Great Ormond Street Hospital for Children
NHS Foundation Trust
(A Public Benefit Corporation)
Constitution

Great Ormond Street Hospital for Children NHS Foundation Trust Constitution

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1 Interpretation and definitions

Unless otherwise stated, words or expressions contained in this constitution shall bear the same meaning as in the National Health Service Act 2006.

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

References to any statute or statutory provision shall be deemed to include any instrument, order, regulation or direction issues under it and shall be construed to include a reference to the same as it may have been, or may from time to time be, amended, modified, consolidated, re-enacted or replaced.

Any reference to a public body shall include any statutory successor which has taken over either or both the functions or responsibilities of that body.

the 2006 Act	is the National Health Service Act 2006;
the Accounting Officer	is the person who from time to time discharges the functions specified in paragraph 25(5) of Schedule 7 to the 2006 Act;
appointed councillors	means those councillors appointed by the appointing organisations;
appointing organisations	means those organisations named in this constitution who are entitled to appoint councillors;
Board of Directors	Means the board of directors of the Trust as constituted in accordance with the constitution and referred to in paragraph 20 of this constitution;
Chairman	means the person appointed by the Members' Council as the Chairman of the Trust;
constitution	means this constitution and all annexes to it;
Deputy Chairman	means the non-executive director appointed by the Members' Council to exercise the Chairman's functions if the Chairman is absent for any reason;
director	means a member of the Board of Directors;
elected councillors	means those councillors elected by classes of the public and patient and carer constituency and the staff constituency;

financial year	means: (a) the period beginning with the date on which the Trust is authorised and ending with the next 31 March; and (b) each successive period of twelve months beginning with 1 April;
Members' Council	means the Members' Council of the Trust as constituted in accordance with this constitution;
Members of the Trust	are those persons who are registered, on application, as members of one of the Constituencies detailed below in accordance with the provisions of this constitution;
Monitor or the regulator	is the Independent Regulator of NHS Foundation Trusts, as provided by Section 31 of the 2006 Act;
terms of Authorisation	are the terms of authorisation issued by Monitor under Section 35 of the 2006 Act;
Trust Secretary	means the Secretary of the Trust or any other person, appointed to perform the duties of the Trust's corporate Secretary from time to time;

2 Name

The name of the foundation trust is Great Ormond Street Hospital for Children NHS Foundation Trust (the Trust).

3 Principal purpose

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

4 Powers

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

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

4.3 Any of these powers may be delegated to a committee of directors or to an executive director.

5 Membership and constituencies

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

5.1 a public constituency;

5.2 a staff constituency; and

5.3 a patient and carer constituency.

6 Application for membership

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

7 Public Constituency

7.1 An individual who lives in an area specified in Annex 1 as an area for a public constituency may become or continue as a member of the Trust.

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

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

8 Staff Constituency

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

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

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

8.2 Individuals who exercise functions for the purposes of the Trust otherwise than under a contract of employment with the Trust, may become or continue as members of the staff constituency provided such individuals have exercised these functions continuously for a period of at least 12 months.

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

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

8.5 An individual who is:

8.6.1 eligible to become a member of the Staff Constituency, and

8.6.2 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.

9 Patient and Carer Constituency

9.1 An individual who has, within the period specified below, attended any of the Trust's hospitals as either a patient or as the carer of a patient may become a member of the Trust.

9.2 The period referred to above shall be the period of 6 years immediately preceding the date of an application by the patient or carer to become a member of the Trust.

9.3 Those individuals who are eligible for membership of the Trust by reason of the previous provisions are referred to collectively as the Patient and Carer Constituency.

9.4 The Patient and Carer Constituency shall be divided into 4 descriptions of individuals who are eligible for membership of the Patient and Carer Constituency, each description of individuals being specified within Annex 3 and being referred to as a class within the Patient and Carer Constituency.

9.5 An individual providing care in pursuance of a contract (including a contract of employment) with a voluntary organisation, or as a volunteer for a voluntary organisation, does not come within the category of those who qualify for membership of the Patient and Carer Constituency.

9.6 The minimum number of members in each class of the Patient and Carer Constituency is specified in Annex 3.

9.7 Where an individual is eligible to become a member of the Public Constituency or the Patient and Carers' Constituency that individual shall in the first instance become a member of the Public Constituency.

10 Restriction on membership

10.1 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.

10.2 An individual who satisfies the criteria for membership of the Staff Constituency may not become or continue as a member of any constituency other than the Staff Constituency.

10.3 An individual must be at least 10 years old to become a member of the Trust.

10.4 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.

11 Members' Council– composition

11.1 The Trust is to have a Members' Council, which shall comprise both elected and appointed councillors.

11.2 The composition of the Members' Council is specified in Annex 4.

11.3 The members of the Members' Council, 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

councillors to be elected by each constituency, or, where appropriate, by each class of each constituency, is specified in Annex 4.

12 Members' Council – election of councillors

12.1 Elections for elected members of the Members' Council shall be conducted in accordance with the Model Election Rules.

12.2. The Model Election Rules as published from time to time by the Department of Health form part of this constitution. The Model Election Rules current at the date of the Trust's Authorisation are attached at Annex 5.

12.3 A subsequent variation of the Model Election Rules by the Department of Health shall not constitute a variation of the terms of this constitution for the purposes of paragraph 41 of the constitution (amendment of the constitution).

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

13 Members' Council- tenure

13.1 An elected councillor may hold office for a period of up to 3 years.

13.2 An elected councillor shall cease to hold office if he ceases to be a member of the constituency or class by which he was elected.

13.3 An elected councillor shall be eligible for re-election at the end of his term.

13.4 An appointed councillor may hold office for a period of up to 3 years.

13.5 An appointed councillor shall cease to hold office if the appointing organisation withdraws its sponsorship of him.

13.6 An appointed councillor shall be eligible for re-appointment at the end of his term.

13.7 Further provisions as to tenure for councillors are set out in Annex 6.

14 Members' Council– disqualification and removal

14.1 The following may not become or continue as a member of the Members' Council:

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

14.1.2 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;

14.1.3 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.

14.2 Councillors must be at least 16 years of age at the date they are nominated for election or appointment.

14.3 Further provisions as to the circumstances in which an individual may not become or continue as a member of the Members' Council are set out in Annex 6.

15 Members' Council – meetings of councillors

15.1 The Chairman of the Trust (i.e. the Chairman of the Board of Directors, appointed in accordance with the provisions of paragraph 22.1 or paragraph 23.1 below) or, in his or her absence the Deputy Chairman (appointed in accordance with the provisions of paragraph 24 below), shall preside at meetings of the Members' Council.

15.2 Meetings of the Members' Council shall be open to members of the public. Members of the public may be excluded from a meeting for special reasons.

15.3 Further provisions as to the exclusion of members of the public are set out in Annex 8.

15.4 The provisions of this paragraph shall be without prejudice to the power of the Members' Council, as exercised by the Chairman or other councillors, to exclude, suppress or prevent disorderly conduct or other misbehaviour at a meeting.

16 Members' Council – standing orders

The standing orders for the practice and procedure of the Members' Council, as the same may be varied from time to time subject to applicable law and guidance are attached at Annex 8.

17 Members' Council - conflicts of interest of councillors

17.1 If a councillor 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 Members' Council, the councillor shall disclose that interest to the members of the Members' Council as soon as he becomes aware of it. The Standing Orders for the Members' Council shall make provision for the disclosure of interests and arrangements for the exclusion of a councillor declaring any interest from any discussion or consideration of the matter in respect of which an interest has been disclosed.

17.2 Further provisions as to the disclosure of interests by councillors are set out at Annex 8.

18 Members' Council – travel expenses

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

19 Members' Council – further provisions

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

20 Board of Directors – composition

20.1 The Trust is to have a Board of Directors, which shall comprise both executive and non-executive directors.

20.2 The Board of Directors is to comprise:

20.2.1 a non-executive Chairman

20.2.2 5 other non-executive directors; and

20.2.3 5 executive directors.

20.3 One of the executive directors shall be the Chief Executive.

20.4 The Chief Executive shall be the Accounting Officer.

20.5 One of the executive directors shall be the finance director.

20.6 One of the executive directors is to be a registered medical practitioner or a registered dentist (within the meaning of the Dentists Act 1984).

20.7 One of the executive directors is to be a registered nurse or a registered midwife.

21 Board of Directors – qualification for appointment as a non-executive director

A person may be appointed as a non-executive director only if –

21.1 he or she is a member of the Public Constituency; or

21.2 he or she is a member of the Patient and Carer Constituency; or

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

21.4 he or she is not disqualified by virtue of paragraph 27 below or Annex 7.

22 Board of Directors – appointment and removal of chairman and other non-executive directors

22.1 The Members' Council at a general meeting of the Members' Council shall appoint or remove the Chairman of the Trust and the other non-executive directors.

22.2 Removal of the Chairman or another non-executive director shall require the approval of three-quarters of the members of the Members' Council.

22.3 Further provisions as to the process for the appointment and removal of the Chairman or other non-executive directors are set out in Annex 7.

22.4 The initial chairman and the initial non-executive directors are to be appointed in accordance with paragraph 23 below.

23 Board of Directors – appointment of initial chairman and initial other non-executive directors

23.1 The Members' Council shall appoint the chairman of the applicant NHS Trust as the initial chairman of the Trust, if he or she wishes to be appointed.

23.2 The power of the Members' Council to appoint the other non-executive directors of the Trust is to be exercised, so far as possible, by appointing as the initial

non-executive directors of the Trust any of the non-executive directors of the applicant NHS Trust (other than the Chairman) who wish to be appointed.

23.3 The criteria for qualification for appointment as a non-executive director set out in paragraph 21 above (other than disqualification by virtue of paragraph 27 below) do not apply to the appointment of the initial chairman and the initial other non-executive directors in accordance with the procedures set out in this paragraph.

23.4 An individual appointed as the initial chairman or as an initial non-executive director in accordance with the provisions of this paragraph shall be appointed for the unexpired period of his term of office as Chairman or (as the case may be) non-executive director of the applicant NHS Trust; but if, on appointment, that period is less than 12 months, he shall be appointed for 12 months.

24 Board of Directors – appointment of Deputy Chairman

24.1 The Members' Council at a general meeting of the Members' Council shall appoint one of the non-executive directors as a Deputy Chairman.

25 Board of Directors - appointment and removal of the Chief Executive and other executive directors

25.1 The non-executive directors shall appoint or remove the Chief Executive.

25.2 The appointment of the Chief Executive shall require the approval of the Members' Council.

25.3 The initial Chief Executive is to be appointed in accordance with paragraph 26 below.

25.4 A committee consisting of the Chairman, the Chief Executive and the other non-executive directors shall appoint or remove the other executive directors.

26 Board of Directors – appointment and removal of initial Chief Executive

26.1 The non-executive directors shall appoint the chief officer of the applicant NHS Trust as the initial Chief Executive of the Trust, if he wishes to be appointed.

26.2 The appointment of the chief officer of the applicant NHS Trust as the initial Chief Executive of the Trust shall not require the approval of the Members' Council.

27 Board of Directors – disqualification

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

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

27.2 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.

27.3 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.

27.4 Further provisions as to the circumstances in which a person may not become or continue as a member of the Board of Directors are set out in Annex 7.

28 Board of Directors – standing orders

The standing orders for the practice and procedure of the Board of Directors are set out in Annex 9.

29 Board of Directors - conflicts of interest of directors

29.1 If a director has a pecuniary, personal or family interest, whether that interest is actual or potential and whether that interest is direct or indirect, in any proposed contract or other matter which is under consideration or is to be considered by the Board of Directors, the director shall disclose that interest to the members of the Board of Directors as soon as he becomes aware of it. The Standing Orders for the Board of Directors shall make provision for the disclosure of interests and arrangements for the exclusion of a director declaring any interest from any discussion or consideration of the matter in respect of which an interest has been disclosed.

29.2 Further provisions as to the disclosure of interests by directors are set out in Annex 9.

30 Board of Directors – remuneration and terms of office

30.1 The Members' Council at a general meeting of the Members' Council shall decide the remuneration and allowances, and the other terms and conditions of office, of the Chairman and the other non-executive directors.

30.2 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.

31 Registers

The Trust shall have:

31.1 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;

31.2 a register of members of the Members' Council;

31.3 a register of interests of councillors;

31.4 a register of directors; and

31.5 a register of interests of the directors.

32 Admission to and removal from the registers

32.1 The Trust Secretary shall add to the register of members the name of any individual who is accepted as a member of the Trust under the provisions of this constitution as soon as is reasonably practicable and in any event within

fourteen (14) days of the Trust Secretary being notified of the requirements for such amendment.

32.2 The Trust Secretary shall remove from the register of members the name of any member who ceases to be entitled to be a member under the provisions of this constitution as soon as is reasonably practicable and in any event within fourteen (14) days of the Trust Secretary being notified of the requirement for such amendment.

33 Registers – inspection and copies

33.1 The Trust shall make the registers specified in paragraph 31 above available for inspection by members of the public, except in the circumstances set out below or as otherwise prescribed by regulations.

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

33.2.1 any member of the Patient and Carers' Constituency; or

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

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

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

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

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

34 Documents available for public inspection

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

34.1.1 a copy of the current constitution;

34.1.2 a copy of the current authorisation;

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

34.1.4 a copy of the latest annual report;

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

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

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

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

35 Auditor

35.1 The Trust shall have an auditor.

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

35.3 Further provisions as to the auditor are set out in Annex 11.

36 Audit committee

The Trust shall establish a committee of non-executive directors as an audit committee to perform such monitoring, reviewing and other functions as are appropriate.

37 Accounts

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

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

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

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

37.5 Further provisions as to the accounts are set out in Annex 11.

38 Annual report and forward plans

38.1 The Trust shall prepare an Annual Report and send it to Monitor.

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

38.3 The document containing the information with respect to forward planning (referred to above) shall be prepared by the directors.

38.4 In preparing the document, the directors shall have regard to the views of the Members' Council.

39 Meeting of Members' Council to consider annual accounts and reports

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

39.1 the annual accounts

39.2 any report of the auditor on them

39.3 the annual report.

40 Instruments

40.1 The Trust shall have a seal.

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

41 Amendment of the constitution

41.1 Amendments by the Trust of its constitution are to be made with the approval of Monitor (or such other approval as may be provided for by law or guidance from time to time). For the avoidance of doubt, any amendments to the annexes attached to this constitution must also be approved by Monitor.

41.2 The Board of Directors shall adopt such procedures and protocols as it shall deem to be appropriate for the good governance of the Trust from time to time.

42 Officers' indemnity and insurance

42.1 Members of the Board of Directors and Members' Council 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 of their functions, save where they have acted recklessly. Any costs arising in this way will be met by the Trust.

42.2 The Trust may purchase and maintain for members of the Board of Directors and Members' Council insurance in respect of directors' and officers' liability.

ANNEX 1 – THE PUBLIC CONSTITUENCY

(Paragraphs 7.1 and 7.3)

The public constituency shall be divided into the following classes:

Name	Areas	Councillors	Minimum Number of members
North London and surrounding area	Comprising the following electoral areas in North London: Barking & Dagenham; Barnet; Brent; Camden; City of London; Hackney; Ealing; Enfield; Hammersmith & Fulham; Haringey; Harrow; Havering; Hillingdon; Hounslow; Islington; Kensington & Chelsea; Newham; Redbridge; Tower Hamlets; Waltham Forest; Westminster. Comprising the following electoral areas in Bedfordshire: Bedford; Central Bedfordshire; Luton; Hertfordshire: Broxbourne; Dacorum; East Hertfordshire; Hertfordshire; Hertsmere; North Hertfordshire; St Albans; Stevenage; Three Rivers; Watford; Welwyn Hatfield; Buckinghamshire: Aylesbury Vale; Buckinghamshire; Chiltern; Milton Keynes; South Bucks; Wycombe; Essex: Basildon; Braintree; Brentwood; Castle Point; Chelmsford; Colchester; Epping Forest; Essex; Harlow; Maldon; Rochford; Southend on Sea; Tendring; Thurrock; Uttlesford.	4	300
South London and surrounding area	Comprising the following electoral areas in South London: Bexley; Bromley ; Croydon ; Greenwich; Royal Borough of Kingston upon Thames; Lambeth; Lewisham; Merton; Richmond upon Thames; Southwark; Sutton; Wandsworth. Comprising the following electoral areas in: Surrey: Elmbridge; Epsom and	1	300

Name	Areas	Councillors	Minimum Number of members
	Ewell; Guildford; Mole Valley; Reigate and Banstead; Runnymeade; Spelthorne; Surrey Heath; Tandridge; Waverley; Woking; Kent: Ashford; Canterbury; Dartford; Dover; Gravesham; Maidstone; Medway; Sevenoaks; Shepway; Swale; Thanet; Tonbridge and Malling; Tunbridge Wells; Sussex: Brighton and Hove; East Sussex; Eastbourne; Hastings; Lewes; Rother; Wealden; Adur; Arun; Chichester; Crawley; Horsham; Mid Sussex; West Sussex; Worthing.		
Rest of England and Wales	All electoral areas in England and Wales not falling within one of the areas referred to above.	2	300
Total		**7**	**900**

ANNEX 2 – THE STAFF CONSTITUENCY

ANNEX 2 TO THE CONSTITUTION – THE STAFF CONSTITUENCY

The staff constituency will comprise one class.

The minimum number of members in this constituency shall be 2000.

ANNEX 3 – THE PATIENT AND CARER CONSTITUENCY

The patient and carer constituency shall be divided into the following classes:

Name of class within the constituency	**Minimum number of members**
Patients from London	150
Patients from outside London	150
Parents or Carers from London	300
Parents or Carers from outside London	300
Total	**900**

For the purpose of membership, a patient is defined as any person at least 10 years old who has attended the hospital within 6 years prior to their application for membership

A “Parent” is defined as any person with a child who has been a patient at the Trust (as defined above) and who has attended the Trust with the patient within the 6 years immediately preceding the date of application of the parent to become a member of the Trust.

A “Carer” must be the parent or person acting in loco parentis for an inpatient or out patient **of any age** and have attended the Trust with the patient within the 6 years immediately preceding the date of application of the carer to become a member of the Trust.

ANNEX 4 – COMPOSITION OF MEMBERS' COUNCIL

Constituency	**Number of seats on the Members' Council**
Elected Councillors	
Patient and carer constituency	
Patients from London	2
Patients from outside London	2
Parents or carers from London	3
Parents and Carers from outside London	3
Public constituency	
North London and Surrounding Area	4
South London and Surrounding Area	1
The rest of England and Wales	2
Staff constituency	5
Appointed Councillors *Statutory*	
University College London, Institute of Child Health	1
London Borough of Camden	1
PCT Councillor representing the London Specialist Commissioning Group *(*or relevant successor bodies from time to time)	1
Partnership organisations	
National Commissioning Group	1
Patient support group	1
Voluntary Action Camden Race and Health Group	1
Children's representatives	2
Total	**30**

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30. Issue of replacement ballot paper

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Procedure for receipt of envelopes

32. Receipt of voting documents

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59. Information about candidates for inclusion with voting documents

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Part 11 – Questioning elections and irregularities

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63. Prohibition of disclosure of vote

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65 Delay in postal service through industrial action or unforeseen event

Part 1 - Interpretation

1. Interpretation – (1) In these rules, unless the context otherwise requires –

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

"election" means an election by a constituency, or by a class within a constituency, to fill a vacancy among one or more posts on the Members' Council;

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

"the 2006 Act" means the NHS Act 2006

(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 election

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

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

3. Computation of time - (1) In computing any period of time for the purposes of the timetable –

(a) a Saturday or Sunday;

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

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

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

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

Part 3 – Returning officer

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

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

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

6. Expenditure - The corporation is to pay the returning officer –

(a) any expenses incurred by that officer in the exercise of his or her functions under these rules,
(b) such remuneration and other expenses as the corporation may determine.

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

Part 4 - Stages Common to Contested and Uncontested Elections

8. Notice of election – The returning officer is to publish a notice of the election stating –

(a) the constituency, or class within a constituency, for which the election is being held,

(b) the number of members of the Members' Council 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 papers may be obtained;

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

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

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

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

9. Nomination of candidates – (1) Each candidate must nominate themselves on a single nomination paper.

(2) The returning officer-

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

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

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

10. Candidate's particulars – (1) The nomination paper must state the candidate's -
(a) full name,
(b) contact address in full, and

(c) constituency, or class within a constituency, of which the candidate is a member.

11. Declaration of interests – The nomination paper must state –

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

(b) whether the candidate is a member of a political party, and if so, which party, and if the candidate has no such interests, the paper must include a statement to that effect.

12. Declaration of eligibility – The nomination paper must include a declaration made by the candidate–

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

(b) for a member of the public or 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 – The nomination paper must be signed and dated by the candidate, indicating that –

(a) they wish to stand as a candidate,

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

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

14. Decisions as to the validity of nomination – (1) Where a nomination paper is received by the returning officer in accordance with these rules, the candidate is deemed to stand for election unless and until the returning officer-

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

(b) decides that the nomination paper is invalid,

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

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

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

(a) that the paper is not received on or before the final time and date for return of nomination papers, as specified in the notice of the election,
(b) that the paper does not contain the candidate's particulars, as required by rule 10;

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

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

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

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

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

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

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

(2) The statement must show –

(a) the name, contact address, and constituency or class within a constituency of each candidate standing, and

(b) the declared interests of each candidate standing,

as given in their nomination paper.

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

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

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

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

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

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

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

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

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

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

Part 5 – Contested elections

19. Poll to be taken by ballot – (1) The votes at the poll must be given by secret ballot.

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

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

(2) Every ballot paper must specify –

(a) the name of the corporation,

(b) the constituency, or class within a constituency, for which the election is being held,

(c) the number of members of the Members' Council 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,

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

(g) the contact details of the returning officer.

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

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

21. The declaration of identity (public and patient constituencies) – (1) In respect of an election for a public or patient constituency a declaration of identity must be issued with each ballot paper.

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

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

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

(c) for a member of the public or patient constituency, of the particulars of that member's qualification to vote as a member of the constituency or class within a constituency for which the election is being held.

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

(a) the name of the voter,

(b) the address of the voter,

(c) the voter's signature, and

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

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

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

Action to be taken before the poll

22. List of eligible voters – (1) The corporation is to provide the returning officer with a list of the members of the constituency or class within a constituency for which the election is being held who are eligible to vote by virtue of rule 26 as soon as is reasonably practicable after the final date for the delivery of notices of withdrawals by candidates from an election.
(2) The list is to include, for each member, a mailing address where his or her ballot paper is to be sent.

23. Notice of poll - The returning officer is to publish a notice of the poll stating–
(a) the name of the corporation,

(b) the constituency, or class within a constituency, for which the election is being held,

(c) the number of members of the Members' Council 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 address for return of the ballot papers, and the date and time of the close of the poll,

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

(h) the contact details of the returning officer.

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

(a) a ballot paper and ballot paper envelope,

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

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

(d) a covering envelope.

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

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

(2) The covering envelope is to have –

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

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

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

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

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

The poll

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

27. Voting by persons who require assistance – (1) The returning officer is to put in place arrangements to enable requests for assistance to vote to be made.

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

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

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

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

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

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

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

(a) the name of the voter, and

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

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

29. Lost ballot papers – (1) Where a voter has not received his or her ballot paper by the fourth day before the close of the poll, that voter may apply to the returning officer for a replacement ballot paper.
(2) The returning officer may not issue a replacement ballot paper for a lost ballot paper unless he or she –

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

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

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

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

(a) the name of the voter, and

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

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

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

(a) the name of the voter, and

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

31. Declaration of identity for replacement ballot papers (public and patient constituencies) – (1) In respect of an election for a public or patient constituency a declaration of identity must be issued with each replacement ballot paper.

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

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

(b) of the particulars of that member's qualification to vote as a member of the public or patient constituency, or class within a constituency, for which the election is being held.

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

(a) the name of the voter,

(b) the address of the voter,

(c) the voter's signature, and

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

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

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

Procedure for receipt of envelopes

32. Receipt of voting documents – (1) Where the returning officer receives a –
(a) covering envelope, or

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

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

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

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

(b) the unique identifier on a ballot paper.

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

33. Validity of ballot paper – (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 a declaration of identity if required that has been correctly completed, signed, and dated.

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

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

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

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

(a) mark the ballot paper "disqualified",

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

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

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

34. Declaration of identity but no ballot paper (public and patient constituency) – Where the returning officer receives a declaration of identity if required but no ballot paper, the returning officer is to –

(a) mark the declaration of identity "disqualified",

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

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

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

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

(b) the declarations of identity if required,

(c) the list of spoilt ballot papers,

(d) the list of lost ballot papers,

(e) the list of eligible voters, and

(f) the list of tendered ballot papers.

Part 6 - Counting the votes

36. Interpretation of Part 6 – In Part 6 of these rules –

"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 paper –

(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 44(4) below,

"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 s41 below,

"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 papers 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 paper" means a ballot paper 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 paper on which a second or subsequent preference is recorded for the candidate to whom that paper has been transferred, and

“transfer value” means the value of a transferred vote calculated in accordance with paragraph (4) or (7) of rule 42 below.

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

38. The count – (1) The returning officer is to –

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

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

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

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

39. Rejected ballot papers – (1) Any ballot paper –

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

(b) on which 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.

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

(3) 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 paragraph (1).

40. First stage – (1) The returning officer is to sort the ballot papers into parcels according to the candidates for whom the first preference votes are given.

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

(3) The returning officer is to also ascertain and record the number of valid ballot papers.

41. The quota – (1) The returning officer is to divide the number of valid ballot papers by a number exceeding by one the number of members to be elected.

(2) The result, increased by one, of the division under paragraph (1) above (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”).

(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 paragraphs (1) to (3) of rule 44 has been complied with.

42. Transfer of votes – (1) Where the number of first preference votes for any candidate exceeds the quota, the returning officer is to sort all the ballot papers 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 papers for any continuing candidate, or

(b) where no such preference is given, as the sub-parcel of non-transferable votes.

(2) The returning officer is to count the number of ballot papers in each parcel referred to in paragraph (1) above.

(3) The returning officer is, in accordance with this rule and rule 43 below, to transfer each sub-parcel of ballot papers referred to in paragraph (1)(a) to the candidate for whom the next available preference is given on those papers.

(4) The vote on each ballot paper transferred under paragraph (3) above 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 papers on which those votes are given, the calculation being made to two decimal places (ignoring the remainder if any).

(5) Where at the end of any stage of the count involving the transfer of ballot papers, the number of votes for any candidate exceeds the quota, the returning officer is to sort the ballot papers 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 papers for any continuing candidate, or

(b) where no such preference is given, as the sub-parcel of non-transferable votes.

(6) The returning officer is, in accordance with this rule and rule 43 below, to transfer each sub-parcel of ballot papers referred to in paragraph (5)(a) to the candidate for whom the next available preference is given on those papers.

(7) The vote on each ballot paper transferred under paragraph (6) shall be at –

(a) a transfer value calculated as set out in paragraph (4)(b) above, 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.

(8) Each transfer of a surplus constitutes a stage in the count.

(9) Subject to paragraph (10), the returning officer shall proceed to transfer transferable papers until no candidate who is deemed to be elected has a surplus or all the vacancies have been filled.

(10) Transferable papers 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.

(11) This rule does not apply at an election where there is only one vacancy.

43. Supplementary provisions on transfer – (1) If, at any stage of the count, two or more candidates have surpluses, the transferable papers 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 papers 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 papers of the candidate on whom the lot falls shall be transferred first.

(2) The returning officer shall, on each transfer of transferable papers under rule 42 above –

(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.

(3) All ballot papers transferred under rule 42 or 44 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 paper or, as the case may be, all the papers in that sub-parcel.

(4) Where a ballot paper is so marked that it is unclear to the returning officer at any stage of the count under rule 42 or 44 for which candidate the next preference is recorded, the returning officer shall treat any vote on that ballot paper as a non-transferable vote; and votes on a ballot paper 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.

44. Exclusion of candidates – (1) If—

(a) all transferable papers which under the provisions of rule 42 above (including that rule as applied by paragraph (11) below) and this rule are required to be transferred, have been transferred, and

(b) subject to rule 45 below, 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 paragraph (12) below applies, the candidates with the then lowest votes).

(2) The returning officer shall sort all the ballot papers on which first preference votes are given for the candidate or candidates excluded under paragraph (1) above into two sub-parcels so that they are grouped as—

(a) ballot papers on which a next available preference is given, and

(b) ballot papers on which no such preference is given (thereby including ballot papers on which preferences are given only for candidates who are deemed to be elected or are excluded).

(3) The returning officer shall, in accordance with this rule and rule 43 above, transfer each sub-parcel of ballot papers referred to in paragraph (2)(a) above to the candidate for whom the next available preference is given on those papers.
(4) The exclusion of a candidate, or of two or more candidates together, constitutes a further stage of the count.

(5) If, subject to rule stv45 below, one or more vacancies still remain to be filled, the returning officer shall then sort the transferable papers, if any, which had been transferred to any candidate excluded under paragraph (1) above into sub-parcels according to their transfer value.

(6) The returning officer shall transfer those papers in the sub-parcel of transferable papers with the highest transfer value to the continuing candidates in accordance with the next available preferences given on those papers (thereby passing over candidates who are deemed to be elected or are excluded).

(7) The vote on each transferable paper transferred under paragraph (6) above shall be at the value at which that vote was received by the candidate excluded under paragraph (1) above.

(8) Any papers on which no next available preferences have been expressed shall be set aside as non-transferable votes.

(9) After the returning officer has completed the transfer of the ballot papers in the sub-parcel of ballot papers with the highest transfer value he or she shall proceed to transfer in the same way the sub-parcel of ballot papers with the next highest value and so on until he has dealt with each sub-parcel of a candidate excluded under paragraph (1) above.

(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.

(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 paragraphs (5) to (10) of rule 42 and rule 43.

(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.

(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.

45. Filling of last vacancies – (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.

(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.

(3) Where the last vacancies can be filled under this rule, no further transfer of votes shall be made.

46. Order of election of candidates – (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 42(10) above.

(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.

(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.

(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.

Part 7 – Final proceedings in contested and uncontested elections

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

(a) declare the 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 Great Ormond Street Hospital for Children 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.

(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 39(1), available on request.

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

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

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

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

Part 8 – Disposal of documents

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

(a) the counted ballot papers,

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

(c) the rejected ballot papers, and

(d) the statement of rejected ballot papers.

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

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

(b) the declarations of identity,

(c) the list of spoilt ballot papers,

(d) the list of lost ballot papers,

(e) the list of eligible voters, and

(f) the list of tendered ballot papers.

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

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

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

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

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

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

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

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

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

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

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

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

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

(c) any counted ballot papers,

(d) any declarations of identity, or

(e) the list of eligible voters,

by any person without the consent of the Regulator.

(2) A person may apply to the Regulator to inspect any of the documents listed in (1), and the Regulator may only consent to such inspection if it is satisfied that it is necessary for the purpose of questioning an election pursuant to Part 11.

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

(a) persons,

(b) time,

(c) place and mode of inspection,

(d) production or opening,

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

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

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

(b) and making the documents available for inspection, the corporation,
must ensure that the way in which the vote of any particular member has been given shall not be disclosed, until it has been established –

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

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

Part 9 – Death of a candidate during a contested election

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

(a) 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 papers 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 papers 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.

(2) The ballot papers which have preferences recorded for the candidate who has died are to be sealed with the other counted ballot papers pursuant to rule 49(1)(a).

Part 10 – Election expenses and publicity

Election expenses

55. Election expenses – Any expenses incurred, or payments made, for the purposes of an election which contravene this Part are an electoral irregularity, which may only be questioned in an application to the regulator under Part 11 of these rules.

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

(a) personal expenses,

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

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

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

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

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

Publicity

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

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

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

as it considers necessary.

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

(a) objective, balanced and fair,

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

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

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

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

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

(2) The information must consist of –

(a) a statement submitted by the candidate of no more than 250 words.

60. Meaning of "for the purposes of an election" - (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.

(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

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

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

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

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

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

(4) The application must –

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

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

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

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

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

b. The determination by the person or persons nominated in accordance with Rule 61(7) 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.

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

Part 12 – Miscellaneous

62. Secrecy – (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 a ballot paper or who has or has not voted,

(ii) the unique identifier on any ballot paper,

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

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

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

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

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

(a) a member of the corporation,

(b) an employee of the corporation,

(c) a director of the corporation, or

(d) employed by or on behalf of a person who has been nominated for election.

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

(a) the delivery of the documents in rule 24, or

(b) the return of the ballot papers and declarations of identity,

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

ANNEX 6 – ADDITIONAL PROVISIONS - MEMBERS' COUNCIL

(Paragraphs 13.7, 14.3 and 19)

1 Elected councillors

1.1 A member of the public constituency may not vote at an election for a public councillor unless at the time of voting he has made and returned a declaration in the form specified in Annex 5, paragraph 31, that he is qualified to vote as a member of the relevant area of the public constituency.

2 Terms of office for appointed and elected councillors

2.1 An elected or appointed councillor:

2.1.1 shall normally hold office for a period of three years commencing immediately after the annual meeting of the Members' Council at which his or her appointment is announced;

2.1.2 shall be eligible for re-appointment at the end of his or her term;

2.1.3 may not hold office for longer than nine consecutive years, and shall not be eligible for re-appointment if he or she has already held office for more than six consecutive years.

3 Appointed Councillors

3.1 The Trust Secretary, having consulted the London Specialist Commissioning Group, is to adopt a process for agreeing the appointment of the London Specialist Commissioning Group Councillor.

3.2 The Trust Secretary, having consulted the National Commissioning Group, is to adopt a process for agreeing the appointment of the National Commissioning Group Councillor.

3.3 The Trust Secretary, having consulted the London Borough of Camden, is to adopt a process for agreeing the appointment of the local authority councillor with that local authority.

3.4 The Trust Secretary, having consulted the University of London, Institute of Child Health, is to adopt a process for agreeing the appointment of the university councillor with that university.

3.5 The partnership councillors are to be appointed by the partnership organisations, in accordance with a process agreed with the Trust Secretary.

3.6 An appointed councillor shall cease to hold office if the appointing organisation which appointed him terminates that appointment.

4 Further provisions as to eligibility to be a councillor

4.1 In addition to paragraph 14 of the constitution, the following may not become or continue as a councillor on the Members' Council:

4.1.1 a person who is not a member of the Trust;

in the case of a public councillor, or patient councillor or carer councillor, or staff councillor s/he ceases to be a member of the constituency or class of constituency which s/he represents;

4.1.2 a person who is required to notify the police of his/her name and address as a result of being convicted or cautioned under the Sex Offenders Act or other relevant legislation or whose name appears on the Protection of Children Act List;

4.1.3 they are the spouse, partner, parent or child of a member of the Board of Directors of the Trust;

4.1.4 in the case of an appointed Councillor, the sponsoring partnership organisation withdraw their sponsorship of him/her;

4.1.5 a person who is a member of a local authority's scrutiny committee covering health matters;

4.1.6 a person who is an executive or non-executive director of the Trust, or a councillor, non-executive director (including the chairman) or, executive director (including the chief executive officer) of another NHS Foundation Trust or NHS body (unless he is appointed by an appointing organisation which is an NHS body);

4.1.7 a person who has within the preceding 2 years been dismissed from any paid employment with a health service body, including, without limitation, an NHS Foundation Trust, for any reason which in the opinion of the Trust would preclude that person from becoming or continuing to be a councillor;

4.1.8 a person whose tenure of office as the chairman or as a member or director of a health service body, including, without limitation, an NHS Foundation Trust, has been terminated on the grounds that his/her appointment is not in the interests of the health service, for non-attendance at meetings, or for non-disclosure of a pecuniary interest;

4.1.9 a person who has previously been removed as a councillor pursuant to paragraph 4.4 of this Annex;

4.1.10 a person who does not confirm that they will adhere to the code of conduct for councillors as the same in force from time to time;

4.1.11 a person who does not fulfil the formalities that are required by the Trust to be completed before the individual becomes a councillor or during the course of being a councillor;

4.1.12 a person who is deemed a vexatious or persistent complainant or litigant against the Trust without reasonable cause as determined by the Members' Council;

4.1.13 a person deemed to be incapable by reason of mental disorder, illness or injury of managing his/her affairs;

4.1.14 a staff councillor who has been dismissed or disciplined pursuant to the Trust's disciplinary procedures. A staff councillor who is subject to the Trust's disciplinary procedures will be suspended pending the outcome of the hearings relating to those procedures;

4.1.15 a person that not less than three quarters of the Members' Council present and voting at a meeting agree has acted or is likely to act in a manner detrimental to the interests of the Trust and it is not in the best interests of the Trust for that person to be or to continue as a councillor.

4.2 All non-staff candidates for election to the Members' Council and prospective appointees to the Members' Council will undergo enhanced Criminal Records Bureau checks. The Board of Directors will determine instances in which criminal records will preclude election or appointment to the Members' Council.

4.3 A person holding office as a councillor shall immediately cease to do so if:

4.3.1 he resigns by notice in writing to the Trust Secretary;

4.3.2 he fails to attend two meetings of the Members' Council for a period of one year unless the other members of the Members' Council are satisfied that:

4.3.2.1 the absence was due to a reasonable cause; and

4.3.2.2 s/he will be able to start attending meetings of the Trust again within such a period as they consider reasonable.

4.3.3 he has refused without reasonable cause to undertake any training which the Members' Council requires all councillors to undertake;

4.3.4 he has failed to sign and deliver to the Trust Secretary a statement in the form required by the Trust Secretary confirming acceptance of the code of conduct for councillors as the same is in force from time to time;

4.3.5 he is removed from the Members' Council under the following provisions.

4.4 A councillor may be removed from the Members' Council by a resolution approved by not less than three-quarters of the remaining councillors present and voting on the grounds that:

4.4.1 he has committed a serious breach of the code of conduct; or

4.4.2 he has acted in a manner detrimental to the interests of the Trust; or

4.4.3 the Members' Council consider that it is not in the best interests of the Trust for him to continue as a councillor.

4.5 Where a person has been elected or appointed to be a councillor and s/he becomes disqualified for appointment under this paragraph, s/he shall notify

the Trust Secretary or the Chairman of the Trust in writing of such disqualification.

4.6 If it comes to the notice of the Trust Secretary or the Chairman of the Trust at the time of his/her appointment or later that the councillor is so disqualified, s/he shall immediately declare that the person in question is disqualified and notify him in writing to that effect.

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

4.8 Where a person has been declared disqualified by the Trust Secretary under paragraph 4.4 above, s/he may appeal the Trust Secretary's decision to the Chairman, whose decision on the matter will be final.

5 Vacancies amongst councillors

5.1 Where a vacancy arises on the Members' Council for any reason other than expiry of term of office, the following provisions will apply.

5.2 Where the vacancy arises amongst the appointed councillors, the Trust Secretary shall request that the appointing organisation appoints a replacement to hold office for the remainder of the term of office.

5.3 Where the vacancy arises amongst the elected councillors, the Members' Council shall be at liberty either:

5.3.1 to call an election within three months to fill the seat for the remainder of that term of office; or

5.3.2 to invite the next highest polling candidate for that seat at the most recent election, who is willing to take office, to fill the seat until the next annual election, at which time the seat will fall vacant and subject to election for any unexpired period of the term of office; or

5.3.3 if the unexpired period of the term of office is less than twelve months, to leave the seat vacant until the next elections are held.

6 Further provisions as to meetings of councillors

6.1 The Members' Council is to meet at least three times in each financial year.

6.2 Meetings of the Members' Council shall be arranged in accordance with the relevant provisions of standing order 4 set out in Annex 8 (Standing Orders for the Practice and Procedure of the Members' Council).

6.3 The Members' Council may invite the Chief Executive or any other member or members of the Board of Directors, or a representative of the auditor or other advisors to attend a meeting of the Members' Council.

6.4 The Members' Council may agree that its members can participate in its meetings by telephone, video or computer link. Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting.

6.5 Subject to the following provisions of this paragraph, questions arising at a meeting of the Members' Council shall be decided by a majority of votes of the councillors present at the meeting;

6.5.1 in case of an equality of votes the person presiding at or chairing the meeting shall have a second and casting vote; and

6.5.2 no resolution of the Members' Council shall be passed if it is opposed by all of the public councillors present at the relevant meeting.

6.6 The Members' Council may not delegate any of its powers to a committee or sub-committee, but it may appoint committees consisting of its members, directors, and other persons to assist the Members' Council in carrying out its functions. The Members' Council may, through the secretary, request that advisors assist them or any committee they appoint in carrying out its duties.

6.7 All decisions taken in good faith at a meeting of the Members' Council or of any committee shall be valid even if it is discovered subsequently that there was a defect in the calling of the meeting, or in the appointment of the councillors attending the meeting.

7 Declaration

7.1 An elected councillor may not vote at a meeting of the Members' Council unless, before attending the meeting, he has made a declaration in the form specified by the Trust Secretary of the particulars of his qualification to vote as a member of the Trust and that he is not prevented from being a member of the Members' Council. An elected councillor shall be deemed to have confirmed the declaration upon attending any subsequent meeting of the Members' Council, and every agenda for meetings of the Members' Council will draw this to the attention of elected councillors.

ANNEX 7 – ADDITIONAL PROVISIONS - BOARD OF DIRECTORS

(Paragraphs 21.4, 22.3, 23 and 27)

1 Appointment and removal of Chairman and other non-executive directors

1.1 The Chairman and non-executive directors are to be appointed by the Members' Council using the following procedure:

1.1.1 the Members' Council will maintain a policy for the composition of the non-executive directors which takes account of the Trust's membership strategy, and which it shall review from time to time and in any event not less than once every three years;

1.1.2 the Board of Directors may work with an external organisation recognized as expert in relation to appointments to identify the skills and experience required for non-executive directors;

1.1.3 appropriate candidates (not more than five for each vacancy) will be identified by a nominations committee through a process of open competition, which will take account of the policy maintained from time to time by the Members' Council and the skills and experience required;

1.1.4 the nominations committee will comprise the Chairman of the Trust (or, when a chairman is being appointed, the Deputy Chairman, unless he or she is standing for appointment, in which case another non-executive director), two elected councillors and one appointed councillor. The chairman of another foundation trust will be invited to act as an independent assessor to the nominations committee;

1.1.5 the nominations committee will convene an interview panel, conduct interviews and recommend a candidate to the Members' Council for approval;

1.1.6 the Chairman and other non-executive directors may not serve on the Board of Directors for a period of more than 6 years from the date of their first appointment.

1.2 The removal of the Chairman or another non-executive director shall be in accordance with the following procedures:

1.2.1 any proposal for removal must be proposed by a councillor and seconded by not less than ten councillors, including at least two elected councillors and two appointed councillors;

1.2.2 written reasons for the proposal shall be provided to the non-executive director in question, who shall be given the opportunity to respond to such reasons;

1.2.3 in making any decision to remove a non-executive director, the Members' Council shall take into account the annual appraisal carried out by the Chairman;

1.2.4 removal of the Chairman or another non-executive director shall require the approval of three-quarters of the members of the Members' Council;

1.2.5 if any proposal to remove a non-executive director is not approved at a meeting of the Members' Council, no further proposal can be put forward to remove such non-executive director based upon the same reasons within 12 months of the meeting.

2 Further provisions as to the disqualification of directors

2.1 A person may not become or continue as a director of the Trust if:

2.1.1 he has been required to notify the police of his/her name and address as a result of being convicted or cautioned under the Sex Offenders Act or other relevant legislation or whose name appears on the Protection of Children Act List;

2.1.2 he is a member of the Members' Council or a councillor or director of an NHS body;

2.1.3 he is the spouse, partner, parent or child of a member of the Board of Directors of the Trust;

2.1.4 he is a member of a local authority's scrutiny committee covering health matters;

2.1.5 he is the subject of a disqualification order made under the Company Directors Disqualification Act 1986;

2.1.6 he is a person whose tenure of office as a chairman or as a member or director of an NHS 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;

2.1.7 he has within the preceding two years been dismissed, otherwise than by reason of redundancy, from any paid employment with an NHS body;

2.1.8 in the case of a non-executive director, he has refused without reasonable cause to fulfill any training requirement established by the Board of Directors; or

2.1.9 he has refused to sign and deliver to the Trust Secretary a statement in the form required by the Board of Directors confirming acceptance of the code of conduct for directors, as the same may be in force from time to time.

3 Meetings of the Board of Directors

3.1 Meetings of the Board of Directors shall be arranged in accordance with the relevant provisions of standing order 10 as set out in Annex 9 (Standing Orders for the Practice and Procedure of the Board of Directors).

3.2 Meetings of the Board of Directors shall be open to members of the public and staff unless the Board of Directors decides otherwise in relation to all or part of such meeting for reasons of commercial confidentiality or on other proper grounds. The Chairman may exclude any member of the public or staff from a meeting of the Board of Directors if that person is interfering with or preventing the proper conduct of the meeting.

3.3 The Chairman of the Trust or, in his absence, the Deputy Chairman of the Board of Directors, is to chair meetings of the Board of Directors.

3.4 Subject to the following provisions of this paragraph, questions arising at a meeting of the Board of Directors shall be decided by a majority of votes.

3.5 In the case of an equality of votes the person presiding at or chairing the meeting shall have a second and casting vote.

3.6 No resolution of the Board of Directors shall be passed if it is opposed by all of the independent non-executive directors present or by all of the executive directors present.

4 Expenses

4.1 The Trust may reimburse executive directors travelling and other costs and expenses incurred in carrying out their duties at such rates as the remuneration committee of non-executive directors decides. These are to be disclosed in the annual report.

ANNEX 8 – STANDING ORDERS FOR THE PRACTICE AND PROCEDURE OF THE MEMBERS' COUNCIL

1 INTERPRETATION AND DEFINITIONS

1.1 The Chairman of the Trust shall be the final authority on the interpretation of these paragraphs and the Standing Orders (on which they should be advised by the Chief Executive or Trust Secretary).

1.2 Definition of terms

In this Annex 8, save where the context requires otherwise, the following words, terms and expressions shall have the following meanings:

1.2.1 "appointed councillors" means those councillors appointed by the appointing organisations;

1.2.2 "appointing organisations" means those organisations named in this constitution who are entitled to appoint councillors;

1.2.3 "Board" means the Board of Directors of the Trust as set out in the constitution and in accordance with the Act;

1.2.4 "Chairman" or "Chairman of the Board (or Trust)" is the person appointed by the Members' Council in accordance with the constitution to lead the Board and to ensure that it successfully discharges its overall responsibility for the Trust as a whole. The Chairman also presides at meetings of the Members' Council. The expression "the Chairman of the Board" shall be deemed to include the Senior Independent Director of the Trust if the Chairman is absent from the meeting or is otherwise unavailable;

1.2.5 "Chief Executive" means the chief officer of the Trust;

1.2.6 "clear days" excludes the date of posting and the date of the meeting itself.

1.2.7 "Committee" means a committee or sub-committee created and appointed by the Members' Council in accordance with the constitution;

1.2.8 "Committee members" means persons formally appointed by the Members' Council to sit on or to chair specific committees;

1.2.9 "council" means the Members' Council, formally constituted in accordance with this constitution and presided over by the chair;

1.2.10 "council standing orders" means the standing orders set out in this Annex 8;

1.2.11 "Deputy Chairman" is the non-executive director appointed by the council to take on the Chairman's duties if the Chairman is absent from the meeting or is otherwise unavailable;

1.2.12 "director" means a person appointed to the board in accordance with the terms of this constitution;

1.2.13 "elected councillor" means those councillors elected by the public constituency, the patient and carer constituency and the staff constituency;

1.2.14 "councillor" means a person elected or appointed to the Members' Council in accordance with the terms of this constitution;

1.2.15 “local authority councillor” means a councillor appointed by one or more local authorities whose area includes the whole or part of an area for a public constituency of the Trust;

1.2.16 “member” means a person registered as a member of a constituency in accordance with the terms of this Constitution;

1.2.17 “motion” means a formal proposition to be discussed and voted on during the course of a meeting;

1.2.18 “Officer” means employee of the Trust or any other person holding a paid position with the Trust.

1.2.19 “partner” means, in relation to another person, a member of the same household living together as a family unit;

1.2.20 “partnership councillor” means a councillor appointed by a partnership organisation;

1.2.21 “patient and carer councillor” means a councillor elected by the members of the classes of the patient and carer constituency;

1.2.22 “PCT councillor” means a councillor appointed by a primary care trust for which the trust provides goods or services and who represents the London Specialist Commissioning Group (or relevant successor bodies from time to time);

1.2.23 “public councillor” means a councillor elected by the members of one of the areas of the public constituency;

1.2.24 “regulator” means a non-departmental public body established under section 2 of the Health & Social Care (Community Health & Standards) Act 2003 and within the meaning of section 31 of the National Health Service Act 2006. It is responsible for authorising and regulating NHS foundation trusts under the NHS Act 2006;

1.2.25 “Senior Independent Director” means the non-executive director appointed by the Board in consultation with the Members’ Council to act as first point of contact with the Members’ Council and to take on the Chairman’s duties if the Chairman is absent for any reason.

1.2.26 “SOs” means Standing Orders.

1.2.27 “staff councillor” means a councillor elected by the members of the staff constituency;

1.2.28 “terms of authorisation” shall mean the authorisation of the trust issued by the regulator with any amendments for the time being in force.

1.2.29 “Trust” means Great Ormond Street Hospital for Children NHS Foundation Trust.

1.2.30 “Trust Secretary” means the secretary of the Trust or any other person appointed to perform the duties of the secretary, including a joint, assistant or deputy Trust Secretary;

1.2.31 “university councillor” means a councillor appointed by the University of London, Institute of Child Health which provides a medical school to a hospital of the Trust;

1.2.32 “voluntary organisation” means a body, other than a public or local authority, the activities of which are not carried on for profit.

1.3 Subject to council standing order 4.7.1, save as permitted by law, the Chairman shall be the final authority on the interpretation of these Members' Council standing orders (on which they shall be advised by the Chief Executive and chief finance officer of the Trust).

2 General information

2.1 The purpose of the Members' Council standing orders is to ensure that the highest standards of corporate governance and conduct are applied to all Members' Council meetings, proceedings and associated deliberations. The Members' Council shall at all times seek to comply with the NHS Foundation Trust Code of Governance (as the same is in issue from time to time).

2.2 The roles and responsibilities of the Members' Council which are to be carried out in accordance with the constitution and the Trust's authorisation include:

2.2.1 to hold the board to account for the performance of the Trust, including ensuring that the board acts so that the Trust does not breach its authorisation;

2.2.2 to respond as appropriate when consulted by the board in accordance with the constitution;

2.2.3 to undertake such functions as the board shall from time to time request;

2.2.4 to prepare and from time to time review the Trust's membership strategy and the policy for the composition of the Members' Council and of the non-executive directors;

2.2.5 when appropriate, to make recommendations for the revision of the constitution.

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

3 Composition of the Council

3.1 The composition of the council shall be in accordance with paragraph 11 of the Trust's constitution.

4. Meetings of the Members' Council

4.1. Members' Council meetings

4.1.1. All meetings of the Members' Council are to be open to members of the public unless two thirds of the members of the Members' Council present decides otherwise in relation to all or part of the meeting for reasons outlined in paragraph 4.1.2 of this Annex 8, below.

4.1.2. The Members' Council may resolve to exclude members of the public from any meeting or part of a meeting on the grounds that:

(i) publicity would be prejudicial to the public interest by reason of the confidential nature of the business to be transacted

following an appropriate resolution by the Members' Council; or

(ii) there are special reasons stated in the resolution and arising from the nature of the business of the proceedings.

4.1.3. The Chairman may exclude any member of the public from a meeting of the board if he is interfering with or preventing the proper conduct of the meeting.

4.1.4. The Members' Council may invite the Chief Executive, and other appropriate directors, to attend any meetings of the Members' Council to enable councillors to raise questions about the Trust's affairs.

4.2. Calling and Notice of Meetings

4.2.1. The Members' Council is to meet a minimum of three times in each financial year.

4.2.2. Save in the case of emergencies or the need to conduct urgent business, the Trust Secretary shall give at least fourteen [14] clear days' written notice of the date and place of every meeting of the Members' Council to all councillors. Notice will be given by post or by email and also be published on the Trust's website and in the Trust's membership newsletter if practicable. Lack of service of the notice on any councillor shall not affect the validity of a meeting.

4.2.3. Meetings of the Members' Council may be called by the Trust Secretary, the Chairman, or by ten councillors (including at least two elected councillors and two appointed councillors) who give written notice to the Trust Secretary specifying the business to be carried out. The Trust Secretary shall send a written notice to all councillors as soon as possible after receipt of such a request and will call a meeting on at least fourteen [14] clear days' (but not more than twenty eight [28] days') notice. Notice by post, delivery in person, fax or email shall constitute written notice.

4.2.4. The Members' Council may agree that its councillors can participate in its meetings by telephone, video or computer link. Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting.

4.3. Setting the agenda

4.3.1. No business shall be transacted at the meeting other than that specified on the agenda, or emergency motions allowed under paragraph 4.5 below.

4.3.2. A councillor desiring a matter to be included on an agenda shall make his/her request in writing to the Chairman at least seven [7] 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.

4.3.3. Where a request for an item of business to be included on an agenda is made less than seven [7] clear days but more than 3 clear days before a meeting such item of business may, at the discretion of the Chairman, be included and shall be tabled as an agenda item at the commencement of the relevant meeting.

4.4. Chairman of the Meeting

4.4.1. In accordance with paragraph 15 of the constitution the Chairman of the Board of Directors or in his absence, the Deputy Chairman of the Board of Directors, shall preside at meetings of the Members' Council. If the Chairman and Deputy Chairman are absent, or are disqualified from participating, then the councillors present shall choose by majority which public councillor present shall preside for that part of the meeting.

4.5. Notices of motions

4.5.1. A councillor desiring to move or amend a motion shall send a written notice thereof at least seven [7] clear days before the meeting to the Chairman, who shall insert it into the agenda for the meeting. This council standing order 4.6.1, shall not prevent any motion being moved during the meeting, without notice, on any business mentioned on the agenda subject to council standing order 4.3 of these standing orders.

4.5.2. A motion or amendment, once moved and seconded, may be withdrawn by the proposer with the concurrence of the seconder and the consent of the Chairman.

4.5.3. Notice of a 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 councillors who give it and also the signature of four other councillors. When any such motion has been disposed of by the Members' Council it shall not be for any councillor, other than the Chairman, to propose a motion to the same effect within six months; however the Chairman may do so if he or she considers it appropriate.

4.5.4. The mover of a motion shall have a right of reply at the close of any discussion on the motion or any amendment thereto.

4.5.5. When a motion is under discussion or immediately prior to discussion it shall be open to a councillor to move:

a) an amendment to the motion
b) the adjournment of the discussion or the meeting
c) the appointment of an ad hoc committee to deal with a specific item of business
d) that the meeting proceed to the next business
e) that the motion be now put
f) a motion resolving to exclude the public, including the press.

4.5.6. Such a motion, if seconded, shall be disposed of before the motion which was originally under discussion or about to be discussed. No

amendment to the original motion shall be admitted if, in the opinion of the Chairman of the meeting, the amendment negates the substance of the original motion. In the case of motions under (d) and (e), to ensure objectivity motions may only be put by a councillor who has not previously taken part in the debate on the original motion.

4.6. Chairman's ruling

4.6.1. 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 Trust's Standing Orders and Standing Financial Instructions, at the meeting, shall be final.

4.7. Quorum

4.7.1. No business shall be transacted at a meeting of the Members' Council unless at least one third of the Members' Council are present, a majority of whom must be public or patient and carer councillors.

4.7.2. In the event that there is no quorum, any decisions made will require ratification at the next quorate meeting of the Members' Council.

4.7.3. If a councillor has been disqualified from participating in the discussion on any matter and/or from other voting on any resolution by reason of the declaration of a conflict of interest (Members' Council standing order 7.4) he/ she 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.

4.7.4. No resolution of the Members' Council shall be passed if it is opposed by all of the public councillors present at the meeting.

4.7.5. The Chief Executive or any other member or members of the Board of Directors or a representative of the Trust's external auditors or other advisors may attend a meeting of the Members' Council by invitation.

4.8. Voting

4.8.1. Questions arising at a meeting of the Members' Council shall be decided by a majority of votes.

4.8.2. All questions put to the vote shall, at the discretion of the Chairman of the member's council (or in his/her absence the person presiding in his/her place), be determined by a show of hands.

4.8.3. In no circumstances may an absent councillor vote by proxy. "Absent" is defined as being absent at the time of the vote.

4.8.4. In case of an equality of votes the Chairman of the Members' Council (or in his/her absence the person presiding in his/her place) shall have a casting vote except when the Chairman (or the person presiding) has a conflict of interest, in which case a councillor appointed by the

councillors present at the meeting who is a member of the public constituency shall have a casting vote.

4.8.5. A councillor elected to the Members' Council may not vote at a meeting of the Members' Council unless, within the last three years, s/he has made a declaration stating which constituency or section s/he is a member of and is not prevented from being a member of the Members' Council.

4.9. Suspension of council standing orders

4.9.1. Except where this would contravene any statutory provision, any one or more of these Members' Council standing orders may be suspended at any meeting, provided that at least two-thirds of members of the Members' Council are present and that a majority of those present vote in favour of suspension.

4.9.2. A decision to suspend any council standing order shall be recorded in the minutes of the relevant meeting.

4.9.3. A separate record of matters discussed during the suspension of any Members' Council standing order(s) shall be made and shall be available to the directors and councillors.

4.9.4. No formal business may be transacted by the Members' Council while any Members' Council standing order is suspended.

4.9.5. The Trust's audit committee shall review every decision to suspend any Members' Council standing order.

4.10. Record of attendance

4.10.1. The names of the councillors present at the meeting shall be recorded in the minutes.

4.11. Minutes

4.11.1. The minutes of the proceedings of the meeting shall be drawn up and maintained as a public record. They will be submitted for agreement at the next meeting where they will be signed by the person presiding at it.

4.11.2. 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 such next meeting.

4.11.3. Minutes shall be circulated in accordance with the councillors' wishes. The minutes of the meeting shall be made available to the public except for minutes relating to business conducted when members of the public are excluded under the terms of Members' Council standing order 4.1 of these Members' Council standing orders

5. Committees

5.1. The nominations committee will comprise the Chairman, two elected councillors and one appointed councillor. When the Chairman is being appointed or reappointed, the Deputy Chairman shall take his or her place, unless he or she is standing for appointment, in which case another non-executive director shall take his or her place, and, when the Chairman's remuneration is being considered, the Deputy Chairman shall take his or her place. The chairman of another foundation trust will be invited to act as an independent assessor to the nominations committee when an interview panel is convened to appoint a chairman or non-executive director.

5.2. The Members' Council may not delegate any of its powers to a committee or sub-committee, but it may appoint committees to assist the Members' Council in carrying out its functions. Such committees established by the Members' Council may meet in private for reasons of commercial confidentiality or other special reasons if the members of the committee so decide.

5.3. The Members' Council may appoint committees of the council consisting wholly of persons who are councillors. Non-councillors may attend such committees if appropriate under the committee's terms of reference but they shall have no vote.

5.4. A committee so appointed may appoint sub-committees consisting wholly of persons who are councillors. Non-councillors may attend such committees if appropriate under the committee's terms of reference but they shall have no vote.

5.5. These Members' Council standing orders, as far as they are applicable, shall apply also, with appropriate alteration, to meetings of any committees or sub-committees so established by the Members' Council.

5.6. Each such committee or sub-committee shall have such terms of reference and powers and be subject to such conditions (as to reporting back to the Members' Council) as the council shall decide. Such terms of reference shall have effect as if incorporated into these standing orders.

5.7. The Members' Council shall approve the membership of all committees and sub-committees that it has formally constituted and shall approve the recommendation from the relevant committee to appoint the chairman and, if applicable, the deputy chairman of each committee and sub-committee.

5.8. A councillor may participate in a duly convened meeting of a committee or sub-committee by means of a video conference, telephone or any other communications equipment which allows all persons to hear and speak to one another subject to reasonable notice and availability of the necessary equipment.

5.9. The Members' Council may, through the Trust Secretary, request that external advisors assist them or any committee they appoint in carrying out duties. Advisers will:

- not be designated councillors;
- not have voting rights;
- provide such assistance as the Members' Council may agree.

6. Confidentiality

6.1. In the event of the Members' Council, or any Committee established by the Councillors, meeting in private for all or part of a meeting, councillors shall not disclose outside Members' Council meetings, the contents of the papers considered, discussions held or minutes of the items taken in private.

7. Disclosure of interests

7.1. Councillors shall declare any pecuniary, personal or family interest, 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 Members' Council. A family interest will include those of a councillor's spouse or partner. Any councillors appointed subsequently shall declare such interests on appointment or election.

7.2. Such interests include (without limitation):

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

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

7.2.3. majority or controlling shareholdings in organisations likely or possibly seeking to do business with the NHS;

7.2.4. a position of trust or fiduciary duty in a charity or voluntary organisation in the field of health and social care;

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

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

7.3. The following exceptions shall not be treated as interests:

7.3.1. an employment contract with the Trust held by a staff councillor;

7.3.2. an employment contract with their employing PCT held by a PCT councillor, representing the London Speciality Commissioning Group (or relevant successor bodies from time to time);

7.3.3. an employment contract with a local authority held by a Local Authority councillor;

7.3.4. an employment contract with a partnership organisation held by a partnership councillor.

7.4. Declaring interests

7.4.1. Members of the Members' Council shall disclose to it any material interests (as defined above) held by a councillor, his spouse or

partner. Any such interest disclosed shall be recorded in a register of interests of councillors maintained by the Trust Secretary.

7.4.2. The responsibility for declaring an interest is solely that of the councillor concerned and shall be declared to the Trust Secretary:

7.4.2.1. within 28 days of election or appointment; or

7.4.2.2. if arising later, within 7 days of the councillor becoming aware of the interest.

7.4.3. Any changes in interests should be declared at the next Members' Council meeting following the change occurring.

7.4.4. During the course of a Members' Council meeting, if a conflict of interest is established, the councillor concerned shall disclose the fact, and withdraw from the meeting and play no part in the relevant discussion or decision.

7.4.5. If a councillor has any doubt about the relevance of an interest, he should discuss it with the Chairman or Trust Secretary who shall advise him on whether or not to disclose the interest.

7.5. Register of interests

7.5.1. The Trust Secretary will ensure that a register of interests is established to record formally declarations of interests of councillors.

7.5.2. Details of the register will be kept up to date and reviewed annually.

7.5.3. The register will be available to the public.

8. Compliance

8.1. All members of the Members' Council are required to comply with Standing Financial Instructions approved by the Trust Board from time to time for the guidance of all staff employed by the Trust.

8.2. All members of the Members' Council should act at all times in accordance with the Trust's schedule of reservation and delegation of powers as the same may be adopted by the Trust from time to time.

8.3. All members of the Members' Council are required to comply with any Code of Conduct adopted by the Members' Council or the Board of Directors from time to time.

9. Resolution of disputes with the Board

9.1. The Members' Council has three main roles:

9.1.1. advisory – to act as a critical friend providing support, feedback and advice in relation to the management and governance of the Trust.

9.1.2. Representative – to use the views of their electorate or organisation to enhance and inform the work of the Trust.

9.1.3. Strategic – to use the breadth of experience of the councillors to help determine the Trust's future direction and support it in delivering its plans.

9.2. The Board has overall responsibility for running the affairs of the Trust. Its role is to:

9.2.1. set the Trust's vision, values and standards of conduct and ensure its obligations to the Secretary of State, patients and families, the local community and other stakeholders are understood, clearly communicated and met;

9.2.2. set the strategic aims for the organisation on an annual basis, ensuring that the necessary financial and human resources are in place for the organisation to meet its objectives and periodically review progress and manage performance;

9.2.3. provide active leadership within a framework of effective controls which safeguard service quality, patient safety and the Trust's assets;

9.2.4. ensure compliance with statutory requirements and contractual obligations; and

9.2.5. add value to the organisation, by directing and controlling its affairs effectively, efficiently and economically.

9.3. Should a dispute arise between the council and the Board then the disputes resolution procedure set out below recognises the different roles of the council and the Board as described above.

9.4. The Chairman, or Deputy Chairman (if the dispute involves the Chairman) shall first endeavour through discussion with appropriate representatives of the councillors and the directors to achieve the earliest possible resolution of the matter in dispute to the reasonable satisfaction of both parties.

9.5. Failing resolution under council standing order 9.4 above, the Board or the council, as appropriate, shall at its next formal meeting approve the precise wording of a disputes statement setting out clearly and concisely the issue or issues giving rise to the dispute.

9.6. The Chairman or Deputy Chairman (if the dispute involves the Chairman) shall ensure that the disputes statement produced in accordance with the preceding council standing order, without amendment or abbreviation in any way, shall be an agenda item and agenda paper at the next formal meeting of the Board or council as appropriate (i.e. the body that does not issue the disputes statement). That meeting shall agree the precise wording of a response to disputes statement.

9.7. The Chairman or Deputy Chairman (if the dispute involves the Chairman) shall immediately or as soon as is practical, communicate the outcome to the other party and deliver the written response to the disputes statement. If the matter remains unresolved or only partially resolved then the procedure outlined in council standing order 9.4 above shall be repeated.

9.8. If, in the opinion of the Chairman or Deputy Chairman (if the dispute involves the Chairman), and following the further discussions prescribed in council standing order 9.7, there is no further prospect of a full resolution or, if at any stage in the whole process, in the opinion of the Chairman or Deputy Chairman (as the case may be), there is no prospect of a resolution (partial or otherwise) then he or she shall appoint a special committee comprising equal numbers of directors and councillors to consider the circumstances and to make recommendations to the council and the Board with a view to resolving the dispute.

9.9. On the satisfactory completion of this disputes procedure the Board shall implement agreed changes.

9.10. If the recommendations (if any) of the special committee are unsuccessful in resolving the dispute, the Chairman may refer the dispute to an external mediator appointed by the Centre for Dispute Resolution or other such organisation as he or she considers appropriate.

9.11. Nothing in this procedure shall prevent the Members' Council, if it so desires, from informing the regulator that, in the Members' Council's opinion, the Board has not responded constructively to concerns of the council that the Trust is not meeting the terms of its authorisation.

10. Variation and amendment of standing orders by the Board

10.1. These standing orders shall be amended only if:

10.1.1. a notice of motion has been given pursuant to Members' Council standing order 4.5 above;

10.1.2. at least two-thirds of the councillors are present;

10.1.3. no fewer than half the total of the councillors present vote in favour of amendment; and

10.1.4. the variation proposed does not contravene a statutory provision, a direction made by the regulator, or any term or condition set out in the constitution

ANNEX 9 – STANDING ORDERS FOR THE PRACTICE AND PROCEDURE OF THE BOARD OF DIRECTORS

1 Interpretation and definitions

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, the schedule of reservation and delegation of powers and/or the standing financial instructions (on which he or she should be advised by the Chief Executive.)

1.2 Any expression to which a meaning is given in the Health and Social Care (Community Health and Standards) Act 2003 (as amended by the National Health Service Act 2006), the National Health Service Act 2006, or in regulations made under the above acts, shall have the same meaning in these standing orders and in addition:

1.2.1 "accounting officer" means the person who from time to time discharges the functions specified in paragraph 25(5) of Schedule 7 to the National Health Service Act 2006 for the Trust, this shall be the Chief Executive;

1.2.2 "Board" means the Board of Directors, formally constituted in accordance with this constitution and consisting of the Chairman, the independent non-executive directors appointed by the council and the executive directors;

1.2.3 "budget" means a resource, expressed in financial terms, approved by the Board for the purpose of carrying out, for a specific period, any or all of the functions of the Trust;

1.2.4 "Chairman" is the person appointed by the council to lead the board, and to ensure that it discharges its overall responsibility for the Trust as a whole;

1.2.5 Chief Executive means the chief officer of the Trust.

1.2.6 "clear days" excludes the date of posting and the date of the meeting itself.

1.2.7 "Commissioning" means the process for determining the need for and obtaining the supply of healthcare and related services by the trust within available resources;

1.2.8 "committee" means a committee appointed by the Board;

1.2.9 "Committee Members" means persons formally appointed by the Board to sit on or to chair specific committees;

1.2.10 "Contracting and Procuring" means the systems for obtaining the supply of goods, materials, manufactured items, services, building and engineering services, works of construction and maintenance and for disposal of surplus and obsolete assets;

1.2.11 “council” means the Members’ Council, formally constituted in accordance with the constitution and presided over by the Chairman;

1.2.12 “Deputy Chairman” is the independent non-executive director appointed by the Members’ Council to take on the Chairman’s duties if the Chairman is absent from the meeting or is otherwise unavailable;

1.2.13 “director of finance” means the chief financial officer of the trust;

1.2.14 “executive director” means a member of the board who is an officer of the Trust;

1.2.15 “independent non-executive director” means a non-executive director of the Trust who satisfies the independence criteria as set out at paragraph A.3.1 of the NHS Foundation Trust Code of Governance;

1.2.16 “member” in the context of this document, means the executive or independent non-executive members of the board;

1.2.17 “Membership, Procedure & Administration Arrangements Regulations” means NHS Membership & Procedure Regulations (SI 1990/2024) and subsequent amendments;

1.2.18 “nominated officer” means an officer charged with the responsibility for discharging specific tasks within SOs and SFIs;

1.2.19 “officer” means employee of the Trust or any other person holding a paid appointment or office with the trust;

1.2.20 ”regulator” means a non-departmental public body established under section 2 of the Health & Social Care (Community Health & Standards) Act 2003 and within the meaning of section 31 of the National Health Service Act 2006. It is responsible for authorising and regulating NHS foundation trusts under the NHS Act 2006;

1.2.21 ”senior independent director” means the senior independent non-executive director, appointed by the Chairman after consultation with the council.

1.2.22 “SFIs” means the Trust’s standing financial instructions from time to time;

1.2.23 “SOs” or “Standing Order” means these standing orders set out in this Annex 9;

1.2.24 “Trust” means Great Ormond Street Hospital NHS Foundation Trust;

1.2.25 “Trust Secretary” means the secretary of the trust or any other person appointed to perform the duties of the secretary, including a joint, assistant or deputy secretary;

2 Statutory Framework

2.1 The principal place of business of the Trust is Great Ormond Street Hospital, Great Ormond Street, London WC1N 3JH.

2.2 NHS foundation trusts are governed by a regulatory framework which establishes the functions of each foundation trust and comprises: Acts of Parliament and in particular the Health and Social Care (Community Health and Standards) Act 2003 (as amended by the National Health Service Act 2006) and/or replaced by the National Health Service Act 2006; their constitutions and the terms of their authorisation granted by the regulator.

2.3 As a statutory body the board has specified powers to contract in the name of the Trust.

2.4 The regulatory framework requires the Trust to adopt SOs for the regulation of its proceedings and business. The Trust must also adopt SFIs as an integral part of the SOs setting out the responsibilities of individuals, additional responsibilities and additional detailed provisions.

3 Reservation of powers

3.1 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 a separate document entitled the ”Schedule of Reservation and Delegation of Powers” and shall have effect as if incorporated into these standing orders. This document also details those powers which it has delegated to officers and other bodies.

4 The Board – composition

4.1 In accordance with the constitution, the composition of the Board shall comprise both executive and independent non-executive directors. The board is to comprise:

4.1.1 a non-executive Chairman;
4.1.2 not more than 5 independent non-executive directors;
4.1.3 not more than 5 executive directors; and
4.1.4 at least half the board (excluding the Chairman) will comprise independent non-executive directors.

Of the executive directors

4.1.5 one of the executive directors shall be the Chief Executive;
4.1.6 the Chief Executive shall be the accounting officer;
4.1.7 one of the executive directors shall be the chief finance officer;
4.1.8 one of the executive directors is to be a senior registered medical practitioner or dentist; and
4.1.9 one of the executive directors is to be a senior registered nurse.

Appointments to the Board of Directors

5 Appointment or removal of the Chairman and Non- Executive Directors

5.1 The councillors at a general meeting of the Members’ Council shall, subject to the other provisions of the Trust’s constitution, appoint or remove the Chairman of the Trust and the other non-executive directors, as outlined under Annex 7 of the Constitution. Any re-appointment of a non-executive director by the Members’ Council shall be subject to a satisfactory appraisal

carried out in accordance with any procedures the Board of Directors may approve from time to time.

6 Appointment and removal of the Chief Executive and other Executive Directors

6.1 The Chief Executive is appointed or removed by the non-executive directors, having followed the process specified in the constitution. The appointment of the Chief Executive shall require the approval of the Members' Council.

6.2 A committee consisting of the Chairman, the Chief Executive and the other non-executive directors shall appoint or remove the other executive directors.

7 Terms of office

7.1 The Chairman and the independent non-executive directors will:

7.1.1 serve terms of office of no longer than 3 years;
7.1.2 be eligible for re-appointment at the end of the 3 years;
7.1.3 not hold office for longer than 6 consecutive years; and
7.1.4 not be eligible for re-election (after 6 years) until there has been a minimum break of one year.

7.2 The Chief Executive and executive directors will normally hold non-time limited contracts of employment.

8 Appointment and Powers of Deputy Chairman

8.1 The councillors at a general meeting of the Members' Council shall appoint one of the non-executive directors to be Deputy Chairman of the Board of Directors. If the Chairman is unable to discharge his/her office as Chairman of the Trust for whatever reason, the Deputy Chairman of the Board of Directors shall be acting Chairman of the Trust.

8.2 Any Board member so appointed may at any time resign from the office of Deputy Chairman by giving notice in writing to the Chairman. The Members' Council may thereupon appoint another member as Deputy Chairman in accordance with the constitution.

9 Senior Independent Director

9.1 The Board of Directors shall appoint one of the independent non-executive directors as the "Senior Independent Director" in consultation with the Members' Council. The Chairman shall normally, but not necessarily, appoint the Deputy Chairman to this position.

9.2 The senior independent director will be available to members and councillors if they have concerns that the Chairman, Chief Executive and Chief Finance Officer are unable to resolve. Recourse to the senior independent director shall not replace the right to instigate the dispute resolution procedure set out in Annex 11 of the constitution.

10 Meetings of the Board of Directors

10.1 The Board may resolve to exclude members of the public or staff from any meeting or part of meeting on the grounds that:

10.1.1 publicity would be prejudicial to the public interest by reason of the confidential nature of the business to be transacted following an appropriate resolution by the Board; or

10.1.2 there are special reasons stated in the resolution and arising from the nature of the business of the proceedings.

10.2 The Chairman may exclude any member of the public or staff from a meeting of the Board if that person is interfering with or preventing the proper conduct of the meeting.

10.3 Nothing in the SOs shall require the Board to allow members of the public, staff or representatives of the press to record proceedings in any manner whatsoever, other than in writing, or to make any oral report of proceedings as they take place, without the prior agreement of the Board.

10.4 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 Board's meetings and may change, alter or vary these terms and conditions as it sees fit.

11 Calling and Notice of Meetings

11.1 Save in the case of emergencies or the need to conduct urgent business, the Trust Secretary shall give at least fourteen [14] clear days' written notice of the date and place of every meeting of the Board of Directors to all directors. Notice will be given by post or by email and also be published on the Trust's website.

11.2 Meetings of the Board of Directors may be called by the Trust Secretary, the Chairman, or by four Directors who give written notice to the Trust Secretary specifying the business to be carried out. The Trust Secretary shall send a written notice to all directors as soon as possible after receipt of such a request and shall call a meeting on at least fourteen [14] clear days' but not more than twenty eight [28] days' notice.

11.3 Lack of service of such a notice on any member shall not affect the validity of a meeting.

12 Agenda and supporting papers

12.1 A Board member desiring other matters to be included on an agenda shall make his or her request known to the chair, in writing at least seven [7] clear days before the meeting. The Board member should indicate whether the item of business is to be transacted in the presence of the public and should provide the appropriate paper, document or supporting information. Where a request for an item of business to be included on an agenda is made less than seven [7] clear days but more than three [3] clear days before a meeting such item of business may, at the discretion of the Chairman, be included and

shall be tabled as an agenda item at the commencement of the relevant meeting.

13 Petitions

13.1 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.

14 Chairman of the Meeting

14.1 At any meeting of the Board, the Chairman, if present, shall preside. If the Chairman is absent from the meeting the Deputy Chairman, if there is one and he/she is present, shall preside. If the Chairman and Deputy Chairman are absent then the non-executive directors present shall choose which non-executive director present shall preside.

14.2 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 absent, or are disqualified from participating, then the remaining non-executive directors present shall choose which non-executive director present shall preside.

15 Notices of motion

15.1 A member of the board desiring to move or amend a motion shall send a written notice thereof at least seven [7]-clear days before the meeting to the Chairman. The Chairman shall insert in the agenda for the meeting all notices so received. This SO 15.1 shall not prevent any motion being moved during the meeting, without notice, on any business mentioned on the agenda.

16 Withdrawal of motion or amendments

16.1 A motion or amendment once moved and seconded may be withdrawn by the proposer, with the concurrence of the seconder and the consent of the Chairman.

17 Motion to rescind a resolution

17.1 Notice of a motion to amend or rescind any resolution, or the general substance of any resolution passed within the preceding 6 calendar months, shall bear the signature of the Board member who gives it and also the signature of 4 other Board members. When any such motion has been disposed of by the Board, it shall not be for any member other than the Chairman to propose a motion to the same effect within 6 months. The Chairman may do so, however, if he or she considers it appropriate.

18 Motions

18.1 The mover of a motion shall have a right of reply at the close of any discussion on the motion or any amendment thereto.

18.2 When a motion is under discussion, or immediately prior to discussion, it shall be open to a member to move:

18.2.1 an amendment to the motion;

18.2.2 the adjournment of the discussion or the meeting;

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

18.2.4 that the meeting proceed to the next business;

18.2.5 that the motion be now put;

18.2.6 a motion resolving to exclude the public, including the press.

18.3 Such a motion, if seconded, shall be disposed of before the motion which was originally under discussion or about to be discussed. No amendment to the original motion shall be admitted if, in the opinion of the Chairman of the meeting, the amendment negates the substance of the original motion. In the case of motions under SO 18.2.4 and SO 18.2.5, to ensure objectivity motions may only be put by a director who has not previously taken part in the debate on the original motion.

19 Chairman's ruling

19.1 The decision of the Chairman of the meeting on questions of order, relevancy and regularity (including procedure on handling motions) and his interpretation of the SOs and SFIs, at the meeting, shall be final and observed at the meeting.

20 Voting

20.1 Questions arising at a meeting of the Board shall be decided by a majority of votes.

20.2 In the case of an equality of votes the person presiding at or chairing the meeting shall have a second and casting vote.

20.3 No resolution of the Board shall be passed if it is opposed by all of the independent non-executive directors present or by all of the executive directors present.

20.4 At the discretion of the Chairman, all questions put to the vote shall be determined 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.

20.5 If a member so requests, his vote shall be recorded by name.

20.6 Subject to SO 20.7 below, in no circumstances may an absent member vote by proxy. Absence is defined as being absent at the time of the vote.

20.7 An officer, who has been appointed formally by the Board to act up for an executive director of the board during his or her absence, or to cover a vacant executive director post, shall be entitled to exercise the voting rights of the executive director.

20.8 An officer attending the Board to represent an executive director without formal acting up status may not exercise the voting rights of the executive

director. An officer's status when attending a meeting shall be recorded in the minutes.

21 Minutes

21.1 The minutes of the proceedings of a meeting shall be drawn up and submitted for agreement at the next ensuing meeting where the person presiding at it shall sign them. The signed minutes will be conclusive evidence of the events of that meeting.

21.2 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.

21.3 Minutes shall be circulated in accordance with Board members' wishes. The minutes of the meeting shall be made available to the public except for minutes relating to business conducted when members of the public are excluded under the terms of Board of Directors' Standing Order 10.1.

22 Record of Attendance

22.1 The names of the Chairman and directors/members present at the meeting shall be recorded.

23 Quorum

23.1 No business shall be transacted at a meeting unless at least five directors are present including not less than two independent non-executive directors, one of whom must be the Chairman of the Trust or the Deputy Chairman of the Board; and not less than two executive directors, one of whom must be the Chief Executive or another executive director nominated by the Chief Executive.

23.2 An officer in attendance for an executive director but without formal acting up status may not count towards the quorum.

23.3 If the Chairman or Board member 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 Board of Directors Standing Orders 31 and 32), 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.

23.4 The Board may agree that its members can participate in its meeting by telephone, video or computer link. Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting.

24 Joint members

24.1 Where more than one person is appointed jointly as a member of the Board, those persons shall count as one person.

24.2 Where the office of a member of the Board is shared jointly by more than one person:

24.2.1 either or both those persons may attend or take part in meetings of the Board;
24.2.2 if both are present at a meeting they should cast one vote if they agree;
24.2.3 in the case of disagreements no vote should be cast.

24.2.4 The presence of either or both those persons should count as the presence of one person for the purpose of Board of Directors Standing Order 23.

25 Urgent decisions

25.1 Where a matter requiring decision arises for which, under normal circumstances, the approval of the Board would be appropriate but which could not be obtained in the timescale within which action is required, either the Chairman or the Chief Executive is authorised to act (the latter with the prior consent of the Chairman or, in the absence of the Chairman, the Deputy Chairman). When action is taken under this authority, the Chairman or Chief Executive shall seek endorsement of the Board at its next formal meeting.

26 Delegation to committees

26.1 The Board of Directors may delegate any of its powers to a committee, sub-committee, or to a director or officer of the Trust, in each case subject to such restrictions and conditions as the Board of Directors thinks fit from time to time.

26.2 The Board of Directors shall have various committees that will advise it, including an audit committee, a Board of Director's nominations committee (appointment of executive directors and recommending appointment of non-executive directors to the next general meeting of the Members' Council) and a Board of Directors remuneration committee.

26.3 Each such committee, and any sub-committee, shall have such terms of reference and powers as the Board of Directors shall determine from time to time. Such terms of reference shall have effect as if incorporated into these Standing Orders.

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

26.5 The Board shall have the power to approve appointments and dismiss the members of any committee or subcommittee that is established under the power afforded to the Board under SO 26, as applicable.

27 Committees established by the Board

27.1 The committees to be established by the Board shall include the following:

27.1.1 **Audit Committee**

An audit committee will be established and constituted to provide the Board with an independent and objective review on its financial systems, financial information and compliance with relevant laws and guidance. Its Terms of Reference will be approved by the Board and reviewed on a periodic basis.

The NHS Foundation Trust Code of Governance recommends a minimum of three independent non-executive directors be appointed, of which one must have significant, recent and relevant financial experience.

The duties and decisions to be taken by the committee are contained in the relevant part of the schedule of reservation and delegation of powers.

27.1.2 **Remuneration Committee**

A remuneration committee will be established and constituted. The duties and decisions to be taken by the committee are contained in the relevant part of the schedule of reservation and delegation of powers.

The NHS Foundation Trust Code of Governance recommends the committee be comprised exclusively of non-executive directors, and should include at least three independent non-executive directors.

27.1.3 **Clinical Governance Committee**

A clinical governance committee will be established and constituted to provide assurance to the Board along with the audit committee, that the Trust is properly governed and well-managed across the full range of clinical activities undertaken by the trust.

The duties and decisions to be taken by the committee are contained in the relevant part of the schedule of reservation and delegation of powers. A Clinical Governance Committee will be established to advise the Trust Board on the quality and safety of services for patients and staff.

28 Delegation to officers

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

28.2 The Chief Executive shall prepare a scheme of delegation identifying his or her proposals, which shall be considered and approved by the Board, subject to any amendment agreed during the discussion. The Chief Executive may periodically propose amendments to the scheme of delegation that shall also be considered and approved by the Board, as it see fit.

28.3 Nothing in the scheme of delegation shall impair the discharge of the direct accountability to the Board of the director responsible for finance to provide information and advise the Board in accordance with statutory or regulatory requirements. Outside these statutory or regulatory requirements, the role of

the director responsible for finance shall be accountable to the Chief Executive for operational matters.

29 Confidentiality

29.1 A member of a committee shall not disclose a matter dealt with by or brought before the committee without its permission until the committee has reported back to the Board or shall otherwise have concluded the matter.

29.2 A director of the Trust or a member of a committee shall not disclose any matter reported to the Board or otherwise dealt with by the committee notwithstanding that the matter has been reported or action has been concluded if the Board or committee shall resolve that it is confidential.

30 Additional Provisions

30.1 The Board may establish additional protocols and procedures for the operation of the Board of Directors, and the economic, effective and efficient operation and good governance of the Trust generally from time to time as appropriate.

31 Disclosure of interests

31.1 Directors shall declare any pecuniary, personal or family interest, whether that interest is direct or indirect, in any proposed contract or other matter that is under consideration or is to be considered by the Board. A family interest will include those of a director's spouse or partner. Any directors appointed subsequently shall declare such interests on appointment.

31.2 Such interests include (without limitation):

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

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

31.2.3 majority or controlling shareholdings in organisations likely or possibly seeking to do business with the NHS;

31.2.4 a position of Trust or fiduciary duty in a charity or voluntary organisation in the field of health and social care;

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

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

31.2.7 any other commercial interest in the decision before the meeting;

31.2.8 to the extent not covered above, any connection with an organisation, entity or company considering entering into or

having entered into a financial arrangement with the Trust, including but not limited to lenders or banks; or

31.2.9 membership of clubs, societies or organisations whose purpose may include furthering the business or personal interests of their members by undeclared or informal means. Such organisations include Masonic lodges and religious societies whose membership consists of professional and business people.

31.3 Any member of the Board 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 these Standing Orders) has any pecuniary interest, direct or indirect, shall declare his/her interest by giving notice in writing of such fact to the Trust as soon as practicable.

32 Declaring interests

32.1 At the time directors' interests are declared, they should be recorded in the Board' minutes and entered on a register of interests of directors to be maintained by the Trust Secretary, which will be made available for inspection by members of the public. Any changes in interests should be declared at the next Board of Directors' meeting following the change occurring.

32.2 During the course of a Board of Directors' meeting, if a conflict of interest is established, the director concerned shall disclose the fact, and withdraw from the meeting and play no part in the relevant discussion or decision.

32.3 If a director has any doubt about the relevance of an interest, he should discuss it with the Chairman or Trust Secretary who shall advise him on whether or not to disclose the interest.

32.4 This Standing Order applies to a committee or sub-committee and to a joint committee or sub-committee as it applies to the Board and applies to a member of any such committee or sub-committee (whether or not he/she is also a member of the Trust) as it applies to a member of the Trust.

33 Canvassing of and Recommendations by Members in Relation to Appointments

33.1 Canvassing of members of the Trust or of any committee of the Trust directly or indirectly for any appointment with the Trust shall disqualify the candidate for such appointment. The contents of this paragraph shall be included in application forms or otherwise brought to the attention of candidates.

33.2 A member of the Board shall not solicit for any person any appointment under the Trust or recommend any person for such appointment; but this paragraph shall not preclude a member from giving written testimonial of a candidate's ability, experience or character for submission to the Trust.

33.3 Informal discussions outside appointment panels or committees, whether solicited or unsolicited, should be declared to the panel or committee.

34 Relatives of Members of the Board or Officers of the Trust

34.1 The Chairman and every member and officer of the Trust shall disclose to the Board any relationship between himself and a candidate of whose candidature that member or officer is aware. It shall be the duty of the Chief Executive to report to the Board any such disclosure made.

34.2 On appointment, members (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 member or holder of any office of the Trust.

34.3 Where the relationship to a member of the Trust is disclosed, the provisions of Standing Orders 31 and 32 may apply.

35 Standards of business conduct

35.1 Directors of the Trust shall comply with standing financial instructions prepared by the director of finance and approved by the Board for the guidance of all staff employed by the Trust.

35.2 Directors of the Trust must behave in accordance with the NHS Foundation Trust Code of Governance or its equivalent(s) from time to time.

35.3 Each director will uphold the seven principles of public life as detailed by the Nolan Committee.

36 Gifts and Hospitality

36.1 Casual gifts offered by contractors, potential suppliers and others must be declined, although articles valued at less than £25 may be accepted. Modest hospitality, which is deemed reasonable in the circumstances, e.g. working lunches, is also acceptable.

36.2 All offers of gifts or hospitality, which create a sense of obligation, should be declined.

36.3 Any gifts or hospitality received or offer of gifts or hospitality should be declared on the relevant form and submitted to the Trust Secretary, who will retain them in the register of gifts and hospitality.

37 Custody of Seal

37.1 The common seal of the Trust shall be the responsibility of the Trust Secretary and kept in a secure place.

38 Sealing of Documents

38.1 Where it is necessary that a document shall be sealed, the seal shall be affixed in the presence of two executive directors duly authorised by the Chief Executive, and shall be attested by them.

38.2 Before any building, engineering, property or capital document is sealed it must be approved and signed by the director of finance, or an officer nominated by him or her and authorised and countersigned by the chief executive, or an officer nominated by him or her who shall not be within the originating directorate.

38.3 All deeds entered into by the Trust and all documents conveying an interest in land must be executed by the application of the Trust's seal.

39 Register of Sealing

39.1 An entry of every sealing shall be made and numbered consecutively in a book provided for that purpose, and shall be signed by the persons who shall have approved and authorized the document and those who attested the seal. A report of all sealing shall be made to the Board at least quarterly. The report shall contain details of the seal number, the description of the document and the date of sealing.

40 Signature of documents

40.1 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 nominated executive director or the Board shall have delegated the necessary authority to some other person for the purpose of such proceedings.

40.2 In land transactions, the signing of certain supporting documents will be delegated to managers 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).

40.3 The Chief Executive or nominated officers shall be authorized, by resolution of the Board, to sign on behalf of the Trust any agreement or other document (not required to be executed as a Deed) the subject matter of which has been approved by the Board or committee or sub-committee to which the Board has delegated appropriate authority

41 Schedule of Matters Reserved to the Trust and Scheme of Delegation of powers

41.1 The arrangements made by the Board as set out in the "Schedule of Matters Reserved to the Board" and "Scheme of Delegation" of powers shall have effect (as adopted from time to time) as if incorporated in these Standing Orders.

42 Suspension of Standing Orders

42.1 Except where this would contravene any statutory provision or any direction made by the regulator or any term or condition set out in the Trust's constitution, any one or more of the Standing Orders may be suspended at any meeting, provided that at least two-thirds of the whole number of the members of the Board are present (including at least one executive director and one non-executive director) and that a majority of those members present vote in favour of the suspension.

42.2 The reason for the suspension shall be recorded in the Board minutes.

42.3 A separate record of matters discussed during the suspension of Standing Orders shall be made and shall be available to the Chairman and members of the Trust.

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

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

43 Variation and amendment of standing orders by the Board

43.1 These Standing Orders shall be amended only if:

43.2 a notice of motion under SO 15 has been given; and

43.3 at least two-thirds of the board members are present; and

43.4 no fewer than half the total of the Trust's independent non-executive directors vote in favour of amendment; and

43.5 the variation proposed does not contravene a statutory provision, a direction made by the regulator, or any term or condition set out in the constitution

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

44.1 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 members of the Trust Board and staff have a duty to disclose any non-compliance with these Standing Orders to the Chief Executive or Trust Secretary as soon as possible.

45 Review of Standing Orders

45.1 These Standing Orders shall be reviewed periodically by the Board. The requirement for review extends to all documents having the effect as if incorporated in Standing Orders.

ANNEX 10 – FURTHER PROVISIONS - MEMBERS

1 Restriction on membership

1.1 In addition to paragraphs 10.1 – 10.3 of the constitution, the following will apply:

1.1.1 a person who is subject to a sex offenders order or appears on the Protection of Children Act List (POCAL) shall not be eligible to become or continue as a member;

1.1.2 an individual who exhibits inappropriate conduct (as agreed by a majority of the councillors present and voting at a meeting of the Members' Council), including those who have been identified as the perpetrators of a serious incident involving violence, assault or harassment against Trust staff, may not become or continue as a member of the Trust;

1.1.3 a person who is a deemed a vexatious or persistent complainant or litigant against the Trust without reasonable cause, as determined by the Board of Directors for initial members, and thereafter by the Members' Council, shall not be eligible to become or continue as a member.

1.1.4 The Trust is not entitled to co-opt Members or appoint 'associates' or other types of Members other than as set out in this Constitution.

2 Termination of Membership

2.1 A member shall cease to be a member if:

2.1.1 he resigns by notice in writing to the Trust Secretary or Chairman;

2.1.2 he is expelled from membership under this constitution;

2.1.3 he ceases to be entitled under this constitution to be a member of the public constituency, patient and carer constituency or of any of the classes of the staff constituency;

2.1.4 if it appears to the Trust Secretary that he no longer wishes to be a member of the Trust, and after enquiries made in accordance with a process approved by the Members' Council, he fails to demonstrate that he wishes to continue to be a member of the Trust;

2.1.5 he dies.

3 Removal from the Membership Register

3.1 A member may be expelled by a resolution approved by not less than two thirds of the councillors present and voting at a general meeting of the Members' Council. The following procedure is to be adopted.

3.1.1 any member may complain to the Trust Secretary that another member has acted in a way detrimental to the interests of the Trusts;

3.1.2 if a complaint is made, the Members' Council may itself consider the complaint having taken such steps as it considers appropriate to ensure that each member's point of view is heard and may either:

3.1.2.1 dismiss the complaint and take no further action;

3.1.2.2 for a period not exceeding twelve months, suspend the rights of the member complained of to attend members' meetings and vote under this constitution; or

3.1.2.3 arrange for a resolution to expel the member complained of to be considered at the next General Meeting of the Members' Council.

3.1.3 If a resolution to expel a member is to be considered at a General Meeting of the Members' Council, details of the complaint must be sent to the member complained of not less than one calendar month before the meeting with an invitation to answer the complaint and attend the meeting.

3.1.4 At the meeting, the Members' Council will consider evidence in support of the complaint and such evidence as the member complained of may wish to place before them.

3.1.5 If the member complained of fails to attend the meeting without due cause, the meeting may proceed in his absence.

3.2 A person expelled from membership will cease to be a member upon the declaration by the Chairman of the meeting that the resolution to expel him is carried.

3.3 No person who has been expelled from membership is to be re-admitted except by a resolution carried by the vote of two-thirds of the Members' Council present and voting at a general meeting.

4 Members' meeting

4.1 The Trust is to hold a members' meeting within nine months of the end of each financial year.

4.2 All members meetings other than annual meetings outlined in 4.1 are called special members' meetings.

4.3 Members meetings are open to all members of the Trust, councillors and directors, and representatives of the auditor, and to members of the public unless the Members' Council decides otherwise

4.4 The Members' Council may invite representatives of the media and any experts or advisors whose attendance they consider to be in the best interests of the Trust to attend a members' meeting.

4.5 All members' meetings are to be convened by the Trust Secretary by order of the Members' Council.

4.6 The Members' Council may:

4.6.1 arrange for a members' meeting to be held in different venues each year;

4.6.2 make provisions for a members' meeting to be held at different venues simultaneously or at different times. In making such provision the Members' Council shall also fix an appropriate quorum for each venue, provided that the aggregate of the quorum requirements shall not be less than the quorum set out below.

4.7 At the members' meeting:

4.7.1 the Board of Directors shall present to the members:

4.7.1.1 the annual accounts;

4.7.1.2 any report of the auditor;

4.7.1.3 forward planning information for the next financial year;

4.7.2 the Members' Council shall present a report on:

4.7.2.1 steps taken to secure that (taken as a whole) the actual membership of the public constituency and of the classes of the staff constituency is representative of those eligible for such membership;

4.7.2.2 the progress of the membership strategy; and

4.7.2.3 any proposed changes to the policy for the composition of the Members' Council and of the non-executive directors;

4.7.3 the results of the election and appointment of councillors and the appointment of non-executive directors will be announced.

4.8 Notice of a members' meeting is to be given:

4.8.1 by notice to all members;

4.8.2 by notice prominently displayed at the head office and at all of the Trust's places of business; and

4.8.3 by notice on the Trust's website

at least 14 clear days before the date of the meeting. The notice must:

4.8.4 be given to the Members' Council and the Board of Directors, and to the auditor;

4.8.5 state whether the meeting is an annual meeting or special members' meeting;

4.8.6 give the time, date and place of the meeting; and

4.8.7 indicate the business to be dealt with at the meeting.

4.9 The Trust may make arrangements for members to vote by post, or by using electronic communications.

4.10 It is the responsibility of the Members' Council, the chairman of the meeting and the Trust Secretary to ensure that at any members' meeting:

4.10.1 the issues to be decided are clearly explained;

4.10.2 sufficient information is provided to members to enable rational discussion to take place.

4.11 The Chairman of the Trust, or in his absence the Deputy Chairman, shall act as chairman at all members' meetings of the Trust. If neither the Chairman nor the Deputy Chairman of the Board of Directors is present, the members of the Members' Council present shall elect one of their number to be chairman and if there is only one councillor present and willing to act he shall be chair.

4.12 If no quorum is present within half an hour of the time fixed for the start of the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Members' Council may determine. If a quorum is not present within half an hour of the time fixed for the start of the adjourned meeting, the number of members present during the meeting is to be a quorum.

4.13 A resolution put to the vote at a members' meeting shall be decided upon by a poll.

4.14 Every member present and every member who has voted by post or using electronic communications is to have one vote. In the case of an equality of votes the chairman of the meeting is to have a second and casting vote.

4.15 The result of any vote will be declared by the Chairman and entered in the minute book. The minute book will be conclusive evidence of the result of the vote.

ANNEX 11 – FURTHER PROVISIONS

1 Dispute resolution procedures

1.1 Every unresolved dispute which arises out of this constitution between the Trust and:

1.1.1 a member; or

1.1.2 any person aggrieved who has ceased to be a member within the six months prior to the date of the dispute; or

1.1.3 any person bringing a claim under this constitution; or

1.1.4 an office-holder of the Trust,

1.1.5 is to be submitted to an arbitrator agreed by the parties or, in the absence of agreement, to be nominated by the Strategic Health Authority. The arbitrator's decision will be binding and conclusive on all parties.

1.2 Any person bringing a dispute must, if required to do so, deposit with the Trust a reasonable sum (not exceeding £250) to be determined by the Members' Council and approved by the Trust Secretary. The arbitrator will decide how the costs of the arbitration will be paid and what should be done with the deposit.

2 Further provisions as to auditor

2.1 A person may only be appointed as the auditor if he (or, in 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.

2.2 An officer of the Audit Commission may be appointed as auditor with the agreement of the Audit Commission. Where an officer of the Audit Commission is appointed as auditor, the Audit Commission may charge the Trust such fees for their services as will cover the full cost of providing them.

2.3 The auditor is to carry out his or their duties in accordance with Schedule 10 to the 2003 Act and in accordance with any directions given by the regulator as to standards, procedures and techniques to be adopted.

3 Further provisions as to accounts

3.1 The following documents will be made available to the Comptroller and Auditor General for examination at his or her request:

3.1.1 the accounts;

3.1.2 any records relating to them; and

3.1.3 any report of the auditor on them.

3.2 In preparing its annual accounts, the accounting officer shall cause the Trust to comply with any directions given by the regulator with the approval of HM Treasury as to:

3.2.1 the methods and principles according to which the accounts are to be prepared;

3.2.2 the information to be given in the accounts,

and shall be responsible for the functions of the Trust as set out in paragraph 25 of Schedule 7 to the 2006 Act.

3.3 The accounting officer shall cause the Trust to:

3.3.1 lay a copy of the annual accounts, and any report of the auditor on them, before Parliament; and

3.3.2 once it has done so, send copies of those documents to the regulator.

4 Further provisions as to annual reports

4.1 The annual reports are to give:

4.1.1 information on any steps taken by the Trust to secure that (taken as a whole) the actual membership of the public constituency and of the classes of the staff constituency is representative of those eligible for such membership; and

4.1.2 any other information which the regulator requires.

4.2 The Trust is to comply with any decision which the regulator makes as to:

4.2.1 the form of the reports;

4.2.2 when the reports are to be sent to it;

4.2.3 the periods to which the reports are to relate.