

Council of Governors Agenda
25th January 2023 at 17:00-19:00

	Standard Business		Lead	Time
1-23	Welcome, Introduction and Apologies:	V	Chair	17:00
2-23	Declarations of interest	V	Chair	
3-23	Minutes of the last meeting – 5 th October 2022	P	Chair	
4-23	Matters arising/Action Log	V	Chair	
5-23	Chief Executive Update	V	Chief Exec	17:05
6-23	Lead Governor Update	V	Lead Governor	17:15
Reports and Action Plans				
7-23	Performance and Quality Update	*	Executive Leads	17:20
8-23	Audit Committee Assurance Report	P	Non- Executive Director - MT	17:35
9-23	Performance Committee Assurance Report	P	Non- Executive Director – GB	17:45
10-23	People Committee Assurance Report	P	Non- Executive Director – KD/GB	17:55
11-23	Charitable Funds Committee Assurance Report	P	Non- Executive Director - EA	18:05
12-23	Quality Committee Assurance report	P	Non- Executive Director – TJ/EA	18:10
13-23	Patient Experience and Inclusion Committee (PEIC) Report	P	Governor - AW	18:20
14-23	Membership Engagement and Communications Committee Report	P	Committee Chair - LJB	18:25
15-23	Five Year Plan – Strategy progress update	*	Director of Strategy	18:30
16-23	System Working & Collaboration: Role of Councils of Governors	P	Interim Associate Director of Corporate Governance	18:40
For Approval				
17-23	Review of Trust Constitution	P	Interim Associate Director of Corporate Governance	18:50
Any other business				
18-23	Meeting Review	V	Chair	18:55
19-23	Any Other Business	V	Chair	18:55
Date and time of next meeting:			26 th April 2023 at 5pm	

p paper
***** presentation
v verbal report

Draft Minutes of: Council of Governors**Date/Time of meeting: 5th October 2022 at 5pm**

Title / Department	Name	Initials	Present / apols
Core member			
Chair	Kathy Doran	KD	P
Non-Executive Director	Mark Tattersall	MT	P
Non-Executive Director	Elkan Abrahamson	EA	P
Non-Executive Director	Geoff Broadhead	GB	P
Non-Executive Director	Terry Jones	TJ	P
Non-Executive Director	Asutosh Yagnik	AY	A
Non-Executive Director	Anna Rothery	AR	A
Chief Executive	Liz Bishop	LB	P
Director of Workforce & OD	Jayne Shaw	JS	P
Medical Director	Sheena Khanduri	SK	P
Chief Nurse	Julie Gray	JG	P
Chief Operating Officer	Joan Spencer	JSp	P
Director of Finance	James Thomson	JT	P
Chief Information Officer	Sarah Barr	SB	P
Director of Strategy	Tom Pharaoh	TP	P
Public Governor	Anne Olsson	AO	A
Public Governor	Jonathan Heseltine	JH	0
Public Governor	Andrew Waller	AW	P
Public Governor	John Field	JF	P
Public Governor	Caroline Pelham-Lane	CPL	P
Public Governor	Sonia Holdsworth	SH	A
Public Governor	Keith Lewis	KL	P
Public Governor	John Roberts	JR	P
Public Governor	Vincent Olsson	VO	A
Public Governor	Hussein Rahil	HR	P
Public Governor	Jane Wilkinson	JW	A
Public Governor	Miles Mandelson	MM	P
Public Governor	Glen Crisp	GC	P
Staff Governor	Abhishek Mahajan	AM	A
Staff Governor	Myfanwy Borland	MB	P
Staff Governor	Laura Jane Brown	LJB	P
Staff Governor	Linzi Hickson	LH	P
Staff Governor	Carol Nelson	CN	0
Appointed Governor	Yvonne Nolan	YN	A

Appointed Governor	Samuel Cross	SC	0
Appointed Governor	Andrew Schache	AS	A
Appointed Governor	Mahmoud Elfar	ME	A
Appointed Governor	Nick Small	NS	0
Appointed Governor	Nancy Whittaker	NW	A
Also in attendance			
Title	Name	Initials	
Corporate Governance & Governor Engagement Officer	Anne Mason	AMa	
Director of Research and Innovation Operations	Gillian Heap	GH	

	Standard business
57-22	Welcome, introduction & apologies: The Chair welcomed all those in attendance and gave a warm welcome to all the new Governors who were attending their first Council of Governors meeting. Introductions then followed and the Chair noted the apologies from the table above.
58-22	Declarations of interest: No declarations of interest were noted ☑
59-22	Minutes of previous meeting: 6 th July 2022 The minutes were approved as an accurate record with the correction of removing Margaret Saunders from the attendance list.
60-22	Matters arising None
61-22	Chief Executive Update The Chief Executive provided the following updates to the Council of Governors: The recent release of the National Staff Survey has seen a good response of 24% so far and it is expected that this number will increase in the coming weeks. Last year saw a 62% return on surveys which was the highest return in England and showed high scores overall in comparison to other Trusts. Work is ongoing following the review of Liverpool Clinical Services which identified 12 key areas for improvement. Agreement has been made with partners to identify the priority 2-4 areas to be addressed with a completion date for the review expected in December 2022. An unannounced visit of the Private Clinic took place by the CQC on 17 th August 2022 however as no patients were on site that day they returned on 23 rd August 2022. A report from the visit will be sent out for comments/response however the Chief Nurse indicated there were no immediate areas for concern raised on the day. The Covid and Flu vaccine programme commenced this week with 273 staff members vaccinated to date. JS commented that there are a small number of tickets remaining for the Staff Awards on Friday 14 th October at the Crown Plaza and asked if any of the Governors would like to attend to let her or the Corporate Governance Team know.

62-22	Lead Governor Update <p>LJB, Public Governor, informed the group that JW, Lead Governor, sent an email update to the Board of Governors prior to going on holiday and advised that the Team Brief had been circulated to the Governors for information.</p>	
	Reports and Action Plans	Action
63-22	Performance and Quality Update <p>The Executive Team updated the Council of Governors on Key Operational Issues, Quality, Workforce and Finance within the Trust.</p> <p>Operational Highlights The Chief Operating Officer reported an excellent performance on access and efficiency however there are some challenges reaching the 62-day target due to late referrals. CCCL are working with the referring Trusts to identify delays with patient pathways to try to resolve the issues. Delays caused by receiving late diagnostic tests from specialist laboratories have been addressed resulting in a vast improvement in turnaround times.</p> <p>The Trust has seen the highest number of referrals following the Covid-19 pandemic which was envisaged to level off however numbers continue to increase but these are being managed accordingly.</p> <p>There are workforce capacity challenges in radiology and chemotherapy nursing, with an increase in workloads however the teams are working well together to address this.</p> <p>CCCL have also been supporting Liverpool University Hospital Foundation Trust as they open the new Hospital with appropriate transfer of patients and the Trust continues to be fully engaged with the wider NHS planning work regarding Winter Plans and collaborating with Cheshire and Merseyside Trusts.</p> <p>Quality Highlights The Chief Nurse informed that the Trust continues to perform well against the quality standards and informed that increases in infection rates have been noted nationally. However, there is a robust post infection review process which shows that the Trust has taken the appropriate action in most cases. In a few cases, learning has been identified around the sampling process.</p> <p>JG advised the group that the complaints response rate dipped due the focus being on the quality of the responses which were delayed due to annual leave, however all delayed cases have been discussed with the complainants.</p> <p>The Trust continues to successfully recruit international nurses with a further 3 experienced oncology nurses joining last week, totalling 12.</p> <p>Finance Highlights The Director of Finance stated that the Trust remains on its financial plan including the year-to-date position. The Trusts plan submitted to NHSEI shows as £1.6m surplus for 2022-2023.</p> <p>The Trust is over the agency cap in August 2022 by £83k and £153k year to date which is an increase in spending compared to last year, however the clinical divisions have plans in place to reduce agency usage.</p>	

	<p>The Trust holds a strong cash position with creditor and debtor returns being well-managed.</p> <p>Capital spending is starting to increase in the second part of the year whilst still holding the revenue forecast for the year.</p> <p>Workforce Highlights The Director of Workforce and Operational Development reported that sickness numbers have reduced for August however short-term absence is above target.</p> <p>Staff turnover is above target, but the Workforce and Organisational Development team continue to focus on staff health and wellbeing.</p> <p>Statutory and Mandatory training compliance continues to perform above Trust targets.</p> <p>The Trust has achieved a 90% Personal Appraisal and Development Reviews (PADR), in August and compliance rates continue to compare favourably with other organisations.</p> <p>The Council of Governors noted the contents of the report.</p>	
64-22	<p>Research Presentation The Director of Research and Innovation Operations introduced the presentation to the Council of Governors highlighting the following:</p> <p>The Clatterbridge Cancer Centre is working in partnership with Liverpool University Hospital Foundation Trust and Liverpool Heart and Chest and has been awarded £5.3m towards the Liverpool Clinical Research Facility.</p> <p>The team have established four bespoke in-patient rooms within the hospital that will enable patients to have access to cutting edge therapies in immunology, which will allow the Trust to increase experimental medicine and world-class research for cancer patients across the region.</p> <p>The Research Team will also be carrying out clinical human trials with drugs, procedures, and treatments for the very first time in the Trust.</p> <p>Performance figures confirm recruitment of over 1000 patients for trials between 2021 and 2022, with over 200 research reports being published and there are currently 45 new clinical research trials set up. There are 10 investigator led trials ongoing, led by consultants from The Clatterbridge Cancer Centre which will establish the Trust as a research focused hospital and will enhance the Trusts reputation nationally and internationally.</p> <p>The quarterly patient and public newsletter "Research Matters" has been disseminated via social media and LJB commented that this could also be shared with the Members through the C3 Magazine.</p> <p>Public Governor, AW, asked if the impact of the research publications are measured, GH informed that the team are currently reviewing last year's data but don't have the results as yet.</p>	

	<p>The Medical Director commended the team noting major publications in The Lancet and Nature medical journals and that the team are expanding academic recruitment for a joint Radiotherapy Chair.</p> <p>The Director of Finance commented that this research links in the with Trust's strategy for sustainable investments.</p> <p>The Council of Governors noted the contents of the presentation.</p>	
65-22	<p>Audit Committee Assurance Report Non-Executive Director and Chair of Audit Committee, MT, introduced the report commenting the Committee was very positive in the following areas:</p> <p>The Data Protection Security Toolkit self-assessment has been uploaded declaring that the National Standards have been met. The MIAA audit of compliance rated the Trust as moderate based on a risk posed by Joiner-Movers-Leavers Policy/process. This related to leavers of the Trust still having access for a period of time after they left, which has since been addressed.</p> <p>Substantial assurance was received regarding the Anti-Fraud Report for 2021-2022.</p> <p>Assurance was also received from the Quality Committee and Performance Committee Annual Reports for 2021-2022 that clearly evidenced the scope of work that has been undertaken and by meeting the requirements laid out in the Terms of Reference.</p> <p>The Audit Committee received the new enhanced Board Assurance Framework (BAF) for 2022-2023 and noted the additional development progress taking place over the next few months to align the BAF with the Trust Board and Committee Work Plans. The Audit Committee approved the revised BAF and recommended it to the Trust Board.</p> <p>The Committee carried out a self-assessment of its effectiveness for 2021-2022 resulting in an action to improve administration of the meeting.</p> <p>The Committee received the Audit Tracker and acknowledged the significant efforts of the Corporate Governance Team in co-ordinating the production of the document and noted that further development is required to provide assurance regarding the timely completion agreed actions.</p> <p>The Council of Governors noted the contents of the Report.</p>	
66-22	<p>Performance Committee Assurance Report Non-Executive Director and Chair of Performance Committee, GB, introduced the Report noting the following:</p> <p>The new Royal Liverpool University Teaching Hospital opened on 28th September 2022 which highlighted concerns delivering the catering work stream the Committee are seeking assurance that these issues will be dealt with.</p> <p>The Committee noted the challenges with the reduction in agency use given the Trust position with an increase in activity.</p> <p>A deep dive was requested into the Elective Recovery Funding as costs have not yet been recovered which may have been impacted by the pay awards and the current electricity prices. However, whilst this may be a risk to the planned income, this won't</p>	



	<p>yet be known until funding is confirmed from NHSE. Further assurance has been requested on the Cost Improvement Programme including a review of the target risks set out in the BAF.</p> <p>The Council of Governors noted the contents of the Report.</p>	
67-22	<p>People Committee Assurance Report</p> <p>The Chair provided a verbal update to the Council and highlighted the following:</p> <p>The Trust has seen an improvement with Mandatory Training and Staff Appraisals for both August and September and the Chair thanked staff for their participation noting that appraisals are an opportunity for staff to provide feedback and to raise any issues.</p> <p>Staff Story this month was presented by the Chair of the LGBT+ Staff Network who are raising awareness across the Trust. The story was very informative, and the Chair confirmed that the story had been positively received by staff.</p> <p>The Chair highlighted the Allied Health Professional (AHP) Workforce Supply Strategy that was funded by Health Education England, to accelerate the Trust and system response to a projected National AHP workforce shortage. It is envisaged that the strategy will help to attract and retain the AHP workforce and will inform other business planning going forward.</p> <p>The Chair raised an item of concern following the recent pay award and subsequent effect this has had on pension contributions for certain bands of staff meaning that some staff owe pension money which exceeds the pay awards. All those staff affected have been contacted individually by the HR team and offered support. It is understood that this situation will not occur again in the future.</p> <p>The Director of Workforce and Organisational Development commented that this is a difficult time for staff and ballots are currently taking place with unions regarding industrial action relating to pay awards which affects Junior Doctors and Nursing.</p> <p>The Council of Governors noted the contents of the Report</p>	
68-22	<p>Charitable Funds Committee Assurance Report</p> <p>Non-Executive Director and Chair of Charitable Funds, EA, introduced the Report noting the following:</p> <p>The Clatterbridge Cancer Charity Midsummer Ball was very successful and raised £178k, and informed that the Ball may take place in London in 2023.</p> <p>The Trust Board have approved the new Charity which will be set up independently in the New Year and is envisaged to see an increase in donations from people who prefer to give to independent charities.</p> <p>There is an ongoing issue with Northwest Cancer Research in relation to legacy entitlement which is being followed up by the Head of Fundraising.</p> <p>Non-Executive Director, EA, encouraged the Council to read the Arts in Health Programme Annual Report 2021-2022.</p> <p>The Chair commented that The Clatterbridge Charity also has a significant social media presence.</p>	



	The Council of Governors noted the contents of the Report	
69-22	<p>Quality Committee Assurance Report Non-Executive Director and Chair of Quality Committee, TJ, introduced the Chairs Report highlighting the following:</p> <p>Since the appointment of the new Chief Nurse the Committee has come a long way and has a lot more assurance.</p> <p>The Safeguarding Annual Report notes concerns in relation to performance against the Learning Disability Improvement Standards with only 57.69% of patients agreeing that they have a choice about their care compared to the national average of 83%.</p> <p>The Report also notes that only 36.8% of staff agreed there is a policy relating to Do Not Attempt Cardiopulmonary Resuscitation (DNACPR), however the data may be skewed by a small, non-representative, responder group. Following further investigation of this figure, the Committee have requested an update in 6 months.</p> <p>The Research and Innovation Board Assurance Risk (BAF) relating to achieving the research ambitions as a specialist cancer centre, will be closely monitored by the Committee, however there are no current concerns.</p> <p>The Council of Governors noted the contents of the Report</p>	
70-22	<p>Patient Experience and Inclusion Committee (PEIC) Report – Deferred AW, Public Governor, advised the Council that the report is deferred due to the meeting being cancelled.</p>	
71-22	<p>Membership Engagement and Communications Committee LJB, Staff Governor, and Chair of the Membership Engagement and Communications Committee (MECC), provided an update highlighting the following:</p> <p>The Committee are pleased to welcome the 7 new Governors to the Trust and the new Corporate Governance and Governor Engagement Officer who will be able to support with the implementation of the Membership Strategy.</p> <p>The Committee are mindful that elements of the Membership Strategy implementation plan, require specific support from the Trusts Equality Diversity and Inclusion Lead and noted the recent gap in this post.</p> <p>The Membership documentation is being updated with a new online application form and a redesign of advertising materials which will be used when attending events in collaboration with the Charity Team.</p> <p>LJB invited the Council members to attend Membership Committee and asked for any suggestions or ideas for Membership to be forwarded to herself or the Corporate Governance Team on ccf-tr.enquiriesforgovernors@nhs.net</p> <p>The Council of Governors noted the contents of the report.</p>	
	Any other business	
72-22	<p>Meeting Review The Council discussed the feasibility of future hybrid meetings due to technical difficulties experienced at the meeting with those attending via Microsoft Teams being unable to hear. It was agreed that the next meeting will be hybrid due to the approaching winter and its associated</p>	

	viruses; and training to be provided by the IT Department prior to the next meeting to prevent IT issues.
73-22	<p>Any Other Business</p> <p>GC, Public Governor, advised the Council that by signing up to Amazon Smile, you can nominate The Clatterbridge Cancer Charity who will receive a small donation each time a purchase is made.</p> <p>KL, Public Governor, asked if children with learning difficulties are identified on admission to the Trust. The Chief Nurse confirmed that all patients have individual assessments of their needs on their arrival at the Trust and confirmed that each patient is treated according to their individual requirements.</p> <p>MB, Staff Governor, asked when the next update on the 5-year strategy will take place. TP confirmed that regular updates are taken to Trust Board and Performance Committee and the next update due at Council of Governors will be in January 2023.</p>
	Date and time of next meeting via MS Teams: 11th January 2023 at 5pm

Council of Governors Performance Update

January 2023

Joan Spencer

James Thomson

Sheena Khanduri

Jayne Shaw

Julie Gray



Contents

- 1. Operational Performance**
- 2. Quality Performance**
- 3. Workforce Performance**
- 4. Research and Innovation Performance**
- 5. Financial Performance**
- 6. Questions**
















Access

Key Performance Indicator	Target	Dec-22	Last 12 Months
2 week wait from GP referral to 1st appointment	93%	100.0%	J F M A M J J A S O N D
24 days from referral to first treatment	G: ≥85% A: 80-84.9% R: <80%	86.7%	J F M A M J J A S O N D
28 day faster diagnosis - (Referral to diagnosis)	75% (formally monitored since Oct 2021)	77.8%	J F M A M J J A S O N D
28 day faster diagnosis - (Screening)	75% (formally monitored since Oct 2021)	No patients	There has only been 1 28 Day FDS Screening patient during this time
31 day wait from decision to treat to first treatment	96%	98.4%	J F M A M J J A S O N D
31 day wait for subsequent treatment (Drugs)	98%	100.0%	J F M A M J J A S O N D
31 day wait for subsequent treatment (Radiotherapy)	94%	100.0%	J F M A M J J A S O N D
Number of 31 day patients treated ≥ day 73	0	0	J F M A M J J A S O N D
62 Day wait from GP referral to treatment	85%	84.6%	J F M A M J J A S O N D
62 Day wait from screening to treatment	90%	100.0%	J F M A M J J A S O N D
Number of patients treated ≥ 104 days AND at CCC for over 24 days (Avoidable)	G: 0 A: 1 R: >1	1	J F M A M J J A S O N D
Diagnostics: 6 Week Wait	99%	100%	J F M A M J J A S O N D
18 weeks from referral to treatment (RTT) Incomplete Pathways	92%	99.0%	J F M A M J J A S O N D








Efficiency (1 of 2)

Key Performance Indicator	Target	Dec-22	Last 12 Months
Length of Stay: Elective (days): Solid Tumour	G: ≤9 A: 9.1-10.7 R: >10.7	9.6	
Length of Stay: Emergency (days): Solid Tumour	G: ≤12 A: 12.1-14.3 R: >14.3	13.1	
Length of Stay: Elective (days): HO Ward 4	G: ≤21 A: 21.1-22.1 R: >22.1	13.9	
Length of Stay: Emergency (days): HO Ward 4	G: ≤22 A: 22.1-23.1 R: >23.1	11.0	
Length of Stay: Elective (days): HO Ward 5	G: ≤32 A: 32.1-33.6 R: >33.6	18.5	
Length of Stay: Emergency (days): HO Ward 5	G: ≤46 A: 46.1-48.3 R: >48.3	3.7	
Delayed Transfers of Care as % of occupied bed days	≤3.5%	6.3%	
Bed Occupancy: Midday (Solid Tumour)	G: ≥85% A: 81-84.9% R: <81%	94.2%	
Bed Occupancy: Midnight (Solid Tumour)	G: ≥85% A: 81-84.9% R: <81%	93.5%	
Bed Occupancy: Midday (Ward 5: HO)	G: ≥80% A: 76-79.9% R: <76%	83.9%	
Bed Occupancy: Midday (Ward 4: HO)	G: ≥85% A: 81-84.9% R: <81%	96.1%	
Bed Occupancy: Midnight (Ward 5: HO)	G: ≥80% A: 76-79.9% R: <76%	98.0%	
Bed Occupancy: Midnight (Ward 4: HO)	G: ≥85% A: 81-84.9% R: <81%	99.7%	



Efficiency (2 of 2)

Key Performance Indicator	Target	Dec-22	Last 12 Months
% of expected discharge dates completed	G: ≥95% A: 90-94.9% R: <90%	92.0%	
% of elective procedures cancelled on or after the day of admission	0%	0%	0% for all months
% of cancelled elective procedures (on or after the day of admission) rebooked within 28 days of cancellation	100%	None cancelled	No elective procedures have been cancelled on or after the day of admission
% of urgent operations cancelled for a second time	0%	0%	0% for all months
Imaging Reporting: Inpatients (within 24hrs)	G: ≥90% A: 80-89.9% R: <80%	92.6%	
Imaging Reporting: Outpatients (within 7 days)	G: ≥90% A: 80-89.9% R: <80%	85.9%	
Data Quality - % Ethnicity that is complete (or patient declined to answer)	G: ≥95% A: 90-94.9% R: <90%	98.7%	
Percentage of Subject Access Requests responded to within 1 month	100%	100.0%	
% of overdue ISN (Information Standard Notices)	0%	0%	0% for all months



Key Operational Issues

1. Following a period of below target performance in the first half of 2022, Cancer Waiting Times performance is recovering. The fall in performance was due mainly to factors beyond the Trust's control, the first of which continues to affect us;
 - A greater proportion of patients being referred late to CCC, which significantly affects our performance.
 - Delays in receiving molecular test results from specialist laboratories. This has now been addressed and test turn around times are much improved.

We continue to work with referring Trusts to identify delays in patient pathways prior to referral to CCC and are collaborating to tackle these issues.

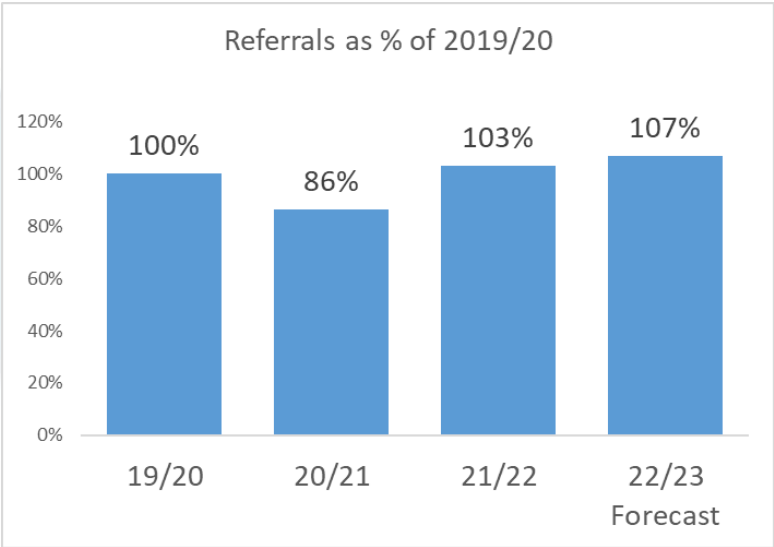
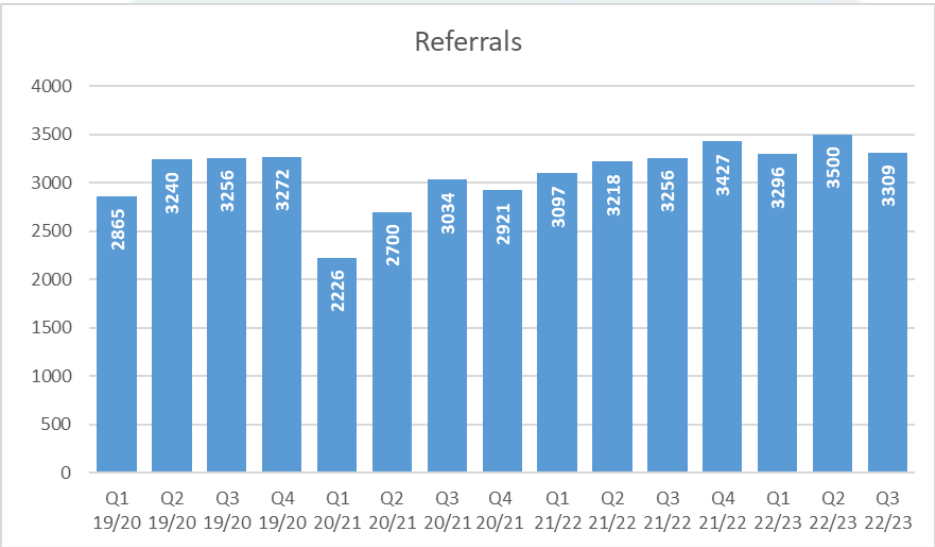
2. Industrial action had a significant impact on the Trust in terms of the time taken by clinical and senior management teams to plan for services on these days, including rearranging patient outpatient appointments and liaising with the RCN Union. However, this was well managed by CCC and patient safety was maintained.
3. COVID-19 challenges:
 - Demand remains high but referrals are now more stable.
 - Workforce capacity challenges particularly in radiology and chemotherapy nursing
 - Barriers to discharge and transfer, with continuing capacity issues in NHS Community services, Hospices and Care Homes. Increased acuity of patients and targeted treatments creating sustained growth in length of stay. CCC are involved in a North West campaign to achieve timely discharges.

4. The 2023/24 NHS Planning Guidance was published on December 23rd 2022. We have identified the implications for CCC and are taking an update to Trust Board in January 2023, as a first step.

5. We continue to support Liverpool University Hospitals Foundation Trust following the opening of the new Royal Liverpool Hospital and during winter time, with appropriate transfer of patients and clinical support.

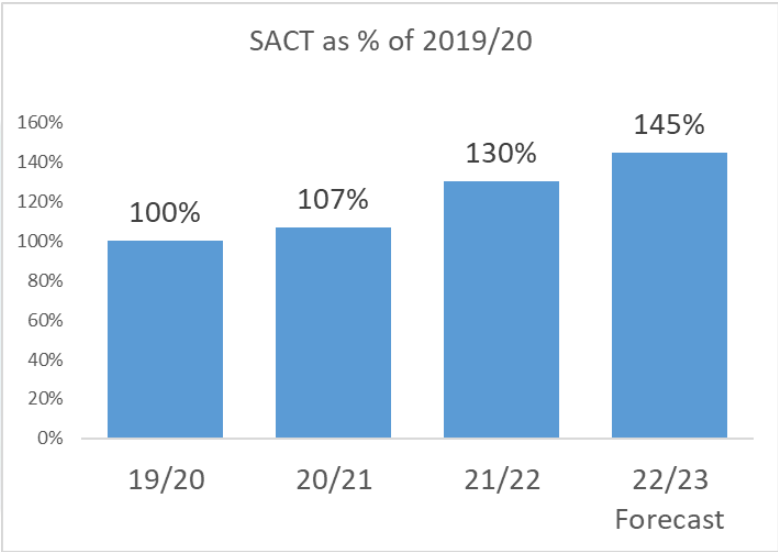
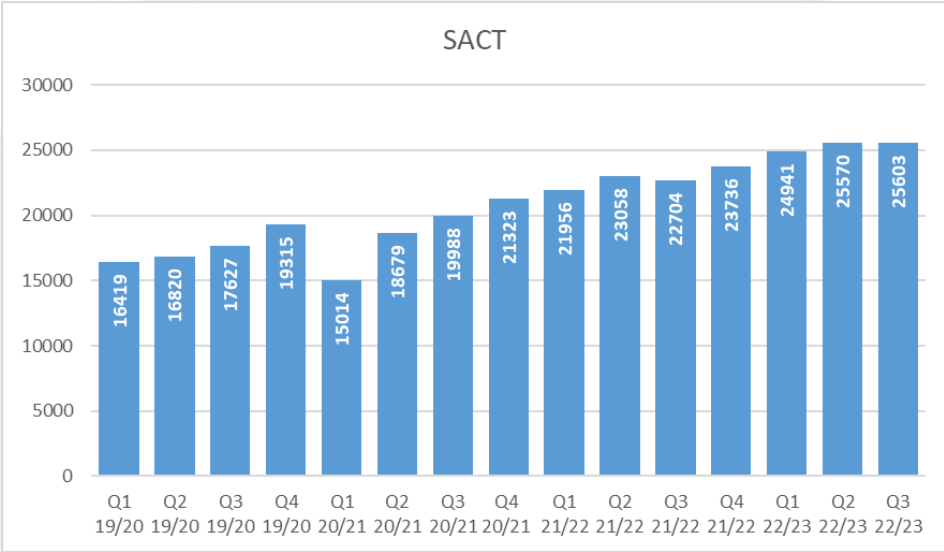


Referrals to CCC



The 2022/23 forecast figure is calculated by extrapolating 1/4/22 – 30/12/22 to a full year.

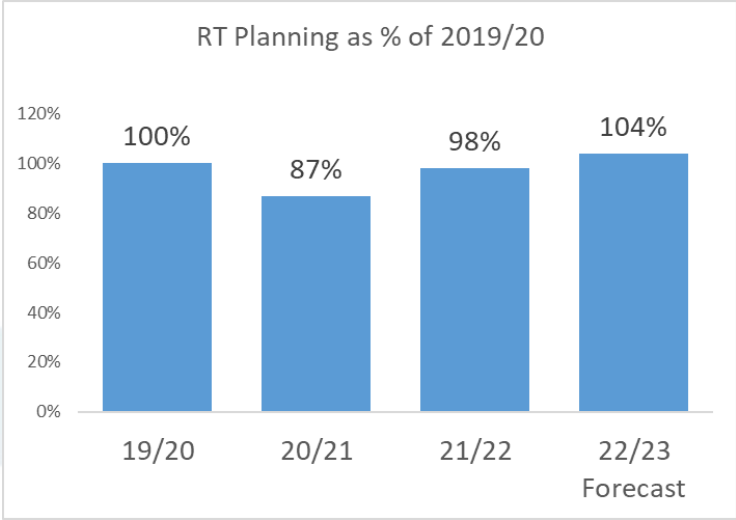
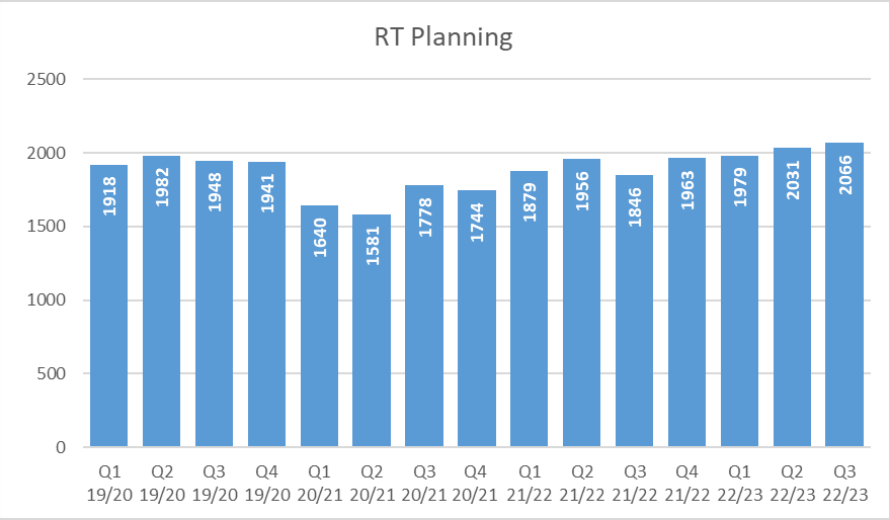
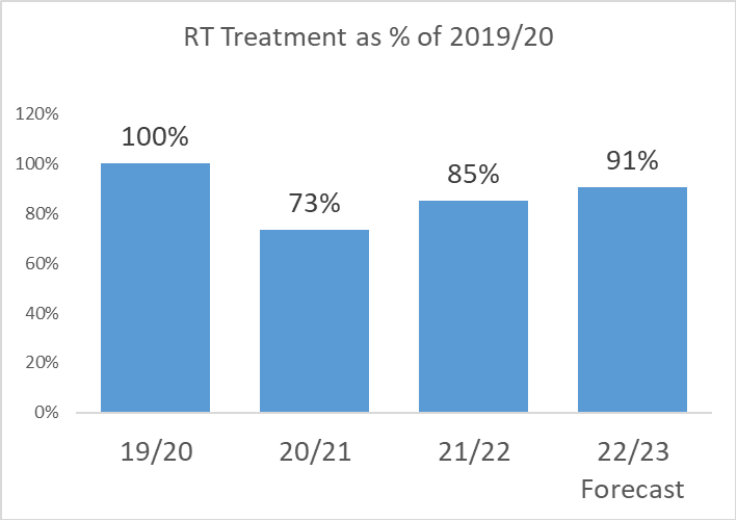
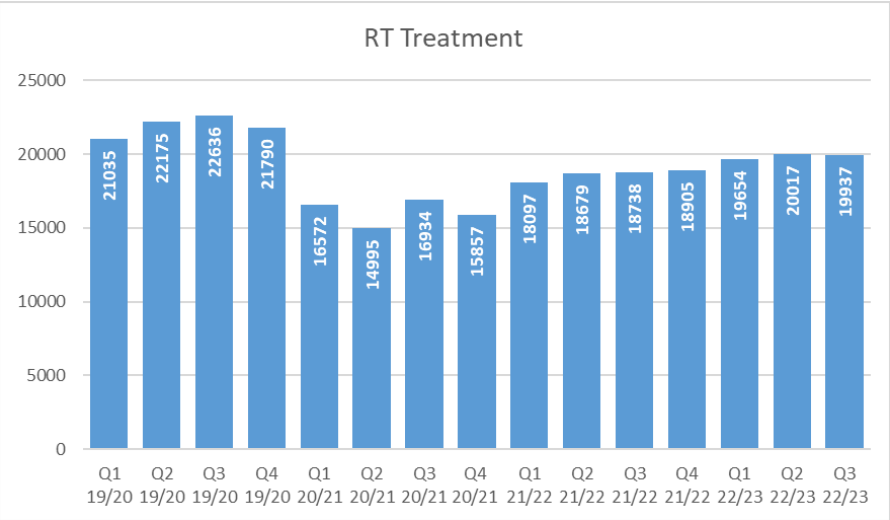
SACT (Chemotherapy and Immunotherapy)



The 2022/23 forecast figure is calculated by extrapolating 1/4/22 – 30/12/22 to a full year.

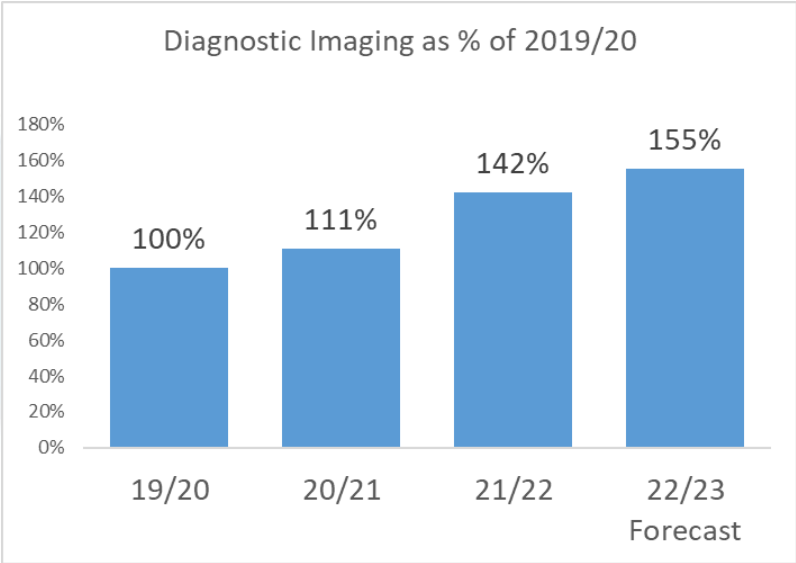
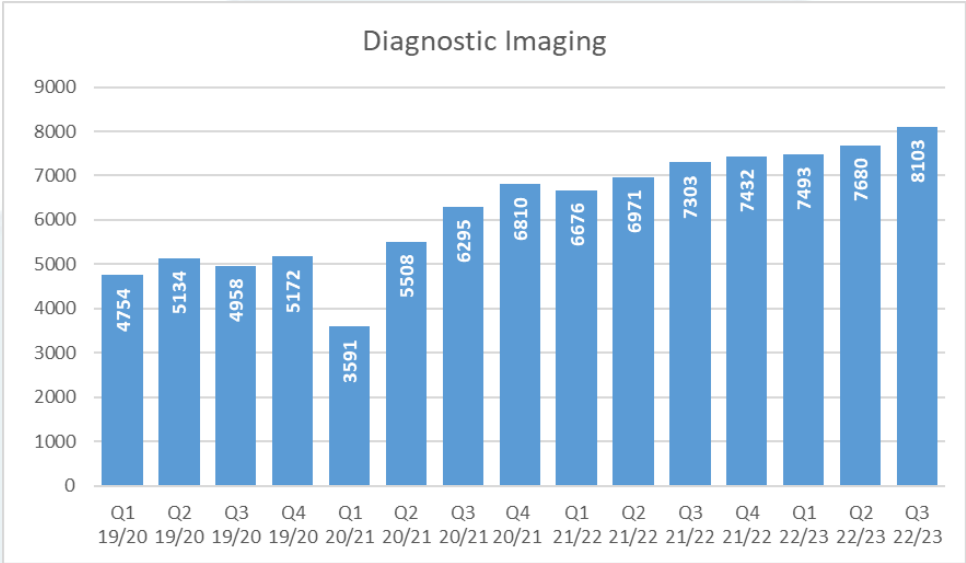


Radiotherapy



The 2022/23 forecast figure is calculated by extrapolating 1/4/22 – 30/12/22 to a full year.





Diagnostic Imaging



The 2022/23 forecast figure is calculated by extrapolating 1/4/22 – 30/12/22 to a full year.
This data does not include Community Diagnostic Centre activity.



Quality Performance (1 of 3)

Key Performance Indicator	Target	Dec-22	Last 12 Months
Never Events	0	0	0 for all months
Serious Incidents (month reported to STEIS)	No target	0	
Serious Untoward Incidents: % submitted within 60 working days / agreed timescales	100%	0 requiring submission	
Incidents /1,000 Bed Days	No target	105	
Incidents resulting in harm (moderate and above) /1,000 bed days	No target	0.37	
Inpatient Falls resulting in harm due to lapse in care	0	0	
Inpatient falls resulting in harm due to lapse in care /1,000 bed days	0	0	
Pressure Ulcers (hospital acquired grade 3/4, with a lapse in care)	0	0	0 for all months
Pressure Ulcers (hospital acquired grade 3/4, with a lapse in care) /1,000 bed days	0	0	0 for all months
30 day mortality (Radical Chemotherapy)	G: ≤0.6% A: 0.6 - 0.7% R: >0.7%		
30 day mortality (Palliative Chemotherapy)	G: ≤2.3% A: 2.31 - 2.5% R: >2.5%		
100 day mortality (BMT)	TBC		
Consultant Review within 14 hours (emergency admissions)	90%	98.4%	






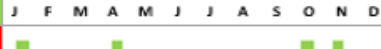



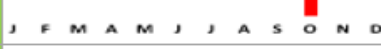


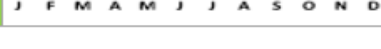


Quality Performance (2 of 3)

Key Performance Indicator	Target	Dec-22	Last 12 Months
Safer Staffing: Fill-rate for Registered Nurses – day shifts	G: ≥90%	92.60%	
Safer Staffing: Fill-rate for Registered Nurses – night shifts	G: ≥90%	93.70%	
Safer Staffing: Fill-rate Care Staff – day shifts	G: ≥90%	88.50%	
Safer Staffing: Fill-rate Care Staff – night shifts	G: ≥90%	90.8%	
Safer Staffing: Overall fill-rate	G: ≥90%	91.7%	
% of Sepsis patients being given IV antibiotics within an hour.	90%	90.0%	
VTE Risk Assessment	95%	94.9%	
Dementia: Percentage to whom case finding is applied	90%	90%	
Dementia: Percentage with a diagnostic assessment	90%	No patients	No patients were referred
Dementia: Percentage of cases referred	90%	No patients	No patients were referred
Clostridioides difficile infections (HOHA and COHA)	≤17 (pr yr)	0	
E Coli bacterium (HOHA and COHA)	≤11 (pr yr)	0	
MRSA infections (HOHA and COHA)	0	0	0 for all months
MSSA bacteraemia (HOHA and COHA)	G: ≤4, A: 5 R: >5 (pr yr)	5	
Klebsiella (HOHA and COHA)	≤8 (pr yr)	2	



Quality Performance (3 of 3)

Key Performance Indicator	Target	Dec-22	Last 12 Months
Klebsiella (HOHA and COHA)	≤8 (pr yr)	2	
Pseudomonas (HOHA and COHA)	≤1 (pr yr)	0	
FFT score: Patients (% positive)	G: ≥95% A: 90-94.9% R: <90%	97.2%	
Number of formal complaints received	No target	4	
Number of formal complaints / count of WTE staff (ratio)	No target	0.0023	
% of formal complaints acknowledged within 3 working days	100%	100%	
% of routine formal complaints resolved in month, which were resolved within 25 working days	G: ≥75% A: 65-74.9% R: <65%	50.0%	
% of complex formal complaints resolved in month, which were resolved within 60 working days	G: ≥75% A: 65-74.9% R: <65%	None resolved	
% of FOIs responded to within 20 days	100%	100%	
Number of IG incidents escalated to ICO	0	0	
NICE Guidance: % of guidance compliant	G: ≥90% A: 85-89.9% R: <85%	94.0%	
% of policies in date	G: ≥95% A: 93.1-94.9% R: <93%	89.2%	
NHS E/I Patient Safety Alerts: number not implemented within national timescale.	0	0	












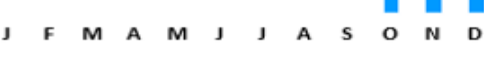


Quality Summary

- Performance against our Quality KPIs continues to be generally very good.
- A suite of online dashboards continues to be developed, to display performance such as our Patient Friends and Family survey scores, activity, such as numbers of admissions, and real time information on inpatient care, such as whether VTE risk assessments have been completed.
- We continue to have very few falls or grade 3 or 4 pressure ulcers which are caused by a lapse in care by CCC.
- Infection rates remain high, not just at CCC but nationally. We have a robust post infection review process in place and the outcome in the vast majority of cases is that the Trust took all appropriate action. In a few cases, learning has been identified around the sampling process and documentation.
- 1 Serious Incident was reported in September 2022 (declared by Liverpool University Hospitals Foundation Trust) and is being investigated. This relates to a patient referred by CCC. CCC staff are fully involved in the investigation to ensure a robust and thorough review of the pathways and processes involved.
- Continuing successful International nurse recruitment.



Workforce Performance

Key Performance Indicator	Target	Dec-22	Last 12 Months
Staff Sickness Absence	G: ≤4% A: 4.1-4.9% R: ≥5%	5.9%	
Staff Sickness Absence (short term)	G: ≤1% A: 1.1 - 1.2% R: ≥1.3%	2.7%	
Staff Sickness Absence (long term)	G: ≤3% A: 3.1-3.5% R: ≥3.6%	3.1%	
Staff Turnover: (12 month rolling)	G: ≤14%, A: 14.1 - 14.9%, R: ≥15%	16.1%	
Statutory and Mandatory Training	G: ≥90% A: 75-89.9% R: ≤74%	95.8%	
PADR rate	G: ≥90% A: 75-89.9% R: ≤74%	94.6%	
Medical Appraisal	G: ≥90% A: 75-89.9% R: ≤74%	100.0%	
Pulse Staff Survey: Employee Engagement Score	Target being developed		
Pulse Staff Survey: Advocacy score	Target being developed		
Pulse Staff Survey: Involvement score	Target being developed		
Pulse Staff Survey: Motivation score	Target being developed		
Flu: % of 'Frontline' CCC Staff Vaccinated (at 31/12/21)	90% by end Feb 2023	58.0%	



Workforce Summary

- Since a Trust high of 7% staff sickness absence in January 2022, this has remained below this level and was at 5.9% in December, this is 1.9% above the Trust's target. Staff turnover is at 16.2%, which is 1.2% above the Trust's target. The Workforce team are working closely with clinical teams; reviewing the sickness and turnover data in detail, to identify where improvements can be made.
- Statutory and Mandatory training compliance continues to be above the Trust target of 90%.
- Following a dip to 86% in June and July, the Trust continues to achieve the Performance Appraisal and Development Review (PADR) target of 90% and our compliance rates continue to compare favourably with other organisations.
- We continue to carry out the NHS 'Pulse' satisfaction surveys and compare favourably with other organisations. The 2022 National NHS Staff Survey results have now been released to Trusts and these are being analysed before circulating to teams, who will identify any issues and actions to make improvements for our staff.
- The new 2023/24 NHS Planning Guidance has a clear focus on improving staff retention and attendance through a systematic focus on all elements of the NHS People Promise.



Research and Innovation Performance

Key Performance Indicator	Target	Dec-22	Last 12 Months
Study recruitment	G: ≥108 A: 92 - 108 R: <92 (pr month)	77	
Study set up times (days)	≤40 days		
Recruitment to time and target	G: ≥52% A: 45-51.9% R: <45%		
Number of new studies open to recruitment	G: ≥5 A: 4-5 R: <4 (pr month)	6	
Publications	G: ≥17 A: 14-16 R: <14 (pr month)	18	

NB: The 'Study set up times' and 'Recruitment to time and target' data is published nationally and the latest data received is shown.



Research & Innovation Summary

- We have an annual target for the number of patients we recruit onto trials. At the end of December 2022, we had achieved 78% of the total due to be recruited at that point in the year.
- The main reasons for not currently being on track to achieve this annual target are:
 - A strategic, clinically-led decision was made in December 2021 to prioritise the set-up and opening of ECMC studies to recruitment. ECMC studies are scientifically relevant but by nature recruit lower patient numbers. This decision was taken to support the renewal of the ECMC bid. As a specialist cancer centre our portfolio focuses on early phase trials.
 - Capacity impacted during December 2022 due to clinical trial sponsors closing and staff capacity during the Christmas period.
- The R&I team continue to work collaboratively with service departments and research-active staff to open all studies types in a timely way.
- The R&I team continue to work to maximise recruitment to all open trials.
- To note:
 - CCC is currently top recruiting site for the Spruce study. Spruce is reviewing electronic versus paper based patient reported outcomes (PI Prof. Isabel Syndikus, Urology).
 - First patient treated on the Debio trial which is a Phase III Head and Neck study (PI Dr Ehab Ibrahim, Head and Neck).
- We have exceeded the target for the number of studies opened in month, with 6 in Dec 22.



Financial Performance

For December 2022, the key financial headlines are:

Metric (£000)	In Mth 9 Actual	In Mth 9 Plan	Variance	Risk RAG	YTD Actual	YTD Plan	Variance	Risk RAG
Trust Surplus/ (Deficit)	191	135	56		1,308	1,215	93	
CPL/Propcare Surplus/ (Deficit)	107	0	107		1,083	0	1,083	
Control Total Surplus/ (Deficit)	298	135	163		2,391	1,215	1,176	
Trust Cash holding	67,410	54,033	13,377		67,410	54,033	13,377	
Capital Expenditure	1,303	2,055	752		2,419	2,888	469	
Agency Cap	152	95	(57)		1,253	855	(398)	

For 2022/23 NHS Cheshire & Merseyside ICB are managing the required financial position of each Trust through a whole system approach. The Trust submitted a plan to NHSE/I showing a £1.621m surplus for 2022/23. The Trust position was reliant upon receiving Elective Recovery Funding (ERF) of £9m for activity over and above 104% of 2019/20 to achieve the plan. The national team confirmed in December there will be no ERF payments transacted for activity above 104%. To mitigate this the ICS have agreed systems funding of £3.5m for the Trust. While this is not the full amount included in the financial plan the Trust had only required £1.6m of ERF to achieve plan to month 8, the Trust had been able to mitigate the shortfall through non recurrent means. The assumption is this will continue for the final quarter.

The Trust financial position to the end of December is a £1.308m surplus, which is £93k above plan. The group position to the end of December is a £2.391m surplus.

The Trust cash position is a closing balance of £67.4m, which is £13.3m above plan. Capital spend is currently reporting below plan, with the majority of spend expected in the last quarter of the year.

The Trust is over the agency cap in December by £57k and £398k year to date. Further controls have been put in place by NHSE/I to monitor agency spend and the Divisions have provided exit strategies for all agency spend, these are being monitored regularly throughout the year.



Questions



Council of Governors - 25 January 2023**Chair's report for: Audit Committee****Date/Time of meeting: 13 October 2022 – 09.30-12.30**

			Yes/No
Chair	Mark Tattersall	Was the meeting Quorate?	Yes
Meeting format	MS Teams		
Was the committee assured by the quality of the papers (if not please provide details below)			Yes
Was the committee assured by the evidence and discussion provided (if not please provide details below)			Yes

General items reported to the Board On 26 October 2022	<ul style="list-style-type: none"> The Committee reviewed Board Assurance Framework (BAF) entry BAF 14 Cyber Security, and considered a proposal to reduce the residual risk score. The Committee noted work carried out to implement effective mitigating actions to address a number of gaps in control and approved a reduction in the residual risk score from 16 to 12. The Committee received a positive Internal Audit Progress Report and noted that recent Internal Audit reviews had resulted in outcomes as follows: <ul style="list-style-type: none"> Staff Appraisal / Mandatory Training – Substantial Assurance Cancer Waiting Times – Substantial Assurance The Committee also received a report from Internal Audit which detailed outcomes of their Follow-Up on implementation of Audit recommendations and noted that good progress was being made with implementation. It was also noted that the Trust's management of the audit tracker will be enhanced through implementation of a Teammate+ system and work on a pilot exercise of this system will commence imminently. While good progress was noted, the Committee requested that future reports include details of the context and reasons where timescales for implementation of audit recommendations are revised. The Committee considered a proposal from Health Procurement Liverpool (HPL) for the adoption of a revised standardised tender waiver across the Consortium's participating Trusts. The Committee noted the benefits of a standardised process and endorsed plans to jointly review relevant financial thresholds post-implementation of the standardised process. The Committee approved the Trust's adoption of the proposed HPL tender
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	<p>waiver process.</p> <ul style="list-style-type: none"> Board members were reminded that the Board had considered a revised Managing Conflicts of Interest Policy at its meeting held on 28 September 2022 and had requested a number of changes to policy content. The Board delegated authority to the Audit Committee to approve the policy subject to confirmation that the relevant amendments had been made. The Committee considered a revised Managing Conflicts of Interest Policy document, satisfied itself that the relevant amendments had been incorporated and approved the revised policy document as presented.
Items of concern reported to the Board on 26 October 2022	<ul style="list-style-type: none"> The Committee received a report from Ms G Conway which detailed the position with the BAF development project and, in particular, transition of the BAF to the Datix Cloud IQ system. The Committee endorsed use of a pilot approach to test and develop systems and processes but also noted factors resulting in a revised completion date of April 2024 (original planned date was April 2023). The Committee noted that one of the key factors in the delay related to the current functionality of the Datix system. Committee members held detailed discussion with management and audit representatives on this matter and concluded that, while the current approach should continue to be progressed, consideration should also be given as to whether transition to the Datix system remains the best solution for the Trust. Ms G Conway agreed to raise this matter with the Trust's project team. The Director of Finance presented a report to support the Committee's understanding of the Trust's financial and governance risk profile by means of updates on progress against statutory duties and any emerging accounting and financial issues. The Committee noted in particular the Trust's participation in a Shared Business Services (SBS) review, along with other provider trusts in Cheshire and Merseyside, which involves review of financial services processes and separately assessing procurement capabilities to assess the levels of maturity and effectiveness of current arrangements. The Director of Finance agreed to keep Committee members updated on progress and outcomes of the SBS review.
Items of achievement reported to the Board on 26 October 2022	<ul style="list-style-type: none"> The Committee noted the good work of the Finance Team across a number of areas including positive outcomes against financial performance indicators and the establishment of an effective working relationship with the Trust's External Audit service providers, Ernst & Young LLP. The Committee noted in particular joint working with the Auditors to identify lessons learned from the recently completed external audit process and the agreed associated actions.



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	<ul style="list-style-type: none"> • The Committee received and noted the Auditor's Annual Report, which included the Audit Completion Certificate, and marked the end of the 2021/22 audit process. The Auditor's Annual Report detailed a positive outcome to the year-end audit process including the review of the Value for Money requirements which now form a key part of the process. • The report from the Director of Finance referenced above also detailed positive outcomes for the Trust from a Productivity Analysis undertaken by NHS England which triangulates finance, activity and workforce data. The Committee noted that the Trust has a positive productivity position and is one of only seven organisations nationally to have improved its position when current performance is benchmarked against a 2019/20 baseline.
Items for shared learning	No items for shared learning were identified.



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Council of Governors – 25 January 2023**Chair's report for: Audit Committee****Date/Time of meeting: 12 January 2023: 09.30-12.30**

			Yes/No
Chair	Mark Tattersall	Was the meeting Quorate?	Yes
Meeting format	MS Teams		
Was the committee assured by the quality of the papers (if not please provide details below)			Yes
Was the committee assured by the evidence and discussion provided (if not please provide details below)			Yes

General items to note to the Board	<ul style="list-style-type: none"> The Committee reviewed BAF entry 14 Cyber Security and noted that the residual risk score remains at 12, which is the target score to be achieved by 31 March 2023. The Committee also noted that the residual risk score was not likely to reduce further given the changing nature of cyber threats. The Committee received an Internal Audit Progress Report which provided assurance on progress to complete the 2022/23 Internal Audit Plan by 31 March 2023. There had been one Internal Audit review completed since the last meeting which had resulted in the following outcome: <ul style="list-style-type: none"> Conflicts of Interest Review - Limited Assurance <p>While noting the disappointing outcome of the review, the Committee acknowledged that progress in implementing recommendations from the previous Internal Audit review had been impacted by the extended absence of a key post holder. The Committee was assured that recommendations are now being progressed and requested an assurance report from the Executive detailing the updated position at the next meeting on 19 April 2023.</p> The Committee also received a report from Internal Audit which detailed the outcomes of a review of the Trust's self-assessment against the HFMA Financial Sustainability Checklist. Governors should note that NHS England had issued guidance that required organisations to commission such a review and set out the scope for internal audit review. The MIAA review provided assurance to the Audit Committee that the Trust's self-assessment against the 72 questions in the checklist had been fully completed and that the self-assessment scores in respect of the 12 NHSE-specified questions were reasonable. The review itself did not result in an audit opinion but the findings will be considered as part of the Annual Head of Internal Audit Opinion.
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	<ul style="list-style-type: none"> • The Committee received a report from the Trust's Anti-Fraud Specialist (AFS) which detailed progress against the Anti-Fraud Plan during Quarter 3 2022/23. The AFS provided an overview of activities during the period and the Committee was assured on progress against plan. The Committee noted in particular that the NHS Counter Fraud Authority had provided the Trust with two organisation-specific feedback reports following a post-event assurance exercise on NHS procurement during the Covid-19 pandemic. The AFS advised that he would work with Trust key contacts to review the findings in each report and the Committee requested a report detailing outcomes of this review at its next meeting on 19 April 2023. The Committee also triangulated outcomes of the Internal Audit Conflicts of Interests review, referenced earlier in the report, with Component 12 of the Counter Fraud Functional Standards which for compliance purposes is currently amber-rated. In order to achieve a green rating, a minimum of 80% of Decision Makers will need to have completed their annual Conflict of Interests declaration by 31 March 2023. The Committee was advised that completion of the annual declarations is being progressed by the Corporate Governance team. • The Committee received a report from the Deputy Director of Finance which provided assurance that a comprehensive planning process and associated timetable was in place for production of the 2022/23 Annual Report & Accounts. While a definitive timetable has yet to be published by NHS England, providers have been advised of submission dates for key elements of the process as follows: <ul style="list-style-type: none"> ○ Draft PRFs / Accounts – Noon on 27 April 2023 ○ Audited PRFs / Accounts – Noon on 30 June 2023 <p>The report also included a detailed plan for production of the Annual Report document which will result in an initial draft document being presented to the Committee for review on 19 April 2023.</p> • The Chief Information Officer presented a report which provided assurance on the Trust's position across a range of Cyber Security functions. The Committee noted in particular the positive assurance provided by the Trust's achievement of Cyber Essentials Plus accreditation in December 2022 and the benefit that this accreditation will provide in relation to the Trust's Data Security Protection Toolkit assessment. • At its last meeting on 13 October 2022, the Committee had requested an assurance report from management on progress with high risk recommendations that had resulted from Internal Audit reviews on Complaints and Incident Management. The Chief Nurse presented a report which provided the Committee with assurance that outstanding actions had been completed.
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	<ul style="list-style-type: none"> • The Committee completed the annual review of its Terms Reference. Following thorough consideration, the Committee endorsed a number of proposed amendments which aimed to provide clarity on the Committee's functions and ensure consistency with the model Terms of Reference detailed in the HFMA Audit Committee Handbook. • The Interim Associate Director of Corporate Governance presented a report which detailed outcomes of an assessment of the Trust's compliance with the Code of Governance for Provider Trusts which comes into effect from 1 April 2023. The assessment took the form of a 'Compliance Checklist' with each element of the Code assessed as either Compliant, Partial Compliant or Non-Compliant. Actions to address any gaps were detailed against relevant requirements. The Committee was assured that a comprehensive assessment had been completed and noted that the Checklist provided a sound foundation and action plan for further development. The Committee will review an updated Checklist on a six-monthly basis in order to gain assurance on progress with actions to enhance overall compliance. • The Committee considered a report regarding a review of the Trust's Constitution and noted that outcomes of the review had originally been presented to the Committee on 1 April 2022. Progress with the review had then been impacted by the extended absence of a key post holder. The Committee noted the comprehensive nature of the review with the incorporation of Standing Orders for the Board of Directors and a general update of content throughout the document. The Committee also noted that the review had been supported by Hill Dickinson LLP, which provided an independent view and ensured that content reflected established best practice. The Committee recommended the revised document to the Board of Directors and Council of Governors for approval.
Items of concern for escalation to the Board	<ul style="list-style-type: none"> • The Committee considered a report which detailed outcomes of a review of plans by the BAF project scoping team to transition the BAF to the Datix Cloud IQ system. This followed a request by the Audit Committee at its last meeting in October 2022 as the Committee had queried whether the planned transition remained the best solution for the Trust. The report assured the Committee that a comprehensive review had been undertaken and the Committee endorsed the conclusion that there was value to be gained from continuing to embed usage of the BAF in its current format and that testing of BAF reporting through Datix should be de-prioritised. • The Director of Finance presented a report to support the Committee's understanding of the Trust's financial and governance risk profile by means of updates on progress against statutory duties and any emerging accounting and financial issues. The Committee was advised that, while a decision had been taken nationally that the additional ERF funding



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	<p>mechanism for activity in excess of 104% would not be processed in 2022/23, the Cheshire & Mersey system had agreed that the level of planned ERF to meet the Trust's financial plan will be supported by the Integrated Care Board (ICB). While detailed arrangements have yet to be confirmed, this is a significant development given the concerns raised previously by the Board in relation to the level of risk associated with the lack of clarity on ERF funding arrangements.</p> <ul style="list-style-type: none"> • The report from the Director of Finance also detailed the publication of planning guidance for 2023/24 by NHS England on 23 December 2022 and provided summaries of the Operational Guidance, Financial Guidance and the Joint Forward Plan. The Committee was advised that management were holding weekly planning meeting to progress requirements and it was noted that detailed Trust plans would be developed in the coming weeks with scrutiny and review by Committees and the Trust Board as required.
Items of achievement for escalation to the Board	<ul style="list-style-type: none"> • The Committee reviewed a report which detailed performance against a range of Key Financial Assurance Indicators and noted positive performance against the range of indicators. The Committee thanked the Finance team for their efforts. The Committee noted in particular significant reductions achieved in the level of aged debt across both NHS and non-NHS debtors and congratulated the Finance team for their efforts. This performance contributed to the Accounts Receivable team being recognised as Finance Team of the Year, as voted by their departmental peers, at the inaugural Finance Department Annual Awards in December 2022.
Items for shared learning	No items for shared learning were identified.



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Council of Governors – 25th January 2023**Chairs report for: Performance Committee****Date/Time of meeting: 23 November 2022**

			Yes/No
Chair	Geoff Broadhead	Was the meeting Quorate?	Y
Meeting format	MS Teams		
Was the committee assured by the quality of the papers (if not please provide details below)			Y
Was the committee assured by the evidence and discussion provided (if not please provide details below)			Y

Items of concern for escalation to the Board	<p><u>Winter planning Update</u> The Committee had requested an update on winter planning and bed utilisation. The paper raised a number of areas of good practice and system support, but the Committee raised issues relating to the cost of mutual aid beds, which was also highlighted in the finance report. A funding request has been made to the Integrated Care Board.</p> <p><u>Cost Improvement Programme Deep Dive</u> The Committee had requested a deep dive into the Cost Improvement Programme (CIP) and were satisfied with the additional detail provided. The Committee discussed the challenges with recurrent vs non-recurrent CIP with the Trust below target for finding recurrent CIP. The Committee noted areas around classification for 'recurrent'. The report highlighted and the Committee discussed the future for CIP around transactional savings and moving towards more transformational and strategic savings schemes for CIP going forward.</p> <p><u>Finance Report</u> The Committee received the Month 7 Finance Report and noted the pay overspend in month relating to the 10 mutual aid beds. The Committee noted the agency spend and the challenges with the cap. Elective recovery Funding (ERF) has been assumed at 33% for month 7 (previously 25% months 1-6). The Trust is currently reviewing activity against the plans and awaiting feedback on the ERF calculation process. The Director of Finance noted the trust is not changing the forecast for the year at this stage.</p>
Items of achievement for escalation to the Board	<p><u>Integrated Performance Report</u> The Committee received the regular performance report and noted the overall good performance across the Trust in most areas.</p> <p><u>PropCare Performance report</u> The Committee received the 6 monthly report from PropCare and noted PropCare and Vinci won the Partners in HealthCare Award at the PFM Awards 2022.</p>
Items for shared learning	<p><u>Emergency Preparedness, Resilience and Response Quarterly Report</u> The Committee were informed that the assurance score against the Core</p>



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	<p>Standards had changed after being viewed by the Board from 91% to 77% following an external review. This was noted as being down to a late change in the assessment criteria. The team are making progress and anticipate returning to the higher score in quarter 4.</p> <p><u>Research & Innovation Business Plan – Progress on Implementation</u> The Committee received the quarterly update on the Research & Innovation (R&I) Business Plan against the strategy and requested an update in February on the R&I Business Plan as a whole, including greater clarification on the finance aspects of the Plan.</p> <p><u>5 Year Strategy Implementation – Progress Report</u> The Committee received an update on the 5 Year strategy and were satisfied with the progress and information provided.</p> <p><u>Joint Venture Clatterbridge Private Clinic bi-annual review</u> The Committee received a verbal update on the Joint Venture position</p> <p><u>Board Assurance Framework (BAF)</u> The Committee reviewed the BAF risks aligned to Performance Committee and approved the increase in targets for BAF 1 and BAF 3. There were no issues raised.</p>
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Council of Governors – 25th January 2023**Chairs report for: People Committee****Date/Time of meeting: 29th September 2022**

			Yes/No
Chair	Kathy Doran	Was the meeting Quorate?	Y
Meeting format	MS Teams		
Was the committee assured by the quality of the papers (if not please provide details below)			Y
Was the committee assured by the evidence and discussion provided (if not please provide details below)			Y

Items of concern for escalation to the Board	Assurance Report from Workforce Advisory Group The Committee discussed the 2022 pay award and its impact to the pension scheme for staff on bands 3, 5 and particularly 8a. They noted the issue and the support the Trust has put in place.
Items of achievement for escalation to the Board	Assurance Report from Education Governance Committee and Terms of Reference and Integrated Performance Report The Committee noted progress made against Intermediate Life Support and Manual Handling training compliance, with further improvements underway. Staff Story The Committee heard from a representative from the LGBTQ+ network and noted the great work the network had been doing, discussing issues for staff and patients, creating rainbow badge pledges, doing presentations to teams in the Trust, raising awareness of pronouns in signatures, attending Pride celebrations in Liverpool and more.
Items for shared learning	Workforce Race Equality Standard Annual Report 2022 The Committee approved the publication of the report subject to minor amendments from the workforce team. The Committee discussed the figure of 0 for cluster 4 (Bands 8c-9 & VSM) in 2022. The report was included for noting in the Trust Board papers 26 th October 2022 with emphasis on the action plan for 2022/23. Workforce Disability Equality Standard Annual Report 2022 The Committee approved the publication of the report. The report was included for noting in the Trust Board papers 26 th October 2022 with emphasis on the action plan for 2022/23. Staff Well-being and Engagement Update The Committee noted the launch of the staff survey for 2022.



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Council of Governors – 25th January 2023**Chairs report for: People Committee****Date/Time of meeting: 21st December 2022**

			Yes/No
Chair	Anna Rothery	Was the meeting Quorate?	Y
Meeting format	MS Teams		
Was the committee assured by the quality of the papers (if not please provide details below)			Y
Was the committee assured by the evidence and discussion provided (if not please provide details below)			Y

Items of concern for escalation to the Board	<p>Industrial Action Update The Committee discussed the 2 planned strike action days, and the current status of the Trade Unions. Emergency plans were put in place together with local derogations to ensure the Trust remained in a safe position. Business Continuity Plans are updated regularly with both clinical and clerical staff being redeployed to support the strike action. The Trust awaits further communication regarding industrial action.</p> <p>People Commitment Implementation Plan Update The People Committee noted the progress of the People Commitment Implementation and actions put in place to address areas of underperformance.</p> <p>Mandatory Training and PADR Performance Report Report to be provided to Trust Board detailing historical data around ILS and BLS underperformance.</p>
Items of achievement for escalation to the Board	<p>Equality, Diversity and Inclusion Report The Committee noted the recruitment of the new Equality, Diversity and Inclusion Lead, Angie Ditchfield who is due to start at the Trust on 4th January 2023 and will cover both The Clatterbridge Centre and Alder Hey sites.</p> <p>Trust Recruitment Report The Committee noted the Key Performance Indicators for Time to Hire has been met with an average of 46.9 against a 60- day target and highlighted the vacancy successes with 19% of the new recruits being from Black and Minority Ethnic groups.</p>
Items for shared learning	<p>Apprenticeship update The Committee noted the national changes to the Apprenticeship Public Sector Act and the plans to promote apprenticeships utilising unexplored pathways.</p>



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Council of Governors – 25th January 2023**Charitable Funds Committee Chairs report****Date/Time of meeting: 12 October 22 – 10am**

			Yes/No
Chair	Elkan Abrahamson	Was the meeting Quorate?	No
Meeting format	MS Teams		
Was the committee assured by the quality of the papers (if not please provide details below)			Y
Was the committee assured by the evidence and discussion provided (if not please provide details below)			Y

Items of concern for escalation to the Board	Northwest Cancer Research (NWCR) currently uses ‘incorporating Clatterbridge Cancer Research’ along with their name, which is causing confusion amongst donors. The Charity has requested they relinquish use of this name. The Charity has applied to trademark its own name.
Items of achievement for escalation to the Board	Charitable Funds Committee agreed two funding requests: £150K to further support the successful NIHR Biomedical Research Centre (BRC) bid. To be fund by realignment of designated research funds. £283K submitted by Prof. Christian Ottensmeier. To purchase an Akoya Phenocycler Fusion instrument to facilitate faster decisions on the type of immunotherapy to offer groups of patients and ultimately individual patients. To be funded from General fund.
Items for shared learning / information	Once the new independent charity is formed, the current Charity’s investment portfolio will be transferred in specie. It is proposed that James Thomson and Elkan Abrahamson become authorised signatories to action this. It is proposed that they are nominated by Liz Bishop and Terry Jones with agreement from the Board. The Charity will be applying for a full Gambling Commission licence in line with further growth in its Lottery.
Subject to ratification by the Board	As the meeting was not quorate the Committee requests ratification from the Board for the following decisions: <ul style="list-style-type: none"> • Approval of signatories for investment letter of authorisation • Approval of the recruitment of a Finance Manager and Direct Marketing Manager • Approval of the proposed movement of designated funds outlined above • Approval Prof. Christian Ottensmeier’s funding request for an Akoya Phenocycler Fusion platform



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Council of Governors - 25th January 2023**Chairs report for: Charitable Funds Committee****Date/Time of meeting: 16th January 2023, 15:00**

			Yes/No
Chair	Elkan Abrahamson	Was the meeting Quorate?	Yes
Meeting format	MS Teams		
Was the committee assured by the quality of the papers (if not please provide details below)			Y
Was the committee assured by the evidence and discussion provided (if not please provide details below)			Y

Items of concern for escalation to the Board	None
Items of achievement for escalation to the Board	None
Items for shared learning	<p><u>Charity Annual Report and Accounts 2021-22</u> The Committee approved the 2021-22 Annual Report and accounts, subject to minor amendments of the annual report which were completed 18th January 2023. The Annual Reports and Accounts have been shared with the Trust Board for information.</p> <p><u>Independence Update Report</u> The Independence application to the Charity Commission is in a queue which may push the start date back slightly from April 2023</p> <p>The new charity board of trustees has been appointed and their names have been submitted to the Charity Commission, with their first meeting scheduled for February.</p> <p>The Finance Manager post is now live and being advertised. Haines Watts will be providing financial support should there be a gap. Service level agreements are currently being made with HR, IT and Propcare.</p>



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Council of Governors – 25th January 2023
Chairs report for: Quality Committee
Date/Time of meeting: 22nd September – 09:30-12:30

			Yes/No
Chair	Terry Jones, Non-Executive Director	Was the meeting Quorate?	Y
Meeting format	MS Teams		
Was the committee assured by the quality of the papers (if not please provide details below)			Y
Was the committee assured by the evidence and discussion provided (if not please provide details below)			Y

Items of concern for escalation to the Board	<p><u>Safeguarding Annual Report 2021-2022</u></p> <p>The Committee received the Safeguarding Annual Report and noted concerning data regarding performance against the Learning Disability Improvement Standards.</p> <ul style="list-style-type: none"> • 57.9% of patients surveyed agreed that they were given a choice about their care. This is significantly lower than the national average of 83%. In contrast, 94% of staff agreed that they routinely involve patients in decision-making. • At time of data collection 36.8% of staff agreed that there is a clear policy in regard to DNACPR. This is comparable to the national average. The Trust has an up-to-date DNACPR, although this does not directly discuss patients with additional needs, it does make clear reference to the Mental Capacity Act and patients judged to lack capacity. <p>It was acknowledged that the data is potentially skewed by a small, non-representative, responder group. The Safeguarding team are working to understand and improve this and the Committee requested a further update in 6 months.</p>
Items of achievement for escalation to the Board	
Items for shared learning	<p><u>Research & Innovation (R&I)</u></p> <p>The Committee discussed Board Assurance Framework (BAF) Risk 7 (If the Trust is unable to increase the breadth and depth of research, it will not achieve its research ambitions as a specialist cancer centre) and the R&I section of the Integrated Performance Report in detail. The Committee interrogated the data reported for study recruitment, new studies opening and publications. The Research & Innovation Operations Innovation provided further narrative for the data including the wider strategic agenda around the operational work of the R&I team including National funding bids and early phase trial units running the first in human trials.</p> <p><u>2021-2022 Annual Submission to NHS England North West: Appraisal</u></p>


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	<p><u>and Revalidation and Medical Governance</u></p> <p>The Committee approved the submission in advance of final sign off going to Trust Board on 28th September 2022.</p>
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Council of Governors - 25th January 2023

Chairs report for: Quality committee

Date/Time of meeting: 22nd December 2022

		Yes/No
Chair	Elkan Abrahamson	Was the meeting Quorate? Y
Meeting format	MS Teams	
Was the committee assured by the quality of the papers (if not please provide details below)		Y
Was the committee assured by the evidence and discussion provided (if not please provide details below)		Y

Items of concern for escalation to the Board	
Items of achievement for escalation to the Board	Patient Experience and Inclusion Annual Report The Committee approved the report, now found here on the Trust website: <i>Awaiting link</i>
Items for shared learning	True for us - Quality and Safety of mental health, learning disability and autism inpatient service The Board noted the report which provided evidence of assurance and identified any areas where improvement might be required following a true for us review. The review followed a letter, sent in light of the BBC panorama programme focusing on the Eden field Centre, Greater Manchester Mental Health NHS Foundation Trust to Chief Nurses, to request that Boards reflect on the content and take action to ensure that the behaviours and actions demonstrated are not present in their own services.



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Title of meeting: Council of Governors Meeting

Date of meeting: 25th January 2023

Report author	Associate Chief Nurse, Head of Patient Experience (HoPE)					
Paper prepared by	Andy Waller, Governor					
Report subject/title	Patient Experience and Inclusion Committee Update prepared for the Council of Governors Meeting January 2023					
Purpose of paper	The Council of Governors are asked to note and provide comment on The Clatterbridge Cancer Centre (CCC) NHS Foundation Trust Patient Experience and Inclusion Committee Update January 2023 Report. The report provides a summary of patient experience key highlights from the PEIC meeting held on 18th October 2022.					
Background papers	None					
Action required	Discuss					
	Approve					
	For information/noting					✓
Link to: Strategic Direction Corporate Objectives	Be Outstanding	x	Be a great place to work	x		
	Be Collaborative	x	Be Digital	x		
	Be Research Leaders	x	Be Innovative	x		
Equality & Diversity Impact Assessment						
The content of this paper could have an adverse impact on:	Age	No	Disability	No	Sexual Orientation	No
	Race	No	Pregnancy/Maternity	No	Gender Reassignment	No
	Gender	No	Religious Belief	No		



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Patient Experience and Inclusion Committee Update prepared for the Council of Governors Meeting January 2023

Non-Executive Director and Governor Engagement Visits

Non-Executive Director and Governor Engagement Visits continue to occur on a monthly basis reviewing clinical areas throughout the organization. These scheduled visits enable Governors and Non-Executive Directors the opportunity for direct engagement with patients and staff to understand their experiences of The Clatterbridge Cancer Centre.

- September 2022, members of our Non-Executive Director and Governor Team visited The Clatterbridge Cancer Centre Aintree, specifically focusing on Radiation Services.
- October 2022, members of our Non-Executive Director and Governor Team visited The Clatterbridge Cancer Centre Liverpool Floor M1 (Out-Patients) and Floor M2 The Cancer information and Support Service Centre.
- November 2022, members of our Non-Executive Director and Governor Team visited The Clatterbridge Cancer Centre Liverpool Radiation Service: Floor 0 (Imaging and Pre-Treatment) and Floor M3 (Radiotherapy).

Patients and staff are offered the opportunity for engagement with our Non-Executive Directors and Governors. Any potential issues highlighted that require immediate action are addressed on the day by the clinical lead and all other actions are captured through the reporting structure, addressed by the Divisional Area and through the Patient Experience and Inclusion Committee. Shared learning from any actions identified are disseminated at a Divisional Level and through the Patient Experience Operational Group and Assurance Committee to ensure wider learning across the organisation.

Patient Narratives

Patient narratives provide valuable insights into a patient's feelings and experiences as they navigate the healthcare system; they can also examine one particular aspect of a patient, family or carers journey when accessing our services at The Clatterbridge Cancer Centre.

As The Clatterbridge Cancer Centre continually strives to deliver outstanding services and care delivery, understanding these experience enables the organization to celebrate best practice whilst providing the opportunity for service improvement.

Patient narratives and evidence of learning are shared with the Trust Board Bi Monthly and are discussed as part of the Patient Experience and Feedback agenda at team meetings, specialty governance meetings, divisional quality meetings and The Patient Experience and Inclusion Committee to enable evidence of learning and the sharing of best practice throughout the organization.



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Recent patient narratives provided a focus on the Research and Innovation Team for October 2022 Trust Board and this month will focus on the service provided by the Welfare Benefits Team.

Adult Inpatient Survey Results 2021

The Clatterbridge Cancer Centre NHS Foundation Trust has been rated one of the best hospitals in England for inpatient care for the third year running.

It was one of just nine hospital trusts nationally to achieve the top overall rating of 'Much better than expected' in the CCQ's National Inpatient Survey 2021. The survey involved 134 NHS organisations in England and was completed by 62,235 patients nationally who spent at least one night in hospital in November 2021.

These results were the first in which all the responses related to the new Clatterbridge Cancer Centre Liverpool which opened in June 2020.

The Clatterbridge Cancer Centre achieved the best scores in the country on 10 of the questions:

- Time spent on a waiting list before admission
- Receiving information from hospital staff about your condition/treatment
- Being able to discuss your condition/treatment without being overheard
- Having enough privacy when being examined/treated
- The hospital doing enough to control your pain
- Hospital staff explaining how you might feel after treatment
- Getting enough information about what to do or not do after discharge
- Knowing before you left hospital what would happen next with your care
- The hospital doing enough to arrange social/community care
- Overall being treated with respect and dignity

Other particular areas of strength included patients feeling involved in decisions about their care, understanding the answers they got to any questions, feeling they could open up and speak to staff if they had any worries, and being able to have a peaceful night's sleep.

In total, The Clatterbridge Cancer Centre scored 'much better than expected' on 21 of the survey questions, 'better than expected' on 15 questions and 'somewhat better than expected' on two questions. There were no areas where it performed worse than expected.

The results mirror other feedback from inpatients received over the last couple of months, including comments that "rooms are 100% private which is perfect for consultations", there was "excellent communication between staff and patients, staff always available when needed and always happy to assist and help", and "facilities in the rooms are excellent, especially the free TV".



Patient Led Assessment of the Care Environment (PLACE)

On 28th October 2022 The Clatterbridge Cancer Centre participated in the annual Patient-led assessment of the care environment (PLACE) assessment.

Patient-led assessments of the care environment (PLACE) was introduced in April 2013 replacing the Patient Environment Action Team (PEAT) inspections. PLACE assessments apply to all NHS and private/independent hospitals, including day treatment centres and hospices.

PLACE assessments put patient views at the centre of the assessment process, and use information gleaned directly from assessors to report how well a hospital is performing in the areas assessed – privacy and dignity, cleanliness, food and general building maintenance. It focuses entirely on the care environment and does not cover clinical care provision or staff behaviours.

The results are reported publicly to help drive improvements in the care environment. The results show how hospitals are performing nationally.

Most importantly, patients and their representatives make up at least 50 per cent of the assessment team, which provides them the opportunity to drive developments in the health services they receive locally.

In 2019 there was a large scale national review resulting in changes to the question set. In 2020 the in-patient services transferred from the Wirral site to the new Liverpool site. In 2020 restrictions enforced by the COVID pandemic resulted in a suspension of the PLACE onsite inspection, in favour of PLACE-lite – local self-assessment. Therefore this inspection in 2022 was the first full assessment undertaken at The Clatterbridge Cancer Centre-Liverpool hospital site, meaning the results cannot be compared with any previous assessments. However, it will provide a new benchmark on which to build any improvement actions.

It is anticipated that the results of the PLACE Inspections will be released in February 2023.

Veterans Covenant Healthcare Alliance Award

The Trust's one year review as a Veteran Aware Trust was officially approved on 20 July 2022 by the Veterans Covenant Healthcare Alliance (VCHA), funded by NHS England's Armed Forces Directorate.

CCC was initially named as the UK's first specialist cancer Veteran Aware Trust in July 2021, in recognition of its commitment to improving NHS care for veterans, reservists, members of the armed forces and their families.

The accreditation acknowledges the Trust's commitment to a number of key pledges including equal care for the armed forces community, training staff on veteran-specific culture or needs, supporting veterans and service families and providing advice and signposting them to other organisations for financial or mental health support.



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VCHA acknowledged that there had been significant work undertaken in the past year and in particular our active role in mentoring other Trusts in the locality and wider, supporting them along their 'Veteran Aware' accreditation journey to achieve the very best outcomes for our Armed Forces Community.

The Trust is now one of 119 members of the VCHA and is part of a growing number of NHS Trusts gaining this accolade.

The Trust was presented with its accreditation by Her Majesty's Lord-Lieutenant of Merseyside, Mr Mark FW Blundell. He said: "It is with great pleasure that I'm here today to award The Clatterbridge Cancer Centre for their continued work to deliver the highest standard of care and services for veterans. It is so important that we raise awareness of veterans and ensure they receive appropriate support; it's wonderful to see Clatterbridge demonstrating this and educating others."

The presentation took place on the 16th August 2022 at CCC-L. The Trust was delighted to welcome Her Majesty's Lord-Lieutenant of Merseyside, Mr Mark FW Blundell, along with Lynsey Nicholson, VCHA Regional Lead North of England and there was also representation from CCC patient and staff veterans.



Patent Experience Summary for Quarter 2 (July-September 2022)

Summary in numbers



14 complaints

received in Q2, a 44% decrease from Q1

100%

of complaints were acknowledged within Trust KPI timescales

80%

of complaints were responded to within Trust KPI timescales

20 complaints were closed in Q2



Compliance remained at 100% from Q1



Compliance increased from 53% in Q1

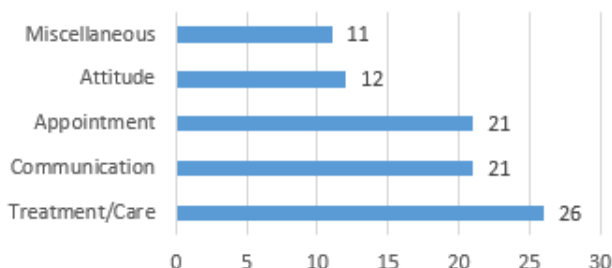


119 PALS contacts during Q2



2 PHSO ongoing contacts during Q2

Top 5 PALS Contact Subjects



FFT Patient Feedback



94%

Positive feedback from 113 completed FFT responses for Inpatient & Daycase patients



96%

Positive feedback from 7123 completed FFT responses for Outpatient visit patients

"I just wanted to put in record my profound and sincere thanks for the care I have been receiving since July 2021 at CCC Wirral"

"It has been outstanding and I have been treated with the utmost kindness and compassion throughout."

"Amazing. I have been having treatment at the Marina Daalish centre Aintree for the last 2 years and I have to say they've been amazing all through the COVID not one cancellation the staff were amazing helping me to feel relaxed when I was so frightened I will never forget and will also be so grateful to them all thank you from the bottom of my heart."

Lessons Learnt

Correspondence was sent to patients' previous address

- Refresher training to be arranged
- Access and Registration Policy will be reinforced across the administration team
- Standard Operating Procedure (SOP) for the Radiology system CRIS will be amended
- Introduce software which will automate and check the patient address details against multiple systems



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Staff Excellence Awards

Lead Governor for Patient Experience and Inclusion commented on the Staff Excellence Awards which took place on the 14th October, saying how fantastic it was to see so many of the staff who contribute directly to patient experience receive the recognition they deserve..

Patient Experience Award

Marina Dalglish Team, Aintree



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Council of Governors – 25th January 2023**Chairs report for: Membership Engagement and Communications Committee****Date/Time of meeting: 13th December 2022**

			Yes/No
Chair	Laura Jane Brown	Was the meeting Quorate?	Yes
Meeting format	Microsoft Teams		
Was the committee assured by the quality of the papers (if not please provide details below)			Yes
Was the committee assured by the evidence and discussion provided (if not please provide details below)			Yes

Items of concern for escalation to the Council	The Committee noted the new Equality Diversity and Inclusion (EDI) Lead is due to start at the Trust in January and are mindful that elements of the Membership strategy implementation plan require specific help and support from the EDI lead. The committee have requested attendance from the EDI at the next meeting.
Items of achievement for escalation to the Council	<p>The Committee approved the Membership Materials (poster, physical form, virtual postcard) which will now enable the Governors to attend events to promote Membership Engagement.</p> <p>The Charity Team will attend the next Membership Engagement and Communications Committee meeting in February 2023 to support the development of an events calendar to promote membership opportunities.</p>
Items for shared learning	<p>The Committee welcomed two additional Governors this month and notes it is open for other Governors to join/drop in, with all input welcome.</p> <p>The Committee has included the Membership Engagement and Communication Implementation plan for information for the Council of Governors.</p>



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Title of meeting: Council of Governors
Date of meeting: 25 January 2023

Report Lead	Paul Buckingham, Interim Associate Director of Corporate Governance					
Paper prepared by	Paul Buckingham, Interim Associate Director of Corporate Governance					
Report subject/title	System Working and Collaboration: Role of Foundation Trust Council of Governors					
Purpose of paper	To provide an overview of a recently published Addendum.					
Background papers	NHS England publication, System Working and Collaboration: Role of Foundation Trust Councils of Governors' published on 27 October 2022. Included for reference at Annex A to this report.					
Action required	<p>The Council of Governors is recommended to:</p> <ul style="list-style-type: none"> • Receive the report and note the outcomes of an assessment against the requirements of the NHS England publication, System Working and Collaboration: Role of Foundation Trust Councils of Governors' at Appendix 1 of the report. • Receive for information the following document included at Annex A of the report: <ul style="list-style-type: none"> ◦ System Working and Collaboration: Role of Foundation Trust Councils of Governors 					
Link to: Strategic Direction Corporate Objectives	Be Outstanding	X	Be a great place to work			
	Be Collaborative	X	Be Digital			
	Be Research Leaders		Be Innovative			
Equality & Diversity Impact Assessment						
The content of this paper could have an adverse impact on:	Age	No	Disability	No	Sexual Orientation	No
	Race	No	Pregnancy/Maternity	No	Gender Reassignment	No
	Gender	No	Religious Belief	No		


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System Working and Collaboration:

Role of Foundation Trust Councils of Governors

1. Introduction

On 27 October 2022 NHS England published an addendum to what had originally been a Monitor publication ***Your statutory duties: A reference guide for NHS foundation trust governors*** (the guide for Governors). The addendum document is titled System Working and Collaboration: Role of Foundation Trust Councils of Governors and follows the formal establishment of Integrated Care Systems as part of the Health and Care Act 2022.

The purpose of this report is to provide the Council of Governors with an overview of the Addendum and any implications for the Trust together with an assessment of the Trust's current position against the various requirements set out in the Addendum.

2. Background

The Guide for Governors has been in place since August 2013 and, clearly, there have been a range of significant developments in the intervening period. The NHS Long Term Plan was published in 2019 and set out an ambition to develop new ways of working based on principles of co-design and collaboration. The importance of different parts of the health and care system working together in the best interests of patients and the public was starkly demonstrated during the Covid-19 pandemic.

A key milestone in developing collaborative working was the establishment of Integrated Care Systems (ICSs) across England bringing health and care organisations together to deliver priorities for the system including compliance with the triple aim of better health and wellbeing for everyone, better quality of health services for all individuals and sustainable use of NHS resources. The Health and Care Act 2022 removed legal barriers to collaboration and integrated care and put ICSs on a statutory footing in the summer of 2022.

The Addendum document supplements existing guidance for NHS Foundation Trust Governors and explains how the existing legal duties of Councils of Governors support system working and collaboration. It should be noted that there has been no change to the statutory duties of Councils of Governors and that the Addendum only applies to a Council of Governors' role within its own Foundation Trust's governance structure. The Addendum does not relate to the governance of Integrated Care Boards. Key points of the Addendum are:

- It is based on existing statutory duties set out in the National Health Service Act 2006
- It incorporates the principles of the ICS Design Framework
- It supports collaboration between organisations and the delivery of better joined up care
- Councils of Governors are required to form a rounded view of the interests of the 'public at large'
- It includes updated considerations for the statutory duties of Councils of Governors



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- It only to a Council of Governors' role within its own Foundation Trust's governance structure.
- The Addendum does not related to the governance of Integrated Care Boards.

A copy of the Addendum document is included for reference at Annex A of this report.

3. Assessment against Addendum Requirements

As stated earlier, the Addendum only applies to a Council of Governors' role within its own Foundation Trust's governance structure. Councils of Governors will need to be assured that the Foundation Trust Board has considered the consequences of decisions on other partners within their system, and the impact on the public at large.

The Addendum provides clarity on the three statutory duties that will be most affected by the transition to system working together with additional considerations for each duty that reflect the new context that Trusts are operating in. The three duties are:

- **Holding the Non-Executive Directors to account** - and recognising that the Trust's success will increasingly be judged against its contribution to the objectives of the ICS
- **Representing the interests of Trust members and the Public** - to support collaboration between organisations and the delivery of better, joined up care, Councils of Governors are required to form a rounded view of the interests of the 'public at large'. This includes the population of the local system of which the Foundation Trust is part. No organisation can operate in isolation and each is dependent to a greater or lesser extent on the effort of others
- **Taking Decisions on Significant Transactions** - in the context of due process including consideration of the 'public at large' and impact on partners within the ICS.

The Addendum also includes suggested approaches to support better working between the Council of Governors and the Board together with examples of means of communication and engagement.

An assessment of the updated considerations for Councils of Governors set out in the Addendum has been undertaken with outcomes detailed at Appendix 1 to the report.

4. Next Steps

The self-assessment and associated outcomes at Appendix 1 represent the starting point for work to develop Council of Governors understanding and practice to satisfy the various requirements, and the entries in red font are proposed developments for the Council to consider. The Interim Associate Director of Corporate Governance met with the Chair and Lead Governor on 10 January 2023 to consider the draft report and discuss a way forward.

It was agreed that developing practice was likely to take place over an extended period of time, not least because 'systems' themselves are continuing to develop and consider their own engagement activities. Similarly, Provider organisations with Councils of Governors in the region



are considering means of developing engagement activities collaboratively to enhance efficiency and mitigate the risk of duplication. It was agreed that there is clearly an important role for the Membership Engagement & Communication Committee in considering potential means of development on behalf of the Council.

There are also some areas where it will be possible to develop practice over shorter timescales, the scope of reporting to the Council of Governors for example, and the Interim Associate Director of Corporate Governance will work with management colleagues to develop reporting practice and incorporate System activities in reports to the Council. Progress in developing practice and achieving compliance will be overseen by the Chair and a follow-up assessment report will be scheduled for consideration by the Council of Governors at its meeting in July 2023.

5. Recommendation

The Council of Governors is recommended to:

- Receive the report and note the outcomes of an assessment against the requirements of the NHS England publication, System Working and Collaboration: Role of Foundation Trust Councils of Governors' at Appendix 1 of the report.
- Receive for information the following document included at Annex A of the report:
 - System Working and Collaboration: Role of Foundation Trust Councils of Governors



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Appendix 1 – Assessment against Addendum Requirements

Updated considerations	Potential implications for CCC	Assessment	RAG
1. The Council of Governors has a duty to hold the Non-Executive Directors individually and collectively to account for the performance of the Board of Directors.			
The success of an individual foundation trust will increasingly be judged against contribution to the Integrated Care System and therefore performance must be seen in the context of openness to collaboration.	Adherence to these principles will be largely demonstrated through the papers received, and the challenge by Governors at CoG meetings.	<ul style="list-style-type: none"> The COG receives regular updates from the Chair on CCC involvement in collaborative working. Governors should continue to hold NEDs to account in the context of the system as a whole and the 'public at large'. Observation of Board meetings by Governors is a good opportunity to observe Director challenge in practice. Review the CoG work plan to ensure that information on System strategy, plans and performance is providing to CoG. Consider scheduling of a joint Board and CoG strategy / development session with a focus on collaboration and partnership working. 	GREEN
Consideration should be given to how Board decision making complies with the triple aim duty (better health and wellbeing; better quality of services; and sustainable use of resources) as well as reducing health inequalities in access, experience and outcomes.	Consideration of the triple aim duty needs to be incorporated in reports to the COG and included in the work plan.	<ul style="list-style-type: none"> The Performance Update presented at each COG meeting includes some elements relating to the triple aim duty but content needs to be further developed. In relation to health inequalities, work is being undertaken by the Trust to identify relevant metrics for disaggregation by ethnicity and deprivation. These would then be included in the IPR / Performance Update. 	AMBER

Updated considerations	Potential implications for CCC	Assessment	RAG
The statutory duties of the COG have not changed and the relationship of COGs remain with their own Board, the ICB or any other part of the system(s) their Trust operates in.	The role of the COG in terms of the ICB and system relationship requires further clarity.	<ul style="list-style-type: none"> Whilst the guidance states that the statutory duties have not changed, the role of COGs within systems is not yet clear and the Trust continues to work with the ICB and CMAST to understand the emerging roles within the new system architecture. While the CoG is well established a self-assessment of effectiveness in discharging its statutory duties is perhaps overdue. 	AMBER
2. Representing the interests of Trust members and the public			
Each ICB will build a range of engagement approaches and this will be supported by a continuation of existing FT duties relating to patient and public involvement including the role of Governors.	Current CoG role to continue.	<ul style="list-style-type: none"> The CoG is well established with an active Membership Engagement & Communication Committee which is seeking to enhance engagement activities post-Covid. Current activity includes members' events, Governor participation in external events and participation in NED / Governor walk-rounds. 	GREEN
Governors are not restricted to representing a narrow section of the public served by the foundation trust, and are required to take into account the interests of the 'public at large' (including population of the local systems).	While CoG composition covers a wide geographical area, which reflects service provision of a specialist trust, the concept and practicality of taking into account the 'public at large' will need to be explored further.	<ul style="list-style-type: none"> Current Council of Governors composition covers a wide geographical area. Governors will need to consider the implications of the 'public at large' requirement to both their individual roles and their collective role as a Council of Governors. Consider whether this should be the subject for a Governor development / planning session. 	AMBER



Updated considerations	Potential implications for CCC	Assessment	RAG
There is no expectation that the way Governors undertake the engagement duty should materially change. However, CoGs should be assured that their Trust is engaging widely.	The COG should consider how it is assured about the scope and breadth of Trust engagement across the system.	<ul style="list-style-type: none"> The Council of Governors has Appointed Governor representation across a wide range of stakeholder organisations. Verbal updates have been provided, usually by the CEO, on ICS development and partner collaboration through the Cheshire & Mersey Cancer Alliance for example. Need to consider how reporting to CoG on Trust system engagement can be enhanced. 	AMBER
Governors will need to consider interests beyond their own ICS, working with their Board to consider how to represent the interest across other ICSs.	The CoG already has a wide reach to reflect the nature of the services of a specialist trust.	<ul style="list-style-type: none"> The Council of Governors has representation from Wirral & the Rest of England, Wales, the Isle of Man. Governors will need to work with the Board, through the Chair, to consider the practicalities of how to represent the interests of the public across other ICSs. 	AMBER
3. Taking decisions on significant transactions, mergers, acquisitions, separations and dissolutions			
Governors need to be assured that the process undertaken by the Board in reaching its decision was appropriate, and that interests of the 'public at large' were considered.	The concept of 'public at large' needs to be further explored.	<ul style="list-style-type: none"> While not significant transactions, the COG receives updates on system developments, such as the Liverpool Clinical Services Review, and the Trust's role in service and pathway developments. Significant transactions etc, by their nature would only happen infrequently. The most recent significant transaction decision taken by the Council of Governors was in February 2016. 	GREEN

Updated considerations	Potential implications for CCC	Assessment	RAG
Transaction proposals need to demonstrate a clear case for change, and in the new NHS ways of working this may mean that COGs may need to consent to decisions that benefit broader public interest while not having immediate benefit for the Trust.	The CoG will need to have an understanding of the broader system implications in decision making.	<ul style="list-style-type: none">Requirement noted. As detailed above, such developments will be infrequent.The system architecture, roles and decision making are still developing and the means of reporting progress to CoG will need to be considered.	GREEN

Classification: Official

Publication reference: PR2077



Addendum to Your statutory duties –
reference guide for NHS foundation trust
governors

System working and collaboration: role of foundation trust councils of governors

27 October 2022

Contents

- Equality and health inequalities statement..... 2
- About this document..... 3
- 1. Introduction 4
 - 1.1 What has changed and why?..... 4
- 2. Updated considerations for the statutory duties of councils of governors 7
 - 2.1 General duties of the council of governors (Chapter 4 of the guide for governors)..... 8
 - 2.2 Taking decisions on significant transactions, mergers, acquisitions, separations and dissolutions (Chapter 10 of the guide for governors) .. 15
- 3. Working with the board 18
 - 3.1 Building relationships and understanding roles..... 18
 - 3.2 Supporting governors to fulfil the duties of a council of governors 19
 - 3.3 Supporting governors to understand their duties in the context of ICSs and system working 20
- 4. Further information 22

Equality and health inequalities statement

Promoting equality and addressing health inequalities are at the heart of NHS England's values. Throughout the development of the policies and processes cited in this document, we have:

- Given due regard to the need to eliminate discrimination, harassment and victimisation, to advance equality of opportunity, and to foster good relations between people who share a relevant protected characteristic (as cited under the Equality Act 2010) and those who do not share it; and
- Given regard to the need to reduce inequalities between patients in access to, and outcomes from healthcare services and to ensure services are provided in an integrated way where this might reduce health inequalities.

About this document

This addendum supplements existing guidance for NHS foundation trust governors and explains how the legal duties of foundation trust councils of governors support system working and collaboration.

Key points

- This addendum is based on the existing statutory duties in the 2006 Act, and the principles regarding collaboration and system working in the June 2021 [Integrated care systems: design framework](#).
- To support collaboration between organisations and the delivery of better, joined-up care, councils of governors are required to form a rounded view of the interests of the 'public at large'.
- Updated considerations are set out in respect to the following legal duties of councils of governors: holding the non-executive directors to account, representing the interests of trust members and the public, and approving significant transactions, mergers, acquisitions, separations or dissolutions.
- This addendum only applies to a council of governors' statutory role within its own foundation trust's governance.

Action required

- NHS England expects councils of governors to act in line with the principles in this addendum.

Other guidance and resources

- [Integrated care systems: design framework](#)
- [Working together at scale: guidance on provider collaboratives](#)
- The wider suite of [Integrated care systems: guidance](#)

1. Introduction

This addendum to NHS England's [Your statutory duties: A reference guide for NHS foundation trust governors](#) (the guide for governors), originally published by Monitor, explains how the duties of NHS foundation trust councils of governors support system working and collaboration, and provides examples of good practice. It supplements (rather than replaces) the guide for governors, and the two documents should be used in conjunction.

The guide for governors lays out the statutory duties of NHS foundation trust councils of governors, as provided by the [National Health Service Act 2006](#) (the 2006 Act) and amended by the [Health and Social Care Act 2012](#). It is written for councils of governors (rather than trust boards). The legislation applies to councils of governors as a whole, not individual governors. Councils have no powers of delegation, so they can only take decisions in full council.

There is no change to the statutory duties for councils of governors, as outlined in the 2006 Act. For more details on any of the NHS foundation trust councils of governors' statutory duties and powers, please refer to the legislation or contact your trust secretary.

This addendum is based on the statutory duties in the 2006 Act and the principles regarding collaboration and system working in the June 2021 [Integrated care systems: design framework](#) and the Health and Care Act 2022. NHS England expects councils of governors to act in line with the principles in this addendum.

This addendum only applies to a council of governors' role **within its own foundation trust's governance**. It does not relate to the governance of the boards of integrated care boards (ICBs).

1.1 What has changed and why?

Background

A great deal has changed since the guide for governors was last updated in August 2013. With the publication of the NHS Long Term Plan (a 10-year plan outlining the

future of the NHS) in January 2019, the NHS set out its ambition to develop new ways of working based on the principles of co-design and collaboration.¹

These principles are not new to the NHS, as ‘working together for patients’ has been a core part of the NHS Constitution since 2012. However, the importance of different parts of the health and care system working together in the best interests of patients and the public has been starkly demonstrated during the COVID-19 pandemic. The immediate and long-term challenges facing the NHS, such as an ageing population, increased demand for services and health inequalities, can only be solved by organisations working together and putting patients, service users and populations at the heart of decision-making.

A key milestone in achieving this was the establishment of integrated care systems (ICSs) across England. ICSs bring local health and care organisations together to deliver the priorities for the health and care system, including complying with the triple aim of better health and wellbeing for everyone, better quality of health services for all individuals and sustainable use of NHS resources.² They do this over the defined geographical area, and depend on NHS organisations, local authorities and other partners that deliver health and care services working together to plan care that meets the needs of their population. This approach is often called ‘system working’.

The Health and Care Act 2022 has removed legal barriers to collaboration and integrated care and put ICSs on a statutory footing by establishing for each ICS:

- An integrated care partnership (ICP), a statutory joint committee of the ICB and the responsible local authorities in the ICS, bringing together organisations and representatives concerned with improving the care, health and wellbeing of the population. Each partnership has been established by the NHS and local government as equal partners and has a duty to develop an integrated care strategy proposing how the NHS and local government should exercise their functions to integrate health and care and address the needs of the population identified in the local joint strategic needs assessment(s).
- An ICB, which brings the NHS together locally, to improve population health and care; its unitary board allocates NHS budget and commissions services, and – having regard to the ICP’s integrated care strategy – produces a five-year joint

¹ [NHS Long Term Plan](#), p110, 7.1.

² [Integration and innovation: working together to improve health and social care for all](#) p23, 3.11.

plan for health services and annual capital plan agreed with its partner NHS trusts and foundation trusts.

The ICP and ICB, together with other key elements of the new arrangements including place-based partnerships and provider collaboratives, will bring together all partners within an ICS.

As ICSs develop, organisations are not only expected to provide high-quality care and manage their own finances, but to take on responsibility for wider objectives relating to NHS resources and population health jointly with other providers. This means that system and place-based partnerships will plan and co-ordinate services in a way that improves population health and reduces inequalities.

The success of individual trusts and foundation trusts will increasingly be judged against their contribution to the objectives of the ICS, in addition to their existing duties to deliver safe, effective care and effective use of resources.³ Trusts are also expected to avoid making decisions that might benefit their own institution but worsen the position for the system overall.⁴

Forming a rounded view in representing ‘the public’

The 2006 Act provides councils of governors with their statutory duties. Within those duties, councils of governors are legally responsible for representing the interests of the members of the NHS foundation trust and the public.⁵

While the meaning of ‘the public’ is not specified in legislation, councils of governors are not restricted to representing the interests of a narrow section of the public served by the NHS foundation trust – that is, patients and the public within the vicinity of the trust or those who form governors’ own electorates.

To support collaboration between organisations and the delivery of better, joined-up care, councils of governors are required to form a rounded view of the interests of the ‘public at large’. This includes the population of the local system of which the NHS foundation trust is part. No organisation can operate in isolation, and each is dependent on the efforts of others.

³ [Integrated care systems: design framework](#), p30.

⁴ [NHS Long Term Plan](#), p112, 7.9.

⁵ Paragraph 10A(b) of Schedule 7 to the [NHS Act 2006](#).

While staff governors and patient, carer and service user governors represent specific constituencies, they are also expected to represent the interests of the members of the trust as a whole and the public. Therefore, they are required to seek and form a view of the interests of the 'public at large'.

This expectation also extends to appointed governors.⁶ The continued expectation of appointed governors is that they will work to further the relationship between their own organisation and the NHS foundation trust, but do so within the context of the system, of which they are part.

There is no requirement for trusts to appoint a governor from an ICB; however, they are free to do so, if they wish.

2. Updated considerations for the statutory duties of councils of governors

The statutory duties of councils of governors have not changed, and governors should not anticipate any material change to their day-to-day role.

However, the NHS' move to a new way of working will affect what councils of governors need to consider when performing their statutory duties. Councils of governors will need to be assured their foundation trust board has considered the consequences of decisions on other partners within their system, and the impact on the public at large.

This section provides clarity on the three statutory duties that will be most affected by the transition to system working, setting out additional considerations for each duty, that reflect the new context trusts are operating in:

- a. Holding the non-executive directors individually and collectively to account for the performance of the board of directors.
- b. Representing the interests of the members of the NHS foundation trust and the public.

⁶ At least one governor is required to be appointed by a qualifying local authority and at least one by a university if the hospitals include a medical or dental school provided by a university. A foundation trust can decide whether to have any further appointing organisations, specifying as such in its constitution.

- c. Approving 'significant transactions', mergers, acquisitions, separations or dissolutions.⁷

Chapter 3 of the guide for governors gives the complete statutory duties and powers of the council of governors.

2.1 General duties of the council of governors (Chapter 4 of the guide for governors)

a. Holding the non-executive directors to account

What are the legal requirements?

The council of governors has a duty to hold the non-executive directors individually and collectively to account for the performance of the board of directors.

General considerations

The guide for governors stipulates: "Holding the non-executive directors to account for the performance of the board does not mean the governors should question every decision or every plan. The role of governors in 'holding to account' is one of assurance of the performance of the board."⁸ It suggests that the council of governors should therefore assess what it believes are the key areas of enquiry and provide appropriate challenge. These could be for example:

- due process is not being followed
- the interests of the members and of the public are not being appropriately represented
- the trust is at risk of breaching the conditions of its licence.

Councils of governors may not always agree with the decisions taken by the directors, and directors do not always have to adhere to the council's preferences. However, the board of directors, as a whole, does have to give due consideration to the views of the council of governors, especially in relation to matters that concern the interests of the members of the NHS foundation trust and the public.⁹

⁷ [Your statutory duties – a reference guide for governors](#), p19.

⁸ [Your statutory duties – a reference guide for governors](#), p28.

⁹ Ibid.

Chapter 4, section 4.1 of the guide for governors gives a complete description of this duty.

What is the role of councils of governors?

Overall responsibility for running an NHS foundation trust lies with the board of directors, and the council of governors is the collective body through which directors explain and justify their actions. Holding to account is therefore not about the performance of individual directors, nor performance management of the board – that is, the council's role is as follows:

1. To consider the board's account of its performance against the criteria that the council has agreed with the board and based on the conditions in the provider licence.
2. To question the board on its account and feedback in a considered manner based on the evidence presented (asking for more evidence if necessary and reasonable).
3. In extreme cases, to raise difficult issues and, after listening to the account of the board, to consider contacting NHS England if it forms a reasonable belief that the trust is in danger of breaching the terms of its licence.

Updated considerations for governors to discuss with their trust's board regarding system working

1. The success of an individual foundation trust will increasingly be judged against its contribution to the objectives of the ICS. This means the board's performance must now be seen in part as the trust's contribution to system-wide plans and their delivery, and its openness to collaboration with other partners, including with other providers through provider collaboratives. In holding non-executive directors to account for the performance of the board, NHS foundation trust councils of governors should consider whether the interests of the public at large have been factored into board decision-making, and be assured of the board's performance in the context of the system as a whole, and as part of the wider provision of health and social care.

Councils of governors are permitted to demonstrate the interests of the public at large to the board if they feel that the board is not operating in the public's

interests. (For further detail, please see Section 2.1b: Representing the interests of trust members and the public.)

2. Consideration should also be given to how the trust board's decision-making complies with the triple aim duty of better health and wellbeing for everyone, better quality of health services for all individuals and sustainable use of NHS resources, as well as the role the trust is playing in reducing health inequalities in access, experience and outcomes.
3. The statutory duties of councils of governors have not changed, and the relationship of councils of governors remains with their own foundation trust board, the ICB or any other part of the system(s) their trust operates in. It remains the case that if governors are acting outside the context of a council meeting they do so solely as individuals, ie outside their statutory role as governor.

Illustrative scenario 1: A council of governors considers the role the NHS foundation trust has played within the ICS in holding the non-executive directors to account for the performance of the board

To hold the non-executive directors to account, the council of governors may already have a number of approaches in place, including:

1. Observing the contributions of the non-executive directors at board meetings and during meetings with governors.
2. Gathering information on the performance of the board against its strategy and plans.
3. Receiving the trust's quality report and accounts and questioning the non-executive directors on their content.

These allow the council of governors to determine its key areas of concern and provide appropriate challenge.

The council of governors is mindful that NHS England has now set a clear expectation that NHS foundation trusts will collaborate effectively with system partners to co-design and deliver plans, and that the failure of a trust to do so may be treated as a breach of governance licence conditions.

To form a view about the trust's contribution to system performance and development, the council of governors may need to adapt its approaches.

1. Seeking to understand the arrangements for the trust's contribution to shared planning and decision-making forums – eg system and place-based arrangements and provider collaboratives – and how the interests of patients and the public are considered.
2. Requesting information on the ICP's integrated care strategy and the ICB's five-year joint plan from the board to understand how the trust's plans relate to overarching system development.
3. Requesting information on the ICB's performance from the board to understand how the trust's performance relates to that of its system.
4. Receiving assurance from non-executive directors that the board's decisions comply with the triple aim duty – better health and wellbeing for everyone, better quality of health services for all individuals and sustainable use of NHS resources – and have the opportunity to question the non-executive directors about this.

The trust is expected to ensure that the council of governors is provided with appropriate information, and that the governors are given opportunities to meet the board to raise questions about the trust's role within the system, or systems, of which it is part.

b. Representing the interests of trust members and the public

What are the legal requirements?

Under the 2006 Act, councils of governors have a duty to represent the interests of the members of the NHS foundation trust and the public.

General considerations

The general duty to represent the interests of members and the public includes (but is not limited to) all other statutory duties that councils of governors are expected to fulfil, and should underpin all elements of their role as outlined in the guide for governors and the NHS foundation trust's own constitution. The council of governors should therefore interact regularly with the members of the trust and the public to ensure it understands their views, and to clearly communicate information on trust and system performance and planning in return. However, governors should take care to disclose only those matters that the trust considers non-confidential.¹⁰

Councils of governors must be mindful that a number of different bodies and organisations (such as Healthwatch) represent the interests of the public, and governors should therefore work collaboratively with one another and with other representative bodies, to ensure that the public has been as broadly represented as possible.

It should be noted that while staff, patient, carer and service user governors represent specific constituencies, they are also expected to represent the interests of the members of the trust as a whole and the public at large.

Chapter 4, section 4.2 of the guide for governors gives a complete description of this duty.

Updated considerations for governors to discuss with their trust's board regarding system working

1. Each ICB will be expected to build a range of engagement approaches into its activities at every level, and to prioritise engaging with groups affected by health inequalities in access, experience and outcomes, in a culturally competent way. This will be supported by a legal duty for each ICB to make arrangements to involve patients, unpaid carers and the public in planning and commissioning arrangements, and by a continuation of existing foundation trust duties relating to patient and public involvement, including the role of foundation trust governors.
2. Councils of governors are not restricted to representing the interests of a narrow section of the public served by the NHS foundation trust – that is, patients and the

¹⁰ [Your statutory duties – a reference guide for governors](#), p31.

public within the vicinity of the trust or those who form governors' own electorates. To discharge this statutory duty, councils of governors are required to take account of the interests of the 'public at large'. This includes the population of the local system of which the trust is part.

3. **There is no expectation that the way governors undertake this duty should materially change.** However, councils of governors should be assured that their trust is engaging widely, and when engaging with the public themselves, councils of governors need not limit their engagement to the public and patients in their electorate or personal networks. They may also work with their board to consider how best to engage with other bodies and organisations in their system that represent the interests of the public at large (such as voluntary sector organisations and Healthwatch). Governors must also adhere to their trust's communications or media policies when engaging and communicating with the public.
4. In some cases, councils of governors will need to consider the interests of patients and the public in other parts of their system and beyond their own ICS. This can be because the trust:
 - a. is located within a large ICS or is geographically distant from other system partners
 - b. has a specialist service footprint
 - c. is near a geographical boundary and may provide services to members and patients from other ICSs

Governors should work with their board to consider how to represent the interests of the public across a wide geographical footprint or in other ICSs.

Illustrative scenario 2: An NHS foundation trust and its council of governors work together to strengthen mechanisms by which the council of governors can consider the views of the wider public

The council of governors may already have various ways through which it engages with members and the public. These may include governor drop-in events where members and the public can meet governors, a dedicated page on the foundation trust's website to share information and surveys to gather members' and the public's views. The council of governors may also have agreed routes for feeding views back to the board, such as regular reports or presentations at council meetings.

To strengthen mechanisms to consider the views of the wider public, the council of governors should take additional steps:

1. Working with the trust to use technology to engage with members and the public. This could include adding to face-to-face interactions with virtual engagement via online events, which could improve accessibility for some patient cohorts and the public.
2. Considering how it can engage with other stakeholders that have a role in promoting the interests of patients and the public, eg local branches of Healthwatch and voluntary sector organisations. Governors may also work with their trust to build relationships with organisations that can help gather the views of seldom heard groups.
3. Asking for information on how the trust intends to address health inequalities in both its own plan and contributing to that for the wider system. This could be supplemented as appropriate with the population health data (eg demographics and deprivation data) that underpins the ICB's planning, including the identification of unmet need. This helps the council of governors understand the impact of action taken by the trust to address health inequalities.
4. If the trust's footprint is wide, or even extends beyond its ICS (because it sits in a large ICS, provides specialist services or sits on a geographical boundary), the council of governors might work with its board to consider how best to represent the interests of members and the public; for example, by:

- a. being aware of how the trust's services are used and accessed
- b. being assured that the trust has considered the impact of any changes or decisions on the public using its services, irrespective of what system they are in
- c. being assured that the trust has assessed the impact of its decisions on the care being provided to patients across the ICS.

2.2 Taking decisions on significant transactions, mergers, acquisitions, separations and dissolutions (Chapter 10 of the guide for governors)

c. Approving significant transactions, mergers, acquisitions, separations or dissolutions

Chapter 10 of the guide for governors explains what a 'significant transaction' is.

It may also be helpful to refer to Appendix 10: Legal and regulatory requirements for transactions of the [Transactions guidance](#)¹¹ for a more detailed and operational definition.

What are the legal requirements?

Under the 2012 Act:

- **More than half the members of the full council of governors of the trust voting** need to approve the foundation trust entering into any significant transaction, as specified in the trust's constitution. This means more than half the governors who are in attendance at the meeting and who vote at that meeting.
- **More than half the members of the full council of governors** must approve any application by the foundation trust to merge with or acquire another trust, to separate the trust into two or more new NHS foundation trusts or to dissolve the trust. This means more than half the total number of governors, not just half the number who attend the meeting at which the decision is taken. If the other party

¹¹ Assuring and supporting complex change: Statutory transactions, including mergers and acquisitions

to the proposed transaction is also an NHS foundation trust, more than half the governors of that foundation trust must also approve the transaction.¹²

What are councils of governors asked to take a decision on?

The 2006 Act states that the foundation trust's constitution "must provide for all the powers of the organisation to be exercisable by the board of directors on its behalf".¹³ As such it is the board of directors that must decide whether a transaction should proceed.

Councils of governors are responsible for assuring themselves that the board of directors has been thorough and comprehensive in reaching its decision to undertake a transaction (that is, has undertaken due diligence), and that it has appropriately considered the interests of members and the public as part of the decision-making process.¹⁴ As long as they are appropriately assured of this, governors should not unreasonably withhold their consent for a proposal to go ahead.¹⁵ They should consider the implications of withholding consent in terms of the key risks the transaction was designed to address.

Given councils of governors have no power of delegation, they can only make decisions in full council. Hence, they should attempt to reach a consensus based on the broad views of the council members. In common with boards of directors, they should not allow themselves to be unduly influenced by the views of individuals, but instead should attempt to ensure that all voices are heard and considered.

The council of governors must obtain sufficient information from the board of directors on the proposed significant transaction, merger, acquisition, separation or dissolution to make an informed decision.¹⁶

Chapter 10 of the guide for governors gives a more complete description of this duty.

¹² [Your statutory duties – a reference guide for governors](#), p60.

¹³ Paragraph 15(2) of Schedule 7 to the [NHS Act 2006](#).

¹⁴ [Your statutory duties – a reference guide for governors](#), p63–4.

¹⁵ Ibid.

¹⁶ Ibid.

Updated considerations for governors to discuss with their trust's board regarding system working

1. Governors need to be assured that the process undertaken by the board in reaching its decision was appropriate, and that the interests of the 'public at large' were considered. A council can disagree with the merits of a particular decision of the board on a transaction, but still give its consent because due diligence has been followed and assurance received. To withhold its consent, the council of governors would need to establish that appropriate due diligence was either not undertaken or properly factored into decision-making.
2. All transaction proposals need to demonstrate a clear case for change to meet NHS England's assurance requirements, including how they will result in material improvements to the quality of services. Benefits arising from the transaction could be for the patients served by the trust or the wider public, eg by impacting patients of other providers or reducing health inequalities across the population. In the context of the NHS' new way of working, this means that councils of governors may well be expected to consent to decisions that benefit the broader public interest while not being of immediate advantage to or creating some level of risk for their NHS foundation trust. Consent should not be given for decisions that benefit the NHS foundation trust without regard to the effect on other NHS organisations, or the overall position of a wider footprint such as an ICS.

Illustrative scenario 3: A council of governors approves a significant transaction that may not immediately benefit the individual trust but overall does benefit the population of the wider ICS

The council of governors provides consent because the board has adequately assured it that the appropriate process has been followed.

This significant transaction may not immediately benefit the individual NHS foundation trust but overall is expected to benefit the population of the wider ICS. Some governors disagreed with the merits of the board's proposed transaction, but the full

council gave consent because all processes have been followed, the interests of the public at large have been considered and assurance has been received.

To reach this decision:

1. The board provided the council of governors with appropriate information on the proposed transaction, including the benefits for patients and the public in the wider ICS, and the impact on quality of services, system performance and the system's financial position.
2. The board was open about any risks and opportunities for the NHS foundation trust and how these would be addressed.
3. The board provided evidence that the interests of the public were appropriately considered, and effective engagement processes were followed. The council of governors was given the opportunity to challenge the processes and to ask the non-executive directors questions around any key areas of concern.

3. Working with the board

This section contains suggested approaches to support better working between the council of governors and the board, along with examples of developmental activities already underway across trusts.

3.1 Building relationships and understanding roles

Key relationships

- Trust secretary/membership manager and governor liaison role
- Trust chair
- Trust non-executive directors
- Trust chief executive officer
- Trust board and/executive directors
- Foundation trust members

Practical tips

Governors will receive an induction from their organisation. They should familiarise themselves with the following documents, along with any others their trust secretary, membership manager or anyone in a governor liaison role signposts them to:

- trust's constitution
- Code of Conduct
- confidentiality and data protection policies
- conflict of interest policies
- communications policy
- Nolan principles.

These documents help governors understand the principles and processes by which their trust is governed, outline the composition and general duties of the board, and set out expectations of governor conduct.

It is important that trust boards and their governors act in line with the Nolan principles and are open and transparent with one another. Doing so creates a better environment for challenging conversations.

For more information please refer to Chapter 2 of [Your statutory duties: A reference guide for NHS foundation trust governors](#) which outlines the governance structure of NHS foundation trusts. Please also see your trust's own constitution for information that is specific to your own organisation.

3.2 Supporting governors to fulfil the duties of a council of governors

Key relationships

- Trust secretaries/membership manager and governor liaison role
- Trust chair
- Trust non-executive directors
- Trust chief executive officer
- Trust board/executive directors

Expectations: communications and engagement

Governors can expect to attend a variety of meetings organised by the trust, which intend to help inform their decision-making, and to support governors in fulfilling their duties. Formally, this will include council of governor meetings and annual members meetings. Governors should also be encouraged to attend public trust board meetings. The trust may also organise other meetings or forms of engagement such as:

- informal meetings such as Q&As with the chief executive or chair, and workshops with the non-executive directors or board
- regular briefings to members and governors from the chief executive or chair
- ad-hoc briefings or dissemination of information as an issue arises
- non-executive director updates at council of governor meetings.

The board should engage early with the governors about transaction plans. From the outset directors and governors should agree a process for engagement on the transaction, to include:

- the content and timing of information to be provided to governors and any training needs
- how the views of members will be sought and stakeholders kept informed
- how governors can get involved with developing the future governance model, eg by working on the constitution for the post-transaction foundation trust.¹⁷

3.3 Supporting governors to understand their duties in the context of ICSs and system working

Key relationships

- Trust chair
- Trust chief executive officer
- Trust board secretary/membership manager and governor liaison role

Expectations: communications and engagement

- The trust's chair should facilitate engagement between the ICB, the ICP and the trust's council of governors.

¹⁷ Assuring and supporting complex change: Statutory transactions, including mergers and acquisitions

- The trust should also ensure governors are updated in a timely way on system plans, decisions and delivery.
- The trust should ensure governors receive information on the ICP's integrated care strategy and the ICB's five-year forward plan, as decisions and aspects of delivery that directly affect the trust and its patients.
- The council of governors should consider how it can support its board to engage with patients and the community across the geography of the ICS.

There is no agreed way that a trust should do this. Suggestions based on existing examples are:

- Attending public trust board meetings to listen to the discussion on ICS arrangements. This should also indicate whether the board is acting in the wider public interest and provides an opportunity to hear the types of questions non-executive directors are asking in this respect.
- Board members providing ICS updates at council meetings to ensure that governors are well informed and have an opportunity to ask questions.
- Governor engagement sessions arranged by the ICB or ICP to update on progress in the delivery of system plans.
- The chair cascading key messages after an ICP or ICB meeting.

Practical tips

Your trust should work with governors to understand the following:

- What is the foundation trust's ICS footprint?
- Who are the key partners in the system?
- What is the membership of the ICP?
- What is the membership of the board and committees of the ICB?
- How is the trust contributing to the ICS, and what is the impact of the ICS on existing trust plans?
- How is the trust's decision-making complying with the triple aim duty of better health and wellbeing for everyone, better quality of health services for all individuals and sustainable use of NHS resources?
- How can the council of governors support the trust in leading in or contributing to its ICS?

- How can the council of governors best communicate the ICS plans to the trust members and public?

4. Further information

For national context:

- [NHS Long Term Plan](#)
- [Integration and innovation: working together to improve health and social care for all](#)
- [Integrated care systems: design framework](#)

Relevant NHS England guidance:

- [Statutory transactions guidance](#)
- [Guidance on pay for very senior managers in NHS trusts and foundation trusts](#)
- [NHS Oversight Framework 2022/23](#)
- [Guidance on good governance and collaboration](#)

Other resources for governors:

- Govern Well – [NHS providers' national training programme for governors](#)

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This publication can be made available in a number of alternative formats on request.

Title of meeting: Council of Governors

Date of meeting: 25 January 2023

Report Lead	Paul Buckingham, Interim Associate Director of Corporate Governance					
Paper prepared by	Paul Buckingham, Interim Associate Director of Corporate Governance					
Report subject/title	Review of Trust Constitution					
Purpose of paper	To seek approval of proposed amendments to the Trust's Constitution following a review which was originally carried out in March 2022.					
Background papers	Not applicable					
Action required	<p>The Council of Governors is recommended to:</p> <ul style="list-style-type: none"> • Receive the report and note the proposed amendments to the Trust's Constitution, primarily resulting from an externally-facilitated review. • Approve amendments identified by the use of track changes as detailed in the Constitution document at Annex A to the report. 					
Link to: Strategic Direction Corporate Objectives	Be Outstanding	X	Be a great place to work			
	Be Collaborative		Be Digital			
	Be Research Leaders		Be Innovative			
Equality & Diversity Impact Assessment						
The content of this paper could have an adverse impact on:	Age	No	Disability	No	Sexual Orientation	No
	Race	No	Pregnancy/Maternity	No	Gender Reassignment	No
	Gender	No	Religious Belief	No		



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Review of Trust Constitution

1. Introduction

The purpose of this report is to seek approval of proposed amendments to the Trust's Constitution following a review which was originally carried out in March 2022.

2. Background

The outcomes of a review of the Trust's Constitution were originally reported to the Audit Committee on 1 April 2022. In considering the outcomes, the Committee requested a number of further amendments prior to reconsideration of the updated Constitution at the next scheduled Committee meeting in July 2022. However, the action was not progressed, due to the unplanned extended absence of a key post holder, and the planned review of the Constitution remained an outstanding action on the Audit Committee Action Log.

3. Current Situation

Clearly, there is a need for the Trust to have in place an up to date Constitution which has been approved by both the Board of Directors and the Council of Governors. The Interim Associate Director of Corporate Governance followed up the outstanding action and confirmed that the amendments requested by the Committee on 1 April 2022 had not been incorporated in a revised Constitution document. This was then addressed and the additional amendments have now been incorporated in the draft document included for reference at Annex A to this report.

It should be noted that the original review was comprehensive in nature with the aim of incorporating Standing Orders for the Board of Directors in the Constitution and generally updating content throughout the document. The review itself was supported by Hill Dickinson LLP to provide both an independent view and ensure that content reflected established best practice. The main outcomes of the original review are summarised as follows:

- Incorporation of Standing Orders for the Board of Directors at Annex 8
- Fundamental review of the Standing Orders of the Council of Governors at Annex 7 to incorporate relevant updates and ensure consistency with content of the Board Standing Orders where appropriate.
- Removal of Annex 3, which related to Appointed Governors, which is not required as there is no Appointed Governor constituency referenced in the legislation.
- Amendments to provisions regarding the management of conflicts of interest for both Directors and Governors to comply with regulations and ensure consistency with the Trust's Managing Conflicts of Interest Policy.
- General amendments throughout the document to ensure consistency with the Model Core Constitution and reflect best practice.



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In addition to incorporating amendments originally requested by the Audit Committee, the Interim Associate Director of Corporate Governance has made further minor amendments, primarily to amend references from NHS Improvement to NHS England to reflect the current situation.

Governors are requested to note the content of Annex 2, which relates to the Staff Constituency. One of the Classes within the Staff Constituency had originally been titled 'Volunteers, Service Providers, Contracted Staff'. In terms of individuals who would fall within this Class, Volunteers are self-explanatory, but there was no further definition of what would comprise Service Providers or Contracted Staff. Enquiries with the Executive Team concluded that this was intended to include staff who are directly employed by the Trust's wholly-owned subsidiaries and a further amendment to Annex 2 is proposed to provide appropriate clarification.

4. Conclusion

It is clear from the volume of tracked changes in the draft document at Annex A that the Constitution was/is seriously in need of updating. Governors should note that there is a likelihood that further amendments may be required as a result of the recently published Code of Governance for NHS Provider Trusts, and it is anticipated that an updated Model Core Constitution will be published in due course. Trying to objectively conduct a further assessment of content is extremely difficult at present due to the volume of tracked changes in the document which make it very difficult to read.

It is recommended that the original review is completed, as detailed at Annex A, so that amendments can be actioned and any further reviews can be undertaken on the basis of a 'clean' document. The revised Constitution was reviewed by the Audit Committee at a meeting held on 12 January 2023 and the Committee recommended the proposed amendments to the Board of Directors and the Council of Governors for approval. Governors should note that amendments to the Constitution require approval by both the Board of Directors and the Council of Governors. The Board of Directors is scheduled to consider the proposed amendments at a Board meeting on 25 January 2023.

5. Recommendation

The Council of Governors is recommended to:

- Receive the report and note the proposed amendments to the Trust's Constitution, primarily resulting from an externally-facilitated review.
- Approve amendments identified by the use of track changes as detailed in the Constitution document at Annex A to the report.



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**The Clatterbridge Cancer
Centre NHS Foundation
Trust Constitution**

CONSTITUTION OF

THE CLATTERBRIDGE CANCER CENTRE

NHS FOUNDATION TRUST

(A PUBLIC BENEFIT ORGANISATION)

Version ~~123~~
~~July 2024~~ January 2023

The Clatterbridge Cancer Centre NHS Foundation Trust Constitution

----- TABLE OF CONTENTS -----

1.	Interpretation and Definitions	55 5
2.	Name.....	88 6
3.	Principal Purpose	88 6
4.	Powers	99 7
5.	Membership and Constituencies	99 7
6.	Application for Membership.....	99 7
7.	Public Constituency.....	99 7
8.	Staff Constituency	104 08
9.	Automatic membership by default – staff	104 08
10.	Restriction on Membership.....	114 19
11.	Annual Members' Meeting.....	124 20
12.	Council of Governors – composition	144 411
13.	Council of Governors – Election of Governors	144 411
14.	Council of Governors - Tenure	164 612
15.	Council of Governors – Disqualification and Removal	164 612
16.	Council of Governors – Duties of Governors.....	184 813
17.	Council of Governors – Meetings of Governors	184 813
18.	Council of Governors – Standing Orders.....	184 813
19.	Council of Governors – Referral to the Panel.....	194 913
20.	Council of Governors - Conflicts of Interest of Governors	202 014
21.	Council of Governors – Travel Expenses	202 014
22.	Lead Governor	202 014
23.	Council of Governors – Further Provisions.....	212 114
24.	Board of Directors – Composition.....	222 215
25.	Board of Directors – General Duty	222 215
26.	Board of Directors – Qualification for Appointment as a Non-Executive Director.....	222 215
27.	Board of Directors – Appointment and Removal of Chairman and other Non-Executive Directors	242 416

28.	Board of Directors – Appointment of a Vice Chair.....	262 17
29.	Board of Directors - Appointment and Removal of the Chief Executive and other Executive Directors	262 17
30.	Board of Directors – Disqualification	262 17
31.	Board of Directors – Meetings.....	282 18
32.	Board of Directors – Standing Orders	282 18
33.	Board of Directors - Conflicts of Interest of Directors	282 18
34.	Board of Directors – Remuneration and Terms of Office.....	303 20
35.	Registers	303 20
36.	Admission to and Removal from the Registers	303 20
37.	Registers – Inspection and Copies.....	313 21
38.	Documents Available for Public Inspection	323 22
39.	Auditor.....	333 23
40.	Audit committee	333 23
41.	Accounts	333 23
42.	Annual Report, Forward Plans and Non-NHS Work.....	343 24
43.	Presentation of the Annual Accounts and Reports to the Governors and Members	343 24
44.	Instruments	353 25
45.	Amendment of the constitution	353 25
46.	Mergers etc. and Significant Transactions	363 26
47.	ANNEX 1 – THE PUBLIC CONSTITUENCIES	373 27
48.	ANNEX 2 – THE STAFF CONSTITUENCY	383 28
49.	ANNEX 3 – THE APPOINTED CONSTITUENCY	393 29
50.	ANNEX 4 – COMPOSITION OF COUNCIL OF GOVERNORS	404 30
51.	ANNEX 5 –THE MODEL ELECTION RULES	414 31
52.	ANNEX 6 – ADDITIONAL PROVISIONS – COUNCIL OF GOVERNORS.....	888 78
53.	ANNEX 7 – STANDING ORDERS FOR THE PRACTICE AND PROCEDURE OF <u>THE COUNCIL OF GOVERNORS</u> .. Error! Bookmark not defined. Error! Bookmark not defined. 80	
	<u>ANNEX 8 - STANDING ORDERS FOR THE PRACTICE AND PROCEDURE OF THE BOARD OF DIRECTORS</u>	
54.	ANNEX 89 – DISPUTE RESOLUTION PROCEDURE	1004 9985

1. Interpretation and Definitions

- 1.1

Unless ~~the contrary intention appears or the context otherwise requires otherwise stated~~, words or expressions contained in this constitution ~~and its Annexes~~ shall bear the same meaning as in the National Health Service Act 2006 as amended by the Health and Social Care Act 2012. References to legislation include all amendments, replacements, or re-enactments made.
- 1.2

Headings are for ease of reference only and are not to affect interpretation. Words importing the masculine gender only shall include the feminine gender; words importing the singular shall include the plural and vice-versa.~~Words importing the masculine gender only shall include the feminine gender; words importing the singular shall import the plural and vice-versa.~~
- 1.3

In this Constitution and its Annexes:
- the 2006 Act

means the National Health Service Act 2006
- the 2012 Act

means the Health and Social Care Act 2012
- Accounting Officer

-means the person who from time to time discharges the functions specified in paragraph 25(5) of Schedule 7 to the 2006 Act-
- Appointed Governor

means those Governors appointed by the appointing organisations
- Appointing Organisations

means those organisations named in this Constitution who are entitled to appoint Governors
- Areas of the Trust

means the areas of the Public Constituencies in Annex 1
- Authorisation

means an authorisation given by NHS ~~England Improvement (NHSI)~~ which incorporates Monitor, the statutory entity that remains the regulator of NHS foundation trusts
- Board of Directors

means the Board of Directors as constituted in accordance with this Constitution and the 2006 Act
- Chairman

means the Chair of the ~~Trust organisation~~ (the expression "the Chairman" shall be deemed to include the Deputy Chair of the Trust if the Chair is absent from the relevant meeting or is otherwise unavailable)
- ~~Company Secretary~~

~~means the Secretary of the Trust or any other person appointed to perform the duties of the Company Secretary including a joint, assistant or deputy Secretary or such other person as may be appointed by the Trust to perform the functions of the Company Secretary under this Constitution~~

<u>Contracting and Procuring</u>	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
Council of Governors	means the Council of Governors as constituted in accordance with this Constitution and which shall have the same meaning as the Council of Governors in the 2006 Act
Dispute Resolution Procedure	means the dispute resolution procedure as set out in Annex 98 <u>of this Constitution</u>

External Auditor	means <u>any external auditor other than the financial auditor appointed to review and report upon other aspects of the Trust's performance</u>
Financial Auditor	means <u>the person appointed to audit the accounts of the Trust, who is referred to as the auditor in the 2006 Act</u>
Financial Year	means <u>each</u> any period of 12 months beginning on 1 April
Lead Governor	means the Governor appointed <u>elected</u> by the Council of Governors <u>in accordance with paragraph 22 of this Constitution</u> as the main link between the Governors and the Chair of the Trust
Member	<u>means a member of the Trust</u>
Monitor	means the body corporate known as Monitor (as provided by Section 61 of the 2012 Act) and incorporated into NHS England , the statutory entity that remains the regulator of NHS foundation trusts
Nominations Committee	means a Committee of the Council of Governors established in accordance with Paragraph 27 6 <u>of this Constitution</u>
Public Governor	<u>means a Governor elected by the members of one of the public constituencies</u>
Registered Dentist	means <u>a Registered Dentist within the meaning of the Dentists Act 1984</u>
Registered Medical Practitioner	<u>means a fully registered person within the meaning of the Medical Act 1983 who holds a licence to practice under that Act</u>
Registered Nurse or Midwife	<u>means a Nurse or Midwife registered in accordance with the Nursing and Midwifery Order 2001</u> es, Midwives and Health Visitors Act 1997
Senior Independent Director	means the <u>a</u> Non-Executive Director appointed <u>in accordance with paragraph 24.9 of this Constitution</u> by the Board of Directors in consultation with the Governors, who supports the Chair and serves as an intermediary for other directors.
Director	
Significant Transaction	<u>has the meaning</u> as defined in Paragraph 4 6 <u>5</u> <u>of this Constitution</u>
Staff Governor	<u>means a Governor elected by the members of one of the classes of the staff constituency</u>
the Trust	means the <u>The Clatterbridge Cancer Centre NHS Foundation Trust</u>

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 or such other person as may be appointed by the Trust to perform the functions of the Secretary under this Constitution

2. Name

The name of the foundation trust is The Clatterbridge Cancer Centre NHS Foundation Trust (the Trust).

3. Principal Purpose

- 3.1 The principal purpose of the Trust is the provision of goods and services for the purposes of the health service in England⁴.
- 3.2 The trust does not fulfil its principal purpose unless, in each financial year, its total income from the provision of goods and services for the purposes of the health service in England is greater than its total income from the provision of goods and services for any other purposes.
- 3.3 The Trust may provide goods and services for any purposes related to:
 - 3.3.1 the provision of services provided to individuals for or in connection with the prevention, diagnosis or treatment of illness, and
 - 3.3.2 the promotion and protection of public health.
- 3.4 The Trust may also carry on activities other than those mentioned in the above paragraph for the purpose of making additional income available in order better to carry on its principal purpose.

4. Powers

- 4.1 The powers of the Trust are set out in the 2006 Act.
- 4.2 All the powers of the Trust shall be exercised by the Board of Directors on behalf of the Trust.
- 4.3 Any of these powers may be delegated to a committee of directors or to an executive director.

5. Membership and Constituencies

- 5.1 The Trust shall have members, each of whom shall be a member of one of the following constituencies:
 - 5.1.1 a public constituency; or
 - 5.1.2 a staff constituency.
- 5.2 The Trust shall at all times strive to ensure that taken as a whole its actual membership is representative of those eligible for membership. To this end the Trust shall at all times have in place and pursue a Membership Strategy which shall be approved by the Council of Governors, and shall be reviewed by them from time to time, and at least every three years.

appointed constituency

Commented [ES1]: There is no provision for this constituency in statute – see comments on Annex 3.

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 the areas specified in Annex 1 as the areas for a public constituency may become or continue as a member of the trust.
- 7.2 Those individuals who live in the areas specified for a public constituency are referred to collectively as a Public Constituency.
- 7.3 The minimum number of members in each 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 Individuals who exercise functions for the purposes of the Trust, otherwise than under a contract of employment with the Trust, may become or continue as members of the staff constituency provided such individuals have exercised these functions continuously for a period of at least 12 months.
- 8.3 Those individuals who are eligible for membership of the Trust by reason of the previous provisions are referred to collectively as the Staff Constituency.
- 8.4 The Staff Constituency shall be divided into six descriptions of individuals who are eligible for membership of the Staff Constituency, each description of individuals being specified within Annex 2 and being referred to as a class within the Staff Constituency.
- 8.5 The minimum number of members in each class of the Staff Constituency is specified in Annex 2.

9. Automatic membership by default – staff

- 9.1 An individual who is:
 - 9.1.1 eligible to become a member of the Staff Constituency, and
 - 9.1.2 invited by the [Trust](#) to become a member of the Staff Constituency and a member of the appropriate class within the Staff Constituency, shall become a member of the Trust as a member of the Staff Constituency and appropriate class within the Staff Constituency without an application being made, unless they inform the Trust that they do not wish to do so.

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 ~~a~~ 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 16 years old to become a member of the Trust.
- 10.4 A member shall cease to be a member if:
 - 10.4.1 they resign by notice to the ~~Trust~~Company Secretary
 - 10.4.2 they die
 - 10.4.3 they are expelled from membership under this Constitution
- 10.5 A member may be expelled by a resolution approved by not less than two-thirds of the Governors present and voting at a meeting of the Council of Governors.
- 10.6 Any complaint made about a member must be sent to the member no less than one calendar month before the meeting of the Council of Governors where the complaint will be considered with an invitation to attend to answer the complaint.
- 10.7 If the member complained of fails to respond and fails to attend the meeting without due cause, the meeting may proceed in their absence.
- 10.710.8 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. The Council of Governors may either dismiss the complaint and take no further action, or for a period not exceeding twelve months suspend the rights of the member complained of to attend members meetings and vote under the Constitution, or arrange for a resolution to expel the member complained of to be considered at the next general meeting of the Council of Governors.
- ~~10.8~~10.9 A member expelled from membership will cease to be a member upon the declaration of the Chair of the meeting that the resolution to expel them was carried.
- ~~10.9~~10.10 No person who has been expelled from membership is to be re-admitted except by a resolution carried by two-thirds of the Council of Governors voting.

11. Annual Members' Meeting

- 11.1 The Trust shall hold an annual meeting of its members ('Annual Members' Meeting'). The Annual Members' Meeting shall be open to members of the public and will be held within 9 months of the end of each financial year. All members meetings other than the Annual Members' Meeting are called special members meetings.
- 11.2 The Annual Members' ~~M~~meetings ~~is~~are open to all members of the Trust, Governors, Directors and representatives of the Trust ~~Financial~~~~External~~ Auditors.
- 11.3 All Annual ~~M~~members' ~~M~~meetings shall be convened by the ~~Trust~~~~Company~~ Secretary.
- 11.4 At the Annual Members' ~~M~~meeting:
- 11.4.1 The Board of Directors shall present to the members:
- 11.4.1.1 the annual accounts
- 11.4.1.2 any report of the Trust's ~~Financial~~~~External~~ Auditor
- 11.4.1.3 the annual report.
- 11.4.2 The Council of Governors shall present to the members:
- 11.4.2.1 a report on steps taken to secure that (taken as a whole) the actual membership of its public constituencies and of the classes of ~~the~~ ~~Staff~~ ~~C~~onstituencies ~~ies~~ is representative of those eligible for such membership
- 11.4.2.2 the progress of the membership strategy which it has approved and any changes to the membership strategy
- 11.4.2.3 any proposed changes to the composition of the Council of Governors and of Non-Executive Directors.
- 11.4.3 The results of the election and appointment of Governors and the appointment of any Non-Executive Directors will be announced.
- 11.5 Notice of ~~the Annual~~ ~~a~~Members' ~~M~~meeting is to be given:
- 11.5.1 by notice prominently displayed ~~a~~t the Trust Headquarters and at all of the Trust's places of business; and
- 11.5.2 by notice on the Trust website
- ~~a~~At least 14 clear days before the date of the meeting. ~~-~~The notice must:
- 11.5.3 be given to the Council of Governors and the Board of Directors and to the ~~Financial~~ ~~External~~ Auditor;
- 11.5.4 state whether the meeting is an annual or a special members meeting;
- 11.5.5 give the time, date and place of the meeting; and
- 11.5.6 indicate the business to be dealt with at the meeting.
- 11.6 The Chairman of the Trust, or in their absence the Lead Governor, shall act as Chair at all members meetings of the Trust. If neither are present, the Governors present shall elect one of the Governors to Chair.

- 11.7 Before a members meeting can do business there must be a quorum present. A quorum is ~~ten~~^{twenty} members present from any of the Trust's constituencies. 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 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.
- 11.8 The Trust may make arrangements for members to vote by post or by using electronic communications.
- 11.9 It is the responsibility of the Council of Governors, the Chair of the meeting and the Trust Secretary to ensure that at any members meeting:
- 11.9.1 the issues to be decided are clearly explained,
 - 11.9.2 sufficient information is provided to members to enable rational discussion to take place,
 - 11.9.3 where appropriate, experts in relevant fields or representatives of special interest groups are invited to address the meeting.
- 11.10 A resolution put to the vote at a members meeting shall be decided upon by a poll.
- 11.11 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 or casting vote.
- 11.12 The Trust shall ensure that minutes are maintained of members meetings. The result of any vote will be declared by the Chair and entered in the minutes of the meeting. The minutes will be conclusive evidence of the result of the vote.

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.

12.4 The Council of Governors represents the interests of members of the Trust and appointed organisations, regularly feeding back information about the Trust, its vision and its performance to the constituency they represent.

12.5 ~~The Council of Governors, subject to the 2006 Act, shall seek to ensure that through the composition of the Council of Governors the interests of the community served by the Trust are appropriately represented, and the level of representation of the public constituencies, the classes of the staff constituency and the appointing organisations strikes an appropriate balance having regard to their legitimate interest in the Trust's affairs, and to this end, the Council of Governors shall:~~

12.5.1 ~~at all times maintain a policy for the composition of the Council of Governors which takes account of the membership strategy.~~

12.5.2 ~~from time to time and not less than every three years review the policy for the composition of the Council of Governors, and~~

12.5.3 ~~when appropriate propose amendments to the Constitution.~~

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 the Department of Health~~, form part of this constitution. The Model Election Rules current at the date of the Trust's Authorisation are attached at Annex 5.

13.3 A subsequent variation of the Model Election Rules by ~~NHS Providers the Department of Health~~ shall not constitute a variation of the terms of this Constitution for the purposes of Paragraph 44 of the Constitution (amendment of the Constitution).

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

13.5 Governors must be at least 16 years of age at the closing date for nomination for their election or appointment.

13.5.13.6 ~~A member of a public constituency may not vote at an election for a Public Governor unless within twenty-one days before they vote they have made a declaration in the form specified by the Trust Secretary that they are qualified to vote as a member of the relevant public constituency. It is an offence to knowingly or recklessly make such a declaration which is false in a material~~

| [particular.](#)

14. Council of Governors - Tenure

- 14.1 An elected governor may hold office for a period of up to 3 years commencing immediately after the Annual Members' ~~M~~meeting at which their election is announced.
- 14.2 An elected governor shall cease to hold office if ~~they~~~~he~~ ceases 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~~~~his~~ term ~~but shall serve for no more than and be allowed to serve a maximum of 9 years in total~~ (3 consecutive terms if so elected).
- 14.4 If a vacancy arises on the Council of Governors for any other reason other than expiry of term of office, the following provisions will apply:
- 14.4.1 Where the vacancy arises amongst the Appointed Governors, the ~~Trust~~~~Company~~ Secretary shall request that the Appointing ~~O~~rganisation appoints a replacement to hold office for the remainder of the term of office.
- 14.4.2 Where the vacancy arises amongst the elected Governors, the ~~Trust~~ ~~Secretary Council of Governors~~ shall ~~having consulted the Chairman,~~ be at liberty to either:
- 14.4.2.1 call an election within three months to fill the seat for the remainder of the term;
- 14.4.2.2 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; or
- 14.4.2.3 ~~to leave the seat vacant until the next elections are held for any unexpired period of the term of office.~~
- 14.5 An appointed governor may hold office for a period of up to ~~3~~9 years.
- 14.6 An appointed governor shall cease to hold office if the ~~A~~ppointing ~~O~~rganisation withdraws its sponsorship of ~~them~~~~im~~.
- ~~14.7~~ 14.8 An appointed governor shall be eligible for re-appointment at the end of ~~their~~~~his~~ term ~~but shall serve for no more than three consecutive terms of office (9 years).~~
- ~~14.7~~ 14.8 Appointed governors shall be appointed in accordance with a process agreed with the Trust Secretary.

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 who has made a composition or arrangement with, or granted a trust deed for, ~~their~~~~his~~ creditors and has not been discharged in respect of it;
- 15.1.3 a person in relation to whom a moratorium period under a debt relief

- 15.1.4
- order applies (under Part 7A of the Insolvency Act 1986);
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~~him.
- 15.2
- Further provisions as to the circumstances in which an individual may not become or continue as a member of the ~~Council~~Board 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 Board of Directors, and
- 16.1.2 to represent the interests of the members of the Trust as a whole and the interests of the public.

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

~~16.2~~ 16.3 Governors must comply with the Trust's Code of Conduct for Governors.

17. Council of Governors – Meetings of Governors

17.1 The Chairman of the Trust (i.e. the Chairman of the Board of Directors, appointed in accordance with the provisions of paragraph 26 below) or, in ~~their~~^{his} absence ~~the Deputy Vice~~ Chair (appointed in accordance with the provisions of paragraph 27 below), shall preside at meetings of the Council of Governors. If the Chair and ~~Deputy Vice~~ Chair are absent, another Non-Executive Director shall preside as chosen by the Directors present.

17.2 Meetings of the Council of Governors shall be open to members of the public. Members of the public may be excluded from a meeting for special reasons. The Chair may exclude any member of the public from a meeting of the Council of Governors if they are interfering or preventing the proper conduct of the meeting.

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

~~17.3~~ 17.4 The Council of Governors may invite a representative of the Financial Auditor or other advisors to attend a meeting of the Council of Governors.

18. Council of Governors – Standing Orders and Committees

18.1 The standing orders for the practice and procedure of the Council of Governors are attached at Annex 7.

18.2 The Council of Governors 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 Council of Governors in carrying out its functions. The Council of Governors may, through the Trust Secretary, request that advisors assist them or any committee they appoint in carrying out its duties.

19. Council of Governors – ~~Support/Advice~~Referral to the Panel

19.1 ~~In this paragraph, the “Panel” means a panel of persons appointed by NHS. Paragraph 39A of the 2006 Act provides Monitor with the ability to appoint a panel of persons~~ to which a Governor of an NHS Foundation Trust may refer a question as to whether the Trust has failed or is failing:

19.1.1 to act in accordance with its constitution, or

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

~~19.2 As such a panel does not presently exist, the Trust must take steps to secure that the governors are able to access support and/or advice, as and where necessary, to enable them to fulfil the duties set out at paragraph 16 above. A Governor may refer a question to the Panel only if more than half of the members of the Council of Governors voting approve the referral.~~

20. Council of Governors - Conflicts of Interest of Governors

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

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

20.2 The Trust shall adopt a policy for the management of conflicts of interest, including the declaration of interests and declarations of gifts and hospitality. Governors shall comply with any such policy and with provisions in the standing orders for the Council of Governors which relate to the management of conflicts of interest.

Commented [E52]: This paragraph now reflects and is consistent with the Council's standing orders and the Trust's conflicts policy.

21. Council of Governors – ~~Travel~~Expenses

21.1 The Trust may pay travelling and other expenses to members of the Council of Governors at rates determined by the Trust. These are to be disclosed in the annual report.

~~21.2~~21.2 Governors are not to receive remuneration.

22. Lead Governor

22.1 The Council of Governors shall appoint one of the governors as the Lead Governor. Subject to the below, such governor shall fulfil the role of the Lead Governor for a period of 12 months.

~~Any Governor who, immediately after the Annual Members meeting, and having~~

Commented [E53]: I would suggest this process is much easier to manage and gives more flexibility on the appointment.

~~22.3.422.3.422.4.1~~ ~~facilitating communication between Governors and members of the Board of Directors~~
~~22.3.422.4.2~~ ~~contributing to the appraisal of the Chairman in such manner and to such extent -as the person conducting the appraisal may see fit~~
~~22.3.422.4.3~~ ~~initiating proceedings to remove a Governor where circumstances set out in this Constitution for removal have arisen.~~
~~22.4.4~~ ~~liaising, as appropriate, with the Council of Governors for other NHS Foundation Trusts;~~
~~22.3.422.4.5~~ ~~liaising with NHS EnglandMonitor where it would be inappropriate for the Chairman to do so.~~

~~22.5~~ ~~The Lead Governor shall lead the Council of Governors in the event that:~~
~~22.5.1~~ ~~neither the Chairman or Deputy Chair is present at a meeting; or~~
~~22.5.2~~ ~~both the Chairman and the Deputy Chair are disqualified from voting by virtue of a conflict of interest.~~

23. Council of Governors – Further Provisions

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

24. Board of Directors – Composition

24.1 The Trust is to have a Board of Directors, which shall comprise both ~~E~~executive and Non-Executive Directors.

24.2 The Board of Directors is to comprise:

24.2.1 a Non-Executive Chairman

24.2.2 up to 6 other Non-Executive Directors; ~~and~~ ~~and~~

24.2.3 up to 6 Executive Directors; ~~and~~

~~A Director of Strategy (non-voting)~~

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

24.4 The Chief Executive shall be the Accounting Officer.

24.5 One of the Executive Directors shall be the Finance Director

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

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

24.8 The operation of the Board of Directors, shall be such that, at all times, at least half of the voting members of the Board of Directors, excluding the Chair, shall be Non-Executive Directors.

24.9 The Chairman shall, following consultation with the Council of Governors, appoint one of the Non-Executive Directors to be the Senior Independent Director. The Senior Independent Director shall make ~~themselves~~~~himself~~ available to Directors and Governors who have concerns that they do not feel they can raise with the Chairman or any Executive Director of the Trust.

~~24.8~~24.10 Officers of the Trust may be referred to from time to time as non-voting Directors. Such individuals are not a member of the Board of Directors, but may attend meetings of the Board of Directors and may participate in discussions at such meetings, with the agreement of the Chairman. For the avoidance of doubt, such individuals do not have any voting rights at any such meetings, unless they are acting up for an Executive Director at any such meeting and therefore have a vote in accordance with the Board of Directors standing orders.

25. Board of Directors – General Duty

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

26. Board of Directors – Qualification for Appointment as a Non-Executive Director

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

26.1 They are a member of a Public Constituency, and

26.2 They are not disqualified by virtue of Paragraph 30 below.

27. Board of Directors – Appointment and Removal of Chairman and other Non-Executive Directors

~~27.1~~ The Council of Governors will maintain a policy for the composition of the Non-Executive Directors which takes account of the membership strategy, and which they shall review from time to time and not less than every three years.

Commented [ES5]: Amended to reflect the content of the governance manual/standing orders which was inconsistent.

~~27.4~~~~27.2~~ The Council of Governors shall create a duly authorised Nominations Committee consisting of the Chair (or the ~~Deputy~~Vice Chair if the Committee is considering the appointment of the Chair, unless they are standing for appointment, in which case ~~it will be~~ the Senior Independent Director) and at least three Elected Governors.

~~27.2~~~~27.3~~ The Nominations Committee shall seek the views of the Board of Directors as to the skills and experience required for Non-Executive Directors ~~their recommended criteria and process for the selection of candidates~~ and, having regard to those views and the policy referred to above, shall then seek, shortlist and interview such candidates as the Nominations Committee considers appropriate and shall make recommendations to the Council of Governors as to the potential appointments of the Chairman and~~as~~ Non-Executive Directors and shall advise the Board of Directors of those recommendations.

~~27.3~~~~27.4~~ The Nominations Committee shall be at liberty to request the attendance of and seek advice and assistance from persons other than members of the Nominations Committee or other Governors in arriving at its said recommendations.

~~27.4~~~~27.5~~ The Nominations Committee shall provide advice to the Council of Governors on the levels of remuneration for the Chairman and the Non-Executive Directors.

~~27.5~~~~27.6~~ The Nominations Committee shall receive reports on behalf of the Council of Governors on the process and outcomes of appraisal for the Chairman and Non-Executive Directors.

~~27.6~~~~27.7~~ The Council of Governors at a general meeting of the Council of Governors shall resolve to appoint such candidate or candidates as they consider appropriate and shall have regard to the recommendation of the Nominations Committee and views of the Chief Executive and Board of Directors in reaching that decision.

~~27.8~~ Removal of the Chairman or another Non-Executive Director shall require the approval of three-quarters of the members of the Council of Governors ~~and shall be in accordance with the following procedures.~~

Commented [ES6]: Amended to reflect content of governance manual.

~~27.8.1~~ Any proposal for removal must be proposed by a Governor and seconded by not less than half of the Governors including at least one appointed Governor.

~~27.8.2~~ 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.

~~27.8.3~~ In making any decision to remove a Non-Executive Director, the Council of Governors shall take into account the annual appraisal carried out by the Chair.

~~Written reasons for the proposal to remove shall be provided to the Non-Executive Director in question, who shall be given the opportunity to respond to such reasons.~~

~~27.7~~27.9 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.

28. Board of Directors – Appointment of a Deputy~~Vice~~ Chair

- 28.1 The Council of Governors at a general meeting of the Council of Governors shall appoint one of the Non-Executive Directors as Deputy~~Vice~~ Chair.
- 28.2 If the Chairman is unable to discharge their office as Chairman of the Trust, the Deputy Chair shall be acting Chair of the Trust until a new Chair is appointed or the existing Chair resumes their duties, as the case may be; and references to the Chair in this Constitution and in standing orders shall, so long as there is no Chair able to perform those duties, be taken to include references to the Deputy Chair.

29. Board of Directors - Appointment and Removal of the Chief Executive and other Executive Directors

- 29.1 The Non-Executive Directors shall appoint or remove the Chief Executive. The appointment of the Chief Executive shall require the approval of the Council of Governors.
- 29.2 A cCommittee comprising the Chairman, the Chief Executive and the other Non-Executive Directors shall appoint or remove the other Executive Directors.

30. Board of Directors – Disqualification

- 30.1 The following may not become or continue as a member of the Board of Directors:
- 30.1.1 a person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged.
- 30.1.2 a person who has made a composition or arrangement with, or granted a trust deed for, their~~his~~ creditors and has not been discharged in respect of it.
- 30.1.3 a person in relation to whom a moratorium period under a debt relief order applies (under Part 7A of the Insolvency Act 1986).
- 30.1.4 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~~him~~.
- 30.1.5 a person who is a member of the Council of Governors of the Trust or a governor ~~or director~~ of another health service body.
- 30.1.6 a person who is the spouse, civil partner, partner, parent or child of a member of the Board of Directors of the Trust.
- 30.1.7 a person who is currently a member of an independent scrutiny body whose role includes or will include independent scrutiny of the Trust.
- 30.1.8 a person who is subject to a sex offender order.
- 30.1.9 a person who is the subject of a disqualification order made under the Company Directors Disqualification Act 1986.
- 30.1.10 in the case of a Non-Executive Director, a person who is no longer a

member of one of the public constituencies.

30.1.11 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.

30.1.12 a person who within the preceding two years has been dismissed, otherwise than by reason of redundancy, from any paid employment with an NHS body.

30.1.13 a person who is incapable by reason of a mental disorder, illness of injury, of managing and administering their property and affairs.

30.1.14 in the case of a Non-Executive Director, a person who has refused without reasonable cause to fulfil any training requirement established by the Board of Directors.

30.1.15 a person who 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.

~~30.1.4~~30.1.16 a person who has had their name removed or been suspended from any list (including any performers list maintained by NHS England) prepared under the 2006 Act or under any related subordinate legislation or who has otherwise been suspended or disqualified from any healthcare profession, and has not subsequently had their name included in such a list or had their suspension lifted or qualification reinstated.

~~30.1.5~~30.1.17 a medical practitioner ~~who that~~ has been removed from the professional register by the General Medical Council or a nursing professional who has been removed from the professional register by the Nursing and Midwifery Council.

~~30.1.6~~30.1.18 In the opinion of a majority of the voting members of the Board, a person whose conduct has caused, or is likely to cause, material prejudice to the best interests of the Trust or the proper conduct of the Board of Directors or ~~has~~ otherwise acted in a manner inconsistent with continued membership of the Board of Directors.

30.2 Directors must meet the fit and proper person requirement set out in the Health and Social Care Act 2008 (Regulated Activities) Regulations 2014 and must comply with any policy established by the Trust to give effect to the fit and proper person requirement.

31. Board of Directors – Meetings

- 31.1 Meetings of the Board of Directors shall be open to members of the public. Members of the public may be excluded from a [Part 2](#) meeting for special reasons and having regard to the confidential nature of the business to be transacted, publicity of which would be prejudicial to the public interest.
- 31.2 Before holding a meeting, the Board of Directors must send a copy of the agenda of the meeting to the Council of Governors. As soon as practicable after holding a meeting, the Board of Directors must send a copy of the minutes of the meeting to the Council of Governors.

32. Board of Directors – Standing Orders

The standing orders for the practice and procedure of the Board of Directors are [attached at Annex 8 set out in the Trust Standing Orders incorporated into the Corporate Governance Manual](#).

33. Board of Directors - Conflicts of Interest of Directors

- 33.1 The duties that a Director of the Trust has by virtue of being a Director include in particular:
- 33.1.1 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.
- 33.1.2 A duty not to accept a benefit from a third party by reason of being a Director or doing (or not doing) anything in that capacity.
- 33.2 The duty referred to in sub-paragraph 33.1.1 ~~and 33.1.2~~ is not infringed if:
- 33.2.1 The situation cannot reasonably be regarded as likely to give rise to a conflict of interest, or
- 33.2.2 The matter has been authorised in accordance with the Constitution.
- 33.3 The duty referred to in sub-paragraph 33.1.2 is not infringed if acceptance of the benefit cannot reasonably be regarded as likely to give rise to a conflict of interest.
- 33.4 In sub-paragraph 33.1.2, “third party” means a person other than:
- 33.4.1 The Trust, or
- 33.4.2 A person acting on its behalf.
- 33.5 [If a Director of the Trust has in any way a direct or indirect interest in a proposed transaction or arrangement with the Trust or has any pecuniary, professional, personal, or family interest \(whether that interest is actual or potential and whether that interest is direct or indirect\) in any other matter that is under consideration or to be considered by the Director or the Board of Directors, they must declare the nature and extent of the interest to the Board of](#)

Commented [ES7]: This paragraph now reflects and is consistent with the statutory provisions (Schedule 7 of the NHS Act 2006), the Trust's conflicts policy and the standing orders for the Board.

Directors and Trust Secretary as soon as they become aware of it and in accordance with any policy adopted by the Trust for the declaration of interests and management of conflicts of interest. Any such interests must be appropriately recorded in the register of interests maintained in accordance with this constitution.

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

33.10 A matter shall have been authorised for the purposes of paragraph 33.2.2 if the interest has been declared by the Director in accordance with any policy adopted by the Trust for the declaration of interests and management of conflicts of interest, and approved by the Board of Directors at a meeting, and the minutes of the meeting shall be conclusive evidence of such approval having been given. Conflicts or potential conflicts arising from any such interests shall be managed in accordance with the relevant policy.

~~33.10~~33.11 The Trust shall adopt a policy for the management of conflicts of interest, including the declaration of interests and declarations of gifts and hospitality. Directors shall comply with any such policy. Conflicts of interest shall be managed in accordance with any such policy and the standing orders of the Board of Directors.

34. Board of Directors – Remuneration and Terms of Office

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

34.2 The Chairman and the Non-Executive Directors shall be eligible for appointment for three ~~consecutive~~, three year terms of office, and in exceptional circumstances a further term of one year subject to a satisfactory appraisal. The Chairman or the Non-Executive Directors shall not be appointed to that office for a total period which exceeds ten years in aggregate.

34.3 The Trust shall establish a ~~c~~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.

35. Registers

The Trust shall have:

35.1 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;

35.2 a register of members of the Council of Governors;

35.3 a register of interests of governors;

35.4 a register of directors; and

35.5 a register of interests of the directors.

36. Admission to and Removal from the Registers

36.1 The Trust Secretary shall be responsible for establishing registers and for keeping these registers up-to-date.

~~The Company Secretary shall add to the confidential register of members the name of any member who is accepted under the provisions of this Constitution.~~

37. Registers – Inspection and Copies

37.1 The Trust shall make the registers specified in Paragraph 35 above available for inspection by members of the public, except in the circumstances set out below or as otherwise prescribed ~~by regulations~~.

37.2 The Trust shall not make any part of its registers available for inspection by members of the public which shows details of any member of the Trust, if the

29

member so requests.

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

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

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

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. Documents Available for Public Inspection

- 38.1 The Trust shall make the following documents available for inspection by members of the public free of charge at all reasonable times:
- 38.1.1 a copy of the current Constitution
 - 38.1.2 a copy of the latest annual accounts and of any report of the auditor on them, and
 - 38.1.3 a copy of the latest annual report.
- 38.2 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:
- 38.2.1 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.
 - 38.2.2 a copy of any report laid under Section 65D (appointment of Trust special administrator) of the 2006 Act.
 - 38.2.3 a copy of any information published under Section 65D (appointment of Trust special administrator) of the 2006 Act.
 - 38.2.4 a copy of any draft report published under Section 65F (administrator's draft report) of the 2006 Act.
 - 38.2.5 a copy of any statement provided under Section 65F (administrator's draft report) of the 2006 Act.
 - 38.2.6 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 the final report or, 65KD (Secretary of State's response to re-submitted final report) of the 2006 Act.
 - 38.2.7 a copy of any statement published or provided under Section 65G (consultation plan) of the 2006 Act.
 - 38.2.8 a copy of any final report published under Section 65I (administrator's final report).
 - 38.2.9 a copy of any statement published under Section 65J (power to extend time) or 65KC (action following Secretary of State's rejection of the final report) of the 2006 Act.
 - 38.2.10 a copy of any information published under Section 65M (replacement of Trust special administrator) of the 2006 Act.
- 38.3 Any person who requests a copy of or extract from any of the above documents is to be provided with a copy.
- 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.

39. Auditor

- 39.1 The Trust shall have a ~~Financial~~ Auditor.
- 39.2 The Council of Governors shall appoint or remove the ~~aFinancial~~ Auditor at a general meeting or extraordinary meeting of the Council of Governors.
- 39.3 The ~~Financial~~ Auditor is to carry out his duties in accordance with Schedule 10 to the 2006 Act and in accordance with any directions given by NHS ~~England~~ ~~(NHSE) Improvement (NHSI)~~ the organisation that incorporates Monitor, the statutory entity that remains the regulator of NHS Foundation Trusts.

40. Audit committee

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

41. Accounts

- 41.1 The Trust must keep proper accounts and proper records in relation to the accounts.
- 41.2 NHS ~~Improvement~~EnglandEngland may with the approval of the Secretary of State give directions to the Trust as to the content and form of its accounts.
- 41.3 The accounts are to be audited by the Trust's ~~Financial a~~Auditor.
- 41.4 The Trust shall prepare in respect of each financial year annual accounts in such form as NHS Improvement, the organisation that incorporates Monitor may with the approval of the Secretary of State direct.
- 41.5 The functions of the Trust with respect to the preparation of the Annual Accounts shall be delegated to the Accounting Officer.

42. Annual Report, Forward Plans and Non-NHS Work

- 42.1 The Trust shall prepare an Annual Report and send it to NHS ~~England~~~~Improvement~~.
- 42.2 The Trust shall give information as to its forward planning in respect of each financial year to NHS ~~England~~~~Improvement~~, the organisation that incorporates ~~sd~~ Monitor, the statutory entity that remains the regulator of NHS Foundation Trusts. The document containing the information with respect to forward planning (referred to above) shall be prepared by the Directors.
- 42.3 In preparing the document, the Directors shall have regard to the views of the Council of Governors.
- 42.4 Each forward plan must include information about:
- 42.4.1 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
 - 42.4.2 the income it expects to receive from doing so.
- 42.5 Where a forward plan contains a proposal that the ~~T~~rust carry on an activity of a kind mentioned in sub-paragraph 42.4.1 the Council of Governors must:
- 42.5.1 determine whether it is satisfied that the carrying on of the activity will not to any significant extent interfere with the fulfilment by the ~~T~~rust of its principal purpose or the performance of its other functions, and
 - 42.5.2 notify the Directors of the Trust of its determination.
- 42.6 A Trust which 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 may implement the proposal only if more than half of the members of the ~~C~~ouncil of ~~G~~overnors of the Trust voting approve its implementation.

43. Presentation of the Annual Accounts and Reports to the Governors and Members

- 43.1 The following documents are to be presented to the Council of Governors at a general meeting of the Council of Governors:
- 43.1.1 the Annual Accounts
 - 43.1.2 any report of the auditor on them
 - 43.1.3 the Annual Report.
- 43.2 The documents shall also be presented to the members of the Trust at the Annual Members' Meeting by at least one member of the Board of Directors in attendance.
- 43.3 The Trust may combine a meeting of the Council of Governors convened for the purposes of sub-paragraph 43.1 with the Annual Members' Meeting.

44. Instruments

44.1 The Trust shall have a seal.

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

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~~~~notices~~; and

45.1.2 More than half of the members of the Board of Directors 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 ~~S~~chedule 7 of the 2006 Act.

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

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 ~~T~~rust must take such steps as are necessary as a result.

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

46. Mergers etc. and Significant Transactions

46.1 The Trust may only apply for a merger, acquisition, separation or dissolution (in accordance with the provisions of the 2006 Act) with the approval of more than half of the members of the Council of Governors.

46.2 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.

46.3 "Significant transaction" means a transaction which is either an investment or a divestment whose value equates to 25% of either the Trust's Gross Assets, Income or Gross Capital (inclusive of the transaction), calculated with reference to the Trust's opening Balance Sheet for the Financial Year in which approval is being sought.

46.4 If more than half of the members of the Council of Governors voting at a meeting of the Council decline to approve a significant transaction or any part of it, the meeting must provide an agreed written Statement of Reasons for its rejection to the Board of Directors.

that equates to:

ANNEX 1 – THE PUBLIC CONSTITUENCIES

<u>Name of the Public Constituency</u>	<u>Minimum Number of Members</u>	<u>Number of Governors</u>
<u>Liverpool</u>	<u>10</u>	<u>3</u>
<u>St Helens and Knowsley</u>	<u>10</u>	<u>2</u>
<u>Sefton</u>	<u>10</u>	<u>2</u>
<u>Cheshire West and Chester</u>	<u>10</u>	<u>2</u>
<u>Warrington and Halton</u>	<u>10</u>	<u>2</u>
<u>Wirral and the Rest of England</u>	<u>10</u>	<u>3</u>
<u>Wales</u>	<u>10</u>	<u>1</u>
<u>Total Public Governors</u>		<u>15</u>

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<u>Name of Areas within the Constituency</u>	<u>Number of Governors</u>
<u>Liverpool</u>	<u>3</u>
<u>St Helen's and Knowsley</u>	<u>2</u>
<u>Sefton</u>	<u>2</u>
<u>Cheshire West and Chester</u>	<u>2</u>
<u>Warrington and Halton</u>	<u>2</u>
<u>Wirral and the Rest of England</u>	<u>3</u>
<u>Wales</u>	<u>4</u>
<u>Total</u>	<u>15</u>

Commented [ES8]: This should be the minimum number of members in each public constituency not the number of Governors which is set out in Annex 4. You may want to adopt the table headings above to reflect the legislation which clarifies the areas should be based on electoral wards.

ANNEX 2 – THE STAFF CONSTITUENCY

Staff Classes within the Staff Constituency	Minimum number of members	Number of governors
Doctor	10	1
Non-Clinical	10	1
Nurse	10	1
Other Clinical	10	1
Radiographer	10	1
Volunteers and Service Providers	10	1
Total Staff Governors		6

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Name of Constituency	Class of Staff Membership	Number of Governors
Staff	Doctor	4
	Non-Clinical	4
	Nurse	4
	Other Clinical	4
	Radiographer	4
	Volunteers, Service Providers, Contracted Staff	4
	Total	6

Commented [ES9]: This should be the minimum number of members in each class of the Constituency not the number of Governors which is set out in Annex 4. You may want to adopt the table headings above.

In the case of any query as to which class of the Staff Constituency a member of staff is eligible to be a member of, the Trust Secretary shall be responsible for determining which one of the classes of the Staff Constituency, shown in this Annex, the member of staff is eligible to be a member of. If any member of staff is eligible to be a member of more than one class of the Staff Constituency, they shall select one class to be a member of or, where they fail to do so (including where they fail to notify the Trust Secretary of their selection), the Trust Secretary shall determine the class that the member of staff shall be a member of and shall notify the member of that determination in writing.

For the avoidance of doubt, Service Providers referred to above relates to staff directly employed by the Trust's wholly owned subsidiaries i.e. Propcare and Clatterbridge Pharmacy Ltd.

47. ANNEX 3 – THE APPOINTED CONSTITUENCY

Commented [ES10]: This is not required as there is not an appointed constituency in legislation. The appointed governors are already set out in Annex 4.

NAME OF APPOINTED CONSTITUENCY	NUMBER OF APPOINTED GOVERNORS
Liverpool University	4
Macmillan Cancer Support	4
MCH Psychological Services	4
Liverpool University Hospital NHS Foundation Trust	4
Cancer Alliance	4
NHS England: Cheshire and Merseyside sub regional team	4
Liverpool Council	4
Wirral Council	4
Department of Health – Isle of Mann	4
Total	9

ANNEX 4 – COMPOSITION OF COUNCIL OF GOVERNORS

~~2939~~ **Governors in Total** - The aggregate number of Public Governors is to be more than half of the total number of members of the Council of Governors.

Commented [ES11]: You may need to tweak the numbers to reflect this as this is a statutory requirement.

Elected Governors

Public Constituency	Number of Governors
Liverpool	3
St Helen's and Knowsley	2
Sefton	2
Cheshire West and Chester	2
Warrington and Halton	2
Wirral and the Rest of England	3
Wales	1
Total	15

Appointed Governors

Appointing Organisation	Number of Governors
Liverpool University	1
Macmillan Cancer Support	1
MCH Psychological Services	4
Liverpool University Hospital NHS Foundation Trust	1
Cancer Alliance	1
NHS England: Cheshire and Merseyside sub regional team	1
Wirral Council	1
Liverpool Council	1
Isle of Man Department of Health	1
Total	89

Staff Governors

Name of Constituency	Class of Staff Membership	Number of Governors
Staff	Doctor	1
	Non-Clinical	1
	Nurse	1
	Other Clinical	1
	Radiographer	1
	Volunteers, Service Providers, Contracted Staff	1
Total		6

ANNEX 5 –THE MODEL ELECTION RULES

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
6. Expenditure
7. Duty of co-operation

PART 4: STAGES COMMON TO CONTESTED AND UNCONTESTED ELECTIONS

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

PART 5: CONTESTED ELECTIONS

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

Action to be taken before the poll

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

The poll

27. Eligibility to vote

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

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

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

PART 6: COUNTING THE VOTES

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

PART 7: FINAL PROCEEDINGS IN CONTESTED AND UNCONTESTED ELECTIONS

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

PART 8: DISPOSAL OF DOCUMENTS

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

PART 9: DEATH OF A CANDIDATE DURING A CONTESTED ELECTION

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

PART 10: ELECTION EXPENSES AND PUBLICITY

Expenses

- 60. Election expenses
- 61. Expenses and payments by candidates
- 62. Expenses incurred by other persons

Publicity

- 63. Publicity about election by the corporation
- 64. Information about candidates for inclusion with voting information
- 65. Meaning of “for the purposes of an election”

PART 11: QUESTIONING ELECTIONS AND IRREGULARITIES

- 66. Application to question an election

PART 12: MISCELLANEOUS

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

PART 1: INTERPRETATION

1. Interpretation

1.1 In these rules, unless the context otherwise requires:

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

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

"council of governors" means the council of governors of the corporation;

"declaration of identity" has the meaning set out in rule 21.1;

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

"e-voting" means voting using either the internet, telephone or text message;

"e-voting information" has the meaning set out in rule 24.2;

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

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

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

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

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

"Monitor" means the corporate body known as Monitor as provided by section 61 of the 2012 Act;

"numerical voting code" has the meaning set out in rule 64.2(b)

"polling website" has the meaning set out in rule 26.1;

"postal voting information" has the meaning set out in rule 24.1;

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

"telephone voting facility" has the meaning set out in rule 26.2;

"telephone voting record" has the meaning set out in rule 26.5 (d);

"text message voting facility" has the meaning set out in rule 26.3;

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

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

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

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

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

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

PART 2: TIMETABLE FOR ELECTIONS

2. Timetable

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

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

3. Computation of time

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

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

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

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

PART 3: RETURNING OFFICER

4.

Returning Officer
- 4.1

Subject to rule 69, the returning officer for an election is to be appointed by the corporation.
- 4.2

Where two or more elections are to be held concurrently, the same returning officer may be appointed for all those elections.
5.

Staff
- 5.1

Subject to rule 69, the returning officer may appoint and pay such staff, including such technical advisers, as he or she considers necessary for the purposes of the election.
6.

Expenditure
- 6.1

The corporation is to pay the returning officer:

(a)

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

(b)

such remuneration and other expenses as the corporation may determine.
7.

Duty of co-operation
- 7.1

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

PART 4: STAGES COMMON TO CONTESTED AND UNCONTESTED ELECTIONS

8. Notice of election

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

9. Nomination of candidates

- 9.1 Subject to rule 9.2, each candidate must nominate themselves on a single nomination form.
- 9.2 The returning officer:
- (a) is to supply any member of the corporation with a nomination form, and
 - (b) is to prepare a nomination form for signature at the request of any member of the corporation,
- but it is not necessary for a nomination to be on a form supplied by the returning officer and a nomination can, subject to rule 13, be in an electronic format.

10. Candidate's particulars

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

11. Declaration of interests

11.1 The nomination form must state:

- (a) any financial interest that the candidate has in the corporation, and
- (b) whether the candidate is a member of a political party, and if so, which party,

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

12. Declaration of eligibility

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

- (a) that he or she is not prevented from being a member of the council of governors by paragraph 8 of Schedule 7 of the 2006 Act or by any provision of the constitution; and,
- (b) for a member of the public or patient constituency, of the particulars of his or her qualification to vote as a member of that constituency, or class within that constituency, for which the election is being held.

13. Signature of candidate

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

- (a) they wish to stand as a candidate,
- (b) their declaration of interests as required under rule 11, is true and correct, and
- (c) their declaration of eligibility, as required under rule 12, is true and correct.

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

14. Decisions as to the validity of nomination

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

- (a) decides that the candidate is not eligible to stand,
- (b) decides that the nomination form is invalid,
- (c) receives satisfactory proof that the candidate has died, or
- (d) receives a written request by the candidate of their withdrawal from candidacy.

14.2 The returning officer is entitled to decide that a nomination form is invalid only on one of the following grounds:

- (a) that the paper is not received on or before the final time and date for

- return of nomination forms, as specified in the notice of the election,
- (b) that the paper does not contain the candidate's particulars, as required by rule 10;
 - (c) the paper does not contain a declaration of the interests of the candidate, as required by rule 11,
 - (d) the paper does not include a declaration of eligibility as required by rule 12, or
 - (e) the paper is not signed and dated by the candidate, if required by rule 13.
- 14.3 The returning officer is to examine each nomination form as soon as is practicable after he or she has received it, and decide whether the candidate has been validly nominated.
- 14.4 Where the returning officer decides that a nomination is invalid, the returning officer must endorse this on the nomination form, stating the reasons for their decision.
- 14.5 The returning officer is to send notice of the decision as to whether a nomination is valid or invalid to the candidate at the contact address given in the candidate's nomination form. If an e-mail address has been given in the candidate's nomination form (in addition to the candidate's postal address), the returning officer may send notice of the decision to that address.
- 15. Publication of statement of candidates**
- 15.1 The returning officer is to prepare and publish a statement showing the candidates who are standing for election.
- 15.2 The statement must show:
- (a) the name, contact address (which shall be the candidate's postal address), and constituency or class within a constituency of each candidate standing, and
 - (b) the declared interests of each candidate standing,
- as given in their nomination form.
- 15.3 The statement must list the candidates standing for election in alphabetical order by surname.
- 15.4 The returning officer must send a copy of the statement of candidates and copies of the nomination forms to the corporation as soon as is practicable after publishing the statement.
- 16. Inspection of statement of nominated candidates and nomination forms**
- 16.1 The corporation is to make the statement of the candidates and the nomination forms supplied by the returning officer under rule 15.4 available for inspection by members of the corporation free of charge at all reasonable times.
- 16.2 If a member of the corporation requests a copy or extract of the statement of

candidates or their nomination forms, the corporation is to provide that member with the copy or extract free of charge.

17. Withdrawal of candidates

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

18. Method of election

- 18.1 If the number of candidates remaining validly nominated for an election after any withdrawals under these rules is greater than the number of members to be elected to the council of governors, a poll is to be taken in accordance with Parts 5 and 6 of these rules.
- 18.2 If the number of candidates remaining validly nominated for an election after any withdrawals under these rules is equal to the number of members to be elected to the council of governors, those candidates are to be declared elected in accordance with Part 7 of these rules.
- 18.3 If the number of candidates remaining validly nominated for an election after any withdrawals under these rules is less than the number of members to be elected to be council of governors, then:
- (a) the candidates who remain validly nominated are to be declared elected in accordance with Part 7 of these rules, and
 - (b) the returning officer is to order a new election to fill any vacancy which remains unfilled, on a day appointed by him or her in consultation with the corporation.

PART 5: CONTESTED ELECTIONS

19. Poll to be taken by ballot

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

56

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

The poll

27. Eligibility to vote

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

28. Voting by persons who require assistance

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

29. Spoilt ballot papers and spoilt text message votes

- 29.1 If a voter has dealt with his or her ballot paper in such a manner that it cannot be accepted as a ballot paper (referred to as a "spoilt ballot paper"), that voter may apply to the returning officer for a replacement ballot paper.
- 29.2 On receiving an application, the returning officer is to obtain the details of the unique identifier on the 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.

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)²**
- 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

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

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

39. De-duplication of votes

- 39.1 Where different methods of polling are being used in an election, the returning officer shall examine all votes cast to ascertain if a voter ID number has been used more than once to cast a vote in the election.
- 39.2 If the returning officer ascertains that a voter ID number has been used more than once to cast a vote in the election he or she shall:
- (a) only accept as duly returned the first vote received that was cast using the relevant voter ID number; and
 - (b) mark as “disqualified” all other votes that were cast using the relevant voter ID number
- 39.3 Where a ballot paper is disqualified under this rule the returning officer shall:
- (a) mark the ballot paper “disqualified”,
 - (b) if there is an ID declaration form accompanying the ballot paper, mark it “disqualified” and attach it to the ballot paper,
 - (c) record the unique identifier and the voter ID number on the ballot paper in the list of disqualified documents;
 - (d) place the document or documents in a separate packet; and
 - (e) disregard the ballot paper when counting the votes in accordance with these rules.
- 39.4 Where an internet voting record, telephone voting record or text voting record is disqualified under this rule the returning officer shall:
- (a) mark the internet voting record, telephone voting record or text voting record (as applicable) “disqualified”,
 - (b) record the voter ID number on the internet voting record, telephone voting record or text voting record (as applicable) in the list of disqualified documents;
 - (c) place the internet voting record, telephone voting record or text voting record (as applicable) in a separate packet, and
 - (d) disregard the internet voting record, telephone voting record or text voting record (as applicable) when counting the votes in accordance with these rules.

40. Sealing of packets

- 40.1 As soon as is possible after the close of the poll and after the completion of the procedure under rules 37 and 38, the returning officer is to seal the packets containing:
- (a) the disqualified documents, together with the list of disqualified documents inside it,
 - (b) the ID declaration forms, if required,
 - (c) the list of spoilt ballot papers and the list of spoilt text message votes,
 - (d) the list of lost ballot documents,

- (e) the list of eligible voters, and
- (f) the list of tendered voting information

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

PART 6: COUNTING THE VOTES

STV41. Interpretation of Part 6

STV41.1 In Part 6 of these rules:

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

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

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

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

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

“non-transferable vote” means a ballot document:

- (a) on which no second or subsequent preference is recorded for a continuing candidate,
- or
- (b) which is excluded by the returning officer under rule STV49,

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

- (a) *“first preference”* means the figure “1” or any mark or word which clearly indicates a first (or only) preference,
- (b) *“next available preference”* means a preference which is the second, or as the case may be, subsequent preference recorded in consecutive order for a continuing candidate (any candidate who is deemed to be elected or is excluded thereby being ignored); and
- (c) in this context, a *“second preference”* is shown by the figure “2” or any mark or word which clearly indicates a second preference, and a third preference by the figure “3” or any mark or word which clearly indicates a third preference, and so on,

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

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

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

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

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

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

42. Arrangements for counting of the votes

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

43. The count

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

STV44.	Rejected ballot papers and rejected text voting records
STV44.1	<p>Any ballot paper:</p> <ul style="list-style-type: none">(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, <p>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.</p>
STV44.2	<p>The returning officer is to endorse the word "rejected" on any ballot paper which under this rule is not to be counted.</p>
STV44.3	<p>Any text voting record:</p> <ul style="list-style-type: none">(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, <p>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.</p>
STV44.4	<p>The returning officer is to endorse the word "rejected" on any text voting record which under this rule is not to be counted.</p>
STV44.5	<p>The returning officer is to draw up a statement showing the number of ballot papers rejected by him or her under each of the subparagraphs (a) to (d) of rule STV44.1 and the number of text voting records rejected by him or her under each of the sub-paragraphs (a) to (c) of rule STV44.3.</p>

FPP44. Rejected ballot papers and rejected text voting records

FPP44.1 Any ballot paper:

- (a) which does not bear the features that have been incorporated into the other ballot papers to prevent them from being reproduced,
- (b) on which votes are given for more candidates than the voter is entitled to vote,
- (c) on which anything is written or marked by which the voter can be identified except the unique identifier, or
- (d) which is unmarked or rejected because of uncertainty,

shall, subject to rules FPP44.2 and FPP44.3, be rejected and not counted.

FPP44.2 Where the voter is entitled to vote for more than one candidate, a ballot paper is not to be rejected because of uncertainty in respect of any vote where no uncertainty arises, and that vote is to be counted.

FPP44.3 A ballot paper on which a vote is marked:

- (a) elsewhere than in the proper place,
- (b) otherwise than by means of a clear mark,
- (c) by more than one mark,

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

FPP44.4 The returning officer is to:

- (a) endorse the word "rejected" on any ballot paper which under this rule is not to be counted, and
- (b) in the case of a ballot paper on which any vote is counted under rules FPP44.2 and FPP 44.3, endorse the words "rejected in part" on the ballot paper and indicate which vote or votes have been counted.

FPP44.5 The returning officer is to draw up a statement showing the number of rejected ballot papers under the following headings:

- (a) does not bear proper features that have been incorporated into the ballot paper,
- (b) voting for more candidates than the voter is entitled to,
- (c) writing or mark by which voter could be identified, and
- (d) unmarked or rejected because of uncertainty,

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

FPP44.6 Any text voting record:

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

- (b) on which anything is written or marked by which the voter can be identified except the voter ID number, or
 - (c) which is unmarked or rejected because of uncertainty,

shall, subject to rules FPP44.7 and FPP44.8, be rejected and not counted.
- FPP44.7 Where the voter is entitled to vote for more than one candidate, a text voting record is not to be rejected because of uncertainty in respect of any vote where no uncertainty arises, and that vote is to be counted.
- FPP44.8 A text voting record on which a vote is marked:
 - (a) otherwise than by means of a clear mark,
 - (b) by more than one mark,

is not to be rejected for such reason (either wholly or in respect of that vote) if an intention that the vote shall be for one or other of the candidates clearly appears, and the way the text voting record is marked does not itself identify the voter and it is not shown that he or she can be identified by it.
- FPP44.9 The returning officer is to:
 - (a) endorse the word “rejected” on any text voting record which under this rule is not to be counted, and
 - (b) in the case of a text voting record on which any vote is counted under rules FPP44.7 and FPP 44.8, endorse the words “rejected in part” on the text voting record and indicate which vote or votes have been counted.
- FPP44.10 The returning officer is to draw up a statement showing the number of rejected text voting records under the following headings:
 - (a) voting for more candidates than the voter is entitled to,
 - (b) writing or mark by which voter could be identified, and
 - (c) unmarked or rejected because of uncertainty,

and, where applicable, each heading must record the number of text voting records rejected in part.
- STV45. First stage**
- STV45.1 The returning officer is to sort the ballot documents into parcels according to the candidates for whom the first preference votes are given.
- STV45.2 The returning officer is to then count the number of first preference votes given on ballot documents for each candidate, and is to record those numbers.
- STV45.3 The returning officer is to also ascertain and record the number of valid ballot documents.
- STV46. The quota**
- STV46.1 The returning officer is to divide the number of valid ballot documents by a number exceeding by one the number of members to be elected.

- STV46.2 The result, increased by one, of the division under rule STV46.1 (any fraction being disregarded) shall be the number of votes sufficient to secure the election of a candidate (in these rules referred to as "the quota").
- STV46.3 At any stage of the count a candidate whose total votes equals or exceeds the quota shall be deemed to be elected, except that any election where there is only one vacancy a candidate shall not be deemed to be elected until the procedure set out in rules STV47.1 to STV47.3 has been complied with.
- STV47. Transfer of votes**
- STV47.1 Where the number of first preference votes for any candidate exceeds the quota, the returning officer is to sort all the ballot documents on which first preference votes are given for that candidate into sub- parcels so that they are grouped:
- (a) according to next available preference given on those ballot documents for any continuing candidate, or
 - (b) where no such preference is given, as the sub-parcel of non-transferable votes.
- STV47.2 The returning officer is to count the number of ballot documents in each parcel referred to in rule STV47.1.
- STV47.3 The returning officer is, in accordance with this rule and rule STV48, to transfer each sub-parcel of ballot documents referred to in rule STV47.1(a) to the candidate for whom the next available preference is given on those ballot documents.
- STV47.4 The vote on each ballot document transferred under rule STV47.3 shall be at a value ("the transfer value") which:
- (a) reduces the value of each vote transferred so that the total value of all such votes does not exceed the surplus, and
 - (b) is calculated by dividing the surplus of the candidate from whom the votes are being transferred by the total number of the ballot documents on which those votes are given, the calculation being made to two decimal places (ignoring the remainder if any).
- STV47.5 Where at the end of any stage of the count involving the transfer of ballot documents, the number of votes for any candidate exceeds the quota, the returning officer is to sort the ballot documents in the sub-parcel of transferred votes which was last received by that candidate into separate sub-parcels so that they are grouped:
- (a) according to the next available preference given on those ballot documents for any continuing candidate, or
 - (b) where no such preference is given, as the sub-parcel of non-transferable votes.
- STV47.6 The returning officer is, in accordance with this rule and rule STV48, to transfer each sub-parcel of ballot documents referred to in rule STV47.5(a) to the candidate for whom the next available preference is given on those ballot documents.

- STV47.7 The vote on each ballot document transferred under rule STV47.6 shall be at:
- (a) a transfer value calculated as set out in rule STV47.4(b), or
 - (b) at the value at which that vote was received by the candidate from whom it is now being transferred,
- whichever is the less.
- STV47.8 Each transfer of a surplus constitutes a stage in the count.
- STV47.9 Subject to rule STV47.10, the returning officer shall proceed to transfer transferable ballot documents until no candidate who is deemed to be elected has a surplus or all the vacancies have been filled.
- STV47.10 Transferable ballot documents shall not be liable to be transferred where any surplus or surpluses which, at a particular stage of the count, have not already been transferred, are:
- (a) less than the difference between the total vote then credited to the continuing candidate with the lowest recorded vote and the vote of the candidate with the next lowest recorded vote, or
 - (b) less than the difference between the total votes of the two or more continuing candidates, credited at that stage of the count with the lowest recorded total numbers of votes and the candidate next above such candidates.
- STV47.11 This rule does not apply at an election where there is only one vacancy.
- STV48. Supplementary provisions on transfer**
- STV48.1 If, at any stage of the count, two or more candidates have surpluses, the transferable ballot documents of the candidate with the highest surplus shall be transferred first, and if:
- (a) The surpluses determined in respect of two or more candidates are equal, the transferable ballot documents of the candidate who had the highest recorded vote at the earliest preceding stage at which they had unequal votes shall be transferred first, and
 - (b) the votes credited to two or more candidates were equal at all stages of the count, the returning officer shall decide between those candidates by lot, and the transferable ballot documents of the candidate on whom the lot falls shall be transferred first.
- STV48.2 The returning officer shall, on each transfer of transferable ballot documents under rule STV47:
- (a) record the total value of the votes transferred to each candidate,
 - (b) add that value to the previous total of votes recorded for each candidate and record the new total,
 - (c) record as non-transferable votes the difference between the surplus and the total transfer value of the transferred votes and add that difference to the previously recorded total of non-transferable votes, and
 - (d) compare:

- (i) the total number of votes then recorded for all of the candidates, together with the total number of non-transferable votes, with
- (ii) the recorded total of valid first preference votes.

STV48.3 All ballot documents transferred under rule STV47 or STV49 shall be clearly marked, either individually or as a sub-parcel, so as to indicate the transfer value recorded at that time to each vote on that ballot document or, as the case may be, all the ballot documents in that sub-parcel.

STV48.4 Where a ballot document is so marked that it is unclear to the returning officer at any stage of the count under rule STV47 or STV49 for which candidate the next preference is recorded, the returning officer shall treat any vote on that ballot document as a non-transferable vote; and votes on a ballot document shall be so treated where, for example, the names of two or more candidates (whether continuing candidates or not) are so marked that, in the opinion of the returning officer, the same order of preference is indicated or the numerical sequence is broken.

STV49. Exclusion of candidates

STV49.1 If:

- (a) all transferable ballot documents which under the provisions of rule STV47 (including that rule as applied by rule STV49.11) and this rule are required to be transferred, have been transferred, and
- (b) subject to rule STV50, one or more vacancies remain to be filled,

the returning officer shall exclude from the election at that stage the candidate with the then lowest vote (or, where rule STV49.12 applies, the candidates with the then lowest votes).

STV49.2 The returning officer shall sort all the ballot documents on which first preference votes are given for the candidate or candidates excluded under rule STV49.1 into two sub-parcels so that they are grouped as:

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

STV49.3 The returning officer shall, in accordance with this rule and rule STV48, transfer each sub-parcel of ballot documents referred to in rule STV49.2 to the candidate for whom the next available preference is given on those ballot documents.

STV49.4 The exclusion of a candidate, or of two or more candidates together, constitutes a further stage of the count.

STV49.5 If, subject to rule STV50, one or more vacancies still remain to be filled, the returning officer shall then sort the transferable ballot documents, if any, which had been transferred to any candidate excluded under rule STV49.1 into sub- parcels according to their transfer value.

STV49.6 The returning officer shall transfer those ballot documents in the sub-parcel of transferable ballot documents with the highest transfer value to the continuing candidates in accordance with the next available preferences given on those ballot documents (thereby passing over candidates who are

71

- deemed to be elected or are excluded).
- STV49.7 The vote on each transferable ballot document transferred under rule STV49.6 shall be at the value at which that vote was received by the candidate excluded under rule STV49.1.
- STV9.8 Any ballot documents on which no next available preferences have been expressed shall be set aside as non-transferable votes.
- STV49.9 After the returning officer has completed the transfer of the ballot documents in the sub-parcel of ballot documents with the highest transfer value he or she shall proceed to transfer in the same way the sub-parcel of ballot documents with the next highest value and so on until he has dealt with each sub-parcel of a candidate excluded under rule STV49.1.
- STV49.10 The returning officer shall after each stage of the count completed under this rule:
- (a) record:
 - (i) the total value of votes, or
 - (ii) the total transfer value of votes transferred to each candidate,
 - (b) add that total to the previous total of votes recorded for each candidate and record the new total,
 - (c) record the value of non-transferable votes and add that value to the previous non-transferable votes total, and
 - (d) compare:
 - (i) the total number of votes then recorded for each candidate together with the total number of non-transferable votes, with
 - (ii) the recorded total of valid first preference votes.
- STV49.11 If after a transfer of votes under any provision of this rule, a candidate has a surplus, that surplus shall be dealt with in accordance with rules STV47.5 to STV47.10 and rule STV48.
- STV49.12 Where the total of the votes of the two or more lowest candidates, together with any surpluses not transferred, is less than the number of votes credited to the next lowest candidate, the returning officer shall in one operation exclude such two or more candidates.
- STV49.13 If when a candidate has to be excluded under this rule, two or more candidates each have the same number of votes and are lowest:
- (a) regard shall be had to the total number of votes credited to those candidates at the earliest stage of the count at which they had an unequal number of votes and the candidate with the lowest number of votes at that stage shall be excluded, and
 - (b) where the number of votes credited to those candidates was equal at all stages, the returning officer shall decide between the candidates by lot and the candidate on whom the lot falls shall be excluded.
- STV50. Filling of last vacancies**
- STV50.1 Where the number of continuing candidates is equal to the number of

- vacancies remaining unfilled the continuing candidates shall thereupon be deemed to be elected.
- STV50.2 Where only one vacancy remains unfilled and the votes of any one continuing candidate are equal to or greater than the total of votes credited to other continuing candidates together with any surplus not transferred, the candidate shall thereupon be deemed to be elected.
- STV50.3 Where the last vacancies can be filled under this rule, no further transfer of votes shall be made.
- STV51. Order of election of candidates**
- STV51.1 The order in which candidates whose votes equal or exceed the quota are deemed to be elected shall be the order in which their respective surpluses were transferred, or would have been transferred but for rule STV47.10.
- STV51.2 A candidate credited with a number of votes equal to, and not greater than, the quota shall, for the purposes of this rule, be regarded as having had the smallest surplus at the stage of the count at which he obtained the quota.
- STV51.3 Where the surpluses of two or more candidates are equal and are not required to be transferred, regard shall be had to the total number of votes credited to such candidates at the earliest stage of the count at which they had an unequal number of votes and the surplus of the candidate who had the greatest number of votes at that stage shall be deemed to be the largest.
- STV51.4 Where the number of votes credited to two or more candidates were equal at all stages of the count, the returning officer shall decide between them by lot and the candidate on whom the lot falls shall be deemed to have been elected first.

FPP51. Equality of votes

FPP51.1 Where, after the counting of votes is completed, an equality of votes is found to exist between any candidates and the addition of a vote would entitle any of those candidates to be declared elected, the returning officer is to decide between those candidates by a lot, and proceed as if the candidate on whom the lot falls had received an additional vote.

PART 7: FINAL PROCEEDINGS IN CONTESTED AND UNCONTESTED ELECTIONS

FPP52. Declaration of result for contested elections

FPP52.1 In a contested election, when the result of the poll has been ascertained, the returning officer is to:

- (a) declare the candidate or candidates whom more votes have been given than for the other candidates, up to the number of vacancies to be filled on the council of governors from the constituency, or class within a constituency, for which the election is being held to be elected,
- (b) give notice of the name of each candidate who he or she has declared elected:
 - (i) where the election is held under a proposed constitution pursuant to powers conferred on the [insert name] NHS Trust by section 33(4) of the 2006 Act, to the chairman of the NHS Trust, or
 - (ii) in any other case, to the chairman of the corporation; and
- (c) give public notice of the name of each candidate whom he or she has declared elected.

FPP52.2 The returning officer is to make:

- (a) the total number of votes given for each candidate (whether elected or not), and
- (b) the number of rejected ballot papers under each of the headings in rule FPP44.5,
- (c) the number of rejected text voting records under each of the headings in rule FPP44.10,

available on request.

STV52. Declaration of result for contested elections

STV52.1 In a contested election, when the result of the poll has been ascertained, the returning officer is to:

- (a) declare the candidates who are deemed to be elected under Part 6 of these rules as elected,
- (b) give notice of the name of each candidate who he or she has declared elected –
 - (i) where the election is held under a proposed constitution pursuant to powers conferred on the [insert name] NHS Trust by section 33(4) of the 2006 Act, to the chairman of the NHS Trust, or
 - (ii) in any other case, to the chairman of the corporation, and
- (c) give public notice of the name of each candidate who he or she has declared elected.

STV52.2 The returning officer is to make:

- (a) the number of first preference votes for each candidate whether elected or not,

- (b) any transfer of votes,
- (c) the total number of votes for each candidate at each stage of the count at which such transfer took place,
- (d) the order in which the successful candidates were elected, and
- (e) the number of rejected ballot papers under each of the headings in rule STV44.1,
- (f) the number of rejected text voting records under each of the headings in rule STV44.3,

available on request.

53. Declaration of result for uncontested elections

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

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

PART 8: DISPOSAL OF DOCUMENTS

54.

Sealing up of documents relating to the poll
- 54.1

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

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

and ensure that complete electronic copies of the internet voting records, telephone voting records and text voting records created in accordance with rule 26 are held in a device suitable for the purpose of storage.
- 54.2

The returning officer must not open the sealed packets of:

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

or access the complete electronic copies of the internet voting records, telephone voting records and text voting records created in accordance with rule 26 and held in a device suitable for the purpose of storage.
- 54.3

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

 - (a) its contents,
 - (b) the date of the publication of notice of the election,
 - (c) the name of the corporation to which the election relates, and
 - (d) the constituency, or class within a constituency, to which the election relates.
55.

Delivery of documents
- 55.1

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

Forwarding of documents received after close of the poll
- 56.1

Where:

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

- (b) any envelopes addressed to eligible voters are returned as undelivered too late to be resent, or
- (c) any applications for replacement voting information are made too late to enable new voting information to be issued,

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

57. Retention and public inspection of documents

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

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

- 58.1 The corporation may not allow:

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

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

- 58.2 A person may apply to the board of directors of the corporation to inspect any of the documents listed in rule 58.1, and the board of directors of the corporation may only consent to such inspection if it is satisfied that it is necessary for the purpose of questioning an election pursuant to Part 11.
- 58.3 The board of directors of the corporation's consent may be on any terms or conditions that it thinks necessary, including conditions as to –
- (a) persons,

(b) time,

(c) place and mode of inspection,

(d) production or opening,

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

58.4

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

(a) in giving its consent, and

(b) in making the documents available for inspection

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

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

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

PART 9: DEATH OF A CANDIDATE DURING A CONTESTED ELECTION

FPP59. Countermand or abandonment of poll on death of candidate

- FPP59.1 If at a contested election, proof is given to the returning officer's satisfaction before the result of the election is declared that one of the persons named or to be named as a candidate has died, then the returning officer is to:
- (a) countermand notice of the poll, or, if voting information has been issued, direct that the poll be abandoned within that constituency or class, and
 - (b) order a new election, on a date to be appointed by him or her in consultation with the corporation, within the period of 40 days, computed in accordance with rule 3 of these rules, beginning with the day that the poll was countermanded or abandoned.
- FPP59.2 Where a new election is ordered under rule FPP59.1, no fresh nomination is necessary for any candidate who was validly nominated for the election where the poll was countermanded or abandoned but further candidates shall be invited for that constituency or class.
- FPP59.3 Where a poll is abandoned under rule FPP59.1(a), rules FPP59.4 to FPP59.7 are to apply.
- FPP59.4 The returning officer shall not take any step or further step to open envelopes or deal with their contents in accordance with rules 38 and 39, and is to make up separate sealed packets in accordance with rule 40.
- FPP59.5 The returning officer is to:
- (a) count and record the number of ballot papers, internet voting records, telephone voting records and text voting records that have been received,
 - (b) seal up the ballot papers, internet voting records, telephone voting records and text voting records into packets, along with the records of the number of ballot papers, internet voting records, telephone voting records and text voting records and
- ensure that complete electronic copies of the internet voting records telephone voting records and text voting records created in accordance with rule 26 are held in a device suitable for the purpose of storage.
- FPP59.6 The returning officer is to endorse on each packet a description of:
- (a) its contents,
 - (b) the date of the publication of notice of the election,
 - (c) the name of the corporation to which the election relates, and
 - (d) the constituency, or class within a constituency, to which the election relates.
- FPP59.7 Once the documents relating to the poll have been sealed up and endorsed pursuant to rules FPP59.4 to FPP59.6, the returning officer is to deliver them to the chairman of the corporation, and rules 57 and 58 are to apply.

STV59. Countermand or abandonment of poll on death of candidate

- STV59.1 If, at a contested election, proof is given to the returning officer's satisfaction before the result of the election is declared that one of the persons named or to be named as a candidate has died, then the returning officer is to:
- (a) publish a notice stating that the candidate has died, and
 - (b) proceed with the counting of the votes as if that candidate had been excluded from the count so that –
 - (i) ballot documents which only have a first preference recorded for the candidate that has died, and no preferences for any other candidates, are not to be counted, and
 - (ii) ballot documents which have preferences recorded for other candidates are to be counted according to the consecutive order of those preferences, passing over preferences marked for the candidate who has died.
- STV59.2 The ballot documents which have preferences recorded for the candidate who has died are to be sealed with the other counted ballot documents pursuant to rule 54.1(a).

PART 10: ELECTION EXPENSES AND PUBLICITY

Election expenses

60. Election expenses

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

61. Expenses and payments by candidates

- 61.1 A candidate may not incur any expenses or make a payment (of whatever nature) for the purposes of an election, other than expenses or payments that relate to:
- (a) personal expenses,
 - (b) travelling expenses, and expenses incurred while living away from home, and
 - (c) expenses for stationery, postage, telephone, internet (or any similar means of communication) and other petty expenses, to a limit of £100.

62. Election expenses incurred by other persons

- 62.1 No person may:
- (a) incur any expenses or make a payment (of whatever nature) for the purposes of a candidate's election, whether on that candidate's behalf or otherwise, or
 - (b) give a candidate or his or her family any money or property (whether as a gift, donation, loan, or otherwise) to meet or contribute to expenses incurred by or on behalf of the candidate for the purposes of an election.
- 62.2 Nothing in this rule is to prevent the corporation from incurring such expenses, and making such payments, as it considers necessary pursuant to rules 63 and 64.

Publicity

63. Publicity about election by the corporation

- 63.1 The corporation may:
- (a) compile and distribute such information about the candidates, and
 - (b) organise and hold such meetings to enable the candidates to speak and respond to questions,
- as it considers necessary.
- 63.2 Any information provided by the corporation about the candidates, including information compiled by the corporation under rule 64, must be:

- (a) objective, balanced and fair,
 - (b) equivalent in size and content for all candidates,
 - (c) compiled and distributed in consultation with all of the candidates standing for election, and
 - (d) must not seek to promote or procure the election of a specific candidate or candidates, at the expense of the electoral prospects of one or more other candidates.
- 63.3 Where the corporation proposes to hold a meeting to enable the candidates to speak, the corporation must ensure that all of the candidates are invited to attend, and in organising and holding such a meeting, the corporation must not seek to promote or procure the election of a specific candidate or candidates at the expense of the electoral prospects of one or more other candidates.
- 64. Information about candidates for inclusion with voting information**
- 64.1 The corporation must compile information about the candidates standing for election, to be distributed by the returning officer pursuant to rule 24 of these rules.
- 64.2 The information must consist of:
 - (a) a statement submitted by the candidate of no more than 250 words,
 - (b) if voting by telephone or text message is a method of polling for the election, the numerical voting code allocated by the returning officer to each candidate, for the purpose of recording votes using the telephone voting facility or the text message voting facility ("numerical voting code"), and
 - (c) a photograph of the candidate.
- 65. Meaning of "for the purposes of an election"**
- 65.1 In this Part, the phrase "for the purposes of an election" means with a view to, or otherwise in connection with, promoting or procuring a candidate's election, including the prejudicing of another candidate's electoral prospects; and the phrase "for the purposes of a candidate's election" is to be construed accordingly.
- 65.2 The provision by any individual of his or her own services voluntarily, on his or her own time, and free of charge is not to be considered an expense for the purposes of this Part.

PART 11: QUESTIONING ELECTIONS AND THE CONSEQUENCE OF IRREGULARITIES

- 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

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

Eligibility to be a Member of the Council of Governors

2.1. Council of Governors – Further Provisions on Disqualification and Removal:

Further to the provisions set out in Paragraph -15 the following may not become or continue as a Governor of the Council of Governors ~~if they are:~~

~~2.41.1~~ In the case of a Staff Governor, Public Governor or Appointed ~~G~~governor, ~~theyhe~~ ceases to be a ~~m~~Member of the Constituency or the ~~c~~Class of a ~~Membership~~ Constituency by which ~~theyhe wereas~~ elected, or the organisation which appointed them terminates their employment or contract for services or withdraws its sponsorship of them or appointed.

~~2.21.2~~ NHS ~~EnglandImprovement~~ (incorporating Monitor) has exercised its powers to remove that person as a Governor or has suspended ~~themhim~~ from office or has disqualified ~~themhim~~ from holding office as a Governor for a specified period.

~~2.31.3~~ A person who has within the preceding five years been dismissed, otherwise than by reason of redundancy, from any paid employment with an NHS ~~b~~Ebody.

~~2.41.4~~ A person whose tenure of office as the Chair, Non-Executive Director or as a Governor of an NHS body has previously been terminated on the grounds that ~~theirhis~~ appointment is not in the interests of the NHS, for non-attendance at meetings or for non-disclosure of a pecuniary interest.

~~2.51.5~~ A person who is a vexatious complainant of the Trust.

~~1.6~~ A person who has had their name removed or been suspended from any list (including any performers list maintained by NHS England) prepared under the 2006 Act or under any related subordinate legislation or who has otherwise been suspended or disqualified from any healthcare profession, and has not subsequently had his name included in such a list or had his suspension lifted or qualification reinstated;
~~person who has had his name removed from a relevant list of medical practitioners pursuant to Paragraph 10 of the National Health Service (Performers Lists) Regulations 2004 or Section 151 of the 2006 Act (or similar provision elsewhere), and has not subsequently had his name included in such a list.~~

~~2.61.7~~ A person who is currently a member of an independent scrutiny body whose role includes or will include independent scrutiny of The Clatterbridge Cancer Centre NHS Foundation ~~T~~rust.

~~2.71.8~~ A person who is under 16 years of age.

~~2.81.9~~ A person who on the basis of disclosures obtained through an application to the Disclosure and Barring Scheme is not considered suitable by the Trust.

~~2.91.10~~ A person who is a Director of the Trust or a director of any other NHS body (unless they are appointed by an Appointing Organisation which is an NHS body); or a person who is the spouse, partner, parent or child of a Director or the Chair of the Trust.

~~2.401.11~~ A person who is incapable by reason of a mental disorder, illness of injury, of managing and administering ~~theirhis~~ property and affairs.

~~2.141.12~~ A person who has failed to and continues to refuse to make the required Declarations under this Constitution.

1.13 A person who makes a false declaration for any purpose under this Constitution or the 2006 Act.

1.14 A person who has refused without reasonable cause to undertake any training which the Council of Governors requires all Governors to undertake.

~~2.142.15~~ A person who has failed to sign and deliver to the Trust Secretary a statement in any form required by the Trust Secretary confirming acceptance of the code of conduct for Governors.

1.16 A person whose conduct has caused, or is likely to cause, material prejudice to the best interests of the Trust or the proper conduct of the Council of Governors or who has otherwise acted in a manner inconsistent with continued membership of the Council of Governors.

~~2.131.17~~ A person whose tenure of office as Governor has previously been terminated pursuant to this Constitution by the Council of Governors.

The Trust Secretary shall, at their entire discretion, determine whether an individual is eligible to become or continue as a Governor under the provisions of this Constitution.

3.2. Termination of Tenure

In addition to Paragraph 14 of this Constitution, the following will apply:

~~3.12.1~~ A Governor may resign from ~~that~~ office at any time during the term of that office by giving notice in writing to the TrustCompany Secretary.

~~3.22.2~~ If a Governor fails to attend 3 consecutive meetings of the Council of Governors their tenure of office shall be terminated immediately unless, on application by that Governor to the Council of Governors, the Council of Governors resolves that:

~~3.2.12.2.1~~ the absence was due to reasonable cause; and

~~3.2.22.2.2~~ the Governor will be able to start attending meetings of the Council of Governors within such a specified period as the Council of Governors considers reasonable.

~~3.32.3~~ The Council of Governors may, at a Council of Governors meeting, by a Resolution approved by not less than 75% of the remaining Governors present terminate a Governor's tenure of office if for reasonable cause it considers that:

~~They are disqualified from becoming or continuing as a Member under this Constitution; or~~

~~3.3.12.3.1~~ prejudice the ability of the Trust to fulfil its principal purpose or other of its purposes under this Constitution or otherwise to discharge its duties and functions; or

~~3.3.22.3.2~~ harm the Trust's work with other persons or bodies with whom it is engaged or may be engaged in the provision of goods and services; or

~~3.3.32.3.3~~ adversely affect public confidence in the goods or services provided by the

Commented [ES12]: I have added a declaration in paragraph 7.6 of the Council standing orders to reflect the declaration that was in the governance manual. There are no other declarations in the Constitution.

Trust; or
~~3.3.42.3.4~~ otherwise bring the Trust into disrepute.

2.4 Upon a Governor resigning or, upon the Council of Governors resolving to terminate a Governor's tenure of office, or upon the Trust Secretary determining that a Governor is ineligible to continue as a Governor, that Governor shall cease to be a Governor and ~~their~~his name shall be forthwith removed from the Register of Governors notwithstanding any reference to the Dispute Resolution Procedure.

2.5 Any decision of the Trust Secretary or Council of Governors to terminate a Governor's tenure of office may be referred by that Governor to the Dispute Resolution Procedure (as set out in Annex 8) within 28 calendar days of the date upon which notice in writing of the ~~Council of Governor's~~ decision is given to the Governor.

~~2.6 A Governor whose tenure of office is terminated under this Paragraph 2 shall not be eligible for re-election.~~

Commented [ES14]: Dealt with in 1.17 above.

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

The following Standing Orders form part of the Constitution of The Clatterbridge Cancer Centre NHS Foundation Trust.

1. Interpretation

- 1.1. ~~The Chairman shall be the final authority on the interpretation of these Standing Orders. Save as permitted by law, the Chairman shall be the final authority on the interpretation of these Standing Orders (on which they should be advised, as necessary, by the Chief Executive or Trust Secretary). The decision of the Chairman of the meeting on questions of order, relevancy and regularity (including procedure on handling motions) shall be final.~~
- 1.2. Statements of Governors made at meetings of the Council of Governors shall be relevant to the matter under discussion at the material time and the decision of the Chairman of the meeting on questions of order, relevance, regularity and any other matters shall be observed at the meeting.

2. ~~General~~The Trust

- ~~2.1.~~ All business shall be conducted in the name of the Trust.
- ~~2.4.2.2.~~ 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. The Council of Governors shall at all times seek to comply with the ~~NHS Foundation Trust~~ Code of Governance for NHS Provider Trusts as may be in place from time to time, and in exercising their functions all Governors must comply with the Trust's Code of Conduct for Governors.

3. Meetings of the Council of Governors

- ~~3.1.~~ Admission of the public and press – ~~all meetings of the Council of Governors shall be open to members of the public and representatives of the press subject to the below, the public and representatives of the press shall be afforded facilities to attend all meetings of the Council of Governors but shall be required to withdraw upon the Council of Governors resolving as follows:~~
- ~~3.2.~~ The Council of Governors may resolve to exclude members of the public or press from any meeting or part of a meeting on the grounds that:
 - ~~3.2.1.~~ publicity would be prejudicial to the public interest by reason of the confidential nature of the business to be transacted; or
 - ~~3.2.2.~~ there are special reasons stated in the resolution and arising from the nature of the business of the proceedings.

~~"That the representatives of the Press and other members of the public be excluded from the remainder of this meeting having regard to the confidential nature of the business to be transacted publicity on which would be prejudicial to the public interest."~~
- ~~3.2.3.3.~~ The right of attendance referred to above carries no right to ask questions or otherwise participate in the meeting ~~unless the Chairman (or other person presiding) allows it.~~

3.4. The Chairman (or other person presiding ~~under the provision of Standing Order 5(1)~~) shall give such directions as ~~they~~^{he} thinks fit in regards to the arrangements for meetings and accommodation of the public and representatives of the press to ensure that the business of the meeting shall be conducted without interruption and disruption and, without prejudice to the power to exclude on grounds of the confidential nature of the business to be transacted or for special reasons, the public and press will be required to withdraw upon the Council of Governors resolving as follows:

"That in the interests of public order the meeting adjourn for (the period to be specified) to enable the completion of business without the presence of the public and press."

3.3-3.5. Nothing in these Standing Orders shall require the Council of Governors to allow members of the public or representatives of the press to record proceedings in any manner whatsoever, other than writing, or to make any oral report of proceedings or via social media as they take place without the prior agreement of the Council of Governors.

3.6. ~~Where the public and press have been excluded from a meeting in accordance with standing order 3.2 above, then the matters dealt with following such exclusion shall be confidential to the Governors and Directors of the Trust. No Governor, Director, officer or employee of the Trust in attendance at such meeting shall reveal or disclose any information concerning such matters to any other person or disclose the contents of any papers presented to such meeting or minutes taken of such a meeting to any other person without the express permission of the Trust.~~

3.7. ~~The Council of Governors may invite the Chief Executive, or any other director, or a representative of the Financial Auditor to attend any meeting of the Council of Governors to enable Governors to raise questions about the Trust's affairs. For the avoidance of doubt, any such attendee shall not have the right to vote at such a meeting.~~

3.8. ~~The Chief Executive and/or any other member of the Board of Directors may attend and address any meeting of the Council of Governors but shall not have the right to vote at such meetings.~~

3.9. ~~The Chairman and/or the Trust Secretary may introduce legal or other advisers to the Council of Governors to advise the Chairman and the Council of Governors on behalf of the Trust and such individuals may be invited to attend meetings.~~

~~Governors and officers or any employee of the Trust in attendance at meetings shall not reveal or disclose the contents of papers marked 'In Confidence' or minutes headed 'Items Taken in Private' outside of the Trust, without the express permission of the Trust. This prohibition shall apply equally to the content of any discussion during the meeting which may take place on such reports or papers.~~

3.4-3.10. **Calling meetings** – the Council of Governors is to meet at least four times in each financial year. Meetings of the Council of Governors shall be called by the Trust Secretary, or in the Trust Secretary's absence, by the Chairman.

3.5-3.11. Save in the case of emergencies or the need to conduct urgent business, the ~~Trust~~^{Company} Secretary shall give at least fourteen days written notice of the date and place of every meeting of the Council of Governors to all Governors. The notice will be placed on the Trust website.

~~3.6-3.12.~~ Extraordinary meetings may be called by the Trust Secretary or by the Chairman at short notice.

~~3.13.~~ Meetings of the Council of Governors shall be called by the Trust Secretary on the written request of at least six governors (including at least two Elected Governors and two Appointed Governors) who shall specify the business to be carried out. The Trust Secretary shall call a meeting of the Council of Governors on at least fourteen but not more than twenty-eight days written notice to discuss the specified business. If the Trust Secretary fails to call such a meeting within fourteen days of receipt of the written notice, then the relevant Governors may call such a meeting on not less than fourteen days written notice to all Governors.

~~Meetings of the Council of Governors may be called by six Governors (including at least two Elected 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 practically possible following receipt of such a request.~~

~~3.14.~~ The notice for each meeting of the Council of Governors shall:

~~3.14.1.~~ specify the business proposed to be transacted at the meeting;

~~3.14.2.~~ be signed by the Chairman or by an officer authorised by the Chair to sign on their behalf; and

~~3.14.3.~~ be delivered in person to each Governor, sent by post to the usual place of residence of each such Governor or sent by electronic mail to the address provided by any Governor for such purposes.

~~3.15.~~ Want of service of such a notice on any Governor shall not affect the validity of a meeting.

~~3.7-3.16.~~ In the case of a meeting called by Governors in default of the Trust Secretary calling the meeting, the notice shall be signed by those Governors and no business shall be transacted at the meeting other than that specified in the notice. Failure to serve such a notice on more than three quarters of Governors will invalidate the meeting.

~~The Annual Members' Meeting of the Council of Governors will consider the Annual Accounts, any report of the Auditor on these Accounts and the Annual Report.~~

4. Agenda and Supporting Papers

~~4.1.~~ The Council of Governors may determine that certain matters shall appear on every agenda. Subject to this, the Trust Secretary shall be responsible for producing the agenda for meetings in conjunction with the Chairman.

~~4.1-4.2.~~ Save in the case of an emergency or the need to conduct urgent business, the agenda will be provided to the Governors not less than ~~35~~ working days before the meeting and supporting papers, whenever possible, shall accompany the agenda.

~~4.3.~~ A Governor desiring a matter to be included on an agenda shall make ~~their~~^{his} request in writing to the Chairman at least 10 ~~working~~ days before the meeting. Requests made less than 10 ~~working~~ days before a meeting may be included on the agenda at the discretion of the Chairman. The request should state whether the item of business is proposed to be transacted in the presence of the public and should include appropriate supporting information.

~~4.2-4.4.~~ No business shall be transacted at the meeting other than that specified on the agenda, or emergency motions.

5. Chairman of the Meeting

- 5.1. The Chairman shall preside at meetings of the Council of Governors and shall be entitled to exercise a casting vote where the number of votes for and against a motion is equal.
- 5.2. If the Chairman is absent from a meeting of the Council of Governors, the [Deputy Vice](#) Chair shall preside over that meeting and they shall exercise all the rights and obligations of the Chairman including the right to exercise a second or casting vote where the number of votes for and against a motion is equal.
- 5.3. If any matter for consideration at a meeting of the Council of Governors relates to the conduct or interests of the Chairman or of the Non-Executive Directors as a class, neither the Chairman nor any of the Non-Executive Directors shall preside over the period of the meeting during which the matter is under discussion. ~~In these circumstances the period of the meeting shall be chaired by the Lead Governor, or in [their](#) absence, by another Governor chosen by the Governors.~~ This person shall exercise all the rights and obligations of the Chairman including the right to exercise a second or casting vote where the number of votes for and against a motion is equal.

6. Notice of, Amending or Withdrawing Motions and Notice to Rescind a Resolution

- [6.1.](#) A Governor desiring to move or amend a motion [or rescind a resolution](#) shall send a written notice thereof at least 10 ~~working~~ days before the meeting to the Chairman, who shall insert in the agenda of the meeting all notices so received subject to the notice being permissible under the appropriate regulations. ~~This shall~~ [not](#) prevent a motion being moved during a meeting without notice on any business mentioned on the agenda.
- ~~6.1.6.2.~~ [Subject to the agreement of the Chair, a Governor may give written notice of an emergency motion after the issue of the notice of meeting and agenda, up to one hour before the time fixed for the meeting. The notice shall state the grounds of urgency. If in order, it shall be declared to the Council of Governors at the commencement of the business of the meeting as an additional item included in the agenda. The Chair's decision to include the item shall be final.](#)
- ~~6.2.6.3.~~ [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.](#)
- ~~6.3.6.4.~~ [Notice of motion to amend or rescind any resolution \(or the general substance of any resolution\) which has been passed within the preceding six calendar months shall bear the signature of the Governor who gives it and also the signature of ten other Governors. When any such motion has been disposed of by the Council of Governors, it cannot be proposed again to ~~the~~ same effect within the next six calendar months unless the Chairman deems it to be appropriate.](#)
- [6.4.6.5.](#) [The proposer of the motion shall have the right of reply at the close of any discussions on the motion or any proposed amendments.](#)
- ~~6.5.6.6.~~ [When a motion is under discussion or immediately prior to discussion it shall be open to a Governor to move:](#)
- [6.5.1.6.6.1.](#) [An amendment to the motion;](#)
- ~~6.5.2.6.6.2.~~ [The adjournment of the discussion or the meeting;](#)
- ~~6.5.3.6.6.3.~~ [That the meeting proceed to the next business;](#)
- ~~6.5.4.6.6.4.~~ [The appointment of an ad hoc committee to deal with a specific item of](#)

business
~~6.5.5.6.6.5.~~ That the motion be now put.

6.6 Such a motion shall be disposed of before the motion which was originally under discussion or about to be discussed. No amendment to the motion shall be admitted if, in the opinion of the Chairman of the meeting, the amendment negates the substance of the motion.

7. Voting

7.1. If, in the opinion of the Chairman, a vote should be required on a question at a meeting of the Council of Governors, the result shall be determined by a majority of the votes of the Governors present and voting on the question.

7.2. All questions put to the vote shall, at the discretion of the Chairman of the meeting be determined by oral expression or by a show of hands. A paper ballot may also be used if a majority of the Governors present so request. If a Governor so requests, their vote (other than by paper ballot) on any question shall be recorded by name.

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

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

7.5. No resolution of the Council of Governors shall be passed if it is opposed by all of the Public Governors present.

7.6. An Elected Governor may not vote at a meeting of the Council of Governors unless, before attending the meeting, they have made a declaration in the form specified by the Trust Secretary of the particulars of their qualification to vote as a member of the Trust and that they are not prevented from being a member of the Council of Governors. An Elected Governor shall be deemed to have confirmed the declaration upon attending any subsequent meeting of the Council of Governors, and every agenda for meetings of the Council of Governors will draw this to the attention of Elected Governors.

~~7.3.7.7.~~ All decisions taken in good faith at a meeting of the Council of Governors or of any committee where a quorum is present shall be valid even if it is discovered subsequently that there was a defect in the calling of the meeting, or the appointment of the Governors attending the meeting, and even if there is any vacancy of its membership.

8. Minutes

8.1. Minutes of the proceedings of a meeting shall be drawn up and submitted for approval at the next meeting where they will be signed by the Chairman of that meeting.

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

8.3. Minutes of the meeting shall record the names of those present.

8.4. Minutes of the meetings shall be made available to the public except for those minutes relating to business conducted when members of the public or press are excluded under the terms of Paragraph 3.3 of these Standing Orders.

9. Quorum

- 9.1. No business shall be transacted at a meeting of the Council of Governors unless at least five Public Governors, one Staff Governor and one Appointed Governor are present at the meeting.
- 9.2. If a Governor has been disqualified from participating in the discussion on any matter and/or from voting ~~on~~ any resolution by reason of the declaration of a conflict of interest ~~they~~he shall no longer count towards the quorum. ~~If a quorum is then not available for the discussion and/or 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.~~
- 9.3. The Council of Governors 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.

10. Nominations Committee and other working groups

- 10.1. The Council of Governors shall create a duly authorised Nominations Committee in accordance with paragraph 27 of this Constitution, who shall seek the views of the Board of Directors as to their recommended criteria and process for the selection of candidates, and having regards to those views, shall then seek, shortlist and interview such candidates as the Nominations Committee considers appropriate and shall make recommendations to the Council of Governors as to potential appointments as Non-Executive Directors and shall advise the Board of Directors of those recommendations.
- 10.2. The ~~Trust~~Company Secretary shall attend the Nominations Committee and take minutes of any proceedings.
- 10.3. The Nominations Committee shall have such terms of reference as the Council of Governors may determine and powers and be subject to such conditions (as to reporting back to the Council of Governors). Such terms of reference shall have effect as if incorporated into the Standing Orders.
- 10.4. The Council of Governors shall approve the elected Governor appointments to the Nominations Committee. ~~The Chairman of the Nominations Committee shall be the Trust Chairman.~~
- 10.5. The Council of Governors may not delegate any of its powers to a committee or sub-committee, but it may appoint working groups and/or sub-groups consisting of members of the Council of Governors, directors, and/or other persons to assist it in carrying out its functions. The Council of Governors may, through the Trust Secretary, request that advisers assist it or any working group or sub-group it appoints in carrying out its duties. Each such working group or sub-group shall have such terms of reference and remit and be subject to such conditions (as to reporting back to the Council of Governors) as the Council of Governors shall decide. Such terms of reference shall have effect as if incorporated into these Standing Orders. The Council of Governors shall approve the membership of all working groups and sub-groups that it has formally constituted and shall appoint the chair of each such working group and sub-group.
- 10.6. Subject to Standing Order 10.7 below no Governor or member of any committee or sub-committee of the Council of Governors or attendee at a meeting of

the Council of Governors or any committee or sub-committee shall disclose details of any matter dealt with by, or brought before, the Council of Governors or a committee or sub-committee of the Council of Governors without the permission of the Council of Governors or the relevant committee or sub-committee (as applicable) until such matter has been concluded or in the case of a committee or sub-committee, until the committee or sub-committee has reported to the Council of Governors.

~~40.5-10.7.~~ No Governor or attendee at any meeting of the Council of Governors or any committee or sub-committee of the Council of Governors shall disclose any matter dealt with by the Council of Governors or the committee or sub-committee (as applicable), notwithstanding that the matter has been reported or action has been concluded, if the Council of Governors or committee or sub-committee resolves that it is confidential.

11. Declarations of Interest and Register of Interests

11.1. If a Governor has a pecuniary, professional, personal or family interest, whether that interest is actual or potential and whether that interest is direct or indirect, in any proposed contract or other matter which is under consideration or is to be considered by the Council of Governors, the Governor shall disclose that interest to the members of the Council of Governors and to the Trust Secretary as soon as they become aware of it, in accordance with the Trust's policy on managing conflicts of interest, and at any meetings at which the matter is to be discussed, and, unless the Chairman of any relevant meeting determines that the interest is not deemed to create a conflict of interest:

11.1.1. shall withdraw from the meeting and play no part in the relevant discussion or decision,

11.1.2. shall not vote on the issue (and if by inadvertence they do remain and vote, their vote shall not be counted).

11.2. In addition to the declaration of interests at meetings in accordance with standing order 11.1, interests required to be declared in accordance with the Trust's policy on managing conflicts of interest shall be declared to the Trust Secretary:

11.2.1. within 14 days of election or appointment; or

11.2.2. if arising later, as soon as the Governor becomes aware of the interest.

11.3. Interests shall be recorded in a register of interests maintained in accordance with the Trust's constitution.

11.4. Any conflicts of interest arising shall be managed in accordance with the Trust's policy for managing conflicts of interest, as may be in place from time to time.

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

11.6. The exceptions which shall not be treated as interests requiring declaration are as follows:

11.6.1. an employment contract held by Staff Governors;

11.6.2. an employment contract held with an Appointing Organisation by Governors appointed by that organisation.;

11.7. If Governors have any doubt about the relevance of an interest, this should be discussed with the Chair of the Trust or with the Trust Secretary.

11.8. Interests which should be regarded as 'relevant and material' and which, for the avoidance of doubt, should be declared and included in the register, are:

- a) Directorships, including Non-Executive directorships, held in private companies or PLCs.
- b) Ownership, part-ownership or directorship of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS.
- c) A position of authority in a charity or voluntary organisation in the field of health and social care.
- d) Majority or controlling shareholdings in organisations likely or possibly seeking to do business with the NHS.
- e) Any connection with a voluntary or other organisation contracting for NHS services or commissioning NHS services.
- f) 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.
- g) Any connection with an organisation, entity or company considering entering into or having entered into a financial arrangement with the NHS.

12. Non-compliance with standing orders

12.1. 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 Council of Governors for action or ratification. All members of the Council of Governors have a duty to disclose any non-compliance with these Standing Orders to the Chairman and Trust Secretary as soon as possible.

13. Suspension of Standing Orders

13.1. Except where this would contravene any statutory provision or the rules relating to the quorum, any one or more of these Standing Orders may be suspended at any meeting, provided that at least two-thirds of the whole number of the members of the Council of Governors are present and that at least two-thirds of those members present (including at least one Elected Governor and one Appointed Governor) signify their agreement to such suspension. The reason for the suspension shall be recorded in the Council's minutes.

13.2. 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 Council of Governors. No formal business may be transacted while Standing Orders are suspended. The Audit Committee shall review every decision to suspend Standing Orders.

14. Variation and Amendment of Standing Orders

14.1. These Standing Orders shall not be varied except in the following circumstances:

- 14.1.1. upon a notice of motion;
- 14.1.2. upon a recommendation of the Chair or Chief Executive included on the agenda for the meeting;
- 14.1.3. that two thirds of the Council of Governors are present at the meeting where the variation or amendment is being discussed; and
- 14.1.4. that at least half of the Trust's Public Governors vote in favour of the amendment.

providing that any variation or amendment does not contravene a statutory provision.

15. Compliance

- 15.1. Governors shall comply with standing financial instructions prepared by the Director of Finance and approved by the Board of Directors for the guidance of all staff employed by the Trust.
- 15.2. Governors shall act at all times in accordance with the Trust's schedule of reservation and delegation of powers.
- 15.3. Governors must conduct themselves at all times in accordance with the Trust's Code of Conduct for Governors.

~~Directorships, including Non-Executive Directorships held in private companies or PLCs.~~

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

The following Standing Orders form part of the Constitution of The Clatterbridge Cancer Centre NHS Foundation Trust.

1. Interpretation

- 1.1. Save as permitted by law, the Chairman shall be the final authority on the interpretation of these Standing Orders (on which they should be advised, as necessary, by the Chief Executive or Trust Secretary). The decision of the Chairman of the meeting on questions of order, relevancy and regularity (including procedure on handling motions) shall be final.
- 1.2. Statements of Directors~~Governors~~ made at meetings of the Board of Directors~~Council of Governors~~ shall be relevant to the matter under discussion at the material time and the decision of the Chairman of the meeting on questions of order, relevance, regularity and any other matters shall be observed at the meeting.

2. General

- 2.1. All business shall be conducted in the name of the Trust.
- 2.2. The purpose of these Standing Orders is to ensure that the highest standards of corporate governance and conduct are applied to all Board of Directors meetings. The Board of Directors shall at all times seek to comply with the ~~NHS Foundation Trust~~ Code of Governance for NHS Provider Trusts as may be in place from time to time, and in exercising their functions all Directors must comply with the Trust's Code of Conduct for Directors.

3. Meetings of the Board

- 3.1. Admission of the pPublic and pPress – all meetings of the Board of Directors shall be open to members of the public and representatives of the press subject to the below.
- 3.2. The Board of Directors may resolve to exclude members of the public or press from any meeting or part of a meeting on the grounds that:
 - 3.2.1. publicity would be prejudicial to the public interest by reason of the confidential nature of the business to be transacted; or
 - 3.2.2. there are special reasons stated in the resolution and arising from the nature of the business of the proceedings.
- 3.3. The right of attendance referred to above carries no right to ask questions or otherwise participate in the meeting unless the Chairman (or other person presiding) allows it.
- 3.4. The Chairman (or other person presiding~~under the provision of Standing Order 5~~) shall give such directions as they think fit in regards to the arrangements for meetings and accommodation of the public and representatives of the press to ensure that the business of the meeting shall be conducted without interruption and disruption and, without prejudice to the power to exclude on grounds of the confidential nature of the business to be transacted, the public and press will be required to withdraw upon the Board of Directors~~Council of Governors~~ resolving as follows:

"That in the interests of public order the meeting adjourn for (the period to be specified) to enable the completion of business without the presence of the public and

press.”

3.5.

“That in the interests of public order the meeting adjourn for (the period to be specified) to enable the completion of business without the presence of the public and press.”

Nothing in these Standing Orders shall require the Board of Directors-Council of Governors to allow members of the public or representatives of the press to record proceedings in any manner whatsoever, other than writing, or to make any oral report of proceedings or via social media as they take place without the prior agreement of the Board of Directors-Council of Governors.

3.6. Where the public and press have been excluded from a meeting in accordance with standing order 3.2 above, then the matters dealt with following such exclusion shall be confidential to the Directors of the Trust. No Governor, Director, officer or employee of the Trust in attendance at such meeting shall reveal or disclose any information concerning such matters to any other person or disclose the contents of any papers presented to such meeting or minutes taken of such a meeting to any other person without the express permission of the Trust.

3.7. Calling mMeetings – ordinary meetings of the Board of Directors shall be held at regular intervals at such times and places as the Board may determineThe Council of Governors is to meet at least four times in each financial year. Meetings of the Board of Directors shall be called by the Trust Secretary, or in the Trust Secretary's absence, by the Chairman.

3.8. Save in the case of emergencies or the need to conduct urgent business, the Trust Secretary shall give to all Directors at least fourteen working days written notice of the date and place of every meeting of the Board of Directors-Council of Governors to all Governors. The notice will be placed on the Trust website.

3.9. Extraordinary meetings may be called by the Trust Secretary or by the Chairman at short notice.

3.10. Meetings of the Board of Directors shall be called by the Trust Secretary on the written request of at least four Directors who shall specify the business to be carried out. The Trust Secretary shall call a meeting of the Board of Directors on at least fourteen but not more than twenty-eight days written notice to discuss the specified business. If the Trust Secretary fails to call such a meeting within fourteen days of receipt of the written notice, then the relevant Directors may call such a meeting on not less than fourteen days written notice to all Directors.

3.11. The notice for each meeting of the Board of Directors shall:
3.11.1. specify the business proposed to be transacted at the meeting;
3.11.2. be signed by the Chairman or by an officer authorised by the Chair to sign on their behalf; and
3.11.3. be delivered in person to each Director, sent by post to the usual place of residence of each such Director or sent by electronic mail to the address provided by any Director for such purposes.

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

3.13. In the case of a meeting called by Directors in default of the Trust Secretary calling the meeting, the notice shall be signed by those Directors and no business shall be transacted at the meeting other than that specified in the notice. Failure to

serve such a notice on more than three quarters of Directors will invalidate the meeting.

4. Agenda and Supporting Papers

4.1. The Board of Directors may determine that certain matters shall appear on every agenda. Subject to this, the Trust Secretary shall be responsible for producing the agenda for meetings in conjunction with the Chairman.

4.2. Save in the case of an emergency or the need to conduct urgent business, the agenda will be provided to the DirectorsGovernors not less than ~~35~~ working days before the meeting and supporting papers, whenever possible, shall accompany the agenda.

4.3. A DirectorGovernor desiring a matter to be included on an agenda shall make their request in writing to the Chairman at least 10~~-working~~ days before the meeting. Requests made less than 10~~-working~~ days before a meeting may be included on the agenda at the discretion of the Chairman. The request should state whether the item of business is proposed to be transacted in the presence of the public and should include appropriate supporting information.

4.4. 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.

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

5. Chairman of the Meeting

5.1. The Chairman shall preside at meetings of the Board of Directors ~~e-Council of Governors~~ and shall be entitled to exercise a casting vote where the number of votes for and against a motion is equal.

5.2. If the Chairman is absent from a meeting ~~of the Council of Governors~~, the Deputy Chair shall preside over that meeting and they shall exercise all the rights and obligations of the Chairman including the right to exercise a second or casting vote where the number of votes for and against a motion is equal. If the Chair and Deputy Chair are absent, such member (Non-Executive Director) as the members present shall choose shall preside.

~~If any matter for consideration at a meeting of the Council of Governors relates to the conduct or interests of the Chairman or of the Non-Executive Director as a class, neither the Chairman nor any of the Non-Executive Directors shall preside over the period of the meeting during which the matter is under discussion. In these circumstances the period of the meeting shall be chaired by the Lead Governor, or in their absence, by another Governor chosen by the Governors. This person shall exercise all the rights and obligations of the Chairman including the right to exercise a second or casting vote where the number of votes for and against a motion is equal.~~

6. Notice of, Amending or Withdrawing Motions and Notice to Rescind a Resolution

6.1. A DirectorGovernor desiring to move or amend a motion or rescind a resolution shall send a written notice thereof at least 10~~-working~~ days before the meeting to the Chairman, who shall insert in the agenda of the meeting all notices so received subject to the notice being permissible under the appropriate regulations. This shall ~~not~~ prevent a motion being moved during a meeting without notice on any business mentioned on the agenda.

6.2. Subject to the agreement of the Chair, a member of the Board of Directors may give written notice of an emergency motion after the issue of the notice of meeting and agenda, up to one hour before the time fixed for the meeting. The notice shall state the grounds of urgency. If in order, it shall be declared to the Board of Directors at the commencement of the business of the meeting as an additional item included in the agenda. The Chair's decision to include the item shall be final.

6.3. 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.

6.4. Notice of motion to amend or rescind any resolution (or the general substance of any resolution) which has been passed within the preceding six calendar months shall bear the signature of the Director ~~Governor~~ who gives it and also the signature of four ~~ten~~ other Directors ~~Governors~~. When any such motion has been disposed of by the Board of Directors ~~Council of Governors~~, it cannot be proposed again to the same effect within the next six calendar months unless the Chairman deems it to be appropriate.

6.5. The proposer of the motion shall have the right of reply at the close of any discussions on the motion or any proposed amendments.

6.6. When a motion is under discussion or immediately prior to discussion it shall be open to a Director ~~Governor~~ to move:

6.6.1. An amendment to the motion;

6.6.2. The adjournment of the discussion or the meeting;

6.6.3. That the meeting proceed to the next business;

6.6.4. The appointment of an ad hoc committee to deal with a specific item of business

6.6.5. That the motion be now put.

~~6.6. Such a motion shall be disposed of before the motion which was originally under discussion or about to be discussed. No amendment to the motion shall be admitted if, in the opinion of the Chairman of the meeting, the amendment negates the substance of the motion.~~

7. Voting

7.1. 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.

7.2. In case of an equality of votes, the Chairman shall have a second and casting vote.

7.3. No resolution of the Board of Directors shall be passed if it is opposed by all of the Non-Executive Directors present or by all of the Executive Directors present.

7.4. All questions put to the vote shall, at the discretion of the Chairman of the meeting, be determined by oral expression or by a show of hands. A paper ballot may also be used if a majority of the Directors present so request.

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

7.6. A manager who has been formally appointed to act up for an Executive Director during a period of incapacity or temporarily to fill an Executive Director vacancy shall be entitled to exercise the voting rights of the Executive Director.

7.7. A manager attending the Board of Directors meeting to represent an Executive Director during a period of incapacity or temporary absence without formal acting up status may not exercise the voting rights of the Executive Director. An officer's status when attending a meeting shall be recorded in the minutes.

~~If, in the opinion of the Chairman, a vote should be required on a question at a meeting of the Council of Governors, the result shall be determined by a majority of the votes of the Governors present and voting on the question.~~

~~All questions put to the vote shall, at the discretion of the Chairman of the meeting be determined by oral expression or by a show of hands. A paper ballot may also be used if a majority of the Governors present so request.~~

7.8. Save for in the circumstances above, in no circumstances may an absent DirectorGovernor vote by proxy. Absence is defined as being absent at the time of the vote.

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

~~No resolution of the Council of Governors shall be passed if it is opposed by all of the Public Governors present.~~

~~An elected Governor may not vote at a meeting of the Council of Governors unless, before attending the meeting, they have made a declaration in the form specified by the Trust Secretary of the particulars of their qualification to vote as a member of the Foundation Trust and that they are not prevented from being a member of the Council of Governors. An elected Governor shall be deemed to have confirmed the declaration upon attending any subsequent meeting of the Council of Governors, and every agenda for meetings of the Council of Governors will draw this to the attention of elected Governors.~~

7.9. All decisions taken in good faith at a meeting of the Board of Directors 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 the appointment of the DirectorsGovernors attending the meeting, and even if there is any vacancy of its membership.

8. Minutes

8.1. Minutes of the proceedings of a meeting shall be drawn up and submitted for approval at the next meeting where they will be signed by the Chairman of that meeting.

8.2. No discussion shall take place upon the minutes except upon their accuracy or where the Chairman considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded in writing.

8.3. Minutes of the meeting shall record the names of those present.

8.4. Minutes of the meetings shall be made available to the public except for those minutes relating to business conducted when members of the public or press are excluded under the terms of Paragraph 3 of these Standing Orders.

9. Quorum

9.1. No business shall be transacted at a meeting of the Board of Directors Council of Governors unless at least five Public Governors, one Staff Governor and one Appointed Governor are present at the meeting six Directors including not less than three Executive Directors (one of whom must be the Chief Executive or another Executive Director nominated by the Chief Executive), and not less than three Non-Executive Directors (one of whom must be the Chair or the Deputy Chair) are present.

9.2. An officer in attendance for an Executive Director (Officer Member) but without formal acting up status may not count towards the quorum.

9.3. If the Chair or another Director ~~a Governor~~ has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of the declaration of a conflict of interest they shall no longer count towards the quorum. If a quorum is then not available for the discussion and/or 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.

9.4. The Board of Directors ~~Council of Governors~~ 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.

10. Board ~~Nominations~~ Committees and Delegation

10.1. The Board of Directors may delegate any of its powers to a committee of Directors or to an Executive Director.

10.2. The powers which the Board has retained to itself within these Standing Orders may, in emergency, be exercised by the Chief Executive and the Chairman, after having consulted with at least two Non-Executive Directors. The exercise of such powers by the Chief Executive and Chairman shall be reported to the next formal meeting of the board in public session for ratification.

Committees

10.3. The Board shall determine the membership and terms of reference for all committees established by the Board of Directors. The Board shall approve the appointments to each of the committees which it has formally constituted.

10.4. The Board of Directors shall appoint an audit committee of Non-Executive Directors to perform monitoring, reviewing and other functions as appropriate.

10.5. The Board of Directors shall appoint a remuneration committee of the Chair and other Non-Executive Directors to decide the remuneration and allowances, and the other terms and conditions of office, of the Executive Directors.

10.6. In addition to the statutory requirements, the Board of Directors may establish other committees as required for the conduct of their business. Where committees are authorised to establish sub-committees they may not delegate executive powers to the sub-committee unless expressly authorised by the Board of Directors.

10.7. These Standing Orders and Standing Financial Instructions of the Trust, as far as they are applicable, shall as appropriate apply to Board meetings and any meetings of committees established by the Board, in which case the term "Chair" is to be read as a reference to the Chair of the meeting or committee as the context permits, and the term "member" is to be read as a reference to a member of the committee also as the context permits.

10.8. Subject to Standing Order 10.9 below no Director or member of any committee or sub-committee of the Board of Directors or attendee at a meeting of the Board of Directors or any committee or sub-committee shall disclose details of any matter

dealt with by, or brought before, the Board of Directors or a committee or sub-committee of the Board without the permission of the Board or the relevant committee or sub-committee (as applicable) until such matter has been concluded or in the case of a committee or sub-committee, until the committee or sub-committee has reported to the Board.

- 10.9. No Director or attendee at any meeting of the Board of Directors or any committee or sub-committee of the Board shall disclose any matter dealt with by the Board of Directors or the committee or sub-committee (as applicable), notwithstanding that the matter has been reported or action has been concluded, if the Board of Directors or committee or sub-committee resolves that it is confidential.

Delegation of Powers to Officers

- 10.10. The Board of Directors has powers to delegate and make arrangements for delegation.

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

- 10.12. The Board of Directors shall prepare a Schedule of Matters Reserved to the Board and a Scheme of Delegation. The Chief Executive may periodically propose amendment to these documents, which shall be considered and approved by the Board of Directors.

- 10.13. Nothing in the Scheme of Delegation shall impair the discharge of the direct accountability to the Board of the Finance Director to provide information and advise the Board in accordance with statutory, NHS Improvement or Department of Health requirements. Outside these statutory requirements the roles of the Finance Director shall be accountable to the Chief Executive for operational matters.

- 10.14. 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 if incorporated in these Standing Orders.

~~Council of Governors shall create a duly authorised Nominations Committee in accordance with paragraph 27 of this Constitution.~~
~~Confidentiality – A member of the Nominations Committee shall not disclose a matter dealt with, or brought before the Nominations Committee, to the Council of Governors without the Committee's permission until the Nominations Committee has reported to the Council of Governors or shall otherwise have concluded the matter.~~

11. Declarations of Interest and Register of Interests

- 11.1. If a Director has a pecuniary, professional, personal or family interest, whether that interest is actual or potential and whether that interest is direct or indirect, in any proposed contract or other matter which is under consideration or is to be considered by the Board of Directors, the Director shall disclose that interest to the members of the Board of Directors and to the Trust Secretary as soon as they become aware of it, in accordance with the Trust's policy on managing conflicts of interest, and at any meetings at which the matter is to be discussed, and, unless the Chairman of any relevant meeting determines that the interest is not deemed to create a conflict of interest:

- 11.1.1. shall withdraw from the meeting and play no part in the relevant discussion or

decision.
11.1.2. shall not vote on the issue (and if by inadvertence they do remain and vote, their vote shall not be counted).

11.2. In addition to the declaration of interests at meetings in accordance with standing order 11.1, interests required to be declared in accordance with the Trust's policy on managing conflicts of interest shall be declared to the Trust Secretary:

11.2.1. within 14 days of appointment as a Director; or

11.2.2. if arising later, as soon as the Director becomes aware of the interest.

11.3. Interests shall be recorded in a register of interests maintained in accordance with the Trust's constitution.

11.4. Any conflicts of interest arising shall be managed in accordance with the Trust's policy for managing conflicts of interest, as may be in place from time to time.

11.5. The exception which shall not be treated as an interest requiring declaration is an employment contract or contract of appointment with the Trust held by a Director.

11.6. If Board members have any doubt about the relevance of an interest, this should be discussed with the Chair of the Trust or with the Trust Secretary.

11.7. Interests which, for the avoidance of doubt, should be declared and included in the register are:

- Directorships, including Non-Executive directorships, held in private companies or PLCs.
- Ownership, part-ownership or directorship of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS.
- A position of authority in a charity or voluntary organisation in the field of health and social care.
- Majority or controlling shareholdings in organisations likely or possibly seeking to do business with the NHS.
- Any connection with a voluntary or other organisation contracting for NHS services or commissioning NHS services.
- 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.
- Any connection with an organisation, entity or company considering entering into or having entered into a financial arrangement with the NHS.

12. Non-compliance with standing orders

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

106

as soon as possible.

13. Suspension of Standing Orders

13.1. Except where this would contravene any statutory provision or the rules relating to the quorum, any one or more of these Standing Orders may be suspended at any meeting, provided that at least two-thirds of the whole number of the members of the Board of Directors are present and that at least two-thirds of those members present (including at least one member who is an Executive Director of the Trust and one member who is not) signify their agreement to such suspension. The reason for the suspension shall be recorded in the Board's minutes.

13.2. 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 Board of Directors. No formal business may be transacted while Standing Orders are suspended. The Audit Committee shall review every decision to suspend Standing Orders.

14. Variation and Amendment of Standing Orders

14.1. These Standing Orders shall not be varied except in the following circumstances:

14.1.1. upon a notice of motion;

14.1.2. upon a recommendation of the Chair or Chief Executive included on the agenda for the meeting;

14.1.3. that two thirds of the Board of Directors are present at the meeting where the variation or amendment is being discussed; and

14.1.4. that at least half of the Trust's Non-Executive Board members vote in favour of the amendment.

providing that any variation or amendment does not contravene a statutory provision.

15. Compliance

15.1. Directors shall comply with standing financial instructions prepared by the Director of Finance and approved by the Board of Directors for the guidance of all staff employed by the Trust.

15.2. Directors shall act at all times in accordance with the Trust's schedule of reservation and delegation of powers.

15.3. Directors must conduct themselves at all times in accordance with the Trust's Code of Conduct for Directors.

~~Any Governor who has a relevant and material interest in a matter shall declare such interest to the Council of Governors and:~~

ANNEX ~~98~~ – DISPUTE RESOLUTION PROCEDURE

1. In the event of a dispute with:

- a) A member or prospective ~~m~~Member in relation to eligibility or disqualification; or
- b) A governor or prospective governor in relation to matters of eligibility, disqualification or termination of tenure;

~~t~~The individual concerned shall be invited to an informal meeting with ~~the Trust~~Company Secretary or with one or more of the Directors. If not resolved, the dispute shall be referred to a panel comprising the Chairman, at least one Elected Governor, and ~~e~~with the ~~Trust~~Company Secretary or one of the Directors. The decision of the panel shall be final.

2. A dispute arising between the Council of Governors and the Board of Directors shall be referred to a panel comprising the Chairman, the Chief Executive and two ~~G~~governors who have been nominated by the Council of Governors. The panel shall use all reasonable endeavours to facilitate the resolution of the dispute.
3. In the event resolution is not reached under Paragraph 2 above, the panel shall consult the Council of Governors and the Board of Directors to determine whether the matter should be referred to mediation. In the event the decision is to refer to mediation, an external mediator shall be appointed by the Centre for Dispute Resolution or such other organisation as the panel shall agree.