

**GREAT ORMOND STREET HOSPITAL FOR CHILDREN NHS FOUNDATION TRUST**  
**MEETING OF THE COUNCIL OF GOVERNORS**  
**Tuesday 24 July 2018**  
**3:00pm – 5:30pm**  
**Charles West Room, Paul O’Gorman Building**

NO.	ITEM	ATTACHMENT	PRESENTER	TIME
1.	Welcome and introductions		Michael Rake, Chairman	3:00pm
2.	Apologies for absence		Michael Rake, Chairman	
3.	Declarations of interest		Michael Rake, Chairman	
4.	Minutes of the meeting held on 25 April 2018	A	Michael Rake, Chairman	
5.	Matters Arising and action log	B	Anna Ferrant, Company Secretary	
6.	Chief Executive Report including: <ul style="list-style-type: none"> <li>Performance dashboard June 2018</li> <li>Integrated Quality Report (highlights)</li> <li>Update from the Patient and Family Experience and Engagement Committee (PFEEC) including Q1 2018/19 PALS Report</li> <li>Finance report (highlights)</li> </ul>	C	Peter Steer, Chief Executive / Helen Jameson, Chief Finance Officer	3:10pm
7.	Reports from Board Assurance Committees <ul style="list-style-type: none"> <li>Quality and Safety Assurance Committee (May and July 2018)</li> <li>Finance and Investment Committee (March, May and July 2018)</li> </ul>	D	Amanda Ellingworth, Chairman of the QSAC	3:30pm
		E	James Hatchley, Chairman of the F&I Committee	
8.	Update from the Young People’s Forum (YPF)	F	Emma James, Patient Involvement and Experience / Faiza Yasin, Chair of the YPF	3:50pm
<b>GOVERNANCE</b>				
9.	Revised Draft Constitution including: <ul style="list-style-type: none"> <li>Updated Code of Conduct</li> <li>Council Meeting Standard Operating Procedure on Electronic Communications</li> <li>Lead Governor and Deputy Lead Governor Role Description</li> </ul>	G	Anna Ferrant, Company Secretary	4:00pm
10.	Phasing governor elections and constituency boundary changes – a discussion paper	L	Anna Ferrant, Company Secretary	4:40pm

11.	<b>Appointment of a Non-Executive Director on the GOSH Board</b>	<b>H</b>	Anna Ferrant, Company Secretary	4:50pm
12.	<b>Chairman and Non-Executive Director Appraisal process</b>	<b>I</b>	Anna Ferrant, Company Secretary	5:00pm
13.	<b>Process for appointment of external auditor</b>	<b>J</b>	Helen Jameson, Chief Finance Officer	5:10pm
14.	<b>Governance Update:</b> <ul style="list-style-type: none"> <li>• <b>Council of Governors' Development Programme</b></li> <li>• <b>Buddying Programme</b></li> <li>• <b>Membership Engagement Recruitment and Representation Committee Update and AGM/ AMM Plan</b></li> </ul>	<b>K</b>	Paul Balson, Deputy Company Secretary	5:20pm
	<b>PERFORMANCE and ASSURANCE</b>			
15.	<b>Any Other Business</b>	<b>Verbal</b>	Chairman	5:30pm

# ATTACHMENT A

**DRAFT MINUTES OF THE COUNCIL OF GOVERNORS MEETING**  
**25<sup>th</sup> April 2018**  
**Charles West Boardroom**

Sir Michael Rake	Chairman
Miss Faiza Yasin	Patient and Carer Councillor: Patients outside London
Miss Alice Rath	
Miss Zoe Bacon	
Miss Elena-May Reading	Patient and Carer Councillor: Patients from London
Mrs Stephanie Nash	Patient and Carer Councillors: Parents and Carers from London
Mrs Mariam Ali	
Mrs Lisa Allera	
Dr Claire Cooper-Jones	Patient and Carer Councillors: Parents and Carers from outside London
Mr Simon Hawtrey-Woore	
Mr Theo Kayode-Osiyemi	
Ms Fran Stewart	Public Councillors: North London and surrounding area
Mr Colin Sincok	Public Councillors: South London and surrounding area
Mr Julian Evans	
Dr Sarah Aylett	
Mr Nigel Mills	Public Governors: The rest of England and Wales
Mr Michael Glynn	
Mr Paul Gough	
Dr Quen Mok	
Professor Jugnoo Rahi	
Cllr Lazzaro Pietragnoli	Staff Councillors
	Appointed Councillor: UCL Institute of Child Health
	Appointed Councillor: London Borough of Camden

**In attendance:**

Mr James Hatchley	Non-Executive Director
Professor Stephen Smith	Non-Executive Director
Professor Rosalind Smyth	Non-Executive Director
Mr Akhter Mateen	Non-Executive Director
Lady Amanda Ellingworth	Non-Executive Director
Dr Peter Steer	Chief Executive
Ms Nicola Grinstead*	Deputy Chief Executive
Mr Matthew Shaw*	Medical Director
Dr Anna Ferrant	Company Secretary
Ms Victoria Goddard	Trust Board Administrator

*\*Denotes a person who was only present for part of the meeting*

*\*\*Denotes a person who was present by telephone*

<b>1</b>	<b>Apologies for absence</b>
1.1	Apologies for absence were received from Dr Emily Shaw, Patient and Carer Governor; Mr Simon Tan, Public Governor; Miss Teskeen Gilani, Public Governor; Ms Lucy Moore, Appointed Governor.
1.2	Sir Michael Rake, Chairman said that he had welcomed the discussion at the private meeting and said that these meetings would continue to take place.
1.3	Dr Anna Ferrant, Company Secretary said that since the election one Governor had stepped down due to a change in personal circumstances however it had been agreed that no action to replace them would yet be taken as work was taking place through the constitution working group to look at staggering terms of office for Governors.
<b>2</b>	<b>Declarations of Interest</b>
2.1	The Council note the register of Governors' interests.
<b>3</b>	<b>Minutes of the meeting held on 7 February 2018</b>
3.1	The Council of Governors <b>approved</b> the minutes of the previous meeting.
<b>4</b>	<b>Matters Arising and action log</b>
4.1	Dr Anna Ferrant, Company Secretary said that a number of actions would be covered as part of the Council's development programme of deep dives.
4.2	Minutes 83.2: Dr Ferrant said that following discussion with the Executive Team it was clear that although there were areas where weekend clinics were working well they were not required in terms of fulfilling the Trust's activity or access targets. She said that bed closures at GOSH were usually due to acuity of patients or staffing levels. It was noted that the Trust was working with DrDoctor on text messaging appointment reminders.
<b>5</b>	<b>The Council and Board working together</b>
5.1	Sir Michael Rake, Chairman stressed the importance of transparency between the Board and the Council. He said that as a result of the majority of Governors reaching the end of their term at the last election he felt it was important for there to be a continuation in knowledge from the Lead Governor and proposed that Ms Mariam Ali, former Deputy Lead Governor take on the role of Lead Governor for an initial period of a year. Sir Michael said that a Deputy Lead Governor was also required and suggested that the appointment was made once the Council had been working together for a period.
5.2	The Council <b>agreed</b> this proposal.
5.3	Discussion took place around the meeting timetable for the Council of Governors meeting. Ms Fran Stewart, Public Councillor emphasised the importance of Governors receiving up-to-date information in light of the fact that the Governor meetings were scheduled to be held before the Trust Board meeting. Dr Anna Ferrant, Company Secretary said that the papers for the public Trust Board would continue to be published the week before meetings and therefore would be

5.4	<p>available for Council of Governor meetings. She said that work was taking place to move away from duplicating information that was received by the Council.</p> <p>Sir Michael said that it was important to respect Governors' time and ensure that the key up-to-date information was provided, with appendices for those who were interested in reading more. He said that if significant agreements were made at the Board there would be timely communication to the Governors in advance of the next Council meeting. Sir Michael suggested that this was reviewed in a year's time and the Council agreed.</p>
<b>6</b>	<b>Update on the work of the Constitution Working Group</b>
6.1	Ms Nicola Grinstead, Deputy Chief Executive and Chair of the Constitution Working Group said that the group had been established on a task and finish basis to refresh the constitution. Former Governors, Board members and legal representation sat on the group and work was taking place in a timeframe to enable decisions to be approved at the AGM in October 2018.
6.2	<b>Action:</b> It was noted that three Governors were required to join the group and Ms Grinstead asked those who were interested to nominate themselves to the Company Secretary.
6.3	The Council <b>approved</b> the Terms of Reference.
6.4	<b>Action:</b> The Council discussed the draft Lead Governor Job description. Ms Fran Stewart, Public Governor highlighted that the job description had not yet been approved by the Constitution Working Group and it was agreed that the version provided would be used as a working version and Governors would provide any comments outside the meeting. The document would be presented for approval at the next meeting of the Constitution Working Group taking into account any comments made.
<b>7</b>	<b>Nominations for appointment</b>
7.1	<u>Council of Governors Nominations and Remuneration Committee</u>
7.2	Dr Ferrant said that this committee was a key function of the Council and was a majority Governor committee. An appointment of a Non-Executive Director was required and training would be provided to those Governors on the committee to conduct the appointment.
7.3	The Council <b>approved</b> the revised terms of reference for the committee.
7.4	<p>The Committee <b>endorsed</b> the appointment of the following individuals:</p> <ul style="list-style-type: none"> <li>• Mrs Lisa Allera, Patient and Carer Governor</li> <li>• Dr Quen Mok, Staff Governor</li> <li>• Professor Jugnoo Rahi, Appointed Governor</li> <li>• Dr Claire Cooper-Jones, Patient and Carer Governor</li> </ul>
7.5	<u>Membership Representation, Recruitment and Engagement Committee (MERRC)</u>
7.6	Dr Ferrant said that a statutory responsibility of the Council was to represent

7.7	<p>members and the committee also worked to recruit and retain engaged members. The Membership Strategy would be refreshed by the Committee.</p> <p>The following Governors nominated themselves to sit on the Committee:</p> <ul style="list-style-type: none"> <li>• Miss Elena-May Reading, Patient and Carer Governor</li> <li>• Dr Sarah Aylett, Staff Governor</li> <li>• Mr Nigel Mills, Staff Governor</li> <li>• Mr Simon Hawtrey-Woore, Public Governor</li> <li>• Miss Zoe Bacon, Patient and Carer Governor</li> <li>• Miss Faiza Yasin, Patient and Carer Governor</li> </ul>
<b>8</b>	<b>Process for the appointment of a Non-Executive Director</b>
8.1	<p>Sir Michael Rake, Chairman said that Professor Stephen Smith, Non-Executive Director was leaving the Trust as he had been successfully appointed as Chairman of another NHS Trust. Dr Anna Ferrant, Company Secretary said that a self-assessment of the Board's knowledge and experience had been undertaken and said that following discussion at a previous Council meeting, discussions had taken place about the need for a Non-Executive Director with a legal background and experience on the Board. Dr Peter Steer, Chief Executive said that the Trust was moving into increasingly complex property and commercialisation agenda along with the high profile case over the summer of 2017 and said it would be valuable to have a Board member with a legal thought process.</p>
8.2	<p>Ms Fran Stewart, Public Councillor highlighted that other than the addition of the request for legal experience and an amendment to the terms and conditions of service around GDPR the documents had been approved by the Council of Governors Nominations and Remuneration Committee at the time of the appointment of two Non-Executive Directors in 2017.</p>
8.3	<p>Miss Faiza Yasin, Patient and Carer Governor asked for assurance that Young People would continue to be involved in the appointment process and Dr Ferrant confirmed that they would.</p>
8.4	<p>The Council of Governors <b>approved</b> the process for appointment including the person specification, terms and conditions and draft timetable for the appointment.</p>
<b>9</b>	<b>Non-Executive Director Appraisal process</b>
9.1	<p>Sir Michael Rake, Chairman said that in line with standard practice, there was a requirement for the Chairman to appraise the Non-Executive Directors. He proposed that for 2018 informal discussions took place between himself and each Non-Executive Director about the role they were playing on the Board ensuring that a process was put in place by Spring 2019 to undertake a formal 360 degree appraisal with feedback provided through the Lead Governor.</p>
9.2	<p><b>Action:</b> Ms Fran Stewart, Public Councillor noted that there was a set of objectives which had been agreed as a framework against which appraisals were undertaken in 2017 and asked what framework would be used in 2018 in the absence of 360 degree appraisals. Sir Michael agreed that for 2018, feedback on Non-Executive Directors would be requested from Governors through the Lead Governor and Executive Directors would also give a view. It was agreed that this</p>

9.3	<p>should take place before the July 2018 Council of Governors meeting. It was also agreed that the Senior Independent Director would undertake an appraisal of the Chairman.</p> <p>The Council approved the process as outlined above, including the appraisal framework.</p>
<b>10</b>	<b>Chief Executive Report (Highlights and Performance) including integrated quality report and finance report</b>
10.1	<p>Dr Peter Steer, Chief Executive gave an update on the following matters:</p> <ul style="list-style-type: none"> <li>• GOSH cardiac surgeons had been recognised for excellent outcomes for the second consecutive three year cycle in the NICOR (National Institute for Cardiac Outcomes Research) report which had recently been published</li> <li>• The Trust had been invited to lead work which was taking place to try to reduce the fragmentation of paediatric services in North Thames which was positive</li> <li>• The contract with NHS England for 2018/19 had been agreed. Dr Steer congratulated Ms Helen Jameson, Chief Finance Officer on negotiating the contract and emphasised that although the contract offer was positive, it would still be extremely challenging.</li> <li>• The Trust continued to move ahead with the renovation of the Italian Hospital and the GOSH Children's Charity had already negotiated approximately £10million in donations for the project.</li> </ul>
<b>11</b>	<b>CQC report and actions in response to recommendations</b>
11.1	<p>Mr Matthew Shaw, Medical Director gave a presentation on the outcome of the CQC inspection which had taken place in February 2018. He reported that the inspection had focused on Outpatients and Surgery and the theme of 'well led' across the Trust. He said that outpatients had shown significant improvements since the previous inspection and had been rated 'good' and there had been differences in aspects of the way surgery had been judged overall and it had continued to be rated as 'requires improvement'.</p>
11.2	<p>The CQC had noted that many of GOSH's services were outstanding and highlighted the excellent multidisciplinary team working they had witnessed. They had reported that the Trust was outstanding in terms of the caring theme.</p>
11.3	<p>Mr Shaw said that under the theme of 'well led' which was inspected both within the two inspected services and for the hospital as a whole, the CQC had noted that staff were clear about the organisation's purpose and had been proud to work at GOSH, however it had been recognised that there had been a number of changes in the Executive Team and nursing colleagues had felt the impact of this.</p>
11.4	<p>Mr Shaw said that draft action plan was being developed and would be monitored by the Executive Team.</p>
11.5	<p>Mr Theo Kayode-Osiyemi, Public Governor highlighted that some questions which had been asked at the all staff forum to which Governors have been invited before the meeting were around recognition and appreciation. Dr Peter Steer, Chief Executive said that it was important that staff felt valued and rewarded. He said</p>



	that there was GOSH had a high quality occupational health service which was well used and work was taking place to develop managers, particularly in terms of emotional intelligence. Dr Steer said that the Freedom to Speak Up service had been recently highlighted to staff along with the ability to raise issues directly with the Senior Independent Director Mr James Hatchley. He added that the work taking place with the Cognitive Institute was primarily around patient safety however it acknowledged the importance of engaging with staff in order to successfully implement cultural change.
11.6	Mr Paul Gough, Staff Councillor said that a previous all staff talk had discussed the current NHS environment and suggested that GOSH could potentially use its high profile to bring about a change. Dr Steer said that it was important that GOSH used its position as a member of the Children's Alliance and the European Children's Hospital Organisation and Sir Michael Rake, Chairman said that he felt GOSH had a duty to engage in these discussions.
11.7	Mr Matthew Shaw, Medical Director said it was important to recognise the challenge for local hospitals brought by supporting very sick children. He said that it was vital to think about the role that GOSH could play in training and supporting local hospitals to begin to align their skills with those required to support GOSH.
11.8	Dr Sarah Aylett, Staff Governor said that there was uncertainty in the Trust around the review of the divisional structure and requested an update. Mr Shaw said that a consultation would be launched in the coming weeks and work was taking place to align what was clinical required in terms patient pathways and clinical collaboration in divisional structures and the HR implications of moving staff between divisions.
11.9	Mr Julian Evans, Public Councillor said he felt that although there had been areas which had been deemed by the CQC to require improvement nonetheless there were many areas of excellence at GOSH.
<b>12</b>	<b>Reports from Board Assurance Committees</b>
12.1	<u>Quality and Safety Assurance Committee (January 2018 agenda)</u>
12.2	Mr James Hatchley, Non-Executive Director said that the committee had received a presentation on the on-going pharmacy review and had welcomed the high quality work taking place, and had considered a detailed report on the review and escalation of risk.
12.3	Mr Hatchley reported that the committee continued to monitor the actions arising from patient stories and confirmed that Lady Amanda Ellingworth, Non-Executive Director would take over the Chair of the Committee following the departure of Professor Stephen Smith, Non-Executive Director at the end of April.
12.4	<u>Finance and Investment Committee (March 2018 agenda)</u>
12.5	Mr Hatchley said that the committee focused on financial sustainability and had considered the 2018-19 budget and divisional performance. He said that a detailed review of the draft budget had taken place including the Better Value Programme which had a target of £15million which was very challenging.

12.6	<b>Action:</b> Mr Hatchley said the committee had previously reviewed the Trust's property portfolio and it was agreed that this would also be discussed at a future Council of Governors meeting.
12.7	<u>Audit Committee (April 2018 agenda)</u>
12.8	Mr Akhter Mateen, Chair of the Audit Committee said that at its last meeting the committee had reviewed the Trust's strategic risks and undertaken deep dives into quality, research and redevelopment and had been assured that risks were being sufficiently mitigated.
12.9	The Committee continued to review readiness for GDPR and the Committee had agreed that they would request an internal audit when appropriate.
12.10	A draft Head of Internal Audit Opinion of 'significant assurance with minor improvement opportunity' had been received which was positive.
<b>13</b>	<b>Any other business</b>
13.1	Dr Anna Ferrant, Company Secretary said she would be sending an email to the Council requesting expressions of interest for Governors to buddy with Non-Executive Directors.

# ATTACHMENT B

**MEMBERS' COUNCIL - ACTION CHECKLIST**  
**July 2018**

**Checklist of outstanding actions from previous meetings**

Paragraph Number	Date of Meeting	Issue	Assigned To	Required By	Action Taken
6.2	25/04/18	It was noted that three Governors were required to join the Constitution Working Group and it was agreed that those who were interested would nominate themselves to the Company Secretary.	<b>All Governors</b>	<b>May 2018</b>	The following Governors nominated themselves: Paul Gough, Staff Governor Teskeen Gilani, Public Governor
6.4	25/04/18	The Council discussed the draft Lead Governor Job description. Ms Fran Stewart, Public Governor highlighted that the job description had not yet been approved by the Constitution Working Group and it was agreed that the version provided would be used as a working version and Governors would provide any comments outside the meeting. The document would be presented for approval at the next meeting of the Constitution Working Group taking into account any comments made.	<b>AF</b>	<b>May 2018</b>	Actioned: The draft Lead Governor Job Description was reviewed at the Constitution Working Group in May 2018 and following minor amendments, agreed at the June Group meeting. A copy of the JD is on the agenda.
9.2	25/04/18	Ms Fran Stewart, Public Councillor noted that there was a set of objectives which had been agreed as a framework against which appraisals of Non-Executive Directors and the Chairman were undertaken in 2017 and asked what framework would be used in 2018 in the absence of 360 degree appraisals. Sir Michael agreed that for 2018 feedback on Non-Executive Directors would be provided by Governors through the Lead Governor and Executive Directors would also give a view. It was agreed that this should take place before the July 2018 Council of Governors meeting. It was also agreed that the Senior Independent Director would	<b>MR, JH, MA</b>	<b>July 2018</b>	Actioned. A paper on the appraisal process conducted in June and July 2018 is on the agenda.

Attachment B

Paragraph Number	Date of Meeting	Issue	Assigned To	Required By	Action Taken
		undertake an appraisal of the Chairman.			
12.6	25/04/18	Mr Hatchley said the Finance and Investment committee had previously reviewed the Trust's property portfolio and it was agreed that this would also be discussed at a future Council of Governors meeting.	<b>MT</b>	<b>July</b>	On agenda: A Council Development Programme framework is on the agenda for discussion.

## Council of Governors

24 July 2018

### Chief Executive Report – July 2018

The purpose of this paper is to provide a summary of key work priorities and achievements since the 15 April 2018 report to the Council of Governors. The report includes:

- Executive summaries of:
  - Integrated Quality Report
  - Integrated Performance Report
  - Finance Report
  - PALS Report Q1 2018/19
- Trust Board update from 23 May 2018
- News stories:
  - Welcome to the Chief Finance Officer
  - SDR and Nueroblastoma
  - Annual report and accounts
  - Alice Rath - GOSH Governor time @NHS Twitter
  - The Disney Reef opens to patients
  - Great Ormond Street Hospital to partner with Microsoft to transform healthcare using artificial intelligence
  - The use of cannabidiols to treat epilepsy
  - NHS70: happy birthday to our health service
  - International Nurses Day
  - Reach Out: Getting teens into Healthcare Science

#### **Governor action required:**

- Governors are asked to note the report and pursue any points of clarification or interest.

#### **Report prepared by:**

Paul Balson, Deputy Company Secretary, [paul.balson@gosh.nhs.uk](mailto:paul.balson@gosh.nhs.uk)

#### **Report presented by:**

Peter Steer, Chief Executive Officer

## Executive summaries

### Integrated Quality Report (June 2018 - highlights)

- There have been 2 Grade 3 Pressures Ulcers (one in February 2018 and one in March 2018). One of these is being investigated as a serious incident.
- Significant quality and safety improvements were demonstrated in recently closed neonatal project.
- We have identified a reduction in the measure of CVL infections per 1000 line days. This reduction started in January 2017 and has been sustained – the current baseline mean from January 2017 to January 2018 shows a rate of 1.38 CVL infections per 1000 line days, compared to a previous mean of 1.78 CVL infections per 1000 line days.

### CQC Action Plan

- The CQC visited the Trust in January and early February 2018 as part of its rolling schedule of inspections. The summary report was published in April 2018; the CQC rated the Trust as 'good' overall with two domains being rated as 'outstanding' (Effective and Caring), two as 'good' (Safe and Responsive) and Well Led being rated as 'requires improvement'.
- The inspection report highlighted non-compliance with Regulation 17 of the Health and Social Care Act 2008 (Regulated Activities) Regulations 2014 Good Governance. The regulation was not being met as the report outlined that "Clinicians did not always have access to each patient's medical history and clinical notes before carrying out a procedure." Immediate action was taken, the action plan was complete and as part of that action plan an audit was required. The key findings of that audit show:
  - 34,202 theatre procedures were completed from April 2016 to April 2018. Four procedures were cancelled on the day due to missing notes in that period. There is no significant incidence of missing medical history and notes that result in the cancellation of surgery.
  - In May 2017 an audit identified that 79% of operating cases had previous GOSH anaesthetic records scanned on EDM. Following this audit there has been a project initiated to roll out real time scanning of anaesthetic charts to all recovery areas. The target date for full roll out is July 2018. An update will be provided in due course.
  - The Clinical Audit Manager completed an audit of the availability of anaesthetic charts for procedures on the week of the 4th June 2018. All cases had previous anaesthetic charts available at the time of the procedure.
- An action plan for the other recommendations has been developed. The Medical Director and the Head of Quality and Safety meet with the owners of the action plan on a monthly basis to monitor progress. This is then reported to the Patient Safety and Outcomes Committee (PSOC) monthly.

### Integrated Performance Report (June 2018 - highlights)

- For the third consecutive month, the Trust has had no cases of infections reported across all the relevant standards. This includes the incidents of C.Difficile, C.Difficile due to lapses of care and incidents of MRSA.
- The Trust continues to achieve the national referral to treatment standards (RTT) which monitor the length of time our children wait for their treatment. 92.59% of GOSH patients waiting treatment had waited 18 weeks or less at the end of June 2018. While a deterioration from last month's performance was due to a number of challenges in specific

specialities, our performance is above the national standard of 92%. For context, the national RTT position in May 2018 against the 92% standard was 88.1%.

- Unfortunately the Trust did have two 52 week waiters related to the RTT standard in June 2018. One was related to a child who breached a number of months ago but wanted to wait until after their GCSE exams for treatment, and as such was treated in early July. The second relates to a child referred to the Trust from St Georges Hospital who had waited in excess of 52 weeks prior to receipt at GOSH. There are ongoing discussions with St Georges about this specific case. All children who wait over 52 weeks are clinically reviewed by the GOSH Medical Director.
- Trust performance against the diagnostic six week standard (99% target) for the month of June was 98.43%, which was an improvement from the May position, but did not achieve the national standard. The Trust had ten children who waited over six weeks for their diagnostics, against a permitted tolerance of less than seven. Two of the breaches were classed as avoidable as they related to the clinical need of the child. The remaining were related to avoidable issues and the Trust is working to reduce these. The very small permitted tolerance of breaches remains a challenge against this standard.
- Focused work continues in relation to improving the utilisation of our theatres through the internal flow and theatres programme. Some improvements have been made over the last few months with performance for main theatres improving to over 70% in May and June. Work continues to improve this further with an aim to progress towards the 77% operational standard over the coming year.
- Our performance against the Discharge Summary Turnaround continues to fluctuate around the 89% position. However it continues to be below the agreed standard of 100%. Our clinical teams continue to keep this as an area of focus, and performance is reported at monthly performance meetings. A number of actions are continuing in an attempt to improve the position, including:
  - daily reminders to staff to complete summaries within the 24 hour standard,
  - a training refresher course for Junior Doctors,
  - weekly reports generated and sent to the Service Managers and Ward Clerk
  - ensure discharges flagged as exclude, are clinically validated and documented.

### **Q1 2018/19 PALS Report**

This was the last report before the new divisional structures are put in place, despite this there were some Trust wide patterns:

- Short term cancellations of appointments and admissions occurring, sometimes without notice. The two current divisional Assistant Chief Nurses are leading on a learning plan to reduce cancellations.
- There has been a reduction on “Complex cases” as services respond more promptly to the PALS team. This decreases the number of high level cases and therefore reduces the number of formal complaints.

### **Finance report (June 2018 - highlights)**

- The Trust finished Month 3 with a £0.3m favourable control total variance against a target of £0.08m. The Trust is currently forecasting to meet its control total.
- Cash remains strong with £60.1m in the bank as at 30 June 2018.



- Due to programme slippage the Capital plan is £3.7m behind plan, but is forecasting full delivery of the plan by year end.

## 23 May 2018 Trust Board update

The last meeting of the Trust Board was on 23 May 2018. Highlights for Governors that are not reported elsewhere within the Council of Governors' papers are summarised below.

### Consolidation of Pathology Laboratories

Work was underway to consolidate paediatric pathology labs into nine national hubs. GOSH had worked well with other paediatric specialist hospitals to raise the profile of paediatric pathology and would lead the paediatric pathology work going forward.

### Patient story

The Board received a patient story by video from five young people who had experienced transition from GOSH to adult services. The patients who transitioned to adult providers said that they found it challenging to be responsible for ensuring that information about their care and medication was transferred correctly across organisations. They suggested that their last appointment at GOSH should act as a 'wrap up' session to ensure that the move to a new service was not too fast.

The Board noted the importance of patients receiving a high quality transition, adding that a current Quality Improvement Programme was focused on transition and a CQUIN was in place on which the Trust had given a positive presentation to NHS England. The Chair emphasised the importance of transition to GOSH patients who had often been treated at the Trust throughout their lives.

### Compliance with the NHS provider licence – self assessment

The NHS provider licence is a key tool in the regulation of providers of NHS services. The Board is required, on an annual basis, to declare whether the Trust is compliant with four conditions. The Board also has to take into consideration the views of the Governors.

The Board considered the evidence presented, and on the basis of this evidence (including the views of Governors), the Board agreed to confirm compliance with the three licence conditions and one requirement under the Health and Social Care Act.

The Board also accepted the recommendation from the Executive Team that the Trust was compliant with the other Monitor licence conditions, although it was noted that no formal declaration was required for these.

Further information on the self-certification process would be provided to governors as part of their development programme.

### Compliance with the Code of Governance

A review had been conducted against the provisions of the Code of Governance which are set out by NHS Improvement. The Board noted that it had been compliant with the Code of Governance. The Trust explained its position in the annual report against a few of the provisions. The provisions relevant to the Council of Governors are as follows:

Provisions	Evidence
A.4.2: Led by the senior independent director, the non-executive directors should meet without the chairperson present, at least annually, to appraise the chairperson's	In view of the appointment of a new Chairman and two non-executive directors, the performance evaluation of the Chairman and existing NEDs was underway in Q2- Q3 2018/19. The Senior

Provisions	Evidence
<p>performance, and on other such occasions as are deemed appropriate and,</p> <p>B.6.3: The senior independent director should lead the performance evaluation of the chairperson, within a framework agreed by the council of governors and taking into account the views of directors and governors.-</p>	<p>Independent Director (SID) will lead the performance evaluation of the Chairman and the new NEDs in Q4 within a framework agreed by the Council of Governors.</p>
<p>B.6.5: Led by the chairperson, the council should periodically assess their collective performance and they should regularly communicate to members and the public details on how they have discharged their responsibilities</p>	<p>An evaluation of Council will be conducted in Q4 2018/19 to provide time for new working arrangements between the Board and the Council (agreed in April 2018) to be established.</p>
<p>B.6.6: There should be a clear policy and a fair process, agreed and adopted by the council, for the removal from the council of any governor who consistently and unjustifiably fails to attend the meetings of the council or has an actual or potential conflict of interest which prevents the proper exercise of their duties</p>	<p>This was part of the work of the Constitution Working Group, which will be reported to the Council of Governors in a separate paper on 24 July 2018.</p>

### **2017/18 NHS Improvement Plan and budget**

The Trust had met all required submission deadlines from NHS Improvement and the financial plan projected a year end outturn in line with the agreed control total.

### **GOSH Learning Academy – Briefing Paper**

Education is a key component of GOSH’s strategy. To support this, the Board reviewed a plan to develop a GOSH Learning Academy. The academy would provide multi-professional paediatric education and training, available through state-of-the-art technologies set in modern environments. The Learning Academy would enable the Trust to begin to optimise the education that was being offered to staff.

The Board also discussed the potential for providing training and education to third parties as a commercial arm, noting that the Finance and Investment Committee had requested additional information on this for a future meeting.

The Board approved the Learning Academy Strategic Plan and Operating Model and supported the move towards a more commercially focused funding model.

### **Annual Freedom to Speak Up Report 2017/18**

The Board received a report from the Freedom to Speak Up Guardian. The following highlights were reported:

- The Freedom to Speak Up Service (FTSU) at GOSH had traditionally been an advice giving service, however it became clear that some staff required support to take their issues further.

## Attachment C

- FTSU is one of many streams of work at GOSH encouraging staff to speak up. Work was also underway on an 'Umbrella' brand for staff who needed to raise concerns.
- a large proportion of the cases raised were around HR issues. The national data showed that around 50% of cases across the NHS were about bullying and harassment.
- The Board felt it was vital for GOSH to be at the forefront of work on culture and that the impact of FTSU needed to be triangulated with other sources of information such as staff surveys.

### **Report from the Guardian of Safe Working**

The Guardian of Safe Working informed the Board that overall, the Trust was doing well in minimising the number of gaps in rotas, however where gaps did exist this had a significant impact on the working hours of junior doctors. A number of doctors undertook additional shifts as part of the staff bank. The Board discussed the actions to mitigate the issues raised.

### **Annual Safeguarding Report 2017/18**

The Chief Nurse presented a summary of Trust Safeguarding progress, activity and achievements in 2017-2018, as well as identifying challenges and priorities for 2018-2019.

The number of posts within the safeguarding team had increased. The team would be supported by three general paediatricians via a rota 24 hours a day. One member of the safeguarding team would also lead on adult safeguarding. Safeguarding activity had risen over 2017/18 by approximately 19%. The Board noted that it was important to ensure that resources available matched the increase in activity.

### **Safe Nurse Staffing Report (March and April 2018)**

The Chief Nurse reported that there had been no unsafe shifts declared since the last report but highlighted that there had been some temporary ward closures due to infection prevention and control issues and temporary bed closures due to an unexpected shortfall in available nurses. The Board requested further information on the infection prevention and control issues.

### **Annual Staff Survey results 2017**

The Director of Human Resources and Organisational Development presented the report. The following highlights were reported:

- The Survey was carried out in autumn 2017, where a random sample of 1,250 GOSH staff were invited to take part.
- 536 responses were received – a 45.6% response rate (10.7% of total GOSH staff). The Results were published March 2018.

The Board highlighted the low response rate and expressed concern about the level of staff bullying and harassment reported. The Board requested the following actions:

- benchmarking with other organisations on bullying and harassment
- A breakdown of results via division as well as actions.
- A breakdown of responses by key staff groups

The full set of papers for 23 May 2018 and the papers for 25 July 2018 are uploaded here:

<https://www.gosh.nhs.uk/about-us/who-we-are/our-organisational-structure/trust-board/trust-board-meetings>. If you would like to attend the Trust Board or have any queries please contact: Victoria Goddard, Trust Board Administrator [Victoria.Goddard@gosh.nhs.uk](mailto:Victoria.Goddard@gosh.nhs.uk)

## Great Ormond Street Hospital news



### Welcome to the Chief Finance Officer

Helen Jameson has been appointed as the Chief Finance Officer (CFO) at Great Ormond Street Hospital (GOSH) on a permanent basis having been appointed as the interim CFO in January 2018.

Helen has a wealth of NHS experience prior to joining GOSH, most recently as the CFO and Director of Corporate Programmes at UCL Partners, where her role included finance, procurement and responsibility for leading the education and training portfolio.

Before taking up the executive position, Helen had worked on behalf of GOSH from September 2017 leading the North London response to the NHS England genomics laboratory services tender, involving working closely with our finance, labs and clinical teams.

Helen previously established the North Central and East London office of Health Education England (HEE) and has worked for NHS London and various NHS Trusts. In her role at HEE, she worked in partnership with NHS providers, voluntary sector and social care to improve the quality of education and training for the workforce and improve the patient experience, health and wellbeing of the local population.

An updated organogram detailing both our board members and our executive team is available here: <https://www.gosh.nhs.uk/about-us/who-we-are/our-organisational-structure/trust-board>

### Nueroblastoma and SDR news

Following successful trials at GOSH and centres across the UK and Europe, NICE has announced the approval of the targeted cancer immunotherapy treatment, dinutuximab beta, for children with high-risk neuroblastoma. To mark this milestone, last week a GOSH family appeared on Channel 4 alongside paediatric oncology consultant Giuseppe Barone.

Another procedure championed at GOSH will also be made available on the NHS.

Selective dorsal rhizotomy (SDR) is a procedure which can dramatically improve the mobility of some children with cerebral palsy. It had previously been offered to a small number of children at GOSH through the 'commissioning through evaluation' scheme which ended in 2016. Since that time parents wanting the treatment had to pay for some of the procedure and for follow up physio.

Now after two years of examining the results of the scheme, it will be made available with up to 300 patients expected to benefit.

### Annual report and accounts

The GOSH Annual report and accounts are now on the Trust website: <https://www.gosh.nhs.uk/about-us/our-corporate-information/publications-and-reports/annual-reports>. For of the highlights, please see Item 13, Governance update in this set of papers.



### **Alice Rath - GOSH Governor time @NHS Twitter**



Each week the @NHS Twitter account is handed over to someone who plays a vital role within the health service, to share their story. On 9 July 2018, it was Alice Rath, a former patient and current GOSH Governor who was in charge. Alice was asked a number of questions about her time as a patient, in the Young Person Forum, the transition to adult services, being an ambassador for the Trust to her current role as a Governor. On being a Governor, Alice said: Having the role as governor is my biggest success so far, I'm incredibly proud to hold this role because of the wonderful impact it has on the hospital. I'd like to start discussions with people about how they get involved with their NHS trust.

To see the full interview go to: <https://www.gosh.nhs.uk/news/alices-time-nhs>

### **The Disney Reef opens to patients**

GOSH Charity Children's Champion and mum Tess Daly joined patients and their families as the new The Disney Reef, GOSH's was revealed for the first time.

The Disney Reef, positioned in the heart of the hospital, was designed by Walt Disney Imagineers, in collaboration with the hospital's dedicated Play Team and patients. The opening of The Disney Reef celebrates



one of the future experiences patients will enjoy, and demonstrates how the money raised enriches the lives of many seriously ill children and those closest to them.

### **Great Ormond Street Hospital to partner with Microsoft to transform healthcare using artificial intelligence**

Great Ormond Street Hospital (GOSH) has announced a partnership with Microsoft which will see them collaborate on the development of artificial intelligence (AI) tools to transform child health.

Areas of focus include machine learning, assisted decision making and the use of medical chatbots with an aim of providing care that is even safer, more effective and more personalised as well as an enhanced patient experience.

This is in addition to the work with our academic partner UCL; partnering with Microsoft on an Industry Exchange Network which sees computer science students use the latest Microsoft technologies to respond to healthcare briefs from GOSH. The proof of concept outputs will then be available for GOSH to scale and test with the aim of building solutions for the rest of the NHS and beyond.

As one of the world's leading children's research hospitals, the Trust wants to harness new technology, including AI, to deliver even better care and an enhanced patient experience.

### **The use of cannabidiols to treat epilepsy**

Great Ormond Street Hospital led and participated in two international clinical trials looking at the use of cannabidiol, a drug derived from cannabis for children living with two specific forms of epilepsy, Dravet Syndrome and Lennox Gastaut Syndrome.

The results have been extremely positive. The derivative, which has the psycho-active elements removed, reduced seizures by nearly 40 per cent in children with Dravet syndrome when compared

with a dummy drug. Lennox Gastaut syndrome is characterised by particularly disabling seizures 'drop attacks' that impact quality of life; these seizures were significantly reduced by the drug.

### **NHS70: happy birthday to our health service!**

The NHS turned 70 on Thursday 5 July. The Trust celebrated with a number of events including: Celebrating the emergency services - Patients and their families were invited to celebrate the 70th birthday of the NHS at a free event with the London Ambulance Service, London Fire Brigade and Metropolitan Police in attendance. The event was specifically for paediatric patients and their families from local hospitals including GOSH.

There will be further celebrations with other NHS hospitals and our own projects throughout the year.

### **International Nurses Day**

Saturday 12 May was International Nurses Day, a day when the global health community joined together to celebrate the contribution that nurses make around the world. The theme this year focused on the vital leadership role that nurses can play in championing 'health as a human right'.

Chief Nurse, Alison Robertson said: International Nurses Day (IND) is an important day to give ourselves a moment to pause and to recognise everything we've achieved. It can be easy to focus on the things that haven't gone so well and IND is a great opportunity for us to stop and take stock, come together as a professional group and really celebrate what a great profession nursing is, how much impact we make to our organisation and to the lives of all the patients and families we look after. We should be very proud of what we do here at GOSH and I think our team offers a real energy. If we work as a group and take pride in what we do we will continue to strengthen nursing, improve our profile and have a voice.

### **Reach Out: Getting teens into Healthcare Science**

The Healthcare Science team at Great Ormond Street Hospital (GOSH) recently took part in 'Reach Out for Healthcare Science', a programme designed to provide year 10 students from diverse backgrounds with an opportunity to experience life as a healthcare scientist in a busy London hospital. The aim was to help them to consider if a career in healthcare science is right for them and if so, the different levels at which they can enter such a career. It also aims to increase students' motivation and confidence in their studies of science.

Scientists from GOSH have been involved in Reach Out since its inception and this is the third year where the Trust has acted as a main site for students. In that time the healthcare science team has run over 30 different activities for over 300 students at GOSH.

## **Appendices**

- Integrated Quality Report – Attachment Ci
- Integrated Performance Report – Attachment Cii
- Finance Report – Attachment Ciii
- Patient Family Experience and Engagement Committee – Attachment Civ
- PALS Report Q1 2018/19 – Enclosure Cv

	Apr	May	Jun	Trend	Plan	NHS Standard	
<b>Caring</b>	Access to Healthcare for people with Learning Disability						
	% Positive Response Friends & Family Test: Inpatients						
	Response Rate Friends & Family Test: Inpatients						
	% Positive Response Friends & Family Test: Outpatients						
<b>Safe</b>	Serious Patient Safety Incidents						
	Never Events						
	Incidents of C. Difficile						
	C. Difficile due to Lapses of Care						
	Incidents of MRSA						
	CV Line Infection Rate (per 1,000 line days)						
	WHO Checklist Completion						
	Arrests Outside of ICU						
	Total hospital acquired pressure / device related ulcer rates grade 3 & above						
	<b>Responsive</b>	Diagnostics: Patients Waiting <6 Weeks					
		Cancer 31 Day: Referral to First Treatment					
		Cancer 31 Day: Decision to Treat to First Treatment					
Cancer 31 Day: Decision to Treat to Subsequent Treatment - Surgery							
Cancer 31 Day: Decision to Treat to Subsequent Treatment - Drugs							
Cancer 62 day: Consultant Upgrade of Urgency of a referral to first treatment							
Last Minute Non-Clinical Hospital Cancelled Operations							
Last Minute Non-Clinical Hospital Cancelled Operations: Breach of 28 Day Standard							
Urgent Operations Cancelled for a 2nd Time							
Same day / day before hospital cancelled outpatient appointments							
RTT: Incomplete Pathways (National Reporting)							
RTT: Number of Incomplete Pathways <18wks (National Reporting)							
RTT: Number of Incomplete Pathways >18wks (National Reporting)							
RTT: Incomplete Pathways >52 Weeks - Validated							
RTT: Incomplete Pathways >40 Weeks - Validated							
Number of unknown Internal Referrals							
RTT clock starts External Referrals							
RTT: Total Number of Incomplete Pathways Known/Unknown <18 weeks							
RTT: Total Number of Incomplete Pathways Known/Unknown >18 weeks							
<b>Data Completeness</b>	Mental Health Identifiers: Data Completeness						
	Mental Health Ethnicity Completion - %						
	% of Patients with a valid NHS number						

	Apr	May	Jun	Trend	Plan	NHS Standard	
<b>Well-Led</b>	Sickness Rate						
	Turnover						
	Appraisal Rate						
	Mandatory Training						
	% Staff Recommending the Trust as a Place to Work: Friends & Family Test						
	Vacancy Rate						
	Bank Spend						
	Agency Spend						
	<b>Effective</b>	Discharge Summary Turnaround within 24hrs					
		Clinic Letter Turnaround within 7 working days					
Was Not Brought (DNA) Rate NHS (exc Telephone Contacts)							
<b>Productivity</b>	Main Theatres Theatre Utilisation						
	Outside Theatres Theatre Utilisation						
	Trust Beds Bed Occupancy						
	Average number of trust beds closed						
	Refused Admissions						
	Number of PICU Delayed Discharges						
	PICU Emergency Readmissions < 48 hours						
	Daycase Discharges (YOY comparison)						
	Overnight Discharges (YOY comparison)						
	Critical Care Beddays (YOY comparison)						
	Bed Days >=100 Days						
	Outpatient Attendances (All) (YOY comparison)						
	<b>Our Money</b>	Net Surplus/(Deficit) v Plan					
		Forecast Outturn v Plan					
		Better value					
Debtor Days (IPP)							
Quick Ratio (Liquidity)							
NHS KPI Metrics							

Trend Arrow Key (based on 2 most recent months' data)

↑	Improvement	■	On / above target
→	Consistent trend	■	Below target
↓	Deterioration	□	No target

Activity: YTD Feb 16/17 figures have been updated on 28/03/2018 - these will be different to the ones which went to the March board as March board report figures were full year YTD Feb 16/17.



# Integrated Quality Report

Mr Matthew Shaw, Medical Director

Alison Robertson, Chief Nurse

July 2018

(covering April - June 2018)



## Safety

Has patient care been safe in the past? **Measures where we have no concerns** Page 3-5

Has patient care been safe in the past? **Learning from closed serious incidents and never events** Page 6-8

## Care/ Experience

Are we responding and improving? **Patient and family feedback; open red complaints** Page 9

Are we responding and improving? **Patient and family feedback; learning from closed red complaints** Page 10

Are we responding and improving? **PALS data** Page 11

Are we responding and improving? **Learning from friends and family test data- inpatient data** Page 12

Are we responding and improving? **Learning from friends and family test data- outpatient data** Page 13

Are we responding and improving? **Friends and family test updates/ benchmarking** Page 14

Are we responding and improving? **Friends and family test positive feedback** Page 15

Are we responding and improving? **Friends and family test- 'you said', we did** Page 16

## Outcomes/ Effectiveness

Are we responding and improving? **Featured project; Flow Huddles (Patient Placement Programme)** Page 17

## Improvement

Are we responding and improving? **Quality improvement project updates (with Executive sponsorship)** Page 18-19




# Has patient care been safe in the past?

## Measures where we have no concerns

This slide contains an overview of some of the key measures monitored within the Trust; these will be considered by exception. Where there are measures/trends of concern, a slide containing a deep dive of that information will be included in the report.

Measures for self reporting systems do not always have a direct correlation between the data and safety; e.g. an increase in reporting may not always be a result of an unsafe environment but instead as a result of a good reporting culture which in turn can improve safety via learning.

Please see appendix 1 for the methodology used for the measures below.

Data Quality Kite-mark	Measure	Comment
	<p><b>Non-2222 patients transferred to ICU by CSPs**</b></p> <p>** patients should be transferred to ICU before they have an arrest where possible which would indicate the early identification of a deterioration prior to an arrest.</p>	<p>From September to April 2018 there was a statistically significant increase – a run of 8 consecutive months above the previous process mean. This increase did not sustain and the current mean is still 7.1 transfers per month. There were 6 incidents in May and 2 in June.</p>
	<p><b>Cardiac arrests**</b></p>	<p>Overall, the data remains stable for this measure at 2 cardiac arrests per month; this has remained stable since 2015 with the exception of one outlier in January 2017. The Trust had zero cardiac arrests from March 18 to May 18, however there were 2 recorded in June (both in theatres)</p>
	<p><b>Respiratory arrests**</b></p> <p>**The figures within the Integrated Quality Report includes arrests within all areas outside of ICUs (including day case Wards, day units, outpatient areas and non-clinical areas e.g. main reception) whilst the Safe Staffing Report arrest data only refers to arrests on in-patient Wards. The data will therefore differ between the two reports as the Integrated Quality Report includes additional areas.</p>	<p>The data remains stable for this measure at 3 respiratory arrests per month; this has remained stable since June 2015 (when there was a decrease) with the exception of an outlier in November 2015 and August 2017 (both high). The most recent 3 months indicate no change – there were 2 respiratory arrests outside ICU in May and 3 in June.</p>
	<b>Cardiac arrests outside of ICU</b>	<b>Respiratory Arrests outside of ICU</b>
April 2018	0	4 (Sky, Koala, Bumblebee and Main Reception)
May 2018	0	2 (both Leopard)
June 2018	2 (both in theatres)	3 (Koala, Outpatients and Bear)




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Please see appendix 1 for the methodology used for the measures below.

Data Quality Kite-Mark	Measure	Comment
	<p><b>Never Events</b></p>	<p>The last Never Event was on 23<sup>rd</sup> March 2018. The mean time between never events is unchanged at 220 days. The baseline for this data is from 2010 until 2014. The Never Event declared in March 2018 was for retained foreign object while the previous never event in October 2017 was for wrong site surgery.</p>
	<p><b>Serious Incidents**</b> **by date of incident not declaration of SI</p>	<p>The number of serious incidents remains stable, with a mean of 0.76 per month. This mean is based on a baseline between September 2016 and January 2018, and is a statistically significant reduction compared to the previous mean (taken from a baseline ending in August 2016, which was also a reduction compared to the previous baseline). There were 2 SIs reported in May and none for June.</p>
	<p><b>Mortality</b></p>	<p>The data remains stable at 6.3 deaths per 1000 discharges; the process is in normal variation and has been since 2014. The rate for May was 2.77 per 1000 discharges and 6.25 per 1000 discharges in June. There have been no runs, trends or outliers identified.</p> <p>Over 80% of GOSH inpatient deaths are on ICU, and ICU deaths must be risk adjusted to properly determine a trend. Raw survival/mortality rates do not take account of severity of illness and case mix so outcome data needs to be adjusted to take these factors into account. All ICU data is submitted, after risk adjustment, to the national Paediatric Intensive Care Audit Network (PICANET). This process will allow any trends or outlier performance to be determined. Internal monitoring of Variable Life Adjusted Plots (VLAD) from January – June 2017 showed an increase in the number of deaths on PICU compared to expected. A comprehensive internal review of cases did not suggest any obvious patterns or concerns about the quality of care in PICU/NICU, and no single cause that could explain the trend. GOSH has been informed by PICANET it will not be a statistical outlier for 2017 and the full PICANET data for the calendar year 2017 is due to be published on 31 March 2018. The most recent VLAD data suggests that the negative trend has not continued.</p>



# Has patient care been safe in the past?

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Measures for self reporting systems do not always have a direct correlation between the data and safety; e.g. an increase in reporting may not always be a result of an unsafe environment but instead as a result of a good reporting culture which in turn can improve safety via learning.

Please see appendix 1 for the methodology used for the measures below.

Data Quality Kite-Mark	Measure	Comment		
	<b>Hospital acquired pressure ulcers reported (grades 2+)</b>	Performance remains within normal variation at 6.67 per month.		
		<b>April 2018</b>	<b>May 2018</b>	<b>June 2018</b>
	<b>Grade 2</b> hospital acquired pressure ulcers	11	2	1
	<b>Grade 3</b> hospital acquired pressure ulcers	1	0	0
	<b>Grade 4</b> hospital acquired pressure ulcers	0	0	0
	<b>GOSH-acquired CVL infections</b>	We have identified a reduction in the measure of CVL infections per 1000 line days. This reduction started in January 2017 and has been sustained – the current baseline mean from January 2017 to January 2018 shows a rate of 1.38 CVL infections per 1000 line days, compared to a previous mean of 1.78 CVL infections per 1000 line days. The figure for April is 1.11.  <b>June data not yet available</b>		
	<b>The number of PALS cases</b>	The number of PALS cases reported per month remains stable, with an average of 149. Since the outliers in summer 2017 (June and July), the process is currently in normal variation; there have been no runs, trends or recent outliers identified. There were 170 cases in May 2018 and 159 cases in June 2018 – these are both within expected limits based on previous baseline data.		

# Has patient care been safe in the past?

## Learning from closed Serious Incidents and Never Events

### Serious Incidents and Never Events April - June 2018

No of new SIs declared in April - June 2018:	7	No of new Never Events declared in April - June 2018:	0
No of closed SIs/ Never Events in April - June 2018:	2	No of de-escalated SIs/Never Events in April - June 2018:	0

### SIs/Never Events declared in April – June (7)

STEIS Ref	Incident Date	Date Report Due	Description of Incident	Divisions Involved	Senior Responsible Officer (SRO)	Patient Safety Manager	Executive Sign Off	Divisional Contact
2018/10352	06/04/18	20/07/2018	Potential missed opportunities to identify patient deterioration	JM Barrie	AMD	Patient Safety Manager	Medical Director	General Manager
2018/10554	21/04/18	23/07/2018	Patient fall	IPP	AMD	Patient Safety Manger	Medical Director	Interim Head of Nursing for IPP
2018/11435	16/04/18	01/08/2018	Delay in responding to diagnostic results	JM Barrie	Medical Director	Patient Safety Manager	Medical Director	General Manager
2018/11637	03/05/18	03/08/2018	Information governance breach – spread sheet containing immunology research data sent to unknown Gmail account	Charles West	AMD	Patient Safety Manager	Medical Director	Divisional Co-Chair
2018/11980	16/03/18	07/08/2018	Pressure Ulcer	Charles West	Chief Nurse	Patient Safety Manager	Chief Nurse	Director of Operations
2018/13847	25/05/18	29/08/18	Wrong size implant	JM Barrie	Medical Director	Patient Safety Manager	Medical Director	Neurology Consultant
2018/15216	01/08/16	13/09/18	Glosair SOP	DPS	Associate Medical Director	Patient Safety Manager	Medical Director	Director of Estates and Facilities

# Has patient care been safe in the past?

## Learning from closed Serious Incidents and Never Events

### Learning from closed/de-escalated SIs/Never Events in April – June 2018 (2):

Ref:	Summary:	Root Cause:	Action to Remedy Root Cause:	Trust Wide Learning:
2018/7616	<p><b>Information Governance Breach:</b> Letters containing sensitive diagnosis sent to old patient address. Associated with previous SI in 2013</p>	<p>PiMs stipulates that the patient did not want correspondence to be sent to her home in various places apart from the front page in the 'patient details' tab. Had the nephrology administrative staff checked the Family/Carer details tab on PiMs as advised in the enhanced PiMs training this would have flagged to them that correspondence should not have been sent out of the trust.</p>	<p>In the short term the secure address procedure needs to be reviewed again to try to ensure that staff understand the process on PiMs and are empowered to seek advice or help if they are unsure of what to do.</p> <p>a) Secure address QI project implemented. Process mapping has been undertaken.</p> <p><b>Action Update: 11/06/18: Update:</b></p> <ul style="list-style-type: none"> <li>• <b>A working group has been set up between EPIC, Central Booking Office, Information Governance and a Medical Secretary representative to design new robust process within future EPR system, informed by the outcomes of the process mapping session.</b></li> <li>• <b>Information sheet for patients and families explaining what a 'Secure Address' is and how they are managed in the hospital has been drafted and is currently going through an approval process, this will be made available to families in July 2018 once approved.</b></li> <li>• <b>Flow diagram and FAQ sheet has been designed for medical secretaries to provide them with easily accessible information on how to correctly manage any secure contact information and who to refer any queries on to. This will be disseminated in early July 2018 once approved.</b></li> <li>• <b>A communications strategy is in the planning phase to target key staff groups with refresher information about the secure addresses process and will be launched in combination with the resources above in July 2018.</b></li> </ul> <p>In the long term, the trust will implement a new hospital electronic system called the Electronic Patient Record (EPR). This will provide the trust with improved functionality. The EPR team will need to work closely with the Information Governance team to ensure that the process around secure addresses remains in place but with significant improvement for users of this system.</p> <p>a) The Information Governance Manager to work with the EPIC team regarding the requirements needed for the secure address process.</p> <p><b>Action Update: EPR to be disseminated trust wide in April 2019. Meetings continue to take place between the EPR project teams and the information governance teams at GOSH.</b></p> <p>Patients and their families need to be able to provide the trust with their address changes in an easy and user friendly way.</p> <p>a) Implementation of patient kiosks in outpatients which will allow patients to check in for their appointment electronically. This will prompt patients to check their address details and change them when they attend for an appointment.</p> <p><b>Action Update: Not yet due.</b></p>	<p>Whilst enhanced training was implemented in 2016, there continues to be confusion around the process for sending correspondence to patients who have a secure address on PiMs. This is compounded by the later part of the processes for finding and checking additional information on PiMs which lengthens the time for sending out correspondence.</p>

# Has patient care been safe in the past?

## Learning from closed Serious Incidents and Never Events

### Learning from closed/de-escalated SIs/Never Events in April – June 2018 (2):

Ref:	Summary:	Root Cause:	Action to Remedy Root Cause:	Trust Wide Learning:
2018/7556	<p><b>Information Governance Breach:</b> Aged debt report sent to BUPA, contained details of a large volume of non BUPA patients.</p>	<p>The wrong attachment was emailed as the master spreadsheet was saved with the title 'BUPA queries' in error, and therefore inadvertently selected.</p>	<p>Staff members within the Trust will be reminded that it is good practice to check all attachments containing sensitive or patient identifiable information and recipient addresses before sending an email</p> <p>a) The Communications team will be asked to create a screensaver summarising this incident and this recommendation</p> <p><b>Action Update: This is currently being developed</b></p> <p>There will be Trust wide communications highlighting the extra risk of breaches when working with excel spreadsheets as there could be data on hidden tabs</p> <p>a) This risk is highlighted in the Trust induction. b) Risk was highlighted in the Trust Brief April2018. c) All user communications will be sent by Information Governance Officer</p> <p><b>Action Update: Actions a) and b) Complete, Action c) due July 2018</b></p> <p>The GOSH IPP Credit Control Team will ensure the Aged Debtor report contains no separate tabs for different sponsors within this file. Each sponsor's information will be extracted from the master spreadsheet and saved in a folder created for that sponsor.</p> <p>a) Aged Debtor report master spreadsheet will be amended to remove provider tabs and team will be informed of this change in practice .</p> <p><b>Action Update: Completed- Team informed of required change in practice and future weekly reports will be compliant with this recommendation.</b></p> <p>Amend the 'Email Use Policy' to include a recommendation that attachments are opened to confirm they are correct before sending</p> <p>a) Ensure that the policy which will be written for the Trust's new secure email system will include this recommendation</p> <p><b>Action Update: Following the initial panel recommendation, it has been discussed that as the Trust is currently moving towards introducing a new email system, amending the current policy (which was last reviewed in November 2017 and is not due for review until November 2019) is not a feasible action. In the interim the Information Governance and local teams will focus on the above communications. This recommendation will be included in the new policy which will be written when the new email system is Introduced.</b></p>	<p>When you are sending an email to an external address, please check that the recipients address and any attachments are correct</p>

# Are we responding and Improving?

## Patient and Family Feedback: Red Complaints

### Red Complaints in April - June 2018

No of new red complaints declared in April-June 2018:

2

No of re-opened red complaints in April-June 2018:

0

No of closed red complaints in April-June 2018:

0

### New Red Complaints declared April – June 2018 (2)

Ref	Opened Date	Report Due	Description of Complaint	Divisions Involved	Exec Lead	Division Lead
18/004	16/04/18	08/05/18	Concerns about failures to identify dislocated hip shown in X-ray, to respond to queries from the family, and to carry out surgery without delay.	JM Barrie	Medical Director	Matron
18/014	04/06/18	16/07/18	Concerns raised by patient's mother regarding communication and medical care of a patient, in particular weekend medical cover on Sky Ward.	JM Barrie and Charles West	Chief Nurse	DGM



The child first and always



# Are we responding and Improving?

## Patient and Family Feedback: Learning from Red Complaints

### Learning from closed red complaints in April – June 2018 (1):

Ref:	Summary of complaint:	Outcomes/Learning:
17/027	Father of a deceased patient raised concerns regarding two surgical episodes and subsequent care on the Ward.	<ul style="list-style-type: none"><li>Complaint about care and treatment provided to a patient with complex clinical conditions by GOSH throughout her life.</li><li>Specifically the family raised concerns about two rounds of cardiac surgery, communication from the clinical teams, and the care provided to the patient in the time before she sadly died (aged 1 year old).</li><li>Investigation confirmed that care was appropriate and in line with her care plan and that staff were responsive to changes in the patient's condition. It was not possible to determine the patient's cause of death.</li><li>There was nevertheless learning for the teams:<ul style="list-style-type: none"><li>Record keeping was not as good as it should have been on the ward</li><li>Information was not recorded on Nerve Centre as it should have been</li></ul></li><li>In response to this, staff have been reminded of the importance of properly recording information on Nerve Centre and additional IPADs have been obtained in support of this.</li></ul>



# Comparison of PALS cases received by the Trust during Q1 18/19

Table showing PALS cases by grading comparing Q1 in 18/19 in comparison to previous quarters.

\*Date range for Q1: 01/04/18 - 22/06/18

Cases	Q1 17/18	Q4 17/18	Q1 18/19*
Promptly resolved	372	474	386
Complex cases	65	90	36
Escalated to formal complaints	6	5	3
Compliments about specialities	12	18	17
*Special cases	1037	8	0
<b>Total</b>	<b>1492</b>	<b>595</b>	<b>442</b>

\*See Appendix at the end for definitions

Top 5 Specialties arising in PALS cases received	Q1 17/18	Q4 17/18	Q1 18/19
Cardiology	15	39	36
Urology	17	16	24
Rheumatology	24	17	18
Neurology	22	22	17
Oncology	5	11	17

Top 5 themes arising in PALS cases received	Q1 17/18	Q4 17/18	Q1 18/19
<b>Outpatient</b> (Cancellation; Failure to arrange appointment; poor communication)	139	121	104
<b>Lack of communication</b> (lack of communication with family, telephone calls not returned; incorrect information sent to families)	81	134	102
<b>Inpatients</b> (lack of communication; environment of the parents kitchens; accommodation )	43	57	37
<b>Referrals</b> (Waiting times; Advice on making a NHS referral; advice on making an IPP referral)	40	37	34
<b>Admission/Discharge</b> (Cancellation; waiting times to hear about admissions; lack of communication with families)	48	59	32

# Are we responding and improving?

## Learning from Friends and Family Test- Inpatient Data



Data Quality Kite-Mark

Inpatient Results May 2018

Inpatient Results June 2018

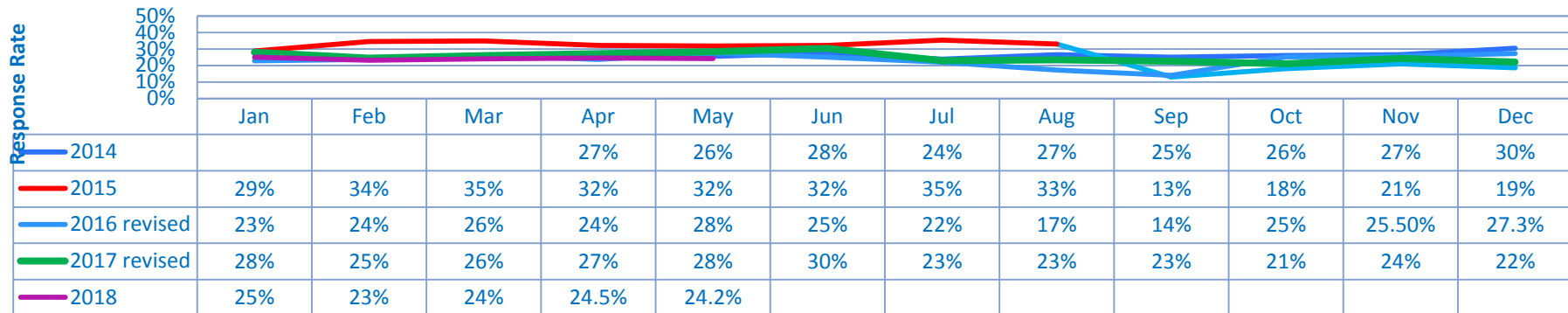
May 2018

Overall FFT Response Rate = 24.4%  
Overall % to Recommend = 98.2%

June 2018

June data is currently unavailable. The Real Time system went live on 6<sup>th</sup> June and due to it's infancy, early indicators show that current numbers have been affected.

### FFT Responses over time



May 2018 Top 3 Themes (by %)

June 2018 Top 3 Themes (by %)

**Positive Themes:**

- Always Helpful
- Always Expert
- Always Welcoming

No +ve comments    Total comments

320    321  
180    184  
157    162

**Positive Themes:**

No +ve comments    Total comments

**Negative Themes:**

- Staffing Levels
- Catering / Food
- Always One Team

No -ve comments    Total comments

1    1  
5    12  
4    11

**Negative Themes:**

No -ve comments    Total comments

# Are we responding and improving?

## Learning from Friends and Family Test- Outpatient Data



### Data Quality Kite-Mark

### Narrative:



The June data is unavailable at this moment in time. The total number of cards from April & May for Outpatient has increased from the previous quarter to 2,297 compared to the previous quarter of 1,665. The percentage to recommend in Outpatients has also increased so far in this quarter from 93% to 94.5%.

### Outpatient Results January 2018

### Outpatient Results February 2018

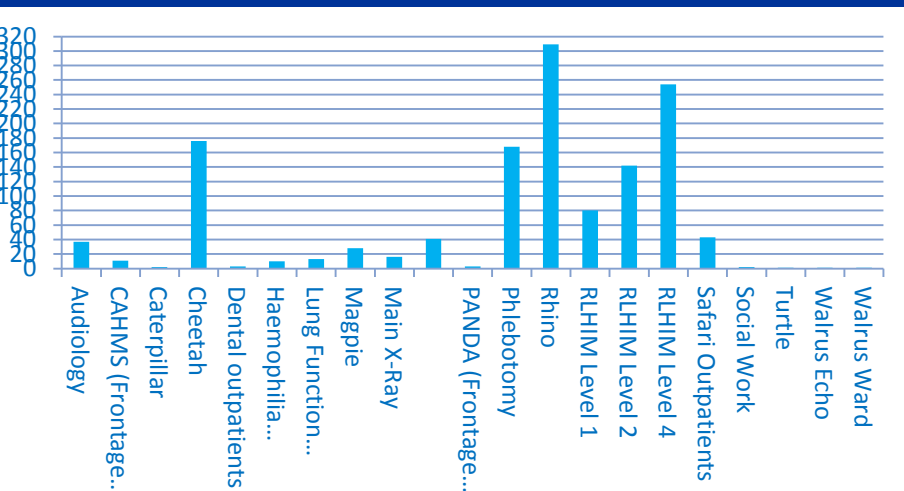
#### May 2018

Overall % to Recommend = 95%

#### June 2018

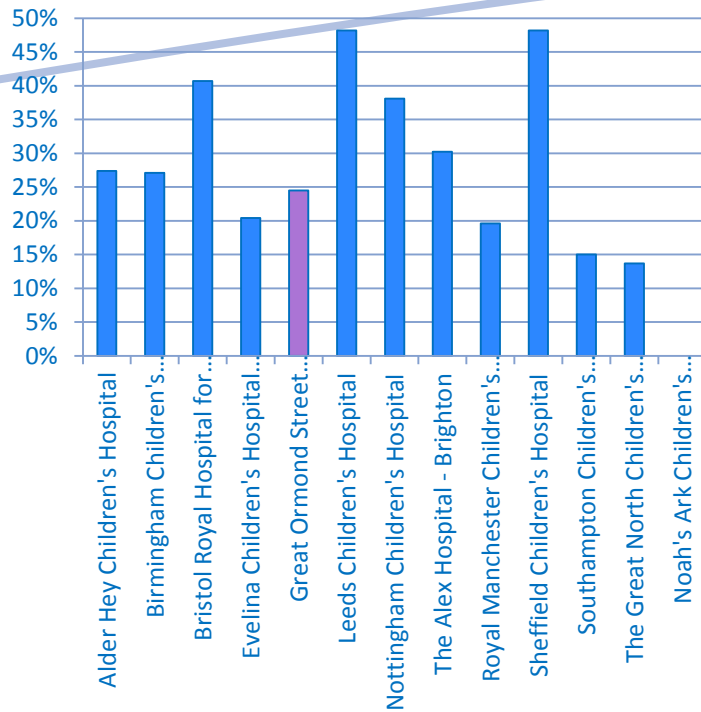
Overall % to Recommend =

June data was unavailable at this time.

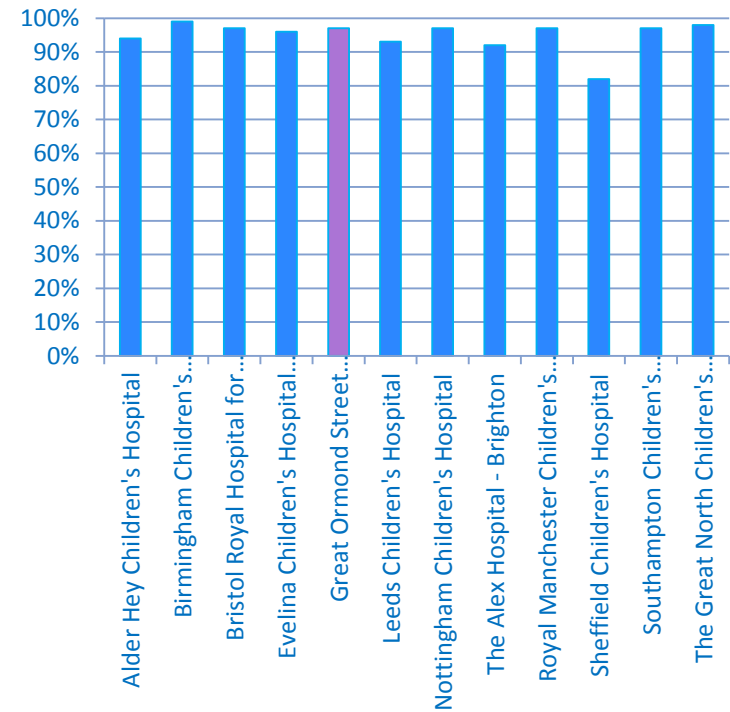


Data from NHS Choices – April 2018

### Response Rates



### Percentage to Recommend



# Are we responding and improving?

## Learning from Friends and Family Test



Below is a snapshot of some of the positive and negative feedback received via FFT during the reporting period. Feedback is shared with the relevant teams for dissemination.

### Patient Feedback

Nurses are good and kind and funny!



I love playing with the playworker!

Nurses doctors and interpreters are good!

The whole service was amazing everyone was really nice and helpful, very happy. What a warm feeling. Thank you to all you amazing people, your doing a brilliant job at Great Ormond Street. Thank you!

### Parent/Carer Feedback

We were ready to be discharged and were told we just had to wait for the discharge letter which then took over 2 hours while we just sat and waited. We did not want a copy of the letter and it could have just been sent to us later. (Koala)



One are of improvement would be less contact from family liaison. At times came across as intrusive. (NICU)

Bathroom is limited to the toilet. Nowhere to change apart from using the bed. (Kangeroo)

My son is a power chair user we were not unfortunately provided with a commode that would go over the toilet. This was a really awful situation as we were unable to put the sling back under him to hoist due to the bowl. (Respiratory Sleep Unit)



# Are we responding and improving?



## Learning from Friends and Family Test- 'You Said, We Did' Feedback

'You Said'

We did

Below is a snapshot of some of the negative feedback received via FFT during the reporting period and the subsequent actions taken. There is a process in place for the management of negative feedback to ensure that this is acted upon appropriately.

Parent who stayed on Eagle Ward:

Services are excellent and doctors are amazing, Some points which need to be improved, e.g. Clean the cot, changing the bedding everyday to feel comfortable and homely for the patients. I am here about a month but I haven't seen a nurse on duty everyday clean the patients cot and change the bedding, even if we ask to change the bedding (as some drops of blood on sheet) they just say okay. So this needs improvement.

Response from the Eagle Ward sister:

I have spoken to the parents and have apologised for the poor service they have received. I have reminded staff and the housekeeping team of the procedures and need to change bedding often. The parents are currently on the ward staying as Inpatient and have not experienced the same and have no concerns in their stay this time.

# Flow Huddles (Patient Placement Programme)

**Project aim:**  
To increase inpatient throughput across the Trust

**Project Initiation and Leadership:**  
Project sits within the Patient Placement Programme, currently led by Nicola Grinstead

## Background:

A patient's admission pathway is not always simple or limited to one ward or service. Navigating the often complex hospital processes can cause unnecessary delays in their admission plan, and effect ongoing arrangements at patient, family, ward and trust level. To improve patient flow across the Trust, the Patient Placement Programme, led by Charles West Division with support by PMO & QI, was commenced.

## What is a flow huddle?

A Flow Huddle is a daily 10-15 minute discussion, held around the Flow Board (part of the ePSAG boards) in a confidential space. It involves an MDT presence including both Medical and Nursing representation and any other relevant team members.

Its aim is to create a daily focus on the review of each patient's pathway by proactively problem solving barriers to care and working together towards achieving key milestones in the patient's admission plan.

## Progress

QI is supporting roll-out of flow huddles on Leopard, Kangaroo, Chameleon, Bumblebee, Butterfly, Hedgehog and Rainforest (Gastro/Endo) wards. The PMO is rolling out flow huddles on all other wards.

Bed	Patient	LoS	Consultant	Original EDD	EDD	Patient D/C status	D/C time	Waiting for?	Discharge to	Bed arranged	Training	BLS Training	Supplies	TTO	Dis sum
1	Test T	11	Cross	07/04/18	08/02/2019	On track	Before 14:00	Cons review	GOSH Ward	Started	Required	NA	NA	Needs prescribing	
2	Closed														
3	Test T	18	Cross	30/03/18	14/09/2018	Off pathway	After 14:00	MDT date	Other	Required	NA	Required	Started	No TTO	
4	Test T	34	De Coppi	11/03/18	28/04/2018	On track	Before 14:00	Reg bloods	Home via Hosp	NA	Started	Started	NA	Prescribe close to d/c	Not started
5	Test T	31	Cross	05/03/18	22/11/2018	On track	After 14:00	Surgical date	Home	Completed	Completed	Started	Completed	Prescribe close to d/c	
6	Test T	8	Blackburn	04/04/18	21/04/2018	Off pathway	After 14:00	Blood results	Hospital	Not known	Not known	Completed	Not known	Prescribe close to d/c	
7	Test T	9	Blackburn	30/04/18	27/04/2018	On track	Before 14:00	Bloods	Home	Not known	Completed	Not known	Completed	Ready on ward	Not started
8	Test T	8	Blackburn	16/04/18	13/04/2018	Off pathway	Before 14:00	Cons Discharge criteria	Other	Started	Completed	Not known	Completed	Ready on ward	Not started
9															

## Measurements

- The Patient Flow Dashboard details existing Trust-wide outcome measures for the QI roll-out wards: NHS patient ward throughput (ward discharges excluding day cases), median ward length of stay, and % of Patients with discharge summary sent within 1 day of discharge: <http://qst/spcworks/dashboard#dashboardid=-255>
- The IPP Flow dashboard details IPP ward throughput and median patient length of stay (hospital discharges): <http://qst/spcworks/dashboard#dashboardid=-238>
- Process measures gather data from PSAG on the reason for EDD change, frequency of EDD change per patient per week, and the accuracy of original EED for planned admissions.
- Data is being gathered on time of discharge, and a parent feedback questionnaire and staff survey have been tested on Leopard ward to capture qualitative feedback on staff experience of flow huddles and parent experiences of discharge.

## Next Steps

- Monitor wards where flow huddles are established (IPP, Leopard)
- Continue to support new roll-out wards (Chameleon, Kangaroo, Rainforest)



# Are we responding and improving?

Quality Improvement Project Status Update (with Executive sponsorship)

Project	Project Aims	Project Leads	Project Timescales and Progress
PEWS	To Implement PEWS across all inpatient wards at GOSH by April 2018.	Executive Sponsor- Alison Robertson (Chief Nurse)  Medical Lead - Mark Peters (ITU Consultant Intensivist)  Nursing Lead – Sarah Newcombe (Chief Nursing Information Officer)	<u>Progress to date:</u> <ul style="list-style-type: none"> <li>PEWS went live on 7th March 2018</li> <li>Staff Feedback received and change request submitted to Nervecentre. Changes expected to be implemented July 2018.</li> <li>On-going work with cardiac to support the identification and escalation of the deteriorating child</li> <li>Device Availability audit underway</li> <li>PEWS Dashboard Measures developed - <a href="http://sql-rep01/ReportServer/Pages/ReportViewer.aspx?%2fQI%2fProduction%2fReports%2fCEWS%2fPEWS+Post+Rollout+Reports&amp;rs:Command=Render">http://sql-rep01/ReportServer/Pages/ReportViewer.aspx?%2fQI%2fProduction%2fReports%2fCEWS%2fPEWS+Post+Rollout+Reports&amp;rs:Command=Render</a></li> </ul>
Extravasation	To reduce the incidence of extravasation injury at GOSH by 30 <sup>st</sup> September 2018	Executive Sponsor- Chief Nurse Clinical Lead- Consultant Anaesthetist	<u>Progress to date:</u> <ul style="list-style-type: none"> <li>VHP Framework &amp; Tool - Trust-wide roll-out on track for completion by July 2018</li> <li>Vessel Health Roadshow education and engagement event held across the Trust 25 June to 6 July – to launch VHP and raise awareness of good practice in IV access. Interactive teaching sessions delivered to over 100 staff</li> <li>New cannulation training pathway for junior doctors currently being piloted</li> <li>Review and consolidation of all policy, procedure and care bundle related to IV access</li> <li>Anaesthetic audit of all ward requests for IV access (unscheduled)</li> <li>Consolidation of all medical and nursing cannulation education underway.</li> <li>Comparison work underway between plastics referrals and Datix.</li> <li>First pilot of VAF system to log referrals to VAF team in June 2018 to enable prioritization and oversight from CSP team.</li> <li>Acyclovir study now supported by QI data analyst using data from EP.</li> <li>Play team developing suite of resources on distraction techniques for cannulation training and online resource pages.</li> </ul>

# Are we responding and improving?

Quality Improvement Project Status Update (with Executive sponsorship)

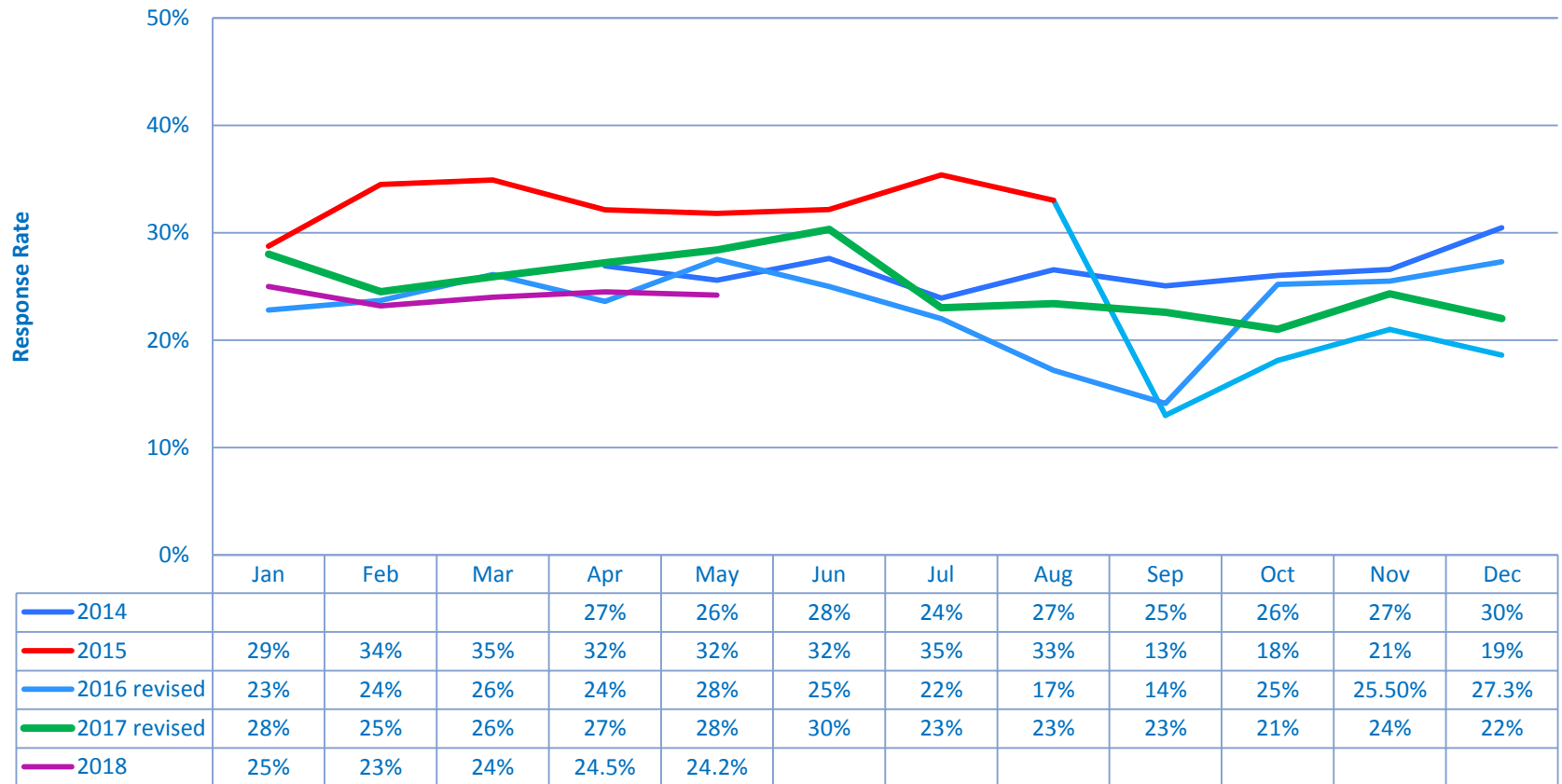
Project	Project Aims	Project Leads	Project Timescales and Progress
Transition	<p>To enable clinicians to start all young people a Transition Plan by the age of 14 in line with NICE recommendations</p> <p>Ensure young people and their families are adequately prepared for the move to adolescent or adult health services</p>	Executive Sponsor- Chief Nurse	<p>On-going project</p> <p><u>Progress to date:</u></p> <ul style="list-style-type: none"> <li>• Growing Up, Gaining Independence (GUGI) programme developed</li> <li>• Successful pilot of reporting tab on eCOF</li> <li>• Successful pilot of information sheets in clinics</li> <li>• GUGI Part 2 template being sent to all specialties</li> <li>• TIM attending specialty meetings</li> <li>• Draft of teaching /information video completed and has been presented to NHSI</li> </ul> <p><u>Next steps:</u></p> <ul style="list-style-type: none"> <li>• Further information videos for YP and families</li> <li>• LD information</li> <li>• Staff training needs analysis</li> <li>• Template for 'Welcome to the XYZ service at GOSH' to include information about age limit of service and set expectations from outset being developed</li> <li>• Transition Policy update</li> <li>• Develop sustainability plan</li> </ul>
Lab samples	To reduce the number of Laboratory Sample Rejection due to Pre-analytical Errors	Project Leads - Wisdom Musabaik & Janet Yuen Wu, Pathology Quality Team	<p>Scoping phase</p> <p><u>Project objectives:</u></p> <ul style="list-style-type: none"> <li>• To identify areas for improvement and quality indicators in pre-analytical processes and implement solutions to the findings</li> <li>• To develop an effective communication mechanisms across the clinical teams and the laboratory, and include patients and their families if possible for communicating information, outcomes and learning</li> <li>• To establish policies and procedures on pre-analytical processes that are compliant to the laboratory accreditation standards</li> <li>• To contribute to the education of staff members involved in pre-analytical procedures to ensure their understanding of the effects of pre-analytical variables on specimen quality</li> <li>• To liaise with clinical staff and EPR team to improve the ordering, collecting, labelling of laboratory samples under the future EPR system</li> </ul> <p><u>Next steps</u></p> <ul style="list-style-type: none"> <li>• Project diagnostics</li> <li>• Establishing governance and steering group membership</li> <li>• Establishing measurement plan</li> </ul>

# Patient Family Experience and Engagement Committee

Herdip Sidhu-Bevan  
Assistant Chief Nurse

July 2018

## FFT Responses over time



- The Real Time feedback system went live 6th June 2018 – this was to ensure that the system was working as required
- Information services confirmed all data feeds were aligned on 18<sup>th</sup> June to ensure accuracy of data
- Public submission forms are now available on the system
- Staff has GOSH need to inform and encourage patients and parents to use this system
- There will be a link with EPR when we go live with EPR

Trust staff requested a standard guideline that could be applied for 'Visiting Times' for Family and Friends

Engagement with the following groups took place:

1. Young People's Forum
2. PFEEC committee
3. Staff

Outcome:

- Visiting times for parents is unrestricted
- Visiting times for other family members and friends will be between 11am – 8pm
- Staff will taken into consideration the needs of adolescent patients and any cultural requirements
- Visiting guidelines information has been updated

# PALS Q1 18/19 – Main Themes

<b>Outpatient</b> (Cancellation; Failure to arrange appointment; poor communication)	<b>139</b>	<b>121</b>	<b>104</b>
<b>Lack of communication</b> (lack of communication with family, telephone calls not returned; incorrect information sent to families)	81	134	102
<b>Inpatients</b> (lack of communication; environment of the parents kitchens; accommodation )	43	57	37
<b>Referrals</b> (Waiting times; Advice on making a NHS referral; advice on making an IPP referral)	40	37	34
<b>Admission/Discharge</b> (Cancellation; waiting times to hear about admissions; lack of communication with families)	48	59	32

# Comparison of PALS cases received by the Trust during Q1 18/19\*

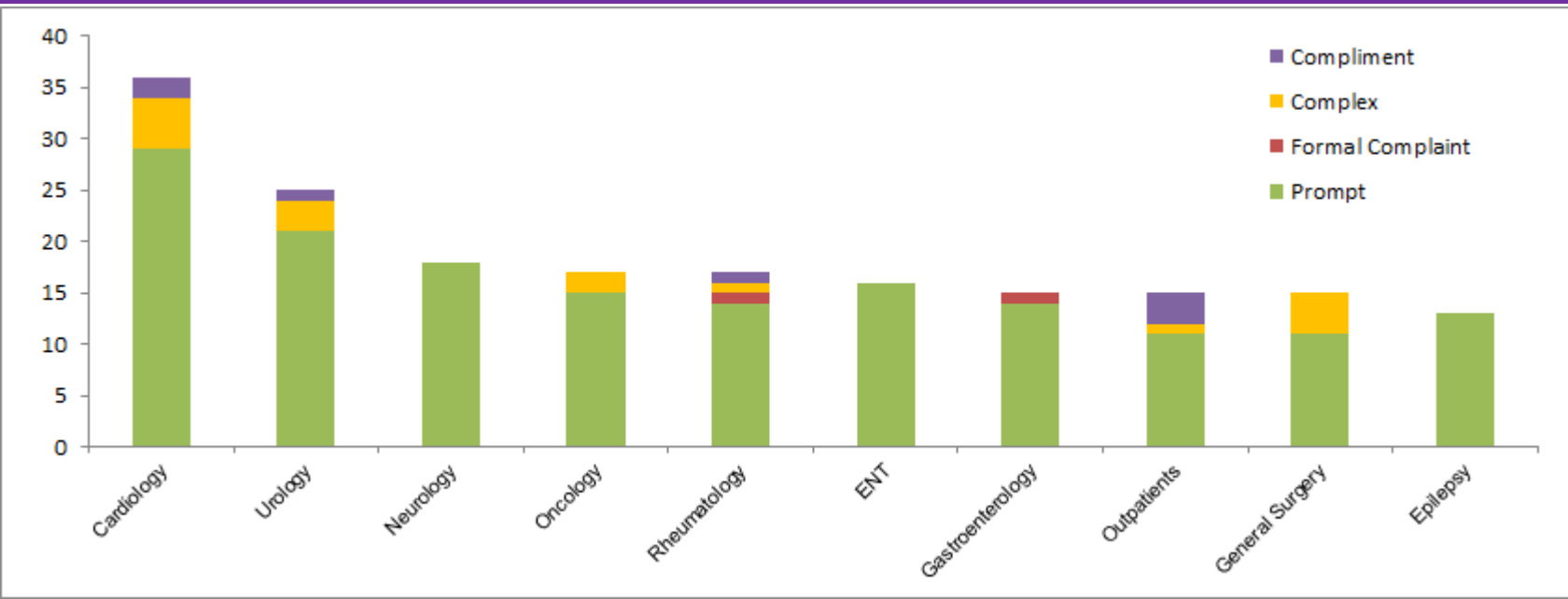
Table showing Pals cases by grading comparing Q4 in 17/18 in comparison to previous quarters.

Cases	Q1 17/18	Q4 17/18	Q1 18/19*
Promptly resolved	372	474	386
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Escalated to formal complaints	6	5	3
Compliments about specialities	12	18	17
*Special cases	1037	8	0
<b>Total</b>	<b>1492</b>	<b>595</b>	<b>442</b>

\*See Appendix at the end for definitions

\*Date range for Q1 01/04/18-22/06/18

Graph showing the top 10 specialities classified by category.





## PALS grading definitions:

- **Complex Cases**  
Cases that involve multiple questions / longer than 48 hours to resolve
- **Promptly Resolved**  
These cases are resolved promptly (24-48hr)
- **Escalated to Formal complaint**  
Families who want a formal escalation to their concerns
- **\*Special cases**  
During the financial year 17/18 there were two separate large contacts following interest by media and public regarding GOSH

# PALS Report Q1 2018/19

## Luke Murphy Pals Manager

1. Pan-Trust
2. Charles West
3. JM Barrie
4. IPP (International and Private patients) & DPS (Development and Property Services)
5. Always Values
6. NHS choices

# Comparison of PALS cases received by the Trust during Q1 18/19\*

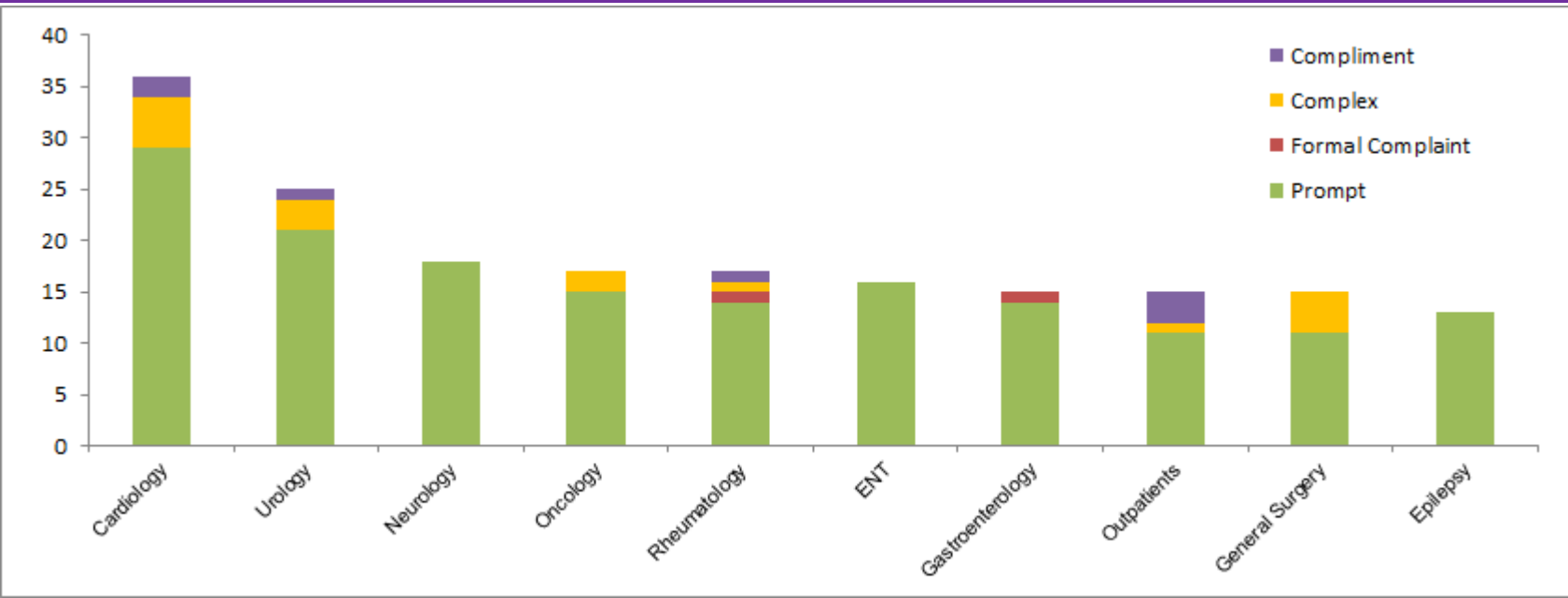
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\*See Appendix at the end for definitions

\*Date range for Q1 01/04/18-22/06/18

Graph showing the top 10 specialities classified by category.



## Top 5 specialities and themes arising in PALS cases received Q1 18/19

Specialities	Q1 17/18	Q4 17/18	Q1 18/19
Cardiology	15	39	36
Urology	17	16	24
Rheumatology	24	17	18
Neurology	22	22	17
Oncology	5	11	17

Themes	Q1 17/18	Q4 17/18	Q1 18/19
<b>Outpatient</b> (Cancellation; Failure to arrange appointment; poor communication)	139	121	104
<b>Lack of communication</b> (lack of communication with family, telephone calls not returned; incorrect information sent to families)	81	134	102
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<b>Admission/Discharge</b> (Cancellation; waiting times to hear about admissions; lack of communication with families)	48	59	32

# PALS Cases Charles West

Top 10 Specialties	Q1 17/18	Q4 17/18	Q1 18/19
Cardiology	15	39	36
Rheumatology	24	17	18
Oncology	5	11	17
Outpatients	7	17	15
Health Records	2	20	12
Dermatology	5	11	8
Respiratory	9	9	7
Haematology	2	3	5
Immunology	5	9	4
Cardiothoracic	15	10	3

Top 3 Themes	Q1 17/18	Q4 17/18	Q1 18/19
<b>Communication</b> (lack of communication with parents; lack of communication between staff and teams; emails not responded to)	11	39	37
<b>Outpatient</b> (Cancellations; communication; waiting times)	29	27	22
<b>Inpatient</b> (poor communication; cancelled admissions ; ward cleanliness)	16	10	15

## Examples of themes raised Q1 18/19

**Communication:** *“How are we to know if we are seeing a Rheumatology Doctor, a physiotherapist, a psychiatrist or another?”* A family travelled for two hours to GOSH expecting a review with their Rheumatology consultant, and prepared *“discussion points”* for that consultant however they were reviewed by a physiotherapist. Parents sent Pals their questions to be shared with the consultant and also requested for the team to review the wording of the outpatient letters. Pals shared the email with the consultant and team, the consultant contacted the family and the service manager spoke to them about the administrative concerns.

**Outpatient:** A family with a very disabled child who live 1 ½ hours away, had appointments booked on 5 consecutive days. Mother had been offered hospital accommodation for the week, but her outcome was to have multiple appointments on the same day to reduce the impact of a change in routine for her child. Mother came to Pals as she had been unable to liaise with the multiple teams to achieve her outcome. Pals worked with the different services and with mothers agreement the appointments were booked on three individual days a few weeks apart. Pals hearing mothers experience liaised with the Outpatient Sisters, and they arranged to meet mother on the days they are attending to support her whilst she is in outpatients.

**Inpatient:** *“...what is going to be put in place to assure us this won't happen again”.* A family who live 2 ½ hours away had cardiac surgery cancelled for the third time. The family travelled from home often leaving very early for a morning admission, would be admitted only then being informed of the cancellation. They were sent to Pals from the ward as the family were unhappy and needed help with travel costs. Pals worked with the clinical team to assess and contribute towards the costs incurred for the family. Pals conveyed the apology and asked the clinical team to rearrange the admission.



Top 10 Specialties	Q1 17/18	Q4 17/18	Q1 18/19
Urology	17	16	24
Neurology	22	22	17
General Surgery (SNAPS)	24	31	16
Ear Nose and Throat	17	21	15
Epilepsy	12	15	15
Gastroenterology	29	29	14
Metabolic Medicine	4	4	12
Neurosurgery	16	26	12
Ophthalmology	15	18	12
Renal / Nephrology	6	12	11

Top 3 Themes	Q1 17/18	Q4 17/18	Q1 18/19
<b>Outpatient</b> (Cancellation of appointments; failure to arrange appointment; lack of communication)	102	89	72
<b>Communication</b> (Lack of communication with families; telephone calls not returned; lack of information)	67	82	60
<b>Admission/Discharge</b> (waiting times to hear about admission date; cancellation of procedure; lack of communication)	31	41	24



## Examples of themes raised Q1 18/19

**Communication:** Family need support to get a new prescription of glasses for their foster child. They had struggled to do so and sought help from Social work who were unable to help and directed the issue to Pals. Pals liaised with the social work team and dispensing service to arrange for a prescription to be sent to the foster family, and arrange for the foster parent to send the broken glasses in to be repaired.

**Outpatients:** Family who live 3 hours away came to GOSH for an ENT appointment and on arrival were informed their appointment had been cancelled; they had not been informed in advance. The distressed family were brought to Pals by the Outpatient Sister. The family informed Pals they were booked into an “emergency” outpatient appointment slot. Pals arranged for the family to meet the ENT Service Manager, who arranged a new appointment and reserved a surgery slot for the same timeframe if they had been seen in clinic that day. The family wanted travel costs and loss of earnings to be reimbursed. Pals were able to reimburse the travel costs.

**Inpatient:** Family live 2 hours away needed advice and support for money and accommodation during an admission. The patient had required an urgent admission without much time to plan. Both parents and sibling attended and accommodation for the father and sibling had to be found the day after surgery. Pals liaised with the ward/clinical team and the Accommodation team. Family required further support, as both parents were not being provided accommodation and they had financial constraints that made it difficult to pay for hotels. Mother was needing to travel home at night to stay with their daughter which was costly. Pals liaised with Social Work and the Citizen’s Advice Bureau team in GOSH to offer financial advice to the family.



# PALS Cases by Division



## International Private Patients

Top 5 Specialties	Q1 17/18	Q4 17/18	Q1 18/19
IPP	6	8	7

**Commentary:** Pals work closely with our colleagues in IPP Arab Advocates to support prompt resolutions. Pals has seen an increase in contacts about billing but a reduction in concerns about care on the IPP wards.

## Development and Property Services

Top Specialties	Q1 17/18	Q4 17/18	Q1 18/19
Estates	1	5	2
Facilities	22	22	15
Redevelopment	2	0	0

**Commentary :**

**Estates:** Concerns about power shortage; heating on the ward isn't working.

**Facilities:** Concerns relate to accommodation, the lagoon and the postal room not properly franking letters.

# PALS and the Always Values

Pals and the Trust Values: Pals allocates cases against the values that were lacking.

Always Welcoming- Respect	1	Always Welcoming- Friendly	7	Always Helpful- Understanding	17	Always Helpful- Help others	59
Always Welcoming- Smiles	1	Always Welcoming-Reduce Waits	10	Always Helpful- Patient	1	Always Helpful- Reliable	71
Always Expert- Professional	36	Always Expert- Excellence	9	One Team- Listen	10	One Team- Involve	3
Always Expert- Safe	6	Always Expert- Improving	4	One Team- Communicate	193	One Team- Open	1

## Themes

The top three themes that the values relate to are

Always



Welcoming

- **Friendly:** Environment; praise for care; information about referrals
- **Respect:** Referral information; lack of communication with families; staff attitude
- **Reduce waiting:** Lack of communication with parents/patients; waiting times and failure to arrange appointment
- **Smiles:** Staff attitude

The top three themes that the values relate to are

Always



Helpful

- **Understanding:** Lack of communication with families; accommodation; advice NHS
- **Help Others:** Accommodation; lack of communication; Health information
- **Patient:** Delays /waiting times; incomplete records
- **Reliable:** Cancellations; lack of communication with families; waiting times;

Always



Expert

The top three themes that the values relate to are

- **Excellence :** Lack of communication with families; breach of confidentiality; cancellation
- **Professional:** Lack of communication with families; praise for care; waiting times
- **Safe:** Lack of communication with families; incorrect treatment; failure to arrange appointment
- **Improving:** Lack of communication with family; dissatisfaction with service facilities in outpatients/ward

Always



One Team

The top three themes that the values relate to are

- **Listen:** Lack of communication with families; support; catering
- **Communicate:** Lack of communication with families; access to medical records; waiting times
- **Open:** Lack of communication with families; accommodation issues; access to medical records
- **Involve;** Lack of communication with families; cancellations with no prior notice; delay in arranging appointments

# Other Feedback



## Social Media and NHS Choices:

Postings on Social Media and on NHS Choices are shared with the clinical team that the posting relates to. NHS Choices has a public reply posted from the Pals Team encouraging direct contact with us to help support the concerns raised by the family. The postings are however anonymous and each of the postings this quarter had to be shared with the relevant teams without patient details to act upon.

**20<sup>th</sup> April** 'Having never been before firstly to be greeted by the ladies in yellow to help was a welcome sight. The doctors who saw us were understanding and spent plenty of time arranging tests that day to save us another journey up. The nurses were friendly and radiographer too. The biggest thanks is to the HCAs that did my sons blood when he was very fearful top job thanks for the care you took he now keeps talking about not being scared next time'



June 2018 'We have been using the hospital for 4 years now normally I'd give a 5 star rating on all levels. But this year we were faced with nurses who didn't listen to me, ignored my knowledge of my own child and my advice, spoke amongst themselves on how a nurse tried to put my daughter's cannula in wrong and had no sympathy or compassion for a terrified and distressed 3 year old. I was ready to walk out'.



**30<sup>th</sup> April** 'Asked receptionist a very simple request and spent more time trying to get out of helping me than just doing it. He needs to remember why parents like us are here'.

## Compliments:

Mum expressed that having a person in reception 'makes the experience more welcoming'.	Outpatient
'I would like to say a big thank you to great Ormond Street hospital physio team for helping me get better and fits with the three weeks I was there it was a great fun being there and now I know how to cope with my pain in my body a bit more better now then I did before. It was really fun being there and the other people there was friendly and kind like the physio team was. I know I am going to miss everyone and I will think of my happy place of bro g there when I am in pains'	Physio team
Mother wanted to pass on her thanks 'for the treatment her daughter received in 2009'.	PICU
Mum expressed that the doctors 'were exceptional and dedicated and that they had a positive experience throughout'. Mum expressed 'that consultant spoke to both her and her daughter like humans and her daughter looked forward to seeing the consultant on his ward rounds. Thank you'.	Neurosurger y
'My son (8 months old) went in for surgery regarding an undescended testicle I have to say every single person we encountered was amazing and treated us with an enormous amount of respect . All the staff, nurses, doctors, surgeons etc. Were incredible, explained everything to us as they went and we're a credit to the NHS.so I wish to say thank you very much for your support and fantastic work and for taking care of my son. I hope to not have to return again, but if we do I know we will be in safe hands	Urology

# Appendix

## PALS grading definitions:

- **Complex Cases**  
Cases that involve multiple questions / longer than 48 hours to resolve
- **Promptly Resolved**  
These cases are resolved promptly (24-48hr)
- **Escalated to Formal complaint**  
Families who want a formal escalation to their concerns
- **\*Special cases**  
During the financial year 17/18 there were two separate large contacts following interest by media and public regarding GOSH

## Finance and Workforce Performance Report Month 3 2018/19

### Contents

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**KEY PERFORMANCE DASHBOARD**

**FINANCIAL PERFORMANCE**

	In month			Year to date			Full Year Forecast	
	Plan	Actual	RAG	Plan	Actual	RAG	F'cst	RAG
<b>INCOME</b> <i>incl. passthrough</i>	£38.1m	£37.8m	●	£113.8m	£113.4m	●	£470.6m	●
<b>PAY</b>	£21.7m	£21.4m	●	£64.7m	£64.4m	●	£262.7m	●
<b>NON-PAY</b> <i>incl. passthrough</i>	£14.9m	£14.7m	●	£44.2m	£43.9m	●	£179.0m	●
<b>CONTROL TOTAL</b>	£0.2m	£0.3m	●	£0.8m	£1.1m	●	£12.1m	●

RAG: on or favourable to plan = green, 0-5% adverse to plan = amber, 5%+ adverse to plan = red

**AREAS OF NOTE:**

NHS and other clinical income is favourable to plan by £2.1m YTD, but this is offset by underperformance within Private Patient revenue (£0.8m adverse YTD) and Other non-clinical income (£1.5m adverse YTD).

**INCOME BREAKDOWN RELATED TO ACTIVITY**

Income breakdown	Plan (£m)	Actual (£m)	Var (£m)	RAG
NHS & Other Clinical Revenue	£68.4m	£70.5m	£2.1m	●
Pass Through	£15.6m	£15.2m	(£0.3m)	●
Private Patient Revenue	£15.2m	£14.4m	(£0.8m)	●
Non-Clinical Revenue	£14.8m	£13.3m	(£1.5m)	●
<b>Total Operating Revenue</b>	<b>£113.8m</b>	<b>£113.4m</b>	<b>(£0.5m)</b>	●

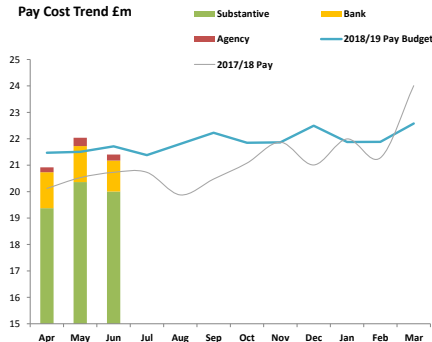
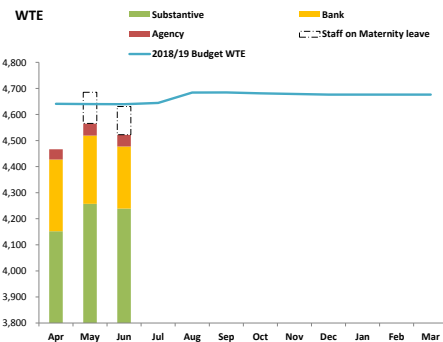
RAG: on or favourable to plan = green, 0-5% adverse to plan = amber, 5%+ adverse to plan = red

**PEOPLE**

	M3 Plan WTE	2018/19 M3 WTE	Variance
<b>PERMANENT</b>	4,610.1	4,243.1	367.1
<b>BANK</b>	21.2	238.1	(216.9)
<b>AGENCY</b>	8.1	45.6	(37.5)
<b>TOTAL</b>	<b>4,639.5</b>	<b>4,526.7</b>	<b>112.7</b>

**AREAS OF NOTE:**

The Trust hold a number of vacancies for permanent positions which are being recruited to, but in the meantime are fulfilling staff needs to meet demand through bank and agency staffing. In addition, the Trust has a number of staff on maternity leave which do not show as WTEs but will contribute to the pay cost of the Trust.

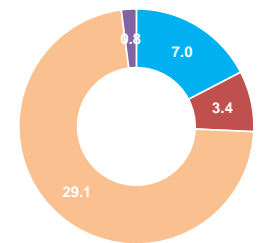


**CASH, CAPITAL AND OTHER KPI's**

Key metrics	Plan	Actual
<b>CASH</b>	<b>£52.3m</b>	<b>£60.1m</b>
<b>NET RECEIVABLES</b>	n/a	<b>£40.3m</b>
<b>IPP OVERDUE DEBT</b>	n/a	<b>£26.6m</b>

Capital Programme	YTD Plan M3	YTD Actual M3	Full Year Plan & F'cst
<b>Total Trust-funded</b>	<b>£4.7m</b>	<b>£2.8m</b>	<b>£28.0m</b>
<b>Total Donated</b>	<b>£8.8m</b>	<b>£7.0m</b>	<b>£45.0m</b>
<b>Grand Total</b>	<b>£13.5m</b>	<b>£9.8m</b>	<b>£73.0m</b>

**Net receivables breakdown**



■ NHS ■ Non NHS ■ IPP ■ Gosh charity

NHSI metrics	Plan M3	Actual M3
<b>CAPITAL SERVICE COVER</b>	<b>1</b>	<b>1</b>
<b>LIQUIDITY</b>	<b>1</b>	<b>1</b>
<b>I&amp;E MARGIN</b>	<b>2</b>	<b>1</b>
<b>VAR. FROM CONTROL TOTAL</b>	<b>1</b>	<b>1</b>
<b>AGENCY</b>	<b>1</b>	<b>1</b>
<b>TOTAL</b>	<b>1</b>	<b>1</b>

**AREAS OF NOTE:**

Cash held by the Trust is higher than plan by £7.8m. IPP debt continues to make up the majority of net receivables held (c.72%), and the majority of IPP debt is held beyond terms due to being owed by foreign governments. The Trust capital programme is currently £3.7m behind plan given slippage in some capital projects. Forecast continues to be the same as plan. NHSI metrics are all on or above plan.

# Trust Income and Expenditure Performance Summary for the 3 months ending 30 Jun 2018

Annual Budget (£m)	Income & Expenditure	2018/19								Rating Current Year	Notes	2017/18			CY vs PY		
		Month 3				Year to Date						YTD Actual (£m)	Variance		YTD Actual (£m)	Variance	
		Budget (£m)	Actual (£m)	Variance (£m)	%	Budget (£m)	Actual (£m)	Variance (£m)	%				(£m)	(£m)		(£m)	%
280.59	NHS & Other Clinical Revenue	22.86	23.29	0.43	1.88%	68.37	70.46	2.09	3.06%	G	1	70.50	(0.04)	(0.06%)			
63.49	Pass Through	5.27	5.27	0.00	0.00%	15.56	15.22	(0.34)	(2.19%)			15.80	(0.58)	(3.67%)			
63.55	Private Patient Revenue	5.03	4.75	(0.28)	(5.57%)	15.16	14.40	(0.76)	(5.01%)	R	2	14.10	0.30	2.13%			
62.93	Non-Clinical Revenue	4.98	4.44	(0.54)	(10.84%)	14.75	13.28	(1.47)	(9.97%)	R		12.20	1.08	8.85%			
<b>470.56</b>	<b>Total Operating Revenue</b>	<b>38.14</b>	<b>37.75</b>	<b>(0.39)</b>	<b>(1.02%)</b>	<b>113.84</b>	<b>113.36</b>	<b>(0.48)</b>	<b>(0.42%)</b>			<b>112.60</b>	<b>0.76</b>	<b>0.67%</b>			
(260.28)	Permanent Staff	(21.48)	(20.03)	1.45	6.75%	(64.11)	(59.77)	4.34	6.77%			(56.00)	(3.77)	(6.73%)			
(0.50)	Agency Staff	(0.04)	(0.23)	(0.19)		(0.12)	(0.72)	(0.60)				(1.40)	0.68	48.57%			
(1.87)	Bank Staff	(0.19)	(1.17)	(0.98)		(0.46)	(3.90)	(3.44)				(4.00)		0%			
<b>(262.65)</b>	<b>Total Employee Expenses</b>	<b>(21.71)</b>	<b>(21.43)</b>	<b>0.28</b>	<b>1.29%</b>	<b>(64.69)</b>	<b>(64.39)</b>	<b>0.30</b>	<b>0.46%</b>	G	3	<b>(61.40)</b>	<b>(2.99)</b>	<b>(4.87%)</b>			
(13.48)	Drugs and Blood	(1.10)	(1.17)	(0.07)	(6.36%)	(3.24)	(3.20)	0.04	1.23%	G		(3.30)	0.10	3.03%			
(41.45)	Other Clinical Supplies	(3.34)	(2.24)	1.10	32.93%	(10.67)	(9.57)	1.10	10.31%	G		(11.80)	2.23	18.90%			
(60.62)	Other Expenses	(5.18)	(6.06)	(0.88)	(16.99%)	(14.76)	(15.89)	(1.13)	(7.66%)	R		(14.90)	(0.99)	(6.64%)			
(63.49)	Pass Through	(5.27)	(5.27)	0.00	0.00%	(15.56)	(15.22)	0.34	2.19%			(15.60)	0.38	2.44%			
<b>(179.04)</b>	<b>Total Non-Pay Expenses</b>	<b>(14.89)</b>	<b>(14.74)</b>	<b>0.15</b>	<b>1.01%</b>	<b>(44.23)</b>	<b>(43.88)</b>	<b>0.35</b>	<b>0.79%</b>	G	4	<b>(45.60)</b>	<b>1.72</b>	<b>3.77%</b>			
<b>(441.69)</b>	<b>Total Expenses</b>	<b>(36.60)</b>	<b>(36.17)</b>	<b>0.43</b>	<b>1.17%</b>	<b>(108.92)</b>	<b>(108.27)</b>	<b>0.65</b>	<b>0.60%</b>	G		<b>(107.00)</b>	<b>(1.27)</b>	<b>(1.19%)</b>			
<b>28.87</b>	<b>EBITDA (exc Capital Donations)</b>	<b>1.54</b>	<b>1.58</b>	<b>0.04</b>	<b>2.60%</b>	<b>4.92</b>	<b>5.09</b>	<b>0.17</b>	<b>3.46%</b>	G		<b>5.60</b>	<b>(0.51)</b>	<b>(9.11%)</b>			
(16.79)	Owned depreciation, Interest and PDC	(1.35)	(1.31)	0.03	2.38%	(4.04)	(3.95)	0.10	2.42%		6	(3.60)	(0.34)	(9.58%)			
<b>12.08</b>	<b>Control total</b>	<b>0.19</b>	<b>0.27</b>	<b>0.07</b>	<b>37.11%</b>	<b>0.88</b>	<b>1.14</b>	<b>0.27</b>	<b>30.56%</b>	G		<b>2.00</b>	<b>(0.86)</b>	<b>(42.75%)</b>			
(11.60)	Donated depreciation	(0.89)	(0.91)	(0.01)	(1.34%)	(2.71)	(2.73)	(0.02)	(0.66%)			(2.30)	(0.43)	(18.48%)			
<b>0.48</b>	<b>Net (Deficit)/Surplus (exc Cap. Don. &amp; Impairments)</b>	<b>(0.70)</b>	<b>(0.64)</b>	<b>0.06</b>	<b>8.57%</b>	<b>(1.83)</b>	<b>(1.58)</b>	<b>0.25</b>	<b>13.66%</b>			<b>(0.30)</b>	<b>(1.28)</b>	<b>(426.67%)</b>			
(2.52)	Impairments	0.00	0.00	0.00	0.00%	0.00	0.00	0.00	0.00%			0.00	0.00	0%			
44.97	Capital Donations	3.82	3.57	(0.25)	(6.54%)	8.78	6.99	(1.79)	(20.39%)		5	6.00	0.99	16.50%			
<b>42.93</b>	<b>Adjusted Net Result</b>	<b>3.12</b>	<b>2.93</b>	<b>(0.19)</b>	<b>(6.09%)</b>	<b>6.95</b>	<b>5.41</b>	<b>(1.54)</b>	<b>(22.16%)</b>			<b>5.70</b>	<b>(0.29)</b>	<b>(5.09%)</b>			

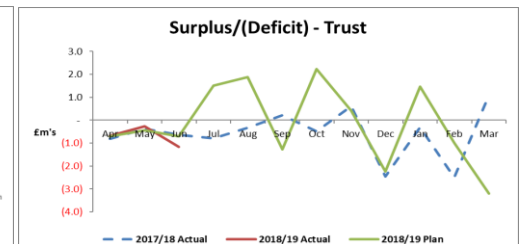
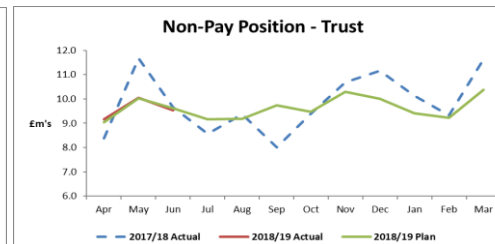
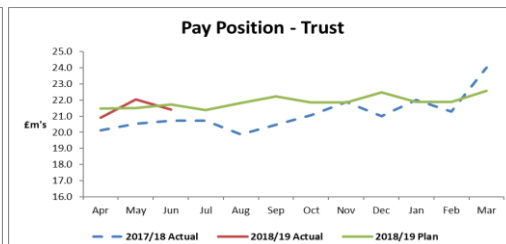
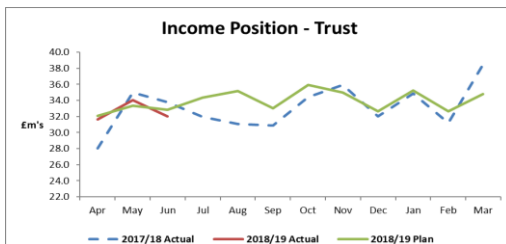
## Summary

- The Trust is reporting a YTD £0.3m control total surplus position against plan (£1.1m against plan of £0.8m).

## Notes

- NHS & other clinical revenue (excluding pass through) is favourable to plan by £2.1m YTD and £0.4m in month.
- Private Patient income is £0.8m adverse to plan YTD and £0.3m adverse in month. Though overall private patient activity is down against plan, there has been a significant increase in PICU / NICU activity in the period that is supporting the overall position (£0.5m ahead of plan).
- Pay is favourable to plan YTD and in month by £0.3m. The clinical divisions continue to hold vacancies which they are attempting to recruit to and are utilising bank and agency staff to fulfil current demand, especially prevalent within nursing staff.
- Non pay (excluding pass through) is £0.3m favourable to plan YTD and favourable to plan in month by £0.1m. Better value targets within other expenses are being offset by cost management across the rest of the non-pay spend.
- Income from capital donations was £1.8m less than plan due to slippage of some capital expenditure on donated assets into M3: CICU equipment (£0.3m), SPECT (£0.9m), Squirrel (£0.5m).
- Depreciation YTD is on plan.

## Trust summary graphs



## 2018/19 NHS Clinical Income for the 3 months ending 30 Jun 2018

### Summary by Point of Delivery excluding CQUIN

Point of Delivery	Current month			Year to date			Current forecast £000's	Previous forecast £000's	Forecast variance £000's	Annual plan £000's	Plan v forecast variance £000's
	Plan £000's	Actual £000's	Variance £000's	Plan £000's	Actual £000's	Variance £000's					
Day Case	£2,088	£2,118	£30	£6,165	£6,419	£254	£25,004	£25,004	0%	£25,004	£0
Elective	£5,218	£5,509	£291	£15,392	£15,898	£506	£64,688	£64,688	0%	£64,688	£0
Hdu Bed Days	£277	£301	£25	£841	£848	£7	£3,372	£3,372	0%	£3,372	£0
Highly Specialised Services	£2,444	£2,194	(£250)	£7,382	£7,129	(£253)	£29,681	£29,681	0%	£29,681	£0
Inpatient excess bed days	£401	£252	(£149)	£1,201	£1,010	(£191)	£4,860	£4,860	0%	£4,860	£0
Itu Bed Days	£3,330	£2,887	(£442)	£9,113	£7,993	(£1,120)	£36,552	£36,552	0%	£36,552	£0
Non Nhs Clinical Income	£363	£267	(£96)	£1,081	£1,138	£57	£3,573	£3,573	0%	£3,573	£0
Non-Elective	£1,474	£1,559	£84	£4,471	£5,182	£711	£17,932	£17,932	0%	£17,932	£0
Other Nhs Clinical	£3,961	£5,258	£1,297	£12,804	£13,218	£414	£53,607	£53,607	0%	£53,607	£0
Outpatients	£3,302	£2,943	(£359)	£9,751	£9,956	£205	£39,884	£39,884	0%	£39,884	£0
<b>Total excluding pass through</b>	<b>£22,857</b>	<b>£23,287</b>	<b>£430</b>	<b>£68,201</b>	<b>£68,791</b>	<b>£590</b>	<b>£279,153</b>	<b>£279,153</b>	<b>£0</b>	<b>£279,153</b>	<b>£0</b>
Pass-Through Income	£5,270	£5,274	£4	£15,558	£15,218	(£340)	£63,014	£63,014	0%	£63,014	£0
<b>Total clinical income</b>	<b>£28,127</b>	<b>£28,561</b>	<b>£434</b>	<b>£83,759</b>	<b>£84,009</b>	<b>£250</b>	<b>£342,167</b>	<b>£342,167</b>	<b>0%</b>	<b>£342,167</b>	<b>£0</b>

### Summary

The year to date income is £250k ahead of plan including pass-through income and £590k above plan excluding pass-through.

The main areas of favourable variance are elective and non-elective activity at £506k and £711k respectively. The elective variance is driven by both activity and casemix whereas for non-elective it is due to increased activity.

ITU beddays is an adverse variance of £1,120k against year to date plan that is driven by activity under-performance for PICU.



Summary by Point of Delivery excluding pass through & CQUIN

Point of Delivery	Activity plan	Activity actual	Activity variance
Day Case	5,247	5,415	168
Elective	3,428	3,480	52
Hdu Bed Days	864	1,005	141
Highly Specialised Services	4,547	3,605	(942)
Inpatient excess bed days	2,116	1,767	(349)
Itu Bed Days	3,119	2,776	(343)
Non Nhs Clinical Income	415	580	165
Non-Elective	407	470	63
Other Nhs Clinical	15,509	16,294	785
Outpatients	39,492	39,644	152
<b>Total</b>	<b>75,144</b>	<b>75,036</b>	<b>(108)</b>

Income plan £000's	Income actual £000's	Income variance £000's
£6,165	£6,419	£254
£15,392	£15,898	£506
£841	£848	£7
£7,382	£7,129	(£253)
£1,201	£1,010	(£191)
£9,113	£7,993	(£1,120)
£1,081	£1,138	£57
£4,471	£5,182	£711
£13,327	£13,218	(£109)
£9,751	£9,957	£206
<b>£68,724</b>	<b>£68,792</b>	<b>£68</b>

Ave price per plan	Ave price received	Ave price var %
£1,175	£1,185	1%
£4,490	£4,568	2%
£973	£844	-13%
£1,623	£1,978	22%
£568	£572	1%
£2,922	£2,879	-1%
£2,605	£1,962	-25%
£10,985	£11,026	0%
£859	£811	-6%
£247	£251	2%
<b>£915</b>	<b>£917</b>	<b>0%</b>

Price variance £000's	Activity variance £000's
£57	£197
£273	£233
(£130)	£137
£1,276	(£1,529)
£7	(£198)
(£118)	(£1,002)
(£373)	£430
£19	£692
(£784)	£675
£168	£38
<b>£167</b>	<b>(£99)</b>

Summary

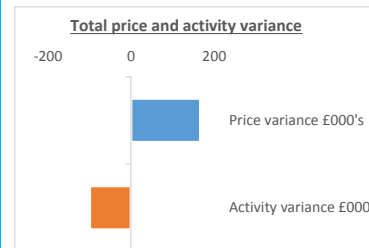
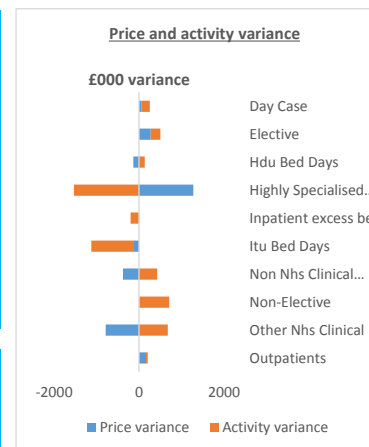
- The variance of £68k is driven by a small adverse activity variance of £99k that is offset by the price variance of £167k.

- The impact of the adverse activity variance for highly specialised services is £1.5m; this is due to lower than expected levels of non-elective and complex respiratory elective activity and dermatology packages of care however this is largely offset by the favourable price variance from elective and non-elective activity in month 1. Highly specialised activity is largely based on estimates for the current month therefore there is the potential for movements when based on actual activity.

- The adverse variance for ITU bed days is due to lower than planned activity for paediatric intensive care.

Key variances by specialty

Specialty	Ytd plan	Ytd Actuals	Variance
Spinal Surgery	£11,029	£643,507	£632,478
Neurosurgery	£3,608,359	£4,068,368	£460,009
Cardiac Surgery	£3,972,950	£4,432,053	£459,103
Ear, Nose & Throat	£1,105,258	£1,488,910	£383,652
BMT	£1,504,285	£1,122,529	(£381,757)
ECMO	£1,880,223	£1,488,312	(£391,912)
PICU/NICU	£6,099,467	£4,980,820	(£1,118,648)
Haemophilia	£3,714,023	£2,089,595	(£1,624,427)

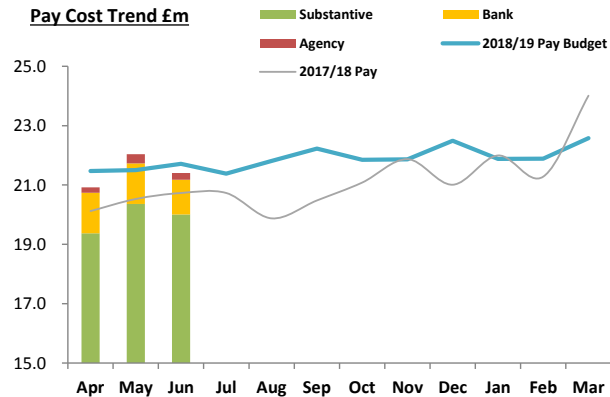
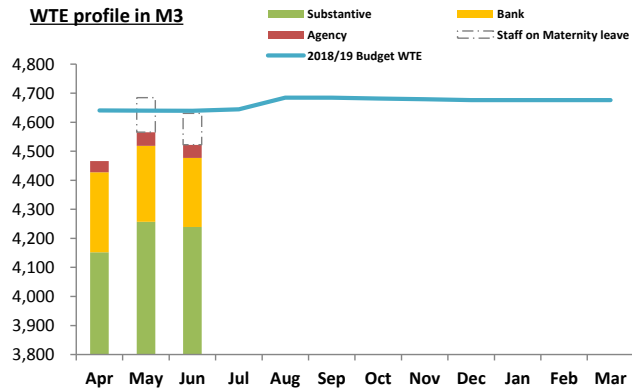


# Workforce Summary for the month - June 2018

\*WTE = **Worked WTE**, Worked hours of staff represented as WTE

£m including Perm, Bank and Agency	2018/19 plan			2018/19 actual			Variance			
	M3 (£m)	M3 WTE	£000 / WTE	M3 (£m)	M3 WTE	£000 / WTE	M3 (£m)	M3 WTE	Volume Var (£m)	Price Var (£m)
Admin (inc Director & Senior Managers)	4.1	1,131.4	43.3	3.6	1,067.2	40.2	0.5	64.2	0.2	0.3
Consultants	4.3	354.7	146.3	4.3	320.6	161.8	0.0	34.1	0.4	(0.4)
Estates & Ancillary Staff	0.3	129.3	30.8	0.3	113.7	33.7	0.0	15.5	0.0	(0.0)
Healthcare Assist & Supp	0.8	314.7	30.6	0.7	272.8	30.3	0.1	41.9	0.1	0.0
Junior Doctors	2.1	351.2	71.3	2.2	320.6	80.9	(0.1)	30.6	0.2	(0.3)
Nursing Staff	6.5	1,586.5	49.3	6.3	1,526.9	49.2	0.3	59.6	0.2	0.0
Other Staff	0.0	8.7	53.9	0.0	4.6	48.2	0.0	4.1	0.0	0.0
Scientific Therap Tech	4.0	911.5	52.3	3.6	854.8	50.9	0.3	56.7	0.2	0.1
<b>Total substantive and bank staff costs</b>	<b>22.2</b>	<b>4,787.9</b>	<b>55.5</b>	<b>21.0</b>	<b>4,481.2</b>	<b>56.2</b>	<b>1.2</b>	<b>306.7</b>	<b>1.4</b>	<b>(0.2)</b>
Agency	0.0	8.1	60.6	0.2	45.6	59.5	(0.2)	(37.5)	(0.2)	0.0
<b>Total substantive, bank and agency cost</b>	<b>22.2</b>	<b>4,796.0</b>	<b>55.5</b>	<b>21.2</b>	<b>4,526.7</b>	<b>56.2</b>	<b>1.0</b>	<b>269.3</b>	<b>1.2</b>	<b>(0.2)</b>
Reserve*	(0.5)	(156.6)	0.0	0.2	0.0	0.0	(0.7)	(156.6)	(0.5)	(0.2)
<b>Total pay cost</b>	<b>21.7</b>	<b>4,639.5</b>	<b>56.2</b>	<b>21.4</b>	<b>4,526.7</b>	<b>56.7</b>	<b>0.3</b>	<b>112.7</b>	<b>0.5</b>	<b>(0.2)</b>
Remove Maternity leave cost				0.3						
<b>Total excluding Maternity Costs</b>	<b>21.7</b>	<b>4,639.5</b>	<b>56.2</b>	<b>21.1</b>	<b>4,526.7</b>	<b>55.9</b>	<b>0.6</b>	<b>112.7</b>	<b>0.5</b>	<b>0.1</b>

\*Plan reserve includes WTEs relating to the better value programme



## Summary

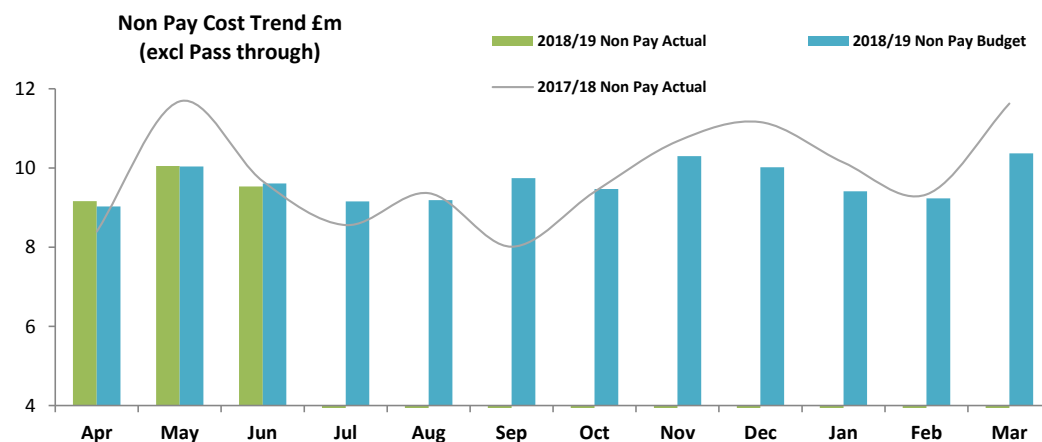
- In Month 3 pay spend is £21.4m (including Maternity) which is £0.3m favourable to plan.
- £0.2m has been accrued for the inflationary pay rise which will be paid once formally approved.
- The Trust continue to focus on recruitment of permanent nursing staff to reduce use of bank and the additional costs associated. M3 18/19 nursing cost continues to be of a similar level to 17/18 given the continuing challenge with recruiting to the posts.
- There are 108 WTEs on maternity leave which are not recorded within the actual WTE's (given not working). This is the key driver between the favourable WTE and the on-plan YTD spend.

## Non-Pay Summary for the 3 months ending 30 Jun 2018

NON PAY COSTS (excl Pass through) YTD and in-month						
£m	2017/18		2018/19		Change from prior year	
	Budget (£m)	Actual (£m)	Budget (£m)	Actual (£m)	Budget (£m)	Actual (£m)
Non Pay (In month)	(8.6)	(9.7)	(9.6)	(9.5)	(1.0)	0.2
Non pay (YTD)	(26.7)	(30.0)	(28.7)	(28.7)	(2.0)	1.3

Top 5 YTD Clinical* Non Pay overspends by Speciality (£m)			
	In-month 2018/19 Budget (£k)	In-month 2018/19 Actual (£k)	Variance (£k)
Pathology	(465)	(658)	(193)
Cardiac Serv	(317)	(461)	(144)
Theatre	(631)	(755)	(125)
Medical Gastroenterology	(35)	(137)	(102)
Genetics	(245)	(294)	(49)

Top 5 YTD Clinical* Non Pay underspends by Speciality (£m)			
	In-month 2018/19 Budget (£k)	In-month 2018/19 Actual (£k)	Variance (£k)
Bone Marrow Transplant	(156)	167	323
Snaps	(23)	99	121
Pharmacy	(78)	34	112
Radiology	(217)	(119)	98
Cardiac Critical Care	(91)	(4)	87



### Summary

- YTD non-pay excluding passthrough in 2018/19 is broadly on plan which is also in line with YTD total income.
- There has been an overspend in selected clinical non-pay areas including:
  - Pathology - due to reagent costs due to associated activity levels
  - Cardiac Serv - increased purchases of consumables for current and prospective activity
  - Theatres - continued spend on general supplies and consumables
  - Med Gastro - income is higher and therefore non-pay spend is higher than budget to meet demand
  - Genetics - associated with increased activity levels within the specialty
- There has also been a number of underspends within clinical non-pay areas including:
  - BMT - as costs were over accrued in the previous month due to an overestimate in work-in-progress income
  - Snaps/Pharmacy - due to correction of miscoding in previous months
  - Radiology - favourable to plan due to adjustments made to maintenance contracts within the service

\*Clinical non-pay includes blood costs, drugs costs, healthcare from non-NHS bodies, services from NHS organisations, supplies & services clinical and excludes passthrough

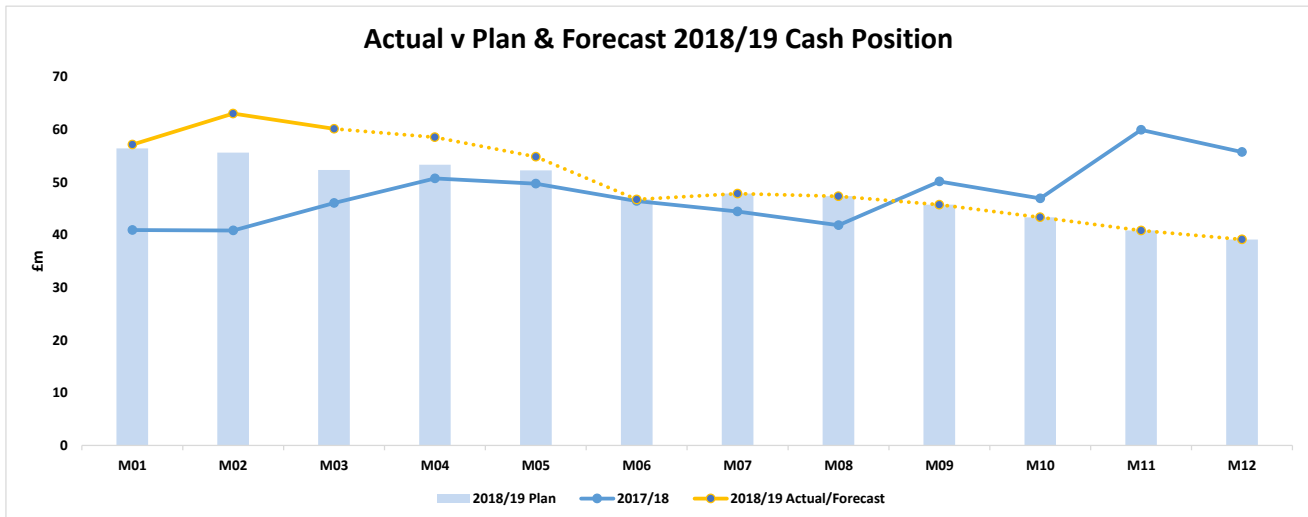
31 Mar 2018 Audited Accounts £m	Statement of Financial Position	YTD Plan 30 Jun 2018 £m	YTD Actual 30 Jun 2018 £m	YTD Variance £m	Forecast Outturn 31 Mar 2019 £m	YTD Actual 30 Apr 2018 £m	In month Movement £m
463.29	Non-Current Assets	471.75	468.10	(3.65)	512.30	464.99	3.11
85.92	Current Assets (exc Cash)	89.29	87.40	(1.89)	86.80	90.28	(2.88)
55.69	Cash & Cash Equivalents	52.27	60.07	7.80	39.10	57.05	3.02
(69.95)	Current Liabilities	(71.58)	(75.33)	(3.76)	(60.97)	(76.45)	1.12
(5.51)	Non-Current Liabilities	(5.34)	(5.38)	(0.04)	(4.87)	(5.47)	0.09
<b>529.44</b>	<b>Total Assets Employed</b>	<b>536.39</b>	<b>534.86</b>	<b>(1.53)</b>	<b>572.36</b>	<b>530.40</b>	<b>4.46</b>

31 Mar 2018 YTD actual £m	Capital Expenditure	YTD Plan 30 Jun 2018 £m	YTD Actual 30 Jun 2018 £m	YTD Variance £m	Forecast Outturn 31 Mar 2019 £m
5.81	Redevelopment - Donated	3.17	2.70	0.47	16.30
9.06	Medical Equipment - Donated	1.89	1.46	0.43	12.63
9.78	ICT - Donated	3.73	2.83	0.90	16.03
<b>24.65</b>	<b>Total Donated</b>	<b>8.79</b>	<b>6.99</b>	<b>1.80</b>	<b>44.96</b>
6.99	Redevelopment & equipment - Trust Funded	1.78	1.51	0.27	9.35
1.61	Estates & Facilities - Trust Funded	0.62	0.28	0.34	3.30
4.73	ICT - Trust Funded	2.28	1.01	1.27	15.35
<b>13.33</b>	<b>Total Trust Funded</b>	<b>4.68</b>	<b>2.80</b>	<b>1.88</b>	<b>28.00</b>
<b>37.98</b>	<b>Total Expenditure</b>	<b>13.47</b>	<b>9.79</b>	<b>3.68</b>	<b>72.96</b>

31-Mar-18	Working Capital	31-May-18	30-Jun-18	RAG	KPI
19.00	NHS Debtor Days (YTD)	8.0	7.0	<b>G</b>	< 30.0
189.00	IPP Debtor Days	195.0	191.0	<b>R</b>	< 120.0
27.70	IPP Overdue Debt (£m)	27.3	26.6	<b>R</b>	0.0
5.00	Inventory Days - Drugs	7.0	8.0	<b>G</b>	7.0
70.00	Inventory Days - Non Drugs	69.0	67.0	<b>R</b>	30.0
35.00	Creditor Days	31.0	30.0	<b>A</b>	< 30.0
70.3%	BPPC - NHS (YTD) (number)	47.8%	42.4%	<b>R</b>	> 95.0%
43.3%	BPPC - NHS (YTD) (£)	73.6%	71.3%	<b>R</b>	> 95.0%
89.3%	BPPC - Non-NHS (YTD) (number)	82.3%	82.6%	<b>R</b>	> 95.0%
85.0%	BPPC - Non-NHS (YTD) (£)	86.0%	85.8%	<b>A</b>	> 95.0%

**RAG Criteria:**

NHS Debtor and Creditor Days: Green (under 30); Amber (30-40); Red (over 40)  
 BPPC Number and £: Green (over 90%); Amber (85-90%); Red (under 85%)  
 IPP debtor days: Green (under 120 days); Amber (120-150 days); Red (over 150 days)  
 Inventory days: Green (under 21 days); Amber (22-30 days); Red (over 30 days)



# Appendices

Statement of Financial Position as at 30 Jun 2018

Audited Actual as at 31 Mar 2018		Plan as at 30 Jun 2018	Actual as at 30 Jun 2018	YTD Variance	Forecast Outturn 31 Mar 2019	Actual as at 31 May 2018	Change in month
£000		£000	£000	£000	£000	£000	£000
	<b>Non Current Assets</b>						
200,068	Property, plant and equipment - purchased	443,265	441,082	(2,183)	221,727	438,771	(2,311)
18,429	Intangible assets - purchased	22,413	20,947	(1,466)	13,655	20,453	(494)
6,188	Trade and other receivables	6,069	6,070	1	5,713	6,109	39
<b>463,289</b>	<b>Total Non Current Assets</b>	<b>471,747</b>	<b>468,099</b>	<b>(3,648)</b>	<b>512,297</b>	<b>465,332</b>	<b>(2,766)</b>
	<b>Current Assets</b>						
8,853	Inventories	9,050	9,383	333	9,500	9,142	(241)
54,512	Invoiced Debtors	46,750	40,302	(6,448)	55,103	42,181	1,879
12,471	Accrued income	15,983	20,470	4,487	12,597	19,121	(1,349)
54	PDC dividend receivable	0	0	0	0	0	0
1,329	Other receivables - revenue	2,383	2,208	(175)	1,333	2,545	337
4,338	Receivables due from NHS charities - capital	8,775	8,260	(515)	4,353	5,317	(2,943)
3,382	Prepayments	5,520	5,469	(51)	3,394	5,055	(414)
985	VAT receivable	825	1,102	277	488	990	(112)
0	Investments	50,000	55,000	5,000	30,000	51,000	(4,000)
55,695	Cash and cash equivalents	2,272	5,067	2,795	9,137	11,986	6,919
<b>141,619</b>	<b>Total Current Assets</b>	<b>141,558</b>	<b>147,261</b>	<b>5,703</b>	<b>125,905</b>	<b>147,337</b>	<b>76</b>
<b>604,908</b>	<b>Total Assets</b>	<b>613,305</b>	<b>615,360</b>	<b>2,055</b>	<b>638,202</b>	<b>612,669</b>	<b>(2,690)</b>
	<b>Current Liabilities</b>						
(6,380)	Other trade payables - capital	(8,051)	(6,810)	1,241	(7,498)	(6,201)	609
(6,599)	NHS payables - revenue	(6,082)	(6,827)	(745)	(5,490)	(6,731)	96
(5,076)	Other trade payables - revenue	(4,678)	(1,940)	2,738	(4,223)	(4,174)	(2,234)
(3,001)	Social Security costs	(2,766)	(3,057)	(291)	(3,096)	(3,059)	(2)
(2,506)	Other taxes payable	(2,309)	(2,559)	(250)	(2,546)	(2,554)	5
(8,700)	Other payables	(8,019)	(10,129)	(2,110)	(7,179)	(8,938)	1,191
(4,926)	Private Patient Cash on Account	(4,540)	(4,564)	(24)	(4,098)	(5,003)	(439)
0	Other payables - PDC	(1,825)	(1,825)	0	0	(1,199)	626
(25,171)	Expenditure accruals	(25,518)	(29,356)	(3,838)	(19,929)	(29,147)	209
(6,329)	Other liabilities	(6,523)	(6,791)	(268)	(6,681)	(7,051)	(260)
(1,264)	Provisions for liabilities and charges	(1,264)	(1,264)	0	(227)	(1,264)	0
<b>(69,952)</b>	<b>Total Current Liabilities</b>	<b>(71,575)</b>	<b>(75,122)</b>	<b>(3,547)</b>	<b>(60,967)</b>	<b>(75,321)</b>	<b>(199)</b>
<b>71,667</b>	<b>Net Current Assets</b>	<b>213,133</b>	<b>72,139</b>	<b>9,250</b>	<b>64,938</b>	<b>72,016</b>	<b>(123)</b>
<b>534,956</b>	<b>Total Assets Less Current Liabilities</b>	<b>541,730</b>	<b>540,238</b>	<b>(1,492)</b>	<b>577,235</b>	<b>537,348</b>	<b>(2,889)</b>
	<b>Non Current Liabilities</b>						
(4,543)	Lease incentives	(4,426)	(4,442)	(16)	(4,111)	(4,475)	(34)
(968)	Provisions for liabilities and charges nca	(917)	(942)	(25)	(764)	(951)	(9)
<b>(5,511)</b>	<b>Total Non Current Liabilities</b>	<b>(5,343)</b>	<b>(5,384)</b>	<b>(41)</b>	<b>(4,875)</b>	<b>(5,426)</b>	<b>(43)</b>
<b>529,445</b>	<b>Total Assets Employed</b>	<b>536,387</b>	<b>534,854</b>	<b>(1,533)</b>	<b>572,360</b>	<b>531,922</b>	<b>(2,932)</b>
	<b>Financed by Taxpayers' Equity</b>						
127,280	Public dividend capital	127,280	127,280	0	127,280	127,280	0
306,494	Retained earnings	312,048	311,903	(145)	349,409	308,971	(2,932)
92,557	Revaluation reserve	93,945	92,557	(1,388)	92,557	92,557	0
3,114	Other reserves	3,114	3,114	0	3,114	3,114	0
<b>529,445</b>	<b>Total Taxpayers' Equity</b>	<b>536,387</b>	<b>534,854</b>	<b>(1,533)</b>	<b>572,360</b>	<b>531,922</b>	<b>(2,932)</b>

**Notes**

- Current assets excluding cash at 30<sup>th</sup> June totals £87.2m, which is £2.1m lower than plan. The variance is largely due to the movement in the following:
  - Invoiced Debtors (lower than plan by £6.4m, of which £2.4m was received from Camden CCG which mainly related to Overseas reciprocal income;
  - Accrued Income (higher than plan by £4.5m which includes International Private Patients work in progress (£7.2m); LCRN (£0.5m), NHS Patient treatment income (£1.8m)
  - Other receivables (£0.5m lower than plan and includes VAT, Capital debtors and prepayments) and
  - Inventories (£0.3m higher than plan)
- Current Liabilities at 30<sup>th</sup> June totals £75.1m, which is £3.5m higher than plan. The variance in month mainly relates to the increase in expenditure accruals (£3.8m higher than plan) Capital creditors (£1.2m lower than plan) and other creditors (£0.9m higher than plan).
- The Property, Plant and Equipment (PPE) and Intangibles balance increased by £2.8m in June due to capital expenditure of £4.4m less depreciation of £1.6m. The closing balance of PPE/Intangibles at 30 June was £3.6m less than plan. This is because:
  - Trust funded capital expenditure was £1.9m less than plan due to project slippage. Two IT projects were delayed due to extended time to agree Statements of Works: VNA (£0.3m) and Onbase (£0.2m). In aggregate, Estates projects were £0.3m behind plan pending approval of individual projects.

- Donated capital expenditure was £1.8m less than plan. Significant projects where expenditure was less than plan are: EPR (£0.9m) due to contingency reserve not being allocated; Echocardiogram machines delivered July (£0.6m); intra-operative neuro-scanning due to extended procurement/selection under OJEU rules (£0.3m); Squirrel Ward refurbishment (£0.7m) due to delays in contractor certification of works.
  - Depreciation for the month is on-plan.
- NHS Debtor days decreased in month to 7 days which remains within target.
  - IPP debtor days fell from 195 days to 191 days. Receipts are just over £5m and invoices raised in month 3 were £4.8m. Over £3m was received Kuwait Health Office for both current and older invoices which has contributed to the reduction in debtor days.
  - Creditor days decreased in month from 31 days from 30 days. The Trust has increased the speed in which it pays invoices.
  - Drug inventory days increased in month from 7 to 8 days. Non-Drug inventory days decreased in month to 67 days. The methodology for calculating inventory days is based upon stock level and stock usage in month. Non drugs stock usage in June 18 was £0.1m which was higher than the average usage per month which resulted in the reduction in inventory days.

## Statement of Cash Flows for the 3 months ending 30 Jun 2018

Audited Actual For YTD Ending 31 Mar 2018 £000		Plan For YTD Ending 30 Jun 2018 £000	Actual For YTD Ending 30 Jun 2018 £000	Actual For Month Ending 30 Jun 2018 £000	Forecast Outturn 31 Mar 2019 £000
	<b>Cash flows from operating activities</b>				
6,061	Operating surplus - excluding charitable capital expenditure contributions	17	222	(38)	2,858
2,939	Impairment and Reversals	0	0	0	2,519
24,653	Charitable capital expenditure contributions	8,782	6,992	3,568	44,965
<b>33,653</b>	<b>Operating surplus</b>	<b>8,799</b>	<b>7,214</b>	<b>3,530</b>	<b>50,342</b>
	<b>Non-cash income and expense</b>				
17,582	Depreciation and amortisation	4,891	4,861	1,621	20,963
2,939	Impairments and Reversals	0	0	0	2,519
15	Proceeds on disposal	0	6	5	6
(8,884)	Increase in trade and other receivables	(3,046)	(676)	(2,563)	277
(627)	(Increase)/decrease in inventories	(197)	(530)	(241)	(647)
12,287	(Decrease)/increase in trade and other payables	(2,120)	2,450	(1,174)	(9,423)
311	Decrease in other current liabilities	78	361	(293)	(79)
1,246	Decrease in provisions	(51)	(24)	(9)	(1,241)
<b>24,869</b>	<b>Net cash inflow/(outflow)from operating activities</b>	<b>(445)</b>	<b>6,448</b>	<b>(2,654)</b>	<b>12,375</b>
	<b>Cash flows from investing activities</b>				
138	Interest received	21	69	23	84
(38,610)	Purchase of property, plant and equipment and Intangibles	(11,798)	(9,359)	(3,818)	(71,847)
<b>(38,472)</b>	<b>Net cash used in investing activities</b>	<b>(11,777)</b>	<b>(9,290)</b>	<b>(3,795)</b>	<b>(71,763)</b>
	<b>Cash flows from financing activities</b>				
562	Public Dividend Capital received	0	0	0	0
(7,411)	PDC dividend paid	0	0	0	(7,512)
<b>(6,849)</b>	<b>Net cash outflows from financing activities</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>(7,512)</b>
<b>13,201</b>	<b>Increase/(decrease) in cash and cash equivalents</b>	<b>(3,423)</b>	<b>4,372</b>	<b>(2,919)</b>	<b>(16,558)</b>
<b>42,494</b>	<b>Cash and cash equivalents at period start</b>	<b>55,695</b>	<b>55,695</b>	<b>62,986</b>	<b>55,695</b>
<b>55,695</b>	<b>Cash and cash equivalents at period end</b>	<b>52,272</b>	<b>60,067</b>	<b>60,067</b>	<b>39,137</b>

### Notes

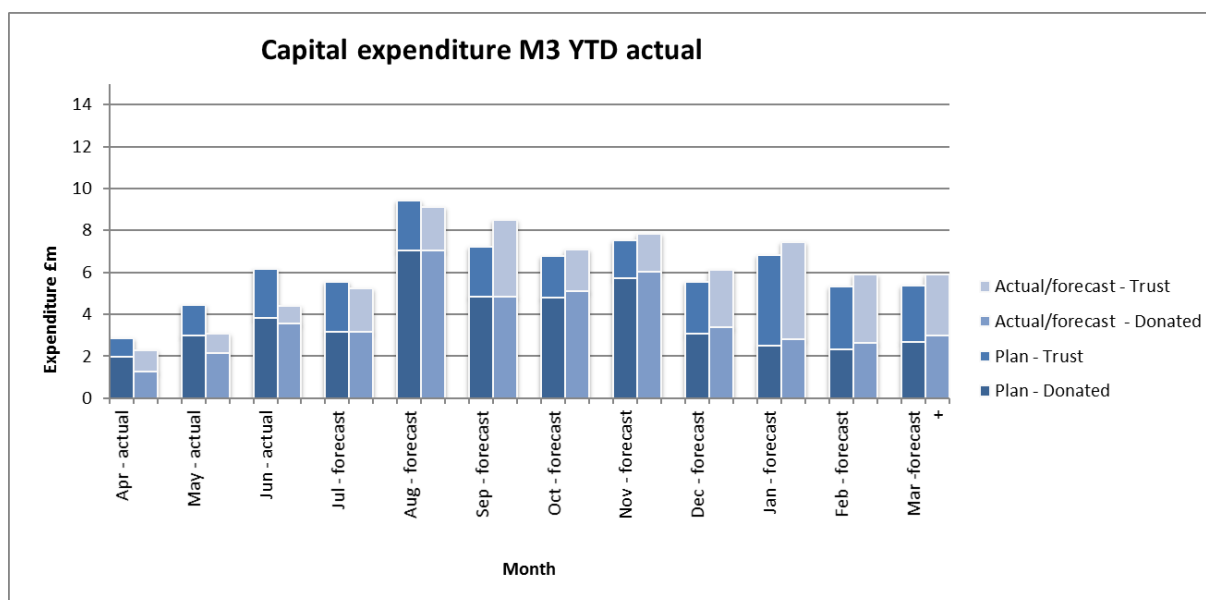
- The closing cash balance was £60.1m, £7.8m higher than the plan. The variance is largely due to the following:
  - EBITDA is higher than plan by £0.1m. This is as a result of higher levels of increased activity
  - Inventories is higher than plan by £0.3m. This mainly relates to the increase in Cardiac respiratory stock and Pharmacy drugs held in M03.
  - Trade and other receivables including capital debtors (lower than plan by £1.0m).
  - Trade and other payables are higher than plan by £5.1m. This includes accruals for maintenance contracts (£1.5m); Pass through expenditure (£3.8m); Pharmacy drugs (£1.5m) which will be settled on receipt of invoices.
  - Trust funded capital expenditure is lower than plan by £1.9m, including the effect of rephasing supplier contracts for VNA (£0.3m) and Onbase (£0.2m), and slippage of estates projects (£0.3m).
- In June 18, 42.4% of the total value of NHS creditor invoices were settled within 30 days of receipt (47.8% in May 18); this value relates to 71.3% of the total number of invoices paid in month (73.6% in May 18). The majority of invoices which remain unpaid outside of terms relate to non contracted activity and are under query with the suppliers. The total value of Non-NHS creditor invoices settled within 30 days of receipt was 82.6% (82.3% in May 18); this value relates to 85.8% of the total number of Non-NHS invoices paid in month (86.0% in May 18).

# Capital for the 3 months ending 30 Jun 2018

		YTD June 2018			Full year 2018/19		
		Plan £000	Actual £000	Variance £000	Plan £000	Forecast £000	Variance £000
Estates and Facilities	Trust-funded	622	283	339	3,300	3,300	0
	<b>Total Estates &amp; Facilities</b>	<b>622</b>	<b>283</b>	<b>339</b>	<b>3,300</b>	<b>3,300</b>	<b>0</b>
EPR	Trust-funded	261	(26)	287	7,625	7,625	0
	Donated	3,730	2,827	903	16,034	16,034	0
	<b>Total IM&amp;T</b>	<b>3,991</b>	<b>2,801</b>	<b>1,190</b>	<b>23,659</b>	<b>23,659</b>	<b>0</b>
Information Technology	Trust-funded	2,019	1,033	986	7,786	7,726	60
	Donated	0	0	0	0	0	0
	<b>Total IM&amp;T</b>	<b>2,019</b>	<b>1,033</b>	<b>986</b>	<b>7,786</b>	<b>7,726</b>	<b>60</b>
Medical Equipment	Trust-funded	0	0	0	0	0	0
	Donated	1,887	1,463	424	5,287	12,631	(7,344)
	<b>Total Medical Equipment</b>	<b>1,887</b>	<b>1,463</b>	<b>424</b>	<b>5,287</b>	<b>12,631</b>	<b>(7,344)</b>
Phase 4	Trust-funded	531	312	219	2,116	2,116	0
	Donated	0	0	0	0	0	0
	<b>Total Redevelopment</b>	<b>531</b>	<b>312</b>	<b>219</b>	<b>2,116</b>	<b>2,116</b>	<b>0</b>
Redevelopment	Trust-funded	1,253	1,193	60	7,173	7,233	(60)
	Donated	3,165	2,703	462	23,644	16,300	7,344
	<b>Total Redevelopment</b>	<b>4,418</b>	<b>3,896</b>	<b>522</b>	<b>30,817</b>	<b>23,533</b>	<b>7,284</b>
Total Trust	<b>Total Trust-funded</b>	<b>4,686</b>	<b>2,795</b>	<b>1,891</b>	<b>28,000</b>	<b>28,000</b>	<b>0</b>
	<b>Total Donated</b>	<b>8,782</b>	<b>6,993</b>	<b>1,789</b>	<b>44,965</b>	<b>44,965</b>	<b>0</b>
	<b>Grand Total</b>	<b>13,468</b>	<b>9,788</b>	<b>3,680</b>	<b>72,965</b>	<b>72,965</b>	<b>0</b>

## Notes on YTD variance

YTD slippage is £3.7m of which £1.9m is Trust funded. This is due to slippage in project timing including VNA and Onbase rephased to later in the year in accordance with contracts with suppliers £0.4m; network LAN switches rephased to mid-year £0.3m; endpoint rephased to meet EPR requirements £0.2m. Other equipment procurement delays to later in year for the ECHO/Intraoperative neuro scanners £0.8m and CICU equipment. A detailed forecast outturn is currently being developed; at present key movements have been highlighted above where the sight & sound hospital programme and iMRI projects costs have slipped into 2019/20 which has been offset by ZCR equipment costs.





**Council of Governors**

**24<sup>th</sup> July 2018**

**Quality and Safety Assurance Committee Summary Report  
May and July 2017**

**Summary & reason for item:** To provide an update on the May and July meetings of the Quality and Safety Assurance Committee. The update on the July meeting will be verbal. The agenda for both meetings are also attached.

**Councillor action required:** The Council is asked to NOTE the update.

**Report prepared by:** Victoria Goddard, Trust Board Administrator

**Item presented by:** Amanda Ellingworth, Chairman of the QSAC

**Summary of the meeting of the Quality and Safety Assurance Committee  
held on 9<sup>th</sup> May 2018**

**Matters arising/ Action point checklist**

The Committee discussed consent clinics and it was noted that this process had been implemented in cardiac surgery however there was variability in the process across the Trust. It was confirmed that the Trust was working towards this process for all interventions and the committee requested an update on progress at the next meeting.

**Integrated Quality and Safety Update**

Work was taking place to deep dive into cardiac arrest trends at GOSH which, although static, were higher than at other Trusts although survival rates were significantly higher also. The Committee noted that GOSH carried out substantially more cardiac surgery than other centres and was a significant positive outlier in terms of mortality. It was confirmed that all arrests were reviewed and no themes had emerged.

Following concerns raised about the timeliness of the completion of Serious Incident reviews, one report remained outstanding and assurance was given that timelines would be adhered to going forward.

**Draft Quality Report 2017/18**

The committee noted the positive transformation projects which had taken place in 2017/18

**Quarterly Safeguarding Report (January 2018 – March 2018)**

The expanded number of posts in the safeguarding team had now been filled and one team member would lead on adult safeguarding. Discussion took place around honorary contract holders' safeguarding training compliance and it was confirmed that of those whose training in this area was outstanding, some honorary consultants had their contracts ended after repeated contact with no response and the remainder were working with HR to complete the training. It was confirmed that compliance was much improved.

**Clinical Audit update January 2018 – March 2018 including clinical audit workplan for 2018/19**

An audit of compliance with management of naso-gastric tubes had taken place following the implementation of learning as a consequence of a Never Event in 2016. Good clinical practice had been found with no safety concerns. Discussion took place around the appropriate use of intravenous fluid therapy and it was noted that an audit had shown that 98% of prescriptions were appropriate and the remaining 2% accounted for one patient. The Committee emphasised the importance of this clinical issue in paediatrics.

**Whistle blowing and freedom to speak up to update - Quality related cases**

The Committee noted that the Freedom to Speak Up Guardian role was primarily focused around safety and the importance of having clear processes to filter other concerns raised through this mechanism into the correct routes was emphasised.

**Board Assurance Framework Update**

The Committee received updates on the following high level risks:

- Risk 4: The risk that the organisation will be unable to recruit and retain sufficient highly skilled staff (especially nursing) with specific experience to meet its objectives

Significant work had taken place on recruitment and whilst maintaining this work, focus would now be placed on retention. Discussion took place about the net risk score and it was noted that GOSH's position in terms of recruitment of nurses and vacancy rates was significantly better than many other Trusts.

- Risk 5: The trust is unable to demonstrate compliance with Performance Management Framework/Monitor's licence

It was reported that the ongoing risk areas were around financial performance and mandatory training. Substantial savings had been assumed within divisional budgets and work was taking place to ensure schemes were attributed to these.

#### **QSAC Annual Report 2017/18**

A review of the work of the Committee would take place in July once the new Chairman of the Committee was in place.

#### **Update on Compliance with Risk Management Strategy**

It was noted that the general trend was a reduction in total risks but an increase in high risks and work was taking place to ensure that risks were reviewed in line with the requirements set out in the strategy.

#### **Compliance Update**

The Trust's PLACE inspection had taken place at the end of April and positive initial feedback had been received. A mechanism to continually review CQC action plans within each service line was being put in place.

#### **Bullying and harassment Update**

Reporting of bullying and harassment was increasing and the committee expressed concern at the number of reports received. The importance of ensuring sufficient manager training was in place was emphasised and it was reported that managers had been asked to develop an action plan for their area.

#### **Update on quality and safety impact of Fit for the Future programme (linked to BAF risk 2: Productivity)**

The KPIs showed that there had been no negative impact on quality and safety resulting from Better Value schemes in 2017/18. It was noted that the 2018/19 anticipated that savings would be delivered from month 2 and therefore timings around implementing schemes were crucial.

#### **Internal Audit Progress Report (January 2018 – March 2018) and Strategic Operational Plan 2018-19**

Two internal audit reports had been finalised since the last meeting: cancelled operations which had received a rating of 'significant assurance with minor improvement opportunity' and nursing recruitment and retention which had received a rating of 'partial assurance with improvements required'. The Committee expressed some surprise at the rating of the recruitment and retention review and expressed concern that HR processes were not performing optimally. KPMG confirmed that they felt assured this was around documentation rather than a failure of process. The Committee approved the Strategic Operational Internal Audit Plan for 2018-19.

#### **Internal and external audit recommendations update**

The Committee welcomed the progress in closing outstanding recommendations. It was agreed that the following matters would be raised at the Trust Board:

- Bullying and harassment
- Mandatory training completion rates
- Freedom to speak up
- Triangulation issue around recruitment and retention and the outcome of the KPMG audit.

**QUALITY AND SAFETY ASSURANCE COMMITTEE**  
**Wednesday 9<sup>th</sup> May 2018 at 4:00pm – 7:00pm in the Charles West**  
**(Board) Room, Great Ormond Street Hospital for Children NHS**  
**Foundation Trust**  
**AGENDA**

	Agenda Item	Presented by	Author	Time
1.	Apologies for absence	Chairman		4:00pm
2.	Minutes of the meeting held on 5 <sup>th</sup> February 2018	Chairman	A	
3.	Matters arising/ Action point checklist	Chairman	B	4:05pm
<b><u>QUALITY AND SAFETY</u></b>				
4.	Integrated Quality and Safety Update	Medical Director	C	4:15pm
5.	Draft Quality Report 2017/18	Medical Director	D	4:25pm
6.	Quarterly Safeguarding Report (January 2018 – March 2018)	Chief Nurse	E	4:35pm
7.	Potential Future Workforce Assurance Report	Director of HR and OD	F	4:45pm
<b><u>RISK AND GOVERNANCE</u></b>				
8.	QSAC Annual Report 2017/18	Company Secretary	G	4:50pm
9.	<p><b>Board Assurance Framework Update</b></p> <p><b>Risk 4:</b> The risk that the organisation will be unable to recruit and retain sufficient highly skilled staff (especially nursing) with specific experience to meet its objectives (last = Oct 2017)</p> <p><b>Risk 5:</b> The trust is unable to demonstrate compliance with Performance Management Framework/ Monitor's licence (last = Oct 2017)</p>	<p>Company Secretary</p> <p>Director, Human Resources and OD/ Chief Nurse</p> <p>Director of Operational Performance and Information</p>	<p>H</p> <p>I</p> <p>J</p>	5:00pm

10.	<b>Update on Compliance with Risk Management Strategy</b>	Medical Director	<b>K</b>	<b>5:25pm</b>
11.	<b>Compliance Update</b>	Company Secretary	<b>L</b>	<b>5:35pm</b>
12.	<b>Whistle blowing and freedom to speak up to update - Quality related cases</b>	Director of HR and OD/ Freedom to Speak up Ambassador	<b>M</b>	<b>5:45pm</b>
13.	<b>Bullying and harassment Update</b>	Director, Human Resources and OD	<b>N</b>	<b>5:55pm</b>
<b><u>AUDIT AND ASSURANCE</u></b>				
14.	<b>Update on quality and safety impact of Fit for the Future programme (linked to BAF risk 2: Productivity)</b>	Deputy Chief Executive	<b>O</b>	<b>6:10pm</b>
15.	<b>Internal Audit Progress Report (January 2018 – March 2018) and Strategic Operational Plan 2018-19</b>	KPMG	<b>P</b>	<b>6:20pm</b>
16.	<b>Internal and external audit recommendations update</b>	KPMG	<b>Q</b>	<b>6:30pm</b>
17.	<b>Clinical Audit update January 2018 – March 2018 including clinical audit workplan for 2018/19</b>	Clinical Audit Manager	<b>R</b>	<b>6:40pm</b>
18.	<b>Update from Audit Committee (January and April 2018)</b>	James Hatchley, NED	<b>S</b>	<b>6:50pm</b>
19.	<b>Matters to be raised at Trust Board</b>	Chair of the Quality and Safety Assurance Committee	<b>Verbal</b>	<b>7:00pm</b>
20.	<b>Any Other Business</b>	Chairman	<b>Verbal</b>	
21.	<b>Next meeting</b>	<b>Friday 20<sup>th</sup> July 2018 2:00pm – 5:00pm</b>		
22.	<b>Terms of Reference and Acronyms</b>	<b>1</b>		

**QUALITY AND SAFETY ASSURANCE COMMITTEE**  
**Friday 20 July 2018 at 2:00pm – 5:00pm in the Charles West (Board)**  
**Room, Great Ormond Street Hospital for Children NHS Foundation**  
**Trust**  
**AGENDA**

	<b>Agenda Item</b>	<b>Presented by</b>	<b>Attachment</b>	<b>Time</b>
1.	<b>Apologies for absence</b>	Chairman		<b>2:00pm</b>
2.	<b>Minutes of the meeting held on 9 May 2018</b>	Chairman	<b>A</b>	
3.	<b>Matters arising/ Action point checklist</b>	Chairman	<b>B</b>	<b>2:05pm</b>
4.	<b>Committee Effectiveness Review</b>	Chairman	<b>1</b>	<b>2:10pm</b>
<b><u>QUALITY AND SAFETY</u></b>				
5.	<b>Integrated Quality and Safety Update</b>	Medical Director/ Chief Nurse	<b>D</b>	<b>2:15pm</b>
6.	<b>Update on Transition</b>	Transition Improvement Manager	<b>E</b>	<b>2:25pm</b>
7.	<b>Quarterly Safeguarding Report (April - June 2018)</b>  • <b>Combined Recommendations Action Plan</b>	Chief Nurse	<b>F</b>  <b>T</b>	<b>2:35pm</b>
8.	<b>Update on development of potential Future Workforce Assurance Report</b>	Director of HR and OD	<b>G</b>	<b>2:45pm</b>
<b><u>RISK AND GOVERNANCE</u></b>				
9.	<b>Board Assurance Framework Update</b>	Company Secretary	<b>H</b>	<b>2:55pm</b>
10.	<b>External review update</b>	Medical Director	<b>I</b>	<b>3:00pm</b>
11.	<b>Health And Safety Update</b>	Director of HR and OD	<b>J</b>	<b>3:10pm</b>
12.	<b>Bullying and Harassment</b>	Director of HR and OD	<b>K</b>	<b>3:20pm</b>
13.	<b>Compliance Update</b>	Medical Director/ Company Secretary	<b>L</b>	<b>3:30pm</b>

14.	<b>Whistle blowing and freedom to speak up to update - Quality related cases</b>	Director of HR and OD/ Freedom to Speak up Ambassador	<b>M</b>	<b>3:40pm</b>
<b><u>AUDIT AND ASSURANCE</u></b>				
15.	<b>Update on quality and safety impact of Fit for the Future programme (linked to BAF risk 2: Productivity)</b>	Deputy Chief Executive	<b>N</b>	<b>3:50pm</b>
16.	<b>Internal Audit Progress Report (April 2018 – June 2018)</b>	KPMG	<b>O</b>	<b>4:00pm</b>
17.	<b>Internal and external audit recommendations update</b>	KPMG	<b>P</b>	<b>4:10pm</b>
18.	<b>Clinical Audit update April 2018 – June 2018</b>	Clinical Audit Manager	<b>Q</b>	<b>4:20pm</b>
19.	<b>Update from Audit Committee (May 2018)</b>	James Hatchley, NED	<b>S</b>	<b>4:30pm</b>
20.	<b>Matters to be raised at Trust Board</b>	Chair of the Quality and Safety Assurance Committee	<b>Verbal</b>	<b>4:40pm</b>
21.	<b>Any Other Business</b>	Chairman	<b>Verbal</b>	
22.	<b>Next meeting</b>	<b>Thursday 11<sup>th</sup> October 2:30pm – 5:30pm</b>		
23.	<b>Terms of Reference and Acronyms</b>	<b>1 and 2</b>		

## Council of Governors

24 July 2018

### Young People's Forum Update

**Summary & reason for item:** To provide an update of the activities of the Young People's Forum since the last Members' Council Meeting since April 2018.

**Governor action required:** The Council is asked to NOTE the update.

3 key messages to take away from this report are:

- 1) The Estates Department held one of the most successful Patient Led Assessment of the Care Environment (PLACE) inspections, in regards to engagement of patients and parents, to date.
- 2) There was a YPF meeting in July and outside of meetings, YPF members have been involved in activities at the Trust and nationally e.g. two members presented at the All-Party Parliamentary Group (APPG) focused on health and wellbeing in early adolescence.
- 3) Between April to July (time of writing this report) 24 involvement opportunities have been offered to YPF members.

**Report prepared by:** Amy Sutton, Interim Children and Young People's Participation Officer and Faiza Yasin, Chair of the YPF.

**Item presented by:** Young People's Forum Member who is also a Governor.



### **YPF activity – April 2018 to July 2018**

The Young People's Forum (YPF) is a group of current and ex patients aged 10-25 who have a strong voice in helping to improve the experiences of teenage patients. They use their own experiences to guide and support the hospital. There are six meetings a year, with ad hoc opportunities between meetings.

The current total of membership: 78

#### **Meetings**

Since the last Foundation Trust Council Meeting, there has been one YPF meeting in July. At the meeting:

- The group started off the day working with Activity Centre staff to improve activities and publicity for teenage patients.
- The group then received a demonstration of the Electronic Patient Record, MyGOSH function, which allows patients to view their own notes.
- Members then helped a researcher who wanted to understand their experiences of gaining independence, in any aspect of their life, not just health care e.g. the age they first got the bus to school on their own.
- The group then took part in a task Pick'N'Mix as there had been lots of requests for information or views on various projects since the last meeting, but members had not been able to engage with the YPF due to exams. There were four tasks; one was to design a privacy poster for teenagers to use on wards.
- Non-Executive Director Amanda Ellingworth took part in a question and answer session with the group.
- As part of the any other business section, the Assistant Chief Nurse for Patient Experience and Nursing Quality updated the group on the membership review and the recommendations from the report.



Fig 1. July 2018 YPF meeting

#### **Catering Review**

Two YPF members took part in teleconferences with the consultant leading the independent catering review; they shared their opinions on catering at GOSH. The results of the review will be presented to the Catering Review Panel on which the YPF Deputy Chair sits. Members of the panel will give recommendations in light of the independent report, before it is shared with the Trust Board.

## PLACE

YPF members took part in Patient Led Assessments of the Care Environment inspections (PLACE). PLACE is a Department of Health requirement in which the Trust must invite patients and parents in to the hospital to assess areas such as cleanliness, catering, maintenance, privacy and dignity as well as accessibility.

There was such positive feedback from patients and parents that the Patient Experience Team recommended that those involved in PLACE were awarded a Great Ormond Street Hospital, Exceptional Member of Staff Award (GEMs) and the team have since been awarded a GEM. Please see Appendix 1 for an overview of the assessors day.



Fig 2. YPF Members at the PLACE

## Consent Focus Group

YPF members took part in a focus group to look at what information should be given to children and young people before undergoing procedures. The focus group was part of a research project being led by a medical student under the supervision of the Director of the GOSH Paediatric Bioethics Centre.

## Veterans

YPF members met with veterans from the charity Supporting Wounded Veterans to explore the possibility of setting up a buddy/mentoring programme which would allow those who have returned from active service to provide support and advice to patients struggling with their conditions and anxiety.

## YPF publicity

Two monthly YPF newsletters have been circulated.

Examples of YPF member activities during April and May are:

- Two members presented at the All-Party Parliamentary Group (APPG) focused on health and wellbeing in early adolescence. During the meeting they gave their views on mental health and stigma and what support they felt would improve the health and wellbeing of young people.
- One member was invited to speak at University College London Partners Involvement Leads Network where they spoke about the importance of ensuring young people's voices are heard.

There were also 15 involvement future opportunities advertised.

## Other news

- YPF Member, Emma Beeden, has been elected to the NHS Youth Forum which is made up of 25 young people from all over the country, working directly with NHS England to improve health services for young people.



Fig 2. YPF Members giving evidence at the APPG

**On the Horizon**

The YPF will continue to support larger Trust projects e.g. sitting on recruitment panels for Non Executive Directors.

In August the YPF will be assisting ongoing initiatives such as art project to help with Transition and working with the Redevelopment Team to provide ideas on how to decorate bedrooms for Phase 4 of the development of GOSH.

**Appendix 1:  
PLACE newsletter**

Great Ormond Street   
Hospital for Children  
NHS Foundation Trust

**Welcome to the Patient Led  
Assessments of the Care  
Environment (PLACE) 2018**















Thank you for taking part!

Great Ormond Street **NHS**  
Hospital for Children  
1975 Foundation Trust



## Attachment G

### Council of Governors

24 July 2018

#### Revised GOSH Constitution

**Summary & reason for item:** In 2017, the Council and Trust Board agreed that it a fundamental review was required of the Constitution. The Constitution Working Group was established and the terms of reference for the Group were to review the Constitution and appendices in light of:

- best practice guidance including that set out in the Foundation Trust Code of Governance (July 2014)
- changes to strengthen governance arrangements for the membership, Council of Governors and Trust Board.
- changes to the structure of the Council of Governors or Trust Board.
- Relevant recommendations and resolutions arising from internal reviews and reports to the Council of Governors and Trust Board and,
- Make recommendations to the Trust Board and Council of Governors on changes to the Constitution and appendices.

The Group met 8 times between January and July 2018. Minutes are available on request. Regular membership of the Group was as follows (Board, Council and staff representatives):

Nicola Grinstead	Deputy Chief Executive (Chairman)
Mariam Ali	Patient and carer constituency (and Lead Governor)
Fran Stewart	Public constituency
Paul Gough	Staff constituency
George Howell	Ex councillor, young person representative
Akhter Mateen	Deputy Chairman
Jon Schick	Director, Programme Management Office
Anna Ferrant	Company Secretary

DAC Beachcroft provided detailed governance and legal advice.

The Group agreed a set of key matters to review and update (as referenced in this document). A workplan was developed and worked through during the meetings.

The draft, revised Constitution is attached at **Appendix 1**. A tracked version of the document is attached at **Appendix 2** (for information) to show where changes have been made.

All amendments to the constitution require approval by the Council and the Board. The document attached to this coversheet highlights the key areas of change for consideration by the Council and the Board. A separate paper is on the agenda to consider changes to the classes within the Public and Patient and Carer constituencies and proposed implementation of phasing of Council elections.

**Governor action required:** To review and approve the recommendations from the Constitution

Working Group on all proposed amendments to the Constitution. To note that every amendment in the Constitution requires approval from the Council via a majority of governors present and voting at the meeting. The amendments will also require approval by Trust Board via a majority of directors present and voting.

**Report prepared by:** Anna Ferrant, Company Secretary.

**Item presented by:** Nicola Grinstead, Deputy CEO, Anna Ferrant, Company Secretary and DAC Beachcroft.

# Revised GOSH Constitution

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## Amendments to the Constitution Document for approval

### **1. Revised membership constituencies at GOSH and governor representation**

**Purpose:** As part of the review of the Constitution, the Committee agreed that it was appropriate that a review was conducted of the GOSH membership constituencies, to ensure they accurately represent the electoral areas in which GOSH patients and the GOSH membership are located. This review would aid the proposed staggering of governor tenures (see separate paper on agenda).

**Proposals including rationale for each proposed change:** The Group proposes that there should be no increase in the number of governors so the Council should continue to comprise 27 in total. This ensures that the Council is of an appropriate size and not unwieldy (as recommended in the Foundation Trust Code of Governance published by NHS Improvement). Whilst there is no proposal to increase the total number of governors, the Group recommends changes to the number of seats within the constituent parts, principally by reducing by one the number of appointed governors and increasing by one the number of elected governors. This is shown at Appendix 3 (to follow).

Public and Patient/ carer governors: A separate paper is on the agenda to discuss how these constituencies could be realigned to ensure that both consistencies are aligned and consistent in electoral areas covered.

Staff governors: The Group agrees that the number of staff governors is retained (5). It has considered whether the staff constituency should be divided into classes based on professions (doctors, nurses, allied health professionals etc.). However, the Group recommends that that each staff governor should continue to represent the interests of all staff, regardless of profession or team. This avoids any confusion with other roles in the hospital (for example trade union representatives) and allows all staff the opportunity to vote for a staff member regardless of their profession. This approach accords with the Always Values 'One Team'.

Appointed governors – The Group considered each of the appointed governor roles and recommended the following changes (rationales explained for each one below):

- Local authority governor – a statutory requirement under the NHS Act 2006 (as amended by the Health and Social Care Act 2012) (the "2006 Act") to have a governor appointed by a local authority within the Trust's public constituency: Although GOSH is a tertiary/quaternary trust, it sits within Camden and has links with the local authority via the Camden Health and Adult Social Care Scrutiny Committee, safeguarding networks and planning networks. The Group proposes that an appointed governor from Camden Council, the local Trust Council is retained.
- Institute of Child Health Governor – a requirement from the 2006 Act for a Trust whose hospitals include a medical school provided by a university to have a governor appointed by that university. Although the Trust does not have a "medical school", the Trust has extremely strong links with GOSH UCL ICH. The Group proposes that an appointed governor from GOSH UCL ICH is retained.

- NHS England commissioning governor – there is no requirement to have a commissioning governor on the Council. The seat is currently vacant. With 90% of the Trust’s commissioning conducted by NHSE, the position on the Council can create a conflict in that the person put forward by NHSE is often involved in performance and planning discussions with the Trust outside of the Council and holds the executive team to account for delivery of its contract. The Group proposes that this appointed governor seat is removed.
- Selfmanagement UK and GOSH School – The purpose of both of these seats was to enable young people to sit on the Council. This has proven a challenge for the GOSH School to find a young person with the time available to be appointed in the role and as a result, the GOSH School seat is currently vacant. The selfmanagement UK position is taken by a manager representing that organisation. The Group proposes that the appointed governor seat from selfmanagement UK and the GOSH School is removed and replaced with young people from the YPF as outlined below.
- The Group proposes that two new governors from the Young People’s Forum (YPF) are appointed. The Group strongly recommends that links with the YPF should be strengthened in all areas, at Council level and through proactive engagement with young people as a default approach to all relevant work. This will help increase the young person’s voice at the Council. Currently the Chair of the YPF is a patient governor, however, there will be no requirement for one of the YPF appointed governors to be the Chair.
- These proposals provide 4 appointed seats on the Council of Governors (previously 5 seats).

**Recommendation for approval by the Council of Governors**

The Constitution Working Group recommends the following:

Appointed Governors:

- RETAIN appointed governor from Camden Council, the local Trust Council.
- RETAIN appointed governor from GOSH UCL ICH
- REMOVE appointed governors representing selfmanagement UK and the GOSH School
- APPOINT two new governors from the Young People’s Forum and strengthen links between the Council and the YPF.

**2. Minimum age of membership**

**Purpose:** To review the minimum age of GOSH membership (currently 10 years of age) and consider whether this should be lowered.

**Proposal including rationale:** The Group agreed that as a children's hospital, a lower minimum age would arguably be more representative of the users of the Trust's services. The Group considered that members have a vote on changes to the constitution that relate to the powers or duties of the COG, vote on the election of the governors and receive the annual accounts and report at the Annual Members' Meeting. They are also invited to attend member engagement events. The committee carefully considered and agreed that there is quite a jump in development between a 7/8 year old and 10 year old and that new materials would likely need to be produced if the minimum age of members was lowered. The Trust would also need to recruit members from the new lower age range and to do this in sufficient numbers (recruiting young people has been a challenge over the past 6 years).

The Group was advised that other NHS foundation trusts which are, or contain, children's hospitals have similar or higher age limits than 10 years old for the minimum age of members.

The Group proposed that it was preferable to increase engagement with younger users of the Trust's services through the Young People's Forum (YPF). The YPF already engages with young service users and is run in an age appropriate way. The Group agreed to formalise the YPF's involvement with the Trust for example, by considering appointment as governors on the Council (see above) and requiring the COG to consider YPF's views on certain matters that are of particular pertinence to young persons.

#### **Recommendation for approval by the Council of Governors**

The Constitution Working Group recommends that the minimum age of members remains at 10 years of age but that the relationship with the YPF is formalised and the YPF is approached to gather young peoples' views of relevant issues.

### **3. The 'six year rule' for patient and carer constituency membership**

**Purpose:** To review the period of time a member can remain a patient/ parent / carer member following their final contact with the hospital (currently 6 years) and consider whether this should be amended.

**Proposal including rationale:** The Constitution states "*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.*" The period referred to is "*6 years immediately preceding the date of an application by the patient or carer to become a member of the Trust*" (the six year rule). Those individuals who are eligible for membership of the Trust by virtue of these provisions are in the Patient and Carer Constituency.

The Group reviewed a variety of proposals including:

- Removing the 6 year rule completely for patients and carers;
- Specifying an upper age limit for patients to be eligible to be a member of the patient and carer constituency, to reflect the fact that the Trust is a children's hospital;
- defining a constituency class according to age;
- removing parents/ carers from the constituency.

The Group strongly felt that the Patient and Carer Constituency should be retained to ensure individuals are appropriately represented. The views of young people are particularly important and any revision to the criteria should support this principle.

The 2006 Act requires that definition of the patient and carer constituency specifies a period within which an individual has attended the Trust as a patient or carer of a patient. It would therefore not be possible to remove the six year rule entirely. The Group was advised that this period should be a time period and therefore it would not be possible to provide for an upper age limit for patients to be a member in place of a specified time period within which they attended the hospital.

On this basis, the Group agreed that the 6 year rule should be amended to a 10 year rule as it was felt that such an extension continued to support the principle of capturing recent experience of

hospital services, whilst enabling more individuals who had been patients as young children at the Trust to become members of the patient and carer constituency and stand for election as governors in that constituency. Members would be asked to verify they can be placed in the patient /carer constituency on joining the Trust and if they were eligible placed there unless they personally asked to be placed in the Public Constituency. Reminders would also be sent out during the year asking members to update their personal details to validate membership constituency. Any members applying to be a Governor are also asked at the nomination phase.

Para	Page no. clean	Page no. redline	Recommendation for approval by the Council of Governors
9.2	5	6	The Constitution Working Group recommends approval of the following: <ul style="list-style-type: none"> <li>the 6 year rule should be amended to a 10 year rule for members in the Patient and Carer Constituency.</li> <li>The inclusion of the paragraph on the requirement to become a member of the patient and carer constituency (where valid) in the first instance, unless otherwise informed in writing by an individual.</li> </ul>
9.7	6	6	

#### 4. Voting and written resolutions

**Purpose:** To ensure that voting requirements throughout the Constitution are appropriate and consistent.

**Proposal including rationale:** The Group considered the voting requirements throughout the Constitution on a case by case basis. It became evident that there was limited clarity on what the voting requirements were and the extent to which these were appropriate for the type of resolution being put to the Council.

The group proposes clarification of the position unless otherwise specified in the constitution, questions arising at a meeting of the Council of Governors shall be decided by a majority of votes of those governors present and voting. The following amendments to voting (note all other voting requirements remain the same) are therefore proposed in the Constitution:

- Annex 8, paragraph 3.1.2: The Council of Governors may resolve by a majority of two thirds of governors present and voting, to exclude members of the public from any meeting or part of a meeting (originally stated "two thirds" and so was not clear on whether this was two-thirds of the entire Council of Governors or two thirds of those governors present and voting)
- Under the current Constitution (Annex 6), it states that *"No resolution of the Members' Council shall be passed if it is opposed by all of the public councillors present at the meeting."* The Group considered the reason for this provision and felt that the risk of giving a veto to one group of governors was unfair and inequitable, when all governors are equal (elected (public/ patient/ parent/carer, public and staff) and appointed). In addition, there is a risk that only one or two governors from the public constituency are present at the meeting and have the authority to overturn a resolution that has been voted on by all other governors present. The group proposed to remove this provision

- A revised section on investigating and resolving complaints against a governor has been included under annex 6 (see below). The process involves a three stage vote –
  - one vote of a simple majority of those present and voting on whether there is a case to answer
  - one vote of a simple majority of those present and voting of whether to uphold the statement of case and, where passed,
  - a final vote of a simple majority of those present and voting on the sanctions (if any) to be imposed, with the exception of where the sanction proposed is the removal of a governor, in which case a three-quarter majority of those present and voting is required.

The Group considered the current flexibility afforded by the Constitution to allow effective conduct of business, noting that there will be few occasions where written resolutions will need to be put to the Council (generally between meetings when it is difficult for a meeting to be called within sufficient time) to seek their approval/ views and enable business to proceed. On this basis, a new clause has been added to Annex 8 which allows for such written resolutions, requires a signature from governors (individually or as a group) and requires at least three quarters of the governors to respond in writing within the timescales outlined in the notice.

Para	Page no. clean	Page no. redline	Recommendation for approval by the Council of Governors
Annex 8, para 3.8.1	82	91	The Constitution Working Group recommends <ul style="list-style-type: none"> <li>• the inclusion of wording clarifying that unless otherwise specified in the constitution, questions arising at a meeting of the Council of Governors shall be decided by a majority of votes of those governors present and voting;</li> <li>• The inclusion of a paragraph clarifying the use and voting requirements for a written resolution.</li> </ul>
Annex 8, para 3.8.6	82	92	

## 5. Tenure of governors

**Purpose:** To consider the maximum length of time a person can hold office as a governor and ensure that the Trust adopts good corporate governance practice by balancing continuity with renewal in the membership of the Council. **Proposal including rationale:** The Constitution currently states: *"An elected or appointed councillor: ... shall not hold office for longer than six continuous years, without having an interval of not less than two years before holding office again as a Councillor for a further term or terms"*. The effect of this is that no governor may serve a continuous term of office of more than six years but there is no maximum period for which a governor may serve during his/her lifetime, provided that there is a two-year break between any six-year term served and any further period in office.

The Group agreed it was important to ensure good corporate governance as explained above. It is good corporate governance practice for non-executive directors to serve no longer than six years in office; whilst the governor role is very different from the non-executive director role, the Group agreed that it would be helpful to align the maximum terms of office so that any term of office



longer than six years is regarded as exceptional. On this basis, the Group proposes that the maximum term of office for governors should be defined in aggregate terms, i.e. the total number of years which any person may serve during his/her lifetime. This provides for a person to serve one or two terms of office of three years, subject to the maximum term of 6 years, with or without a break between periods in office. (Legislation requires that each elected governor must be subject to re-election at intervals of not more than three years.)

If a governor does step down after the first three year tenure, they could only stand again for a further three years at a later date (i.e. not go over the 6 year lifetime maximum). This approach will ensure that the membership of the Council is refreshed, with new members having an opportunity to stand and bring their experience to the Council. It will also retain the independence of governors and remain in line with the tenure for NEDs (two three year periods).

Para	Page no. clean	Page no. redline	Recommendation for approval by the Council of Governors
14.7	7	8	The Constitution Working Group recommends that the Council approves the tenure for governors as 6 years total as a lifetime maximum with no return after this period of appointment has been served.

## 6. Disqualification of governors for failure to attend meetings or refusal to undertake training

**Purpose:** The Constitution states that:

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

*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.*

The Group was concerned that this provision was not being robustly enforced; that there was no consensus as to what amounted to a 'reasonable cause'; and, even if a governor had a good reason for missing meetings, a governor's continued absence meant that they were unable to properly fulfil their duties as a councillor and it made it more difficult to conduct the business of the Council.

**Proposal including rationale:** The Group considered how this rule should be implemented fairly and, taking into account legal advice and reviewing the rules applied by other Trusts, concluded that:

- The Chairman, Lead Governor and Company Secretary should consider whether the reasons for non-attendance by a governor is 'reasonable';
- The number of meetings required for attendance will remain at 2 out of 4 meetings a year

- Examples of accepted reasons for non-attendance (reasonable cause) would be included in the Constitution – a conflict with personal or work commitments where a date of the meeting has been changed by the Trust at short notice; ill health; or, a personal or family emergency.
- The Company Secretary would contact a governor to request reasons for on-going non-attendance.
- A governor’s refusal to undertake any training would remain a reason for disqualification (subject to an understanding of reasonable cause)

Annex 6, paragraphs 4.3.3, 4.3.4 and 4.4 of the Constitution provides the revised wording (page 69 of the clean version and page 73 of the redline).

Para	Page no. clean	Page no. redline	Recommendation for approval by the Council of Governors
Annex 6, paras 4.3.3, 4.3.4 and 4.4	69	73	The Constitution Working Group recommends that the Council approve adoption of the revised wording under annex 6, paragraph 4.3.3, 4.3.4 and 4.4 of the Constitution (as outlined above).

## 7. Further provisions as to eligibility to be a governor

**Purpose:** To review the provisions as to eligibility to be a governor and ensure that they are practical and clear.

**Proposal including rationale:** Currently a governor can be removed from the Council on the following grounds:

- a serious breach of the code of conduct;
- acting in a manner detrimental the interests of the Trust; or
- if it is not in the Trust's best interests for him/her to continue as a governor (Annex 6, para 4.4).

The Group reviewed the above grounds for removal of a governor and proposes that:

- they are retained and that examples of instances where it is not in the Trust's best interests for an individual to continue as a governor similar to those used by other trusts are added for purposes of clarity; and,
- the three-quarter majority required for removal be retained, but it be changed to three-quarters of governors present and voting to bring voting in line with other voting requirements in the Constitution.

Annex 6, paragraph 5.1.3 provides these examples and wording (page 70 in the clean version and pages 74-75 of the redline).

Para	Page no. clean	Page no. redline	Recommendation for approval by the Council of Governors
Annex 6, para 5.1.3	70	74-75	The Constitution Working Group recommends approval of that revised wording under annex 6, paragraph 5 including examples of material or serious breaches and the revised voting requirements.

## 8. Investigation of complaints against governors and removal/ suspension of governors

**Purpose:** To review the process for investigating complaints against governors and ensure it is robust, practical and clear.

**Proposal including rationale:** The Group considered the wording of the current process and, following consideration of the practical implications of this process, proposed revisions to it which would ensure the following:

- Emphasis on resolving matters informally where appropriate.
- Where informal resolution is not appropriate or has failed to resolve the issue to consider other actions such as mediation, suspension or commissioning an investigation.
- Clarity for the individual against which a complaint is made on the process.
- Clarity for the individual raising the concern that the matter is being taken seriously and being appropriately dealt with.
- Clarity for the Council on how decisions will be reached and the authority afforded to individuals, including the requirement for the Chair as the ultimate decision maker to consult with others on all decisions.
- Transparency of the process so that decisions taken by the Chair, including the terms of reference of an investigation are consulted with the Lead Governor and shared with the Council, unless there is a good reason not to do so (the usual presumption will be that such matters will be shared with the LG and Council except in circumstances where the speed of decision is required on a matter or where police or other advice precludes this). The Chair will subsequently provide an explanation as to why could not share with Lead Governor / Council of Governors at a later time.
- Where the Chair (following the request consultation) considers that a governor has failed to comply with the Constitution or the Code of Conduct/ Standing Orders a three stage process is proposed:
  - a Council vote on whether there is a case to answer;
  - following a response from the governor in question, a Council vote on whether to uphold the statement of case and, where passed;
  - a final vote on the sanctions (if any) to be imposed.

Para	Page no. clean	Page no. redline	Recommendation for approval by the Council of Governors
Annex 6, para 6	71-72	75-77	The Constitution Working Group recommends that the wording included in the Constitution as a new section under annex 6 paragraph 6 is adopted.

## 9. Eligibility criteria for directors and governors

**Purpose:** To update the eligibility criteria for directors and governors.

**Proposal including rationale:** The Group considered the current criteria around eligibility for individuals to become or continue as directors or governors. The Group recommended that the eligibility criteria for governors and directors should be broadly the same.

One of the directors eligibility requirements states:

- A person may not become or continue as a director of the Trust if they are a member of the Members' Council or a councillor or director of an NHS body.

Following consideration of the above requirements the Group understood that there is no statutory requirement to prevent a director from being a director on another health service body, only that the 2006 Act requires that directors should avoid conflicts of interest and the Code of Governance recommends that non-executive directors should retain their independence (as defined in the Code of Governance) so that at least half the board, excluding the Chair, comprises independent non-executive directors. On this basis, it was proposed that the following:

- the Chair has the authority to determine whether an executive director or non-executive director may hold another director or governor position of another Health Service Body. The Chairman will consult with the Chief Executive for the executives, the Board for the Chief Executive and the governors for the NEDs.
- When the matter relates to the Chair, the Senior Independent Director has the authority to determine whether the Chair may hold another director or governor position of another Health Service Body. The SID will consult with the Board and the governors.

In respect of the equivalent eligibility criterion for the council of governors it was proposed that the Chair would determine whether a governor may hold another director or governor position at another Health Service Body.

Any such interests would be reported to the Council and the Board.

The Group recommended deleting the requirement that:

- A person may not become or continue as a director if they are 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.

The Group recommended replacing it with a requirement that a person must satisfy the fit and proper persons' requirements under Regulation 5 of the Health and Social Care Act 2008 (Regulated Activities) Regulations 2014. This is because these requirements cover, and are broader, than the above.

In respect of the equivalent eligibility requirement for governors, it was recommended that this be retained; the fit and proper persons requirements for governors are those contained in the Trust's Provider Licence and do not cover dismissal from paid employment.

It was recommended to add the following further ineligibility criteria for both the governors and directors. The following persons may not become or continue as governors/ directors:

- people who have been removed from any of the primary medical service, primary dental service or ophthalmic service list;
- people who fail to repay monies properly owed to the Trust; and
- people who lack capacity within the meaning of the Mental Capacity Act 2005, to carry out the duties and responsibilities of a director or governor.

Para	Page no. clean	Page no. redline	Recommendation for approval by the Council of Governors
Annex 6, para 4.1	67-69	71-73	The Constitution Working Group recommends that the wording in the Constitution under: <ul style="list-style-type: none"> <li>• annex 6, paragraph 4; and</li> <li>• annex 7, paragraph 2</li> </ul> is adopted as outlined above.
Annex 7, para 2	75-77	81-83	

#### 10. Provisions for when the Constitution is silent on a particular matter that arises

**Purpose:** A well-drafted NHS foundation trust constitution should provide a process for dealing with all matters that arise normally in the course of such a trust's business. However, like all NHS foundation trusts the Trust is a large and complex organisation so it is possible that it will face circumstances not addressed by the Constitution. The Group has decided, therefore, that the Constitution should provide a process by which any such matters should be addressed.

**Proposal including rationale:** By definition it is impossible to provide specifically for unknown circumstances. It is necessary, therefore, to set out arrangements which are robust but appropriately flexible and which recognise the specific responsibilities of the fora and individuals who are charged with the governance of the Trust, i.e. the Trust Board (the Board), the Council, the Chairman, the Chief Executive (in his capacity as Accounting Officer, as defined in the Accounting Officer Memorandum published by NHS Improvement), the Deputy Chairman and the Senior Independent Director. The roles of individuals who provide advice and support should also be recognised in such a procedure, i.e. the Company Secretary and the Lead Governor.

It is good corporate governance practice for an individual, or a group of individuals, to be assigned responsibility for addressing key matters in the governance of an organisation. The individual(s) are required to exercise their professional judgement, after taking advice if necessary, to address the matters concerned.

It is likely that material matters arising for the Trust (which are not addressed specifically in the Constitution) may impact its governance or its compliance with statutory or regulatory requirements. Given that the Chairman is the leader of the Board (which is responsible for the governance of the Trust) and the Council, it is appropriate for him to have lead responsibility for resolving matters, subject to any specific matters which fall within the responsibilities of the Chief Executive as Accounting Officer. However, the procedure provides for the Chair to consult with the governors where matters relate to them.

Relevant wording is included in the draft Constitution at paragraph 48 on page 19 of the clean version and pages 21-22 of the redline.

Para	Page no. clean	Page no. redline	Recommendation for approval by the Council of Governors
48	19	21-22	The Constitution Working Group recommends that the Council approve inclusion of the proposed paragraph and the wording of that paragraph.

### 11. Evaluation of the Council of Governors

**Purpose:** The Group proposes that the revised Constitution sets out a process through which the Council may evaluate itself. The Foundation Trust Code of Governance (the Code), published by Monitor (now part of NHS Improvement), makes the following recommendations in section B.6:

*"The council of governors should assess its own collective performance and its impact on the NHS foundation trust"*

*"Led by the chairperson, the council of governors should periodically assess their collective performance and they should regularly communicate to members and the public details on how they have discharged their responsibilities, including their impact and effectiveness on:*

- *holding the non-executive directors individually and collectively to account for the performance of the board of directors*
- *communicating with their member constituencies and the public and transmitting their views to the board of directors*
- *contributing to the development of forward plans of NHS foundation trusts*

*The council of governors should use this process to review its roles, structure, composition and procedures, taking into account emerging best practice."*

**Proposal including rationale:** It is clear from the Code that the recommendations in respect of evaluation relate to the Council as a whole, not to the performance of each Governor individually.

It is proposed that the performance of the Council should be evaluated regularly, normally at intervals not exceeding 18 months, and where possible should coincide with any similar evaluation of the board of directors. However, the Council may decide at any time to evaluate a specific aspect of its performance – for example, to learn from its handling of a matter or where specific concerns are raised. Such annual (or other) evaluations should be internal to the Trust.

At a minimum, the Council should be evaluated against their general statutory duties (set out at paragraph 16 of the constitution).

Relevant wording has been included under annex 6, paragraph 8 of the constitution (page 73 of the clean version and pages 78-79 of the redline)

Para	Page no. clean	Page no. redline	Recommendation for approval by the Council of Governors
Annex 6, para 8	73	78-79	The Constitution Working Group recommends adoption of paragraph 8 in Annex 6 of the constitution.

## 12. Other minor revisions to the Constitution

**Purpose:** To update the Constitution and ensure that all naming conventions of individuals and committees are accurate and that the order of the document is consistent.

**Proposal including rationale:** The following amendments are proposed:

- Amendment of the name of the Council from 'Members' Council' to 'Council of Governors' and 'councillor' to 'governor' as agreed at the April 2018 meeting.
- Removal of reference to all Board subcommittees except those stated in the Code of Governance (the Audit Committee and the Nominations Committee) (Annex 9, paragraph 19, pages 93-94 of the clean version and pages 109-110 of the redline) – this means that when other subcommittees change or change name a constitutional amendment will not be required.
- Amendments to and movement of the section on membership dispute resolution procedure (Annex 10 updated (page 101 of the clean version and page 119 of the redline) and Annex 11 deleted (pages 124-125 of the redline)). The procedure has been revised – originally it provided for mediators to be appointed and the Group was not assured of how this would resolve the issues quickly and effectively. Under the revised wording, the Company Secretary will make a determination on the point in issue. If the member is not satisfied with the Company Secretary, they may appeal in writing within 14 days of the Company Secretary's decision to the Chair whose decision shall be final.
- Updated section on the revised declaration of interest section for governors (Annex 8, paragraph 6, pages 84-87 clean version, pages 95-98 of the redline) – this is to reflect new NHS England guidance on conflicts of interest and to allow scope for a revision of the Trust's policy in light of this guidance.
- Updated section on the revised declaration of interest section for directors (Annex 9, paragraph 23, pages 95-98 clean version, pages 111-116 of the redline) – as with the directors' declaration of interests this is to reflect new NHS England guidance on conflicts of interest and to allow scope for a revision of the Trust's policy in light of this guidance.
- A review of the constitution is required every three years (paragraph 44, page 17 of the clean version and page 19 of the redline (see further below).

### **Recommendation for approval by the Council of Governors**

The Constitution Working Group recommends approval of the above amendments to the Constitution.

## Other matters of administration

### 13. Code of Conduct

**Purpose:** To review the Code of Conduct (see Appendix 4) and ensure it reflects current good governance and best practice and is clear about responsibilities for elected/ appointed governors. All governors will be required to sign the Code of Conduct. The revised code will be used to update the Code of Conduct for Directors.

The revised Code of Conduct draws on examples from several other NHS foundation trusts, including experience of dealing with a range of issues that have arisen.

**Proposal including rationale:** To approve the revised Code of Conduct - this includes:

- Clarity about the expected role and conduct of governors
- Clarity about when the Code is applicable to governors
- Further detail about the Trust Always Values.

**Recommendation for approval by the Council of Governors**

The Constitution Working Group recommends approval of the draft Code of Conduct for Governors.

#### **14. Standard Operating Procedure for Meetings by Electronic Communication**

**Purpose:** To produce a Standard Operating Procedure includes provisions around convening a meeting and conduct during a meeting so that there is clarity for all involved about the expected standards for enabling such communications and etiquette around managing a meeting with participants engaged via these means.

**Proposal including rationale:** The attached procedure (**Appendix 5**) makes clear that electronic communications will be made available at all meetings. Where he considers it appropriate, the Chair may convene a meeting at which all of the persons attending participate by electronic communication (but the chair may not direct that all persons shall participate by electronic communication).

**Recommendation for approval by the Council of Governors**

The Constitution Working Group recommends approval of the attached Standard Operating Procedure for Meetings by Electronic Communication.

#### **15. Regular review of the Constitution**

**Purpose:** To ensure that a process is put in place to regularly review the Constitution and ensure it is reflective of the needs of the Board and Council and in line with any statutory changes or new guidance issued by the Regulator (NHS Improvement) or other relevant bodies.

**Recommendation for approval by the Council of Governors**

The Constitution Working Group recommends that the Council have an annual standing agenda item to discuss any matters that may require amendment in the Constitution and clarify any changes in guidance etc. (This discussion may be prompted by a change in guidance or an issue arising during a year). On a three-yearly basis the Council reconvene the Constitution Working Group to undertake a wholesale review of the Constitution.



## **16. Revised Lead Governor and Deputy Lead Governor Role Descriptions**

**Purpose:** To review and update the Lead Governor and Deputy Lead Governor Role Description.

**Proposal including rationale:** The Council proposed that the Group consider the revised role description and propose an updated, shorter version at the July 2018 Council meeting. An updated version is attached at **Appendix 6**.

### **Recommendation for approval by the Council of Governors**

The Constitution Working Group recommends approval of the revised Lead Governor and Deputy Lead Governor Role Description.

**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, as amended by the Health and Social Care Act 2012.

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.

<b>the 2006 Act</b>	is the National Health Service Act 2006;
<b>the 2012 Act.</b>	is the Health and Social Care Act 2012;
<b>Accounting Officer</b>	is the person who from time to time discharges the functions specified in paragraph 25(5) of Schedule 7 to the 2006 Act;
<b>Annual Members' Meeting</b>	has the meaning given to it in paragraph 11 of the constitution;
<b>appointed governors</b>	means those governors appointed by the appointing organisations;
<b>appointing organisations</b>	means those organisations named in Annex 4 of this constitution who are entitled to appoint governors;
<b>Audit Committee</b>	means a committee of the Trust Board as established pursuant to paragraph 39 of the constitution;
<b>authorisation</b>	is the authorisation issued by Monitor under Section 35 of the 2006 Act
<b>Chair</b>	means the person appointed by the Council of Governors as the Chair of the Trust;
<b>Chief Executive</b>	means the chief executive officer of the Trust appointed in accordance with the constitution;
<b>Company Secretary</b>	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;
<b>constitution</b>	means this constitution and all annexes to it;
<b>Council of Governors</b>	means the Council of Governors as constituted pursuant to this constitution;
<b>Deputy Chair</b>	means the non-executive director appointed by the Council of Governors to exercise the Chair's functions if the Chair is absent for any reason;
<b>Deputy Lead Governor</b>	means the governor elected by the Council of Governors as Deputy Lead Governor in accordance with paragraph 3 of Annex 6;
<b>director</b>	means a member of the Trust Board;
<b>director of finance</b>	means the chief financial officer of the Trust;
<b>elected governors</b>	means those governors elected by classes of the public and patient and carer constituency and the staff constituency;
<b>executive director</b>	means a member of the Trust Board who is an officer of the Trust;
<b>financial year</b>	means: <ul style="list-style-type: none"> <li>(a) the period beginning with the date on which the Trust is authorised and ending with the next 31 March; and</li> <li>(b) each successive period of twelve months beginning with 1 April;</li> </ul>
<b>governor</b>	means a person elected or appointed to the Council of Governors in accordance with the terms of this constitution (such person being, for the avoidance of doubt, a governor for the purposes of the 2006 and 2012 Act);
<b>Health Service Body</b>	means an NHS Foundation Trust, an NHS Trust, a Special Health Authority, NHS England, NHS Improvement and the Care Quality Commission or any successor bodies;
<b>Lead Governor</b>	means the governor elected by the Council of Governors as Lead Governor

	in accordance with paragraph 3 of Annex 6;
<b>member</b>	means those persons who are registered, on application, as members of one of the constituencies detailed below in accordance with the provisions of this constitution;
<b>Monitor or the regulator</b>	is the body corporate known as Monitor, as provided by Section 61 of the 2012 Act;
<b>non-executive director</b>	means a member of the Trust Board appointed as a non-executive director in accordance with the constitution;
<b>officer</b>	means employee of the Trust or any other person holding a paid position with the Trust;
<b>patient and carer governor</b>	means a governor elected by the members of the classes of the patient and carer constituency;
<b>PSAA</b>	means Public Sector Audit Appointments Limited;
<b>public governor</b>	means a governor elected by the members of one of the areas of the public constituency;
<b>Senior Independent Director</b>	means the non-executive director appointed by the Trust Board in consultation with the Council of Governors;
<b>staff governor</b>	means a governor elected by the members of the staff constituency;
<b>Trust</b>	means Great Ormond Street Hospital for Children NHS Foundation Trust;
<b>Trust Board</b>	means the board of directors of the Trust as constituted in accordance with the constitution and referred to in paragraph 22 of this constitution;
<b>voluntary organisation</b>	means a body, other than a public or local authority, the activities of which are not carried on for profit.

## 2. **Name**

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

## 3. **Principal purpose**

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

3.2 The Trust does not fulfil its principal purpose unless, in each financial year, its total income from the provision of goods and services for the purposes of the health service in England is greater than its total income from the provision of goods and services for any other purposes.

3.3 The Trust may provide goods and services for any purposes related to:

3.3.1 the provision of services provided to individuals for or in connection with the prevention, diagnosis or treatment of illness; and

3.3.2 the promotion and protection of public health.

3.4 The Trust may also carry on activities other than those mentioned in the above paragraph for the purpose of making additional income available in order better to carry on its principal purpose.

## 4. **Powers**

4.1 The powers of the Trust are set out in the 2006 Act.

4.2 All the powers of the Trust shall be exercised by the Trust Board 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 they are 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 they have been continuously employed by the Trust under a contract of employment for at least 12 months.
- 8.2 Those individuals who are eligible for membership of the Trust by reason of paragraphs 8.1.1 and 8.1.2 are referred to collectively as the Staff Constituency.
- 8.3 The minimum number of members in the Staff Constituency is specified in Annex 2.
- 8.4 An individual who is:
  - 8.4.1 eligible to become a member of the Staff Constituency; and
  - 8.4.2 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 they inform the Trust that they do 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 in paragraph 9.1 shall be the period of 10 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 paragraph 9.1 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 Patients and Carers' Constituency unless they have informed the trust in writing that they wish instead to 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' Meetings**

1.1 The Trust shall hold an Annual Members' Meeting.

1.2 The Annual Members' Meeting must be held within nine months of the end of each financial year.

11.1 The Annual Members' Meeting shall be open to members of the public.

11.2 Further provisions about members' meetings are set out in Annex 10 – Further Provisions – Members.

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

12.1 The Trust is to have a Council of Governors, which shall comprise both elected and appointed governors.

12.2 The composition of the Council of Governors is specified in Annex 4.

12.3 The members of the Council of Governors, other than the appointed members, shall be chosen by election by their constituency or, where there are classes within a constituency, by their class within that constituency. The number of governors to be elected by each constituency, or, where appropriate, by each class of each constituency, is specified in Annex 4.

#### **13. Council of Governors – election of governors**

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

- 13.2 The Model Election Rules as published from time to time by NHS Providers form part of this constitution. The Model Election Rules current at [x], and as amended by the Trust, are attached at Annex 5. A variation of the Model Election Rules shall not constitute a variation of the terms of this constitution.
- 13.3 A subsequent variation of the Model Election Rules by the Department of Health shall not constitute a variation of the terms of this constitution for the purposes of paragraph 45 of the constitution (amendment of the constitution).
- 13.4 An election, if contested, shall be by secret ballot.

**14. Council of Governors- tenure**

- 14.1 An elected governor may hold office for a period of up to 3 years.
- 14.2 An elected governor shall cease to hold office if they cease to be a member of the constituency or class by which they were elected.
- 14.3 An elected governor shall be eligible for re-election at the end of their term.
- 14.4 An appointed governor may hold office for a period of up to 3 years.
- 14.5 An appointed governor shall cease to hold office if the appointing organisation withdraws its sponsorship of them.
- 14.6 An appointed governor shall be eligible for re-appointment at the end of their term.
- 14.7 The maximum aggregate term of office for any elected governor or appointed governor is six years.

**15. Council of Governors– disqualification and removal**

- 15.1 The following may not become or continue as a member of the Council of Governors:
  - 15.1.1 a person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged;
  - 15.1.2 a person in relation to whom a moratorium period under a debt relief order applies (under Part 7A of the Insolvency Act 1986);
  - 15.1.3 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; or
  - 15.1.4 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 them.
- 15.2 Governors must be at least 16 years of age at the date that their term of office commences.
- 15.3 Further provisions as to the circumstances in which an individual may not become or continue as a member of the Council of Governors are set out in Annex 6.

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

16.1 The general duties of the Council of Governors are –

16.1.1 to hold the non-executive directors individually and collectively to account for the performance of the Trust Board, and

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

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

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

17.1 The Chair of the Trust (i.e. the Chair of the Trust Board, appointed in accordance with the provisions of paragraph 25.1 below) or, in their absence the Deputy Chair (appointed in accordance with the provisions of paragraph 26 below), shall preside at meetings of the Council of Governors.

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

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

17.4 The provisions of this paragraph shall be without prejudice to the power of the Council of Governors, as exercised by the Chair or other governors, to exclude, suppress or prevent disorderly conduct or other misbehaviour at a meeting.

17.5 For the purposes of obtaining information about the Trust's performance of its functions or the directors' performance of their duties (and deciding whether to propose a vote on the Trust's or directors' performance), the Council of Governors may require one or more of the directors to attend a meeting.

**18. Council of Governors – Standing Orders**

The Standing Orders for the practice and procedure of the Council of Governors, as the same may be varied from time to time subject to applicable law and guidance are attached at Annex 8.

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

Each governor shall comply with the provisions as to the disclosure of interests by governors set out at Annex 8.

**20. Council of Governors – expenses**

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

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

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

**22. Trust Board – composition**

- 22.1 The Trust is to have a Trust Board, which shall comprise both executive and non-executive directors.
- 22.2 The Trust Board is to comprise:
- 22.2.1 a non-executive Chair
  - 22.2.2 6 other non-executive directors; and
  - 22.2.3 6 executive directors.
- 22.3 One of the executive directors shall be the Chief Executive.
- 22.4 The Chief Executive shall be the Accounting Officer.
- 22.5 One of the executive directors shall be the finance director.
- 22.6 One of the executive directors is to be a registered medical practitioner or a registered dentist (within the meaning of the Dentists Act 1984).
- 22.7 One of the executive directors is to be a registered nurse or a registered midwife.

**23. Trust Board – general duty**

The general duty of the Trust Board and of each director individually, is to act with a view to promoting the success of the Trust so as to maximise the benefits for the members of the Trust as a whole and for the public.

**24. Trust Board – qualification for appointment as a non-executive director**

- 24.1 A person may be appointed as a non-executive director only if –
- 24.1.1 they are a member of the Public Constituency; or
  - 24.1.2 they are a member of the Patient and Carer Constituency; or
  - 24.1.3 where any of the Trust’s hospitals includes a medical or dental school provided by a university, they exercise functions for the purposes of that university; and
  - 24.1.4 they are not disqualified by virtue of paragraph 29 below or Annex 7.

**25. Trust Board – appointment and removal of Chair and other non-executive directors**

- 25.1 The Council of Governors at a general meeting of the Council of Governors shall appoint or remove the Chair of the Trust and the other non-executive directors.
- 25.2 Removal of the Chair or another non-executive director shall require the approval of three-quarters of the members of the Council of Governors.
- 25.3 Further provisions as to the process for the appointment and removal of the Chair or other non-executive directors are set out in Annex 7.

**26. Trust Board – appointment of Deputy Chair**

- 26.1 The Council of Governors at a general meeting of the Council of Governors shall appoint one of the non-executive directors as a Deputy Chair.
- 26.2 If the Chair is unable to discharge their office for any reason the Deputy Chair shall be acting Chair of the Trust.
- 26.3 Any director so appointed may at any time resign from the office of Deputy Chair by giving notice in writing to the Chair. The Council of Governors may thereupon appoint another non-executive director as Deputy Chair in accordance with the constitution.

**27. Senior Independent Director**

- 27.1 The Trust Board shall appoint one of the independent non-executive directors to be the “Senior Independent Director” (as defined in the NHS Foundation Trust Code of Governance) in consultation with the Council of Governors, for such a period not exceeding the remainder of their term as a non-executive director, as they may specify on appointing them.
- 27.2 The Senior Independent Director will be available to governors if they have concerns that the Chair is unable to resolve.

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

- 28.1 The non-executive directors shall appoint or remove the Chief Executive.
- 28.2 The appointment of the Chief Executive shall require the approval of the Council of Governors.
- 28.3 A committee consisting of the Chair, the Chief Executive and the other non-executive directors shall appoint or remove the other executive directors.

**29. Trust Board – disqualification**

- 29.1 The following may not become or continue as a member of the Trust Board:
  - 29.1.1 a person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged;
  - 29.1.2 a person in relation to whom a moratorium period under a debt relief order applied (under Part 7A of the Insolvency Act 1986);
  - 29.1.3 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; or
  - 29.1.4 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 them.
- 29.2 Further provisions as to the circumstances in which a person may not become or continue as a member of the Trust Board are set out in Annex 7.

**30. Trust Board – meetings**

- 30.1 Meetings of the Trust Board shall be open to members of the public. Members of the public may be excluded from a meeting for special reasons.
- 30.2 Before holding a meeting, the Trust Board must send a copy of the agenda of the meeting to the Council of Governors. As soon as practicable after holding a meeting, the Trust Board must send a copy of the minutes of the meeting to the Council of Governors.

**31. Trust Board – Standing Orders**

The Standing Orders for the practice and procedure of the Trust Board are set out in Annex 9.

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

- 32.1 The duties that a director of the Trust has by virtue of being a director include in particular –
  - 32.1.1 a duty to avoid a situation in which the director has (or can have) a direct or indirect interest that conflicts (or possibly may conflict) with the interests of the Trust.
  - 32.1.2 a duty not to accept a benefit from a third party by reason of being a director or doing (or not doing) anything in that capacity.
- 32.2 The duty referred to in sub-paragraph 32.1.1 is not infringed if –
  - 32.2.1 the situation cannot reasonably be regarded as likely to give rise to a conflict of interest; or
  - 32.2.2 the matter has been authorised in accordance with the constitution.
- 32.3 The duty referred to in sub-paragraph 32.1.2 is not infringed if acceptance of the benefit cannot reasonably be regarded as likely to give rise to a conflict of interest.
- 32.4 In sub-paragraph 32.1.2, “third party” means a person other than –
  - 32.4.1 the Trust; or
  - 32.4.2 a person acting on its behalf.
- 32.5 If a director of the Trust has in any way a direct or indirect interest in a proposed transaction or arrangement with the Trust, the director must declare the nature and extent of that interest to the other directors.
- 32.6 If a declaration under this paragraph proves to be, or becomes, inaccurate, incomplete, a further declaration must be made.
- 32.7 Any declaration required by this paragraph must be made before the Trust enters into the transaction or arrangement.
- 32.8 Paragraph 32.5 does not require a declaration of an interest of which the director is not aware or where the director is not aware of the transaction or arrangement in question.

- 32.9 A director need not declare an interest –
- 32.9.1 if it cannot reasonably be regarded as likely to give rise to a conflict of interest;
  - 32.9.2 if, or to the extent that, the directors are already aware of it;
  - 32.9.3 if, or to the extent that, it concerns terms of the director's appointment that have been or are to be considered –
    - 32.9.3.1 by a meeting of the Trust Board, or
    - 32.9.3.2 by a committee of the directors appointed for the purpose under the constitution.
- 32.10 A matter shall be authorised for the purposes of paragraph 32.2.2 if it has previously been approved by the Trust Board at a meeting and the minutes of the meeting shall be conclusive evidence of such approval having been given.
- 32.11 Further provisions as to the disclosure of interests by directors are set out in Annex 9.

### 33. **Trust Board – remuneration and terms of office**

- 33.1 The Council of Governors at a general meeting of the Council of Governors shall decide the remuneration and allowances, and the other terms and conditions of office, of the Chair and the other non-executive directors.
- 33.2 The Trust shall establish a committee of non-executive directors to decide the remuneration and allowances, and the other terms and conditions of office, of the Chief Executive and other executive directors.

### 34. **Registers**

The Trust shall have:

- 34.1 a register of members showing, in respect of each member, the constituency to which they belong and, where there are classes within it, the class to which they belong;
- 34.2 a register of members of the Council of Governors;
- 34.3 a register of interests of governors;
- 34.4 a register of directors; and
- 34.5 a register of interests of the directors.

### 35. **Admission to and removal from the registers**

- 35.1 The Company 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 Company Secretary being notified of the requirements for such amendment.
- 35.2 The Company 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 Company Secretary being notified of the requirement for such amendment.

**36. Registers – inspection and copies**

- 36.1 The Trust shall make the registers specified in paragraph 34 above available for inspection by members of the public, except in the circumstances set out below or as otherwise prescribed by regulations.
- 36.2 The Trust shall not make any part of its registers available for inspection by members of the public which shows details of –
  - 36.2.1 any member of the Patient and Carers' Constituency; or
  - 36.2.2 any other member of the Trust, if they so requests.
- 36.3 So far as the registers are required to be made available:
  - 36.3.1 they are to be available for inspection free of charge at all reasonable times; and
  - 36.3.2 a person who requests a copy of or extract from the registers is to be provided with a copy or extract.
- 36.4 If the person requesting a copy or extract is not a member of the Trust, the Trust may impose a reasonable charge for doing so.

**37. Documents available for public inspection**

- 37.1 The Trust shall make the following documents available for inspection by members of the public free of charge at all reasonable times:
  - 37.1.1 a copy of the current constitution;
  - 37.1.2 a copy of the latest annual accounts and of any report of the auditor on them; and
  - 37.1.3 a copy of the latest annual report;
- 37.2 The Trust shall also make the following documents relating to a special administration of the Trust available for inspection by members of the public free of charge at all reasonable times:
  - 37.2.1 a copy of any order made under section 65D (appointment of trust special administrator), 65J (power to extend time), 65KC (action following Secretary of State's rejection of final report), 65L (trusts coming out of administration) or 65LA (trusts to be dissolved) of the 2006 Act;
  - 37.2.2 a copy of any report laid under section 65D (appointment of trust special administrator) of the 2006 Act;
  - 37.2.3 a copy of any information published under section 65D (appointment of trust special administrator) of the 2006 Act;
  - 37.2.4 a copy of any draft report published under section 65F (administrator's draft report) of the 2006 Act;

- 37.2.5 a copy of any statement provided under section 65F(administrator's draft report) of the 2006 Act;
  - 37.2.6 a copy of any notice published under section 65F(administrator's draft report), 65G (consultation plan), 65H (consultation requirements), 65J (power to extend time), 65KA(Monitor's decision), 65KB (Secretary of State's response to Monitor's decision), 65KC (action following Secretary of State's rejection of final report) or 65KD (Secretary of State's response to re-submitted final report) of the 2006 Act;
  - 37.2.7 a copy of any statement published or provided under section 65G (consultation plan) of the 2006 Act;
  - 37.2.8 a copy of any final report published under section 65I (administrator's final report);
  - 37.2.9 a copy of any statement published under section 65J (power to extend time) or 65KC (action following Secretary of State's rejection of final report) of the 2006 Act; and
  - 37.2.10 a copy of any information published under section 65M (replacement of trust special administrator) of the 2006 Act.
- 37.3 Any person who requests a copy of or extract from any of the above documents is to be provided with a copy.
- 37.4 If the person requesting a copy or extract is not a member of the Trust, the Trust may impose a reasonable charge for doing so.

### **38. Auditor**

- 38.1 The Trust shall have an auditor.
- 38.2 The Council of Governors shall appoint or remove the auditor at a general meeting of the Council of Governors.
- 38.3 A person may only be appointed as the auditor if they (or, in the case of a firm, each of its members) are a member of one or more of the bodies referred to in paragraph 23 (4) of Schedule 7 to the 2006 Act.
- 38.4 An officer of PSAA may be appointed as auditor with the agreement of the PSAA. Where an officer of PSAA is appointed as auditor, PSAA may charge the Trust such fees for their services as will cover the full cost of providing them.
- 38.5 The auditor is to carry out his or their duties in accordance with Schedule 10 to the 2006 Act and in accordance with any directions given by the regulator as to standards, procedures and techniques to be adopted.

### **39. 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.

#### 40. **Accounts**

- 40.1 The Trust must keep proper accounts and proper records in relation to the accounts.
- 40.2 Monitor may with the approval of the Secretary of State give directions to the Trust as to the content and form of its accounts.
- 40.3 The accounts are to be audited by the Trust's auditor.
- 40.4 The Trust shall prepare in respect of each financial year annual accounts in such form as Monitor may with approval of the Secretary of State direct.
- 40.5 The functions of the Trust with respect to the preparation of the annual accounts shall be delegated to the Accounting Officer.
- 40.6 The following documents will be made available to the Comptroller and Auditor General for examination at their request:
  - 40.6.1 the accounts;
  - 40.6.2 any records relating to them; and
  - 40.6.3 any report of the auditor on them.
- 40.7 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 the Secretary of State as to:
  - 40.7.1 the methods and principles according to which the accounts are to be prepared;
  - 40.7.2 the content and form of 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.
- 40.8 The Accounting Officer shall cause the Trust to:
  - 40.8.1 lay a copy of the annual accounts, and any report of the auditor on them, before Parliament; and
  - 40.8.2 once it has done so, send copies of those documents to the regulator within such a period as the regulator may direct.

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

- 41.1 The Trust shall prepare an annual report and send it to Monitor.
- 41.2 The annual reports are to give:
  - 41.2.1 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
  - 41.2.2 any other information which the regulator requires.
- 41.3 The Trust is to comply with any decision which the regulator makes as to:

- 41.3.1 the form of the reports;
  - 41.3.2 when the reports are to be sent to it; and
  - 41.3.3 the periods to which the reports are to relate.
- 41.4 The Trust shall give information as to its forward planning in respect of each financial year to Monitor.
- 41.5 The document containing the information with respect to forward planning (referred to above) shall be prepared by the directors.
- 41.6 In preparing the document, the directors shall have regard to the views of the Council of Governors.
- 41.7 Each forward plan must include information about –
- 41.7.1 the activities other than the provision of goods and services for the purposes of the health service in England that the Trust proposes to carry on; and
  - 41.7.2 the income it expects to receive from doing so.
- 41.8 Where a forward plan contains a proposal that the Trust carry on an activity of a kind mentioned in sub-paragraph 41.7.1 the Council of Governors must –
- 41.8.1 determine whether it is satisfied that the carrying on of the activity will not to any significant extent interfere with the fulfilment by the Trust of its principal purpose or the performance of its other functions; and
  - 41.8.2 notify the directors of the Trust of its determination.
- 41.9 Where the Trust proposes to increase by 5% or more the proportion of its total income in any financial year attributable to activities other than the provision of goods and services for the purposes of the health service in England it may implement the proposal only if more than half of the members of the Council of Governors of the Trust voting approve its implementation.

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

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

43. **Instruments**

43.1 The Trust shall have a seal.

43.2 The seal shall not be affixed except under the authority of the Trust Board.

44. **Review of the constitution**

44.1 The constitution shall be reviewed at least every three years by the Trust.

44.2 A review of the constitution shall include consideration of any matters arising under paragraph 48 below.

45. **Amendment of the constitution**

45.1 The Trust may make amendments of its constitution only if –

45.1.1 More than half of the members of the Council of Governors of the Trust voting approve the amendments, and

45.1.2 More than half of the members of the Trust Board of the Trust voting approve the amendments.

45.2 Amendments made under paragraph 45.1 take effect as soon as the conditions in that paragraph are satisfied, but the amendment has no effect in so far as the constitution would, as a result of the amendment, not accord with schedule 7 of the 2006 Act.

45.3 Where an amendment is made to the constitution in relation the powers or duties of the Council of Governors (or otherwise with respect to the role that the Council of Governors has as part of the Trust):

45.3.1 At least one member of the Council of Governors must attend the next Annual Members' Meeting and present the amendment; and

45.3.2 The Trust must give the members an opportunity to vote on whether they approve the amendment.

45.4 If more than half of the members voting approve the amendment, the amendment continues to have effect; otherwise, it ceases to have effect and the Trust must take such steps as are necessary as a result.

45.5 Amendments by the Trust of its constitution are to be notified to Monitor. For the avoidance of doubt, Monitor's functions do not include a power or duty to determine whether or not the constitution, as a result of the amendments, accords with Schedule 7 of the 2006 Act.

46. **Officers' indemnity and insurance**

46.1 Members of the Trust Board and Council of Governors 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.

46.2 The Trust may purchase and maintain for members of the Trust Board and Council of Governors insurance in respect of liability.

#### 47. **Mergers etc. and significant transactions**

- 47.1 The Trust may only apply for a merger, acquisition, separation or dissolution with the approval of more than half of the members of the Council of Governors.
- 47.2 The Trust may enter into a significant transaction only if more than half of the members of the Council of Governors of the Trust voting approve entering into the transaction.
- 47.3 In paragraph 47.2, the following words have the following meanings:
- 47.3.1 “Significant transaction” means a transaction which meets any one of the tests below:
- 47.3.1.1 the total asset test; or
- 47.3.1.2 the total income test; or
- 47.3.1.3 the capital test (relating to acquisitions or divestments).
- 47.3.2 The total asset test is met if the assets which are the subject of the transaction exceed 25% of the total assets of the Trust;
- 47.3.3 The total income test is met if, following the completion of the relevant transaction, the total income of the Trust will increase or decrease by more than 25%;
- 47.3.4 The capital test is met if the gross capital of the company or business being acquired or divested represents more than 25% of the capital of the trust following completion (where “gross capital” is the market value of the relevant company or business’s shares and debt securities, plus the excess of current liabilities over current assets, and the Trust’s total taxpayers’ equity).
- 47.3.5 For the purposes of calculating the tests in this paragraph 47.3 figures used for the Trust assets, total income and taxpayers’ equity must be the figures shown in the latest published audited consolidated accounts.
- 47.4 A transaction:
- 47.4.1 excludes a transaction in the ordinary course of business (including the renewal, extension or entering into an agreement in respect of healthcare services carried out by the Trust;
- 47.4.2 excludes any agreement or changes to healthcare services carried out by the Trust following a reconfiguration of services led by the commissioners of such services;
- 47.4.3 excludes any grant of public dividend capital or the entering into of a working capital facility or other loan, which does not involve the acquisition or disposal of any fixed asset of the Trust.

**48. Procedure to address a matter on which the constitution is silent**

- 48.1 This procedure applies to any matter arising in relation to the governance of the Trust but in respect of which this constitution is silent.
- 48.2 At the earliest opportunity the Chair shall be made aware of the matter(s) concerned.
- 48.3 The Chair shall normally inform the Chief Executive of the matter(s) and must inform them where the matters fall solely within the responsibilities of the Accounting Officer.
- 48.4 The Chair shall take initial advice as appropriate from the Chief Executive and the Company Secretary.
- 48.5 The Chair shall normally inform the Trust Board about the matters and the initial steps that they propose to take to address them.
- 48.6 Where the matters concern the Council of Governors, the Chair shall:
  - 48.6.1 inform, and receive advice from, the Lead Governor; and
  - 48.6.2 normally inform the Council of Governors about the matters and the initial steps that they propose to take to address them.
- 48.7 The Chair shall have authority to determine, after taking appropriate advice, the action that is necessary to address the matters raised and the timetable over which such action will be taken.
- 48.8 The Chair shall liaise as necessary with the Chief Executive, the Company Secretary and the Lead Governor as matters proceed, and shall keep the Trust Board and the Council of Governors informed as appropriate.
- 48.9 Where the matters raised fall solely within the responsibilities of the Accounting Officer they must take lead responsibility for the matters (and any action that they put into place for doing so supersedes this procedure).
- 48.10 Where the matters raised concern the Chair, the Deputy Chair shall have authority to implement this procedure (and shall fulfil the other responsibilities of the Deputy Chair as set out in the Constitution).
- 48.11 In taking any action under this paragraph 48 the Chair, or Deputy Chair, as the case may be, shall act proportionately.

**ANNEX 1**  
**The Public Constituency**

(Paragraphs 7.1 and 7.3)

The public constituency shall be divided into the following classes:

Name	Areas	Governors	Minimum Number of members
North London and surrounding area	<p>Comprising the following electoral areas in North London: Barking &amp; Dagenham; Barnet; Brent; Camden; City of London; Hackney; Ealing; Enfield; Hammersmith &amp; Fulham; Haringey; Harrow; Havering; Hillingdon; Hounslow; Islington; Kensington &amp; Chelsea; Newham; Redbridge; Tower Hamlets; Waltham Forest; Westminster.</p> <p>Comprising the following electoral areas in</p> <p><u>Bedfordshire</u>: Bedford; Central Bedfordshire; Luton;</p> <p><u>Hertfordshire</u>: Broxbourne; Dacorum; East Hertfordshire; Hertfordshire; Hertsmere; North Hertfordshire; St Albans; Stevenage; Three Rivers; Watford; Welwyn Hatfield;</p> <p><u>Buckinghamshire</u>: Aylesbury Vale; Buckinghamshire; Chiltern; Milton Keynes; South Bucks; Wycombe;</p> <p><u>Essex</u>: Basildon; Braintree; Brentwood; Castle Point; Chelmsford; Colchester; Epping Forest; Essex; Harlow; Maldon; Rochford; Southend on Sea; Tendring; Thurrock; Uttlesford.</p>	4	300
South London and surrounding area	<p>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.</p> <p>Comprising the following electoral areas in:</p> <p><u>Surrey</u>: Elmbridge; Epsom and Ewell; Guildford; Mole Valley; Reigate and Banstead; Runnymede; Spelthorne;</p>	1	300



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

**ANNEX 2**  
**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:

<b>Name of class within the constituency</b>	<b>Minimum number of members</b>
Patients from London	150
Patients from outside London	150
Parents and Carers from London	300
Parents and Carers from outside London	300
<b>Total</b>	<b>900</b>

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 10 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 outpatient **of any age** and have attended the Trust with the patient within the 10 years immediately preceding the date of application of the carer to become a member of the Trust.

**ANNEX 4**  
**Composition of Council of Governors**

<b>Constituency</b>	<b>Number of seats on the Council of Governors</b>
<b>Elected governors</b>	
<b><i>Patient and carer constituency</i></b>	
Patients from London	2
Patients from outside London	2
Parents and carers from London	3
Parents and Carers from outside London	3
<b><i>Public constituency</i></b>	
North London and Surrounding Area	4
South London and Surrounding Area	1
The rest of England and Wales	2
<b><i>Staff constituency</i></b>	5
<b><i>Appointed governors</i></b>	
University College London, Institute of Child Health	1
London Borough of Camden	1
Young People's Forum	2
<b>Total</b>	<b>26</b>

**ANNEX 5**  
**The Model Election Rules (2014)**

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3. Computation of time

**PART 3: RETURNING OFFICER**

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

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38. Declaration of identity but no ballot (public and patient constituency)
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40. Sealing of packets

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- 59. Countermand or abandonment of poll on death of candidate

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

### *Expenses*

- 60. Election expenses
- 61. Expenses and payments by candidates
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- 63. Publicity about election by the corporation
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## **PART 11: QUESTIONING ELECTIONS AND IRREGULARITIES**

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## **PART 12: MISCELLANEOUS**

- 67. Secrecy
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## PART 1: INTERPRETATION

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### 1. Interpretation

1.1 In these rules, unless the context otherwise requires:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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



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

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

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

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

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

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

## PART 2: TIMETABLE FOR ELECTIONS

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### 2. Timetable

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

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

### 3. Computation of time

3.1 In computing any period of time for the purposes of the timetable:

- (a) a Saturday or Sunday;
- (b) Christmas day, Good Friday, or a bank holiday, or
- (c) a day appointed for public thanksgiving or mourning,

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

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

## **PART 3: RETURNING OFFICER**

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### **4. Returning Officer**

- 4.1 Subject to rule 69, the returning officer for an election is to be appointed by the corporation.
- 4.2 Where two or more elections are to be held concurrently, the same returning officer may be appointed for all those elections.

### **5. Staff**

- 5.1 Subject to rule 69, the returning officer may appoint and pay such staff, including such technical advisers, as he or she considers necessary for the purposes of the election.

### **6. Expenditure**

- 6.1 The corporation is to pay the returning officer:
  - (a) any expenses incurred by that officer in the exercise of his or her functions under these rules,
  - (b) such remuneration and other expenses as the corporation may determine.

### **7. Duty of co-operation**

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

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

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### **8. Notice of election**

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

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

### **9. Nomination of candidates**

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

9.2 The returning officer:

- (a) is to supply any member of the corporation with a nomination form, and
- (b) is to prepare a nomination form for signature at the request of any member of the corporation,

but it is not necessary for a nomination to be on a form supplied by the returning officer and a nomination can, subject to rule 13, be in an electronic format.

### **10. Candidate's particulars**

10.1 The nomination form must state the candidate's:

- (a) full name,
- (b) contact address in full (which should be a postal address although an e-mail address may also be provided for the purposes of electronic communication), and

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

**11. Declaration of interests**

- 11.1 The nomination form must state any financial interest that the candidate has in the corporation. If the candidate has no such interests, the paper must include a statement to that effect.

**12. Declaration of eligibility**

- 12.1 The nomination form must include a declaration made by the candidate:
- (a) that he or she is not prevented from being a member of the Council of Governors by paragraph 8 of Schedule 7 of the 2006 Act or by any provision of the constitution; and,
  - (b) for a member of the public or patient constituency, of the particulars of his or her qualification to vote as a member of that constituency, or class within that constituency, for which the election is being held.

**13. Signature of candidate**

- 13.1 The nomination form must be signed and dated by the candidate, in a manner prescribed by the returning officer, indicating that:
- (a) they wish to stand as a candidate,
  - (b) their declaration of interests as required under rule 11, is true and correct, and
  - (c) their declaration of eligibility, as required under rule 12, is true and correct.
- 13.2 Where the return of nomination forms in an electronic format is permitted, the returning officer shall specify the particular signature formalities (if any) that will need to be complied with by the candidate.

**14. Decisions as to the validity of nomination**

- 14.1 Where a nomination form is received by the returning officer in accordance with these rules, the candidate is deemed to stand for election unless and until the returning officer:
- (a) decides that the candidate is not eligible to stand,
  - (b) decides that the nomination form is invalid,
  - (c) receives satisfactory proof that the candidate has died, or
  - (d) receives a written request by the candidate of their withdrawal from candidacy.
- 14.2 The returning officer is entitled to decide that a nomination form is invalid only on one of the following grounds:
- (a) that the form is not received on or before the final time and date for return of nomination forms, as specified in the notice of the election,

- (b) that the form does not contain the candidate's particulars, as required by rule 10;
  - (c) that the form does not contain a declaration of the interests of the candidate, as required by rule 11,
  - (d) that the form does not include a declaration of eligibility as required by rule 12, or
  - (e) that the form is not signed and dated by the candidate, if required by rule 13.
- 14.3 The returning officer is to examine each nomination form as soon as is practicable after he or she has received it, and decide whether the candidate has been validly nominated.
- 14.4 Where the returning officer decides that a nomination is invalid, the returning officer must endorse this on the nomination form, stating the reasons for their decision.
- 14.5 The returning officer is to send notice of the decision as to whether a nomination is valid or invalid to the candidate at the contact address given in the candidate's nomination form. If an e-mail address has been given in the candidate's nomination form (in addition to the candidate's postal address), the returning officer may send notice of the decision to that address.

**15. Publication of statement of candidates**

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

**16. Inspection of statement of nominated candidates and nomination forms**

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

**17. Withdrawal of candidates**

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

**18. Method of election**

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

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

18.3 If the number of candidates remaining validly nominated for an election after any withdrawals under these rules is less than the number of members to be elected to be Council of Governors, then:

- (a) the candidates who remain validly nominated are to be declared elected in accordance with Part 7 of these rules, and
- (b) the returning officer is to order a new election to fill any vacancy which remains unfilled, on a day appointed by him or her in consultation with the corporation.

## **PART 5: CONTESTED ELECTIONS**

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### **19. Poll to be taken by ballot**

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

### **20. The ballot paper**

- 20.1 The ballot of each voter (other than a voter who casts his or her ballot by an e-voting method of polling) is to consist of a ballot paper with the persons remaining validly nominated for an election after any withdrawals under these rules, and no others, inserted in the paper.



- 20.2 Every ballot paper must specify:
- (a) the name of the corporation,
  - (b) the constituency, or class within a constituency, for which the election is being held,
  - (c) the number of members of the Council of Governors to be elected from that constituency, or class within that constituency,
  - (d) the names and other particulars of the candidates standing for election, with the details and order being the same as in the statement of nominated candidates,
  - (e) instructions on how to vote by all available methods of polling, including the relevant voter's voter ID number if one or more e-voting methods of polling are available,
  - (f) if the ballot paper is to be returned by post, the address for its return and the date and time of the close of the poll, and
  - (g) the contact details of the returning officer.
- 20.3 Each ballot paper must have a unique identifier.
- 20.4 Each ballot paper must have features incorporated into it to prevent it from being reproduced.

**21. The declaration of identity (public and patient constituencies)**

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

("declaration of identity")

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

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

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

*Action to be taken before the poll*

**22. List of eligible voters**

- 22.1 The corporation is to provide the returning officer with a list of the members of the constituency or class within a constituency for which the election is being held who are eligible to vote by virtue of rule 27 as soon as is reasonably practicable after the final date for the delivery of notices of withdrawals by candidates from an election.

- 22.2 The list is to include, for each member:

- (a) a postal address; and,
- (b) the member's e-mail address, if this has been provided

to which his or her voting information may, subject to rule 22.3, be sent.

- 22.3 The corporation may decide that the e-voting information is to be sent only by e-mail to those members in the list of eligible voters for whom an e-mail address is included in that list.

**23. Notice of poll**

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

- (a) the name of the corporation,
- (b) the constituency, or class within a constituency, for which the election is being held,
- (c) the number of members of the Council of Governors to be elected from that constituency, or class with that constituency,
- (d) the names, contact addresses, and other particulars of the candidates standing for election, with the details and order being the same as in the statement of nominated candidates,
- (e) that the ballot papers for the election are to be issued and returned, if appropriate, by post,
- (f) the methods of polling by which votes may be cast at the election by voters in a constituency or class within a constituency, as determined by the corporation in accordance with rule 19.3,
- (g) the address for return of the ballot papers,
- (h) the uniform resource locator (url) where, if internet voting is a method of polling, the polling website is located;
- (i) the telephone number where, if telephone voting is a method of polling, the telephone voting facility is located,

- (j) the telephone number or telephone short code where, if text message voting is a method of polling, the text message voting facility is located,
- (k) the date and time of the close of the poll,
- (l) the address and final dates for applications for replacement voting information, and
- (m) the contact details of the returning officer.

**24. Issue of voting information by returning officer**

24.1 Subject to rule 24.3, as soon as is reasonably practicable on or after the publication of the notice of the poll, the returning officer is to send the following information by post to each member of the corporation named in the list of eligible voters:

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

24.2 Subject to rules 24.3 and 24.4, as soon as is reasonably practicable on or after the publication of the notice of the poll, the returning officer is to send the following information by e-mail and/ or by post to each member of the corporation named in the list of eligible voters whom the corporation determines in accordance with rule 19.3 and/ or rule 19.4 may cast his or her vote by an e-voting method of polling:

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

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

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

for the purposes of the poll.

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

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

**25. Ballot paper envelope and covering envelope**

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

25.2 The covering envelope is to have:

- (a) the address for return of the ballot paper printed on it, and
- (b) pre-paid postage for return to that address.

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

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

**26. E-voting systems**

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

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

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

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

- (a) require a voter to:
  - (i) enter his or her voter ID number; and
  - (ii) where the election is for a public or patient constituency, make a declaration of identity;in order to be able to cast his or her vote;
- (b) specify:
  - (i) the name of the corporation,

- (ii) the constituency, or class within a constituency, for which the election is being held,
  - (iii) the number of members of the Council of Governors to be elected from that constituency, or class within that constituency,
  - (iv) the names and other particulars of the candidates standing for election, with the details and order being the same as in the statement of nominated candidates,
  - (v) instructions on how to vote and how to make a declaration of identity,
  - (vi) the date and time of the close of the poll, and
  - (vii) the contact details of the returning officer;
- (c) prevent a voter from voting for more candidates than he or she is entitled to at the election;
- (d) create a record ("internet voting record") that is stored in the internet voting system in respect of each vote cast by a voter using the internet that comprises of:
- (i) the voter's voter ID number;
  - (ii) the voter's declaration of identity (where required);
  - (iii) the candidate or candidates for whom the voter has voted; and
  - (iv) the date and time of the voter's vote,
- (e) if the voter's vote has been duly cast and recorded, provide the voter with confirmation of this; and
- (f) prevent any voter from voting after the close of poll.

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

- (a) require a voter to
  - (i) enter his or her voter ID number in order to be able to cast his or her vote; and
  - (ii) where the election is for a public or patient constituency, make a declaration of identity;
- (b) specify:
  - (i) the name of the corporation,
  - (ii) the constituency, or class within a constituency, for which the election is being held,
  - (iii) the number of members of the Council of Governors to be elected from that constituency, or class within that constituency,

- (iv) instructions on how to vote and how to make a declaration of identity,
    - (v) the date and time of the close of the poll, and
    - (vi) the contact details of the returning officer;
  - (c) prevent a voter from voting for more candidates than he or she is entitled to at the election;
  - (d) create a record ("telephone voting record") that is stored in the telephone voting system in respect of each vote cast by a voter using the telephone that comprises of:
    - (i) the voter's voter ID number;
    - (ii) the voter's declaration of identity (where required);
    - (iii) the candidate or candidates for whom the voter has voted; and
    - (iv) the date and time of the voter's vote
  - (e) if the voter's vote has been duly cast and recorded, provide the voter with confirmation of this;
  - (f) prevent any voter from voting after the close of poll.
- 26.6 The returning officer shall ensure that the text message voting facility and text messaging voting system provided will:
- (a) require a voter to:
    - (i) provide his or her voter ID number; and
    - (ii) where the election is for a public or patient constituency, make a declaration of identity;

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

## *The poll*

### **27. Eligibility to vote**

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

### **28. Voting by persons who require assistance**

- 28.1 The returning officer is to put in place arrangements to enable requests for assistance to vote to be made.
- 28.2 Where the returning officer receives a request from a voter who requires assistance to vote, the returning officer is to make such arrangements as he or she considers necessary to enable that voter to vote.

### **29. Spoilt ballot papers and spoilt text message votes**

- 29.1 If a voter has dealt with his or her ballot paper in such a manner that it cannot be accepted as a ballot paper (referred to as a “spoilt ballot paper”), that voter may apply to the returning officer for a replacement ballot paper.
- 29.2 On receiving an application, the returning officer is to obtain the details of the unique identifier on the spoilt ballot paper, if he or she can obtain it.
- 29.3 The returning officer may not issue a replacement ballot paper for a spoilt ballot paper unless he or she:
- (a) is satisfied as to the voter’s identity; and
  - (b) has ensured that the completed ID declaration form, if required, has not been returned.
- 29.4 After issuing a replacement ballot paper for a spoilt ballot paper, the returning officer shall enter in a list (“the list of spoilt ballot papers”):
- (a) the name of the voter, and
  - (b) the details of the unique identifier of the spoilt ballot paper (if that officer was able to obtain it), and
  - (c) the details of the unique identifier of the replacement ballot paper.
- 29.5 If a voter has dealt with his or her text message vote in such a manner that it cannot be accepted as a vote (referred to as a “spoilt text message vote”), that voter may apply to the returning officer for a replacement voter ID number.
- 29.6 On receiving an application, the returning officer is to obtain the details of the voter ID number on the spoilt text message vote, if he or she can obtain it.
- 29.7 The returning officer may not issue a replacement voter ID number in respect of a spoilt text message vote unless he or she is satisfied as to the voter’s identity.
- 29.8 After issuing a replacement voter ID number in respect of a spoilt text message vote, the returning officer shall enter in a list (“the list of spoilt text message votes”):

- (a) the name of the voter, and
- (b) the details of the voter ID number on the spoilt text message vote (if that officer was able to obtain it), and
- (c) the details of the replacement voter ID number issued to the voter.

**30. Lost voting information**

- 30.1 Where a voter has not received his or her voting information by the tenth day before the close of the poll, that voter may apply to the returning officer for replacement voting information.
- 30.2 The returning officer may not issue replacement voting information in respect of lost voting information unless he or she:
- (a) is satisfied as to the voter's identity,
  - (b) has no reason to doubt that the voter did not receive the original voting information,
  - (c) has ensured that no declaration of identity, if required, has been returned.
- 30.3 After issuing replacement voting information in respect of lost voting information, the returning officer shall enter in a list ("the list of lost ballot documents"):
- (a) the name of the voter
  - (b) the details of the unique identifier of the replacement ballot paper, if applicable, and
  - (c) the voter ID number of the voter.

**31. Issue of replacement voting information**

- 31.1 If a person applies for replacement voting information under rule 29 or 30 and a declaration of identity has already been received by the returning officer in the name of that voter, the returning officer may not issue replacement voting information unless, in addition to the requirements imposed by rule 29.3 or 30.2, he or she is also satisfied that that person has not already voted in the election, notwithstanding the fact that a declaration of identity if required has already been received by the returning officer in the name of that voter.
- 31.2 After issuing replacement voting information under this rule, the returning officer shall enter in a list ("the list of tendered voting information"):
- (a) the name of the voter,
  - (b) the unique identifier of any replacement ballot paper issued under this rule;
  - (c) the voter ID number of the voter.



**32. ID declaration form for replacement ballot papers (public and patient constituencies)**

- 32.1 In respect of an election for a public or patient constituency an ID declaration form must be issued with each replacement ballot paper requiring the voter to make a declaration of identity as outlined in paragraph 21.

*Polling by internet, telephone or text*

**33. Procedure for remote voting by internet**

- 33.1 To cast his or her vote using the internet, a voter will need to gain access to the polling website by keying in the url of the polling website provided in the voting information.
- 33.2 When prompted to do so, the voter will need to enter his or her voter ID number.
- 33.3 If the internet voting system authenticates the voter ID number, the system will give the voter access to the polling website for the election in which the voter is eligible to vote.
- 33.4 To cast his or her vote, the voter will need to key in a mark on the screen opposite the particulars of the candidate or candidates for whom he or she wishes to cast his or her vote.
- 33.5 The voter will not be able to access the internet voting system for an election once his or her vote at that election has been cast.

**34. Voting procedure for remote voting by telephone**

- 34.1 To cast his or her vote by telephone, the voter will need to gain access to the telephone voting facility by calling the designated telephone number provided in the voter information using a telephone with a touch-tone keypad.
- 34.2 When prompted to do so, the voter will need to enter his or her voter ID number using the keypad.
- 34.3 If the telephone voting facility authenticates the voter ID number, the voter will be prompted to vote in the election.
- 34.4 When prompted to do so the voter may then cast his or her vote by keying in the numerical voting code of the candidate or candidates, for whom he or she wishes to vote.
- 34.5 The voter will not be able to access the telephone voting facility for an election once his or her vote at that election has been cast.

**35. Voting procedure for remote voting by text message**

- 35.1 To cast his or her vote by text message the voter will need to gain access to the text message voting facility by sending a text message to the designated telephone number or telephone short code provided in the voter information.
- 35.2 The text message sent by the voter must contain his or her voter ID number and the numerical voting code for the candidate or candidates, for whom he or she wishes to vote.

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

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

**36. Receipt of voting documents**

- 36.1 Where the returning officer receives:
- (a) a covering envelope, or
  - (b) any other envelope containing an ID declaration form if required, a ballot paper envelope, or a ballot paper,
- before the close of the poll, that officer is to open it as soon as is practicable; and rules 37 and 38 are to apply.
- 36.2 The returning officer may open any covering envelope or any ballot paper envelope for the purposes of rules 37 and 38, but must make arrangements to ensure that no person obtains or communicates information as to:
- (a) the candidate for whom a voter has voted, or
  - (b) the unique identifier on a ballot paper.
- 36.3 The returning officer must make arrangements to ensure the safety and security of the ballot papers and other documents.

**37. Validity of votes**

- 37.1 A ballot paper shall not be taken to be duly returned unless the returning officer is satisfied that it has been received by the returning officer before the close of the poll, with an ID declaration form if required that has been correctly completed, signed and dated.
- 37.2 Where the returning officer is satisfied that rule 37.1 has been fulfilled, he or she is to:
- (a) put the ID declaration form if required in a separate packet, and
  - (b) put the ballot paper aside for counting after the close of the poll.
- 37.3 Where the returning officer is not satisfied that rule 37.1 has been fulfilled, he or she is to:
- (a) mark the ballot paper “disqualified”,
  - (b) if there is an ID declaration form accompanying the ballot paper, mark it “disqualified” and attach it to the ballot paper,
  - (c) record the unique identifier on the ballot paper in a list of disqualified documents (the “list of disqualified documents”); and
  - (d) place the document or documents in a separate packet.
- 37.4 An internet, telephone or text message vote shall not be taken to be duly returned unless the returning officer is satisfied that the internet voting record, telephone voting record or text voting record (as applicable) has been

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

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

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

(a) mark the internet voting record, telephone voting record or text voting record (as applicable) “disqualified”,

(b) record the voter ID number on the internet voting record, telephone voting record or text voting record (as applicable) in the list of disqualified documents; and

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

**38. Declaration of identity but no ballot paper (public and patient constituency)<sup>1</sup>**

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

(a) mark the ID declaration form “disqualified”,

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

(c) place the ID declaration form in a separate packet.

**39. De-duplication of votes**

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

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

(a) only accept as duly returned the first vote received that was cast using the relevant voter ID number; and

(b) mark as “disqualified” all other votes that were cast using the relevant voter ID number

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

(a) mark the ballot paper “disqualified”,

(b) if there is an ID declaration form accompanying the ballot paper, mark it “disqualified” and attach it to the ballot paper,

(c) record the unique identifier and the voter ID number on the ballot paper in the list of disqualified documents;

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

- (d) place the document or documents in a separate packet; and
- (e) disregard the ballot paper when counting the votes in accordance with these rules.

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

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

#### 40. **Sealing of packets**

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

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

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

## PART 6: COUNTING THE VOTES

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### 41. Interpretation of Part 6

41.1 In Part 6 of these rules:

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

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

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

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

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

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

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

or

(b) which is excluded by the returning officer under rule 49,

“*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

© 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 46,

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

“*stage of the count*” means:

(a) the determination of the first preference vote of each candidate,

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

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

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

“*transfer value*” means the value of a transferred vote calculated in accordance with rules 47.4 or 47.7.

#### 42. **Arrangements for counting of the votes**

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

#### 43. **The count**

- 43.1 The returning officer is to:
  - (a) count and record the number of:
    - (i) ballot papers that have been returned; and
    - (ii) the number of internet voting records, telephone voting records and/or text voting records that have been created, and
  - (b) count the votes according to the provisions in this Part of the rules and/or the provisions of any policy approved pursuant to rule 42.2(ii) where vote counting software is being used.
- 43.2 The returning officer, while counting and recording the number of ballot papers, internet voting records, telephone voting records and/or text voting records and counting the votes, must make arrangements to ensure that no person obtains or communicates information as to the unique identifier on a ballot paper or the voter ID number on an internet voting record, telephone voting record or text voting record.
- 43.3 The returning officer is to proceed continuously with counting the votes as far as is practicable.

**44. Rejected ballot papers and rejected text voting records**

44.1 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.

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

44.3 Any text voting record:

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

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

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

44.5 The returning officer is to draw up a statement showing the number of ballot papers rejected by him or her under each of the subparagraphs (a) to (d) of rule 44.1 and the number of text voting records rejected by him or her under each of the sub-paragraphs (a) to (c) of rule 44.3.

**45. First stage**

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

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

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

**46. The quota**

- 46.1 The returning officer is to divide the number of valid ballot documents by a number exceeding by one the number of members to be elected.
- 46.2 The result, increased by one, of the division under rule 46.1 (any fraction being disregarded) shall be the number of votes sufficient to secure the election of a candidate (in these rules referred to as “the quota”).
- 46.3 At any stage of the count a candidate whose total votes equals or exceeds the quota shall be deemed to be elected, except that any election where there is only one vacancy a candidate shall not be deemed to be elected until the procedure set out in rules 47.1 to 47.3 has been complied with.

**47. Transfer of votes**

- 47.1 Where the number of first preference votes for any candidate exceeds the quota, the returning officer is to sort all the ballot documents on which first preference votes are given for that candidate into sub- parcels so that they are grouped:
  - (a) according to next available preference given on those ballot documents for any continuing candidate, or
  - (b) where no such preference is given, as the sub-parcel of non-transferable votes.
- 47.2 The returning officer is to count the number of ballot documents in each parcel referred to in rule 47.1.
- 47.3 The returning officer is, in accordance with this rule and rule 48, to transfer each sub-parcel of ballot documents referred to in rule 47.1(a) to the candidate for whom the next available preference is given on those ballot documents.
- 47.4 The vote on each ballot document transferred under rule 47.3 shall be at a value (“the transfer value”) which:
  - (a) reduces the value of each vote transferred so that the total value of all such votes does not exceed the surplus, and
  - (b) is calculated by dividing the surplus of the candidate from whom the votes are being transferred by the total number of the ballot documents on which those votes are given, the calculation being made to two decimal places (ignoring the remainder if any).
- 47.5 Where at the end of any stage of the count involving the transfer of ballot documents, the number of votes for any candidate exceeds the quota, the returning officer is to sort the ballot documents in the sub-parcel of transferred votes which was last received by that candidate into separate sub-parcels so that they are grouped:
  - (a) according to the next available preference given on those ballot documents for any continuing candidate, or
  - (b) where no such preference is given, as the sub-parcel of non-transferable votes.



- 47.6 The returning officer is, in accordance with this rule and rule 48, to transfer each sub-parcel of ballot documents referred to in rule 47.5(a) to the candidate for whom the next available preference is given on those ballot documents.
- 47.7 The vote on each ballot document transferred under rule 47.6 shall be at:
- (a) a transfer value calculated as set out in rule 47.4(b), or
  - (b) at the value at which that vote was received by the candidate from whom it is now being transferred,
- whichever is the less.
- 47.8 Each transfer of a surplus constitutes a stage in the count.
- 47.9 Subject to rule 47.10, the returning officer shall proceed to transfer transferable ballot documents until no candidate who is deemed to be elected has a surplus or all the vacancies have been filled.
- 47.10 Transferable ballot documents shall not be liable to be transferred where any surplus or surpluses which, at a particular stage of the count, have not already been transferred, are:
- (a) less than the difference between the total vote then credited to the continuing candidate with the lowest recorded vote and the vote of the candidate with the next lowest recorded vote, or
  - (b) less than the difference between the total votes of the two or more continuing candidates, credited at that stage of the count with the lowest recorded total numbers of votes and the candidate next above such candidates.
- 47.11 This rule does not apply at an election where there is only one vacancy.

**48. Supplementary provisions on transfer**

- 48.1 If, at any stage of the count, two or more candidates have surpluses, the transferable ballot documents of the candidate with the highest surplus shall be transferred first, and if:
- (a) The surpluses determined in respect of two or more candidates are equal, the transferable ballot documents of the candidate who had the highest recorded vote at the earliest preceding stage at which they had unequal votes shall be transferred first, and
  - (b) the votes credited to two or more candidates were equal at all stages of the count, the returning officer shall decide between those candidates by lot, and the transferable ballot documents of the candidate on whom the lot falls shall be transferred first.
- 48.2 The returning officer shall, on each transfer of transferable ballot documents under rule 47:
- (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.

48.3 All ballot documents transferred under rule 47 or 49 shall be clearly marked, either individually or as a sub-parcel, so as to indicate the transfer value recorded at that time to each vote on that ballot document or, as the case may be, all the ballot documents in that sub-parcel.

48.4 Where a ballot document is so marked that it is unclear to the returning officer at any stage of the count under rule 47 or 49 for which candidate the next preference is recorded, the returning officer shall treat any vote on that ballot document as a non-transferable vote; and votes on a ballot document shall be so treated where, for example, the names of two or more candidates (whether continuing candidates or not) are so marked that, in the opinion of the returning officer, the same order of preference is indicated or the numerical sequence is broken.

**49. Exclusion of candidates**

49.1 If:

- (a) all transferable ballot documents which under the provisions of rule 47 (including that rule as applied by rule 49.11) and this rule are required to be transferred, have been transferred, and
- (b) subject to rule 50, one or more vacancies remain to be filled,

the returning officer shall exclude from the election at that stage the candidate with the then lowest vote (or, where rule 49.12 applies, the candidates with the then lowest votes).

49.2 The returning officer shall sort all the ballot documents on which first preference votes are given for the candidate or candidates excluded under rule 49.1 into two sub-parcels so that they are grouped as:

- (a) ballot documents on which a next available preference is given, and
- (b) ballot documents on which no such preference is given (thereby including ballot documents on which preferences are given only for candidates who are deemed to be elected or are excluded).

49.3 The returning officer shall, in accordance with this rule and rule 48, transfer each sub-parcel of ballot documents referred to in rule 49.2 to the candidate for whom the next available preference is given on those ballot documents.

49.4 The exclusion of a candidate, or of two or more candidates together, constitutes a further stage of the count.

- 49.5 If, subject to rule 50, one or more vacancies still remain to be filled, the returning officer shall then sort the transferable ballot documents, if any, which had been transferred to any candidate excluded under rule 49.1 into sub-parcels according to their transfer value.
- 49.6 The returning officer shall transfer those ballot documents in the sub-parcel of transferable ballot documents with the highest transfer value to the continuing candidates in accordance with the next available preferences given on those ballot documents (thereby passing over candidates who are deemed to be elected or are excluded).
- 49.7 The vote on each transferable ballot document transferred under rule 49.6 shall be at the value at which that vote was received by the candidate excluded under rule 49.1.
- 49.8 Any ballot documents on which no next available preferences have been expressed shall be set aside as non-transferable votes.
- 49.9 After the returning officer has completed the transfer of the ballot documents in the sub-parcel of ballot documents with the highest transfer value he or she shall proceed to transfer in the same way the sub-parcel of ballot documents with the next highest value and so on until he has dealt with each sub-parcel of a candidate excluded under rule 49.1.
- 49.10 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.
- 49.11 If after a transfer of votes under any provision of this rule, a candidate has a surplus, that surplus shall be dealt with in accordance with rules 47.5 to 47.10 and rule 48.
- 49.12 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.
- 49.13 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.

**50. Filling of last vacancies**

- 50.1 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.
- 50.2 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.
- 50.3 Where the last vacancies can be filled under this rule, no further transfer of votes shall be made.

**51. Order of election of candidates**

- 51.1 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 47.10.
- 51.2 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.
- 51.3 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.
- 51.4 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**

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### **52. Declaration of result for contested elections**

52.1 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 Great Ormond Street Hospital for Children NHS Foundation Trust by section 33(4) of the 2006 Act, to the Chair of the NHS Foundation Trust, or
  - (ii) in any other case, to the Chair of the corporation, and
- (c) give public notice of the name of each candidate who he or she has declared elected.

52.2 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 44.1,
- (f) the number of rejected text voting records under each of the headings in rule 44.3,

available on request.

### **53. Declaration of result for uncontested elections**

53.1 In an uncontested election, the returning officer is to as soon as is practicable after final day for the delivery of notices of withdrawals by candidates from the election:

- (a) declare the candidate or candidates remaining validly nominated to be elected,
- (b) give notice of the name of each candidate who he or she has declared elected to the Chair of the corporation, and
- (c) give public notice of the name of each candidate who he or she has declared elected.

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

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### **54. Sealing up of documents relating to the poll**

54.1 On completion of the counting at a contested election, the returning officer is to seal up the following documents in separate packets:

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

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

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

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

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

54.3 The returning officer must endorse on each packet a description of:

- (a) its contents,
- (b) the date of the publication of notice of the election,
- (c) the name of the corporation to which the election relates, and
- (d) the constituency, or class within a constituency, to which the election relates.

### **55. Delivery of documents**

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

### **56. Forwarding of documents received after close of the poll**

56.1 Where:

- (a) any voting documents are received by the returning officer after the close of the poll, or
- (b) any envelopes addressed to eligible voters are returned as undelivered too late to be resent, or
- (c) any applications for replacement voting information are made too late to enable new voting information to be issued,

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

**57. Retention and public inspection of documents**

- 57.1 The corporation is to retain the documents relating to an election that are forwarded to the chair by the returning officer under these rules for one year, and then, unless otherwise directed by the Trust Board of the corporation, cause them to be destroyed.
- 57.2 With the exception of the documents listed in rule 58.1, the documents relating to an election that are held by the corporation shall be available for inspection by members of the public at all reasonable times.
- 57.3 A person may request a copy or extract from the documents relating to an election that are held by the corporation, and the corporation is to provide it, and may impose a reasonable charge for doing so.

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

- 58.1 The corporation may not allow:
  - (a) the inspection of, or the opening of any sealed packet containing:
    - (i) any rejected ballot papers, including ballot papers rejected in part,
    - (ii) any rejected text voting records, including text voting records rejected in part,
    - (iii) any disqualified documents, or the list of disqualified documents,
    - (iv) any counted ballot papers, internet voting records, telephone voting records or text voting records, or
    - (v) the list of eligible voters, or
  - (b) access to or the inspection of the complete electronic copies of the internet voting records, telephone voting records and text voting records created in accordance with rule 26 and held in a device suitable for the purpose of storage,

by any person without the consent of the Trust Board of the corporation.

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

58.3 The Trust Board of the corporation's consent may be on any terms or conditions that it thinks necessary, including conditions as to:

- (a) persons,
- (b) time,
- (c) place and mode of inspection,
- (d) production or opening,

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

58.4 On an application to inspect any of the documents listed in rule 58.1 the Trust Board of the corporation must:

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

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

- (i) that his or her vote was given, and
- (ii) that Monitor has declared that the vote was invalid.



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

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### **59. Countermand or abandonment of poll on death of candidate**

- 59.1 If, at a contested election, proof is given to the returning officer's satisfaction before the result of the election is declared that one of the persons named or to be named as a candidate has died, then the returning officer is to:
- (a) publish a notice stating that the candidate has died, and
  - (b) proceed with the counting of the votes as if that candidate had been excluded from the count so that:
    - (i) ballot documents which only have a first preference recorded for the candidate that has died, and no preferences for any other candidates, are not to be counted, and
    - (ii) ballot documents which have preferences recorded for other candidates are to be counted according to the consecutive order of those preferences, passing over preferences marked for the candidate who has died.
- 59.2 The ballot documents which have preferences recorded for the candidate who has died are to be sealed with the other counted ballot documents pursuant to rule 54.1(a).

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

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### *Election expenses*

#### **60. Election expenses**

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

#### **61. Expenses and payments by candidates**

61.1 A candidate may not incur any expenses or make a payment (of whatever nature) for the purposes of an election, other than expenses or payments that relate to:

- (a) personal expenses,
- (b) travelling expenses, and expenses incurred while living away from home, and
- (c) expenses for stationery, postage, telephone, internet (or any similar means of communication) and other petty expenses, to a limit of £100.

#### **62. Election expenses incurred by other persons**

62.1 No person may:

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

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

### *Publicity*

#### **63. Publicity about election by the corporation**

63.1 The corporation may:

- (a) compile and distribute such information about the candidates, and
- (b) organise and hold such meetings to enable the candidates to speak and respond to questions,

as it considers necessary.

63.2 Any information provided by the corporation about the candidates, including information compiled by the corporation under rule 64, must be:

- (a) objective, balanced and fair,
- (b) equivalent in size and content for all candidates,
- (c) compiled and distributed in consultation with all of the candidates standing for election, and
- (d) must not seek to promote or procure the election of a specific candidate or candidates, at the expense of the electoral prospects of one or more other candidates.

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

**64. Information about candidates for inclusion with voting information**

64.1 The corporation must compile information about the candidates standing for election, to be distributed by the returning officer pursuant to rule 24 of these rules.

64.2 The information must consist of:

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

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

65.1 In this Part, the phrase “for the purposes of an election” means with a view to, or otherwise in connection with, promoting or procuring a candidate’s election, including the prejudicing of another candidate’s electoral prospects; and the phrase “for the purposes of a candidate’s election” is to be construed accordingly.

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

## **PART 11: QUESTIONING ELECTIONS AND THE CONSEQUENCE OF IRREGULARITIES**

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### **66. Application to question an election**

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

## **PART 12: MISCELLANEOUS**

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### **67. Secrecy**

67.1 The following persons:

- (a) the returning officer,
- (b) the returning officer's staff,

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

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

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

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

### **68. Prohibition of disclosure of vote**

68.1 No person who has voted at an election shall, in any legal or other proceedings to question the election, be required to state for whom he or she has voted.

### **69. Disqualification**

69.1 A person may not be appointed as a returning officer, or as staff of the returning officer pursuant to these rules, if that person is:

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

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

70.1 If industrial action, or some other unforeseen event, results in a delay in:

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

(b) the return of the ballot papers,

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

**ANNEX 6**  
**Additional Provisions – Council of Governors**

(Paragraphs 15.3 and 21)

**1. Elected governors**

- 1.1 A member of the public constituency may not vote at an election for a public governor unless at the time of voting they have made and returned a declaration in the form specified in Annex 5, paragraph 21, that they are qualified to vote as a member of the relevant area of the public constituency.
- 1.2 A member of the patient and carer constituency may not vote at an election for a patient and carer governor unless at the time of voting they have made and returned a declaration in the form specified in Annex 5, paragraph 21, that they are qualified to vote as a member of the relevant area of the patient and carer constituency.

**2. Appointed governors**

- 2.1 The Company Secretary, having consulted the Chair and the London Borough of Camden, is to adopt a process for agreeing with that local authority the appointment of the governor appointed by it.
- 2.2 The Company Secretary, having consulted the Chair and the University of London, Institute of Child Health, is to adopt a process for agreeing with that university the appointment of the governor appointed by it.
- 2.3 The Young Peoples' Forum governors are to be appointed by the Young Peoples' Forum, in accordance with a process agreed with the Chair and the Company Secretary.

**3. Lead Governor and Deputy Lead Governor**

- 3.1 The Council of Governors shall elect one of the elected governors as the Lead Governor in accordance with the conditions of appointment set out in the Lead Governor role description approved by the Council of Governors.
- 3.2 The Lead Governor shall have the responsibilities, and perform the tasks, set out in the Lead Governor role description.
- 3.3 The Council of Governors shall elect one of the elected governors as the Deputy Lead Governor in accordance with the conditions of appointment set out in the Deputy Lead Governor role description approved by the Council of Governors.
- 3.4 The Deputy Lead Governor shall have the responsibilities, and perform the tasks, set out in the Deputy Lead Governor role description.

**4. Further provisions as to eligibility to be a governor**

- 4.1 In addition to paragraph 15 of the constitution, a person may not become or continue as a governor if:
  - 4.1.1 they are not a member of the Trust;

- 4.1.2 in the case of a public governor, or patient and carer governor, or staff governor they cease to be a member of the constituency or class of constituency from which they were elected;
- 4.1.3 in the case of an appointed governor, if the organisation which appointed them terminates that appointment;
- 4.1.4 they have been required to notify the police of their name and address as a result of being convicted or cautioned under the Sex Offenders Act or other relevant legislation or their name appears on the Protection of Children Act List;
- 4.1.5 they are the spouse, partner, parent, child of, or occupant of the same household as, a member of the Trust Board or the Council of Governors of the Trust;
- 4.1.6 they are a member of a local authority's Overview and Scrutiny Committee covering health matters;
- 4.1.7 they are an executive or non-executive director of the Trust;
- 4.1.8 they are a governor, non-executive director (including the chair) or, executive director (including the chief executive officer) of another Health Service Body, unless they are appointed by an appointing organisation which is a Health Service Body or the Chair agrees to them becoming, or continuing as, a governor of the Trust;
- 4.1.9 they have within the preceding two years been dismissed, otherwise than by reason of redundancy or ill health, from any paid employment with a Health Service Body;
- 4.1.10 they are a person whose tenure of office as a Chair or as a member or director of a Health Service Body has been terminated on the grounds that their appointment is not in the interests of the health service, for non-attendance at meetings, or for non-disclosure of a pecuniary interest;
- 4.1.11 they have previously been removed as a governor pursuant to paragraph 5 of this Annex;
- 4.1.12 they have previously been removed by as a governor from another NHS foundation trust by resolution of the Council of Governors of that NHS foundation trust;
- 4.1.13 they have failed to sign and deliver to the Company Secretary a statement in the form required by the Company Secretary confirming acceptance of the code of conduct for governors;
- 4.1.14 they lack capacity within the meaning of the Mental Capacity Act 2005 to carry out all the duties and responsibilities of a governor;
- 4.1.15 they are the subject of a disqualification order made under the Company Directors Disqualification Act 1986;
- 4.1.16 they have had their name removed from a list maintained under regulations pursuant to sections 91, 106, 123, or 146 of the 2006 Act, or the equivalent lists maintained by Local Health Boards in Wales under the National Health Service (Wales) Act 2006, and



- they have not subsequently had their name included in such a list;  
or
- 4.1.17 they have failed to repay (without good cause) any amount of monies properly owed to the Trust.
- 4.2 All non-staff candidates for election to the Council of Governors and prospective appointees to the Council of Governors will undergo Disclosure and Barring Service checks. The Chair will after taking appropriate advice determine instances in which criminal records will preclude election or appointment to the Council of Governors.
- 4.3 A person holding office as a governor shall immediately cease to do so if:
  - 4.3.1 they resign by notice in writing to the Company Secretary;
  - 4.3.2 they become disqualified from office under paragraph 15 of the constitution or under paragraph 4.1 of this Annex;
  - 4.3.3 they fail to attend two meetings of the Council of Governors in a period of one year unless the Chair, Lead Governor and Company Secretary are satisfied that:
    - 4.3.3.1 the absence was due to a reasonable cause; and
    - 4.3.3.2 they will be able to start attending meetings of the Trust again within such a period as they consider reasonable.
  - 4.3.4 they have refused to undertake any training which the Council of Governors requires all governors to undertake unless the Chair, Lead Governor and Company Secretary are satisfied that the refusal was due to a reasonable cause; or
  - 4.3.5 they are removed from the Council of Governors by a resolution passed under paragraph 5 below.
- 4.4 For the purposes of 4.3.3.1 and 4.3.4:
  - 4.4.1 an absence will ordinarily be considered to be due to a reasonable cause if it is due to:
    - 4.4.1.1 a conflict with work or personal commitments in circumstances where the Trust has changed the date of the meeting of the Council of Governors [or the required training] at short notice;
    - 4.4.1.2 ill health; or
    - 4.4.1.3 a personal or family emergency.
  - 4.4.2 For the avoidance of doubt, work commitments will not be considered a reasonable cause unless the Trust has changed the date of the meeting of the Council of Governors or the required training at short notice.

- 4.5 Where a governor becomes disqualified for appointment under this paragraph 4 or paragraph 15 of the constitution, they shall notify the Company Secretary or the Chair in writing of such disqualification.
- 4.6 If it comes to the notice of the Company Secretary or the Chair that at the time of their appointment or later the governor is so disqualified, they shall immediately declare that the person in question is disqualified and notify them in writing to that effect.

## **5. Removal of governor from office**

- 5.1 A governor may be removed from the Council of Governors by a resolution approved at a meeting of the Council of Governors by not less than three-quarters of the governors present and voting on the grounds that:
- 5.1.1 they have committed a serious breach of the code of conduct; or
  - 5.1.2 they have acted in a manner detrimental to the interests of the Trust; or
  - 5.1.3 the Council of Governors consider that it is not in the best interests of the Trust for them to continue as a governor, for example because:
    - 5.1.3.1 the individual's continuation as a governor would likely prejudice the ability of the Trust to fulfil its principle purpose or discharge its duties and functions;
    - 5.1.3.2 the individual's continuation as a governor would likely prejudice the Trust's work with other persons or body within whom it is engaged or may be engaged in the provision of goods and services;
    - 5.1.3.3 the individual's continuation as a governor would be likely to adversely affect public confidence in the goods and services provided by the Trust;
    - 5.1.3.4 the individual's continuation as a governor would otherwise bring the Trust into disrepute;
    - 5.1.3.5 it would not be in the best interests of the Council of Governors for the individual to continue as a governor / the individual has caused or is likely to cause prejudice to the proper conduct of the Council of Governors affairs; or
    - 5.1.3.6 the individual has failed to comply with the values and principles of the National Health Service, the Trust or the Constitution.
- 5.2 A resolution under paragraph 5.1 of this Annex may only be proposed where a statement of case under paragraph 6.8 has been upheld.
- 5.3 Where a resolution under paragraph 5.1 of this Annex is proposed and the governor concerned does not believe that the proposal is justified, the Chair shall offer the governor in question the opportunity to have the reasonableness of their proposed removal reviewed by an independent assessor. The Chair and the governor shall seek to agree on a mutually

acceptable independent assessor. If no agreement can be reached within 14 days of the governor requesting an independent review, then the Chair, following consultation with the Company Secretary and Senior Independent Director, shall decide on the assessor.

- 5.4 If any resolution proposing to remove a governor under paragraph 5.1 of this Annex is not passed at a meeting of the Council of Governors, no further resolution can be put forward to remove that governor based upon the same reasons within 12 months of the meeting at which the resolution was first put forward.

## **6. Process for investigating and resolving complaints against a governor**

- 6.1 A complaint concerning the conduct of a governor shall be made in confidence, in writing to the Chair.
- 6.2 Where a complaint is made under paragraph 6.1 above:
  - 6.2.1 The Chair, shall, if in their opinion it is appropriate do so, take fair and reasonable steps to resolve the matter informally within 10 working days from receipt of the written complaint.
  - 6.2.2 The Chair, may choose to delegate their responsibility under paragraph 6.2.1 above to another person.
- 6.3 Only if the complaint cannot be resolved by informal resolution under paragraph 6.2 above, or the Chair decides that informal resolution is not appropriate, the Chair may take such action as they consider is appropriate and proportionate in the circumstances, including, but not limited to:
  - 6.3.1 the suspension of the governor against whom the complaint has been made from the Council of Governors so that the matter can be investigated. Any suspension of a governor shall be confirmed to them in writing;
  - 6.3.2 commissioning an investigation into the complaint, to be conducted by individuals with relevant experience from either within or outside of the Trust; and/or
  - 6.3.3 requiring the parties concerned to seek to resolve their dispute through formal mediation.
- 6.4 Any decision taken by the Chair under paragraph 6.3 above, including setting the terms of reference in respect of any investigation, must be taken following consultation with the Lead Governor and Company Secretary. If in the circumstances it is not reasonably practicable for the Chair to consult with the Lead Governor and/or Company Secretary the Chair must consult with their deputies or, if it is not reasonably practicable to consult with their deputies, such other appropriate persons as the Chair determines.
- 6.5 As soon as reasonably practicable following any decision taken by the Chair under paragraph 6.3 above, the Chair shall:
  - 6.5.1 inform the Council of Governors that such a decision has been taken, and, to the extent appropriate the reasons for it; and

- 6.5.2 provide the Council of Governors with a copy of the terms of reference of any investigation, unless there is a good reason not to do so.
- 6.6 Where an investigation identifies, or, if no investigation is commissioned, the Chair following consultation with the persons specified in paragraph 6.4 above believes, a governor has failed to comply with this Constitution and/or any code of conduct applying to Governors, and/or the Standing Orders, the Council of Governors shall be asked to decide by a simple majority of those present and voting whether there is a case to be answered.
- 6.7 The governor concerned shall be notified in writing that there is a case to be answered and provided with a statement setting out that case (the "**statement of case**"). The governor concerned will be invited to respond within an appropriate and reasonable timescale as determined by the Council of Governors in the statement of case. The governor shall be invited to address the Council of Governors in person if the matter cannot be resolved satisfactorily through correspondence.
- 6.8 Having considered the governor's response, the Council of Governors shall decide by a majority of those present and voting whether to uphold the statement of case.
- 6.9 If the statement of case is upheld:
  - 6.9.1 subject to paragraph 6.9.2 below, the Council of Governors may pass a resolution by a majority of those present and voting imposing such sanctions as it deems appropriate. This may include a written warning, non-payment of expense suspension from office; and/or
  - 6.9.2 the Chair or a governor may propose a resolution to remove the governor in question from office in accordance with paragraph 5 above.

## **7. Vacancies amongst governors**

- 7.1 Where a vacancy arises on the Council of Governors for any reason other than expiry of term of office, the following provisions will apply.
- 7.2 Where the vacancy arises amongst the appointed governors, the Company Secretary shall request that the appointing organisation appoints a replacement to hold office for the remainder of the term of office or to commence a new term of office.
- 7.3 Where the vacancy arises amongst the elected governors, the Council of Governors shall be at liberty either:
  - 7.3.1 to call an election within three months to fill the seat for the remainder of that term of office;
  - 7.3.2 to call an election to fill the seat for a new term of office;
  - 7.3.3 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;

- 7.3.4 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 a new term of office; or
- 7.3.5 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.
- 7.4 All decisions taken in good faith at a meeting of the Council of Governors 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 or election of the governors attending the meeting.

## **8. Procedure for evaluation of the Council of Governors**

- 8.1 The performance of the Council of Governors shall be evaluated regularly, normally at intervals not exceeding 18 months, and where possible shall coincide with any similar evaluation of the Trust Board. However, the Council of Governors may decide at any time to evaluate a specific aspect of its performance. Such annual (or other) evaluations shall be internal to the Trust.
- 8.2 The Council of Governors shall participate to the extent appropriate in any external reviews of governance or leadership within the Trust.
- 8.3 The Chair shall be responsible for leading all reviews of the Council of Governors, supported and advised by the Company Secretary and the Lead Governor.
- 8.4 For each review the Chair, advised by the Company Secretary and the Lead Governor, shall develop and propose for approval by the Council of Governors the scope and methodology of the review. The review shall at a minimum:
  - 8.4.1 evaluate the performance of the Council of Governors against their general duties as set out in paragraph 16.1 of the constitution; and
  - 8.4.2 take into account any material issues raised about the performance of the Council of Governors since the previous review was completed.
- 8.5 Along with proposals for the scope of the evaluation the Chair shall prepare the process by which the views of Governors and others may be sought and considered. The Chair may also propose that the Council of Governors should establish a working group comprising Governors and others support him by discussing the issues raised and to develop proposals in response.
- 8.6 At the conclusion of the review the Chair shall present to the Council of Governors the findings, outcomes, and proposals for action. Subject to the Council of Governors approval of the actions, the Chair shall be responsible for ensuring that they are implemented in a timely manner and should report this to the Council of Governors.

**ANNEX 7**  
**Additional Provisions – Trust Board**

(Paragraphs 24.1.4, 25.3, 29.2)

**1. Appointment and removal of Chair and other non-executive directors**

- 1.1 The process for appointing new non-executive directors and the Chair will be as follows:
- 1.1.1 the Council of Governors will maintain a policy for the composition of the non-executive directors which takes account of the views of the Trust Board and 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 Council of Governors will appoint a nominations and remuneration committee;
  - 1.1.3 the committee may work with an external organisation recognised as expert in relation to appointments to identify the skills and experience required for non-executive directors;
  - 1.1.4 where the nominations and remuneration committee considers that either the Chair or the non-executive director coming to the end of their term of office should be reappointed for a further term, the committee shall, following consultation with the Chair or in the case of the Chair's re-appointment the Deputy Chair, make a recommendation to the Council of Governors to that effect;
  - 1.1.5 subject to paragraph 1.1.4, appropriate candidates (not more than five for each vacancy) will be identified by the committee through a process of open competition, which will take account of the policy maintained from time to time by the Council of Governors and the skills and experience required (in which respect the Council of Governors will consult the Trust Board);
  - 1.1.6 the nominations and remuneration committee will comprise the Chair, the Deputy Chair, the Lead Governor, two governors from the public constituency and/or the patient and carer constituency, one staff governor and one other governor from any constituency. Each member of the committee shall have one vote;
  - 1.1.7 the committee will normally be chaired by the Chair of the Trust. Where the Chair has a conflict of interest, for example when the committee is considering the Chair's re-appointment or salary, the committee will be chaired by the Deputy Chair unless they are also standing for appointment, in which case another independent non-executive director;
  - 1.1.8 the nominations and remuneration committee will convene an interview panel, conduct interviews and recommend a candidate to the Council of Governors for approval; and

- 1.1.9 the Chair and other non-executive directors may not serve on the Trust Board for a period of more than 6 years from the date of their first appointment.
- 1.2 The removal of the Chair or another non-executive director shall be in accordance with the following procedures:
  - 1.2.1 any proposal for removal must be proposed by the Chair, or if the proposal is to remove the Chair, the Deputy Chair;
  - 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 Council of Governors shall take into account at least the annual appraisal carried out by the Chair and advice from the Council of Governors nominations and remuneration committee and the Company Secretary;
  - 1.2.4 removal of the Chair or another non-executive director shall require the approval of three-quarters of the members of the Council of Governors; and
  - 1.2.5 if any proposal to remove a non-executive director is not approved at a meeting of the Council of Governors, 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 In addition to paragraph 29 of the constitution, a person may not become or continue as a director of the Trust if:
  - 2.1.1 they have been required to notify the police of their name and address as a result of being convicted or cautioned under the Sex Offenders Act or other relevant legislation or their name appears on the Protection of Children Act List;
  - 2.1.2 they are the spouse, partner, parent, child of, or occupant of the same household as, a member of the Trust Board or the Council of Governors of the Trust;
  - 2.1.3 they are a member of a local authority's Overview and Scrutiny Committee covering health matters;
  - 2.1.4 they are a governor of the Trust;
  - 2.1.5 they are a governor, non-executive director (including the Chair) or, executive director (including the chief executive officer) of another Health Service Body, unless:
    - 2.1.5.1 in the case of an executive director other than the Chief Executive, the Chair, following consultation with the Chief Executive;
    - 2.1.5.2 in the case of the Chief Executive, the Chair, following consultation with the Trust Board;

2.1.5.3 in the case of a non-executive director other than the Chair, the Chair following consultation with the Council of Governors; or

2.1.5.4 in the case of the Chair, the Senior Independent Director, following consultation with the Trust Board and the Council of Governors,

agrees to them becoming, or continuing as, a director of the Trust;

2.1.6 they are a person whose tenure of office as a Chair or as a member or director of a Health Service Body has been terminated on the grounds that their 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 they have refused to sign and deliver to the Company Secretary a statement in the form required by the Trust Board confirming acceptance of the code of conduct for directors as is in force from time to time;



- 2.1.8 in the case of a non-executive director, they have refused without reasonable cause to fulfil any training requirement established by the Trust Board;
  - 2.1.9 they lack capacity within the meaning of the Mental Capacity Act 2005 to carry out all the duties and responsibilities of a director;
  - 2.1.10 they are the subject of a disqualification order made under the Company Directors Disqualification Act 1986;
  - 2.1.11 they have had their name removed from a list maintained under regulations pursuant to sections 91, 106, 123, or 146 of the 2006 Act, or the equivalent lists maintained by Local Health Boards in Wales under the National Health Service (Wales) Act 2006, and they have not subsequently had their name included in such a list;
  - 2.1.12 they have failed to repay (without good cause) any amount of monies properly owed to the Trust; or
  - 2.1.13 they fail to satisfy the fit and proper persons requirements for directors as detailed in Regulation 5 of The Health and Social Care Act 2008 (Regulated Activities) Regulations 2014, as may be amended from time to time.
- 2.2 Where a director becomes disqualified for appointment under paragraph 2 of this Annex or paragraph 29 of the constitution, they shall notify the Company Secretary or the Chair in writing of such disqualification.
  - 2.3 If it comes to the notice of the Company Secretary or the Chair that at the time of their appointment or later the director is so disqualified, they shall immediately declare that the director in question is disqualified and notify them in writing to that effect.
  - 2.4 A disqualified person's tenure of office shall automatically be terminated and they shall cease to act as a director.

### **3. Expenses**

- 3.1 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 Council of Governors

#### 1. Interpretation and definitions

- 1.1 The definition and interpretation of words and expressions contained in these Standing Orders are as set out at paragraph 1 of the constitution.
- 1.2 Save as otherwise permitted by law, the Chair 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 Company Secretary).

#### 2. General information

- 2.1 The purpose of these Standing Orders is to ensure that the highest standards of corporate governance and conduct are applied to all Council of Governors meetings, proceedings and associated deliberations. The Council of Governors 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 Council of Governors which are to be carried out in accordance with the constitution and the Trust's authorisation include:
  - 2.2.1 to hold the Trust Board to account for the performance of the Trust, including ensuring that the Trust Board acts so that the Trust does not breach its authorisation;
  - 2.2.2 to respond as appropriate when consulted by the Trust Board in accordance with the constitution;
  - 2.2.3 to undertake such functions as the Trust 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 Council of Governors and of the non-executive directors; and
  - 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. Meetings of the Council of Governors

- 3.1 Council of Governors meetings
  - 3.1.1 Subject to paragraph 3.1.2 below, all meetings of the Council of Governors are to be open to members of the public.
  - 3.1.2 The Council of Governors may resolve by a majority of two thirds of governors present and voting, to exclude members of the public from any meeting or part of a meeting on the grounds that:
    - 3.1.2.1 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 Council of Governors; or

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

3.1.3 The Chair may exclude any member of the public from a meeting of the Council of Governors if they are interfering with, or preventing the proper conduct of, the meeting.

3.1.4 The Council of Governors may invite the Chief Executive, and other appropriate directors, to attend any of its meetings to assist it in fulfilling its responsibilities.

### 3.2 Calling and Notice of Meetings

3.2.1 The Council of Governors is to meet a minimum of four times in each financial year.

3.2.2 Save in the case of emergencies or the need to conduct urgent business, the Company Secretary shall give at least fourteen clear days' written notice of the date and place of every meeting of the Council of Governors to all governors. 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 governor shall not affect the validity of a meeting.

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

3.2.4 The Council of Governors may agree that its governors can participate in its meetings by means of electronic communication. Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting. The Council of Governors shall agree a protocol to be applied in the case of such meetings.

### 3.3 Setting the agenda

3.3.1 No business shall be transacted at the meeting other than that specified on the agenda, or emergency motions allowed under paragraph 3.4.1 below.

3.3.2 A governor desiring a matter to be included on an agenda shall make his/her request in writing to the Chair at least seven 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.

- 3.3.3 Where a request for an item of business to be included on an agenda is made less than seven clear days but more than three clear days before a meeting such item of business may, at the discretion of the Chair, be included and shall be tabled as an agenda item at the commencement of the relevant meeting.
- 3.4 Chair of the Meeting
- 3.4.1 At a Council of Governors meeting, the Chair, if present, shall preside. If the Chair is absent from the meeting the Deputy Chair, shall preside.
- 3.4.2 If the Chair is absent from part of a meeting of the Council of Governors due to a conflict of interest, the Deputy Chair shall preside. If the Deputy Chair is absent, or unable to participate in that part of the meeting due to a conflict of interest, then the Lead Governor or, if the Lead Governor is absent or unable to participate in that part of the meeting due to a conflict of interest, the Deputy Lead Governor, shall preside for that part of the meeting.
- 3.5 Notices of motions
- 3.5.1 A governor desiring to move or amend a motion shall send a written notice thereof at least seven clear days before the meeting to the Chair, who shall insert it into the agenda for the meeting. This Standing Order 3.5.1 shall not prevent any motion being moved during the meeting, without notice, on any business mentioned on the agenda subject to Standing Order 3.5.5 of these Standing Orders.
- 3.5.2 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 Chair.
- 3.5.3 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 governors who give it and also the signature of four other governors. When any such motion has been disposed of by the Council of Governors it shall not be for any governor, other than the Chair, to propose a motion to the same effect within six months; however the Chair may do so if they consider it appropriate.
- 3.5.4 The mover of a motion shall have a right of reply at the close of any discussion on the motion or any amendment thereto.
- 3.5.5 When a motion is under discussion or immediately prior to discussion it shall be open to a governor to move:
- 3.5.5.1 an amendment to the motion;
  - 3.5.5.2 the adjournment of the discussion or the meeting;
  - 3.5.5.3 the appointment of an ad hoc committee to deal with a specific item of business;
  - 3.5.5.4 that the meeting proceed to the next business;

- 3.5.5.5 that the motion be now put; or
- 3.5.5.6 a motion resolving to exclude the public, including the press.
- 3.5.6 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 Chair of the meeting, the amendment negates the substance of the original motion. In the case of motions under 3.5.5.4 or 3.5.5.5 to ensure objectivity motions may only be put by a governor who has not previously taken part in the debate on the original motion.
- 3.6 Chair's ruling
  - 3.6.1 The decision of the Chair of the meeting (with advice of the Company Secretary) 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.
- 3.7 Quorum
  - 3.7.1 No business shall be transacted at a meeting of the Council of Governors unless:
    - 3.7.1.1 at least one third of the Council of Governors are present, a majority of whom must be public or patient and carer governors; and
    - 3.7.1.2 one of the Chair or Deputy Chair are present, unless either are absent for part of a meeting due to a conflict of interest, in which case, during that part of the meeting the Lead Governor or Deputy Lead Governor must be present.
  - 3.7.2 In the event that there is no quorum, in respect of any matters upon which decisions are to be made, the meeting may only make recommendations for consideration at the next quorate meeting of the Council of Governors (or by other means as defined in the constitution).
  - 3.7.3 If a governor 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 an interest (Standing Order 6.1.3) they shall no longer count towards the quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business.
  - 3.7.4 The Chief Executive or any other member(s) of the Trust Board or a representative of the Trust's external auditors or other advisors may attend a meeting of the Council of Governors by invitation.

### 3.8 Voting

- 3.8.1 Unless otherwise specified in the constitution or these Standing Orders, questions arising at a meeting of the Council of Governors shall be decided by a majority of votes of those governors present and voting.
- 3.8.2 All questions put to the vote shall, at the discretion of the Chair of the Council of Governors (or in their absence the person presiding in their place), be determined by a show of hands.
- 3.8.3 The Council of Governors may agree that its governors can vote electronically or by post. In no circumstances may an absent governor vote by proxy. "Absent" is defined as being absent at the time of the vote.
- 3.8.4 In case of an equality of votes the Chair of the Council of Governors (or in their absence the Deputy Chair) shall have a casting vote except when the Chair (or the Deputy Chair) has a conflict of interest. If the Chair (or the Deputy Chair) has a conflict of interest in the vote which prohibits them from voting under the constitution, the Lead Governor (or in their absence the Deputy Lead Governor) shall have a casting vote. For the avoidance of doubt the Chair shall not participate in votes at Council of Governors meetings, other than in the circumstances to which this paragraph 3.8.4 relates and in accordance with its terms.
- 3.8.5 A governor elected to the Council of Governors may not vote at a meeting of the Council of Governors unless, within the last three years made a declaration stating which constituency or section they are a member of and is not prevented from being a member of the Council of Governors.
- 3.8.6 Any matter which could be decided by the Council of Governors in a meeting may be determined by written resolution. A written resolution shall, with any accompanying papers which are relevant, describe the matter to be decided and provide for governors to sign the resolution to confirm their agreement. A written resolution may comprise identical documents sent to all governors, each to be signed by a governor, or one document to be signed by all governors voting. A written resolution shall be passed only when at least three quarters of the governors approve the resolution in writing within the timescale imposed in such a notice. The Company Secretary shall keep records of all written resolutions.

### 3.9 Suspension of council Standing Orders

- 3.9.1 Except where this would contravene any statutory provision, any one or more of these Standing Orders may be suspended at any meeting, provided that at least two-thirds of members of the Council of Governors are present and that a majority of those present vote in favour of suspension.
- 3.9.2 A decision to suspend any Standing Order shall be recorded in the minutes of the relevant meeting.

- 3.9.3 A separate record of matters discussed during the suspension of any Standing Order(s) shall be made and shall be available to the directors and governors.
- 3.9.4 No formal business may be transacted by the Council of Governors while any Standing Order is suspended.
- 3.9.5 The Trust's audit committee shall review every decision to suspend any Standing Order.
- 3.10 Record of attendance
  - 3.10.1 The minutes of each meeting of the Council of Governors shall record the name of each governor in attendance as well as the name of their constituency or, in the case of appointed governors, the name of the appointing organisation. The names (and any other relevant details) of any other persons in attendance shall also be recorded in the minutes.
- 3.11 Minutes
  - 3.11.1 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 of the Council of Governors where they will be signed by the person presiding at it.
  - 3.11.2 No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at such next meeting.
  - 3.11.3 Minutes shall be circulated in accordance with a decision of the governors. 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 Council of Governors Standing Order 3.1.2.

#### **4. Committees**

- 4.1 The nominations and remuneration committee will comprise the Chair, the Deputy Chair, two public governors and/or patient and carer governors, one staff governor and one appointed governor. When the Chair is being appointed or reappointed, the Deputy Chair shall take his or her place, unless they are standing for appointment, in which case another non-executive director shall take his or her place, and, when the Chair's remuneration is being considered, the Deputy Chair shall take their place.
- 4.2 The Council of Governors may not delegate any of its powers to a committee or sub-committee, but it may appoint committees to assist the Council of Governors in carrying out its functions. Such committees established by the Council of Governors may meet in private for reasons of commercial confidentiality or other special reasons if the members of the committee so decide.
- 4.3 The Council of Governors may appoint committees of the council consisting wholly of persons who are governors. Persons who are not governors may

attend such committees if appropriate under the committee's terms of reference but they shall have no vote.

- 4.4 A committee so appointed may appoint sub-committees consisting wholly of persons who are governors. Persons who are not governors may attend such committees if appropriate under the committee's terms of reference but they shall have no vote.
- 4.5 These Council of Governors 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 Council of Governors.
- 4.6 Each such committee or sub-committee shall have such terms of reference and be subject to such conditions as the council shall decide. Such terms of reference shall have effect as if incorporated into these Standing Orders.
- 4.7 The Council of Governors 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 Chair and, if applicable, the Deputy Chair of each committee and sub-committee.
- 4.8 Any member of a committee 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. Any such meetings shall adopt the procedure agreed by the Council of Governors.
- 4.9 The Council of Governors may, through the Company Secretary, request that external advisors assist them or any committee they appoint in carrying out duties. Advisers will:
  - 4.9.1 not be designated governors;
  - 4.9.2 not have voting rights; and
  - 4.9.3 provide such assistance as the Council of Governors may agree.

## **5. Confidentiality**

- 5.1 In the event of the Council of Governors, or any Committee established by the Council of Governors, meeting in private for all or part of a meeting, governors shall not disclose the contents of the papers considered, discussions held or minutes of the items taken in private.

## **6. Declaration of interests**

- 6.1 Declaration of interests
  - 6.1.1 Each governor shall declare:
    - 6.1.1.1 any actual or potential, direct or indirect, financial interest which is material to any discussion or decision they are involved, or likely to be involved, in making, as described in Standing Orders 6.2.2 and 6.2.6 (subject to Standing Order 6.2.3);
    - 6.1.1.2 any actual or potential, direct or indirect, non-financial



professional interest, which is material to any discussion or decision they are involved, or likely to be involved, in making, as described in Standing Orders 6.2.4 and 6.2.6; and

- 6.1.1.3 any actual or potential, direct or indirect, non-financial personal interest, which is material to any discussion or decision they are involved, or likely to be involved, in making, as described in Standing Orders 6.2.5 and 6.2.6.
  - 6.1.2 The responsibility for declaring an interest is solely that of the governor concerned and shall be declared to the Company Secretary:
    - 6.1.2.1 within 28 days of commencement of that governor's term of office; or
    - 6.1.2.2 if arising later, within 5 days of the governor becoming aware of the interest.
  - 6.1.3 If during the course of a Council of Governors meeting a governor has an interest of any sort in a matter which is the subject of consideration the governor concerned shall disclose the fact, and the Chair shall decide what action to take. This may include excluding the governor from the discussion of the matter in which the governor has an interest and/or prohibiting the governor from voting any such matter.
  - 6.1.4 Subject to Standing Order 6.2.3, if a governor has declared a financial interest in a matter (as described in Standing Order 6.2.2) they shall not take part in the discussion of that matter nor vote on any question with respect to that matter.
  - 6.1.5 Any interest declared at a meeting of the Council of Governors and subsequent action taken should be recorded in the Council of Governors' meeting minutes. Any changes in interests should be declared at the next Council of Governors meeting following the change occurring.
- 6.2 Nature of interests
- 6.2.1 Interests which should be regarded as "material" are ones which a reasonable person would take into account when making a decision regarding the use of taxpayers' money because the interest has relevance to that decision. Material interests are to be interpreted in accordance with guidance issued by Monitor.
  - 6.2.2 A financial interest is where a governor may receive direct financial benefits (by either making a gain or avoiding a loss) as a consequence of a decision that the Council of Governors makes. This could include:
    - 6.2.2.1 directorships, including non-executive directorships held in any other organisation which is doing, or is likely to be doing business with the Trust;

- 6.2.2.2 employment in an organisation other than the Trust; or
- 6.2.2.3 a shareholding, partnerships, ownership or part ownership of an organisation which is doing, or is likely to do business with the Trust.
- 6.2.3 A governor shall not be treated as having a financial interest in any a matter by reason only:
  - 6.2.3.1 of their membership of a company or other body, if they have no beneficial interest in any securities of that company or other body;
  - 6.2.3.2 of shares or securities held in collective investment or pensions funds or units of authorised unit trusts;
  - 6.2.3.3 of an interest in any company, body or person with which they are connected which is so remote or insignificant that it cannot reasonably be regarded as likely to influence a governor in the consideration or discussion of or in voting on, any question with respect to that contract or matter; or
  - 6.2.3.4 of any travelling or other expenses or allowances payable to a governor in accordance with the constitution.
- 6.2.4 A non-financial professional interest is where a governor may receive a non-financial professional benefit as a consequence of a decision that the Council of Governors makes, such as increasing their professional reputation or status or promoting their professional career. This could include situations where a governor is:
  - 6.2.4.1 an advocate for a particular group of patients;
  - 6.2.4.2 a clinician with a special interest;
  - 6.2.4.3 an active member of a particular specialist body; or
  - 6.2.4.4 an advisor for the Care Quality Commission or National Institute of Health and Care Excellence.
- 6.2.5 A non-financial personal interest is where a governor may benefit personally as a consequence of a decision that the Council of Governors makes in ways which are not directly linked to their professional career and do not give rise to a direct financial benefit. This could include where a governor is:
  - 6.2.5.1 a member of a voluntary sector board or has a position of authority within a voluntary sector organisation with an interest in health and/or social care; or
  - 6.2.5.2 a member of a lobbying or pressure group with an interest in health and/or social care.
- 6.2.6 A governor will be treated as having an indirect financial interest, indirect non-financial professional interest or indirect non-financial

personal interest where they have a close association with another individual who has a financial interest, non-financial professional interest or a non-financial personal interest in a decision that the governor is involved in making. This includes material interests of:

6.2.6.1 close family members and relatives, including a spouse or partner or any parent, child, brother or sister of a governor;

6.2.6.2 close friends and associates; and

6.2.6.3 business partners.

6.2.7 If governors have any doubt about the relevance or materiality of an interest, this should be discussed with the Chair. Influence rather than the immediacy of the relationship is more important in assessing the relevance of an interest.

### 6.3 Register of interests

6.3.1 The Company Secretary will ensure that a register of interests is established to record formally declarations of interests of governors.

6.3.2 Details of the register will be kept up to date and reviewed annually by the Council of Governors.

6.3.3 The register will be available to the public.

## 7. Compliance

7.1 All members of the Council of Governors 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.

7.2 All members of the Council of Governors 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.

7.3 All members of the Council of Governors are required to comply with any Code of Conduct adopted by the Council of Governors.

## 8. Resolution of disputes with the Trust Board

8.1 Should a dispute arise between the Council of Governors and the Trust Board this disputes resolution procedure shall apply.

8.2 The Chair, or Deputy Chair if the dispute involves the Chair, shall first endeavour through discussion with appropriate representatives of the governors and the directors to achieve the earliest possible resolution of the matter in dispute to the reasonable satisfaction of both parties.

8.3 Failing resolution under Standing Order 8.2 above, the Trust 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.

8.4 The Chair or Deputy Chair (if the dispute involves the Chair) shall ensure that the disputes statement, without amendment or abbreviation in any way, shall

be submitted to the next formal meeting of the Trust Board or the Council of Governors as appropriate. That meeting shall agree the precise wording of a response to disputes statement.

- 8.5 The Chair or Deputy Chair (if the dispute involves the Chair) 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 Standing Order 8.2 above shall be repeated.
- 8.6 If, in the opinion of the Chair or Deputy Chair (if the dispute involves the Chair), and following the further discussions prescribed in council Standing Order 8.5, there is no further prospect of a full resolution or, if at any stage in the whole process, in the opinion of the Chair or Deputy Chair (as the case may be), there is no prospect of a resolution (partial or otherwise) then they shall appoint a special committee comprising equal numbers of directors and governors to consider the circumstances and to make recommendations to the council and the Trust Board with a view to resolving the dispute.
- 8.7 On the satisfactory completion of this disputes procedure the Trust Board shall implement agreed changes.
- 8.8 If the recommendations (if any) of the special committee are unsuccessful in resolving the dispute, the decision of the Trust Board shall prevail.
- 8.9 In the event that the Council of Governors is of the opinion that the Trust has breached, or is about to breach, the terms of its authorisation, nothing in this procedure shall prevent the Council of Governors from informing Monitor to that effect.

## **9. Variation and amendment of these Standing Orders**

- 9.1 These Standing Orders shall be amended only if:
  - 9.1.1 a notice of motion has been given pursuant to Standing Order 4.5 of this Annex 8;
  - 9.1.2 more than half the total of the governors voting approve the amendment;
  - 9.1.3 more than half of the members of the Trust Board voting approve the amendment; and
  - 9.1.4 members' approval is obtained for any amendment to the role or duties of the Council of Governors.

## ANNEX 9

### Standing Orders for the Practice and Procedure of the Trust Board

#### 1. Interpretation and definitions

- 1.1 The definition and interpretation of words and expressions contained in these Standing Orders are as set out at paragraph 1 of the constitution.
- 1.2 Save as otherwise permitted by law, the Chair 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 Company Secretary).

#### 2. Meetings of the Trust Board

- 2.1 Subject to paragraph 2.2 below, all meetings of the Trust Board are to be open to members of the public.
- 2.2 The Trust Board may resolve to exclude members of the public or staff from any meeting or part of meeting on the grounds that:
  - 2.2.1 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 Trust Board; or
  - 2.2.2 there are special reasons stated in the resolution and arising from the nature of the business of the proceedings.
- 2.3 The Chair may exclude any member of the public or staff from a meeting of the Trust Board if that person is interfering with or preventing the proper conduct of the meeting.
- 2.4 Nothing in the Standing Orders shall require the Trust 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 Trust Board.
- 2.5 The Trust will decide what arrangements and terms and conditions it feels are appropriate to offer in extending an invitation to observers to attend and address any of the Trust Board's meetings and may change, alter or vary these terms and conditions as it sees fit.

#### 3. Calling and Notice of Meetings

- 3.1 Save in the case of emergencies or the need to conduct urgent business, the Company Secretary shall give at least fourteen clear days' written notice of the date and place of every meeting of the Trust Board to all directors. Notice will be given by post or by email and also be published on the Trust's website.
- 3.2 Meetings of the Trust Board may be called by the Company Secretary, the Chair, or by four directors who give written notice to the Company Secretary specifying the business to be carried out. The Company 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 clear days' but not more than twenty eight days' notice.

- 3.3 Lack of service of such a notice on any director shall not affect the validity of a meeting.

#### **4. Agenda and supporting papers**

- 4.1 A director 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 director 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 clear days but more than three clear days before a meeting such item of business may, at the discretion of the Chair, be included and shall be tabled as an agenda item at the commencement of the relevant meeting.

#### **5. Petitions**

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

#### **6. Chair of the Meeting**

- 6.1 At a meeting of the Trust Board, the Chair, if present, shall preside. If the Chair is absent from the meeting the Deputy Chair shall preside.
- 6.2 If the Chair is absent from part of a meeting of the Trust Board due to a conflict of interest the Deputy Chair shall preside. If the Deputy Chair is absent, or unable to participate in that part of the meeting due to a conflict of interest, then the remaining non-executive directors present shall choose which non-executive director present shall preside for that part of the meeting.

#### **7. Notices of motion**

- 7.1 A director desiring to move or amend a motion shall send a written notice thereof at least seven clear days before the meeting to the Chair. The Chair shall insert in the agenda for the meeting all notices so received. This Standing Order 7.1 shall not prevent any motion being moved during the meeting, without notice, on any business mentioned on the agenda.

#### **8. Withdrawal of motion or amendments**

- 8.1 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 Chair.

#### **9. Motion to rescind a resolution**

- 9.1 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 director who gives it and also the signature of 4 other directors. When any such motion has been disposed of by the Trust Board, it shall not be for any directors' other than the Chair to propose a motion to the same effect within 6 months. The Chair may do so, however, if they consider it appropriate.

#### **10. Motions**

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

- 10.2 When a motion is under discussion, or immediately prior to discussion, it shall be open to a director to move:
- 10.2.1 an amendment to the motion;
  - 10.2.2 the adjournment of the discussion or the meeting;
  - 10.2.3 the appointment of an ad hoc committee to deal with a specific item of business;
  - 10.2.4 that the meeting proceed to the next business;
  - 10.2.5 that the motion be now put; or
  - 10.2.6 a motion resolving to exclude the public, including the press.
- 10.3 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 Chair of the meeting, the amendment negates the substance of the original motion. In the case of motions under Standing Order 10.2.4 and Standing Order 10.2.5, to ensure objectivity motions may only be put by a director who has not previously taken part in the debate on the original motion.

## **11. Chair's ruling**

- 11.1 The decision of the Chair of the meeting (with advice from the Company Secretary) on questions of order, relevancy and regularity (including procedure on handling motions) and their interpretation of the Standing Orders and Standing Financial Instructions, at the meeting, shall be final and observed at the meeting.

## **12. Voting**

- 12.1 Questions arising at a meeting of the Trust Board shall be decided by a majority of votes.
- 12.2 In the case of an equality of votes the person presiding at or chairing the meeting shall have a second and casting vote.
- 12.3 No resolution of the Trust 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.
- 12.4 At the discretion of the Chair, all questions put to the vote shall be determined by a show of hands, unless the Chair directs otherwise, or it is proposed, seconded and carried that a vote be taken by paper ballot.
- 12.5 If a director so requests, his vote shall be recorded by name.
- 12.6 Subject to Standing Order 12.7 below, in no circumstances may an absent director vote by proxy. Absence is defined as being absent at the time of the vote.
- 12.7 An officer, who has been appointed formally by the Trust Board to act up for an executive director of the Trust 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.

- 12.8 An officer attending the Trust 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.

### **13. Minutes**

- 13.1 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.
- 13.2 No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at the next meeting.
- 13.3 Minutes shall be circulated in accordance with directors' 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 Trust Board Standing Order 2.2.

### **14. Record of Attendance**

- 14.1 The names and job titles of the Chair and the other directors present at the meeting shall be recorded in the minutes.

### **15. Quorum**

- 15.1 No business shall be transacted at a meeting unless at least five directors are present including:
- 15.1.1 at least two non-executive directors, one of whom must be the Chair or the Deputy Chair, unless either of them are absent for part of a meeting due to a conflict of interest; and
  - 15.1.2 not less than two executive directors, one of whom must be the Chief Executive or another executive director nominated by the Chief Executive.
- 15.2 An officer in attendance for an executive director but without formal acting up status may not count towards the quorum.
- 15.3 If the Chair or director has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of a declaration of a conflict of interest (see Standing Order 23), 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.
- 15.4 The Trust 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. However, subject to Standing Order 12.7 above, in no circumstances shall this paragraph be construed as allowing an absent director to vote by proxy.



## **16. Joint directors**

- 16.1 Where more than one person is appointed jointly as a member of the Trust Board, those persons shall count as one person.
- 16.2 Where the office of a member of the Trust Board is shared jointly by more than one person:
  - 16.2.1 either or both those persons may attend or take part in meetings of the Trust Board;
  - 16.2.2 if both are present at a meeting they should cast one vote if they agree;
  - 16.2.3 in the case of disagreements no vote should be cast; and
  - 16.2.4 The presence of either or both those persons should count as the presence of one person for the purpose of Trust Board Standing Order 15.

## **17. Urgent decisions**

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

## **18. Delegation to committees**

- 18.1 Any of these powers may be delegated to a committee of directors or to an executive director.
- 18.2 The Trust Board shall establish committees, 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 Council of Governors) and a Trust Board remuneration committee.
- 18.3 Each such committee, and any sub-committee, shall have such terms of reference and powers as the Trust Board shall determine from time to time. Such terms of reference shall have effect as if incorporated into these Standing Orders.
- 18.4 Where committees are authorised to establish sub-committees, they may not delegate executive powers to the sub-committee unless expressly authorised by the Trust Board.
- 18.5 The Trust 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 Standing Order 18, as applicable.

## **19. Committees established by the Trust Board**

- 19.1 The committees to be established by the Trust Board shall include the following:

#### 19.1.1 Audit Committee

An audit committee will be established and constituted to provide the Trust 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 Trust 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.

#### 19.1.2 Trust Board Remuneration Committee

A Trust Board 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.

#### 19.1.3 Trust Board' Nominations Committee

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

The committee, with external advice as appropriate, is responsible for the identification and nomination of executive directors.

### **20. Delegation to officers**

20.1 Those functions of the Trust which have not been retained as reserved by the Trust 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 they will perform personally and shall nominate officers to undertake the remaining functions for which they will still retain accountability to the Trust Board.

20.2 The Chief Executive shall prepare a scheme of delegation identifying his or her proposals, which shall be considered and approved by the Trust 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 Trust Board, as it see fit.

20.3 Nothing in the scheme of delegation shall impair the discharge of the direct accountability to the Trust Board of the director responsible for finance to provide information and advise the Trust 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.

## **21. Confidentiality**

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

## **22. Additional Provisions**

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

## **23. Declaration of interests**

### **23.1 Declaration of interests**

- 23.1.1 Each director shall comply with paragraph 32 of the constitution regarding conflicts of interest.
- 23.1.2 Interests that a required to be declared by a director in accordance with paragraph 32.5 of the constitution are:
- 23.1.2.1 any actual or potential, direct or indirect, financial interest which is material to any discussion or decision they are involved, or likely to be involved, in making, as described in Standing Orders 23.2.2 and 23.2.6 (subject to Standing Order 23.2.3 ); and
  - 23.1.2.2 any actual or potential, direct or indirect, non-financial professional interest, which is material to any discussion or decision they are involved or likely to be involved in making, as described in Standing Orders 23.2.4 and 23.2.6; and
  - 23.1.2.3 any actual or potential, direct or indirect, non-financial personal interest, which is material to any discussion or decision they are involved or likely to be involved in making, as described in Standing Orders 23.2.5 and 23.2.6.
- 23.1.3 An interest must be declared under paragraph 32.5 of the constitution to the Company Secretary:
- 23.1.3.1 within five days of the director's appointment; or
  - 23.1.3.2 if arising later, as soon as reasonably practicable following that director becoming aware of the interest.

- 23.1.4 If during the course of a meeting the Trust Board, a director has an interest of any sort in a matter which is the subject of consideration the director concerned shall disclose the fact, and the Chair shall decide what action to take. This may include excluding the director from the discussion of the matter in which the director has an interest and/or prohibiting the governor from voting any such matter.
- 23.1.5 Subject to Standing Order 23.2.6, if a director has declared a financial interest in a matter (as described in Standing Order 23.2.2) they shall not take part in the discussion of that matter nor vote on any question with respect to that matter.
- 23.1.6 Any interest declared at a meeting of the Trust Board and subsequent action taken should be recorded in the meeting minutes of the meeting. Any changes in interests should be declared at the next Trust Board meeting following the change occurring.
- 23.1.7 This Standing Order 23.1 applies to a committee or sub-committee and to a joint committee or sub-committee as it applies to the Trust Board and applies to a member of any such committee or sub-committee (whether or not they are also a member of the Trust) as it applies to a member of the Trust.
- 23.2 Nature of interests
- 23.2.1 Interests which should be regarded as "material" are ones which a reasonable person would take into account when making a decision regarding the use of taxpayers' money because the interest has relevance to that decision. Material interests are to be interpreted in accordance with guidance issued by Monitor.
- 23.2.2 A financial interest is where a director may receive direct financial benefits (by either making a gain or avoiding a loss) as a consequence of a decision that the Trust Board makes. This could include:
- 23.2.2.1 directorships, including non-executive directorships held in any other organisation which is doing, or is likely to be doing business with the Trust;
- 23.2.2.2 employment in an organisation other than the Trust; or
- 23.2.2.3 a shareholding, partnerships, ownership or part ownership of an organisation which is doing, or is likely to do business with the Trust.
- 23.2.3 A director shall not be treated as having a financial interest in any a matter by reason only:
- 23.2.3.1 of their membership of a company or other body, if they have no beneficial interest in any securities of that company or other body;
- 23.2.3.2 of shares or securities held in collective investment or pensions funds or units of authorised unit trusts;
- 23.2.3.3 of an interest in any company, body or person with

which they are connected which is so remote or insignificant that it cannot reasonably be regarded as likely to influence a governor in the consideration or discussion of or in voting on, any question with respect to that contract or matter; or

23.2.3.4 of any remuneration or allowances payable to a director in accordance with the constitution.

23.2.4 A non-financial professional interest is where a director may receive a non-financial professional benefit as a consequence of a decision that the Trust Board makes, such as increasing their professional reputation or status or promoting their professional career. This could include situations where a director is:

23.2.4.1 an advocate for a particular group of patients;

23.2.4.2 a clinician with a special interest;

23.2.4.3 an active member of a particular specialist body; or

23.2.4.4 an advisor for the Care Quality Commission or National Institute of Health and Care Excellence.

23.2.5 A non-financial personal interest is where a director may benefit personally as a consequence of a decision that the Trust Board makes in ways which are not directly linked to their professional career and do not give rise to a direct financial benefit. This could include where a governor is:

23.2.5.1 a member of a voluntary sector board or has a position of authority within a voluntary sector organisation with an interest in health and/or social care; or

23.2.5.2 a member of a lobbying or pressure group with an interest in health and/or social care.

23.2.6 A director will be treated as having an indirect financial interest, indirect non-financial professional interest or indirect non-financial personal interest where they have a close association with another individual who has a financial interest, non-financial professional interest or a non-financial personal interest in a decision that the director is involved in making. This includes material interests of:

23.2.6.1 close family members and relatives, including a spouse or partner or any parent, child, brother or sister of the director;

23.2.6.2 close friends and associates; and

23.2.6.3 business partners.

23.2.7 If directors have any doubt about the relevance or materiality of an interest, this should be discussed with the Chair. Influence rather than the immediacy of the relationship is more important in assessing the relevance of an interest.

### 23.3 Register of interests

- 23.3.1 The Company Secretary will ensure that a register of interests is established to record formally declarations of interests of directors.
- 23.3.2 Details of the register will be kept up to date and reviewed annually by the Trust Board.
- 23.3.3 The register will be available to the public.

## **24. Canvassing of and Recommendations by Members in Relation to Appointments**

- 24.1 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.
- 24.2 A member of the Trust 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.
- 24.3 Informal discussions outside appointment panels or committees, whether solicited or unsolicited, should be declared to the panel or committee.

## **25. Relatives of Members of the Board or Officers of the Trust**

- 25.1 The Chair and every member and officer of the Trust shall disclose to the Trust Board any relationship between themselves 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 Trust Board any such disclosure made.
- 25.2 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.
- 25.3 Where the relationship to a member of the Trust is disclosed, the provisions of Standing Orders 31 and 32 may apply.

## **26. Standards of business conduct**

- 26.1 Directors of the Trust shall comply with standing financial instructions prepared by the director of finance and approved by the Trust Board for the guidance of all staff employed by the Trust.
- 26.2 Directors of the Trust must behave in accordance with the NHS Foundation Trust Code of Governance or its equivalent(s) from time to time.
- 26.3 Each director will uphold the seven principles of public life as detailed by the Nolan Committee.

## **27. Gifts and Hospitality**

- 27.1 Directors must comply with the Trust's policy on gifts and hospitality as is in place from time to time.

## **28. Custody of Seal**

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

## **29. Sealing of Documents**

29.1 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.

29.2 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 the director of finance and authorised and countersigned by the chief executive, or an officer nominated by the Chief Executive who shall not be within the originating directorate.

29.3 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.

## **30. Register of Sealing**

30.1 An entry of every sealing shall be made and numbered consecutively in a record 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 Trust Board at the next meeting of the Trust Board.

## **31. Signature of documents**

31.1 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 Trust Board shall have delegated the necessary authority to some other person for the purpose of such proceedings.

31.2 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).

31.3 The Chief Executive or nominated officers shall be authorized, by resolution of the Trust 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

## **32. Schedule of Matters Reserved to the Trust and Scheme of Delegation of powers**

32.1 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.

### **33. Suspension of Standing Orders**

- 33.1 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.
- 33.2 The reason for the suspension shall be recorded in the Board minutes.
- 33.3 A separate record of matters discussed during the suspension of Standing Orders shall be made and shall be available to the Chair and members of the Trust.
- 33.4 No formal business may be transacted while Standing Orders are suspended.
- 33.5 The Audit Committee shall review every decision to suspend Standing Orders.

### **34. Variation and amendment of these Standing Orders**

- 34.1 These Standing Orders shall be amended only if:
  - 34.1.1 a notice of motion has been given pursuant to Standing Order 7 of this Annex; and
  - 34.1.2 more than half the total of governors voting approve the amendment;
  - 34.1.3 more than half of the members of the Trust Board voting approve the amendment (including no fewer than half the total of the Trust's independent non-executive directors);
  - 34.1.4 members' approval is obtained (if required by statute); and
  - 34.1.5 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

### **35. Duty to report non-compliance with Standing Orders and Standing Financial Instructions**

- 35.1 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 Trust 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 Company Secretary as soon as possible.

### **36. Review of Standing Orders**

- 36.1 These Standing Orders shall be reviewed periodically by the Trust 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 paragraph 10 of the constitution, the following restrictions on membership apply:
- 1.1.1 The following will not be eligible to become or continue a member of the Trust:
    - 1.1.1.1 a person who is subject to a sex offenders order or appears on the Protection of Children Act List (POCAL);
    - 1.1.1.2 an individual who exhibits inappropriate conduct (as agreed by a majority of the governors present and voting at a meeting of the Council of Governors), including those who have been identified as the perpetrators of a serious incident involving violence, assault or harassment against Trust staff;
    - 1.1.1.3 a person who is deemed a vexatious or persistent complainant or litigant against the Trust without reasonable cause, as determined by the Trust Board for initial members, and thereafter by the Council of Governors.
  - 1.1.2 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 they resign by notice in writing to the Company Secretary or Chair;
  - 2.1.2 they cease to be eligible to continue to as a member under paragraph 1.1.1 of this Annex;
  - 2.1.3 they are expelled from membership under paragraph 3 of this Annex;
  - 2.1.4 they cease 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;
  - 2.1.5 if it appears to the Company Secretary that they no longer wish to be a member of the Trust, and after enquiries made in accordance with a process approved by the Council of Governors, they fail to demonstrate that they wish to continue to be a member of the Trust; or
  - 2.1.6 they die.

### **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 governors present and voting at a general meeting of the Council of Governors. The following procedure is to be adopted.
- 3.1.1 any member may complain to the Company 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 Council of Governors 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 Council of Governors.
- 3.1.3 If a resolution to expel a member is to be considered at a General Meeting of the Council of Governors, 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 Council of Governors 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 Chair of the meeting that the resolution to expel such member is carried.
- 3.3 No person who has been expelled from membership is to be re-admitted except by a resolution passed by a majority vote of two-thirds of the Council of Governors present and voting at a general meeting.

### **4. Membership disputes**

- 4.1 In the event of any dispute about the entitlement to membership the dispute shall be referred to the Company Secretary who shall make a determination on the point in issue. If the member is not satisfied with the Company Secretary's decision they may appeal in writing within 14 days of the Company Secretary's decision to the Chair whose decision shall be final.

### **5. Members' meetings**

- 5.1 All members meetings other than Annual Members' Meetings are called special members' meetings.

- 5.2 Members meetings are open to all members of the Trust, governors and directors, and representatives of the auditor, and to members of the public unless the Council of Governors decides otherwise
- 5.3 The Council of Governors 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.
- 5.4 All members' meetings are to be convened by the Company Secretary by order of the Council of Governors.
- 5.5 The Council of Governors may:
  - 5.5.1 arrange for a members' meeting to be held in different venues each year;
  - 5.5.2 make provisions for a members' meeting to be held at different venues simultaneously or at different times. In making such provision the Council of Governors 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.
- 5.6 At the members' meeting:
  - 5.6.1 the Trust Board shall present to the members:
    - 5.6.1.1 the annual accounts;
    - 5.6.1.2 any report of the auditor; and
    - 5.6.1.3 forward planning information for the next financial year;
  - 5.6.2 the Council of Governors shall present a report on:
    - 5.6.2.1 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;
    - 5.6.2.2 the progress of the membership strategy; and
    - 5.6.2.3 any proposed changes to the policy for the composition of the Council of Governors and of the non-executive directors; and
  - 5.6.3 the results of the election and appointment of governors and the appointment of non-executive directors will be announced.
- 5.7 Notice of a members' meeting is to be given:
  - 5.7.1 by notice to all members;
  - 5.7.2 by notice prominently displayed at the head office and at all of the Trust's places of business; and
  - 5.7.3 by notice on the Trust's websiteat least 14 clear days before the date of the meeting. The notice must:

- 5.7.4 be given to the Council of Governors and the Trust Board, and to the auditor;
  - 5.7.5 state whether the meeting is an Annual Members Meeting or a special members' meeting;
  - 5.7.6 give the time, date and place of the meeting; and
  - 5.7.7 indicate the business to be dealt with at the meeting.
- 5.8 The Trust may make arrangements for members to vote by post, or by using electronic communications.
- 5.9 It is the responsibility of the Council of Governors, the Chair of the meeting and the Company Secretary to ensure that at any members' meeting:
- 5.9.1 the issues to be decided are clearly explained;
  - 5.9.2 sufficient information is provided to members to enable rational discussion to take place.
- 5.10 No business may be conducted at a members' meeting unless a quorum is present. The quorum for members' meetings is the Chair (or Deputy Chair) and at least one member from each of the public constituency, patient and carer constituency and staff constituency.
- 5.11 At a members' meeting the Chair, if present, shall preside. If the Chair is absent from the meeting the Deputy Chair shall preside. If the Chair and Deputy Chair are absent then another non-executive director shall preside. If no non-executive directors are available the Lead Governor shall preside for that part of the meeting.
- 5.12 If the Chair is absent temporarily on the grounds of a declared conflict of interest the Deputy Chair, if present, shall preside. If the Chair and Deputy Chair are disqualified from participating, then another non-executive director shall preside. If all the non-executive directors are disqualified the Lead Governor shall preside for that part of the meeting.
- 5.13 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 Council of Governors 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.
- 5.14 A resolution put to the vote at a members' meeting shall be decided upon by a poll.
- 5.15 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 Chair of the meeting is to have a second and casting vote.
- 5.16 The result of any vote will be declared by the Chair and entered in the minutes. The minutes will be conclusive evidence of the result of the vote.

**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, as amended by the Health and Social Care Act 2012.

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

~~**Annual Members' Meeting** has the meaning given to it in paragraph 11 of the constitution~~

~~**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;~~

**Annual Members' Meeting** has the meaning given to it in paragraph 11 of the constitution;

**appointed ~~councillors~~governors** means those ~~councillors~~governors appointed by the appointing organisations;

**appointing organisations** means those organisations named in Annex 4 of this constitution who are entitled to appoint ~~councillors~~governors;

**Audit Committee** means a committee of the Trust Board as established pursuant to paragraph 39 of the constitution;

**authorisation** is the authorisation issued by Monitor under Section 35 of the 2006 Act

~~**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;~~



<b>Chairman</b> <u>Chair</u>	means the person appointed by the <del>Members'</del> Council <u>of Governors</u> as the <del>Chairman</del> <u>Chair</u> of the Trust;
<u>Chief Executive</u>	<u>means the chief executive officer of the Trust appointed in accordance with the constitution;</u>
<u>Company Secretary</u>	<u>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;</u>
<b>constitution</b>	means this constitution and all annexes to it;
<del>councillor</del> <u>Council of Governors</u>	means <del>a person elected or appointed to the Members'</del> <u>the</u> Council <del>in accordance with the terms of</del> <u>Governors as constituted pursuant to</u> this constitution (such person being, for the avoidance of doubt, a governor for the purposes of the 2006 and 2012 Act);
<b>Deputy</b> <del>Chairman</del> <u>Chair</u>	means the non-executive director appointed by the <del>Members'</del> Council <u>of Governors</u> to exercise the <del>Chairman</del> <u>Chair</u> 's functions if the <del>Chairman</del> <u>Chair</u> is absent for any reason;
<u>Deputy Lead Governor</u>	<u>means the governor elected by the Council of Governors as Deputy Lead Governor in accordance with paragraph 3 of Annex 6;</u>
<b>director</b>	means a member of the <u>Trust Board</u> <del>of Directors</del> ;
<u>director of finance</u>	<u>means the chief financial officer of the Trust;</u>
<b>elected</b> <del>councillors</del> <u>governors</u>	means those <del>councillors</del> <u>governors</u> elected by classes of the public and patient and carer constituency and the staff constituency;
<u>executive director</u>	<u>means a member of the Trust Board who is an officer of the Trust;</u>
<b>financial year</b>	means: <ul style="list-style-type: none"> <li>(a) the period beginning with the date on which the Trust is authorised and ending with the next 31 March; and</li> <li>(b) each successive period of twelve</li> </ul>

months beginning with 1 April;

~~Members' Council~~ governor

Means:-

means a person elected or appointed to the Trust's Council of Governors as referred to in the 2012 Act and as constituted in accordance with the terms of this constitution;

(such person being, for the Trust's Board of Governors as referred to in the 2006 Act and as constituted in accordance with this constitution; avoidance of doubt, a governor for the purposes of the 2006 and 2012 Act);

Health Service Body

means an NHS Foundation Trust, an NHS Trust, a Special Health Authority, NHS England, NHS Improvement and the Care Quality Commission or any successor bodies;

Lead Governor

means the governor elected by the Council of Governors as Lead Governor in accordance with paragraph 3 of Annex 6;

~~Members of the Trust~~ member

are means those persons who are registered, on application, as members of one of the ~~Constituencies~~ constituencies detailed below in accordance with the provisions of this constitution;

**Monitor or the regulator**

is the body corporate known as Monitor, as provided by Section 61 of the 2012 Act;

non-executive director

means a member of the Trust Board appointed as a non-executive director in accordance with the constitution;

officer

means employee of the Trust or any other person holding a paid position with the Trust;

patient and carer governor

means a governor elected by the members of the classes of the patient and carer constituency;

PSAA

means Public Sector Audit Appointments Limited;

public governor

means a governor elected by the members of one of the areas of the public constituency;

<u>Senior Independent Director</u>	<u>means the non-executive director appointed by the Trust Board in consultation with the Council of Governors;</u>
<u>staff governor</u>	<u>means a governor elected by the members of the staff constituency;</u>
<del>Trust Secretary</del>	<del>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</del> <u>Great Ormond Street Hospital for Children NHS Foundation Trust;</u>
<u>Trust Board</u>	<u>means the board of directors of the Trust as constituted in accordance with the constitution and referred to in paragraph 22 of this constitution;</u>
<u>voluntary organisation</u>	<u>means a body, other than a public or local authority, the activities of which are not carried on for profit.</u>

2.     **2-Name**

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

3.     **3-Principal purpose**

- 3.1     The principal purpose of the Trust is the provision of goods and services for the purposes of the health service in England.
- 3.2     The Trust does not fulfil its principal purpose unless, in each financial year, its total income from the provision of goods and services for the purposes of the health service in England is greater than its total income from the provision of goods and services for any other purposes.
- 3.3     The Trust may provide goods and services for any purposes related to—:
  - 3.3.1     the provision of services provided to individuals for or in connection with the prevention, diagnosis or treatment of illness; and
  - 3.3.2     the promotion and protection of public health.
- 3.4     The Trust may also carry on activities other than those mentioned in the above paragraph for the purpose of making additional income available in order better to carry on its principal purpose.

4.     **4-Powers**

- 4.1     The powers of the Trust are set out in the 2006 Act.

- 4.2 All the powers of the Trust shall be exercised by the Trust 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. ~~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. ~~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. ~~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. ~~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~~they are 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~~they have been continuously employed by the Trust under a contract of employment for at least 12 months.
- 8.2 Those individuals who are eligible for membership of the Trust by reason of ~~the previous provisions~~paragraphs 8.1.1 and 8.1.2 are referred to collectively as the Staff Constituency.
- 8.3 The minimum number of members in the Staff Constituency is specified in Annex 2.
- 8.4 An individual who is:
- 8.4.1 eligible to become a member of the Staff Constituency;; and
- 8.4.2 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~~they inform the Trust that ~~he does~~they do not wish to do so.

## 9. ~~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~~in paragraph 9.1 shall be the period of ~~6~~10 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~~paragraph 9.1 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 Patients and Carers' Constituency unless they have informed the trust in writing that they wish instead to become a member of the Public Constituency.

## 10. ~~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. ~~11~~-Annual Members' ~~Meeting~~ Meetings

- 1.1 ~~11.1~~ The Trust shall hold an ~~annual meeting of its members~~ ('Annual Members' Meeting').

1.2 The Annual Members' Meeting must be held within nine months of the end of each financial year.

11.1 The Annual Members' Meeting shall be open to members of the public.

11.2 Further provisions about ~~the Annual Members' Meeting~~members' meetings are set out in Annex 10 – ~~Annual~~Further Provisions – ~~Members' Meeting~~.

## 12. ~~12~~Members' Council of Governors – composition

12.1 The Trust is to have a ~~Members' Council~~of Governors, which shall comprise both elected and appointed ~~councillors~~governors.

12.2 The composition of the ~~Members' Council~~of Governors is specified in Annex 4.

12.3 The members of the ~~Members' Council~~of Governors, other than the appointed members, shall be chosen by election by their constituency or, where there are classes within a constituency, by their class within that constituency. The number of ~~councillors~~governors to be elected by each constituency, or, where appropriate, by each class of each constituency, is specified in Annex 4.

## 13. ~~13~~Members' Council of Governors – election of councillorsgovernors

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

13.2 The Model Election Rules as published from time to time by ~~the Department of Health~~NHS Providers form part of this constitution. The Model Election Rules current at ~~the date of [x], and as amended by~~ the Trust's ~~Authorisation~~, are attached at Annex 5. A variation of the Model Election Rules shall not constitute a variation of the terms of this constitution.

13.3 A subsequent variation of the Model Election Rules by the Department of Health shall not constitute a variation of the terms of this constitution for the purposes of paragraph ~~44~~45 of the constitution (amendment of the constitution).

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

## 14. ~~14~~Members' Council of Governors- tenure

14.1 An elected ~~councillor~~governor may hold office for a period of up to 3 years.

14.2 An elected ~~councillor~~governor shall cease to hold office if ~~he ceases~~they cease to be a member of the constituency or class by which ~~he was~~they were elected.

14.3 An elected ~~councillor~~governor shall be eligible for re-election at the end of ~~his~~their term.

14.4 An appointed ~~councillor~~governor may hold office for a period of up to 3 years.

14.5 An appointed ~~councillor~~governor shall cease to hold office if the appointing organisation withdraws its sponsorship of ~~him~~them.

14.6 An appointed ~~councillor~~governor shall be eligible for re-appointment at the end of ~~his~~their term.

- 14.7 ~~Further provisions as to tenure for councillors are set out in Annex 6.~~ The maximum aggregate term of office for any elected governor or appointed governor is six years.

15. ~~15 Members'~~ **Council of Governors – disqualification and removal**

- 15.1 The following may not become or continue as a member of the ~~Members'~~ Council of Governors:
- 15.1.1 a person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged;
- 15.1.2 a person in relation to whom a moratorium period under a debt relief order applies (under Part 7A of the Insolvency Act 1986);
- 15.1.3 ~~15.1.2~~ a person who has made a composition or arrangement with, or granted a trust deed for, his creditors and has not been discharged in respect of it; or
- 15.1.4 ~~15.1.3~~ a person who within the preceding five years has been convicted in the British Islands of any offence if a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine) was imposed on ~~him~~ them.
- 15.2 ~~Councillors~~ Governors must be at least 16 years of age at the date ~~they are nominated for election or appointment~~ that their term of office commences.
- 15.3 Further provisions as to the circumstances in which an individual may not become or continue as a member of the ~~Members'~~ Council of Governors are set out in Annex 6.

16. ~~16 Members'~~ **Council of Governors – duties of ~~councillors~~ governors**

- 16.1 The general duties of the ~~Members'~~ Council of Governors are –
- 16.1.1 to hold the non-executive directors individually and collectively to account for the performance of the Trust Board ~~of Directors~~, and
- 16.1.2 to represent the interests of the members of the Trust as a whole and the interests of the public.
- 16.2 The Trust must take steps to secure that the ~~councillors~~ governors are equipped with the skills and knowledge they require in their capacity as such.

17. ~~17 Members'~~ **Council of Governors – meetings of ~~councillors~~ governors**

- 17.1 The ~~Chairman~~ Chair of the Trust (i.e. the ~~Chairman~~ Chair of the Trust Board ~~of Directors~~, appointed in accordance with the provisions of paragraph ~~26.4 or paragraph 27.4~~ 25.1 below) or, in ~~his or her~~ their absence the Deputy ~~Chairman~~ Chair (appointed in accordance with the provisions of paragraph ~~28~~ 26 below), shall preside at meetings of the ~~Members'~~ Council of Governors.
- 17.2 Meetings of the ~~Members'~~ Council of Governors shall be open to members of the public. Members of the public may be excluded from a meeting for special reasons.

- 17.3 Further provisions as to the exclusion of members of the public are set out in Annex 8.
- 17.4 The provisions of this paragraph shall be without prejudice to the power of the ~~Members'~~ Council of Governors, as exercised by the ~~Chairman~~ Chair or other ~~councillors~~ governors, to exclude, suppress or prevent disorderly conduct or other misbehaviour at a meeting.
- 17.5 For the purposes of obtaining information about the Trust's performance of its functions or the directors' performance of their duties (and deciding whether to propose a vote on the Trust's or directors' performance), the ~~Members'~~ Council of Governors may require one or more of the directors to attend a meeting.

18. ~~18 Members' Council – standing orders~~ of Governors – Standing Orders

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

~~19 — Members' Council – referral to the Panel~~

~~19.1 — In this paragraph, the Panel means a panel of persons appointed by Monitor to which a councillor of the Trust may refer a question as to whether the Trust has failed or is failing —~~

~~19.1.1 — to act in accordance with its constitution, or~~

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

~~19.2 — A councillor may refer a question to the Panel only if more than half of the members of the Members' Council voting approve the referral.—~~

~~20 — Members' Council – conflicts of interest of councillors~~

~~20.1 — 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.~~

19. Council of Governors - conflicts of interest of governors

~~20.2 — Further~~ Each governor shall comply with the provisions as to the disclosure of interests by ~~councillors are~~ governors set out at Annex 8.

20. ~~21 Members' Council~~ of Governors – ~~travel~~ expenses

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

21. ~~22 Members' Council~~ of Governors – further provisions

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



## 22. ~~23-Trust~~ Board-of-Directors – composition

22.1 ~~23.1~~ The Trust is to have a Trust Board-of-Directors, which shall comprise both executive and non-executive directors.

22.2 ~~23.2~~ The Trust Board-of-Directors is to comprise:

22.2.1 ~~23.2.1~~ a non-executive ChairmanChair

22.2.2 ~~23.2.2~~ 6 other non-executive directors; and

22.2.3 ~~23.2.3~~ 6 executive directors.

22.3 ~~23.3~~ One of the executive directors shall be the Chief Executive.

22.4 ~~23.4~~ The Chief Executive shall be the Accounting Officer.

22.5 ~~23.5~~ One of the executive directors shall be the finance director.

22.6 ~~23.6~~ One of the executive directors is to be a registered medical practitioner or a registered dentist (within the meaning of the Dentists Act 1984).

22.7 ~~23.7~~ One of the executive directors is to be a registered nurse or a registered midwife.

## 23. ~~24-Trust~~ Board-of-Directors – general duty

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

## 24. ~~25-Trust~~ Board-of-Directors – qualification for appointment as a non-executive director

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

24.1.1 ~~25.1 he or she is~~they are a member of the Public Constituency; or

24.1.2 ~~25.2 he or she is~~they are a member of the Patient and Carer Constituency; or

24.1.3 ~~25.3~~ where any of the Trust's hospitals includes a medical or dental school provided by a university, ~~he exercises~~they exercise functions for the purposes of that university; and

24.1.4 ~~25.4 he or she is~~they are not disqualified by virtue of paragraph ~~34~~29 below or Annex 7.

## 25. ~~26-Trust~~ Board-of-Directors – appointment and removal of chairmanChair and other non-executive directors

25.1 ~~26.1~~ The ~~Members'~~ Council of Governors at a general meeting of the ~~Members'~~ Council of Governors shall appoint or remove the ChairmanChair of the Trust and the other non-executive directors.

25.2 ~~26.2~~ Removal of the ChairmanChair or another non-executive director shall require the approval of three-quarters of the members of the ~~Members'~~ Council of Governors.

25.3 ~~26.3~~ Further provisions as to the process for the appointment and removal of the ~~Chairman~~Chair or other non-executive directors are set out in Annex 7.

~~26.4~~ The initial chairman and the initial non-executive directors are to be appointed in accordance with paragraph 27 below.

## ~~27~~ **Board of Directors – appointment of initial chairman and initial other non-executive directors**

~~27.1~~ 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.

~~27.2~~ 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.

~~27.3~~ 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.

~~27.4~~ 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.

## ~~28~~ **Board of Directors – appointment of Deputy Chairman**

### 26. **Trust Board – appointment of Deputy Chair**

26.1 ~~28.1~~ The ~~Members'~~Members' Council of Governors at a general meeting of the ~~Members'~~Members' Council of Governors shall appoint one of the non-executive directors as a Deputy ~~Chairman~~Chair.

## ~~29~~ **Board of Directors**

26.2 If the Chair is unable to discharge their office for any reason the Deputy Chair shall be acting Chair of the Trust.

26.3 Any director so appointed may at any time resign from the office of Deputy Chair by giving notice in writing to the Chair. The Council of Governors may thereupon appoint another non-executive director as Deputy Chair in accordance with the constitution.

### 27. **Senior Independent Director**

27.1 The Trust Board shall appoint one of the independent non-executive directors to be the "Senior Independent Director" (as defined in the NHS Foundation Trust Code of Governance) in consultation with the Council of Governors, for such a period not exceeding the remainder of their term as a non-executive director, as they may specify on appointing them.

27.2 The Senior Independent Director will be available to governors if they have concerns that the Chair is unable to resolve.

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

28.1 ~~29.1~~ The non-executive directors shall appoint or remove the Chief Executive.

28.2 ~~29.2~~ The appointment of the Chief Executive shall require the approval of the ~~Members' Council~~ of Governors.

~~29.3 — The initial Chief Executive is to be appointed in accordance with paragraph 30 below.~~

28.3 ~~29.4~~ A committee consisting of the ~~Chairman~~ Chair, the Chief Executive and the other non-executive directors shall appoint or remove the other executive directors.

**29. ~~30~~ Board of Directors — appointment and removal of initial Chief Executive**

~~30.1 — 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.~~

~~30.2 — 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.~~

**~~— Board of Directors — disqualification~~ Trust Board – disqualification**

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

29.1.1 ~~31.1~~ a person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged;

29.1.2 a person in relation to whom a moratorium period under a debt relief order applied (under Part 7A of the Insolvency Act 1986);

29.1.3 ~~31.2~~ 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; or

29.1.4 ~~31.3~~ 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~~ them.

29.2 ~~31.4~~ Further provisions as to the circumstances in which a person may not become or continue as a member of the Trust Board ~~of Directors~~ are set out in Annex 7.

**30. ~~32~~ Trust Board of Directors – meetings**

30.1 ~~32.1~~ Meetings of the Trust Board ~~of Directors~~ shall be open to members of the public. Members of the public may be excluded from a meeting for special reasons.

30.2 ~~32.2~~ Before holding a meeting, the Trust Board ~~of Directors~~ must send a copy of the agenda of the meeting to the ~~Members' Council~~ of Governors. As soon as practicable after holding a meeting, the ~~Members' Council~~ Trust Board must send a copy of the minutes of the meeting to the ~~Members' Council~~ of Governors.

31. ~~33 Board of Directors – standing orders~~ Trust Board – Standing Orders

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

32. ~~34 Trust Board of Directors - conflicts of interest of directors~~

32.1 ~~34.1~~ The duties that a director of the Trust has by virtue of being a director include in particular –

32.1.1 ~~34.1.1~~ a duty to avoid a situation in which the director has (or can have) a direct or indirect interest that conflicts (or possibly may conflict) with the interests of the Trust.

32.1.2 ~~34.1.2~~ a duty not to accept a benefit from a third party by reason of being a director or doing (or not doing) anything in that capacity.

32.2 ~~34.2~~ The duty referred to in sub-paragraph ~~34.1.1~~ 32.1.1 is not infringed if –

32.2.1 ~~34.2.1~~ the situation cannot reasonably be regarded as likely to give rise to a conflict of interest; or

32.2.2 ~~34.2.2~~ the matter has been ~~authorized~~ authorised in accordance with the constitution.

32.3 ~~34.3~~ The duty referred to in sub-paragraph ~~34.1.2~~ 32.1.2 is not infringed if acceptance of the benefit cannot reasonably be regarded as likely to give rise to a conflict of interest.

32.4 ~~34.4~~ In sub-paragraph ~~34.1.2~~ 32.1.2, “third party” means a person other than –

32.4.1 ~~34.4.1~~ the Trust; or

32.4.2 ~~34.4.2~~ a person acting on its behalf.

32.5 ~~34.5~~ If a director of the Trust has in any way a direct or indirect interest in a proposed transaction or arrangement with the Trust, the director must declare the nature and extent of that interest to the other directors.

32.6 ~~34.6~~ If a declaration under this paragraph proves to be, or becomes, inaccurate, incomplete, a further declaration must be made.

32.7 ~~34.7~~ Any declaration required by this paragraph must be made before the Trust enters into the transaction or arrangement.

32.8 ~~34.8~~ ~~This paragraph~~ Paragraph 32.5 does not require a declaration of an interest of which the director is not aware or where the director is not aware of the transaction or arrangement in question.

32.9 ~~34.9~~ A director need not declare an interest –

32.9.1 ~~34.9.1~~ if it cannot reasonably be regarded as likely to give rise to a conflict of interest;

32.9.2 ~~34.9.2~~ if, or to the extent that, the directors are already aware of it;

32.9.3 ~~34.9.3~~ if, or to the extent that, it concerns terms of the director’s appointment that have been or are to be considered –

32.9.3.1 ~~34.9.3.1~~ by a meeting of the Trust Board ~~of Directors~~, or

32.9.3.2 ~~34.9.3.2~~ by a committee of the directors appointed for the purpose under the constitution.

32.10 ~~34.10~~—A matter shall be authorised for the purposes of paragraph ~~34.2.2~~ where: 32.2.2 if it has previously been approved by the Trust Board at a meeting and the minutes of the meeting shall be conclusive evidence of such approval having been given.

~~34.10.1~~—the Board of Directors by majority disapples the provision of the constitution which would otherwise prevent a director from being counted as participating in the decision-making process;

~~34.10.2~~—the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or

~~34.10.3~~—the director's conflict of interest arises from a permitted cause (as determined by the Board of Directors from time to time).

For the purposes of this paragraph, a permitted cause may (without limitation) include—

~~34.10.3.1~~—a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the Trust or any of its subsidiaries;

~~34.10.3.2~~—arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the Trust or any of its subsidiaries which do not provide special benefits for directors or former directors.]

32.11 ~~34.11~~ Further provisions as to the disclosure of interests by directors are set out in Annex 9.

### 33. ~~35~~ Trust Board of Directors – remuneration and terms of office

33.1 ~~35.1~~ The ~~Members'~~ Council of Governors at a general meeting of the ~~Members'~~ Council of Governors shall decide the remuneration and allowances, and the other terms and conditions of office, of the ~~Chairman~~ Chair and the other non-executive directors.

33.2 ~~35.2~~ 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.

### 34. ~~36~~ Registers

The Trust shall have:

34.1 ~~36.1~~—a register of members showing, in respect of each member, the constituency to which ~~he belongs~~ they belong and, where there are classes within it, the class to which ~~he belongs~~ they belong;

34.2 ~~36.2~~—a register of members of the ~~Members'~~ Council of Governors;

34.3 ~~36.3~~—a register of interests of ~~councillors~~ governors;

34.4 ~~36.4~~ a register of directors; and

34.5 ~~36.5~~ a register of interests of the directors.

### 35. ~~37~~ Admission to and removal from the registers

35.1 ~~37.1~~ The ~~Trust~~Company 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~~Company Secretary being notified of the requirements for such amendment.

35.2 ~~37.2~~ The ~~Trust~~Company 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~~Company Secretary being notified of the requirement for such amendment.

### 36. ~~38~~ Registers – inspection and copies

36.1 ~~38.1~~ The Trust shall make the registers specified in paragraph ~~36~~34 above available for inspection by members of the public, except in the circumstances set out below or as otherwise prescribed by regulations.

36.2 ~~38.2~~ The Trust shall not make any part of its registers available for inspection by members of the public which shows details of –

36.2.1 ~~38.2.1~~ any member of the Patient and Carers' Constituency; or

36.2.2 ~~38.2.2~~ any other member of the Trust, if ~~he~~they so requests.

36.3 ~~38.3~~ So far as the registers are required to be made available:

36.3.1 ~~38.3.1~~ they are to be available for inspection free of charge at all reasonable times; and

36.3.2 ~~38.3.2~~ a person who requests a copy of or extract from the registers is to be provided with a copy or extract.

36.4 ~~38.4~~ If the person requesting a copy or extract is not a member of the Trust, the Trust may impose a reasonable charge for doing so.

### 37. ~~39~~ Documents available for public inspection

37.1 ~~39.1~~ The Trust shall make the following documents available for inspection by members of the public free of charge at all reasonable times:

37.1.1 ~~39.1.1~~ a copy of the current constitution;

37.1.2 ~~39.1.2~~ a copy of the latest annual accounts and of any report of the auditor on them; and

37.1.3 ~~39.1.3~~ a copy of the latest annual report;

37.2 ~~39.2~~ The Trust shall also make the following documents relating to a special administration of the Trust available for inspection by members of the public free of charge at all reasonable times:

- 37.2.1 ~~39.2.1~~ a copy of any order made under section 65D (appointment of trust special administrator), 65J (power to extend time), 65KC (action following Secretary of State's rejection of final report), 65L(trusts coming out of administration) or 65LA (trusts to be dissolved) of the 2006 Act~~;~~
- 37.2.2 ~~39.2.2~~ a copy of any report laid under section 65D (appointment of trust special administrator) of the 2006 Act~~;~~
- 37.2.3 ~~39.2.3~~ a copy of any information published under section 65D (appointment of trust special administrator) of the 2006 Act~~;~~
- 37.2.4 ~~39.2.4~~ a copy of any draft report published under section 65F (administrator's draft report) of the 2006 Act~~;~~
- 37.2.5 ~~39.2.5~~ a copy of any statement provided under section 65F(administrator's draft report) of the 2006 Act~~;~~
- 37.2.6 ~~39.2.6~~ a copy of any notice published under section 65F(administrator's draft report), 65G (consultation plan), 65H (consultation requirements), 65J (power to extend time), 65KA(Monitor's decision), 65KB (Secretary of State's response to Monitor's decision), 65KC (action following Secretary of State's rejection of final report) or 65KD (Secretary of State's response to re-submitted final report) of the 2006 Act~~;~~
- 37.2.7 ~~39.2.7~~ a copy of any statement published or provided under section 65G (consultation plan) of the 2006 Act~~;~~
- 37.2.8 ~~39.2.8~~ a copy of any final report published under section 65I (administrator's final report)~~;~~
- 37.2.9 ~~39.2.9~~ a copy of any statement published under section 65J (power to extend time) or 65KC (action following Secretary of State's rejection of final report) of the 2006 Act~~;~~ and
- 37.2.10 ~~39.2.10~~ a copy of any information published under section 65M (replacement of trust special administrator) of the 2006 Act.

37.3 ~~39.3~~ Any person who requests a copy of or extract from any of the above documents is to be provided with a copy.

37.4 ~~39.4~~ If the person requesting a copy or extract is not a member of the Trust, the Trust may impose a reasonable charge for doing so.

## 38. ~~40~~-Auditor

38.1 ~~40.1~~ The Trust shall have an auditor.

38.2 ~~40.2~~ The ~~Members'~~ Council of Governors shall appoint or remove the auditor at a general meeting of the ~~Members'~~ Council of Governors.

~~40.3~~ — Further provisions as to the auditor are set out in Annex 11.

38.3 A person may only be appointed as the auditor if they (or, in the case of a firm, each of its members) are a member of one or more of the bodies referred to in paragraph 23 (4) of Schedule 7 to the 2006 Act.

38.4 An officer of PSAA may be appointed as auditor with the agreement of the PSAA. Where an officer of PSAA is appointed as auditor, PSAA may charge the Trust such fees for their services as will cover the full cost of providing them.

38.5 The auditor is to carry out his or their duties in accordance with Schedule 10 to the 2006 Act and in accordance with any directions given by the regulator as to standards, procedures and techniques to be adopted.

39. **~~41~~-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.

40. **~~42~~-Accounts**

40.1 ~~42.1~~The Trust must keep proper accounts and proper records in relation to the accounts.

40.2 ~~42.2~~Monitor may with the approval of the Secretary of State give directions to the Trust as to the content and form of its accounts.

40.3 ~~42.3~~The accounts are to be audited by the Trust's auditor.

40.4 ~~42.4~~The Trust shall prepare in respect of each financial year annual accounts in such form as Monitor may with approval of the Secretary of State direct.

40.5 ~~42.5~~The functions of the Trust with respect to the preparation of the annual accounts shall be delegated to the Accounting Officer.

~~42.6—Further provisions as to the accounts are set out in Annex 11.~~

40.6 The following documents will be made available to the Comptroller and Auditor General for examination at their request:

40.6.1 the accounts;

40.6.2 any records relating to them; and

40.6.3 any report of the auditor on them.

40.7 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 the Secretary of State as to:

40.7.1 the methods and principles according to which the accounts are to be prepared;

40.7.2 the content and form of 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.

40.8 The Accounting Officer shall cause the Trust to:

40.8.1 lay a copy of the annual accounts, and any report of the auditor on them, before Parliament; and

40.8.2 once it has done so, send copies of those documents to the regulator within such a period as the regulator may direct.



#### 41. ~~43~~-Annual report, forward plans and non-NHS work

41.1 ~~43.1~~ The Trust shall prepare an ~~Annual Report~~annual report and send it to Monitor.

41.2 The annual reports are to give:

41.2.1 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

41.2.2 any other information which the regulator requires.

41.3 The Trust is to comply with any decision which the regulator makes as to:

41.3.1 the form of the reports;

41.3.2 when the reports are to be sent to it; and

41.3.3 the periods to which the reports are to relate.

41.4 ~~43.2~~ The Trust shall give information as to its forward planning in respect of each financial year to Monitor.

41.5 ~~43.3~~ The document containing the information with respect to forward planning (referred to above) shall be prepared by the directors.

41.6 ~~43.4~~ In preparing the document, the directors shall have regard to the views of the ~~Members'~~ Council of Governors.

41.7 ~~43.5~~ Each forward plan must include information about –

41.7.1 ~~43.5.1~~ the activities other than the provision of goods and services for the purposes of the health service in England that the Trust proposes to carry on; and

41.7.2 ~~43.5.2~~ the income it expects to receive from doing so.

41.8 ~~43.6~~ Where a forward plan contains a proposal that the Trust carry on an activity of a kind mentioned in sub-paragraph ~~43.5.1~~–41.7.1 the ~~Members'~~ Council of Governors must –

41.8.1 ~~43.6.1~~ determine whether it is satisfied that the carrying on of the activity will not to any significant extent interfere with the fulfilment by the Trust of its principal purpose or the performance of its other functions; and

41.8.2 ~~43.6.2~~ notify the directors of the Trust of its determination.

41.9 ~~43.7~~ Where the Trust proposes to increase by 5% or more the proportion of its total income in any financial year attributable to activities other than the provision of goods and services for the purposes of the health service in England it may implement the proposal only if more than half of the members of the ~~Members'~~ Council of Governors of the Trust voting approve its implementation.

42. ~~44~~ **Presentation of the annual accounts and reports to the Members' Council of Governors and members**

42.1 ~~44.1~~ The following documents are to be presented to the Members' Council of Governors at a general meeting of the Members' Council of Governors:

42.1.1 ~~44.1.1~~ the annual accounts;

42.1.2 ~~44.1.2~~ any report of the auditor on them; and

42.1.3 ~~44.1.3~~ the annual report.

42.2 ~~44.2~~ The documents shall also be presented to the members of the Trust at the Annual Members' Meeting by at least one member of the Trust Board of Directors in attendance.

42.3 ~~44.3~~ The Trust may combine a meeting of the Members' Council of Governors convened for the purposes of sub-paragraph ~~44.1~~42.1 with the Annual Members' Meeting.

43. ~~45~~ **Instruments**

43.1 ~~45.1~~ The Trust shall have a seal.

43.2 ~~45.2~~ The seal shall not be affixed except under the authority of the Trust Board of Directors.

44. **Review of the constitution**

44.1 The constitution shall be reviewed at least every three years by the Trust.

44.2 A review of the constitution shall include consideration of any matters arising under paragraph 48 below.

45. ~~46~~ **Amendment of the constitution**

45.1 ~~46.1~~ The Trust may make amendments of its constitution only if –

45.1.1 ~~46.1.1~~ More than half of the members of the Members' Council of Governors of the Trust voting approve the amendments, and

45.1.2 ~~46.1.2~~ More than half of the members of the Trust Board of Directors of the Trust voting approve the amendments.

45.2 ~~46.2~~ Amendments made under paragraph ~~46.1~~45.1 take effect as soon as the conditions in that paragraph are satisfied, but the amendment has no effect in so far as the constitution would, as a result of the amendment, not accord with schedule 7 of the 2006 Act.

45.3 ~~46.3~~ Where an amendment is made to the constitution in relation the powers or duties of the Members' Council of Governors (or otherwise with respect to the role that the Members' Council of Governors has as part of the Trust)–;

45.3.1 ~~46.3.1~~ At least one member of the Members' Council of Governors must attend the next Annual Members' Meeting and present the amendment; and

45.3.2 ~~46.3.2~~ The Trust must give the members an opportunity to vote on whether they approve the amendment.

45.4 ~~46.4~~ If more than half of the members voting approve the amendment, the amendment continues to have effect; otherwise, it ceases to have effect and the Trust must take such steps as are necessary as a result.

45.5 ~~46.5~~ Amendments by the Trust of its constitution are to be notified to Monitor. For the avoidance of doubt, Monitor's functions do not include a power or duty to determine whether or not the constitution, as a result of the amendments, accords with Schedule 7 of the 2006 Act.

#### 46. ~~47~~ **Officers' indemnity and insurance**

46.1 ~~47.1~~ Members of the Trust Board of Directors and ~~Members'~~ Council of Governors 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.

46.2 ~~47.2~~ The Trust may purchase and maintain for members of the Trust Board of Directors and ~~Members'~~ Council of Governors insurance in respect of ~~directors' and officers'~~ liability.

#### ~~48~~ ~~—~~ **Procedures and protocols**

~~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.~~

#### 47. ~~49~~ **Mergers etc. and significant transactions**

47.1 ~~49.1~~ The Trust may only apply for a merger, acquisition, separation or dissolution with the approval of more than half of the members of the ~~Members'~~ Council of Governors.

47.2 ~~49.2~~ The Trust may enter into a significant transaction only if more than half of the members of the ~~Members'~~ Council of Governors of the Trust voting approve entering into the transaction.

47.3 ~~49.3~~ In paragraph ~~49.3~~, 47.2, the following words have the following meanings:

47.3.1 "Significant transaction" means a transaction which meets any one of the tests below:

47.3.1.1 ~~49.3.1~~ the total asset test; or

47.3.1.2 ~~49.3.2~~ the total income test; or

47.3.1.3 ~~49.3.3~~ the capital test (relating to acquisitions or divestments).

47.3.2 The total asset test: is met if the assets which are the subject of the transaction exceed 25% of the total assets of the Trust;

47.3.3 The total income test: ~~49.3.4~~ is met if, following the completion of the relevant transaction, the total income of the Trust will increase or decrease by more than 25%;

47.3.4 The capital test: ~~49.3.5~~ is met if the gross capital of the company or business being acquired or divested represents more than 25% of the capital of the trust following completion (where "gross capital" is the market value of the relevant company or business's shares

and debt securities, plus the excess of current liabilities over current assets, and the Trust's total taxpayers' equity);

47.3.5 ~~49.3.6~~ ~~for~~ For the purposes of calculating the tests in this paragraph ~~49.3.4~~ 47.3 figures used for the Trust assets, total income and taxpayers' equity must be the figures shown in the latest published audited consolidated accounts.

47.4 A transaction:

47.4.1 ~~49.3.7~~ excludes a transaction in the ordinary course of business (including the renewal, extension or entering into an agreement in respect of healthcare services carried out by the Trust;

47.4.2 ~~49.3.8~~ excludes any agreement or changes to healthcare services carried out by the Trust following a reconfiguration of services led by the commissioners of such services;

47.4.3 ~~49.3.9~~ excludes any grant of public dividend capital or the entering into of a working capital facility or other loan, which does not involve the acquisition or disposal of any fixed asset of the Trust.

#### 48. Procedure to address a matter on which the constitution is silent

48.1 This procedure applies to any matter arising in relation to the governance of the Trust but in respect of which this constitution is silent.

48.2 At the earliest opportunity the Chair shall be made aware of the matter(s) concerned.

48.3 The Chair shall normally inform the Chief Executive of the matter(s) and must inform them where the matters fall solely within the responsibilities of the Accounting Officer.

48.4 The Chair shall take initial advice as appropriate from the Chief Executive and the Company Secretary.

48.5 The Chair shall normally inform the Trust Board about the matters and the initial steps that they propose to take to address them.

48.6 Where the matters concern the Council of Governors, the Chair shall:

48.6.1 inform, and receive advice from, the Lead Governor; and

48.6.2 normally inform the Council of Governors about the matters and the initial steps that they propose to take to address them.

48.7 The Chair shall have authority to determine, after taking appropriate advice, the action that is necessary to address the matters raised and the timetable over which such action will be taken.

48.8 The Chair shall liaise as necessary with the Chief Executive, the Company Secretary and the Lead Governor as matters proceed, and shall keep the Trust Board and the Council of Governors informed as appropriate.

48.9 Where the matters raised fall solely within the responsibilities of the Accounting Officer they must take lead responsibility for the matters (and any action that they put into place for doing so supersedes this procedure).

48.10 Where the matters raised concern the Chair, the Deputy Chair shall have authority to implement this procedure (and shall fulfil the other responsibilities of the Deputy Chair as set out in the Constitution).

48.11 In taking any action under this paragraph 48 the Chair, or Deputy Chair, as the case may be, shall act proportionately.

**ANNEX 4**

1

**The Public Constituency**

(Paragraphs 7.1 and 7.3)

The public constituency shall be divided into the following classes:

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

Name	Areas	<b>Councillors</b> <u>Governors</u>	Minimum Number of members
	<p>Thames; Lambeth; Lewisham; Merton; Richmond upon Thames; Southwark; Sutton; Wandsworth.</p> <p>Comprising the following electoral areas in:</p> <p><u>Surrey</u>: Elmbridge; Epsom and Ewell; Guildford; Mole Valley; Reigate and Banstead; Runnymede; Spelthorne; Surrey Heath; Tandridge; Waverley; Woking;</p> <p><u>Kent</u>: Ashford; Canterbury; Dartford; Dover; Gravesham; Maidstone; Medway; Sevenoaks; Shepway; Swale; Thanet; Tonbridge and Malling; Tunbridge Wells;</p> <p><u>Sussex</u>: Brighton and Hove; East Sussex; Eastbourne; Hastings; Lewes; Rother; Wealden; Adur; Arun; Chichester; Crawley; Horsham; Mid Sussex; West Sussex; Worthing.</p>		
Rest of England and Wales	All electoral areas in England and Wales not falling within one of the areas referred to above.	2	300
<b>Total</b>		<b>7</b>	<b>900</b>

**ANNEX 2**  
**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

### 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 and Carers from London	300
Parents and Carers from outside London	300
<b>Total</b>	<b>900</b>

~~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~~10 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 outpatient **of any age** and have attended the Trust with the patient within the ~~6~~10 years immediately preceding the date of application of the carer to become a member of the Trust.

**ANNEX 4**

4

**Composition of ~~Members'~~ Council of Governors**

<b>Constituency</b>	<b>Number of seats on the <del>Members'</del> Council <u>of</u> <u>Governors</u></b>
<b>Elected <del>Councillors</del> <u>governors</u></b>	
<b><i>Patient and carer constituency</i></b>	
Patients from London	2
Patients from outside London	2
Parents and carers from London	3
Parents and Carers from outside London	3
<b><i>Public constituency</i></b>	
North London and Surrounding Area	4
South London and Surrounding Area	1
The rest of England and Wales	2
<b><i>Staff constituency</i></b>	5
<b><i>Appointed <del>Councillors</del> <u>Statutory</u> <u>governors</u></i></b>	
University College London, Institute of Child Health	1
London Borough of Camden	1
<b><i>Partnership organisations</i></b>	
<del>National Commissioning Board</del>	<del>4</del>
<del>Great Ormond Street Hospital School</del> <u>Young People's Forum</u>	<del>4</del> <u>2</u>
<del>Expert Patients Programme Community Interest Company</del>	<del>4</del>
<b>Total</b>	<del>27</del> <u>26</u>

**ANNEX 5**  
**The Model Election Rules (2014)**

**ANNEX 5**  
**The Model Election Rules (2014)**

**PART 1: INTERPRETATION**

1. Interpretation

**PART 2: TIMETABLE FOR ELECTION**

2. Timetable
3. Computation of time

**PART 3: RETURNING OFFICER**

4. Returning officer
5. Staff
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10. Candidate's particulars
11. Declaration of interests
12. Declaration of eligibility
13. Signature of candidate
14. Decisions as to validity of nomination forms
15. Publication of statement of nominated candidates
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20. The ballot paper
21. The declaration of identity (public and patient constituencies)

*Action to be taken before the poll*

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23. Notice of poll
24. Issue of voting information by returning officer
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26. E-voting systems

#### *The poll*

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28. Voting by persons who require assistance
29. Spoilt ballot papers and spoilt text message votes
30. Lost voting information
31. Issue of replacement voting information
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33. Procedure for remote voting by internet
34. Procedure for remote voting by telephone
35. Procedure for remote voting by text message

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

36. Receipt of voting documents
37. Validity of votes
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39. De-duplication of votes
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61. Expenses and payments by candidates  
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63. Publicity about election by the corporation  
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67. Secrecy  
68. Prohibition of disclosure of vote  
69. Disqualification  
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## PART 1: INTERPRETATION

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### 1. ~~4.~~ Interpretation

1.1 ~~4.1~~ In these rules, unless the context otherwise requires:

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

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

“~~Members’~~ Council of Governors” means the council of governors of the corporation;

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

“*election*” means an election by a constituency, or by a class within a constituency, to fill a vacancy among one or more posts on the ~~Members’~~ Council of Governors;

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

1.2 ~~1.2~~ Other expressions used in these rules and in Schedule 7 to the NHS Act 2006 have the same meaning in these rules as in that Schedule.

## PART 2: TIMETABLE FOR ELECTIONS

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### 2. ~~2.~~ **Timetable**

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

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

### 3. ~~3.~~ **Computation of time**

3.1 ~~3.1~~—In computing any period of time for the purposes of the timetable:

~~(a)~~ (a) a Saturday or Sunday;

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

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

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

3.2 ~~3.2~~—In this rule, “bank holiday” means a day which is a bank holiday under the Banking and Financial Dealings Act 1971 in England and Wales.



## PART 3: RETURNING OFFICER

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### 4. ~~4.~~ **Returning Officer**

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

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

### 5. ~~5.~~ **Staff**

5.1 ~~5.1~~—Subject to rule 69, the returning officer may appoint and pay such staff, including such technical advisers, as he or she considers necessary for the purposes of the election.

### 6. ~~6.~~ **Expenditure**

6.1 ~~6.1~~—The corporation is to pay the returning officer:

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

### 7. ~~7.~~ **Duty of co-operation**

7.1 ~~7.1~~—The corporation is to co-operate with the returning officer in the exercise of his or her functions under these rules.

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

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### 8. ~~8.~~ **Notice of election**

8.1 ~~8.1~~ The returning officer is to publish a notice of the election stating:

- (a) the constituency, or class within a constituency, for which the election is being held,
- (b) the number of members of the ~~Members'~~ Council of Governors to be elected from that constituency, or class within that constituency,
- (c) the details of any nomination committee that has been established by the corporation,
- (d) the address and times at which nomination forms may be obtained;
- (e) the address for return of nomination forms (including, where the return of nomination forms in an electronic format will be permitted, the e-mail address for such return) and the date and time by which they must be received by the returning officer,
- (f) the date and time by which any notice of withdrawal must be received by the returning officer
- (g) the contact details of the returning officer
- (h) the date and time of the close of the poll in the event of a contest.

### 9. ~~9.~~ **Nomination of candidates**

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

9.2 ~~9.2~~ The returning officer:

- (a) is to supply any member of the corporation with a nomination form, and
- (b) is to prepare a nomination form for signature at the request of any member of the corporation,

but it is not necessary for a nomination to be on a form supplied by the returning officer and a nomination can, subject to rule 13, be in an electronic format.

### 10. ~~10.~~ **Candidate's particulars**

10.1 ~~10.1~~ The nomination form must state the candidate's:

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

11. ~~11.~~ **Declaration of interests**

- 11.1 ~~11.1~~ The nomination form must state: ~~(a)~~ any financial interest that the candidate has in the corporation, ~~and~~  
~~(b) whether the candidate is a member of a political party, and if so, which party, and if~~ if the candidate has no such interests, the paper must include a statement to that effect.

12. ~~12.~~ **Declaration of eligibility**

- 12.1 ~~12.1~~ The nomination form must include a declaration made by the candidate:
- (a) that he or she is not prevented from being a member of the ~~Members'~~ Council of Governors by paragraph 8 of Schedule 7 of the 2006 Act or by any provision of the constitution; and,
  - (b) for a member of the public or patient constituency, of the particulars of his or her qualification to vote as a member of that constituency, or class within that constituency, for which the election is being held.

13. ~~13.~~ **Signature of candidate**

- 13.1 ~~13.1~~ The nomination form must be signed and dated by the candidate, in a manner prescribed by the returning officer, indicating that:
- (a) they wish to stand as a candidate,
  - (b) their declaration of interests as required under rule 11, is true and correct, and
  - (c) their declaration of eligibility, as required under rule 12, is true and correct.
- 13.2 ~~13.2~~ Where the return of nomination forms in an electronic format is permitted, the returning officer shall specify the particular signature formalities (if any) that will need to be complied with by the candidate.

14. ~~14.~~ **Decisions as to the validity of nomination**

- 14.1 ~~14.1~~ Where a nomination form is received by the returning officer in accordance with these rules, the candidate is deemed to stand for election unless and until the returning officer:
- (a) decides that the candidate is not eligible to stand,
  - (b) decides that the nomination form is invalid,
  - (c) receives satisfactory proof that the candidate has died, or
  - (d) receives a written request by the candidate of their withdrawal from candidacy.
- 14.2 ~~14.2~~ The returning officer is entitled to decide that a nomination form is invalid only on one of the following grounds:
- (a) that the form is not received on or before the final time and date for return of nomination forms, as specified in the notice of the election,

- (b) that the form does not contain the candidate's particulars, as required by rule 10;
- (c) that the form does not contain a declaration of the interests of the candidate, as required by rule 11,
- (d) that the form does not include a declaration of eligibility as required by rule 12, or
- (e) that the form is not signed and dated by the candidate, if required by rule 13.

14.3 ~~14.3~~—The returning officer is to examine each nomination form as soon as is practicable after he or she has received it, and decide whether the candidate has been validly nominated.

14.4 ~~14.4~~—Where the returning officer decides that a nomination is invalid, the returning officer must endorse this on the nomination form, stating the reasons for their decision.

14.5 ~~14.5~~—The returning officer is to send notice of the decision as to whether a nomination is valid or invalid to the candidate at the contact address given in the candidate's nomination form. If an e-mail address has been given in the candidate's nomination form (in addition to the candidate's postal address), the returning officer may send notice of the decision to that address.

15. ~~15.~~—**Publication of statement of candidates**

15.1 ~~15.1~~—The returning officer is to prepare and publish a statement showing the candidates who are standing for election.

15.2 ~~15.2~~—The statement must show:

- (a) the name, contact address (which shall be the candidate's postal address), and constituency or class within a constituency of each candidate standing, and
  - (b) the declared interests of each candidate standing,
- as given in their nomination form.

15.3 ~~15.3~~—The statement must list the candidates standing for election in alphabetical order by surname.

15.4 ~~15.4~~—The returning officer must send a copy of the statement of candidates and copies of the nomination forms to the corporation as soon as is practicable after publishing the statement.

16. ~~16.~~—**Inspection of statement of nominated candidates and nomination forms**

16.1 ~~16.1~~—The corporation is to make the statement of the candidates and the nomination forms supplied by the returning officer under rule 15.4 available for inspection by members of the corporation free of charge at all reasonable times.

16.2 ~~16.2~~—If a member of the corporation requests a copy or extract of the statement of candidates or their nomination forms, the corporation is to provide that member with the copy or extract free of charge.

17. ~~17.~~—**Withdrawal of candidates**

17.1 ~~17.1~~—A candidate may withdraw from election on or before the date and time for withdrawal by candidates, by providing to the returning officer a written notice of withdrawal which is signed by the candidate and attested by a witness.

18. ~~18.~~—**Method of election**

18.1 ~~18.1~~—If the number of candidates remaining validly nominated for an election after any withdrawals under these rules is greater than the number of members to be elected to the ~~Members'~~ Council of Governors, a poll is to be taken in accordance with Parts 5 and 6 of these rules.

18.2 ~~18.2~~—If the number of candidates remaining validly nominated for an election after any withdrawals under these rules is equal to the number of members to be elected to the ~~Members'~~ Council of Governors, those candidates are to be declared elected in accordance with Part 7 of these rules.

18.3 ~~18.3~~—If the number of candidates remaining validly nominated for an election after any withdrawals under these rules is less than the number of members to be elected to be ~~Members'~~ Council of Governors, then:

- (a) the candidates who remain validly nominated are to be declared elected in accordance with Part 7 of these rules, and
- (b) the returning officer is to order a new election to fill any vacancy which remains unfilled, on a day appointed by him or her in consultation with the corporation.

## PART 5: CONTESTED ELECTIONS

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### 19. ~~19.~~ **Poll to be taken by ballot**

19.1 ~~19.1~~—The votes at the poll must be given by secret ballot.

19.2 ~~19.2~~—The votes are to be counted and the result of the poll determined in accordance with Part 6 of these rules.

19.3 ~~19.3~~—The corporation may decide that voters within a constituency or class within a constituency, may, subject to rule 19.4, cast their votes at the poll using such different methods of polling in any combination as the corporation may determine.

19.4 ~~19.4~~—The corporation may decide that voters within a constituency or class within a constituency for whom an e-mail address is included in the list of eligible voters may only cast their votes at the poll using an e-voting method of polling.

19.5 ~~19.5~~—Before the corporation decides, in accordance with rule 19.3 that one or more e-voting methods of polling will be made available for the purposes of the poll, the corporation must satisfy itself that:

~~(a)~~ (a) if internet voting is to be a method of polling, the internet voting system to be used for the purpose of the election is:

~~(i)~~ (i) configured in accordance with these rules; and

~~(ii)~~ (ii) will create an accurate internet voting record in respect of any voter who casts his or her vote using the internet voting system;

~~(b)~~ (b) if telephone voting to be a method of polling, the telephone voting system to be used for the purpose of the election is:

~~(i)~~ (i) configured in accordance with these rules; and

~~(ii)~~ (ii) will create an accurate telephone voting record in respect of any voter who casts his or her vote using the telephone voting system;

~~(c)~~ (c) if text message voting is to be a method of polling, the text message voting system to be used for the purpose of the election is:

(i) configured in accordance with these rules; and

(ii) will create an accurate text voting record in respect of any voter who casts his or her vote using the text message voting system.

### 20. ~~20.~~ **The ballot paper**

20.1 ~~20.1~~—The ballot of each voter (other than a voter who casts his or her ballot by an e-voting method of polling) is to consist of a ballot paper with the persons remaining validly nominated for an election after any withdrawals under these rules, and no others, inserted in the paper.

20.2 ~~20.2~~—Every ballot paper must specify:

- (a) the name of the corporation,
- (b) the constituency, or class within a constituency, for which the election is being held,
- (c) the number of members of the ~~Members'~~ Council of Governors to be elected from that constituency, or class within that constituency,
- (d) the names and other particulars of the candidates standing for election, with the details and order being the same as in the statement of nominated candidates,
- (e) instructions on how to vote by all available methods of polling, including the relevant voter's voter ID number if one or more e-voting methods of polling are available,
- (f) if the ballot paper is to be returned by post, the address for its return and the date and time of the close of the poll, and
- (g) the contact details of the returning officer.

20.3 ~~20.3~~ — Each ballot paper must have a unique identifier.

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

**21. ~~21.~~ — The declaration of identity (public and patient constituencies)**

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

~~(a)~~ (a) that the voter is the person:

~~(i)~~ (i) to whom the ballot paper was addressed, and/or

~~(ii)~~ (ii) to whom the voter ID number contained within the e-voting information was allocated,

~~(b)~~ (b) that he or she has not marked or returned any other voting information in the election, and

~~(c)~~ (c) the particulars of his or her qualification to vote as a member of the constituency or class within the constituency for which the election is being held,

("declaration of identity")

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

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

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

*Action to be taken before the poll*

22. ~~22.~~ **List of eligible voters**

22.1 ~~22.1~~—The corporation is to provide the returning officer with a list of the members of the constituency or class within a constituency for which the election is being held who are eligible to vote by virtue of rule 27 as soon as is reasonably practicable after the final date for the delivery of notices of withdrawals by candidates from an election.

22.2 ~~22.2~~—The list is to include, for each member:

- (a) a postal address; and,
- (b) the member's e-mail address, if this has been provided

to which his or her voting information may, subject to rule 22.3, be sent.

22.3 ~~22.3~~—The corporation may decide that the e-voting information is to be sent only by e-mail to those members in the list of eligible voters for whom an e-mail address is included in that list.

23. ~~23.~~ **Notice of poll**

23.1 ~~23.1~~—The returning officer is to publish a notice of the poll stating:

- (a) the name of the corporation,
- (b) the constituency, or class within a constituency, for which the election is being held,
- (c) the number of members of the ~~Members'~~ Council of Governors to be elected from that constituency, or class with that constituency,
- (d) the names, contact addresses, and other particulars of the candidates standing for election, with the details and order being the same as in the statement of nominated candidates,
- (e) that the ballot papers for the election are to be issued and returned, if appropriate, by post,
- (f) the methods of polling by which votes may be cast at the election by voters in a constituency or class within a constituency, as determined by the corporation in accordance with rule 19.3,
- (g) the address for return of the ballot papers,
- (h) the uniform resource locator (url) where, if internet voting is a method of polling, the polling website is located;
- (i) the telephone number where, if telephone voting is a method of polling, the telephone voting facility is located,
- (j) the telephone number or telephone short code where, if text message voting is a method of polling, the text message voting facility is located,
- (k) the date and time of the close of the poll,



- (l) the address and final dates for applications for replacement voting information, and
- (m) the contact details of the returning officer.

24. ~~24.~~ **Issue of voting information by returning officer**

24.1 ~~24.1~~—Subject to rule 24.3, as soon as is reasonably practicable on or after the publication of the notice of the poll, the returning officer is to send the following information by post to each member of the corporation named in the list of eligible voters:

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

24.2 ~~24.2~~—Subject to rules 24.3 and 24.4, as soon as is reasonably practicable on or after the publication of the notice of the poll, the returning officer is to send the following information by e-mail and/ or by post to each member of the corporation named in the list of eligible voters whom the corporation determines in accordance with rule 19.3 and/ or rule 19.4 may cast his or her vote by an e-voting method of polling:

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

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

- ~~(a)~~ (a) only be sent postal voting information; or
  - ~~(b)~~ (b) only be sent e-voting information; or
  - ~~(c)~~ (c) be sent both postal voting information and e-voting information;
- for the purposes of the poll.

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

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

25. ~~25.~~—**Ballot paper envelope and covering envelope**

25.1 ~~25.1~~—The ballot paper envelope must have clear instructions to the voter printed on it, instructing the voter to seal the ballot paper inside the envelope once the ballot paper has been marked.

25.2 ~~25.2~~—The covering envelope is to have:

- (a) the address for return of the ballot paper printed on it, and
- (b) pre-paid postage for return to that address.

25.3 ~~25.3~~—There should be clear instructions, either printed on the covering envelope or elsewhere, instructing the voter to seal the following documents inside the covering envelope and return it to the returning officer—:

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

26. ~~26.~~—**E-voting systems**

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

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

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

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

- (a) require a voter to:
  - (i) enter his or her voter ID number; and
  - (ii) where the election is for a public or patient constituency, make a declaration of identity;in order to be able to cast his or her vote;
- (b) specify:
  - ~~(i)~~ (i) the name of the corporation,
  - ~~(ii)~~ (ii) the constituency, or class within a constituency, for which the election is being held,

- ~~(iii)~~ (iii) the number of members of the ~~Members'~~ Council of Governors to be elected from that constituency, or class within that constituency,
  - ~~(iv)~~ (iv) the names and other particulars of the candidates standing for election, with the details and order being the same as in the statement of nominated candidates,
  - ~~(v)~~ (v) instructions on how to vote and how to make a declaration of identity,
  - ~~(vi)~~ (vi) the date and time of the close of the poll, and
  - ~~(vii)~~ (vii) the contact details of the returning officer;
- (c) prevent a voter from voting for more candidates than he or she is entitled to at the election;
- (d) create a record ("internet voting record") that is stored in the internet voting system in respect of each vote cast by a voter using the internet that comprises of -:
- (i) the voter's voter ID number;
  - (ii) the voter's declaration of identity (where required);
  - (iii) the candidate or candidates for whom the voter has voted; and
  - (iv) the date and time of the voter's vote,
- (e) if the voter's vote has been duly cast and recorded, provide the voter with confirmation of this; and
- (f) prevent any voter from voting after the close of poll.

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

- (a) require a voter to
- ~~(i)~~ (i) enter his or her voter ID number in order to be able to cast his or her vote; and
  - ~~(ii)~~ (ii) where the election is for a public or patient constituency, make a declaration of identity;
- (b) specify:
- ~~(i)~~ (i) the name of the corporation,
  - ~~(ii)~~ (ii) the constituency, or class within a constituency, for which the election is being held,
  - ~~(iii)~~ (iii) the number of members of the ~~Members'~~ Council of Governors to be elected from that constituency, or class within that constituency,
  - ~~(iv)~~ (iv) instructions on how to vote and how to make a declaration of identity,

- ~~(v)~~ (v) the date and time of the close of the poll, and
- ~~(vi)~~ (vi) the contact details of the returning officer;
- (c) prevent a voter from voting for more candidates than he or she is entitled to at the election;
- (d) create a record ("telephone voting record") that is stored in the telephone voting system in respect of each vote cast by a voter using the telephone that comprises of:
  - (i) the voter's voter ID number;
  - (ii) the voter's declaration of identity (where required);
  - (iii) the candidate or candidates for whom the voter has voted; and
  - (iv) the date and time of the voter's vote
- (e) if the voter's vote has been duly cast and recorded, provide the voter with confirmation of this;
- (f) prevent any voter from voting after the close of poll.

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

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

*The poll*

27. ~~27.~~—**Eligibility to vote**

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

28. ~~28.~~—**Voting by persons who require assistance**

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

28.2 ~~28.2~~—Where the returning officer receives a request from a voter who requires assistance to vote, the returning officer is to make such arrangements as he or she considers necessary to enable that voter to vote.

29. ~~29.~~—**Spoilt ballot papers and spoilt text message votes**

29.1 ~~29.1~~—If a voter has dealt with his or her ballot paper in such a manner that it cannot be accepted as a ballot paper (referred to as a “spoilt ballot paper”), that voter may apply to the returning officer for a replacement ballot paper.

29.2 ~~29.2~~—On receiving an application, the returning officer is to obtain the details of the unique identifier on the spoilt ballot paper, if he or she can obtain it.

29.3 ~~29.3~~—The returning officer may not issue a replacement ballot paper for a spoilt ballot paper unless he or she:

- (a) is satisfied as to the voter’s identity; and
- (b) has ensured that the completed ID declaration form, if required, has not been returned.

29.4 ~~29.4~~—After issuing a replacement ballot paper for a spoilt ballot paper, the returning officer shall enter in a list (“the list of spoilt ballot papers”):

- (a) the name of the voter, and
- (b) the details of the unique identifier of the spoilt ballot paper (if that officer was able to obtain it), and
- (c) the details of the unique identifier of the replacement ballot paper.

29.5 ~~29.5~~—If a voter has dealt with his or her text message vote in such a manner that it cannot be accepted as a vote (referred to as a “spoilt text message vote”), that voter may apply to the returning officer for a replacement voter ID number.

29.6 ~~29.6~~—On receiving an application, the returning officer is to obtain the details of the voter ID number on the spoilt text message vote, if he or she can obtain it.

29.7 ~~29.7~~—The returning officer may not issue a replacement voter ID number in respect of a spoilt text message vote unless he or she is satisfied as to the voter’s identity.

29.8 ~~29.8~~—After issuing a replacement voter ID number in respect of a spoilt text message vote, the returning officer shall enter in a list (“the list of spoilt text message votes”):

- (a) the name of the voter, and

- (b) the details of the voter ID number on the spoiled text message vote (if that officer was able to obtain it), and
- (c) the details of the replacement voter ID number issued to the voter.

30. ~~30.~~ **Lost voting information**

30.1 ~~30.1~~—Where a voter has not received his or her voting information by the tenth day before the close of the poll, that voter may apply to the returning officer for replacement voting information.

30.2 ~~30.2~~—The returning officer may not issue replacement voting information in respect of lost voting information unless he or she:

- (a) is satisfied as to the voter’s identity,
- (b) has no reason to doubt that the voter did not receive the original voting information,
- (c) has ensured that no declaration of identity, if required, has been returned.

30.3 ~~30.3~~—After issuing replacement voting information in respect of lost voting information, the returning officer shall enter in a list (“the list of lost ballot documents”):

- (a) the name of the voter
- (b) the details of the unique identifier of the replacement ballot paper, if applicable, and
- (c) the voter ID number of the voter.

31. ~~31.~~ **Issue of replacement voting information**

31.1 ~~31.1~~—If a person applies for replacement voting information under rule 29 or 30 and a declaration of identity has already been received by the returning officer in the name of that voter, the returning officer may not issue replacement voting information unless, in addition to the requirements imposed by rule 29.3 or 30.2, he or she is also satisfied that that person has not already voted in the election, notwithstanding the fact that a declaration of identity if required has already been received by the returning officer in the name of that voter.

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

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

32. ~~32.~~ **ID declaration form for replacement ballot papers (public and patient constituencies)**

32.1 ~~32.1~~—In respect of an election for a public or patient constituency an ID declaration form must be issued with each replacement ballot paper requiring the voter to make a declaration of identity as outlined in paragraph 21.

*Polling by internet, telephone or text*

**33. ~~33.~~ Procedure for remote voting by internet**

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

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

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

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

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

**34. ~~34.~~ Voting procedure for remote voting by telephone**

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

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

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

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

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

**35. ~~35.~~ Voting procedure for remote voting by text message**

**35.1 ~~35.1~~**—To cast his or her vote by text message the voter will need to gain access to the text message voting facility by sending a text message to the designated telephone number or telephone short code provided in the voter information.

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

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

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

36. ~~36.~~ **Receipt of voting documents**

36.1 ~~36.1~~ Where the returning officer receives:

- (a) a covering envelope, or
- (b) any other envelope containing an ID declaration form if required, a ballot paper envelope, or a ballot paper,

before the close of the poll, that officer is to open it as soon as is practicable; and rules 37 and 38 are to apply.

36.2 ~~36.2~~ The returning officer may open any covering envelope or any ballot paper envelope for the purposes of rules 37 and 38, but must make arrangements to ensure that no person obtains or communicates information as to:

- (a) the candidate for whom a voter has voted, or
- (b) the unique identifier on a ballot paper.

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

37. ~~37.~~ **Validity of votes**

37.1 ~~37.1~~ A ballot paper shall not be taken to be duly returned unless the returning officer is satisfied that it has been received by the returning officer before the close of the poll, with an ID declaration form if required that has been correctly completed, signed and dated.

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

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

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

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

37.4 ~~37.4~~ An internet, telephone or text message vote shall not be taken to be duly returned unless the returning officer is satisfied that the internet voting record, telephone voting record or text voting record (as applicable) has been received by the returning officer before the close of the poll, with a declaration of identity if required that has been correctly made.



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

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

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

38. ~~38.~~—**Declaration of identity but no ballot paper (public and patient constituency)<sup>1</sup>**

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

- (a) mark the ID declaration form “disqualified”,
- ~~(b)~~ (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)~~ (c) place the ID declaration form in a separate packet.

39. ~~39.~~—**De-duplication of votes**

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

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

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

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

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

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

- (e) disregard the ballot paper when counting the votes in accordance with these rules.

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

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

40. ~~40.~~—**Sealing of packets**

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

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

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

## PART 6: COUNTING THE VOTES

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### 41. ~~41.~~ Interpretation of Part 6

#### 41.1 ~~41.1~~ In Part 6 of these rules:

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

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

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

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

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

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

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

or

~~(b)~~ (b) which is excluded by the returning officer under rule 49,

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

~~(a)~~ (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)~~ (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 46,

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

“*stage of the count*” means:

(a) the determination of the first preference vote of each candidate,

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

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

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

“*transfer value*” means the value of a transferred vote calculated in accordance with rules 47.4 or 47.7.

42. ~~42.~~ **Arrangements for counting of the votes**

42.1 ~~42.1~~ The returning officer is to make arrangements for counting the votes as soon as is practicable after the close of the poll.

42.2 ~~42.2~~ The returning officer may make arrangements for any votes to be counted using vote counting software where:

- (a) the ~~board of directors~~ Trust Board and the ~~Members'~~ Council of Governors of the corporation have approved:
  - ~~(i)~~ (i) the use of such software for the purpose of counting votes in the relevant election, and
  - ~~(ii)~~ (ii) a policy governing the use of such software, and
- (b) the corporation and the returning officer are satisfied that the use of such software will produce an accurate result.

43. ~~43.~~ **The count**

43.1 ~~43.1~~ The returning officer is to:

- (a) count and record the number of:
  - ~~(i)~~ (i) ballot papers that have been returned; and
  - ~~(ii)~~ (ii) the number of internet voting records, telephone voting records and/or text voting records that have been created, and
- (b) count the votes according to the provisions in this Part of the rules and/or the provisions of any policy approved pursuant to rule 42.2(ii) where vote counting software is being used.

43.2 ~~43.2~~ The returning officer, while counting and recording the number of ballot papers, internet voting records, telephone voting records and/or text voting records and counting the votes, must make arrangements to ensure that no person obtains or communicates information as to the unique identifier on a ballot paper or the voter ID number on an internet voting record, telephone voting record or text voting record.

43.3 ~~43.3~~ The returning officer is to proceed continuously with counting the votes as far as is practicable.

44. **44.—Rejected ballot papers and rejected text voting records**

44.1 **44.1**—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.

44.2 **44.2**—The returning officer is to endorse the word “rejected” on any ballot paper which under this rule is not to be counted.

44.3 **44.3**—Any text voting record:

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

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

44.4 **44.4**—The returning officer is to endorse the word “rejected” on any text voting record which under this rule is not to be counted.

44.5 **44.5**—The returning officer is to draw up a statement showing the number of ballot papers rejected by him or her under each of the subparagraphs (a) to (d) of rule 44.1 and the number of text voting records rejected by him or her under each of the sub-paragraphs (a) to (c) of rule 44.3.

45. **45.—First stage**

45.1 **45.1**—The returning officer is to sort the ballot documents into parcels according to the candidates for whom the first preference votes are given.

45.2 **45.2**—The returning officer is to then count the number of first preference votes given on ballot documents for each candidate, and is to record those numbers.

45.3 **45.3**—The returning officer is to also ascertain and record the number of valid ballot documents.

46. **46.—The quota**

46.1 **46.1**—The returning officer is to divide the number of valid ballot documents by a number exceeding by one the number of members to be elected.

46.2 **46.2**—The result, increased by one, of the division under rule 46.1 (any fraction being disregarded) shall be the number of votes sufficient to secure the election of a candidate (in these rules referred to as “the quota”).

46.3 **46.3**—At any stage of the count a candidate whose total votes equals or exceeds the quota shall be deemed to be elected, except that any election where there is only one vacancy a candidate shall not be deemed to be elected until the procedure set out in rules 47.1 to 47.3 has been complied with.

47. **47.—Transfer of votes**

47.1 **47.1**—Where the number of first preference votes for any candidate exceeds the quota, the returning officer is to sort all the ballot documents on which first preference votes are given for that candidate into sub- parcels so that they are grouped:

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

47.2 **47.2**—The returning officer is to count the number of ballot documents in each parcel referred to in rule 47.1.

47.3 **47.3**—The returning officer is, in accordance with this rule and rule 48, to transfer each sub-parcel of ballot documents referred to in rule 47.1(a) to the candidate for whom the next available preference is given on those ballot documents.

47.4 **47.4**—The vote on each ballot document transferred under rule 47.3 shall be at a value (“the transfer value”) which:

- (a) reduces the value of each vote transferred so that the total value of all such votes does not exceed the surplus, and
- (b) is calculated by dividing the surplus of the candidate from whom the votes are being transferred by the total number of the ballot documents on which those votes are given, the calculation being made to two decimal places (ignoring the remainder if any).

47.5 **47.5**—Where at the end of any stage of the count involving the transfer of ballot documents, the number of votes for any candidate exceeds the quota, the returning officer is to sort the ballot documents in the sub-parcel of transferred votes which was last received by that candidate into separate sub-parcels so that they are grouped:

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

47.6 ~~47.6~~—The returning officer is, in accordance with this rule and rule 48, to transfer each sub-parcel of ballot documents referred to in rule 47.5(a) to the candidate for whom the next available preference is given on those ballot documents.

47.7 ~~47.7~~—The vote on each ballot document transferred under rule 47.6 shall be at:

- (a) a transfer value calculated as set out in rule 47.4(b), or
- (b) at the value at which that vote was received by the candidate from whom it is now being transferred,

whichever is the less.

47.8 ~~47.8~~—Each transfer of a surplus constitutes a stage in the count.

47.9 ~~47.9~~—Subject to rule 47.10, the returning officer shall proceed to transfer transferable ballot documents until no candidate who is deemed to be elected has a surplus or all the vacancies have been filled.

47.10 ~~47.10~~—Transferable ballot documents shall not be liable to be transferred where any surplus or surpluses which, at a particular stage of the count, have not already been transferred, are:

- (a) less than the difference between the total vote then credited to the continuing candidate with the lowest recorded vote and the vote of the candidate with the next lowest recorded vote, or
- (b) less than the difference between the total votes of the two or more continuing candidates, credited at that stage of the count with the lowest recorded total numbers of votes and the candidate next above such candidates.

47.11 ~~47.11~~—This rule does not apply at an election where there is only one vacancy.

## 48. ~~48.~~—**Supplementary provisions on transfer**

48.1 ~~48.1~~—If, at any stage of the count, two or more candidates have surpluses, the transferable ballot documents of the candidate with the highest surplus shall be transferred first, and if:

- (a) The surpluses determined in respect of two or more candidates are equal, the transferable ballot documents of the candidate who had the highest recorded vote at the earliest preceding stage at which they had unequal votes shall be transferred first, and
- (b) the votes credited to two or more candidates were equal at all stages of the count, the returning officer shall decide between those candidates by lot, and the transferable ballot documents of the candidate on whom the lot falls shall be transferred first.

48.2 ~~48.2~~—The returning officer shall, on each transfer of transferable ballot documents under rule 47:

- (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.

48.3 ~~48.3~~—All ballot documents transferred under rule 47 or 49 shall be clearly marked, either individually or as a sub-parcel, so as to indicate the transfer value recorded at that time to each vote on that ballot document or, as the case may be, all the ballot documents in that sub-parcel.

48.4 ~~48.4~~—Where a ballot document is so marked that it is unclear to the returning officer at any stage of the count under rule 47 or 49 for which candidate the next preference is recorded, the returning officer shall treat any vote on that ballot document as a non-transferable vote; and votes on a ballot document shall be so treated where, for example, the names of two or more candidates (whether continuing candidates or not) are so marked that, in the opinion of the returning officer, the same order of preference is indicated or the numerical sequence is broken.

49. ~~49.~~—**Exclusion of candidates**

49.1 ~~49.1~~—If:

- (a) all transferable ballot documents which under the provisions of rule 47 (including that rule as applied by rule 49.11) and this rule are required to be transferred, have been transferred, and
- (b) subject to rule 50, one or more vacancies remain to be filled,

the returning officer shall exclude from the election at that stage the candidate with the then lowest vote (or, where rule 49.12 applies, the candidates with the then lowest votes).

49.2 ~~49.2~~—The returning officer shall sort all the ballot documents on which first preference votes are given for the candidate or candidates excluded under rule 49.1 into two sub-parcels so that they are grouped as:

- (a) ballot documents on which a next available preference is given, and
- (b) ballot documents on which no such preference is given (thereby including ballot documents on which preferences are given only for candidates who are deemed to be elected or are excluded).

49.3 ~~49.3~~—The returning officer shall, in accordance with this rule and rule 48, transfer each sub-parcel of ballot documents referred to in rule 49.2 to the candidate for whom the next available preference is given on those ballot documents.



- 49.4 ~~49.4~~—The exclusion of a candidate, or of two or more candidates together, constitutes a further stage of the count.
- 49.5 ~~49.5~~—If, subject to rule 50, one or more vacancies still remain to be filled, the returning officer shall then sort the transferable ballot documents, if any, which had been transferred to any candidate excluded under rule 49.1 into sub-parcels according to their transfer value.
- 49.6 ~~49.6~~—The returning officer shall transfer those ballot documents in the sub-parcel of transferable ballot documents with the highest transfer value to the continuing candidates in accordance with the next available preferences given on those ballot documents (thereby passing over candidates who are deemed to be elected or are excluded).
- 49.7 ~~49.7~~—The vote on each transferable ballot document transferred under rule 49.6 shall be at the value at which that vote was received by the candidate excluded under rule 49.1.
- 49.8 ~~49.8~~—Any ballot documents on which no next available preferences have been expressed shall be set aside as non-transferable votes.
- 49.9 ~~49.9~~—After the returning officer has completed the transfer of the ballot documents in the sub-parcel of ballot documents with the highest transfer value he or she shall proceed to transfer in the same way the sub-parcel of ballot documents with the next highest value and so on until he has dealt with each sub-parcel of a candidate excluded under rule 49.1.
- 49.10 ~~49.10~~—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.
- 49.11 ~~49.11~~—If after a transfer of votes under any provision of this rule, a candidate has a surplus, that surplus shall be dealt with in accordance with rules 47.5 to 47.10 and rule 48.
- 49.12 ~~49.12~~—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.

49.13 ~~49.13~~—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.

50. **50.—Filling of last vacancies**

50.1 ~~50.1~~—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.

50.2 ~~50.2~~—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.

50.3 ~~50.3~~—Where the last vacancies can be filled under this rule, no further transfer of votes shall be made.

51. **51.—Order of election of candidates**

51.1 ~~51.1~~—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 47.10.

51.2 ~~51.2~~—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.

51.3 ~~51.3~~—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.

51.4 ~~51.4~~—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

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### 52. ~~52.~~—Declaration of result for contested elections

52.1 ~~52.1~~—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 Great Ormond Street Hospital for Children NHS Foundation Trust by section 33(4) of the 2006 Act, to the ~~chairman~~Chair of the NHS Foundation Trust, or
  - (ii) in any other case, to the ~~chairman~~Chair of the corporation, and
- (c) give public notice of the name of each candidate who he or she has declared elected.

52.2 ~~52.2~~—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 44.1,
- (f) the number of rejected text voting records under each of the headings in rule 44.3,

available on request.

### 53. ~~53.~~—Declaration of result for uncontested elections

53.1 ~~53.1~~—In an uncontested election, the returning officer is to as soon as is practicable after final day for the delivery of notices of withdrawals by candidates from the election:

- (a) declare the candidate or candidates remaining validly nominated to be elected,
- (b) give notice of the name of each candidate who he or she has declared elected to the ~~chairman~~Chair of the corporation, and
- (c) give public notice of the name of each candidate who he or she has declared elected.\_\_\_\_\_

## PART 8: DISPOSAL OF DOCUMENTS

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### 54. ~~54.~~ **Sealing up of documents relating to the poll**

54.1 ~~54.1~~—On completion of the counting at a contested election, the returning officer is to seal up the following documents in separate packets:

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

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

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

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

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

54.3 ~~54.3~~—The returning officer must endorse on each packet a description of:

- (a) its contents,
- (b) the date of the publication of notice of the election,
- (c) the name of the corporation to which the election relates, and
- (d) the constituency, or class within a constituency, to which the election relates.

### 55. ~~55.~~ **Delivery of documents**

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

56. ~~56.~~ **Forwarding of documents received after close of the poll**

56.1 ~~56.1~~ Where:

- (a) any voting documents are received by the returning officer after the close of the poll, or
- (b) any envelopes addressed to eligible voters are returned as undelivered too late to be resent, or
- (c) any applications for replacement voting information are made too late to enable new voting information to be issued,

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

57. ~~57.~~ **Retention and public inspection of documents**

57.1 ~~57.1~~ The corporation is to retain the documents relating to an election that are forwarded to the chair by the returning officer under these rules for one year, and then, unless otherwise directed by the ~~board of directors~~Trust Board of the corporation, cause them to be destroyed.

57.2 ~~57.2~~ With the exception of the documents listed in rule 58.1, the documents relating to an election that are held by the corporation shall be available for inspection by members of the public at all reasonable times.

57.3 ~~57.3~~ A person may request a copy or extract from the documents relating to an election that are held by the corporation, and the corporation is to provide it, and may impose a reasonable charge for doing so.

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

58.1 ~~58.1~~ The corporation may not allow:

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

by any person without the consent of the ~~board of directors~~Trust Board of the corporation.

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

58.3 ~~58.3~~ — The ~~board of directors~~ Trust Board of the corporation's consent may be on any terms or conditions that it thinks necessary, including conditions as to —:

- (a) persons,
- (b) time,
- (c) place and mode of inspection,
- (d) production or opening,

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

58.4 ~~58.4~~ — On an application to inspect any of the documents listed in rule 58.1 the ~~board of directors~~ Trust Board of the corporation must:

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

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

- (i) that his or her vote was given, and
- (ii) that Monitor has declared that the vote was invalid.



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

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### 59. ~~59.~~—Countermand or abandonment of poll on death of candidate

59.1 ~~59.1~~—If, at a contested election, proof is given to the returning officer's satisfaction before the result of the election is declared that one of the persons named or to be named as a candidate has died, then the returning officer is to:

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

59.2 ~~59.2~~—The ballot documents which have preferences recorded for the candidate who has died are to be sealed with the other counted ballot documents pursuant to rule 54.1(a).

## PART 10: ELECTION EXPENSES AND PUBLICITY

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### *Election expenses*

#### 60. ~~60.~~ **Election expenses**

60.1 ~~60.1~~ Any expenses incurred, or payments made, for the purposes of an election which contravene this Part are an electoral irregularity, which may only be questioned in an application made to Monitor under Part 11 of these rules.

#### 61. ~~61.~~ **Expenses and payments by candidates**

61.1 ~~61.1~~ A candidate may not incur any expenses or make a payment (of whatever nature) for the purposes of an election, other than expenses or payments that relate to:

- (a) personal expenses,
- (b) travelling expenses, and expenses incurred while living away from home, and
- (c) expenses for stationery, postage, telephone, internet (or any similar means of communication) and other petty expenses, to a limit of £100.

#### 62. ~~62.~~ **Election expenses incurred by other persons**

62.1 ~~62.1~~ No person may:

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

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

### *Publicity*

#### 63. ~~63.~~ **Publicity about election by the corporation**

63.1 ~~63.1~~ The corporation may:

- (a) compile and distribute such information about the candidates, and
- (b) organise and hold such meetings to enable the candidates to speak and respond to questions,

as it considers necessary.



63.2 ~~63.2~~—Any information provided by the corporation about the candidates, including information compiled by the corporation under rule 64, must be:

- (a) objective, balanced and fair,
- (b) equivalent in size and content for all candidates,
- (c) compiled and distributed in consultation with all of the candidates standing for election, and
- (d) must not seek to promote or procure the election of a specific candidate or candidates, at the expense of the electoral prospects of one or more other candidates.

63.3 ~~63.3~~—Where the corporation proposes to hold a meeting to enable the candidates to speak, the corporation must ensure that all of the candidates are invited to attend, and in organising and holding such a meeting, the corporation must not seek to promote or procure the election of a specific candidate or candidates at the expense of the electoral prospects of one or more other candidates.

64. ~~64.~~—**Information about candidates for inclusion with voting information**

64.1 ~~64.1~~—The corporation must compile information about the candidates standing for election, to be distributed by the returning officer pursuant to rule 24 of these rules.

64.2 ~~64.2~~—The information must consist of:

- ~~1.~~ (a) a statement submitted by the candidate of no more than 250 words, and
- ~~2.~~ (b) if voting by telephone or text message is a method of polling for the election, the numerical voting code allocated by the returning officer to each candidate, for the purpose of recording votes using the telephone voting facility or the text message voting facility (“numerical voting code”).

65. ~~65.~~—**Meaning of “for the purposes of an election”**

65.1 ~~65.1~~—In this Part, the phrase “for the purposes of an election” means with a view to, or otherwise in connection with, promoting or procuring a candidate’s election, including the prejudicing of another candidate’s electoral prospects; and the phrase “for the purposes of a candidate’s election” is to be construed accordingly.

65.2 ~~65.2~~—The provision by any individual of his or her own services voluntarily, on his or her own time, and free of charge is not to be considered an expense for the purposes of this Part.

## PART 11: QUESTIONING ELECTIONS AND THE CONSEQUENCE OF IRREGULARITIES

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### 66. ~~66.~~ **Application to question an election**

66.1 ~~66.1~~—An application alleging a breach of these rules, including an electoral irregularity under Part 10, may be made to Monitor for the purpose of seeking a referral to the independent election arbitration panel ( IEAP).

66.2 ~~66.2~~—An application may only be made once the outcome of the election has been declared by the returning officer.

66.3 ~~66.3~~—An application may only be made to Monitor by:

- (a) a person who voted at the election or who claimed to have had the right to vote, or
- (b) a candidate, or a person claiming to have had a right to be elected at the election.

66.4 ~~66.4~~—The application must:

- (a) describe the alleged breach of the rules or electoral irregularity, and
- (b) be in such a form as the independent panel may require.

66.5 ~~66.5~~—The application must be presented in writing within 21 days of the declaration of the result of the election. Monitor will refer the application to the independent election arbitration panel appointed by Monitor.

66.6 ~~66.6~~—If the independent election arbitration panel requests further information from the applicant, then that person must provide it as soon as is reasonably practicable.

66.7 ~~66.7~~—Monitor shall delegate the determination of an application to a person or panel of persons to be nominated for the purpose.

66.8 ~~66.8~~—The determination by the IEAP shall be binding on and shall be given effect by the corporation, the applicant and the members of the constituency (or class within a constituency) including all the candidates for the election to which the application relates.

66.9 ~~66.9~~—The IEAP may prescribe rules of procedure for the determination of an application including costs.

## PART 12: MISCELLANEOUS

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### 67. ~~67.~~ **Secrecy**

67.1 ~~67.1~~ The following persons:

- (a) the returning officer,
- (b) the returning officer's staff,

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

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

67.2 ~~67.2~~ No person may obtain or attempt to obtain information as to the candidate(s) for whom a voter is about to vote or has voted, or communicate such information to any person at any time, including the unique identifier on a ballot paper given to a voter or the voter ID number allocated to a voter.

67.3 ~~67.3~~ The returning officer is to make such arrangements as he or she thinks fit to ensure that the individuals who are affected by this provision are aware of the duties it imposes.

### 68. ~~68.~~ **Prohibition of disclosure of vote**

68.1 ~~68.1~~ No person who has voted at an election shall, in any legal or other proceedings to question the election, be required to state for whom he or she has voted.

### 69. ~~69.~~ **Disqualification**

69.1 ~~69.1~~ A person may not be appointed as a returning officer, or as staff of the returning officer pursuant to these rules, if that person is:

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

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

70.1 ~~70.1~~ If industrial action, or some other unforeseen event, results in a delay in:

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

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

## ANNEX 6

### 6

#### Additional Provisions ~~–Members’~~ Council of Governors

(Paragraphs ~~13.7, 14.3~~15.3 and ~~19~~21)

#### 1. ~~4~~ Elected ~~councillors~~governors

- 1.1 A member of the public constituency may not vote at an election for a public ~~councillor~~governor unless at the time of voting ~~he has~~they have made and returned a declaration in the form specified in Annex 5, paragraph 21, that ~~he is~~they are qualified to vote as a member of the relevant area of the public constituency.
- 1.2 A member of the patient and carer constituency may not vote at an election for a patient and carer ~~councillor~~governor unless at the time of voting ~~he has~~they have made and returned a declaration in the form specified in Annex 5, paragraph 21, that ~~he is~~they are qualified to vote as a member of the relevant area of the patient and carer constituency.

#### ~~2~~ ~~Terms of office for appointed and elected councillors~~

##### ~~2.1~~ ~~An elected or appointed councillor:~~

~~2.1.1~~ ~~shall hold office for a period not exceeding three years;~~

~~2.1.2~~ ~~shall be eligible for re-election at the end of that period;~~

~~2.1.3~~ ~~shall not hold office for longer than six continuous years, without having an interval of not less than two years before holding office again as a Councillor for a further term or terms.~~

#### 2. ~~3~~ Appointed ~~Councillors~~governors

2.1 ~~3.1~~ The ~~Trust~~Company Secretary, having consulted the ~~National Commissioning Board~~, is to adopt a process for agreeing the appointment of a ~~National Commissioning Board 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 Chair and the London Borough of Camden, is to adopt a process for agreeing ~~the appointment of the local authority councillor~~ with that local authority the appointment of the governor appointed by it.

2.2 ~~3.4~~ The ~~Trust~~Company Secretary, having consulted the Chair and the University of London, Institute of Child Health, is to adopt a process for agreeing with that university the appointment of the ~~university councillor with that university~~governor appointed by it.

2.3 ~~3.5~~ The ~~partnership councillors~~Young Peoples' Forum governors are to be appointed by the ~~partnership organisations~~Young Peoples' Forum, in accordance with a process agreed with the ~~Trust~~Chair and the Company Secretary.

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

### 3. Lead Governor and Deputy Lead Governor

3.1 The Council of Governors shall elect one of the elected governors as the Lead Governor in accordance with the conditions of appointment set out in the Lead Governor role description approved by the Council of Governors.

3.2 The Lead Governor shall have the responsibilities, and perform the tasks, set out in the Lead Governor role description.

3.3 The Council of Governors shall elect one of the elected governors as the Deputy Lead Governor in accordance with the conditions of appointment set out in the Deputy Lead Governor role description approved by the Council of Governors.

3.4 The Deputy Lead Governor shall have the responsibilities, and perform the tasks, set out in the Deputy Lead Governor role description.

### 4. Further provisions as to eligibility to be a ~~councillor~~governor

4.1 In addition to paragraph ~~4.15~~ of the constitution, ~~the following a person~~ may not become or continue as a ~~councillor on the Members' Council~~governor if:

4.1.1 ~~a person who is~~they are not a member of the Trust;

4.1.2 in the case of a public ~~councillor~~governor, or patient and carer ~~councillor~~governor, or staff ~~councillor~~ ~~s/he ceases~~governor ~~they cease~~ to be a member of the constituency or class of constituency ~~from which s/he represents~~they were elected;

4.1.3 ~~in the case of an appointed governor, if the organisation which appointed them~~ ~~terminates that appointment~~;

4.1.4 ~~4.1.2 a person who is~~they have been required to notify the police of ~~his/her~~ ~~their~~ name and address as a result of being convicted or cautioned under the Sex Offenders Act or other relevant legislation or ~~whose~~their name appears on the Protection of Children Act List;

4.1.5 ~~4.1.3~~ they are the spouse, partner, parent ~~or~~ child of ~~or occupant of the same household as~~, a member of the Trust Board ~~of Directors~~or the Council of Governors of the Trust;

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

4.1.6 ~~4.1.5 a person who is~~they are a member of a local authority's ~~scrutiny committee~~Overview and Scrutiny Committee covering health matters;

4.1.7 ~~4.1.6 a person who is~~they are an executive or non-executive director of the Trust; ~~or a councillor~~;

4.1.8 ~~they are a governor~~, non-executive director (including the ~~chairman~~chair) or, executive director (including the chief executive officer) of another ~~NHS Foundation Trust or NHS body~~ (Health Service Body), unless ~~he is~~they are appointed by an appointing

organisation which is ~~an NHS body~~) a Health Service Body or the Chair agrees to them becoming, or continuing as, a governor of the Trust;

4.1.9 ~~4.1.7 a person who has~~they have within the preceding ~~2~~two years been dismissed, otherwise than by reason of redundancy or ill health, 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 Health Service Body;

4.1.10 ~~4.1.8 they are~~ a person whose tenure of office as ~~the chairman~~a Chair or as a member or director of a ~~health service body, including, without limitation, an NHS Foundation Trust,~~Health Service Body has been terminated on the grounds that ~~his/her~~their appointment is not in the interests of the health service, for non-attendance at meetings, or for non-disclosure of a pecuniary interest;

4.1.11 ~~4.1.9 a person who has~~they have previously been removed as a councillor governor pursuant to paragraph ~~4.45~~4.45 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;~~they have previously been removed by as a governor from another NHS foundation trust by resolution of the Council of Governors of that NHS foundation trust;

4.1.13 ~~a person deemed to be incapable by reason of mental disorder, illness or injury of managing his/her affairs;~~they have failed to sign and deliver to the Company Secretary a statement in the form required by the Company Secretary confirming acceptance of the code of conduct for governors;

4.1.14 ~~a staff councillor who has been dismissed pursuant to the Trust's disciplinary procedures. A staff councillor who is suspended pursuant to the Trust's disciplinary procedures will be suspended as a Councillor pending the outcome of the hearings relating to those procedures;~~they lack capacity within the meaning of the Mental Capacity Act 2005 to carry out all the duties and responsibilities of a governor;

- 4.1.15 ~~a person that is~~they are the subject of a disqualification order made under the Company Directors Disqualification Act ~~1986-~~1986;
- 4.1.16 they have had their name removed from a list maintained under regulations pursuant to sections 91, 106, 123, or 146 of the 2006 Act, or the equivalent lists maintained by Local Health Boards in Wales under the National Health Service (Wales) Act 2006, and they have not subsequently had their name included in such a list; or
- 4.1.17 they have failed to repay (without good cause) any amount of monies properly owed to the Trust.
- 4.2 All non-staff candidates for election to the ~~Members'~~Members' Council of Governors and prospective appointees to the ~~Members'~~Members' Council of Governors will undergo ~~enhanced Criminal Records Bureau~~Disclosure and Barring Service checks. The ~~Board of Directors will~~Chair will after taking appropriate advice determine instances in which criminal records will preclude election or appointment to the ~~Members'~~Members' Council of Governors.
- 4.3 A person holding office as a ~~councillor~~governor shall immediately cease to do so if:
- 4.3.1 ~~he resigns~~they resign by notice in writing to the ~~Trust~~Company Secretary;
- 4.3.2 they become disqualified from office under paragraph 15 of the constitution or under paragraph 4.1 of this Annex;
- 4.3.3 4.3.2 he failsthey fail to attend two meetings of the ~~Members'~~Members' Council ~~for~~of Governors in a period of one year unless the ~~other members of the Members' Council~~Chair, Lead Governor and Company Secretary are satisfied that:
- 4.3.3.1 4.3.2.1 the absence was due to a reasonable cause; and
- 4.3.3.2 4.3.2.2 s/hethey will be able to start attending meetings of the Trust again within such a period as they consider reasonable.
- 4.3.4 4.3.3 he hasthey have refused ~~without reasonable cause~~ to undertake any training which the ~~Members'~~Members' Council of Governors requires all ~~councillors to undertake;~~governors to undertake unless the Chair, Lead Governor and Company Secretary are satisfied that the refusal was due to a reasonable cause; or
- ~~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 is in force from time to time;~~
- 4.3.5 ~~he is~~they are removed from the ~~Members' Council under the following~~Council of Governors by a resolution passed under paragraph 5 below.
- ~~provisions.~~
- 4.4 For the purposes of 4.3.3.1 and 4.3.4:



4.4.1 an absence will ordinarily be considered to be due to a reasonable cause if it is due to:

4.4.1.1 a conflict with work or personal commitments in circumstances where the Trust has changed the date of the meeting of the Council of Governors [or the required training] at short notice;

4.4.1.2 ill health; or

4.4.1.3 a personal or family emergency.

4.4.2 For the avoidance of doubt, work commitments will not be considered a reasonable cause unless the Trust has changed the date of the meeting of the Council of Governors or the required training at short notice.

4.5 Where a governor becomes disqualified for appointment under this paragraph 4 or paragraph 15 of the constitution, they shall notify the Company Secretary or the Chair in writing of such disqualification.

4.6 If it comes to the notice of the Company Secretary or the Chair that at the time of their appointment or later the governor is so disqualified, they shall immediately declare that the person in question is disqualified and notify them in writing to that effect.

## 5. Removal of governor from office

5.1 ~~4.4 A councillor~~A governor may be removed from the ~~Members'~~Council of Governors by a resolution approved at a meeting of the Council of Governors by not less than three-quarters of the ~~members of the members' council~~governors present and voting on the grounds that:

5.1.1 ~~4.4.1 he has~~they have committed a serious breach of the code of conduct; or

5.1.2 ~~4.4.2 he has~~they have acted in a manner detrimental to the interests of the Trust; or

5.1.3 ~~4.4.3 the Members'~~Council of Governors consider that it is not in the best interests of the Trust for ~~him to continue as a councillor. them to continue as a governor, for example because:~~

~~4.5~~ ~~written reasons for the proposal under sub-paragraphs 4.4.1, 4.4.2 or 4.4.3 shall be provided to the councillor concerned and he/she shall be afforded the opportunity to respond to such reasons;~~

5.1.3.1 the individual's continuation as a governor would likely prejudice the ability of the Trust to fulfil its principle purpose or discharge its duties and functions;

5.1.3.2 the individual's continuation as a governor would likely prejudice the Trust's work with other persons or body within whom it is engaged or may be engaged in the provision of goods and services;

5.1.3.3 the individual's continuation as a governor would be likely to adversely affect public confidence in the goods and services provided by the Trust;

5.1.3.4 the individual's continuation as a governor would otherwise bring the Trust into disrepute;

5.1.3.5 it would not be in the best interests of the Council of Governors for the individual to continue as a governor / the individual has caused or is likely to cause prejudice to the proper conduct of the Council of Governors affairs; or

5.1.3.6 the individual has failed to comply with the values and principles of the National Health Service, the Trust or the Constitution.

5.2 A resolution under paragraph 5.1 of this Annex may only be proposed where a statement of case under paragraph 6.8 has been upheld.

5.3 Where a resolution under paragraph 5.1 of this Annex is proposed and the governor concerned does not believe that the proposal is justified, the Chair shall offer the governor in question the opportunity to have the reasonableness of their proposed removal reviewed by an independent assessor. The Chair and the governor shall seek to agree on a mutually acceptable independent assessor. If no agreement can be reached within 14 days of the governor requesting an independent review, then the Chair, following consultation with the Company Secretary and Senior Independent Director, shall decide on the assessor.

5.4 If any ~~proposal~~resolution proposing to remove a ~~councillor~~governor under ~~4.4.3~~paragraph 5.1 of this Annex is not ~~approved~~passed at a meeting of the ~~Members' Council of Governors~~, no further ~~proposal~~resolution can be put forward to remove that ~~councillor~~governor based upon the same reasons within 12 months of the meeting at which the ~~proposal~~resolution was first put forward.

## 6. Process for investigating and resolving complaints against a governor

6.1 A complaint concerning the conduct of a governor shall be made in confidence, in writing to the Chair.

6.2 ~~4.6 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.~~Where a complaint is made under paragraph 6.1 above:

~~4.7~~ 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.

~~4.8~~ 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.

6.2.1 The Chair, shall, if in their opinion it is appropriate do so, take fair and reasonable steps to resolve the matter informally within 10 working days from receipt of the written complaint.

- 6.2.2 The Chair, may choose to delegate their responsibility under paragraph 6.2.1 above to another person.
- 6.3 Only if the complaint cannot be resolved by informal resolution under paragraph 6.2 above, or the Chair decides that informal resolution is not appropriate, the Chair may take such action as they consider is appropriate and proportionate in the circumstances, including, but not limited to:
- 6.3.1 the suspension of the governor against whom the complaint has been made from the Council of Governors so that the matter can be investigated. Any suspension of a governor shall be confirmed to them in writing;
- 6.3.2 commissioning an investigation into the complaint, to be conducted by individuals with relevant experience from either within or outside of the Trust; and/or
- 6.3.3 requiring the parties concerned to seek to resolve their dispute through formal mediation.
- 6.4 Any decision taken by the Chair under paragraph 6.3 above, including setting the terms of reference in respect of any investigation, must be taken following consultation with the Lead Governor and Company Secretary. If in the circumstances it is not reasonably practicable for the Chair to consult with the Lead Governor and/or Company Secretary the Chair must consult with their deputies or, if it is not reasonably practicable to consult with their deputies, such other appropriate persons as the Chair determines.
- 6.5 As soon as reasonably practicable following any decision taken by the Chair under paragraph 6.3 above, the Chair shall:
- 6.5.1 inform the Council of Governors that such a decision has been taken, and, to the extent appropriate the reasons for it; and
- 6.5.2 provide the Council of Governors with a copy of the terms of reference of any investigation, unless there is a good reason not to do so.
- 6.6 ~~4.9~~ 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. an investigation identifies, or, if no investigation is commissioned, the Chair following consultation with the persons specified in paragraph 6.4 above believes, a governor has failed to comply with this Constitution and/or any code of conduct applying to Governors, and/or the Standing Orders, the Council of Governors shall be asked to decide by a simple majority of those present and voting whether there is a case to be answered.
- 6.7 The governor concerned shall be notified in writing that there is a case to be answered and provided with a statement setting out that case (the "**statement of case**"). The governor concerned will be invited to respond within an appropriate and reasonable timescale as determined by the Council of Governors in the statement of case. The governor shall be invited to address the Council of Governors in person if the matter cannot be resolved satisfactorily through correspondence.

6.8 Having considered the governor's response, the Council of Governors shall decide by a majority of those present and voting whether to uphold the statement of case.

6.9 If the statement of case is upheld:

6.9.1 subject to paragraph 6.9.2 below, the Council of Governors may pass a resolution by a majority of those present and voting imposing such sanctions as it deems appropriate. This may include a written warning, non-payment of expense suspension from office; and/or

6.9.2 the Chair or a governor may propose a resolution to remove the governor in question from office in accordance with paragraph 5 above.

## 7. ~~5~~-Vacancies amongst ~~councillors~~governors

7.1 ~~5.1~~-Where a vacancy arises on the ~~Members'~~Council of Governors for any reason other than expiry of term of office, the following provisions will apply.

7.2 ~~5.2~~Where the vacancy arises amongst the appointed ~~councillors~~governors, the ~~Trust~~Company Secretary shall request that the appointing organisation appoints a replacement to hold office for the remainder of the term of office or to commence a new term of office.

7.3 ~~5.3~~-Where the vacancy arises amongst the elected ~~councillors~~governors, the ~~Members'~~Council of Governors shall be at liberty either:

7.3.1 ~~5.3.1~~to call an election within three months to fill the seat for the remainder of that term of office; ~~or~~

7.3.2 to call an election to fill the seat for a new term of office;

7.3.3 ~~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;

7.3.4 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 a new term of office; or

7.3.5 ~~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.

7.4 ~~6.7~~ All decisions taken in good faith at a meeting of the ~~Members' Council~~ of Governors 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 or election of the ~~councillors~~ governors 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.

## 8. **Procedure for evaluation of the Council of Governors**

8.1 The performance of the Council of Governors shall be evaluated regularly, normally at intervals not exceeding 18 months, and where possible shall coincide with any similar evaluation of the Trust Board. However, the Council of Governors may decide at any time to evaluate a specific aspect of its performance. Such annual (or other) evaluations shall be internal to the Trust.

8.2 The Council of Governors shall participate to the extent appropriate in any external reviews of governance or leadership within the Trust.

8.3 The Chair shall be responsible for leading all reviews of the Council of Governors, supported and advised by the Company Secretary and the Lead Governor.

8.4 For each review the Chair, advised by the Company Secretary and the Lead Governor, shall develop and propose for approval by the Council of Governors the scope and methodology of the review. The review shall at a minimum:

- 8.4.1 evaluate the performance of the Council of Governors against their general duties as set out in paragraph 16.1 of the constitution; and
- 8.4.2 take into account any material issues raised about the performance of the Council of Governors since the previous review was completed.
- 8.5 Along with proposals for the scope of the evaluation the Chair shall prepare the process by which the views of Governors and others may be sought and considered. The Chair may also propose that the Council of Governors should establish a working group comprising Governors and others support him by discussing the issues raised and to develop proposals in response.
- 8.6 At the conclusion of the review the Chair shall present to the Council of Governors the findings, outcomes, and proposals for action. Subject to the Council of Governors approval of the actions, the Chair shall be responsible for ensuring that they are implemented in a timely manner and should report this to the Council of Governors.

## ANNEX 7

### 7

#### Additional Provisions ~~– Trust~~ Board ~~of Directors~~

(Paragraphs ~~21.4, 22.3, 23 and 27~~ 24.1.4, 25.3, 29.2)

#### 1. ~~4.~~ Appointment and removal of ~~Chairman~~ Chair and other non-executive directors

1.1 ~~○ Subject to (i) the provisions of paragraph 21 of this constitution and (ii) the right of the board of directors to nominate one non-executive director forthwith following authorisation of the Trust as an NHS foundation trust (whom the Members' Council may resolve to appoint as a non-executive director in a general meeting notwithstanding the other provisions of this paragraph 1 to Annex 7), the~~ The process for appointing new non-executive directors and the chairman ~~Chair~~ will be as ~~per the following paragraphs~~ follows:

1.1.1 ~~▪~~ the ~~Members'~~ Council of Governors will maintain a policy for the composition of the non-executive directors which takes account of the views of the Trust Board and 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 ~~Members'~~ Council of Governors will appoint a nominations and remuneration committee;

1.1.3 the committee may work with an external organisation ~~recognized~~ recognised as expert in relation to appointments to identify the skills and experience required for non-executive directors;

1.1.4 ~~▪~~ where the nominations and remuneration committee considers that either the ~~chairman~~ Chair or the non-executive director coming to the end of ~~his or her~~ their term of office should be reappointed for a further term, the committee shall following consultation with the Chair or in the case of the Chair's re-appointment the Deputy Chair, make a recommendation to the ~~Members'~~ Council of Governors to that effect;

1.1.5 ~~▪~~ ~~Subject~~ subject to paragraph ~~1.1.4, 1.1.4,~~ appropriate candidates (not more than five for each vacancy) will be identified by the committee through a process of open competition, which will take account of the policy maintained from time to time by the ~~Members'~~ Council of Governors and the skills and experience required (in which respect the Council of Governors will consult the Trust Board);

1.1.6 ~~▪~~ the nominations and remuneration committee will comprise the ~~chairman of the Trust, the deputy chairman, two councillors~~ Chair, the Deputy Chair, the Lead Governor, two governors from the public constituency and/or the patient and carer constituency), one staff ~~councillor~~ governor and one ~~appointed councillor~~ other governor from any constituency. Each member of the committee shall have one vote;

1.1.7 ~~the~~ committee will normally be chaired by the ~~chairman~~Chair of the Trust. Where the ~~chairman~~Chair has a conflict of interest, for example when the committee is considering the ~~chairman~~Chair's re-appointment or salary, the committee will be chaired by the ~~deputy chairman~~Deputy Chair unless ~~he or she is~~they are also standing for appointment, in which case another independent non-executive director;

1.1.8 ~~the~~ nominations and remuneration committee will convene an interview panel, conduct interviews and recommend a candidate to the ~~Members'~~ Council of Governors for approval; and

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

1.2 The removal of the ~~Chairman~~Chair 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~~the Chair, or if the proposal is to remove the Chair, the Deputy Chair;

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 of Governors shall take into account at least the annual appraisal carried out by the ~~Chairman~~Chair and advice from the ~~Members'~~ Council of Governors nominations and remuneration committee and the Company Secretary;

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

1.2.5 ~~if~~ any proposal to remove a non-executive director is not approved at a meeting of the ~~Members'~~ Council of Governors, 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. ~~5.~~ Further provisions as to the disqualification of directors

2.1 ~~5.1.~~ In addition to paragraph 29 of the constitution, a person may not become or continue as a director of the Trust if:

2.1.1 ~~5.1.1. he has~~they have been required to notify the police of ~~his/her~~their name and address as a result of being convicted or cautioned under the Sex Offenders Act or other relevant legislation or ~~whose~~their name appears on the Protection of Children Act List;



~~5.1.2. he is a member of the Members' Council or a councillor or director of an NHS body;~~

2.1.2 ~~5.1.3. he is~~they are the spouse, partner, parent ~~or~~ child of, or occupant of the same household as, a member of the Trust Board of Directors or the Council of Governors of the Trust;

2.1.3 ~~5.1.4. he is~~they are a member of a local authority's ~~scrutiny committee~~Overview and Scrutiny Committee covering health matters;

2.1.4 they are a governor of the Trust;

2.1.5 they are a governor, non-executive director (including the Chair) or, executive director (including the chief executive officer) of another Health Service Body, unless:

2.1.5.1 in the case of an executive director other than the Chief Executive, the Chair, following consultation with the Chief Executive;

2.1.5.2 in the case of the Chief Executive, the Chair, following consultation with the Trust Board;

2.1.5.3 in the case of a non-executive director other than the Chair, the Chair following consultation with the Council of Governors; or

2.1.5.4 in the case of the Chair, the Senior Independent Director, following consultation with the Trust Board and the Council of Governors,

agrees to them becoming, or continuing as, a director of the Trust;

2.1.6 they are a person whose tenure of office as a Chair or as a member or director of a Health Service Body has been terminated on the grounds that their 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 they have refused to sign and deliver to the Company Secretary a statement in the form required by the Trust Board confirming acceptance of the code of conduct for directors as is in force from time to time;

2.1.8 in the case of a non-executive director, they have refused without reasonable cause to fulfil any training requirement established by the Trust Board;

2.1.9 they lack capacity within the meaning of the Mental Capacity Act 2005 to carry out all the duties and responsibilities of a director;

2.1.10 ~~5.1.5. he is the subject of a disqualification order made under the Company Directors Disqualification Act 1986;~~they are the subject of a disqualification order made under the Company Directors Disqualification Act 1986;

~~5.1.6. — he is a~~

~~2.1.11 they have had their name removed from a list maintained under regulations pursuant to sections 91, 106, 123, or 146 of the 2006 Act, or the equivalent lists maintained by Local Health Boards in Wales under the National Health Service (Wales) Act 2006, and they have not subsequently had their name included in such a list;~~

~~2.1.12 they have failed to repay (without good cause) any amount of monies properly owed to the Trust; or~~

~~2.1.13 they fail to satisfy the fit and proper persons requirements for directors as detailed in Regulation 5 of The Health and Social Care Act 2008 (Regulated Activities) Regulations 2014, as may be amended from time to time.~~

~~2.2 Where a director becomes disqualified for appointment under paragraph 2 of this Annex or paragraph 29 of the constitution, they shall notify the Company Secretary or the Chair in writing of such disqualification.~~

~~2.3 If it comes to the notice of the Company Secretary or the Chair that at the time of their appointment or later the director is so disqualified, they shall immediately declare that the director in question is disqualified and notify them in writing to that effect.~~

~~2.4 A disqualified 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;~~

~~5.1.7. — he has within the preceding two years been dismissed, otherwise than by reason of redundancy, from any paid employment with an NHS body;~~

~~5.1.8. — in the case of a non-executive director, he has refused without reasonable cause to fulfil any training requirement established by the Board of Directors; or~~

~~5.1.9. — 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.~~

## ~~6. — Meetings of the Board of Directors~~

~~6.1. — 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).~~

~~6.2. — 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.~~

~~6.3. — 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.~~

~~6.4. 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.~~

~~6.5. In the case of an equality of votes the person presiding at or chairing the meeting shall have a second and casting vote.~~

~~6.6. 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.~~ s tenure of office shall automatically be terminated and they shall cease to act as a director.

### 3. ~~7.~~ Expenses

3.1 ~~7.1.~~ 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

### 8

## Standing Orders for the Practice and Procedure of the **Members' Council** of Governors

### 1. 1-INTERPRETATION AND DEFINITIONS Interpretation and definitions

- 1.1 The ~~Chairman of the Trust shall be the final authority on the~~ definition and interpretation of words and expressions contained in these paragraphs and the Standing Orders (on which they should be advised by the Chief Executive or Trust Secretary). ~~are as set out at paragraph 1 of the constitution.~~
- 1.2 ~~Definition of terms~~ Save as otherwise permitted by law, the Chair 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 Company Secretary).

~~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 Deputy Chairman 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 (as defined in paragraph 1 of the constitution), 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 “public councillor” means a councillor elected by the members of one of the areas of the public constituency;~~
- ~~1.2.23 “Monitor” or “the regulator” is the body corporate known as Monitor as provided by Section 61 of the 2012 Act.~~
- ~~1.2.24 “Senior Independent Director” means the non-executive director appointed by the Board in consultation with the Members’ Council.~~
- ~~1.2.25 “SOs” means Standing Orders.~~
- ~~1.2.26 “staff councillor” means a councillor elected by the members of the staff constituency;~~
- ~~1.2.27 “terms of authorisation” shall mean the authorisation of the Trust issued by the regulator with any amendments for the time being in force.~~
- ~~1.2.28 “Trust” means Great Ormond Street Hospital for Children NHS Foundation Trust.~~
- ~~1.2.29 “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;~~
- ~~1.2.30 “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;~~
- ~~1.2.31 “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. ~~2~~ — General information

- 2.1 ~~2.1~~ — The purpose of ~~the Members’ Council standing orders~~[these Standing Orders](#) is to ensure that the highest standards of corporate governance and

conduct are applied to all ~~Members'~~ Council of Governors meetings, proceedings and associated deliberations. The ~~Members'~~ Council of Governors 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 ~~2.2~~—The roles and responsibilities of the ~~Members'~~ Council of Governors which are to be carried out in accordance with the constitution and the Trust's authorisation include:

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

2.2.2 ~~2.2.2~~—to respond as appropriate when consulted by the ~~board~~Trust Board in accordance with the constitution;

2.2.3 ~~2.2.3~~—to undertake such functions as the ~~board~~Trust Board shall from time to time request;

2.2.4 ~~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 of Governors and of the non-executive directors; and

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

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

2.4

2.5 ~~3~~—**Composition of the Council**

2.6

2.7

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

3. ~~4~~ **Meetings of the ~~Members'~~ Council of Governors**

3.1 ~~4.1~~ ~~Members'~~ Council of Governors meetings

3.1.1 ~~4.1.1~~—~~All~~ Subject to paragraph 3.1.2 below, all meetings of the ~~Members'~~ Council of Governors 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.~~

3.1.2 ~~4.1.2~~—The ~~Members'~~ Council of Governors may resolve by a majority of two thirds of governors present and voting, to exclude members of the public from any meeting or part of a meeting on the grounds that:

3.1.2.1 (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 of Governors; or

- 3.1.2.2 ~~(ii)~~ there are special reasons stated in the resolution and arising from the nature of the business of the proceedings.
- 3.1.3 ~~4.1.3~~ The ~~Chairman~~Chair may exclude any member of the public from a meeting of the ~~board~~Council of Governors if ~~he is~~they are interfering with, or preventing the proper conduct of, the meeting.
- 3.1.4 ~~4.1.4~~ The ~~Members'~~ Council of Governors may invite the Chief Executive, and other appropriate directors, to attend any of its meetings ~~of the Members' Council to enable councillors to raise questions about the Trust's affairs~~to assist it in fulfilling its responsibilities.
- 3.2 ~~4.2~~ Calling and Notice of Meetings
- 3.2.1 ~~4.2.1~~ The ~~Members'~~ Council of Governors is to meet a minimum of ~~three~~four times in each financial year.
- 3.2.2 ~~4.2.2~~ Save in the case of emergencies or the need to conduct urgent business, the ~~Trust~~Company Secretary shall give at least fourteen clear days' written notice of the date and place of every meeting of the ~~Members'~~ Council of Governors to all ~~councillors~~governors. 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~~governor shall not affect the validity of a meeting.
- 3.2.3 ~~4.2.3~~ Meetings of the ~~Members'~~ Council of Governors may be called by the ~~Trust~~Company Secretary, the ~~Chairman~~Chair, or by ten ~~councillors~~governors (including at least two elected ~~councillors~~governors and two appointed ~~councillors~~governors) who give written notice to the ~~Trust~~Company Secretary specifying the business to be carried out. The ~~Trust~~Company Secretary shall send a written notice to all ~~councillors~~governors as soon as possible after receipt of such a request and will call a meeting on at least fourteen clear days' (but not more than twenty eight days') notice. Notice by post, delivery in person, fax or email shall constitute written notice.
- 3.2.4 ~~4.2.4~~ The ~~Members'~~ Council of Governors may agree that its ~~councillors~~governors can participate in its meetings by ~~telephone, video or computer link~~means of electronic communication. Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting. The Council of Governors shall agree a protocol to be applied in the case of such meetings.
- 3.3 ~~4.3~~ Setting the agenda
- 3.3.1 ~~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~~3.4.1 below.
- 3.3.2 ~~4.3.2~~ A ~~councillor~~governor desiring a matter to be included on an agenda shall make his/her request in writing to the ~~Chairman~~Chair at least seven 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.

3.3.3 ~~4.3.3~~ Where a request for an item of business to be included on an agenda is made less than seven clear days but more than ~~3~~three clear days before a meeting such item of business may, at the discretion of the ~~Chairman~~Chair, be included and shall be tabled as an agenda item at the commencement of the relevant meeting.

#### 3.4 ~~4.4~~ ChairmanChair of the Meeting

##### ~~4.4.1~~

3.4.1 At a ~~Members'~~ Council of Governors meeting, the ~~Chairman~~Chair, if present, shall preside. If the ~~Chairman is absent from the meeting the Deputy Chairman, shall preside. If the Chairman and Deputy Chairman are absent then the Lead Councillor~~Chair is absent from the meeting the Deputy Chair, shall preside.

3.4.2 If the Chair is absent from part of a meeting of the Council of Governors due to a conflict of interest, the Deputy Chair shall preside. If the Deputy Chair is absent, or unable to participate in that part of the meeting due to a conflict of interest, then the Lead Governor or, if the Lead Governor is absent or unable to participate in that part of the meeting due to a conflict of interest, the Deputy Lead Governor, shall preside for that part of the meeting.

~~i. If the Chairman is absent temporarily on the grounds of a declared conflict of interest the Deputy Chairman, if present, shall preside. If the Chairman and Deputy Chairman are disqualified from participating, then the Lead Councillor shall preside for that part of the meeting.~~

#### 3.5 ~~4.5~~ Notices of motions

3.5.1 ~~4.5.1~~ A ~~councillor~~governor desiring to move or amend a motion shall send a written notice thereof at least seven clear days before the meeting to the ~~Chairman~~Chair, who shall insert it into the agenda for the meeting. This ~~council standing order 4.6.1,~~Standing Order 3.5.1 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~~Standing Order 3.5.5 of these ~~standing orders~~Standing Orders.

3.5.2 ~~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~~Chair.

3.5.3 ~~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~~governors who give it and also the signature of four other ~~councillors~~governors. When any such motion has been disposed of by the ~~Members'~~ Council of Governors it shall not be for any ~~councillor~~governor, other than the ~~Chairman~~Chair, to propose a motion to the same effect within six months; however the



~~Chairman~~Chair may do so if ~~he or she considers~~they consider it appropriate.

3.5.4 ~~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.

3.5.5 ~~4.5.5~~ When a motion is under discussion or immediately prior to discussion it shall be open to a ~~councillor~~governor to move:

3.5.5.1 ~~a)~~ an amendment to the motion;

3.5.5.2 ~~b)~~ the adjournment of the discussion or the meeting;

3.5.5.3 ~~c)~~ the appointment of an ad hoc committee to deal with a specific item of business;

3.5.5.4 ~~d)~~ that the meeting proceed to the next business;

3.5.5.5 ~~e)~~ that the motion be now put; or

3.5.5.6 ~~f)~~ a motion resolving to exclude the public, including the press.

3.5.6 ~~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~~Chair of the meeting, the amendment negates the substance of the original motion. In the case of motions under ~~(d) and (e), 3.5.5.4 or 3.5.5.5~~ to ensure objectivity motions may only be put by a ~~councillor~~governor who has not previously taken part in the debate on the original motion.

3.6 ~~4.6~~ ~~Chairman~~Chair's ruling

3.6.1 ~~4.6.1~~ The decision of the ~~Chairman~~Chair of the meeting (with advice of the Company Secretary) 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.

3.7 ~~4.7~~ Quorum

3.7.1 ~~4.7.1~~ No business shall be transacted at a meeting of the ~~Members'~~ Council of Governors unless:

3.7.1.1 at least one third of the ~~Members'~~ Council of Governors are present, a majority of whom must be public or patient and carer ~~councillors~~governors; and

3.7.1.2 one of the Chair or Deputy Chair are present, unless either are absent for part of a meeting due to a conflict of interest, in which case, during that part of the meeting the Lead Governor or Deputy Lead Governor must be present.

3.7.2 ~~4.7.2~~ In the event that there is no quorum, in respect of any matters upon which decisions made will require ratification are to be made, the meeting may only make recommendations for consideration at

the next quorate meeting of the ~~Members'~~ Council of Governors (or by other means as defined in the constitution).

3.7.3 ~~4.7.3~~ If a ~~councillor~~ governor 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 an~~ interest (~~Members' Council standing order 7.4~~) ~~he/ she~~ Standing Order 6.1.3 ~~they~~ 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.~~

3.7.4 ~~4.7.5~~ The Chief Executive or any other member ~~or members(s)~~ of the Trust Board ~~of Directors~~ or a representative of the Trust's external auditors or other advisors may attend a meeting of the ~~Members'~~ Council of Governors by invitation.

### 3.8 ~~4.8~~ Voting

3.8.1 ~~4.8.1 Questions~~ Unless otherwise specified in the constitution or these Standing Orders, questions arising at a meeting of the ~~Members'~~ Council of Governors shall be decided by a majority of votes of those governors present and voting.

3.8.2 ~~4.8.2~~ All questions put to the vote shall, at the discretion of the ~~Chairman~~ Chair of the ~~member's council~~ Council of Governors (or in ~~his/her~~ their absence the person presiding in ~~his/her~~ their place), be determined by a show of hands.

3.8.3 ~~4.8.3~~ The ~~Members'~~ Council of Governors may agree that its ~~councillors~~ governors can vote electronically or by post. In no circumstances may an absent ~~councillor~~ governor vote by proxy. "Absent" is defined as being absent at the time of the vote.

3.8.4 ~~4.8.4~~ In case of an equality of votes the ~~Chairman~~ Chair of the ~~Members'~~ Council of Governors (or in ~~his/her~~ their absence the ~~person presiding in his/her place~~ Deputy Chair) shall have a casting vote except when the ~~Chairman~~ Chair (or the ~~person presiding~~ Deputy Chair) has a conflict of interest. If the ~~Chairman~~ Chair (or the ~~person presiding~~ Deputy Chair) has a conflict of interest in the vote which prohibits them from voting under the ~~Constitution, a councillor appointed by the councillors present at the meeting who is a member of the public constituency~~ constitution, the Lead Governor (or in their absence the Deputy Lead Governor) shall have a casting vote. For the avoidance of doubt the ~~Chairman~~ Chair shall not participate in votes at ~~Members'~~ Council of Governors meetings, other than in the circumstances to which this paragraph ~~4.8.4~~ 3.8.4 relates and in accordance with its terms.

3.8.5 ~~4.8.5~~ A ~~councillor~~ governor elected to the ~~Members'~~ Council of Governors may not vote at a meeting of the ~~Members'~~ Council of Governors unless, within the last three years, ~~s/he has~~ made a

declaration stating which constituency or section ~~s/he is~~they are a member of and is not prevented from being a member of the ~~Members' Council~~of Governors.

3.8.6 ~~Any matter which could be decided by the Council of Governors in a meeting may be determined by written resolution. A written resolution shall, with any accompanying papers which are relevant, describe the matter to be decided and provide for governors to sign the resolution to confirm their agreement. A written resolution may comprise identical documents sent to all governors, each to be signed by a governor, or one document to be signed by all governors voting. A written resolution shall be passed only when at least three quarters of the governors approve the resolution in writing within the timescale imposed in such a notice. The Company Secretary shall keep records of all written resolutions.~~

3.9 ~~4.9~~-Suspension of council ~~standing orders~~Standing Orders

3.9.1 ~~4.9.1~~-Except where this would contravene any statutory provision, any one or more of these ~~Members' Council standing orders~~Standing Orders may be suspended at any meeting, provided that at least two-thirds of members of the ~~Members' Council~~of Governors are present and that a majority of those present vote in favour of suspension.

3.9.2 ~~4.9.2~~-A decision to suspend any ~~council standing order~~Standing Order shall be recorded in the minutes of the relevant meeting.

3.9.3 ~~4.9.3~~-A separate record of matters discussed during the suspension of any ~~Members' Council standing order~~Standing Order(s) shall be made and shall be available to the directors and ~~councillors~~governors.

3.9.4 ~~4.9.4~~-No formal business may be transacted by the ~~Members' Council~~of Governors while any ~~Members' Council standing order~~Standing Order is suspended.

3.9.5 ~~4.9.5~~-The Trust's audit committee shall review every decision to suspend any ~~Members' Council standing order~~Standing Order.

3.10 ~~4.10~~-Record of attendance

3.10.1 ~~4.10.1~~-The ~~names of the councillors present at the meeting shall~~minutes of each meeting of the Council of Governors shall record the name of each governor in attendance as well as the name of their constituency or, in the case of appointed governors, the name of the appointing organisation. The names (and any other relevant details) of any other persons in attendance shall also be recorded in the minutes.

3.11 ~~4.11~~-Minutes

3.11.1 ~~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 of the Council of Governors where they will be signed by the person presiding at it.

3.11.2 ~~4.11.2~~ No discussion shall take place upon the minutes except upon their accuracy or where the ~~Chairman~~Chair considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at such next meeting.

3.11.3 ~~4.11.3~~ Minutes shall be circulated in accordance with ~~the councillors' wishes~~a decision of the governors. 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~~of Governors Standing Order 3.1.2.

#### 4. ~~5~~-Committees

4.1 ~~5.1~~—The nominations and remuneration committee will comprise the ~~chairman~~Chair, the ~~deputy chairman~~Deputy Chair, two ~~councillors from the public constituency~~governors and/or patient and carer ~~constituency~~governors, one staff ~~councillor~~governor and one appointed ~~councillor~~governor. When the ~~Chairman~~Chair is being appointed or reappointed, the Deputy ~~Chairman~~Chair shall take his or her place, unless ~~he or she is~~they are standing for appointment, in which case another non-executive director shall take his or her place, and, when the ~~Chairman~~Chair's remuneration is being considered, the Deputy ~~Chairman~~Chair shall take ~~his or her~~their place.

4.2 ~~5.2~~The ~~Members' Council~~of Governors may not delegate any of its powers to a committee or sub-committee, but it may appoint committees to assist the ~~Members' Council~~of Governors in carrying out its functions. Such committees established by the ~~Members' Council~~of Governors may meet in private for reasons of commercial confidentiality or other special reasons if the members of the committee so decide.

4.3 ~~5.3~~The ~~Members' Council~~of Governors may appoint committees of the council consisting wholly of persons who are ~~councillors~~Non-councillorsgovernors. Persons who are not governors may attend such committees if appropriate under the committee's terms of reference but they shall have no vote.

4.4 ~~5.4~~A committee so appointed may appoint sub-committees consisting wholly of persons who are ~~councillors~~Non-councillorsgovernors. Persons who are not governors may attend such committees if appropriate under the committee's terms of reference but they shall have no vote.

4.5 ~~5.5~~These ~~Members' Council~~standing ordersof Governors 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~~of Governors.

4.6 ~~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~~Standing Orders.

4.7 ~~5.7~~The ~~Members' Council~~of Governors 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~~Chair and, if applicable, the ~~deputy chairman~~Deputy Chair of each committee and sub-committee.

4.8 ~~5.8 A councillor~~Any member of a committee 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. Any such meetings shall adopt the procedure agreed by the Council of Governors.

4.9 ~~5.9~~The ~~Members'~~Council of Governors may, through the ~~Trust~~Company Secretary, request that external advisors assist them or any committee they appoint in carrying out duties. Advisers will:

4.9.1 • not be designated ~~councillors~~governors;

4.9.2 • not have voting rights; and

4.9.3 • provide such assistance as the ~~Members'~~Council of Governors may agree.

## 5. ~~6~~Confidentiality

5.1 ~~6.1~~In the event of the ~~Members'~~Council of Governors, or any Committee established by the ~~Councillors~~Council of Governors, meeting in private for all or part of a meeting, ~~councillors~~governors shall not disclose ~~outside Members' Council meetings~~, the contents of the papers considered, discussions held or minutes of the items taken in private.

## 6. ~~7~~Disclosure of interestsDeclaration 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 the National Commissioning Board held by a National Commissioning Board councillor;~~
- ~~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.~~

#### 6.1 Declaration of interests

##### 6.1.1 Each governor shall declare:

6.1.1.1 any actual or potential, direct or indirect, financial interest which is material to any discussion or decision they are involved, or likely to be involved, in making, as described in Standing Orders 6.2.2 and 6.2.6 (subject to Standing Order 6.2.3);

6.1.1.2 any actual or potential, direct or indirect, non-financial professional interest, which is material to any discussion or decision they are involved, or likely to be involved, in making, as described in Standing Orders 6.2.4 and 6.2.6; and

6.1.1.3 any actual or potential, direct or indirect, non-financial personal interest, which is material to any discussion or decision they are involved, or likely to be involved, in making, as described in Standing Orders 6.2.5 and 6.2.6.

6.1.2 ~~7.4.2~~The responsibility for declaring an interest is solely that of the ~~councillor~~governor concerned and shall be declared to the ~~Trust~~Company Secretary:

6.1.2.1 ~~7.4.2.1~~—within 28 days of ~~election~~—~~or appointment~~commencement of that governor's term of office; or

6.1.2.2 ~~7.4.2.2~~—if arising later, within ~~75~~ days of the ~~councillor~~governor becoming aware of the interest.

#### ~~7.4.3—~~

6.1.3 If during the course of a Council of Governors meeting a governor has an interest of any sort in a matter which is the subject of

consideration the governor concerned shall disclose the fact, and the Chair shall decide what action to take. This may include excluding the governor from the discussion of the matter in which the governor has an interest and/or prohibiting the governor from voting any such matter.

6.1.4 Subject to Standing Order 6.2.3, if a governor has declared a financial interest in a matter (as described in Standing Order 6.2.2) they shall not take part in the discussion of that matter nor vote on any question with respect to that matter.

6.1.5 Any interest declared at a meeting of the Council of Governors and subsequent action taken should be recorded in the Council of Governors' meeting minutes. Any changes in interests should be declared at the next ~~Members' Council~~ Council of Governors 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.~~

## 6.2 Nature of interests

6.2.1 Interests which should be regarded as "material" are ones which a reasonable person would take into account when making a decision regarding the use of taxpayers' money because the interest has relevance to that decision. Material interests are to be interpreted in accordance with guidance issued by Monitor.

6.2.2 A financial interest is where a governor may receive direct financial benefits (by either making a gain or avoiding a loss) as a consequence of a decision that the Council of Governors makes. This could include:

6.2.2.1 directorships, including non-executive directorships held in any other organisation which is doing, or is likely to be doing business with the Trust;

6.2.2.2 employment in an organisation other than the Trust; or

6.2.2.3 a shareholding, partnerships, ownership or part ownership of an organisation which is doing, or is likely to do business with the Trust.

6.2.3 A governor shall not be treated as having a financial interest in any a matter by reason only:

6.2.3.1 of their membership of a company or other body, if they have no beneficial interest in any securities of that company or other body;

6.2.3.2 of shares or securities held in collective investment or pensions funds or units of authorised unit trusts;

6.2.3.3 of an interest in any company, body or person with which they are connected which is so remote or insignificant that it cannot reasonably be regarded as

likely to influence a governor in the consideration or discussion of or in voting on, any question with respect to that contract or matter; or

6.2.3.4 of any travelling or other expenses or allowances payable to a governor in accordance with the constitution.

6.2.4 A non-financial professional interest is where a governor may receive a non-financial professional benefit as a consequence of a decision that the Council of Governors makes, such as increasing their professional reputation or status or promoting their professional career. This could include situations where a governor is:

6.2.4.1 an advocate for a particular group of patients;

6.2.4.2 a clinician with a special interest;

6.2.4.3 an active member of a particular specialist body; or

6.2.4.4 an advisor for the Care Quality Commission or National Institute of Health and Care Excellence.

6.2.5 A non-financial personal interest is where a governor may benefit personally as a consequence of a decision that the Council of Governors makes in ways which are not directly linked to their professional career and do not give rise to a direct financial benefit. This could include where a governor is:

6.2.5.1 a member of a voluntary sector board or has a position of authority within a voluntary sector organisation with an interest in health and/or social care; or

6.2.5.2 a member of a lobbying or pressure group with an interest in health and/or social care.

6.2.6 A governor will be treated as having an indirect financial interest, indirect non-financial professional interest or indirect non-financial personal interest where they have a close association with another individual who has a financial interest, non-financial professional interest or a non-financial personal interest in a decision that the governor is involved in making. This includes material interests of:

6.2.6.1 close family members and relatives, including a spouse or partner or any parent, child, brother or sister of a governor;

6.2.6.2 close friends and associates; and

6.2.6.3 business partners.

6.2.7 ~~7.4.5~~ If ~~a councillor has~~governors have any doubt about the relevance or materiality of an interest, ~~he should discuss it with the Chairman or Trust Secretary who shall advise him on whether or not to disclose the~~this should be discussed with the Chair. Influence rather than the immediacy of the relationship is more important in assessing the relevance of an interest.



### 6.3 ~~7.5~~ Register of interests

6.3.1 ~~7.5.1~~—The ~~Trust~~Company Secretary will ensure that a register of interests is established to record formally declarations of interests of ~~councillors~~governors.

6.3.2 ~~7.5.2~~—Details of the register will be kept up to date and reviewed annually by the Council of Governors.

6.3.3 ~~7.5.3~~—The register will be available to the public.

## 7. ~~8~~ Compliance

7.1 ~~8.1~~—All members of the ~~Members'~~ Council of Governors 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.

7.2 ~~8.2~~—All members of the ~~Members'~~ Council of Governors 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.

7.3 ~~8.3~~—All members of the ~~Members'~~ Council of Governors are required to comply with any Code of Conduct adopted by the ~~Members'~~ Council ~~or the Board of Directors from time to time~~ of Governors.

## 8. ~~9~~ Resolution of disputes with the Trust 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.

- 8.1 ~~9.3~~ Should a dispute arise between the ~~council~~Council of Governors and the ~~Trust~~ Board ~~then the~~this disputes resolution procedure ~~set out below recognises the different roles of the council and the Board as described above~~shall apply.
- 8.2 ~~9.4~~ The ~~Chairman~~Chair, or Deputy ~~Chairman~~ (~~Chair~~ if the dispute involves the ~~Chairman~~)Chair, shall first endeavour through discussion with appropriate representatives of the ~~councillors~~governors and the directors to achieve the earliest possible resolution of the matter in dispute to the reasonable satisfaction of both parties.
- 8.3 ~~9.5~~ Failing resolution under ~~council standing order 9.4~~Standing Order 8.2 above, the ~~Trust~~ 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.
- 8.4 ~~9.6~~ The ~~Chairman~~Chair or Deputy ~~Chairman~~Chair (if the dispute involves the ~~Chairman~~)Chair) 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~~submitted to the next formal meeting of the ~~Trust~~ Board or ~~council~~the Council of Governors 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.
- 8.5 ~~9.7~~ The ~~Chairman~~Chair or Deputy ~~Chairman~~Chair (if the dispute involves the ~~Chairman~~)Chair) 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~~Standing Order 8.2 above shall be repeated.
- 8.6 ~~9.8~~ If, in the opinion of the ~~Chairman~~Chair or Deputy ~~Chairman~~Chair (if the dispute involves the ~~Chairman~~)Chair), and following the further discussions prescribed in council ~~standing order 9.7~~Standing Order 8.5, there is no further prospect of a full resolution or, if at any stage in the whole process, in the opinion of the ~~Chairman~~Chair or Deputy ~~Chairman~~Chair (as the case may be), there is no prospect of a resolution (partial or otherwise) then ~~he or she~~they shall appoint a special committee comprising equal numbers of directors and ~~councillors~~governors to consider the circumstances and to make recommendations to the council and the ~~Trust~~ Board with a view to resolving the dispute.
- 8.7 ~~9.9~~ On the satisfactory completion of this disputes procedure the ~~Trust~~ Board shall implement agreed changes.
- 8.8 ~~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~~decision of the Trust Board shall prevail.
- 8.9 ~~9.11~~ ~~Nothing~~In the event that the Council of Governors is of the opinion that the Trust has breached, or is about to breach, the terms of its authorisation, nothing in this procedure shall prevent the ~~Members' Council, if it so desires, of Governors~~ 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~~Monitor to that effect.

9. ~~10~~-Variation and amendment of these ~~standing orders~~Standing Orders

9.1 ~~10.1~~ These ~~standing orders~~Standing Orders shall be amended only if:

9.1.1 ~~10.1.1~~ a notice of motion has been given pursuant to ~~standing order~~Standing Order 4.5 of this Annex 8;

9.1.2 ~~10.1.2~~ more than half the total of the ~~councillors~~governors voting approve the amendment;

9.1.3 ~~10.1.3~~ more than half of the members of the Trust Board ~~of Directors~~ voting approve the amendment; and

9.1.4 ~~10.1.4~~ members' approval is obtained ~~(if required by statute)~~for any amendment to the role or duties of the Council of Governors.

## ANNEX 99

### Standing Orders for the Practice and Procedure of the Trust Board of Directors

#### 1. ~~4~~ Interpretation and definitions

1.1 The definition and interpretation of words and expressions contained in these Standing Orders are as set out at paragraph 1 of the constitution.

1.2 ~~4.1~~ Save as otherwise permitted by law, ~~at any meeting~~ the ~~Chairman~~Chair 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~~these paragraphs and the Standing Orders (on which they should be advised by the Chief Executive~~.)~~ or Company Secretary).

~~4.2~~ 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:

~~4.2.1~~ “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;

~~4.2.2~~ “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;

~~4.2.3~~ “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;

~~4.2.4~~ “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;

~~4.2.5~~ Chief Executive means the chief officer of the Trust.

~~4.2.6~~ “clear days” excludes the date of posting and the date of the meeting itself.

~~4.2.7~~ “Commissioning” means the process for determining the need for and obtaining the supply of healthcare and related services by the Trust within available resources;

~~4.2.8~~ “committee” means a committee appointed by the Board;

~~4.2.9~~ “Committee Members” means persons formally appointed by the Board to sit on or to chair specific committees;

~~4.2.10~~ “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;

~~4.2.11~~ “council” means the Members’ Council (as defined in paragraph 1 of the constitution), 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;~~

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

~~1.2.19 “Monitor” or “the regulator” is the body corporate known as Monitor as provided by Section 61 of the 2012 Act.~~

~~1.2.20 “senior independent director” means the senior independent non-executive director, appointed by the Board in consultation with the Members’ Council.~~

~~1.2.21 “SFIs” means the Trust’s standing financial instructions from time to time;~~

~~1.2.22 “SOs” or “Standing Order” means these standing orders set out in this Annex 9;~~

~~1.2.23 “Trust” means Great Ormond Street Hospital NHS Foundation Trust;~~

~~1.2.24 “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 these 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 6 independent non-executive directors;~~

~~4.1.3 not more than 6 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;~~

~~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" (as defined in the NHS Foundation Trust Code of Governance) in consultation with the Members' Council, for such a period not exceeding the remainder of his term as a Non-Executive Director, as they may specify on appointing him.

~~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.

## 2. ~~10~~ **Meetings of the Trust Board of Directors**

2.1 ~~Subject to paragraph 2.2 below, all meetings of the Trust Board are to be open to members of the public.~~

2.2 ~~10.1~~ The Trust Board may resolve to exclude members of the public or staff from any meeting or part of meeting on the grounds that:

2.2.1 ~~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 Trust Board; or

2.2.2 ~~10.1.2~~ there are special reasons stated in the resolution and arising from the nature of the business of the proceedings.

2.3 ~~10.2~~ The ~~Chairman~~Chair may exclude any member of the public or staff from a meeting of the Trust Board if that person is interfering with or preventing the proper conduct of the meeting.

2.4 ~~10.3~~ Nothing in the ~~SOs~~Standing Orders shall require the Trust 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 Trust Board.

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

### 3. ~~11~~ **Calling and Notice of Meetings**

3.1 ~~11.1~~ Save in the case of emergencies or the need to conduct urgent business, the ~~Trust~~Company Secretary shall give at least fourteen clear days' written notice of the date and place of every meeting of the Trust Board ~~of Directors~~ to all directors. Notice will be given by post or by email and also be published on the Trust's website.

3.2 ~~11.2~~ Meetings of the Trust Board ~~of Directors~~ may be called by the ~~Trust~~Company Secretary, the ~~Chairman~~Chair, or by four ~~Directors~~directors who give written notice to the ~~Trust~~Company Secretary specifying the business to be carried out. The ~~Trust~~Company 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 clear days' but not more than twenty eight days' notice.

3.3 ~~11.3~~ Lack of service of such a notice on any ~~member~~director shall not affect the validity of a meeting.

### 4. ~~12~~ **Agenda and supporting papers**

4.1 ~~12.1~~ A ~~Board member~~director desiring other matters to be included on an agenda shall make his or her request known to the ~~chair~~Chair, in writing at least seven ~~{(7)}~~ clear days before the meeting. The ~~Board member~~director 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 clear days but more than three clear days before a meeting such item of business may, at the discretion of the ~~Chairman~~Chair, be included and shall be tabled as an agenda item at the commencement of the relevant meeting.

### 5. ~~13~~ **Petitions**

5.1 ~~13.1~~ Where a petition has been received by the Trust, the ~~Chairman~~Chair shall include the petition as an item for the agenda of the next meeting.

### 6. ~~14~~ **ChairmanChair of the Meeting**

6.1 ~~14.1~~ At ~~anya~~ meeting of the Trust Board, the ~~Chairman~~Chair, if present, shall preside. If the ~~Chairman~~Chair 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~~Chair shall preside.

6.2 ~~14.2~~ If the ~~Chairman~~Chair is absent ~~temporarily on the grounds of a declared~~from part of a meeting of the Trust Board due to a conflict of interest the Deputy ~~Chairman, if present,~~Chair shall preside. If the ~~Chairman and Deputy Chairman are absent, or are disqualified from participating~~Chair is absent, or unable to participate in that part of the meeting due to a conflict of interest, then the remaining non-executive directors present shall choose which non-executive director present shall preside for that part of the meeting.

## 7. ~~15~~ Notices of motion

7.1 ~~15.1 A member of the board~~A director desiring to move or amend a motion shall send a written notice thereof at least seven clear days before the meeting to the ~~Chairman~~Chair. The ~~Chairman~~Chair shall insert in the agenda for the meeting all notices so received. This ~~SO 15.1~~Standing Order 7.1 shall not prevent any motion being moved during the meeting, without notice, on any business mentioned on the agenda.

## 8. ~~16~~ Withdrawal of motion or amendments

8.1 ~~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~~Chair.

## 9. ~~17~~ Motion to rescind a resolution

9.1 ~~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~~director who gives it and also the signature of 4 other ~~Board members~~directors. When any such motion has been disposed of by the Trust Board, it shall not be for any ~~member~~directors other than the ~~Chairman~~Chair to propose a motion to the same effect within 6 months. The ~~Chairman~~Chair may do so, however, if ~~he or she considers~~they consider it appropriate.

## 10. ~~18~~ Motions

10.1 ~~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.

10.2 ~~18.2~~ When a motion is under discussion, or immediately prior to discussion, it shall be open to a ~~member~~director to move:

10.2.1 ~~18.2.1~~ an amendment to the motion;

10.2.2 ~~18.2.2~~ the adjournment of the discussion or the meeting;

10.2.3 ~~18.2.3~~ the appointment of an ad hoc committee to deal with a specific item of business;

10.2.4 ~~18.2.4~~ that the meeting proceed to the next business;

10.2.5 ~~18.2.5~~ that the motion be now put; or

10.2.6 ~~18.2.6~~ a motion resolving to exclude the public, including the press.

10.3 ~~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~~Chair 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~~, Standing Order 10.2.4 and Standing Order 10.2.5, to ensure objectivity motions may only be put by a director who has not previously taken part in the debate on the original motion.

## 11. ~~19~~ChairmanChair's ruling

11.1 ~~19.1~~ The decision of the ~~Chairman~~Chair of the meeting (with advice from the Company Secretary) on questions of order, relevancy and regularity (including procedure on handling motions) and ~~his~~their interpretation of the ~~SOs and SFIs~~Standing Orders and Standing Financial Instructions, at the meeting, shall be final and observed at the meeting.

## 12. ~~20~~Voting

12.1 ~~20.1~~ Questions arising at a meeting of the Trust Board shall be decided by a majority of votes.

12.2 ~~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.

12.3 ~~20.3~~ No resolution of the Trust 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.

12.4 ~~20.4~~ At the discretion of the ~~Chairman~~Chair, all questions put to the vote shall be determined by a show of hands, unless the ~~Chairman~~Chair directs otherwise, or it is proposed, seconded and carried that a vote be taken by paper ballot.

12.5 ~~20.5~~ If a ~~member~~director so requests, his vote shall be recorded by name.

12.6 ~~20.6~~ Subject to ~~SO 20.7~~Standing Order 12.7 below, in no circumstances may an absent ~~member~~director vote by proxy. Absence is defined as being absent at the time of the vote.

12.7 ~~20.7~~ An officer, who has been appointed formally by the Trust Board to act up for an executive director of the ~~board~~Trust 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.

12.8 ~~20.8~~ An officer attending the Trust 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.

## 13. ~~21~~Minutes

13.1 ~~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.

13.2 ~~21.2~~—No discussion shall take place upon the minutes except upon their accuracy or where the ~~Chairman~~Chair considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at the next meeting.

13.3 ~~21.3~~—Minutes shall be circulated in accordance with ~~Board members~~directors' 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 Trust Board of Directors' Standing Order ~~10.1.2.2~~.

#### 14. ~~22~~ Record of Attendance

14.1 ~~22.1~~—The names and job titles of the ~~Chairman~~Chair and the other directors/~~members~~ present at the meeting shall be recorded in the minutes.

#### 15. ~~23~~ Quorum

15.1 ~~23.1~~—No business shall be transacted at a meeting unless at least five directors are present including: ~~not less than~~

15.1.1 at least two ~~independent~~ non-executive directors, one of whom must be the ~~Chairman of the Trust~~Chair or the Deputy ~~Chairman of the Board~~Chair, unless either of them are absent for part of a meeting due to a conflict of interest; and

15.1.2 not less than two executive directors, one of whom must be the Chief Executive or another executive director nominated by the Chief Executive.

15.2 ~~23.2~~—An officer in attendance for an executive director but without formal acting up status may not count towards the quorum.

15.3 ~~23.3~~—If the ~~Chairman~~Chair or ~~Board member~~director has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of a declaration of a conflict of interest (see ~~Board of Directors~~ Standing Orders ~~31 and 32~~Order 23), 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.

15.4 The Trust 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. However, subject to ~~SO 20.7~~Standing Order 12.7 above, in no circumstances shall this paragraph be construed as allowing an absent ~~member~~director to vote by proxy.

#### 16. ~~24~~ Joint ~~members~~directors

16.1 ~~24.1~~—Where more than one person is appointed jointly as a member of the Trust Board, those persons shall count as one person.

16.2 ~~24.2~~—Where the office of a member of the Trust Board is shared jointly by more than one person:

- 16.2.1 ~~24.2.1.1~~ either or both those persons may attend or take part in meetings of the Trust Board;
- 16.2.2 ~~24.2.1.2~~ if both are present at a meeting they should cast one vote if they agree;
- 16.2.3 ~~24.2.1.3~~ in the case of disagreements no vote should be cast: and
- 16.2.4 ~~24.2.1.4~~ The presence of either or both those persons should count as the presence of one person for the purpose of Trust Board ~~of Directors~~ Standing Order ~~23-15~~.

## 17. ~~25~~ Urgent decisions

- 17.1 ~~25.1~~ Where a matter requiring decision arises for which, under normal circumstances, the approval of the Trust Board would be appropriate but which could not be obtained in the timescale within which action is required, either the ~~Chairman~~Chair or the Chief Executive is authorised to act (the latter with the prior consent of the ~~Chairman~~Chair or, in the absence of the ~~Chairman~~Chair, the Deputy ~~Chairman~~Chair). When action is taken under this authority, the ~~Chairman~~Chair or Chief Executive shall seek endorsement of the Trust Board at its next formal meeting.

## 18. ~~26~~ Delegation to committees

- 18.1 ~~26.1~~ Any of these powers may be delegated to a committee of directors or to an executive director.
- 18.2 ~~26.2~~ The Trust Board ~~of Directors~~ shall ~~have various~~ establish 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~~ of Governors) and a Trust Board ~~of Directors~~ remuneration committee.
- 18.3 ~~26.3~~ Each such committee, and any sub-committee, shall have such terms of reference and powers as the Trust Board ~~of Directors~~ shall determine from time to time. Such terms of reference shall have effect as if incorporated into these Standing Orders.
- 18.4 ~~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 Trust Board.
- 18.5 ~~26.5~~ The Trust 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~~ Standing Order 18, as applicable.

## 19. ~~27~~ Committees established by the Trust Board

- 19.1 ~~27.1~~ The committees to be established by the Trust Board shall include the following:
  - 19.1.1 ~~27.1.1~~ Audit Committee

An audit committee will be established and constituted to provide the Trust 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 [Trust](#) 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.

#### 19.1.2 ~~27.1.2~~ [Trust](#) Board ~~of Directors'~~ Remuneration Committee

A [Trust](#) Board ~~of Directors'~~ 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.~~

#### 19.1.3 ~~27.1.4~~ [Trust](#) Board ~~of Directors'~~ Nominations Committee

A [Trust](#) Board ~~of Directors'~~ nominations committee will be established and constituted. The duties of and decisions to be taken by the committee are contained in the relevant part of the schedule of reservation and delegation of powers.

The committee, with external advice as appropriate, is responsible for the identification and nomination of executive directors.

## 20. ~~28~~ Delegation to officers

20.1 ~~28.1~~ Those functions of the Trust which have not been retained as reserved by the [Trust](#) 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~~ [they](#) will perform personally and shall nominate officers to undertake the remaining functions for which ~~he or she~~ [they](#) will still retain accountability to the [Trust](#) Board.

20.2 ~~28.2~~ The Chief Executive shall prepare a scheme of delegation identifying his or her proposals, which shall be considered and approved by the [Trust](#) 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 Trust Board, as it see fit.

20.3 ~~28.3~~ Nothing in the scheme of delegation shall impair the discharge of the direct accountability to the Trust Board of the director responsible for finance to provide information and advise the Trust 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.

## 21. ~~29~~ Confidentiality

21.1 ~~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 Trust Board or shall otherwise have concluded the matter.

21.2 ~~29.2~~ A director of the Trust or a member of a committee shall not disclose any matter reported to the Trust Board or otherwise dealt with by the committee notwithstanding that the matter has been reported or action has been concluded if the Trust Board or committee shall resolve that it is confidential.

## 22. ~~30~~ Additional Provisions

22.1 ~~30.1~~ The Trust Board may establish additional protocols and procedures for the operation of the Trust Board ~~of Directors~~, and the economic, effective and efficient operation and good governance of the Trust generally from time to time as appropriate.

## 23. ~~31 Disclosure of interests~~ Declaration 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.~~

### 23.1 Declaration of interests

23.1.1 Each director shall comply with paragraph 32 of the constitution regarding conflicts of interest.

23.1.2 Interests that a required to be declared by a director in accordance with paragraph 32.5 of the constitution are:

23.1.2.1 any actual or potential, direct or indirect, financial interest which is material to any discussion or decision they are involved, or likely to be involved, in making, as described in Standing Orders 23.2.2 and 23.2.6 (subject to Standing Order 23.2.3); and

23.1.2.2 any actual or potential, direct or indirect, non-financial professional interest, which is material to any discussion or decision they are involved or likely to be involved in making, as described in Standing Orders 23.2.4 and 23.2.6; and

- 23.1.2.3 any actual or potential, direct or indirect, non-financial personal interest, which is material to any discussion or decision they are involved or likely to be involved in making, as described in Standing Orders 23.2.5 and 23.2.6.
- 23.1.3 An interest must be declared under paragraph 32.5 of the constitution to the Company Secretary:
- 23.1.3.1 within five days of the director's appointment; or
- 23.1.3.2 if arising later, as soon as reasonably practicable following that director becoming aware of the interest.
- 23.1.4 If during the course of a meeting the Trust Board, a director has an interest of any sort in a matter which is the subject of consideration the director concerned shall disclose the fact, and the Chair shall decide what action to take. This may include excluding the director from the discussion of the matter in which the director has an interest and/or prohibiting the governor from voting any such matter.
- 23.1.5 Subject to Standing Order 23.2.6, if a director has declared a financial interest in a matter (as described in Standing Order 23.2.2) they shall not take part in the discussion of that matter nor vote on any question with respect to that matter.
- 23.1.6 Any interest declared at a meeting of the Trust Board and subsequent action taken should be recorded in the meeting minutes of the meeting. Any changes in interests should be declared at the next Trust Board meeting following the change occurring.
- 23.1.7 This Standing Order 23.1 applies to a committee or sub-committee and to a joint committee or sub-committee as it applies to the Trust Board and applies to a member of any such committee or sub-committee (whether or not they are also a member of the Trust) as it applies to a member of the Trust.
- 23.2 Nature of interests
- 23.2.1 Interests which should be regarded as "material" are ones which a reasonable person would take into account when making a decision regarding the use of taxpayers' money because the interest has relevance to that decision. Material interests are to be interpreted in accordance with guidance issued by Monitor.
- 23.2.2 ~~31.2 Such interests include (without limitation):~~ A financial interest is where a director may receive direct financial benefits (by either making a gain or avoiding a loss) as a consequence of a decision that the Trust Board makes. This could include:
- 23.2.2.1 ~~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)any other organisation which is doing, or is likely to be doing business with the Trust;

- ~~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.~~

~~23.2.2.2 employment in an organisation other than the Trust; or~~

~~23.2.2.3 a shareholding, partnerships, ownership or part ownership of an organisation which is doing, or is likely to do business with the Trust.~~

~~23.2.3 A director shall not be treated as having a financial interest in any a matter by reason only:~~

~~23.2.3.1 of their membership of a company or other body, if they have no beneficial interest in any securities of that company or other body;~~

~~23.2.3.2 of shares or securities held in collective investment or pensions funds or units of authorised unit trusts;~~



- 23.2.3.3 of an interest in any company, body or person with which they are connected which is so remote or insignificant that it cannot reasonably be regarded as likely to influence a governor in the consideration or discussion of or in voting on, any question with respect to that contract or matter; or
- 23.2.3.4 of any remuneration or allowances payable to a director in accordance with the constitution.
- 23.2.4 A non-financial professional interest is where a director may receive a non-financial professional benefit as a consequence of a decision that the Trust Board makes, such as increasing their professional reputation or status or promoting their professional career. This could include situations where a director is:
- 23.2.4.1 an advocate for a particular group of patients;
- 23.2.4.2 a clinician with a special interest;
- 23.2.4.3 an active member of a particular specialist body; or
- 23.2.4.4 an advisor for the Care Quality Commission or National Institute of Health and Care Excellence.
- 23.2.5 A non-financial personal interest is where a director may benefit personally as a consequence of a decision that the Trust Board makes in ways which are not directly linked to their professional career and do not give rise to a direct financial benefit. This could include where a governor is:
- 23.2.5.1 a member of a voluntary sector board or has a position of authority within a voluntary sector organisation with an interest in health and/or social care; or
- 23.2.5.2 a member of a lobbying or pressure group with an interest in health and/or social care.
- 23.2.6 A director will be treated as having an indirect financial interest, indirect non-financial professional interest or indirect non-financial personal interest where they have a close association with another individual who has a financial interest, non-financial professional interest or a non-financial personal interest in a decision that the director is involved in making. This includes material interests of:
- 23.2.6.1 close family members and relatives, including a spouse or partner or any parent, child, brother or sister of the director;
- 23.2.6.2 close friends and associates; and
- 23.2.6.3 business partners.
- 23.2.7 ~~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. directors have any doubt about the relevance or materiality of an interest, this should be discussed with the Chair. Influence rather than the

immediacy of the relationship is more important in assessing the relevance of an 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.~~

### 23.3 Register of interests

23.3.1 The Company Secretary will ensure that a register of interests is established to record formally declarations of interests of directors.

23.3.2 Details of the register will be kept up to date and reviewed annually by the Trust Board.

23.3.3 The register will be available to the public.

## 24. ~~33~~ **Canvassing of and Recommendations by Members in Relation to Appointments**

24.1 ~~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.

24.2 ~~33.2~~ A member of the Trust 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.

24.3 ~~33.3~~ Informal discussions outside appointment panels or committees, whether solicited or unsolicited, should be declared to the panel or committee.

## 25. ~~34~~ **Relatives of Members of the Board or Officers of the Trust**

25.1 ~~34.1~~ The ~~Chairman~~Chair and every member and officer of the Trust shall disclose to the Trust Board any relationship between ~~himself~~themselves 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 Trust Board any such disclosure made.

25.2 ~~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.

25.3 ~~34.3~~ Where the relationship to a member of the Trust is disclosed, the provisions of Standing Orders 31 and 32 may apply.

## 26. ~~35~~ **Standards of business conduct**

26.1 ~~35.1~~ Directors of the Trust shall comply with standing financial instructions prepared by the director of finance and approved by the Trust Board for the guidance of all staff employed by the Trust.

26.2 ~~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.

~~26.3~~ ~~35.3~~ Each director will uphold the seven principles of public life as detailed by the Nolan Committee.

## 27. ~~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.

27.1 Directors must comply with the Trust's policy on gifts and hospitality as is in place from time to time.

## 28. ~~37~~ Custody of Seal

28.1 ~~37.1~~ The common seal of the Trust shall be the responsibility of the ~~Trust~~Company Secretary and kept in a secure place.

## 29. ~~38~~ Sealing of Documents

29.1 ~~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.

29.2 ~~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~~the director of finance and authorised and countersigned by the chief executive, or an officer nominated by ~~him or her~~the Chief Executive who shall not be within the originating directorate.

29.3 ~~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.

## 30. ~~39~~ Register of Sealing

30.1 ~~39.1~~ An entry of every sealing shall be made and numbered consecutively in a ~~book~~record 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 Trust Board at ~~least quarterly~~. ~~The report shall contain details of the seal number, the description of the document and the date of sealing.~~the next meeting of the Trust Board.

## 31. ~~40~~ Signature of documents

31.1 ~~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 Trust Board shall have delegated the necessary authority to some other person for the purpose of such proceedings.

31.2 ~~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).

31.3 ~~40.3~~–The Chief Executive or nominated officers shall be authorized, by resolution of the Trust 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

## 32. ~~41~~–Schedule of Matters Reserved to the Trust and Scheme of Delegation of powers

32.1 ~~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.

## 33. ~~42~~–Suspension of Standing Orders

33.1 ~~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.

33.2 ~~42.2~~–The reason for the suspension shall be recorded in the Board minutes.

33.3 ~~42.3~~–A separate record of matters discussed during the suspension of Standing Orders shall be made and shall be available to the ~~Chairman~~Chair and members of the Trust.

33.4 ~~42.4~~–No formal business may be transacted while Standing Orders are suspended.

33.5 ~~42.5~~–The Audit Committee shall review every decision to suspend Standing Orders.

## 34. ~~43~~–Variation and amendment of these ~~standing orders~~Standing Orders

34.1 ~~43.1~~–These Standing Orders shall be amended only if:

34.1.1 ~~43.2~~–a notice of motion has been given pursuant to Standing Order ~~157~~ of this Annex-9; and

34.1.2 ~~43.3~~–more than half the total of ~~councillors~~governors voting approve the amendment;

34.1.3 ~~43.4~~–more than half of the members of the Trust Board ~~of Directors~~ voting approve the amendment (including no fewer than half the total of the Trust’s independent non-executive directors);

34.1.4 ~~43.5~~–members’ approval is obtained (if required by statute); and

34.1.5 ~~43.6~~—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

35. ~~44~~**Duty to report non-compliance with Standing Orders and Standing Financial Instructions**

35.1 ~~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 Trust 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~~Company Secretary as soon as possible.

36. ~~45~~**Review of Standing Orders**

36.1 ~~45.1~~ These Standing Orders shall be reviewed periodically by the Trust Board. The requirement for review extends to all documents having the effect as if incorporated in Standing Orders.

**ANNEX 10**  
**10**

**Further Provisions – Members**

**1.** ~~1~~ **Restriction on membership**

1.1 In addition to ~~paragraphs 10.1—10.3~~paragraph 10 of the constitution, the following ~~will~~restrictions on membership apply:

1.1.1 The following will not be eligible to become or continue a member of the Trust:

1.1.1.1 ~~4.1.2~~ 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;~~

1.1.1.2 ~~4.1.3~~ an individual who exhibits inappropriate conduct (as agreed by a majority of the ~~councillors~~governors present and voting at a meeting of the ~~Members' Council~~of Governors), 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;~~

1.1.1.3 ~~4.1.4~~ a person who is deemed a vexatious or persistent complainant or litigant against the Trust without reasonable cause, as determined by the ~~Trust Board of Directors~~ for initial members, and thereafter by the ~~Members' Council~~, ~~shall not be eligible to become or continue as a member~~Council of Governors.

1.1.2 ~~4.1.5~~ 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.** ~~2~~ **Termination of Membership**

2.1 A member shall cease to be a member if:

2.1.1 ~~2.1.2 he resigns~~they resign by notice in writing to the ~~Trust Company~~ Secretary or ~~Chairman~~Chair;

2.1.2 they cease to be eligible to continue to as a member under paragraph 1.1.1 of this Annex;

2.1.3 ~~he is~~they are expelled from membership under paragraph 3 of this constitution~~Annex~~;

2.1.4 ~~he ceases~~they cease 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;

- 2.1.5 if it appears to the ~~Trust~~Company Secretary that ~~he~~they no longer ~~wishes~~wish to be a member of the Trust, and after enquiries made in accordance with a process approved by the ~~Members'~~Council of Governors, ~~he fails~~they fail to demonstrate that ~~he wishes~~they wish to continue to be a member of the Trust; or
- 2.1.6 ~~he dies.~~they die.

### 3. ~~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~~governors present and voting at a general meeting of the ~~Members'~~Council of Governors. The following procedure is to be adopted.

3.1.1 ~~3.1.2~~ any member may complain to the ~~Trust~~Company Secretary that another member has acted in a way detrimental to the interests of the Trusts;

3.1.2 ~~3.1.3~~ if a complaint is made, the ~~Members'~~Council of Governors 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 ~~3.1.3.1~~ dismiss the complaint and take no further action;

3.1.2.2 ~~3.1.3.2~~ 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 ~~3.1.3.3~~ arrange for a resolution to expel the member complained of to be considered at the next General Meeting of the ~~Members'~~Council of Governors.

3.1.3 ~~3.1.4~~ If a resolution to expel a member is to be considered at a General Meeting of the ~~Members'~~Council of Governors, 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 ~~3.1.5~~ At the meeting, the ~~Members'~~Council of Governors 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 ~~3.1.6~~ 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~~Chair of the meeting that the resolution to expel ~~him~~such member is carried.

3.3 No person who has been expelled from membership is to be re-admitted except by a resolution ~~carried~~passed by ~~the~~a majority vote of two-thirds of the ~~Members'~~Council of Governors present and voting at a general meeting.

### 4. Membership disputes

4.1 In the event of any dispute about the entitlement to membership the dispute shall be referred to the Company Secretary who shall make a determination on the point in issue. If the member is not satisfied with the Company Secretary's decision they may appeal in writing within 14 days of the Company Secretary's decision to the Chair whose decision shall be final.

**5. 4 Members' ~~meeting~~meetings**

~~4.1 The Trust is to hold a members' meeting within nine months of the end of each financial year.~~

5.1 ~~4.2~~ All members meetings other than ~~annual meetings outlined in 4.1~~ Annual Members' Meetings are called special members' meetings.

5.2 ~~4.3~~—Members meetings are open to all members of the Trust, ~~councillors~~ governors and directors, and representatives of the auditor, and to members of the public unless the ~~Members'~~ Council of Governors decides otherwise

5.3 ~~4.4~~—The ~~Members'~~ Council of Governors 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.

5.4 ~~4.5~~ All members' meetings are to be convened by the ~~Trust~~ Company Secretary by order of the ~~Members'~~ Council of Governors.

5.5 ~~4.6~~ The ~~Members'~~ Council of Governors may:

5.5.1 ~~4.6.2~~ arrange for a members' meeting to be held in different venues each year;

5.5.2 ~~4.6.3~~ make provisions for a members' meeting to be held at different venues simultaneously or at different times. In making such provision the ~~Members'~~ Council of Governors 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.

5.6 ~~4.7~~ At the members' meeting:

5.6.1 ~~4.7.2~~ the Trust Board ~~of Directors~~ shall present to the members:

5.6.1.1 ~~4.7.2.1~~ the annual accounts;

5.6.1.2 ~~4.7.2.2~~ any report of the auditor; and

5.6.1.3 ~~4.7.2.3~~ forward planning information for the next financial year;

5.6.2 ~~4.7.3~~ the ~~Members'~~ Council of Governors shall present a report on:

5.6.2.1 ~~4.7.3.1~~ 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;

5.6.2.2 ~~4.7.3.2~~ the progress of the membership strategy; and



- ~~5.6.2.3~~ ~~4.7.3.3~~ any proposed changes to the policy for the composition of the ~~Members'~~ Council of Governors and of the non-executive directors; and
- ~~5.6.3~~ ~~4.7.4~~—the results of the election and appointment of ~~councillors~~governors and the appointment of non-executive directors will be announced.
- ~~5.7~~ ~~4.8~~ Notice of a members' meeting is to be given:
- ~~5.7.1~~ ~~4.8.2~~ by notice to all members;
- ~~5.7.2~~ ~~4.8.3~~ by notice prominently displayed at the head office and at all of the Trust's places of business; and
- ~~5.7.3~~ ~~4.8.4~~ by notice on the Trust's website
- at least 14 clear days before the date of the meeting. The notice must:
- ~~5.7.4~~ ~~4.8.5~~ be given to the ~~Members'~~ Council of Governors and the Trust Board ~~of Directors~~, and to the auditor;
- ~~5.7.5~~ ~~4.8.6~~ state whether the meeting is an ~~annual meeting or~~ Annual Members Meeting or a special members' meeting;
- ~~5.7.6~~ ~~4.8.7~~ give the time, date and place of the meeting; and
- ~~5.7.7~~ ~~4.8.8~~ indicate the business to be dealt with at the meeting.
- ~~5.8~~ ~~4.9~~ The Trust may make arrangements for members to vote by post, or by using electronic communications.
- ~~5.9~~ ~~4.10~~ It is the responsibility of the ~~Members'~~ Council of Governors, the ~~chairman~~ Chair of the meeting and the ~~Trust~~ Company Secretary to ensure that at any members' meeting:
- ~~5.9.1~~ ~~4.10.2~~ the issues to be decided are clearly explained;
- ~~5.9.2~~ ~~4.10.3~~ sufficient information is provided to members to enable rational discussion to take place.
- ~~5.10~~ ~~4.11~~ No business may be conducted at a members' meeting unless a quorum is present. The quorum for members' meetings is the ~~Chairman~~ Chair (or Deputy ~~Chairman~~ Chair) and at least one member from each of the public constituency, patient and carer constituency and staff constituency.
- ~~5.11~~ ~~4.12~~ At a ~~member's~~ members' meeting, the ~~Chairman~~ Chair, if present, shall preside. If the ~~Chairman~~ Chair is absent from the meeting the Deputy ~~Chairman~~ Chair shall preside. If the ~~Chairman~~ Chair and Deputy ~~Chairman~~ Chair are absent then ~~the Lead Councillor~~ another non-executive director shall preside. If no non-executive directors are available the Lead Governor shall preside for that part of the meeting.
- ~~5.12~~ ~~4.13~~ If the ~~Chairman~~ Chair is absent temporarily on the grounds of a declared conflict of interest the Deputy ~~Chairman~~ Chair, if present, shall preside. If the ~~Chairman~~ Chair and Deputy ~~Chairman~~ Chair are disqualified from participating, then ~~the Lead Councillor~~ another non-executive director shall preside. If all the

non-executive directors are disqualified the Lead Governor shall preside for that part of the meeting.

5.13 ~~4.14~~ 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 of Governors 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.

5.14 ~~4.15~~ A resolution put to the vote at a members' meeting shall be decided upon by a poll.

5.15 ~~4.16~~ 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~~Chair of the meeting is to have a second and casting vote.

5.16 ~~4.17~~ The result of any vote will be declared by the ~~Chairman~~Chair and entered in the ~~minute book~~minutes. The ~~minute book~~minutes 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 a mediator agreed by the parties or, in the absence of agreement, to be nominated by the Centre for Effective Dispute Resolution (CEDR). The mediator'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 the Secretary of State as to:~~

~~3.2.1 the methods and principles according to which the accounts are to be prepared;~~

~~3.2.2 the content and form of 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 within such a period as the regulator may direct.~~

#### ~~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.~~

Document comparison by Workshare Compare on 17 July 2018 13:35:14

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Document 1 ID	interwovenSite://IDMS1BRS/ACTIVE1/128209189/1
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Document 2 ID	interwovenSite://IDMS1BRS/ACTIVE1/128261128/2
Description	#128261128v2<ACTIVE1> - Revised constitution DRAFT 2 CLEAN
Rendering set	Standard

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Deleted cell	
Moved cell	
Split/Merged cell	
Padding cell	

Statistics:	
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Deletions	2102
Moved from	45
Moved to	45
Style change	0
Format changed	0
Total changes	3708

# GREAT ORMOND STREET HOSPITAL FOR CHILDREN NHS FOUNDATION TRUST

## CODE OF CONDUCT FOR GOVERNORS

### 1. Introduction

- 1.1 It is important that Great Ormond Street Hospital for Children NHS Foundation Trust (the Trust) enjoys the confidence of its stakeholders so it is essential that each person involved in the governance of the Trust adopts the highest standards of conduct.
- 1.2 This document is the Code of Conduct for the Trust's Governors (the Code), the members of the Council of Governors (the COG) which is part of the Trust's governance structure as defined in its Constitution. The Code sets out the standards of conduct which the Trust expects of its Governors.
- 1.3 This Code should be read in conjunction with the Constitution and other documents relevant to the governance of the Trust, as defined in Appendix A, as well as the Foundation Trust Code of Governance<sup>1</sup>. If there is any discrepancy between this Code and the Constitution or any document defined in Appendix A, those documents shall prevail.

### 2. Application of this Code

- 2.1 This Code applies to Governors when they are acting in that capacity.
- 2.2 Whilst this is the case, the Trust recognises that the Governor role is part-time and unpaid so the Trust will act proportionately and reasonably when applying the expectations set out in this Code while also maintaining standards of conduct that are commensurate with the important role which Governors have in the governance of the Trust.
- 2.3 This Code applies to Governors when acting in any another capacity only in the event that there are concerns about a Governor's conduct when they are acting in such other capacity and those concerns are relevant to the person's role as a Governor. The Trust will act proportionately and reasonably when applying this Code in any such circumstances.

### 3. Values and Principles

- 3.1 As holders of office in the Trust, a public authority, Governors are required to adopt the Principles of Public Life<sup>2</sup> which are as follows:
  - 3.1.1 Selflessness: Holders of public office should act solely in terms of the public interest.
  - 3.1.2 Integrity: Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.
  - 3.1.3 Objectivity: Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.
  - 3.1.4 Accountability: Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny

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<sup>1</sup> The Foundation Trust Code of Governance is available [here](#).

<sup>2</sup> The Principles of Public Life are defined [here](#).

necessary to ensure this.

- 3.1.5 Openness: Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.
  - 3.1.6 Honesty: Holders of public office should be truthful.
  - 3.1.7 Leadership: Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.
- 3.2 Governors are also expected to support the core principles of the NHS as defined in the NHS Constitution<sup>3</sup> and summarised below:
- 3.2.1 The NHS provides a comprehensive service, available to all.
  - 3.2.2 Access to NHS services is based on clinical need, not an individual's ability to pay.
  - 3.2.3 The NHS aspires to the highest standards of excellence and professionalism.
  - 3.2.4 The NHS aspires to put patients at the heart of everything it does.
  - 3.2.5 The NHS works across organisational boundaries and in partnership with other organisations in the interests of patients, local communities and the wider population.
  - 3.2.6 The NHS is committed to providing best value for taxpayers' money and the most effective, fair and sustainable use of finite resources.
  - 3.2.7 The NHS is accountable to the public, communities and patients that it serves.
- 3.3 Governors are also required to adopt the Trust's values (the Always Values), which, with the associated behavioural standards, are as follows:
- 3.3.1 Always Welcoming: respect, smiles, friendly
  - 3.3.2 Always Helpful: understanding, helps others, patient, reliable
  - 3.3.3 Always Expert: professional, safe, excellence, improving
  - 3.3.4 Always One Team: listen, communicate, involve, open
- 3.4 Each value is underpinned by behavioural standards which Governors are expected to display at all times. A full description of the Always Values and the associated behaviours will be given to Governors by the Company Secretary.
- 3.5 Governors are also expected to adopt and comply with any codes of conduct or policies of the Trust which describe standards of behaviour that are relevant to employees and other individuals involved in the governance or operation of the Trust. The relevant policies are listed at Appendix B and a copy of each will be given to each Governor at the time of their induction.

#### 4. The role and conduct of Governors

- 4.1 The role of each Governor and of the Council of Governors is defined in the Trust's Constitution and in relevant terms of reference and role descriptions. Governors are required to comply with these documents (and others defined in Appendix A) and any

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<sup>3</sup> The NHS Constitution is available [here](#).

relevant policies and procedures issued to them. Any Governor who is non-compliant with any of these requirements, or is aware of non-compliance by others, must notify the Company Secretary immediately.

- 4.2 The Governors recognise that the Council of Governors is an important part of the Trust's governance structure and as such it must work constructively and collaboratively with the Board of Directors (the Board), which, as required by the Trust's Constitution and NHS Provider Licence<sup>4</sup>, is responsible for the governance of the Trust. Governors therefore commit to developing (with the Board) and adopting arrangements to facilitate such a relationship between the Council of Governors and the Board, and with relevant members of staff.
- 4.3 In order to discharge their roles effectively, Governors are expected to adopt good standards of conduct. Therefore, in addition to adopting the values and principles set out above, Governors are expected to:
- 4.3.1 Demonstrate commitment to the Trust as a whole and act in its best interests at all times, including in relation to any other interests which Governors may have (in which respect refer to section 8 below);
  - 4.3.2 Conduct themselves in a manner that reflects positively on the Trust and in accordance with the Trust's Always Values as outlined above and not in any way that would reasonably be regarded as bringing their office or the Trust into disrepute;
  - 4.3.3 Recognise that the Trust is fully committed to the protection of children and as such all Governors are required to participate in appropriate assessments relevant to child protection.
  - 4.3.4 Understand the role and authority of the Council of Governors and the governance of the Trust;
  - 4.3.5 Recognise that the Council of Governors acts collectively and corporately such that each Governor must adopt and support its decisions;
  - 4.3.6 Accept that no Governor has any individual responsibilities or authority and must not seek to act other than through the Council of Governors;
  - 4.3.7 Contribute to the development of and support the Trust's mission, vision, and strategy;
  - 4.3.8 Give thorough consideration to information and advice provided in the course of the business of the Council of Governors such that no Governor should adopt a position that is unreasonably contrary to such advice or to recommendations, or unreasonably withhold approval on any matter;
  - 4.3.9 Focus on the key issues for the Trust and not give undue attention to any single issue, or act in support of or advocate for any member, group of members, campaign (or similar);
  - 4.3.10 Obtain and have regard to advice from the Chairman, the Chief Executive (including in his capacity as Accounting Officer) or the Company Secretary, particularly in respect of matters of conduct, responsibilities and compliance with the Constitution and other relevant governance requirements;
  - 4.3.11 Participate in training and development provided by or through the Trust, whether for individual Governors or for the Council of Governors as a whole;

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<sup>4</sup> The Trust's NHS Provider Licence is available [here](#).



4.3.12 Commit the necessary time to the role, including attendance at general meetings of the Council of Governors, seminars, and training and development events.<sup>5</sup>

## 5. **Fit and proper person**

5.1 It is a condition of the Trust's NHS Provider Licence that each Governor serving on the Council of Governors is a 'fit and proper person' (as defined in the Trust's NHS Provider Licence). Governors must certify on appointment, and each year, that they are/remain a fit and proper person. The provisions of the Constitution apply in respect of determining whether or not a person is fit and proper (and, if they are not, in respect of disqualification from office).

## 6. **Accountability of Governors**

6.1 Each Governor is accountable to the Council of Governors and, through arrangements put into place by the Trust, to the members who elected them, or the organisation that appointed them, for his/her performance and conduct.

6.2 The Governors collectively are accountable for the effectiveness of the Council of Governors as an important part of the Trust's governance, for which the Board is responsible.

6.3 In connection with this, Governors accept the role of the Chairman as the leader of the Council of Governors as defined in the Constitution and other governance documents (at Appendix A).

## 7. **Confidentiality**

7.1 The Council of Governors must work openly and transparently. The majority of its business is conducted in public, including through the publication of meeting papers, but in specific circumstances it may be necessary for briefings to be provided in confidence or for confidential matters to be considered.

7.2 Governors must comply with the Trust's policies and procedures in respect of confidentiality, as provided to them. Therefore, Governors must not disclose information which is stated as being confidential, other than when it is lawful to do so.

7.3 Governors recognise that any disclosure of confidential information puts at risk the Trust's compliance with its duties of confidentiality and, where such data is personal data, the General Data Protection Regulation (*Regulation (EU) 2016/679*), Data Protection Act 2018 (or any future data protection legislation) and other relevant law. Such a disclosure may also undermine the Trust's ability to function effectively and/or its reputation and may therefore be contrary to the requirements of this Code.

7.4 In accordance with the Constitution the Trust will investigate any breaches of confidentiality on the part of Governors and will take appropriate action.

7.5 No provision of this Code shall preclude any Governors from making a protected disclosure within the meaning of the Public Disclosure Act 1998 but where a governor is considering making any such disclosure, they should seek advice should from the Company Secretary.

## 8. **Governors' interests**

8.1 The Trust recognises that some Governors hold roles in other organisations or have other interests; it values these where they enable Governors to make an informed

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<sup>5</sup> During elections the Trust will communicate to members the time commitment associated with the Governor role so that members who nominate themselves as candidates understand the Trust's expectations. The Trust will make clear that a Governor may be removed from office if he/she fails to comply with requirements in the constitution with respect to attendance at meetings. The Trust expects that staff who are elected as Staff Governors will be allowed appropriate time to fulfil their duties in that role (and will not be required to use annual leave for this purpose).

contribution to the governance of the Trust.

- 8.2 It is important that all decision-making in the Trust is robust and based upon openness and transparency. The Trust therefore has in place arrangements to ensure that relevant interests are declared by Governors (and others), and to address any conflicts between such interests and those of the Trust. Governors are required to comply with these arrangements as defined in the Constitution and relevant policies and procedures (which are provided to Governors).
- 8.3 Where there is any doubt as to the relevance of an interest for any Governor, or the process through which an interest should be addressed, advice must be sought from the Company Secretary.
- 8.4 Governors must not seek to use their position improperly to confer any advantage or disadvantage on any person.

## 9. Representing the Trust

### Media

- 9.1 The Trust has in place policies and arrangements to manage its relations with the media and other stakeholders to ensure that its reputation is protected and to enable the organisation to function effectively.
- 9.2 Where the work of the Council of Governors is relevant to a matter that is the subject of reporting in the media, or discussions with stakeholders, the Chairman, supported by the Trust's Communications Department, will speak on behalf of the Governors. In doing so the Chairman may consult with the Lead Governor or other Governors as appropriate.
- 9.3 To protect Governors and to ensure a co-ordinated and managed approach to media and stakeholder relations, no Governor may approach the media or any other stakeholder, or respond to requests for comment, or otherwise seek to represent the Trust. Any Governor receiving a request for comment must, without responding, refer it immediately for action by the Trust's Company Secretary.
- 9.4 Any Governor who is approached in a personal capacity by the media or any other stakeholder may respond but must make it clear that he/she is doing so in that capacity, not as a representative of the Trust, and must have regard to this Code and in particular to the reputation of the Trust when doing so. Before making such comments Governors should seek advice from the Trust's Company Secretary but where no such advice is sought Governors should notify the department after making comment.

### Visits to premises of the Trust or other organisations

- 9.5 In connection with the work of the Council of Governors the Trust may from time to time invite Governors to visit the Trust's services or facilities, including premises which are not open to members of the public, or premises operated by other organisations. Governors must comply with any arrangements put into place by the Trust (or the other organisation concerned) for such visits, including requirements in respect of infection control and dress.
- 9.6 In order to ensure the privacy of patients and so that the Trust's services function effectively, Governors may not otherwise visit any of the Trust's premises in their capacity as Governors. Governors may not in that capacity visit the premises of any other organisation without the permission of the Trust and the other organisation concerned.
- 9.7 The above provisions do not prevent any Governor from visiting the Trust in a personal or other capacity, including as a patient, a carer of a patient, or as a volunteer.

10. **Training & development**

10.1 The Trust is committed to providing appropriate induction, training and development opportunities for Governors to enable them to carry out their role effectively. This ensures compliance with the statutory duty which the Trust has to take steps to ensure that the Governors are equipped with the skills and knowledge they require. Each Governor is, therefore, required to participate in training and development opportunities that have been identified as appropriate for him/her (except with reasonable cause in the opinion of the Chairman, Company Secretary and Lead Governor).

11. **Interpretation of this Code, and compliance**

11.1 Any Governor who requires advice on the provisions or application of this Code should obtain it from the Company Secretary.

11.2 All Governors are required to comply with this Code. Each Governor must confirm this within 28 days of his election or appointment by signing and returning to the Company Secretary a copy of this Code.

11.3 Any suspected or actual non-compliance with this Code will be addressed in accordance with the Constitution.

12. **Approval and review of this Code**

12.1 This Code was approved by the:

12.1.1 Board on [insert date].

12.1.2 Council of Governors on [insert date].

12.2 This Code will be subject to review, led by the Chairman and Company Secretary, not more than one year from its date of approval.

Declaration

I ..... [insert name] have read, understood and agree to comply with this Code of Conduct for the Council of Governors of Great Ormond Street Hospital for Children NHS Foundation Trust.

Signature

Date

.....

.....

**APPENDIX A**  
**GOVERNANCE DOCUMENTS**

1. Constitution, including its appendices
2. Standing Orders
3. Standing Financial Instructions
4. Any terms of reference for the Council of Governors or any committees established by it
5. Schedule of matters Reserved to the Board and Council of Governors
6. Foundation Trust Code of Governance
7. Code of Conduct for Governors
8. Standard Operating Procedure on Electronic Communications
9. Any role descriptions or similar for Governors

DRAFT

**APPENDIX B**  
**POLICIES AND PROCEDURES**

1. Declarations of Interest and Gifts and Hospitality Policy
2. Confidentiality Policy
3. Disclosure and Barring Service Policy
4. Fire Policy
5. Health and Safety Policy
6. Media Policy
7. Safeguarding Children and Young people Policy

DRAFT

**GREAT ORMOND STREET HOSPITAL FOR CHILDREN NHS FOUNDATION TRUST**

**COUNCIL OF GOVERNORS**

**STANDARD OPERATING PROCEDURE FOR MEETINGS AT WHICH PARTICIPANTS  
ATTEND BY ELECTRONIC COMMUNICATION**

1. General provisions
  - 1.1 In this procedure “communication” and “electronic communication” shall mean communication by telephone conference or video conference.
  - 1.2 A person in electronic communication with the chair and all other parties to a meeting of the council of governors or of a committee or sub-committee of the governors shall be regarded for all purposes as personally attending such a meeting provided that, but only for so long as, at such a meeting they have the ability to communicate interactively and simultaneously with all other parties attending the meeting including all persons attending by way of electronic communication. The Trust shall ensure that appropriate electronic communication systems are available for such meetings.
  - 1.3 Meetings held in accordance with this procedure are subject to the Constitution and the Standing Orders for the governors. For such a meeting to be valid, a quorum must be present and maintained throughout the meeting.
2. Convening a meeting utilising electronic communication
  - 2.1 It shall be open to any person to participate in any meeting of the governors by electronic communication, with prior notice to the chair. Where he considers it appropriate to do so, the chair may convene a meeting at which some or all of the persons attending participate by electronic communication (but the chair may not direct that all persons shall participate by electronic communication).
  - 2.2 The chair shall ensure that the agenda and papers, including any papers to be tabled or presentations to be delivered, are issued in accordance with the standing orders to any person who is to participate in a meeting by electronic communication. The standing orders for the governors shall apply in respect of the publication of the agenda and papers for meetings utilising electronic communication.
3. Conduct of the meeting
  - 3.1 At any meeting which utilises electronic communication the chair shall introduce the agenda by stating for the record that one or more person(s) is/are participating by those means. At this time the chair shall ensure that each participant can hear clearly all the others.
  - 3.2 The chair shall inform the persons present of any matters of conduct – for example, by asking each participant to give his/her name when speaking on any matter.
  - 3.3 The meeting shall be deemed to be held at the place (if any) where a majority of the governors attending the meeting are physically present, or in default of such a majority, the place at which the chair is physically present.
  - 3.4 The chair shall conduct the meeting according to the agenda and the standing orders, ensuring that all persons, including those participating by electronic communication, are able to speak to and to hear all other participants throughout the meeting. At each appropriate point the chair shall summarise the discussions and any decisions (particularly for the benefit of persons participating by electronic means).
  - 3.5 Voting shall take place in accordance with the standing orders, subject to arrangements which the chair shall describe to ensure that persons participating by electronic communication may express their votes.

- 3.6 Any meeting utilising electronic communication must be recorded in minutes.
- 3.7 The minutes of a meeting held in this way must state that it was held by electronic communication and that the participants were all able to hear each other and were present throughout the meeting. The minutes must state the names of the persons present by electronic means.
- 3.8 The governors may agree that an audio recording may be made of any meeting utilising electronic communication (for the purposes of writing minutes).

4. Approval

- 4.1 This procedure was approved by the Council of Governors on [insert date].

[Final draft, 2 July 2018]

## **LEAD GOVERNOR ROLE DESCRIPTION**

### **Principal responsibilities**

- To support the Chairman in facilitating a continuing good relationship between the Council of Governors (CoG) and the Board of Directors (the Board).<sup>1</sup>
- To bring to the Chairman's attention any material issues from the Governors.
- To work towards the effectiveness of the CoG and its subcommittees, including supporting the Chairman and Company Secretary in organising any evaluation of the CoG.
- Contribute to the induction process for newly appointed or elected Governors.
- To act as the point of contact between the Governors and NHS Improvement<sup>2</sup>.

### **Specific Lead Governor tasks**

- To chair the CoG pre-meeting<sup>3</sup> as required and to ensure that any material matters discussed there are brought to the attention of the CoG and the Chairman.
- To chair meetings of the COG that cannot be chaired by the Chairman, Deputy Chairman or Non-Executives due to a conflict of interest or any other absence.
- To be a member of the Nominations & Remunerations Committee and any other committees established by the CoG.<sup>4</sup>
- In accordance with the process approved by the CoG, to collate the input of Governors for the senior independent director of chairman for the Non-Executive Directors' and Chairman's annual appraisals.
- To liaise with the Company Secretary/ Deputy Company Secretary as and when concerns are raised by Governors.
- Be involved with setting the agendas for the Council of Governors.
- Support the Chair in acting to remove a Governor due to unconstitutional behaviour.

### **The Person Specification**

To be able to fulfil this role effectively, the Lead Governor will:

- Have integrity in accordance with the Nolan Principles (*The 7 Principles of Public Life*), the Code

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<sup>1</sup> To include: Where requested by the Chairman, supporting him/her in contacting the CoG or groups of Governors, or in understanding Governors' views on any matter and where approved by the COG and the Chairman, speaking for and represent the COG at the Trust's Annual Members' Meeting or any other occasion.

<sup>2</sup> The Lead Governor may only contact NHS Improvement (NHSI), the organisation which includes Monitor, after authorisation from the Council of Governors (COG) and only when all reasonable efforts have been made to resolve the matters that are of concern to the COG. The Lead Governor may only act as a contact between the Governors and NHSI when the normal channels of communication are unavailable.

<sup>3</sup> This meeting takes place prior to a Council meeting and the Chairman briefing meeting. It is attended by governors only. The purpose of the pre-meeting is to provide a forum to discuss the Council agenda and papers and can receive updates on specific topics as determined by the Governor Development Work Programme.

<sup>4</sup> The COG may agree that the Lead Governor must share this responsibility with the Deputy Lead Governor.



of Conduct for Governors and be committed to the values of the Foundation Trust.

- Enjoy the confidence of the CoG and the Chairman.
- Have an understanding of the statutory duties of Governors, the Trust's Constitution and how the Trust is influenced or regulated by other organisations including the role of and basis that NHS Improvement may take action.
- Have the ability to chair meetings in a manner that works in the best interests of patients and of the Foundation Trust in accordance with the Code of Conduct for Governors.
- Have a willingness to challenge constructively and the ability to influence, negotiate and present a well-reasoned argument.
- Be able to commit the time necessary to represent the position and wishes of Governors in a manner that has their confidence.
- Maintain the confidentiality of information.

#### **Conditions of appointment and Term of Office**

- A Governor will nominate themselves for the position of Lead Governor and/or Deputy Lead Governor (including providing an outline of the relevant experience). Separate elections will be conducted for both positions and the elections conducted by the CoG by a 'show of hands' or a secret ballot (as determined by the Chairman).
- The Lead Governor (and the Deputy Lead Governor) must be elected governors and will be appointed to via separate elections at a Council meeting. A staff governor may only be appointed as Lead or Deputy in a situation where he/ she will serve with a publicly appointed governor. Thus a staff governor may stand for election as Deputy only if the Lead is a publicly elected governor.<sup>5</sup> In circumstances where two staff governors each stand for both positions, should the highest voted governor be a staff governor, he/she will be elected as Lead Governor. In this circumstance, the highest voted publicly elected governor will be elected as Deputy Lead Governor.
- The tenure is for 12 months with the option for re-election annually in accordance with due process, for up to the full tenure period of the elected Governor's 'appointment' (subject to removal from office, removal as a Governor or member or any resignation)
- The Lead Governor will be supported and deputised for by a Deputy Lead Governor whose appointment will follow the same procedure above. It is anticipated, where terms of office accord, that the Deputy Lead Governor will put themselves forward for Lead Governor position when that position becomes vacant,. Should a vacancy for the Lead Governor role arise mid-term, the Deputy Lead Governor will be required to step up as Lead Governor until the next election for the Lead Governor and Deputy Lead Governor positions.
- Individuals elected to the Lead Governor and Deputy Lead Governor roles are required to fulfil all relevant requirements as outlined in the Constitution.

#### **Approval and review of this document**

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<sup>5</sup> Where the Lead Governor is a staff governor, in any situation where the Lead Governor's position as an employee of the Trust gives rise to a position of potential conflict, the Deputy Lead shall act as Lead until the next meeting of the Council, when the situation shall be considered and a decision made as to how it shall be handled.

This document will be reviewed not less than annually.

### **Deputy Lead Governor**

The role of the Deputy Lead Governor is to support the Lead Governor and deputise for him or her when necessary.

Should a vacancy for the Lead Governor role arise mid-term, the Deputy Lead Governor will be required to step up as Lead Governor until the next election for the Lead Governor and Deputy Lead Governor positions.

Final June 2018

**Attachment L**

**Council of Governors**

**24 July 2018**

**Phasing governor elections and changes to constituency boundary changes**

**Summary & reason for item:**

The Council and the Board are keen to ensure that the framework by which governors are elected/ appointed is revised so as to prevent a major turnover of the majority of governors in one election. This happened at the last election held in January 2018, when 22 seats (public, patient/carer and staff) were subject to election and of these, 18 new governors were appointed because the majority of the governors at the time of the election (then called councillors) had reached their 6 year maximum tenure (two three year terms) and were not permitted to stand. This meant that a great deal of skill and knowledge was lost through the election. Phasing elections (and holding them more frequently for smaller numbers of seats) will ensure that there is a gradual turnover of governors, retaining experience, providing for secession planning going forward and ensuring good corporate governance.

The Constitution Working Group (The Group) considered as part of their review how best to avoid a reoccurrence of the above situation by considering introduction of phasing elections as well potential changes to Constituencies to better reflect where members reside. The rest of the paper explores these options in more detail.

**Governor action required:**

The Council is asked to consider the above options proposed for phasing and changes to constitutional boundaries. The Group recommends that option 3a or 3b is considered for further review and workup as it mitigates for the risks posed by the changes and brings the most benefits. Should the option be approved, the Group proposes that over the Summer, governors are provided with more detailed information on how the proposed changes will impact on them personally as well as on the Council elections process and membership boundaries. A final proposal for approval will be brought to the November 2018 Council meeting, voted on by a simple majority of governors present and voting. Approval will also be sought from the Board.

**Report prepared by: Anna Ferrant, Company Secretary**

**Item presented by: Anna Ferrant, Company Secretary/ Nicola Grinstead, Deputy Chief Executive and DAC Beachcroft LLP (for advice)**

## Phasing governor elections and constituency boundary changes

The Constitution Working Group (the Group) considered whether phasing elections and changes to constituency boundaries should be implemented and, if so, how they could be implemented with the least impact and most benefit. The following was noted/ commented on and proposed for discussion by the Council:

### **Matters proposed for the revised framework**

#### **Phasing**

1. The Group proposed that a third of all governors should be subject to election every year, in order to maintain an appropriate balance between refreshing and retaining the knowledge and experience of the Council. In order to introduce this, elections would need to be initially held for seats with a mixture, 1, 2 and 3 year terms (depending on the option adopted). This would be a change from the current Trust policy of all elected seats being set up for 3 year terms. The current Constitution states (at paragraph 14.1) that "*an elected councillor may hold office for a period of up to 3 years*". Although this permits any Councillor (now called Governor) to serve a term of office of up to three years, the Trust policy has been to apply this as a 3 year term.
2. The Group agreed that
  - a. Phasing should, wherever possible, be implemented equally across the consistencies and classes (unless there is a good reason to not do this, as highlighted later under option 3 below).
  - b. Phasing should be applied to all elected seats only (staff constituency, public constituency, patient and carer constituency).

This would mean, once implemented, that 5-6 governors a year would be subject to election (dependent on whether the Council approves the revised classes).

3. Phasing should be determined by the number of votes received by a candidate in their constituency during an election, with the highest polled candidate receiving a three year tenure, the next highest polled candidate a two year tenure and the lowest polled candidate a one year tenure. This would only be for the first election when phasing is introduced within a constituency. After that, all tenures will be for 3 years. The constitution currently provides that a governor may hold office of a period of up to three years. This allows the Trust the flexibility to hold elections for shorter terms of office to introduce the phasing.
4. The Group suggested that the phasing proposed should be introduced as soon as practical (March 2020) and in any event, no later than March 2021 at the end of the current terms of the majority of governors. The phasing could be implemented from 1 March 2020 (allowing existing governors the time to have served as a governor under their current tenure) and time to plan for a new election running from December 2019 through to end January 2020. However, the ability to do this depends on the changes to classes and some governors

voluntarily shortening their terms of office (see below). Note 1 Governor has already resigned due to various circumstances and more may resign in the intervening period.

### **Constituency classes**

5. At the time of considering how phasing could be implemented, the Group also reviewed the make-up of the constituencies to check they were reflective of current electoral areas and of the population base from where members may originate. Issues have previously arisen with how the current constituencies are mapped and the inconsistent and confusing way in which public and patient/ carer members are allocated to classes within their constituency that map to different locations, despite individuals from the same house living in the same place.
6. Following consideration of the number of members within each constituency and the number of outpatient appointments mapped to a constituency (used as a proxy of the demand from these areas for the hospital's services and the possible number of members that could be represented), the Group agreed to recommend the following:
  - a. The Council does not appoint more than 27 governors (as current) for purposes of ensuring the Council is of an appropriate size and not unwieldy.
  - b. The electoral areas that constitute each class for the patient and carer constituency and public constituency are updated in line with current electoral boundaries.
  - c. In order to provide consistency of approach and clarity for members and governors, the public, patient and carer classes are aligned so that they cover the same electoral areas.
  - d. The split between North and South London is removed.
  - e. The associated surrounding areas to North and South London are moved into new public and patient/carers classes as follows (for public and patient/carers. Please note that the patient and carer constituency would remain sub-divided in patient classes and parent/carers classes so that for the patient/carers constituency, there would be six classes) (see Appendix 1):
    - i. London (covering all 32 London Boroughs plus the City of London)
    - ii. Home Counties that send a relative number of patients to GOSH (called Trust Home Counties constituency). This would reflect the current electoral constituencies listed under surrounding areas plus Berkshire (as a number of patients attend from Berkshire)
    - iii. The Rest of England and Wales.
7. The Group proposed allocating a number of governor seats to each class which broadly reflected the relative proportions of members in each of the proposed classes. It was therefore recommended that three governors be allocated to each London class (public, patient and carer), two to each Trust Home Counties class and one to each Rest of England and Wales class (see Appendix 1).
8. The Group proposes that the proposed revised classes are implemented at the same time as the phasing of the governor seats, which would ensure members match constituencies in a consistent way, reduces impact and ensures economies of scale in planning and communicating any changes.

9. All elections should be held at the same time every year, as far as possible, to try to maintain order to the election timetable process for members and governors alike.

For noting:

1. Rather than bring worked-up options for the Council to consider at the July meeting, the Group agreed to provide a high level options paper for the Council to consider on phasing for governors' elections. Should governors and the Board agree with changing constituency boundaries and phasing, any option would have a personal impact for each elected governor and as such it was felt that all governors should be given sufficient time to be consulted with over the Summer on the preferred option, with the final discussion and approval being sought at the November Council meeting.
2. All governors elected currently have been elected for 3 year terms. Current terms can only be changed where an individual governor volunteers to step down from their current seat and be subject to a further election. It is only at this point that phasing can be implemented.
3. There is no requirement for members to vote on any of these proposed changes as they do not relate to the powers and duties of the Council.
4. The paper on the July Council agenda proposes that Governor tenures are set for 6 years maximum over a lifetime and for the purposes of this paper and the work of the Group in reviewing the options available, a 6 year maximum has been used to consider how phasing will be implemented.
5. When considering changes to the constituencies, the NHS Act 2006 determines how the Trust will need to apply this as follows:
  - a. Under the Act, a person who is a member of a constituency, or of a class within a constituency, may not, while that membership continues, be a member of any other constituency or class i.e. members cannot belong to two classes simultaneously. This means that if the Trust decides to change the classes, this must be done wholesale for each constituency – the old classes and new classes cannot co-exist as they would overlap and cause members to belong to more than one class at the same time. For example, a member from the North London class of the public constituency would also be a member of the new London class.
  - b. When the classes change the Trust cannot simply move each governor from their old class into the new class for which they are eligible; the Trust must hold elections for each of the new classes: The Act provides that governors must be elected by members of the class that they belong to. When the classes are changed, the original classes from which the governors were elected from will cease to exist and the governors will therefore no longer have been elected by the class they belong to – the membership of which will have changed.
  - c. This means that if the Trust is going to change the classes, there is no benefit to trying to bring in phasing prior to changing the classes as once the classes change all governor seats in the affected constituency will be up for election again.
  - d. This also means that, during the period when the new classes of members are electing governors, there will technically not be any governors in the constituency in which the classes are being changed – the old governors will have been disqualified and the new governors will not yet have been elected.

- e. The NHS Act 2006 (the 2006 Act) requires that at least half of the Council are elected from the public and/or patient and carer constituencies. Given (d) above, changes to the classes could result in the Council no longer meeting this requirement during the election period. This means that any changes to constituencies needs to be carefully planned and timetabled to avoid impacting on any decisions required by the Council during a period where the Council was not properly constituted.

Taking all of the above matters into account, the Group has considered how phasing of elections can be implemented in an efficient manner, meeting the needs of the Board and Council and complying with statutory requirements. Three possible options are proposed below, outlining the risks and benefits to each:

Option	Risks	Benefits
<p><b>1. Do nothing – do not implement phasing of elections and do not change the constituencies</b></p>	<p>At the end of the six year tenures for current governors (assuming that the current governors are re-elected at the end of their three year term), the Council will face another majority turnover of governors, losing knowledge, experience and preventing succession planning.</p> <p>The constituency boundaries will remain inaccurate and inconsistent between the public and patient and carer constituencies. Certain electoral areas will remain inaccurately mapped to classes, causing confusion for conducting governor elections.</p>	<p>No benefits except that there will be a reduced cost due to less elections over the 6 year period.</p>
<p><b>2. Implement phasing of elections and maintain existing constituencies and classes</b></p>	<p>The phasing of elections prior to 2021 will require governors to volunteer to step down early from their current terms of office. If some governors refuse to do so, then, as the classes are not changing, the implementation of the phasing could still start to be implemented prior to 2021 if some governors (but not all) stepped down early, however, it would prevent the phasing from working smoothly and would be difficult to achieve an even split of phasing between</p>	<p>Phasing could be implemented under one full governor election.</p> <p>If governors do not wish to step down early, the phasing could be introduced in any event in 2021 when the majority of the current governors' terms come to an end at which point the next elections would be for a mixture of 3, 2 and 1 year terms of office.</p> <p>There would be no time period without a properly constituted</p>

Option	Risks	Benefits
	<p>the classes and constituencies.</p> <p>The phasing of elections will require a communications strategy to inform members of the phasing and would be a missed opportunity to delay communications on changes to constituency classes at the same time.</p> <p>The constituency classes will remain inaccurate and inconsistent between the public and patient and carer constituencies. Certain electoral areas will remain inaccurately mapped to classes, causing confusion for conducting governor elections.</p>	<p>Council (as opposed to Option 3 below).</p>
<p><b>3. Implement phasing based on new classes from 2020 in a staggered way to manage statutory compliance for the Council</b></p>	<p>The proposed class changes will reduce seats in the public constituency and increase seats in the patient/ carer constituency meaning that if governors choose to re-stand in the public constituency, they will be competing with others for fewer seats.</p> <p>Implementing the class changes could impact on the Council's statutory compliance and therefore its ability to operate. This risks impacting on business continuity if the Council is not operational for certain statutory approvals that it must make.</p> <p>If the classes in both the public and patient/carers constituencies were changed simultaneously, the Council would be without any governors in these constituencies and would be in breach of the 2006 Act. The class changes could be</p>	<p>Staggering the phasing and constitutional boundary changes as proposed would:</p> <ul style="list-style-type: none"> <li>• Enable current governors to serve almost two years of their current three year tenure and help mitigate the risk of governors feeling they have had their tenure cut short;</li> <li>• Manage the impact on the Council maintaining compliance to operate</li> <li>• Manage implementation of elections every year for a third of seats per year.</li> <li>• Help manage communications more effectively with members and allow the admin team to deal with queries and communications more effectively and in a controlled way per constituency, ensuring any learning for the patient and carer election.</li> </ul>



Option	Risks	Benefits
	<p>staggered so that the classes are changed in one constituency at a time. This would help implement the phasing of elections sooner. However, staggering the class changes would require all of either the public or patient /carer governors to volunteer to step down from their current positions before the end of their three year terms.</p> <p>If some governors refuse to do so, it would still be possible to implement the class changes and phasing in 2021 when the majority of the Council governors' current terms of office come to end.</p>	

### **Action for Council**

The Council is asked to consider the above options proposed for phasing and simultaneously making changes to constitutional boundaries. The Group recommends that option 3a or 3b is considered for further review and workup as it mitigates for the risks posed by the changes and brings the most benefits.

The Group has considered how option 3 could be implemented and proposes two sub-options - either:

#### **Option 3a: Changes to the classes in each of the public and patient and carer constituencies could be implemented with the phasing of elections in a 'staggered' way:**

- 7 public governor seats are subject to the class reorganisation (to become 6) and phasing for an implementation date of 1 March 2020 (noting the election will be held over December 2019/January 2020 and the communications plan will be implemented from July 2019.). The Council would remain compliant with the 2006 Act at this stage as there would still be 10 patient and carer governors in place (in the current classes), 5 staff and 4 appointed governors).
- 10 patient and carer governor seats are subject to class reorganisation (to become 12) and phasing for an implementation date of 1 March 2021 (noting the election will be held over December 2020/January 2021 and the communications plan will be implemented from July 2020.). The Council would not be compliant with the 2006 Act for the period of the election (around 40 days) as there would only be 6 public governors in place (in the new constituency), 5 staff and 4 appointed governors).

This option would manage the implementation of the new classes and it would start phasing earlier, in 2020. It would avoid having a period with no public or patient/carer governors at all for a period (in comparison to 3b), although it would still involve a period during which the Council would not be compliant with the 2006 Act and therefore unable to act. However, this would only be for the period of the election and could be appropriately timetabled.

**Option 3b: Changes to the classes in each of the public and patient and carer constituencies could be implemented with the phasing of election in one go in 2021.**

This would allow current governors to see out their three year term and would not be reliant on governors needing to volunteer to step down for re-election. If the classes in both the public and patient/carer constituencies were changed simultaneously and phased elections introduced, the Council would be without any governors in these constituencies and would technically be in breach of the 2006 Act, however this would only be for the period of the election and could be appropriately timetabled. This option would however mean that there is an election involving the majority of governors on the Council. However, most of the current governors will be eligible to put themselves forward for re-election for another term.

The Council is asked to note that if the Council and Board approve phasing and simultaneously making changes to constitutional boundaries (whether from 2020 or 2021), a whole constituency of governors must be 'phased' for election at one time and the members moved to their new class within their constituency. This is because the Trust cannot have a situation where members (and governors) co-exist in two different classes within a constituency at one time. So, if governor vacancies arise between now and 2020 or 2021, the Council would have to consider how to take this forward, noting they will have approved new constitutional boundaries from 2020 or 2021.

**Council of Governors**

**24 July 2018**

**Appointment of a non-executive director at Great Ormond Street Hospital for Children NHS  
Foundation Trust**

**Summary & reason for item:**

To consider the recommendation from the Nominations and Remuneration Committee to approve the appointment of a non-executive director on the GOSH Board.

**Governor action required:**

To approve the appointment of a non-executive director on the GOSH Board.

**Author:** Dr Anna Ferrant, Company Secretary

**Presented by:** Dr Anna Ferrant, Company Secretary

## **APPOINTMENT OF A NON-EXECUTIVE DIRECTOR ON THE GREAT ORMOND STREET HOSPITAL FOR CHILDREN NHS FOUNDATION TRUST BOARD**

### **1. PURPOSE**

This paper outlines the process followed for the appointment of a non-executive director on the Board of Great Ormond Street Hospital for Children NHS Foundation Trust (FT).

Appendices to this paper are provided in a separate pack.

### **2. BACKGROUND**

#### **2.1. Person Specification for role**

The Board conducted a self-assessment 'skills and experience audit' and the results were reported to the April 2018 Council meeting. Based on the findings of the audit, the Council agreed that taking account of the complexity of the NHS landscape, the ever increasing legal and regulatory burden placed on the Trust, and the need for scrutiny of extensive transaction management and integrity of the Trust's processes, the Trust advertise for a Non-Executive Director with a strong background and understanding of corporate law. The Council agreed that professional scrutiny and assurance from a NED with this background and knowledge will support the Board to deliver the Trust strategy, with particular reference to complex future commercial and redevelopment plans.

The role description and person specification at Appendices 1a and 1b were approved by the Council at the April meeting. The NED terms and conditions of service were also approved by the Council at the April meeting (see Appendix 2).

#### **2.2. Appointment process followed**

The Council noted at the April meeting that the appointment of a Non-Executive Director will be made on merit, based on objective criteria following open competition and will be transparent. Harvey Nash, recruitment consultants have supported the NED appointment and conducted the search.

The post was advertised from beginning of May until 20 June 2018 on the following websites:

- Public Appointments website <http://publicappointments.cabinetoffice.gov.uk/>.
- Great Ormond Street Hospital for Children NHS Foundation Trust website [www.gosh.nhs.uk](http://www.gosh.nhs.uk)
- The recruitment consultant website.
- Sunday Times on line
- Executive Appointments on line.

The recruitment consultant analysed the applications and spoke to candidates covering quality aspects, candidate interests and any information pertinent to the fit and proper persons test.

Short-listing took place on 3 July 2018, conducted by the Council of Governors' Nominations and Remuneration Committee. Overall, 61 applications were received and the quality of the candidates was very high. Four candidates were shortlisted.

The shortlisted candidates were invited to attend a young person's stakeholder panel on 12 July and 24 July. The purpose of this panel was for candidates to meet a few young people who have used the hospital services and to have an opportunity to ask questions about the hospital and the young

people's experiences. A tour of the hospital was also provided. Information from the tour and panel was fed back to the Interview Panel.

Shortlisted candidates were offered the opportunity to speak with Chairman or Deputy Chairman before the interviews. Two references were also sought prior to the interviews for all shortlisted candidates.

The interviews were conducted on 18 July (2 candidates) and 24 July (2 candidates). Four governors (Mariam Ali, Claire Cooper Jones, Quen Mok and Lisa Allera) and the Chairman and Deputy Chairman conducted the interviews (voting members). The Company Secretary attended for advisory purposes and to take notes (non-voting).

Prior to the interviews, the Interview Panel decided on a series of questions and areas for discussion with candidates, ensuring that the interviews were consistent, fair and transparent. Documentation was provided to panel members to ensure all agreed criteria were fairly assessed.

### **2.3. Outcome of the interview**

Noting the timing of the final interviews, the Council will receive a tabled paper at the meeting on 24 July recommending a candidate for appointment.

#### **Action required**

The Council of Governors is asked to:

- Note that the appointment process was followed as agreed by the Council at the April 2018 meeting
- Consider the summary of the skills and experience of the preferred candidate (tabled at the meeting) and approve the recommended candidate for appointment.

Any provisional offer will be subject to a range of appropriate checks including a DBS check and assessment against the Fit and Proper Person assessment criteria, which will include qualification checks.

# Non-Executive Director

## Great Ormond Street Hospital for Children NHS Foundation Trust

### Role Description

#### GOSH profile

Great Ormond Street Hospital for Children NHS Foundation Trust (GOSH) is an international centre of excellence in child healthcare. GOSH is an acute specialist paediatric hospital with a mission to provide world-class care to children and young people with rare, complex and difficult-to-treat conditions.

Together with our research partner, the UCL Great Ormond Street Institute of Child Health, we form the UK's only academic Biomedical Research Centre specialising in paediatrics.

Since its formation in 1852, the hospital has been dedicated to children's healthcare and to finding new and better ways to treat childhood illnesses.

Great Ormond Street Hospital receives nearly 300,000 patient visits (inpatient admissions or outpatient appointments) every year. Most of the children we care for are referred from other hospitals throughout the UK and overseas. There are 60 nationally recognised clinical specialities at GOSH; the UK's widest range of specialist health services for children on one site. More than half of our patients come from outside London and GOSH is the largest paediatric centre in the UK for services including paediatric intensive care and cardiac surgery.

Through carrying out research with the Institute of Child Health, University of London and international partners, GOSH has developed a number of new clinical treatments and techniques that are used around the world.

The UK's only academic Biomedical Research Centre (BRC) specialising in paediatrics is a collaboration between GOSH and UCL Great Ormond Street Institute of Child Health. We are a member of University College London (UCL) Partners, joining UCL with a number of other hospitals – an alliance for world-class research benefitting patients. In partnership with six other NHS trusts, we are the lead provider for North Thames Genomics Medicine Centre, part of the national 100,000 Genomes Project.

GOSH offers a wide prospectus of learning to all staff groups. Together with London South Bank University, we train the largest number of paediatric nurses in the UK. We also play a leading role in training paediatric doctors and other health professionals.

## **1. Trust Values and Expected Behaviours**

The Trust has developed the Always Values with our staff, patients and families. The Values characterise all that we do and our behaviours with our patients and families and each other in support GOSH's ethos 'the child first and always'. Our Always Values are that we are:

- Always Welcoming
- Always Helpful
- Always Expert
- Always One Team

Each value is underpinned by behavioural standards and all staff, directors and councillors are expected to display these behaviours at all times.

## **2. Job Summary**

Non-executive directors work alongside other non-executives and executive directors as an equal member of the Board. A NED at GOSH plays a crucial role in bringing an independent perspective to the Board in addition to any specific knowledge and skills.

The Board is collectively responsible for the success of the Trust, including delivering high standards of clinical and corporate governance, responsibility for financial viability, using resources effectively in line with financial controls and ensuring value for money.

## **3. General responsibilities**

- Support the Chairman, Non-Executive Directors and Executive Directors in setting the strategic direction of the Trust;
- As a member of the Board, set the Trust's values and standards. Uphold the Always Values of the Trust and champion an open, honest and transparent culture within the Board and the Trust;
- Ensure the Trust complies with the Terms of Authorisation, the Constitution and any other applicable legislation and regulations, including the maintenance of mandatory services and retention of property;
- Ensure that the organisation promotes human rights and equality and diversity for all its patients, staff and other stakeholders;
- Work positively and collaboratively with the Council of Governors to promote the success of the Trust.
- Set challenging objectives for maintaining and improving performance of the Trust and ensure effective implementation of the Board decisions by the Chief Executive and the senior management team;
- Hold the Chief Executive to account for the effective management and delivery of the organisation's strategic aims and objectives, including achieving the Trust's commitment to patients by improving the quality of care, patient and family experience and meeting targets for treatment;

- Ensure that quality and financial controls and systems of risk management are robust and that the Board is kept fully informed through timely and relevant information;
- Ensure, through the leadership of the Chief Executive, that reporting lines and accountabilities are robust and support the effective oversight of the organisation including the development of effective risk and performance management processes
- Safeguard the good name and reputation of the Trust and be an ambassador for the Hospital. Represent the Trust with international, national, regional or local bodies or individuals, to ensure that the views of a wide range of stakeholders are considered;
- Ensure that the Board, and the organisation, observe the Secretary of State's and other government policies and priorities, including regulatory requirements and the Code of Governance and Codes of Conduct and Accountability;

#### **4. Board activities**

- Ensure the appropriate delegation of authority from the Board to the senior management team;
- Support and challenge, where appropriate, the Chief Executive and other directors to ensure that the Board conforms to the highest standards of corporate governance and makes appropriate decisions;
- Meet periodically with the Trust Chairman in the absence of Executive Directors to discuss issues of interest or concern;
- With the Board nomination committee, initiate change and succession planning for executive director appointments which can meet the needs of the Foundation Trust.
- With the Board remuneration committee, determine appropriate levels of remuneration for Executive Directors;
- Participate in the appointment and where necessary the removal of the chief executive and other executive directors, as appropriate;
- Participate in any board induction, training and evaluation identified as an individual and as part of the Board or committee;
- Work with the senior independent director on the annual performance evaluation of the chairman, in line with the process agreed by the Council of Governors and reporting back to the Council of Governors appropriately,
- Undergo an individual and board performance appraisal and attend any additional training highlighted as a result of the evaluation process.
- Take opportunities to develop and refresh knowledge and skills and remain well informed of the main areas of the NHS Foundation Trust's activity.



## **5. Council of Governors' activities**

- Build and maintain close relations between the foundation trust's constituencies, and stakeholder groups to promote the effective operation of the trust's activities;
- Attend Council of Governors' meetings and maintain regular contact with councillors to understand their issues and concerns, feeding back these comments/ concerns to the Board;

## **6. Review**

This job description will be subject to review by the Trust Board and Council of Governors as appropriate.

## **7. Other information**

Great Ormond Street Hospital for Children NHS Foundation Trust is a dynamic organisation, therefore changes in the core duties and responsibilities of this role may be required from time to time. These guidelines do not constitute a term or condition of employment.

## **8. Confidentiality**

On appointment you may be given access to confidential information which must only be disclosed to parties entitled to receive it. Information obtained during the course of employment should not be used for any purpose other than that intended.

## Non-Executive Director

### Great Ormond Street Hospital for Children NHS Foundation Trust

#### Person Specification

The candidate should have a strong focus on strategic development and implementation and a grasp of the three cornerstones of GOSH's strategy:

- safe, effective patient care, experience and outcomes;
- world leading paediatric research; and
- an excellent place to work and learn.

We are looking for a candidate who will champion effective, safe services and an excellent patient and family experience. You will be personally influential and demonstrate intellectual ability with the capacity to analyse and master complex information and handle differing views in a flexible way.

#### Essential criteria

- Strong business and financial acumen, with considerable experience in a senior (partner)/ Board commercial law role within a large/complex/changing organisation.
- Comprehensive knowledge of corporate/public law including areas such as: collaborations and business partnerships, joint ventures, company law, corporate governance, commercial and business law, contracts and procurement (including EU requirements).
- Demonstrate a strong commitment to excellent paediatric healthcare, the principles of the NHS and the Trust's Always Values.
- Ability to contribute to the hospital's strategic development and challenge constructively across all areas of the business
- The diplomacy and empathy to engage, promote and sustain relationships with internal stakeholders (Board members, Governors and staff members).
- Excellent communication skills and awareness of the sensitivity of the services GOSH provides.
- Uphold the highest standards of conduct, displaying the principles of selflessness, integrity, objectivity, accountability, openness, honesty, and leadership.
- Qualified to be a member of the NHS Foundation Trust with a home within one of its public constituency boundaries.

#### Desirable criteria

- Experience of delivering and/ or improving patient, family, service user, client or customer services.

**GREAT ORMOND STREET HOSPITAL FOR CHILDREN NHS FOUNDATION TRUST  
TERMS AND CONDITIONS FOR NON EXECUTIVE DIRECTOR**

*These are the terms and conditions under which your appointment has been made. These are the standard terms and conditions for a Non-Executive Director (NED) of Great Ormond Street Hospital for Children NHS Foundation Trust (the "Foundation Trust"). It is important that you read these carefully and contact the Company Secretary should you have any queries. Please indicate your acceptance of these terms and conditions by signing one copy and returning to the Company Secretary.*

**1. Statutory basis for appointment**

- 1.1. Non-Executive Directors hold a statutory office under the National Health Service Act 2006. The appointment and tenure of office are governed by the requirements of the Act and the Foundation Trust's Constitution. Your appointment is made by the Council of Governors. It does not create any contract of employment. This document is a contract for services and not a contract of employment between you and the Foundation Trust.

**2. Tenure of office**

- 2.1. The length of appointment will be determined by the Council of Governors in accordance with the requirements of the Foundation Trust Constitution and the NHS Foundation Trust Code of Governance. Your appointment tenure will be set out in your letter of appointment. Your continued tenure of appointment is contingent on your satisfactory performance and will be subject to annual appraisal by the Chairman in accordance with a process agreed by the Council of Governors. The tenure of appointment shall be for an initial period of three years commencing on **DATE** and ending on **DATE** subject to the termination provisions set out at paragraph 19.

**3. Appointment**

- 3.1. Your appointment is subject to the Foundation Trust's Constitution. Nothing in these terms and conditions shall be taken to exclude or vary the terms of the Constitution as they apply to you as a Non-Executive Director of the Foundation Trust. Your appointment is also subject to the Job Description approved by the Council of Governors and to the Foundation Trust's Code of Conduct as amended from time to time.

**4. Employment law**

- 4.1. Appointments are not within the jurisdiction of Employment Tribunals. Neither is there any entitlement for compensation for loss of office through employment law.

## **5. Fit & Proper Person Test (Health & Social Care Act 2008 (Regulated Activities) law**

- 5.1. All providers are required to demonstrate that appropriate processes are in place to confirm that directors are of good character, hold the required qualifications and have the competence, skills and experience required which may include appropriate communication and leadership skills, as well as a caring and compassionate nature.
- 5.2. The fitness of directors will be regularly reviewed on appointment and thereafter. In addition, non-executive directors have a responsibility to report any mismanagement or misconduct issues to the Chairman of the Foundation Trust Board.
- 5.3. You warrant that you are a fit and proper person as defined by the Health and Social Care Act 2008 (Regulated Activities) Regulations 2014 (as amended or supplemented from time to time) to hold a Board level appointment within the Foundation Trust.
- 5.4. You understand that there is an on-going duty to advise the Foundation Trust immediately if you become aware of any facts or circumstances that may mean you are no longer a fit and proper person to hold the role of Non-Executive Director of the Foundation Trust and agree to do so.
- 5.5. You understand that all directors have a collective and individual responsibility to help ensure the Foundation Trust complies with its obligations under this law. You also understand that there is an on-going duty to advise the Foundation Trust immediately if you become aware of any facts or circumstances that may mean another Executive or Non-Executive Director of the Foundation Trust is no longer a fit and proper person to hold the position which they hold within the Foundation Trust and agree to do so.
- 5.6. You understand that in the event the Foundation Trust has reason to believe at any time that you may not be a fit and proper person then it may suspend you from any or all of your duties pending investigation, the outcome of which may result in your removal from your role.

## **6. Role and responsibilities**

- 6.1. Your role and responsibilities are set out in the job description attached to these terms and conditions of service.
- 6.2. You understand that the Council of Governors has a statutory duty to hold the non-executive directors individually and collectively to account for the performance of the Trust Board.
- 6.3. You will be expected to perform your duties, whether statutory, fiduciary or common-law, faithfully, efficiently and diligently to a standard commensurate with both the functions of your role and your knowledge, skills and experience.

- 6.4. You will exercise your powers in your role as a Non-Executive Director having regard to relevant obligations under prevailing law and regulation, including the NHS Foundation Trusts Code of Governance, the Foundation Trust Constitution, the Role Description approved by the Council of Governors and any relevant Codes of Conduct and Foundation Trust or Department of Health guidance (or similar) in force from time to time, including the Department of Health's Code of Conduct & Accountability for NHS Boards.
- 6.5. You will have particular regard to the general duties of Directors, set out in the Foundation Trust Constitution, including the duty to promote the success of the Trust so as to maximise the benefits for the general public and the Foundation Trust's members.

## **7. Time commitment**

- 7.1. You will be expected to devote such time as is necessary for the proper performance of your duties. You should be prepared to spend a minimum of 2.5 days a month (and as required) on Foundation Trust business. A Non-Executive Director who is also the Deputy Chairman and Committee Chairman or Senior Independent Director will need to spend additional time on these duties. By accepting this appointment, you confirm that you have sufficient time to undertake your duties and have informed the Foundation Trust of your existing significant commitments prior to taking up the position. Any future changes to your other significant commitments should be reported to the Company Secretary.
- 7.2. The nature of the role makes it impossible to be specific about the maximum time commitment, and there is always the possibility of additional time commitment in respect of preparation and ad hoc matters which may arise from time to time, and particularly when the Foundation Trust is undergoing a period of increased activity. At certain times it may be necessary to convene additional Board, committee or Council of Governors' meetings.

## **8. Remuneration**

- 8.1. The annual fee rate as at the date of this document is £14,000 gross per annum, paid in arrears on the last working day of each working month by direct credit (exceptions may apply when the last working day falls on a Bank Holiday).
- 8.2. You are only entitled to receive remuneration in relation to the period in which you hold office. This fee covers all duties, including service on any Board committee.
- 8.3. All fees will be paid through PAYE and are subject to income tax and other statutory deductions.

8.4. There is no entitlement to compensation for loss of office. In accordance with the Constitution, remuneration for the Non-Executive Director will be set by the Council of Governors and is subject to periodic review.

8.5. In line with the requirements of the Health & Social Care Act, information on Directors' remuneration must be included in the Trust's Annual Report & Accounts.

## **9. Expenses**

9.1. You are eligible to claim the reasonable and properly-documented travel and other expenses you incur in performing the duties of your office at the rates set by the Foundation Trust and in accordance with Foundation Trust policy and procedure.

9.2. In line with the requirements of the Health & Social Care Act, information on Directors' remuneration must be included in the Trust's Annual Report & Accounts.

## **10. Eligibility for NHS Pension**

10.1. As a Non-Executive Director of the Foundation Trust, you are not eligible to join the NHS Pension Scheme.

## **11. Induction**

11.1. After the commencement of your appointment, the Trust will ensure you receive a formal and tailored induction.

## **12.Reappointments**

12.1. The Foundation Trust Constitution requires the Chairman and other Non-Executive Directors to be appointed following a process of open competition. You are eligible to stand for reappointment for a further three years appointment (to a maximum of 6 consecutive years), subject to satisfactory appraisals during your initial term and meeting all relevant requirements of the Foundation Trust Constitution.

12.2. There is no automatic right to be reappointed and any decision will be made by the Council of Governors in accordance with the process set out in the Foundation Trust's Constitution. The Council of Governors will consider performance during the initial term, the knowledge, skills and experience required by the Trust Board, the requirements and interests of the Foundation Trust and the requirements of the NHS Foundation Trust Code of Governance in relation to maximum tenure. Any re-appointment is subject to your continued eligibility under the criteria set out in the Foundation Trust's Constitution.

12.3. If the Council of Governors does not re-appoint you at the end of your term, your appointment shall terminate automatically, with immediate effect and without compensation.

### **13. Confidentiality**

- 13.1. All information acquired during your appointment is confidential to the Foundation Trust and should not be released, communicated or disclosed to third parties or used for any reason other than in the interests of the Foundation Trust, either during your appointment or following termination (by whatever means), without prior clearance from the Trust Board.
- 13.2. Your attention is also drawn to the requirements under both legislation and regulation as to the disclosure of inside information. Consequently you should avoid making any statements that might risk a breach of these requirements without prior clearance from the Foundation Trust Board.
- 13.3. You acknowledge the need to hold and retain Foundation Trust information (in whatever format you may receive it) in line with Trust policy.
- 13.4. You hereby waive all rights arising by virtue of Chapter IV of Part I of the Copyright Designs and Patents Act 1988 and moral rights in respect of all copyright works created by you in the course of performing your duties hereunder.
- 13.5. For the avoidance of doubt, nothing in this agreement restricts or otherwise affects your ability to make a protected disclosure under the Public Interest Disclosure Act 1998 and your attention is drawn to the Foundation Trust's whistleblowing policy which is available from the Company Secretary.

### **14. Public speaking**

- 14.1. On matters affecting the work of the Foundation Trust, a Non-Executive Director should not normally make political speeches or engage in other political activities. In cases of doubt, the guidance of the Company Secretary or Director of Communications should be sought.

### **15. Independent Legal Advice**

- 15.1. In some circumstances you may consider that you need professional advice in the furtherance of your role and it may be appropriate for you to seek advice from independent advisors. The Company Secretary will provide information on instructing solicitors.

### **16. Conflict of interest**

- 16.1. All Non-Executive Directors are required to comply with and adhere to the relevant provisions on conflicts of interest as set out in the Foundation Trust Constitution. The Foundation Trust Constitution requires Board Directors to 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 Trust Board. Further details can be found in Annex 9 of the Trust Constitution.

Further guidance on the relevance of an interest is available from the Company Secretary.

## **17. Gifts and inducements**

17.1. It is an offence for you to accept any gifts or consideration as an inducement or reward for:

- doing, or refraining from doing, anything in your official capacity; or
- showing favour or disfavour to any person in your official capacity.
- You may only receive hospitality which is in line with the Trust Policy and free of any impropriety.
- Any hospitality received must be declared and entered into the Hospitality Register.
- You will at all times comply with and notify the Foundation Trust with any breaches or potential breaches of the Bribery Act 2010 as amended from time to time.
- You are required to comply with the Foundation Trust's Declaration of Interest and Gifts and Hospitality Policy.

## **18. Resignation**

18.1. You may resign at any time by giving at least three months' notice in writing to the Chairman and Company Secretary.

## **19. Termination of appointment**

19.1. The Trust may terminate your term of office if:

- 19.1.1. You have been adjudged bankrupt or your estate sequestrated and (in either case) you have not been discharged.
- 19.1.2. You have made a composition or arrangement with, or granted a trust deed for, your creditors and have not been discharged in respect of it.
- 19.1.3. Within the preceding five years you have 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 you.
- 19.1.4. You have been required to notify the police of your 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;

19.2. Further provisions as to the circumstances where your terms of office may be terminated are outlined in Annex 7 of the Trust Constitution. Other examples of matters



which may indicate to the Trust that it is no longer in the interests of the Health Service and/or the Foundation Trust that an appointee continues in office are provided at Annex 1 of this document.

- 19.3. Any removal of a Non-Executive Director will be carried out in accordance with the Foundation Trust Constitution.

## **20. Indemnity**

20.1. The Foundation Trust will indemnify you against personal civil liability which you may incur in whilst carrying out your Board functions, providing that at the time of incurring the liability, you were acting honestly and in good faith, and not recklessly.

20.2. The Foundation Trust has directors' and officers' liability insurance in place and it is intended to maintain such cover for the full term of your appointment.

## **21. Disclosure and Barring Service (previously CRB)**

21.1. You agree at the request of the Foundation Trust to undergo a Disclosure and Barring Service (DBS) check, to provide any relevant information to the DBS and to submit any necessary documentation to the DBS to enable such a check to be made. This obligation extends to processing any requests for criminal record checks, enabling the DBS to decide whether it is appropriate for you to be placed on or removed from a barred list or placing you on or removing you from the DBS children's barred list and adults barred list for England, Wales and Northern Ireland.

21.2. You must promptly respond to any communications from the DBS and provide the Company Secretary with a copy of any correspondence of such nature as soon as it is received. The Chairman will deal with such matters in confidence and with a view to ascertaining whether it may indicate that you may not be a fit and proper person for your post when dealing with the DBS.

21.3. This process is carried out on appointment and is repeated every 3 years or when required.

21.4. You are required to report any police caution or conviction that may occur at any time during your appointment. The Foundation Trust reserves the right to withdraw any offer of appointment made on the basis of the outcome of a DBS check.

## **22. Trust Property**

22.1. On request and in any event on termination of your office for any reason you are required to return to the Foundation Trust all Foundation Trust property which may be in your possession or under your control including but not limited to your security pass and all

keys, computer hardware and software provided by the Foundation Trust and you shall not retain any copies thereof.

- 22.2. All documents, equipment, manuals, hardware and software provided to you by the Foundation Trust, and any data or documents (including copies) produced, maintained or stored on the Foundation Trust's computer systems or other electronic equipment (including mobile phones), remain the property of the Trust.

### **23.Data protection**

- 23.1. By signing this document you consent to the Trust holding and processing information about you for legal, personnel, administrative and management purposes and in particular to the processing of any sensitive personal data (as defined in the Data Protection Act 2018) including, as appropriate:
- 23.2. information about your health or condition in order to monitor sickness levels and take decisions as to your fitness to carry out your duties; or
- 23.3. information about you that may be relevant to ensuring equality of opportunity and treatment in line with the Foundation Trust's Equality and Diversity obligations and in compliance with equalities legislation; or
- 23.4. information relating to any current criminal proceedings or unspent convictions in which you have been involved in order to comply with legal requirements and obligations to third parties; and,
- 23.5. You consent to the Trust making such information available to any of its Officers, Committees, those who have an appropriate reason to access this information including payroll administrators, regulatory authorities, potential or future employers, governmental or quasi-governmental organisations.
- 23.6. You will comply at all times with the Foundation Trust's Confidentiality policy.

### **24.Rights of third parties**

- 24.1. The Contracts (Rights of Third Parties) Act 1999 shall not apply to this document. No person other than you and the Foundation Trust shall have any rights under this agreement and the terms of this agreement shall not be enforceable by any person other than you and the Foundation Trust.

### **25.Law**

- 25.1. Your engagement with the Foundation Trust is governed by and shall be construed in accordance with the laws of England and your engagement shall be subject to the jurisdiction of the courts of England.

25.2. This letter constitutes the entire terms and conditions of your appointment and no waiver or modification thereof shall be valid unless in writing and signed by the parties hereto.

I agree to accept the post on the terms and conditions as set out above

.....  
Signed

.....  
Dated

April 2018

## Annex 1

The following list provides examples of matters which may indicate to the Trust that it is no longer in the interests of the Health Service and/or the Foundation Trust that an appointee continues in office. This list is not intended to be exhaustive or definitive and the Foundation Trust will consider each case on its merits, taking account of all relevant factors.

- If you no longer enjoy the confidence of the Council of Governors.
- If you no longer enjoy the confidence of NHS Improvement.
- If you fail to deliver work against pre-agreed targets incorporated within your annual objectives.
- If you lose the confidence of the public or local community in a substantial way.
- If you fail to meet the requirements of the Fit and Proper Person Test.

**Council of Governors**

**24 July 2018**

**Appraisal of the Non-Executive Directors 2018**

**Summary & reason for item:**

This purpose of this paper is to present the outcome of the NED appraisal process 2018.

**Councillor action required:**

To review the results of the appraisal process for the Non-Executive Directors and accept the outcome.

**Presented by:** Mike Rake, Chairman/ Anna Ferrant, Company Secretary

**Council of Governors  
24 July 2018  
Appraisal of the Non-Executive Directors 2018**

**1. Introduction**

**1.1.** This purpose of this paper is to present the relevant information to the Council to enable it to fulfil its role in relation to the appraisal of the non-executive directors (NEDs).

**2. NED Appraisal Process**

2.1.1. The Chairman conducted the appraisals for Akhter Mateen, James Hatchley and Rosalind Smyth in July 2018. The Senior Independent Director (James Hatchley) conducted the Chairman's appraisal.

2.1.2. The governors were offered the opportunity to provide informal, anonymous and confidential feedback on the performance of the NEDs. It was recognised that the governors were new in post and had had relatively limited time to meet and get to know the NEDs. These comments were collated by the Lead Governor, Mariam Ali and sent to the Chairman. Comments about the Chairman were sent to James Hatchley (Senior Independent Director) to inform him when conducting the Chairman's interview.

2.1.3. Following a request from a governor, the Chairman agreed to offer the opportunity to ex-councillors for their views and comments on the NEDs, noting councillors had been in post during part of the previous year. These comments were collated by the Deputy Company Secretary, Paul Balson and shared with the Chairman and the Senior Independent Director as above.

2.1.4. The executive directors also provided informal, anonymous and confidential feedback via the Chief Executive to the Chairman and Senior Independent Director as above.

2.1.5. All feedback was used to inform the outcome of the appraisals.

2.1.6. A formal 360 degree appraisal process will be designed (in collaboration with the Council and Board) and implemented for future appraisals.

2.1.7. The appraisal of Chris Kennedy, NED and Amanda Ellingworth, NED will be conducted in Q4 2018/19.

2.1.8. The framework and objectives agreed at the April 2018 Council meeting against which the Chairman and NEDs have been appraised, are attached at **appendix 1**.

2.1.9. The following information is provided for each non-executive director (see **appendix 2**):

## Attachment I

- a summary of work conducted during the year by each individual assessed against the NED appraisal objectives.
- a summary of the performance appraisals conducted for each NED.

**ACTION REQUIRED:** To review the results of the appraisal process for the Non-Executive Directors and accept the outcome.

## Appendix 2

### Appraisal of the Chairman and Non-Executive Directors 2018

The Chairman and each NED will be appraised against the following framework, mapped to the approved competencies (see below):

**1:** Challenges made at Board during the past year are predominantly in relation to strategic matters, the management of significant clinical and corporate risks and impact on quality and safety, clinical outcomes, and patient experience (competencies 1,2,3)

**2:** Completes the relevant annual declarations and meets all requirements (annual declaration of interests form and raises any potential or actual conflicts at the beginning of a Board/ committee meeting; annual Fit and Proper Person Test declaration; and, the annual code of conduct declaration) (competencies 4,5)

**3:** Follows up challenges (outside formal meetings when appropriate), to ensure that questions or concerns have been addressed satisfactorily, including delivery of the Well Led Governance Review Recommendations (competency 6)

**4:** Undertakes all relevant statutory and mandatory training in accordance with relevant timescales (competency 6)

**5:** Regular attendance at Board and Board committee meetings and participation in a broad range of topics throughout the year (competency 7)

**6:** Attends external events and/or hospital visits and /or meetings with executives and Council meetings during the year to gather information and inform viewpoints (competencies 8, 9)

**7:** Chairs of the Board/ Board committees have reviewed the effectiveness of their Board/committees (on an annual basis) and the Chairman has received reasonable feedback (competency 10)

**8:** Are courteous to and supportive of other Board members and Governors (competency 11).

**9:** Actively engages with the Council of Governors (competency 6)

#### Chairman and Non-Executive Directors personal style/leadership competencies

1. Strategic direction (Contributes creatively and realistically to planning; can balance needs and constraints; debates cogently)
2. Intellectual flexibility (Can digest and analyse information; willing to modify own thinking; thinks creatively and constructively; sees the detail as well as the big picture)
3. Influencing and communication (Persuades with well-chosen arguments; uses facts and figures to support argument)



## Attachment I

4. Independence and objectivity (Not influenced by personal feelings; opinions or involvement in other activities in considering and representing facts)
5. Openness and transparency (honest, open and truthful in all dealings with patients, families, the public, staff, councillors and stakeholders)
6. Holding to account (Accepts personal accountability; challenges constructively and effectively; contributes to effective governance)
7. Commitment (attends relevant meetings; demonstrates has read documents)
8. Patient and Stakeholder Focus (Understands local health issues; understands diversity of the patient, family and carer community and its differing viewpoints; engages with the Council and other stakeholders)
9. Team working (Involves others in decision-making process; respects other team members; understands the Non-Executive and Council role; shares expertise and knowledge freely)
10. Leadership style for chairing the Board of Directors and Council (Chairman) or chairing Board committees, seeking assurance on behalf of the Board and escalating matters of significance to the Board (for the Audit Committee, Quality and Safety Assurance Committee and Finance and Investment Committee)(Non-executive directors)
11. Demonstrates a commitment to NHS/Trust values; promotes these values and acts in a way which is consistent with these values and the Nolan principles.

## Council of Governors

24 July 2018

### Appointment of the External Auditor at GOSH

#### Summary & reason for item:

In line with the National Health Service Act 2006 and Reference Guide for NHS Foundation Trust Governors (see Appendix 1) it is the Council of Governors responsibility to appoint, or remove the Trust External Auditors, with support from the Audit Committee.

The Trust is currently in contract with Deloitte for external audit services and these arrangements expire on 31 March 2019. Therefore a process needs to be initiated to procure replacement arrangements from April 2019.

#### Governor action required:

To approve

- The process for appointment of the external auditor, including the timetable; and
- Confirm two nominated governors to join the steering group.

**Report prepared by:** Helen Jameson, Chief Finance Officer

**Item presented by:** Helen Jameson, Chief Finance Officer

## Appointment of the External Auditor at GOSH

### Background

In line with the *National Health Service Act 2006* and Reference Guide for NHS Foundation Trust Governors (see **Appendix 1**) it is the Council of Governors responsibility to appoint, or remove the Trust External Auditors, with support from the Audit Committee.

The role of external audit is to ensure:

- the accounts of the NHS foundation trust are prepared in accordance with all relevant directions set by Monitor and any other statutory provisions;
- proper practices are observed in compiling the accounts; and
- the NHS foundation trust is using its resources economically, efficiently and effectively.

The Trust is currently in contract with Deloitte for external audit services and these arrangements expire on 31 March 2019. Therefore a process needs to be initiated to procure replacement arrangements from April 2019.

The 2006 Act proposes the Audit Committee will run the process, with the final decision on any appointment resting with the Council of Governors. The Audit Committee will establish objective criteria for the process and:

- agree with the council of governors a clear process for nominating a new auditor or reappointing the existing one, including a timetable showing the deadline by which a new appointment should be made; and
- prepare a specification defining the role and capabilities required, including the necessary qualifications, skills and experience, and agree the specification with any governors' audit working group or similar.

On completion of the process (in line with EU procurement guidelines) the appointment will be formally made at a general meeting of the Council of Governors.

This paper outlines the proposed process to appoint new external audit services from 1 April 2019 and ensure the Council of Governors discharges it's duties in line with the 2006 Act, as detailed above.

### Process

As the Trust's current arrangements for audit have been extended for the maximum period, to be compliant with EU procurement obligations and Standing Financial Instructions (SFIs) it is necessary to retender. A range of framework agreements are available to choose from including Crown Commercial Service, NHS SBS and the LPP/East of England.

The Trust Head of Procurement has reviewed the different frameworks and it is proposed to use the LPP/East of England Framework for Audit and Audit Consultancy Services. This Framework covers External Audit Services and has a reasonable selection of bidders, including the incumbent. Bidders include recognised firms with extensive NHS foundation trust experience.

It is further proposed to establish a steering committee to oversee the procurement process, which would need to be completed by December 2018. This would comprise of:

- Head of the Audit Committee (Chair)
- Chief Finance Officer
- Company Secretary
- A Non-Executive Director
- Head of Procurement
- Procurement lead
- 2 Governors

The 2 Governors would act on behalf of the Council throughout the process and would be fully briefed on public sector procurement processes and how the process would run prior to the first steering committee meeting.

This steering committee would oversee the procurement process in line with the proposed timetable and process as detailed in **Appendix 2**. The two governors would provide advice and represent the views of the Council of Governors throughout the process with the final recommendations being presented to the November 2018 Council meeting for approval.

### **Action Required**

The Council of Governors are asked to:

- Approve the approach to procuring a new External Audit Service and the proposed timetable
- Confirm two nominated members to join the steering group.

## Appendix 1

### Reference Guide for NHS Foundation Trust Governors

#### Chapter 7: Appointing and removing the NHS foundation trust's external auditor

The external auditor of an NHS foundation trust has important duties concerning the trust's annual accounts. This chapter sets out the governors' role in relation to the NHS foundation trust's external auditor. This chapter covers:

- what the auditor does;
- who the auditor can be; and
- appointing and removing the auditor.

#### 7.1 Background

##### What are the legal requirements?

The 2006 Act says that every NHS foundation trust must have an auditor that is appointed by the council of governors. The law states that it is for the council of governors to appoint or remove the auditor at a general meeting of the council.

That means the whole council of governors, rather than, for example, a committee or a working group, must appoint or remove the auditor.

Governors will need to do a lot of work to make sure they choose the right external auditor and monitor their performance. However, they are supported in this task by the audit committee, which provides information to the governors on the external auditor's performance as well as overseeing the NHS foundation trust's internal financial reporting and internal auditing.

##### The role of the audit committee

The audit committee is responsible for monitoring and reviewing matters including the integrity of financial statements of the NHS foundation trust, its internal financial controls and internal audit function.

The audit committee must consist of non-executive directors. The *Code of Governance* states that the committee should have at least three independent non-executive directors and that at least one member of the audit committee should have recent and relevant financial experience.

In order to support the underlying statutory duty of choosing the right external auditors, the *Code of Governance* states that the audit committee should report to the council of governors. The reports should:

- identify any matters relating to the external auditor where it considers that action or improvement is needed; and
- recommend what steps to take.

The governors will need to consider such reports closely, particularly in fulfilling their duty to hold the non-executives to account for the performance of the board. 49

The governors will also want to look at Monitor's *Audit Code for NHS Foundation Trusts* (the *Audit Code*), especially the criteria for auditors that it prescribes.

## What does the auditor do?

The auditor has statutory duties to ensure that:

- the accounts of the NHS foundation trust are prepared in accordance with all relevant directions set by Monitor and any other statutory provisions;
- proper practices are observed in compiling the accounts; and
- the NHS foundation trust is using its resources economically, efficiently and effectively.

Further details on the auditor's role are set out in the *Audit Code*.

## Who can be the auditor?

When an NHS foundation trust is authorised, it will have in post an auditor appointed by the Audit Committee of the NHS trust. This auditor will remain in post until the council of governors of the new NHS foundation trust has had a chance to discuss appointing a replacement.

The new NHS foundation trust is free to appoint whichever auditor it considers the most appropriate. However, to avoid having no auditor in place the new trust and the incumbent auditors must agree an engagement letter for the period before a new auditor is appointed, or the old one reappointed.

The auditor can either be an individual, or from a firm of auditors or other professional firm. However, the auditor (or in the case of a firm, each of its members) must be a member of one of the professional bodies specified in law (Audit Commission Act 1998), as below:

- a) the Institute of Chartered Accountants in England and Wales;
- b) the Institute of Chartered Accountants of Scotland;
- c) the Association of Certified Accountants;
- d) the Chartered Institute of Public Finance and Accountancy;
- e) the Institute of Chartered Accountants in Ireland; and
- f) any other body of accountants established in the United Kingdom and for the time being approved by the Secretary of State for this purpose.

The *Audit Code* sets out the particular criteria that an auditor must meet, not only on appointment but throughout its term as auditor. The auditor must:

- have an established and demonstrable standing within the health care sector and show a high level of experience and expertise – the work is specialised, so general audit experience is not enough to meet this standard;
- comply with the *Audit Code*; and
- subject the audit to internal quality control procedures that are sufficiently robust to test whether the audit work complies with the *Audit Code*.

If the auditor fails to meet, or believes it will not be able to meet, the criteria set out in the *Audit Code* at any point during its appointed term, the auditor must resign. 50

Governors need to consider when to change the team at the auditor's firm because a team that has been in place for too long may no longer be sufficiently independent from the NHS foundation trust. Governors can seek advice from the Auditing Practices Board (APB) on when to rotate teams.

The APB Ethical Standard 3 requires audit firms to arrange that:

- no individual acts as audit partner or quality review partner for more than five years; and
- staff in senior positions do not work on the audit team for more than seven years.

### **Annual process**

The audit committee should make a report to the council of governors on the auditor when the annual audit is completed.

This report should assess whether the auditor's work is of a sufficiently high standard and its fees are reasonable.

The audit committee must make a recommendation to the council of governors on retaining or removing the auditor. The council of governors should then consider whether to retain or remove the auditor.

## **7.2 Appointing the auditor**

### **Figure 6: Key stages for appointing the auditor**

#### **Trigger for action**

The impending end of the existing auditor's contract term will trigger a new appointment process, whether or not the existing auditor is seeking reappointment.

Governors also have the power to remove an existing auditor and, in certain situations, an auditor can or should resign. In either event, governors will need to make a new appointment.

#### **Agree process and establish criteria**

The council of governors should take the lead in agreeing with the audit committee the criteria for appointing, reappointing or removing auditors. As with all appointments or reappointments, the procedure must be formal, rigorous and transparent. 51

The audit committee will run the process but the final decision on any appointment rests with the council of governors. Having established objective criteria, the audit committee should:

- agree with the council of governors a clear process for nominating a new auditor or reappointing the existing one, including a timetable showing the deadline by which a new appointment should be made; and
- prepare a specification defining the role and capabilities required, including the necessary qualifications, skills and experience, and agree the specification with any governors' audit working group or similar.

#### **Procurement process**

The audit committee should run a formal procurement process to obtain the best candidate as fairly and transparently as possible. The process may vary depending on the NHS foundation trust's particular procurement rules but it must be within procurement law. This is complex and the audit committee and the governors' audit working group are likely to need legal advice before embarking on a procurement process.

#### *Re-appointment*

If the audit committee and the governors' audit working group have followed a correct process and the existing auditor meets the appropriate criteria, then the existing auditor may appear on the shortlist of final candidates. The same criteria should be applied to all those that express an interest in becoming the auditor of the NHS foundation trust.

#### *Shortlist*

The audit committee should draw up a shortlist of at least two appointable candidates in conjunction with the governors' audit working group.

#### **Presentation by the audit committee**

The audit committee and any governors' audit working group should present to the council of governors:

- the procurement process they have followed;
- the results of the procurement process; and
- recommendations.

The recommendations should describe in full the shortlisted candidates and assess their relative strengths and weaknesses. The appointment must be based on merit and objective criteria. The committee should also recommend the preferred candidate and set terms of engagement for the external auditor.

#### **How will the council of governors make a final decision?**

The council of governors should then make a final decision in line with its statutory obligations.

If the council of governors chooses to make an appointment, the audit committee will need to approve the auditor's terms of engagement. The council of governors and the audit committee should consider in particular how long the appointment should last. Best practice 52

is to appoint an auditor for a period which allows it to develop a strong understanding of the NHS foundation trust, normally three to five years (see "Who can be the auditor?" above).

Should the council of governors feel unable to make an appointment, for example, because it is unwilling to accept the audit committee's recommendations or believes the procurement process was flawed, then the audit committee and the governors' audit working group must set to work again at speed. The law requires the NHS foundation trust to have an auditor at all times, so they should adhere to the appointment timetable they will have drawn up at the start of the process. However, they may need to consider extending the incumbent auditor's contract to ensure that the trust is never without an auditor.

#### **Next steps**

In any event, the full process must be set out in the NHS foundation trust's annual report. In particular, if the council of governors does not accept the audit committee's recommendation, the board of directors should include in the annual report a statement from the audit committee explaining its recommendation and the reasons the council of governors took a different position.

### **7.3 Removing the auditor**

Removing the auditor is a very serious step and the council of governors must follow a rigorous and transparent process in taking it.



## **What are the possible reasons for removing the auditor?**

The council of governors will recognise that removing the auditor is rarely likely to be appropriate, particularly as the auditor plays an independent role within the NHS foundation trust.

If the auditor demonstrably does not meet the criteria set out in the *Audit Code* the governors may have grounds for removal, although the governors must, of course, clearly understand those grounds before they embark on the removal process.

## **What is the process?**

The council of governors should only exercise its power to remove the auditor after exhausting all other means of resolving any dispute. If it cannot resolve the issue, we suggest it pursues the following process.

### **Figure 7: Process for governors to remove the auditor**

#### **Proposal**

The council of governors should put together a proposal to consider removing the auditor. This will not necessarily result in removal, but will start the formal process. 53

#### **Investigation, advice and consultation**

The audit committee should investigate the issue, including allegations made against the auditor, if any. The investigation should consider the views of key personnel within the NHS foundation trust, including the NHS foundation trust's finance director and his or her staff.

The audit committee should seek legal advice on the legality of the removal process and any eventual removal throughout the process.

#### **Report**

The audit committee should present the findings of the investigation and consultation to the council of governors. The council of governors must ensure that the auditor is given adequate opportunities to respond to any allegations.

#### **Making a final decision**

Once the council of governors is satisfied that a full and proper process has been followed, it should vote on whether to remove the auditor. If governors have any doubts at all about the process, they must remedy any deficiencies in the process before voting. A majority of the council of governors must vote to remove the auditor at a general meeting before a removal can go ahead.

#### **After the auditor's removal**

When the council of governors ends an auditor's appointment in disputed circumstances, the chair of the NHS foundation trust should write to Monitor giving the reasons for the decision. After a removal, the NHS foundation trust will need to appoint a new auditor. The removal process and the reasons for it will also need to be set out in the NHS foundation trust's annual report.

## Appendix 2

### Timescale and process for appointment of external auditors

Action	Timetable
Approval of the process for appointment of external auditors from the Council of Governors At meeting, seek nominations for two governors to sit on the panel and evaluate external auditor bids	Council meeting 24 July 2018
Establish Project Steering Group	July 2018
Finalise documentation and agree evaluation criteria for the service	August 2018
Invite framework providers to submit outline proposals	August 2018
Receive longlist proposals	Monday 3 September 2018
Shortlist evaluation of responses by Steering Group Note: at least two bids on shortlist for external auditor appointment	5-7 September 2018
Invite shortlist to tender	Friday 7 September 2018
Tenders received	Friday 28 September 2018
Final evaluation Panel	3-5 October 2018
Recommendation of Preferred Bidder to the Council	Deadline for papers Monday 29 October 2018
Approval of recommended external auditor appointment by the Council of Governors	Wednesday 7 November 2018
Standstill letter	Thursday 8 November 2018
Appointment of Preferred Bidder	December 2018

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Council of Governors

24 July 2018

**Governance update**

**Summary & reason for item:**

The purpose of this paper is to:

- Update governors on the NED buddying programme, specifically details of the NED they have been allocated and next steps.
- Outline the Governors' Development Programme
- Provide a summary of presentations and discussions from the meeting of the Membership Engagement Recruitment and Representation Committee (MERRC) on 25 June 2018.
- Share the 2017/18 Annual Report and Accounts and indicate some of the highlights for Governors.
- Invite Governors to participate in a task and finish group to refresh the Membership Engagement Strategy.
- Provide an overview of the plan for the 2018 AGM.

**Governor action required:**

- To note the Governance update and pursue any items of interest throughout the report.
- Review the allocation of NED buddies and contact the Corporate Affairs team to arrange their first meeting.
- Review the learning matrix, and then discuss the proposed development program for each deliverable.
- Inform Paul Balson, Deputy Company Secretary, [Paul.Balson@GOSH.nhs.uk](mailto:Paul.Balson@GOSH.nhs.uk) if they would like to participate in the Membership Engagement Strategy refresh by 25<sup>th</sup> July.
- Note the initial feedback from MERRC for the 2018 AGM/ Annual Members' Meeting (AMM).

**Presented by**

Paul Balson, Deputy Company Secretary and Zoe Bacon, Chair of the Membership Engagement Recruitment and Representation Committee

## Governance update

### Governor Budding Programme

At the April 2018 Council of Governors' meeting and the May 2018 Trust Board, the Trust agreed to establish a NED budding programme for governors from September 2018.

The budding programme will provide governors with direct contact with a NED who can support their role and provide information and assurance on matters of interest or concern. It will also provide an opportunity for NEDs to highlight their role on the Board to governors and flag the issues that they are interested in.

Four to five governors will be allocated to a NED for a period of 12 months from 1 September 2018, at which point they will rotate to a new NED.

To facilitate the allocation of NEDs, governors were asked to indicate their interests and experiences outside of GOSH to the Corporate Affairs Office (Anna, Paul and Victoria). 12 out of 24 Governors responded and their interests and have informed the allocation on the following diagram. The governors who did not respond have been allocated NEDs commensurate with their current Council of Governors' Committee memberships, as far as reasonably possible.

The allocation of governors to NEDs for the period of July 2018 to July 2019 is in the diagram below:



Once the new NED (currently being recruited) has been appointed, the Corporate Affairs Office will discuss with the Council how to reallocate the Governors amongst all NEDs.

Level of commitment required

NEDs will agree individually with their buddies how they will work during the year. As a minimum Governors shall meet with their buddy three times per year (these can be telephone meetings). The Corporate Affairs Office can help facilitate meetings, tours, telephone calls and information within the buddy groups. The effectiveness of the buddy system will be evaluated in November 2019.

Next steps

Governors to liaise with the Corporate Affairs Office to set up initial meetings between NEDs and with their buddies.

**Council of Governors’ Development Programme**

The last induction session for governors will be on 24 July 2018. Those governors who missed either session one, two or both are required to attend a compressed session of one and two on 22 August 2018. Once the induction program is complete, the induction programme will transition to a series of Governor Development sessions. The Governor Development sessions will focus on the skills and knowledge that will help governors deliver their role requirements, specifically:

- representation and,
- holding Non-Executive Directors to account.

Development sessions would be either held prior to Council meetings to enable the maximum attendance to the sessions (1.5 hours covering two topics per session); or, over a number of session or included as part of the Council agenda.

Using the GOSH Strategy, at appendix 1 of this paper, the learning matrix below outlines the content Governor Development sessions. The Council of Governors are asked to review the key duties, strategic priorities and objectives; and propose development programmes that will deliver them over the next three years’ tenure for governors. For example:

<b>Key duties of a Governor</b>	<b>Strategy Priorities</b>	<b>Strategy Objectives</b>	<b>Proposed Development Programmes for Governors</b>	<b>Date of Session (internal/ external speaker?)</b>
<i>Hold NEDs to account</i>	<i>Technology</i>	<i>Ensure rapid uptake of the latest clinical and non-clinical technologies to improve patient outcomes and our productivity</i>	<i>Presentation from EPIC project lead on the key opportunities and risks</i>	<i>Internal speaker</i>

**Action:** Review the learning matrix below, discuss the proposed development program for each deliverable.

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Key duties of a Governor	Strategy Priorities	Strategy Objectives	Deliverables (for information only)	Proposed Development Programmes for Governors	Date of Session (internal/ external speaker?)
Hold NEDs to account	Care	Clinical Services	Be recognised for our expertise and clinical innovation in developing, delivering and leading specialised paediatric services		
		Quality	Be recognised for our quality of care, positive health outcomes and experience for children and families		
		Access	Provide timely access to care for all GOSH patients		
		Better Value	Deliver efficient care in order to generate a sustainable surplus and allow us to invest in our transformation		
	People	Culture	Use our values and behaviours to build a positive and diverse culture where staff are inspired to give their best		
		Talent	Be renowned for our talented staff and for the ever improving quality of work they do		
		Leadership	Have leaders at all levels of the Trust who are effective, visible, supportive and respected by their teams		
		Education	Provide our staff with the skills and capabilities needed to deliver exceptional care from world-class facilities		
	Research	Research	Accelerate the translation of all research into improved patient outcomes	Presentation on the Research Hospital	November 2018 at Council meeting (Research Team)
		Reward	Build a culture of innovation and continuous improvement where the talent and creativity of all staff is harnessed		
	Technology	Digital	Become a digitally mature organisation, radically transforming patient, family and staff experience of our services		
		Technology	Ensure rapid uptake of the latest clinical and non-clinical technologies to improve patient outcomes and our productivity		
	Voice	Voice & Advocacy	Use the voice of GOSH to promote issues that directly affect the children and families who need us the most		
		Networks & Partners	Play a leading role in the UK system and international children's alliance, and to ensure our networks across UK best		

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Key duties of a Governor	Strategy Priorities	Strategy Objectives	Deliverables (for information only)	Proposed Development Programmes for Governors	Date of Session (internal/ external speaker?)
			serve the patient’s needs		
	Spaces	Environment	Be recognised as the most environmentally sustainable healthcare provider in the UK with all staff recognising their stewardship role		
		Site	Maximise our hospital site’s potential to meet the current and future healthcare needs		
		Equipment	Provide our clinical teams with the equipment they need to deliver cutting-edge care to our patients		
	Information	Informatics	Develop the Business Intelligence Unit to be the single integrated source of accurate, timely and reliable performance data (incorporating operations, finance and workforce		
		EPR	Create a comprehensive, unified electronic single patient record, providing the single reliable source of clinical data to maximise staff productivity and deliver excellent care		
		Research Data	Combine advanced analytics with a comprehensive set of data to inform and improve care for our patients		
	Funding	NHS Funding	Develop and negotiate a funding model which reflects the true cost of care, the new collaborative clinical pathways, and allows capacity to be flexed for variable levels of demand		
		Charity Funding	In conjunction with GOSHCC, maximise value and impact of charitable funding in support of the GOSH strategy	Presentation from Charity on its role and impact	February 2019
		Commercial Funding	Develop and grow new sources of commercial income within the UK and internationally by making best use of our specialist expertise in patient care, education, diagnosis and research		

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Key duties of a Governor	Explanation and areas covered		Proposed Development Programmes for Governors	Date of Session (internal/ external speaker?)
Appoint the Chair and NEDs	Understand the terms and conditions for the chair and non-executive directors			
Remunerate the Chair and NEDs	Understand the terms and conditions for the chair and non-executive directors			
Taking decisions on significant transactions and mergers, acquisitions, separations and dissolutions	Definition of 'Significant transactions' and voting arrangements			
Taking decisions on non NHS income	Governance arrangements on approving any change to the proportion of income derived from non-NHS sources			
Appoint the auditor	Understanding the criteria for auditors			
	Governance arrangements for the appointing and removal of external auditors			
Engage, recruit and represent members	Engage	undertake effective engagement with the membership		
	Recruit	increase the membership base		
	Represent	represent the interests of constituencies		



**Annual report and accounts**

The 2017/18 annual report and accounts were laid before Parliament on the 19th June 2018.

The link to the full document is here: <https://www.gosh.nhs.uk/about-us/our-corporate-information/publications-and-reports/annual-reports>

Hard copies will be available at the meeting of the Council of Governors on the 24<sup>th</sup> July 2018.

There are a few areas of the report it would be prudent to draw Governors' attention to. These are outlined in the table below:

Title	Page	Comment
Overview – key issues and risks	16	A summary of the key risks facing the Trust.
Trust Board meetings	47	Includes a summary of the role of the Committees of the Board (requested by some Governors).
Members Council	48	The role, constituencies and makeup of the Council of Governors.
Membership at GOSH	50	How we performed against our membership recruitment targets.
Independent auditor's report to the Board of Governors and Board of Directors on the audit of the financial statements	92	<p>This section of the report is addressed to Governors and Directors. The external auditors' opinion on the financial statements of the Trust:</p> <ul style="list-style-type: none"> <li>- Give a true and fair view of the state of the foundation trust's affairs as at 31 March 2018 and of its income and expenditure for the year then ended;</li> <li>- Have been properly prepared in accordance with the accounting policies directed by NHS Improvement – Independent Regulator of NHS Foundation Trusts; and</li> <li>- Have been prepared in accordance with the requirements of the National Health Service Act 2006.</li> </ul>
Independent auditor's report to the Council of Governors on the Quality Report	184	<p>This section of the report is addressed to Governors and Directors. For the Quality report, the Trust received a '<b>Qualified Conclusion</b>'</p> <p><i>A qualified report is one in which the auditor concludes that most matters have been dealt with adequately, except for a few issues; as opposed to a 'Unqualified Conclusion', where the auditors conclude that we presented fairly our affairs in all material aspects and observed compliance with accepted principles and statutory requirements.</i></p> <p>The basis for the qualified conclusion was: <u>Percentage of incomplete pathways within 18 weeks for patients on incomplete pathways at the</u></p>

Title	Page	Comment
		<p><u>end of the reporting period.</u></p> <p>This indicator required the Trust to accurately record the start and end dates of each patient's treatment pathway, in accordance with detailed requirements set out in the national guidance. This is calculated as an average based on the percentage of incomplete pathways which are incomplete at each month end, where the patient has been waiting less than the 18 week target.</p> <p>The External auditors tested a risk based sample of 27 items, identifying a few samples which were not accurately documented.</p> <p>As a result of the issues identified, the External Auditors concluded that there were errors in the calculation of the “<i>percentage of incomplete pathways within 18 weeks for patients on incomplete pathways at the end of the reporting period</i>” indicator for the year ended 31 March 2018.</p> <p>For information: GOSH operates a robust validation process during the 18th week of the pathway and the External Auditor review was undertaken at week 17. At week 18, such errors would have been corrected during validation.</p> <p>With the introduction of the Electronic Patient Record, these errors will automatically be flagged. A re-launch of RTT training for PIMS users is also underway.</p>

### **Meeting of the Membership Engagement Recruitment and Representation Committee (MERRC) on 25 June 2018**

The last meeting of the MERRC was on 15 November 2017. Since its last meeting, the membership of the Committee has changed owing to: Governor Elections; call for nominations of new members at the 25 April Council of Governors meeting; and, recruitment of the membership manager. The meeting on 25 June 2018 was the first meeting since the recent election. The following highlights were reported / discussed at the Committee:

#### **Chair of the Committee**

Zoe Bacon, Governor: Patient from London was elected as Chair of the Committee.

#### **Review of the terms of reference**

The terms of reference presented to the 25 April 2018 Council of Governors meeting were updated with 'Council of Governors' throughout. At the meeting, the Committee reviewed the terms of reference and updated staff job descriptions, clarified the remit of the Committee when reviewing membership communications and requested clarity on the level of support available from the Patient Experience Team.

**Membership Statistics report as at 31 March 2018 and projected membership targets for 2018/19**

The Deputy Company Secretary presented the report which:

- compared member figures between 2016/17 and 2017/18,
- analysed membership demographics,
- reviewed performance against targets in 2017/18 and
- proposed recruitment targets for 2018/19.

The Committee discussed strategies to recruit more 10 to 16 year olds. It was noted that a number of older MERRC schemes could be relaunched that would result in an immediate increase in membership such as MERRC presentations to the GOSH School and in the Lagoon. It was agreed that the Committee’s recruitment focus would be on the lower areas of representation.

It was noted that over the previous twelve months, the resource for membership relationships had been focussed on the Council of Governor elections. The Trust has now recruited a Membership Relationship Manager (starting on 23 July 2018) who will be able to focus on membership engagement, recruitment and representation.

The Committee agreed the recruitment targets for 2018/19, as outlined below.

Constituency	2017/18 actual (as at 31 March 2018)	5% attrition	8% growth	2018/19 target (as at 31 March 2019)	In year net target
Public constituency	2752	138	220	2,835	83
Patient / parent / carer constituency	6,917	346	553	7,125	208
Totals	9669	483	774	9959	290

**Governor induction review**

MERRC members were invited to provide feedback on the recent induction they had received. The feedback was very positive:

- It was useful for the role in getting governors up to speed.
- Made the role expectations clear
- Avoided an over reliance on the second term Governors
- For the existing Governors, the training refreshed their enthusiasm for the role.
- Good opportunity to meet the Governors outside of formal meetings.
- The presence of the Executives gave value to the role.
- The varied number of presenters kept the day fresh.

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The comments would be fed into the review of induction for as and when new governors are appointed.

### **Governors online library**

The Deputy Company Secretary invited Governors to list the content and functionality they would find useful on an online Governors' library. The following suggestions were listed:

- A space to comment on and share documents
- All newsletters
- Easy read versions of documents
- Glossary of terms
- Guides on topics such as 'How to Chair a meeting'
- Key contacts
- Map of GOSH services
- Top level precis of Committee functions
- Top tips / FAQs from former Governors
- Support for how to answer contentious questions

These suggestions will be discussed with IT during the scoping and design of the Governors' online library. The Governors online library will be up and running by 1<sup>st</sup> October 2018.

### **Review of Membership Engagement Strategy**

The Deputy Company Secretary presented the most recent Membership Engagement Strategy that covered 2015 to 2018. It set out the methods used to consolidate and develop effective, responsive and representative membership. The Strategy is due for a review.

Committee members made the following observations about the document:

- The content and detail of the Strategy was necessary and good, however the strategy was too long and needed to contain a version of it that Governors could get behind e.g. a plan to a page.
- Existing membership engagement was "stale" and needed to be livened up.
- The benefits / incentives of becoming a member were discussed and need to be communicated.
- The general sentiment of the Committee was that a revised strategy should be less ambitious with the scope of objectives, but deliver those objectives to a high standard (do less well).

### **Drafting the new strategy**

The Committee proposed that as it does not have the capacity to redraft the strategy on its own; it suggested inviting the Council of Governors to a dedicated workshop on refreshing the Strategy and setting objectives.

The MERRC will lead on the refresh of the strategy, consulting with the Council of Governors and wider membership as necessary. The aim is to submit the revised strategy for approval to the 7 November Council of Governors meeting.

**Action:** All Governors, who are not members of MERRC who wish to participate in the dedicated workshop on refreshing the Strategy and setting objectives to Inform Paul Balson, Deputy Company Secretary, [Paul.Balson@GOSH.nhs.uk](mailto:Paul.Balson@GOSH.nhs.uk) by 26th July 2018.

**Annual Members' Meeting and Annual General Meeting**

The Committee was asked to provide ideas for the AMM/AGM to be fed into the planning group: such as themes for stalls, guest patient speakers again, engagement and recruitment opportunities and Lead Governor presentation content. The following points were raised:

- Using the Lagoon will be good; it provides space to engage with attendees both before and after the presentations.
- Patient stories from the 70 years of the NHS would be interesting.
- Taking a different approach to patient stories could be refreshing; specifically what has GOSH helped a young person achieve.
- Frame the AGM reports on finance and performance could be framed around the patient stories "Why we do what we do".
- A stall on transition: how to prepare young people for adult services was requested. This was a topic of discussions for the YPF.
- A Estates point of view for how GOSH has evolved over the last 70 years and what it will look like in 70 years' time would be interesting.
- A tour of the Disney Garden prior to the start of the AGM would showcase the achievement.

**Paul Balson – Deputy Company Secretary**

**Appendix 1: The GOSH strategy**

