



The Tavistock and Portman
NHS Foundation Trust

Board of Directors Part One

Agenda and papers of a meeting to be held in public

**Tuesday 24th
September
2019**

**2.00pm–3.50pm
Board Room
3rd Floor
Tavistock Centre,
120 Belsize Lane,
London,
NW3 5BA**

AGENDA

BOARD OF DIRECTORS – PART ONE
MEETING HELD IN PUBLIC
TUESDAY, 24th SEPTEMBER 2019, 2.00pm – 3.50pm
BOARD ROOM 3RD FLOOR. THE TAVISTOCK CENTRE,
120 BELSIZE LANE LONDON, NW3 5BA

		Presenter	Timing	Paper No
1 Administrative Matters				
1.1	Chair's opening remarks and apologies	Chair	2.00pm	Verbal
1.2	Board members' declarations of interests	Chair		Verbal
1.3	Minutes of the meeting held on 30 th July 2019	Chair		1
1.4	Action log and matters arising	Chair		Verbal
2 Operational Items				
2.1	Chair and Non-Executives' Reports	Chair and Non-Executive Directors	2.10pm	Verbal
2.2	Chief Executive's Report	Chief Executive	2.20pm	2
2.3	Finance and Performance Report	Deputy Chief Executive / Director of Finance	2.40pm	3
3 Items for decision or approval				
3.1	Workforce Race Equality Standard (WRES)	Director of HR & Corporate Governance	2.50pm	4
3.2	Workforce Disability Equality Standard (WDES)	Director of HR & Corporate Governance	3.00pm	5
3.3	The Foundation Trust Constitution	Director of HR & Corporate Governance	3.10pm	6
4 Items for discussion				
4.1	Clinical Quality, Safety & Governance Annual Report	Medical Director	3.20pm	7-late
5 Items for information				
5.1	Research Strategy Update	Medical Director	3.30pm	verbal
6. Board Committee Reports				
6.2	Equality, Diversity & Inclusion Committee	Committee Chair	3.40pm	8

		Presenter	Timing	Paper No
6.3	Clinical Quality, Safety and Governance Committee	Committee Chair	3.45pm	verbal
8 Any other business				
9 Date of Next Meeting				
	26 th November 2019 - 1330 - 1700 - The Board Room, Tavistock Centre, Belsize Lane, London, NW3 5BA			

Board of Directors Meeting Minutes (Part 1)
30 July 2019 from 2.00pm to 4.20pm

Present:			
Dinesh Bhugra Deputy Chair / Non-Executive Director	David Holt Senior Independent Director	Deborah Colson Non-Executive Director	Helen Farrow Non-Executive Director
Paul Jenkins Chief Executive	Terry Noys Deputy CEO / Director of Finance	Sally Hodges Clinical Chief Operating Officer	Brian Rock Director of Education and Training / Dean of Postgraduate Studies
Julian Stern Director of Adult and Forensic Services	Dinesh Sinha Medical and Quality Director	Chris Caldwell Director of Nursing and System Workforce Development	Rachel Surtees Director of Strategy
Craig de Sousa Director of HR & Corporate Governance	Ailsa Swarbrick Divisional Director – Gender Services	Rachel James Divisional Director - CYAF	
Attendees:			
Amanda Hawke Complaints Manager (Item 5.7)	John Carrier Governor – Public (Camden)		
Apologies:			
Prof Paul Burstow, Trust Chair Tim Kent, Divisional Director – Adult and Forensic Services			

Actions

AP	Item	Action to be taken	Resp	By

1. Administrative Matters

1.1 Chair’s opening remarks and apologies

1.1.1 Prof Bhugra welcomed all of those in attendance.

1.1.2 Apologies were noted, as above.

1.2 Board members’ declarations of interests

1.2.1 There were no declarations of interests for items noted on the agenda.

1.3 Minutes of the meeting held on 28th May 2019

1.3.1 The meetings of the previous meeting were approved as an accurate record of the meeting, subject to a number of amendments.

1.4 Action log and matters arising

1.4.1 All of the items on the action log were noted as completed.

1.4.2 There were no other matters not covered by the agenda.

2. Operational Items

2.1 Chair and Non-Executives' Reports

2.1.1 Dr Colson delivered a verbal report and particularly highlight that she had:

- Recently attended Gloucester House noting that the visit was interesting and that she had been asked to consider joining the service's steering group.
- Visited the South Camden CAMHS service and noted that the team were operating two appointment systems and there appeared to be IM&T issues surrounding the recording and reporting of Goal Based Measures (GBM).
- Participated on an NHS Providers non-executive director network event and noted that with the requirement for all sustainability and transformation partnerships (STPs) to become integrated care systems by 2021 it would be important for this to become a standing item on the board agenda [AP1].

2.1.2 Responding to Dr Colson, Dr Hodges noted that with regards to the IM&T issues at South Camden there might be a training requirement which would be picked up.

2.1.3 In response to a question from Ms Farrow, Mr de Sousa noted that the service visits schedule would be circulated following the board meeting [AP2].

2.1.4 The board of directors noted the reports.

2.2 Chief Executive's Report

2.2.1 Mr Jenkins presented the report and particularly highlighted:

- That this was Dr Stern's final board of directors meeting and thanked him for his contribution to the organisation. He emphasised that Dr Stern will be continuing to work for the Trust as a consultant psychiatrist and will act as the independent chair of the professional, clinical advisory group and also the scientific meetings planning group.
- Ms Surtees, Ms Swarbrick and Dr James had now become regular attendees of the board of directors. Mr Kent would join the board of directors from September.
- Good progress was being made against the GIDS action plan with the most important element, codifying complex pathways, was being progressed but at a longer timescale which had been agreed with NHS England.
- There had been a significant increase in the number of violent incidents across the Trust and that Dr Sinha would lead a piece of work about introducing systematic changes to address this.
- As part of the north central London STP long term plan, work was being progressed to refresh the mental health chapter. He particularly highlighted that the footprint has a significant financial challenge and the programme's ambitions will need to reflect a constrained context.

- The Trust would be progressing an independent application to the Office of Students.
- On 28 July 2019, the Trust declared a major incident following a flood at the Tavistock Centre which resulted in the Trust's IM&T infrastructure being unavailable. Reflecting on the events, thanks were noted to the teams who responded to the incident and ensured that services were resumed in time for Monday morning.

2.2.2 Ms Swarbrick noted that a focus for the GIDS action plan was how best to bring staff together to discuss difference as a means of moving forward from the outcomes of the review.

2.2.3 The board of directors noted the report.

2.3 Quality Dashboard (Q1)

2.3.1 Dr Sinha presented, with contributions from Dr Hodges and Mr Rock, the dashboard and emphasised:

- The format of the dashboard had been adapted to focus the board's attention on access, care and outcomes.
- To allow for more analysis of the Trust data, a proposal will be presented in due course to amending the timetable for the quality dashboard.
- Clinical activity was underneath the plan but an action plan had been developed to remediate on this position.
- Waiting times in adults and forensics had slightly declined.
- Gender services waiting times remain high and work continues in this area.
- Patient non-attendance rates were not indicating cause for concern.
- There had been a notable improvement on compliance against the mental health service data standards (MHSDS).
- Safeguarding alerts have increased in the adult and forensics division, which may relate to the roll out of level three adult safeguarding training.
- Complaints are were being managed appropriately within the required timescales.
- There had been a significantly increased level of adverse media coverage in the quarter, all relating to the gender identity development service (GIDS).
- Outcome reporting was low and further work was needed to address this.
- Enrolled student figures relate to the 2018/19 academic year would be refreshed in due course.

- 2.3.2 Responding to a challenge from Mr Holt, Dr Hodges noted that child safeguarding alerts ordinarily reduce in quarter one each year because the children within Gloucester House tend to be more settled in the last term of the academic year.
- 2.3.3 Reflecting on a further challenge from Mr Holt, Dr Sinha noted that a further update about the Trust's activity would be presented at the September board of directors meeting.
- 2.3.4 Reflecting on a question from Ms Farrow, Dr Sinha noted that going forward the complaints graph would be updated to identify the number of complaints which had breached the key performance indicator.
- 2.3.5 Responding to another question from Ms Farrow, Mr de Sousa noted that the appraisal cycle was currently underway and the compliance levels would increase in quarter two.
- 2.3.6 The board of directors noted the dashboard.

2.4 Finance and Performance Report

- 2.4.1 Mr Noys presented the report and particularly noted:
- Year to date the Trust's financial position was a deficit of £315k.
 - The deficit reported was ahead of the financial plan set with NHS Improvement.
 - CAMHS activity was down compared to plan.
 - The Children, Young Adults and Family Services and Gender Divisions were currently operating above budget. The Directorate of Education and Training and Corporate Functions were currently operating below budget.
 - At the request of NHS Improvement, alongside other providers within the footprint, the Trust had reduced its capital expenditure programme by 20%.
- 2.4.2 The board of directors noted the report.

3. Items for decision or approval

3.1 Raising Concerns Review Report

- 3.1.1 Mr de Sousa presented the report and particularly emphasised:
- The review had been commissioned by the board of directors as a result of the GIDS review.
 - A range of methods had been used to gather information from across the organisation to inform the review.
 - A number of directors had been interviewed throughout the process.

- Both the freedom to speak up guard and the chair of staff side had contributed to the review.
- Data from the 2018 NHS staff survey had been used to inform the review.
- A set of recommendation

3.1.2 Responding to a question from Dr Colson, Mr de Sousa noted that over 150 individuals had contributed to the review process either through the survey, focus group sessions or the chief executive's question time.

3.1.3 In response to a question from Prof Bhugra, Mr de Sousa noted that the report would be shared with the organisation after the summer period with a fully worked up communications plan.

3.1.4 The board of directors noted the report and accepted the recommendations made in full.

4. Items for discussion

4.1 RES Strategy Update

4.1.1 Mr de Sousa presented the RES strategy update and particularly emphasised:

- That the action plan had been updated reflecting the changes in the executive directors.
- Overall there is good progress being made against the action plan.
- A management development programme was in the process of being commissioned to further strengthen line manager capability across the organisation.
- That the BAME network continues to make a really positive contribution to our understanding of the issues.

4.1.2 Responding to Mr Noys, Mr de Sousa noted that there will be a meeting with the lead Thinking Space facilitator to discuss the best approach how to take these forward.

4.1.3 Mr Jenkins noted that he had recently attended the BAME network with Prof Burstow and there was a high level of engagement amongst the group. He expanded noting that some ideas of further actions had been proposed which he would take forward with the executive team.

4.1.4 The board of directors noted the update.

5. Items for information

5.1 Board Assurance Framework

5.1.1 Mr Jenkins presented the framework and highlighted:

- That the BAF had been refreshed and reflected an assessment of risks against the 2019/20 strategic objectives.
- Finding a sustainable long term estates solution featured as a key risk.
- That capacity and demand issues within GIDS had been noted and mitigating actions developed.
- At this stage in the financial year it was prudent to forecast a high risk of being able to achieve the financial control total set by NHS Improvement.

5.1.2 Responding to a challenge from Mr Holt, Dr Hodges noted that the adverse media attention directed at GIDS was having a wider impact across the organisation as a whole. Reflecting on this, she emphasised that this was a fast moving issue and in the next iteration more emphasis should be made towards the reputational risk.

5.1.3 In response to a question from Dr Colson, Mr Noys noted that the risk of capital funds being withdrawn was not a risk right now but he clarified that this was captured within the sustainable estates solution risk.

5.1.4 The board of directors noted the framework.

5.2 Quality and Performance Reviews

5.2.1 Dr Sinha delivered a verbal report confirming that quarterly divisional quarterly and performance reviews had been established and the first cycle had occurred.

5.2.2 Dr Caldwell noted that the forums were a helpful forum and should focus on the balance of overseeing performance but also how the organisation can provide support to the clinical services.

5.2.3 Responding to Mr Holt, Dr Sinha noted that he would consider how to incorporate the quality account indicators within the performance reviews.

5.2.4 The board of directors noted the report.

5.3 Serious Incidents Quarterly Report (Q1)

5.3.1 Dr Sinha presented the report and highlighted:

- There had been 22 clinical incidents in the quarter, of which three were categorised as serious.
- All serious incidents had been reported via the STEIS.
- Of the three serious incidents, two had been reported on and one had been deescalated.

5.3.2 Responding to a challenge from Prof Bhugra, Dr Sinha noted that benchmarking was a difficult task taking to account the variability in service designs and due to the organisations specialist nature.

5.3.3 In response to a question from Mr Holt, Dr Sinha noted that lessons learned activities are reported to the Clinical, Quality, Safety and Governance Committee. He expanded by reporting that the Trust has established lessons learned seminars.

5.3.4 Reflecting on a suggestion from Ms Farrow, Dr Sinha agreed that future reports will provide better visual representation of incidents which occur whilst on a waiting list and when undergoing treatment.

5.3.5 The board of directors noted the report.

5.4 Guardian of Safe Working Report (Q1)

5.4.1 Dr Sinha presented the report and highlighted that there were issues with the training allocation of adult trainees but it was envisaged this will improve in September with a new allocation of trainees from Health Education England.

5.4.2 Responding to Prof Bhugra, Dr Sinha noted that exiting the European Union has not had an impact on the numbers of medical trainees.

5.4.3 The board of directors noted the report.

5.5 Responsible Officer's Revalidation Annual Report

5.5.1 Dr Sinha presented the report and particularly noted:

- The Trust appraises 13 independent doctors.
- That the consultant body was an exceptionally motivated group.
- The organisation has a high number of appraisers.
- In year, the Trust had introduced changes to the way in which consultants obtain multi-source feedback to inform their appraisal discussion.

5.5.2 Dr Hodges noted that Dr Sinha had introduced changes to ensure wider clinical management teams were involved in job planning and this had been positive.

5.5.3 Responding to a challenge from Mr Holt, Dr Sinha noted that there are 65 doctors connected to the Trust, 13 independent consultants and three were not appraised in the cycle.

5.5.4 The board of directors noted the report.

5.6 Operational Risk Register

5.6.1 Mr Noys and Dr Sinha presented the risk register.

5.6.2 Mr Noys noted that a mitigation had been identified for the Charing Cross Gender Identity Clinic accommodation risk.

5.6.3 Responding to Dr Colson, Dr Hodges noted that there is a high turnover of staff within the Gender Identity Development Service and that a process of over recruiting had been established to maintain stability.

5.6.4 The board of directors noted the operational risk register.

5.7 Complaints and Whistleblowing Register

5.7.1 Ms Hawke attended for the item and delivered the report, she particularly highlighted:

- The number of complaints lodged across the last year had remained at a similar number to the previous year.
- Complaints were now being responded to within the 25 day target time and represented an improvement from the previous year.
- There were currently 15 active complaints.

5.7.2 Mr Jenkins noted that it was pleasing to report that the Trust was responding to complaints within the target time frame. He emphasised that the Care Quality Commission had commented on the style of our responses.

5.7.3 In response to a question from Dr Colson, Ms Hawke noted that the Trust had developed a process supporting clinical staff who had received a complaint against them. She noted that the Trust had recently presented its approach to Bedford Hospital NHS Trust as a best practice approach.

5.7.4 The board of directors noted the report.

6. Board Committee Reports

6.1 Audit Committee

6.1.1 Mr Holt presented the report noting that there were not items of exception to bring to the board's attention.

6.1.2 The board of directors noted the report.

6.2 Equality, Diversity & Inclusion Committee

6.2.1 Mr de Sousa delivered a verbal report that the committee had met the previous week and had considered a number of issues, focusing on the race equality strategy which the board had received an update on earlier in the meeting.

6.2.2 The board of directors noted the report.

6.3 Training and Education Committee

6.3.1 Mr Rock presented the report and highlighted:

- There had been increased turnover within the systemic portfolio.
- The Trust had received a positive Quality Assurance Agency (QAA) report noting that that Trust was meet expectations.

- Work on the digital academy had progressed and the Trust was engaging with its preferred supplier.

6.3.2 The board of directors noted the report.

6.4 Strategic and Commercial Committee

6.4.1 Ms Surtees presented a verbal report noting that the committee had overseen the achievement of three new service contracts. She emphasised the committee was reviewing its governance flow.

6.4.2 The board of directors noted the report.

6.5 Clinical Quality, Safety and Governance Committee

6.5.1 Dr Sinha presented the report and particularly highlighted:

- The committee continues to provide oversight of the CQC action plan.
- Clinical claims have become an area of risk and exposure which needs to be explored further.
- The committee had considered issues around health and safety compliance.
- Research and development activities were reported to the committee but since then there have been issues raised about the recent NIHR grant achieved.

6.5.2 The board of directors noted the report.

7. Any other business

7.1.1 Mr Noys reported that the Trust had been informed by the Department of Health and Social Care that the organisation would need to participate in an EU exit activity in August 2019.

7.1.2 Mr Noys reported that the Trust would need to prepare a revised long term financial plan and submit this for aggregation to sustainability and transformation partnership level in August 2019.

7.1.3 There was no other business to discuss.

Report to	Date
Board of Directors	24 th September 2019

Chief Executive's report

Executive Summary

This report provides a summary of key issues affecting the Trust.

Recommendation to the [Board / Committee]

The Council is asked to [note / discuss this report

Trust strategic objectives supported by this paper

All Trust strategic objectives

Author **Responsible Executive Director**

Chief Executive	Chief Executive
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Chief Executive's Report

1. Data Breach

- 1.1 Very regrettably, we experienced a significant data breach on Friday 6th September when a routine communication to patients about an art competition disclosed, by error, patients' email addresses.
- 1.2 We immediately took the necessary action in response to the incident writing to all the patients affected, offering our apology, asking them to delete the email and offering support. We have also notified the Information Commissioner and our commissioners.
- 1.3 I have commissioned a full review of the incident including consideration of whether there are technological solutions to minimising the risk of this kind of incident happening in the future.
- 1.4 We have written to staff reminding of the seriousness of this issue and of the need to follow the Trust's email policy. We have also taken steps, as an interim measure, to reduce the number of copy recipients it is possible to include in an email.

2. GIDS progress

- 2.1 Work to take forward Action Plan recommendations is developing well. Trust level oversight and governance arrangements have been established, recommendations for raising concerns were signed off by the Board earlier in the summer and a number of new protocols are currently being finalised. Projects in relation to other recommendations have now been started, including to ensure implementation of a data strategy to with a view to routine data publication in the longer term; and to clarify pathways, particularly in relation to complex presentations.
- 2.2 There has continued to be regular media and public interest in GIDS. Against this background, it is important that we are able to engage in balanced, respectful and constructive discussion with a range of parties, and I was therefore pleased to hold a discussion with parents at the recent Governors' meeting, and to hear their experiences of supporting their children in relation to their gender identity.

3. Freedom of Information reporting

- 3.1 I was asked by the Board to consider about how best we start reporting on freedom of information activity. Having discussed this with the Director of Technology and Transformation, the Trust has in existence a dashboard style report which is reported via the Information Governance Sub-Committee of the Clinical, Quality, Safety and Governance Committee. The most recent report is attached as an annex to this report.
- 3.2 The report outlines a number of key performance indicators which include:
- Volumes (numerical and graphical) by service lines over a time period;
 - Performance against the key performance timescales required; and
 - Short narrative where matters required explanation.
- 3.3 It is proposed that with effect from the November Board meeting that this data is incorporated in to the Quality Dashboard.

4. OFS Registration

- 4.1 Further to the discussion at the July Board the Trust submitted, at the start of August, an application for registration with the Office of Students. The Office for Students (OfS) has been formed following the dissolution of the Higher Education Funding Council England (HEFCE).
- 4.2 We have the support from our main university partner, the University of Essex, and worked closely with them and with the OfS to understand the various options available to us.

- 4.3 In the end we have applied for a continuation of our existing sub-contracting arrangement with the University of Essex for the Academic Year 2019 but have flagged the intention to work with our University partner to move to a more independent validating relationship from Academic Year 2020.

5. Student Recruitment

- 5.1 We are approaching the conclusion of student recruitment for the 2019 Academic Year. This has gone well, and we are confident of being able to reverse the slight dip in first year student numbers we experienced last year. At this stage, and subject to the usual caveats before enrolment is complete, we are expecting between 580-600 first students to enrol.

6. Scheduling

- 6.1 We have been working to implement the Action Plan presented at the May Board following the review of the Scheduling Project. Good progress has been made and so far, the project has been proceeding without further difficulties.
- 6.2 A key test will be the launch of the timetable for the new academic year. Again, so far, we have not identified any major issues with this. Following this we will be proceeding to the second Phase of the project with a focus on the introduction of automation of some aspects of scheduling of clinical appointments.
- 6.3 The progress so far highlights the importance, identified in the Review, of ensuring sufficient capacity in operational divisions to engage effectively with change projects of this nature.

7. Follow up to meeting with BAME Network

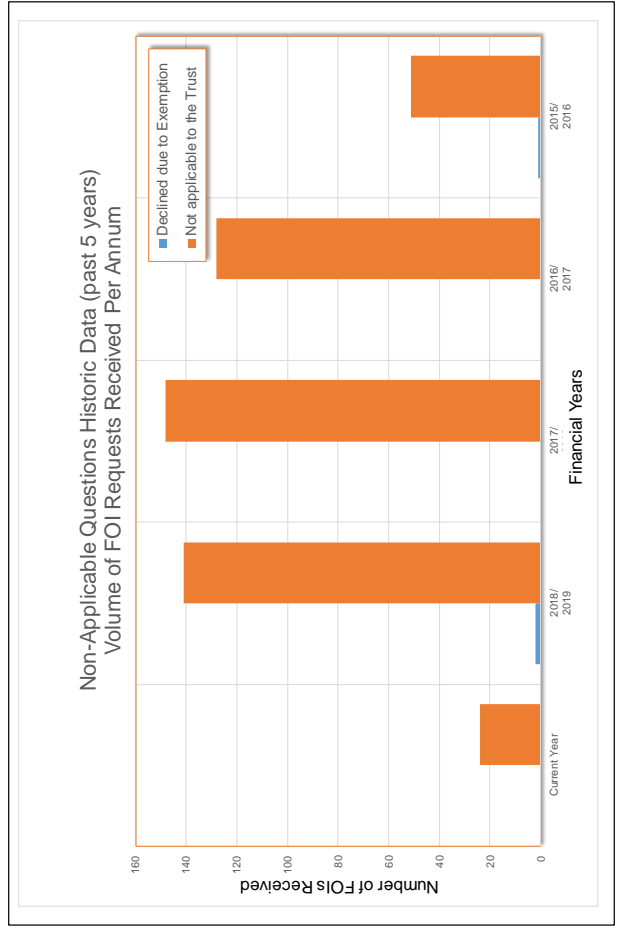
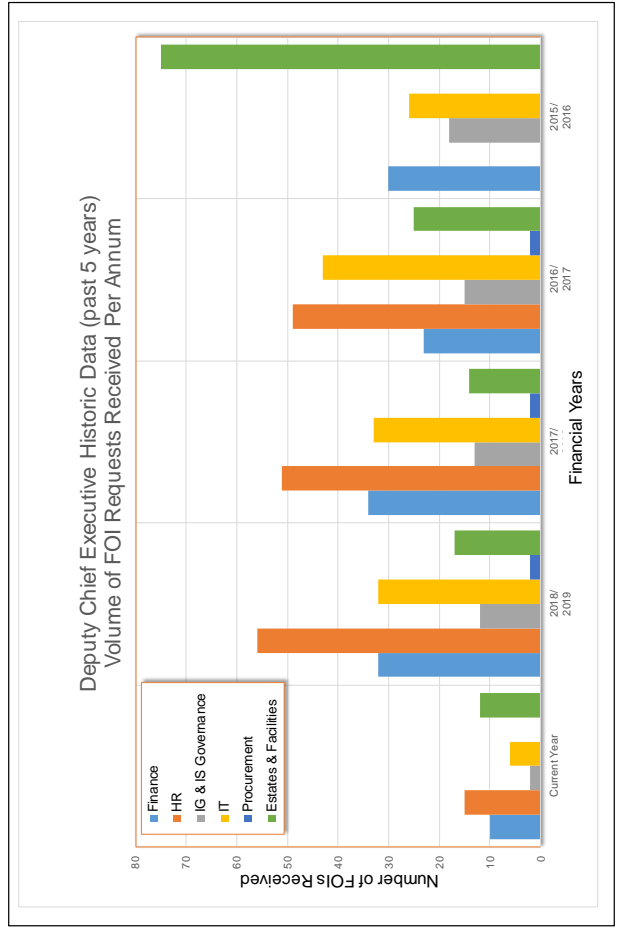
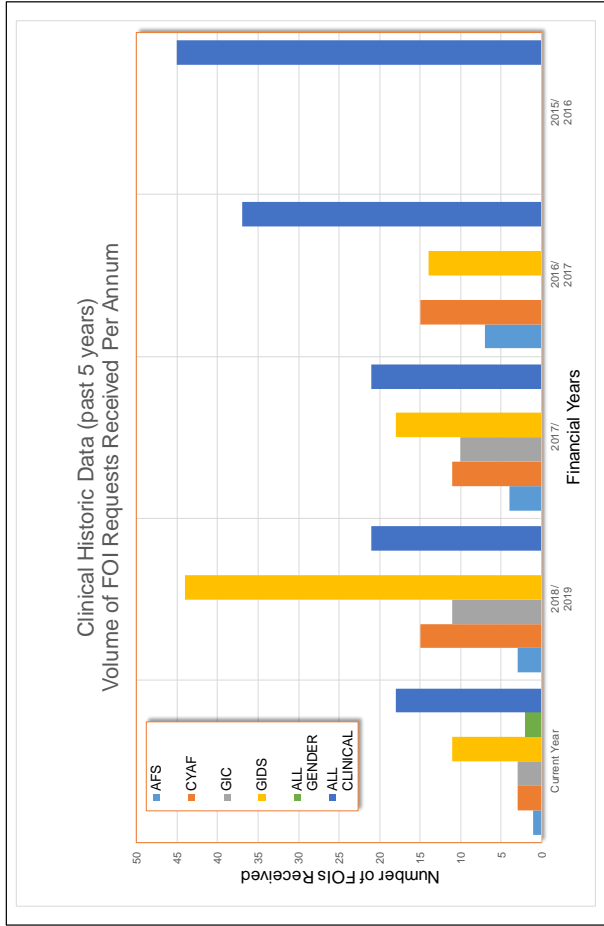
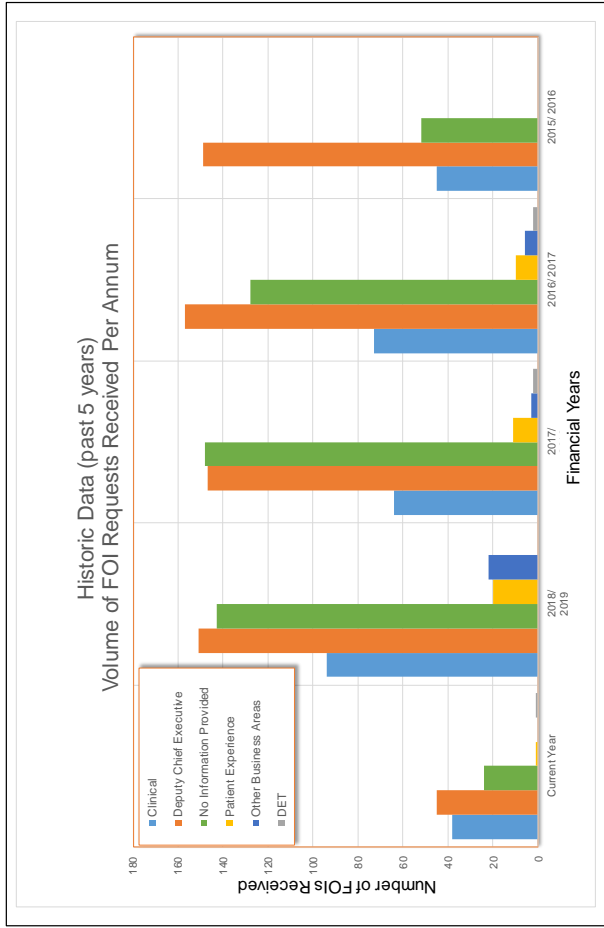
- 7.1 We are continuing to work on the ideas generated from the discussion at the BAME Network which Paul Burstow and I attended in July. I will update the Board in November on the action we have taken as a result.

8. Environmental issues

- 8.1 I devoted my September CEO Question Time to the issue of environmental issues to explore with staff whether there are areas where we could work with staff to help increase our efforts to reduce our carbon footprint as an organisation. A number of very constructive ideas were generated, and I will bring a report on this to the November Board.

Paul Jenkins
Chief Executive
17th September 2019

Freedom of Information Requests (Q1 2019/20)										Volume of FOI Requests Received in Previous Years													
Teams	Q1 2019/20	Q2 2019/20	Q3 2019/20	Q4 2019/20	Q1 2019/20		Total 2019/20 YTD	2018/2019	2017/2018	2016/2017	2015/2016	2014/2015	2013/2014	2012/2013	2011/2012	2010/2011	2009/2010	2008/2009	2007/2008	2006/2007	2005/2006		
	Total Requests (Qty)	Total Requests (Qty)	Total Requests (Qty)	Total Requests (Qty)	Total Requests (Qty)	Performance (responded on time)	No of Late Responses Sent Out	Current Year	2019	2018	2017	2016	2015	2014	2013	2012	2011	2010	2009	2008	2007	2006	2005
Clinical	AFS	1	0	0	0	100%	0	1	3	4	7					1							
	CYAF	3	0	0	0	100%	0	3	15	11	15												
	GIC	3	0	0	0	100%	0	3	11	10	0												
	GIDS	11	0	0	0	27%	8	11	44	18	14												
	ALL GENDER	2	0	0	0	100%	0	2															
	ALL CLINICAL	18	0	0	0	100%	0	18	21	21	37	45	19	14	11	11			1	2	5		
Deputy Chief Executive	Finance	10	0	0	0	80%	2	10	32	34	23	30	24	20	8	15		4	7	2	2	3	
	HR	15	0	0	0	100%	0	15	56	51	49							1	13	2			
	IG & IS Governance	2	0	0	0	0%	2	2	12	13	15	18	11	23	12	17		1	4	4	1	1	
	IT	6	0	0	0	100%	0	6	32	33	43	26	18	23	24	10		2	4	1		2	
	Procurement	0	0	0	0	0%	0	0	2	2	2	0	0	0	0								
	Relocation	0	0	0	0	0%	0	0	0	0	0	0	0	0	0								
	Estates & Facilities	12	0	0	0	83%	2	12	17	14	25	75	34	33	31	22			2	4	1		
	Students	1	0	0	0	0%	1	1	0	1	1	1											
	Staff	0	0	0	0	0%	0	0	0	1	1	0	0	0	0								
	H&S & Incident Rptg	0	0	0	0	100%	0	0	18	11	10							1	3	1			
Patient Experience	Patient Experience	1	0	0	0	100%	0	1	2	0	0												
	Other	0	0	0	0	0%	0	0	15	2	3												
Other Business Areas	Clinical Governance	0	0	0	0	0%	0	7	1	3													
	Declined due to Exemption	0	0	0	0	0%	0	2	0	0	1	0	0	0	0								
No Information Provided	Not applicable to the Trust	23	1	0	0	96%	1	141	148	128	51	54	50	32	28			7	9	6	6		
	Totals	108	1	0	0	92	16	109	430	375	376	246	160	163	118	103	0	17	43	20	17	6	
Performance																							
Continually increasing focus on GIDS department - many questions involve complex extrapolation of data, or research data that we do not always have available																							
Continuing trend of big increase in receipt of FOI numbers. Q1 18/19: 105 receipts whereas Q1 19/20 112 receipts (increase of 8%)																							
Noticable increase in requests for data going back over last 10 years, data is not always available, and if so, is timeconsuming to identify and extract																							
FOI Officer's workload has correspondingly increased, and the extra 0.25 FTE is now vital to maintain high performance response results, however the burden is also borne by departments receiving high numbers of requests.																							
Conformance																							
Has successfully demonstrated compliance to the requirements of the FOI Act 2000 and the DSPT.																							
o policy deployment and guidance provided on Trust website.																							
o policy/procedures in place and reviewed/updated as scheduled.																							
o all relevant staff are aware of their responsibilities to forward and/or respond to FOI enquiries in a timely and professional manner at Induction NSET and annual training.																							
o FOI Performance monitoring and reporting in place via quarterly performance reporting to IG Workstream Meeting and up-to-date logging and filing of all FOI enquiries																							



Report to	Date
Board of Directors	24 September 2019

Finance and Performance Report – August 2019
Executive Summary
<p>The Finance and Performance Report for the period ending August 2019 is attached.</p> <p>This shows a net YTD surplus of £105k, versus a Budget deficit of £(400)k, a positive variance of £505k.</p> <p>CYAF and AFS are above Budget, whilst DET and Corporate are slightly under.</p> <p>Income is £517k below Budget reflecting lower than Budget new business income, lower than budget drawdown of monies from the Charitable Trust (relating to FNP) and deferral of NIHR grant income. GIDS / GIC income is shown at budgeted levels, which assumes that for the full year activity levels are on target. TAP income is also at budgeted levels and assumes the £300k risk element is fully achieved.</p> <p>Staff costs are £871k below budget reflecting lower than Budget new business income and the fact that most of the areas within the Trust have been carrying vacancies plus some Budget staff costs are now reflected in non-staffing (consultancy) costs. Staff WTE is 687 versus Budget of 717 (a variation of 4%).</p> <p>Non-staff costs are below Budget reflecting, in particular, delayed office moves.</p> <p>Cash flow is better than Budget reflecting higher than Budget surplus, lower than Budget capital expenditure and better than budget performance on working capital (debtors and creditors).</p>
Recommendation to Board
The Board is asked to note the report
Trust strategic objectives supported by this paper
Finance and Governance

Author	Responsible Executive Director
Terry Noys, Deputy CEO and Director of Finance	Terry Noys, Deputy CEO and Director of Finance

MONTHLY FINANCE AND PERFORMANCE REPORT

Period 5

Aug-19

Section

- 1 Summary I&E
- 2 Balance Sheet
- 3 Funds flow
- 4 Capital Expenditure

MONTHLY FINANCE AND PERFORMANCE REPORT Section 1

Period 5
31 August 2019

	2018/19 Actual YTD £'000	2019/20 Actual YTD £'000	2019/20 Budget YTD £'000	Variance Actual v Budget £'000	Variance Actual v Budget %
Income	21,542	23,150	23,667	(517)	(2)%
Staff costs	(15,631)	(17,030)	(17,901)	871	5%
Non-staff costs	(4,534)	(5,085)	(5,222)	137	(3)%
Operational costs	(20,164)	(22,115)	(23,123)	1,008	4%
EBITDA	1,378	1,035	544	491	90%
- Margin	6%	4%	2%		
Interest receivable	9	23	15	8	55%
Interest payable	(11)	(15)	(21)	6	(28)%
Depreciation / amortisation	(497)	(668)	(668)	0	0%
Public Dividend Capital	(271)	(271)	(271)	0	0%
Restructuring costs	(25)	0	0	0	
Net surplus	583	105	(400)	505	
- Margin	3%	0%	(2)%		

COMMENTARY

The Trust surplus is £105k, which is £505k above budget. Revenue is £517k below budget due mainly to deferred income regarding the Programme Grant in Corporate, reduced levels of new business in CYAF and shortfalls in Trainee cost recovery in DET. Pay costs are £871k below budget, with underspends in E&T (NWSDU and Portfolios), CYAF (GIDS, GIC) AFS (Adult Complex Needs and City & Hackney) and a range of areas within Corporate. Non pay costs are £137k below budget due mainly to underspends in GIDS/GIC as a result of reduced activity and delayed office moves, partly offset by costs incurred in Short Courses to deliver HEE projects.

FINANCE AND PERFORMANCE REPORT

Period 5

31 August 2019

Section 2

	June £'000	July £'000	Aug £'000	Sept £'000	Oct £'000	Nov £'000	Dec £'000	Jan £'000	Feb £'000	Mar £'000
Intangible assets	155	155	155							
Land and buildings	19,771	20,052	20,396							
IT equipment	3,479	3,487	3,471							
Other	0	0	0							
Property, Plant & Equipment	23,249	23,538	23,867	0	0	0	0	0	0	0
Total non-current assets	23,405	23,694	24,022	0	0	0	0	0	0	0
Trade and other receivables	3,291	6,677	5,257							
Accrued income and prepayments	6,336	3,456	3,290							
Cash / equivalents	7,426	9,866	9,768							
Total current assets	17,053	19,999	18,315	0	0	0	0	0	0	0
Trade and other payables	(2,552)	(2,528)	(2,413)							
Accruals	(4,216)	(4,017)	(5,159)							
Deferred income	(2,890)	(6,006)	(3,831)							
Provisions	(120)	(118)	(74)							
Total current liabilities	(9,778)	(12,669)	(11,477)	0	0	0	0	0	0	0
Total assets less current liabilities	30,680	31,024	30,860	0	0	0	0	0	0	0
Non-current provisions	(248)	(248)	(248)							
Long term loans	(4,000)	(4,000)	(3,760)							
Total assets employed	26,432	26,776	26,852	0	0	0	0	0	0	0
Public dividend capital	3,474	3,474	3,474							
Revaluation reserve	12,621	12,621	12,621							
I&E reserve	10,338	10,682	10,758							
Total taxpayers equity	26,433	26,776	26,852	0	0	0	0	0	0	0

Section 3

MONTHLY FINANCE AND PERFORMANCE FUNDS FLOW

Period 5

31 August 2019

	June Act	July Act	Aug Act	Sept Act	YTD Act
	£'000	£'000	£'000	£'000	£'000
Net Surplus	(315)	343	77		106
Depreciation / amortisation	401	134	132		667
PDC dividend paid	163	54	54		271
Restructuring costs					0
(Increase) / Decrease in receivables					0
Increase / (Decrease) in liabilities	(1,106)	1,060	3		(43)
Increase / (Decrease) in provisions					0
Net interest paid	(1)	(1)	2		(0)
Net operating cash flow	(859)	1,590	269	0	1,001
Interest received		18	5		23
Interest paid					0
PDC dividend paid					0
Restructuring costs					0
Cash flow available for investment	(859)	1,608	274	0	1,024
Purchase of intangible assets	0				0
Purchase of property, plant & equipment	(290)	(310)	(151)		(751)
Net cash flow before financing	(1,143)	1,298	123	0	272
Drawdown of debt facilities	0				0
Repayment of debt facilities	0		(222)		(222)
Net increase / (decrease) in cash	(1,143)	1,298	(99)	0	50
Opening Cash	8,569	8,569	9,866		8,569
Closing cash	7,426	9,867	9,768	0	9,768

Capital Expenditure

Period 5

Aug-19	
	5

PROJECT

SITS Phase 2
Microsoft Office 365 E-Mail Migration
Robotic Process Automation - Scheduling
Endpoint Replacement 2019/20
Endpoint Procure/Config/Compliance/Monitor
Patient-Level Individual Costing System (PLICS)
e-Referrals System Implementation
Programme & PMO Development
Tavistock Centre Data Centres Power Provision
IMT Service Improvement
SMS Appointment Reminders
Digital Dictation, Transcription, & Hybrid Mail
Cyber Essentials
Data Warehouse Optimisation & Dashboards
Care Notes Renewal
Health Information Exchange
MyTap Annual Upgrade 2019/20
Health & Social Care Network
Endpoint Replacement 2018/19
DET Record Management System
Scheduling & Robotic Process Automation
Data Warehouse & Dashboard
Network Replacement
Default
STP FUNDING
IT
Ventilation
Security
Safety
Pumps
Water
Electrics
PC Compliance
TC Compliance
Access
Agile Working
Miscellaneous / Contingency
LH - 67 Belsize Lane
Clapham Junction Re-fit
Finchley Road
Tavistock Centre - Phase 1
ESTATES
RELOCATION
DIGITAL ACADEMY
TOTAL

Section 4

ANNUAL		
£000 Fcst	£000 Budget	£000 Var

Y.T.D		
£000 Actual	£000 Budget	£000 Var

90	-	(90)
-	-	-
-	-	-
277	259	(18)
170	167	(3)
-	-	-
53	54	1
-	-	-
65	65	1
29	30	1
-	-	-
40	-	(40)
9	16	7
-	-	-
(14)	-	14
350	15	(335)
55	41	(14)
28	33	4
(16)	-	16
(3)	-	3
350	404	54
-	-	-
47	-	(47)
(0)	-	0
(350)	-	350
1,181	1,085	(96)
71	59	(12)
-	-	-
30	31	1
30	29	(1)
67	68	0
58	66	9
9	9	-
54	54	-
-	-	-
30	33	3
-	-	-
38	18	(20)
26	28	1
242	-	(242)
60	-	(60)
-	-	-
715	396	(320)
1,323	1,322	(1)
250	505	255
3,469	3,307	(162)

90	-	(90)
-	-	-
-	-	-
141	36	(106)
51	115	65
-	-	-
32	50	18
-	-	-
-	65	65
29	30	1
-	-	-
-	-	-
-	16	16
-	-	-
(14)	-	14
88	3	(85)
13	34	21
-	33	33
(16)	-	16
(3)	-	3
99	110	11
-	-	-
17	-	(17)
(0)	-	0
(88)	-	88
439	493	54
22	43	22
-	-	-
-	31	31
-	26	26
-	38	38
-	37	37
-	9	9
-	54	54
-	-	-
-	33	33
-	-	-
38	18	(20)
26	28	1
-	-	-
-	-	-
86	317	231
226	339	113
-	16	16
751	1,166	415

Report to	Date
Board of Directors	24 th September 2019

Workforce Race Equality Standard (WRES)

Executive Summary

The Board of Directors considered at its July meeting an update on the race equality strategy action plan noting that the formal WRES submission would follow to the September board in line with the national reporting timetables.

Enclosed with this paper is the data template highlighting our statistics. To remind the board on key messages:

- There is a small shift being observed of black, asian and minority ethnic (BAME) representation at Band 8 and above, but it is not a significant change.
- The relative likelihood of BAME staff being appointed following shortlisting has not improved from previous years, but action continues to try and address this.
- The NHS staff survey metrics demonstrate three positive observations, namely BAME staff:
 - Experiencing bullying and harassment reduced by 3.71% between 2017 and 2018
 - Believing the organisation's processes for development and promotion improved by 17.16%
 - Experiencing discrimination fell by 6.32%.

There is still a lot more work to do on this agenda including forward planning for refreshing the strategy when it comes to an end in 2020.

Recommendation the Board

The board is asked to note and discuss this report

Trust strategic objectives supported by this paper

People

Author

Responsible Executive Director

Director of HR & Corporate Governance

Director of HR & Corporate Governance

Workforce Race Equality Standards annual collection

as at March-2019

For any technical queries or additional clarification relating to the collection please contact:

For any queries or additional clarification relating to submissions please contact: data.collections@nhs.net

Workforce Race Equality Standards

Validations

Please correct all issues listed within the table below. If the issues are not corrected then the pro forma will fail the validation stage in SDCS.

Trust - Frontsheet

Submission Template
Workforce Race Equality Standards 2018/19 template

Answer Required
Auto Populated
N/A

INDICATOR	DATA ITEM	MEASURE	31st MARCH 2018				31st MARCH 2019				ETHNICITY UNKNOWN/NULL	Verified figures	Notes				
			WHITE	BME	WHITE	BME	WHITE	BME	WHITE	BME							
1	1a) Non-Clinical workforce	Headcount	0	0	0	0	0	0	0	0	0	0					
		Headcount	0	0	0	0	0	0	0	0	0	0					
		Headcount	0	0	0	0	0	0	0	0	0	0					
		Headcount	3	4	2	5	1	3	0	2	0	2					
		Headcount	22	23	23	24	23	24	23	24	15	15					
		Headcount	18	12	12	10	20	16	16	16	6	6					
		Headcount	19	20	16	16	16	16	16	16	4	4					
		Headcount	7	5	6	7	22	22	2	2	2	2					
		Headcount	10	10	1	1	9	1	1	1	1	1					
		Headcount	5	1	2	2	3	3	0	0	0	0					
		Headcount	2	4	0	0	3	4	0	0	0	0					
		Headcount	7	11	0	0	15	15	3	3	0	0					
		2	1b) Clinical workforce of which Non-Medical	Headcount	0	0	0	0	0	0	0	0	0	0			
				Headcount	0	0	0	0	0	0	0	0	0	0			
				Headcount	0	0	0	0	0	0	0	0	0	0			
				Headcount	2	3	1	1	19	16	4	4	3	3			
				Headcount	9	11	2	4	8	8	4	4	3	3			
				Headcount	50	48	33	34	51	51	13	13	7	7			
				Headcount	63	61	25	22	72	72	17	17	16	16			
				Headcount	43	25	22	17	45	45	6	6	2	2			
				Headcount	38	38	5	3	45	45	6	6	2	2			
				Headcount	32	37	9	10	29	29	12	12	4	4			
				Headcount	0	0	1	1	0	0	0	0	0	0			
				Headcount	0	0	0	0	0	0	0	0	0	0			
				Headcount	2	3	0	0	1	1	0	0	0	0			
				3	Percentage of staff in each of the SAC Bands 1-9 OR Medical and Dental subgroups and VSM (including members) compared with the percentage of staff in the overall workforce	Headcount	29	10	10	10	26	11	11	6	6	6	
						Headcount	2	0	0	0	5	5	1	1	0	0	
						Headcount	7	1	2	2	2	1	1	1	0	0	
Headcount	0					0	0	0	3	3	0	0	0	0			
Headcount	0					0	0	0	0	0	0	0	0	0			
Headcount	262					317	317	317	3162	3162	456	456	412	412			
Headcount	107					80	80	80	139	139	100	100	18	18			
Auto calculated	0.4246051746					0.2522659506	0.4246051746	0.4246051746	0.0458032161	0.0458032161	0.0246426811	0.0246426811	0.045803204	0.045803204			
Auto calculated	1.68								1.77								
Auto calculated	498					170	170	170	502	502	191	191	101	101			
Auto calculated	2					2	2	2	2	2	2	2	0	0			
4	Relative likelihood of staff entering the formal disciplinary process, as measured by entry into a formal investigation					Auto calculated	0.0040160543	0.0117847059	0.0040160543	0.0039840837	0.0039840837	0.0104712042	0.0104712042	0.0000000000	0.0000000000		
				Auto calculated		2.93					2.83						

**SubmissionTemplate
Workforce Race Equality Standards 2018/19 template**

Answer Required
Auto Populated
N/A

INDICATOR	DATA ITEM	MEASURE	31st MARCH 2018			31st MARCH 2019			ETHNICITY UNKNOWN/NULL	ETHNICITY UNKNOWN/NULL	Notes
			WHITE	BME	ETHNICITY UNKNOWN/NULL	WHITE	BME	ETHNICITY UNKNOWN/NULL			
4	42	Number of staff in workforce	488	170	50	502	191	101			
	43	Number of staff accessing non-mandatory training and CPD	25	6	5	469	165	112			
	44	Likelihood of staff accessing non-mandatory training and CPD	0.050208032	0.047656235	0.100000000	0.934262982	1.020942094	1.108910891			
	45	Relative likelihood of White staff accessing non-mandatory training and CPD compared to BME staff	1.07			0.92					
5	46	% of staff reporting experience of harassment, bullying or abuse from patients, relatives or the public	21.83%	24.32%		20.50%	24.50%				
	47	% of staff reporting experience of harassment, bullying or abuse from staff in last 12 months	15.94%	31.51%		19.20%	27.80%				
6	48	% of staff reporting experience of harassment, bullying or abuse from staff in last 12 months that trust provides equal opportunities for career progression	76.27%	43.14%		61.70%	60.30%				
	49	% staff personally experienced discrimination at work from Manager/team leader or other staff	5.91%	21.62%		9.20%	15.30%				
7	50	Total Board members	13	2	0	12	2	0			
	51	% of which Non-Voting Board members	10	1	0	10	2	0			
8	52	Total Board members	3	1	0	2	0	0			
	53	% of which Exec Board members	13	2	0	12	2	0			
9	54	Percentage difference between the Board's voting membership and its overall workforce	6	2	0	5	1	0			
	55	Percentage difference between the Board's voting membership and its overall workforce (considering this indicator)	488	170	50	502	191	101			
9	56	Total Board members - % by Ethnicity	86.7%	13.3%	0.0%	85.7%	14.3%	0.0%			
	57	Non-Executive Board Member - % by Ethnicity	96.0%	9.1%	0.0%	83.3%	16.7%	0.0%			
	58	Non-Voting Board Member - % by Ethnicity	75.0%	25.0%	0.0%	100.0%	0.0%	0.0%			
	59	Executive Board Member - % by Ethnicity	100.0%	0.0%	0.0%	87.5%	12.5%	0.0%			
	60	Non-Executive Board Member - % by Ethnicity	75.0%	25.0%	0.0%	83.3%	16.7%	0.0%			
	61	Non-Voting Board Member - % by Ethnicity	69.4%	23.7%	7.0%	63.2%	24.1%	12.7%			
	62	Executive Board Member - % by Ethnicity	17.3%	-10.3%	-7.0%	22.5%	-9.8%	-12.7%			
	63	Difference (Total Board - Overall workforce)									
	64	Difference (Total Board - Overall workforce)									
	65	Difference (Total Board - Overall workforce)									

Submission Template
Workforce Race Equality Standards 2018/19 template

INDICATOR	DATA ITEM	MEASURE	31st MARCH 2018				31st MARCH 2019				ETHNICITY UNKNOWN/NULL	BME	WHITE	ETHNICITY UNKNOWN/NULL	BME	WHITE	ETHNICITY UNKNOWN/NULL	BME	WHITE	Notes	
			ESR figures	Verified figures	ESR figures	Verified figures	ESR figures	Verified figures	ESR figures	Verified figures											ESR figures
1	1st Non-Clinical workforce	Upper Band 1	Headcount	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK		
		Band 1	Headcount	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	
		Band 2	Headcount	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	
		Band 3	Headcount	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	
		Band 4	Headcount	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	
		Band 5	Headcount	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	
		Band 6	Headcount	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	
		Band 7	Headcount	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	
		Band 8	Headcount	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	
		Band 9	Headcount	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	
		Band 10	Headcount	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	
		Band 11	Headcount	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	
		Band 12	Headcount	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	
		Band 13	Headcount	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	
Band 14	Headcount	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK			
1	(d) Clinical workforce of senior (non-Medical)	Band 1	Headcount	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK		
		Band 2	Headcount	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK		
		Band 3	Headcount	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK		
		Band 4	Headcount	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK		
		Band 5	Headcount	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	
		Band 6	Headcount	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	
		Band 7	Headcount	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	
		Band 8A	Headcount	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	
		Band 8B	Headcount	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	
		Band 8C	Headcount	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	
		Band 8D	Headcount	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	
		Band 9	Headcount	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	
		Band 10	Headcount	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	
		Band 11	Headcount	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	
2	Percentage of staff in each of the AIC Bands 1-3 OR Medical and Dental subgroups and compared with the percentage of staff in the overall workforce	Band 1	Headcount	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK		
		Band 2	Headcount	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK		
		Band 3	Headcount	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK		
		Band 4	Headcount	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK		
		Band 5	Headcount	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	
		Band 6	Headcount	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	
		Band 7	Headcount	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	
		Band 8A	Headcount	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	
		Band 8B	Headcount	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	
		Band 8C	Headcount	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	
		Band 8D	Headcount	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	
		Band 9	Headcount	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	
		Band 10	Headcount	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	
		Band 11	Headcount	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	
3	Relative likelihood of staff being appointed from shortlisting versus all posts	Consultants	Headcount	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK		
		Senior medical manager	Headcount	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK		
		Non-consultant career grade	Headcount	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK		
		Senior grades	Headcount	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK		
		Other	Headcount	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK		
		Number of shortlisted applicants	Headcount	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	
		Number of staff entering the formal disciplinary process	Headcount	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK	OK		
		Relative likelihood of staff entering the formal disciplinary process compared to white staff	Auto calculated																		
		Number of staff entering the formal disciplinary process	Auto calculated																		
		Relative likelihood of staff entering the formal disciplinary process compared to white staff	Auto calculated																		
		Number of staff entering the formal disciplinary process	Auto calculated																		
		Relative likelihood of BME staff entering the formal disciplinary process compared to white staff	Auto calculated																		
		Number of staff entering the formal disciplinary process	Auto calculated																		
		Relative likelihood of BME staff entering the formal disciplinary process compared to white staff	Auto calculated																		

**SubmissionTemplate
Workforce Race Equality Standards 2018/19 template**

INDICATOR	DATA ITEM	MEASURE	31st MARCH 2018			31st MARCH 2019			NOTES
			WHITE	BME	ETHNICITY UNKNOWN/NULL	WHITE	BME	ETHNICITY UNKNOWN/NULL	
4	42	Number of staff in workforce:	OK	OK	OK	OK	OK		
	43	Number of staff accessing non-mandatory training and CPD:	OK	OK	OK	OK	OK	Error	
	44	Likelihood of staff accessing non-mandatory training and CPD:	OK	OK	OK	OK	OK	Error	
	45	Relative likelihood of White staff accessing non-mandatory training and CPD compared to BME staff:							
5	46	% of staff experiencing harassment, bullying or abuse from patients, relatives or the public in last 12 months	OK	OK		OK	OK		
	47	% of staff experiencing harassment, bullying or abuse from staff in last 12 months	OK	OK		OK	OK		
7	48	% staff believing that trust provides equal opportunities for progression or promotion	OK	OK		OK	OK		
	49	In the last 12 months have you personally experienced discrimination at work from any of the following? b) Management leader or other colleagues							
9	50	Total Board members	OK	OK	OK	OK	OK		
	51	of which: Voting Board members	OK	OK	OK	OK	OK		
	52	members : Non Voting Board							
	53	Total Board members	OK	OK	OK	OK	OK		
	54	of which: Exec Board members	OK	OK	OK	OK	OK		
	55	members : Non Executive Board							
	56	Number of staff in overall workforce	OK	OK	OK	OK	OK		
	57	Total Board members - % by Ethnicity							
	58	Voting Board Member - % by Ethnicity							
	59	Non Voting Board Member - % by Ethnicity							
	60	Executive Board Member - % by Ethnicity							
	61	Non Executive Board Member - % by Ethnicity							
	62	Overall workforce - % by Ethnicity							
63	Difference (Total Board - Overall workforce)								

Report to	Date
Board of Directors	24 September 2019

Workforce Disability Equality Standard	
Executive Summary	
<p>2019 heralds the introduction of the workforce disability equality standard and this report coincides with the reporting requirement. It brings together a summary of what our statistics are showing and our action plan for addressing these areas.</p>	
Recommendation the Committee	
The board is asked to note and discuss this report	
Trust strategic objectives supported by this paper	
People	
Author	Responsible Executive Director
HR Business Partner	Director of HR & Corporate Governance

Implementing the Workforce Disability Equality Strategy

1. Introduction

Discrimination on the basis of disability is a perpetual issue across the health service and society. At the Tavistock and Portman we are no different and we have committed to putting an end to it happening within and across our organisation.

The workforce disability equality standard (WDES) was introduced in 2019. In September 2019, we reached the point where we were required to publish our workforce WDES and associated action plan which means we need to assess what our data is telling us. This report details what actions we are planning to take, specific to our people priorities, and measurable over the coming 12 months.

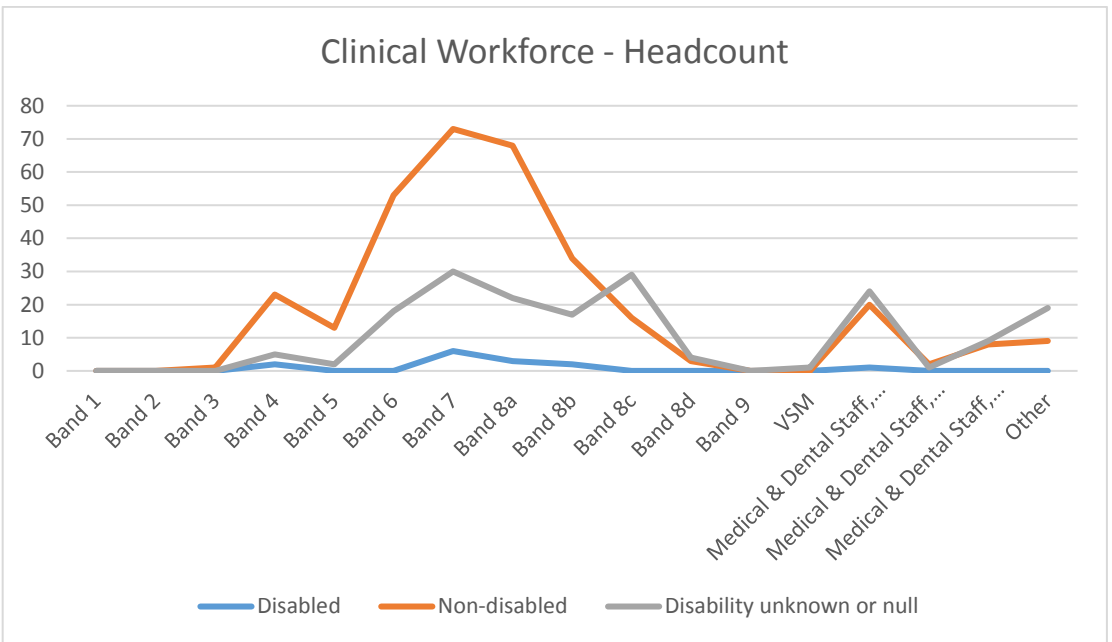
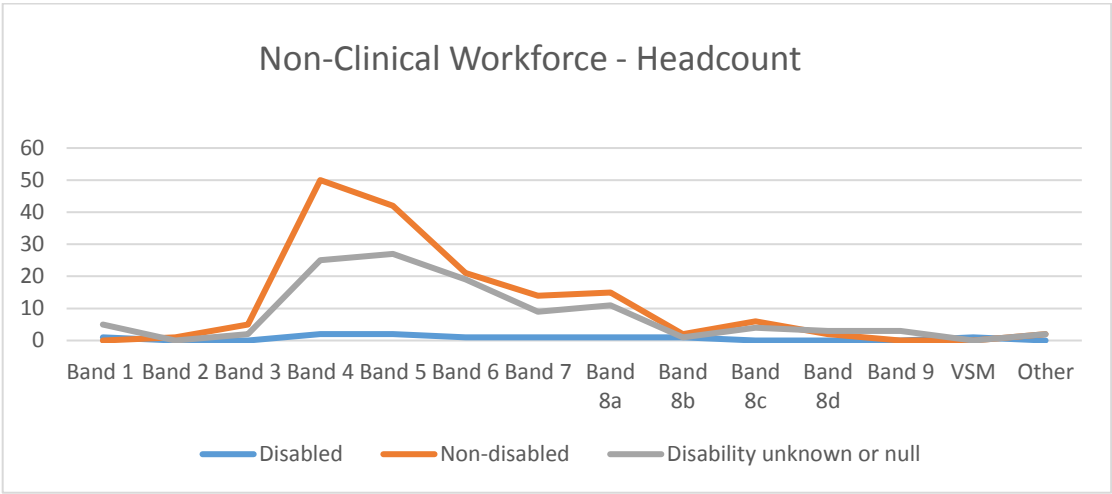
2. What our data is telling us

The WDES is a national reporting tool designed to help organisations use data to highlight areas of strength and where there are issues. It follows the same structure as the WRES national reporting tool.

The data provided in the sections below covers the period 1 April 2018 to 31 March 2019.

Organisation composition

The graphs below detail the headcount between non-clinical and clinical, disabled and non-disabled staff.



Likelihood of selection following shortlisting

Following the successful introduction of BAME representatives at interviews for Band 8A and above, we are now moving towards converting this role to that of diversity representative to ensure that all

protected characteristics are equally covered. Our interview training materials will be updated to reflect this and we will be looking to extend our pool of diversity representatives so that we can, in future, have a representative on all interviews.

Experience results

The NHS staff survey results clearly demonstrate that disabled staff believe that the organisation is unfair in its recruitment practices, puts undue pressure on disabled staff to come to work when unwell and that bullying is disproportionately orientated at disabled staff. In addition, disabled staff are more likely to be affected by work-related stress and work-related musculoskeletal problems.

	Disabled	Non-disabled
% of staff experiencing harassment, bullying or abuse from patients/service users, their relatives or members of the public in last 12 months	27.6	21.9
% of staff experiencing harassment, bullying or abuse from managers in last 12 months	21.0	12.3
% of staff experiencing discrimination from manager/team leader or other colleagues in last 12 months	22.4	9.1
% of staff believing that the trust provides equal opportunities for career progression or promotion in last 12 months	56.8	78.8
% of staff experiencing musculoskeletal (MSK) problems as	43.2	19.2

	Disabled	Non-disabled
a result of work activities, in last 12 months		
% of staff feeling unwell due to work related stress in last 12 months	59.6	45.0
% of staff feeling pressure from manager to come to work when not feeling well enough	31.8	16.5
% of staff feeling pressure from colleagues to come to work when not feeling well enough	29.5	17.1
% of disabled staff believing organisation has not made adequate adjustment(s) to enable them to carry out work	17.6	N/A

The 2019 NHS staff survey will be launched in September 2019 with initial results being published, for internal use, in January/February 2020. We will be carefully analysing the data to see whether our actions have made change happen.

Building on the experience of BAME staff, we are cognisant that seeing cultural change happen is slow.

3. Looking forward

Now looking to the coming year, we set out the action plan of what we will be doing in the coming 12 months and what we hope will happen.

Action	Intended outcome	Responsible and Timescale
Commission programme of events to engage with disabled staff across the Trust.	Understanding of issues faced by disabled staff.	
Research methods to improve declaration rates.	Improving declaration rates and data quality.	
Establishing disability network.	Increased engagement with disabled workforce.	
Develop diversity recruitment representative role, building on work already done on BAME representatives, to sit on all interview panels.	Improving fairness in recruitment and promotion.	

4. Conclusions

The organisation has taken a number of actions to progress its race equality strategy, but it is clear from our data that we need to start taking action in relation to other protected characteristics, including disability.

The board is clear that this issue is one we will not shy away from and that cultural change needs to happen. Only through continued action and using robust evidence bases will we make this a reality.

Workforce Disability Equality Standard Annual Collection v2.0

as at March 2019

For any technical queries or additional clarification please contact: england.dataservices@nhs.net

Pre-Populated
Populated by Trust (Enter a value of '0' if value is unknown or blank)
Auto-Calculated
No data required

METRIC	INDICATOR	DATA ITEM	DISABLED		NON-DISABLED		31st MARCH 2019		DISABILITY UNKNOWN OR NULL		OVERALL STAFF	
			Total Disabled	% Disabled / ratio	Total Not Disabled	% Not Disabled / ratio	Total Unknown or Null	% Unknown or Null / ratio	Pre- Populated	Verified data	Pre- Populated	Verified data
1	Percentage of staff in AC psychians or medical and dental subgroups and very senior managers (including Associate Board members) compared to the overall staff. The data for this metric should be snapshot as at 31 March 2019.	1a) Non-Clinical Staff	Headcount	17%	1	0	5	6	71%	83%	7	6
		Brands 1	0	0%	0	0	0	0	0%	0%	0	0
		Brands 2	0	0%	0	0	0	0	0%	0%	0	0
		Brands 3	0	0%	5	5	2	2	29%	29%	7	7
		Brands 4	2	3%	42	42	27	27	38%	38%	71	71
		Brands 5	1	2%	21	21	19	19	46%	46%	41	41
		Brands 6	1	4%	14	14	9	9	38%	38%	24	24
		Brands 7	1	2%	11	11	11	11	25%	25%	4	4
		Brands 8a	0	0%	0	0	0	0	0%	0%	0	0
		Brands 8b	0	0%	0	0	0	0	0%	0%	0	0
		Brands 9	0	0%	0	0	0	0	0%	0%	0	0
		Brands 10	0	0%	0	0	0	0	0%	0%	0	0
		Brands 11	0	0%	0	0	0	0	0%	0%	0	0
		Brands 12	0	0%	0	0	0	0	0%	0%	0	0
		Brands 13	0	0%	0	0	0	0	0%	0%	0	0
		Brands 14	0	0%	0	0	0	0	0%	0%	0	0
		Brands 15	0	0%	0	0	0	0	0%	0%	0	0
		2	Relative likelihood of Disabled staff compared to non-disabled staff being appointed from shortlisting across all posts.	1b) Clinical Staff	Headcount	0%	0	0	0	0	0%	0%
Brands 1	0			0%	0	0	0	0	0%	0%	0	0
Brands 2	0			0%	0	0	0	0	0%	0%	0	0
Brands 3	0			0%	0	0	0	0	0%	0%	0	0
Brands 4	1			3%	23	23	5	5	17%	17%	29	30
Brands 5	0			0%	13	13	2	2	15%	15%	15	15
Brands 6	0			0%	46	46	9	9	18%	18%	55	55
Brands 7	0			0%	70	70	23	23	24%	24%	96	93
Brands 8a	2			4%	34	34	17	17	32%	32%	53	53
Brands 8b	0			0%	17	17	28	28	62%	62%	45	45
Brands 9	0			0%	0	0	0	0	0%	0%	0	0
Brands 10	0			0%	0	0	0	0	0%	0%	0	0
Brands 11	0			0%	0	0	0	0	0%	0%	0	0
Brands 12	0			0%	0	0	0	0	0%	0%	0	0
Brands 13	0			0%	0	0	0	0	0%	0%	0	0
Brands 14	0			0%	0	0	0	0	0%	0%	0	0
Brands 15	0			0%	0	0	0	0	0%	0%	0	0
3	Percentage of Disabled staff compared to non-disabled staff saying that the last time they experienced harassment, bullying or abuse at work, they or a colleague reported it. The data for this metric should be a snapshot as at 31 March 2019.			31) VSM	Headcount	0%	0	0	0	0%	0%	0
		Medical & Dental Staff - Consultants	1	2%	20	20	4	4	44%	44%	43	45
		Medical & Dental Staff - Non-Consultants career grade	0	0%	2	2	0	0	0%	0%	0	0
		Medical & Dental Staff - Medical and Dental Training Grades	0	0%	0	0	0	0	0%	0%	0	0
		Other	0	0%	0	0	0	0	0%	0%	0	0
		Brands 1	2	3%	24	24	5	5	17%	17%	30	31
		Brands 2	5	6%	134	134	42	42	25%	25%	151	155
		Brands 3	0	0%	0	0	0	0	0%	0%	0	0
		Brands 4	0	0%	19	19	34	34	66%	66%	49	50
		Brands 5	1	2%	20	20	24	24	51%	51%	43	45
		Brands 6	0	0%	0	0	0	0	0%	0%	0	0
		Brands 7	0	0%	0	0	0	0	0%	0%	0	0
		Brands 8	0	0%	0	0	0	0	0%	0%	0	0
		Brands 9	0	0%	0	0	0	0	0%	0%	0	0
		Brands 10	0	0%	0	0	0	0	0%	0%	0	0
		Brands 11	0	0%	0	0	0	0	0%	0%	0	0
		Brands 12	0	0%	0	0	0	0	0%	0%	0	0
		4	Percentage of Disabled staff compared to non-disabled staff saying that the last time they experienced harassment, bullying or abuse at work, they or a colleague reported it. The data for this metric should be a snapshot as at 31 March 2019.	43) Number of shortlisted applicants	Headcount	0.74	0	0	0	0%	0%	0
44) Number appointed from shortlisting	Headcount			11	131	0	0	0%	0%	0	0	
45) Relative likelihood of shortlisted/reappointed	Auto-Populated			0.07	0.05							
46) Relative likelihood of Disabled staff being appointed from shortlisting compared to Non-Disabled staff	Auto-Populated											
47) Number of staff in workforce	Headcount			24	472							
48) Number of staff entering the formal capability process	Headcount			0	0							
49) Likelihood of staff entering the formal capability process	Auto-Populated			0.00	0.00							
50) Relative likelihood of Disabled staff entering the formal capability process compared to Non-Disabled staff	Auto-Populated				0							
51) % of staff experiencing harassment, bullying or abuse from patients/service users, their relatives or other members of the public in the last 12 months	Number of Respondents%			58	27.6%	310	310	21.9%	21.9%			
52) % of staff experiencing harassment, bullying or abuse from managers in the last 12 months	Number of Respondents%			57	21.1%	309	309	12.3%	12.3%			
53) % of staff experiencing harassment, bullying or abuse from other colleagues in the last 12 months	Number of Respondents%			57	14.0%	304	304	12.2%	12.2%			
54) % of staff saying that the last time they experienced harassment, bullying or abuse at work, they or a colleague reported it in the last 12 months	Number of Respondents%			21	61.9%	92	92	47.8%	47.8%			
55) % of staff believing that the Trust provides equal opportunities for career progression or promotion.	Number of Respondents%			37	56.8%	203	203	78.8%	78.8%			
56) % of Disabled staff, compared to non-disabled staff saying that they feel pressure from their manager to come to work, despite not feeling well enough to perform their duties.	Number of Respondents%			44	31.8%	176	176	16.5%	16.5%			
57) % of Disabled staff, compared to non-disabled staff saying that they are satisfied with the extent to which their organisation values their work.	Number of Respondents%			58	58.6%	309	309	53.3%	53.3%			
58) % of Disabled staff saying that their employer has made adequate adjustment(s) to enable them to carry out their work.	Number of Respondents%			34	82.4%	34	34	82.4%	82.4%			

9a	a) The staff engagement score for Disabled staff, compared to non-disabled staff and the overall engagement score for the organisation.	59	The staff engagement score for Disabled staff, compared to non-disabled staff and the overall engagement score for the organisation.	58	58	7.3	310	7.4	7.4	7.3	310	7.4	7.4	7.3	310	7.3	7.3
9b	b) Has your Trust taken action to facilitate the voices of Disabled staff in your organisation to be heard? (yes or no) Note: For your Trust's response to b) if yes, please provide at least one practical example of current action being taken in the relevant section of your WDES annual report. If no, please include the reasons for this in the relevant section of your WDES annual report. Examples are listed in the WDES technical guidance.	60	Has your Trust taken action to facilitate the voices of Disabled staff in your organisation to be heard? (yes or no)	No	59	7.3	310	7.4	7.4	7.3	310	7.4	7.4	7.3	310	7.3	7.3
10	Percentage difference between the organisation's Board voting membership and its organisation's overall workforce, disaggregated: - By Voting membership of the Board The data for this metric should be a snapshot as of 31st March 2019	61-78	<p>61 Total Board members</p> <p>62 of which: Voting Board members</p> <p>63 Non-Voting Board members</p> <p>64 Total Board non-voting members</p> <p>65 of which: Executive Board members</p> <p>66 Non-Executive Board members</p> <p>67 Number of staff in overall workforce</p> <p>68 Voting Board Member - % by Disability</p> <p>69 Non-Voting Board Member - % by Disability</p> <p>70 Executive Board Member - % by Disability</p> <p>71 Non-Executive Board Member - % by Disability</p> <p>72 Overall workforce - % by Disability</p> <p>73 Difference (Total Board - Overall workforce)</p> <p>74 Difference (Voting membership - Overall Workforce)</p> <p>75 Difference (Executive membership - Overall Workforce)</p> <p>76 Difference (Executive membership - Overall Workforce)</p>	<p>0</p> <p>0</p> <p>0</p> <p>0</p> <p>0</p> <p>24</p> <p>483</p> <p>0%</p> <p>0%</p> <p>0%</p> <p>0%</p> <p>0%</p> <p>0%</p> <p>60%</p> <p>-3%</p> <p>-40%</p> <p>-40%</p>	58	7.3	310	7.4	7.4	7.3	310	7.4	7.4	7.3	310	7.3	7.3

Report to	Date
Board of Directors	24 September 2019

The Trust Constitution

Executive Summary

The board of directors were made aware that a review had been undertaken of the constitution. The director of HR and corporate governance and an independent consultant proposed a number of amendments and additions to bring the document up to date with current legislation and to better reflect the new model document.

Members of both the board of directors and council of governors were given the opportunity to comment or suggest changes over the summer period.

Four sets of comments (three from the council and one from the board) were received which were considered and incorporated where appropriate.

The board of directors will receive a presentation of the substantive changes.

Recommendation to the Board

Members of the Board of Directors are asked to note this paper and then vote on whether or not to adopt the revisions.

Trust strategic objectives supported by this paper

Finance and Governance

Author

Responsible Executive Director

Director of HR & Corporate Governance

Trust Chair

Constitution, Election Rules, Standing Orders

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Constitution, Election Rules and Standing Orders

1. Name

1.1 The name of the foundation trust is **The Tavistock and Portman NHS Foundation Trust** (the Trust).

2. Principal and other purposes

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

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

2.3 The Trust may provide goods and services for any purposes related to –

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

2.3.2 the promotion and protection of public health.

2.4 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.

2.5 Other purposes shall include:

2.5.1 the provision of the highest quality mental health training for staff from a range of professional backgrounds, with a focus on human relations skills;

2.5.2 to expand the numbers of trained staff available nationally to support the greater provision of excellent services and to strengthen the recruitment of well-trained staff from ethnic minorities and other under-represented groups;

2.5.3 to use the Trust's knowledge of groups and organisations to expand understanding of how organisations work;

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2.5.4 to extend the Trust's consultancy services to provide help to organisations in the NHS, the wider public sector, and to private industry and commerce;

2.5.5 to take a leading role in influencing mental health policy, both locally and nationally, focusing on children and adolescent services, and adult and forensic psychotherapies; and

2.5.6 to draw on the Trust's research strength to provide new clinical methods, new services and new ways of delivering care, while increasing the evidence base for all services.

3. Powers

3.1 The powers of the Trust are set out in the National Health Service Act 2006 (as amended), subject to any restrictions in the Terms of Authorisation.

3.2 The Board of Directors, on behalf of the Trust, shall exercise all powers of the Trust.

3.3 Subject to any restriction contained in this Constitution, any of these powers may be delegated to a committee of Directors, or to an Executive Director.

4. Governance Framework

4.1 The affairs of the Trust are to be conducted by the Board of Directors, the Council of Governors and the members in accordance with this Constitution and each shall have their roles and responsibilities set out in this Constitution.

4.2 Members

4.3 The Members of the Trust are those individuals who are entered in to the Register of Members.

4.4 Members may attend and participate at Members meetings, vote in elections to, and stand for election to the Council of Governors, and take

Page 6 of 132

such other part in the affairs of the Trust as is provided in this Constitution.

4.5 Council of Governors

4.5.1 The roles and responsibilities of the Council of Governors are at a meeting.

4.5.1.1 To appoint or remove the Chair and the other Non-Executive Directors;

4.5.1.2 To approve an appointment (by the Non-Executive Directors) of the Chief Executive;

4.5.1.3 To decide the remuneration and allowances, and the other terms and conditions of office, of the Non-Executive Directors;

4.5.1.4 To appoint or remove the Trust's Auditor;

4.5.1.5 To be presented with the Annual Accounts, any report of the Auditor on them and the Annual Report;

4.5.1.6 To provide their views to the Board of Directors when the Board of Directors is preparing the Trust's Forward Plan;

4.5.1.7 To respond as appropriate when consulted by the Board of Directors in accordance with this Constitution;

4.5.1.8 To undertake such functions as the Board of Directors shall from time to time request.

4.6 Council of Governors: Duties of Governors

4.6.1 The general duties of the Council of Governors are:

4.6.1.1 To hold the Non-Executive Directors individually and collectively to account for the performance of the Board of Directors; and

4.6.1.2 To represent the interests of the Members of the Trust as a whole and the interest of the public.

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

4.7 Board of Directors

4.7.1 The business of the Trust is to be managed by the Board of Directors, who shall exercise all the powers of the Trust in accordance with the provisions of this Constitution.

4.8 Board of Directors – General Duty

4.8.1 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.

4.9 Constituencies

4.9.1 Every Member is a Member of one of the following Constituencies:

4.9.1.1 the Public Constituency;

4.9.1.2 the Staff Constituency;

4.9.1.3 the Service User and Carer Constituency, or

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Formatted: Indent: Left: 1 cm, No bullets or numbering	Formatted: Indent: Left: 1 cm, No bullets or numbering
Deleted: <#> The Trust shall have four two Membership Constituencies, a Board of Directors, and a Council of Governors, who are to have roles as set out in this Constitution. Individuals wishing to serve on the Council of Governors or Board of Directors must abide by the Nolan Principles and any code of conduct as may be adopted by the Boards of Directors and Council of Governors. ¹	Deleted: <#> ¹
Deleted: <#> ¹ Membership ¹	Deleted: <#> ¹
1 No Member may represent himself, in writing or verbally, as belonging to any category of membership of the Trust. ¹	1 No Member may represent himself, in writing or verbally, as belonging to any category of membership of the Trust. ¹
1 in a manner which could associate the Trust with personal opinions expressed by the Member. ¹	1 in a manner which could associate the Trust with personal opinions expressed by the Member. ¹
1 where this might be misconstrued as a title, or ¹	1 where this might be misconstrued as a title, or ¹
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4.9.1.4 the Student Constituency.

5. Application for Membership

5.1 Any individual, other than a member of staff, who is eligible to become a Member of the Trust by virtue of paragraphs 6.8 or 9, may do so on application to the Trust.

5.2 Any person who has caused significant harm to an NHS staff member (physical assault, violence or serious harassment) will be deemed ineligible.

6. Public Constituency

6.1 An individual over the age of 14 who lives in the areas specified in Annex 7 as the area for a Public Constituency may become or continue as a Member of the Trust.

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

6.3 The Public Constituency shall be divided into three descriptions of individuals who are eligible for membership of the Public Constituency, each description of individuals being specified within Annex 7 and being referred to as a class within the Public Constituency.

6.4 The minimum number of Members in the Public Constituency is specified in Annex 7.

7. Staff Constituency

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

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

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

7.2 Individuals who exercise functions for the purposes of the Trust, otherwise than under a contract of employment with the Trust, may become or continue as Members of the Staff Constituency provided such individuals have exercised these functions continuously for a period of at least twelve months.

7.3 Those individuals who are eligible for membership of the Trust as described in paragraphs 7.1 and 7.2, are referred to collectively as the Staff Constituency.

7.4 The Staff Constituency shall be divided into three descriptions of individuals who are eligible for membership of the Staff Constituency, each description of individuals being specified within Annex 7 and being referred to as a class within the Staff Constituency.

7.5 The minimum number of Members in each class of the Staff Constituency is specified in Annex 7.

7.6 An individual who is:

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

7.6.2 invited by the Trust to become a Member of the Staff Constituency and a Member of the appropriate class within the Staff Constituency,

7.7 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 he informs the Trust that he does not wish to do so.

8. Service User and Carer Constituency

8.1 Members of the Service User and Carer Constituency shall be individuals who:

- 8.1.1 Are ~~Service Users or Service User Carers~~.
- 8.1.2 are not eligible to become a Member of the Staff Constituency and are not Members of any other Membership Constituency and are not otherwise disqualified ~~from~~ membership.
- 8.1.3 have made an application to the Trust to become a Member and whose name has been entered on the Register of Members in accordance with paragraph ~~33 below~~.
- 8.1.4 are not less than 14 years of age at the time of their application to become a Member.

8.2 A Service User is an individual whose name is recorded as a service user on the Trust's clinical administration system or other record maintained by the Trust for the purposes of identifying service users of the Trust and to whom the Trust has ~~provided clinical services or treated~~ as a service user within the period of five years immediately prior to that person applying to become a Member. A person ceases to be a Service User when five years have elapsed since his last attendance at the Trust as a service user.

8.3 A Service User Carer is an individual who:

- 8.3.1 is not less than 14 years of age at the date of applying to become a member; and

- 8.3.2 provides care on a regular basis for a Service User who has not attained the age of 14 years or who is by reason of physical or mental incapacity unable to discharge the functions of a Member; and
- 8.3.3 does not (as set out in Paragraph 3(6) of Schedule 7 to the 2006 Act) provide that care.

8.3.3.1 By virtue of a contract of employment or other contract with any person; or

8.3.3.2 as a volunteer for a voluntary organisation; and

8.3.4 has either been:

8.3.4.1 nominated by that Service User as his Service User Carer for the purposes of this paragraph and has been accepted by the Trust as that Service User's Carer for that purpose; or

8.3.4.2 has been accepted by the Trust as a Service User Carer for the purposes of this paragraph where the Service User is under 14 years of age or lacks the legal or mental capacity to nominate that individual as his Service User Carer and the Trust has to the extent that it is reasonably practicable to do so consulted with that Service User as to his wishes and has then agreed to treat that individual as the Service User Carer for the purposes of this paragraph provided the individual has agreed in writing to act in that capacity and he is otherwise qualified in accordance with this paragraph.

8.3.5 An individual shall not be eligible to apply to become a Member as a Service User Carer or to continue as a Member as a Service User Carer if:

- 8.3.5.1 the Service User has withdrawn his nomination of that individual under 8.3.4.1 as his Service User Carer; or
- 8.3.5.2 the Service User on whose behalf he is a Service User Carer is ineligible or disqualified from membership under paragraph 14; or

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8.3.5.3 When paragraph 8.3.4.2 applies, the Service User becomes capable of discharging the functions of a Member and attains the age of 14 years of age.

9. Student Constituency

9.1 Members of the Student Constituency shall be individuals who

9.1.1 are a Students (as defined in paragraph 9.2) on a Trust education programme that last two years or longer.

9.1.2 are not eligible to become a Member of the Staff Constituency and are not Members of any other Membership Constituency and are not otherwise disqualified from membership.

9.1.3 have made an application to the Trust to become a Member and whose name has been entered on the Register of Members in accordance with paragraph 5.1; and

9.1.4 are not less than 14 years of age at the time of their application to become a Member.

9.2 A Student is an individual whose name is recorded as a student on the Trust's student information system or other record maintained by the Trust for the purposes of identifying students of the Trust and who has been registered as a student within the last three years.

9.3 An individual shall not be eligible to apply to become a Member as a Student or to continue as a Member as a Student if:

9.3.1 the individual is a Member of some other Membership Constituency or Class of Membership Constituency under this Constitution; or

9.3.2 three years have elapsed since the completion by the individual of an education programme at Trust; or

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9.3.3 the Student is ineligible or disqualified from Membership under paragraph 14.

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10. Restriction on Membership

10.1 An individual who is a Member of the Public Constituency, or of a class within that Constituency, may not while membership of that Constituency or class continues, be a Member of any other Constituency or class.

10.2 An individual who satisfies the criteria for membership of the Staff Constituency, or of a class within that Constituency, may not while membership of that Constituency or class continues, be a Member of any other Constituency or class.

10.3 An individual who satisfies the criteria for membership of the Service User Constituency, or of a class within that Constituency, may not while membership of that Constituency or class continues, be a Member of any other Constituency or class.

10.4 An individual who satisfies the criteria for membership of the Student Constituency, or of a class within that Constituency, may not while membership of that Constituency or class continues, be a Member of any other Constituency or class.

10.5 An individual must be at least 14 years of age to become a Member.

10.6 A person may be disqualified from Membership, or may have their Membership revoked if:

10.6.1 in the opinion of the Council of Governors, they have acted in a way that is detrimental to the interests of the Trust, for example committed an act of verbal or physical abuse against a member of Trust staff; or

10.6.2 No Member may represent himself in writing or verbally, as belonging to any category of membership of the Trust.

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10.6.2.1 in a manner which could associate the Trust with personal opinions expressed by the Member;

10.6.2.2 where this might be misconstrued as a title; or

10.6.2.3 when this might imply a professional qualification. It is emphasised that the letters MTPET, or similar, must not be used in such a way.

10.6.3 This prohibition shall not apply to a factual statement of any type of membership of the Trust in the appropriate paragraphs of books of reference or in a curriculum vitae.

10.6.4 Other than staff members, no Member may designate the Trust as his personal or professional postal address in any published work or in any communication to the media.

10.7 The Trust Secretary or any other person appointed to perform the duties of the Trust Secretary, shall remove from the Register of Members the name of any Member who ceases to be entitled to be a Member under the provisions of this Constitution.

10.8 Meetings

10.8.1 The Trust will hold an Annual General Meeting for the purposes of communicating progress and plans of the Trust and to explore other matters of interest to Members as set out in the notice of meeting. The Annual General Meeting shall be open to members of the public.

10.8.2 At least one member of the Board of Directors must attend the meeting and present the following documents to the Members at the meeting: the Annual Accounts; any report of the Auditor on them; and the Annual Report.

10.8.3 The Trust may hold other meetings of Members from time to time.

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11. Council of Governors - composition

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

11.2 The composition of the Council of Governors is specified in Annex 1.

11.3 The members of the Council of Governors, other than the members appointed by the bodies listed in section 2 of Annex 1, shall be drawn from the membership of the Trust and 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 section 1 of Annex 1.

12. Council of Governors - election of Governors and in-term vacancies

12.1 Elections for elected members of the Council of Governors shall be conducted in accordance with the Model Rules for Elections, as published from time to time, by the Department of Health and Social Care. Any subsequent variation by the Department of Health and Social Care does not constitute a variation to the terms of this Constitution for the purpose of paragraph 44.

12.2 The Model Rules for Elections form part of this Constitution and are set out in Annex 2.

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

12.4 Should vacancies arise during a term of office, the unsuccessful candidate with the highest number of votes at the last stage of the count of the previous election shall be deemed elected and shall hold office until the end of the original term: if there are no candidates available, then a by-election shall be called provided there is at least a year and a day remaining from the announcement of results until the term of office expires, otherwise the seat shall be left vacant.

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12.5 The Returning Officer under the Model Rules of Elections shall maintain a record of votes cast at each election under the Model Rules of Elections for the above purposes and the Returning Officer shall conduct or shall oversee the conducting of the process set out in paragraphs 12.3 above.

12.6 No proceedings of the Council of Governors shall be invalidated by any vacancy in its membership or any defect in the appointment or election of any Governor.

13. Council of Governors – tenure

13.1 An elected Governor may hold office for a period of up to three years.

13.2 An elected Governor shall cease to hold office if he ceases to be a Member of the Constituency or Class by which he was elected.

13.3 An elected Governor shall be eligible for re-election at the end of his first term. However, no Governor may stand for election having served two terms or six years, whichever is the less.

13.4 An appointed Governor may hold office for a period of up to three years.

13.5 An appointed Governor shall cease to hold office ~~terminates the appointment and in such circumstances the appointing organisation shall notify the Trust Secretary of such termination.~~

13.6 An appointed Governor shall be eligible for re-appointment at the end of his first term. However, no Governor may be re-appointed having served two terms or six years, whichever is the less.

13.7 Governors shall sign a declaration entitling them to vote at meetings, see Council of Governors Standing Orders 10 set out in ~~Annex 3~~.

14. Council of Governors – disqualification and removal

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

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

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

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

14.1.4 a person who has caused significant harm to any member of NHS staff;

14.1.5 he is a person whose term of office of office as the chair or as a member or director of a Health Service Body has been terminated because his appointment is not in the interests of the health service, for non-attendance at meetings, or for non-disclosure of a pecuniary interest;

14.1.6 he has had his name removed from a list maintained under regulations pursuant to sections 91, 106, 123 or equivalent lists maintained by local Health Boards in Wales under the National Health Service (Wales) Act 2006, and he has not subsequently had their name included in such a list;

14.1.7 he is a subject of a sex offender order.

14.1.8 he has been dismissed from employment by a Health Service Body other than by reason of redundancy of

14.1.9 he is incapable of managing and administering his property and affairs because of mental disorder, illness or injury.

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14.2 Governors must be at least 18 years of age at the date they are nominated for election or appointment.

14.3 Governors will be subject to removal for the following reasons:

14.3.1 failure to attend more than two consecutive meetings without satisfactory explanation to the Trust Chair;

14.3.2 making false declaration for any purpose of this Constitution or the 2006 Act; and

14.3.3 conduct that 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 otherwise in a manner inconsistent with continued membership of the Council of Governors.

14.3.4 serious breach of the Governor's Code of Conduct.

14.4 Removal shall be on the recommendation of the Trust Chair and should require the approval of at least two-thirds of the Governors present, the Governor concerned not being eligible to participate in such a vote and voting at a general meeting of the Council of Governors being absent from the room whilst it takes place. If a Governor is removed from office, then he is not eligible to stand for re-election as a Governor for a period of for a period of three years from the date of such removal. A decision for termination should be effective notwithstanding any reference to dispute resolution.

14.5A Governor may resign from that office at any time during the term of that office by giving notice in writing to the Trust Secretary whereupon that individual shall cease to hold office.

14.6 A Governor shall cease to hold office on their death.

15. Council of Governors – meetings of Governors.

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13.1. The general duties of the Council of Governors are:

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

153.1.2 to represent the interests of the members of the Trust as a whole and the interests of the public;

153.2. The Trust shall take steps to ensure that the governors are equipped with the skills and knowledge they require in their capacity as such;

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15.1 The Trust Chair or, in his absence, the Deputy Trust Chair, shall preside at meetings of the Council of Governors.

15.2 All meetings of the Council of Governors are to be general meetings open to members of the public unless the Council of Governors decides otherwise in relation to a part of a meeting for reasons of commercial confidentiality or on other proper grounds. The Trust Chair may exclude any members of the public from a meeting of the Council of Governors if they are interfering with or prevent the proper conduct of the meeting.

15.3 There shall be not less than three general meetings of the Council of Governors each year.

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

16. Council of Governors – Standing Orders

16.1 The Standing Orders for the practice and procedure of the Council of Governors, as may be varied from time to time, are set out in Annex 3.

17. Council of Governors – conflicts of interest of Governors

17.1 If a Governor has a pecuniary, personal or family interest, whether that interest is actual or potential, and whether that interest is direct or indirect, in any proposed contract or other matter which is under consideration or is to be considered by the Council of Governors, the Governor shall disclose that interest to the members of the Council of Governors as soon as he becomes aware of it. The Council of Governors' Standing Orders set out in Annex 3, 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.

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15.1. In this paragraph, the Panel means a panel of persons appointed by Monitor to which a governor of an NHS foundation trust may refer a question as to whether the Trust has or is failing –

To act in accordance with its constitution, or

To act in accordance with the provision made by or under Chapter 3 of the 2006 Act

15.2. A governor may refer a question to the Panel, only if a vote by a majority of the members of the Council of Governors voting approve the referral.

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18. Council of Governors – expenses

18.1 The Trust may pay travelling and other expenses to members of the Council of Governors at rates determined by the Trust. These rates are to be disclosed in the Annual Report and Accounts.

19. Board of Directors – composition

19.1 The Trust is to have a Board of Directors, which shall comprise both Executive and Non-Executive Directors.

19.2 The Board of Directors is to comprise:

19.2.1 a Non-Executive Trust Chair;

19.2.2 up to five other Non-Executive Directors; and

19.2.3 up to five Executive Directors.

20.3 Other Directors of the Trust will attend on a regular basis.

20. Board of Directors – qualification for appointment as a Non-Executive Director

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

20.1.1 he is a Member of the Public Constituency, Service User or Carer Constituency, or Student Constituency; or

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

20.1.3 he is not disqualified by virtue of paragraph 2.7 below.

21. Board of Directors – appointment and removal of Trust Chair and other Non-Executive Directors

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One of the Executive Directors shall be the Chief Executive. 1

The Chief Executive shall be the Accounting Officer. 1

One of the Executive Directors shall be the Finance Director. 1

One of the Executive Directors is to be a registered medical practitioner. 1

19.7 One of the Executive Directors shall be the Director of Education and Training/ Dean of Postgraduate Studies. 1

One of the Executive Directors shall be the Director of Quality and Patient Experience. 1

One of the Executive Directors shall be the Director of Children, Young Adults and Family Services (CYAF); this Executive Director will be a non-voting Executive Director. 1

One of the Executive Directors shall be the Director of Adult and Forensic Services; this Executive Director will be a non-voting Executive Director. 1

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One of the Executive Directors is to be a registered nurse or a registered midwife; this Executive Director will be non-voting Executive Director. 1

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210.1. 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. 1

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21.1 The Council of Governors at a general meeting of the Council of Governors shall appoint or remove the Trust Chair and the other Non-Executive Directors, in the case of the appointment, subject to the approval of a majority of members of the Council of Governors present and voting at the meeting, and in the case of removal of the Trust Chair or another Non-Executive Director, subject to approval of three-quarters of the members of the Council of Governors voting at the meeting.

22. Board of Directors – appointment of Deputy Trust Chair

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

23. Board of Directors – appointment of Senior Independent Director

23.1 The Board of Directors shall appoint one of the independent Non-Executive Directors as Senior Independent Director, having first consulted with the Council of Governors. The role of the Senior Independent Director is set out in section 4 of Annex 4.

24. Board of Directors – appointment and removal of the Chief Executive and other Executive Directors

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

24.2 The appointment of the Chief Executive shall require the approval of a majority of the Council of Governors present and voting at a general meeting.

24.3 A committee consisting of the Chair, the Chief Executive and the other Non-Executive Directors shall appoint or remove the other Executive Directors.

25. Board of Directors – disqualification

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

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

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

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

25.1.4 a person who has caused significant harm to any member of NHS staff;

25.1.5 he is a person whose term of office as the chair or as a member or director of a Health Service Body has been terminated because his appointment is not in the interests of the health service, for non-attendance at meetings, or for non-disclosure of a pecuniary interest;

25.1.6 he has had his name removed from a list maintained under regulations pursuant to sections 91, 106, 123 or equivalent lists maintained by local Health Boards in Wales under the National Health Service (Wales) Act 2006, and he has not subsequently had their name included in such a list;

25.1.7 if a Non-Executive Director ceases to be a member of the public constituency, the service user or carer constituency or the student constituency;

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

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25.1.9 he is incapable of managing and administering his property and affairs because of mental disorder, illness or injury.

25.2 Directors will be subject to removal for the following reasons:

25.2.1 failure to attend more than two consecutive meetings without satisfactory explanation to the Trust Chair;

25.2.2 making false declaration, for any purpose, of this Constitution or the 2006 or 2012 Acts;

25.2.3 conduct that 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 otherwise in a manner inconsistent with continued membership of the Board of Directors.

25.3 With regard to Non-Executive Directors, removal is subject to the provisions of paragraph 2.3. With regard to the Chief Executive, removal is subject to the provisions of paragraph 2.5. A decision for termination should be effective notwithstanding any reference to dispute resolution.

26. Board of Directors - meetings

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

26.2 Before holding a meeting, the Board of Directors must send a copy of the agenda of the meeting to the members of 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.

27. Board of Directors - Standing Orders

27.1 The Standing Orders for the practice and procedure of the Board of Directors, as may be varied from time to time, are set out in Annex 4.

28. Board of Directors - conflicts of interest of Directors

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28.1 The duties that a Director has by virtue of being a Director include in particular –

28.1.1 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;

28.1.2 a duty not to accept a benefit or advantage from a third party by reason of being a director or doing (or not doing) anything in that capacity.

28.2 The duty referred to in sub-paragraph 30.1.1 is not infringed if –

28.2.1 the situation cannot reasonably be regarded as likely to give rise to a conflict of interest, or

28.2.2 the matter has been authorised in accordance with the Constitution.

28.3 The duty referred to in sub-paragraph 30.1.2 is not infringed if acceptance of the benefit or advantage cannot reasonably be regarded as likely to give rise to a conflict of interest.

28.4 In sub-paragraph 30.1.2, “third party” means a person other than –

28.4.1 the Trust, or

28.4.2 a person acting on its behalf.

28.5 If a Director has in any way a direct or indirect interest in a proposed transaction or arrangement with the Trust, the Director must declare the nature and extent of that interest to the other Directors.

28.6 If a declaration under this paragraph proves to be, or becomes, inaccurate, incomplete, a further declaration must be made.

28.7 Any declaration required by this paragraph must be made before the Trust enters into the transaction or arrangement.

28.8 This paragraph does not require a declaration of an interest of which

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the Director is not aware or where the Director is not aware of the transaction or arrangement in question.

28.9 A Director need not declare an interest –

28.9.1 if it cannot reasonably be regarded as likely to give rise to a conflict of interest;

28.9.2 if, or to the extent that, the Directors are already aware of it;

28.9.3 if, or to the extent that, it concerns terms of the Director's appointment that have been or are to be considered –

28.9.3.1 by a meeting of the Board of Directors, or

28.9.3.2 by a committee of the Directors appointed for the purpose under the Constitution.

29. Board of Directors – remuneration and Terms of Office

29.1 The Council of Governors at a general meeting shall decide the remuneration and allowances, and the other terms and conditions of office, of the Trust Chair and the other Non-Executive Directors. The Trust Chair shall not be present during discussions relating to the Trust Chair's pay. A temporary chair may be elected for this part of the meeting if the Deputy Trust Chair is not available.

29.2 The Trust shall establish a committee of Non-Executive Directors to decide the remuneration and allowances, and the other terms and conditions of office, of the Chief Executive and other Executive Directors.

30. Interaction between the Board of Directors and Council of Governors

30.1 The Board of Directors will cooperate with the Council of Governors as far as possible in order to comply with the Regulatory Framework in all respects and in particular in relation to matters set out within the Constitution.

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30.2 The Board of Directors, having regard to the views of the Council of Governors, are to prepare the Forward Plan in respect of each Financial Year to be given to the Regulator.

30.3 The Board of Directors are to present to the Council of Governors at a general meeting the Annual Accounts, any report of the auditor on them, and the Annual Report.

30.4 The Annual Report is to give information on any steps taken by the Trust to secure that (taken as a whole) the actual membership of its Public Constituency is representative of those eligible for such membership.

30.5 In order to comply with the Regulatory Framework in all respects and in particular in relation to the matters which are set out above, the Council of Governors may request that a matter which relates to Annual Accounts or the Forward Plan is included on the agenda for a meeting of the Board of Directors. If the Council of Governors so desires, they shall make their request in writing to the Trust Chair at least fourteen (14) days before the meeting of the Board of Directors. The Trust Chair shall decide whether the matter is appropriate to be included on the agenda.

31. Registers

31.1 The Trust shall have:

a Register of Members showing, in respect of each Member, the Constituency to which he belongs and, where there are classes within it, the class to which he belongs;

31.1.1 a Register of Members of the Council of Governors;

31.1.2 a Register of Governors' Interests;

31.1.3 a Register of Members of the Board of Directors;

31.1.4 a Register of Directors' Interests.

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31.2 Provisions relating to the registers are set out in Annex 5.

32. Registers – inspection and copies

32.1 The Trust shall make the Registers specified in paragraph 32.3, available for inspection by members of the public, except in the circumstances set out below or as otherwise prescribed by regulations, see Annex 5.

32.2 The Trust shall make any part of its Registers available for inspection by members of the public that shows names and Constituencies of:

32.2.1 any Member of the Service User and Service User Carer Constituency;

32.2.2 any other Member of the Trust, if he so requests;

32.3 So far as the Registers are required to be made available:

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

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

32.4 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.

33. Documents available for public inspection

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

33.1.1 a copy of the current Constitution;

33.1.2 a copy of the latest annual accounts and of any report of the Auditor on them;

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The Trust Secretary, or any other person appointed to perform the duties of the secretary, shall remove from the Register of Members the name of any Member who ceases to be entitled to be a Member under the provisions of this Constitution.

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33.1.3 a copy of the latest Annual Report.

33.2 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:

33.2.1 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.

33.2.2 a copy of any report laid under section 65D (appointment of trust special administrator) of the 2006 Act.

33.2.3 a copy of any information published under section 65D (appointment of trust special administrator) of the 2006 Act.

33.2.4 a copy of any draft report published under section 65F (administrator's draft report) of the 2006 Act.

33.2.5 a copy of any statement provided under section 65F (administrator's draft report) of the 2006 Act.

33.2.6 a copy of any notice published under section 65F (administrator's draft report), 65C (consultation plan), 65H (consultation requirements), 65J (power to extend time), 65KA (Monitor's decision), 65KB (Secretary of State's response to Monitor's decision), 65KC (action following Secretary of State's rejection of final report) or 65KD (Secretary of State's response to re-submitted final report) of the 2006 Act.

33.2.7 a copy of any statement published or provided under section 65C (consultation plan) of the 2006 Act.

33.2.8 a copy of any final report published under section 65I (administrator's final report).

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33.2.9 a copy of any statement published under section 65J (power to extend time) or 65KC (action following Secretary of State's rejection of final report) of the 2006 Act.

33.2.10 a copy of any information published under section 65M (replacement of trust special administrator) of the 2006 Act.

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

34. Auditor

34.1 The Trust shall have an Auditor.

34.2 The Council of Governors shall appoint or remove the Auditor at a general meeting of the Council of Governors.

35. Audit Committee

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

36. Accounts

36.1 The Trust must keep proper accounts and proper records in relation to the accounts.

36.2 The Regulator may with the approval of the Secretary of State give directions to the Trust as to the content and form of its accounts.

36.3 The accounts are to be audited by the Auditor.

36.4 The Trust shall prepare, in respect of each financial year, Annual Accounts in such form as the Regulator may, with the approval of the Secretary of State, direct. The functions of the Trust with respect to the

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33.1.3 a copy of the latest Annual Report.

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preparation of the ~~Annual Accounts~~ shall be delegated to the Accounting Officer.

37. Annual Report, Forward Plan and Non-NHS Work

37.1 The Trust shall prepare an Annual Report and send it to the Regulator.

37.2 The Trust shall give ~~the Forward Plan~~ in respect of each ~~Financial Year~~ to the Regulator

37.3 ~~The Forward Plan~~ shall be prepared by the Directors.

37.4 ~~The Forward Plan~~ shall have regard to the views of the Council of Governors.

37.5 Each ~~Forward Plan~~ must include information about:

the activities other than the provision of goods and services for the purposes of the health service ~~(identified in paragraphs XX)~~ in England that the Trust proposes to carry on, and

37.5.1 the income it expects to receive from doing so.

37.6 Where a ~~Forward Plan~~ contains a proposal that the Trust carry on an activity of a kind mentioned in paragraph ~~40.3.1~~, the Council of Governors must:

37.6.1 determine whether it is satisfied that the carrying on of the activity will not to any significant extent interfere with the fulfilment by the Trust of its principal purpose or the performance of its other functions, and

37.6.2 notify the ~~Board of Directors~~ of the Trust of its determination.

37.7 If the Trust proposes to increase by ~~five per cent~~ 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 ~~(identified in paragraphs XXX)~~ it may implement the proposal only if more than half of the members of the Council of Governors ~~present and voting~~ approve its implementation.

38. Meeting of the Council of Governors to consider Annual Accounts and reports

38.1 The following documents are to be presented to the Council of Governors at a general meeting of the Council of Governors:

38.1.1 the ~~Annual Accounts~~;

38.1.2 any report of the Auditor on them, and

38.1.3 the Annual Report.

39. Instruments

39.1 The Trust shall have a seal.

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

40. Indemnity

40.1 Members of the Council of Governors ~~and of the Board of Directors and the Trust Secretary who act honestly and in good faith will not have to meet out of their personal resources any personal civil liability which is incurred in the execution or purported execution of their respective functions, save where they have acted recklessly. Any costs arising in this way will be met by the Trust.~~

40.2 The Trust may make such arrangements as it considers appropriate for the provision of indemnity insurance or similar arrangement for the benefit of the Trust, Governors, Directors and the Secretary to meet all or any liabilities which are properly the liabilities of the Trust under paragraph 43.1 above.

41. Amendments to the Constitution

41.1 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:

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

41.2.1 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.

41.2.2 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.

41.3 Amendments by the Trust of its Constitution are to be notified to the Regulator.

42. Mergers, Acquisitions and Separations and "Significant Transactions"

42.1 The Trust may only apply for a merger, acquisition, separation or dissolution with the approval of more than half of the members of the Council of Governors.

42.2 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.

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42.3 The Constitution does not contain any descriptions of the term 'significant transaction' for the purposes of section 51A of the 2006 Act (Significant Transactions).

43. Interpretation and definitions

43.1 Interpretations

43.1.1 Unless a contrary intention is evident or the context requires otherwise, words or expressions contained in this Constitution shall bear the same meaning as provided by the 2006 Act or the 2012 Act.

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

43.1.3 Save as permitted by law, at any meeting the Trust Chair shall be the final authority on the interpretation of this Constitution (on which he should be advised by the Trust Secretary).

43.1.4 Any expression to which a meaning is given in the 2006 or 2012 Acts or in the Regulations or Orders made under the Act shall have the same meaning in this interpretation and in addition:

43.2 Definitions

43.2.1 "the 2006 Act" is the National Health Service Act 2006 (as amended);

43.2.2 "the 2012 Act" is the Health and Social Care Act 2012;

43.2.3 "the Accounting Officer" is the person who, from time to time, discharges the functions specified in paragraph 25(5) of Schedule 7 to the National Health Service Act 2006;

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43.2.4.4 "Annual Accounts" shall mean those accounts prepared by the Trust pursuant to paragraph 25 of Schedule 7 to the 2006 Act;

43.2.5 "Annual General Meeting" has the meaning ascribed to it in paragraph 77 of this Constitution;

43.2.6 "Annual Report" shall mean a report prepared by the Trust pursuant to paragraph 25 of Schedule 7 to the 2006 Act;

43.2.7 "Auditor" shall mean the auditor of the Trust appointed by the Council of Governors pursuant to paragraph 7.1 and 7.2 of this Constitution;

43.2.8 "BOSCO" shall mean the Board of Directors' Standing Orders;

43.2.9 "Board of Directors" shall mean the Board of Directors as constituted in accordance with this Constitution;

43.2.10 "Council of Governors" shall mean the Trust Chair and Governors, appointed and elected;

43.2.11 "CGSO" shall mean the Council of Governors' Standing Orders;

43.2.12 "Chief Executive" shall mean the chief executive officer of the Trust;

43.2.13 "committee" shall mean a committee appointed by the Trust;

43.2.14 "committee members" shall be persons formally appointed by the Trust to sit on, or to chair, specific committees;

43.2.15 "Constitution" means this Constitution and all annexes to it;

43.2.16 "Deputy Trust Chair" shall mean the Non-Executive Director appointed by the Council of Governors to take on the Trust Chair's duties if the Trust Chair is absent for any reason;

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43.2.17 "Director" shall mean a member of the Board of Directors;

43.2.18 "Director of Finance" shall mean the chief finance officer of the Trust;

43.2.19 "Executive Director" shall mean an executive member of the Board of Directors;

43.2.20 "Financial Year" shall mean:

43.2.20.1 _____ period beginning with the date in which the Trust is authorised and ending with the next 31 March, and

43.2.20.2 _____ each successive period of 12 months beginning with 1 April;

43.2.21 "Forward Plan" means the document prepared by the Trust pursuant to paragraph 2.7 of Schedule 7 to the 2006 Act;

43.2.22 "funds held on trust" shall mean those funds that the Trust holds at its date of incorporation, receives on distribution by statutory instrument, or chooses subsequently to accept under powers derived from the 2006 Act. Such funds may or may not be charitable;

43.2.23 "Governors Code of Conduct" means the Code of Conduct for Governors, as amended from time to time and subscribed to by all Governors;

43.2.24 "Health Service Body" shall have the meaning ascribed to NHS Body in Section 275 of the 2006 Act;

43.2.25 "Model Rules for Elections" shall mean the election rules set out in Annex 2;

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43.2.26 "motion" shall mean a formal proposition to be discussed and voted on during the course of a meeting;

43.2.27 "nominated officer" shall mean an officer charged with the responsibility for discharging specific tasks within BDSOs and Standing Financial Instructions;

43.2.28 "Non-Executive Director" shall mean a Non-Executive Director of the Trust;

43.2.29 "officer" shall mean an employee of the Trust;

43.2.30 "patient" shall mean a person who has been assessed and is on a waiting list, a person who is receiving treatment; and/or a person who is not receiving treatment but has not been discharged;

43.2.31 "public" shall mean persons who would be entitled to treatment (that is, those satisfying national residency criteria that could at any time be referred and accepted for treatment); or a resident EU citizen or taxpayer of the areas served;

43.2.32 "the Regulator" is the body corporate known as Monitor, the Foundation Trust Regulator (operating as part of NHS Improvement), as provided by Section 61 of the 2012 Act;

43.2.33 "staff" shall mean all those employed on permanent contracts, all those appointed on fixed term contracts of more than a year, people who have been continuously employed for more than twelve months, honorary staff working more than 10 hours per week on average or earning more than £5000pa, contractors (e.g. canteen staff), those employed by other organisations but working at the Trust (e.g. researchers, staff in service units);

43.2.34 "Terms of Authorisation" are the terms of authorisation issued by the Regulator under Section 35 of the National Health Service Act 2006;

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43.2.35 "the Trust" shall mean the Tavistock and Portman NHS Foundation Trust, the head office of which is The Tavistock Centre, 120 Belsize Lane, London NW3 5BA;

43.2.36 "Trust Chair" shall mean the person appointed by the Governors under paragraph XX of this Constitution; and

43.2.37 "Trust Secretary" shall mean a person appointed by the Trust to perform the roles and responsibilities of the Trust Secretary as set out in this Constitution and appendix A of the Foundation Trust Code of Governance;

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Annex 1

Composition of the Council of Governors

1. Membership Constituencies and associated Elected Governors

1.1 The Public Constituency

Class	Governor Seats	Minimum Membership
All electoral wards within the area of the London Borough of Camden.	3	200
All electoral wards in all London Boroughs with the exception of Camden	6	200
The rest of England and Wales excluding all London Boroughs covered by the Greater London Authority.	2	200
Total	11	

1.2 The Staff Constituency

1.2.1 There will be three classes of the Staff Constituency.

Class	Governor Seats	Minimum Membership
Clinical	1	100
Academics	1	100
Administrative and Technical	1	5
Total	3	

1.3 The Service User and Service User Carer Constituency

Class	Governor Seats	Minimum Membership
Service User and Service User Carer	1	100

1.4 The Student Constituency

Class	Governor Seats	Minimum Membership
Student	1	100

2. Appointed Governors

Category	Governor Seats
Commissioners	
Camden Clinical Commissioning Group	1
Other Commissioning Body	1
Local Authorities	
London Borough of Camden	1
Partnership Organisations	
Voluntary Action Camden	1
University of Essex	1
University of East London	1
Representatives of Recognised Staff Organisations and Trade Unions	1
Total	7

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The Model Rules for Elections

Part 1. Interpretation

1. Interpretation

Part 2. Timetable for election

2. Timetable
3. Computation of time

Part 3. Returning Officer

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

Part 4. Stages common to contested and uncontested elections

8. Notice of election
9. Nomination of candidates
10. Candidate's particulars
11. Declaration of interests
12. Declaration of eligibility
13. Signature of candidate
14. Decisions as to the 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

Action to be taken before the poll

22. List of eligible voters

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Part 1. Interpretation	
1.1 In these Rules, unless the context otherwise requires:	
1.1.1 "the Trust" means the Tavistock & Portman NHS Foundation Trust;	
1.1.2 "the 2006 Act" means the National Health Service Act 2006;	
1.1.3 "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;	
1.1.4 "the Regulator" is the body corporate known as Monitor, as provided by Section 61 of the Health and Social Care Act 2012, and operating as NHS Improvement;	
1.1.5 "Declaration of Identity" has the meaning set out in rule 21.1.1;	
1.1.6 "e-voting" means voting using either the internet, telephone or text message;	
1.1.7 "e-voting information" has the meaning set out in rule 24.2;	
1.1.8 "ID declaration form" has the meaning set out in Rule 21.2;	
1.1.9 "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;	
1.1.10 "lead governor" means the governor nominated by the Trust to fulfil the role described in Appendix B to the NHS Foundation Trust Code of Governance (December 2013) or any later version of such code;	
1.1.11 "list of eligible voters" means the list referred to in rule 22.1, containing the information in rule 22.2;	
1.1.12 "method of polling" means a method of casting a vote in a poll, which may be by post, internet, text message or telephone;	
1.1.13 "numerical voting code" has the meaning set out in rule 64.2(b);	
1.1.14 "polling website" has the meaning set out in rule 26.1;	
1.1.15 "postal voting information" has the meaning set out in rule 24.1;	
1.1.16 "telephone short code" means a short telephone number used for the purposes of submitting a vote by text message;	

- 1.1.1.7 "telephone voting facility" has the meaning set out in rule 26.2.
- 1.1.1.8 "telephone voting record" has the meaning set out in rule 26.5(d).
- 1.1.1.9 "text voting record" has the meaning set out in rule 26.6(d).
- 1.1.20 "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.
- 1.1.21 "the text message 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 text message.
- 1.1.22 "voter ID number" means a unique, randomly generated numeric identifier allocated to each voter by the Returning Officer for the purpose of e-voting.
- 1.1.23 "voting information" means postal voting information and/or e-voting information.

1.2 Other expressions used in these Rules and in the 2006 Act have the same meaning in these Rules as in that Schedule.

PART 2. TIMETABLE FOR ELECTION

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	No later than the 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 5pm of the final day of the election

3. Computation of time

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

- 3.1.1 a Saturday or Sunday.
- 3.1.2 Christmas day, Good Friday, or a bank holiday, or a day appointed for public thanksgiving or mourning.

3.2 In this Rule, "bank holiday" means a day that 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 6.9, the Returning Officer for an election is to be appointed by the Trust.

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 6.9, the Returning Officer may appoint and pay such staff, including such technical advisers, as he considers necessary for the purposes of the election.

6. Expenditure

6.1 The Trust is to pay the Returning Officer:

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Proceeding: Time
Publication of notice of election not later than the fortieth day before the day of the close of the poll.

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Final day for delivery of nomination papers to Returning Officer not later than the twenty eighth day before the day of the close of the poll.

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Publication of statement of nominated candidates not later than the twenty seventh day before the day of the close of the poll.

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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.

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Notice of the poll not later than the fifteenth day before the day of the close of the poll.

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Close of the poll by 5.00pm on the final day of the election.

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- 6.1.1 any expenses incurred by that officer in the exercise of his functions under these Rules; and
- 6.1.2 such remuneration and other expenses as the Trust may determine.

7. Duty of co-operation

- 7.1 The Trust is to co-operate with the Returning Officer in the exercise of his 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:

- 8.1.1 the Constituency, or class within a Constituency, for which the election is being held;
- 8.1.2 the number of members of the Council of Governors to be elected from that Constituency, or class within that Constituency;
- 8.1.3 the details of any nomination committee that has been established by the Trust;
- 8.1.4 the address and times at which nomination papers may be obtained;
- 8.1.5 the address for return of nomination papers and the date and time by which they must be received by the Returning Officer;
- 8.1.6 the date and time by which any notice of withdrawal must be received by the Returning Officer;
- 8.1.7 the contact details of the Returning Officer; and
- 8.1.8 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 paper.

9.2 The Returning Officer:

- 9.2.1 is to supply any Member of the Trust with a nomination paper; and

9.2.2 is to prepare a nomination paper for signature at the request of any Member of the Trust, 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 paper must state the candidate's:

- 10.1.1 full name;
- 10.1.2 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
- 10.1.3 Constituency, or class within a Constituency, of which the candidate is a Member.

11. Declaration of interests

- 11.1 The nomination paper must state:
- 11.1.1 any financial interest that the candidate has in the Trust; and
- 11.1.2 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 paper must include a declaration made by the candidate:

12.1.1 that he 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 this Constitution; and,

12.1.2 for a Member of the Public, Service User and Carer, and Student Constituencies, of the particulars of his 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 paper must be signed and dated by the candidate, indicating that:

13.1.1 they wish to stand as a candidate;

13.1.2 their declaration of interests as required under Rule 11, is true and correct; and

13.1.3 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 forms

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:

14.1.1 decides that the candidate is not eligible to stand;

14.1.2 decides that the nomination paper is invalid;

14.1.3 receives satisfactory proof that the candidate has died; or

14.1.4 receives a written request by the candidate of their withdrawal from candidacy.

14.2 The Returning Officer is entitled to decide that a nomination paper is invalid only on one of the following grounds:

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14.2.1 that the paper is not received on or before the final date and time for return of nomination papers, as specified in the notice of the election;

14.2.2 that the paper does not contain the candidate's particulars, as required by Rule 10;

14.2.3 that the paper does not contain a declaration of the interests of the candidate, as required by Rule 11;

14.2.4 that the paper does not include a declaration of eligibility as required by Rule 12; or

14.2.5 that the paper is not signed and dated by the candidate, as required by Rule 13.

14.3 The Returning Officer is to examine each nomination paper as soon as is practicable after he 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 paper, stating the reasons for his 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 nominated 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:

15.2.1 the name, contact address (which shall be the candidate's postal address), and Constituency or class within a Constituency of each candidate standing; and

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15.2.2 the declared interests of each candidate standing, as given in their nomination paper.

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 papers to the Trust as soon as is practicable after publishing the statement.

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

16.1 The Trust is to make the statements of the candidates and the nomination forms, supplied by the Returning Officer under Rule 15.4, available for inspection by members of the public free of charge at all reasonable times.

16.2 If a Member of the Trust requests a copy or extract of the statements of candidates or their nomination forms, the Trust is to provide that person 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 the Council of Governors, then:

18.3.1 the candidates who remain validly nominated are to be declared elected in accordance with Part 7 of these Rules; and

18.3.2 the Returning Officer is to order a new election to fill any vacancy which remains unfilled, on a day appointed by him in consultation with the Trust.

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 Trust 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 Trust may determine.

19.4 The Trust 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 Trust 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:

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19.5.1 If internet voting is to be a method of polling, the internet voting system to be used for the purpose of the election is:

- 19.5.1.1 configured in accordance with these Rules; and
- 19.5.1.2 will create an accurate internet voting record in respect of any voter who casts his or her vote using the internet voting system;

19.5.2 If telephone voting to be a method of polling, the telephone voting system to be used for the purpose of the election is:

- 19.5.2.1 configured in accordance with these Rules; and
- 19.5.2.2 will create an accurate telephone voting record in respect of any voter who casts his vote using the telephone voting system;

19.5.3 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:

- 19.5.3.1 configured in accordance with these Rules; and
- 19.5.3.2 will create an accurate text message voting record in respect of any voter who casts his vote using the text message voting system;

20. The ballot paper

20.1 The ballot of each voter is to consist of a ballot paper (other than a voter who casts his 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:

- 20.2.1 the name of the Trust;
- 20.2.2 the Constituency, or class within a Constituency, for which the election is being held;
- 20.2.3 the number of members of the Council of Governors to be elected from that Constituency, or class within that Constituency;

20.2.4 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;

20.2.5 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;

20.2.6 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

20.2.7 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 service user and carer Constituencies)

The Trust shall require each voter who participates in an election for a public or service user and carer Constituency to make a declaration confirming:

- 21.1.1.1 that the voter is the person to whom the ballot paper was addressed, and/or;
- 21.1.1.2 Voter ID number contained within the e-voting information was allocated;

21.1.2 that the voter has not marked or returned any other voting information in the election; and

21.1.3 of the particulars of that Member's qualification to vote as a Member of the Constituency or class within a Constituency for which the election is being held ("declaration of identity"), and the Trust 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 the declaration of identity together with the ballot,

21.3 The voting information shall caution the voter that if the declaration of identity is not duly returned, or is returned without being 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 Trust 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 22, 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,

- 22.2.1 a postal address; and
- 22.2.2 the Member's e-mail address, if this has been provided to which his voting information may, subject to Rule 22.3, be sent.

22.3 The Trust 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 the list.

23. Notice of poll

23.1 The Returning Officer is to publish a notice of the poll stating:

- 23.1.1 the name of the Trust;
- 23.1.2 the Constituency, or class within a Constituency, for which the election is being held;
- 23.1.3 the number of members of the Council of Governors to be elected from that Constituency, or class with that Constituency;
- 23.1.4 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;

23.1.5 that the ballot papers for the election are to be issued and returned, if appropriate, by post;

23.1.6 the methods of polling by which votes may be cast at the election by voters in a Consistency or class within a Consistency, as determined by the Trust in accordance with Rule 19.3;

23.1.7 the address for return of the ballot papers;

23.1.8 the uniform resource locator (URL) where, if internet voting is a method of polling, the polling website is located;

23.1.9 the telephone number where, if telephone voting is a method of polling, the telephone voting facility is located;

23.1.10 the telephone number or telephone short code where, if text message voting is a method of polling, the text message voting facility is located;

23.1.11 the date and time of the close of the poll;

23.1.12 the address and final dates for applications for replacement voting information; and

23.1.13 the contact details of the Returning Officer.

24. Issue of voting information by the 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 to each Member of the Trust named in the list of eligible voters:

- 24.1.1 a ballot paper and ballot paper envelope;
- 24.1.2 the ID declaration form (if required);
- 24.1.3 information about each candidate standing for election, pursuant to Rule 61, of these Rules; and
- 24.1.4 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 Trust named in the eligible voters whom the Trust

determines in accordance with Rule 19.3 and/or Rule 19.4 may cast his vote by an e-voting method of polling;

24.2.1 instructions on how to vote and how to make a declaration of identity (if required);

24.2.2 the voter's voter ID number;

24.2.3 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;

24.2.4 contact details of the Returning Officer ("e-voting information").

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

24.3.1 only be sent postal voting information; or

24.3.2 only be sent e-voting information; or

24.3.3 be sent both postal voting information and e-voting information, for the purposes of the poll;

24.4 If the Trust 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:

25.2.1 the address for return of the ballot paper printed on it; and

25.2.2 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:

25.3.1 the completed ID declaration form if required, and

25.3.2 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:

26.4.1 Require a voter to:

26.4.1.1 enter his voter ID number; and

26.4.1.2 where the election is for a public or service user or carer or student, make a declaration of identity, in order to be able to cast his vote;

26.4.2 specify:

26.4.2.1 the name of the Trust;

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26.4.2.2 the Constituency, or class within a Constituency, for which the election is being held;

26.4.2.3 the number of members of the Council of Governors to be elected from that Constituency, or class within that Constituency;

26.4.2.4 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;

26.4.2.5 instructions on how to vote and how to make a declaration of identity;

26.4.2.6 the date and time of the close of the poll; and

26.4.2.7 the contact details of the Returning Officer;

26.4.3 prevent a voter from voting for more candidates that he is entitled to at the election;

26.4.4 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:

26.4.4.1 the voter's voting ID number;

26.4.4.2 the voters' declaration of identity (where required);

26.4.4.3 the candidate or candidates for whom the voter has voted; and

26.4.4.4 the date and time of the voter's vote;

26.4.5 if the voter's vote has been duly cast and recorded, provide the voter with confirmation of this; and

26.4.6 prevent any voter from voting after the close of the poll;

26.5 The Returning Officer shall ensure that the telephone voting facility and telephone voting system provided will:

26.5.1 Require a voter to:

26.5.1.1 enter his voter ID number in order to be able to cast his vote; and

26.5.1.2 where the election is for a public or service user or carer or student, make a declaration of identity;

26.5.2 specify:

26.5.2.1 the name of the Trust;

26.5.2.2 the Constituency, or class within a Constituency, for which the election is being held;

26.5.2.3 the number of members of the Council of Governors to be elected from that Constituency, or class within that Constituency;

26.5.2.4 instructions on how to vote and how to make a declaration of identity;

26.5.2.5 the date and time of the close of the poll; and

26.5.2.6 the contact details of the Returning Officer;

26.5.3 prevent a voter from voting for more candidates that he is entitled to at the election;

26.5.4 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:

26.5.4.1 the voter's voting ID number;

26.5.4.2 the voters' declaration of identity (where required);

26.5.4.3 the candidate or candidates for whom the voter has voted; and

26.5.4.4 the date and time of the voter's vote;

26.5.5 if the voter's vote has been duly cast and recorded, provide the voter with confirmation of this; and

26.5.6 prevent any voter from voting after the close of the poll;

26.6 The Returning Officer shall ensure that the text message voting facility and the text messaging system provided will:

26.6.1 Require a voter to:

26.6.1.1 enter his voter ID number; and

26.6.1.2 where the election is for a public or service user or carer or student, make a declaration of identity;

in order to be able to cast his vote;

26.6.2 prevent a voter from voting for more candidates that he is entitled to at the election;

26.6.3 create a record ("text voting record") that is stored in the internet voting system in respect of each vote cast by a voter by text message that comprises of:

26.6.3.1 the voter's voting ID number;

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- 26.6.3.2 the voters' declaration of identity, (where required);
- 26.6.3.3 the candidate or candidates for whom the voter has voted; and
- 26.6.3.4 the date and time of the voter's vote.
- 26.6.4 if the voter's vote has been duly cast and recorded, provide the voter with confirmation of this; and
- 26.6.5 prevent any voter from voting after the close of the poll.

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27. Eligibility to vote

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

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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.

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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 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 ballot paper in such a manner that it cannot be accepted as a ballot paper (referred to a "spoilt ballot paper"), that voter may apply to the Returning Officer for a replacement ballot paper.

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 can obtain it.

29.3 The Returning Officer may not issue a replacement ballot paper for a spoilt ballot paper unless he:

29.3.1 is satisfied as to the voter's identity; and

29.3.2 has ensured that the completed ID declaration form, if required, has not been returned.

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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"):

29.4.1 the name of the voter;

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

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29.4.3 the details of the unique identifier of the replacement ballot paper;

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29.5 If a voter has dealt with his 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;

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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 can obtain it.

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29.7 The Returning Officer may not issue a replacement voter ID in respect of a spoilt text message vote unless he is satisfied as to the voter's identity. 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"):

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29.7.1 the name of the voter; and

29.7.2 the details of the voter ID number on the spoilt text message vote (if that officer was able to obtain it); and

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29.7.3 the details of the replacement voter ID number issued to the voter;

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30. Lost voting information

30.1 Where a voter has not received his voting information by the length, day before the close of the poll, that voter may apply to the Returning Officer for a replacement voting information.

30.2 The Returning Officer may not issue replacement voting information in respect of lost voting information, unless he:

30.2.1 is satisfied as to the voter's identity;

30.2.2 has no reason to doubt that the voter did not receive the original voting information; and

30.2.3 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");

30.3.1 the name of the voter; and

30.3.2 the details of the unique identifier of the replacement ballot paper, if applicable, and,

30.3.3 the voter ID number of the voter.

31. Issue of replacement voting information

31.1 If a person applies for a replacement ballot 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 a replacement ballot information, unless, in addition to the requirements imposed Rule 29.3 or 30.2, he 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 a replacement voting information under this Rule, the Returning Officer shall enter in a list ("the list of tendered voting information");

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31.2.1 the name of the voter; and

31.2.2 the unique identifier of the replacement ballot paper issued under this Rule, and

31.2.3 the voter ID number of the vote.

32. ID declaration form for replacement ballot papers (public, service users and carers and student Constituencies),

32.1 In respect of an election for a public, service users and carers and student Constituency, an ID declaration form must be issued with each replacement ballot paper requiring the voter to make a declaration of identity;

33. Procedure for remote voting by internet

33.1 To cast his 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 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 vote, the voter will need to key in a mark on the screen opposite the particulars of the candidate or candidates for whom he wishes to cast his vote.

33.5 The voter will not be able to access the internet voting system for an election once his vote at that election has been cast;

34. Voting procedure for remote voting by telephone

34.1 To cast his vote using the telephone, a voter will need to gain access to the telephone voting facility by calling the designated telephone number provided in the voting information using a touch-tone keypad.

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- 34.2 When prompted to do so, the voter will need to enter his voter ID number.
- 34.3 If the telephone voting facility authenticates the voter ID number, voter will be prompted to vote in the election.
- 34.4 When prompted to do so, the voter may then cast his vote by keying in the numerical voting code of the candidate or candidates for whom he wishes to vote.
- 34.5 The voter will not be able to access the telephone voting facility for an election once his vote at that election has been cast.

35. Voting procedure for remote voting by text message

- 35.1 To cast his vote using text message, a 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 voting information using a touch-tone keypad.
- 35.2 The text message sent by the voter must contain his voter ID number and the numerical voting code for the candidate or candidates for whom he 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 vote and text message votes

36. Receipt of voting documents

- 36.1 Where the Returning Officer receives a:
- 36.1.1 covering envelope, or

36.1.2 any other envelope containing a declaration of identity, if required, a ballot paper envelope, or a ballot paper, before the close of the poll, that officer is to open it as soon as is practicable; and Rules 37.2 and 37.3 are to apply.

36.2 The Returning Officer may open any covering envelope or ballot paper envelope for the purposes of Rules 37.2 and 37.3, but must make arrangements to ensure that no person obtains or communicates information as to:

- 36.2.1 the candidate for whom a voter has voted; or
- 36.2.2 the unique identifier on a ballot paper.

36.3 The Returning Officer must arrange 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 paragraph 37.1 has been fulfilled, he is to:

- 37.2.1 put the ID declaration form, if required in a separate packet; and
- 37.2.2 put the ballot paper aside for counting after the close of the poll.

37.3 Where the Returning Officer is not satisfied that paragraph 37.1 has been fulfilled, he is to:

- 37.3.1 mark the ballot paper "disqualified";
- 37.3.2 if there is an ID declaration form, accompanying the ballot paper, mark it as "disqualified" and attach it to the ballot paper;
- 37.3.3 record the unique identifier on the ballot paper in a list of disqualified documents (the "list of disqualified documents"); and

36.1.2 any other envelope containing a declaration of identity, if required, a ballot paper envelope, or a ballot paper, before the close of the poll, that officer is to open it as soon as is practicable; and Rules 37.2 and 37.3 are to apply.

36.2 The Returning Officer may open any covering envelope or ballot paper envelope for the purposes of Rules 37.2 and 37.3, but must make arrangements to ensure that no person obtains or communicates information as to:

- 36.2.1 the candidate for whom a voter has voted; or
- 36.2.2 the unique identifier on a ballot paper.

36.3 The Returning Officer must arrange 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 paragraph 37.1 has been fulfilled, he is to:

- 37.2.1 put the ID declaration form, if required in a separate packet; and
- 37.2.2 put the ballot paper aside for counting after the close of the poll.

37.3 Where the Returning Officer is not satisfied that paragraph 37.1 has been fulfilled, he is to:

- 37.3.1 mark the ballot paper "disqualified";
- 37.3.2 if there is an ID declaration form, accompanying the ballot paper, mark it as "disqualified" and attach it to the ballot paper;
- 37.3.3 record the unique identifier on the ballot paper in a list of disqualified documents (the "list of disqualified documents"); and

37.3.4 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 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 message voting record (as applicable) aside for counting after the close of the poll.

37.6 Where the Returning Officer is not satisfied that paragraph 37.4 has been fulfilled, he is to:

37.6.1 mark the internet voting record, telephone voting record, or text message voting record (as applicable) as "disqualified";

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

37.6.3 place the document or documents in a separate packet.

38. Declaration of identity but no ballot paper (Public, Service User and Student Constituencies)

38.1 Where the Returning Officer receives an ID declaration form, but no ballot paper, the Returning Officer is to:

38.1.1 mark the ID declaration form, "disqualified";

38.1.2 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

38.1.3 place the ID declaration form, in a separate packet.

39. De-duplication of votes

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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 a 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 shall:

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

39.2.2 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:

39.3.1 mark the ballot paper "disqualified";

39.3.2 if there is an ID declaration form accompanying the ballot paper, mark it "disqualified" and attach it to the ballot paper;

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

39.3.4 place the document or documents in a separate packet; and

39.3.5 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:

39.4.1 mark the internet voting record, telephone voting record or text voting record "disqualified";

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

39.4.3 place the internet voting record, telephone voting record or text voting record (as applicable) in a separate packet; and

39.4.4 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

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40.1 As soon as is possible after the close of the poll and after the completion of the procedure under Rules 3.7 and 3.8, the Returning Officer is to seal the packets containing:

- 40.1.1 the disqualified documents, together with the list of disqualified documents inside it;
- 40.1.2 the ID declaration forms, if required;
- 40.1.3 the list of spoiled ballot papers and the list of spoiled text message votes;
- 40.1.4 the list of lost ballot documents;
- 40.1.5 the list of eligible voters; and
- 40.1.6 the list of tendered voting information and ensure that complete electronic copies of the internet voting record, 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

41. Interpretation of Part 6

41.1 In Part 6

- 41.1.1 "ballot document" means a ballot paper, internet voting record, telephone record or text voting record;
- 41.1.2 "continuing candidate" means any candidate not deemed to be elected, and not excluded;
- 41.1.3 "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;
- 41.1.4 "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;
- 41.1.5 "mark" means a figure, an identifiable written word, or a mark such as "X";

- 41.1.6 "non-transferable vote" means a ballot document recorded for a continuing candidate; or
- 41.1.6.1 on which no second or subsequent preference is recorded for a continuing candidate; or
- 41.1.6.2 which is excluded by the Returning Officer under Rule 4.9;
- 41.1.7 "preference" as used in the following contexts has the meaning assigned below:

- 41.1.7.1 "first preference" means the figure "1" or any mark or word that clearly indicates a first (or only) preference;
- 41.1.7.2 "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
- 41.1.7.3 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;

- 41.1.8 "quota" means the number calculated in accordance with Rule 4.6;
- 41.1.9 "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;

- 41.1.10 "stage of the count" means:
 - 41.1.10.1 the determination of the first preference vote of each candidate;
 - 41.1.10.2 the transfer of a surplus of a candidate deemed to be elected, or
 - 41.1.10.3 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 document has been transferred; and
 "transfer value" means the value of a transferred vote calculated in accordance with paragraph 4.2.4 or 4.2.7.

42. Arrangements for counting of the votes

- 42.1 The Returning Officer is to arrange 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:
 - 42.2.1 the Board of Directors and the Council of Governors of the Trust have approved;
 - 42.2.1.1 The use of such software for the purpose of counting votes in the relevant election, and
 - 42.2.1.2 A policy governing the use of such software, and
 - 42.2.2 the Trust 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:

- 43.1.1 count and record the number of:
 - 43.1.1.1 ballot papers that have been returned, and
 - 43.1.1.2 the number of internet voting records, telephone voting records and/or text voting records that have been created, and
- 43.1.2 count the votes according to the provisions in this part of the Rules and/or the provisions of any policy pursuant to Rule 4.2.2.2 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 arrange to ensure that no person obtains or communicates information as to the unique

identifier on a ballot paper or the voter ID number on an internet voting record, telephone voting record or text voting record.

43.3 The Returning Officer is to proceed continuously with counting the votes as far as is practicable.

44. Rejected ballot papers and rejected text voting records

44.1 Any ballot paper:

- 44.1.1 which does not bear the features that have been incorporated into the other ballot papers to prevent them from being reproduced,
- 44.1.2 on which the figure "1" standing alone is not placed so as to indicate a first preference for any candidate,
- 44.1.3 on which anything is written or marked by which the voter can be identified except the unique identifier, or
- 44.1.4 which is unmarked or rejected because of uncertainty, shall be rejected and not counted, but the ballot paper, shall not be rejected by reason only of carrying the words "one", "two", "three" and so on, or any other mark instead of a figure if, in the opinion of the Returning Officer, the word or mark clearly indicates a preference or preferences.

44.2 The Returning Officer is to endorse the word "rejected" on any ballot paper that under this Rule is not to be counted.

44.3 Any text voting record:

- 44.3.1 on which the figure "1" standing alone is not placed so as to indicate a first preference for any candidate,
- 44.3.2 on which anything is written or marked by which the voter can be identified except the unique identifier, or
- 44.3.3 which is unmarked or rejected because of uncertainty, shall be rejected and not counted, but the text voting record shall not be rejected by reason only of carrying the words "one", "two" or "three" and so on, or any other mark instead of a figure if, in the opinion of the

Returning Officer, the word or mark clearly indicates a preference or preferences.

44.4 The Returning Officer is to endorse the word "rejected" on any text voting record which under this rule is not to be counted.

44.5 The Returning Officer is to draw up a statement showing the number of ballot papers rejected by him under each of the sub-paragraphs of 44.3.

45. First stage

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

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

45.3 The Returning Officer is to also ascertain and record the number of valid ballot documents.

46. The quota

46.1 The Returning Officer is to divide the number of valid ballot documents by a number exceeding by one the number of members of the Council of Governors to be elected.

46.2 The result, increased by one, of the division under paragraph 46.1 (any fraction being disregarded) shall be the number of votes sufficient to secure the election of a candidate (in these Rules referred to as "the quota").

46.3 At any stage of the count a candidate whose total votes equals or exceeds the quota shall be deemed to be elected, except in any election where there is only one vacancy, when a candidate shall not be deemed to be elected until the procedure set out in paragraphs 47.1 to 47.3 of Rule 44 has been complied with.

47. Transfer of votes

47.1 Where the number of first preference votes for any candidate exceeds the quota, the Returning Officer is to sort all the ballot documents on which first preference votes are given for that candidate into sub-parcels so that they are grouped:

47.1.1 according to next available preference given on those ballot documents for any continuing candidate; or

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

47.2 The Returning Officer is to count the number of ballot papers in each parcel referred to in paragraph 47.1.

47.3 The Returning Officer is, in accordance with this Rule and Rule 48, to transfer each sub-parcel of ballot documents, referred to in paragraph 47.1.1, to the candidate for whom the next available preference is given on those ballot documents.

47.4 The vote on each ballot document transferred under paragraph 47.3 shall be at a value ("the transfer value") which:

47.4.1 reduces the value of each vote transferred so that the total value of all such votes does not exceed the surplus; and

47.4.2 is calculated by dividing the surplus of the candidate from whom the votes are being transferred by the total number of the ballot documents on which those votes are given, the calculation being made to two decimal places (ignoring the remainder if any).

47.5 Where at the end of any stage of the count involving the transfer of ballot documents, the number of votes for any candidate exceeds the quota, the Returning Officer is to sort the ballot documents in the sub-parcel of transferred votes which was last received by that candidate into separate sub-parcels so that they are grouped:

47.5.1 according to the next available preference given on those **ballot documents** for any continuing candidate; or
47.5.2 where no such preference is given, as the sub-**parcel** of non-transferable votes.

47.6 The Returning Officer is, in accordance with this Rule and Rule 4.3, to transfer each sub-**parcel** of ballot papers referred to in paragraph 47.5.1 to the candidate for whom the next available preference is given on those **ballot documents**.

47.7 The vote on each **ballot document** transferred under paragraph 47.6 shall be as:

47.7.1 a transfer value calculated as set out in paragraph 47.4.2; or
47.7.2 at the value at which that vote was received by the candidate from whom it is now being transferred, whichever is the less.

47.8 Each transfer of a surplus constitutes a stage in the count.

47.9 Subject to paragraph 47.10, the Returning Officer shall proceed to transfer transferable **ballot documents** until no candidate who is deemed to be elected has a surplus or all the vacancies have been filled.

47.10 Transferable **ballot documents** shall not be liable to be transferred where any surplus or surpluses, which, at a particular stage of the count, have not already been transferred, are:

47.10.1 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
47.10.2 less than the difference between the total votes of the two or more continuing candidates, credited at that stage of the count with the lowest recorded total numbers of votes and the candidate next above such candidates.

47.11 This Rule does not apply at an election where there is only one vacancy.

48. Supplementary provisions on transfer

48.1 If, at any stage of the count, two or more candidates have surpluses, the transferable papers of the candidate with the highest surplus shall be transferred first, and if:

48.1.1 the surpluses determined in respect of two or more candidates are equal, the transferable papers of the candidate who had the highest recorded vote at the earliest preceding stage at which they had unequal votes shall be transferred first; and

48.1.2 the votes credited to two or more candidates were equal at all stages of the count, the Returning Officer shall decide between those candidates by lot, and the transferable papers of the candidate on whom the lot falls shall be transferred first.

48.2 The Returning Officer shall, on each transfer of transferable papers under Rule 4.7,

48.2.1 record the total value of the votes transferred to each candidate;

48.2.2 add that value to the previous total of votes recorded for each candidate and record the new total;

48.2.3 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

48.2.4 compare:
48.2.4.1 the total number of votes then recorded for all of the candidates, together with the total number of non-transferable votes; with
48.2.4.2 the recorded total of valid first preference votes.

48.3 All **ballot documents**, transferred under Rule 4.7 or 4.9, shall be clearly marked, either individually or as a sub-**parcel**, so as to indicate the transfer value recorded at that time to each vote on that paper or, as the case may be, all the **ballot documents** in that sub-**parcel**.

48.4 Where a ballot document is so marked that it is unclear to the Returning Officer at any stage of the count under Rule 4.7 or 4.9 for which candidate the next preference is recorded, the Returning Officer shall treat any vote on that ballot document as a non-transferable vote; and votes on a ballot document shall be so treated where, for example, the names of two or more candidates (whether continuing candidates or not) are so marked that, in the opinion of the Returning Officer, the same order of preference is indicated or the numerical sequence is broken.

49. Exclusion of candidates

49.1 If:

49.1.1 all transferable papers which under the provisions of Rule 4.7 (including that Rule as applied by paragraph 49.1.1) and this Rule are required to be transferred, have been transferred; and
 49.1.2 subject to Rule 5.0, one or more vacancies remain to be filled, the Returning Officer shall exclude from the election at that stage the candidate with the then lowest vote (or, where Rule 49.1.2 applies, the candidates with the then lowest votes).

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

49.2.1 Ballot documents on which a next available preference is given; and
 49.2.2 ballot documents on which no such preference is given (thereby including ballot papers on which preferences are given only for candidates who are deemed to be elected or are excluded).

49.3 The Returning Officer shall, in accordance with this Rule and Rule 4.8, transfer each sub-parcel of ballot documents referred to in paragraph 49.2 to the candidate for whom the next available preference is given on those papers.

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

49.5 If, subject to Rule 5.0, 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 paragraph 49.1 into sub-parcels according to their transfer value.

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

49.7 The vote on each transferable ballot document transferred under paragraph 50.6 above shall be at the value at which that vote was received by the candidate excluded under paragraph 50.1.

49.8 Any ballot documents on which no next available preferences have been expressed shall be set aside as non-transferable votes.

49.9 After the Returning Officer has completed the transfer of the ballot documents in the sub-parcel of ballot papers with the highest transfer value he 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 paragraph 49.1.

49.10 The Returning Officer shall after each stage of the count completed under this Rule:

- 49.10.1 record;
 - 49.10.1.1 the total value of votes; or
 - 49.10.1.2 the total transfer value of votes transferred to each candidate;
- 49.10.2 add that total to the previous total of votes recorded for each candidate and record the new total.

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49.10.3 record the value of non-transferable votes and add that value to the previous non-transferable votes total; and

49.10.4 compare
49.10.4.1 the total number of votes then recorded for each candidate together with the total number of non-transferable votes; with
49.10.4.2 the recorded total of valid first preference votes.

49.11 If after a transfer of votes under any provision of this Rule, a candidate has a surplus, that surplus shall be dealt with in accordance with **Rules 47.5 to 47.10** and **Rule 48**.

49.12 Where the total of the votes of the two or more lowest candidates, together with any surpluses not transferred, is less than the number of votes credited to the next lowest candidate, the Returning Officer shall in one operation exclude such two or more candidates.

49.13 If when a candidate has to be excluded under this Rule, two or more candidates each have the same number of votes and are lowest:

49.13.1 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

49.13.2 where the number of votes credited to those candidates was equal at all stages, the Returning Officer shall decide between the candidates by lot and the candidate on whom the lot falls shall be excluded.

50. Filling of last vacancies

50.1 Where the number of continuing candidates is equal to the number of vacancies remaining unfilled the continuing candidates shall thereupon be deemed to be elected.

50.2 Where only one vacancy remains unfilled and the votes of any one continuing candidate are equal to or greater than the total of votes

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credited to other continuing candidates together with any surplus not transferred, the candidate shall thereupon be deemed to be elected.

50.3 Where the last vacancies can be filled under this Rule, no further transfer of votes shall be made.

51. Order of election of candidates

51.1 The order in which candidates whose votes equal or exceed the quota are deemed to be elected shall be the order in which their respective surpluses were transferred, or would have been transferred but for Rule 47.10.

51.2 A candidate credited with a number of votes equal to, and not greater than, the quota shall, for the purposes of this Rule, be regarded as having had the smallest surplus at the stage of the count at which he obtained the quota.

51.3 Where the surpluses of two or more candidates are equal and are not required to be transferred, regard shall be had to the total number of votes credited to such candidates at the earliest stage of the count at which they had an unequal number of votes and the surplus of the candidate who had the greatest number of votes at that stage shall be deemed to be the largest.

51.4 Where the number of votes credited to two or more candidates were equal at all stages of the count, the Returning Officer shall decide between them by lot and the candidate on whom the lot falls shall be deemed to have been elected first.

PART 7. FINAL PROCEEDINGS IN CONTESTED AND UNCONTESTED ELECTIONS.

52. Declaration of result for contested elections

52.1 In a contested election, when the result of the poll has been ascertained, the Returning Officer is to:

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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. 1

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Part 7. Final proceedings in contested and uncontested elections

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52.1.1.1 declare the candidates who are deemed to be elected under Part 6 of these Rules as elected;
52.1.2 give notice of the name of each candidate who he has declared elected to the Chair of the Trust;
52.1.3 give public notice of the name of each candidate who he or she has declared elected.

52.2 The Returning Officer is to make:

52.2.1 the total number of votes for each candidate (whether elected or not); and
52.2.2 the number of rejected ballot papers under each of the headings in Rule 44.1;
52.2.3 the number of rejected text voting records under each of the headings in Rule 44.3 available on request.

53. Declaration of result for uncontested elections

53.1 In an uncontested election, when 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:

53.1.1 declare the candidate or candidates remaining validly nominated to be elected;
53.1.2 give notice of the name of each candidate who he has declared elected to the Trust Chair; and
53.1.3 give public notice of the name of each candidate who he has declared elected.

PART 8. DISPOSAL OF DOCUMENTS

54. Sealing up of documents relating to the poll

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

54.1.1 the counted ballot papers, internet voting records, telephone voting records and text voting records;
54.1.2 the ballot papers and text voting records endorsed with "rejected in part";
54.1.3 the rejected ballot papers and text voting records; and
54.1.4 the statement of rejected ballot papers and the statement of rejected text 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 and held in a device suitable for the purpose of storage.

54.2 The Returning Officer must not open the sealed packets of:

54.2.1 the disqualified documents, with the list of disqualified documents inside it;
54.2.2 the list of spoilt ballot papers and the list of spoilt text message votes;
54.2.3 the list of lost ballot documents; and
54.2.4 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:

54.3.1 its contents;
54.3.2 the date of the publication of notice of the election;
54.3.3 the name of the Trust to which the election relates; and
54.3.4 the Constituency, or class within a Constituency, to which the election relates.

55. Delivery of documents

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the list of tendered ballot papers.

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55.1 Once the documents relating to the poll have been sealed up and endorsed pursuant to Rule 58, the Returning Officer is to forward them to the Trust Chair.

56. Forwarding of documents received after close of the poll

56.1 Where:

- 56.1.1 any voting documents are received by the Returning Officer after the close of the poll; or
 - 56.1.2 any envelopes addressed to eligible voters are returned as undelivered too late to be resent; or
 - 56.1.3 any applications for replacement ballot papers are made too late to enable new ballot papers to be issued,
- the Returning Officer is to put them in a separate packet, seal it up, and endorse and forward it to the Trust Chair.

57. Retention and public inspection of documents

57.1 The Trust is to retain the documents relating to an election that are forwarded to the Trust Chair by the Returning Officer under these Rules for one year, and then, unless otherwise directed by the Board of Directors, cause them to be destroyed.

57.2 With the exception of the documents listed in Rule 60.1, the documents relating to an election that are held by the Trust 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 Trust, and the Trust 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 Trust may not allow:

- 58.1.1 the inspection of, or the opening of any sealed packet containing:

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58.1.1.1 any rejected ballot papers, including ballot papers rejected in part;

58.1.1.2 any rejected text voting records, including text voting records rejected in part

58.1.1.3 any disqualified documents, or the list of disqualified documents;

58.1.1.4 any counted ballot papers, internet voting records, telephone voting records or text voting records of:

58.1.1.5 the list of eligible voters, or internet or 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 Trust.

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

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

58.3.1 persons;

58.3.2 time;

58.3.3 place and mode of inspection; or

58.3.4 production or opening, and the Trust 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 paragraph 58.1, the Board of Directors of the Trust must:

58.4.1 in giving its consent; and

58.4.2 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:

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58.4.2.1 that his vote was given; and
58.4.2.2 that the Regulator has declared that the vote was invalid.

PART 9 DEATH OF A CANDIDATE DURING A CONTESTED ELECTION

59. Countermand or abandonment of poll on death of candidates.

59.1.1 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:

59.1.1.1 publish a notice stating that the candidate has died, and
59.1.2 proceed with the counting of the votes as if that candidate had been excluded from the count so that—

59.1.2.1 ballot documents which only have a first preference recorded for the candidate that has died, and no preferences for any other candidate, are not to be counted, and

59.1.2.2 ballot documents which have preferences recorded for other candidates are to be counted according to the consecutive order of those preferences, passing over preferences marked for the candidate who has died.

59.1.3 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 54.1.1.

PART 10 ELECTION EXPENSES AND PUBLICITY

Part 10. Election expenses and publicity

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 the Regulator under Part 11 of these Rules.

61. Election 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:

- 61.1.1 personal expenses;
- 61.1.2 travelling expenses, and expenses incurred while living away from home; and
- 61.1.3 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:

- 62.1.1 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
- 62.1.2 give a candidate or his 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 Trust 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 Trust

63.1 The Trust may:

63.1.1 compile and distribute such information about the candidates; and
 63.1.2 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 Trust about the candidates, including information compiled by the Trust under Rule 59, must be:

63.2.1 objective, balanced and fair;
 63.2.2 equivalent in size and content for all candidates;
 63.2.3 compiled and distributed in consultation with all of the candidates standing for election; and
 63.2.4 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 Trust proposes to hold a meeting to enable the candidates to speak, the Trust must ensure that all of the candidates are invited to attend, and in organising and holding such a meeting, the Trust 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 documents

64.1 The Trust 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:

64.2.1 a statement submitted by the candidate of no more than 250 words;

64.2.2 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
 64.2.3 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 own services voluntarily, on his 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 the Regulator.

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 the Regulator by:

66.3.1 a person who voted at the election or who claimed to have had the right to vote; or
 66.3.2 a candidate, or a person claiming to have had a right to be elected at the election.

63. Publicity about election by the Trust

63.1 The Trust may:

63.1.1 compile and distribute such information about the candidates; and
 63.1.2 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 Trust about the candidates, including information compiled by the Trust under Rule 59, must be:

63.2.1 objective, balanced and fair;
 63.2.2 equivalent in size and content for all candidates;
 63.2.3 compiled and distributed in consultation with all of the candidates standing for election; and
 63.2.4 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 Trust proposes to hold a meeting to enable the candidates to speak, the Trust must ensure that all of the candidates are invited to attend, and in organising and holding such a meeting, the Trust 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 documents

64.1 The Trust 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:

64.2.1 a statement submitted by the candidate of no more than 250 words;

66.4 The application must:

- 66.4.1 describe the alleged breach of the Rules or electoral irregularity; and
- 66.4.2 be in such a form as the Regulator may require.

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

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

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

66.8 The determination by the person or persons nominated in accordance with Rule 66.7 shall be binding on, and shall be given effect by, the Trust, 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 Regulator may prescribe rules of procedure for the determination of an application including costs.

PART 1.2. MISCELLANEOUS

67. Secrecy

67.1 The following persons:

- 67.1.1 the Returning Officer; and
 - 67.1.2 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:

67.1.2.1 the name of any Member of the Trust who has or has not been given a ballot paper or who has or has not voted;

67.1.2.2 the unique identifier on any ballot paper;

67.1.2.3 the voter ID number allocated to any voter;

67.1.2.4 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.

67.3 The Returning Officer is to make such arrangements as he 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 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:

- 69.1.1 a Member of the Trust;
- 69.1.2 an employee of the Trust;
- 69.1.3 a Director of the Trust; or
- 69.1.4 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:

70.1.1 the delivery of the documents in Rule 24; or
70.1.2 the return of the ballot papers and declarations of identity, the Returning Officer may extend the time between the publication of the notice of the poll and the close of the poll, with the agreement of the Regulator.

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Annex 3

Standing Orders for the Practice and Procedure of the Council of Governors (CGSOs)

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1. Introduction

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

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1.2 Save as otherwise permitted by law, at any meeting of the Council of Governors the Trust Chair shall be the final authority on the interpretation of these Standing Orders (on which he should be advised by the Trust Secretary).

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2. The Council of Governors

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2.1 The roles and responsibilities of the Council of Governors to be carried out in accordance with the Regulatory Framework include the following:

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2.1.1 to hold the Board of Directors to account for the performance of the Trust;

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2.1.2 to respond as appropriate when consulted by the Board of Directors in accordance with the Constitution;

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2.1.3 to prepare and from time to time review the Trust's membership strategy; and

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2.1.4 when appropriate to make recommendations for the revision of the Constitution.

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2.2 Certain powers and decisions may only be exercised by the Council of Governors in general meeting. These powers and decisions are set out in the Constitution and have effect as if incorporated into these Standing Orders.

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2.3 The Council of Governors shall at all times seek to comply with the Code of Conduct for the Council of Governors.

3. Meetings of the Council of Governors

3.1 Calling meetings

3.1.1 General meetings of the Council of Governors shall be held at such times and places as the Trust Chair may determine.

3.1.2 The Trust Chair shall call meetings of the Council of Governors, if the Trust Chair refuses to call a meeting after a requisition for that purpose, signed by at least one-third of the whole number of Governors including at least one member of each Constituency, has been presented to him, or if, without so refusing, the Trust Chair does not call a meeting within seven days after such requisition has been presented to him, at the Trust's head office, or such one third or more Governors may forthwith call a meeting of the Council of Governors.

3.2 Notice

3.2.1 Of meetings before each meeting of the Council of Governors, a notice of the meeting, signed by the Trust Chair or by an officer of the Trust authorised by the Trust Chair to sign on his behalf shall be delivered to every member of the Council of Governors, or sent by post to the usual place of residence of such Governor or by electronic transmission, shall be sent no less than fourteen days in advance of the meeting.

3.2.2 Of business to be transacted before each meeting of the Council of Governors, an agenda setting out the business of the meeting, signed by the Trust Chair or by an officer of the Trust authorised by the Trust Chair to sign on his behalf shall be delivered to every member of the respective Council, or sent by post to the usual place of residence of such Governor or by electronic transmission

specifying the business proposed to be transacted at it so as to be available to him at least five days before the meeting.

3.3 Lack of service of the notice on any Governor shall not affect the validity of a meeting.

3.4 In the case of a meeting called by Governors in default of the Trust Chair, the notice shall be signed by those respective Governors and no business shall be transacted at the meeting other than that specified in the notice.

3.5 Failure to serve such a notice on more than three Governors will invalidate the meeting. A notice shall be presumed to have been served at the time at which the notice would be delivered in the ordinary course of the post or at the time of sending an electronic transmission.

3.6 Setting the agenda

3.6.1 The Council of Governors may determine that certain matters shall appear on every agenda for a meeting of the Council of Governors and shall be addressed prior to any other business being conducted. Such matters may be identified within these CGSOs or following subsequent resolution shall be listed in an appendix to these CGSOs.

3.6.2 A Governor desiring a matter to be included on an agenda shall make his request in writing to the Trust Chair at least ten clear days before the respective meeting. Requests made less than ten days before a meeting may be included on the agenda at the discretion of the Trust Chair.

3.7 Attendance and questions from the public

3.7.1 Subject to paragraph XX of the Constitution, the public shall be welcome at all meetings of the Council of Governors. Up to fifteen minutes will be set aside at the end of each ordinary meeting to enable members of the public or other interested parties to ask questions of the Council of Governors. Questions on any matter that has been discussed at the meeting can be raised at this point.

Questions on general matters related to the business of the Trust should be sent in writing to the Trust Chair at least ten days prior to the meeting; the Trust's Patient Advice and Liaison Service is available to help with this if appropriate.

3.8 Nothing in these CGSOs shall require the Trust to allow members of the public and representatives of the press to record proceedings in any manner whatsoever, other than in writing, or to make any oral report of proceedings as they take place, without the prior agreement of the Trust Chair.

3.9 Motions: notice of, withdrawal, amendment and rescission

3.9.1 A Governor of the Trust desiring to move or amend a motion shall send a written notice thereof at least ten clear days before the meeting to the Trust Chair, who shall insert in the agenda for the meeting all notices so received subject to the notice being permissible. This paragraph shall not prevent any motion being moved during the meeting without notice, on any business mentioned on the agenda, subject to CGSO 3.4.

3.9.2 A motion or amendment once moved and seconded may be withdrawn by the proposer with the concurrence of the secondor and the consent of the Trust Chair.

3.9.3 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 four other Governors. When any such motion has been disposed of by the Trust, it shall not be competent for any Governor other than the Trust Chair to propose a motion to the same effect within six months. However, the Trust Chair may do so if he considers it appropriate.

3.10 Motions: arrangements within meeting

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

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Motion to rescind a resolution 1

3.10.2 When a motion is under discussion or immediately prior to discussion it shall be open to a Governor to move:

3.10.2.1 an amendment to the motion;

3.10.2.2 the adjournment of the discussion or the meeting;

3.10.2.3 that the meeting proceeds to the next business (*);

3.10.2.4 the appointment of an ad hoc committee to deal with a specific item of business; and/or

3.10.2.5 that the motion be now put (*).

3.10.3 In the case of sub-paragraphs denoted by (*), to ensure objectivity, motions may only be put by the respective Governor who has not previously taken part in the debate.

3.10.4 No amendment to the motion shall be admitted if, in the opinion of the Chair of the meeting, the amendment negates the substance of the motion

3.11 Chair's ruling

3.11.1 Statements of the Council of Governors made at meetings of the Trust shall be relevant to the matter under discussion at the material time and the decision of the Chair of the meeting on questions of order, relevancy, regularity and any other matters shall be observed at the meeting.

3.12 Voting

3.12.1 Every question at a meeting shall be determined by a majority of the votes of the Governors present and voting on the question. Each Governor shall have one vote. In the case of any equality of votes, the person presiding shall have a second or casting vote.

3.12.2 All questions put to the vote shall, at the discretion of the Chair 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.

3.12.3 If at least one-third of the Governors present so request, the voting (other than by paper ballot) on any question may be recorded to show how each Governor present voted or abstained.

3.12.4 If a Governor so requests, his vote shall be recorded by name upon any vote (other than by paper ballot).

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

3.12.6 An officer who has been appointed formally by the board of a nominating organisation to ~~deputise~~ for an appointed Governor during a period of incapacity or temporarily to fill a vacancy, shall be entitled to exercise the voting rights of the Governor. An officer attending the Council of Governors to represent an appointed Governor during a period of incapacity or temporary absence without formal ~~deputy~~ status may not exercise the voting rights of the Governor. An officer's status when attending a meeting shall be recorded in the minutes.

3.13 Minutes

3.13.1 The minutes of the proceedings of a meeting shall be drawn up and submitted for agreement at the next meeting.

3.13.2 The names of the Governors present at meetings shall be recorded in the minutes.

3.13.3 No discussion shall take place upon the minutes except upon their accuracy or where the Trust Chair considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at the next meeting.

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3.13.4 Minutes shall be circulated in accordance with Council of Governor's wishes. Where providing a record of a public meeting the minutes shall be made available to the public.

3.14 Joint appointments in the case of appointed Governors

3.14.1 Where a post of nominated Governor is shared by more than one person, it shall be for the nominating organisation to decide which person shall serve as Governor.

3.15 Suspension of CGSOs

3.15.1 Except where this would contravene any statutory provision, any one or more of these CGSOs may be suspended at any meeting, provided that at least two-thirds of the Council of Governors are present, including one Public Constituency Governor and one other Governor, and that a majority of those present vote in favour of suspension.

3.15.2 A decision to suspend CGSOs shall be recorded in the minutes of the meeting.

3.15.3 A separate record of matters discussed during the suspension of CGSOs shall be made and shall be available to the Governors as applicable.

3.15.4 No formal business may be transacted while CGSOs are suspended.

3.15.5 The Audit Committee shall review every decision to suspend CGSOs.

3.16 Variation and amendment of CGSOs

3.16.1 These CGSOs shall be amended by the Council of Governors only if:

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- 3.16.1.1 a notice of motion under CGSO 3.1.1 has been given;
- 3.16.1.2 no fewer than half the total of the Public Constituency Governors present vote in favour of amendment;
- 3.16.1.3 the variation proposed does not contravene a statutory provision; and
- 3.16.1.4 the Board of Directors ratifies the motion.

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The names of the Governors present at their respective meetings shall be recorded in the minutes.1
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3.17 Quorum

- 3.17.1 No business shall be transacted at a meeting of the Council of Governors unless at least one-third of the whole number of the Governors is present including at least two Governors from the Public Constituency.
- 3.17.2 An officer in attendance for an appointed Governor but without formal acting up status may not count towards the quorum.

3.17.3 If a Governor has been disqualified from participating in the discussion on any matter and/or from voting on any resolution because of the declaration of a conflict of interest he shall no longer count towards the quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business. The above requirement for at least two Governors from the Public Constituency to form part of the quorum shall not apply where a Governor from the Public Constituency is excluded from a meeting.

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4. Dispute resolution procedures

- 4.1 Dispute resolution procedures may operate in the following circumstance:
- 4.1.1 for disputes with members of the Council of Governors in relation to matters of eligibility, disqualification and termination of tenure,

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- the dispute may be referred to the full Council of Governors; and/or
- 4.1.2 for other disputes, such as between the Council of Governors and the Board of Directors, the dispute may be resolved via an appropriate disputes resolution process.

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5. Process for the appointment of Non-Executive Directors

- 5.1 When a vacancy arises, or is scheduled to arise within six months, a Nominations Committee shall be convened to oversee the process.
- 5.2 The Panel shall consult the Trust Chair and Chief Executive regarding particular skills, qualifications or experience which in their opinion would be desirable for any Non-Executive Director to possess who may be appointed.

Deleted: a Nominations Panel shall be convened consisting of the Trust Chair (or his nominee), three members of the Council of Governors, two Non-Executive Directors of the Board of Directors, and a suitably qualified independent adviser. A quorum of the Panel should be three including the Trust Chair (or his nominee), one member of the Council of Governors and one Non-Executive Director of the Board of Directors, plus the independent adviser.

- 5.3 The Committee shall, having regard to any proposals of the Trust Chair and the Chief Executive made pursuant to the preceding sub-paragraph, draw up a specification for the required candidate(s) and advertise the vacancy. It may use any other search procedures it considers necessary.

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- 5.4 The Committee shall select candidates for shortlist and interview, and shall present the details of not more than two candidates to the Council of Governors with a recommendation as to which candidate they consider the most suitable for appointment and the reasons why, though any preceding discussion and documents shall remain confidential.

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- 5.5 If more than one candidate is presented, the Council of Governors shall vote to select a single candidate.

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- 5.6 Subject to the foregoing, the Trust Chair and the Non-Executive Directors shall be appointed for a period of office of no less than three years duration and in accordance with the terms and conditions of office decided by the Council of Governors at a general meeting. The maximum period of office should be no more than seven years.

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6. Process for the appointment of the Trust Chair

6.1 Subject to the provisions in relation to the appointment and removal of the Trust Chair, the Trust Chair shall be appointed in accordance with the process of open competition outlined as follows:

6.1.1 The Council of Governors shall create a duly authorised Panel which shall be composed of three ~~Governors~~ ~~from the Public Service User or Carer, or Student Constituencies, a Staff Governor, and an Appointed Governor.~~

6.1.2 The Panel will consult the Non-Executive Directors and the Chief Executive regarding the necessary skills.

6.1.3 The Panel shall advertise in the national media to seek candidates whom they consider appropriate against a job description as agreed by the Council of Governors to be appropriate to the post of Trust Chair.

6.1.4 The Panel shall then shortlist appropriate candidates to be interviewed.

6.1.5 The Panel shall then consult the Non-Executive Directors and Chief Executive on the shortlist.

6.1.6 The Panel shall then interview and consider each candidate.

6.1.7 The Panel shall then consider those candidates and recommend not more than two candidates to the full Council of Governors.

6.1.8 The Council of Governors shall formally convey their decision to the successful candidate.

7. Process for the appointment of the auditor.

7.1 The Council of Governors shall take a lead in agreeing with the Audit Committee the criteria for appointing, reappointing, and removing the External Auditors.

7.2 The Audit Committee shall make recommendations to the Council of Governors, in relation to the appointment, reappointment, and removal of the External Auditors.

7.3 If the Council of Governors does not accept the Audit Committee's recommendation, it shall give its reasons for departing from the recommendation and the Board of Directors shall include in the Annual Report a statement from the Audit Committee explaining its recommendation, and a statement on the position of the Council of Governors.

8. Disability of Governors in Proceedings because of a Pecuniary Interest

8.1 Subject to the following provisions of these CGSOS (see Annex 5 for further provisions) if a Governor of the Trust has any pecuniary interest, direct or indirect, in any contract, proposed contract or other matter and is present at a meeting of the Trust at which the contract or other matter is the subject of consideration, he shall at the meeting and as soon as practicable after its commencement disclose the fact and shall not vote on any question with respect to it. If there is a dispute as to whether a conflict of interest exists, the majority of Governors present and voting at the meeting shall resolve the issue, with the Trust Chair having a second or casting vote in accordance with the provisions of this Constitution.

8.2 Any remuneration, compensation or allowances payable to a Governor by virtue of the National Health Service Act 2006 shall not be treated as a pecuniary interest for the purpose of these CGSOS.

8.3 For the purpose of these CGSOS, the Trust Chair or a Governor shall be treated, subject to *Standing Financial Instructions*, as having indirectly a pecuniary interest in a contract, proposed contract or other matter, if:

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Subject to the provisions in relation to the appointment and removal of the Chief Executive, the Chief Executive shall be appointed in accordance with the process of open competition outlined as follows:
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The Board of Directors shall create a duly authorised Panel which shall be composed of the Trust Chair and Non-Executive Directors.
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That Panel shall seek candidates whom they consider appropriate against a job description as agreed by the Council of Governors to be appropriate to the post of Chief Executive.
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The Panel shall then shortlist appropriate candidates to be interviewed.
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8.3.1 he, or a deputy of his, is a Director of a company or other body, not being a public body, with which the contract was made or is proposed to be made or which has a direct pecuniary interest in the other matter under consideration; or

8.3.2 he is a partner of, or is in the employment of a person with whom the contract was made or is proposed to be made or who has a direct pecuniary interest in the other matter under consideration; and

8.3.3 in the case of married persons, persons in a civil partnership, or persons living together, the interest of one partner shall, if known to the other, be deemed for the purposes of these CGSOs to be also an interest of the other.

8.4 A Governor shall not be treated as having a pecuniary interest in any contract, proposed contract or other matter by reason only:

8.4.1 of his membership of a company or other body, if he has no beneficial interest in any shares or securities of that company or other body; or

8.4.2 of an interest in any company, body or person with which he is connected as mentioned in *Standing Financial Instructions* which is so remote or insignificant that it cannot reasonably be regarded as likely to influence a Governor in the consideration or discussion of or in voting on, any question with respect to that contract or matter.

8.5 Where a Governor:

8.5.1 has an indirect pecuniary interest in a contract, proposed contract or other matter by reason only of a beneficial interest in securities of a company or other body; and

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8.5.2 the total nominal value of those securities does not exceed £5,000 or one-hundredth of the total nominal value of the issued share capital of the company or body, whichever is the less; and

8.5.3 if the share capital is of more than one class, the total nominal value of shares of any one class in which he has a beneficial interest does not exceed one-hundredth of the total issued share capital of that class,

these CGSOs shall not prohibit him from taking part in the consideration or discussion of the contract or other matter or from voting on any question with respect to it without prejudice however to his duty to disclose his interest.

8.6 CGSO 9 applies to a committee or sub-committee of the Trust as it applies to the Trust, and applies to any member of any such committee or sub-committee (whether or not he is also a Governor of the Trust) as it applies to a Governor of the Trust.

9. Committees

9.1 Appointment of Committees

9.1.1 The Council of Governors may appoint committees of the Council of Governors consisting wholly or partly of members of the Council of Governors;

9.2 A committee appointed under CGSO 9.1 may appoint sub-committees consisting wholly or partly of members of the committee (whether or not they include Governors of the Trust) or wholly of persons who are not members of the Trust committee (whether or not they include Governors of the Trust).

9.3 These CGSOs, as far as they are applicable, shall apply with appropriate alteration to meetings of any committees or sub-committee established by the Council of Governors. The minimum quorum for any committee shall be two.

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9.4 Each such committee or sub-committee shall have such terms of reference and powers and be subject to such conditions (as to reporting to the Council), as the Council of Governors shall decide. Such terms of reference shall have effect as if incorporated into these CCOS.

9.5 Committees will normally only make recommendations and provide advice to the Council of Governors. Committees may not delegate their executive powers to a sub-committee unless expressly authorised by the Council of Governors.

9.6 The Council of Governors shall approve the appointments to each of the committees, which it has formally constituted. Where the Council of Governors determines that persons who are neither Governors nor officers shall be appointed to a committee, the terms of such appointment shall be determined by the Council of Governors subject to the payment of travelling and other allowances being in accordance with such sum as may be determined by the Council of Governors.

9.7 Confidentiality

9.7.1 A member of a committee shall not disclose a matter dealt with by, or brought before, the committee without its permission until the committee shall have reported to the Council of Governors or shall otherwise have concluded on that matter.

9.8 A Governor of the Trust or a member of a committee shall not disclose any matter reported to the Council of Governors or otherwise dealt with by the committee, notwithstanding that the matter has been reported or action has been concluded, if the Council of Governors or committee shall resolve that it is confidential.

10. Miscellaneous

10.1 The Trust Secretary shall provide a copy of these standing orders to each Governor and shall draw each Governor's attention to such Governor's responsibilities under the Standing Orders.

10.2 These Standing Orders, including all documents having effect as if incorporated in them, shall be reviewed as necessary by the Board of Directors and the Council of Governors.

10.3 If, for any reason, these Standing Orders are not complied with, full details of the non-compliance and any reason for such 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 Governors have a duty to disclose any non-compliance with these standing orders to the Trust Chair, as soon as possible.

11. Declaration of Eligibility

11.1 At the first meeting, of the Council of Governors, he attends, shall be required to sign the following declaration:

Declaration of Eligibility	
Name	
Constituency	
I declare that I am qualified to vote as an elected Governor for the above Constituency and that I am not prevented from being a member of the Council of Governors by any of the provisions set out in this Constitution.	
Signed	
Dated	

This declaration shall be valid for the duration of the term of office.

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Standing Orders for the Practice and Procedure of the Board of Directors (BDSOs)

1. The Trust

- 1.1 All business shall be conducted in the name of the Trust.
- 1.2 The Trust has the functions conferred on it by the 2006 Act as set out in paragraph 2 of this Constitution.

1.3 Joint Directors

- 1.3.1 Where more than one person is appointed jointly to a post in the Trust which qualifies the holder for Executive Directorship or in relation to which an Executive Director is to be appointed, the Chief Executive shall nominate one of those persons to serve as the voting member of the Board of Directors.

1.4 Responsibility for funds held on trust

- 1.4.1 All funds received in trust shall be in the name of the Trust as corporate trustee. In relation to funds held on trust, powers exercised by the Trust as corporate trustee shall be exercised separately and distinctly from those powers exercised as a Trust.
- 1.4.2 Directors acting on behalf of the Trust as a corporate trustee are acting as quasi-trustees. Accountability for charitable funds held on trust is to the Charity Commission and to the Members. Accountability for non-charitable funds held on trust is only to Members.

2. Meetings of the Board of Directors

- 2.1 Calling meetings

- 2.1.1 Ordinary meetings of the Board of Directors shall be held at such times and places as the Trust Chair may determine.

2.1.2 The Trust Chair may call a meeting of the Board of Directors at any time. If the Trust Chair refuses to call a meeting after a requisition for that purpose, signed by at least one-third of the whole number of members of the Board of Directors, has been presented to him, or if, without so refusing, the Trust Chair does not call a meeting within seven days after such requisition has been presented to him, at the Trust's Headquarters, such one third or more Directors may forthwith call a meeting of the Board of Directors.

2.2 Notice

2.2.1 Of meetings

2.2.1.1 Before each meeting of the Board of Directors, a notice of the meeting, signed by the Trust Chair or by an officer of the Trust authorised by the Trust Chair to sign on his behalf shall be delivered to every member of the Board of Directors, or sent by post to the usual place of residence of such Director, shall be sent no less than fourteen days in advance of the meeting.

2.2.2 Of business to be transacted

2.2.2.1 Before each meeting of the Board of Directors, an agenda setting out the business of the meeting, signed by the Trust Chair or by an officer of the Trust authorised by the Trust Chair to sign on his behalf shall be delivered to every member of the Board of Directors, or sent by post to the usual place of residence of such Director specifying the business proposed to be transacted at it so as to be available to him at five days before the meeting.

- 2.3 Lack of service of the notice on any Director shall not affect the validity of a meeting.

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

2.5 Failure to serve such a notice on more than three Directors as applicable to the Board of Directors meeting will invalidate the meeting. A notice shall be presumed to have been served at the time at which the notice would be delivered in the ordinary course of the post.

2.6 Setting the agenda

2.6.1 The Board of Directors may determine that certain matters shall appear on every agenda for a meeting of the Trust and shall be addressed prior to any other business being conducted. (Such matters may be identified within these *BDSOs* or following subsequent resolution shall be listed in an appendix to these *BDSOs*.)

2.6.2 A Director desiring a matter to be included on an agenda shall make his request in writing to the Trust Chair at least ten clear days before the respective meeting, subject to *BDSO* 2.2. Requests made less than ten days before a meeting may be included on the agenda at the discretion of the Trust Chair.

2.7 Nothing in these *BDSOs* shall require the Trust to allow members of the public and representatives of the press to record proceedings in any manner whatsoever, other than in writing, or to make any oral report of proceedings as they take place, without the prior agreement of the Trust Chair.

2.8 Questions from the public

2.8.1 Up to fifteen minutes will be set aside at the end of each ordinary meeting to enable members of the public or other interested parties to ask questions of the Board of Directors. Questions on any matter that has been discussed at the meeting can be raised at this point. Questions on general matters related to the business of the Trust should be sent in writing to the Trust Chair

at least ten days prior to the meeting; the Trust's Patient Advice and Liaison Service is available to help with this if appropriate.

2.9 Notices of motion

2.9.1 A Director of the Trust desiring to move or amend a motion shall send a written notice thereof at least ten clear days before the meeting to the Trust Chair, who shall insert in the agenda for the meeting all notices so received subject to the notice being permissible under the appropriate regulations. This paragraph shall not prevent any motion being moved during the meeting without notice, on any business mentioned on the agenda, subject to *BDSO* 2.4.

2.10 Withdrawal of motion or amendments

2.10.1 A motion or amendment once moved and seconded may be withdrawn by the proposer with the concurrence of the seconder and the consent of the Trust Chair.

2.11 Motion to rescind a resolution

2.11.1 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 Directors who gives it and also the signature of four other Directors. When any such motion has been disposed of by the Trust, it shall not be competent for any Director other than the Trust Chair to propose a motion to the same effect within six months. However, the Trust Chair may do so if he considers it appropriate.

2.12 Motions

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

2.12.2 When a motion is under discussion or immediately prior to discussion it shall be open to a Director to move:

- 2.12.2.1 an amendment to the motion;
- 2.12.2.2 the adjournment of the discussion or the meeting;
- 2.12.2.3 that the meeting proceeds to the next business ('');
- 2.12.2.4 the appointment of an ad hoc committee to deal with a specific item of business; and

2.12.2.5 That the motion be now put ('').

2.12.3 In the case of sub-paragraphs denoted by (''), to ensure objectivity, motions may only be put by the respective Director who has not previously taken part in the debate.

2.12.4 No amendment to the motion shall be admitted if, in the opinion of the Chair of the meeting, the amendment negates the substance of the motion.

2.13 Chair's ruling

2.13.1 Statements of Directors made at meetings of the Board of Directors shall be relevant to the matter under discussion at the material time and the decision of the Chair of the meeting on questions of order, relevancy, regularity and any other matters shall be observed at the meeting.

2.14 Voting

2.14.1 Every question at a meeting shall be determined by a majority of the votes of the Directors present and voting on the question and, in the case of any equality of votes, the person presiding shall have a second or casting vote.

2.14.2 All questions put to the vote shall, at the discretion of the Trust Chair, 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.

2.14.3 If at least one-third of the Directors present so request, the voting (other than by paper ballot) on any question may be recorded to show how each Director present voted or abstained.

2.14.4 If a Director so requests, his vote shall be recorded by name upon any vote (other than by paper ballot).

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

2.14.6 An officer who has been appointed formally by the Board of Directors to act 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. An officer attending the Board of Directors 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.

2.15 Minutes

2.15.1 The minutes of the proceedings of a meeting shall be drawn up and submitted for agreement at the next meeting.

2.15.2 No discussion shall take place upon the minutes except upon their accuracy or where the Trust Chair considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at the next meeting.

2.15.3 Minutes shall be circulated in accordance with the Board of Directors' wishes. Where providing a record of a public meeting the minutes shall be made available to the public. Wherever possible, a summary of decisions made or items discussed in private will also be provided.

2.16 Suspension of ADSOs

2.16.1 Except where this would contravene any statutory provision, any one or more of these ADSOs may be suspended at any meeting, provided that at least two-thirds of the Board of Directors are present, including one Executive Director and one Non-Executive Director, and that a majority of those present vote in favour of suspension.

- 2.16.2 A decision to suspend BDSOs shall be recorded in the minutes of the meeting.
- 2.16.3 A separate record of matters discussed during the suspension of BDSOs shall be made and shall be available to the Directors as applicable.
- 2.16.4 No formal business may be transacted while BDSOs are suspended.
- 2.16.5 The Audit Committee shall review every decision to suspend BDSOs.

2.17 Variation and amendment of BDSOs

- 2.17.1 These BDSOs shall be amended by the Board of Directors only if:
 - 2.17.1.1 a notice of motion under BDSO 2.9 has been given;
 - 2.17.1.2 no fewer than half the total Non-Executive Directors present vote in favour of amendment;
 - 2.17.1.3 the variation proposed does not contravene a statutory provision; and
 - 2.17.1.4 the Council of Governors ratifies the motion.

2.18 Record of attendance

- 2.18.1 The names of Directors present at their respective meetings shall be recorded in the minutes.

2.19 Quorum

- 2.19.1 No business shall be transacted at a meeting of the Board of Directors unless at least one-third of the whole number of the Directors is present including at least one Executive Director and one Non-Executive Director.
- 2.19.2 An officer in attendance for an Executive Director but without formal acting status may not count towards the quorum.

- 2.19.3 If a Director has been disqualified from participating in the discussion on any matter and/or from voting on any resolution due to the declaration of a conflict of interest (see paragraphs 6 and 7 of these BDSOs) he shall no longer count towards the quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business. The above requirement for at least one Executive Director to form part of the quorum shall not apply where the Executive Directors are excluded from a meeting (for example when the Board of Directors considers the recommendations of the Remuneration Committee).

3. Arrangements for the exercise of functions by delegation

- 3.1 The Trust has resolved that certain powers and decisions may only be exercised or made by the Board of Directors in formal session. These powers and decisions are set out in BDSO 11.

3.2 Emergency Powers

- 3.2.1 The powers that the Board of Directors has retained to itself within these BDSOs (see paragraph 11) may in emergency be exercised by the Chief Executive and the Trust Chair after having consulted, if at all possible, at least two Non-Executive Directors. The exercise of such powers by the Chief Executive and the Trust Chair shall be reported to the next formal meeting of the Board of Directors for ratification.

3.3 Delegation

- 3.3.1 Subject to BDSO 5.1, the Board of Directors may make arrangements for the exercise, on behalf of the Trust, of any of its functions by:

- 3.3.1.1 a committee or sub-committee, appointed by virtue of *BDSO 5.1* or *5.2*; or
- 3.3.1.2 a Director or an officer of the Trust, in each case subject to such restrictions and conditions in the 2006 Act.

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3.4 Delegation to Committees

3.4.1 The Board of Directors shall agree from time to time to the delegation of *its* powers to be exercised by committees or sub-committees, which it has formally constituted. This Constitution and terms of reference of these committees, or sub-committees, and their specific executive powers shall be approved by the Board of Directors.

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3.5 Delegation to Officers

3.5.1 Those functions of the Trust that have not been retained as reserved by the Board of Directors or delegated to an executive committee or sub-committee shall be exercised on behalf of the Board of Directors by the Chief Executive.

3.5.2 The Chief Executive shall determine which functions he will perform personally and shall nominate officers to undertake the remaining functions for which he will retain accountability to the Board of Directors.

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3.6 The Chief Executive shall prepare a *Scheme of Delegation of Powers* identifying his proposals, which shall be considered and approved by the Board of Directors, subject to any amendment agreed during the discussion. The Chief Executive may periodically propose amendment to the *Scheme of Delegation of Powers*, which shall be considered and approved by the Board of Directors as indicated above.

3.7 Nothing in the *Scheme of Delegation of Powers* shall impair the discharge of the direct accountability to the Board of Directors of the Director of Finance or other Executive Director to provide information and advise the Board of Directors in accordance with any statutory requirements.

3.8 General enabling provision

3.8.1 Notwithstanding any arrangements made for delegation of functions, the Board of Directors may determine in formal session any matter it wishes within its statutory powers.

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4. Senior Independent Director

4.1 Concerns of the Council of Governors

4.1.1 The Senior Independent Director shall be available to Members and Governors if they have concerns which contact through the normal channels of Trust Chair, Chief Executive or Finance Director has failed to resolve, or for which such contact is inappropriate.

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4.1.2 The Senior Independent Director should attend sufficient meetings with Governors to listen to their views in order to help develop a balanced understanding of the issues and concerns of Governors.

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4.1.3 The Senior Independent Director should maintain sufficient contact with Governors to understand their issues and concerns.

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4.2 Performance Evaluation

4.2.1 Led by the Senior Independent Director, the Non-Executive Directors shall meet without the Trust Chair at least annually to evaluate the Trust Chair's performance, as part of a process, which should be agreed with the Council of Governors, for appraising the Trust Chair and on such other occasions as are deemed appropriate

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5. Committees

5.1 Appointment of committees

5.1.1 Subject to *BDSO* 3.3, the Board of Directors may appoint committees of the Trust, consisting wholly of Directors of the Trust, and other advisory committees reporting to the Board of Directors consisting wholly or partly of Directors of the Trust, including the Executive Director to whom specified powers of the Trust have been delegated.

5.2 A committee appointed under *BDSO* 5.1.1 may appoint sub-committees consisting wholly or partly of members of the committee (whether or not they include Directors of the Trust) or wholly of persons who are not members of the Trust committee (whether or not they include Directors of the Trust).

5.3 These *BDSOs*, as far as they are applicable, shall apply with appropriate alteration to meetings of any committees or sub-committee established by the Board of Directors. The minimum quorum for any committee shall be two.

5.4 Each such committee or sub-committee shall have such terms of reference and powers and be subject to such conditions (as to reporting to the Board of Directors), as the Board of Directors shall decide. Such terms of reference shall have effect as if incorporated into these *BDSOs*.

5.5 Committees may not delegate their executive powers to a sub-committee unless expressly authorised by the Board of Directors.

5.6 The Board of Directors shall approve the appointments to each of the committees, which it has formally constituted. Where the Board of Directors determines that persons who are neither Directors nor officers shall be appointed to a committee, the terms of such appointment shall be determined by the Board of Directors subject to the payment of travelling and other allowances being in accordance with such sum as may be determined by the Board of Directors.

5.7 Confidentiality

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5.7.1 A member of a committee shall not disclose a matter dealt with by, or brought before, the committee without its permission until the committee shall have reported to the Board of Directors or shall otherwise have concluded on that matter.

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

6. Disability of Directors in proceedings because of pecuniary interest

6.1 Subject to the following provisions of these *BDSOs* (see *Annex 5* for further provisions) if a Director of the Trust has any pecuniary interest, direct or indirect, in any contract, proposed contract or other matter and is present at a meeting of the Trust at which the contract or other matter is the subject of consideration, he shall at the meeting and as soon as practicable after its commencement disclose the fact and shall not take part in the consideration or discussion of the contract or other matter or vote on any question with respect to it. If there is a dispute as to whether a conflict of interest exists, the majority of Directors present and voting at the meeting shall resolve the issue, with the Trust Chair having a second or casting vote in accordance with the provisions of this Constitution.

6.2 The Trust shall exclude a Director from a meeting of the Trust while any contract, proposed contract or other matter in which he has a pecuniary interest, is under consideration.

6.3 Any remuneration, compensation or allowances payable to a Director by virtue of 2006 Act shall not be treated as a pecuniary interest for the purpose of these *BDSOs*.

6.4 For the purpose of this *BDSO* the Trust Chair or a Director shall be treated, subject to *Standing Financial Instructions*, as having indirectly a pecuniary interest in a contract, proposed contract or other matter, if:

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- 6.4.1 he, or a nominee of his, is a Director of a company or other body, not being a public body, with which the contract was made or is proposed to be made or which has a direct pecuniary interest in the other matter under consideration; or
- 6.4.2 he is a partner of, or is in the employment of a person with whom the contract was made or is proposed to be made or who has a direct pecuniary interest in the other matter under consideration; and
- 6.4.3 in the case of married persons, persons in a civil partnership, or persons living together, the interest of one partner shall, if known to the other, be deemed for the purposes of this *BDSO* to be also an interest of the other.

6.5 A Director shall not be treated as having a pecuniary interest in any contract, proposed contract or other matter by reason only:

- 6.5.1 of his membership of a company or other body, if he has no beneficial interest in any securities of that company or other body; and
- 6.5.2 of an interest in any company, body or person with which he is connected as mentioned in *Standing Financial Instructions* which is so remote or insignificant that it cannot reasonably be regarded as likely to influence a Director in the consideration or discussion of or in voting on, any question with respect to that contract or matter.

6.6 Where a Director:

- 6.6.1 has an indirect pecuniary interest in a contract, proposed contract or other matter by reason only of a beneficial interest in securities of a company or other body;
- 6.6.2 the total nominal value of those securities does not exceed £5,000 or one-hundredth of the total nominal value of the issued share capital of the company or body, whichever is the less; and
- 6.6.3 if the share capital is of more than one class, the total nominal value of shares of any one class in which he has a beneficial

interest does not exceed one-hundredth of the total issued share capital of that class,

this *BDSO* shall not prohibit him from taking part in the consideration or discussion of the contract or other matter or from voting on any question with respect to it without prejudice however to his duty to disclose his interest.

6.7 *BDSO* 6 applies to a committee or sub-committee of the Trust as it applies to the Trust and applies to any member of any such committee or sub-committee (whether or not he is also a Director of the Trust) as it applies to a Director of the Trust.

7. Standards of business conduct

7.1 Policy

7.1.1 Staff shall comply with the national guidance contained in HSG (93)5 "Standards of Business Conduct for NHS staff". The following provisions should be read in conjunction with this document.

7.2 Interest of officers in contracts

7.2.1 If it comes to the knowledge of a Director or an officer of the Trust that a contract in which he has any pecuniary interest not being a contract to which he is himself a party, has been, or is proposed to be, entered into by the Trust he shall, at once, give notice in writing to the Chief Executive or delegated officer of the fact that he is interested therein. In the case of married persons, persons in a civil partnership, or persons living together, the interest of one partner shall, if known to the other, be deemed to be also the interest of that partner.

7.3 An officer must also declare to the Chief Executive or delegated officer any other employment or business or other relationship of his, or of a cohabiting spouse, civil partner, or cohabiting partner, that conflicts, or

might reasonably be predicted could conflict with the interests of the Trust.

7.4 Interests, employment or relationships so declared by staff shall be entered in a register of interests of staff, to be held and maintained by the Trust Secretary. [Such register must be made available to the public.](#)

7.5 Canvassing of, and recommendations by, Directors in relation to appointments

7.5.1 Canvassing of Directors of the Trust or members of any committee of the Trust directly or indirectly for any appointment under the Trust shall disqualify the candidate for such appointment. The contents of this paragraph of these *BDSOs* shall be included in application forms or otherwise brought to the attention of candidates.

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

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

7.8 Relatives of Directors or officers

7.8.1 Candidates for any staff appointment shall when making application disclose in writing whether they are related to any Director or the holder of any office under the Trust. Failure to disclose such a relationship shall disqualify a candidate and, if appointed, render him liable to instant dismissal.

7.9 The Directors and every officer of the Trust shall disclose to the Chief Executive any relationship with a candidate of whose candidature that

Director or officer is aware. It shall be the duty of the Chief Executive to report to the Trust any such disclosure made.

7.10 On appointment, Directors (and prior to acceptance of an appointment in the case of executive Directors) should disclose to the Trust whether they are related to any other Director or holder of any office under the Trust.

7.11 Where the relationship of an officer or another Director to a Director of the Trust is disclosed, *BDSO* 6 shall apply.

8. Custody of Seal and Sealing of Documents

8.1 Custody of Seal

8.1.1 The Common Seal of the Trust shall be kept by the Chief Executive [or delegated officer](#) in a secure place.

8.2 Sealing of Documents

8.2.1 The Seal of the Trust shall not be fixed to any documents unless the document or transaction has been authorised by a resolution of the Board of Directors or of a committee thereof, or where the Board of Directors has delegated its powers.

8.2.2 [Prior to](#) any deed or document [being](#) sealed it must be approved and signed by the Finance Director (or an officer nominated by him) and authorised and countersigned by the Chief Executive (or an officer nominated by him who shall not be within the originating Directorate).

8.3 Register of sealings

8.3.1 An entry of every sealing shall be made and numbered consecutively in a book provided for that purpose, and shall be signed by the persons who shall have approved and authorised the document and those who attested the seal. A report of all sealings shall be made to the Board of Directors at least [annually](#).

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The report shall contain details of the seal number, the description of the document and date of sealing.

9. Signature of Documents

9.1 Where the signature of any document is a necessary step in legal proceedings involving the Trust, it shall be signed by the Chief Executive, unless any enactment otherwise requires or authorises, or the Board of Directors shall have given the necessary authority to some other person for the purpose of such proceedings.

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

10. Miscellaneous

10.1 BDSOs Orders to be given to Directors and officers

10.1.1 It is the duty of the Chief Executive to ensure that existing Directors and officers, and all new appointees, are notified of and understand their responsibilities under this Constitution, Standing Financial Instructions and Scheme of Delegation of Powers. Updated copies shall be issued to staff designated by the Chief Executive. New designated officers shall be informed in writing and shall receive copies where appropriate of BDSOs.

10.2 Documents having the standing of BDSOs

10.2.1 Standing Financial Instructions, the Scheme of Delegation and Powers and the terms of reference of committees shall have effect as if incorporated into BDSOs.

10.3 Review of BDSOs

10.3.1 BDSOs shall be reviewed annually by the Trust. The requirement for review extends to all documents having the effect as if incorporated in BDSOs.

11. Schedule of powers reserved to the Board of Directors

11.1 The Trust has resolved that the following powers and decisions may only be exercised or made by the Board of Directors in formal session:

11.2 Regulation and Control

11.2.1 Proposals for changes to BDSOs, which must be submitted to the Council of Governors for approval.

11.2.2 Approval of a scheme of delegation of powers from the Board of Directors to officers (see BDSO 3).

11.2.3 Requiring and receiving the declaration of Directors' interests that may conflict with those of the Trust and determining the extent to which that Director may remain involved with the matter under consideration.

11.2.4 Requiring and receiving the declaration of interests from officers that may conflict with those of the Trust

11.2.5 Disciplining Directors who are in breach of statutory requirements or BDSOs.

11.2.6 Approval of the disciplinary procedure for officers of the Trust, and receiving regular reports for dealing with complaints; and receiving regular reports summarising the complaints received and investigated.

11.2.8 Adoption of the organisational structures, processes and procedures to facilitate the discharge of business by the Trust and to agree modifications thereto,

11.2.9 To receive reports from committees including those which the Trust is required by regulation to establish and to take appropriate action thereon.

11.2.10 To confirm the recommendations of the Trust's committees where the committees do not have executive powers. To

establish terms of reference and reporting arrangements of all sub-committees (and other committees if required).

11.2.11 Ratification of any urgent decisions taken by the Chief Executive and Trust Chair in accordance with *BDSO* 3.2.

11.2.12 Approval of arrangements relating to the discharge of the Trust's responsibilities as a corporate trustee for funds held on trust.

11.2.13 Approval of arrangements relating to the discharge of the Trust's responsibilities as a bailee for patients' property (if and when this is applicable).

11.3 Appointments

11.3.1 The appointment and dismissal of committees.

11.3.2 The appointment of members of any committee of the Board of Directors or the appointment of representatives on outside bodies.

11.4 Policy Determination

11.4.1 The approval of management policies including personnel policies incorporating the arrangements for the appointment not outlined in this Constitution or appendices thereof, and removal and remuneration of staff.

11.5 Strategy and Business Plans and Budgets

11.5.1 In consultation with the Council of Governors, definition of the strategic aims and objectives of the Trust.

11.5.2 In consultation with the Council of Governors, approval of the annual income and expenditure budget.

11.5.3 Any proposed annual income or expenditure change exceeding £100,000.

11.5.4 In consultation with the Council of Governors, approval of the annual capital budget.

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11.5.5 Approval of any proposed change to the annual capital budget exceeding £20,000.

11.5.6 In consultation with the Council of Governors, the approval and monitoring of the Trust's policies and procedures for the management of risk.

11.6 Direct Operational Decisions

11.6.1 Acquisition, disposal or change of use of land and/or buildings.

11.6.2 In consultation with the Council of Governors, the introduction or discontinuance of any significant activity or operation.

11.6.3 Approval of individual contracts (other than NHS contracts) of a capital or revenue nature amounting to, or likely to amount to over £500,000 over a three year period or the period of the contract if longer.

11.6.4 Approval of individual compensation payments over £100,000.

11.6.5 To agree action on litigation against or on behalf of the Trust.

11.7 Financial and Performance Reporting Arrangements

11.7.1 Continuous appraisal of the affairs of the Trust by means of the receipt of reports as it sees fit from Directors, committees, associate Directors and officers of the Trust as set out in management policy statements. All regulatory returns required by the Regulator and the Charity Commission shall be reported, at least in summary, to the Board of Directors.

11.7.2 Approval of the opening or closing of any bank or investment account. Approval of the lists of posts whose holders may be included in bank signatory panels (as referenced in *Standing Financial Instructions*, 17.2).

11.7.3 Receipt and approval of contracts and agreements signed in accordance with arrangements approved by the Chief Executive.

11.7.4 Consideration and approval of the Trust's Annual Report including the annual accounts.

11.7.5 Receipt and approval of the Annual Report for funds held on trust, including the annual accounts.

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11.8 Audit Arrangements

- 11.8.1 To approve audit arrangements (including arrangements for the audit of funds held on trust) and to receive reports of the Audit Committee meetings and take appropriate action.
- 11.8.2 The receipt of the annual management letter received from the External Auditor and agreement of action on the recommendation where appropriate of the Audit Committee.
- 11.8.3 The receipt of the Annual Report received from the Auditor and the agreement of action on the recommendation where appropriate of the Audit Committee.

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Annex 5
Registers

1. The Trust shall have and maintain:
 - 1.1 a Register of Members showing, in respect of each Member, the Constituency and where there are classes, within the classes to which he belongs;
 - 1.2 a register of interests of the Board of Directors (‘the Register of Directors’ Interests’); and
 - 1.3 a register of interests of the Council of Governors (‘the Register of Governors’ Interests’).
 2. The information to be included in the above Registers shall be such as will comply with the requirements of the 2006 Act, any subordinate legislation made under it and the provisions of this Constitution.
 3. The Trust Secretary shall ensure that the above Registers reflect the current position at all times and that entries are added or deleted as appropriate to achieve this and in particular that Members shall be removed from the Register of Members if:
 - 3.1 the Member is no longer eligible or is disqualified;
 - 3.2 the Member is deceased; or
 - 3.3 the Member fails or declines to confirm their wish to continue as a Member when requested to do so by the Council of Governors, or the Council of Governors resolves to terminate the membership of that Member under this Constitution.
 4. The Trust Chair shall take reasonable steps to bring the existence of the Register of Directors’ Interests to the attention of the local population and to publicise arrangements for viewing it.

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5. In relation to any time before the Trust is first required to send an Annual Report to the Regulator, the Trust shall send to the Regulator a list of the persons who were first elected or appointed as:

5.1 the members of the Council of Governors; and

5.2 the members of the Board of Directors.

6. The Trust Secretary shall thereupon amend the Register within three working days of having received the said written notification from the Trust Chair.

7. Director's directorships of companies within *Standing Financial Instructions* or in companies likely or possibly seeking to be business with the National Health Service within this paragraph 7 of this *Annex* should be published in the Annual Report of the Trust and this information shall be kept up to date for inclusion in succeeding Annual Reports.

8. The Register of Directors' Interests shall be kept up to date by means of a regular review by the Trust Secretary, during which any changes of interest declared during the preceding period shall be incorporated, subject always to the provisions of paragraph 6 of this *Annex*.

9. The Trust shall maintain a Register of Directors' Interests.

9.1 All existing Directors shall declare relevant and material interests forthwith and the Trust shall ensure that those interests are noted in the Register of Directors' Interests. Any Directors appointed subsequently shall declare their relevant and material interests on appointment.

9.2 Interests which shall be regarded as "relevant and material" and which for the avoidance of doubt should be declared and should be included in the Register of Directors' Interests are:

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9.2.1 directorships, including Non-Executive Directorships held in private companies or PLCs (with the exception of those directorships of dormant companies);

9.2.2 ownership, part-ownership or directorships of private companies, businesses or consultancies likely or possibly seeking to do business with the National Health Service;

9.2.3 majority or controlling shareholdings in organisations likely or possibly seeking to do business with the National Health Service;

9.2.4 a position of authority in a charity or voluntary organisation in the field of health and social care;

9.2.5 any connection with a voluntary or other organisation contracting for National Health Service services or commissioning National Health Service services; and

9.2.6 any connection with an organisation entity or company considering entering into or having entered into a financial arrangement with the Trust including but not limited to lenders or banks.

9.3 If a Director has a doubt about the relevance or materiality of any interest this should be discussed with the Trust Chair.

9.4 At the time the interests are declared this shall be recorded in the minutes of the Board of Directors meeting as appropriate. Any changes in interest shall be officially declared at the next meeting of the Board of Directors following the change occurring. It is the obligation of the Director to inform the Trust Secretary in writing within seven days of becoming aware of the existence of a relevant or material interest and the membership.

10. The Trust shall maintain a Register of Governors' Interests.

10.1 All existing Governors shall declare relevant and material interests forthwith and the Trust shall ensure that those interests are noted in the Register of Governors' Interests. Any Governors appointed or elected subsequently shall declare their relevant and material interests on appointment or election as the case may be.

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10.2 Interests which shall be regarded as "relevant and material" and which for the avoidance of doubt should be declared and should be included in the Register of Governors' Interests are:

- 10.2.1 directorships, including ~~non-executive~~ directorships held in private companies or PLCs (with the exception of those Governorships of dormant companies) likely or possibly seeking to do business with the National Health Service;
- 10.2.2 ownership or part-ownership of private companies, businesses or consultancies likely or possibly seeking to do business with the National Health Service;
- 10.2.3 majority or controlling shareholdings in organisations likely or possibly seeking to do business with the National Health Service;
- 10.2.4 a position of authority in a charity or voluntary organisation in the field of health and social care;
- 10.2.5 any connection with a voluntary or other organisation contracting for National Health Service services or commissioning National Health Service services; and
- 10.2.6 any connection with an organisation, entity or company considering entering into or having entered into a financial arrangement with the Trust including but not limited to lenders or banks.

10.3 If a Governor has a doubt about the relevance or materiality of any interest this should be discussed with the Trust Chair.

10.4 At the time the interests are declared this shall be recorded in the minutes of the Council of Governors meeting as appropriate. Any changes in interest shall be officially declared at the next meeting of the Council of Governors following the change occurring. It is the obligation of the Governor to inform the Trust Secretary in writing within seven days of becoming aware of the existence of a relevant or material interest and the membership.

11. In relation to any time before the Trust is first required to send an Annual Report to the Regulator the Trust shall send to the Regulator a list of the persons who were first elected or appointed as:

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11.1 The members of the Council of Governors, and

11.2 The members of the Board of Directors.

12. The Trust Secretary shall thereupon amend the Register within three working days of having received the said written notification from the Trust Chair.

13. Governors' directorships of companies within *Standing Financial Instructions* or in companies likely or possibly seeking to do business with the National Health Service within paragraph 7 of this Annex should be published in the Annual Report of the Trust and this information shall be kept up to date for inclusion in succeeding Annual Reports.

14. The Register of Governors' Interests shall be kept up to date by means of a regular review by the Trust Secretary, during which, any changes of interest declared during the preceding period shall be incorporated, subject always to the provisions of paragraph 6 of this Annex.

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Membership

No Member may represent himself, in writing or verbally, as belonging to any category of membership of the Trust:

in a manner which could associate the Trust with personal opinions expressed by the Member;

where this might be misconstrued as a title; or

when this might imply a professional qualification. It is emphasised that the letters MTPPT, or similar, must not be used in such a way.

This prohibition shall not apply to a factual statement of any type of membership of the Trust in the appropriate paragraphs of books of reference or in a curriculum vitae.

Other than staff members, no Member may designate the Trust as his personal or professional postal address in any published work or in any communication to the media.

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The Trust shall have Members, each of whom shall be a Member of one of the following Constituencies

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Board of Directors – general duty

210.1 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.

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Process for the appointment of the Chief Executive

Subject to the provisions in relation to the appointment and removal of the Chief Executive, the Chief Executive shall be appointed in accordance with the process of open competition outlined as follows:

The Board of Directors shall create a duly authorised Panel which shall be composed of the Trust Chair and Non-Executive Directors.

That Panel shall seek candidates whom they consider appropriate against a job description as agreed by the Board of Directors to be appropriate to the post of Chief Executive.

The Panel shall then shortlist appropriate candidates to be interviewed.

The Panel shall interview and consider then consider those candidates and make a recommendation of one candidate to the Board of Directors, who will consider the recommendation, and make the appointment.

The Council of Governors shall approve the appointment made by the Board of Directors. consider the nomination and convey their decision to the candidate and Board of Directors.

The Chairman will inform the candidate and the Regulator of the decision.

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Report to	Date
Trust Board	24/09/2019

Clinical Quality Safety and Governance Committee (CQSGC)
Review 2018/19

Executive Summary

This annual review report reflects the large volume of work being carried out in each of the work-streams, covering all aspects of trust governance and covers the period since July 2018 when there was the last annual report to end of Q4 2019. We would request the cycle of annual reports to shift to May Board.

The committee has continued to evolve over the past year and we envisage that this work will continue, as the trust continues to grow and change over the coming period.

The committee is continuing annual review of the Terms of Reference, which have already updated substantially to include two new work streams highlighted in the list below:

- **Estates and Facilities – Terry Noys/Ian Garlington**
- **Research and Development – Eilis Kennedy**
- Information Governance – Terry Noys/David Wyndham-Lewis
- Patient Safety & Clinical Risk – Caroline McKenna
- Clinical Quality and Patient Experience – Louise Lyon
- Corporate Governance & Risk – Marion Shipman

The review of ToR, which includes reflection of its functions for providing oversight, as the integrated committee for the trust. This was following a suggestion from the CQC that the trust should consider further review of its governance structures and this has become even more important given the subsequent changes in Trust operational structures.

A small group was created to lead the review work and we are hopeful that it will be in a position to report a final draft to the next CQSG.

Recommendation the [Board / Committee]

The Board is asked to note this annual report.

Trust strategic objectives supported by this paper

Author

Responsible Executive Director

Irene Henderson & Work Stream
Leads

Dr Dinesh Sinha

Clinical Quality Safety and Governance Committee Annual Review 2018/19

INTRODUCTION

This report provides an annual overview of the work of the six individual work streams that report to the CQSGC, noting highlights or areas of concerns in relation to our governance and safety structures:

WORK STREAM REPORTS – ANNUAL REVIEWS

INFORMATION GOVERNANCE

Annual Review 2018–19 – Key points:

Much of the work this year has focused on compliance for GDPR and the Data Security and Protection Toolkit (DSPT) and highlighted the following three areas:

Phishing Campaign Report – We have been educating our staff on what to look out for to avoid getting phished. We have posters on the intranet and around the building as reminder to staff as well as what to do if they think they may have received a suspicious email. We are expected to evidence this to support our compliance of the Data Security and Protection Tool Kit. On the 12th to 13th of November 2018 we decided to run a phishing campaign of 100 staff account by sending out a phishing email to staff we think will probably be a target of phishing scams. As a relatively high number of staff (circa 30%) clicked the phishing link, a further action plan has been proposed.

Data Security Awareness Evaluation – Trust staff were asked to complete the Staff Evaluation Survey. As part of the survey, staff were asked to indicate to what extent they agree with 17 statements. The data collection started on 13th November 2018. The analysis is based on a sample of 91 staff who responded to the survey (until 4th December 2018). Overall, 86% of staff in the TAVI indicated that they agree and strongly agree with the Data Security Awareness survey statements.

Incidents and Incident Trends – The highest number of IG incidents by type were logged under ‘disclosed in error: data sent by email or post to incorrect participant’. Further data over another quarter will be required before any valuable trend analysis can be undertaken. It should be noted that the introduction of the new Trust incident system is driving an increase in the number of reported incidents.

ICO Reports

There was one reportable ICO incident during Q4 and the ICO opted to take no further action as the trust's immediate response including completing our duty of candour was considered to be an adequate response.

Identified risks 2018/19:

The IG Work stream notes a broadly positive position for this point in the year, however highlights areas that require additional focus as we prepare for the first DSPT submission in mid-March 2019. These areas are:

- i) Compliance rates with Data Security Awareness training (replacement to former Information Governance training);
- ii) Detailed understanding of the IMT components of Trust Business Continuity and Disaster Recovery;

It has also been confirmed that some unsupported systems will need to be decommissioned or otherwise secured.

PATIENT SAFETY AND CLINICAL RISK

Annual Review 2018/19– Key Points:

CQC:

The latest CQC inspection report (published on 16 November 2018, <https://www.cqc.org.uk/provider/RNK>) gave the Trust an overall rating of good with a rating of outstanding for effectiveness.

Patient deaths: Information taken from Quality Portal.

- The Medical Director has set up an incident panel which meets monthly and reviews all patient deaths and any other incidents from which learning can occur.
- During 2018/19 there were two learning lessons/mortality review meetings with another one to follow in March 2019.
- New incident reporting templates will be introduced in March 2019 (Concise Review Report (completed within 2 weeks of incident date) and a Mortality Review Report. The serious incident report has been amended.
- It was agreed by the Medical Director that all unexplained deaths of our patients, including those on waiting lists, must be reported externally via STEIS.

Serious incidents prompting investigation:

- May 2018 – Death of patient re-referred to Refugee Service. Serious incident investigation completed. STEIS reported. Inquest due to take place in March 2019. No action or omission on the part of Trust staff was felt to have contributed to the patient's death.
- August 2018 –Internal investigation – inappropriate behaviour by member of staff. Led by HR.

Internal investigations:

- November 2018. Internal investigation: a “near miss” involving two boys absconding from GH and accessing roof of a derelict building.
- December 2018. Internal investigation: this related to a staff member of a third sector organisation working with one of the Trust teams. As employee did not work for the Trust any further actions will be taken forward by the partner agency.

Clinical risk management

Clinical risk management had now been added to the trust wide risk register.

CQC compliance

All actions within the medical directorate area of the CQC action plan are on track these are currently being monitored via the EMT on a regular basis and that we are expecting an inspection at some point in the New Year.

Clinical claims

On discussion, the committee asked for some detail such as if it will have an impact on clinical practice and/ or limited information, including a rough idea of content and cost.

Complaints

Most of the complaints were from the GIC service, again mostly in relation to waiting times but also confirm that the service is doing its best for the patients with the current in the current clinical setting.

Safeguarding Children and Adults:

It was identified that there was a gap in the provision of adult safeguarding training for level 2/3 and this has now been addressed by increasing the time the adult safeguarding lead has and a new training programme delivered to relevant staff.

The reporting of alerts for both children and adults Reports from the Safeguarding Meetings come to the PSCR work stream meeting and are reported by the lead to the CQSG Committee.

Children Safeguarding Alerts	Q1	Q2	Q3	Q4
Section 17 referrals	32	52	37	20
Section 47 referrals	42	49	34	18
SEN referrals	17	52	22	2
Total Safeguarding Alerts	91	153	93	40

** Some cases have more than one type of concern and were counted as one for accurate reporting*

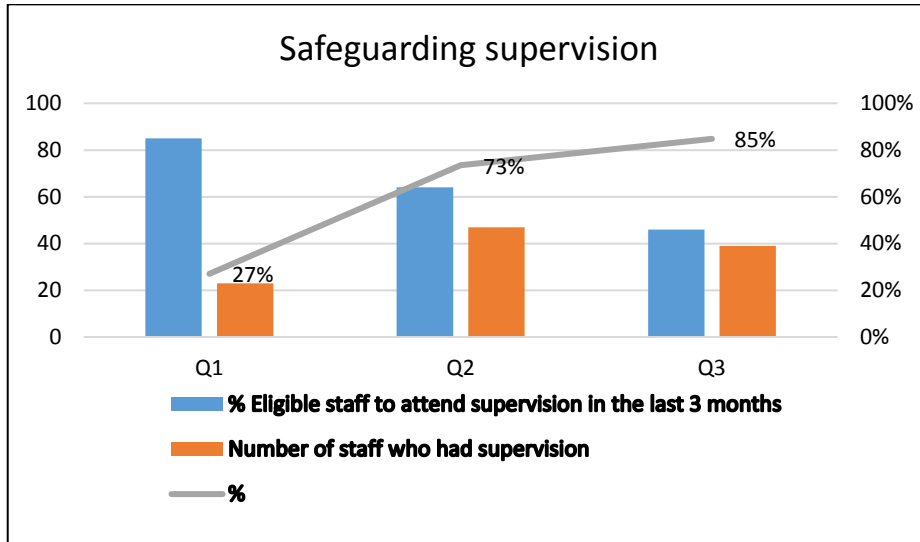
	Q1	Q2	Q3	Q4
Adults Safeguarding Alerts	1	4	2	2

Although there are currently a limited number of adult alerts the adult safeguarding lead is delivering further training to ensure all staff are aware of the reporting threshold.

Evidence of supervision:

There has been much work done to improve how staff evidence their supervision and there has been a steady increase, which continues to be monitored. The Named Professional for Safeguarding also continues to monitor and to send regular reminders to clinicians re: the importance of evidencing supervision discussions.

The tables below show this picture for the year to date:



Complaints:

For 2018–19 there were 160 complaints, which is a slight decrease compared to 2017–18:

Complaints 2018–19	Complaints 2017–18
Q1 – 45	Q1 – 40
Q2 – 37	Q2 – 35
Q3 – 39	Q3 – 26
Q4 – 39	Q4 – 61

The majority of the complaints were from patients’ attending/on waiting list for adult GIC or GIDS. The nature of the complaints is unchanged and is often related to waiting times, issues about treatment, delays in sending appointments/letters.

Medical Appraisal and Revalidation:

The Annual Organisational Audit questionnaire from NHS England is completed and submitted on a quarterly basis by the Revalidation Manager, to provide assurance to NHS England that processes and procedures are in place for the accurate reporting of appraisal and revalidation at the Trust. We currently have 61 doctors registered with the Tavistock as their designated body. All appraisals and revalidations remain on track for 2018–19.

The Sign up to Safety Plan:

The Trust Sign up to Safety Improvement Plan for 2018/19 is on track and there has been increased training in relation to the identification and management of domestic abuse and violence related to adults, children and young people, using the Barnardo's Domestic Violence Risk Identification Matrix led by Named Professional for Safeguarding Children.

Key Risks for 2018–19

The overall rating assurance rating for Patient Safety and Clinical Risk at year end is projected as green.

CLINICAL QUALITY & PATIENT EXPERIENCE WORK STREAM

Annual Review 2018–19

The work this year of the Clinical Quality and Patient Experience work stream has again reported good progress in relation to our clinical data collections and submissions for contractual, performance management and assurance purposes.

The work stream receives reports on progress on the Trust's five quality priorities for 2018–19 as set out below:

1. Provide effective sleep management information to support patients and carers of those with sleep disorders
2. Improve waiting time access from end of assessment to first treatment session in Adult Complex Needs, Lyndhurst service
3. Improve patient and carer involvement in care planning in CYAF services
4. Embed meaningful use of outcome measures in clinical services
5. Improve identification and management of high risk patients

Good progress has been made on all five and work is in hand to finalise priorities for 2019–20. Patient representatives, commissioners, governors and clinical leads have contributed to the process of identifying priorities through the Quality Advisory Group and other forums.

All CQUINS and KPI performance is on track including the work with GIDS and GIC transfers, telemedicine and the living well programme. There has also been a marked increase in the numbers of completed physical health forms showing this is becoming part of routine assessment processes. Waiting times in gender services remain of concern.

Waiting times have also emerged as a concern in some smaller teams across the Trust including Adult Complex Needs

Clinical Audit & NICE Guidance

The Trust's new clinical audit officer joined the Trust in December 2018 and has been working with the new quality portal and staff across the Trust to ensure all clinical audits are logged and managed centrally. We have also taken part in the National Clinical Audit of Anxiety and Depression (NCAAD) for 2019.

The quality team and clinical governance team continue to work with the Informatics directorate to ensure our patient administration system Carenotes has been updated to provide adequate methods of data collection with the relevant reports made available. This information is being shared with clinical teams across the Trust to ensure they are aware of their compliance in all areas of data collection.

Alongside this, the project "Reducing the Burden" was introduced and this has now been completed and process changes implemented. This was initiated to make it easier for clinicians to use Carenotes, by making the system more intuitive and reducing the need for staff to enter duplicate information. There has also been much work done to reduce the number of outcome measures being used across services, which we hope will also help with the clinical work load and increase the quantity of a reduced range of measures collected.

Patient Experience

A refreshed Patient and Public Involvement Strategy has been implemented over the year. Feedback from patients and carers remains positive overall with some concerns coming through about the impact of waiting times and the helpfulness of information. Feedback has been shared with team leaders for comment and action where possible.

The PPI team are leading on developing innovative ways of gaining meaningful feedback from patient, carers and families.

A new report has been developed bring together patient feedback, PALS enquires and complaints to draw out any common themes.

CQC Inspection and action plan

The work stream monitored progress on the GIC CQC action plan formulated following an inspection whilst the service was held within another Trust. Good progress was made on the implementing the plan. The work stream monitored progress on the action points allocated to it from the overall Trust wide action plan following the inspection 2016.

The latest CQC inspection rated four of the key lines of enquiry as Good and Effectiveness moved from Good to Outstanding. An action plan has been developed in response to the 2018 inspection report.

Implementation of the clinical quality improvement strategy

Significant progress has been made over the last year in terms of training staff, implementing projects and developing forums in directorates to support QI. In CYAF and AFS, the clinical governance leads have taken on the role of Associate Director of QI and responsibility for the management of the QI leads and approval of QI projects in their respective directorates. A Board level training morning was held in February followed by an afternoon session on next steps on implementation with the Quality Improvement Group. Work will be consolidated through improving QI project logging and tracking and providing a handbook for QI projects.

Outcome Measures

We noted problems with outcome measures and although there has been some improvement we need a real review regarding the number and appropriateness of measures. There are many challenges, including clinicians not always able to provide the outcome monitoring forms and often a lack of patients completing and returning the forms.

CQUINs

CQUIN performance:

Health food – congratulations to Toza Catering for updating their offerings to include healthy options.

The Living well programme has also gained more traction. 61.5% is the highest compliance we have reached on flu vaccination but we didn't reach the CQUIN.

The staff survey was completed by many staff but disappointingly we did not achieve the target.

Key Risks for 2018–19

Patient feedback confirms that waiting times in gender services and other services across the Trust remain an area of concern. Issues are being addressed in a variety of ways specific to the services.

The collection of outcome measures remains an issue with too few patients completing and returning outcome measures and technical options are to be investigated to increase

completion rates. It is also hoped the recent implementation of Patient View should help improve the collection of outcome measures.

CORPORATE GOVERNANCE AND RISK

Annual Review 2018–19

The Trust has introduced a trust-wide, centralised electronic reporting system called the Quality Portal, which is available as standard on all trust PCs, laptops and also accessible via mobile technology. The introduction of this system has increased incident reporting across the Trust, including non-clinical incidents. Lessons learned from the various reported incidents continue to be shared with the relevant teams and appropriate service lines.

All health and safety training will be up to date by the end of March 2019. Ladder Safety and Manual Handling training will be delivered via e-learning packages. Work of the mental health first aiders continues across the trust with around 40 staff now fully trained as mental health first aiders.

There has also been much work undertaken to ensure business continuity plans (BCPs) are in place and a table top exercise is planned for March 2019 for a selection of staff from various teams to take part and share the learning. The Health and Safety Manager is continuing to work with directorate leads to ensure all services have an appropriate BCP in place.

Actions have been taken to address infection control gaps with the cleaning of toys across services. A timetable has been agreed and is being implemented with compliance reported back to the Corporate Governance and Risk work stream.

Progress has continued to be made against the Organisation Development and People Strategy with programmes of work being embedded within directorate work programmes.

Business continuity plans (BCPs)

Site visits continue to be made and agreed BCPs are now in place for most services.

Health and Safety Compliance

Work has been done to ensure compliance in both fire drills and evacuations.

CGR Terms of Reference

The committee accepted the updated terms of reference for this work stream.

Key Risks for 2018/19

The re-procurement of Occupational Health service is to be added to the Trust Operational Risk Register.

ESTATES AND FACILITIES

Overall the work undertaken and reported in this work stream has achieved continual improvement in compliance for the following areas:

- External sites – performing well in estates compliance
- Statutory and non-statutory compliance remains good with the introduction of new policies and procedures
- Health and safety – new dashboard introduced for monitoring this compliance
- Improved understanding in relation to the various leases and service level agreements in place across the Trust.

Improvements have been achieved with the newly introduced system of Premises Assurance Management (PAM), which puts the Trust in a good place overall in terms of estates compliance.

Fire Compliance

There is further work to do in relation to this area, and in some of our external sites, it is the responsibility of the landlord to ensure fire compliance in terms of regular fire drills and evacuation testing.

RESEARCH AND DEVELOPMENT

The Trust is the leader on a number of externally funded grants, 5 of which were awarded in the last year.

Recruitment to research studies – this has funding implications and this year's intake has been weak but this is expected to increase in take up next year.

The LOGIC longitudinal study begins in July 2019 and as many of the recruited staff will need to provide 3 months' notice period so this has implications for our HR recruitment processes.

The Trust has had unsuccessful grant applications and although it is important to learn from these, many of which have been led by our university partners rather than the Trust itself.

The CQC report was very positive in relation to R&D and noted the strong external academic and research links the Trust has built up and noted the Trust's influence in evidence-based research and clinical practice.

We continue to work well with our external research management office Noclor who assist with the provision of data reported in relation to studies and recruitment.

The Comprehensive Local Research Network (CLRN) have been very supportive especially in relation to our collaboration in CAMHS research and funding remains generous. We also have plans to improve our participation next year in other studies.

Report to	Board of Directors
Report from	Equality, Diversity and Inclusion Committee – 12 September 2019

Key items to note

The committee met as planned and had good attendance, we welcomed the associate dean for learning and teaching and the divisional director for adult and forensic services to the membership.

We considered our normal business around divisional and education and training updates but focused in on.

Black history month

The Trust is arranging a number of events to mark black history month throughout December including a range of seminars, an evening event, a focused article in the staff magazine and a number of pieces of art work that will be displayed.

Equality standards

The committee considered in full detail the data from both the race and disability equality standards which are presented to the board for their consideration.

Employee relations case review

A report was received from the chair of staff side, race diversity champion and the committee's executive lead on a case review undertaking of the organisation's employee relations activity. This was in response to a perception that BAME staff may be more likely to be subject to formal processes. A number of pieces of learning were identified around improving manager capability, ensuring processes are managed in a timely way and that more work is done to support managers to use informal approaches would be taken forward.

NHS rainbow badge scheme

The executive lead and LGBTQI+ champion appraised the committee that they were exploring the Guy's and St Thomas' NHS Foundation Trust rainbow badge scheme and it was endorsed that this work should be progressed within our organisation, subject to a full work up and engagement plan process.

Actions required of the Board of Directors

The Board is asked to endorse the WDES and WRES items covered earlier on the agenda.

Report from	Dinesh Bhugra, Committee Chair
Report author	Craig de Sousa, Director of HR & Corporate Governance
Date of next meeting	14 November 2019

AGENDA

BOARD OF DIRECTORS – PART ONE
MEETING HELD IN PUBLIC
TUESDAY, 24th SEPTEMBER 2019, 2.00pm – 3.50pm
BOARD ROOM 3RD FLOOR. THE TAVISTOCK CENTRE,
120 BELSIZE LANE LONDON, NW3 5BA

		Presenter	Timing	Paper No
1 Administrative Matters				
1.1	Chair's opening remarks and apologies	Chair	2.00pm	Verbal
1.2	Board members' declarations of interests	Chair		Verbal
1.3	Minutes of the meeting held on 30 th July 2019	Chair		1
1.4	Action log and matters arising	Chair		Verbal
2 Operational Items				
2.1	Chair and Non-Executives' Reports	Chair and Non-Executive Directors	2.10pm	Verbal
2.2	Chief Executive's Report	Chief Executive	2.20pm	2
2.3	Finance and Performance Report	Deputy Chief Executive / Director of Finance	2.40pm	3
3 Items for decision or approval				
3.1	Workforce Race Equality Standard (WRES)	Director of HR & Corporate Governance	2.50pm	4
3.2	Workforce Disability Equality Standard (WDES)	Director of HR & Corporate Governance	3.00pm	5
3.3	The Foundation Trust Constitution	Director of HR & Corporate Governance	3.10pm	6
4 Items for discussion				
4.1	Clinical Quality, Safety & Governance Annual Report	Medical Director	3.20pm	7-late
5 Items for information				
5.1	Research Strategy Update	Medical Director	3.30pm	verbal
6. Board Committee Reports				
6.2	Equality, Diversity & Inclusion Committee	Committee Chair	3.40pm	8

		Presenter	Timing	Paper No
6.3	Clinical Quality, Safety and Governance Committee	Committee Chair	3.45pm	verbal
8 Any other business				
9 Date of Next Meeting				
	26 th November 2019 - 1330 - 1700 - The Board Room, Tavistock Centre, Belsize Lane, London, NW3 5BA			