues 17 Mar 2020 14:30-15:30 (CR)	Tues 17 Mar 2020 12:30-14:30 (CR)	Wed 11 Mar 2020 10:00-12:00 (CR)	Tues 17 Mar 2020 10:00-12:00 (CR)	TBC	Health Matters Event Governor Election Event Tbc	Mon 30 March 2020 11:00-13:00 (CR)