

Report to	Date
Members of the Tavistock and Portman NHS Foundation Trust	20 October 2021
Amendment to Constitution	
Executive Summary	
<ol style="list-style-type: none"> 1. To allow for the immediate appointment of two new non-executive directors, the Trust wishes to amend the provisions of its Constitution to raise the permitted number of non-executive directors (other than the Trust Chair) from five to seven. 2. Any such amendment to the Constitution requires approval by the Board of Directors, the Council of Governors, and the Members. 3. Once the necessary approvals have been given, the amendment will take effect immediately. 4. The Board of Directors and Council of Governors have approved the proposed amendment. 5. The approval of Members is given in general meeting and requires a simple majority vote by Members present. 6. A resolution approving the amendment is to be put to the Annual Members Meeting of the Trust to be held on 20 October 2021. 	
Recommendation to the Members of the Trust	
Members of the Trust are asked to approve the proposed amendment to the Constitution for the reasons set out in this paper.	
Trust strategic objectives supported by this paper	
Finance and Governance	
Author	Responsible Non-Executive Director
Trust Chair	Trust Chair

Proposed Amendment to Constitution

1. Introduction

- 1.1. Earlier this year, the Nominations Committee of the Council of Governors unanimously recommended to Council that it seek to appoint two new non-executive directors, to strengthen the Board during what was anticipated to be a complex 12 to 18 months, to allow for appropriate continuity as current non-executive directors reach the end of their terms of office, and to allow for greater freedom of decision in considering other non-executive director renewals.
- 1.2. In making this recommendation the Nominations Committee noted the need to amend the Constitution of the Trust, as such appointments would take the total number of non-executive directors other than the Trust Chair to six whereas the Constitution provides for a maximum of five.
- 1.3. The Council of Governors accepted the recommendation and started a recruitment process and the Board of Directors put in hand the steps necessary to amend the Trust's Constitution.
- 1.4. The proposed amendment was approved by the Board of Directors at a meeting held on 30 March 2021 and the Council of Governors at a meeting held on 11 March 2021.
- 1.5. Following advertisement, a comprehensive selection process, and final in-person interviews, the Nominations Committee has recommended to the Council two persons for appointment. Council is to meet immediately prior to the Annual Members Meeting to make such appointments. The appointment of one will be conditional upon amendment of the Constitution.
- 1.6. This paper sets out the provisions within the Constitution for amending the Constitution, the proposed amendment, and the resolution that is to be put to Members.

2. The provisions for amending the Trust's Constitution.

- 2.1. Paragraph 42 of the Constitution sets out how the Trust may amend its Constitution:

42.1 The Trust may make amendments to this Constitution with the approval of the Board of Directors, Council of Governors and Members. Amendments take effect as soon as the following conditions are satisfied, as long as the amendment is in accordance with Schedule 7 of the 2006 Act.

42.2 Where an amendment is made to the Constitution in relation to the powers or duties of the Council of Governors:

42.2.1 *At least one member of the Council of Governors must attend the next Annual General Meeting and present the amendment, and the Trust must give the Members an opportunity to vote on whether they approve the amendment.*

42.2.2 *If more than half of the Members present and voting at the Annual General Meeting approve the amendment, the amendment continues to have effect; otherwise, it ceases to have effect and the Trust must take such steps as are necessary as a result.*

42.3 *Amendments by the Trust of its Constitution are to be notified to the Regulator*

2.2. Paragraph 42.2 of the Constitution incorporates the requirements of Schedule 7 of the National Health Service Act 2006. The proposed amendment is not one that relates to the powers or duties of Governors.

2.3. The approval of Members is by simple majority of Members present and voting at the Annual General Meeting.

2.4. Once an amendment has been approved by the Board of Directors, the Council of Governors, and Members it takes effect immediately.

3. Proposed amendment

3.1. Paragraph 20.2 of the Trust's Constitution provides as follows:

20.2 The Board of Directors is to comprise:

20.2.1 a Non-Executive Trust Chair;

20.2.2 up to five other Non-Executive Directors; and

20.2.3 up to five Executive Directors

3.2. To allow for both appointments to be made and for future flexibility, it is proposed to amend the Trust's Constitution so that sub-paragraph 20.2.2 will read:

20.2.2 "not less than five nor more than seven other Non-Executive Directors; and"

4. Conclusions and recommendation

4.1. The Members are asked:

4.1.1. to note the contents of this paper, and

4.1.2. having carefully considered the reasons for such amendment, approve it by passing the resolution set out in paragraph 4.2 below.

4.2. **Resolution**

THAT the proposed amendment to the Constitution of the Trust, being the substitution of a new paragraph 20.2.2 to read "*not less than five nor more than seven other Non-Executive Directors; and*" in place of the existing paragraph 20.2.2 be and it is hereby approved.

Rt Hon Prof Paul Burstow
Trust Chair
October 2021