

# COUNCIL OF GOVERNORS MEETING

Monday 17 January, 6.00pm, via

Microsoft Teams (rearranged from 16

December 2021)


# AGENDA

# Council of Governors Meeting

There will be a meeting of the **COUNCIL OF GOVERNORS** of West Suffolk NHS Foundation Trust on Monday **17 January 2022** (rearranged from Thursday, **16 December 2021**) at **18.00 via Microsoft Teams**.

Sheila Childerhouse, Chair

## Agenda

General duties/Statutory role	
	<p>(a) To hold the Non-Executive Directors individually and collectively to account for the performance of the Board of Directors.</p> <p>(b) To represent the interests of the members of the corporation as a whole and the interests of the public.</p> <p>The Council's focus in holding the Board to account is on strategy, control, accountability and culture.</p>

18.00 GENERAL BUSINESS		
<b>1.</b>	<p><b>Public meeting</b> The Council of Governors is invited to <u>note</u> the following: "That representatives of the press, and other members of the public, are excluded from the meeting having regard to the guidance from the Government regarding public gatherings."</p>	Sheila Childerhouse
<b>2.</b>	<p><b>Apologies for absence</b> To <u>receive</u> any apologies for the meeting</p>	Sheila Childerhouse
<b>3.</b>	<p><b>Welcome and introductions</b> To <u>welcome</u> governors and attendees to the meeting and <u>request</u> mobile phones be switched to silent.</p>	Sheila Childerhouse
<b>4.</b>	<p><b>Declaration of interests for items on the agenda</b> To <u>receive</u> any declarations of interest for items on the agenda</p>	Sheila Childerhouse
<b>5.</b>	<p><b>Minutes of the previous meeting</b> (enclosed) To <u>note</u> the minutes of the meeting held on 13 October 2021</p>	Sheila Childerhouse
<b>6.</b>	<p><b>Matters arising action sheet</b> (enclosed) To <u>note</u> updates on actions not covered elsewhere on the agenda</p>	Sheila Childerhouse
<b>7.</b>	<p><b>Chair's report</b> (enclosed) To <u>receive</u> an update from the Chair including CEO appointment update</p>	Sheila Childerhouse
<b>8.</b>	<p><b>Chief executive's report</b> (enclosed) To <u>note</u> a report on operational and strategic matters</p>	Craig Black
<b>9.</b>	<p><b>Governor issues</b> (enclosed) To <u>note</u> a summary of the questions raised by governors, December 2021</p>	Liz Steele

18.40 DELIVER FOR TODAY		
10.	<b>Governor Engagement</b> (enclosed) To <u>receive</u> the minutes from the Engagement Committee meeting of 29 November 2021	Florence Bevan
11.	<b>Governor Work Programme 2021-23</b> (enclosed) To <u>receive</u> an update	Ann Alderton
12.	<b>Summary quality and performance report</b> (enclosed) To <u>note</u> the summary report	Richard Davies
13.	<b>Summary finance &amp; workforce report</b> (enclosed) To <u>note</u> the summary report	Alan Rose
19.10 INVEST IN QUALITY, STAFF AND CLINICAL LEADERSHIP		
14.	<b>Report from 3i committees</b> (enclosed) To <u>receive</u> feedback from each meeting	R Davies Jude Chin Alan Rose
19.25 BUILD A JOINED-UP FUTURE		
15.	<b>Future System Update</b> (enclosed) To <u>receive</u> an update on the future system project including engagement	Craig Black
19.35 GOVERNANCE		
16.	<b>West Suffolk Hospital NHS Foundation Trust Constitution</b> To <u>approve</u> the revised Constitution	Sarah Judge
17.	<b>Report from Constitution Committee</b> (enclosed) To <u>approve</u> the recommendations	Sarah Judge
18.	<b>Report from Nominations Committee</b> (enclosed) To <u>note</u> a report from the Nominations Committee meeting of 26 October 2021	Sheila Childerhouse
19.	<b>Lead Governor report</b> (enclosed) To <u>receive</u> a report from the Lead Governor	Liz Steele
20.	<b>Staff Governors report</b> (enclosed) To <u>receive</u> a report from the Staff Governor meeting of 30 November 2021	Sarah-Jane Relf
19.55 ITEMS FOR INFORMATION		
21.	<b>Dates for meetings for 2022</b> (enclosed) To <u>note</u> dates for meetings in 2022:  Thursday 17 February Wednesday 4 May Tuesday 9 August Tuesday 27 September (Annual Members Meeting, Apex) Thursday 10 November	Sheila Childerhouse
22.	<b>Reflections on meeting</b> To consider whether the right balance has been achieved in terms of information received and questions for assurance and the Trust's values and behaviours observed.	Sheila Childerhouse
20.00 CLOSE		

## 1. Public meeting

The Council of Governors is invited to note the following:

“That representatives of the press, and other members of the public, are excluded from the meeting having regard to the guidance from the Government regarding public gatherings.”

For Reference

Presented by Sheila Childerhouse

## 2. Apologies for absence

To receive any apologies for the meeting.

For Reference

Presented by Sheila Childerhouse

### 3. Welcome and introductions

To welcome governors and attendees to the meeting and request mobile phones be switched to silent.

For Reference

Presented by Sheila Childerhouse

## 4. Declaration of interests for items on the agenda

To receive any declarations of interest for items on the agenda

For Reference

Presented by Sheila Childerhouse



5. Minutes of the previous meeting  
(enclosed)

To note the minutes of the meeting held  
on 13 October 2021

For Approval

Presented by Sheila Childerhouse

**DRAFT**

**MINUTES OF THE COUNCIL OF GOVERNORS' MEETING  
HELD ON WEDNESDAY 13 OCTOBER 2021 AT 18.00PM  
Via Microsoft Teams**

<b>COMMITTEE MEMBERS</b>		<b>Attendance</b>	<b>Apologies</b>
Sheila Childerhouse	Chair	•	
Florence Bevan	Public Governor	•	
Carol Bull	Partner Governor	•	
Rachel Darrah	Staff Governor	•	
Allen Drain	Public Governor	•	
Keith Foss	Public Governor		•
Andrew Hassan	Partner Governor		•
Rebecca Hopfensperger	Partner Governor	•	
Robin Howe	Public Governor	•	
Sarah Judge	Staff Governor	•	
Amanda Keighley	Staff Governor		•
Mark Krempel	Public Governor		•
Ben Lord	Public Governor	•	
Roy Mawford	Public Governor	•	
Laraine Moody	Partner Governor	•	
Jayne Neal	Public Governor	•	
Adrian Osborne	Public Governor	•	
Joe Pajak	Public Governor	•	
Thomas Pulimood	Partner Governor		•
Sarah-Jane Relf	Staff Governor		•
Margaret Rutter	Public Governor	•	
Jane Skinner	Public Governor		•
Liz Steele	Public Governor	•	
Sarah Steele	Partner Governor	•	
Clive Wilson	Public Governor	•	
Martin Wood	Staff Governor	•	
<b>In attendance</b>			
Ann Alderton	Interim Trust Secretary		
Craig Black	Interim Chief Executive		
Jude Chin	Interim Non-Executive Director		
Richard Davies	Non-Executive Director		
Georgina Holmes	FT Office Manager ( <i>minutes</i> )		
Chris Lake	Integrated Development		
Christopher Lawrence	Non-Executive Director		
Louisa Pepper	Non-Executive Director		
Alan Rose	Non-Executive Director		

**GENERAL BUSINESS**

**21/145 PUBLIC MEETING**

The Council of Governors noted that representatives of the press, and other members of the public, were excluded from the meeting having regard to the guidance from the Government regarding public gatherings.

It was noted that the meeting was being broadcast live via YouTube to enable the public to observe it.

**Action**

## **21/146 APOLOGIES**

Apologies for absence were noted as above.

## **21/147 WELCOME AND INTRODUCTIONS**

The Chair welcomed everyone to the meeting and said that she was sorry not to be able to meet in person yet. However, she was very pleased that this had been possible at the recent development day for governors and NEDs which had taken place off site.

She introduced Jude Chin, interim NED, who was attending his first Council of Governors meeting, and Chris Lake who was leading the board evaluation process. Chris introduced himself and explained that he would be undertaking the board development programme, starting with observing meetings alongside other 'discovery' processes.

It was explained that all papers would be taken as read, and those presenting each one would highlight a few key issues, where appropriate, and then take questions.

## **21/148 DECLARATIONS OF INTEREST**

There were no declarations of interest relating to items on the agenda.

## **21/159 MINUTES OF THE COUNCIL OF GOVERNORS MEETING HELD ON 17 JUNE 2021**

The minutes of the meeting held on 17 June 2021 were approved as a true and accurate record.

## **21/160 MATTERS ARISING ACTION SHEET**

The ongoing actions were reviewed and the following updates provided:

- Item 195; further detail on ward accreditation to be provided to a future meeting. It was explained that Sue Wilkinson, Executive Chief Nurse, and the heads of nursing were very focussed on delivering this and were working on the what the structure would be. However, in order for this to be meaningful and effective it needed to be implemented properly.
- Item 220; provide information on public governors in the green sheet in order to raise awareness of their role. It was agreed that it was very important to highlight the governor role in the green sheet and this was being followed up with the communications team.

The completed actions were reviewed and there were no issues.

## **21/161 CHAIR'S REPORT**

- A report was received from the Chair which provided a summary of the focus of the meetings and activities that she had been involved in over the last three months.
- The recruitment of a chief executive was an ongoing process which governors would be engaged in along with a variety of stakeholders. This was likely to be a long-term appointment for at least five years, therefore there was a need to be clear about the role and type of person and experience that would be required.

**Q** What was the situation with the Vanguard unit at Ipswich and how was WSFT coping with the backlog and were its consultants involved in this unit?

**A** The Vanguard unit was a temporary theatre facility which been procured on behalf of the system. It was based on the Ipswich site as there was not a suitable place for it to be sited at WSFT. The arrangement was that WSFT would have the use of it for day surgery procedures from the middle of August until the end of November and it was currently being utilised by WSFT's clinicians. However, from the end of November onwards the unit would be for Ipswich to manage some of its backlog.

## **21/162 CHIEF EXECUTIVE'S REPORT**

- The organisation was under considerable pressure and had experienced some of its busiest days ever in the emergency department during the summer. Previously, the highest demand had always been seen in the winter but the level of demand had continued throughout the summer. This was the case across all areas of the health and care sector.
- As a result of the pressures the need to work together as a system had never been greater than now. This was happening but there was no solution as to how to solve this problem with the approach of winter and this was a real concern.
- The maternity whistleblowing incident was a result to staff having got to a position where they were not able to deliver the quality of service they wanted to deliver due a lack of staff to enable this. It was considered to be very brave of these individuals to write a letter that was critical of their employer and it was very important that staff felt able to say things that it was not always comfortable to hear.
- Craig Black had thanked the staff who had highlighted this to the Trust and CQC as it showed that they had very deeply held values.
- The process to manage the structural issues in the organisation continued but was causing additional pressures as it resulted in staff and patients being moved around the building to facilitate the structural work.
- It was very important that staff worked together to look after each other and accept that there would be times when individuals were under great pressure and recognise the challenges that people were currently facing.
- Carol Bull reported that the council was very aware of the pressure that the whole system was under, even before the pandemic. It had been having conversations with WSFT's communications team, as well as the county council, about a joint communication campaign, as a system, to manage people' expectations. It would be very important, as part of this communication, to signpost people to the right service, ie provide details of their options, depending on their issues.
- It was noted that managing people's expectations had been discussed at the last meeting and was recorded in the minutes. It was important to get the message out into the community as quickly as possible.

**Q** Was one reasons for the pressure on the emergency department a knock-on effect from the way that GPs were now operating and directing people to the emergency department?

**A** GPs were also busier than they had ever been. They were now offering face to face appointments as well as remote consultations, but this meant people would feel that they were not getting the same level of service as before. Likewise, if they attended the emergency department they would not get the same level of service as they had done previously due to the high number of attendances. All sectors of health and social care were working harder than ever before, particularly mental health services.

**Q** Re the maternity whistleblowing incident, it was very brave of the individuals to do this, but also sad that they still felt that this was the only way they could highlight their concerns. Was it recognised that there was still work to be done on this?

**A** It was recognised that there was work to be done to ensure that people felt able to share their concerns internally and that this was easy for them to do. This would also enable the Trust to respond more quickly and address the issues.

A lot of actions had been taken to improve the situation and to help staff in the maternity unit to understand that they there were being listened to. The Trust was trying to improve the situation, however some of this required a national solution.

**Q** It was very sad to hear about the maternity whistleblowing incident. Had there been any progress on the appointment of the freedom to speak up champions that had previously been discussed?

**A** To date 40 champions had been appointed but it was important to ensure there was organisation wide coverage, as this was part of the way of making it easier for people to speak up. The two freedom to speak up guardians had done an excellent job in recruiting this number of champions and the first two training sessions had taken place, with a further one planned in November. This would make an enormous difference to freedom to speak up, not just at board level but it should help it to become business as usual.

## **21/163 GOVERNOR ISSUES**

- The Council of Governors received and noted this report.
- It was explained that Alan Rose was looking into a question as to whether there were any patterns relating to resignations of staff.
- The NEDs were thanked for answering questions raised by governors at the informal meetings.

## **DELIVER FOR TODAY**

### **21/164 GOVERNOR ENGAGEMENT**

- The minutes of the engagement committee meeting of 22 July were received and noted.
- It was reported that quality walkabouts had recommenced and that the change in format was a great improvement. These were now three-hour sessions with a debrief at the end and they gave a higher profile to the governor role.
- An engagement committee brainstorming afternoon had been arranged, which would also be attended by Ann Alderton, Anna Hollis and Cassia Nice. This would look at ways of engaging with members online alongside the recruitment of new members, as well as how governors could undertake their engagement duties in the future.

Governors were requested to forward any engagement ideas for discussion at this session to Florence Bevan.

- There had been disappointing attendance both from the public and governors at the recent community engagement sessions on planning for services for the future system. The presentations had been excellent and it was suggested that the one on pathology and the mortuary should be brought to a future Council of Governors meeting.

## 21/165 GOVERNOR REVIEW

- There had been an excellent response to the governor review/questionnaire and this showed how engaged the governors were.
- The Trust was keen to address some of the issues and frustrations that governors had been experiencing during the pandemic, especially newly elected governors
- The key messages that came out of this review was the need for more strategic discussions between the governors and board and it was felt that there had been a lack of governor involvement in the Trust's new strategy. There was also a need for better communication with governors and the overall communication between the board and governors needed to improve.
- There was a need to ensure that there were the right discussions in the right forums with the right work programme moving forward.

## 21/166 GOVERNOR WORK PROGRAMME

- During the pandemic a lot of activity had reduced, including the work of governors. This was very difficult, particularly for new governors and it meant that they felt marginalised and left out.
- Governors would have a very important role to play in the future, therefore a strategic work programme had been produced to ensure that they undertook their statutory duties as well as being informed about or involved in strategic issues.
- A membership and engagement programme would also be put together following the engagement committee session on 25 November.
- This report explained the governors' statutory duties as well as the work programme for 2021/23 and should be treated as a reference document.
- It was likely that governors' duties would need to be revisited as Trusts would be working more and more on a system basis and across the ICS.
- Sarah Judge, Thomas Pulimood and Colin Wilson would be attending the constitution review committee on behalf of the governors

**Q** During at least the last six years governors have never been asked to approve a significant transaction. Had this been taken into account when reviewing the statutory duties?

**A** It was likely that governors had not been consulted on a significant transaction as there had not been one at WSFT; these were very few and far between in all organisations.

## 21/167 SUMMARY QUALITY & PERFORMANCE REPORT

- The pressure on staffing continued and details were provided in this report on how shortages in nurse staffing were being addressed.
- The patient safety incident response framework (PSIRF) was the approach being used by the Trust to learn from serious incidents and action plans had been put in place to address issues.
- The key message was the high level of pressure across clinical and operational staff. The patient flow team continued to manage the increase in numbers of patients coming into the Trust, despite the capacity issues. WSFT was performing as well as other organisations and they were providing mutual support to one another.
- The RAAC plank decant programme has resulted in the Trust only having 40% of theatre capacity from June to December this year. This meant that it was having to focus its attention on the highest clinical priority patients and teams had worked

very hard to increase the utilisation of day surgery.

- WSFT had utilised the Vanguard unit but this had limited use. Therefore, the Trust had been working very collaboratively with ESNEFT in order to address some of the issues.
- By December of this year WSFT have returned to 80% of theatre capacity, by February 100% and by March 2022 there would be 120% of previous theatre capacity due to theatre one being brought on line.
- This shortage in capacity meant that there would be a very large backlog of patients by March 2022 and the Trust was working collaboratively with the BMI to increase joint replacement surgery. Activity had also been transferred to Ipswich for ENT and ophthalmology and discussions were taking place about transferring some trauma and orthopaedic cases. All of these were with the patient's consent and would enable them to have their procedures sooner.
- The Chair noted that this was the last time Helen Beck would attend a meeting of the council of governors and thanked her for everything she had done for the Trust. She would be missed not only by the board but by the organisation as a whole. The governors had very much appreciated her attending meetings and valued her input and transparency.

## **21/168 SUMMARY FINANCE & WORKFORCE REPORT**

- The financial position at the end of August continued to be break-even and this would be the case for September.
- The Trust had entered the financial year with a plan for a £10m deficit. However, following submission of this forecast its income for the first half of the year had been adjusted and increased to the level of its planned expenditure, which meant that it would break even for the first six months.
- Notification had been received that for the second half of the financial year income would be reduced which meant that the Trust would only receive funding for half of the deficit it was forecasting.
- Currently the Trust was forecasting a £5m deficit at the end of the financial year. However, there was still a lot of uncertainty around income and this could be subject to change.

**Q** Were Trusts receiving any support for the RAAC plank issue?

**A** Trusts were being supported in two ways. In respect of capital, £110m had been allocated nationally and WSFT was receiving £30m of this. Support was also being provided to take account of the revenue impact due to the reduced ability to deliver elective activity as a result of work being undertaken around RAAC.

## **INVEST IN QUALITY, STAFF AND CLINICAL LEADERSHIP**

### **21/169 REPORT FROM 3i COMMITTEES**

#### Insight committee

- It was noted that a second meeting had taken place since this report was circulated.
- This committee was starting to work very well and its sub-committees had met and were working effectively.
- Since the last meeting Helen Beck had met with the relevant people to discuss community metrics and a specific sub-group was being established to consider all of the community metrics.

### Improvement committee

- This committee was still establishing itself. One of its key tasks was to improve as a committee as it had some onerous responsibilities set out in the terms of reference.
- The committee needed to ensure that the flow of information was coming from the correct sources. Its two sub-committees were also new so it was still trying to establish how to ensure the correct flow of information.
- The committee was confident that at management level adequate plans were being produced to implement improvements and address issues that had been raised.

### Involvement committee

- This committee was about providing the board with assurance that people, including patients, staff and the local population, felt that they were being involved and engaged in the way that they were cared for.
- A toolkit was being developed to embed involvement of the appropriate people in every change that occurred in the Trust.
- It was proposed that a governor should become a regular member of this committee. They would feedback to the committee on the engagement activities of the governors, as well as reporting back to the governors on the work of the committee.
- The committee was reviewing the issues leading to the maternity whistleblowing incident and ensuring that as many ways as possible were available to staff to raise concerns internally. This was being led by Jeremy Over on behalf of the board.
- It was stressed that it was important that all three of these committees operated as assurance committees, not as operational committees, and the board needed to reflect on this and the information that flowed upwards.

## **BUILD A JOINED UP FUTURE**

### **21/170 FUTURE SYSTEM UPDATE**

- Nothing further to discuss following the update at the closed session of this meeting.
- A briefing had been arranged for governors next Tuesday, 19 October.

### **21/171 ANNUAL REPORT AND ACCOUNTS 2020/21**

- It was noted that this document had been received by governors at the annual members meeting on 21 September.
- The link to this document was provided in the agenda for this meeting.

### **21/172 TRUST STRATEGY 2020/21**

- Details of the engagement process that had been undertaken on the Trust's strategy were provided in this report.
- Since the last meeting of the council of governors a lot of work had been done with a wide variety of staff and their views had been incorporated into this document where appropriate.
- A lot of work had also gone into agreeing appropriate targets, along with metrics to demonstrate whether the Trust was achieving these targets.

- Q** The chart showing the Trust's successes and challenges did not include the external review. Should this be included as this would be one of the Trust's biggest challenges when it was published?



- A It was explained that this chart looked back over the last five years. However, it was acknowledged that the external review would be an extremely significant challenge for the Trust and consideration would be given as to how and where this should be included.

**ACTION: Consider inclusion of external review in strategy document.**

**C Black /  
H Davies**

## **GOVERNANCE**

### **21/173 REPORT FROM NOMINATIONS COMMITTEE**

- The report from the meeting of 24 June 2021 was received and noted.
- A meeting of the nominations committee would be taking place in the next couple of weeks when a number of key issues would be discussed.

### **21/174 LEAD GOVERNOR REPORT**

- Liz Steele thanked the Trust for giving her the opportunity to speak on behalf of the governors at the annual members meeting. This was a good way of governors being seen as part of the organisation.
- She thanked all governors for their attendance and participation at meetings, particularly as these had been taking place via Teams.
- She also thanked the Trust for giving governors the opportunity to have their Covid boosters and flu vaccinations.
- She would be attending a meeting about the quality walkabouts tomorrow and would discuss how to feedback to governors on these.

### **21/175 STAFF GOVERNORS REPORT**

- The staff governors continued to hold quarterly meetings which Liz Steele was also now attending in her role as lead governor.
- The most recent meeting had taken place last week and the majority of the discussion had been around the uncertainty in the organisation and unhappiness of some staff and what the staff governors could do to help the situation.
- It was also noted that whistleblowing often tended to precipitate further incidents of whistleblowing and this may well be the case following the publication of the external review.

- Q Given that there were a number of unhappy staff, what was the relationship between the staff governors and the network of freedom to speak up champions?

- A Staff governors had been asked to attend the freedom to speak up champion meetings so that they were involved and were recognised as one of the ways in which staff could feed back any issues or concerns.

## **ITEMS FOR INFORMATION**

### **21/176 DATES FOR COUNCIL OF GOVERNOR MEETINGS FOR 2021**

Thursday 16 December.

- The Chair explained that although she was keen for meetings to take place face to face as soon as possible, as an NHS organisation the Trust needed to adhere to guidelines.

- No comments received.

DRAFT

6. Matters arising action sheet (enclosed)  
To note updates on actions not covered  
elsewhere on the agenda

For Reference

Presented by Sheila Childerhouse

<b>REPORT TO:</b>	Council of Governors
<b>MEETING DATE:</b>	16 December 2021
<b>SUBJECT:</b>	Matters Arising Action Sheet from Council of Governors Meeting of 13 October 2021
<b>AGENDA ITEM:</b>	6
<b>PRESENTED BY:</b>	Sheila Childerhouse, Chair
<b>FOR:</b>	Information

The attached details action agreed at previous Council of Governor meetings and includes ongoing and completed action points with a narrative description of the action taken and/or future plans as appropriate.

- Verbal updates will be provided for ongoing action as required.
- Where an action is reported as complete the action is assessed by the lead as finished and will be removed from future reports.



### Ongoing action points

Ref.	Date of Meeting	Item	Action	Action taken	Lead	Target date	RAG rating for delivery
218	17/06/21	21/133	Next FT newsletter to include information to help manage people's expectations about recovery, ie the length of time it would take for treatment/services to be available	Item to be included in next FT newsletter.	G Holmes / A Alderton	Autumn / Winter 21	Open

### Completed action points

Ref.	Date of Meeting	Item	Action	Action taken	Lead	Target date	RAG rating for delivery
195	11/02/20	20/08 Item 2	Further detail on ward accreditation to be provided to a future meeting.	Updates have been provided at each CoG meeting. This is an ongoing project and governors will continue to be updated through the quality and performance report.	S Wilkinson	Dec 21	Closed
219	17/06/21	21/135	Invite James Barrett and Amanda Bennet to attend a future CoG meeting.	Included in 2022 strategic briefing programme for governors – 19 January 2022	G Holmes / A Alderton	Jan 22	Closed
220	17/06/21	21/138	Provide information on public governors in the green sheet in order to raise awareness of their role.	Profile on Liz Steele in green sheet on 26 Nov. A series of profiles on public governors has been scheduled for the Green Sheet during 2022.	G Holmes / L Steele	Autumn / Winter 21	Closed
221	13/10/21	21/172	Consider inclusion of external review in strategy document.	A line in the 'successes and challenges' section has been included to reflect the external review.	C Black / H Davies	Dec 2021	Closed

7. Chair's report (enclosed)

To receive an update from the Chair

For Reference

Presented by Sheila Childerhouse

<b>REPORT TO:</b>	Council of Governors
<b>MEETING DATE:</b>	17 January 2022 (rearranged from 16 December 2021)
<b>SUBJECT:</b>	Chair's report to Council of Governors
<b>AGENDA ITEM:</b>	7
<b>PRESENTED BY:</b>	Sheila Childerhouse, Chair
<b>FOR:</b>	Information

I write this report at the close of a long and difficult year, a difficult two years in reality. Once again we face a new threat from Covid, this time in the form of the variant Omicron. We are facing massive pressures as much from staff sickness as from acuity and volume of patients. It is placing the NHS and ourselves locally under almost intolerable strain. It comes at a time when staff are incredibly tired. They face the challenge of catching up on an enormous waiting list and a tidal wave of patients coming through the doors of the emergency department. Social care is under equally severe pressure so that discharging patients becomes incredibly challenging. I cannot express fully enough my respect and admiration for staff who, in the face of these challenges, manage to maintain the compassionate and professional care that we and our patients so value. I only today received a letter from a patient, an individual who had worked for the NHS and felt the need to write and thank us for what clearly was outstanding care even at this time.

I'm very happy to answer any questions about any of the meetings I have attended since the last COG or to update you on the work of the ICS. However, it seems more appropriate in my last COG meeting to reflect on the rapid review and to look forward as an organisation. I have been proud and privileged to serve a Trust for which I have great respect and affection and which I firmly believe provides some of the most outstanding care to patients of any Trust I know. I have been so privileged to work with so many outstanding individuals including members of the Council of Governors. I leave the legacy of a new and dynamic board that is embarking on a learning journey which will ensure that it is truly outstanding. I thank my colleagues who have been so supportive to me and mutually supportive to each other through very tough times.

I fully accept that on a personal level not all the decisions I made several years ago were the right ones. I fully accept not just personal accountability, but accountability on behalf of the Trust which managed things in a way which caused considerable pain and led to the rapid review. However, we individually and collectively get things wrong. What really matters is 'what do we learn' from those incidents. Since the events captured in the rapid review there has been a massive amount of work within the Trust to address the way we work to help us become genuinely a kinder and more compassionate organisation. Under Jeremy's workforce team we have worked with Mersey care on a just and restorative cultural approach. We have used the 5 o'clock club, which many of you have attended, to more widely disseminate these and other ways of working.

On a practical level our approach to grievances has undergone radical change. We appointed two new freedom to speak up guardians and I'm immensely proud now of the ambassador network which is bringing the principles into every part of the organisation. There are many other examples I could give such as the introduction of a psychological support team, psychological safety for those under pressure, those wishing to speak up and those feeling that they are not being listened to is incredibly important to an organisation as well as to the individuals within it.



I've been privileged, even in the last two years between waves of Covid, that I've been able to spend a great deal of time with people in the Trust, in the community as well as the hospital. It is important to remember we are an organisation of 5000 people and there are many cultures within a culture. There are brilliant teams, brilliant departments, great leaders and incredible innovation. There are also other areas where support and help is needed to achieve the best that we would all aspire to. I see every consultant starting with the Trust as part of their induction and I am constantly struck by the fact that they want to work at West Suffolk, they have experienced it as a happy supportive and innovative place to work. They have not changed their mind after they have been working with us for a while.

It is really important that we don't let the negatives blinker us to the many positives. The positives that our patients constantly write to us and tell us about. The patient experience team only told me just before Christmas that during Covid our complaints have not gone up; I have not been able to find another Trust where that has happened. Much of that is an accolade to our patient experience team and the innovations they have implemented during Covid, but it's also due to our incredible staff.

There is a choice for the organisation to look backwards or to look forwards. There is a balance to be struck, it's always important to understand history and both take account from it and learn from it. As George Santayana wrote and Winston Churchill said, "those that fail to learn from history are doomed to repeat it". However, this is a moment in time when much could be gained or much diminished. It is really important to the people of our community that health and social care remain strong at a local level, that we further develop the opportunity to work with local government and the third sector and that the future systems work continues at pace. The advent of system working is something that we should absolutely embrace and welcome but it does mean a lessening of local autonomy and will lead to many changes in the way that people access services. West Suffolk Hospital has played a key part in those developments and it will be hugely important that it continues to be a strong and confident voice.

This is a really exciting moment for the Trust with so many opportunities to be grasped. I wish you all collectively and individually all good wishes for your part in that future.

## Annex A: List of meetings attended

Date	Meetings and events (01/09/21 until 30/11/21)
01/09/2021	Quality Walkabout on Ward F8 and CCS
01/09/2021	Telephone Conversation with Joe Pajak
01/09/2021	MS Teams Meeting with Ann Alderton
02/09/2021	MS Teams Meeting with Ed Garrett & Craig Black
03/09/2021	Trust Board Meeting via MS Teams
03/09/2021	Board Workshop: Risk Appetite via MS Teams
07/09/2021	1:1 with Florence Bevan
07/09/2021	Meeting with Craig Black and Sue Wilkinson via MS Teams
07/09/2021	Suffolk & North East Essex ICS Chairs Group via MS Teams
07/09/2021	1:1 with Andrew Dunn
07/09/2021	Telephone Conversation with Helen Beck
07/09/2021	1:1 with Craig Black
08/09/2021	Scrutiny Committee via MS Teams
08/09/2021	AMM Planning Meeting via Ms Teams
08/09/2021	Meeting with Liz Steele & Florence Bevan
08/09/2021	1:1 with Jude Chin
20/09/2021	MS Teams Meeting with Ed Garrett, Professor Will Pope & Craig Black
20/09/2021	MS Teams Meeting with Ann Alderton & Georgina Holmes
20/09/2021	MS Teams Meeting with Helen Davies
20/09/2021	MS Teams Meeting with Jeremy Over
20/09/2021	Telephone Conversation with potential Board Development company service user
21/09/2021	MS Teams Meeting with Cllr Andrew Reid
21/09/2021	MS Teams Meeting with Elliot Howard-Jones, CEO, Hertfordshire Community NHS Trust
21/09/2021	MS Teams Meeting with Sue Wilkinson
21/09/2021	MS Teams Meeting with Craig Black
21/09/2021	MS Teams Meeting with potential Board Development company service user
21/09/2021	Telephone Conversation with Helen Beck
21/09/2021	MS Teams Meeting with Claire Sorenson
21/09/2021	Annual Members Meeting via MS Teams
22/09/2021	1:1 with Ann Alderton
22/09/2021	Joint CoG/NED Training Session
23/09/2021	Remuneration Committee via MS Teams
23/09/2021	MS Teams Meeting with Ann Alderton
28/09/2021	NED Meeting
28/09/2021	1:1 with Louisa Pepper
28/09/2021	1:1 with Chris Lawrence
28/09/2021	Weekly Staff Briefing via MS Teams
28/09/2021	MS Teams Meeting with Helen Davies
28/09/2021	MS Teams Meeting with potential Board Development company service user
29/09/2021	1:1 with Craig Black
29/09/2021	Induction Meeting with Dr Rabia Rashid, Consultant Dermatologist
29/09/2021	Induction Meeting with Hannah Bloomfield, Graduate Management Trainee
29/09/2021	Induction Meeting with Dr James Waugh, Radiology Consultant
29/09/2021	MS Teams Meeting with Board Development Company
29/09/2021	1:1 with Sue Smith
1/10/2021	Suffolk & North East Essex ICS System Transition workshop via MS Teams
5/10/2021	1:1 with Craig Black
5/10/2021	Induction Meeting with Dr Juliana Delos Reyes, Stroke Consultant
5/10/2021	MS Teams meeting with Odgers Berndtson
6/10/2021	1:1 with Ann Alderton via MS Teams
6/10/2021	Regional & ICS Chairs meeting via MS Teams
6/10/2021	1:1 with Sue Wilkinson via MS Teams

Date	Meetings and events (01/09/21 until 30/11/21)
6/10/2021	Suffolk & North East Essex ICS Chairs Group via MS Teams
7/10/2021	Telephone call with Liz Steele
8/10/2021	Suffolk & North East Essex ICS Board & ICS Transition Board via MS Teams
11/10/2021	MS Teams meeting with Bevan Brittan
12/10/2021	1:1 with Ann Alderton
12/10/2021	Meeting with Liz Steele and Florence Bevan
12/10/2021	1:1 with Craig Black
12/10/2021	All staff briefing via MS Teams
12/10/2021	MS Teams meeting with Claire Sorenson
12/10/2021	MS Teams meeting with the Non-executive Directors
13/10/2021	1:1 with Jeremy Over
13/10/2021	Suffolk Health Scrutiny Committee at Endeavour House, Ipswich
13/10/2021	Council of Governors meeting via MS Teams
15/10/2021	Trust Board Meeting via MS Teams
19/10/2021	HR Disciplinary Hearing
19/10/2021	1:1 with Craig Black
19/10/2021	1:1 with Sue Smith
19/10/2021	MS Teams meeting with Dr Shane Gordon
19/10/2021	Council of Governors Future System workshop
20/10/2021	1:1 with Ann Alderton via MS Teams
20/10/2021	MS Teams meeting with Healthwatch & Craig Black
22/10/2021	Suffolk & North East Essex ICS System Transition workshop via MS Teams
22/10/2021	1:1 with Jeremy Over via MS Teams
26/10/2021	1:1 with Jude Chin
26/10/2021	All staff briefing via MS Teams
26/10/2021	1:1 with Ruth Williamson
26/10/2021	MS Teams meeting with the Freedom to Speak Up Guardians
26/10/2021	FT Nominations committee meeting via MS Teams
27/10/2021	Meeting with governor
27/10/2021	1:1 with Ann Alderton via MS Teams
27/10/2021	1:1 with Catherine Morgan, regional chief nurse
27/10/2021	1:1 with Sarah Howard, Independent chair of Suffolk Alliance via MS Teams
27/10/2021	1:1 with Jeremy Over via MS Teams
2/11/2021	ICB Chief executive stakeholder panel via MS Teams
3/11/2021	1:1 with Ann Alderton via MS Teams
3/11/2021	1:1 with Sue Wilkinson via MS Teams
3/11/2021	HR Appeal Meeting via MS Teams
4/11/2021	1:1 with Craig black via MS Teams
4/11/2021	MS Teams Meeting with Integrated Development
5/11/2021	Suffolk & North East Essex ICS System Transition workshop via MS Teams
5/11/2021	Charitable Funds meeting via MS Teams
9/11/2021	1:1 with Alan Rose
9/11/2021	Meeting with Liz Steele & Florence Bevan
9/11/2021	1:1 with Craig Black
9/11/2021	All staff briefing via MS Teams
9/11/2021	1:1 with Kate Vaughton via MS Teams
9/11/2021	Teams meeting with Liz Steele, Ann Alderton & Craig Black
9/11/2021	1:1 with Ann Alderton via MS Teams
9/11/2021	MS Teams Meeting with staff governors, Craig Black and Liz Steele
9/11/2021	Strategic workshop with governors via MS teams
10/11/2021	Scrutiny committee via MS teams
10/11/2021	Induction Meeting with Dr Alex Costa, Consultant Neurologist
10/11/2021	Induction Meeting with Dr Tom Bull, Consultant Haematologist
10/11/2021	MS Teams meeting with ICB transition consultants and Craig Black
10/11/2021	Suffolk & North East Essex ICS Chairs Group via MS Teams
10/11/2021	1:1 with Sue Smith via MS Teams

Date	Meetings and events (01/09/21 until 30/11/21)
11/11/2021	Meeting with Helen Taylor, ESNEFT Chair
12/11/2021	Suffolk & North East Essex ICS Board & ICS Transition Board via MS Teams
12/11/2021	MS Teams Meeting with Integrated Development
15/11/2021	Insight briefing via MS Teams
15/11/2021	1:1 with Richard Davies via MS Teams
16/11/2021	HR Appeal meeting
16/11/2021	MS Teams meeting with executive search company
16/11/2021	1:1 with Ann Alderton
16/11/2021	MS Teams Meeting with Integrated Development & Craig Black
17/11/2021	1:1 with Ann Alderton via MS Teams
17/11/2021	1:1 with Louisa Pepper
17/11/2021	Meeting with volunteering services
17/11/2021	MS Teams meeting with Alison Wigg
19/11/2021	Helen Beck retirement event
23/11/2021	Next WSFT CEO working group meeting via MS Teams
23/11/2021	1:1 with Nicola Cottingham
23/11/2021	1:1 with Richard Davies
23/11/2021	All staff briefing via MS Teams
23/11/2021	1:1 with Helen Davies
23/11/2021	Committee meeting framework review meeting via MS Teams
23/11/2021	1:1 with Jeremy Over via MS Teams
24/11/2021	1:1 with Ann Alderton
24/11/2021	1:1 with Craig Black
24/11/2021	Induction with Dr William Dean, Consultant in Surgery
24/11/2021	Telephone meeting with Will Pope, ICS chairman
25/11/2021	WSFT Board development day off-site
25/11/2021	Second phase of pre-application public planning engagement event in Newmarket
30/11/2021	NED meeting via MS Teams
30/11/2021	1:1 with Christopher Lawrence via MS Teams
30/11/2021	1:1 with Craig Black via MS Teams

## 8. Chief executive's report (to follow)

To note a report on operational and strategic matters

For Reference

Presented by Craig Black

<b>REPORT TO:</b>	Council of Governors
<b>MEETING DATE:</b>	Monday 17 January 2022
<b>SUBJECT:</b>	Chief Executive's report
<b>AGENDA ITEM:</b>	8
<b>PRESENTED BY:</b>	Craig Black
<b>FOR:</b>	Information

### **Pressures on the Trust**

As we start a new year, we do so experiencing significant pressures on all parts of the organisation.

As such, on Wednesday 29 December we declared a critical internal incident across the Trust. This incident is still ongoing and is largely drive by the high numbers of patients coming through our front doors as well as significantly reduced staffing levels due to illness or self-isolation from Covid-19.

Declaring a critical internal incident means we step up our internal practices to enable us to focus on maintaining safe services for patients during this period of sustained demand and operational pressure. As part of this we have moved to an 'enhanced response structure', which includes daily strategic review meetings to monitor the situation and make decisions to take swift action.

We are working hard to create additional bed capacity and are also asking staff to work flexibly at short notice to help fill gaps. However, we have had to take the difficult decision to postpone some elective surgery and outpatients' appointments and are working to re-book patients wherever possible.

We are focusing heavily on discharge and are working across the system to increase our discharge capacity to help ensure that patients are being looked after in the most appropriate place for their needs.

Staff are doing an incredible job during this difficult time and I am humbled by their hard work and dedication.

### **Publication of External Review**

The long-awaited publication of the external review into whistle-blowing in the Trust reported on 9<sup>th</sup> December 2021.

The review was commissioned by NHS England and Improvement, at the request of the Department of Health and Social Care, in February 2020. It was sparked when an anonymous letter raising issues around patient safety was written to the family of a patient who had sadly died whilst in our care. Following receipt of this letter in October 2018, the letter was passed to the Trust.

It was the Trust's handling of its own investigation around the anonymous letter, specifically the request for hand writing and finger print samples, and the improper pursuit of a group of staff, including pursuing a clinician through a wrongful disciplinary process, which was called into question and considered in the review.

The Trust Board takes full responsibility for the failings and short comings around the handling of events leading up to and surrounding the whistleblowing. We are truly sorry to the staff and families affected.

We have taken a number of actions over the last two years to improve our HR, culture and leadership practices, including appointing two new Freedom To Speak Up Guardians.

We will use this report to make further changes to continue our work to create an open, fair and inclusive organisation that puts our staff and patient safety front and centre.

We will be sharing a more detailed response and plan in due course.

### **Changes in the leadership team**

You will all be aware that on the back of the publication of the External Review, our chair, Sheila Childerhouse, has taken the decision to step down this month. Sheila has been chair of WSFT since 2017. She has played a lead role in the successful integration of community services in the Trust and ensuring we are well represented, through her involvement in the Suffolk and North East Essex integrated care system's chairs group.

I thank Sheila for her service to the organisation.

In November we said goodbye to our chief operating officer, Helen Beck, who has retired.

Helen oversaw a lot of positive changes in her time with us including leading the operational aspects of our e-care programme which was very important to the Trust gaining digital exemplar status.

I know Helen was looking forward to spending a lot more time with her family in her retirement and we all wish her the best in all her future adventures.

In her place we are delighted to welcome back Nicola Cottington. Nicola is already a very well-known person at our Trust as she previously worked as associate director of operations in medicine before a stint at James Paget. She is already adding enormous benefit to the Trust and is helping to navigate us through these seasonal pressures.

### **Suspension of visiting**

At the end of October, we took the very difficult decision to suspend almost all visiting at our sites and unfortunately these restrictions remain in place. We did this because of the very high rates of Covid-19 in West Suffolk so as to protect our most vulnerable patients as well as our staff.

We did permit some visiting over Christmas, but we have now reverted back to restricting visiting in all but exceptional circumstances.

To help alleviate the distress of being apart, patients are still able to keep up to date with how their loved ones are while they're in one of our hospitals via our dedicated clinical helpline. As well as this, we are continuing to run our 'Keeping in Touch' service which helps connect family via video calls if patients don't have access to digital devices.

Please be assured we are regularly reviewing decisions around visiting and will relax restrictions as soon as it is safe to do so.

### **Freedom to Speak Up Champions**

To support the growth of a listening culture, we now have 31 'Freedom to Speak Up champions' from across our Trust. The staff members, who have completed their training, are now working to make speaking up 'business as usual' in their teams.

The champions are now able to help promote the value of speaking up, listening to others and following up concerns or issues raised. They work with our two Freedom to Speak Up Guardians, Amanda and James, and able to support members of their teams and others across the Trust.

When people in the organisation speak up it represents a brilliant opportunity for us to learn and improve. I want us all to make the most of these opportunities – our champions are a vital part of that and us all working together to ensure our Trust is the best it can be.

### **Haverhill health centre**

You may have seen media coverage around the Haverhill health centre, which until recently, was the base for several teams who belong to our Trust, providing a range of services to the community.

In late Summer we were informed by the owners of the building, NHS Property Services, that there were concerns about the condition of the building and that remedial work to the building is necessary to manage the building due to reinforced autoclaved aerated concrete (RAAC) panels in the roof.

Given the limited space at Haverhill and likelihood of significant disruption to patients and staff from these works we took the decision to relocate our services. We are pleased to confirm that the majority of services have been relocated in Haverhill, whilst some specialist services have been relocated to the West Suffolk Hospital. We continue to research potential locations that will enable services to be co-located again in the future, to ensure we can continue to meet the health and care needs of the Haverhill community.

### **New healthcare facility engagement**

Throughout November and into December, the Future Systems team were hard at work engaging both staff and residents about the new healthcare facility.

This was the second period of pre-application planning engagement to support an outline planning application to build on the Hardwick Manor site in Bury St Edmunds – with the Trust aiming to submit an application in early 2022.

Securing outline planning permission is a significant milestone on our journey to building a new hospital and I'm excited that we have been able to include our local community in the shaping the eventual outcome.

The team arranged a mix of Covid-secure face-to-face events throughout the county as well as online events which people could access via Microsoft Teams. The feedback received will build on the 800 responses we received in our first round of engagement and is an invaluable part of the process to make sure we build a facility to suit the needs of our communities.

### **Community colleagues move into new Brandon base**



Members of the Mildenhall and Brandon community team recently moved from the Brandon Health Centre to new facilities at the town's leisure and health hub. As well as custom-designed new office and clinical space, the site also offers facilities provided by Abbeycroft Leisure.

From talking to staff, the feedback from the team moving into their new home has been very positive and the facility enables healthcare services much closer to home. This saves some patients having to do a 40-mile round trip to West Suffolk hospital.

### **Midwifery awards**

I want to extend my congratulations to three outstanding members of our midwifery team who were recognised for their work in our recent midwifery awards.

The awards, which are given out annually in memory of the late Hannah Seeley, an exemplary midwife who worked at our Trust and sadly passed away in 2012, celebrate colleagues in three categories:

- Midwife of the year
- Support worker of the year
- Student midwife of the year.

Rebecca Lemesre took home the midwife of the year award. Rebecca, who has worked at the Trust since 2006, was commended for her ability to go above and beyond in caring for colleagues, women and birthing partners.

Support worker of the year award went to Jackie Cheek who has been at the Trust since 2008. Colleagues commented on Jackie's hard work but also being cheerful, adaptable and always supportive, helping women to receive excellent care.

Kirsty Kearns was awarded the student of the year award. Kirsty, who is in her final year of training was commended as a "real role model student" who worked hard in very difficult circumstances and is always dependable.

Congratulations to all three for their awards.

## 9. Governor issues (enclosed)

To note a summary of the questions raised by governors, December 2021

For Reference

Presented by Liz Steele

## Governor questions and responses – December 2021

### Log No 2120

#### Subject: Pathway for outpatients requiring assistance

Question	Response
<p>Is there an established pathway for all those outpatients identified as needing a little bit of extra assistance and reassurance when visiting the hospital, that all staff (hospital &amp; transport) and volunteers can be aware of, so that our outpatients when alone have a good and positive experience?</p>	<p>We are reliant on patients telling us themselves if they require additional support if this relates solely to general anxieties and worries. Our flag alert system will ensure those with learning disabilities or autism are marked as such, oftentimes our learning disability specialist nurse will accompany these patients to appointments or meet them before/after. We are also required to make reasonable adjustments for those with a disability (learning, physical or mental) in line with the Equality Act 2010.</p> <p>All patients are offered a staff chaperone for outpatient appointments.</p> <p>At present, due to Covid, the majority of patients are required to attend outpatient appointments alone so staff are generally providing extra support and compassion in recognition of this, however allowances are made for those who may be receiving bad news/require a carer to be present or in certain groups such as maternity and paediatrics.</p>

### Log No 2121

#### Subject: Staff Structure

Question	Response
<p>This question has been triggered by the West Suffolk Review but is not specific to it.</p> <p>I come from a business/commercial background where almost every Job Description would begin with :- Responsible to : X Responsible for : A, B, C</p> <p>And the two prime responsibilities in relation to A, B and C would be to oversee their welfare and manage the performance of their duties.</p>	

Question	Response
<p>To balance that responsibility the job holder would have authority to take whatever steps were necessary in discharging that responsibility.</p> <p>In the NHS in general, and WSFT in particular, do the same clear reporting lines and identified responsibilities exist?</p>	<p>Yes</p>
<p>Despite the Review's length it is never clearly stated who had direct responsibility for the individuals concerned e.g. who was Dr A's direct manager?</p>	<p>The arrangements for doctors are provided through the medical leadership structure. Each speciality has a clinical lead, who in turn reports to a clinical director. Who then reports to the medical director. Clinical leads and clinical directors are also supported by others including operational management and HR.</p>

10. Governor Engagement (enclosed)

To receive the minutes from the  
Engagement Committee meeting of 29  
November 2021,

For Reference

Presented by Florence Bevan

<b>REPORT TO:</b>	Council of Governors
<b>MEETING DATE:</b>	16 December 2021
<b>SUBJECT:</b>	Report from Engagement Committee, 29 November 2021
<b>AGENDA ITEM:</b>	10
<b>PREPARED BY:</b>	Georgina Holmes, FT Office Manager
<b>PRESENTED BY:</b>	Florence Bevan, Governor (Chair of Engagement Committee)
<b>FOR:</b>	Information and Approval

## **BACKGROUND**

This attached draft minutes (appendix A) provide a summary of discussions that took place at the engagement committee meeting on 29 November 2021.

## **RECOMMENDATION**

The Council of Governors is asked to note the draft minutes of the meeting of 29 November 2021.

**DRAFT****MINUTES OF THE COUNCIL OF GOVERNORS ENGAGEMENT COMMITTEE****HELD ON MONDAY 29 NOVEMBER 2021, 5.30pm****Northgate Room, WSFT**

<b>COMMITTEE MEMBERS</b>		<b>Attendance</b>	<b>Apologies</b>
Florence Bevan	Public Governor	•	
Carol Bull	Partner Governor		•
Robin Howe	Public Governor	•	
Sarah Judge	Staff Governor		•
Ben Lord	Public Governor		•
Laraine Moody	Partner Governor		•
Liz Steele	Public Governor (Lead Governor)	•	
<b>In attendance</b>			
Ann Alderton	Interim Trust Secretary		
Georgina Holmes	FT Office Manager		
Alan Rose	Non-Executive Director		

**Action****21/29 APOLOGIES & INTRODUCTION**

Apologies for absence were received from Carol Bull, Sarah Judge, Ben Lord and Laraine Moody.

Florence Bevan explained that following the suggestion that there should be a staff governor on this committee, Sarah Judge had accepted an invitation to join the committee but had had to give her apologies for this meeting.

Alan Rose had been invited to attend this meeting to explain the governor link to the involvement committee (agenda item 4).

**21/30 MINUTES OF MEETING HELD ON 22 JULY 2021**

The minutes of the above meeting were agreed as a true and accurate record.

**21/31 MATTERS ARISING ACTION SHEET**

The ongoing actions were reviewed and the following issues raised:

Item 68; Guidelines to be produced setting out roles of patient representatives and engagement committee/governors in engaging with the public. It was noted that there would be some overlap with the guidelines for Voice members, but it was also important that there was not duplication. Rather than producing guidelines for governors Ann Alderton proposed to develop a memorandum of understanding.

**ACTION: develop memorandum of understanding between the Council of Governors and Voice in relation to member and public engagement**

**A  
Alderton**

Alan Rose would follow up via the involvement committee how the Voice group was involved in support groups for different specialties, eg stroke, orthopaedics etc.

Item 69: Look at other trusts' websites and consider how to make governor area more prominent on the home page; Include more detailed information about governors. Anna Hollis had provided an update to confirm that the corporate information tab would be renamed 'about us'; a link would be added about the CoG homepage under 'your views matter' headline and governor profiles would be added to the CoG page – George Holmes would be contacting governors to request information for this page.

**ACTION: contact governors re profile information for website.**

**G Holmes**

The completed actions were reviewed and the following comments made:

Items 35 & 53 re talks for members; 'medicine for members' had previously been a very successful way of engaging with members and the public. It was agreed that a programme should be arranged for 2022, which would initially include virtual talks until social distancing restrictions allowed these to take place in venues around the catchment area. Paul Molyneux would be asked for suggestions for subjects/speakers.

**ACTION: ask Paul Molyneux to suggest appropriate subjects/speakers for 'medicine for members' talks.**

**G Holmes**

Item 70; provide more detailed information on membership numbers to a future meeting. Membership numbers were circulated showing the % of BAME members in each constituency compared to the % of members versus the total population. This showed that in the majority of areas there was a high % of BAME members compared to the overall % membership

A more detailed breakdown of age groups would be provided to the next meeting to enable a greater focus on recruiting younger members.

**ACTION: provide detailed breakdown of members by age group to next meeting.**

**G Holmes**

## **21/32 GOVERNOR LINK TO THE INVOLVEMENT COMMITTEE**

- Alan Rose explained that the role of the 3i committees (insight, improvement and involvement) was about assuring the board as a whole that the Trust and board were working correctly. If a committee was not assured about a particular aspect it should escalate this to the board. An example of this was that the committee was not assured that enough was being done to ensure diversity of the board.
- Florence Bevan's role in representing the council of governors on the involvement committee was both to be involved in the assurance process and also to provide assurance to the committee that the governors were undertaking their role.

## **21/33 FIRST IMPRESSIONS**

- Florence Bevan gave a short update on the first involvement committee meeting that she had attended.
- Governor representation on this committee brought together the strategic role and engagement role which meant that she was able to attend this committee in a participating role.
- She had been very impressed with the wide representation from across the whole organisation.



- The format of the meeting enabled issues to be discussed in greater depth than at board meetings. This highlighted the importance of only having a few agenda items which enabled a lot more time for debate/discussion.
- There had been two deep dives; the CQC inpatient survey and the equality, diversity and inclusion annual report. A lot of time was also spent discussing freedom to speak up.

#### 21/34 OPEN FORUM

The feedback that had been received following the away half-day was reviewed and the following proposals discussed:

- Find out from other trusts how they engaged with their members and the public.

**ACTION: Liz Steele to discuss at next lead governor meeting.**

**L Steele**

- Look at the annual reports and website of trusts of a similar size to WSFT.
- Consider messages that governors should be sharing with the public in their engagement role including the future system and the integrated care system.
- Consider developing relationships with governors from other trusts in the ICS, ie should governors be working collaboratively with other trusts?
- Consider the role of governors in the Trust's green plan (*note: a briefing for governors on this has been arranged for 9 March 2022*)
- It was noted that Ben Lord has been keen to include atrial fibrillation in the governor engagement programme. This was not within the remit/role of the governors but could possibly be linked with medicine for members when these took place face to face.
- Consider linked activities with MyWish.
- Include information in parish council magazines.
- It was requested that governors were informed of dates for engagement events re the future system as soon as they were available.

**ACTION: George Holmes to follow up with Emma Jones**

**G Holmes**

#### 21/35 ENGAGEMENT PLAN

The next steps for engagement were agreed as follows:

- Consider governor involvement at the Annual Members Meeting (27 September 2022)
- Programme of medicine for members.
- Articles for parish council magazines (link to Trust's new strategy)

#### 21/36 ISSUES FOR ESCALATION TO THE COUNCIL OF GOVERNORS

- There were no issues for escalation.

#### 21/37 DATES OF MEETINGS FOR 2022

Monday 17 January  
 Wednesday 13 April  
 Monday 11 July  
 Wednesday 12 October

# 11. Governor Work Programme 2021-23 (enclosed)

To receive an update

For Reference

Presented by Ann Alderton

<b>REPORT TO:</b>	Council of Governors
<b>MEETING DATE:</b>	16 December 2021
<b>SUBJECT:</b>	Governors' Work Programme 2021-23
<b>AGENDA ITEM:</b>	11
<b>PRESENTED BY:</b>	Ann Alderton, Interim Trust Secretary
<b>FOR:</b>	Approval

## BACKGROUND

At the meeting in October the Council of Governors approved the following recommendations:

- the establishment of the Constitution Committee
- a task and finish group for the appointment of the external auditors
- the proposal for a governor from the Engagement Committee to attend the Board of Directors' Involvement Committee

They also approved the governor work programme and strategic work programme for 2022-23.

## UPDATE

- A constitution committee was established as a task and finish group governor representatives were Clive Wilson, Sarah Judge and Thomas Pulimood. A report on the findings and recommendations of this committee is provided under agenda item 16 and 17.
- A task and finish group for the appointment of the external auditors was established; governor representatives were Sarah-Jane Relf and Clive Wilson. A report on the recommendations was given to the closed Council of Governors meeting on 13 October.
- Florence Bevan in her role as chair of the Engagement Committee has been appointed as the governor representative and is attending Involvement committee meetings.
- Dates have been confirmed and circulated to governors for the following briefings as part of the strategic work programme for governors (see attached Appendix A):
  - Health and Social Care in Suffolk – Integrated Care and what it means – 7 December 2021
  - Freedom to Speak Up - 19 January 2022
  - The People Plan – 9 February 2022
  - Green Plan – 9 March 2022
  - NHS Finance update and 2022/23 Budget – 6 April 2022

## Strategic Work Programme 2021-22

Timing	Themes	Rationale	Led by
9 Nov 21 <b>complete</b>	Covid Recovery – the elective accelerator programme, what it is and what it means for the Trust, its patients and its staff	Interests of members and the public	Alex Baldwin, Deputy Chief Operating Officer
9 Nov 21 <b>complete</b>	RAAC plank risks	Highest ranked risk in the Trust's Risk Register	Alex Baldwin, Deputy Chief Operating Officer
Nov/Dec 2021 Tbc	Rapid review report – next steps (timing may change depending on actual date of publication)	Important learning for culture and engagement	Chair, Senior Independent Director, Director of Workforce, Freedom to Speak Up Guardians
7 Dec 21 <b>complete</b>	Health and Social Care in Suffolk – Integrated Care and what it means	Interests of members and the public	Chair, Ed Garrett, Richard Watson
19 Jan 2022	Freedom to Speak Up Briefing	Interests of members and the public	Craig Black, Jeremy Over, Amanda Bennett, James Barrett, (Richard Davies)
9 Feb 2022	The People Plan	Interests of members and the public	Jeremy Over, Sue Wilkinson, (Craig Black)
9 Mar 2022	Green Plan	Interests of members and the public	Chris Todd, (Craig Black)
6 April 2022	NHS Finance update and 2022/23 Budget	Interests of members and the public	Nick Macdonald
March 2022 and beyond	Forward plan for 2022/Future System/ Annual Report/ Quality Report/ Agree 2022-23 work programme	Interests of members and the public	Chief Executive, Director of Resources, Trust Secretary

## 12. Summary quality and performance report (enclosed)

To receive the summary report

For Reference

Presented by Richard Davies

<b>REPORT TO:</b>	Council of Governors
<b>MEETING DATE:</b>	16 December 2001
<b>SUBJECT:</b>	Summary quality & performance report
<b>AGENDA ITEM:</b>	12
<b>PREPARED BY:</b>	Alex Baldwin, deputy chief operating officer Dan Spooner, deputy chief nurse
<b>PRESENTED BY:</b>	Richard Davies, Non-Executive Director
<b>FOR:</b>	Information - To update the Council of Governors on quality and operational performance

This paper provides an update on the key areas of **quality performance, operational work and quality improvement**.

#### **Quality indicators**

Performance against key quality indicators is summarised below.

#### **Nurse staffing**

Nurse staffing continues to be challenged in the last couple of months with September and October seeing fill rates below 90% in day shifts for two consecutive months. This has been driven by a number of factors including

- increasing sickness rates
- Increasing isolation rates
- Opening of additional ward (G10)

The recruitment of 36 RNs which started within the Trust in September has lessened these pressures, but the impact of such positive recruitment has not been felt as well as anticipated due to increases in establishment and demand on nursing teams

Vacancy percentages have increased in both registered staff group and non registered staff group, which has been further increased due to the increase in establishments seen in a number of areas. This is a positive move, and the increase vacancy was expected until recruitment address this additional demand.

Other than the daily mitigation of risk, completed by the matrons, additional support has been provided in October including the introduction of a rapid response pool, where an enhanced bank rate is offered for pre-emptive flexibility and staff are allocated on arrival to areas of the most need. This has been positively received by the ward teams. Other actions include, the increased monthly cohort of international nurse recruits and recent funding award to commence international recruitment for midwives.

#### **Ward Accreditation Program**

Ward Accreditation (WA) continues. No significant update

## Incident reporting

The Patient safety team have undertaken a detailed thematic analysis of incidents for the period April to June 2021. This will be repeated in future quarters and will form an important part of the development of future year's PSIRP and the wider safety improvement plan.

A total of 2931 incidents were reviewed and the report categorised these by location, by severity/harm, by incident type, and (for the top five categories only) by sub-category.

- pressure ulcers – note this includes the reporting of community acquired / present on admission to service PUs.
- clinical care and treatment
- medication
- slips, trips & falls
- discharge, transfer and follow up

The patient safety & quality team will be ensuring that these themes are recognised locally and incorporated into the specialist improvement plans

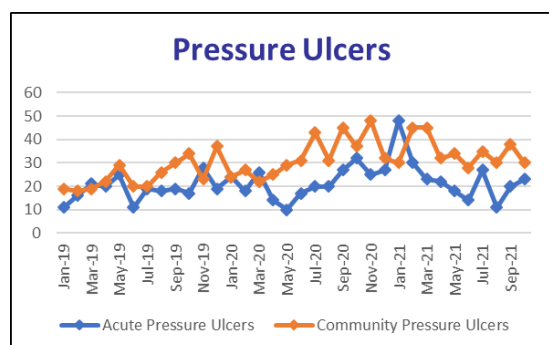
## Falls

There was an increase in the number of falls reported in October compared to September. In October there were 15 falls reported with minor harm, 1 with moderate harm (distal radius fracture F3), and 2 with major harm (fractured neck of femur, G3 and G8). Learning from these falls has been identified through after-action reviews.

Falls per 1000 bed days is below the national average (set in 2015) of 6.63.

## Pressure Ulcers

After a sustained improvement in incidences there have been an increase in the last two months potentially reflected in the lower fill rate from nursing staff as the link with RN staff and acquired pressure ulcers is well documented. Initiative to raise awareness have included bit size education within the clinical areas and a 'stop the pressure' campaign which ran in November



## Compliments and Complaints

Complaints have reduced for three consecutive months particularly reducing from A&E and gynaecology which is positive following the observed increases in both areas. Communication is still the most common reason for patient concerns.

The clinical helpline has seen an increase in use since August and in October saw an average of 114 calls a day to assist relatives who are unable to attend the wards to receive updates of the care of our patients. This is likely to increase in November as visiting restrictions have continued in response to rising community prevalence of CV19 infections.

The Clinical Helpline was recognised nationally and won a Patient Experience Network National Award (PENNA) in September. The initiative was also a finalist at the national HSJ awards

### **Community Non-consultant led 18-week performance**

The aggregated performance for patients treated within 18 weeks in October was 91.12%. Paediatric speech and language and wheelchair services continue to have waiting times exceeding 18 weeks. The CCG has been supportive in recognising the challenges and business cases have been approved to support recovery for both services. The delays pre-date the Covid-19 pandemic although the situation was exacerbated by the inability to hold face to face sessions and ongoing school restrictions for paediatric speech and language therapy. The maximum wait for paediatric speech and language therapy is 34 weeks, increased from 30 weeks in September.

The wheelchair service has a high number of patients who have been shielding and access to schools and care homes has been limited. In addition, there have been delays in the supply of equipment post-Brexit. The maximum wait in the wheelchair service was 38 weeks in October, increased from 36 weeks in September.

### **Community Activity**

The total activity for community services has returned to pre-COVID levels although the ratio of face to face and other means of contact (telephone, video and email) has changed. In October, 19,001 face to face contacts were undertaken, with 5,248 telephone contacts and 973 video/email contacts.

### **Maternity Services**

The maternity service has experienced increasing challenges this month and this is reflected in the number of red flag events, Midwife to birth ratio and the supernumerary status of the labour suite coordinator. This is now recognised as a national staff crisis and the maternity team will be responding to regional and national assurances around staffing mitigation.

#### Red Flag events

NICE Safe midwifery staffing for maternity settings 2015 defines Red Flag events as events that are immediate signs that something is wrong and action is needed now to stop the situation getting worse. Action includes escalation to the senior midwife in charge of the service and the response include allocating additional staff to the ward or unit. Appendix 4 illustrates red flag events as described by NICE. Red Flags are captured on Datix and highlighted and mitigated as required at the daily Maternity Safety Huddle;

- There were fifteen red flag events in September. No harm was recorded as in impact of these incidents.
- There were twenty-two red flag events in October. No harm was recorded as in impact of these incidents.

#### Midwife to Birth ratio

Midwife to Birth ratio was 1:30 in September and 1:29.8 in October, this is higher than national average of 1:28 and Birthrate Plus recommendation of 1:27.7. Despite the increase in midwife to birth ratio which was also seen in previous month, 100% of 1:1 care provision has been achieved in both reported months.

Supernumerary status of the labour suite co-ordinator



This is a CNST 10 steps to safety requirement and was highlighted as a 'should' from the CQC report in January 2020. The band 7 labour suite co-ordinator should not have direct responsibility of care for any women. This is to enable the co-ordinator to have situational awareness of what is occurring on the unit and is recognised not only as best but safest practice

- In September 85% compliance was achieved
- October 93% compliance was achieved

October shows slight improvement compared to the last three months however this is still below required target of 100% and is a result of an increased staffing absence due to Covid 19, staffing shortages. The escalation policy was activated and follow as required..

## **Incident reporting**

The Patient safety team have undertaken a detailed thematic analysis of incidents reported in Q1 which was [resented at the Patient Safety and Quality Governance group. Q2 analysis is underway. The findings will be shared with relevant specialist groups and across the divisions. This work will enable important insight as we begin to develop our patient safety incident response plan (PSIRP) for 2022/23.

Early analysis of Q2 has shown a total of 2872 incidents were reported, a marginal decrease compared to 2931 in Q1. The top areas of reporting continue to be ED and AAU and the top 6 incident categories were;

- Pressure ulcers
- Medication incidents
- Slips, trips and falls
- Clinical care and treatment
- Safeguarding notifications
- Discharge, transfer and follow up.

Detailed themes for learning will be identified in the finalised report and shared with the patient safety and quality governance group.

## **Patient safety incident response framework (PSIRF)**

The Trust is an early adopter for the new framework, a pilot launched by the National Patient Safety team which replaces the serious incident framework, under which we were previously obligated to report incidents classified as serious. Under PSIRF we are able to adopt a different approach to incident investigation method for areas identified as causing concern. The framework sets out how we learn from patient safety incidents reported by staff and patients, their families and carers as part of our work to continually improve the quality and safety of the care we provide.

Since February the trust has embedded a structured incident escalation process, the emerging incident review (EIR) meeting, with executive colleagues and commissioner colleagues, chair by patient safety. This meeting identifies immediate mitigations and determines the most appropriate pathway which the adverse event will follow. Completion of duty of candour is considered as well as support for staff.

We have also implemented a bi-monthly patient safety quality assurance (PSQA) panel which considers safety recommendations and provides quality assurance of final report including provision to family/relatives/other involved parties with executive attendance

Drawing on our experience from our first year under PSIRF we are beginning a series of engagement workshops with divisional and specialist leads, along with ICS colleagues to ascertain our identified risks which we will include in the PSIRP for 2022/23. This will need Board approval and this is planned for February 2022.

## **Operational report**

This section provides an update on the key operational areas of work during the month. This includes; an update on current operational pressures and the most recent forecast data and community services.

### **Operational summary**

Covid demand has fluctuated over the past three months. Highs of 30+ were seen in late summer and in to autumn, this was reflected in critical care where 2-3 patients were cared for an any one time. More recently these numbers have reduced and at the time of writing there are 11 positive patients in the trust of which none are in critical care.

As previously reported we continue to see positive cases in the unvaccinated population or where people are partially vaccinated. However, we continue to see cases in double vaccinated patients.

Overall urgent and emergency care demand continues to be high, having peaked at 7852 in July. August, September and October saw demand over 7300 each month with 7340, 7506 and 7379 patients seen respectively. As has been previously reported this high demand coupled with the trusts capacity challenges results in a significantly challenged picture.

These challenges are reflected in delays in ED with increasing time to initial assessment (up to 22mins from 19mins in June), average journey time (up to 256mins from 201mins in June) and 12-hour length of stay waits (257 compared with 34 in June).

Elective recovery continues at pace following the success of the SNEE elective recovery accelerator programme. This includes collaborative working with ESNEFT and independent sector colleagues to transfer pathways between organisations and to reduce waiting time inequalities across the region. Overall performance remains low with compliance at 64% in October. This is largely a result of our ongoing capacity reduction in theatres with 79.87% of patients on a non-admitted pathway treated within 18 weeks.

As referral numbers return to pre-pandemic levels we have seen a rise in the size of the waiting list. The number of patients over 52 weeks has stabilised at around 2200 but we continue to see a significant number of patients waiting over 104 weeks. 239 patients are currently waiting beyond 2 years with the highest proportion waiting for orthopaedic surgery. We have agreed to have no more than 210 patients waiting more than 2 years by the end of March and we are working hard with our system partners to ensure we minimise the overall number as swiftly as possible.

### **Structural decant programme**

The bearing extension and failsafe programme is well underway. The most recent updates are below.

- The failsafe work on F1 has been completed and the paediatric service have returned. Unfortunately, the north light valley adaptations could not be completed and a further decant will be required at some point in 2022.
- G10 has been released for general use and at the time of writing is being used as a red covid positive ward.
- F7 work was delayed due to capacity constraints but pleasingly this has now commenced. The bearing extension work will be completed by 20 December.
- As a result of difficulties in managing extensive failsafe work in ante-natal the department will need to decant to an alternative location as an interim measure. A full decant plan is in

development between CRT and the department but it is expected that the area will be vacated by early January.

- Unfortunately, the theatre programme has been subject to further delays due to the complexity of the work. Whilst we will gain additional theatre capacity in December this has been delayed and will impact on the speed of our elective recovery. As previously reported, the full return of all theatre capacity is not scheduled until mid-February 2022.
- Further planning is underway to establish phasing of works to the walls and in the main perimeter hospital corridor. This will create significant disruption to large areas of the organisation and therefore detailed plans are in development. It is expected that this work will commence in early 2022.

The disruption to clinical and operational teams as a result of this complex and extensive programme should not be underestimated.

### **Winter Planning**

The winter planning group has provided oversight of development of our winter preparedness plan. This includes detailed bed modelling, covid demand assessments, clinical risk assessments, workforce plans and divisional escalation plans. As we move further in to the winter months the groups focus will shift from planning to delivering. This includes monitoring effectiveness of interventions designed to improve flow, staff and patient experience. As noted previously we are experiencing unprecedented demand across the trust which is mirrored elsewhere in our system and indeed nationally.

We can expect the next few months to be as challenging as any we have faced to date. The ongoing challenges of covid (increased with a new variant(s) to manage), respiratory illness and general increases in demand normally seen at this time of year will combine. We are certainly in a better place for all the preparatory work we have undertaken but we'll need all members of our organisation to work together to see it through.

## 13. Summary finance & workforce report (enclosed)

To receive the summary report

For Reference

Presented by Alan Rose

<b>REPORT TO:</b>	Council of Governors
<b>MEETING DATE:</b>	16 December 2021
<b>SUBJECT:</b>	Summary Finance & Workforce Report
<b>AGENDA ITEM:</b>	13
<b>PREPARED BY:</b>	Charlie Davies, Deputy Director of Finance (Interim)
<b>PRESENTED BY:</b>	Alan Rose, Non-Executive Director
<b>FOR:</b>	Information - update on Financial Performance

### EXECUTIVE SUMMARY:

This report provides an overview of key issues during M1-8 FY 21/22 and highlights any specific issues where performance fell short of the target values as well as areas of improvement. The format of this report is intended to highlight the key elements of the monthly Board Report.

- The reported I & E position for M8 is break even, and reporting a YTD breakeven position.
- Forecast breakeven for FY 2021-22
- Potential risk of £6m in 22/23 based on H2 spending.

### Income and Expenditure Summary as at November 2021

It is anticipated that in H2 we will be spending £2.5m more than in H1, a result of seasonal variations, winter pressures and funded developments. Mitigations against this increased spend include a reduction of non-recurrent spend in H2, income support brought forward from H1 and an increased cost improvement programme (CIP) requirement. With these mitigations in place, we are planning to achieve an overall breakeven position for the full financial year 21/22.

Extrapolated to a full year, the un-mitigated increased spend anticipated in H2 represents £6m of pre-committed expenditure in 22/23 over and above that seen in H1. Planning guidance and draft funding allocations for next year are not expected to be issued until later this month, so we are unable as yet to know the extent to which we can mitigate this going forward. However, the purpose of the inclusion of the underlying position within this report is to highlight this potential risk as early as possible.

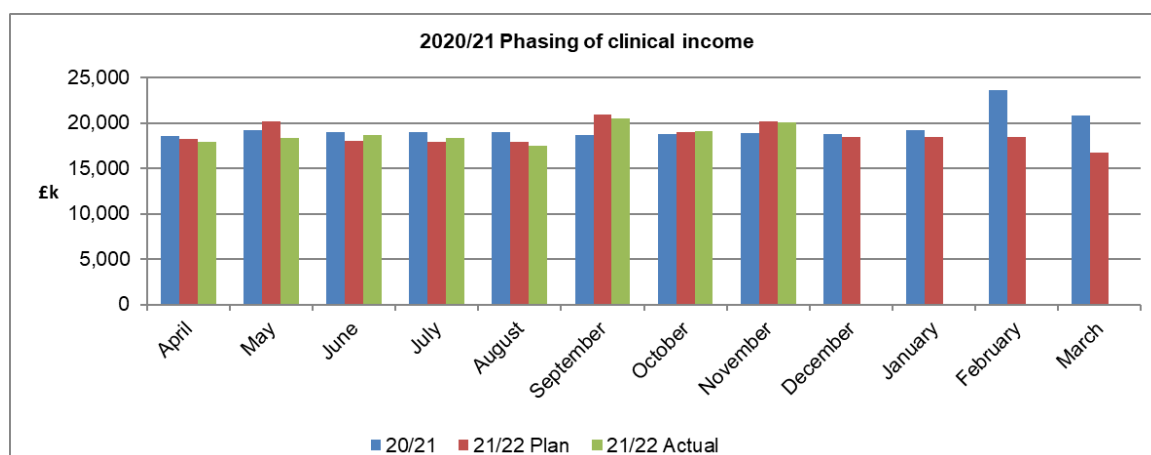
### Performance against I & E plan

Table 1

SUMMARY INCOME AND EXPENDITURE ACCOUNT - November 2021	November 2021			Year to date		
	Budget	Actual	Variance F/(A)	Budget	Actual	Variance F/(A)
	£m	£m	£m	£m	£m	£m
NHS Contract Income	24.8	24.8	(0.0)	192.5	191.4	(1.2)
Other Income	3.5	3.5	0.0	26.0	24.3	(1.7)
<b>Total Income</b>	<b>28.3</b>	<b>28.3</b>	<b>0.0</b>	<b>218.4</b>	<b>215.7</b>	<b>(2.8)</b>
Pay Costs	17.9	17.8	0.2	141.4	141.8	(0.5)
Non-pay Costs	9.1	9.1	0.1	67.8	63.3	4.5
<b>Operating Expenditure</b>	<b>27.1</b>	<b>26.8</b>	<b>0.2</b>	<b>209.1</b>	<b>205.1</b>	<b>4.0</b>
Contingency and Reserves	0.0	0.0	0.0	0.0	0.0	0.0
<b>EBITDA excl STF</b>	<b>1.2</b>	<b>1.5</b>	<b>0.2</b>	<b>9.3</b>	<b>10.6</b>	<b>1.2</b>
Depreciation	0.8	0.7	0.0	6.0	5.9	0.2
Finance costs	0.5	0.8	(0.3)	3.3	4.7	(1.4)
<b>SURPLUS/(DEFICIT)</b>	<b>0.0</b>	<b>(0.0)</b>	<b>(0.0)</b>	<b>(0.0)</b>	<b>0.0</b>	<b>(0.0)</b>

## Performance against Income plan

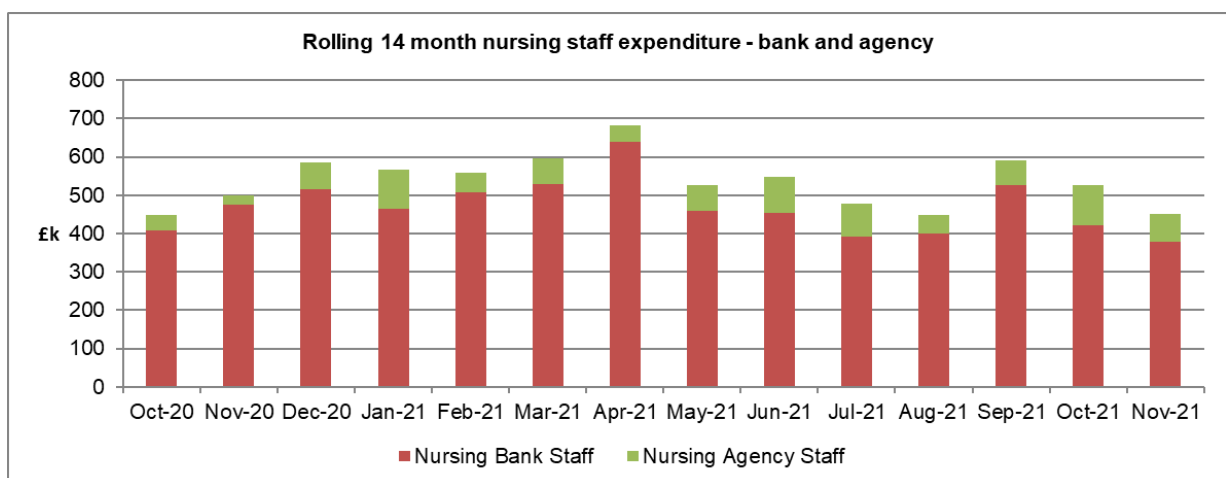
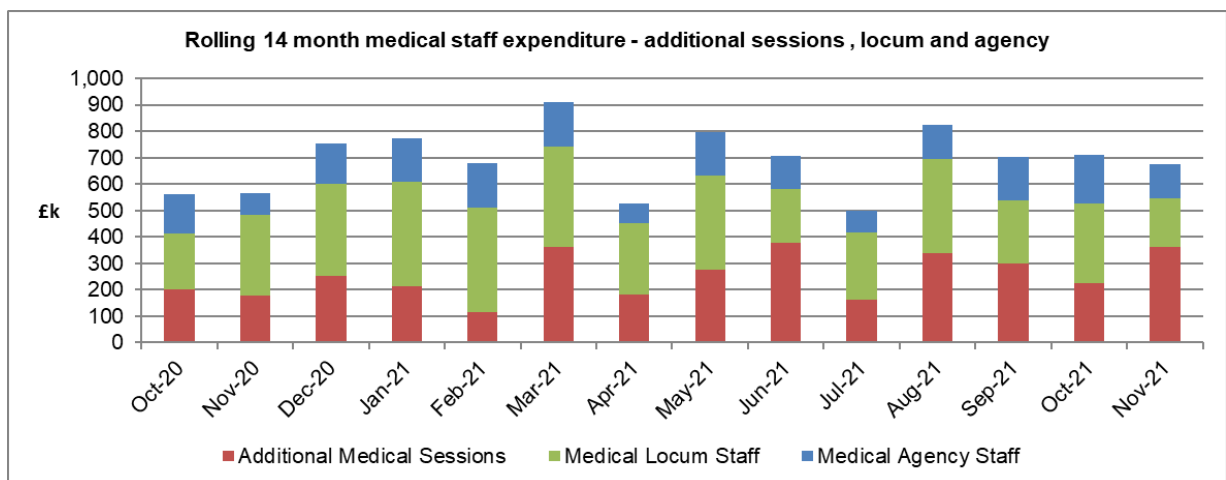
The chart below summarises the phasing of the clinical income plan for 2021-22, including Suffolk Community Health. This phasing is in line with activity phasing and does not take into account the block payment.



## Performance against Expenditure plan – Workforce

Monthly Expenditure (£)				
As at November 2021	Nov-21	Oct-21	Nov-20	YTD
	£000's	£000's	£000's	£000's
<b>Budgeted Costs in-month</b>	17,941	17,963	16,172	141,377
<b>Substantive Staff</b>	16,091	16,152	15,014	127,699
Medical Agency Staff	128	187	82	1,055
Medical Locum Staff	186	301	306	2,170
Additional Medical Sessions	360	225	179	2,220
Nursing Agency Staff	71	103	23	572
Nursing Bank Staff	378	422	475	3,670
Other Agency Staff	48	144	46	714
Other Bank Staff	206	178	217	1,711
Overtime	139	105	109	957
On Call	153	151	94	1,063
<b>Total Temporary Expenditure</b>	1,671	1,814	1,531	14,132
<b>Total Expenditure on Pay</b>	17,762	17,966	16,545	141,832
Variance (F/(A))	179	(3)	(373)	(455)
Temp. Staff Costs as % of Total Pay	9.4%	10.1%	9.3%	10.0%
memo: Total Agency Spend in-month	248	433	151	2,341

Monthly WTE				
As at November 2021	Nov-21	Oct-21	Nov-20	YTD
	£000's	£000's	£000's	£000's
<b>Budgeted WTE in-month</b>	4,513.8	4,502.5	4,191.7	37,796.4
<b>Substantive Staff</b>	4,062.9	4,049.3	3,887.8	32,403.5
Medical Agency Staff	12.8	10.6	10.8	55.5
Medical Locum Staff	21.4	26.5	29.0	209.5
Additional Medical Sessions	5.2	4.9	3.2	43.3
Nursing Agency Staff	10.7	16.4	3.6	84.7
Nursing Bank Staff	113.2	122.9	139.1	1,012.9
Other Agency Staff	16.0	21.9	8.7	114.1
Other Bank Staff	71.8	73.0	86.6	652.7
Overtime	36.2	36.7	27.2	242.7
On Call	8.2	7.5	6.4	62.1
<b>Total Temporary WTE</b>	295.5	320.2	314.7	2,477.4
<b>Total WTE</b>	4,358.4	4,369.5	4,202.5	34,880.9
Variance (F/(A))	155.4	133.0	(10.9)	2,915.5
Temp. Staff WTE as % of Total WTE	6.8%	7.3%	7.5%	7.1%
memo: Total Agency WTE in-month	39.4	48.8	23.1	254.3



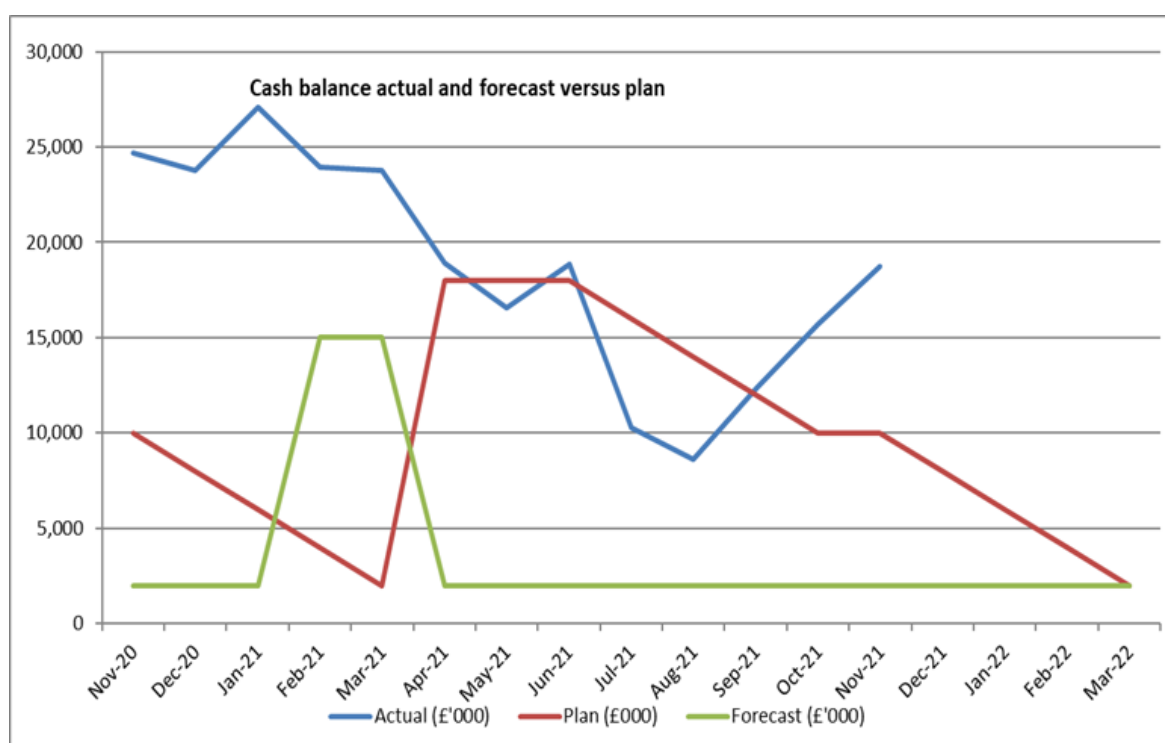
## Balance Sheet

### STATEMENT OF FINANCIAL POSITION

	As at	Plan	Plan YTD	Actual at	Variance YTD
	1 April 2021	31 March 2022	30 November 2021	30 November 2021	30 November 2021
	£000	£000	£000	£000	£000
Intangible assets	52,198	54,398	53,598	62,482	8,884
Property, plant and equipment	137,103	168,603	156,603	152,364	(4,239)
Trade and other receivables	6,341	6,341	6,341	6,341	0
<b>Total non-current assets</b>	<b>195,642</b>	<b>229,342</b>	<b>216,542</b>	<b>221,187</b>	<b>4,645</b>
Inventories	3,481	3,481	3,481	3,539	58
Trade and other receivables	19,362	19,362	19,362	15,249	(4,113)
Cash and cash equivalents	23,788	2,006	10,006	18,760	8,754
<b>Total current assets</b>	<b>46,631</b>	<b>24,849</b>	<b>32,849</b>	<b>37,548</b>	<b>4,699</b>
Trade and other payables	(52,522)	(37,779)	(42,779)	(41,922)	857
Borrowing repayable within 1 year	(6,439)	(5,500)	(5,500)	(5,368)	132
Current Provisions	(46)	(46)	(46)	(46)	0
Other liabilities	(1,357)	(3,357)	(3,357)	(10,674)	(7,317)
<b>Total current liabilities</b>	<b>(60,364)</b>	<b>(46,682)</b>	<b>(51,682)</b>	<b>(58,010)</b>	<b>(6,328)</b>
<b>Total assets less current liabilities</b>	<b>181,909</b>	<b>207,509</b>	<b>197,709</b>	<b>200,725</b>	<b>3,016</b>
Borrowings	(47,719)	(43,319)	(45,519)	(47,589)	(2,070)
Provisions	(852)	(852)	(852)	(852)	0
<b>Total non-current liabilities</b>	<b>(48,571)</b>	<b>(44,171)</b>	<b>(46,371)</b>	<b>(48,441)</b>	<b>(2,070)</b>
<b>Total assets employed</b>	<b>133,338</b>	<b>163,338</b>	<b>151,338</b>	<b>152,284</b>	<b>946</b>
<b>Financed by</b>					
Public dividend capital	158,650	188,650	176,650	177,596	946
Revaluation reserve	8,743	8,743	8,743	8,743	0
Income and expenditure reserve	(34,055)	(34,055)	(34,055)	(34,055)	0
<b>Total taxpayers' and others' equity</b>	<b>133,338</b>	<b>163,338</b>	<b>151,338</b>	<b>152,284</b>	<b>946</b>

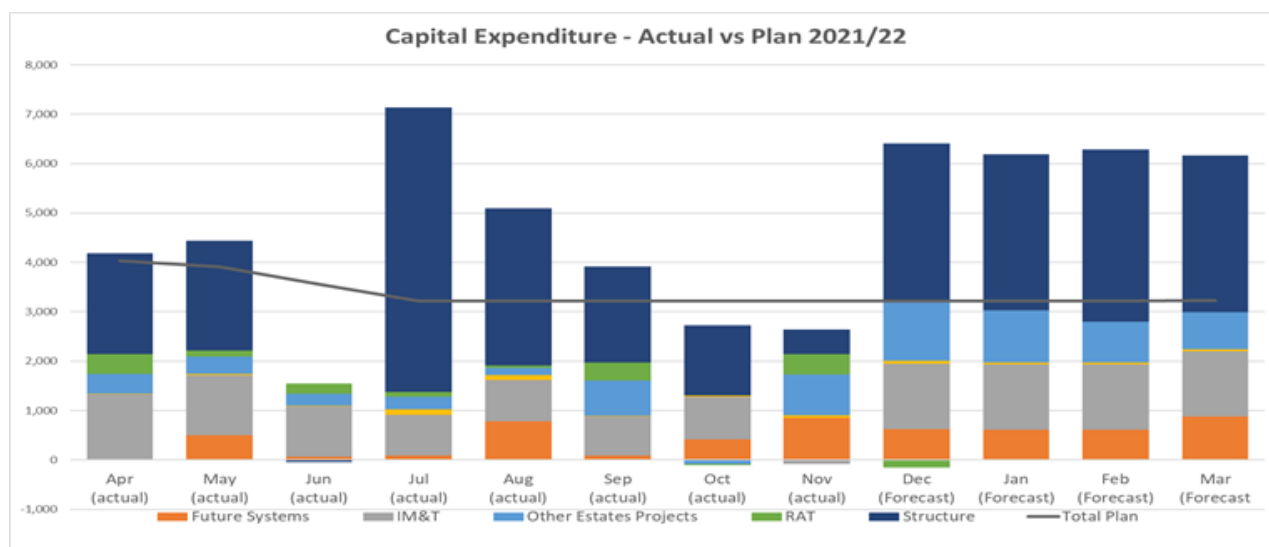
The cash at bank as at the end of November 2021 is £18.8m.

### Cash flow forecast for the year compared to actual





## Capital Progress Report



	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	Jan	Feb	Mar	Total
	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Actual	Forecast	Forecast	Forecast	Forecast	2021-22
	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000
Future Systems	16	498	66	85	779	83	416	852	623	613	613	876	5,520
IM&T	1,316	1,219	1,016	825	835	796	863	-87	1,327	1,327	1,327	1,324	12,088
Other Estates Projects	399	348	248	255	151	712	-86	816	1,248	1,057	816	757	6,716
RAT	403	120	208	90	44	370	-22	416	-156	0	0	0	1,466
Structure	2,034	2,224	-48	5,765	3,180	1,943	1,422	502	3,159	3,159	3,491	3,169	30,000
<b>Total / Forecast</b>	<b>4,182</b>	<b>4,434</b>	<b>1,496</b>	<b>7,138</b>	<b>5,091</b>	<b>3,920</b>	<b>2,616</b>	<b>2,555</b>	<b>6,254</b>	<b>6,193</b>	<b>6,284</b>	<b>6,162</b>	<b>56,325</b>
<b>Total Plan</b>	<b>4,038</b>	<b>3,915</b>	<b>3,561</b>	<b>3,216</b>	<b>3,216</b>	<b>3,216</b>	<b>3,216</b>	<b>3,218</b>	<b>3,218</b>	<b>3,218</b>	<b>3,218</b>	<b>3,229</b>	<b>40,479</b>

The figures shown in the table and graph match the plan submitted to NHSI. The 2021/22 Capital Programme has been set at £40.5m with £30m of this relating to structure works funded through public dividend capital (PDC).

The prime focus of the Capital Programme is work to ensure the structure of the current hospital site is safe and can continue to be used until the new hospital is built. Within this project there are a number of schemes such as RAAC planks, roof work, electrical and water infrastructure. The other main focus of the programme is the continuation of the E-care programme.

The Trust has worked with the ICS and NHSE to secure additional funding to help support part of the forecast overspend. Currently we are predicting a forecast overspend of £7.7m against our original capital allocation, that is not supported by any PDC funding.

### Recommendation:

To note the summary report.

**14. Report from 3i committees (enclosed)**

**To receive feedback from each meeting**

For Reference

Presented by Richard Davies, Jude Chin and

Alan Rose

<b>REPORT TO:</b>	Council of Governors
<b>MEETING DATE:</b>	16 December 2021
<b>SUBJECT:</b>	Report from 3i committees
<b>AGENDA ITEM:</b>	14
<b>PRESENTED BY:</b>	Richard Davies, Non-executive Director (Insight) Jude Chin, Non-executive Director (Improvement) Alan Rose, Non-executive Director (Involvement)
<b>FOR:</b>	Information

The attached reports provide details of the key issues arising from the meetings of each of the 3i committees, which are chaired by NEDs;

Insight committee – Richard Davies  
Improvement committee – Jude Chin  
Involvement committee – Alan Rose

This reporting framework will provide greater emphasis on matters escalated by the committees, people engagement and strategy.

## Chair's Key Issues – Insight Committee

Originating Committee		Insight Committee		Date of Meeting		1 November 2021	
Chaired by		Dr Richard Davies		Lead Executive Director		Helen Beck	
Agenda Item	Details of Issue			For: Approval/ Escalation/Assurance	BAF/ Risk Register ref	Paper attached? ✓	
<b>6</b>	<b>Further Fall in Appraisal Rates (Finance and Workforce Governance Group)</b> <ul style="list-style-type: none"> <li>• Concern that these are not improving</li> <li>• Recognition that figures are better in the Women's and Children's division – perhaps reflecting the more proactive approach they are taking that others could learn from.</li> <li>• Agreement that this should initially be discussed at the next ED meeting</li> <li>• We will continue to monitor at Insight</li> <li>• Consider escalation to Improvement if figures remain a concern</li> </ul>			<b>Assurance</b>			
<b>7</b>	<b>Patient Waiting Times (Patient Access Governance Group)</b> <ul style="list-style-type: none"> <li>• 2ww position remains challenged with referrals increasing. Overall figures significantly influenced by particularly challenging position in dermatology. Noted there have been some teething problems with the AI solution for dermatology. However, these are being sorted out and once fully operational it is anticipated that this (in addition to ongoing extra consultant sessions) will bring about rapid improvement</li> <li>• Note that despite the 2ww figures in dermatology, the majority of patients currently wait only 2-3 weeks and 28 day data are good</li> <li>• 104 week wait position – target is zero patients by March. This target is not going to be met for a variety of complex reasons – mainly relating to capacity but also to patient choice etc. Encouraging and very useful collaboration with ESNEFT will help with position but not resolve it.</li> <li>• Diagnostics - some good news overall, e.g. in endoscopy with much improved figures. Non obstetric U/S remains a challenge but clear trajectory for recovery of position by January with increased off-site capacity</li> </ul>			<b>Assurance</b>			

	<ul style="list-style-type: none"> <li>Pressures across organisation remain very high – with significant bed delays particularly as a result of difficulty in discharging patients into community. This is a focus of attention across the system</li> </ul>			
8	<p><b>Duty of Candour. Patient Quality and Safety Governance Group</b></p> <ul style="list-style-type: none"> <li>Despite lots of discussion about this and focus from CQC, this remains a significant concern.</li> <li>A Duty of Candour group is under development, led by Dr Margaret Moody with plans to report to the Patient Quality and Safety Governance Group next month</li> <li>However, in view of ongoing concerns about this issue it was agreed that this should <b>be escalated to the Improvement Committee</b> for targeted quality improvement work in collaboration with the CoG group</li> </ul>	<b>Escalation</b>		
9	<p><b>Papers from Adult and Paediatric Community Services</b></p> <ul style="list-style-type: none"> <li>Where these services feed into the Trust governance structure continues to develop</li> <li>Recognition of importance of factoring in Community Services with Trust Strategy</li> <li>Importance of developing appropriate KPIs (currently using rather crude waiting time indicators only). Anticipation that this should be a relatively quick win as there is recognition across the system of the importance of better patient centred performance metrics</li> <li>Challenges facing Haverhill Teams as a result of the Haverhill Health Centre RAAC plank issue – need for interim ‘home’ whilst considering the future. Possibility of providing a better long-term solution by expediting plans for a Haverhill Hub. This remains in discussion</li> </ul>	<b>Assurance</b>		
13	<p><b>IPB decommissioning plan</b></p> <ul style="list-style-type: none"> <li>This was discussed and agreed as an effective way forward</li> <li>This will need to be disseminated and agreed by the other 3i committees</li> </ul>	<b>Escalation</b>		
<b>Date Completed and Forwarded to Trust Secretary</b>			<b>4 November 2021</b>	

## Chair's Key Issues – Improvement Committee

<b>Originating Committee</b>	Improvement Committee	<b>Date of meeting</b>	11 October 2021		
<b>Chaired by</b>	Jude Chin	<b>Lead Executive Director</b>	Sue Wilkinson		
<b>Agenda Item</b>	<b>Details of Issue</b>	<b>For: Approval/ Escalation/Assurance</b>	<b>BAF/ Risk Register ref</b>	<b>Paper attached? ✓</b>	
4.1	<b>Patient quality and safety governance group:</b> The minutes of the meeting were received and noted; there were no items for escalation	<b>Assurance</b>			
4.2	<b>Clinical effectiveness governance group:</b> The report was received and noted; there were no items for escalation. The group provided assurance that the clinical audit work from the Improvement Programme Board was being picked up.	<b>Assurance</b>			
5.1.1	<b>Obstetrics/maternity:</b> A maternity improvement board was meeting twice a month to monitor and drive improvement based on NHSE visit recommendations, CQC findings, QI projects etc. Staffing issues remained the main concern, which was a national as well as local issue. Red risks include the availability of an obstetric doctor outside of normal hours and a second out of hours emergency theatre. Further work was being completed on job planning to understand the scale of the problem, prior to review by the executive directors.	<b>Assurance</b>			
5.1.2	<b>Pathways of surveillance:</b> All the surveillance pathways were reviewed and the overall plan was now rated green. The only outstanding issue related to an e-Care tool to manage patients as worklists were still held by individual departments. An escalation process was in place, a monthly oversight meeting and weekly discussions regarding recovery action plans. An internal audit had been completed and reasonable assurance found; additional in-house audits had also commenced and reported to the Insight committee. This area, which had been a PSIRF priority, would not be on next years programme due to the work completed however KPI reporting would continue to the Insight committee.	<b>Assurance</b>			
5.2	<b>Improvement Programme Board:</b> It was agreed the old improvement programme board actions should be reviewed to ensure it was clear which 3i committees had responsibility for monitoring which actions and that these were included in any forward planning for reporting purposes.	<b>Assurance</b>			

5.2.1	<b>Decommissioning tracker update:</b> Work is to be carried out to ensure that outstanding points are allocated to the appropriate committee. It is anticipated that any red actions would be on the risk register. Some concern was expressed at the level of progress being made on actions that remained red; this will be followed up at subsequent committee meetings.	<b>Assurance</b>		
5.3.2	<b>VRE outbreak:</b> The committee received an update of the work to date. The Infection Prevention team had been working closely with Public Health England (PHE) and their epidemiology team to reduce infection rates. The Trust had engaged in screening programmes and typing organisms to try and understand how they were being spread. The main focus had been on the surgical ward F6 but extended to critical care and F3. The infection prevention team had increased their presence on the wards, visiting several times a week and sometimes daily if capacity allowed. New national standards for cleaning were being introduced and a working group set up to review cleaning responsibilities which would ensure the unification of standards across the organisation. It was noted that work in this area was being monitored by the Infection & Prevention Control Committee which reported into the Patient Quality & Safety group	<b>Assurance</b>		
5.5	<b>Specialist committee updates:</b> There were no updates or escalations from specialist committees. It was proposed that committees which produced annual reports eg Infection Prevention and Control, could report to the Improvement Committee.	<b>Assurance</b>		
6.1	<b>Forward plan:</b> It was agreed that the committee should produce a forward plan to include items from the governance committees, PSIRF programme, improvement programme board outstanding actions, annual reports from specialist committees, patient access, corporate risk and finance/workforce groups, as well as Insight and Involvement escalation/deep dives, Trust policies, Trust Board eg BAF/risk register and the QI projects/dashboard.	<b>Assurance</b>		
<b>Date completed and forwarded to Trust Secretary</b>				

<b>Originating Committee</b>	Improvement Committee	<b>Date of meeting</b>	8 November 2021		
<b>Chaired by</b>	Jude Chin	<b>Lead Executive Director</b>	Sue Wilkinson		
<b>Agenda Item</b>	<b>Details of Issue</b>	<b>For: Approval/ Escalation/Assurance</b>	<b>BAF/ Risk Register ref</b>	<b>Paper attached? ✓</b>	
4.1	<b>Improvement Committee oversight of Duty of Candour project:</b> First meeting of the DoC group scheduled for Friday 12 November 2021. A robust governance process will make people more confident and feel supported. The main focus was to improve quality by establishing a support network and training across the organisation.	Assurance			
5.1	<b>PSIRP plan for 2022:</b> Improvement plan to be created, priorities to be identified, deadlines for monitoring by committees/governance groups to be set where appropriate; key indicators to be identified where no end dates possible.	Assurance			
5.2	<b>Improvement Programme Board update - Pathology:</b> KPIs being developed for monitoring, quarterly reporting to Clinical Effectiveness governance group, clear escalation route through the ADO, accreditation process starting in December, transformation group and pathology board established and representation on clinical service governance groups, reporting framework being updated in line with new committee structure. Reporting to improvement committee to be reduced to 6-monthly.	Assurance			
5.3	<b>National safety priorities – Learning from deaths:</b> Need to clarify context of LfD group (assurance or management). Concerns raised regarding a low number of preventable deaths being identified by the medical examiner making the Trust an outlier and likely to come under scrutiny. More assurance was needed that this was a true picture; a peer review was proposed. To be escalated to the Trust board for information.	Assurance			
6	<b>Board Assurance Framework (BAF) risk review - Quality governance or service failure:</b> The majority of controls are reported to the Trust board. Further scrutiny was welcomed if deemed necessary: an internal deep dive was proposed to provide assurance.	Assurance	1.1 (222)		
7.1	<b>IPB decommissioning (referral from Insight):</b> The main concern was how to demonstrate that actions were embedded and moved to business as usual. Further confirmation was needed regarding reporting and responsibility for monitoring, sign off etc.	Assurance			
7.2	<b>Forward plan:</b> A new structure was proposed for next year; information and reporting would be similar but under new headings e.g. patient safety priorities (which would include PSIRP, specialist subjects/committees), quality priorities/QI projects, risk management/governance. Plan to be drafted with frequency/month identified for clarity.	Assurance			



7.3	<b>QI project future reporting:</b> The clinical effectiveness governance group will lead on ensuring that QI can develop links with the Trust/PSIRP priorities. Ways to disseminated and spread the message regarding quality improvement to be explored.	Assurance		
7.4	<b>Committee membership:</b> To be reviewed as part of the annual report process.	Assurance		
<b>Date completed and forwarded to Trust Secretary</b>				

## Chair's Key Issues – Involvement Committee

Originating Committee		Involvement Committee	Date of Meeting	15 November 2021	
Chaired by		Alan Rose	Lead Executive Director	Jeremy Over	
Item	Details of Issue	For: Approval/ Escalation/Assurance		BAF/ Risk Register ref	Paper attached? ✓
<b>Introduction</b>	We have attempted here to adapt the style of the Chair's Key Issues, to better reflect our purpose, which is establish the level of assurance we believe is in place for Board members as a whole on the involvement and engagement we have with our workforce, patients and system partners.	Approval.			
<b>Governors</b>	We welcomed the attendance of the Chair of the Governors' Member Engagement Committee (Florence Bevan), as part of enriching our involvement with Governors and the communities we serve; also strengthening our assurance that the governor role at WSFT is involving and engaging others in order to provide effective representation.	Approval.			
<b>Involvement Toolkit</b>	Embedding of the fundamental principle to "involve" as part of a broader change management toolkit/methodology for the Trust.	Approval; to be developed.		BAF Risk 9	
<b>CQC Annual Patient Experience Survey</b>	The data is from quite a large sample and methodology robust. No very weak areas, but scope for WSFT to improve further across a large majority of measures which are rated "about the same" as other Trusts. "Keeping in Touch" service is a pocket of excellence. The Committee sought and received assurance that wards and departments are learning from the feedback and acting accordingly to make improvements, led and overseen by the "Patient Experience of Care Group". Team asked to ensure non-Ward areas such as Hospitality and Estates are involved in these actions. However, we feel ambitions should be raised where action is feasible and where it fits with our values and strategy.	Assurance – but asking the team: a) to identify a number of the (45) measures where we should be aspiring to excel. b) to gather more diversity of patient inputs (survey is 98% "White").			

<b>Originating Committee</b>		<b>Involvement Committee</b>	<b>Date of Meeting</b>	<b>15 November 2021</b>	
<b>Chaired by</b>		<b>Alan Rose</b>	<b>Lead Executive Director</b>	<b>Jeremy Over</b>	
<b>Item</b>	<b>Details of Issue</b>	<b>For: Approval/ Escalation/Assurance</b>	<b>BAF/ Risk Register ref</b>	<b>Paper attached? ✓</b>	
<b>Equality, Diversity &amp; Inclusion</b>	Excellent data and analysis available and significant work progressing in this area; Some staff networks in place; discussion of Board/senior management composition and the workforce in general. Many actions underway as part of the People Plan and more focus on these issues than in the past. However, Board composition does not reflect the diversity of the wider workforce: gender, disability, ethnicity. Reiteration of the belief that appropriate diversity of thinking will improve decision-making and workforce engagement. Discussion of how best to take positive action. Disproportionate impact of bullying and harassment still an unresolved issue for those of protected characteristics – with further actions required to address.	Partial Assurance, but strong challenge escalated (to Board and Governors) to address Board and senior management (A4C 7-8-9) diversity through recruitment processes and leadership development.	BAF Risk 9	17/12/21 Board Paper	
<b>Freedom to Speak Up</b>	Committee reviewed an updated version of the Board Freedom to Speak Up self-assessment toolkit. Discussion of progress on building a cadre of Freedom to Speak Up Champions across the workforce (53 nominations thus far). Training continues. Noted a specific need to attract more individuals into this Speak Up guardian-led service from across our medical workforce.	Partial Assurance, but Board asked to keep high level of openness on this topic and maximise learnings from Rapid Review.	BAF Risk 9		
<b>Upcoming Meetings</b>	Focus will be on involvement in the “Future System” and progress with the wide-ranging “People Plan”; The Committee is open to referrals of potential topics for us to consider assurance on. Post-meeting, Governors have asked for clarity on the network of specialty-specific patient support groups and how these fit with “VOICE” and other parts of the patient engagement processes.	Approval and invitation.			
<b>Date Completed and Forwarded to Trust Secretary</b>			<b>3 December 2021</b>		

## 15. Future System Update (enclosed)

To receive an update on the future system project including engagement

For Reference

Presented by Craig Black

<b>REPORT TO:</b>	Council of Governors
<b>MEETING DATE:</b>	16 December 2021
<b>SUBJECT:</b>	Future System Update
<b>AGENDA ITEM:</b>	15
<b>PREPARED BY:</b>	Gary Norgate / Emma Jones
<b>PRESENTED BY:</b>	Craig Black, interim Chief Executive
<b>FOR:</b>	Information

## Executive Summary

As a general indication of health, the status of those tasks within the control of Future System Programme remain unchanged as 'Green' and significant strides having been made in several key areas:

1. Work continues on the detailed environmental impact assessment (EIA). Archaeological survey planning is underway and additional surveys, as required under recently updated legislation, are being undertaken to ensure the hydrology of the site and the impact of the proposed hospital are fully understood.
2. This additional survey work is expected to add c.2 months onto the date at which we submit our planning application, however, this activity is not on the project's critical path and will not therefore delay submission of the outline business case (December 2022).
3. Our Technical team have now closed a contract for the use of neighbouring fields during the construction of our new hospital.
4. Phase 3 Co-production workshops have been completed and have rationalised the schedule of accommodation to a point where the space required has reduced to c.85k sqm – from c.125k sqm. Key to this model are recommendations relating to maximising use partner assets (One public estate and diagnostic hubs), and ensuring we stick to the strategic principle of an acute hospital only doing that which an acute hospital can. Phase 4 of the clinical co-production process will now focus on the strategic, system-wide solutions aimed at transforming the way parties within the integrated care system collaborate and interact.
5. The outline schedule of accommodation<sup>1</sup> (SOA) upon with the outline business case will be based is on track for completion by 7<sup>th</sup> December.
6. The completion of this SOA will allow our architects to commence with the production of 1:200 plans while our finance workstream conducts the formal appraisal of our shortlisted options – including the construction and analysis of respective benefits.
7. The team hosted a senior delegation from the National Hospital Programme and NHSI/E. Following presentations of our clinical model and our planning application, delegates were given tours of both current and preferred sites. Feedback was universally positive and delegates were left in little doubt of the maturity, deliverability and need of our project.

<sup>1</sup> The schedule of accommodation essentially describes the size of each of the departments that will deliver services within the new hospital.

8. At c.85k sqm, the proposed hospital is still likely to be at the upper-end of affordability. To explore this further, workshops with the national programme and our local partners are being established for January. That said, the team remain entirely confident of their co-produced SOA and will not, therefore, be making arbitrary changes to its volume or cost without a clear and agreed understanding of the consequences.
9. The second phase of our public planning engagement has commenced with virtual and physical events at Mildenhall, Bury St Edmunds, Sudbury, Haverhill, Newmarket and Stowmarket. This work has been supplemented with presentations to a range of councillors and other stakeholders. The programme has several more weeks to run, however, initial indications are that our plans enjoy a broad degree of support.
10. Feedback from the national hospitals programme suggests the budget for developing business cases is significantly over committed. This could negatively impact the extent to which our request for the £7.9M required to support the development of our outline business case is fulfilled. That said, there is clear evidence that issues associated with RAAC infrastructure are widely appreciated and that such projects are viewed as a priority. We expect a concrete (pardon the pun) answer by mid-December.

## Business Cases and Project Plan –

I was delighted to welcome members of the national hospitals programme<sup>2</sup> (NHP) and our regional colleagues from NHS/E to our proposed site at Hardwick Manor. Representatives spanned physical, commercial and clinical domains and we spent the day landing the following key points:

- 1) Our co-produced clinical design is extremely well thought out and has significant value to add to the national programme
- 2) We have a highly deliverable project
- 3) Our existing estate is facing, and presenting, significant challenges

Feedback was universally positive and the potential of the site was clear for all to see. The one note of caution came in the form of a statement that our proposed schedule of accommodation is, when we add in the volume of the retained estate, a little higher than the average being requested by other district general hospitals within the NHP. We discussed this point at our recent team meeting and are standing firm on the basis of a belief that our approach and conclusions are utterly defensible.

On a more positive point it was explained that the condition of the existing hospital along with the deliverability of our plans, the fact that we own our proposed site and the demonstrable support we have from our system partners place us at the very front of the Phase 4 projects – a clear indication that we landed our points!!

In recent months I have been reporting a potential schedule of accommodation that would extend to 125k SQM. Such a hospital would be unaffordable from both capital and operational perspectives and, consequently, phase 3 of our clinical co-production has focussed on rationalising and de-duplicating this area. Emerging from this work are several<sup>3</sup> key recommendations that will be out to the West Suffolk Board for ratification in December:

- Configure all services to run across 7 days a week, daytimes and evenings (15 sessions per week)
- New general adult inpatient beds limited to 60
- A large outpatient centre in the Western Way development • Maximum use of elective hubs across the ICS

<sup>2</sup> The national hospitals programme is the overarching national organisation that has been put in place to coordinate and manage the delivery of the 40 hospital projects of which West Suffolk is one.

<sup>3</sup> These ideas were presented at the last programme board and were subsequently supported by the WSFT executive team. The final recommendations will be put to the WSFT Board in December for formal ratification.

- “Abolish waiting”-no departmental waiting rooms, just central café/waiting area and departmental receptions
- Working from home becoming routine, including for some the clinical work that can be done remotely
- Education to stay in the Drummond Centre (refurbished)
- Day surgery to be housed in the Treatment Centre (refurbished /extended)
- Sharing of ultrasound rooms

Applying these ideas have reduced the SOA to c.85k sqm. This is an amazing outcome that has been co-achieved without impacting the integrity of the design, however, as mentioned previously, it remains at the upper edge of perceived affordability. With this in mind the team have discussed the potential of making arbitrary reductions to bring the size down, however, the unanimous preference, given our commitment to co-producing a clinically lead, data driven design, is to stick to our guns and to seek support for our preferred way forward. In order to test this support, we are planning two workshops for January:

**Workshop #1**, With our ICS partners – we need to be absolutely sure that they all understand the detail of our SOA and support the assumptions (particularly the growth assumptions / modelling) that underpin it. We would like to tease out objections such as “its fine to assume 3% annual growth rate – but we won’t be in a position to pay for that level of activity” etc.

**Workshop #2**, With NHP / NHSI/E – having gained regional / ICS support for our proposed SOA, we are proposing to present it to NHP in the same way we did in January 2020. We want to draw out the challenge of affordability and how our SOA compares to other DGH solutions within the NHP. I want NHP and NHSI/E to push us on our core assumptions and to indicate where centrally formulated guidance may compel us to trim certain aspects of our design.

In terms of progress against the overall project plan (attached), our key highlights are:

**Town and Country Planning** – We remain on track to apply for outline planning consent in Spring 2022. Phase 2 of our public engagement in this process was launched successfully on 1<sup>st</sup> November. We had planned to submit our application for outline planning consent in January 2022, however, we are taking an opportunity to conduct further hydrology surveys to ensure we comply with the latest national planning framework requirements as well as taking additional time to explore the results of the fungi surveys. This extra work is likely to extend the submission date into March; however, this will not impact the overall programme milestone of submitting an OBC by close of 2022.

**Rationalisation of SOA** – Workshops considering options for rationalising, improving and de-duplicating our schedule of accommodation are complete and we remain on schedule for completing a schedule of accommodation by 7<sup>th</sup> December 2021. At this point we will have a firm view of the accommodation that will inform our physical design – we will also have a clear understanding of “the gap” in capacity that will need to be addressed collectively by our ICS.

**Strategic System Solution** – Once we have completed our SOA work will begin in earnest as to how we will, as an integrated care system, work together to ensure the proposed hospital is sustainable and can keep pace with demand.

**Outline Business Case** – Funding for the development of our OBC should be announced within the following month, however, in the meantime work continues “at risk”. We continue to forecast submission of an OBC by December 2022.

### **Estates Workstream–**

The main thrust of the Estates workstream continues to be the preparation of essential documentation for our planning application and the completion of our Environmental Impact Analysis. In these areas we have made the following strides:

- 1) Trenching for our archaeological surveys has commenced. This represents another step towards truly understanding the intricacies of our preferred site and is another indication of the effort being put into preserving its integrity.
- 2) We have now completed negotiations with a neighbouring farm owner to secure a legally binding option to use his fields as a site compound and temporary access road for the duration of the construction phase. This agreement is extremely important for our planning application as it serves to allay the reasonably stated concerns that construction traffic would cause significant disruption to local traffic flows as well as creating significant noise and ecological pollution. Use of the land in this way will remove traffic from the local road infrastructure, reduce the number of journeys and reduce the complexity of the construction process, as such this agreement represents a significantly positive step.
- 3) Changes to the national planning framework have increased the emphasis placed upon understanding flood risk.<sup>4</sup> In the case of Hardwick Manor, the site is not at risk from rivers or coastal surge, however, at times of exceptional rainfall, waters are known to flow across the manor site. This flow has been traditionally dealt with by a single ditch / culvert, that runs behind the houses of Sharpe Road, however, the introduction of a new building could increase the impact of this run-off and consequently, we are taking additional time to model the potential risk and tune our sustainable drainage solution to ensure it is adequate. We are also keen to ensure we understand the impact that said drainage solution could have on the overall hydrology of the site and how our veteran trees might be impacted. This work is likely to add an additional 2 months to our planning cycle; however, this will not effect the overall critical path of our project.
- 4) Significant work has been conducted to understand parking and access needs for the new hospital. The result is a comprehensive plan for; improved ingress and egress, a more effective junction at the sites entrance, the potential for an alternative 'disaster recovery' route and a full parking strategy that, preferably removes the need for an ugly, expensive multi storey car park.

## Clinical / Digital Workstream –

As mentioned above, the seven “big ideas” have now been agreed by our Programme Board and West Suffolk Hospital’s executive team and will be put to the main Board for ratification in December. The only significant change to the original ideas was the proposal to limit the number of new general adult inpatient beds to 60. It had been proposed that no new beds be provided, however, the risks of demand outstripping capacity were considered too large and consequently the WSFT Board will be asked to ratify the relatively small increase of 60 beds.

In addition to these ideas, we used our recent Team Meeting to discuss the optimal use of our retained estate (i.e. those buildings on the current site that we will keep in the event that we build the new hospital on Hardwick Manor) and how we will provide office accommodation. Our discussions were informed by the co-production process and the approaches adopted by other new hospitals such as Chase Farm.

Chase Farm (which at the time was led by Natalie Forrest – the senior responsible officer for the NHP) adopted a stance of removing all staff who had no clear need to be located close to the clinical service being provided to a remote site in the town centre. This move was seen to drive a 25% churn in staff and as such was considered inappropriate for West Suffolk where the resource pool is limited and where we feel a more “emotionally intelligent” solution is both possible and desirable.

Consequently, through some further co-production activities and with the help and advice of Ryder, Adcuris and Castons, the clinical team are appraising the options for which departments would be best accommodated in which spaces and finalising the approach to office accommodation.

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<sup>4</sup> The legislation is largely designed to prevent housing estates being built on flood plains without adequate protection and drainage.



As good and inclusive as this work has been it is likely to leave us with a design that is still on the outer edges of affordability. This situation leaves us with two options – arbitrarily apply a percentage decrease across departmental floor space or defend the co-produced solution, regardless of its perceived affordability. The risk of the latter strategy is that the WSFT project is de-prioritised with the NHP, however, the recent visit by NHP leaders was seen to clearly establish our case for change and position us a very mature and deliverable project. In light of this we are recommending the following strategy:

We will continue to drive the process and observe our principle of co-production. By 7th December we will have our answer on what we need to build- this will be our position, regardless of 'affordability'. We will seek to test this position in roundtables with both our ICS colleagues (to gain clear support) and, then, NHP. These workshops are being planned for January. In parallel to the planning of the roundtables, we will continue with 1:200 designs.

Having completed the Phase 3 co-production workshops and identified the theoretical gap between that which we feel we can afford and that which we have concluded that we need (c. 10-15k sqm), the next phase of co-production will focus on working with our system partners to collectively decide how collaboration and different ways of working can bridge this gap.

### **Pre-application public planning engagement**

The second phase of the pre-application planning engagement launched, on schedule, on the 1 November as per the over-arching project plan.

As always, the team were keen to hear from as many people as possible so the website and online feedback form is compatible with screen readers. The online feedback form could also be translated into several languages at a flick of a switch. The hardcopy leaflet was available in easy read, large print, Portuguese, Polish and Russian and could be sent back at no cost using the freepost address or handed in at any event.

In order to make the events suitable for as many people as possible, the first hour of each event was sensory friendly with lights turned down, quieter and limited numbers.

We were also mindful of the shifts and working patterns that our staff are committed to. With this in mind, two face to face events were arranged for the Hardwick Lane and Newmarket Hospital sites. Originally this was for patients too but in light of the latest WSFT COVID visiting restrictions this was limited to just staff. Two online events were also held for staff at 12pm and 8pm considering the time of people's shifts. In total this reached 95 people.

A number of stakeholder briefings were held with local councillors including Councillor Soons, Councillor Stamp and Councillor Chung. Further briefings were delivered to Newmarket planning committee, Barrow parish council, the Thetford Planning Council and Bury resident's association.

Eight face to face events were delivered, two more than phase 1, following public feedback, and two online events. These events were not purely for Bury St. Edmunds but expanded over West Suffolk and South Norfolk recognising our patient catchment area.

At the time of writing this paper, we have reached in total so far;

- 39,940 people online with 2,336 link clicks to our website, 105 likes and 69 shares across Facebook, Instagram and Twitter
- 4,000 hits to the planning engagement website (we received 7,000 in total in phase one).
- Received approx. 600 responses to our feedback form via the post, at events and online. In comparison, we have three weeks of our engagement to go and at the first round of pre-application planning engagement we received nearly 800 feedback forms in total.
- Media coverage in the BBC (online and drive time radio), Bury Free Press and East Anglian Daily Times.

- Spoken to more than 150 people at our face to face and online events. The Bury St. Edmunds event received 107 visitors alone compared to 60 in the first phase of pre-application planning engagement.

Over-arching feedback is broadly positive with concerns raised around, building height, traffic and car parking. Many individuals would like concrete plans for the elements however they do appear to understand that we are not in a position to confirm these as yet.

### **Clinical engagement**

Earlier in the year the team carried out phase 2 of the clinical patient and staff engagement. This was via an online survey

In total 253 people responded. The feedback generated was predominately patients with 25% of responses from staff.

A number of areas were explored including remote appointments, the use of patient portal and where appointments should be held.

To provide a snapshot;

- 57% of the public didn't have a preference as to when their appointment was and subsequently 75% were happy to have an appointment in an evening or weekend, 62% were happy with either.
- A majority of the public said that their appointment had not been delivered using technology which was concurrent with staff feeling that they could make better use of it.
- Staff felt they needed better connectivity, equipment and improved wifi in order to make better use of technology.
- Patients, who did receive their appointment via video phone call or telephone felt the greatest benefits were less travelling time, the ability to have their carer present, more comfortable and more convenient.
- 88% of responders felt that mental health and social influences should be considered when treating an ailment.
- In terms of ward configuration 81% of the public who responded stated they would prefer to stay in a single room. This compared to 48% staff who preferred to treat patients in a single room.

The survey also detailed what would improve patient experience and what is expected of a 21<sup>st</sup> century facility as well as a breakdown of responses specific to each clinical area.

To supplement this work Community Engagement Group sessions were carried out for all workstreams (14 in total). 80 attended which averaged at 6 attendees per a session. This is not representative of the number of views captured for example one attendee spoke to 20 members prior to attending the meeting.

The recordings of all the sessions are available on the website in order to generate further feedback from those unable to make the sessions over the summer.

Bespoke sessions were held with military personnel, those with learning disabilities and severe mental health requirements. The team also engaged with the homeless and rough sleeper audience and held bespoke meetings with a Stroke support group and Chronic pain support group.

The team would like to express their thanks to the governor's who chose to attend the sessions.

### **Staff engagement**

A marquee was set up at Hardwick Lane and a presence at Newmarket Hospital. The marquee depicted the journey so far including site selection, the preferred site and the clinical workshop

process. There was the opportunity to provide anonymous feedback to be considered in the future design.

## Next steps

Further clinical engagement will be planned for 2022 including additional community engagement meetings. We would appreciate the Governor's involvement in these and further details will be shared in due course.

The team would like to extend their appreciation to the Governor's support throughout 2021 and would ask that they continue to share engagement opportunities with friends, family, colleagues and group members to ensure as many people can be involved as possible.

## Finance

A conclusion to our claim for funding the development of our OBC remains outstanding, however, I am assured that we should have a definitive answer by mid-December (the recent visit of NHP leaders was used as a means of stressing the need for this funding and feedback suggested the message had been well and truly landed).

In the mean time we continue to prepare for the commencement of our 1:200 designs and for the development of our economic and commercial cases. The work required to complete these cases should not be underestimated and Zoe has done a great job of establishing a series of work packages that will ensure we get the necessary data in time for a December submission of our OBC.

Two of the most critical inputs are described below:

The prediction of **activity and demand growth** is essential as it is the most significant determinant of space required within the schedule of accommodation. Helena, our clinical team and our health care planners have done an excellent job of calculating the sort of growth we can expect, however, the affordability of this growth (as real as it is) has to be pre-agreed with our commissioner partners who will be on the hook to pay for it! Hence significant work is planned to ensure this model and its affordability is unequivocally agreed.

As is often the case, "there is no such thing as a free lunch" and consequently our business case will need to demonstrate that the new and enhanced facilities of any new hospital can be leveraged to **reduce operational costs and improve efficiency**. We are therefore compelled to carefully construct a benefits plan that will cover internal cost improvements as well as societal benefits that stem from the investment – no small task!

In total there are 9 work packages spanning; activity growth, clinical service changes, new hospital benefits, equipment (non-digital), equipment (digital), capital cost, workforce model, estates & facilities cost changes and transition costs.

All in all, this has been a period in which significant progress has been made in the development of our schedule of accommodation, the positive national positioning of our project, the understanding of our preferred site and our engagement with our stakeholders and community.

By the time of the next Council of Governors meeting we will be in a position to provide:

- conclusions from our engagement exercise,
- a decision on the funding of our OBC
- a report on how our efforts to produce a system wide solution to activity growth has progressed
- confirmation that we have submitted our application for planning consent.

16. West Suffolk Hospital NHS  
Foundation Trust Constitution  
To approve the revised Constitution  
For Approval  
Presented by Sarah Judge

<b>REPORT TO:</b>	Council of Governors
<b>MEETING DATE:</b>	16 December 2021
<b>SUBJECT:</b>	West Suffolk Hospital NHS Foundation Trust Constitution
<b>AGENDA ITEM:</b>	16
<b>PREPARED BY:</b>	Ann Alderton, Interim Trust Secretary
<b>PRESENTED BY:</b>	Sarah Judge, Chair of the Constitution Committee
<b>FOR:</b>	Approval

## Background

All Foundation Trusts are required by law to have a Constitution. The Constitution provides details of how the Foundation Trust will operate, its membership area, the size and composition of its Council of Governors and its Board of Directors and other information relating to the governance of the organisation and the conduct of meetings. It is a public document which is available on the Trust's public website and on the NHSE/I Directory of Foundation Trusts. The Constitution can only be changed with the approval of both the Council of Governors and the Board of Directors.

The Constitution was previously reviewed in April 2021, to extend the membership area (Annex 1).

For this review, a Constitution Committee was established as a task and finish group, comprising three governors (public, staff and partner) and two Directors (one Executive Director and one Non-Executive Director).

The review focused on the Constitution itself, and any annexes affected by any proposed changes from that review. The review did not include Annex 4 – the model rules for elections, which are based on the latest template from NHS Providers and endorsed by the Department of Health and NHSI.

All of the narrative changes agreed by the committee are highlighted in yellow on the main body of the Constitution. Minor changes (page and paragraph numbers) and deletions are not shown due to the need to finalise page numbers but are listed in the table on the following page, which also explains the rationale for those changes.

## Proposal

The Council of Governors are asked to consider and approve the updated Constitution.

Page Ref	Section	Proposed Change	Rationale
6	Automatic Membership by Default	Insertion of sentence "This does not apply to staff who are eligible for membership under 7.2, who must make an application for membership".	Automatic membership by default only works for staff who have a contract of employment and are on the payroll. The insertion recognises that individuals referred to under paragraph 7.2 ("Individuals who exercise functions for the purposes of the trust, otherwise than under a contract of employment") will need to apply for membership
8	Council of Governors - tenure	Insertion of paragraph 12.8  A person may not stand for election as a Governor or be appointed as a Governor in accordance with clause 10 if their tenure as a governor was terminated following a breach of the Governors' Code of Conduct or other rules relating to the governors or Council of Governors as determined by the Council of Governors	This prevents a governor who has previously breached the Governors' Code of Conduct and removed from the Council of Governors from standing again for election.
11	Board of Directors - composition	Increase the numbers of Non-Executive Directors from 5 to "up to 7".  Increase the numbers of Executive Directors from 5 to "up to 7".	The current number of non-executive directors is low, which means that the capacity of the current team is stretched. The Board limit of 5 executive directors means that the Executive Director of Workforce is not able to be a voting director.  By using the term "up to", this means that the Trust is not unconstitutional if the number of directors is below this number.  The average board size in the NHS is 13 (1 Chair, 6 NEDs, 6 Execs). This allows the board to increase its size from 11 to 13, with flexibility of up to 15 without having to review the Constitution again.
Deletion	Board of Directors	Deletion of the following paragraphs	These clauses only applied on the date the Trust applied for Foundation status. This will not happen

Page Ref	Section	Proposed Change	Rationale
		<p>27 – Appointment of Initial Chairman and Initial Other Non-Executive Directors</p> <p>29.3 – refers to the appointment of the initial Chief Executive</p> <p>30 – Appointment and removal of Initial Chief Executive</p> <p>Deletion of reference to initial Non-Executive Directors in new paragraph 29.4</p>	<p>again and the Board of Directors no longer includes the Chair, Chief Executive and Non-Executive Directors who were in place at the time it became a Foundation Trust.</p>
13	Board of Directors - Disqualification	Insertion of “a person who is a member of the Council of Governors”	Legal requirement under the NHS Act 2006
13	Board of Directors - Disqualification	<p><b>Insertion of new paragraphs</b></p> <p><b>29.7</b> A person who has been responsible for, been privy to, contributed to or facilitated any serious misconduct or mismanagement (whether unlawful or not) in the cause of carrying on a regulated activity or providing a service elsewhere which, if provided in England, would be a regulated activity</p> <p><b>29.8</b> A person where disclosure revealed by a Disclosure and Barring Service check against such a person are such that it would be inappropriate for them to become or continue as a Director or would adversely affect public confidence in the Trust or otherwise bring the Trust into disrepute</p> <p><b>29.10</b> A person is subject of a disqualification order made under the Company Directors Disqualification Act 1986</p> <p><b>29.11</b> A person who is the subject of an order under the Sexual Offences Act 2003</p>	<p>The Statutory Instrument relating to the Fit and Proper Persons requirement is scheduled to cease to have effect after 31 March 2022 and will require another Statutory Instrument to continue the regulations. It is better, therefore, to list the requirements in the Statutory Instrument separately in the Constitution rather than use a reference which is about to become obsolete and cease to have effect in law.</p> <p>The Constitution still refers to the Fit and Proper Persons’ Regulations in paragraph in paragraph 29.16 so that any modifications or re-enactment that adds to the list on the left is included in the criteria for disqualification, but listing the current requirements ensures that the disqualification criteria still stand even if the regulations become obsolete and are not modified or re-enacted.</p>

Page Ref	Section	Proposed Change	Rationale
		<p><b>29.12</b> A person who is included in any barred list established under the Safeguarding Vulnerable Groups Act 2006</p> <p><b>29.13</b> A person who has been been erased, removed or struck off by a direction from a register of professionals and has not subsequently had his qualification re-instated or suspension lifted.</p>	<p>Paragraph 29.13 originally listed only “healthcare professionals” but the committee extended it to include other professional groups.</p>
Page 17	Board of Directors – Remuneration and terms of office	<p>Insert</p> <p>35.3 On appointment, the duration of a term of office for a Non-Executive Director (including the Chair) shall be three (3) years. Subject to satisfactory appraisal, a Non-Executive Director (including the Chair) may be re-appointed by the Council of Governors for a further full term, normally service a maximum of six (6) years. Exceptionally, the Council of Governors may agree to extending the term of Office of a Non-Executive Director (including the Chair) by a further twelve (12) months in order to maintain continuity of knowledge and experience within the Board.</p> <p>35.4 The maximum aggregate period of office of any Non-Executive Director shall not exceed seven (7) years, save that in the event that any Non-Executive Director takes office as Chair after they have been a Non-Executive Director for two (2) or more years, the maximum aggregate period of office for that Non-Executive Director shall not exceed nine (9) years</p>	<p>The terms of office were not included in the Constitution and have been added in. These are the current terms of office for West Suffolk Hospital NHS FT and reflect good practice in terms of independence.</p>
Page 19	Auditor	<p>Insert</p> <p>39.2 A person may only be appointed auditor if he (or the case of a firm, each of its members) is a member of</p>	<p>These inclusions are legal requirements and many FTs have included them in their Constitution</p>



Page Ref	Section	Proposed Change	Rationale
		<p>one or more of the bodies referred to in Paragraph 23 (4) of Schedule 7 to the 2006 Act.</p> <p>39.4 The auditor shall carry out its duties in accordance with Schedule 10 to the 2006 Act and in accordance with any directions given by Monitor on standards, procedures and techniques adopted</p>	
Page 20	Accounts	Amend heading to “Accounts and Records”	Clarification
Page 21	Accounts	<p>Insert</p> <p>39.6 In preparing its annual accounts or in preparing any accounts by virtue of paragraph 39.4 above, the Trust must comply with any directions given by Monitor with the approval of the Secretary of State as to:</p> <p>39.6.1 The methods and principles according to which the annual accounts must be prepared: and/or</p> <p>39.6.1 The content and form of the annual accounts</p> <p>39.7 The Trust must:</p> <p>39.7.1 Lay a copy of the annual accounts, and any report of the auditor on them, before Parliament; and</p> <p>39.7.2 Send copies of the annual accounts, and any report of the auditor on them to Monitor within such a period as Monitor may direct</p>	Inclusion of legal and other regulatory requirements relating to the accounts
Page 21	Annual Report, Forward Plans and non-NHS work	<p>Paragraph 42.7 – slight amendment to the wording</p> <p>Instead of “A Trust which proposes to...may implement”</p> <p>Replace with “The Trust may implement a proposal...”</p>	Clarification, so that it is clear that the clause applies to West Suffolk NHS FT and not any Trust.
Page 23	Instruments	Add to paragraph 45.2 “as outlined in the Standing Orders for the Practice and Procedure of the Board of	Clarification

Page Ref	Section	Proposed Change	Rationale
		Director at Annex 8”	
Page 25	Interpretation and Definitions	After the definition of Monitor insert: “which, at the time of the preparation of this document operates as NHS Improvement”	Clarification.  Monitor is still referred to by name in the 2006 Act and has therefore been kept as a reference in this document.
Page 78	Annex 5  Additional Provisions – Council of Governors	Paragraph (f) amended to simplify the wording and to mirror paragraph 29.13 in the main Constitution  Paragraph (g) deleted  “he is incapable by reason of mental disorder, illness or injury of managing and/or administering his property and/or affairs;”  Insert:  “He has been previously removed as a Governor pursuant to paragraph 12.8 of this Constitution”	(f) Clarification  (g) No longer part of the model constitution (was originally in the main part of the model constitution used by Trusts prior to 2012) and was removed following to the Equality Act 2010. For consistency it has now been removed from the Annex  To prevent a governor previously dismissed through code of conduct breach from standing and being elected again.
Page 93	Annex 7 Governors’ Standing Orders  Lead Governor section	Removal of paragraphs 9.1 to 9.3 and replace with the following:  9.1 The Council of Governors shall appoint from their public governors a Lead Governor. Their role shall be:  9.1.1 To act as a conduit of communication between Monitor and Governors particularly in cases where it may not be appropriate to communicate through the normal channels and also where there is a real risk that a Trust is in significant breach of one or more conditions of its licence and Monitor has significant concerns about the leadership of a Trust.	To provide a fuller description of the Lead Governor role and process for election of Lead Governor and Deputy Lead Governor.  Role description taken from the FT Code of Governance

Page Ref	Section	Proposed Change	Rationale
		<p>9.1.2 To act as a conduit of communication between Monitor and Governors when individual Governors have concerns they wish to raise with Monitor.</p> <p>9.1.3 To contact Monitor (NHSI/E) on behalf of Governors when there is concern ‘that the process of appointment of the Chair or other members of the Board, or elections for Governors, or other material decisions may not have complied with a Trust’s Constitution, or alternatively, whilst complying with the Constitution, may be inappropriate’.</p> <p>9.1.4 To chair meetings of the Council of Governors in circumstances where it may not be considered appropriate for the Chair or another of the Non-Executive Directors to do so, for example when discussing the appointment/removal of the Chair.</p> <p>9.1.5 The lead Governor should take steps to understand Monitor’s role, the available guidance and the basis on which Monitor may take regulatory action.</p> <p>9.2 The Council of Governors shall also appoint a Deputy Lead Governor from their public governors, who will take up the role and responsibilities of the Lead Governor on a temporary basis, in the event the Lead Governor is absent for any reason.</p> <p>9.3 The term of office for Lead Governor and Deputy Lead Governor is three years. The term of office</p>	

Page Ref	Section	Proposed Change	Rationale
		<p>may be extended in exceptional circumstances with the approval of the Council of Governors.</p> <p>9.4 Those wishing to stand can nominate themselves. Those wishing to nominate another Governor should only do so with that person's permission.</p> <p>9.5 The Trust Secretary will, every 3 years, request nominations for role of lead Governor and deputy lead Governor.</p> <p>9.6 Subject to the number of candidates for the role the Trust Secretary will establish a confidential ballot mechanism to elect the lead Governor.</p> <p>9.7 The lead Governor's contact details shall be provided to Monitor and updated as required.</p>	
Page 114	Annex 10 – Further Provisions	<p>Insert</p> <p>4.1.3 The appointment of an Interim Chief Executive shall require the approval of the Council of Governors</p>	Reminder of statutory duty
Page 114	Annex 10 – Further Provisions	Add after “gross misconduct” “or any other action deemed inappropriate”	The term “gross misconduct” is mainly used in the context of employment law but as this paragraph refers to a wider group of members of the Trust, the committee added “or any other action deemed inappropriate”.
Page 114	Annex 10 – Further Provisions	<p>Insert</p> <p>6.4 The Board of Directors may not disqualify a governor from membership unless that governor has been removed from the Council of Governors by a resolution approved in accordance with Annex 6, paragraph 17.</p>	The removal of a governor is a decision of the Council of Governors whereas the removal of a member is a decision of the Board of Directors. This clause ensures that the Board of Directors do not use their power to remove a member to remove a governor.

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# **West Suffolk NHS Foundation Trust**

## **Constitution**

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**December 2021**

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## 1. **Name**

The name of the foundation trust is West Suffolk NHS Foundation Trust (the trust).

## 2. **Principal purpose**

- 2.1 The principal purpose of the trust is the provision of goods and services for the purposes of the health service in England.
- 2.2 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. **Other purposes and powers**

- 3.1 The trust may provide goods and services for any purposes related to:
  - 3.1.1 the provision of services provided to individuals for or in connection with the prevention, diagnosis or treatment of illness, and
  - 3.1.2 the promotion and protection of public health.
- 3.2 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.
- 3.3 The powers of the trust are set out in the 2006 Act.
- 3.4 All the powers of the trust shall be exercised by the Board of Directors on behalf of the trust.
- 3.5 Any of these powers may be delegated to a committee of Directors or to an Executive Director.

## 4. **Membership and constituencies**

The trust shall have members, each of whom shall be a member of one of the following constituencies:

- 4.1 the public constituencies or
- 4.2 the staff constituency



## **5. Application for membership**

An individual who is eligible to become a Member of the trust may do so on application to the trust.

## **6. Public Constituency**

- 6.1** An individual who lives in the area specified in Annex 1 as an area for a public constituency may become or continue as a Member of the trust.
- 6.2** Those individuals who live in the area specified for a public constituency are referred to collectively as the Public Constituency for that area.
- 6.3** The minimum number of Members in each Public Constituency is specified in Annex 1.

## **7. Staff Constituency**

- 7.1** An individual who is employed by the trust under a contract of employment with the trust may become or continue as a member of the trust provided:
  - 7.1.1** 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
  - 7.1.2** he has been continuously employed by the trust under a contract of employment for at least 12 months.
- 7.2** Individuals who exercise functions for the purposes of the trust, otherwise than under a contract of employment with the trust, may become or continue as members of the staff constituency provided such individuals have exercised these functions continuously for a period of at least 12 months. For clarity this does not include individuals who exercise functions for the purposes of the trust on a voluntary basis.
- 7.3** The Trust Secretary must have regard to Chapter 1 of Part 14 of the Employment Rights Act 1996 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.
- 7.4** Those individuals who are eligible for membership of the trust by reason of the previous provisions are referred to collectively as the Staff Constituency.

7.5 The minimum number of members in the Staff Constituency is specified in Annex 2.

#### **Automatic membership by default – staff**

7.6 An individual who is:

7.6.1 eligible to become a Member of the Staff Constituency, and

7.6.2 invited by the trust to become a Member of the Staff Constituency,

shall become a Member of the trust as a Member of the Staff Constituency without an application being made, unless he informs the trust that he does not wish to do so. This does not apply to staff who are eligible for membership under 7.2, who must make an application for membership.

### **8. Restriction on membership**

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

8.2 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.

8.3 An individual must be at least 16 years old to become a member of the trust.

8.4 Further provisions as to the circumstances in which an individual may not become or continue as a member of the trust are set out in Annex 10 – Further Provisions.

### **9. Annual Members' Meeting**

9.1 The Trust shall hold an annual meeting of its members ('Annual Members' Meeting'). The Annual Members' Meeting shall be open to members of the public.

### **10. Council of Governors – composition**

10.1 The trust is to have a Council of Governors, which shall comprise both elected and appointed Governors.

10.2 The composition of the Council of Governors is specified in Annex 3.

10.3 The aggregate number of public Governors is to be more than half the total membership of the Council of Governors.

**10.4** The members of the Council of Governors, other than the appointed members, shall be chosen by election by their constituency or, where there are classes within a constituency, by their class within that constituency. The number of Governors to be elected by each constituency, or, where appropriate, by each class of each constituency, is specified in Annex 3.

**11. Council of Governors – election of governors**

**11.1** Elections for elected members of the Council of Governors shall be conducted in accordance with the Model Rules for Elections.

**11.2** The Model Rules for Elections as published from time to time by the Department of Health form part of this Constitution. The Model Rules for Elections current at the date this constitution is approved are attached at Annex 4. Elections for elected members of the Council of Governors shall be conducted using the first past the post system. Thus, where appropriate, the alternative rules marked "FPP" (First Past the Post) should be used.

**11.3** A subsequent variation of the Model Rules for Elections by the Department of Health shall not constitute a variation of the terms of this Constitution for the purposes of paragraph 46 of the Constitution (amendment of the constitution).

**11.4** An election, if contested, shall be by secret ballot.

**11.5** Where a vacancy arises for an elected Governor the trust may, instead of holding a by-election, fill the vacancy by appointing the highest polling unsuccessful candidate at the most recent election of governors for the constituency or class in respect of which the vacancy has arisen. Any person so appointed shall hold office for the unexpired term of office of the retiring Governor.

**12. Council of Governors - tenure**

**12.1** An elected Governor may hold office for a period of up to 3 years.

**12.2** 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.

**12.3** Subject to Paragraph 12.4 below, an elected Governor shall be eligible for re-election at the end of his term.

**12.4** An elected Governor may not hold office for longer than 9 years or be re-elected if, by virtue of this paragraph 12.4, he would not be able to remain in office for the full three year period.

- 12.5 An appointed Governor may hold office for a period of up to 3 years.
- 12.6 An appointed Governor shall cease to hold office if the appointing organisation withdraws its sponsorship of him.
- 12.7 An appointed Governor shall be eligible for re-appointment at the end of his term, but may not hold office for more than nine years.
- 12.8 A person may not stand for election as a Governor or be appointed as a Governor in accordance with clause 10 if their tenure as a governor was terminated following a breach of the Governors' Code of Conduct.

### **13. Council of Governors – disqualification and removal**

- 13.1 The following may not become or continue as a member of the Council of Governors:
  - 13.1.1 a person who has been made bankrupt or whose estate has been sequestrated and (in either case) has not been discharged;
  - 13.1.2 a person who has made a composition or arrangement with, or granted a trust deed for, his creditors and has not been discharged in respect of it;
  - 13.1.3 a person who within the preceding five years has been convicted in the British Islands of any offence if a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine) was imposed on him.
- 13.2 Governors must be at least 16 years of age at the date they are nominated for election or appointment.
- 13.3 Further provisions as to the circumstances in which an individual may not become or continue as a member of the Council of Governors are set out in Annex 5.

### **14. Council of Governors – Termination of tenure**

- 14.1 A Governor may resign from that office at any time during the term of that office by giving notice in writing to the Secretary to the trust.
- 14.2 If a Governor fails to attend any meeting of the Council of Governors, for a period of one year or three consecutive meetings (whichever is the shorter) his tenure of office is to be immediately terminated unless the other Governors agree by a majority vote that:
  - 14.2.1 the absence was due to a reasonable cause; and

**14.2.2** he will be able to start attending meetings of the Council of Governors again within such a period as they consider reasonable.

**14.3** Where a person has been elected or appointed to be a Governor and he becomes disqualified for appointment under paragraph 13, he shall notify the Secretary in writing of such disqualification.

**14.4** If it comes to the notice of the Secretary at the time of his appointment or later that the Governor is so disqualified, he shall immediately declare that the person in question is disqualified and notify him in writing to that effect.

**14.5** Upon receipt of any such notification, that person's tenure of office, if any, shall be terminated and he shall cease to act as a governor.

## **15. Council of Governors – Vacancies**

Where membership of the Council of Governors ceases, Public and Staff Governors shall be replaced in accordance with paragraph 11.5, and appointed Governors shall be replaced in accordance with processes agreed with their appointers.

## **16. Council of Governors – duties of governors**

**16.1** The general duties of the Council of Governors are –

**16.1.1** to hold the Non-Executive Directors individually and collectively to account for the performance of the Board of Directors, and

**16.1.2** to represent the interests of the members of the trust as a whole and the interests of the public.

**16.2** The Trust must take steps to secure that the governors are equipped with the skills and knowledge they require in their capacity as such.

## **17. Council of Governors – meetings of governors**

**17.1** The Chairman of the trust (i.e. the Chairman of the Board of Directors, appointed in accordance with the provisions of paragraph 26.1 or paragraph 27.1 below) or, in his absence the Deputy Chairman (appointed in accordance with the provisions of paragraph 28 below), shall preside at meetings of the Council of Governors.

**17.2** Meetings of the Council of Governors shall be open to members of the public. Members of the public may be excluded from a meeting for special reasons. The Chairman may also exclude any member of the public from a meeting of the Council of Governors if he is interfering with or preventing the proper conduct of the meeting.

**17.3** 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.

**18. Council of Governors – standing orders**

The standing orders for the practice and procedure of the Council of Governors, as may be varied from time to time in accordance with paragraph 46, are attached at Annex 7.

**19. Council of Governors – referral to the Panel**

**19.1** In this paragraph, the Panel means a panel of persons appointed by Monitor to which a governor of an NHS foundation trust may refer a question as to whether the trust has failed or is failing—

**19.1.1** to act in accordance with its Constitution, or

**19.1.2** to act in accordance with provision made by or under Chapter 5 of the 2006 Act.

**19.2** A Governor may refer a question to the Panel only if more than half of the members of the Council of Governors voting approve the referral.

**20. Council of Governors - conflicts of interest of governors**

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 members of the Council of Governors as soon as he becomes aware of it. 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.

**21. Council of Governors – travel expenses**

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

**22. Council of Governors – further provisions**

Further provisions with respect to the Council of Governors are set out in Annex 5 and Annex 10.

**23. Board of Directors – composition**

**23.1** The trust is to have a Board of Directors, which shall comprise both Executive Directors and Non-Executive Directors.

**23.2** The Board of Directors is to comprise:

**23.2.1** a Non-Executive Chairman;

**23.2.2** up to 7 other Non-Executive Directors; and

**23.2.3** up to 7 Executive Directors.

**23.3** One of the Executive Directors shall be the Chief Executive.

**23.4** The Chief Executive shall be the Accounting Officer.

**23.5** One of the Executive Directors shall be the Finance Director.

**23.6** One of the Executive Directors is to be a registered medical practitioner or a registered dentist (within the meaning of the Dentists Act 1984).

**23.7** One of the Executive Directors is to be a registered nurse or a registered midwife.

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

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 of the trust as a whole and for the public.

**25. Board of Directors – qualification for appointment as a non-executive director**

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

**25.1** he is a member of a Public Constituency, or

**25.2** 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

**25.3** he is not disqualified by virtue of paragraph 31 below.

**26. Board of Directors – appointment and removal of chairman and other non-executive directors**

**26.1** The Council of Governors at a general meeting of the Council of Governors shall appoint or remove the Chairman of the trust and the other Non-Executive Directors.

**26.2** Removal of the Chairman or another Non-Executive Director shall require the approval of three-quarters of the members of the Council of Governors.

**27. Board of Directors – appointment of deputy chairman**

The Council of Governors at a general meeting of the Council of Governors shall appoint one of the Non-Executive Directors as a Deputy Chairman.

**28. Board of Directors - appointment and removal of the Chief Executive and other executive directors**

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

**28.2** The appointment of the Chief Executive shall require the approval of the Council of Governors.

**28.3** A committee consisting of the Chairman, the Chief Executive and the other Non-Executive Directors shall appoint or remove the other Executive Directors.

**29. Board of Directors – disqualification**

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

**29.1** a person who has been made bankrupt or whose estate has been sequestrated and (in either case) has not been discharged.

**29.2** a person who has made a composition or arrangement with, or granted a trust deed for, his creditors and has not been discharged in respect of it.

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

**29.4** a person who no longer satisfies paragraph 25.1 or 25.2 (if applicable).

**29.5** a person who is a member of the Council of Governors

**29.6** a person whose tenure of office as a chairman or as a member or director of a national health service body has been terminated on the



grounds that his appointment is not in the interests of public service, for non-attendance at meetings, or for non-disclosure of a pecuniary interest.

- 29.7 A person who has been responsible for, been privy to, contributed to or facilitated any serious misconduct or mismanagement (whether unlawful or not) in the cause of carrying on a regulated activity or providing a service elsewhere which, if provided in England, would be a regulated activity.
- 29.8 A person where disclosure revealed by a Disclosure and Barring Service check against such a person are such that it would be inappropriate for them to become or continue as a Director or would adversely affect public confidence in the Trust or otherwise bring the Trust into disrepute.
- 29.10 A person is subject of a disqualification order made under the Company Directors Disqualification Act 1986.
- 29.11 A person who is the subject of an order under the Sexual Offences Act 2003
- 29.12 A person who is included in any barred list established under the Safeguarding Vulnerable Groups Act 2006
- 29.13 A person who has been been erased, removed or struck off by a direction from a register of professionals and has not subsequently had his qualification re-instated or suspension lifted.
- 29.14 A person who has within the preceding two years been dismissed, otherwise than by reason of redundancy, from any paid employment with a national health service body.
- 29.15 A person who has failed to agree (or having agreed, fails) to abide by the value of the trust's principles as set out in Annex 9.
- 29.16 A person does not meet the criteria set out in Regulation 5(3) of the Health and Social Care Act 2008 (Regulated Activities) Regulations 2014 (Fit and Proper Persons' Regulations) (including any modification or re-enactment).

### **30. Board of Directors – meetings**

- 30.1 Meetings of the Board of Directors shall be open to members of the public. Members of the public may be excluded from a meeting for special reasons.

- 30.2** 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.

**31. Board of Directors – standing orders**

The standing orders for the practice and procedure of the Board of Directors, as may be varied from time to time in accordance with paragraph 46, are attached at Annex 8.

**32. Board of Directors - conflicts of interest of directors**

- 32.1** The duties that a Director of the trust has by virtue of being a Director include in particular –
- 32.1.1** A duty to avoid a situation in which the Director has (or can have) a direct or indirect interest that conflicts (or possibly may conflict) with the interests of the trust (a "Conflict").
  - 32.1.2** 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.
- 32.2** The duty referred to in sub-paragraph 32.1.1 is not infringed if –
- 32.2.1** The situation cannot reasonably be regarded as likely to give rise to a conflict of interest, or
  - 32.2.2** The matter has been authorised in accordance with the Constitution.
- 32.3** The duty referred to in sub-paragraph 32.1.2 is not infringed if acceptance of the benefit cannot reasonably be regarded as likely to give rise to a conflict of interest.
- 32.4** In sub-paragraph 32.1.2, "third party" means a person other than –
- 32.4.1** The trust, or
  - 32.4.2** A person acting on its behalf.
- 32.5** If a Director of the trust 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.
- 32.6** If a declaration under this paragraph proves to be, or becomes, inaccurate, incomplete, a further declaration must be made.

- 32.7** Any declaration required by this paragraph must be made before the trust enters into the transaction or arrangement.
- 32.8** 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.
- 32.9** A Director need not declare an interest –
- 32.9.1** If it cannot reasonably be regarded as likely to give rise to a conflict of interest;
- 32.9.2** If, or to the extent that, the Directors are already aware of it;
- 32.9.3** If, or to the extent that, it concerns terms of the Director's appointment that have been or are to be considered –
- 32.9.3.1 By a meeting of the Board of Directors, or
- 32.9.3.2 By a committee of the Directors appointed for the purpose under the Constitution.
- 32.10** A matter shall have been authorised for the purposes of paragraph 32.2.2 above if:
- 32.10.1** The Directors, in accordance with the requirements set out in this paragraph 32.10, 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 32.1.1 above to avoid Conflicts:
- 32.10.1.1 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;
- 32.10.1.2 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
- 32.10.1.3 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.
- 32.10.2** Any authorisation of a Conflict under this paragraph 32.10 may (whether at the time of giving the authorisation or subsequently):

- 32.10.2.1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the Conflict so authorised;
  - 32.10.2.2 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;
  - 32.10.2.3 impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the Directors think fit;
  - 32.10.2.4 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
  - 32.10.2.5 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.
- 32.11** 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.
- 32.12** 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.
- 32.13** 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.

### **33 Board of Directors – remuneration and terms of office**

- 33.1** The Council of Governors at a general meeting of the Council of Governors shall decide the remuneration and allowances, and the other terms and conditions of office, of the Chairman and the other Non-Executive Directors.
- 33.2** The trust shall establish a committee of Non-Executive Directors to decide the remuneration and allowances, and the other terms and conditions of office, of the Chief Executive and other Executive Directors;
- 33.3** On appointment, the duration of a term of office for a Non-Executive Director (including the Chair) shall be three (3) years. Subject to satisfactory appraisal, a Non-Executive Director (including the Chair) may be re-appointed by the Council of Governors for a further full term, normally service a maximum of six (6) years. Exceptionally, the Council of Governors may agree to extending the term of Office of a Non-Executive Director (including the Chair) by a further twelve (12) months in order to maintain continuity of knowledge and experience within the Board.
- 33.4** The maximum aggregate period of office of any Non-Executive Director shall not exceed seven (7) years, save that in the event that any Non-Executive Director takes office as Chair after they have been a Non-Executive Director for two (2) or more years, the maximum aggregate period of office for that Non-Executive Director shall not exceed nine(9) years

### **34 Registers**

The trust shall have:

- 34.1** 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;
- 34.2** a register of members of the Council of Governors;
- 34.3** a register of interests of Governors;
- 34.4** a register of Directors; and
- 34.5** a register of interests of the Directors.

### **35 Registers – inspection and copies**

- 35.1** The trust shall make the registers specified in paragraph 36 above available for inspection by members of the public, except in the circumstances set out below or as otherwise prescribed by regulations.
- 35.2** The trust shall not make any part of its registers available for inspection by members of the public which shows details of any Member of the trust, if the Member so requests.
- 35.3** So far as the registers are required to be made available:
- 35.3.1** they are to be available for inspection free of charge at all reasonable times; and
- 35.3.2** a person who requests a copy of or extract from the registers is to be provided with a copy or extract.
- 35.4** If the person requesting a copy or extract is not a Member of the trust, the trust may impose a reasonable charge for doing so.

### **36 Documents available for public inspection**

- 36.1** The trust shall make the following documents available for inspection by members of the public free of charge at all reasonable times:
- 36.1.1** a copy of the current Constitution;
- 36.1.2** a copy of the latest annual accounts and any report of the auditor on them; and
- 36.1.3** a copy of the latest annual report;
- 36.2** 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:
- 36.2.1** 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.
- 36.2.2** a copy of any report laid under section 65D (appointment of trust special administrator) of the 2006 Act.

- 36.2.3** a copy of any information published under section 65D (appointment of trust special administrator) of the 2006 Act.
- 36.2.4** a copy of any draft report published under section 65F (administrator's draft report) of the 2006 Act.
- 36.2.5** a copy of any statement provided under section 65F(administrator's draft report) of the 2006 Act.
- 36.2.6** 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 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.
- 36.2.7** a copy of any statement published or provided under section 65G (consultation plan) of the 2006 Act.
- 36.2.8** a copy of any final report published under section 65I (administrator's final report),
- 36.2.9** 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.
- 36.2.10** a copy of any information published under section 65M (replacement of trust special administrator) of the 2006 Act.
- 36.3** Any person who requests a copy of or extract from any of the above documents is to be provided with a copy.
- 36.4** If the person requesting a copy or extract is not a member of the trust, the trust may impose a reasonable charge for doing so.

### **37** **Auditor**

- 37.1** The trust shall have an auditor.
- 37.2** A person may only be appointed auditor if he (or the case of a firm, each of its members) is a member of one or more of the bodies referred to in Paragraph 23 (4) of Schedule 7 to the 2006 Act.
- 37.3** The Council of Governors shall appoint or remove the auditor at a general meeting of the Council of Governors.

**37.4** The auditor shall carry out its duties in accordance with Schedule 10 to the 2006 Act and in accordance with any directions given by Monitor on standards, procedures and techniques adopted.

### **38 Audit committee**

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

### **39 Accounts and Records**

**39.1** The trust must keep proper accounts and proper records in relation to the accounts.

**39.2** Monitor may with the approval of the Secretary of State give directions to the trust as to the content and form of its accounts.

**39.3** The accounts are to be audited by the trust's auditor.

**39.4** The trust shall prepare in respect of each financial year annual accounts in such form as Monitor may with the approval of the Secretary of State direct.

**39.5** The functions of the trust with respect to the preparation of the annual accounts shall be delegated to the Accounting Officer.

**39.6** In preparing its annual accounts or in preparing any accounts by virtue of paragraph 39.4 above, the Trust must comply with any directions given by Monitor with the approval of the Secretary of State as to:

**39.6.1** The methods and principles according to which the annual accounts must be prepared: and/or

**39.6.2** The content and form of the annual accounts.

**39.7** The Trust must:

**39.7.1** Lay a copy of the annual accounts, and any report of the auditor on them, before Parliament; and

**39.7.2** Send copies of the annual accounts, and any report of the auditor on them to Monitor within such a period as Monitor may direct

### **40 Annual report, forward plans and non-NHS work**



- 40.1** The trust shall prepare an annual report and send it to Monitor.
- 40.2** The trust shall give information as to its forward planning in respect of each financial year to Monitor.
- 40.3** The document containing the information with respect to forward planning (referred to above) shall be prepared by the Directors.
- 40.4** In preparing the document, the Directors shall have regard to the views of the Council of Governors.
- 40.5** Each forward plan must include information about:
- 40.5.1 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
  - 40.5.2 the income it expects to receive from doing so.
- 40.6** Where a forward plan contains a proposal that the trust carry on an activity of a kind mentioned in sub-paragraph 40.5.1 the Council of Governors must:
- 40.6.1 determine whether it is satisfied that the carrying on of the activity will not to any significant extent interfere with the fulfillment by the trust of its principal purpose or the performance of its other functions, and
  - 40.6.2 notify the Directors of the trust of its determination.
- 40.7** **The Trust may implement a proposal** 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 health service in England the proposal only if more than half of the members of Council of Governors of the trust voting approve its implementation.

**41** **Presentation of the annual accounts and reports to the Governors and Members**

- 41.1** The following documents are to be presented to the Council of Governors at a general meeting of the Council of Governors:
- 41.1.1 the annual accounts
  - 41.1.2 any report of the auditor on them
  - 41.1.3 the annual report.

**41.2** The documents shall also be presented to the Members of the trust at the Annual Members' Meeting by at least one member of the Board of Directors in attendance.

**41.3** The trust may combine a meeting of the Council of Governors convened for the purposes of sub-paragraph 43.1 with the Annual Members' Meeting.

## **42 Indemnity**

The Secretary of the trust and members of the Council of Governors and Board of Directors who act honestly and in good faith will not have to meet out of their personal resources any personal civil liability which is incurred in the execution or purported execution of their functions, save where they have acted recklessly, and the trust may also take out and maintain at its own cost insurance against such risks, both for its own benefit and for the benefit of such persons.

## **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 as outlined in the Standing Orders for the Practice and Procedure of the Board of Directors at Annex 8.

## **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 members of the Council of Governors of the trust voting approve the amendments, and

44.1.2 More than half of the members of the Board of Directors of the trust voting approve the amendments.

**44.2** Amendments made under paragraph 46.1 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 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 member of the Council of Governors must attend the next Annual Members' Meeting and present the amendment, and

44.3.2 The trust must give the Members an opportunity to vote on whether they approve the amendment.

**44.4** 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.

**44.5** Amendments by the trust of its Constitution are to be notified to Monitor. For the avoidance of doubt, Monitor'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.

## **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 of the trust voting approve entering into the transaction.

**45.3** "Significant transaction" means a transaction which meets the definition set out in Table 1 below:

Table 1: Significant transaction

Ratio	Description	Significant
Assets	The gross assets* subject to the transaction, divided by the gross assets of the trust	>25%
Income	The income attributable to assets or contract associated with the transaction, divided by the income of the trust	>25%
Consideration to total NHS foundation trust capital	The gross capital** of the company or business being acquired/divested, divided by the total capital*** of the trust following completion or the effects on the total capital of the trust resulting from a transaction	>25%

\* Gross assets is the total of fixed assets and current assets

\*\* Gross capital equals the market value of the target's shares and debt securities, plus the excess of current liabilities over current assets

\*\*\* Total capital of the foundation trust equals taxpayers' equity

#### **46 Interpretation and definitions**

Unless a contrary intention is evident or the context requires otherwise, words or expressions contained in this Constitution shall bear the same meaning as in the National Health Service Act 2006 as amended by the Health and Social Care Act 2012.

References to statutory provisions shall be deemed to include references to any provision amending, re-enacting or replacing them and to such provisions as amended from time to time.

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

**the 2006 Act** is the National Health Service Act 2006.

**the 2012 Act** is the Health and Social Care Act 2012.

**Accounting Officer** means the Officer responsible and accountable for discharging the functions specified in paragraph 25(5) of Schedule 7 to the 2006 Act, which shall be the Chief Executive.

**Adviser** means a person formally appointed by resolution of the Council of Governors to advise the Council of Governors at meetings of the Council of Governors in an advisory and non-voting capacity.

**Annual Members Meeting** is defined in paragraph 9 of the constitution.

**Audit Committee** means a committee whose functions are concerned with the arrangements for providing the Board with an independent and objective review on its financial and risk systems, financial information and compliance with laws, guidance, and regulations governing the NHS and with the arrangements for the monitoring and improving the quality of healthcare for which the trust has responsibility.

**Board of Directors (“the Board”)** means the Executive and Non-Executive Directors including the Chairman as constituted in accordance with the Constitution as the Board of Directors.

**Chairman** is the person appointed by the Council of Governors to lead the Council of Governors and Board of Directors and to ensure that they successfully discharge their overall responsibility for the trust as a whole. The expression “the Chairman of the trust” shall be deemed to include the Deputy Chairman of the trust if the Chairman is absent from the meeting or is otherwise unavailable.

**Chief Executive** means the accounting officer of the trust.

**Committee members** means in the context of a Committee persons formally

appointed by the Council of Governors or Board of Directors to be members of the Committee.

**Council of Governors** means the elected and appointed Governors of the trust collectively as a body, as constituted in accordance with the Constitution.

**Constitution** means this constitution and all annexes to it.

**Deputy Chairman** means the Non Executive Director appointed by the Council of Governors to take on the Chairman duties if the Chairman is absent for any reason.

**Director** means a Member of the Board.

**Executive Director** means a Member of the Board who holds an executive office of the trust.

**Finance Director** means the Chief Financial Officer of the trust.

**Governor** means a person who is a member of the Council of Governors.

**Licence** issued by Monitor the Licence sets out a range of conditions that the Trust must meet.

**Member** means any person registered as a member of the trust, and authorised to vote in elections to select Governors.

**Monitor** is the body corporate known as Monitor, as provided by Section 61 of the 2012 Act, which, at the time of the preparation of this document operates as NHS Improvement.

**Motion** means a formal proposition to be discussed and voted on during the course of a meeting.

**Non Executive Director** means a member of the Board of Directors who is not an Executive Director of the trust.

**Officer** means employee of the trust or any other person holding a paid appointment or office with the trust.

**Secretary** means a person who may be appointed to act independently of the Council of Governors to provide advice on corporate governance issues to the Council of Governors, and the Chairman and monitor the trust's compliance with the law, Standing Orders and guidance of the Monitor.

**SFIs** means Standing Financial Instructions.

**SOs** mean Standing Orders.

**Voluntary Organisation** is a body, other than a public or local authority, the activities of which are not carried on for profit.

## **ANNEX 1 – THE PUBLIC CONSTITUENCIES**

The trust shall have two Public Constituencies. The area of the Public Constituencies will be made up of the wards specified below and the minimum number of Members in each Public Constituency shall be 100.

### **A. Suffolk and bordering areas**

Babergh:	All wards
Braintree:	Bumpstead, Hedingham and Maplestead, Stour Valley North, Stour Valley South, Upper Colne, Yeldham
Breckland:	Conifer, East Guiltcross, Harling and Heathlands, Mid Forest, Thetford-Abbey, Thetford-Castle, Thetford-Guildhall, Thetford-Saxon, Watton, Wayland, Weeting, West Guiltcross
East Cambridgeshire:	Bottisham, Burwell, Cheveley, Dullingham Villages, Fordham Villages, Isleham, Soham North, Soham South, The Swaffhams
Forest Heath:	All wards
Ipswich	All wards
King's Lynn and: West Norfolk	Denton
Mid Suffolk:	All wards
South Norfolk:	Bressingham and Burston, Diss and Roydon
St Edmundsbury:	All wards
Suffolk Coastal	All wards
Waveney	All wards

### **B. Rest of Norfolk, Cambridgeshire and Essex**

All wards of Norfolk, Cambridgeshire and Essex excluding wards mentioned in the Public Constituency A (Suffolk and bordering areas) above.

## **ANNEX 2 – THE STAFF CONSTITUENCY**

The Staff Constituency will comprise a single class. The minimum number of Members in the Staff Constituency shall be 100.

### ANNEX 3 – COMPOSITION OF COUNCIL OF GOVERNORS

<b>A. Elected Governors - public members</b>	
(a) Suffolk and bordering wards	14
(b) Rest of Norfolk, Cambridgeshire and Essex	1
<b>B. Elected Governors - staff members</b>	5
<b>C. Appointed Governors:</b>	
(a) Local Authority Governors:	
i. Suffolk County Council	1
ii. St Edmundsbury Council in consultation with Babergh, Braintree, Breckland, East Cambridgeshire, Forest Heath, Ipswich, King's Lynn and West Norfolk, Mid Suffolk, South Norfolk, Suffolk Coastal and Waveney councils	1
(b) University of Cambridge Governor	1
(c) Other appointing organisations: (specified for the purposes of sub-paragraph 9(7) of Schedule 7 of the 2006 Act)	
i. Friends of West Suffolk Hospital	1
ii. West Suffolk CCG in consultation with local general practitioners and West Suffolk Alliance Partners	2
iii. University Campus Suffolk (UCS) in consultation with West Suffolk College	1
Or in each case such other organisations as may be the successors to their functions.	



## **ANNEX 4 –THE MODEL RULES FOR ELECTIONS**

### **PART 1: INTERPRETATION**

1. Interpretation

### **PART 2: TIMETABLE FOR ELECTION**

2. Timetable
3. Computation of time

### **PART 3: RETURNING OFFICER**

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

### **PART 4: STAGES COMMON TO CONTESTED AND UNCONTESTED ELECTIONS**

8. Notice of election
9. Nomination of candidates
10. Candidate's particulars
11. Declaration of interests
12. Declaration of eligibility
13. Signature of candidate
14. Decisions as to validity of nomination forms
15. Publication of statement of nominated candidates
16. Inspection of statement of nominated candidates and nomination forms
17. Withdrawal of candidates
18. Method of election

### **PART 5: CONTESTED ELECTIONS**

19. Poll to be taken by ballot
20. The ballot paper
21. The declaration of identity (public and patient constituencies)

#### *Action to be taken before the poll*

22. List of eligible voters
23. Notice of poll
24. Issue of voting information by returning officer
25. Ballot paper envelope and covering envelope
26. E-voting systems

#### *The poll*

27. Eligibility to vote

- 28. Voting by persons who require assistance
- 29. Spoilt ballot papers and spoilt text message votes
- 30. Lost voting information
- 31. Issue of replacement voting information
- 32. ID declaration form for replacement ballot papers (public and patient constituencies)
- 33. Procedure for remote voting by internet
- 34. Procedure for remote voting by telephone
- 35. Procedure for remote voting by text message

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

- 36. Receipt of voting documents
- 37. Validity of votes
- 38. Declaration of identity but no ballot (public and patient constituency)
- 39. De-duplication of votes
- 40. Sealing of packets

#### **PART 6: COUNTING THE VOTES**

- STV41. Interpretation of Part 6
- 42. Arrangements for counting of the votes
- 43. The count
- STV44. Rejected ballot papers and rejected text voting records
- FPP44. Rejected ballot papers and rejected text voting records
- STV45. First stage
- STV46. The quota
- STV47. Transfer of votes
- STV48. Supplementary provisions on transfer
- STV49. Exclusion of candidates
- STV50. Filling of last vacancies
- STV51. Order of election of candidates
- FPP51. Equality of votes

#### **PART 7: FINAL PROCEEDINGS IN CONTESTED AND UNCONTESTED ELECTIONS**

- FPP52. Declaration of result for contested elections
- STV52. Declaration of result for contested elections
- 53. Declaration of result for uncontested elections

#### **PART 8: DISPOSAL OF DOCUMENTS**

- 54. Sealing up of documents relating to the poll
- 55. Delivery of documents
- 56. Forwarding of documents received after close of the poll
- 57. Retention and public inspection of documents
- 58. Application for inspection of certain documents relating to election



## **PART 9: DEATH OF A CANDIDATE DURING A CONTESTED ELECTION**

- FPP59. Countermand or abandonment of poll on death of candidate
- STV59. Countermand or abandonment of poll on death of candidate

## **PART 10: ELECTION EXPENSES AND PUBLICITY**

### *Expenses*

- 60. Election expenses
- 61. Expenses and payments by candidates
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### *Publicity*

- 63. Publicity about election by the corporation
- 64. Information about candidates for inclusion with voting information
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## **PART 11: QUESTIONING ELECTIONS AND IRREGULARITIES**

- 66. Application to question an election

## **PART 12: MISCELLANEOUS**

- 67. Secrecy
- 68. Prohibition of disclosure of vote
- 69. Disqualification
- 70. Delay in postal service through industrial action or unforeseen event

**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;

“*Monitor*” means the corporate body known as Monitor as provided by section 61 of the 2012 Act;

“*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

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### 2. Timetable

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

<b>Proceeding</b>	<b>Time</b>
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
Publication of statement of nominated candidates	Not later than the twenty seventh day before the day of the close of the
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

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#### **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**

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#### **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 or patient 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.

### **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**

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**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 and patient constituencies)**

21.1 The corporation shall require each voter who participates in an election for a public or patient 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*

**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 or patient 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 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 or patient 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.

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 or patient 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.

*The poll*

**27. Eligibility to vote**

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

**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 spoiled ballot paper, if he or she can obtain it.

29.3 The returning officer may not issue a replacement ballot paper for a spoiled 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 spoiled ballot paper, the returning officer shall enter in a list ("the list of spoiled 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 and patient constituencies)**

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

*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 and patient constituency)<sup>1</sup>**

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.

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<sup>1</sup> It should not be possible, technically, to make a declaration of identity electronically without also submitting a vote.

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.

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 spoilt ballot papers and the list of spoilt 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.

## PART 6: COUNTING THE VOTES

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### 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.

FPP448 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**

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**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**

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**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 Monitor has declared that the vote was invalid.

## **PART 9: DEATH OF A CANDIDATE DURING A CONTESTED ELECTION**

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### **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**

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### *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 Monitor 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**

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**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 Monitor 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 Monitor 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. Monitor will refer the application to the independent election arbitration panel appointed by Monitor.

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 Monitor 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.

## **PART 12: MISCELLANEOUS**

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### **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 5 – ADDITIONAL PROVISIONS – COUNCIL OF GOVERNORS

A person may not become or continue as a Governor of the trust if –

- (a) he, in the case of a staff Governor or public Governor, ceases to be a Member of the constituency he represents;
- (b) he, in the case of a appointed Governor, has his sponsorship withdrawn by their sponsoring organisation;
- (c) he has within the preceding two years been dismissed, otherwise than by reason of redundancy, from any paid employment with a national health service body;
- (d) his tenure of office as the chairman or as a member or director of a national health service body has been terminated on the grounds that his appointment is not in the interests of the health service, for non-attendance at meetings, or for non-disclosure of a pecuniary interest;
- (e) he is an Executive Director or Non-Executive Director of the trust, or a governor, non executive director, chairman, chief executive officer of an organisation the nature of whose business is to give rise to potential conflicts of interest of a personal or prejudicial nature to such a degree as to prevent the person from the proper exercise of their duties as a Governor of this Trust. This may include other NHS Foundation Trusts;
- (f) he is a person who has been been erased, removed or struck off by a direction from a register of professionals and has not subsequently had his qualification reinstated or suspension lifted.
- (g) he has been declared, by a sub-committee of the Council of Governors, to be a vexatious complainant;
- (h) he has failed to agree (or having agreed, fails) to abide by the Code of Conduct for Governors as set out in Annex 6 and the value of the trust's Principles as set out in Annex 9; or
- (i) He has been previously removed as a Governor pursuant to paragraph 12.8 of the this Constitution.

## **ANNEX 6 - CODE OF CONDUCT FOR GOVERNORS**

### **Introduction**

- 1 This Code seeks to outline appropriate conduct for Governor, and addresses both the requirements of office and their personal behaviour. Ideally any penalties for non-compliance would never need to be applied; however a Code is considered an essential guide for Governors, particularly those who are newly elected.
- 2 The Code seeks to expand on or complement the Constitution. Copies will be made available for the information of all Governors and for those considering seeking election to the Council of Governors.

### **Qualifications for office**

- 3 Members of the Council of Governors must continue to comply with the qualifications required to hold elected office throughout their period of tenure as defined in the Constitution. The Secretary should be advised of any changes in circumstances, which disqualify the Governor from continuing in office. An example of this would be a public Governor becoming an employee of the trust, given that the number of employees sitting on the trust's elected bodies is limited.

### **Role and functions**

- 4 Governors should:
  - a) adhere to the trust's values and supporting behaviours; rules and policies; and support its objectives, in particular those of retaining Foundation Trust status and developing a successful trust.
  - b) act in the best interests of the trust at all times.
  - c) contribute to the workings of their Council of Governors in order for it to fulfill its role and functions.
  - d) recognise that their role is a collective one. They exercise collective decision making in the meeting room, which is recorded in the minutes. Outside the meeting room a Governor has no more rights and privileges than any other member.
  - e) note that the functions allotted to the Council of Governors are not of a managerial nature.

### **Confidentiality**

- 5 All Governors are required to respect the confidentiality of the information they are made privy to as a result of their membership of the Council of Governors.

### **Conflict of interests**

- 6 Governors should act with the utmost integrity and objectivity and in the best interests of the trust in performing their duties. They should not use their position for personal advantage or seek to gain preferential treatment. Any Governor who has a material interest in a matter as defined by the Constitution, shall declare such interest to the Council of Governors and:

- shall not vote on any such matters.
- Shall not be present except with the permission of the Council of Governors in any discussion of the matter.

If in any doubt they should seek advice from the Secretary. It is important that conflicts of interest are addressed and are seen to be actioned in the interests of the trust and all individuals concerned.

- 7 Any Governor who fails to disclose any interest required to be disclosed under the preceding paragraph must permanently vacate their office if required to do so be a majority of the remaining Governors.

### **Council of Governors meetings**

- 8 Governors have a responsibility to attend meetings of the Council of Governors. When this is not possible they should submit an apology to the Secretary in advance of the meeting.
- 9 In accordance with the Constitution, absence from the Council of Governors meetings without good reason established to the satisfaction of the Council of Governors is grounds for disqualification. If a Governor fails to attend for a period of one year or three consecutive meetings (whichever is the shorter) of the Council of Governors, his tenure of office is to be immediately terminated unless the other Governors are satisfied that the absence was due to a reasonable cause and he will be able to start attending meetings of the trust again within such a period as they consider reasonable.
- 10 Governors are expected to attend for the duration of the meeting.

### **Personal conduct**

- 11 Governors are required to adhere to the highest standards of conduct in the performance of their duties. In respect of their interaction with others, they are required to:
- a) adhere to good practice in respect of the conduct of meetings and respect the views of their fellow elected governors
  - b) be mindful of conduct which could be deemed to be unfair or discriminatory and support inclusivity
  - c) treat the trust's executives and other employees with respect and in accordance with the trust's policy
  - d) recognise that the Council of Governors and management have a common purpose, i.e. promote the success of the trust, and adopt a team approach and support inclusivity
  - e) Governors should conduct themselves in such a manner as to reflect positively on the trust. When attending external meetings or any other events at which they are present, it is important for Governors to be ambassadors for the trust.

## **Accountability**

- 12 Governors are accountable to the membership and should demonstrate this by attending Members' meetings and other key events, which provide opportunities to interface with their electorate in order to best understand their views.

## **Induction and development**

- 13 Training is essential for Governors, in respect of the effective performance of their current role. Governors are required to adhere to the trust's policies in all respects and undertake identified training and develop to allow them to effectively undertake their role.

## **Visits to trust Premises**

- 14 Where Governors wish to visit the premises of the trust in a formal capacity as opposed to individuals in a personal capacity, the Council of Governors should liaise with the Secretary to make the necessary arrangements.

## **Non-compliance with the Code of Conduct**

- 15 Non-compliance with the Code may result in action being taken as follows:-
- a) Where misconduct takes place, the Chairman shall be authorised to take such action as may be immediately required, including the exclusion of the person concerned from a meeting.
  - b) Where such misconduct is alleged, it shall be open to the Council of Governors to decide, by simple majority of those in attendance, to lay a formal charge of misconduct.
  - c) notifying the Governor in writing of the charge/s, detailing the specific behaviour, which is considered to be detrimental to the trust, and inviting and considering their response within a defined timescale.
  - d) inviting the Governor to address the Council of Governors in person if the matter cannot be resolved satisfactorily through correspondence;
  - e) deciding, by simple majority of those present and voting, whether to uphold the charge of conduct detrimental to the trust;
  - f) imposing such sanctions as shall be deemed appropriate. Such sanctions will range from the issuing of a written warning as to the member's future conduct and consequences, non-payment of expenses to the removal of the Governor from office.
- 16 A Governor may be removed from the Council of Governors for non-compliance with the Code of Conduct by a resolution approved by not less than two-thirds of the remaining Governors present and voting at a general meeting of the Council of Governors.
- 17 This Code of Conduct does not limit or invalidate the right of the Governors or the trust to act under the Constitution.

## **ANNEX 7 – STANDING ORDERS FOR THE PRACTICE AND PROCEDURE OF THE COUNCIL OF GOVERNORS**

### **1. INTERPRETATION**

- 1.1 Save as otherwise permitted by law, at any meeting the Chairman of the trust shall be the final authority on the interpretation of Standing Orders (of which he should be advised by the Chief Executive or Secretary).
- 1.2 Any expression to which a meaning is given in the National Health Service Act 2006 (“2006 Act”) or in the Constitution shall have the same meaning in these Standing Orders.

### **2. THE COUNCIL OF GOVERNORS**

- 2.1 **Composition of the Council of Governors** - The composition of the Council of Governors shall be in accordance with the Constitution.
- 2.2 **Appointment of the Chairman and members** – The Chairman is appointed by the Council of Governors, as set out in the Constitution.
- 2.3 **Terms of Office of the Chairman and members**- The regulations setting out the period of tenure of office of the Chairman and members and for the termination or suspension of office of the Chairman and members are contained in the Constitution.
- 2.4 **Appointment and Powers of Deputy Chairman** – subject to Standing Order 2.5 below; members of the Council of Governors may appoint one of the Non- Executive Directors, to be Deputy Chairman for such period, not exceeding the remainder of his term as a Non-Executive Director of the trust, as they may specify on appointing him.
- 2.5 Any Non-Executive Director so appointed may at any time resign from the office of Deputy Chairman and the Council of Governors may thereupon appoint another Non Executive Director as Deputy Chairman in accordance with the provisions of Standing Order 2.4.
- 2.6 Where the Chairman of the trust has died or has ceased to hold office or where he has been unable to perform his duties as Chairman owing to illness or any other cause, the Deputy Chairman shall act as Chairman until a new Chairman is appointed or the existing Chairman resumes his duties, as the case may be, and references to the Chairman in these Standing Orders shall, so long as there is no Chairman able to perform his duties, be taken to include references to the Deputy Chairman.

### **3. MEETINGS OF THE COUNCIL OF GOVERNORS**

- 3.1 *Admission of the Public and the Press* – The public and representatives of the press shall be afforded facilities to attend all formal meetings of the Council of Governors but shall be required to withdraw upon the Council of Governors (including a majority of the public Governors present at the meeting) resolving as follows:

*“That representatives of the press and other members of the public be excluded from the remainder of this meeting having regard to the confidential nature of the business to be transacted, publicity on which would be prejudicial to the public interest”*

- 3.2 The Chairman (or Deputy Chairman) 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 trust’s business shall be conducted without interruption and disruption and, without prejudice to the power to exclude on grounds of the confidential nature of the business to be transacted, the public will be required to withdraw upon the Council of Governors (including a majority of the public Governors present at the meeting) resolving as follows:

*“That in the interests of public order the meeting adjourn for (the period to be specified) to enable the Council of Governors to complete business without the presence of the public”*

- 3.3 Nothing in these Standing Orders shall require the trust to allow members of the public or representatives of the press to record proceedings in any manner whatsoever, other than writing, or to make any oral report of proceedings as they take place, without the prior agreement of the Council of Governors.
- 3.4 **Calling Meetings** – Meetings of the Council of Governors shall be held at such times and places as the Council of Governors may determine.
- 3.5 The Council of Governors will hold at least four meetings each year, one of which is the Annual Members Meeting.
- 3.6 The Chairman of the trust may call a meeting of the Council of Governors at any time. If the Chairman refuses to call a meeting after a requisition for that purpose, signed by at least one-third of the whole number of members of the Council of Governors, has been presented to him or her, or if, without so refusing, the Chairman 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 members may forthwith call a meeting.
- 3.7 **Notice of Meetings** - Before each meeting of the Council of Governors, a notice of the meeting, specifying the business proposed to be transacted at it, and signed by the Chairman or by an officer authorised by the Chairman to sign on his behalf shall be delivered to every Governor, by e-mail to the valid email address or sent by post to the usual place of residence of each Governor, so as to be available to him at least five days before the meeting.
- 3.8 Want of service of the notice on any Governor shall not affect the validity of a meeting.
- 3.9 In the case of a meeting called by Governors in default of the Chairman, the notice shall be signed by those Governors and no business shall be transacted at the meeting other than that specified in the notice.
- 3.10 Agendas will be sent by post or e-mail to Governors five days before the meeting and supporting papers, whenever possible, shall accompany the agenda, but will certainly be dispatched no later than three days before the meeting, save in emergency. A notice shall be presumed to have been served one day after posting or delivery of e-mail.

- 3.11 Before each meeting of the Council of Governors a public notice of the time and place of the meeting, and the public part of the agenda, shall be displayed at the trust's office at least three days before the meeting, save where the meeting is convened by electronic communication.
- 3.12 **Setting the Agenda** - The Council of Governors 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).
- 3.13 A Governor desiring a matter to be included on an agenda shall make his request in writing to the Chairman at least 10 (ten) 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 ten days before a meeting may be included on the agenda at the discretion of the Chairman.
- 3.14 **Petitions** - where a petition has been received by the trust the Chairman of the Council of Governors shall include the petition as an item for the agenda of the next Council of Governors meeting.
- 3.15 **Chairman of Meeting** - At any meeting of the Council of Governors, the Chairman, if present, shall preside. If the Chairman is absent from the meeting the Deputy Chairman, if there is one and he is present, shall preside. If the Chairman and Deputy Chairman are absent another Non Executive Director as the members present shall choose who shall preside.
- 3.16 If the Chairman is absent temporarily on the grounds of a declared conflict of interest the Deputy Chairman, if present, shall preside. If the Chairman and Deputy Chairman are disqualified from participating, such Governor from a Public Constituency as the Governors present shall choose by majority vote who shall preside.
- 3.17 **Meetings: electronic communication** - In this SO, "electronic communication" means a communication transmitted (whether from one person to another, from one device to another or from a person to a device or vice versa): (a) by means of an electronic communications network; or (b) by other means but while in an electronic form.
- 3.17.1 In the Chairman's absolute discretion, a meeting of the Council of Governors may be held by way electronic communication. A meeting of the Council of Governors held by way of electronic communication can be (a) held exclusively by electronic communication; or (b) where a select number of Governors are present at the meeting by way of electronic communication whilst the majority attending are physically present at the meeting of the Council of Governors.
- 3.17.2 A Governor in electronic communication with the Chairman and all other parties to a meeting of the Council of Governors or of a committee or sub-committee of the Governors shall be regarded for all purposes as personally attending such a meeting provided that, but only for so long as, at such a meeting he has the ability to communicate interactively and simultaneously with all other parties attending the meeting including all persons attending by way of electronic communication.



- 3.17.3 A meeting at which one or more of the Governors attends by way of electronic communication is deemed to be held at such a place as the Governors shall at the said meeting resolve. In the absence of such a resolution, the meeting shall be deemed to be held at the place (if any) where a majority of the Governors attending the meeting are physically present, or in default of such a majority, the place at which the Chairman of the meeting is physically present.
- 3.17.4 Meetings held in accordance with this SO are subject to SO 3.37 (Quorum). For such a meeting to be valid, a quorum must be present and maintained throughout the meeting.
- 3.17.5 The minutes of a meeting held in this way must state that it was held by electronic communication and that the Governors were all able to hear each other and were present throughout the meeting.
- 3.18 **Notices of Motion** – A member of the Council of Governors desiring to move or amend a Motion shall send a written notice thereof at least 10 (ten) clear days before the meeting to the Chairman, who shall insert in the agenda for the meeting all notices so received subject to the notice being permissible under the appropriate regulations. This 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 consent of the Chairman.
- 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 member 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 Chairman to propose a Motion to the same effect within six months however the Chairman may do so if he considers it appropriate.
- 3.21 **Motions** - The mover of a Motion shall have a right of reply at the close of any discussion on the Motion or any amendment thereto.
- 3.22 When a Motion is under discussion or immediately prior to discussion it shall be open to a member to move:
- An amendment to the Motion,
  - The adjournment of the discussion or the meeting
  - That the meeting proceed to the next business (\*)
  - The appointment of an ad hoc committee to deal with a specific item of business
  - That the Motion be now put (\*)
  - A Motion resolving to exclude the public (including the press).

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

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

- 3.23 **Chairman's Ruling** - Statements of members of the Council of Governors made at meetings of the Council of Governors shall be relevant to matter under discussion at the material time and the decision of the Chairman of the meeting on questions of order, relevancy, regularity and any other matters shall be final.
- 3.24 **Voting** - every question at a meeting shall be determined by either a majority of the votes of the Governors present, qualified to vote on the issue and voting on the question unless the Constitution requires otherwise. In the case of the number of votes for and against a Motion being equal, the Chairman of the meeting, or the person presiding over that issue if the Chairman is absent, shall have a second or casting vote.
- 3.25 All questions put to the vote shall, at the discretion of the Chairman of the meeting, be determined by oral expression or by a show of hands, unless at the discretion of the Chairman, a vote is held by postal or e-mail vote, or by way of written resolution. A paper ballot may also be used if a majority of the Governors present so request. At all times, no Governor may vote by proxy.
- 3.26 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 voted or abstained.
- 3.27 If a Governor so requests, his or her vote shall be recorded by name upon any vote (other than by paper ballot).
- 3.28 In no circumstances may an absent Governor vote by proxy. Absence is defined as being absent at the time of the vote.
- 3.29 A person attending the Council of Governors to represent a Governor during a period of incapacity or temporary absence without formal appointment as a Governor may not exercise the voting rights of the Governor. A person's status when attending a meeting shall be recorded in the minutes.
- 3.30 **Written resolution** - at the discretion of the Chairman, the Chairman may specify in a notice of a meeting any matter which requires approval by a written resolution and such a matter may be approved in writing provided that at least three quarters of the Governors, and a majority of the elected Governors, approve the resolution in writing within the timescale imposed in such a notice.
- 3.31 **Special provisions relating to the Chairman exercising their discretion to call a postal or e-mail vote**
- 3.31.1 The Chairman's discretion to hold a postal or e-mail vote may be exercised at any time, and for any reason.
- 3.31.2 If the Chairman exercises their discretion to hold a postal or e-mail vote, then the Governors must vote by post or e-mail by sending their postal or e-mail vote back to the Trust Secretary or an employee of the trust holding a paid appointment or office within the trust who is administering and counting the postal or e-mail votes by the Deadline Date. For the avoidance of doubt, if the Chairman exercises their discretion to hold a postal or e-mail vote, this postal or e-mail vote will form the only method of voting and no meeting will be held.

- 3.31.3 An individual Governor may only cast one vote unless a second further vote is required owing to the previous vote not being passed. Once a postal or e-mail vote has been cast by a Governor, the vote cannot be revoked or altered in any way.
- 3.31.4 **Protocol for voting by post** - The Trust Secretary is to publish a notice of the postal vote stating:
- 3.31.4.1 the details of the Motion;
  - 3.31.4.2 the date and time at which postal votes are required to be sent out to the Governors;
  - 3.31.4.3 the address for return of postal votes including the date and time by which they must be received by the Trust Secretary ("**Deadline Date**"); and
  - 3.31.4.4 the contact details of the Trust Secretary.
- 3.31.5 As soon as reasonable practicable on or after the publication of the notice of postal vote, the Trust Secretary is to deliver to, or send by post to the usual place of residence of every Governor, so as to be available to him at least 7 (seven) clear days before the Deadline Date, the following information:
- 3.31.5.1 a ballot paper and ballot paper envelope (ballot paper envelope must have clear instructions to the Governor printed on it, instructing the Governor to seal the ballot paper inside the envelope once the ballot paper has been marked);
  - 3.31.5.2 an ID declaration form (if required);
  - 3.31.5.3 information about the Motion to be voted on; and
  - 3.31.5.4 a covering return envelope providing:
    - 3.31.5.4.1 the address for the return of the ballot paper printed on it;
    - 3.31.5.4.2 pre-paid postage for return to that address;
    - 3.31.5.4.3 clear instructions, either printed on the covering return envelope or elsewhere, instructing the Governor to seal a completed ID declaration form (if required) and the ballot paper envelope, with the ballot paper sealed inside it and return to the Trust Secretary by the Deadline Date.
- 3.31.6 **Protocol for voting by e-mail** – The Trust Secretary is to email a notice of the email vote to the valid email address of every Governor stating:
- 3.31.6.1 The details of the Motion;
  - 3.31.6.2 The date and time at which the e-mail votes are required to be sent out to the Governors;
  - 3.31.6.3 The e-mail address for return of e-mail votes includes the date and time by which they must be received by the Trust Secretary; and
  - 3.31.6.4 The contact details of the Trust Secretary.

- 3.31.7 As soon as is reasonably practicable on or after the e-mail of the notice of the e-mail vote, the Trust Secretary is to e-mail to the valid e-mail address of every Governor, so as to be available to him at least 7 (seven) clear days before the Deadline Date, the following information:
- 3.31.7.1 a ballot paper attachment in accessible electronic format with clear instructions as to how to cast their vote by e-mail;
  - 3.31.7.2 an ID declaration form (if required);
  - 3.31.7.3 information about the Motion; and
  - 3.31.7.4 a covering email providing:
    - 3.31.7.4.1 the e-mail address for return of the ballot paper;
    - 3.31.7.4.2 clear instructions for the Governor as to how to return their e-mail vote to the Trust Secretary by the Deadline Date.
- 3.32 **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.
- 3.33 No discussion shall take place upon the minutes except upon their accuracy or where the Chairman considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at the next meeting.
- 3.34 Minutes shall be circulated in accordance with Governors' wishes. Where providing a record of a public meeting the minutes shall be made available to the public as required by Code of Practice on Openness in the NHS.
- 3.35 **Variation and Amendment of Standing Orders** – will be undertaken in accordance with paragraph 46 of the Constitution.
- 3.36 **Record of Attendance** – the names of the Chairman and Governors present at the meeting shall be recorded in the minutes.
- 3.37 **Quorum** – No business shall be transacted at a meeting unless at least one third of the whole number of the Governors are present, the majority of whom are from a public constituency. If at any meeting there is no quorum within 30 minutes of the time fixed for the start of the meeting, the meeting shall stand adjourned for 7 days and upon reconvening, those present shall constitute a quorum.
- 3.38 If the Chairman or Governor has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of the declaration of a conflict of interest (see Standing Orders 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. The meeting must then proceed to the next business.

#### 4. ARRANGEMENTS FOR DELEGATION

- 4.1 **Committees** – The Council of Governors shall agree from time to time to the delegation of matters for consideration by committee, or sub-committees which it has formally constituted in accordance with the Constitution. The constitution and terms of reference of these committees or sub-committees and their specific powers shall be approved by the Council of Governors. Such committees and subcommittees shall be advisory only and not decision-making.
- 4.2 **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 Council of Governors for action or ratification. All members of the Council of Governors and staff have a duty to disclose any non-compliance with these Standing Orders to the Chairman as soon as possible.

#### 5. COMMITTEES

- 5.1 Subject to any guidance or best practice advice as may be issued by Monitor, the Council of Governors may and, if directed by Monitor, shall appoint committees of the Council of Governors to assist it in the proper performance of its functions, consisting wholly or partly of the Chair, Governors, and others, including Advisers.
- 5.2 A committee appointed under Standing Order 5.1 may, subject to such directions as may be given by the Council of Governors, appoint sub-committees consisting wholly or partly of members of the committee.
- 5.3 These Standing Orders, as far as they are applicable, shall apply with appropriate alteration to meetings of any committees established by the Council of Governors with the terms “Chairman” to be read as a reference to the Chairman of the committee, and the term “Governor” to be read as a reference to a member of the committee as the context permits. There is no requirement to hold meetings of committees, established by the Council of Governors in public.
- 5.4 Each such committee shall have such terms of reference and powers and be subject to such conditions as the Council of Governors shall decide and shall be in accordance with the 2006 Act, the Constitution, and any best practice advice and/or guidance issued by Monitor, but the Council of Governors shall not delegate to any committee any of the powers or responsibilities which are to be exercised by the Council of Governors at a formal meeting.
- 5.5 Where committees are authorised to establish sub-committees they may not delegate their powers to the sub-committee unless expressly authorised by the Council of Governors.
- 5.6 Any committee or sub-committee established under this Standing Order 5.1 may call upon outside advisers to assist them with their tasks including any Advisers, subject to the advance agreement of the Board of Directors.
- 5.7 The Council of Governors shall approve the appointments to each of the committees which it has formally constituted.
- 5.8 Where the Council of Governors is required to appoint persons to a committee to undertake statutory functions, and where such appointments are to operate independently of the Council of Governors, such appointments shall be made in

accordance with applicable statute and regulations and with best practice advice and/or guidance issued by Monitor.

- 5.9 Where the Council of Governors determines that persons who are neither Governors, nor Directors or Officers of the Trust, shall be appointed to a committee, the terms of such appointment shall be determined by the Council of Governors subject to the payment of travelling expenses and other allowances being in accordance with such sum as may be determined by the Board of Directors.
- 5.10 The Council of Governors may appoint members to serve on joint committees with the Board of Directors or committees of the Board of Directors on the request of the Chair.
- 5.11 The Secretary or his deputy will attend all meetings of the Committees in support of them.

## **6. DECLARATIONS OF INTERESTS AND REGISTER OF INTERESTS**

- 6.1 **Declaration of interests** – The Constitution and the trust's Code of Conduct requires Governors to declare interests which are relevant and material to the Council of Governors of which they are a member. All existing Governors should declare such interests. Any Governors 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, part-ownership or directorship 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 To the extent not covered above, any connection with an organisation, entity or company considering entering into or having entered into a financial agreement with the NHS Foundation Trust, including but not limited to, lenders or banks.
  - 6.2.7 Any other commercial interest in the decision before the meeting
- 6.3 At the time Governors' interests are declared, they should be recorded in the Council of Governors minutes. Any changes in interests should be declared at the next Council of Governors meeting following the change occurring.

- 6.4 Governors' directorships of companies likely or possibly seeking to do business with the trust should be published in the Council of Governors Annual Report. The information should be kept up to date for inclusion in succeeding annual reports.
- 6.5 During the course of a Council of Governors meeting, if a conflict of interest is established, the member 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 for the interests of Governors' spouses or partners to be declared. However Standing Order 7 requires that the interest of members' spouses, if living together, in contracts should be declared. Therefore the interests of Governors' spouses and cohabiting partners should also be regarded as relevant.
- 6.7 If Governors have any doubt about the relevance of an interest, this should be discussed with the Chairman. Financial Reporting Standard No 8 (issued by the Accounting Standards Council) 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 Secretary will ensure that a register of interests is established to record formally declarations of interests of members. In particular the register will include details of all directorships and other relevant and material interests which have been declared by both elected and appointed members.
- 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 and the Secretary 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.

## **7. DISABILITY OF CHAIRMAN AND MEMBERS IN PROCEEDINGS ON ACCOUNT OF PECUNIARY INTEREST**

- 7.1 Subject to the following provisions of this Standing Orders, if the Chairman or a Governor 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 Council of Governors may exclude the Chairman or a member of the Council of Governors from a meeting of the Council of Governors while any contract, proposed contract to other matter in which he has a pecuniary interest, is under consideration.
- 7.3 Any remuneration compensation or allowances payable to the Chairman or a member of the Council of Governors by virtue of the Constitution 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 Chairman or a member of the Council of Governors shall be treated as having indirectly a pecuniary interest in a contract, proposed contract or other matter, if:
- a. 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
  - b. He is a partner 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;

And in the case of married persons living together the interest of one spouse 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 Chairman or a member shall not be treated as having a pecuniary interest in any contract, proposed contract or any other matter by reason only:
- a. of his membership of a company or other body, if he has no beneficial interest in any securities of that company or other body; or
  - b. of an interest in any company, body or person with which he is connected which is so remote or insignificant that it cannot reasonably be regarded as likely to influence a member in the consideration or discussion of or in voting on, any question with respect to that contract or matter.

- 7.6 Where the Chairman or a member of the Council of Governors 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 these 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 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 duty to disclose his interest.

- 7.7 The Standing Order applies to a committee or sub-committee as it applies to the trust.

## **8. SENIOR INDEPENDENT DIRECTOR**

- 8.1 The Council of Governors is entitled to be consulted by the Board of Directors on the appointment of the Trust's Senior Independent Director.
- 8.2 The role of the Senior Independent Director is as set out in the Trust's "Senior Independent Director Role Specification" as amended from time to time. For the avoidance of doubt the "Senior Independent Director Role Specification" does not form part of the Constitution.



## 9. LEAD GOVERNOR AND DEPUTY LEAD GOVERNOR

- 9.1 The Council of Governors shall appoint from their public governors a Lead Governor. Their role shall be:
- a) To act as a conduit of communication between Monitor and Governors particularly in cases where it may not be appropriate to communicate through the normal channels and also where there is a real risk that a Trust is in significant breach of one or more conditions of its licence and Monitor has significant concerns about the leadership of a Trust.
  - b) To act as a conduit of communication between Monitor and Governors when individual Governors have concerns they wish to raise with Monitor.
  - c) To contact Monitor (NHSI/E) on behalf of Governors when there is concern 'that the process of appointment of the Chair or other members of the Board, or elections for Governors, or other material decisions may not have complied with a Trust's Constitution, or alternatively, whilst complying with the Constitution, may be inappropriate'.
  - d) To chair meetings of the Council of Governors in circumstances where it may not be considered appropriate for the Chair or another of the Non-Executive Directors to do so, for example when discussing the appointment/removal of the Chair.
  - e) The lead Governor should take steps to understand Monitor's role, the available guidance and the basis on which Monitor may take regulatory action.
- 9.2 The Council of Governors shall also appoint a Deputy Lead Governor from their public governors, who will take up the role and responsibilities of the Lead Governor on a temporary basis, in the event the Lead Governor is absent for any reason.
- 9.3 The term of office for Lead Governor and Deputy Lead Governor is three years. The term of office may be extended in exceptional circumstances with the approval of the Council of Governors. Governors cannot stand in their final term of office.
- 9.4 Those wishing to stand can nominate themselves. Those wishing to nominate another Governor should only do so with that person's permission.
- 9.5 The Trust Secretary will, every 3 years, request nominations for role of lead Governor and deputy lead Governor.
- 9.6 Subject to the number of candidates for the role the Trust Secretary will establish a confidential ballot mechanism to elect the lead Governor.
- 9.7 The lead Governor's contact details shall be provided to Monitor and updated as required.

## **ANNEX 8 – STANDING ORDERS FOR THE PRACTICE AND PROCEDURE OF THE BOARD OF DIRECTORS**

### **SECTION A**

INTERPRETATION AND DEFINITIONS FOR STANDING ORDERS AND STANDING FINANCIAL INSTRUCTIONS

### **SECTION B – STANDING ORDERS**

1. INTRODUCTION
2. THE BOARD
3. MEETINGS OF THE TRUST
4. APPOINTMENT OF COMMITTEES AND SUB-COMMITTEES
5. ARRANGEMENTS FOR THE EXERCISE OF FUNCTIONS BY DELEGATION
6. OVERLAP WITH OTHER TRUST POLICY STATEMENTS/PROCEDURES, REGULATIONS AND THE STANDING FINANCIAL INSTRUCTIONS
7. DUTIES AND OBLIGATIONS OF DIRECTORS UNDER THE STANDING ORDERS AND STANDING FINANCIAL INSTRUCTIONS
8. CUSTODY OF SEAL, SEALING OF DOCUMENTS AND SIGNATURE OF DOCUMENTS

## **SECTION A**

### **1. INTERPRETATION AND DEFINITIONS FOR STANDING ORDERS AND STANDING FINANCIAL INSTRUCTIONS**

- 1.1 Save as otherwise permitted by law, at any meeting the Chairman of the trust shall be the final authority on the interpretation of Standing Orders (on which they should be advised by the Chief Executive or Secretary to the Board).
- 1.2 All references in these Standing Orders to the masculine gender shall be read as equally applicable to the feminine gender and vice-versa.

## **SECTION B – STANDING ORDERS**

### **1. INTRODUCTION**

#### 1.1 Statutory Framework

The trust is a public benefit corporation which was established under the 2006 Act on 1 March 2009.

- 1.1.1 The powers of the trust are set out in the 2006 Act subject to any restrictions in the Constitution or the License.
- 1.1.2 The Constitution requires the Board to adopt Standing Orders for the regulation of its proceedings and business. The trust must also adopt Standing Financial Instruction (SFIs) as an integral part of Standing Orders setting out the responsibility of individuals.
- 1.1.3 The trust will also be bound by such other statute, legal provisions and binding guidance from Monitor which governs the conduct of its affairs.
- 1.1.4 As a statutory body, the trust has specified powers to contract in its own name and to act as a corporate trustee. In the latter role it is accountable to the Charity Commission for those funds deemed to be charitable.

#### 1.2 Delegation of Powers

- 1.2.1 The powers of the trust shall be exercised by the Board of Directors on behalf of the trust.
- 1.2.2 Any of those powers may be delegated to a committee of Directors or to an Executive Director. The Standing Orders set out the detail of these arrangements. Under the Standing Order relating to the Arrangements for the Exercise of Functions (SO 5) the trust is given powers to "make arrangements for the exercise, on behalf of the trust of any of their functions by a committee or subcommittee, or by an Officer of the trust, in each case subject to such restrictions and conditions as the trust thinks fit. Delegated Powers are covered in a separate document (Reservation of Powers to the Board and Delegation of Powers). This document has effect as if incorporated into the Standing Orders. Delegated Powers are covered in a separate document entitled – 'Schedule of Matters reserved to the Board and Scheme of Delegation' and have effect as if incorporated into the Standing Orders and Standing Financial Instructions.

## **2. THE BOARD**

### **2.1 Composition of the Board**

The composition of the Board shall be in accordance with the Constitution.

### **2.2 Appointment and Powers of Deputy Chairman**

2.2.1 In accordance with paragraph 28 of the Constitution and subject to Standing Order 2.2.2 below, the Council of Governors may appoint a Non Executive Director, to be Deputy Chairman, for such period, not exceeding the remainder of his term as a member of the Board, as they may specify on appointing him.

2.2.2 Any Non Executive Director so appointed may at any time resign from the office of Deputy Chairman by giving notice in writing to the Chairman (in the Chairman's capacity as Chairman of the Board and the Council of Governors). The Council of Governors may thereupon appoint another Non Executive Director as Chairman in accordance with the provisions of Standing Order 2.2.1.

2.2.3 Where the Chairman of the trust has died or has ceased to hold office, or where they have been unable to perform their duties as Chairman owing to illness or any other cause, the Deputy Chairman shall act as Chairman until a new Chairman is appointed or the existing Chairman resumes their duties, as the case may be; and references to the Chairman in these Standing Orders shall, so long as there is no Chairman able to perform those duties, be taken to include references to the Deputy Chairman.

### **2.3 Appointment and Powers of Senior Independent Director**

2.3.1 Subject to Standing Order 2.3.2 below, the Board of Directors (in consultation with the Council of Governors) may appoint any Member of the Board, who is also a Non Executive Director, to be the Senior Independent Director, for such period, not exceeding the remainder of his term as a Member of the Board, as they may specify on appointing him. The Senior Independent Director shall perform the role set out in the Trust's "Senior Independent Director Role Description", as amended from time to time by resolution of the Board.

2.3.2 Any Non-Executive Director so appointed may at any time resign from the office of Senior Independent Director by giving notice in writing to the Chairman. The Chairman (in consultation with the other Non Executive Directors and the Council of Governors) may thereupon appoint another member of the Board as Senior Independent Director in accordance with the provisions of Standing Order 2.3.1.

### **2.4 Appointment and Powers of Deputy Chief Executive**

The Chairman and Chief Executive may jointly appoint or remove one of the Executive Directors as the deputy chief Executive. The powers of the Deputy chief executive are defined in the Board's Scheme of Delegation.

## 2.5 Role of Directors

The Board will function as a corporate decision making body and Non Executive and Executive Directors will be full and equal Board members. Their role as members of the Board will be to consider the key strategic and managerial issues facing the trust in carrying out its statutory and other functions. In exercising these functions, the Board will consider guidance from Monitor "The NHS Foundation Trust Code of Governance" as amended from time to time.

## 2.6 Corporate role of the Board

2.6.1 All business conducted by the trust shall be conducted in the name of the trust.

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

2.6.3 The powers of the trust established under statute subject to the License shall be exercised by the Board in private session except as otherwise provided for in Standing Order 3.

## 2.7 Schedule of Matters reserved to the Board and Scheme of Delegation

2.7.1 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 shall have effect as if incorporated into the Standing Orders. Those powers which it has delegated to Officers and other bodies are contained in the Scheme of Delegation.

## 2.8 Lead Roles for Directors

2.8.1 The Chairman will ensure that the designation of Lead roles as set out in any statutory or other guidance will be made in accordance with that guidance or statutory requirement (e.g. appointing a Lead Board Director with responsibilities for Infection Control or Child Protection Services etc).

## 3. MEETINGS OF THE TRUST

### 3.1 Calling meetings

3.1.1 Meetings of the Board shall be held at regular intervals at such times and places as the Board may determine.

3.1.2 The Chairman may call a meeting of the Board at any time.

3.1.3 One third or more Directors of the Board may requisition a meeting in writing. If the Chairman refuses, or fails, to call a meeting within seven days of a requisition being presented, the Directors signing the requisition may forthwith call a meeting.

### 3.2 Notice of Meetings and the Business to be transacted

3.2.1 Before each meeting of the Board a written notice specifying the business proposed to be transacted shall be delivered to every Director, or sent by

post to the usual place of residence of each Director, so as to be available to Directors at least five days before the meeting. The notice shall be signed by the Chairman or by an Officer authorised by the Chairman to sign on their behalf. Want of service of such a notice on any Director shall not affect the validity of a meeting.

3.2.2 In the case of a meeting called by Directors in default of the Chairman calling the meeting, the notice shall be signed by those Directors.

3.2.3 No business shall be transacted at the meeting other than that specified on the agenda, or emergency Motions allowed under Standing Order 3.6.

3.2.4 A Director desiring a matter to be included on an agenda shall make his/her request in writing to the Chairman at least 15 days before the meeting. The request should include appropriate supporting information. Requests made less than 15 days before a meeting may be included on the agenda at the discretion of the Chairman.

3.2.5 In the event that a meeting of the Board is to be held in public pursuant to paragraph 3.17.1, a public notice of the time and place of the meeting, and the public part of the agenda, shall be displayed at the trust's principal offices at least three days before the meeting.

### 3.3 Agenda and Supporting Papers

3.3.1 The Agenda will be sent to Directors five days before the meeting and supporting papers, whenever possible, shall accompany the agenda, but will certainly be dispatched no later than three days before the meeting, save in emergency.

### 3.4 Petitions

Where a petition has been received by the trust the Chairman shall include the petition as an item for the agenda of the next meeting.

### 3.5 Notice of Motion

3.5.1 Subject to the provision of Standing Orders 3.7 'Motions: Procedure at and during a meeting' and 3.8 'Motions to rescind a resolution', a Director of the Board wishing to move a Motion shall send a written notice to the Chief Executive who will ensure that it is brought to the immediate attention of the Chairman.

3.5.2 The notice shall be delivered at least 10 clear days before the meeting. The Chief Executive shall include in the agenda for the meeting all notices so received that are in order and permissible under governing regulations. This Standing Order shall not prevent any Motion being withdrawn or moved without notice on any business mentioned on the agenda for the meeting.

### 3.6 Emergency Motions

3.6.1 Subject to the agreement of the Chairman, and subject also to the provision of Standing Order 3.7 'Motions: Procedure at and during a meeting', a Director of the Board may give written notice of an emergency Motion after the issue of the notice of meeting and agenda, up to one hour before the

time fixed for the meeting. The notice shall state the grounds of urgency. If in order, it shall be declared to the trust Board at the commencement of the business of the meeting as an additional item included in the agenda. The Chairman's decision to include the item shall be final.

### 3.7 Motions: Procedure at and during a meeting

#### 3.7.1 Who may propose

A Motion may be proposed by the Chairman of the meeting or any Director present. It must also be seconded by another Director.

#### 3.7.2 Contents of Motions

The Chairman may exclude from the debate at their discretion any such Motion of which notice was not given on the notice summoning the meeting other than a Motion relating to:

- the reception of a report;
- consideration of any item of business before the trust Board;
- the accuracy of minutes;
- that the Board proceed to next business;
- that the Board adjourn;
- that the question be now put.

#### 3.7.3 Amendments to Motions

A Motion for amendment shall not be discussed unless it has been proposed and seconded.

Amendments to Motions shall be moved relevant to the Motion, and shall not have the effect of negating the Motion before the Board.

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.

#### 3.7.4 Rights of reply to Motions

##### a) Amendments

The mover of an amendment may reply to the debate on their amendment immediately prior to the mover of the original Motion, who shall have the right of reply at the close of debate on the amendment, but may not otherwise speak on it.

##### b) Substantive/original Motion

The Director who proposed the substantive Motion shall have a right of reply at the close of any debate on the Motion.

#### 3.7.5 Withdrawing a Motion

A Motion, or an amendment to a Motion, may be withdrawn.

#### 3.7.6 Motions once under debate

When a Motion is under debate, no Motion may be moved other than:

- an amendment to the Motion;
- the adjournment of the discussion, or the meeting;
- that the meeting proceed to the next business;
- that the question should be now put;
- the appointment of an 'ad hoc' committee to deal with a specific item of business;
- that Director be not further heard;

In those cases where the Motion is either that the meeting proceeds to the 'next business' or 'that the question be now put' in the interests of objectivity these should only be put forward by a Director of the Board who has not taken part in the debate and who is eligible to vote.

If a Motion to proceed to the next business or that the question be now put, is carried, the Chairman should give the mover of the substantive Motion under debate a right of reply, if not already exercised. The matter should then be put to the vote.

### 3.8 Motion to Rescind a Resolution

3.8.1 Notice of Motion to 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 Directors, and before considering any such Motion of which notice shall have been given, the trust Board may refer the matter to any appropriate Committee or the Chief Executive for recommendation.

3.8.2 When any such Motion has been dealt with by the trust Board it shall not be competent for any Director other than the Chairman to propose a Motion to the same effect within six months. This Standing Order shall not apply to Motions moved in pursuance of a report or recommendations of a Committee or the Chief Executive.

### 3.9 Chairman of meeting

3.9.1 At any meeting of the trust Board the Chairman, if present, shall preside. If the Chairman is absent from the meeting, the Deputy Chairman (if the Board has appointed one), if present, shall preside.



3.9.2 If the Chairman and Deputy Chairman are absent, such Director (who is not also an Executive Director of the trust) as the Directors present shall choose shall preside.

### 3.10 Chairman's ruling

The decision of the Chairman of the meeting on questions of order, relevancy and regularity (including procedure on handling Motions) and their interpretation of the Standing Orders and Standing Financial Instructions, at the meeting, shall be final.

### 3.11 Quorum

3.11.1 No business shall be transacted at a meeting unless at least one-third of the whole number of the Chairman and Directors (including at least one Executive Director and one Non Executive Director) is present.

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

3.11.3 If a Director has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of a declaration of a conflict of interest (see Standing Order 7) that person 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.

### 3.12 Voting

3.12.1 Save as provided in Standing Orders 3.13 - Suspension of Standing Orders and 3.14 - Variation and Amendment of Standing Orders, every question put to a vote at a meeting shall be determined by a majority of the votes of Directors present and voting on the question. In the case of an equal vote, the person presiding (i.e.: the Chairman of the meeting) shall have a second, and casting vote.

3.12.2 At the discretion of the Chairman all questions put to the vote shall be determined by oral expression or by a show of hands, unless the Chairman directs otherwise, or it is proposed, seconded and carried that a vote be taken by paper ballot.

3.12.3 If at least one third of the Directors present so request, the voting on any question may be recorded so as to show how each Director present voted or did not vote (except when conducted by paper ballot).

3.12.4 If a Director so requests, their vote shall be recorded by name.

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

3.12.6 A manager who has been formally appointed by the Board to act up for a Director during a period of incapacity or temporarily to fill a Director vacancy as an Acting Director or Interim Director under paragraph 4 and 5

respectively of Annex 10 of the constitution shall be entitled to exercise the voting rights of the Director.

3.12.7 A manager attending the Board meeting to represent a Director during a period of incapacity or temporary absence who is not an acting Director or an interim Director for the purposes of the Constitution may not exercise the voting rights of the Director. An Officer's status when attending a meeting shall be recorded in the minutes.

### 3.13 Suspension of Standing Orders

3.13.1 Except where this would contravene any provision in the Constitution, the License, any statutory provision, any binding guidance issued by Monitor, or the rules relating to the Quorum (Standing Order 3.11), any one or more of the Standing Orders may be waived at any meeting, provided that at least two-thirds of the whole number of the Directors are present (including at least one Executive Director and one Non Executive Director) and that at least two-thirds of those Directors present signify their agreement to such suspension. The reason for and decision to waive shall be recorded in the trust Board's minutes.

3.13.2 A separate record of matters discussed during the waiver of Standing Orders shall be made and shall be available to the Chairman and Directors of the trust.

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

### 3.14 Variation and amendment of Standing Orders

3.14.1 These Standing Orders shall only be varied in accordance with paragraph 46 of the Constitution.

### 3.15 Record of Attendance

The names of the Chairman and Directors present at the meeting shall be recorded.

### 3.16 Minutes

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

No discussion shall take place upon the minutes except upon their accuracy or where the Chairman considers discussion appropriate.

### 3.17 Admission of public and the press

3.17.1 Board meetings shall be held in public but the whole or any part of a meeting may be held in private if the Board so resolves.

3.17.2 In that event members of the public and the press will be excluded from all or part of a Board meeting.

3.17.3 General disturbances

In the event that the public and press are admitted to all or part of a Board meeting pursuant to paragraph 3.17.1 and 3.17.2 above, the Chairman (or Deputy Chairman if one has been appointed) or the person presiding over the meeting shall give such directions as he thinks fit with regard to the arrangements for meetings and accommodation of the public and representatives of the press such as to ensure that the trust's business shall be conducted without interruption and disruption and, the public and/or press maybe required to withdraw from a Board meeting at any time and for any reason whatsoever.

#### 3.17.4 Use of Mechanical or Electrical Equipment for Recording or Transmission of Meetings

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

#### 3.18 Observers at trust meetings

The trust will decide what arrangements and terms and conditions it feels are appropriate to offer in extending an invitation to observers to attend and address any of the trust Board's meetings and may change, alter or vary these terms and conditions as it deems fit.

#### 3.19 Meetings: electronic communication

3.19.1 In this SO, "electronic communication" means a communication transmitted (whether from one person to another, from one device to another or from a person to a device or vice versa): (a) by means of an electronic communications network; or (b) by other means but while in an electronic form.

3.19.2 A Director in electronic communication with the Chairman and all other parties to a meeting of the Board of Directors or of a committee or sub-committee of the Directors shall be regarded for all purposes as personally attending such a meeting provided that, but only for so long as, at such a meeting he has the ability to communicate interactively and simultaneously with all other parties attending the meeting including all persons attending by way of electronic communication.

3.19.3 A meeting at which one or more of the Directors attends by way of electronic communication is deemed to be held at such a place as the Directors shall at the said meeting resolve. In the absence of such a resolution, the meeting shall be deemed to be held at the place (if any) where a majority of the Directors attending the meeting are physically present, or in default of such a majority, the place at which the Chairman of the meeting is physically present.

3.19.4 Meetings held in accordance with this SO are subject to SO 3.11 (Quorum). For such a meeting to be valid, a quorum must be present and maintained throughout the meeting.

3.19.5 The minutes of a meeting held in this way must state that it was held by electronic communication and that the Directors were all able to hear each other and were present throughout the meeting.

#### **4. APPOINTMENT OF COMMITTEES AND SUB-COMMITTEES**

4.1 Subject to the Constitution, the Board shall appoint committees of the Board, consisting wholly of Directors.

4.2 Appointment of Committees

Subject to the Constitution, the trust Board may appoint committees of the trust.

The trust shall determine the membership and terms of reference of committees and sub-committees and shall if it requires to, receive and consider reports of such committees.

4.3 Applicability of Standing Orders and Standing Financial Instructions to Committees

The Standing Orders and Standing Financial Instructions of the trust, as far as they are applicable, shall as appropriate apply to meetings and any committees established by the trust. In which case the term "Chairman" is to be read as a reference to the Chairman of other committee as the context permits, and the term "member" is to be read as a reference to a member of other committee also as the context permits. (There is no requirement to hold meetings of committees established by the trust in public.)

4.4 Terms of Reference

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 legislation. Such terms of reference shall have effect as if incorporated into the Standing Orders.

4.5 Delegation of powers by Committees to Sub-Committees

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

4.6 Approval of Appointments to Committees

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 members 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.

4.7 Committees established by the trust Board

The committees and sub-committees established by the Board may vary from time to time as per operational requirements, legislation and best practice. Their terms of reference may be obtained from the Secretary to the trust.

- 4.8 The Board of Directors may appoint persons to serve as members on joint committees with the Council of Governors or committees of the Council of Governors on the request of the Chairman.

## **5. ARRANGEMENTS FOR THE EXERCISE OF TRUST FUNCTIONS BY DELEGATION**

- 5.1 Delegation of Functions to Committees, Officers or other bodies

Subject to the Constitution and License and such guidance as may be given by Monitor, the Board may make arrangements for the exercise, on behalf of the Board, of any of its functions by a committee, sub-committee appointed by virtue of Standing Order 4, or by an Officer of the trust, in each case subject to such restrictions and conditions as the trust thinks fit.

- 5.2 Emergency Powers and urgent decisions

The powers which the Board has reserved to itself within these Standing Orders (see Standing Order 2.7) may in emergency or for an urgent decision be exercised by the Chief Executive and the Chairman after having consulted at least two non-Executive Directors. The exercise of such powers by the Chief Executive and Chairman shall be reported to the next formal meeting of the trust Board for noting.

- 5.3 Delegation to Committees

The Board shall agree from time to time to the delegation of executive powers to be exercised by other committees, or subcommittees, which it has formally constituted in accordance with the Constitution, the License, binding guidance issued by Monitor and the 2006 Act. The Constitution and terms of reference of these committees, or sub-committees, and their specific executive powers shall be approved by the Board in respect of its sub-committees.

- 5.4 Delegation to Officers

5.4.1 Those functions of the trust which have not been retained as reserved by the Board or delegated to other 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 accountability to the trust.

5.4.2 The Chief Executive shall prepare a Scheme of Delegation identifying his/her proposals which shall be considered and approved by the Board. The Chief Executive may periodically propose amendment to the Scheme of Delegation which shall be considered and approved by the Board.

5.4.3 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 the Constitution, License and any statutory requirements, or provisions required by Monitor.

5.5 Schedule of Matters Reserved to the trust and Scheme of Delegation of powers

The arrangements made by the Board as set out in the "Scheme of Reservation and Delegation" of powers shall have effect as if incorporated in these Standing Orders.

5.6 Duty to report non-compliance with Standing Orders and Standing Financial Instructions

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 trust Board and staff have a duty to disclose any non-compliance with these Standing Orders to the Chief Executive as soon as possible.

**6. OVERLAP WITH OTHER TRUST POLICY STATEMENTS/PROCEDURES, REGULATIONS AND THE STANDING FINANCIAL INSTRUCTIONS**

6.1 Policy statements: general principles

The trust Board will 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 decisions to approve such policies and procedures will be recorded in an appropriate trust Board minute and will be deemed where appropriate to be an integral part of the trust's Standing Orders and Standing Financial Instructions.

6.2 Specific Policy statements

Notwithstanding the application of Standing Order 6.1 above, these Standing Orders and Standing Financial Instructions must be read in conjunction with the following Policy statements:

- the Standards of Business Conduct policy for trust staff;
- the staff Disciplinary and Appeals Procedures adopted by the trust both of which shall have effect as if incorporated in these Standing Orders.

6.3 Standing Financial Instructions

Standing Financial Instructions adopted by the trust Board in accordance with the Financial Regulations shall have effect as if incorporated in these Standing Orders.

6.4 Specific guidance

Notwithstanding the application of Standing Order 6.1 above, these Standing Orders and Standing Financial Instructions must be read in conjunction with the following guidance and any other binding guidance issued by Monitor:

- Caldicott Principles 1997;
- Human Rights Act 2018;
- Freedom of Information Act 2000.

## **7. DUTIES AND OBLIGATIONS OF DIRECTORS UNDER THESE STANDING ORDERS**

### **7.1 Declaration of Interests**

#### **7.1.1 Requirements for Declaring Interests and applicability to Board Directors**

- (a) All existing Board Directors should declare any relevant and material interests. Any Director appointed subsequently should do so on appointment.

#### **7.1.2 Interests which are relevant and material**

- (a) Interests which should be regarded as "relevant and material" are defined under paragraph 34 of the Constitution.
- (b) Any Director who comes to know that the trust has entered into or proposes to enter into a contract in which he/she or any person connected with him/her (as defined in Standing Order 7.3 below and elsewhere) has any pecuniary interest, direct or indirect, the Director shall declare his/her interest by giving notice in writing of such fact to the trust as soon as practicable.

#### **7.1.3 Advice on Interests**

If Board Directors have any doubt about the relevance of an interest, this should be discussed with the Chairman or with 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.

#### **7.1.4 Recording of Interests in trust Board minutes**

At the time Directors' interests are declared, they should be recorded in the trust Board minutes.

Any changes in interests should be declared at the next trust Board meeting following the change occurring and recorded in the minutes of that meeting.

#### **7.1.5 Publication of declared interests in Annual Report**

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

#### **7.1.6 Conflicts of interest which arise during the course of a meeting**

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.

## 7.2 Register of Interests

7.2.1 The Chief Executive will ensure that a Register of Interests is established to record formally declarations of interests of Board or Committee Directors. In particular the Register will include details of all directorships and other relevant and material interests (as defined in SO 7.1.2) which have been declared by both executive and non-executive trust Board Directors.

7.2.2 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.

7.2.3 The Register will be available to the public and the Chief Executive will take reasonable steps to bring the existence of the Register to the attention of local residents and to publicise arrangements for viewing it.

## 7.3 Exclusion of Chairman and Directors in proceedings on account of pecuniary interest

### 7.3.1 Definition of terms used in interpreting 'Pecuniary' interest

For the sake of clarity, the following definition of terms is to be used in interpreting this Standing Order:

- (a) "spouse" shall include any person who lives with another person in the same household (and any pecuniary interest of one spouse shall, if known to the other spouse, be deemed to be an interest of that other spouse);
- (b) "contract" shall include any proposed contract or other course of dealing.
- (c) "Pecuniary interest"

Subject to the exceptions set out in this Standing Order, a person shall be treated as having an indirect pecuniary interest in a contract if:-

- (i) he/she, or a nominee of his/her, is a member of a company or other body (not being a public body), with which the contract is made, or to be made or which has a direct pecuniary interest in the same, or
  - (ii) he/she is a partner, associate or employee of any person with whom the contract is made or to be made or who has a direct pecuniary interest in the same.
- (d) Exception to Pecuniary interests

A person shall not be regarded as having a pecuniary interest in any contract if:-

- (i) neither he/she or any person connected with him/her has any beneficial interest in the securities of a company of which he/she or such person appears as a member, or



- (ii) any interest that he/she or any person connected with him/her may have in the contract is so remote or insignificant that it cannot reasonably be regarded as likely to influence him/her in relation to considering or voting on that contract, or
- (iii) those securities of any company in which he/she (or any person connected with him/her) has a beneficial interest do not exceed £5,000 in nominal value or one per cent of the total issued share capital of the company or of the relevant class of such capital, whichever is the less.

Provided however, that where paragraph (iii) above applies the person shall nevertheless be obliged to disclose/declare their interest in accordance with Standing Order 7.1.2 (ii).

#### 7.3.2 Exclusion in proceedings of the trust Board

- (a) Subject to the following provisions of this Standing Order, if 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 Board at which the contract or other matter is the subject of consideration, they 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.
- (b) The Board may exclude a Director from a meeting of the Board while any contract, proposed contract or other matter in which he has a pecuniary interest is under consideration.
- (c) Any remuneration, compensation or allowance payable to a Director.
- (d) This Standing Order applies to a committee or subcommittee as it applies to the trust.

### 7.4 Standards of Business Conduct

#### 7.4.1 Trust Policy

All trust staff and Directors must comply with the trust's Standards of Business Conduct Policy. This section of standing orders shall be read in conjunction with this document.

#### 7.4.2 Interest of Officers in Contracts

- (a) Any Officer or employee of the trust who comes to know that the trust has entered into or proposes to enter into a contract in which he/she or any person connected with him/her (as defined in SO 7.3) has any pecuniary interest, direct or indirect, the Officer shall declare their interest by giving notice in writing of such fact to the Chief Executive or trust's Secretary as soon as practicable.

- (b) An Officer should also declare to the Chief Executive any other employment or business or other relationship of his/her, or of a cohabiting spouse, that conflicts, or might reasonably be predicted could conflict with the interests of the trust.
- (c) The trust will require interests, employment or relationships so declared to be entered in a register of interests of staff.

#### 7.4.3 Canvassing of and Recommendations by Directors in Relation to Appointments

- (a) Canvassing of Directors 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 the Standing Order shall be included in application forms or otherwise brought to the attention of candidates.
- (b) Directors 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 shall not preclude a Director from giving written testimonial of a candidate's ability, experience or character for submission to the trust.

#### 7.4.4 Relatives of Directors or Officers

- (a) Candidates for any staff appointment under the trust shall, when making an 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.
- (b) The Chairman and every Director and Officer of the trust shall disclose to the Board 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 trust Board any such disclosure made.
- (c) On appointment, Directors (and prior to acceptance of an appointment in the case of Executive Directors) should disclose to the trust whether they are related to any other Director or holder of any office under the trust.
- (d) Where the relationship to a Director/Officer of the Trust is disclosed, the Standing Order headed 'Disability of Chairman and Directors in proceedings on account of pecuniary interest' (Standing Order 7) shall apply.

## **8. CUSTODY OF SEAL, SEALING OF DOCUMENTS AND SIGNATURE OF DOCUMENTS**

### 8.1 Custody of Seal

The common seal of the trust shall be kept by the Chief Executive or a nominated Officer by him/her in a secure place.

## 8.2 Sealing of Documents

Where it is necessary that a document shall be sealed, the seal shall be affixed in the presence of two Directors or a Director and the Secretary duly authorised by the Board.

## 8.3 Register of Sealing

The Chief Executive shall keep a register in which he/she, or another manager of the Authority authorised by him/her, shall enter a record of the sealing of every document.

## 8.4 Signature of documents

Where any document will be a necessary step in legal proceedings on behalf of the trust, it shall, unless any enactment otherwise requires or authorises, be signed by the Chief Executive or any Executive Director.

In land transactions, the signing of certain supporting documents will be delegated to Officers and set out clearly in the Scheme of Delegation but will not include the main or principal documents effecting the transfer (e.g. sale/purchase agreement, lease, contracts for construction works and main warranty agreements or any document which is required to be executed as a deed).

## ANNEX 9 – STATEMENT OF TRUST PRINCIPLES

The West Suffolk NHS Foundation Trust will operate within a governance framework which reflects best practice within the NHS. In particular it will adopt the seven principles of public life, determined by the Nolan Report. It will also from time to time develop mission statements, corporate values, codes of conduct and other governance statements.

Nolan Principles: - the seven principles of public life

1. **Selflessness:** Holders of public office should take decisions solely in terms of the public interest. They should not do so to gain financial or other material benefit for themselves, their family or their friends.
2. **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.
3. **Objectivity:** In carrying out public business, including making public appointments, awarding contracts or recommending individuals for rewards and benefits, holders of public office should make choice on merit.
4. **Accountability:** Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.
5. **Openness:** Holders of public office should be as open as possible about all the decisions and actions they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.
6. **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.
7. **Leadership:** Holders of public office should promote and support these principles by leadership and example.

## **ANNEX 10 – FURTHER PROVISIONS**

### **1. Trust Secretary**

- 1.1 The trust shall have a Secretary who may be an employee. The Secretary may not be a Governor, or the Chief Executive or the Finance Director.
- 1.2 Minutes of every meeting of the Council of Governors and of every meeting of the Board of Directors are to be kept by the Secretary.
- 1.3 The Secretary is to be appointed and removed by the Chairman and Chief Executive acting jointly.

### **2. Vacancy of Governor or Director position**

- 2.1 The validity of any act of the trust is not affected by any vacancy among the Directors or the Governors or by any defect in the appointment of any Director or governor.

### **3. Absent Director**

#### 3.1 If:

3.1.1 an Executive Director is temporarily unable to perform his/her duties due to illness or some other reason (the "Absent Director"); and

3.1.2 the Board of Directors agree that the duties of the Absent Director need to be carried out;

then the Chairman (if the Absent Director is the Chief Executive) or the Chief Executive (in any other case) may appoint an acting Director as an additional Director to carry out the Absent Director's duties temporarily.

- 3.2 For the purposes of paragraph 3.1 of this Annex, the number of Directors appointed under paragraph 23.2.3 of the Constitution shall be relaxed accordingly.
- 3.3 The acting Director will vacate office as soon as the Absent Director returns to office or, if earlier, the date on which the person entitled to appoint him under this paragraph notifies him that he is no longer to act as an acting Director.
- 3.4 The acting Director shall be an Executive Director for the purposes of the 2006 Act. He shall be responsible for his/her own acts and defaults and he shall not be deemed to be the agent of the Absent Director.

### **4. Vacant Positions**

#### 4.1 If:

4.1.1 an Executive Director post is vacant ("Vacant Position"); and

4.1.2 the Board of Directors agree that the Vacant Position needs to be filled by an interim postholder pending appointment of a permanent postholder, then the Chairman (if the Vacant Position is the Chief Executive) or the Chief

Executive (in any other case) may appoint a Director as an interim Director (“Interim Director”) to fill the Vacant Position pending appointment of a permanent postholder.

4.1.3 **The appointment of an interim Chief Executive shall require the approval of the Council of Governors**

4.2 The Interim Director will vacate office on the appointment of a permanent postholder or, if earlier, the date on which the persons entitled to appoint him under this paragraph notifies him that he is no longer to act as an Interim Director.

4.3 The Interim Director shall be an Executive Director for the purposes of the 2006 Act.

**5. Title of “Director”**

5.1 The trust may confer on senior staff the title “Director” as an indication of their corporate responsibility within the trust but such persons will not be Directors of the trust for the purposes of the 2006 Act (“statutory Directors”) unless their title includes the title “Chief” or “Executive” or “Non Executive Director” or “Chair” or “Chairman” and will not have the voting rights of statutory Directors or any power to bind the trust.

**6. Disqualification of membership**

6.1 An individual may not become or continue as a member of the Trust if:

6.1.1 the individual has been specifically excluded in writing from any of the Trust’s premises or other facilities in whole or in part following a decision of the Board of Directors that such a course of action is necessary because, for example, the individual concerned has been violent, aggressive, has committed an act of gross misconduct or any other action deemed inappropriate; or

6.1.2 the Board of Directors considers that an individual has or is likely to cause harm or detriment to the Trust and after the Trust has consulted with or made reasonable efforts to consult with the individual about the concerns of the Board and the Board notifies the individual about his disqualification accordingly.

6.2 Notwithstanding anything contained in this Constitution, no person who ceases to be a member of the Trust pursuant to paragraph 6.1.1 or 6.1.2 above shall be re-admitted to membership except by a decision of the Board of Directors.

6.3 It is the responsibility of Members to ensure their eligibility and not the trust, but if the trust is on notice that a Member may be disqualified from membership, they shall carry out all reasonable enquiries to establish if this is the case.

6.4 **The Board of Directors may not disqualify a governor from membership unless that governor has been removed from the Council of Governors by a resolution approved in accordance with Annex 6, paragraph 17.**

## **7. Termination of membership**

7.1 A member shall cease to be a member if that member:

7.1.1 resigns by notice to the Secretary or the Chief Executive;

7.1.2 ceases to fulfill the requirements of paragraph 6 or 7 of the Constitution;

7.1.3 is disqualified under any other provision of this constitution;

7.1.4 dies; or

7.1.5 the Council of Governors, having made reasonable enquiries, determines that the member no longer wishes to be a member or he ceases to be eligible as a member for whatever reason.

**17. Report from Constitution Committee  
(enclosed)**

**To approve the recommendations**

For Reference

Presented by Sarah Judge



<b>REPORT TO:</b>	Council of Governors
<b>MEETING DATE:</b>	16 December 2021
<b>SUBJECT:</b>	Report of the Constitution Committee
<b>AGENDA ITEM:</b>	17
<b>PREPARED BY:</b>	Ann Alderton, Interim Trust Secretary
<b>PRESENTED BY:</b>	Sarah Judge, Staff Governor
<b>FOR:</b>	Information

## Background

The Constitution Committee was a task and finish group established for the purpose of reviewing the West Suffolk NHS Foundation Trust Constitution. It met twice on 2 November and 16 November 2021.

## Membership

The membership of the committee was as follows:

Sarah Judge – Staff Governor (Committee chair)  
 Clive Wilson – Public Governor  
 Thomas Pulimood – Appointed Governor  
 Jude Chin – Non-Executive Director  
 Nick Macdonald – Director of Resources

The Trust Secretary and Membership Manager were the advisers and administrators for the committee.

## Meeting of 2 November 2021

This meeting considered a number of straightforward changes to the West Suffolk NHS Foundation Trust constitution as outlined in the previous report to the Council of Governors.

## Meeting of 16 November 2021

This meeting considered two subject areas related to the Constitution and potential future changes, as follows:

- The size and composition of the Council of Governors, particularly in the light of wider NHS changes involving the establishment of Integrated Care Boards and provider collaboratives; and
- The need for a Standard Operating Procedure for dealing with potential breaches of the Governor Code of Conduct.

## **Size and Composition of the Council of Governors**

Benchmarking with other Foundation Trusts in the Eastern Region indicated that the size of the Council of Governors and balance of members was in line with other Foundation Trusts, some of whom had fewer staff governors and more appointed governors.

In the light of changes being brought in by the Health and Care Act, there might be an opportunity to review the partner governors on the Council, particularly to ensure that the ICS is represented. It was noted that some Foundation Trusts also included partner governors from other Foundation Trusts and that that, too, could be considered by way of a reciprocal arrangement with Trusts with whom West Suffolk had formed a provider collaborative. No changes were required at present as the current Constitution allowed for “successor organisations” to be represented by partner governors.

The committee considered whether volunteers should be treated as staff rather than public members, noting that this was previously changed by the Trust in January 2016 to confirm that volunteers would be public members. It was noted that other Trusts had taken a different view, but the committee did not wish to change this arrangement.

## **Governor Code of Conduct and the Establishment of a Standards Committee**

The committee noted that Annex 6 – Code of Conduct for Governors had only a very brief procedure outlined for investigating potential breaches of the Code. There was no mention of a process of investigation, timeframes or a right of appeal and a governor subject to such an investigation would have to plead their case before a full Council meeting. This was not considered to be a fair and just process.

The committee is therefore recommending that the Council of Governors establishes a Standards Committee to review the Code of Conduct and develop a Standard Operating Procedure for the investigation of alleged breaches of the governor code of conduct. It is proposed that the membership of the committee includes the Chair, the Lead Governor, one other public governor, one staff governor and one appointed governor and is advised by the Senior Independent Director, the Director of Workforce and the Trust Secretary.

## **Recommendation**

The Council of Governors is asked to note the discussions relating to the size and composition of the Council of Governors and the Governor Code of Conduct and to approve the recommendation to establish a Standards Committee to review the Code of Conduct and develop a Standard Operating Procedures for investigating potential breaches.

**18. Report from Nominations Committee  
(enclosed)**

**To note a report from the Nominations  
Committee meeting of 26 October 2021**

For Reference

Presented by Sheila Childerhouse

<b>REPORT TO:</b>	Council of Governors
<b>MEETING DATE:</b>	16 December 2021
<b>SUBJECT:</b>	Report from Nominations Committee meeting, 26 October 2021
<b>AGENDA ITEM:</b>	18
<b>PRESENTED BY:</b>	Sheila Childerhouse, Chair
<b>FOR:</b>	Information

## BACKGROUND

The following summarises discussions that took place at the Nominations Committee meeting on 26 October 2021:

- Confirmation was requested as to whether there was a recognised time period between a meeting and when the minutes should be published. Ann Alderton would confirm whether this was stated in the Trust's standing orders.
- The terms of office for the NEDs were reviewed and it was noted that a number of NEDs were due to come to the end of their terms of office within a short period of time. This needed to be taken into consideration when appointing new NEDs.
- The NED appointment process was reviewed and it was noted that the constitution committee would be reviewing the number of directors on the board, which could create an additional NED position.
- The size of the board was discussed and it was proposed that the number of NEDs should be increased to seven in order to provide greater support to the board. This would be fed back to the constitution committee.
- The recruitment agency who would be undertaking the CEO appointment and had also been spoken to regarding the recruitment of at least one NED. It was important that there was 'fresh blood' as well as experience and there was also a need to review the skill set and diverse thinking of the board.
- It was explained that the board effectiveness review which was currently being undertaken would provide significant information about how the board was operating and its development needs and possible skill set requirements.
- The regulators were keen for the NED recruitment to move forward but the timing of the publication of the external review also needed to be taken into consideration. However, the recruitment agency could undertake the background work in preparation for starting the process in the new year. Arrangements would be made for them to meet with the nominations committee to discuss the process.
- An update was provided on the CEO appointment process. It was proposed to set up a key reference group, which would include governor representation to move forward the process and liaise with the recruitment agency. This group would not be making any decisions about the actual appointment. Governors would be updated once the process was in place.

- As organisations moved into a system way of working, the Chief Executive of the Trust would have to work very much as a leader within the system. They would need to work for the benefit of WSFT alongside the benefit of the ICS.
- Richard Davies joined the meeting in his role as senior independent advisor to discuss how information on the resignation of two NEDs earlier this year could be shared with all governors. It was agreed that a confidential report would be provided at the closed CoG meeting on 16 December.
- The remuneration of the Chair and NEDs (backdated to 1 April 2021) was discussed and reviewed alongside the national agenda for change uplift and benchmarking against other Trusts. A recommendation was agreed.

## **RECOMMENDATION**

The Council of Governors is asked to note the report from the meeting of 26 October 2021.

19. Lead Governor report (enclosed)

To receive a report from the Lead  
Governor

For Reference

Presented by Liz Steele

<b>REPORT TO:</b>	Council of Governors
<b>MEETING DATE:</b>	16 December 2021
<b>SUBJECT:</b>	Report from Lead Governor
<b>AGENDA ITEM:</b>	19
<b>PRESENTED BY:</b>	Liz Steele, Lead Governor
<b>FOR:</b>	Information

We still seem to be in a situation where it is very challenging to carry out the role we were elected for. We are, once again, experiencing the meetings taking place via Teams and this makes our role extremely challenging. We have been fortunate enough to have more briefings that are keeping us updated with what is going on and I know you will join me in thanking all those who have put together and presented these. For me, as Lead governor, I have found that the meetings continue to happen as frequently, but their focus is very varied. At the time of writing this report we still await the release of the 'Rapid' review. This is totally out of our hands, but I am sure that when it falls on our 'mat', we will need to set aside a considerable amount of time to read and digest. I thank all those staff who have continued working so hard through these challenging times. I visited the outpatients today for my regular 6 monthly treatment and I was met with the usual smile and jovial chit chat that puts one at ease. I had a friend who was admitted on Saturday night having had a minor stroke and she and her husband could not fault the attention she received. Well done and thank you from us all to you all.

Thank you to all the governors for their attendance at meetings, and your patience and understanding that we move from on screen to face to face. We have a lot to do in the future and I know you will stay focussed and committed to the task ahead.

I have attended the following meetings:

14 <sup>th</sup> October	5'o'clock club
15 <sup>th</sup> October	Board Meeting
19 <sup>th</sup> October	Workshop Future System Big Ideas
25 <sup>h</sup> October	Engagement Committee
26 <sup>th</sup> October	Nominations Committee
28 <sup>th</sup> October	Discussion about Profiles
9 <sup>th</sup> November	Meeting with Ann, Florence, and Sheila
9 <sup>th</sup> November	Strategic Work Programme
9 <sup>th</sup> November	Meeting with Sheila, Craig,
11 <sup>th</sup> November	Attended the hospital Remembrance service
21 <sup>st</sup> November	Attended the installation of Chaplain Rufin as Honory Canon
23 <sup>rd</sup> November	Meeting to discuss new CEO
29 <sup>th</sup> November	Engagement committee
30 <sup>th</sup> November	Staff governor meeting
7 <sup>th</sup> December	ICS briefing
8 <sup>th</sup> December	Meeting with Nicola Cottington
10 <sup>th</sup> December	Lead Governor Meeting
14 <sup>th</sup> December	Meeting with Sheila and Florence

Added to this I have a regular weekly catch up, via phone with Sheila, where I can share our concerns and suggest how best to be supportive but not forgetting our role to ensure the board works effectively.

I send my best wishes for Christmas to you all, hoping that you can spend some special time with your families.

I look forward to seeing you all again in the new year where we have a lot to work through together.

Liz



20. Staff Governors report (enclosed)

To receive a report from the Staff

Governors

For Reference

<b>REPORT TO:</b>	Council of Governors
<b>MEETING DATE:</b>	16 December 2021
<b>SUBJECT:</b>	Report from Staff Governor meeting, 30 November 2021
<b>AGENDA ITEM:</b>	20
<b>PRESENTED BY:</b>	Sarah-Jane Relf, Staff Governor
<b>FOR:</b>	Information

Issues raised by staff governors were reviewed and discussed at the quarterly staff governor meeting on 30 November 2021 which was attended by Rachel Darrah, Sarah Judge, Amanda Keighley, Sarah-Jane Relf, Martin Wood, Ann Alderton, Georgina Holmes, Claire Sorenson and Liz Steele.

1. A staff governor group email address had been set up and ways of promoting this, alongside raising the profile of staff governors, were discussed. These included; a staff governor to take part in a fortnightly staff briefing, staff governor drop-in sessions in the Time Out and the community; a poster of staff governor to be displayed in a prominent area, eg Time Out.
2. There was low morale amongst some staff which had been exacerbated by the start of winter and the possibility of another phase of Covid. Everyone needed to be aware of this and direct individuals to the resources available to support them.
3. Martin Wood had recently taken part in a walkabout with the patient flow team. People had been more positive than he expected which was probably due to the fact that they had a definite role and felt they were making a difference, unlike some members of the surgical team who were currently unable to do their jobs.

There were key individuals involved in patient flow but very little back up if they were away. This highlighted that there was a need for succession planning.

4. CUHT had sent every member of staff a personal letter, pin badge and £100 as a thank you. It was confirmed that this had been discussed by WSFT but there were no plans to do anything similar as the Trust had focused its support for staff on a number of ongoing initiatives, including free hot drinks, free parking, free gym membership. It was considered these initiatives helped to make people feel appreciated and valued.
5. The investment in community staff was being very well received, including the development of its own nurses, ie band 3 and 4.
6. Staff governors and Liz Steele had recently met with the Chair to discuss how they could support staff following the external review. It was expected that this would be published in the next week or two.

8. It was explained that in reviewing the external review the role of governors was to consider the way that the board had handled this, not the way that various individuals had behaved. Everyone needed to look at moving forward and learning from this.
9. There had been a 40% response to the recent national staff survey versus just under 50% to the previous survey. Although staff had been encouraged to complete this it was felt that there was a level of survey fatigue.
10. An incentive was being introduced from 1 December through to February for bank staff to help fill vacancies in clinical areas, ie nurses and nursing assistants and possibly therapists.
11. The board had held an away day last week to discuss the findings of a report on its effectiveness, following a review by an external consultant. The council of governors would be briefed on this at its meeting on 16 December.

## 21. Dates for meetings for 2022:

Thursday 17 February

Wednesday 4 May

Tuesday 9 August

Tuesday 27 September (Annual Members Meeting, Apex)

Thursday 10 November

For Reference

Presented by Sheila Childerhouse

## 22. Reflections on meeting

To consider whether the right balance has been achieved in terms of information received and questions for assurance and the Trust's values and behaviours observed

For Discussion

Presented by Sheila Childerhouse