

**PUBLIC MEETING OF THE  
COUNCIL OF GOVERNORS**

**Tuesday 30 October 2012**

**6pm at Meridian Hall, East Court, College Lane  
East Grinstead, West Sussex RH19 3LT**

**Meeting of the Council of Governors (held in public)**  
**Tuesday 30 October 2012, 18.00, Meridian Hall, East Court, East Grinstead**

Tea, coffee and biscuits and an opportunity to meet members of the Council of Governors and from 17.30

<b>AGENDA: PART 1 (PUBLIC MEETING)</b>			
No.	Agenda item	Time	Papers
<b>PRESENTATION</b>			
47-12	<b>Nurse Specialist: Skin cancer</b> Jackie Blunt, Macmillan Skin Cancer Clinical Nurse Specialist	18:00	-
<b>STANDING ITEMS</b>			
48-12	<b>Welcome, apologies and declarations of interest</b> Renny Leach, Senior Independent Director	18:30	-
49-12	<b>Draft minutes of the meeting held on 19 July 2012 (for approval)</b> Renny Leach, Senior Independent Director		Enc.
50-12	<b>Matters arising and actions pending from the previous meeting</b> Renny Leach, Senior Independent Director		-
<b>REPORTS FROM THE TRUST MANAGEMENT TEAM</b>			
51-12	<b>Report from the Chief Executive</b> Adrian Bull, Chief Executive	18:35	Enc.
52-12	<b>Draft marketing strategy</b> Adrian Bull, Chief Executive	18:45	Enc.
<b>REPORTS FROM LEAD GOVERNORS</b>			
53-12	<b>Report from the Vice Chairman</b> Ian Stewart, Vice Chairman	18:55	To be tabled
54-12	<b>Report from the Governor Representative</b> Brian Goode, Governor Representative	19:00	To be tabled
55-12	<b>Quality and risk</b> Moira McMillan, lead governor for quality and risk committee	19:05	Verbal
56-12	<b>Patient experience</b> Gillian Santi, lead governor for the patient experience group	19:10	Verbal
57-12	<b>Foundation trust membership</b> Michael Hannah on behalf of Michael Shaw, lead governor for membership taskforce	19:15	Verbal
58-12	<b>QVH charitable fund</b> Brian Beasley, lead governor for the charitable funds advisory committee	19:20	Verbal
<b>STATUTORY DUTIES</b>			
59-12	<b>Appointments Committee</b>	19:25	Enc.

	Valerie King, Public Governor and Chair, Appointments Committee		
60-12	<b>Audit</b> Chris Orman, lead governor for audit	19:30	Verbal
61-12	<b>Constitution: second commencement order of the Health and Social Care Act 2012</b> Kathleen Dalby, Company Secretary	19:35	Enc.
62-12	<b>Constitution: planning for the third commencement order of the Health and Social Care Act 2012</b> Kathleen Dalby, Company Secretary	19:45	Verbal
<b>ANY OTHER BUSINESS</b>			
63-12	<b>By application to the Chairman</b> Renny Leach, Senior Independent Director	19:50	-
<b>QUESTIONS FROM THE PUBLIC</b>			
64-12	<b>To receive any questions or comments from members of the public</b> Renny Leach, Senior Independent Director	19:55	-
65-12	<b>To consider a motion to exclude members of the public and the board of directors in order to discuss confidential matters</b> Renny Leach, Senior Independent Director	20:00	-
<b>DATE OF THE NEXT MEETINGS</b>			
<b>Public meetings of the Council of Governors:</b> Tuesday 15 January 2013, 14:00, Meridian Hall, East Court			

<b>Members of the Council of Governors</b>	
Brian Beesley	Public Governor
Howard Bloom	Stakeholder Governor, West Sussex County Council
Mabel Cunningham	Staff Governor
Jenny Cunningham	Public Governor
John Dabell	Public Governor
Brian Goode	Public Governor
Robin Graham	Public Governor
Peter Griffiths	Chairman
Michael Hannah	Public Governor
John Harold	Public Governor
Anne Higgins	Public Governor
Valerie King	Public Governor and Chair, Appointments Committee
Carol Lehan	Staff Governor

Moira McMillan	Public Governor
Christopher Orman	Public Governor
Christian Petersen	Staff Governor
Louise Reader	Public Governor
Andrew Robertson	Stakeholder Governor
Gillian Santi	Public Governor
Michael Shaw	Public Governor
Ian Stewart	Vice Chairman and Chair, Governor Steering Group
Alan Thomas	Public Governor
Norman Webster	Stakeholder Governor, East Grinstead Town Council
Peter Wickenden	Public Governor
Vacancy	Stakeholder Governor, NHS West Sussex
<b>Invited attendees</b>	
Adrian Bull	Chief Executive
Jeremy Beech	Non-Executive Director
Heather Bunce	Programme Director
Claire Charman	Engagement Coordinator (Secretariat)
Kathleen Dalby	Company Secretary and Head of Corporate Affairs
Pauline Farrell	Head of Human Resources
Richard Hathaway	Director of Finance and Commerce
Ken Lavery	Medical Director
Renny Leach	Non-Executive Director
Amanda Parker	Director of Nursing and Quality
Lester Porter	Non-Executive Director
Shena Winning	Non-Executive Director

<b>Document:</b>	<b>Minutes</b>	
<b>Meeting:</b>	<b>Council of Governors 19 July 2012 16:00 – 17:30 The Ark, Turners Hill, West Sussex</b>	
<b>Present:</b>	Peter Griffiths	Chairman
<b>Stakeholder Governors:</b>	Howard Bloom	Local Authority
	Andrew Robertson	League of Friends
	Norman Webster	East Grinstead Town Council
<b>Staff Governors:</b>	Mabel Cunningham	Carol Lehan
	Christian Petersen	
<b>Public Governors:</b>	Brian Beesley	Christopher Orman
	Jenny Cunnington	Louise Reader
	John Dabell	Gillian Santi
	Brian Goode	Michael Shaw
	Robin Graham	Ian Stewart
	John Harold	Alan Thomas
	Valerie King	Peter Wickenden
	Moira McMillan	
<b>In attendance:</b>	Jeremy Beech	Non-Executive Director
	Adrian Bull	Chief Executive
	Claire Charman	Engagement Coordinator / secretariat
	Kathleen Dalby	Company Secretary and Head of Corporate Affairs
	Pauline Farrell	Head of HR
	Richard Hathaway	Director of Finance and Commerce
	Ken Lavery	Medical Director
	Amanda Parker	Director of Nursing and Quality
	Lester Porter	Non-Executive Director
	Shena Winning	Non-Executive Director
<b>Members of public:</b>	3	

<b>Not present</b>	Howard Bloom	Stakeholder Governor, Local Authority
	Heather Bunce	Programme Director
	Michael Hannah	Public Governor
	Anne Higgins	Public Governor
	Renny Leach	Non-Executive Director
	Jonathan Street	Public Governor
	Janet Webster	Public Governor (elect)

## PRESENTATION

<b>31-12</b>	<p><b>Lower limb service</b></p> <p>The Chairman introduced Shona Smith (SS), specialist nurse practitioner for wound care, who delivered a presentation to the governors about the lower limb service provided by QVH.</p> <p>The service, successfully piloted 4 years ago, provides advice and treatment to patients in Kent, Surrey and Sussex with lower limb trauma, often caused by falls. SS works within a multi-disciplinary team (MDT) comprising consultants, anaesthetists, a staff nurse and coordinators.</p>
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	<p>Referrals into the service come through the trauma coordinators and specialist practitioners. Photographs of the wounds sent through the telemedicine system are triaged and prioritised accordingly. Advice is given to the referring hospital or GP on how best to care for the wound in the meantime. Not all patients will require surgery. SS assesses patients in their own homes or care homes. For patients who require surgery the average stay has reduced from 5 to 3 days and, in some cases, patients may stay only for the day or overnight. This reduces stress for the patients, particularly those with dementia. All patients are followed up after surgery in their own home and do not need to return to East Grinstead. SS will advise the local nursing teams about the dressings and which to use.</p> <p>The CoG discussed with SS the types of referrals and how they come through to QVH and whether the new transport policy had an effect on some of the patients being referred into the system.</p> <p>The Chairman thanked SS on behalf of the Council of Governors for her presentation.</p>
<b>STANDING ITEMS</b>	
<b>32-12</b>	<p><b>WELCOME, APOLOGIES AND DECLARATIONS OF INTEREST</b></p> <p>The Chairman welcomed new governors, John Harold and Louise Reader to their first meeting. Apologies were received from Howard Bloom, Heather Bunce, Michael Hannah, Anne Higgins, Renny Leach, Jonathan Street and Janet Webster. (Jonathan Street is unwell and will be unable to undertake governor duties for the time being. The Council of Governors wishes him well and a speedy recovery.)</p> <p>The Chairman noted the formal resignation from Pat Brigden since the last formal meeting.</p> <p>There were no declarations of interest.</p>
<b>33-12</b>	<p><b>MINUTES OF MEETING HELD ON 17 April 2012</b></p> <p>There were no amendments to the minutes of the last meeting.</p> <p>The Council of Governors <b>APPROVED</b> the minutes of the meeting held on 17 April 2012 as a correct record.</p>
<b>34-12</b>	<p><b>MATTERS ARISING FROM THE DRAFT MINUTES</b></p> <p>There were no matters arising from the previous meeting.</p>
<b>REPORTS FROM THE TRUST MANAGEMENT TEAM</b>	
<b>35-12</b>	<p><b>REPORT FROM THE CHIEF EXECUTIVE</b></p> <p>AB highlighted the following from his report</p> <p><u>Emergency planning</u></p> <ul style="list-style-type: none"> <li>Emergency planning had taken place in preparation for the imminent Olympic Games and the torch procession through East Grinstead.</li> </ul> <p><u>Finance and operations</u></p> <ul style="list-style-type: none"> <li>April ended below plan which caused concern, however, May was on plan and June is broadly on track.</li> </ul> <p><u>Operational performance</u></p> <ul style="list-style-type: none"> <li>The trust failed to reach the 18 week target due to pressure on some specialities. Sleep studies is behind on planned activity due to a delay on a sixth bed being ready to take patients.</li> <li>The trust did not achieve all of the 31 day target for cancer waits during May, due to four cases being delayed - one was a scheduling issue and one a transport problem. Two delays were down to cancellation by the patients but the 'clock' cannot be</li> </ul>

stopped, even when it is the patient's choice to delay a procedure.

#### Capital programme

- The theatre build had been delayed by seven weeks due to the stringent processes required to remove asbestos found on the site.
- All demolition rubble has now been crushed in readiness to make the access road. AB noted that this process has been very noisy and the local residents have been very tolerant.
- The steam boilers have now been replaced which was the last of the very old plant the trust has had to work with.

#### Information Technology

- ORSOS upgrade - has been completed and had been delayed by security system.
- The electronic trauma board will be up and running shortly.
- The wireless network has been upgraded – the trauma coordinators will be able to enter trauma patient data directly on to a wireless tablet and patients on the wards will be able to access Wi-Fi throughout their stay.

#### Staff

- The recent industrial action by the British Medical Association had only a minor effect on QVH. One outpatient clinic was cancelled. The three doctors involved all followed the correct procedures and notified the trust in a timely manner.
- PF noted that the BMA have announced that they are suspending any further action for the time being.

#### Questions and discussion

- Concern was raised that with delays in processing referrals to the Sleep Disorder Centre patients may be referred elsewhere. AB reassured that whilst there are other centres, our spectrum of services is unlike others. The problem has been that the target for patients to receive a diagnostic test is within six weeks. Steps have been taken to address this, including using the facilities at the local young epilepsy centre who can do some of the tests but not all.

The Council of Governors **NOTED**: the contents of the report

#### **36-12 Staff Survey Results**

Pauline Farrell, Head of Human Resources, presented the results of the 2011 Staff Survey and noted the following:

- The overall results were an improvement on the results from 2010 and back to the levels we would expect for the organisation.
- The dip in the 2010 results is thought to reflect the staff consultation which was unsettling for many employees.
- Each year an action plan is put in place to focus attention on some of the weaker areas. Usually an improvement in this area is noted the following year.
- The action plan will also focus on equality and diversity issues and the key protected characteristics.
- PF observed that the 53% response rate is in keeping with the national averages for this kind of survey. Staff are encouraged to complete the survey through departmental meetings and staff communications.

After discussion, the Council of Governors **NOTED** the contents of the report.

#### **REPORTS FROM LEAD GOVERNORS**

37-12	<p><b>Report from the Vice Chairman</b></p> <ul style="list-style-type: none"> <li>• Ian Stewart (IS) tabled his report and highlighted the particular importance for governors to use every opportunity available to get to know the workings of the hospital in order to collectively hold the Board of Directors to account.</li> <li>• IS reported that he has submitted the Membership Taskforce papers to AB as agreed at the last Governor Steering Group.</li> </ul> <p>The Council of Governors <b>NOTED</b> the contents of the report.</p>
38-12	<p><b>Report from the Governor Representative</b></p> <p>Brian Goode (BG), presented his report and noted:</p> <ul style="list-style-type: none"> <li>• The Health and Social Care Act framework has been published, details will follow at the end of the year. Governors will need to consider how it should be interpreted. There are likely to be some large changes to Council of Governor's activity such as consulting members when agreeing a change to the constitution and involvement in significant transactions. KD noted that there will be a series of governor meetings in the future to discuss the changes.</li> <li>• BG also noted that he had now attended three Board of Director meetings in his role as Governor Representative and he reassured governors that the NEDs do challenge the executive directors sufficiently.</li> </ul> <p>The Council of Governors <b>NOTED</b> the contents of the report.</p>
39-12	<p><b>Quality and Risk</b></p> <p>Moira McMillan (MM) gave an update from the last Quality and Risk meeting held on 10 May 2012, items discussed at the meeting included:</p> <ul style="list-style-type: none"> <li>• A change to the controlled drugs policy</li> <li>• Consent policy and dementia assessments and the impact of the CQUIN targets on the trust</li> <li>• Change in transport policy to a central provider</li> <li>• Risk register</li> <li>• Draft quality accounts</li> <li>• Patient Experience Group</li> </ul> <p>The committee approved the Board Assurance Framework and also reviewed their terms of reference. KML noted that Jeremy Collyer will take over as lead for Audit and Clinical Outcomes and Ed Pickles will lead on Patient Safety.</p> <p>The Council of Governors <b>NOTED</b> the verbal report.</p>
40-12	<p><b>Patient Experience</b></p> <p>Gillian Santi (GS) gave an update on patient experience. She explained that a new Patient Experience Group had been formed bringing together Matrons and key service managers, including three governors; GS along with Carol Lehan and Jenny Cunnington. Amanda Parker, Director of Nursing and Quality, chaired the meeting and presented some key issues for patients arising from patient surveys, complaints and PALS. The group discussed and prioritised actions to take forward and will meet again in six weeks. GS noted that they were looking for a clinician to join the group.</p> <p>The Council of Governors <b>NOTED</b> the verbal report and <b>NOTED</b> the contents of the Patient Experience report quarter 1 (April to June 2012).</p>
41-12	<p><b>FOUNDATION TRUST MEMBERSHIP</b></p> <p>Michael Shaw (MS) reported on behalf of the Membership Taskforce. MS had submitted two papers 'patients as advocates' and 'members as ambassadors' to the GSG with the aim of promoting the hospital to the wider public and ensuring patients understand they can choose the hospital in which to have their treatment. He outlined the possibilities of using these two captive groups and the resource we have in our membership.</p>



	<p>MS noted that the taskforce also aims to increase the number of email addresses for members, to reduce the cost of communication and also ensure we can communicate more frequently. A recent article in the last edition of QVH News resulted in around 70 members advising us of their email address. A larger article is planned for the Winter edition.</p> <p>MS advised that he had asked governors if they would be willing to attend groups and meetings to deliver presentations about the hospital and its work. He had received seven positive replies and three governors declined. He asked remaining governors to feedback to him either way so he can determine if it is a viable option.</p> <p>JH suggested that approaching patients in the café, where he works as a volunteer, could be an option. People are often happy to chat there and may be more engaged than patients who are waiting to be discharged.</p> <p>AB commented that he had read the papers and there were some interesting suggestions that the management team will work through. However, he emphasised that some patients are very vulnerable or have been through a very traumatic time and it would not always be appropriate to approach these patients at this point so the proposed approach would need caution.</p> <p>Ken Lavery, Medical Director, gave further examples where it would not be appropriate to approach patients in this way but suggested that the existing QVH support groups may be a better resource where patients are getting through their treatment and are already engaged.</p> <p>The Council of Governors <b>NOTED</b> the verbal report.</p>
42-12	<p><b>CHARITABLE FUNDS</b></p> <p>Brian Beesley (BB) gave a report following his first meeting of the Charitable Funds Advisory Committee. The committee had received several funding requests and granted around £28k for applications. However, some applications were deferred for further clarification.</p> <p>BB was asked about plans for fundraising. Some ideas had been discussed to tie in with the trust's 150 year anniversary. RG suggested the group look into legacies as another means of funding.</p> <p>The Council of Governors <b>NOTED</b> the verbal report.</p>
<b>STATUTORY DUTIES</b>	
43-12	<p><b>APPOINTMENTS COMMITTEE</b></p> <p>Valerie King (VK) had nothing further to add to her report and said that the remaining matters would be discussed in Part 2 of the meeting.</p> <p>The Board of Governors <b>NOTED:</b> the contents of the report.</p>
44-12	<p><b>AUDIT</b></p> <p>Chris Orman (CO) reported on audit matters:</p> <ul style="list-style-type: none"> <li>• <u>Financial Report</u> - CO will meet quarterly with Richard Hathaway, Director of Finance, and Shena Winning (SW), Non-Executive Director and Chair of the Audit Committee, to discuss the presentation of the reports in order to maximise the value of the data available to the management.</li> <li>• <u>Audit</u> - CO noted that there had been a change in auditors this year. CO had a meeting with the auditors who had complimented the trust on the quality of the Quality Accounts.</li> <li>• <u>Valuation of estate</u> - There has been a reduction in value of the estate and buildings which has been challenged at board level. Additional costs could be incurred, should the board decide to challenge valuations in future.</li> </ul>

	<ul style="list-style-type: none"> <li>• <u>Outstanding debts</u> - Following a recent settlement of a large amount in QVH's favour, there has been a resolution to deal with outstanding amounts more quickly.</li> </ul> <p>After some discussion, the Council of Governors <b>NOTED</b> the verbal report.</p>
<b>ANY OTHER BUSINESS</b>	
<b>45-12</b>	There were no matters raised.
<b>QUESTIONS FROM THE PUBLIC</b>	
<b>46-12</b>	There were no questions from the members of the public.
<b>CLOSE</b>	
<b>47-12</b>	The Chairman thanked the members of the public for their attendance. The Chairman closed <b>Part 1</b> of the meeting.
<b>DATE OF THE NEXT MEETING</b>	
	The Council of Governors noted the date of their next meeting, which would be Tuesday, 30 October 2012 at 6pm in Meridian Hall, East Court.

Chairman:..... Date:.....

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**Report to:**  
**Meeting date:**  
**Agenda item reference no:**  
**Author:**  
**Date of report:**

**Council of Governors**  
**30 October 2012**  
**51-12**  
**Adrian Bull, Chief Executive**  
**October 2012**

### Report from the Board of Directors

#### 1. Quality, Safety Risk, DIPC

##### 1.1. Infection Control

Quarter 2	New this quarter	Year to date (Target)
MRSA bacteraemia	0	0 (1)
MSSA bacteraemia	1	2
<i>C.diff</i>	0	0 (1)

1.2. During quarter two there have been no patients identified as having MRSA positive blood cultures or *clostridium difficile*. One patient was identified as having MSSA bacteraemia this was patient within the burns unit with a 48% burn. A full root cause analysis investigation was undertaken to identify lessons that could be learned.

1.3. There was an outbreak of multi resistant pseudomonas involving three patients, no patient came to harm and all have been discharged home. A review of the cases has meant that further cleaning buckets are now available in the burns unit and nursing staff have been reminded about the processes involved in deep cleaning of rooms.

#### 2. Emergency Planning/Business Continuity

2.1. During Q2 activity has centred on winter preparedness and updating the winter plan which is to be presented to the Board of Directors in October. Staff have been training on administration of flu vaccines and will support occupational health in delivery of flu vaccines to staff. Flu vaccination clinics commenced during October and our aim as last year is to achieve a 60% uptake rate in clinical staff.

#### 3. Risk Management

3.1. During the second quarter, one serious untoward incident was declared in regard to swab counts within the operating theatre. There was no harm to the patient involved. A full investigation has been undertaken and changes to practice will be instigated which will ensure no marked (raytec) swabs will leave theatre with the patient.

#### 4. Financial Performance and Operational Performance

4.1. Financial performance for the 5 months to 31<sup>st</sup> August was good, generating a surplus of £1.444m against a plan of £1.039m.

4.2. Income from patient activity has recovered well from a slow start in April and is now slightly ahead of plan overall. The Trust is also benefitting from lower interest and depreciation charges than planned. A strong position at this time of year is encouraging given that the level of financial risk is likely to increase over the winter months.

4.3. The Trust's Financial Risk Rating remains at 5 under the Monitor Compliance Framework (the lowest level of risk)

4.4. Service line performance is monitored monthly and increased activity in the Hands service is driving a strong performance in that area. Sleep Studies is below plan, though still profitable and Maxillofacial service are seeing lower demand, particularly from Kent commissioners where a community based oral surgery service has been introduced.

4.5. The Trust has met all the corporate level performance targets but two services, Sleep Studies and Ophthalmology, are not yet meeting the 18 week waiting time target. There are action plans in place to achieve compliance as quickly as possible and the Trust is incurring contractual penalties in the meantime.

4.6. Financial pressure remains a significant risk in the local health economy.

## 5. Estates and Capital Programme

### 5.1. New theatre development

5.1.1. The overall project remains on time and within budget with an anticipated (revised) completion date of June 2013. The date on which the new Theatres building will become fully operational is dependent on the Trust's commissioning programme, (yet to be agreed).

5.1.2. Completion of ground works for six theatres is on target for the first week of October.

5.1.3. Construction of superstructure panels is due to start on 25 September.

5.1.4. It is anticipated that the building should be watertight by 22 December.

5.1.5. Close contact with hospital departments and local residents most affected by construction works is being maintained and co-operation remains high.

5.1.6. Approval has been given to building the foundations for the remaining 4 theatres to save cost and disruption during their construction.

### 5.2. Estates capital programme

5.2.1. Work on this year's capital programme is well underway with the majority of the work due for completion by the end of Q3. Projects include the following:

5.2.2. Replacement of Steam Boilers: on target for completion by the end of October

5.2.3. Fire Compartment works: survey works currently being carried out.

5.2.4. Replacement doors to Theatres 8 & 9: Doors have been manufactured and will be fitted mid October, (this requires weekend working)

### 5.3. Wayfinding, signage and car parking improvements:

5.3.1. Car Park changes are now complete

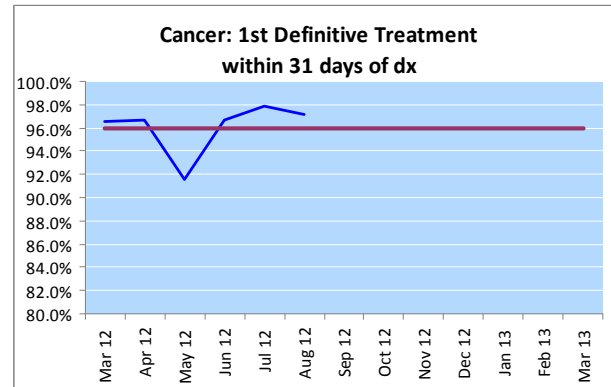
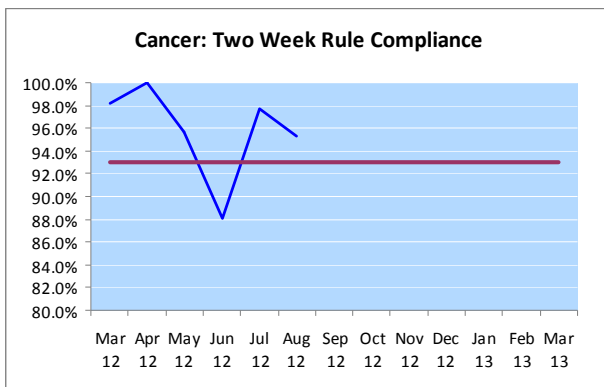
5.3.2. Wayfinding signage is currently on going

5.3.3. New OPD main entrance work commences October

## 6. Operational developments

### 6.1. Cancer

6.1.1. Work on streamlining the cancer pathway continues to progress through the implementation of the action plan. Unfortunately since the last report the Trust has failed two of the cancer targets i.e. the two week wait for June and the 31 day FDT for Q1 due to the poor performance in May (see graphs below).



6.1.2. This was a disappointment for the teams concerned as, up until this point, all the actions put in place since July 2011 had been working extremely well. Further analysis of the breach data for this year revealed a couple of trends concerning choice over LOPA (minor procedures) dates, scheduling issues, and also availability of appointments at off sites.

6.1.3. This analysis has resulted in a number of actions being put into place immediately, which has ensured that cancer performance has improved. These include:

6.1.4. Process for booking patients at Medway and ensuring 2 week referrals are prioritised has been reviewed.

6.1.5. Patients will be offered dates either in LOPA or DSU to ensure they receive a wider variety of choice of when to have treatment within 31 days.

6.1.6. Secretaries have been advised about scheduling issues to ensure that they do not recur.

6.1.7. There are also plans to explore with IT whether scanning of all referrals into Patient Centre at the time of receipt would be possible.

6.1.8. In addition, the following actions are continuing:

- The introduction of a dedicated skin cancer referral office mechanism will be completed by the end of the autumn.
- The Somerset Cancer Database has now successfully been implemented at QVH for patients discussed at the Brighton specialist MDT meeting. The full potential of the system is being developed and manual processes are now slowly being removed.
- The Infoflex system is increasingly being used in Kent and data is now being entered 'live' by clinicians, except at Maidstone. Options to enable QVH clinicians to enter 'live' data at the Maidstone MDT are currently being explored with their IT department and the Kent Cancer Network.
- Review of the collection of cancer data continues, to ensure that the Trust is compliant with the new Cancer Data Set Standards being introduced in January 2013. In the meantime, we have appointed a data collection clerk to help our Cancer Data Coordinator enter the backlog of information, which will improve data completeness.
- Also, we recently saw the launch of QVH's Moh's service, with the first patient receiving treatment in the new facility at the end of August. This will now allow patients to have their treatment locally without the need to travel into London and also further extends the Trust's services for skin cancer in the region.

6.1.9. For all these actions there are timescales in place which the teams continue to work towards.

## 6.2. Trauma

6.2.1. The electronic trauma board finally went 'live' on the 17<sup>th</sup> September. Delays have mainly centred on problems with the implementation of the ORSOS upgrade and getting access to training for staff. The trauma coordinators are using a new tablet p.c. linked to the Trust's wireless network, which will enable them to respond quickly to incoming referrals and access data plus telemedicine images across the site. The aim by the end of December is to move towards the 'live' availability of all theatre lists across the Trust, which in turn will remove the need for manual data collection and analysis.

6.2.2. The screen shots below demonstrate the look of the trauma boards now in use:

Status	Time	Case No	Surgeon	Procedure	Mins	Anes
COMPLETE	08:30	207369	FLOATING	LOCAL FLAP RECONSTRUCTION TO RIGHT ISCHIAL PRESSURE SORE	155	GENERAL
COMPLETE	11:05	207370	FLOATING	DEBRIDE & SSG WOUND RIGHT ANTERIOR LOWER LEG	70	LA / SED
COMPLETE	13:30	207514	TRAUMA		70	GENERAL
COMPLETE	14:40	207528	TRAUMA		40	GENERAL
IN PROGRESS	15:20	207534	TRAUMA		70	GENERAL
SCHEDULED	14:40	207532	TRAUMA		20	GENERAL

Status	Specialty	Hrs Inj	Decision	Sex	V Number	Age	Clinical Comment	NBM Status	Fluids	Anes Type
SUBMITTED	PLAS	5		F	V0722102	32	2ND W/C LIF			
SUBMITTED	PLAS	3		M	V0722286	4	SHUT IN DOOR FRAME LT INDEX+ DISTAL END MID PHALYNX			

6.2.3. Overall the trauma service continues to monitor performance against key indicators including:

- 90% of patients are seen within 24hrs of admission.
- Number of referrals being received during the day and at night
- Number of referrals given advice only per week
- Number of referrals declined per week
- Trauma Theatre utilisation
- Percentage of trauma undertaken in elective lists.

6.2.4. Another key area of work is focused on improving patient flow for Paediatric trauma cases. A task and finish group, lead by Mike Bennett and Nicola

Heneghan, is looking at this issue and reporting back to the Trauma Management Group. In addition, the location of the Handover taking place at 8am and 8pm is being relocated and the Trauma Policy has been completely re-drafted to incorporate the trauma coordinator role.

- 6.2.5. As with cancer, there is a detailed action plan with specific timescales which the Trauma Management Group continues to work through.

### 6.3. Elective

- 6.3.1. Pre-Assessment steering group has resumed activities and is currently focused on streamlining paperwork across all specialities as well as further developing the tracker. The second phase of the development of ORSOS for electronic documentation such as operation notes is now being planned following the successful upgrade. A review of the administration functions around scheduling is being undertaken to further streamline the processes which in turn should further improve waiting list management within the Trust.

- 6.3.2. A detailed demand and capacity analysis was carried out in July which highlighted a number of areas with immediate gaps. The following initiatives, to address the initial shortfall, have now either been put in place or will be completed by October.

Capacity Initiative
Open up Burns list on Monday and Thursday all day
Saturday lists x2 Week 2 & 4 (May onwards)
Additional Corneo sessions x 8 per month

- 6.3.3. The demand vs capacity for theatres will now be reviewed on a quarterly basis and the latest data from June to August 2012 is currently being analysed. The outcome of this analysis will be considered by the Theatre Scheduling Group to ensure future planning of capacity is more aligned to changes in demand across the specialities.

- 6.3.4. In addition to the above, the Outpatient User Group, originally set up to oversee the development of the design of the new Main Outpatients Department, has recently met to agree a programme of work focusing on improving patient flow and experience across all departments. This includes:

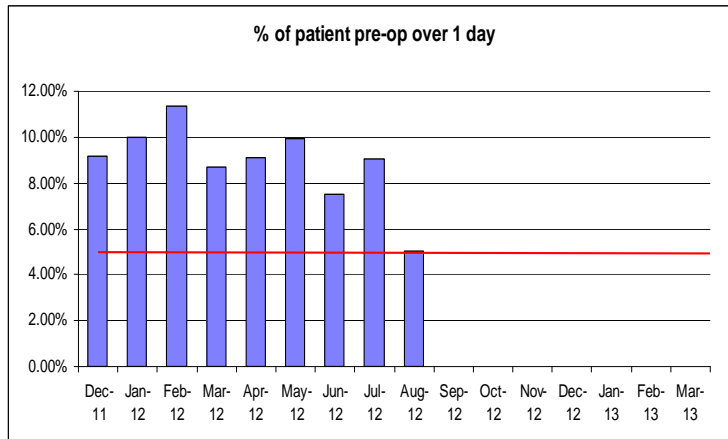
- Reviewing clinic templates
- Undertaking demand and capacity analysis
- Reducing the need to overbook
- Developing policies for Clinic cancellation and setting up new services
- Reducing follow up ratio
- Increasing media screen functionality to further enhance patient calling system
- Reviewing outpatient space / room allocation / utilisation
- Reviewing staffing levels
- Start and finish times for clinics
- Reviewing support services opening times i.e. radiology and pathology

- 6.3.5. Alongside this, in addition to those mentioned above, a separate task and finish group, including the clinicians, has been formed to focus on the specific issues within Corneo.

### 6.4. Outpatients

- 6.4.1. Since April the Trust has also been focusing on reducing pre-operative length of stay. This work has predominately been led by the Inpatient and Peri-operative Matrons, plus the respective clinicians. Progress is gradually being made (see table

overleaf and there are a number of other actions underway to improve this further.



6.4.2. In addition, in advance of our new theatre build, a proposal has been developed to ensure patients are admitted through one area. This has recently been circulated to clinicians and staff for feedback before a pilot is tested from January 2013.

6.4.3. The development of a single dashboard for elective work will be made available as part of the Information team's work on developing a suite of Key Performance Indicators (KPIs) for the Trust.

#### 6.5. Service Improvement Steering Group

6.5.1. Due to the increasing number of initiatives across the organisation, a specific Service Improvement Steering Group had been established to develop an efficiency programme for QVH that focuses on improving services rather than cutting costs. Initial work is concentrated on collating information on all the projects underway and grouping them under core headings, identifying a lead for each project and setting timescales. Each project's aims will be described, including the metrics that are to be used. These will then in turn be incorporated into an overarching plan containing all the projects, against which key milestones can be monitored. The Steering Group will provide regular updates to the Board of Directors and Clinical Cabinet.

#### 6.6. Other Clinical Specialities Projects

6.6.1. Digital Dictation is now embedded within five teams i.e. Skin, Corneo Burns, Sleep and Orthodontics. Plans to extend to the last remaining areas are slightly delayed due to having to overcome off site docking issues. This hopefully will be addressed before the end of October. A voice recognition pilot is due to commence in Orthodontics and Sleep during November which was slightly delayed due to the need to interface with Patient Centre.

6.6.2. Outpatient 'Self Check-In Kiosks' and patient calling system is now live in OPD1 and Main Outpatients and is already being used by more than 60% of patients. Corneo is introducing the system during September. Overall the system is working well and there are plans to secure media screens for the last three waiting areas within the Trust in order to complete the roll out by the end of the autumn.

6.6.3. Synertec (an automated letter printing and postage system) – The implementation of this system continues and over 500 letters per week are routinely being sent out in this way, which reduces the amount of time staff spend folding and posting letters. The system is to be rolled out to the Appointment letters within Max Fax and Corneo in the coming months, once the clinic codes have all been amended to a Trust standard format.



- 6.6.4. Lastly, the NHS Institute 'Organising for Quality and Value' programme with 19 participants is almost finished. A celebration day is planned on 11 October where they will have the opportunity to share their experiences and achievements with fellow colleagues and members of the Board. A summary of their achievements will be made available in the next Streamlining update.

## 7. People Issues

- 7.1. The exercise to streamline the consultant rotas has now concluded and alterations to on call programmed activities in job plans have been agreed. The HR team is writing to all affected consultants to provide the necessary notice and the new arrangements will be in place from 1 January 2013.
- 7.2. The project work on implementing QVH values into appraisal and recruitment & selection is drawing to a close. This work plus the new 'Licence to Lead' will be launched to senior managers at their meeting on 6 November 2012. Round 3 of the Trust's 'Step Ahead' mentorship programme will be launched before the end of the year and the Head of HR & OD is delivering training for mentors (18 September and 7 November) to expand the cohort of mentors available in the Trust.
- 7.3. At present there are no further threats of industrial action but this remains a risk going forward. Currently, attention has shifted from the changes in the pension scheme to national and regional negotiations regarding terms and conditions and there is some concern amongst trade unions about the future of national collective bargaining.
- 7.4. The Head of HR & OD will be leaving the Trust on 13 November 2012 to take up a position as Associate Director of HR at Bart's Health in London. The Chief Executive has commissioned a short review of the post and the leadership of the HR service to inform the decision about how to replace the post holder.

## 8. Recommendation

- 8.1. The Council of Governors is requested to note the content of this report.

**Report to:**  
**Meeting date:**  
**Agenda item reference no:**  
**Author:**  
**Date of report:**

**Council of Governors**  
**30 October 2012**  
**52-12**  
**Adrian Bull, Chief Executive**  
**October 2012**

## **Marketing Strategy for QVH - Discussion paper DRAFT**

### **Introduction**

There has been much debate about the current marketing strategy for QVH. While there are a number of different views on what constitutes a marketing strategy, there is agreement that the overall aim is to maintain or increase referrals of patients to the hospital. The biggest strategic risk facing the organisation is the loss of new patients and declining activity.

In its broadest sense, marketing covers a wide range of activities including the detailed profiling of need and demand in the community, the design of products or services in response to that profile, the geographic distribution of those services, the brand of the organisation, the price structure of our case mix, and the promotion of QVH services. Defining need and demand for services is a commissioner led activity, in which QVH is fully engaged. Service development and geographic distribution of services are addressed in the business planning process and in conjunction with commissioners. Tariff and local price negotiations are part of the contracting process and are regularly reviewed. This paper focuses on the promotion of QVH services.

### **Strategic Positioning**

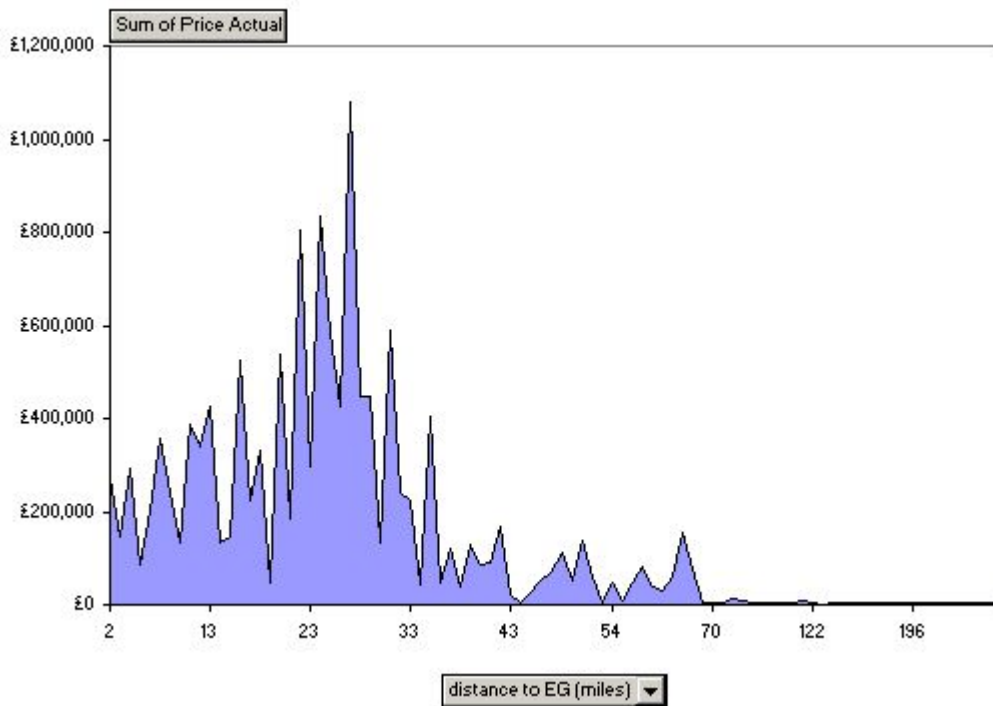
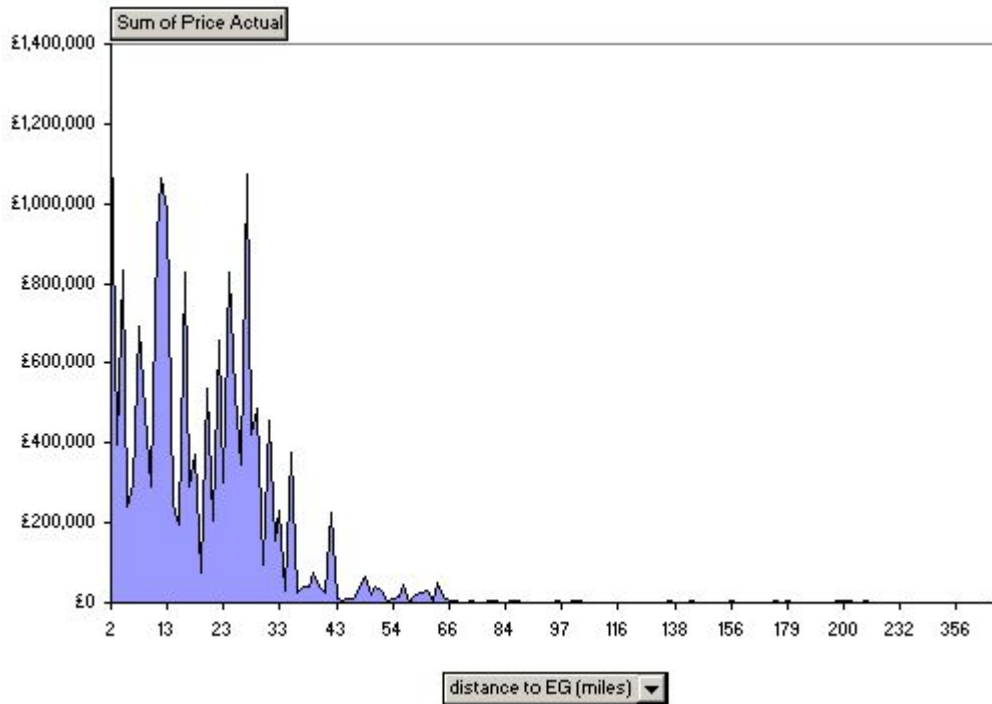
QVH has adopted a strategic position for Kent, Surrey and Sussex as a specialist hospital providing burns and reconstructive surgery, as well as providing diagnostic and therapy services to the local population.

As a specialist hospital, QVH provides a narrow range of surgical specialities. However, QVH should not be positioned as a hospital providing only the more complex or tertiary services within those specialities. On the contrary, for the hospital to remain viable, it must provide a critical mass of routine clinical services to maintain the revenues and resources required for the provision of less common and more complex care. For example, the hospital's corneal transplant programme would not be viable without the revenues earned from cataract and glaucoma surgery; the orthognathic and head and neck cancer services would not be viable without the revenues generated from surgery for impacted teeth, facial fractures, and intra-oral lesions; intricate joint and finger replantation surgery would not be possible without the flow of patients requiring surgery for Dupuytren's and carpal tunnel syndrome.

In respect of the more complex work, QVH is either the only provider of such services in the South East outside London (e.g. burns; finger replantation; microvascular breast reconstruction; axillary/pelvic lymph node clearance for melanoma; free flap transplantation to repair soft tissue trauma), or one of a very small number of hospitals able to provide that service (e.g. corneal transplant, head and neck cancer). In respect of the more routine work, there is an overlap with other specialities that provide similar care in most district general hospitals (e.g. cataract surgery; orthopaedic hand surgery; maxillofacial surgery).

This distinction between the unique services provided for more complex conditions, and the common services provided for less complex conditions, must be recognised in the strategy to promote QVH services.

### Referral Patterns



The charts above respectively show a crude analysis of less complex (defined as cost of procedure less than £2,000) and more complex (cost greater than £2,000) cases done at QVH, by distance of referral from East Grinstead. This can only be crude since, for example, some complex cases which can only be treated at QVH

may require procedures that cost less than £2000 – for example, eye surgery in patients with glaucoma, or excision of known melanoma.

For <£2,000 per case procedures, 37% of revenue came from within 12 miles of QVH:

For cases >£2,000 per procedure, 18% revenue came from 12 miles or closer. Of QVH's total income (for Outpatient procedures, Daycases, Non-Elective and Elective Admissions), 21% was <£2,000 cases from within 12 miles, 8% was >£2,000 cases within 12 miles, 35% was <£2,000 cases *outside* of 12 miles and 36% was >£2,000 cases from *outside* of 12 miles.

Overall, regardless of casemix, 29% of QVH income comes from patients referred from within 12 miles of the hospital. 56% overall was for less complex work, and 44% for more complex work

This reinforces the point that there are two distinct categories of QVH's work to be considered in the marketing strategy. The first category is the more routine procedures, which represents over half of QVH's revenue – of which some 40% of revenue comes from patients within 12 miles of QVH. The second category is the more complex procedures, of which some 80% comes from patients outside the East Grinstead area.

### **Patient Pathways**

The surgical and specialist care of the hospital can broadly be considered in three groups, namely

- a) Trauma and Burns (urgent or emergency care)
- b) Specialist elective, including cancer (care unique to QVH or very few other centres)
- c) Routine elective (care provided by other DGHs)

Each of these categories requires different approaches in terms of the marketing of QVH services.

A particular consideration is the referral pathway, and the points of choice at which patients are entered into a QVH pathway or not. In general, these may be described as follows:

- a) Trauma and Burns: All patients requiring urgent or emergency treatment for trauma and burns will initially be assessed and stabilised at an Accident and Emergency Department of a district general hospital. Trauma services for the more complex injuries are increasingly being concentrated into Major Trauma Centres and Trauma Units which form Trauma Networks. There are two key trauma networks of which QVH is a member – one covering South London, Kent, and Medway, and one centred on Brighton covering Sussex and the south of Surrey. An assessment of the injuries will be made by A&E physicians or surgeons and a decision made as to whether the patient can be managed without urgent treatment, by local clinical services, or by referral to a specialist centre. For the more complex injuries, protocols and guidelines drawn up by the trauma networks will be applied. There is little opportunity for patient choice.
- b) Specialist elective: In general, patients requiring specialist surgical care for their condition will be referred either by their GP, their GDP, or (very often) by a consultant in a district general hospital. The proportions of patients referred

by these routes will vary by speciality. In most cases, these referral pathways will be well established and, in the case of cancer, formalised in multi disciplinary team review processes. There will be significant opportunity for patient choice, which in general should be offered by the treating clinician. For example, all patients undergoing mastectomy should be offered the option of microvascular reconstruction by a plastic surgeon; patients requiring head and neck surgery for cancer have the choice of three centres in Kent, Surrey, and Sussex.

- c) Routine elective: Patients requiring routine elective treatment will for the very great majority be referred by their GP or GDP. There will in general be significant choice available, since most of these services will be provided by the local district general hospital as well as by QVH. In some hospitals (East Sussex, Medway, Maidstone, Dartford, Surrey & Sussex), QVH provides outreach clinics in plastic surgery and maxillofacial surgery as an alternative to services provided by those hospitals' own clinicians.

### **Considerations of Choice of Hospital by Patients and by Referrers**

The key aim is to ensure that QVH is either at the front of mind for patient and/or referrer when the decision about referral is made, or that QVH is part of a list of options under consideration.

#### **Patients**

Patients are likely to be influenced strongly by the referring clinician when options of referral are considered. Potential patients will also be influenced by general reputation, often through word of mouth, and location. Increasingly potential patients will undertake internet searches about their condition and its treatment in order to understand the options available to them.

It is possible that the general population would be aware that QVH provides Burns, and perhaps the most complex of plastic surgery (such as treatment of severe dog injuries or traumatic amputations). This, however, provides no added likelihood of referral to the hospital, since these are unique services to which they would be referred in any event.

Given the narrow range of QVH's services, it is highly unlikely that the general population would be familiar with the nature of those services at any particular time. For example, it is unlikely that an individual with painful wrists would carry in their mind the knowledge that QVH provides a specialist hand surgery service which would be appropriate for their condition. Educating a catchment population of some 4m people about the range of services at QVH would be difficult and costly. Maintaining a high level of understanding of the details of the services available would be prohibitively expensive.

However, most people would prefer if possible to be treated at their local hospital. Since QVH does not provide district general hospital services, there is a need continually to remind and educate the local population about the routine surgical services that are available here to ensure that they are aware of QVH as an option.

#### **Referring Clinicians**

- a) General Practitioners and General Dental Practitioners.

This group of clinicians will count for the majority of the more routine elective cases, and a proportion of the more specialist care. It is important that they remain aware of the services that QVH offers. Their use of QVH services will be influenced by such factors as familiarity or experience through previously referred patients of the quality of care, by knowledge of the level of expertise that is available, by awareness of the

range of services available, and by their perception of commissioning guidelines and preferences. To a degree which varies from locality to locality, they will also be guided by web based information such as Choose and Book, or locally derived guidelines. Given the importance of maintaining the more routine cases, for which there are more options of referral, priority should be given to those general practices local to QVH, and local to outreach clinics.

b) Consultants.

This group of clinicians will predominantly refer specialist and complex cases. In many instances, they will follow explicit referral pathways laid down by clinical networks, such as for cancer. They will also be strongly influenced by clinical relationships with QVH surgeons, and by previous experience of high quality care.

c) Accident & Emergency Departments

This group of clinicians will also predominantly refer specialist cases. A key assessment tool provided by QVH is the telemedicine system, which is now linked to all relevant A&E departments. This enables expert advice to be given on immediate treatment and on whether referral is necessary. These referring clinicians will be strongly influenced by clinical knowledge of the expertise available at QVH, by referral guidelines and pathways, and by previous experience of the services available.

### **Target Audiences for Promotion**

Arising out of the above considerations, there are several key but different audiences to which QVH services must be promoted. These, along with the particular characteristics, are as follows:

- a) General Population remote (more than 15 miles) from QVH. Catchment population circa 4m people. The need for QVH services will be uncommon. Most likely access will be through referral for specialist services either electively or for trauma/burns. Will probably undertake web searches for conditions and treatments at the time of need.
- b) General Population local (local catchment of QVH and outlying clinics). Catchment population circa 50,000. The need for QVH services will be more common – greater use of non-complex services. Loyalty to local hospital. Should be familiarised with the range and nature of services available at QVH, both complex and more straightforward.
- c) General Practitioners. Should be aware of, or have ready access to information about, expertise and services available at QVH and local outreach clinics. Should be aware of commissioner approval of services available at QVH. Familiarity with QVH services particularly important for GP practices in surrounding locality.
- d) Hospital specialists. Should be aware of expertise and services available at QVH. Should be familiar with referral pathways for particular conditions. Should promote availability of expertise to patients.
- e) Accident & Emergency Departments. Should be aware of expertise and services available at QVH. Should be familiar with referral pathways for particular conditions. Should be accustomed to using telemedicine referral system.
- f) Commissioners – Local Area Team of Commissioning Board, CCGs. Should be familiar with the expertise and services available at QVH. Should promote choice of such services to patients. Should ensure full access to such services through GPs, referral management systems, and referring specialists.

### **Consideration of Brand and Reputation**

The most familiar model for a hospital is the District General Hospital, which provides a comprehensive range of secondary level surgical and medical services. People generally assume that, apart from rare or particularly complicated conditions, the district general hospital will meet the hospital service needs of the population it serves. The perception of such hospitals rests more on its general reputation for quality than specific knowledge of individual services.

Some specialist hospitals are clearly identified with the conditions or the services they offer. Examples of this would include the Papworth hospital for heart conditions, the Trafford Centre for Orthopaedic Surgery, the Moorfield hospital for eyes, Great Ormond Street for Children's specialist services. Other hospitals are particularly identified with the provision of a comprehensive range of treatments across the full spread of complexity without a detailed understanding of specific services; these would include the Teaching Hospitals of London such as University College and Imperial.

QVH falls into the specialist hospital category, although the specialism it offers is not generally understood. For the great majority of people, the conditions or services identified with it would be burns or major trauma such as amputation or dog attack. QVH also has a reputation for excellence, but the general concept of reconstructive surgery does not adequately explain the range of services that it encompasses - from oculoplastic surgery of the periorbital tissues to breast reconstruction and interphalangeal joint replacement for arthritis of the hand. It is suspected that, insofar as the general population has a view about QVH, they would perceive it to be a hospital with a good reputation as an expert centre, associated with Burns treatment and possibly major soft tissue trauma.

The essence of any brand or reputation is the reality on which they are based. The continued provision of high quality care, the continued high opinion of patients in hospital and national surveys, the continued receipt of compliments and commendations, the continued commitment of our staff to patient care, and the continued pride in the organisation that this engenders in all who are associated with it, are the most important elements of brand development and promotion.

### **Methods of promoting QVH**

There is a small number of core methods available through which to promote QVH to the various target audiences as follows:

- a) Education of referring clinicians. This is particularly relevant to GPs and GDPs. QVH's clinicians have a strong track record in the education of various clinical groups, including emergency department doctors, GPs, and breast care nurses, in specialist aspects of the conditions treated and procedures offered. This is a strong and persuasive means of maintaining QVH's profile with referring clinicians.
- b) Communications to and for referring clinicians. Provision of detailed information about the services available and how to refer to them through electronic mailing, referral guidelines, and web based mechanisms such as the website and Choose & Book systems used by GPs.
- c) Relationships with referring clinicians. Through clinical networks and membership of multidisciplinary teams to promote the role of QVH in the treatment of complex elective, cancer, and traumatic conditions. QVH clinicians are members of three cancer networks and two trauma networks. They contribute actively to the training of junior doctors across the region. A key area

for continued development is of relationships with specialists from other disciplines at neighbouring DGHs providing overlapping services - such as orthopaedic surgeons, dermatologists, etc.

- d) Relationships with partner organisations - both providers and commissioners. QVH maintains liaison and collaboration with such organisations through executive and medical director meetings, engagement with policy development, and involvement in the commissioning and contracting processes.
- e) Brand promotion and advertising to the general public. QVH does not have a sustained advertising or brand promotion campaign because of the costs that would be required for this to have any impact on a sustained basis. QVH will continue to take opportunities to present itself and its clinicians as experts on specific topics in the media. It is also in discussion with several production companies to involve the hospital in suitable television programmes.
- f) Electronic media. Because of the importance of web based searches to people who develop specific conditions or who have need of particular procedures, QVH's presentation on web based media continues to be developed. The redesign and refreshment of the website over the past year, and careful attention to the hospital's profile on NHS Choices, has been core to this.

### **Current Strategy.**

The hospital's marketing strategy has been described in previous documents. It is focused on the following core activities:

- a) Relationships with partner hospitals and commissioners (CCGs and PCTs) to ensure continued awareness of and access to QVH services. As CCGs become established in the current year, it is more straightforward to establish the necessary relationships with CCG Chairmen and other leaders. All CCGs are working to establish a training and development programme for their member general practices. QVH will continue to work to ensure that they take part in these education and training events.
- b) Relationships through clinical networks with referring specialist clinicians. QVH's clinicians are actively engaged in Cancer and Trauma networks in all three counties. Opportunities for further engagement are constantly monitored
- c) Regular communication and website publication of information for referring GPs and GDPs. There is an annual programme of such communications managed by Corporate Affairs.
- d) Liaison meetings with GP practices in the area surrounding East Grinstead – an annual programme of such meetings is conducted by the CEO. The Head of Commerce, and individual clinicians, are included in such meetings where possible.
- e) Contribution by lead clinicians to CCG sponsored training days for member GPs. All CCGs are initiating a programme of such meetings. Offers to provide lectures at such training days have been made to all CCGs, and contributions are already planned to several.
- f) Opportunistic engagement with the media to showcase QVH.
- g) Optimised presentation of QVH through the hospital's website and other websites such as NHS Choices

### **QVH resources for marketing**



QVH has limited dedicated resources for marketing activity. Currently, some £30k is spend on external support for the production and distribution of media communications, electronic mailings to GPs, maintaining the QVH website, and other promotional communications. Over the past year, a one-off investment was made in redesigning and re-launching the website.

In terms of relationship management with commissioners, GPs, partner hospitals, and clinical networks, the time taken is shared primarily between the CEO, Medical Director, and Head of Commerce, with additional work in this area done by the Director of Nursing and Clinical Directorate Manager. Consultants across the hospital spend considerable time at Multi-Disciplinary Team meetings, and contributing to Cancer Network activity in the three counties. The pressures of this work are compounded by the fact that QVH's senior team must maintain these relationships across three health systems – Surrey, Kent & Medway, and Sussex – as well as with the specialist commissioners for burns services. This has been further complicated by the transition over two years from PCTs, to PCT clusters, to CCGs. Now that the CCGs are taking their final shape, and the National Commissioning Board local area office is being established, this will settle down to some extent.

Additional initiatives are being introduced to supplement this activity, as described below. These will require additional expenditure on marketing, and will include the appointment of a new post focusing on electronic media (circa £40k per annum), preliminary market research to test current perceptions of the organisation (circa £8k), the creation of a new brand an identity for the organisation (circa £35k), and an initiative to increase information to the local population (circa £5k).

In the coming year, a marketing budget will be created to reflect the amount of investment made by the hospital in this activity.

### **New initiatives in current plans**

In the latter part of 2012, some market research is to be commissioned to provide insight into the understanding that GPs and the general public have of QVH and the services it offers. While the strategic position of the organisation as a centre for reconstructive surgery is clear, this does not provide a succinct description of the hospital which is generally understood. Specific work will be done to develop such a description.

The hospital is undertaking several new initiatives to supplement the work that is already in train. These are:

- a) Appointment of a new Electronic Media Manager. This person will take responsibility for the presentation of QVH in all electronic media to all audience groups. They will work on details such as web site content to ensure that search engines quickly take relevant searchers to QVH. They will also monitor and optimise QVH's presence on other media, and will contemplate dynamic marketing such as through social and news networks. This will add up to £40k per annum to the spend on marketing.
- b) Targeted market research project aimed at two distinct groups – referring clinicians, and general population. The latter will be focused on the area surrounding QVH. This research project will test perceptions of QVH, and will be used to inform the further work that will be done on creating a brand identity for

the organisation, and on promoting the nature of its services to the local population

- c) Commissioning of a new identity presentation for QVH. This will include clarification of the messaging about what QVH stands for, what services it provides, and what its core business is. This will build on the internal work done to date to clarify the strategy of the organisation, the core elements of its offering, and the culture and values that underpin its delivery of excellent care.
- d) Local information campaign. The production of summary material for distribution in and around East Grinstead with the aim of improving the local understanding of the range and nature of clinical services provided by QVH. This will be aimed at local professionals such as GPs and Pharmacists, as well as at the general population. It will include engagement with the local media and collaboration with the Town Council.
- e) Coupled with the local information campaign to the general public will be support for presentations about QVH to local interested groups, such as Rotarians, Women's Institute, etc. A standard video about the organisation has been created. Further work will be done to develop a standard set of power point slides, with explanatory notes, which can be used by Governors and Board Members in presentations for such groups.
- f) A new profile and brand identity has recently been created for the hospital's charitable funds. This is being launched in the current year. There will be opportunities indirectly to promote the hospital and its services through the activities of the charitable fund.
- g) To complement the contribution to CCG sponsored training, QVH is re-launching a regular Post Graduate Evening with lectures by hospital consultants, to which all hospital consultants and local GPs will be invited. The first such evening is planned for November.

### **Measuring Success**

The aim of this work is to maintain or improve patient referrals to QVH and its outlying clinics. Referrals from GPs, GDPs, and consultants in other hospitals are tracked and reported in performance reports at organisational and service line level.

The number of patients referred, however, does not reflect the complexity of patients referred. A higher proportion of complex cases will have different implications for resources and capacity at the hospital than will a higher proportion of straightforward cases. Further work will be done to develop standard metrics which can indicate a changing case mix of referred patients.

The overall outcome of referred patients are the revenues earned by the hospital through converting patients referred to clinical activity.

### **Governor and Patient Advocacy**

The Governors have showed their continued enthusiasm for promoting and supporting the hospital. They have given careful consideration to the role that patients might play as proponents of the hospitals' services, and have also brought forward proposals to increase the engagement and numbers of Foundation Trust Members and their involvement in the promotion of the hospital. These matters remain under review and consideration, with the following key points being addressed:

- a) Increased engagement and numbers of Foundation Trust Members. With in excess of 10,000 current members, the Foundation Trust has a large and sufficient membership for the purposes of the organisation. The weakness lies not in the number of members, but in their engagement and activity on behalf of the organisation. Proposals to improve our communications with this important constituency are in line with a key aim of the organisation. This work will include improved data and profiling of the membership, increased coverage of email addresses, and further development of the existing information programme for them. Some of these issues will be addressed as part of the review of our electronic media communications by the new post-holder.
- b) Recruitment of patients as advocates for the organisation. Proposals for the recruitment of patients as advocates for the organisation raise some sensitive issues which must be carefully handled. Patients attending the hospital are, to a greater or lesser extent, going through a period of stress and crisis in their lives – even if having minor surgery, this may be for a potentially major condition such as cancer. At the same time, information given by patients for the purpose of arranging and organising their treatment (such as their personal contact details) cannot be used for other purposes such as promoting membership of the Foundation Trust. These proposals will be further reviewed to ensure that most appropriate ways are found in which to engage ex-patients in the longer term support of the hospital.

## **Conclusion**

The continued promotion of QVH services is a priority for the organisation. The hospital's reputation is fundamental to this, and depends upon continued excellence in the standards of patient care that the hospital provides. For the wider population across Kent, Surrey, and Sussex, the hospital does not have the resources to invest in a general brand promotion campaign. Instead, the hospital's efforts will continue to focus on ensuring that, at the time of need, prospective patients are quickly taken to information about QVH and its services either through their research on the internet, or through the advice of their referring clinicians. This will be supported by a continued programme of regular liaison with clinical commissioning groups and clinical networks, communications with general practices across the three counties, and contribution to training of referring clinicians. For the population in and around East Grinstead, this overall approach is supplemented by regular liaison with general practices, and a local campaign of information to explain the hospital's services.

The rate of referrals and rate of conversion of those referrals to waiting lists will continue to be monitored, with appropriate action in response to any emerging general or local trends.

**Report to:** Council of Governors  
**Meeting date:** 30 October 2012  
**Agenda item reference no:** 59-12  
**Author:** Valerie King, Public Governor  
and Chair of Appointments Committee  
**Date of report:** October 2012

### Report from the Appointments Committee

1. Membership of the Appointments Committee for 2012/13 is as follows:

#### Committee members 2012/13

- Valerie King [Chair] – Public Governor
- Ian Stewart [Deputy Chair] – Public Governor and Vice Chairman
- Mabel Cunningham – Staff Governor
- John Dabell – Public Governor
- Robin Graham – Public Governor
- Anne Higgins – Public Governor
- Andrew Robertson – Appointed Governor

2. The last formal committee meeting was held on 6 September 2012 where the committee discussed the Chairman post and Non-Executive Director succession planning. Further comment relating to this meeting will be given in Part 2 of the Council of Governors meeting.

#### Meeting attendance 6 September 2012

- Valerie King [Chair] – Public Governor
- Ian Stewart [Deputy Chair] – Public Governor and Vice Chairman
- Mabel Cunningham – Staff Governor
- John Dabell – Public Governor
- Robin Graham – Public Governor

3. The Council of Governors is asked to **NOTE** the content of this report

<b>Report to:</b>	<b>Council of Governors</b>
<b>Meeting date:</b>	<b>30 October 2012</b>
<b>Agenda item reference no:</b>	<b>61-12</b>
<b>Author:</b>	<b>Kathleen Dalby, Head of Corporate Affairs and Company Secretary</b>
<b>Date of report:</b>	<b>22 October 2012</b>

## REVISED CONSTITUTION

1. Currently, under the NHS Act 2006, if a Foundation Trust (FT) wishes to make any changes to its constitution (or the annexes attached to it) it must do so with the approval of the FT regulator, Monitor. Furthermore the Trust's own internal procedures require that proposed changes will only be sent to Monitor following approval by three quarters of the full Council of Governors. These provisions are set out in paragraph 20 of the Trust's constitution.
2. In future, Monitor's power to approve changes to a Trust's constitution will be removed and this duty will fall to the Governors and Directors. In circumstances where the change relates to the powers and duties of the Council of Governors, the amendment must also be approved by the Trust's membership. This change will come into effect when further provisions of the Health and Social Care Act 2012 (the '2012 Act') come into force (likely to be April 2013).
3. Presently, all FTs are required to update their constitutions in line with the second Commencement Order of the 2012 Act which brought a number of provisions into force on 01.10.12. These amendments mainly relate to the following:
  - The continuation of the body corporate known as Monitor and its definition as the independent regulator
  - Change of the "Board or Governors" to the "Council of Governors"
  - Requirement of the principal purpose (ie provision of goods and services for the health service in England) to be stated in the constitution
  - Introduction of the new legal duty to ensure that income of NHS funded goods and services is greater than income from other sources
  - Introduction of additional oversight and scrutiny by the Council of Governors over activities generating non-NHS income
  - Replacement of "HM Treasury" with the "Secretary of State" in relation to giving guidance over FT accounts.
4. Whilst making these changes, it is proposed that Monitor is asked to approve some further 'house-keeping' changes in the Trust's constitution, which update the legal references and improve the drafting, consistency and formatting in certain sections. The Council of Governors should note however that Monitor may only approve those changes which relate to the second Commencement Order of the 2012 Act and ask the Trust to make these wider changes when the power to make constitutional changes moves to the Directors and Governors (and in some instances members) next year.
5. To help the Council of Governors understand the changes which are proposed, attached to this report are three documents:
  - A copy of the Trust's current constitution
  - A copy of the proposed constitution with amendments made relating to the second Commencement Order of the 2012 Act highlighted in yellow and all other changes highlighted in pink.
  - A version control document which explains the changes.

6. In anticipation of the need to bring the Trust's constitution in line with the remaining provisions of the 2012 Act which come into force next year, it is planned that a wider 'fitness for purpose' review will be undertaken on the constitution over the coming months. Further information about this project will be given to the Council of Governors at its meeting on 26.11.12.
7. The Council of Governors is asked to review and approve the proposed amendments to the Constitution so that the revised Constitution can be submitted to Monitor for approval.

# Constitution

Amendments agreed by three quarters of the full  
Board of Governors on 31 July 2008

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## Section 1

# Constitution

In this constitution, references to sections are to relevant provisions of the Health and Social Care (Community Health and Standards) Act 2003, consolidated in the NHS Act 2006

- Unless the contrary intention appears or the context otherwise requires, words or expressions contained in this constitution bear the same meaning as in the 2003 Act.
- References in this constitution to legislation include all amendments, replacements, or re-enactments made.
- References to legislation include all regulations, statutory guidance or directions.
- Headings are for ease of reference only and are not to affect interpretation.
- Words importing the masculine gender only shall include the feminine gender; words importing the singular shall include the plural and vice-versa.
- This Constitution reflects the requirements within The NHS Foundation Trust Code of Governance published by the Independent Regulator (Monitor) in October 2006.

# 1 Definitions

## 1.1 In this constitution:

The 2003 Act means the Health and Social Care (Community Health and Standards) Act 2003.

The 1977 Act means the National Health Service Act 1977.

Area of the Trust means the area consisting of all the areas specified in Annex 1 as an area for a Public constituency.

Board of Directors means the Board of Directors as constituted in accordance with this constitution.

Board of Governors means the Board of Governors as constituted in accordance with this constitution.

Director means a Director on the Board of Directors.

Financial year means: (a) the period beginning with the date on which the Trust is authorised and ending with the next 31 March; and (b) each successive period of 12 months beginning with 1 April.

Full Board means the whole Board excluding any vacancies

Governor means a member of the Board of Governors

'His' and 'he' should be read as meaning his/her and he/she throughout the document

Independent Regulator means the regulator for the purposes of Part I of the 2003 Act.

Local Authority Governor means a member of the Board of Governors appointed by one or more Local Authorities whose area includes the whole or part of an area specified in Annex 1 as an area for a Public constituency.

Member means a member of the Trust.

Other Partnership Governors means a member of the Board of Governors appointed by a Partnership organisation other than a Primary Care Trust, specified in paragraph 8.3

PCT Governor means a member of the Board of Governors appointed by a Primary Care Trust for which the Trust provides goods or services (see Annex 5)

Public Governor means a member of the Board of Governors elected by the members of the Public constituency.

Secretary means the Secretary of the Trust or any other person appointed to perform the duties of the Secretary of the Trust, currently the Head of Corporate Affairs supported by the Membership and Engagement Manager.

Staff Governor means a member of the Board of Governors elected by the members of the staff constituency.

The Trust means the Queen Victoria Hospital NHS Foundation Trust.

## **2 Name**

The name of this Trust is Queen Victoria Hospital NHS Foundation Trust”.

## **3 Principal purpose**

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

## **4 Other purposes**

4.1 The purpose of the Trust (as required by the 2003 Act) is to provide goods and services for purposes related to the provision of health care in accordance with its statutory duties and the terms of the Independent Regulator’s authorization.

4.2 The Trust may also carry on activities other than those mentioned above subject to any restrictions in the Independent Regulator’s authorisation. These activities must be for the purpose of making additional income available in order to carry on the Trust’s principal purpose better.

4.3 The Trust will operate for the public benefit and aspire to the highest standards of public service, including respect for the rights of individuals and the environment. The Trust will operate effectively, efficiently and economically and invest any surpluses in its future.

4.4 The Trust will, as appropriate, involve itself in education, training and research activities, in furtherance of its principal purpose.

## **5 Powers**

5.1 The Trust has all the powers of an NHS Foundation Trust set out in the 2003 Act, subject to the terms of its authorisation.

## **6 Framework**

6.1 The Trust is a public benefit corporation that is accountable to its members, through its Board of Governors to whom the Board of Directors will report. In addition the Trust will report to the Independent Regulator and be subject to inspection by, amongst others, . the Healthcare Commission or a successor organisation.

6.2 In addition to this constitution, and its annexes, the Board of Directors, in consultation with the Board of Governors for a) and b), will adopt:

- (a) Standing Orders governing the business of the Trust.
- (b) Codes of Conduct and Values.
- (c) Internal policies and procedures.

## **7 Members**

7.1 The Trust has two membership constituencies, namely:

- (a) a Public constituency; and
- (b) a Staff constituency.

### **7.2 Public constituency**

7.2.1 Members of the Trust who are members of the Public constituency are to be individuals:

- (a) who live in the area of the Trust, (the area of the Trust is specified in Annex 1); and
- (b) who are not eligible to become a member of the Staff constituency and are not otherwise disqualified for membership under paragraph 7.4; and
- (c) who are over eighteen years of age. (Anyone under the age of 18 who wishes to become a member will be an affiliate member which means that they will be sent information only and will not be eligible to vote.)
- (d) who have each made an application for membership to the Trust.

7.2.2 The minimum number of Members required for the Public constituency is to be 200 (two hundred)

### 7.3 **Staff constituency**

7.3.1 Members of the Trust who are members of the Staff constituency are to be individuals:

- (a) who are employed under a contract of employment by the Trust; or
- (b) who are not so employed but who nevertheless exercise functions for the purposes of the Trust; and
- (c) who satisfy the minimum duration requirements set out in paragraph 3(3) of Schedule 1 to the 2003 Act, that is to say:
  - (i) in the case of individuals described at (a) above:
    - (aa) who are employed by the Trust under a contract of employment which has no fixed term or a fixed term of at least 12 months, or
    - (bb) who have been continuously employed by the Trust for at least 12 months.
  - (ii) in the case of individuals described at (b) above, who have exercised the functions for the purposes of the Trust for at least 12 months; and
- (d) who are not disqualified for membership under paragraph 7.4 below; and
- (e) who :
  - (i) have each made an application for membership to the Trust, or
  - (ii) have been invited by the Trust to become a member of that constituency and have not informed the Trust that they do not wish to do so.
- (f) who are over eighteen years of age

7.3.2 The minimum number of Members required for the staff constituency is to be 50 (fifty).

7.3.2 A person who is eligible to be a member of the Staff constituency (see paragraph 7.3.1. above) may not become or continue as a member of any constituency other than the Staff constituency.

### 7.4 **Disqualification for Membership**

7.4.1 A person may not be a Member of the Trust:

- (a) where they have been declared, by the Board of Governors , to be a vexatious complainant under the terms of the Trust's policy; or
- (b) where they fail to agree to abide by the values of the Trust's principles, as referred to in paragraph 6.2.

7.4.2 It is the responsibility of Members to ensure their eligibility and not the Trust, but if the Trust is on notice that a Member may be disqualified from membership, they shall carry out all reasonable enquiries to establish if this is the case.

### 7.5 **Termination of membership**

7.5.1 A Member shall cease to be a Member if he:

- (a) resigns by notice to the Secretary;
- (b) ceases to fulfill the requirements of paragraph 7.2.1 or 7.3.1;
- (c) is disqualified under 7.4.1.

## 7.6 **Voting at Governor elections**

- 7.6.1 A person may not vote at an election for a Public Governor unless within the specified period he has made a declaration in the specified form stating the particulars of his qualification to vote as a member of the public constituency for which an election is being held. It is an offence to knowingly or recklessly make such a declaration which is false in a material particular.

# 8 **Board of Governors**

- 8.1 The Trust has a Board of Governors . It shall comprise Public Governors, Staff Governors, PCT Governors, Local Authority Governors and other Partnership Governors

- 8.2 The Board of Governors of the Trust is to include:

- (a) 24 (twenty-four) Public Governors;
- (b) 3 (three) Staff Governors;

And 9 stakeholder governors made up as follows:

- (c) 2 (two) PCT Governors;
- (d) 1 (one) Local Authority Governors
- (e) 2 (two) University Governors
- (f) 4 (four) other Partnership Governors

- 8.2.1 The aggregate number of members of Public Governors is to be more than half the total membership of the Board.

- 8.2.2 The Chief Executive and other Directors may be invited to attend and to speak at all meetings of the Board of Governors .

- 8.3 The organisations specified as partnership organisations that may appoint a Member of the Board of Governors are:

- (a) The Guinea Pig Club
- (b) The League of Friends;
- (c) Brighton and Sussex University Hospitals NHS Trust
- (c) East Grinstead Town Council.
- (d) Imperial College
- (e) The University of Brighton and the University of Sussex in co-operation with the Brighton and Sussex Medical School

## 8.4 **Public Governors**

- 8.4.1 Members of the Public constituency may elect any of their number to be a Public Governor.

- 8.4.2 If contested, the election must be by secret ballot.

- 8.4.3 The Election Scheme, including the specified forms of and periods for declarations to be made by candidates standing for office and members as a condition of voting and the process if the election is uncontested, is set out in Annex 3.
- 8.4.4 A person may not stand for election to the Board as a Public Governor unless, within the period specified in Annex 3, he has made a declaration in the form specified in that Part of that Annex of his qualification to vote as a member of the Public constituency for which the election is being held and is not prevented from being a member of the Board by paragraph 8 to Schedule 1 of the 2003 Act or paragraph 8.12 below (disqualification). It is an offence to knowingly or recklessly make a declaration under section 36 of the 2003 Act which is false in a material particular.
- 8.4.5 Paragraph 7.6.1 (voting at governor elections) applies.
- 8.5 Staff Governors**
- 8.5.1 Members of the Staff constituency may elect any of their number to be a Staff Governor.
- 8.5.2 If contested, the election must be by secret ballot.
- 8.5.3 The Election Scheme, including the process if the election is uncontested, is set out in Annex 3.
- 8.6 PCT Governors**
- 8.6.1 The West Sussex Primary Care Trust and West Kent Primary Care Trust shall both appoint a member of the Primary Care Trust to act as its Primary Care Governor.
- 8.6.2 Should West Sussex Primary Care Trust or West Kent Primary Care Trust not appoint a representative to act as its Primary Care Governor, then for each vacancy, an appointment may be made by one of the PCTs listed in Annex 5 or in the case of a second appointment, jointly by the PCTs listed. In exercising this function both PCT Governors will have regard to the needs of other PCTs in the Trust's constituency area listed in Annex 5.
- 8.7 Local Authority Governors**
- 8.7.1 West Sussex County Council is entitled to appoint one Local Authority Governor. In exercising this function the Local Authority Governor will have regard to the needs of other Local Authorities listed in Annex 4.
- 8.8 Terms of office**
- 8.8.1 All Governors:
- (a) may hold office for a period of three years;
  - (b) are eligible for re-election at the end of that period;
  - (c) may not hold office for longer than seven years;
- 8.8.2 Governors shall cease to hold office if they
- (a) cease to be a member of the Public constituency;
  - (b) cease to be a member of the Staff constituency;
  - (c) the sponsoring Primary Care Trust withdraws its sponsorship of them
  - (d) the Local Authority withdraws its sponsorship of them
  - (e) the University withdraws its sponsorship of them

- (f) the stakeholder organisation withdraws its sponsorship of them
- (g) fail to attend a formal Board of Governors meeting over a period of one calendar year

## 8.9 Termination of tenure

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

8.9.2 If a Governor fails to attend any meeting of the Board of Governors, for a period of one year/three consecutive meetings (whichever is the shorter) his tenure of office is to be immediately terminated unless the other Governors are satisfied that:

- (a) the absence was due to a reasonable cause; and
- (b) he will be able to start attending meetings of the Trust again within such a period as they consider reasonable.

## 8.10 Disqualification

8.10.1 A person may not become or continue as a Governor of the Trust (appointed or elected) if:

- (a) in the case of a Staff Governor or Public Governor he ceases to be a member of the constituency he represents;
- (b) in the case of a PCT Governor, Local Authority Governor, University Governor or other Partnership Governor, the sponsoring PCT, Local Authority, university or organisation withdraw their sponsorship of him;
- (c) he has been adjudged bankrupt or his estate has been sequestrated and in either case he has not been discharged;
- (d) he has made a composition or arrangement with, or granted a Trust deed for, his creditors and has not been discharged in respect of it;
- (e) he has within the preceding five years been convicted in the British Islands of any offence, and a sentence of imprisonment (whether suspended or not) for a period of three months or more (without the option of a fine) was imposed on him;
- (f) he has within the preceding two years been dismissed, otherwise than by reason of redundancy, from any paid employment with a health service body;
- (g) he is a person whose tenure of office as the Chairman or as a member or director of a health service body has been terminated on the grounds that his appointment is not in the interests of the health service, for non attendance at meetings, or for non-disclosure of a pecuniary interest; (h) he is an Executive or Non-executive Director of the Trust, or a Governor, Non-executive Director, Chairman, Chief Executive officer of another NHS Foundation Trust;
- (i) he has had his name removed, by a direction under section 46 of the 1977 Act from any list prepared under Part II of that Act, and has not subsequently had his name included in such a list; (j) he is incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs;
- (k) he has been declared, by the Board of Governors, to be a vexatious complainant;
- (l) he has failed to agree to abide by the values of the Trust's principles as referred to in paragraph 6.2; or
- (m) he is under eighteen years of age.

8.10.2 Where a person has been elected or appointed to be a Governor and he becomes disqualified for appointment under paragraph 8.10.1, he shall notify the Secretary in writing of such disqualification. If it comes to the notice of the Secretary to the Trust at the time of his appointment or later that the Governor is so disqualified, he shall immediately declare that the person in question is disqualified and notify him in writing to that effect.

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

#### **8.11 Vacancies**

8.11.1 Where membership of the Board of Governors ceases for one of the reasons set out in paragraph 8.9 or paragraph 8.10, Public and Staff Governors shall be replaced by by-elections, in accordance with the relevant Electoral Scheme set out in Annex 3, and PCT Governors and Local Authority Governors, are to be replaced in accordance with the processes agreed pursuant to paragraphs 8.6 to 8.7.

#### **8.12 Roles and responsibilities of Governors**

8.12.1 The roles and responsibilities of the Governors are:

- (a) at a General Meeting:
  - (i) to appoint or remove the Chairman and the other Non-executive Directors taking into account the view of the Board of Directors on the qualifications, skills and experience required for each position. The removal of a Chairman or Non-executive Director requires the approval of three-quarters of the members of the Board of Governors;
  - (ii) to decide the remuneration and allowances, and the other terms and conditions of office, of the Chairman and Non-executive Directors;
  - (iii) appoint or remove the Trust's external auditor;
  - (iv) to be presented with the annual accounts, any report of the auditor on them and the annual report;
- (b) to approve by a majority of the Board of Governors voting an appointment (by the Non-executive Directors) of the Chief Executive of the Trust appointed in pursuance of paragraph 19(6) of Schedule 1 to the 2003 Act;
- (c) to give the views of the Board of Governors to directors for the purposes of the preparation (by the directors) of the document containing information as to the Trust's forward planning in respect of each financial year to be given to the independent Regulator;
- (d) to consider the annual accounts, any report of the auditor on them and the annual report;
- (e) to respond as appropriate when consulted by the directors;
- (f) to consider the best way of fulfilling its duty to consult and involve patients and the wider public

#### **8.13 Expenses**

8.13.1 The Trust may pay travelling and other expenses to Governors at such rates as published Trust policy indicates. These are to be published in the annual report.

8.13.2 The remuneration and allowances for Non-executive Directors set by the Governors are also to be published in the annual report.

#### **8.14 Remuneration**

8.14.1 Governors are not to receive remuneration.

#### **8.15 Meetings**

8.15.1 The Chairman of the Trust or, in his absence, the Deputy Chairman, as set out in paragraph 9.6, is to preside at meetings of the Board of Governors



- 8.15.2 Meetings of the Board of Governors are to be open to members of the public except in the following circumstances:
- (a) where there has been a vote by a majority of Governors due to the sensitive or confidential nature of the discussion, or;
  - (b) where discussion is to include information relating to employees, former employees or applicants, occupiers or former occupiers of accommodation provided by or at the expense of the Trust, recipients or former recipients of services and information relating to the financial or business affairs of any particular person.
  - (c) where the Board of Governors resolves that in the interests of public order the meeting should be adjourned (for the period to be specified) to enable the Board to complete business without the presence of the public.
- 8.15.3 The Board of Governors is to meet at least three times per year.
- 8.15.4 At a general meeting, within nine months of the financial year-end the Board of Governors are to receive and consider the annual accounts, any report of the auditor on them, and the annual report.
- 8.15.5 The Board of Governors is to adopt standing orders for its practice and procedure, in particular for its procedure at meetings (including general meetings), but these shall be in accordance with Annex 2.
- 8.15.6 A Governor elected to the Board by the Public constituency or the Staff constituency may not vote at a meeting of the Board unless, within the previous year, he has made a declaration in the form specified at paragraph 8.15.7 stating which constituency he is a member of and is not prevented from being a member of the Board by paragraph 8 of Schedule 1 to the 2003 Act or under this constitution.
- 8.15.7 The form referred to in paragraph 8.15.6 is "I confirm that, to the best of my knowledge, I am a member of the Public or the Staff constituency (delete as appropriate) and eligible to be a Governor in line with the requirements of the constitution, standing orders and paragraph 8 of Schedule 1 to the 2003 Act."
- 8.15.8 In the case of an equality of votes at a meeting, the Chair (or Deputy Chair or other as determined in Annex 2) shall have a casting vote.
- 8.16 **Committees and sub-committees**
- 8.16.1 The Board of Governors may appoint committees or groups consisting of its members to assist it in carrying out its functions, but may not delegate any of its powers or functions to them. A committee appointed under this paragraph may appoint its own working groups
- 8.16.2 These committees or groups may include directors or officers of the Trust and/or outside advisers to help them in their tasks.
- 8.16.3 The following committees will be established as the standing committees of the Board of Governors, with their its composition and terms of reference as set out in standing orders from time to time:
- (a) The Governors Steering Group
  - (b) Appointments Committee.

## 8.17 **Governors Steering Group (GSG)**

8.17.1 The purpose of the Governors Steering Group is to:

- (i) support and facilitate the work of the Board of Governors and make recommendations to them on any aspects of its work
- (ii) facilitate communication between the Board of Governors and Board of Directors
- (iii) provide advice and support to the Chairman in his leadership role as Chairman of the Board and the Board of Directors
- (iv) advise the Chairman on the agenda and preparations for the Board meetings
- (v) consider and prepare for any items that governors wish to raise for consideration at Governor meetings
- (vi) oversee the training, development and mentoring of Governors
- (vii) review Board of Directors' activity and performance outside Governor meetings
- (viii) initiate appropriate reviews and reports on matters within the remit of the Board of Governors seek assurance on any risks identified by Governors to the Trust failing to meet its key strategic objectives or any non compliance with its Terms of Authorisation
- (ix) actively engage the Governors in adding value to the Trust

8.17.2 The GSG will have authority to form working groups to facilitate the work of the Group and to support any recommendations it may make to the Board of Governors.

The GSG will meet monthly or as it feels necessary to fulfil its obligations to the Board of Governors

8.17.3 The Group will be elected by the Governors and shall consist of no more than eight members, including one Staff Governor, one Stakeholder Governor and the Governor Representative on the Board of Directors. The Chairman of the Board of Governors and the Chief Executive will be ex officio members with additional executive officers attending as the GSG considers appropriate.

8.17.4 In this capacity, the Chairman and Chief Executive will be invited to attend GSG meetings at a point on the agenda which will enable the GSG to discuss issues independently of the Chairman and Chief Executive.

8.17.5 The Group will report to the Board of Governors at each Board meeting, and more often if it feels necessary.

## 8.18 **Governor Representative**

8.18.1 With approval from the Chairman and the Board of Directors, the Board of Governors may appoint a Governor Representative to sit on the Board of Directors to facilitate communication and engagement between the Board of Directors and Board of Governors. Although an observer at the Board of Directors with no voting right, the Governor Representative may participate in discussion.

8.18.2 The Governor Representative will:

- (i) Attend all Board of Director meetings as the Board of Governors' representative and provide a report to the Board of Governors
- (ii) Act as the link between the Board of Directors and the Board of Governors ensuring effective communication and decision making
- (iii) Work with the Chairman in developing the Board of Governors' governance arrangements
- (iv) Actively protect and enhance the hospital's reputation

8.18.3 Because the Board of Directors is held in private, the Governor Representative will be included in confidential discussion and it is essential that confidentiality is maintained where appropriate.

**8.19 Conflicts of interest of Governors**

If a Governor has a pecuniary interest, whether direct or indirect, in any contract, proposed contract or other matter which is under consideration by the Board, he shall disclose that to the rest of the Board as soon as he is aware of it. The Board of Governors shall adopt Standing Orders specifying the arrangements for excluding Governors from discussion or consideration of the contract or other matter, as appropriate.

8.19 Interests which should be regarded as “relevant and material” and which, for the guidance of doubt, should be included in the register, are:

- (a) Directorships, including non-executive directorships held in private companies or PLCs (with the exception of those of dormant companies).
- (b) Ownership, part-ownership or directorship of private companies, business or consultancies likely or possibly seeking to do business with the NHS.
- (c) Majority or controlling share holdings in organisations likely or possibly seeking to do business with the NHS.
- (d) A position of Authority in a charity or voluntary organisation in the field of health and social care.
- (e) Any connection with a voluntary or other organisation contracting for NHS services or commissioning NHS services.
- (f) To the extent not covered above, any connection with an organisation, entity or company considering entering into or having entered into a financial arrangement with the NHS Foundation Trust, including but not limited to, lenders or banks.

## **9 Board of Directors**

9.1 The Trust is to have a Board of Directors. It is to consist of Executive and Non-executive Directors, at least half of which, excluding the Chairman, should comprise Non-executive Directors determined by the Board to be independent.

9.2 The Board of Directors is to include:

- (a) the following Non-executive Directors:
  - (i) a Chairman;
  - (ii) up to 5 (five) Non-executive Directors.
- (b) the following Executive Directors:
  - (i) a Chief Executive (and accounting officer);
  - (ii) a Finance Director;
  - (iii) Up to 3 (three) Executive Directors.

9.3 Of the above five Executive Directors, one of whom is to be a registered medical practitioner or a registered dentist (within the meaning of the Dentists Act 1984) and another of whom is to be a registered nurse or registered midwife.

9.3.1 Subject to paragraph 9.3.2 only a member of the Public constituency is eligible for appointment as a Non-executive Director, or exercises functions on behalf of a university providing a medical or dental school to a hospital of the Trust.

9.3.2 Paragraph 9.3.1 above does not apply to the appointment of any initial Non-executive Director in pursuance of paragraph 19 of Schedule 1 to the 2003 Act.

9.4 Non-executive Directors are to be appointed in accordance with a process of open competition outlined as follows:

Specifications will be drawn up and approved by the Appointments Committee of the Board of Governors, that will set out the professional and personal qualities needed. A process of open competition will be carried out that involves advertising for the vacancy, shortlisting against the specification and interviewing candidates by a panel that will include the Chairman and at least one Public Governor. Recommendations for appointment will be taken to the next general meeting of the Board of Governors for formal appointment.

9.5 The validity of any act of the Trust is not affected by any vacancy among the directors or by any defect in the appointment of any director. In the case of an equality of votes at a meeting, the Chair (Deputy Chair as may be) shall have a casting vote.

9.6 Deputy Chairman will be appointed by the Board of Directors from amongst the Non-executive Directors to cover any period of absence of the appointed Chairman.

9.7 A Senior Independent Director will be appointed by the Board of Directors after consultation with the Board of Governors.

9.8 A Governor Representative will be invited to attend the Board of Directors meetings (see 8.20).

#### 9.9 **Terms of office**

9.9.1 The Chairman and the Non-executive Directors are to be appointed for a period of office in accordance with the terms and conditions of office decided by the Board of Governors at a general meeting.

9.9.2 The Chief Executive (and accounting officer), Finance Director and Executive Directors, shall hold offices for a period in accordance with the terms and conditions of office decided by the Nomination and Remuneration Committee.

#### 9.10 **Disqualification**

9.10.1 A person may not be a Director of the Trust if:

- (a) he has been adjudged bankrupt or his estate has been sequestrated and in either case he has not been discharged;
- (b) he has made a composition or arrangement with, or granted a Trust deed for, his creditors and has not been discharged in respect of it;
- (c) he has within the preceding five years been convicted in the British Islands of any offence, and a sentence of imprisonment (whether suspended or not) for a period of three months or more (without the option of a fine) was imposed on him;
- (d) in the case of a Non-executive Director, he no longer satisfies paragraph 9.3.1 (if applicable) (e) he is a person whose tenure of office as a Chairman or as a member or director of a health service body has been terminated on the grounds that his

- appointment is not in the interests of public service, for non-attendance at meetings, or for non-disclosure of a pecuniary interest;
- (f) he has had his name removed, by a direction under section 46 of the 1977 Act from any list prepared under Part II of that Act, and has not subsequently had his name included on such a list; (g) he has within the preceding two years been dismissed, otherwise than by reason of redundancy, from any paid employment with a health service body.

## **9.11 Roles and responsibilities**

- 9.11.1 The powers of the Trust are to be exercisable by the Board of Directors on its behalf.
- 9.11.2 Any of those powers may be delegated to a committee of Directors or to an Executive Director.
- 9.11.3 A committee of Non-executive Directors established as an audit committee is to review the establishment of an effective system of internal control and risk management, and monitor, review and carry out such other functions as are appropriate.
- 9.11.4 It is for the Non-executive Directors (subject to the approval of the Board of Governors to appoint or remove the Chief Executive (and accounting officer).
- 9.11.5 It is for a committee consisting of the Chairman, the Chief Executive (and accounting officer) and the other Non-executive Directors to appoint or remove the Executive Directors.
- 9.11.6 The Trust is to establish a committee of Non-executive Directors to decide the remuneration and allowances, and the other terms and conditions of office, of the Executive Directors.
- 9.11.7 The Directors, having regard to the views of the Board of Governors are to prepare the information as to the Trust's forward planning in respect of each financial year to be given to the Independent Regulator.
- 9.11.8 The Directors are to present to the Board of Governors at a general meeting the annual accounts, any report of the auditor on them, and the annual report.
- 9.11.9 The functions of the Trust under sub-paragraphs (a) and (b) of paragraph 15.6 below are delegated to the Chief Executive as accounting officer.

## **10 Meetings of Directors**

- 10.1 The Board of Directors, in consultation with the Board of Governors, will adopt Standing Orders covering the proceedings and business of its meetings. These are to include setting a quorum for meetings, both of Executive and Non-executive Directors. The proceedings shall not however be invalidated by any vacancy of its membership, or defect in a Director's appointment.

## **11 Conflicts of interests of Directors**

- 11.1 If a Director has a pecuniary interest, whether direct or indirect, in any contract, proposed contract or other matter which is under consideration by either Board, he shall disclose that to the rest of the Board as soon as he is aware of it. The Board of Directors, in consultation with the Board of Governors, shall adopt Standing Orders specifying the

arrangements for excluding Directors from discussion or consideration of the contract or other matter, as appropriate.

- 11.2 Interests which should be regarded as “relevant and material” and which, for the guidance of doubt, should be included in the register, are:
- (a) Directorships, including non-executive directorships held in private companies or PLCs (with the exception of those of dormant companies).
  - (b) Ownership, part-ownership or directorship of private companies, business or consultancies likely or possibly seeking to do business with the NHS.
  - (c) Majority or controlling share holdings in organisations likely or possibly seeking to do business with the NHS.
  - (d) A position of Authority in a charity or voluntary organisation in the field of health and social care.
  - (e) Any connection with a voluntary or other organisation contracting for NHS services or commissioning NHS services.
  - (f) To the extent not covered above, any connection with an organisation, entity or company considering entering into or having entered into a financial arrangement with the NHS Foundation Trust, including but not limited to, lenders or banks.

## 12 Registers

12.1 The Trust is to have:

- (a) a register of Members showing, in respect of each Member, the constituency to which he belongs;
- (b) a register of members of the Board of Governors;
- (c) a register of interests of the Board of Governors;
- (d) a register of Directors;
- (e) a register of interests of the Directors.

12.2 The register of members will contain the member's name and reference number, as well as the constituency that he belongs to. Further information will be collected by the Secretary that will not be part of a public document and will enable the Trust to contact the member and keep the minimum information needed. This will include :

- (i) Title, forename and surname
- (ii) Postal address
- (iii) E-mail and telephone number
- (iv) Constituency
- (v) Ethnicity and gender
- (vi) Date of entry into membership
- (vii) Latest review of status Registers will be updated upon receipt of notification by the Secretary from a member of either their application for membership or their resignation. Once a year, with effect from 1 April of the financial year, the Secretary will review the membership against such records of eligibility and update the register for those who no longer meet the eligibility criteria.

- 12.3 Registers of Directors and Governors will contain details of the name of the Director/Governor, their title or constituency represented and date of appointment or removal/resignation.
- 12.4 Registers of Interest will contain the full name of the Director or Governor and their title or constituency. Details of the interest will be set out, in line with the requirements of standing orders in operation at the time, as well as any action taken (if any).
- 12.5 The Trust shall send to the Independent Regulator a list of the persons who were first elected or appointed as
- (a) the members of the Board of Governors
  - (b) the directors
- and subsequent changes.

## 13 Public documents

- 13.1 The following documents of the Trust are to be available for inspection by members of the public free of charge at all reasonable times:
- (a) a copy of the current constitution;
  - (b) a copy of the current authorisation;
  - (c) a copy of the latest annual accounts and of any report of the auditor on them;
  - (d) a copy of the latest annual report;
  - (e) a copy of the latest information as to its forward planning;
  - (f) a copy of any notice given under section 23 of the 2003 Act (regulators notice to failing NHS Foundation Trust).
- 13.2 Any person who requests it is to be provided with a copy or extract from any of the above documents.
- 13.3 The registers mentioned in the paragraph 12.1 above are also to be made available for inspection by members of the public, except in circumstances prescribed by regulations made under the 2003 Act; and, so far as those registers are required to be available:
- (a) They are to be available free of charge at all reasonable times,
  - (b) A person who requests it is to be provided with a copy of or extract from them.
  - (c) Details of a member, if he so requests, may be excluded from any copy or extract provided.
- 13.4 If the person requesting a copy or extract is not a Member of the Trust, the Trust may impose a reasonable charge for providing the copy or extract.

## 14 Auditor

- 14.1 The Trust is to have an auditor and is to provide the auditor with every facility and all information which he may reasonably require for the purposes of his functions under Part 1 of the 2003 Act.
- 14.2 A person may only be appointed auditor if he (or in the case of a firm each of its members) is a member of one or more of the bodies referred to in paragraph 23(4) of Schedule 1 to the 2003 Act.

- 14.3 Appointment of the Auditor by the Board of Governors is covered in paragraph 8.12.1, and monitoring of the auditors functions by a committee of Non-executive Directors is covered in paragraph 9.11.3.
- 14.4 An officer of the Audit Commission may be appointed with the agreement of the Commission.
- 14.5 The Auditor is to carry out his duties in accordance with Schedule 5 to the 2003 Act and in accordance with any directions given by the Independent Regulator on standards, procedures and techniques to be adopted.

## **15 Accounts**

- 15.1 The Trust is to keep accounts in such form as the Independent Regulator may with the approval of the Treasury direct.
- 15.2 The accounts are to be audited by the Trust's auditor.
- 15.3 The following documents will be made available to the Comptroller and Auditor General for examination at his request:
- (a) the accounts, including those accounts kept by Trustees;
  - (b) any records relating to them; and
  - (c) any report of the auditor on them.
- 15.4 The Trust (through its Chief Executive and accounting officer) is to prepare in respect of each financial year annual accounts in such form as the Independent Regulator may with the approval of the Treasury direct.
- 15.5 In preparing its annual accounts, the Trust is to comply with any directions given by the Independent Regulator with the approval of the Treasury as to:
- (a) the methods and principles according to which the accounts are to be prepared;
  - (b) the information to be given in the accounts.
- 15.6 The Trust must:
- (a) lay a copy of the annual accounts, and any report of the auditor on them, before Parliament and
  - (b) once it has done so, send copies of those documents to the Independent Regulator

## **16 Annual reports and forward plans**

- 16.1 The Trust is to prepare annual reports and send them to the Independent Regulator.
- 16.2 The reports are to give:
- (a) 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; and
  - (b) any other information the Independent Regulator requires.
- 16.3 The Trust is to comply with any decision the Independent Regulator makes as to:



- (a) the form of the reports;
- (b) when the reports are to be sent to it;
- (c) the periods to which the reports are to relate.

16.4 The Trust is to give information as to its forward planning in respect of each financial year to the Independent Regulator. This information is to be prepared by the Directors, who must have regard to the views of the Board of Governors (paragraph 9.11.7 above).

## **17 Indemnity**

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

## **18 Instruments etc.**

18.1 A document purporting to be duly executed under the Trust's seal or to be signed on its behalf is to be received in evidence and, unless the contrary is proved, taken to be so executed or signed.

18.2 The Trust is to have a seal, but this is not to be affixed except under the authority of the Board of Directors.

## **19 Dispute resolution procedures**

19.1 The Trust will establish dispute resolution procedures. These are to be approved by the Board of Directors.

19.2 Every unresolved dispute which arises out of this constitution between the Trust and:

- (a) a member; or
- (b) any person aggrieved who has ceased to be a member within the six months prior to the date of the dispute; or
- (c) any person bringing a claim under this constitution; or
- (d) an office-holder of the Trust is to be submitted to an arbitrator agreed by the parties or in the absence of agreement to be nominated by the Trust's Chairman. The arbitrator's decision will be binding and conclusive on all parties.

19.3 Any person bringing a dispute must, if required to do so, deposit with the Trust a reasonable sum (not exceeding £250) to be determined by the Membership Secretary. The arbitrator will decide how the costs of the arbitration will be paid and what should be done with the deposit.

## **20 Amendment of the constitution**

20.1 The Trust may make amendments to this Constitution with the approval of the Independent Regulator.

20.2 No proposals for amendment of this Constitution will be put to the Independent Regulator unless it has been approved by three quarters of the full Board of Governors.

20.3 **Transitional Arrangements**

Amendments to the Constitution may require transitory arrangements, particularly if the Board of Governors proposes a reduction in the number of Governors and the reduction is being managed through the election process; with fewer governors being elected.

20.4 Should this be the case, the constitution must be updated as soon as is practicable to reflect the reduced membership. Any such transitory arrangement must only last for a maximum of three months.

## 21 **Dissolution of the Trust**

21.1 The Trust may not be dissolved except by order of the Secretary of State for Health, in accordance with the NHS Act 2006.

## **SECTION 2 ANNEXES**

### **ANNEX 1 PUBLIC CONSTITUENCY OF THE TRUST**

The area of the Trust that is regarded as the Public Constituency is defined as being all the population covered by the local electoral areas of Kent, Surrey, East and West Sussex.

### **ANNEX 2 PRACTICE AND PROCEDURE FOR MEETINGS**

#### **1 Meetings of the Board of Governors**

- 1.1 Calling Meetings: Ordinary meetings of the Board shall be held at such times and places as the Board may determine.
- 1.2 The Chairman of the Trust may call a meeting of the Board at any time. If the Chairman refuses to call a meeting after a requisition for that purpose, signed by at least one-third of the whole number of ~~g~~ Governors, has been presented to him/her, or if, without so refusing, the Chairman 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 Governors may forthwith call a meeting.
- 1.3 Notice of Meetings: Before each meeting of the Board, a notice of the meeting, specifying the business proposed to be transacted at it, and signed by the Chairman or by an officer authorized by the Chairman to sign on his behalf shall be delivered to every Governor, or sent by post to the usual place of residence of such Governor, so as to be available to him at least three clear days before the meeting.
- 1.4 Want of service of the notice on any Governor shall not affect the validity of a meeting.
- 1.5 In the case of a meeting called by Governors in default of the Chairman, the notice shall be signed by those Governors and no business shall be transacted at the meeting other than that specified in the notice.
- 1.6 Agendas will be sent to Governors six days before the meeting and supporting papers, whenever possible, shall accompany the agenda, but will certainly be despatched no later than three clear days before the meeting, save in emergency. Failure to serve such a notice on more than three Governors will invalidate the meeting. A notice shall be presumed to have been served one day after posting.
- 1.7 Before each meeting of the Board a public notice of the time and place of the meeting, and the public part of the agenda, shall be displayed at the Trust's office at least three clear days before the meeting.

- 1.8 Chairman of Meeting: At any meeting of the Board, the Chairman of the Board, if present, shall preside. If the Chairman is absent from the meeting the Deputy-Chairman shall preside. If the Chairman and Deputy Chairman are absent another Non-executive Director as the Governors present shall choose shall preside.
- 1.9 If the Chairman is absent temporarily on the grounds of a declared conflict of interest the Deputy Chairman, if present, shall preside. If the Chairman and Deputy Chairman are absent, or are disqualified from participating, such Governor from the Public constituency as the Governors present shall choose by majority vote shall preside.
- 1.10 Chairman's Ruling: Statements of Governors made at meetings of the Board shall be relevant to the matter under discussion at the material time and the decision of the Chairman of the meeting on questions of order, relevancy, regularity and any other matters shall be final.
- 1.11 Voting: Every question at a meeting shall be determined by a majority of the votes of the Governors present, qualified to vote on the issue and voting on the question unless the constitution requires otherwise,. In the case of the number of votes for and against a motion being equal, the Chairman of the meeting, or the person presiding over that issue if the Chairman is absent, shall have a casting vote.
- 1.12 All questions put to the vote shall, at the discretion of the Chairman of the meeting, be determined by oral expression or by a show of hands. A paper ballot may also be used if a majority of the Governors present so request.
- 1.13 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 member present voted or abstained.
- 1.14 If a member so requests, his/her vote shall be recorded by name upon any vote (other than by paper ballot).
- 1.15 In no circumstances may an absent member vote by proxy. Absence is defined as being absent at the time of the vote.
- 1.16 A person attending the Board to represent a Governor during a period of incapacity or temporary absence without formal appointment as a Governor may not exercise the voting rights of the Governor. A person's status when attending a meeting shall be recorded in the minutes.
- 1.17 Record of Attendance: The names of the Chairman and Governors present at the meeting shall be recorded in the minutes.
- 1.18 Quorum: No business shall be transacted at a meeting unless at least one-third of the whole number of the Governors, (including at least one appointed Governor and one elected Governor with the Public Governors in the majority) are present.
- 1.19 An officer in attendance but without formal voting status may not count towards the quorum.
- 1.20 If the Chairman or Governor has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of the declaration of a conflict of interest (see Standing Order 6 or 7) 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.

- 1.21 Behaviour at meetings (and generally as a representative of the Trust) is expected to be exemplary and codes of conduct and values adopted by the Board of Directors on behalf of the Trust shall equally apply to the Board of Governors.

## **2 Committees**

- 2.1 The Standing Orders of the Trust, as far as they are applicable, shall apply with appropriate alteration to meetings of any committees established by the Trust. In which case the term “Chairman” is to be read as a reference to the Chairman of the committee as the context permits, and the term “member” is to be read as a reference to a member of the committee also as the context permits.
- 2.2 Each such committee shall have such terms of reference and powers and be subject to such conditions (as to reporting back to the Board), as the Board shall decide and shall be in accordance with any legislation and regulation or direction issued by the Secretary of State or Independent Regulator. Such terms of reference shall have effect as if incorporated into the Standing Orders.

# **ANNEX 3 Board of Governors ELECTORAL RULES AND REGULATIONS**

## **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
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## **Part 4 Stages Common to Contested and Uncontested Elections**

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9. Nomination of candidates
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11. Subscription of nomination paper
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**Expenses**

- 49. Expenses incurred by candidates
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- 51. Personal, traveling, and administrative expenses

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- 52. Publicity about election by the corporation
- 53. Information about candidates for inclusion with voting documents
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**Part 11 Questioning elections and irregularities**

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**Part 12 Miscellaneous**

- 56. Secrecy
- 57. Prohibition of disclosure of vote
- 58. Disqualification
- 59. Delay in postal service through industrial action or unforeseen event

# Part 1 Interpretation

## 1. Interpretation

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

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

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

“the regulator” means the Independent Regulator for NHS foundation trusts; and

“the 2003 Act” means the Health and Social Care (Community Health and Standards) Act 2003

“the 2006 Act” means the National Health Service Act 2006.

(2) Other expressions used in these rules and in Schedule 7 to the 2006 Act have the same meaning in these rules as in that Schedule.

# Part 2 Timetable for election

## 2. Timetable

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

Proceeding	Time
Publication of notice of election	Not later than the fortieth day before the day of the close of the poll.
Final day for delivery of nomination papers to returning Officer	Not later than the twenty eighth day before the day of the close of the poll.
Publication of statement of nominated candidates.	Not later than the twenty seventh day before the day of the close of the poll.
Final day for delivery of notices of withdrawals by candidates from election	Not later than twenty fifth day before the day of the close of the poll.
Notice of the poll	Not later than the fifteenth day before the day
Close of the poll.	Close of the poll by 12 noon on the final day of the election.

## 3. Computation of time

(1) In computing any period of time for the purposes of the timetable

(a) a Saturday or Sunday;

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

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

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



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

## Part 3 Returning Officer

### 4. Returning Officer

(1) Subject to rule 57, the returning Officer for an election is to be appointed by the corporation.

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

### 5. Staff

Subject to rule 58, the returning Officer may appoint and pay such staff, including such technical advisers, as he or she considers necessary for the purposes of the election.

### 6. Expenditure

The corporation is to pay the returning Officer –

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

### 7. Duty of co-operation

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

## Part 4 Stages Common to Contested and Uncontested Elections

### 8. Notice of election

The returning Officer is to publish a notice of the election stating –

- (a) the constituency, or class within a constituency, for which the election is being held,
- (b) the number of members of the Board of Governors to be elected from that constituency, or class within that constituency,
- (c) the details of any nomination Committee that has been established by the corporation,
- (d) the address and times at which nomination papers may be obtained;
- (e) the address for return of nomination papers and the date and time by which they must be received by the returning Officer,
- (f) the contact details of the returning Officer, and
- (g) the date and time of the close of the poll in the event of a contest.

### 9. Nomination of candidates

(1) Each candidate must nominate themselves on a single nomination paper.

(2) The returning officer-

- (a) is to supply any member of the corporation with a nomination paper, and
- (b) is to prepare a nomination paper for signature at the request of any member of the corporation, but it is not necessary for a nomination to be on a form supplied by the returning officer.

- 10. Candidate's particulars**  
(1) The nomination paper must state the candidate's -  
(a) full name,  
(b) contact address in full, and  
(c) constituency of which the candidate is a member.
- 11. Subscription of nomination paper**  
(1) The nomination paper must be subscribed by at least two supporters.  
  
(2) Each supporter must –  
(a) be a member of the same constituency to which the candidate belongs and  
(b) state his or her constituency on the nomination paper.  
  
(3) A member of the corporation must not subscribe more than one nomination paper  
  
(4) If a member of the corporation subscribes more than one nomination paper in contravention of paragraph (3), then the second and any further subscriptions received by the returning officer are invalid.  
  
(5) Where a member of the corporation subscribes a nomination paper, and the candidate nominated in the paper dies or withdraws before the paper is received by the returning officer, then nothing in paragraphs (3) or (4) prevents that member from subscribing the nomination paper of another candidate.
- 12. Declaration of interests**  
The nomination paper must state –  
(a) any financial interest that the candidate has in the corporation, and  
(b) whether the candidate is a member of a political party, and if so, which party, and if the candidate has no such interests, the paper must include a statement to that effect.
- 13. Declaration of eligibility**  
The nomination paper must include a declaration made by the candidate–  
(a) that he or she is not prevented from being a member of the Board of Governors by paragraph 8 of Schedule 7 of the 2006 Act or by any provision of the constitution; and,  
(b) for a member of the public constituency, of the particulars of his or her qualification to vote as a member of that constituency, or class within that constituency, for which the election is being held.
- 14. Signature of candidate**  
The nomination paper must be signed and dated by the candidate, indicating that –  
(a) they wish to stand as a candidate,  
(b) their declaration of interests as required under rule 12, is true and correct, and  
(c) their declaration of eligibility, as required under rule 13, is true and correct.
- 15. Decisions as to the validity of nomination**  
(1) Where a nomination paper is received by the returning officer in accordance with these rules, the candidate is deemed to stand for election unless and until the returning officer-  
(a) decides that the candidate is not eligible to stand,  
(b) decides that the nomination paper is invalid,  
(c) receives satisfactory proof that the candidate has died, or  
(d) receives a written request by the candidate of their withdrawal from candidacy.  
  
(2) The returning Officer is entitled to decide that a nomination paper is invalid only on one of the following grounds –

- (a) that the paper is not received on or before the final time and date for return of nomination papers, as specified in the notice of the election,
- (b) that the paper does not contain the candidate's particulars, as required by rule 10;
- (c) that the paper does not contain a declaration of the interests of the candidate, as required by rule 12,
- (d) that the paper does not include a declaration of eligibility as required by rule 13, or
- (e) that the paper is not signed and dated by the candidate, as required by rule 14.

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

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

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

**16. Publication of statement of candidates**

(1) The returning Officer is to prepare and publish a statement showing the candidates who are standing for election.

(2) The statement must show –

- (a) the name, contact address, and constituency or class within a constituency of each candidate standing, and
- (b) the declared interests of each candidate standing, as given in their nomination paper.

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

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

**17. Inspection of statement of nominated candidates and nomination papers**

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

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

**18. Withdrawal of candidates**

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

**19. Method of election**

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

(2) If the number of candidates remaining validly nominated for an election after any withdrawals under these rules is equal to the number of members to be elected to the

board of governors, those candidates are to be declared elected in accordance with Part 7 of these rules.

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

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

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

## **Part 5 Contested elections**

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

(1) The votes at the poll must be given by secret ballot.

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

### **21. The ballot paper**

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

(2) Every ballot paper must specify –

(a) the name of the corporation,

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

(c) the number of members of the board of governors to be elected from that constituency, or class within that constituency,

(d) the names and other particulars of the candidates standing for election, with the details and order being the same as in the statement of nominated candidates,

(e) instructions on how to vote,

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

(g) the contact details of the returning officer.

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

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

### **22. The declaration of identity (public constituency)**

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

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

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

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

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

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

(a) the name of the voter,

(b) the address of the voter,

- (c) the voter's signature, and
- (d) the date that the declaration was made by the voter.

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

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

## **Action to be taken before the poll**

### **23. List of eligible voters**

(1) The corporation is to provide the returning Officer with a list of the members of the constituency or class within a constituency for which the election is being held who are eligible to vote by virtue of rule 26 as soon as is reasonably practicable after the final date for the delivery of notices of withdrawals by candidates from an election.

(2) The list is to include, for each member, a mailing address where his or her ballot paper is to be sent.

### **24. Notice of poll**

The returning Officer is to publish a notice of the poll stating—

- (a) the name of the corporation,
- (b) the constituency, or class within a constituency, for which the election is being held,
- (c) the number of members of the board of governors to be elected from that constituency, or class with that constituency,
- (d) the names, contact addresses, and other particulars of the candidates standing for election, with the details and order being the same as in the statement of nominated candidates,
- (e) that the ballot papers for the election are to be issued and returned, if appropriate, by post,
- (f) the address for return of the ballot papers, and the date and time of the close of the poll,
- (g) the address and final dates for applications for replacement ballot papers, and
- (h) the contact details of the returning officer.

### **25. Issue of voting documents by Returning Officer**

(1) As soon as is reasonably practicable on or after the publication of the notice of the poll, the Returning Officer is to send the following documents to each member of the corporation named in the list of eligible voters—

- (a) a ballot paper and ballot paper envelope,
- (b) a declaration of identity (if required),
- (c) information about each candidate standing for election, pursuant to rule 52 of these rules, and
- (d) a covering envelope.

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

### **26. Ballot paper envelope and covering envelope**

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

- (2) The covering envelope is to have –
  - (a) the address for return of the ballot paper printed on it, and
  - (b) pre-paid postage for return to that address.

- (3) There should be clear instructions, either printed on the covering envelope or elsewhere, instructing the voter to seal the following documents inside the covering envelope and return it to the returning officer –
  - (a) the completed declaration of identity, and
  - (b) the ballot paper envelope, with the ballot paper sealed inside it.

## The poll

### 27. Eligibility to vote

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

### 28. Voting by persons who require assistance

(1) The returning officer is to put in place arrangements to enable requests for assistance to vote to be made.

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

### 29. Spoilt ballot papers

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

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

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

- (a) is satisfied as to the voter’s identity, and
- (b) has ensured that the declaration of identity, if required, has not been returned.

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

- (a) the name of the voter, and
- (b) the details of the unique identifier of the spoilt ballot paper (if that officer was able to obtain it), and
- (c) the details of the unique identifier of the replacement ballot paper.

### 30. Lost ballot papers

(1) Where a voter has not received his or her ballot paper by the fourth day before the close of the poll, that voter may apply to the returning Officer for a replacement ballot paper.

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

- (a) is satisfied as to the voter’s identity,
- (b) has no reason to doubt that the voter did not receive the original ballot paper, and
- (c) has ensured that the declaration of identity if required has not been returned.

- (3) After issuing a replacement ballot paper for a lost ballot paper, the returning officer shall enter in a list (“the list of lost ballot papers”) –
- (a) the name of the voter, and
  - (b) the details of the unique identifier of the replacement ballot paper.

**31. Issue of replacement ballot paper**

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

- (2) After issuing a replacement ballot paper under this rule, the returning Officer shall enter in a list (“the list of tendered ballot papers”) –
- (a) the name of the voter, and
  - (b) the details of the unique identifier of the replacement ballot paper issued under this rule.

**32. Declaration of identity for replacement ballot papers (public and patient constituencies)**

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

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

- (a) that the voter has not voted in the election with any ballot paper other than the ballot paper being returned with the declaration, and
- (b) of the particulars of that member’s qualification to vote as a member of the public or patient constituency, or class within a constituency, for which the election is being held.

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

- (a) the name of the voter,
- (b) the address of the voter,
- (c) the voter’s signature, and
- (d) the date that the declaration was made by the voter.

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

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

## **Procedure for receipt of envelopes**

**33. Receipt of voting documents**

(1) Where the returning Officer receives a –

- (a) covering envelope, or
- (b) any other envelope containing a declaration of identity if required, a ballot paper envelope, or a ballot paper, before the close of the poll, that officer is to open it as soon as is practicable; and rules 34 and 35 are to apply.

(2) The returning officer may open any ballot paper envelope for the purposes of rules 34 and 35, but must make arrangements to ensure that no person obtains or communicates information as to

- (a) the candidate for whom a voter has voted, or
- (b) the unique identifier on a ballot paper.

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

**34. Validity of ballot paper**

(1) A ballot paper shall not be taken to be duly returned unless the returning officer is satisfied that it has been received by the returning officer before the close of the poll, with a declaration of identity if required that has been correctly completed, signed, and dated.

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

- (a) put the declaration of identity if required in a separate packet, and
- (b) put the ballot paper aside for counting after the close of the poll.

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

- (a) mark the ballot paper “disqualified”,
- (b) if there is a declaration of identity accompanying the ballot paper, mark it as “disqualified” and attach it the ballot paper,
- (c) record the unique identifier on the ballot paper in a list (the “list of disqualified documents”); and
- (d) place the document or documents in a separate packet.

**35. Declaration of identity but no ballot paper (public and patient constituency)**

Where the returning officer receives a declaration of identity if required but no ballot paper, the returning officer is to –

- (a) mark the declaration of identity “disqualified”,
- (b) record the name of the voter in the list of disqualified documents, indicating that a declaration of identity was received from the voter without a ballot paper; and
- (c) place the declaration of identity in a separate packet.

**36. Sealing of packets**

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

- (a) the disqualified documents, together with the list of disqualified documents inside it,
- (b) the declarations of identity if required,
- (c) the list of spoiled ballot papers,
- (d) the list of lost ballot papers,
- (e) the list of eligible voters, and
- (f) the list of tendered ballot papers.

## Part 6 - Counting the votes

**37. Arrangements for counting of the votes**

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

**38. The count**

(1) The returning officer is to –

- (a) count and record the number of ballot papers that have been returned, and
- (b) count the votes according to the provisions in this Part of the rules.

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

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



### **39. Rejected ballot papers**

(1) Any ballot paper –

- (a) which does not bear the features that have been incorporated into the other ballot papers to prevent them from being reproduced,
- (b) on which votes are given for more candidates than the voter is entitled to vote,
- (c) on which anything is written or marked by which the voter can be identified except the unique identifier, or
- (d) which is unmarked or rejected because of uncertainty, shall, subject to paragraphs (2) and (3) below, be rejected and not counted.

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

(3) A ballot paper on which a vote is marked –

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

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

(4) The returning officer is to:

- (a) endorse the word “rejected” on any ballot paper which under this rule is not to be counted, and
- (b) in the case of a ballot paper on which any vote is counted under paragraph (2) or (3) above, endorse the words “rejected in part” on the ballot paper and indicate which vote or votes have been counted.

(5) The returning officer is to draw up a statement showing the number of rejected ballot papers under the following headings –

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

### **40. Equality of votes**

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

## **Part 7 – Final proceedings in contested and uncontested elections**

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

(1) In a contested election, when the result of the poll has been ascertained, the returning Officer is to –

- (a) declare the candidate or candidates whom more votes have been given than for the other candidates, up to the number of vacancies to be filled on the board of governors from the constituency, or class within a constituency, for which the election is being held to be elected,
- (b) give notice of the name of each candidate who he or she has declared elected–

- (i) where the election is held under a proposed constitution pursuant to powers conferred on the Queen Victoria Hospital NHS Foundation Trust by section 4(4) of the 2003 Act, to the chairman of the NHS Trust, or
  - (ii) in any other case, to the chairman of the corporation; and
- (c) give public notice of the name of each candidate whom he or she has declared elected.

- (2) The returning officer is to make –
- (a) the total number of votes given for each candidate (whether elected or not), and
  - (b) the number of rejected ballot papers under each of the headings in rule 39(5), available on request.

**42. Declaration of result for uncontested elections**

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

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

## Part 8 – Disposal of documents

**43. Sealing up of documents relating to the poll**

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

- (a) the counted ballot papers,
- (b) the ballot papers endorsed with “rejected in part”,
- (c) the rejected ballot papers, and
- (d) the statement of rejected ballot papers.

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

- (a) the disqualified documents, with the list of disqualified documents inside it,
- (b) the declarations of identity,
- (c) the list of spoilt ballot papers,
- (d) the list of lost ballot papers,
- (e) the list of eligible voters, and
- (f) the list of tendered ballot papers.

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

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

**44. Delivery of documents**

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

**45. Forwarding of documents received after close of the poll**

Where –

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

- (b) any envelopes addressed to eligible voters are returned as undelivered too late to be resent, or
- (c) any applications for replacement ballot papers are made too late to enable new ballot papers to be issued, the returning officer is to put them in a separate packet, seal it up, and endorse and forward it to the chairman of the corporation.

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

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

(2) With the exception of the documents listed in rule 47(1), the documents relating to an election that are held by the corporation shall be available for inspection by members of the public at all reasonable times.

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

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

(1) The corporation may not allow the inspection of, or the opening of any sealed packet containing –

- (a) any rejected ballot papers, including ballot papers rejected in part,
- (b) any disqualified documents, or the list of disqualified documents,
- (c) any counted ballot papers,
- (d) any declarations of identity, or
- (e) the list of eligible voters, by any person without the consent of the Regulator.

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

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

- (a) persons,
- (b) time,
- (c) place and mode of inspection,
- (d) production or opening, and the corporation must only make the documents available for inspection in accordance with those terms and conditions.

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

- (a) in giving its consent, the regulator, and
- (b) and making the documents available for inspection, the corporation, must ensure that the way in which the vote of any particular member has been given shall not be disclosed, until it has been established –
  - (i) that his or her vote was given, and
  - (ii) that the regulator has declared that the vote was invalid.

## **Part 9 – Death of a candidate during a contested election**

**48. Countermand or abandonment of poll on death of candidate**

(1) If, at a contested election, proof is given to the returning Officer's satisfaction before the result of the election is declared that one of the persons named or to be named as a candidate has died, then the returning Officer is to

(a) countermand notice of the poll, or, if ballot papers have been issued, direct that the poll be abandoned within that constituency or class, and

(b) order a new election, on a date to be appointed by him or her in consultation with the corporation, within the period of 40 days, computed in accordance with rule 3 of these rules, beginning with the day that the poll was countermanded or abandoned.

(2) Where a new election is ordered under paragraph (1), no fresh nomination is necessary for any candidate who was validly nominated for the election where the poll was countermanded or abandoned but further candidates shall be invited for that constituency or class.

(3) Where a poll is abandoned under paragraph (1)(a), paragraphs (4) to (7) are to apply.

(4) The returning officer shall not take any step or further step to open envelopes or deal with their contents in accordance with rules 34 and 35, and is to make up separate sealed packets in accordance with rule 36.

(5) The returning officer is to –

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

(b) seal up the ballot papers into packets, along with the records of the number of ballot papers.

(6) The returning Officer is to endorse on each packet a description of –

(a) its contents,

(b) the date of the publication of notice of the election,

(c) the name of the corporation to which the election relates, and

(d) the constituency, or class within a constituency, to which the election relates.

(7) Once the documents relating to the poll have been sealed up and endorsed pursuant to paragraphs (4) to (6), the returning Officer is to deliver them to the chairman of the corporation, and rules 46 and 47 are to apply.

## **Part 10 – Election expenses and publicity**

### **Election expenses**

**49. Election expenses**

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

**50. Expenses and payments by candidates**

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

(a) personal expenses,

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

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

**51. Election expenses incurred by other persons**

- (1) No person may –
- (a) incur any expenses or make a payment (of whatever nature) for the purposes of a candidate's election, whether on that candidate's behalf or otherwise, or
  - (b) give a candidate or his or her family any money or property (whether as a gift, donation, loan, or otherwise) to meet or contribute to expenses incurred by or on behalf of the candidate for the purposes of an election.

(2) Nothing in this rule is to prevent the corporation from incurring such expenses, and making such payments, as it considers necessary pursuant to rules 52 and 53.

## Publicity

### 52. Publicity about election by the corporation

- (1) The corporation may –
- (a) compile and distribute such information about the candidates, and
  - (b) organise and hold such meetings to enable the candidates to speak and respond to questions, as it considers necessary.

(2) Any information provided by the corporation about the candidates, including information compiled by the corporation under rule 53, must be –

- (a) objective, balanced and fair,
- (b) equivalent in size and content for all candidates,
- (c) compiled and distributed in consultation with all of the candidates standing for election, and
- (d) must not seek to promote or procure the election of a specific candidate or candidates, at the expense of the electoral prospects of one or more other candidates.

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

### 53. Information about candidates for inclusion with voting documents

(1) The corporation must compile information about the candidates standing for election, to be distributed by the returning officer pursuant to rule 25 of these rules.

- (2) The information must consist of –
- (a) a statement submitted by the candidate of no more than 250 words.

### 54. Meaning of “for the purposes of an election”

(1) In this Part, the phrase “for the purposes of an election” means with a view to, or otherwise in connection with, promoting or procuring a candidate's election, including the prejudicing of another candidate's electoral prospects; and the phrase “for the purposes of a candidate's election” is to be construed accordingly.

(2) The provision by any individual of his or her own services voluntarily, on his or her own time, and free of charge is not to be considered an expense for the purposes of this Part.

## Part 11 – Questioning elections and the consequence of irregularities

### 55. Application to question an election

- (1) An application alleging a breach of these rules, including an electoral irregularity under Part 10, may be made to the regulator.
- (2) An application may only be made once the outcome of the election has been declared by the returning officer.
- (3) An application may only be made to the Regulator by –
  - (a) a person who voted at the election or who claimed to have had the right to vote, or
  - (b) a candidate, or a person claiming to have had a right to be elected at the election.
- (4) The application must –
  - (a) describe the alleged breach of the rules or electoral irregularity, and
  - (b) be in such a form as the Regulator may require.
- (5) The application must be presented in writing within 21 days of the declaration of the result of the election.
- (6) If the Regulator requests further information from the applicant, then that person must provide it as soon as is reasonably practicable.
- (7) The Regulator shall delegate the determination of an application to a person or persons to be nominated for the purpose of the Regulator.
- (8) The determination by the person or persons nominated in accordance with Rule 55(7) shall be binding on and shall be given effect by the corporation, the applicant and the members of the constituency (or class within a constituency) including all the candidates for the election to which the application relates.
- (9) The Regulator may prescribe rules of procedure for the determination of an application including costs.

## Part 12 – Miscellaneous

### 56. **Secrecy**

- (1) The following persons –
  - (a) the returning officer,
  - (b) the returning officer's staff, must maintain and aid in maintaining the secrecy of the voting and the counting of the votes, and must not, except for some purpose authorised by law, communicate to any person any information as to –
    - (i) the name of any member of the corporation who has or has not been given a ballot paper or who has or has not voted,
    - (ii) the unique identifier on any ballot paper,
    - (iii) the candidate(s) for whom any member has voted.
- (2) No person may obtain or attempt to obtain information as to the candidate(s) for whom a voter is about to vote or has voted, or communicate such information to any person at any time, including the unique identifier on a ballot paper given to a voter.
- (3) The returning officer is to make such arrangements as he or she thinks fit to ensure that the individuals who are affected by this provision are aware of the duties it imposes.

### 57. **Prohibition of disclosure of vote**

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

**58. Disqualification**

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

- (a) a member of the corporation,
- (b) an employee of the corporation,
- (c) a director of the corporation, or
- (d) employed by or on behalf of a person who has been nominated for election.

**59. Delay in postal service through industrial action or unforeseen event**

If industrial action, or some other unforeseen event, results in a delay in –

- (a) the delivery of the documents in rule 25, or
- (b) the return of the ballot papers and declarations of identity, the returning officer may extend the time between the publication of the notice of the poll and the close of the poll, with the agreement of the Regulator.

## **ANNEX 4 LIST OF LOCAL AUTHORITIES AUTHORISED FOR THE PURPOSES OF APPOINTING LOCAL AUTHORITY GOVERNORS**

- Kent County Council
- Medway Council
- East Sussex County Council
- Brighton and Hove City Council
- West Sussex County Council
- Surrey County Council

Together with all district or borough councils within the Trust's area.

## **ANNEX 5 LIST OF PRIMARY CARE TRUSTS AUTHORISED FOR THE PURPOSES OF APPOINTING PRIMARY CARE TRUST GOVERNORS**

- Brighton & Hove City Primary Care Trust
- East Sussex Downs and Weald Primary Care Trust
- Eastern and Coastal Kent Primary Care Trust
- Hasting and Rother Primary Care Trust
- Medway Primary Care Trust
- Surrey Primary Care Trust

- West Kent Primary Care Trust
- West Sussex Primary Care Trust

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# Constitution

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## Section 1

# Constitution

Unless otherwise stated, words or expressions contained in this constitution shall bear the same meaning as in the National Health Service Act 2006 amended by the Health and Social Care Act 2012.

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

# 1 Definitions

1.1 In this constitution:

The 2006 Act is the National Health Service Act 2006.

The 2012 Act is the Health and Social Care Act 2012.

Area of the Trust means the area consisting of all the areas specified in Annex 1 as an area for a Public constituency.

Board of Directors means the Board of Directors as constituted in accordance with this constitution.

Comptroller and Auditor General means the individual engaged in the position of Comptroller and Auditor General to the National Audit Office (UK government department) or its statutory successor from time to time.

Council of Governors means the Council of Governors as constituted in accordance with this constitution.

Director means a Director on the Board of Directors.

Financial Year means: (a) the period beginning with the date on which the Trust is authorised and ending with the next 31 March; and (b) each successive period of 12 months beginning with 1 April.

Forward Plan means the document prepared by the Trust pursuant to paragraph 27 of Schedule 7 to the 2006 Act.

Full Council of Governors means the whole Council of Governors excluding any vacancies.

Governor means a member of the Council of Governors.

Monitor is the body corporate known as Monitor, as provided by Section 61 of the 2012 Act.

Local Authority Governor means a member of the Council of Governors appointed by one or more Local Authorities whose area includes the whole or part of an area specified in Annex 1 as an area for a Public constituency.

Member means a member of the Trust.

Other Partnership Governors means a member of the Council of Governors appointed by a Partnership organisation other than a Primary Care Trust, specified in paragraph 8.3.

PCT Governor means a member of the Council of Governors appointed by a Primary Care Trust for which the Trust provides goods or services (see Annex 5).

Principal Purpose means the purpose set out in Section 43(1) of the 2006 Act.

Public Governor means a member of the Council of Governors elected by the members of the Public constituency.

Secretary means the Secretary of the Trust or any other person appointed to perform the duties of the Secretary of the Trust, currently the Head of Corporate Affairs supported by the Membership and Engagement Manager.

Staff Governor means a member of the **Council** of Governors elected by the members of the staff constituency.

The Trust means the Queen Victoria Hospital NHS Foundation Trust.

## 2 Name

The name of this Trust is Queen Victoria Hospital NHS Foundation Trust.

## 3 Principal Purpose

3.1 The Trust's Principal Purpose is the provision of goods and services for the purposes of the health service in England.

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

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

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

3.3.2 the promotion and protection of public health.

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

## 4 Other purposes

4.1 The Trust will operate for the public benefit and aspire to the highest standards of public service, including respect for the rights of individuals and the environment. The Trust will operate effectively, efficiently and economically and invest any surpluses in its future.

4.2 The Trust will, as appropriate, involve itself in education, training and research activities, in furtherance of its Principal Purpose.

## 5 Powers

5.1 The Trust has all the powers of an NHS Foundation Trust set out in the 2006 Act, subject to the terms of its authorisation.

## 6 Framework

6.1 The Trust is a public benefit corporation that is accountable to its members, through its **Council** of Governors to whom the Board of Directors will report. In addition the Trust will report to **Monitor** and be subject to inspection by **other regulators**.

6.2 In addition to this constitution, and its annexes, the Board of Directors, in consultation with the **Council** of Governors for a) and b), will adopt:

(a) Standing Orders governing the business of the Trust.

- (b) Codes of Conduct and Values.
- (c) Internal policies and procedures.

## 7 Members

7.1 The Trust has two membership constituencies, namely:

- (a) a Public constituency; and
- (b) a Staff constituency.

### 7.2 Public constituency

7.2.1 Members of the Trust who are members of the Public constituency are to be individuals:

- (a) who live in the area of the Trust, (the area of the Trust is specified in Annex 1); and
- (b) who are not eligible to become a member of the Staff constituency and are not otherwise disqualified for membership under paragraph 7.4; and
- (c) who are over eighteen years of age. (Anyone under the age of 18 who wishes to become a member will be an affiliate member which means that they will be sent information only and will not be eligible to vote.); and
- (d) who have each made an application for membership to the Trust.

7.2.2 The minimum number of Members required for the Public constituency is to be 200 (two hundred).

### 7.3 Staff constituency

7.3.1 Members of the Trust who are members of the Staff constituency are to be individuals:

- (a) who are employed under a contract of employment by the Trust; or
- (b) who are not so employed but who nevertheless exercise functions for the purposes of the Trust; and
- (c) who satisfy the minimum duration requirements set out in paragraph 3(3) of Schedule 7 to the 2006 Act, that is to say:
  - (i) in the case of individuals described at (a) above:
    - (aa) who are employed by the Trust under a contract of employment which has no fixed term or a fixed term of at least 12 months, or
    - (bb) who have been continuously employed by the Trust for at least 12 months.
  - (ii) in the case of individuals described at (b) above, who have exercised the functions for the purposes of the Trust for at least 12 months; and
- (d) who are not disqualified for membership under paragraph 7.4 below; and
- (e) who :
  - (i) have each made an application for membership to the Trust, or
  - (ii) have been invited by the Trust to become a member of that constituency and have not informed the Trust that they do not wish to do so.
- (f) who are over eighteen years of age.

7.3.2 The minimum number of Members required for the staff constituency is to be 50 (fifty).

7.3.2 A person who is eligible to be a member of the Staff constituency (see paragraph 7.3.1. above) may not become or continue as a member of any constituency other than the Staff constituency.

### 7.4 Disqualification for Membership

7.4.1 A person may not be a Member of the Trust:

- (a) where they have been declared, by the Council of Governors, to be a vexatious complainant under the terms of the Trust's policy; or

(b) where they fail to agree to abide by the values of the Trust's principles, as referred to in paragraph 6.2.

7.4.2 It is the responsibility of Members to ensure their eligibility and not the Trust, but if the Trust is on notice that a Member may be disqualified from membership, they shall carry out all reasonable enquiries to establish if this is the case.

#### 7.5 **Termination of Membership**

7.5.1 A Member shall cease to be a Member if he:

- (a) resigns by notice to the Secretary;
- (b) ceases to fulfill the requirements of paragraph 7.2.1 or 7.3.1;
- (c) is disqualified under 7.4.1.

#### 7.6 **Voting at Governor elections**

7.6.1 A person may not vote at an election for a Public Governor unless within the specified period he has made a declaration in the specified form stating the particulars of his qualification to vote as a member of the public constituency for which an election is being held. It is an offence to knowingly or recklessly make such a declaration which is false in a material particular.

## 8 **Council of Governors**

8.1 The Trust has a **Council** of Governors. It shall comprise Public Governors, Staff Governors, PCT Governors, Local Authority Governors and other Partnership Governors.

8.2 The **Council** of Governors of the Trust is to include:

- (a) 20 (twenty) Public Governors;
- (b) 3 (three) Staff Governors;

And 6 stakeholder governors made up as follows:

- (c) 2 (two) PCT Governors;
- (d) 1 (one) Local Authority Governors;
- (e) 3 (three) other Partnership Governors.

8.2.1 The aggregate number of members of Public Governors is to be more than half the total membership of the **Council**.

8.2.2 The Chief Executive and other Directors may be invited to attend and to speak at all meetings of the **Council** of Governors.

8.3 The organisations specified as partnership organisations that may appoint a Member of the **Council** of Governors are:

- (a) The League of Friends;
- (b) Brighton and Sussex University Hospitals NHS Trust;
- (c) East Grinstead Town Council.

#### 8.4 **Public Governors**

8.4.1 Members of the Public constituency may elect any of their number to be a Public Governor.

8.4.2 If contested, the election must be by secret ballot.

- 8.4.3 The Election Scheme, including the specified forms of and periods for declarations to be made by candidates standing for office and members as a condition of voting and the process if the election is uncontested, is set out in Annex 3.
- 8.4.4 A person may not stand for election to the Council as a Public Governor unless, within the period specified in Annex 3, he has made a declaration in the form specified in that Part of that Annex of his qualification to vote as a member of the Public constituency for which the election is being held and is not prevented from being a member of the Council by paragraph 8 to Schedule 7 of the 2006 Act or paragraph 8.12 below (disqualification). It is an offence to knowingly or recklessly make a declaration under section 60 of the 2006 Act which is false in a material particular.
- 8.4.5 Paragraph 7.6.1 (voting at governor elections) applies.
- 8.5 Staff Governors**
- 8.5.1 Members of the Staff constituency may elect any of their number to be a Staff Governor.
- 8.5.2 If contested, the election must be by secret ballot.
- 8.5.3 The Election Scheme, including the process if the election is uncontested, is set out in Annex 3.
- 8.6 PCT Governors**
- 8.6.1 The West Sussex Primary Care Trust and West Kent Primary Care Trust shall both appoint a member of the Primary Care Trust to act as its Primary Care Governor.
- 8.6.2 Should West Sussex Primary Care Trust or West Kent Primary Care Trust not appoint a representative to act as its Primary Care Governor, then for each vacancy, an appointment may be made by one of the PCTs listed in Annex 5 or in the case of a second appointment, jointly by the PCTs listed. In exercising this function both PCT Governors will have regard to the needs of other PCTs in the Trust's constituency area listed in Annex 5.
- 8.7 Local Authority Governors**
- 8.7.1 West Sussex County Council is entitled to appoint one Local Authority Governor. In exercising this function the Local Authority Governor will have regard to the needs of other Local Authorities listed in Annex 4.
- 8.8 Terms of office**
- 8.8.1 All Governors:
- (a) may hold office for a period of three years;
  - (b) are eligible for re-election at the end of that period;
  - (c) may not hold office for longer than seven years;
- 8.8.2 Governors shall cease to hold office if they
- (a) cease to be a member of the Public constituency;
  - (b) cease to be a member of the Staff constituency;
  - (c) the sponsoring Primary Care Trust withdraws its sponsorship of them;
  - (d) the Local Authority withdraws its sponsorship of them;
  - (e) the University withdraws its sponsorship of them;
  - (f) the stakeholder organisation withdraws its sponsorship of them;
  - (g) fail to attend a formal Council of Governors meeting over a period of one calendar year.



## 8.9 Termination of tenure

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

8.9.2 If a Governor fails to attend any meeting of the **Council** of Governors, for a period of one year/three consecutive meetings (whichever is the shorter) his tenure of office is to be immediately terminated unless the other Governors are satisfied that:

- (a) the absence was due to a reasonable cause; and
- (b) he will be able to start attending meetings of the Trust again within such a period as they consider reasonable.

## 8.10 Disqualification

8.10.1 A person may not become or continue as a Governor of the Trust (appointed or elected) if:

- (a) in the case of a Staff Governor or Public Governor he ceases to be a member of the constituency he represents;
- (b) in the case of a PCT Governor, Local Authority Governor, University Governor or other Partnership Governor, the sponsoring PCT, Local Authority, university or organisation withdraw their sponsorship of him;
- (c) he has been adjudged bankrupt or his estate has been sequestrated and in either case he has not been discharged;
- (d) he has made a composition or arrangement with, or granted a Trust deed for, his creditors and has not been discharged in respect of it;
- (e) he has within the preceding five years been convicted in the British Islands of any offence, and a sentence of imprisonment (whether suspended or not) for a period of three months or more (without the option of a fine) was imposed on him;
- (f) he has within the preceding two years been dismissed, otherwise than by reason of redundancy, from any paid employment with a health service body;
- (g) he is a person whose tenure of office as the Chairman or as a member or director of a health service body has been terminated on the grounds that his appointment is not in the interests of the health service, for non attendance at meetings, or for non-disclosure of a pecuniary interest;
- (h) he is an Executive or Non-executive Director of the Trust, or a Governor, Non-executive Director, Chairman, Chief Executive officer of another NHS Foundation Trust;
- (i) he has had his name removed from a list, maintained under regulations pursuant to sections 91, 106, 123, or 146 of the 2006 Act, or the equivalent lists maintained by Local Health Boards in Wales under the National Health Service (Wales) Act 2006, and he has not subsequently had his name included in such a list;
- (j) he is incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs;
- (k) he has been declared, by the **Council** of Governors, to be a vexatious complainant;
- (l) he has failed to agree to abide by the values of the Trust's principles as referred to in paragraph 6.2; or
- (m) he is under eighteen years of age.

8.10.2 Where a person has been elected or appointed to be a Governor and he becomes disqualified for appointment under paragraph 8.10.1, he shall notify the Secretary in writing of such disqualification. If it comes to the notice of the Secretary to the Trust at the time of his appointment or later that the Governor is so disqualified, he shall immediately declare that the person in question is disqualified and notify him in writing to that effect. Upon receipt of any such notification, that person's tenure of office, if any, shall be terminated and he shall cease to act as a Governor.

## 8.11 Vacancies

8.11.1 Where membership of the **Council** of Governors ceases for one of the reasons set out in paragraph 8.9 or paragraph 8.10, Public and Staff Governors shall be replaced by by-elections, in accordance with the relevant Electoral Scheme set out in Annex 3, and PCT Governors and Local Authority Governors, are to be replaced in accordance with the processes agreed pursuant to paragraphs 8.6 to 8.7.

## 8.12 Roles and responsibilities of Governors

8.12.1 The roles and responsibilities of the Governors are:

- (a) at a General Meeting:
  - (i) to appoint or remove the Chairman and the other Non-executive Directors taking into account the view of the Board of Directors on the qualifications, skills and experience required for each position. The removal of a Chairman or Non-executive Director requires the approval of three-quarters of the members of the **Council** of Governors;
  - (ii) to decide the remuneration and allowances, and the other terms and conditions of office, of the Chairman and Non-executive Directors;
  - (iii) appoint or remove the Trust's external auditor;
  - (iv) to be presented with the annual accounts, any report of the auditor on them and the annual report.
- (b) to approve by a majority of the **Council** of Governors voting an appointment (by the Non-executive Directors) of the Chief Executive of the Trust appointed **in pursuance of paragraph 17(5) of Schedule 7 to the 2006 Act;**
- (c) to give the views of the **Council** of Governors to directors for the purposes of the preparation (by the directors) of the document containing information as to the Trust's forward planning in respect of each Financial Year to be given to **Monitor;**
- (d) to consider the annual accounts, any report of the auditor on them and the annual report;
- (e) to respond as appropriate when consulted by the directors;
- (f) to consider the best way of fulfilling **the Council of Governors'** duty to consult and involve patients and the wider public.

## 8.13 Expenses

8.13.1 The Trust may pay travelling and other expenses to Governors at such rates as published Trust policy indicates. These are to be published in the annual report.

8.13.2 The remuneration and allowances for Non-executive Directors set by the Governors are also to be published in the annual report.

## 8.14 Remuneration

8.14.1 Governors are not to receive remuneration.

## 8.15 Meetings

8.15.1 The Chairman of the Trust or, in his absence, the Deputy Chairman, as set out in paragraph 9.6, is to preside at meetings of the **Council** of Governors.

8.15.2 Meetings of the **Council** of Governors are to be open to members of the public except in the following circumstances:

- (a) where there has been a vote by a majority of Governors due to the sensitive or confidential nature of the discussion, or;
- (b) where discussion is to include information relating to employees, former employees or applicants, occupiers or former occupiers of accommodation provided by or at the

- expense of the Trust, recipients or former recipients of services and information relating to the financial or business affairs of any particular person;
- (c) where the **Council** of Governors resolves that in the interests of public order the meeting should be adjourned (for the period to be specified) to enable the **Council** to complete business without the presence of the public.
- 8.15.3 The **Council** of Governors is to meet at least three times per year.
- 8.15.4 At a general meeting, within nine months of the Financial Year-end the **Council** of Governors are to receive and consider the annual accounts, any report of the auditor on them, and the annual report.
- 8.15.5 The **Council** of Governors is to adopt standing orders for its practice and procedure, in particular for its procedure at meetings (including general meetings), but these shall be in accordance with Annex 2.
- 8.15.6 A Governor elected to the **Council** by the Public constituency or the Staff constituency may not vote at a meeting of the **Council** unless, within the previous year, he has made a declaration in the form specified at paragraph 8.15.7 stating which constituency he is a member of and is not prevented from being a member of the **Council** by **paragraph 8 of Schedule 7 to the 2006 Act** or under this constitution.
- 8.15.7 The form referred to in paragraph 8.15.6 is "I confirm that, to the best of my knowledge, I am a member of the Public or the Staff constituency (delete as appropriate) and eligible to be a Governor in line with the requirements of the constitution, standing orders and **paragraph 8 of Schedule 7 to the 2006 Act**."
- 8.15.8 In the case of an equality of votes at a meeting, the Chair (or Deputy Chair or other as determined in Annex 2) shall have a casting vote.
- 8.16 **Committees and sub-committees**
- 8.16.1 The **Council** of Governors may appoint committees or groups consisting of its members to assist it in carrying out its functions, but may not delegate any of its powers or functions to them. A committee appointed under this paragraph may appoint its own working groups.
- 8.16.2 These committees or groups may include directors or officers of the Trust and/or outside advisers to help them in their tasks.
- 8.16.3 The following committees will be established as the standing committees of the **Council** of Governors, with their its composition and terms of reference as set out in standing orders from time to time:
- (a) The Governors Steering Group
- (b) Appointments Committee.
- 8.17 **Governors Steering Group (GSG)**
- 8.17.1 The purpose of the Governors Steering Group is to:
- (i) support and facilitate the work of the **Council** of Governors and make recommendations to them on any aspects of its work;
  - (ii) facilitate communication between the **Council** of Governors and Board of Directors
  - (iii) provide advice and support to the Chairman in his leadership role as Chairman of the **Council of Governors** and the Board of Directors;
  - (iv) advise the Chairman on the agenda and preparations for the **Council** meetings

- (v) consider and prepare for any items that governors wish to raise for consideration at Governor meetings;
  - (vi) oversee the training, development and mentoring of Governors;
  - (vii) review Board of Directors' activity and performance outside Governor meetings;
  - (viii) initiate appropriate reviews and reports on matters within the remit of the **Council** of Governors seek assurance on any risks identified by Governors to the Trust failing to meet its key strategic objectives or any non compliance with its Terms of Authorisation;
  - (ix) actively engage the Governors in adding value to the Trust.
- 8.17.2 The GSG will have authority to form working groups to facilitate the work of the Group and to support any recommendations it may make to the **Council** of Governors.
- The GSG will meet monthly or as it feels necessary to fulfil its obligations to the **Council** of Governors.
- 8.17.3 The Group will be elected by the Governors and shall consist of no more than eight members, including one Staff Governor, one Stakeholder Governor and the Governor Representative on the Board of Directors. The Chairman of the **Council** of Governors and the Chief Executive will be ex officio members with additional executive officers attending as the GSG considers appropriate.
- 8.17.4 In this capacity, the Chairman and Chief Executive will be invited to attend GSG meetings at a point on the agenda which will enable the GSG to discuss issues independently of the Chairman and Chief Executive.
- 8.17.5 The Group will report to the **Council** of Governors at each **Council** meeting, and more often if it feels necessary.
- 8.18 **Governor Representative**
- 8.18.1 With approval from the Chairman and the Board of Directors, the **Council** of Governors may appoint a Governor Representative to sit on the Board of Directors to facilitate communication and engagement between the Board of Directors and **Council** of Governors. Although an observer at the Board of Directors with no voting right, the Governor Representative may participate in discussion.
- 8.18.2 The Governor Representative will:
- (i) Attend all Board of Director meetings as the **Council** of Governors' representative and provide a report to the **Council** of Governors;
  - (ii) Act as the link between the Board of Directors and the **Council** of Governors ensuring effective communication and decision making;
  - (iii) Work with the Chairman in developing the **Council** of Governors' governance arrangements;
  - (iv) Actively protect and enhance the hospital's reputation.
- 8.18.3 Because the Board of Directors is held in private, the Governor Representative will be included in confidential discussion and it is essential that confidentiality is maintained where appropriate.
- 8.19 **Conflicts of interest of Governors**
- If a Governor has a pecuniary interest, whether direct or indirect, in any contract, proposed contract or other matter which is under consideration by the **Council**, he shall disclose that to the rest of the **Council** as soon as he is aware of it. The **Council** of Governors shall adopt Standing Orders specifying the arrangements for excluding

Governors from discussion or consideration of the contract or other matter, as appropriate.

- 8.19 Interests which should be regarded as “relevant and material” and which, for the guidance of doubt, should be included in the register, are:
- (a) Directorships, including non-executive directorships held in private companies or PLCs (with the exception of those of dormant companies).
  - (b) Ownership, part-ownership or directorship of private companies, business or consultancies likely or possibly seeking to do business with the NHS.
  - (c) Majority or controlling share holdings in organisations likely or possibly seeking to do business with the NHS.
  - (d) A position of authority in a charity or voluntary organisation in the field of health and social care.
  - (e) Any connection with a voluntary or other organisation contracting for NHS services or commissioning NHS services.
  - (f) To the extent not covered above, any connection with an organisation, entity or company considering entering into or having entered into a financial arrangement with the NHS Foundation Trust, including but not limited to, lenders or banks.

## 9 Board of Directors

9.1 The Trust is to have a Board of Directors. It is to consist of Executive and Non-executive Directors, at least half of which, excluding the Chairman, should comprise Non-executive Directors determined by the Board to be independent.

9.2 The Board of Directors is to include:

- (a) the following Non-executive Directors:
  - (i) a Chairman;
  - (ii) up to 5 (five) Non-executive Directors.
- (b) the following Executive Directors:
  - (i) a Chief Executive (and accounting officer);
  - (ii) a Finance Director;
  - (iii) Up to 3 (three) Executive Directors.

9.3 Of the above five Executive Directors, one of whom is to be a registered medical practitioner or a registered dentist (within the meaning of the Dentists Act 1984) and another of whom is to be a registered nurse or registered midwife.

9.3.1 Subject to paragraph 9.3.2 only a member of the Public constituency is eligible for appointment as a Non-executive Director, or exercises functions on behalf of a university providing a medical or dental school to a hospital of the Trust.

9.4 Non-executive Directors are to be appointed in accordance with a process of open competition outlined as follows:

Specifications will be drawn up and approved by the Appointments Committee of the Council of Governors, that will set out the professional and personal qualities needed. A process of open competition will be carried out that involves advertising for the vacancy, shortlisting against the specification and interviewing candidates by a panel that will include the Chairman and at least one Public Governor. Recommendations for

appointment will be taken to the next general meeting of the **Council** of Governors for formal appointment.

9.5 The validity of any act of the Trust is not affected by any vacancy among the directors or by any defect in the appointment of any director. In the case of an equality of votes at a meeting, the Chair (Deputy Chair as may be) shall have a casting vote.

9.6 Deputy Chairman will be appointed by the Board of Directors from amongst the Non-executive Directors to cover any period of absence of the appointed Chairman.

9.7 A Senior Independent Director will be appointed by the Board of Directors after consultation with the **Council** of Governors.

9.8 A Governor Representative will be invited to attend the Board of Directors meetings (see 8.20).

#### 9.9 **Terms of office**

9.9.1 The Chairman and the Non-executive Directors are to be appointed for a period of office in accordance with the terms and conditions of office decided by the **Council** of Governors at a general meeting.

9.9.2 The Chief Executive (and accounting officer), Finance Director and Executive Directors, shall hold offices for a period in accordance with the terms and conditions of office decided by the Nomination and Remuneration Committee.

#### 9.10 **Disqualification**

9.10.1 A person may not be a Director of the Trust if:

- (a) he has been adjudged bankrupt or his estate has been sequestrated and in either case he has not been discharged;
- (b) he has made a composition or arrangement with, or granted a Trust deed for, his creditors and has not been discharged in respect of it;
- (c) he has within the preceding five years been convicted in the British Islands of any offence, and a sentence of imprisonment (whether suspended or not) for a period of three months or more (without the option of a fine) was imposed on him;
- (d) in the case of a Non-executive Director, he no longer satisfies paragraph 9.3.1 (if applicable);
- (e) he is a person whose tenure of office as a Chairman or as a member or director of a health service body has been terminated on the grounds that his appointment is not in the interests of public service, for non-attendance at meetings, or for non-disclosure of a pecuniary interest;
- (f) he has had his name removed from a list, maintained under regulations pursuant to sections 91, 106, 123, or 146 of the 2006 Act, or the equivalent lists maintained by Local Health Boards in Wales under the National Health Service (Wales) Act 2006, and he and has not subsequently had his name included on such a list;
- (g) he has within the preceding two years been dismissed, otherwise than by reason of redundancy, from any paid employment with a health service body.

#### 9.11 **Roles and responsibilities**

9.11.1 The powers of the Trust are to be **exercised** by the Board of Directors on its behalf.

9.11.2 Any of those powers may be delegated to a committee of Directors or to an Executive Director.

- 9.11.3 A committee of Non-executive Directors established as an audit committee is to review the establishment of an effective system of internal control and risk management, and monitor, review and carry out such other functions as are appropriate.
- 9.11.4 It is for the Non-executive Directors (subject to the approval of the **Council** of Governors to appoint or remove the Chief Executive (and accounting officer).
- 9.11.5 It is for a committee consisting of the Chairman, the Chief Executive (and accounting officer) and the other Non-executive Directors to appoint or remove the Executive Directors.
- 9.11.6 The Trust is to establish a committee of Non-executive Directors to decide the remuneration and allowances, and the other terms and conditions of office, of the Executive Directors.
- 9.11.7 The Directors, having regard to the views of the **Council** of Governors are to prepare the information as to the Trust's forward planning in respect of each Financial Year to be given to **Monitor**.
- 9.11.8 The 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.
- 9.11.9 The functions of the Trust under sub-paragraphs (a) and (b) of paragraph 15.6 below are delegated to the Chief Executive as accounting officer.

## **10 Meetings of Directors**

- 10.1 The Board of Directors, in consultation with the **Council** of Governors, will adopt Standing Orders covering the proceedings and business of its meetings. These are to include setting a quorum for meetings, both of Executive and Non-executive Directors. The proceedings shall not however be invalidated by any vacancy of its membership, or defect in a Director's appointment.

## **11 Conflicts of interests of Directors**

- 11.1 If a Director has a pecuniary interest, whether direct or indirect, in any contract, proposed contract or other matter which is under consideration by either Board, he shall disclose that to the rest of the Board as soon as he is aware of it. The Board of Directors, in consultation with the **Council** of Governors, shall adopt Standing Orders specifying the arrangements for excluding Directors from discussion or consideration of the contract or other matter, as appropriate.
- 11.2 Interests which should be regarded as "relevant and material" and which, for the guidance of doubt, should be included in the register, are:
- (a) Directorships, including non-executive directorships held in private companies or PLCs (with the exception of those of dormant companies).
  - (b) Ownership, part-ownership or directorship of private companies, business or consultancies likely or possibly seeking to do business with the NHS.
  - (c) Majority or controlling share holdings in organisations likely or possibly seeking to do business with the NHS.
  - (d) A position of **authority** in a charity or voluntary organisation in the field of health and social care.

- (e) Any connection with a voluntary or other organisation contracting for NHS services or commissioning NHS services.
- (f) To the extent not covered above, any connection with an organisation, entity or company considering entering into or having entered into a financial arrangement with the NHS Foundation Trust, including but not limited to, lenders or banks.

## 12 Registers

12.1 The Trust is to have:

- (a) a register of Members showing, in respect of each Member, the constituency to which he belongs;
- (b) a register of members of the Council of Governors;
- (c) a register of interests of the Council of Governors;
- (d) a register of Directors;
- (e) a register of interests of the Directors.

12.2 The register of members will contain the member's name and reference number, as well as the constituency that he belongs to. Further information will be collected by the Secretary that will not be part of a public document and will enable the Trust to contact the member and keep the minimum information needed. This will include :

- (i) Title, forename and surname;
  - (ii) Postal address;
  - (iii) E-mail and telephone number;
  - (iv) Constituency;
  - (v) Ethnicity and gender;
  - (vi) Date of entry into membership;
  - (vii) Latest review of status Registers will be updated upon receipt of notification by the Secretary from a member of either their application for membership or their resignation. Once a year, with effect from 1 April of the Financial Year, the Secretary will review the membership against such records of eligibility and update the register for those who no longer meet the eligibility criteria.
- 12.3 Registers of Directors and Governors will contain details of the name of the Director/Governor, their title or constituency represented and date of appointment or removal/resignation.
- 12.4 Registers of Interest will contain the full name of the Director or Governor and their title or constituency. Details of the interest will be set out, in line with the requirements of standing orders in operation at the time, as well as any action taken (if any).

## 13 Public documents

13.1 The following documents of the Trust are to be available for inspection by members of the public free of charge at all reasonable times:

- (a) a copy of the current constitution;
- (b) a copy of the current authorisation;
- (c) a copy of the latest annual accounts and of any report of the auditor on them;
- (d) a copy of the latest annual report;
- (e) a copy of the latest information as to its forward planning;
- (f) a copy of any notice given under section 52 of the 2006 Act.



- 13.2 Any person who requests it is to be provided with a copy or extract from any of the above documents.
- 13.3 The registers mentioned in the paragraph 12.1 above are also to be made available for inspection by members of the public, **except in circumstances prescribed by regulations made under the 2006 Act;** and, so far as those registers are required to be available:
- (a) They are to be available free of charge at all reasonable times,
  - (b) A person who requests it is to be provided with a copy of or extract from them.
  - (c) Details of a member, if he so requests, may be excluded from any copy or extract provided.
- 13.4 If the person requesting a copy or extract is not a Member of the Trust, the Trust may impose a reasonable charge for providing the copy or extract.

## 14 Auditor

- 14.1 **The Trust is to have an auditor.**
- 14.2 **The Council of Governors shall appoint or remove the auditor at a general meeting of the Council of Governors.**

## 15 Accounts

- 15.1 **The Trust must keep proper accounts and proper records in relation to the accounts.**
- 15.2 **Monitor may, with the approval of the Secretary of State for Health, give directions to the Trust as to the content and form of its accounts.**
- 15.3 **The accounts are to be audited by the Trust's auditor.**
- 15.4 **The following documents will be made available to the Comptroller and Auditor General for examination at his request:**
- 15.4.1 **the accounts;**
  - 15.4.2 **the records in relation to them; and**
  - 15.4.3 **any report of the Trust's auditor on them.**
- 15.4 **The Trust shall prepare, in respect of each Financial Year, annual accounts in such form as Monitor may, with the approval of the Secretary of State for Health, direct.**
- 15.5 **Monitor may with the approval of the Secretary of State for Health direct the Trust:**
- 15.5.1 **to prepare accounts in respect of such period or periods as may be specified in the direction; and/or**
  - 15.5.2 **that any accounts prepared by it by virtue of paragraph 15.51 above are to be audited in accordance with such requirements as may be specified in the direction.**
- 15.6 **In preparing its annual accounts or in preparing any accounts by virtue of paragraph 15.5.1 above, the Trust must comply with any directions given by Monitor with the approval of the Secretary of State for Health as to:**
- 15.6.1 **the methods and principles according to which the annual accounts must be prepared; and/or**
  - 15.6.2 **the content and form of the annual accounts.**

15.7 The Trust must:

15.7.1 lay a copy of the annual accounts, and any report of the Trust's auditor on them, before Parliament; and

15.7.2 send copies of the annual accounts, and any report of the Trust's auditor on them to Monitor within such a period as Monitor may direct.

15.8 The Trust must send a copy of any accounts prepared by virtue of paragraph 15.5.1 above and a copy of any report of the Trust's auditor to Monitor within such a period as Monitor may direct.

15.9 The functions of the Trust, referred to in this paragraph 15, shall be delegated to the Accounting Officer.

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

16.1 The Trust shall prepare Annual Reports and send them to Monitor.

16.2 Each Annual Report must give:

16.2.1 information on any steps taken by the Trust to secure that (taken as a whole) the actual membership of any public constituency is representative of those eligible for such membership;

16.2.2 information on the impact that income received by the Trust otherwise than from the fulfilment of the Principal Purpose has had on the provision by the Trust of goods and services for those purposes; and

16.2.3 such other information as may be prescribed by Monitor.

16.2 The Trust shall give information as to its forward planning in respect of each Financial Year to Monitor.

16.3 The Forward Plan shall be prepared by the Board of Directors.

16.4 In preparing the Forward Plan, the Directors shall have regard to the views of the Council of Governors.

16.5 Each Forward Plan must include information about:

16.5.1 the activities other than the provision of goods and services for the purposes of the health service in England that the Trust proposes to carry on, and

16.5.2 the income it expects to receive from doing so.

16.6 Where a Forward Plan contains a proposal that the Trust carry on an activity of a kind mentioned in sub-paragraph 16.5.1, the Council of Governor must:

16.6.1 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

16.6.2 notify the directors of the Trust and its determination.

16.7 The Trust may implement a proposal to increase by 5% or more the proportion of its total income in any Financial Year attributable to activities other than the fulfilment of the Principal Purpose only if more than half of the members of the Council of Governors present and voting approve the implementation of the proposal.

## 17 Indemnity

- 17.1 Members of the **Council** of Governors and Board of Directors 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 functions, save where they have acted recklessly. Any costs arising in this way will be met by the Trust.

## 18 Instruments etc.

- 18.1 A document purporting to be duly executed under the Trust's seal or to be signed on its behalf is to be received in evidence and, unless the contrary is proved, taken to be so executed or signed.
- 18.2 The Trust is to have a seal, but this is not to be affixed except under the authority of the Board of Directors.

## 19 Dispute resolution procedures

- 19.1 The Trust will establish dispute resolution procedures. These are to be approved by the Board of Directors.
- 19.2 Every unresolved dispute which arises out of this constitution between the Trust and:
- (a) a member; or
  - (b) any person aggrieved who has ceased to be a member within the six months prior to the date of the dispute; or
  - (c) any person bringing a claim under this constitution; or
  - (d) an office-holder of the Trust is to be submitted to an arbitrator agreed by the parties or in the absence of agreement to be nominated by the Trust's Chairman.
- 19.3 Any person bringing a dispute must, if required to do so, deposit with the Trust a reasonable sum (not exceeding £250) to be determined by the Membership Secretary. The arbitrator will decide how the costs of the arbitration will be paid and what should be done with the deposit.
- 19.4 The arbitrator's decision will be binding and conclusive on all parties.

## 20 Amendment of the constitution

- 20.1 The Trust may make amendments to this Constitution with the approval of **Monitor**.
- 20.2 No proposals for amendment of this Constitution will be put to **Monitor** unless it has been approved by three quarters of the full **Council** of Governors.
- 20.3 **Transitional Arrangements**  
Amendments to the Constitution may require transitory arrangements, particularly if the **Council** of Governors proposes a reduction in the number of Governors and the reduction is being managed through the election process; with fewer Governors being elected.
- 20.4 Should this be the case, the constitution must be updated as soon as is practicable to reflect the reduced membership. Any such transitory arrangement must only last for a maximum of three months.

## **21 Dissolution of the Trust**

21.1 The Trust may not be dissolved except by order of the Secretary of State for Health, in accordance with the NHS Act 2006.

## SECTION 2 ANNEXES

### ANNEX 1 PUBLIC CONSTITUENCY OF THE TRUST

The area of the Trust that is regarded as the Public Constituency is defined as being all the population covered by the local electoral areas of Kent, Surrey, East and West Sussex.

### ANNEX 2 PRACTICE AND PROCEDURE FOR MEETINGS

#### 1 Meetings of the Council of Governors

- 1.1 **Calling Meetings:** Ordinary meetings of the Council shall be held at such times and places as the Council may determine.
- 1.2 The Chairman of the Trust may call a meeting of the Council at any time. If the Chairman refuses to call a meeting after a requisition for that purpose, signed by at least one-third of the whole number of Governors, has been presented to him/her, or if, without so refusing, the Chairman 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 Governors may forthwith call a meeting.
- 1.3 **Notice of Meetings:** Before each meeting of the Council, a notice of the meeting, specifying the business proposed to be transacted at it, and signed by the Chairman or by an officer authorized by the Chairman to sign on his behalf shall be delivered to every Governor, or sent by post to the usual place of residence of such Governor, so as to be available to him at least three clear days before the meeting.
- 1.4 Want of service of the notice on any Governor shall not affect the validity of a meeting.
- 1.5 In the case of a meeting called by Governors in default of the Chairman, the notice shall be signed by those Governors and no business shall be transacted at the meeting other than that specified in the notice.
- 1.6 Agendas will be sent to Governors six days before the meeting and supporting papers, whenever possible, shall accompany the agenda, but will certainly be despatched no later than three clear days before the meeting, save in emergency. Failure to serve such a notice on more than three Governors will invalidate the meeting. A notice shall be presumed to have been served one day after posting.
- 1.7 Before each meeting of the Council a public notice of the time and place of the meeting, and the public part of the agenda, shall be displayed at the Trust's office at least three clear days before the meeting.
- 1.8 **Chairman of Meeting:** At any meeting of the Council, the Chairman of the Board of Directors, if present, shall preside. If the Chairman is absent from the meeting the Deputy

Chairman shall preside. If the Chairman and Deputy Chairman are absent another Non-executive Director as the Governors present shall choose shall preside.

- 1.9 If the Chairman is absent temporarily on the grounds of a declared conflict of interest the Deputy Chairman, if present, shall preside. If the Chairman and Deputy Chairman are absent, or are disqualified from participating, such Governor from the Public constituency as the Governors present shall choose by majority vote shall preside.
- 1.10 **Chairman's Ruling:** Statements of Governors made at meetings of the Council shall be relevant to the matter under discussion at the material time and the decision of the Chairman of the meeting on questions of order, relevancy, regularity and any other matters shall be final.
- 1.11 **Voting:** Every question at a meeting shall be determined by a majority of the votes of the Governors present, qualified to vote on the issue and voting on the question unless the constitution requires otherwise,. In the case of the number of votes for and against a motion being equal, the Chairman of the meeting, or the person presiding over that issue if the Chairman is absent, shall have a casting vote.
- 1.12 All questions put to the vote shall, at the discretion of the Chairman of the meeting, be determined by oral expression or by a show of hands. A paper ballot may also be used if a majority of the Governors present so request.
- 1.13 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 member present voted or abstained.
- 1.14 If a member so requests, his/her vote shall be recorded by name upon any vote (other than by paper ballot).
- 1.15 In no circumstances may an absent member vote by proxy. Absence is defined as being absent at the time of the vote.
- 1.16 A person attending the Council to represent a Governor during a period of incapacity or temporary absence without formal appointment as a Governor may not exercise the voting rights of the Governor. A person's status when attending a meeting shall be recorded in the minutes.
- 1.17 **Record of Attendance:** The names of the Chairman and Governors present at the meeting shall be recorded in the minutes.
- 1.18 **Quorum:** No business shall be transacted at a meeting unless at least one-third of the whole number of the Governors, (including at least one appointed Governor and one elected Governor with the Public Governors in the majority) are present.
- 1.19 An officer in attendance but without formal voting status may not count towards the quorum.
- 1.20 If the Chairman or Governor has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of the declaration of a conflict of interest (see Standing Order 6 or 7) 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.

- 1.21 Behaviour at meetings (and generally as a representative of the Trust) is expected to be exemplary and codes of conduct and values adopted by the Board of Directors on behalf of the Trust shall equally apply to the **Council** of Governors.

## **2 Committees**

- 2.1 The Standing Orders of the Trust, as far as they are applicable, shall apply with appropriate alteration to meetings of any committees established by the Trust. In which case the term “Chairman” is to be read as a reference to the Chairman of the committee as the context permits, and the term “member” is to be read as a reference to a member of the committee also as the context permits.
- 2.2 Each such committee shall have such terms of reference and powers and be subject to such conditions (as to reporting back to the **Council**), as the **Council** shall decide and shall be in accordance with any legislation and regulation or direction issued by the Secretary of State or **Monitor**. Such terms of reference shall have effect as if incorporated into the Standing Orders.

## **ANNEX 3**

### **Council of Governors**

## **ELECTORAL RULES AND REGULATIONS**

#### **Part 1 Interpretation**

1. Interpretation

#### **Part 2 Timetable for election**

2. Timetable
3. Computation of time

#### **Part 3 Returning Officer**

4. Returning Officer
5. Staff
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9. Nomination of candidates
10. Candidate's consent and particulars
11. Subscription of nomination paper
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- 49. Expenses incurred by candidates
- 50. Expenses incurred by other persons
- 51. Personal, traveling, and administrative expenses

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- 52. Publicity about election by the corporation
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**Part 11 Questioning elections and irregularities**

- 55. Application to question an election



**Part 12 Miscellaneous**

- 56. Secrecy
- 57. Prohibition of disclosure of vote
- 58. Disqualification
- 59. Delay in postal service through industrial action or unforeseen event

## Part 1 Interpretation

### 1. Interpretation

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

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

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

“the Regulator” means **Monitor**

“the 2006 Act” means the National Health Service Act 2006.

(2) Other expressions used in these rules and in Schedule 7 to the 2006 Act have the same meaning in these rules as in that Schedule.

## Part 2 Timetable for election

### 2. Timetable

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

Proceeding	Time
Publication of notice of election	Not later than the fortieth day before the day of the close of the poll.
Final day for delivery of nomination papers to <b>Returning Officer</b>	Not later than the twenty eighth day before the day of the close of the poll.
Publication of statement of nominated candidates.	Not later than the twenty seventh day before the day of the close of the poll.
Final day for delivery of notices of withdrawals by candidates from election	Not later than twenty fifth day before the day of the close of the poll.
Notice of the poll	Not later than the fifteenth day before the day
Close of the poll.	Close of the poll by 12 noon on the final day of the election.

### 3. Computation of time

(1) In computing any period of time for the purposes of the timetable

(a) a Saturday or Sunday;

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

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

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

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

## Part 3 Returning Officer

### 4. Returning Officer

(1) Subject to rule 57, the Returning Officer for an election is to be appointed by the corporation.

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

### 5. Staff

Subject to rule 58, the Returning Officer may appoint and pay such staff, including such technical advisers, as he or she considers necessary for the purposes of the election.

### 6. Expenditure

The corporation is to pay the Returning Officer –

(a) any expenses incurred by that Officer in the exercise of his or her functions under these rules,

(b) such remuneration and other expenses as the corporation may determine.

### 7. Duty of co-operation

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

## Part 4 Stages Common to Contested and Uncontested Elections

### 8. Notice of election

The Returning Officer is to publish a notice of the election stating –

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

(b) the number of members of the Council of Governors to be elected from that constituency, or class within that constituency,

(c) the details of any nomination Committee that has been established by the corporation,

(d) the address and times at which nomination papers may be obtained;

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

(f) the contact details of the Returning Officer, and

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

### 9. Nomination of candidates

(1) Each candidate must nominate themselves on a single nomination paper.

(2) The Returning Officer-

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

(b) is to prepare a nomination paper for signature at the request of any member of the corporation, but it is not necessary for a nomination to be on a form supplied by the Returning Officer.

### 10. Candidate's particulars

(1) The nomination paper must state the candidate's -

(a) full name,

(b) contact address in full, and

(c) constituency of which the candidate is a member.

**11. Subscription of nomination paper**

- (1) The nomination paper must be subscribed by at least two supporters.
- (2) Each supporter must –
  - (a) be a member of the same constituency to which the candidate belongs and
  - (b) state his or her constituency on the nomination paper.
- (3) A member of the corporation must not subscribe more than one nomination paper
- (4) If a member of the corporation subscribes more than one nomination paper in contravention of paragraph (3), then the second and any further subscriptions received by the returning officer are invalid.
- (5) Where a member of the corporation subscribes a nomination paper, and the candidate nominated in the paper dies or withdraws before the paper is received by the Returning Officer, then nothing in paragraphs (3) or (4) prevents that member from subscribing the nomination paper of another candidate.

**12. Declaration of interests**

- The nomination paper must state –
- (a) any financial interest that the candidate has in the corporation, and
  - (b) whether the candidate is a member of a political party, and if so, which party, and if the candidate has no such interests, the paper must include a statement to that effect.

**13. Declaration of eligibility**

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

**14. Signature of candidate**

- The nomination paper must be signed and dated by the candidate, indicating that –
- (a) they wish to stand as a candidate,
  - (b) their declaration of interests as required under rule 12, is true and correct, and
  - (c) their declaration of eligibility, as required under rule 13, is true and correct.

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

- (1) Where a nomination paper is received by the **Returning Officer** in accordance with these rules, the candidate is deemed to stand for election unless and until the **Returning Officer**:
  - (a) decides that the candidate is not eligible to stand,
  - (b) decides that the nomination paper is invalid,
  - (c) receives satisfactory proof that the candidate has died, or
  - (d) receives a written request by the candidate of their withdrawal from candidacy.
- (2) The **Returning Officer** is entitled to decide that a nomination paper is invalid only on one of the following grounds –
  - (a) that the paper is not received on or before the final time and date for return of nomination papers, as specified in the notice of the election,
  - (b) that the paper does not contain the candidate's particulars, as required by rule 10;
  - (c) that the paper does not contain a declaration of the interests of the candidate, as required by rule 12,
  - (d) that the paper does not include a declaration of eligibility as required by rule 13, or
  - (e) that the paper is not signed and dated by the candidate, as required by rule 14.

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

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

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

**16. Publication of statement of candidates**

(1) The **Returning Officer** is to prepare and publish a statement showing the candidates who are standing for election.

(2) The statement must show –

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

(b) the declared interests of each candidate standing, as given in their nomination paper.

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

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

**17. Inspection of statement of nominated candidates and nomination papers**

(1) The corporation is to make the statements of the candidates and the nomination papers supplied by the **Returning Officer** under rule 16(4) available for inspection by members of the public free of charge at all reasonable times.

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

**18. Withdrawal of candidates**

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

**19. Method of election**

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

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

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

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

## **Part 5 Contested elections**

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

- (1) The votes at the poll must be given by secret ballot.
- (2) The votes are to be counted and the result of the poll determined in accordance with Part 6 of these rules.

### **21. The ballot paper**

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

(2) Every ballot paper must specify –

- (a) the name of the corporation,
- (b) the constituency, or class within a constituency, for which the election is being held,
- (c) the number of members of the **Council** of Governors to be elected from that constituency, or class within that constituency,
- (d) the names and other particulars of the candidates standing for election, with the details and order being the same as in the statement of nominated candidates,
- (e) instructions on how to vote,
- (f) if the ballot paper is to be returned by post, the address for its return and the date and time of the close of the poll, and
- (g) the contact details of the **Returning Officer**.

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

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

### **22. The declaration of identity (public constituency)**

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

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

- (a) that the voter is the person to whom the ballot paper was addressed,
- (b) that the voter has not marked or returned any other voting paper in the election, and
- (c) for a member of the public or patient constituency, of the particulars of that member's qualification to vote as a member of the constituency or class within a constituency for which the election is being held.

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

- (a) the name of the voter,
- (b) the address of the voter,
- (c) the voter's signature, and
- (d) the date that the declaration was made by the voter.

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

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

## Action to be taken before the poll

### 23. List of eligible voters

(1) The corporation is to provide the **Returning Officer** with a list of the members of the constituency or class within a constituency for which the election is being held who are eligible to vote by virtue of rule 26 as soon as is reasonably practicable after the final date for the delivery of notices of withdrawals by candidates from an election.

(2) The list is to include, for each member, a mailing address where his or her ballot paper is to be sent.

### 24. Notice of poll

The **Returning Officer** is to publish a notice of the poll stating—

- (a) the name of the corporation,
- (b) the constituency, or class within a constituency, for which the election is being held,
- (c) the number of members of the **Council** of Governors to be elected from that constituency, or class with that constituency,
- (d) the names, contact addresses, and other particulars of the candidates standing for election, with the details and order being the same as in the statement of nominated candidates,
- (e) that the ballot papers for the election are to be issued and returned, if appropriate, by post,
- (f) the address for return of the ballot papers, and the date and time of the close of the poll,
- (g) the address and final dates for applications for replacement ballot papers, and
- (h) the contact details of the **Returning Officer**.

### 25. Issue of voting documents by **Returning Officer**

(1) As soon as is reasonably practicable on or after the publication of the notice of the poll, the **Returning Officer** is to send the following documents to each member of the corporation named in the list of eligible voters—

- (a) a ballot paper and ballot paper envelope,
- (b) a declaration of identity (if required),
- (c) information about each candidate standing for election, pursuant to rule 52 of these rules, and
- (d) a covering envelope.

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

### 26. Ballot paper envelope and covering envelope

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

(2) The covering envelope is to have —

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

(3) There should be clear instructions, either printed on the covering envelope or elsewhere, instructing the voter to seal the following documents inside the covering envelope and return it to the **Returning Officer** —

- (a) the completed declaration of identity, and
- (b) the ballot paper envelope, with the ballot paper sealed inside it.

## The poll

### 27. Eligibility to vote

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

### 28. Voting by persons who require assistance

(1) The **Returning Officer** is to put in place arrangements to enable requests for assistance to vote to be made.

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

### 29. Spoilt ballot papers

(1) If a voter has dealt with his or her ballot paper in such a manner that it cannot be accepted as a ballot paper (referred to a “spoilt ballot paper”), that voter may apply to the **Returning Officer** for a replacement ballot paper.

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

(3) The **Returning Officer** may not issue a replacement ballot paper for a spoilt ballot paper unless he or she –

- (a) is satisfied as to the voter’s identity, and
- (b) has ensured that the declaration of identity, if required, has not been returned.

(4) After issuing a replacement ballot paper for a spoilt ballot paper, the **Returning Officer** shall enter in a list (“the list of spoilt ballot papers”) –

- (a) the name of the voter, and
- (b) the details of the unique identifier of the spoilt ballot paper (if that officer was able to obtain it), and
- (c) the details of the unique identifier of the replacement ballot paper.

### 30. Lost ballot papers

(1) Where a voter has not received his or her ballot paper by the fourth day before the close of the poll, that voter may apply to the **Returning Officer** for a replacement ballot paper.

(2) The **Returning Officer** may not issue a replacement ballot paper for a lost ballot paper unless he or she –

- (a) is satisfied as to the voter’s identity,
- (b) has no reason to doubt that the voter did not receive the original ballot paper, and
- (c) has ensured that the declaration of identity if required has not been returned.

(3) After issuing a replacement ballot paper for a lost ballot paper, the **Returning Officer** shall enter in a list (“the list of lost ballot papers”) –

- (a) the name of the voter, and
- (b) the details of the unique identifier of the replacement ballot paper.

### 31. Issue of replacement ballot paper

(1) If a person applies for a replacement ballot paper 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 paper unless, in addition to the requirements



imposed rule 29(3) or 30(2), he or she is also satisfied that that person has not already voted in the election, notwithstanding the fact that a declaration of identity if required has already been received by the **Returning Officer** in the name of that voter.

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

- (a) the name of the voter, and
- (b) the details of the unique identifier of the replacement ballot paper issued under this rule.

**32. Declaration of identity for replacement ballot papers (public and patient constituencies)**

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

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

- (a) that the voter has not voted in the election with any ballot paper other than the ballot paper being returned with the declaration, and
- (b) of the particulars of that member's qualification to vote as a member of the public or patient constituency, or class within a constituency, for which the election is being held.

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

- (a) the name of the voter,
- (b) the address of the voter,
- (c) the voter's signature, and
- (d) the date that the declaration was made by the voter.

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

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

## Procedure for receipt of envelopes

**33. Receipt of voting documents**

(1) Where the **Returning Officer** receives a –

- (a) covering envelope, or
- (b) any other envelope containing a declaration of identity if required, a ballot paper envelope, or a ballot paper, before the close of the poll, that officer is to open it as soon as is practicable; and rules 34 and 35 are to apply.

(2) The **Returning Officer** may open any ballot paper envelope for the purposes of rules 34 and 35, but must make arrangements to ensure that no person obtains or communicates information as to

- (a) the candidate for whom a voter has voted, or
- (b) the unique identifier on a ballot paper.

(3) The **Returning Officer** must make arrangements to ensure the safety and security of the ballot papers and other documents.

**34. Validity of ballot paper**

(1) A ballot paper shall not be taken to be duly returned unless the **Returning Officer** is satisfied that it has been received by the **Returning Officer** before the close of the poll, with a declaration of identity if required that has been correctly completed, signed, and dated.

(2) Where the **Returning Officer** is satisfied that paragraph (1) has been fulfilled, he or she is to –

- (a) put the declaration of identity if required in a separate packet, and
- (b) put the ballot paper aside for counting after the close of the poll.

(3) Where the **Returning Officer** is not satisfied that paragraph (1) has been fulfilled, he or she is to

- (a) mark the ballot paper “disqualified”,
- (b) if there is a declaration of identity accompanying the ballot paper, mark it as “disqualified” and attach it the ballot paper,
- (c) record the unique identifier on the ballot paper in a list (the “list of disqualified documents”); and
- (d) place the document or documents in a separate packet.

**35. Declaration of identity but no ballot paper (public and patient constituency)**

Where the **Returning Officer** receives a declaration of identity if required but no ballot paper, the **Returning Officer** is to –

- (a) mark the declaration of identity “disqualified”,
- (b) record the name of the voter in the list of disqualified documents, indicating that a declaration of identity was received from the voter without a ballot paper; and
- (c) place the declaration of identity in a separate packet.

**36. Sealing of packets**

As soon as is possible after the close of the poll and after the completion of the procedure under rules 34 and 35, the **Returning Officer** is to seal the packets containing–

- (a) the disqualified documents, together with the list of disqualified documents inside it,
- (b) the declarations of identity if required,
- (c) the list of spoilt ballot papers,
- (d) the list of lost ballot papers,
- (e) the list of eligible voters, and
- (f) the list of tendered ballot papers.

## Part 6 - Counting the votes

**37. Arrangements for counting of the votes**

The **Returning Officer** is to make arrangements for counting the votes as soon as is practicable after the close of the poll.

**38. The count**

(1) The **Returning Officer** is to –

- (a) count and record the number of ballot papers that have been returned, and
- (b) count the votes according to the provisions in this Part of the rules.

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

(3) The **Returning Officer** is to proceed continuously with counting the votes as far as is practicable.

**39. Rejected ballot papers**

(1) Any ballot paper –

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

(d) which is unmarked or rejected because of uncertainty, shall, subject to paragraphs (2) and (3) below, be rejected and not counted.

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

(3) A ballot paper on which a vote is marked –

(a) elsewhere than in the proper place,

(b) otherwise than by means of a clear mark,

(c) by more than one mark,

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

(4) The **Returning Officer** is to:

(a) endorse the word “rejected” on any ballot paper which under this rule is not to be counted, and

(b) in the case of a ballot paper on which any vote is counted under paragraph (2) or (3) above, endorse the words “rejected in part” on the ballot paper and indicate which vote or votes have been counted.

(5) The **Returning Officer** is to draw up a statement showing the number of rejected ballot papers under the following headings –

(a) does not bear proper features that have been incorporated into the ballot paper,

(b) voting for more candidates than the voter is entitled to,

(c) writing or mark by which voter could be identified, and

(d) unmarked or rejected because of uncertainty,

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

#### **40. Equality of votes**

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

## **Part 7 – Final proceedings in contested and uncontested elections**

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

(1) In a contested election, when the result of the poll has been ascertained, the **Returning Officer** is to –

(a) declare the candidate or candidates whom more votes have been given than for the other candidates, up to the number of vacancies to be filled on the **Council** of Governors from the constituency, or class within a constituency, for which the election is being held to be elected,

(b) give notice of the name of each candidate who he or she has declared elected–

(i) where the election is held under a proposed constitution pursuant to powers conferred on the Queen Victoria Hospital NHS Foundation Trust by section 4(4) of the 2003 Act, to the Chairman of the NHS Trust, or

(ii) in any other case, to the Chairman of the corporation; and

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

(2) The **Returning Officer** is to make –

(a) the total number of votes given for each candidate (whether elected or not), and

(b) the number of rejected ballot papers under each of the headings in rule 39(5), available on request.

**42. Declaration of result for uncontested elections**

In an uncontested election, the **Returning Officer** is to as soon as is practicable after final day for the delivery of notices of withdrawals by candidates from the election –

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

## Part 8 – Disposal of documents

**43. Sealing up of documents relating to the poll**

(1) On completion of the counting at a contested election, the **Returning Officer** is to seal up the following documents in separate packets –

- (a) the counted ballot papers,
- (b) the ballot papers endorsed with “rejected in part”,
- (c) the rejected ballot papers, and
- (d) the statement of rejected ballot papers.

(2) The **Returning Officer** must not open the sealed packets of –

- (a) the disqualified documents, with the list of disqualified documents inside it,
- (b) the declarations of identity,
- (c) the list of spoilt ballot papers,
- (d) the list of lost ballot papers,
- (e) the list of eligible voters, and
- (f) the list of tendered ballot papers.

(3) The **Returning Officer** must endorse on each packet a description of –

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

**44. Delivery of documents**

Once the documents relating to the poll have been sealed up and endorsed pursuant to rule 50, the **Returning Officer** is to forward them to the chair of the corporation.

**45. Forwarding of documents received after close of the poll**

Where –

- (a) any voting documents are received by the **Returning Officer** after the close of the poll, or
- (b) any envelopes addressed to eligible voters are returned as undelivered too late to be resent, or
- (c) any applications for replacement ballot papers are made too late to enable new ballot papers to be issued, the **Returning Officer** is to put them in a separate packet, seal it up, and endorse and forward it to the Chairman of the corporation.

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

(1) The corporation is to retain the documents relating to an election that are forwarded to the chair by the **Returning Officer** under these rules for one year, and then, unless otherwise directed by the **Regulator**, cause them to be destroyed.

(2) With the exception of the documents listed in rule 47(1), the documents relating to an election that are held by the corporation shall be available for inspection by members of the public at all reasonable times.

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

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

(1) The corporation may not allow the inspection of, or the opening of any sealed packet containing –

- (a) any rejected ballot papers, including ballot papers rejected in part,
- (b) any disqualified documents, or the list of disqualified documents,
- (c) any counted ballot papers,
- (d) any declarations of identity, or
- (e) the list of eligible voters, by any person without the consent of the **Regulator**.

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

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

- (a) persons,
- (b) time,
- (c) place and mode of inspection,
- (d) production or opening, and the corporation must only make the documents available for inspection in accordance with those terms and conditions.

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

- (a) in giving its consent, the **Regulator**, and
- (b) and making the documents available for inspection, the corporation, must ensure that the way in which the vote of any particular member has been given shall not be disclosed, until it has been established –
  - (i) that his or her vote was given, and
  - (ii) that the **Regulator** has declared that the vote was invalid.

## **Part 9 – Death of a candidate during a contested election**

**48. Countermand or abandonment of poll on death of candidate**

(1) If, at a contested election, proof is given to the **Returning Officer's** satisfaction before the result of the election is declared that one of the persons named or to be named as a candidate has died, then the **Returning Officer** is to

- (a) countermand notice of the poll, or, if ballot papers have been issued, direct that the poll be abandoned within that constituency or class, and
- (b) order a new election, on a date to be appointed by him or her in consultation with the corporation, within the period of 40 days, computed in accordance with rule 3 of these rules, beginning with the day that the poll was countermanded or abandoned.

(2) Where a new election is ordered under paragraph (1), no fresh nomination is necessary for any candidate who was validly nominated for the election where the poll was countermanded or abandoned but further candidates shall be invited for that constituency or class.

- (3) Where a poll is abandoned under paragraph (1)(a), paragraphs (4) to (7) are to apply.
- (4) The **Returning Officer** shall not take any step or further step to open envelopes or deal with their contents in accordance with rules 34 and 35, and is to make up separate sealed packets in accordance with rule 36.
- (5) The **Returning Officer** is to –
- (a) count and record the number of ballot papers that have been received, and
  - (b) seal up the ballot papers into packets, along with the records of the number of ballot papers.
- (6) The **Returning Officer** is to endorse on each packet a description of –
- (a) its contents,
  - (b) the date of the publication of notice of the election,
  - (c) the name of the corporation to which the election relates, and
  - (d) the constituency, or class within a constituency, to which the election relates.
- (7) Once the documents relating to the poll have been sealed up and endorsed pursuant to paragraphs (4) to (6), the **Returning Officer** is to deliver them to the chairman of the corporation, and rules 46 and 47 are to apply.

## Part 10 – Election expenses and publicity

### Election expenses

#### 49. Election expenses

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

#### 50. Expenses and payments by candidates

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

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

#### 51. Election expenses incurred by other persons

(1) No person may –

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

(2) Nothing in this rule is to prevent the corporation from incurring such expenses, and making such payments, as it considers necessary pursuant to rules 52 and 53.

## Publicity

#### 52. Publicity about election by the corporation

(1) The corporation may –

- (a) compile and distribute such information about the candidates, and
- (b) organise and hold such meetings to enable the candidates to speak and respond to questions, as it considers necessary.

(2) Any information provided by the corporation about the candidates, including information compiled by the corporation under rule 53, must be –

- (a) objective, balanced and fair,
- (b) equivalent in size and content for all candidates,
- (c) compiled and distributed in consultation with all of the candidates standing for election, and
- (d) must not seek to promote or procure the election of a specific candidate or candidates, at the expense of the electoral prospects of one or more other candidates.

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

**53. Information about candidates for inclusion with voting documents**

(1) The corporation must compile information about the candidates standing for election, to be distributed by the **Returning Officer** pursuant to rule 25 of these rules.

(2) The information must consist of –

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

**54. Meaning of “for the purposes of an election”**

(1) In this Part, the phrase “for the purposes of an election” means with a view to, or otherwise in connection with, promoting or procuring a candidate’s election, including the prejudicing of another candidate’s electoral prospects; and the phrase “for the purposes of a candidate’s election” is to be construed accordingly.

(2) The provision by any individual of his or her own services voluntarily, on his or her own time, and free of charge is not to be considered an expense for the purposes of this Part.

## **Part 11 – Questioning elections and the consequence of irregularities**

**55. Application to question an election**

(1) An application alleging a breach of these rules, including an electoral irregularity under Part 10, may be made to the **Regulator**.

(2) An application may only be made once the outcome of the election has been declared by the **Returning Officer**.

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

- (a) a person who voted at the election or who claimed to have had the right to vote, or
- (b) a candidate, or a person claiming to have had a right to be elected at the election.

(4) The application must –

- (a) describe the alleged breach of the rules or electoral irregularity, and
- (b) be in such a form as the **Regulator** may require.

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

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

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

(8) The determination by the person or persons nominated in accordance with Rule 55(7) shall be binding on and shall be given effect by the corporation, the applicant and the members of the constituency (or class within a constituency) including all the candidates for the election to which the application relates.

(9) The Regulator may prescribe rules of procedure for the determination of an application including costs.

## Part 12 – Miscellaneous

### 56. Secrecy

(1) The following persons –

(a) the Returning Officer,

(b) the Returning Officer's staff, must maintain and aid in maintaining the secrecy of the voting and the counting of the votes, and must not, except for some purpose authorised by law, communicate to any person any information as to –

(i) the name of any member of the corporation who has or has not been given a ballot paper or who has or has not voted,

(ii) the unique identifier on any ballot paper,

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

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

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

### 57. Prohibition of disclosure of vote

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

### 58. Disqualification

A person may not be appointed as a Returning Officer, or as staff of the Returning Officer pursuant to these rules, if that person is –

(a) a member of the corporation,

(b) an employee of the corporation,

(c) a director of the corporation, or

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

### 59. Delay in postal service through industrial action or unforeseen event

If industrial action, or some other unforeseen event, results in a delay in –

(a) the delivery of the documents in rule 25, or

(b) the return of the ballot papers and declarations of identity, the Returning Officer may extend the time between the publication of the notice of the poll and the close of the poll, with the agreement of the Regulator.



## **ANNEX 4 LIST OF LOCAL AUTHORITIES AUTHORISED FOR THE PURPOSES OF APPOINTING LOCAL AUTHORITY GOVERNORS**

- Kent County Council
- Medway Council
- East Sussex County Council
- Brighton and Hove City Council
- West Sussex County Council
- Surrey County Council

Together with all district or borough councils within the Trust's area.

## **ANNEX 5 LIST OF PRIMARY CARE TRUSTS AUTHORISED FOR THE PURPOSES OF APPOINTING PRIMARY CARE TRUST GOVERNORS**

- Brighton & Hove City Primary Care Trust
- East Sussex Downs and Weald Primary Care Trust
- Eastern and Coastal Kent Primary Care Trust
- Hasting and Rother Primary Care Trust
- Medway Primary Care Trust
- Surrey Primary Care Trust
- West Kent Primary Care Trust
- West Sussex Primary Care Trust

Queen Victoria Hospital FT Constitution – Version Control  
22.10.12

Ref	Section	Comment
Numerous		Consistent use of upper case 'G' in Governor.
Numerous		Consistent use of upper case 'M' in Member/Membership.
Numerous		Consistent use of upper case 'C' in Chairman.
Numerous		Consistent reference to Financial Year with capital 'F' and 'Y'.
Numerous		Formatting and punctuation.
N/A	title page	Removed reference to when amendments agreed.
N/A	Section 1 Contents	8 – replaced 'Board' (of Governors) with 'Council' (of Governors).
N/A	Section 1, Contents	16 – removed 'and' between 'annual reports' and 'forward plans', added a comma and words 'and non-NHS work'.
N/A	Section 2, Annex 3 Contents	Replaced 'Board' (of Governors) with 'Council' (of Governors).
Section 1	Constitution	Removed wording from current QVH constitution and replaced it with wording from Monitor's Model Core Constitution.
1.1	1 Definitions	Removed reference in current QVH constitution to 2003 Act.
1.1	1 Definitions	Removed reference in current QVH constitution to 1977 Act.
1.1	1 Definitions	Added reference to 2006 Act.
1.1	1 Definitions	Added reference to 2012 Act.
1.1	1 Definitions	Added definition of 'Comptroller and Auditor General' as this is referred to later in the constitution through new information added in line with the second Commencement Order of the Health and Social Care Act 2012.
1.1	1 Definitions	Added definition of 'Forward Plan' as this is referred to later in the constitution through new information added in line with the second Commencement Order of the Health and Social Care Act 2012.
1.1	1 Definitions	Replaced eight references to 'Board' (of Governors) with 'Council' (of Governors).
1.1	1 Definitions	Replaced 'Board' with 'Council of Governors' twice in provision relating to vacancies.
1.1	1 Definitions	Removed reference in current QVH constitution to gender as covered in introduction to Constitution.
1.1	1 Definitions	Removed reference in current QVH constitution to the Independent Regulator.
1.1	1 Definitions	Added 'Principal Purpose' as a definition as this has been amended by the second Commencement Order of the Health and Social Care Act 2012.
1.1	1 Definitions	Added definition of Monitor from as required by the second Commencement Order.
N/A	2 Name	Removed quote mark at the end of the Trust's name in current QVH constitution.
3.2, 3.3 & 3.4	3 Principal Purpose	Added paragraphs 3.2, 3.3 and 3.4 as required by the second Commencement Order of the Health and Social Care Act 2012.

<b>Ref</b>	<b>Section</b>	<b>Comment</b>
4.1 & 4.2	4 Other Purposes	Removed paragraphs 4.1 and 4.2 from current QVH constitution and retained 4.3 and 4.4 (now paragraphs 4.1 and 4.2 in revised constitution).
5.1	5 Powers	Amended reference to legislation to reflect the NHS Act 2006.
6.1 & 6.2	6 Framework	Replaced two references to 'Board' (of Governors) with 'Council' (of Governors).
6.1 & 6.2	6 Framework	Removed reference to Healthcare Commission and updated reference to 'other regulators'.
6.1 & 6.2	6 Framework	Replaced one reference to 'independent regulator' with 'Monitor'.
7.3.1(c)	7.3 Staff constituency	Amended reference to legislation to reflect the NHS Act 2006.
7.4.1(a)	7.4 Disqualification for Membership	Replaced one reference to 'Board' (of Governors) with 'Council' (of Governors).
8.1, 8.2, 8.2.1, 8.2.2, 8.3	8 Council of Governors	Replaced five references to 'Board' (of Governors) with 'Council' (of Governors).
8.2(a)	8 Council of Governors	Total number of Public Governors reduced to 24 to 20 to reflect current arrangements and previous discussions/agreements with Council of Governors. These new arrangements were approved by the Council of Governors though the meeting was inquorate.
8.2	8 Council of Governors	Number of stakeholder Governors reduced to six to reflect removal of the Guinea Pig Club and the two university Governors (see below).
8.2	8 Council of Governors	Two university Governors removed to reflect current reality/arrangements on the Council of Governors. Governor representatives have not recently been provided by either Imperial College, or the University of Brighton and the University of Sussex, in cooperation with the Brighton and Sussex Medical School.
8.2	8 Council of Governors	Number of other Partnership Governors reduced to three to reflect removal of the Guinea Pig Club.
8.3	8 Council of Governors	The Guinea Pig Club removed as a Partnership Governor to reflect the wish of the Guinea Pig Club to no longer hold a seat on the Council of Governors.
8.3(d) & (e)	8 Council of Governors	Imperial College and the Universities of Brighton and Sussex (in cooperation with the Brighton and Sussex Medical School) removed from the list of partnership organisations which can appoint representatives to the Council of Governors to reflect current custom and practice and arrangements with these organisations.
8.4.4	8.4 Public Governors	Replaced two references to 'Board' (of Governors) with 'Council' (of Governors).
8.4.4	8.4 Public Governors	Amended reference to legislation to reflect the NHS Act 2006.
8.8.2(g)	8.8 Terms of office	Replaced one reference to 'Board' (of Governors) with 'Council' (of Governors).
8.9.2	8.9 Termination of tenure	Replaced one reference to 'Board' (of Governors) with 'Council' (of Governors).
8.10.1(h) & (j)	8.10 Disqualification	Tidied formatting to show point (h) as a separate bullet point as in the current QVH constitution it is incorrectly embedded in point (g).
8.10(i)		Amended reference to legislation to reflect the NHS Act 2006.
8.10.1(k)	8.10 Disqualification	Replaced one reference to 'Board' (of Governors) with 'Council' (of Governors).

<b>Ref</b>	<b>Section</b>	<b>Comment</b>
8.11.1	8.11 Vacancies	Replaced one reference to 'Board' (of Governors) with 'Council' (of Governors).
8.12.1	8.12 Roles and Responsibilities of Governors	Replaced three references to 'Board' (of Governors) with 'Council' (of Governors).
8.12.1	8.12 Roles and Responsibilities of Governors	Amended reference to legislation to reflect the NHS Act 2006.
8.12.1	8.12 Roles and Responsibilities of Governors	Replaced one reference to 'independent regulator' with 'Monitor'.
8.12.1(f)	8.12 Roles and Responsibilities of Governors	Removed 'its duty' and replaced it with 'the Council of Governors' duty' to improve understanding of this provision.
8.15.1	8.15 Meetings	Replaced one reference to 'Board' (of Governors) with 'Council' (of Governors).
8.15.2	8.15 Meetings	Replaced three references to 'Board' (of Governors) with 'Council' (of Governors).
8.15.3	8.15 Meetings	Replaced one reference to 'Board' (of Governors) with 'Council' (of Governors).
8.15.4	8.15 Meetings	Replaced one reference to 'Board' (of Governors) with 'Council' (of Governors).
8.15.5	8.15 Meetings	Replaced one reference to 'Board' (of Governors) with 'Council' (of Governors).
8.15.6	8.15 Meetings	Replaced three references to 'Board' (of Governors) with 'Council' (of Governors).
8.15.6	8.15 Meetings	Amended reference to legislation to reflect NHS Act 2006.
8.15.7	8.15 Meetings	Amended reference to legislation to reflect NHS Act 2006.
8.16.1	8.16 Committees and sub-committees	Replaced one reference to 'Board' (of Governors) with 'Council' (of Governors).
8.16.3	8.16 Committees and sub-committees	Replaced one reference to 'Board' (of Governors) with 'Council' (of Governors).
8.17.1(i) – (viii)	8.17 Governors Steering Group (GSG)	Replaced five references to 'Board' (of Governors) with 'Council' (of Governors).
8.17.2	8.17 Governors Steering Group (GSG)	Replaced two references to 'Board' (of Governors) with 'Council' (of Governors).
8.17.3	8.17 Governors Steering Group (GSG)	Replaced one reference to 'Board' (of Governors) with 'Council' (of Governors).
8.17.5	8.17 Governors Steering Group (GSG)	Replaced two references to 'Board' (of Governors) with 'Council' (of Governors).
8.18.1	8.18 Governor Representative	Replaced two references to 'Board' (of Governors) with 'Council' (of Governors).
8.18.2	8.18 Governor Representative	Replaced four references to 'Board' (of Governors) with 'Council' (of Governors).

<b>Ref</b>	<b>Section</b>	<b>Comment</b>
8.19	8.19 Conflicts of interest of Governors	Replaced three references to 'Board' (of Governors) with 'Council' (of Governors).
8.19(d)	8.19 Conflicts of interest of Governors	Re-drafted 'Authority' with lower case 'a'.
9.3.2	9 Board of Directors	Paragraph 9.3.2 from the current QVH constitution has been removed as it no longer applies to QVH and reference the legislation was also out of date.
9.4	9 Board of Directors	Replaced two references to 'Board' (of Governors) with 'Council' (of Governors).
9.7	9 Board of Directors	Replaced one reference to 'Board' (of Governors) with 'Council' (of Governors).
9.9.1	9.9 Terms of office	Replaced one reference to 'Board' (of Governors) with 'Council' (of Governors).
9.10.1(f) & (g)	9.10 Disqualification	Tidied formatting to show point (g) as a separate bullet point as in the current QVH constitution it is incorrectly embedded in point (f).
9.10.1(f)	9.10 Disqualification	Amended reference to legislation to reflect NHS Act 2006.
9.11.1	9.11 Roles and responsibilities	Amended 'excercisable' to 'exercised'.
9.11.4	9.11 Roles and responsibilities	Replaced one reference to 'Board' (of Governors) with 'Council' (of Governors).
9.11.7	9.11 Roles and responsibilities	Replaced one reference to 'Board' (of Governors) with 'Council' (of Governors).
9.11.7	9.11 Roles and responsibilities	Replaced one reference to 'Independent Regulator' with 'Monitor'.
9.11.8	9.11 Roles and responsibilities	Replaced one reference to 'Board' (of Governors) with 'Council' (of Governors).
10.1	10 Meetings of Directors	Replaced one reference to 'Board' (of Governors) with 'Council' (of Governors).
11.1	11 Conflicts of interests of Directors	Replaced one reference to 'Board' (of Governors) with 'Council' (of Governors).
11.1(d)	8.19 Conflicts of interest of Directors	Re-drafted 'Authority' with lower case 'a'.
12.1(b) & (c)	12 Registers	Replaced two references to 'Board' (of Governors) with 'Council' (of Governors).
12.5	12 Registers	Removed provision 12.5 from current QVC constitution as this was dropped from the legislation and QVH has passed the time for the initial requirement of this provision.
12.5(a)	12 Registers	Replaced one reference to 'Board' (of Governors) with 'Council' (of Governors).
13.1(f)	13 Public Documents	Amended reference to legislation to reflect NHS Act 2006.
13.3	13 Public Documents	Amended reference to legislation to reflect NHS Act 2006.
14.1 & 14.2	14 Auditor	Removed the entire section from the current QVH constitution and replaced it with the 'Auditor' section from Monitor's Model Core Constitution.

<b>Ref</b>	<b>Section</b>	<b>Comment</b>
15.1 – 15.9	15 Accounts	Removed the entire section from the current QVH constitution and replaced it with a combination of the 'Accounts' section from Monitor's Model Core Constitution and additional information provided by the Trust's legal advisors to ensure that this section reflects the requirements of the second Commencement Order of the Health and Social Care Act 2012.
16	16 Annual report, forward plans and non-NHS work	Updated the heading of this section in line with Monitor's Model Core Constitution and second Commencement Order of the Health and Social Care Act 2012.
16.1 – 16.7	16 Annual report, forward plans and non-NHS work	Removed the entire section from the current QVH constitution and replaced it with a combination of the 'Annual report, forward plans and non-NHS work' section from Monitor's Model Core Constitution and additional information provided by the Trust's legal advisors to ensure that this section reflects the requirements of the second Commencement Order of the Health and Social Care Act 2012.
17.1	17 Indemnity	Replaced one reference to 'Board' (of Governors) with 'Council' (of Governors).
19.4	19 Dispute Resolution Procedures	New provision of 19.4 has been created which was originally the second part of 19.2(d). This is an important statement and logically fits at the end of the process hence its move to 19.4. No new content has been added.
20.1	20 Amendment of the constitution	Replaced one reference to 'Independent Regulator' with 'Monitor'.
20.2	20 Amendment of the constitution	Replaced one reference to 'Independent Regulator' with 'Monitor'.
20.2	20 Amendment of the constitution	Replaced one reference to 'Board' (of Governors) with 'Council' (of Governors).
20.3	20.3 Transitional Arrangements	Replaced one reference to 'Board' (of Governors) with 'Council' (of Governors).

<b>Section 2, Annex 2 Practice and Procedure for Meetings</b>		
<b>Ref</b>	<b>Section</b>	<b>Comment</b>
1.1, 1.3, 1.8, 1.10, 1.11, 1.17, 1.18	1 Meetings of the Council of Governors	Emboldened sub-headings to aid understanding.
1	1 Meetings of the Council of Governors	Replaced one reference to 'Board' (of Governors) with 'Council' (of Governors) in heading.
1.1	1 Meetings of the Council of Governors	Replaced two references to 'Board' (of Governors) with 'Council' (of Governors).
1.2	1 Meetings of the Council of Governors	Replaced one reference to 'Board' (of Governors) with 'Council' (of Governors).
1.3	1 Meetings of the Council of Governors	Replaced one reference to 'Board' (of Governors) with 'Council' (of Governors).

<b>Ref</b>	<b>Section</b>	<b>Comment</b>
1.7	1 Meetings of the Council of Governors	Replaced one reference to 'Board' (of Governors) with 'Council' (of Governors).
1.8	1 Meetings of the Council of Governors	Replaced one reference to 'Board' (of Governors) with 'Council' (of Governors).
1.8	1 Meetings of the Council of Governors	Added 'of Directors' after reference to Board to clarify that this duty falls to the Trust Chairman.
1.10	1 Meetings of the Council of Governors	Replaced one reference to 'Board' (of Governors) with 'Council' (of Governors).
1.16	1 Meetings of the Council of Governors	Replaced one reference to 'Board' (of Governors) with 'Council' (of Governors).
1.21	1 Meetings of the Council of Governors	Replaced one reference to 'Board' (of Governors) with 'Council' (of Governors).
2.2	Committees	Replaced two references to 'Board' (of Governors) with 'Council' (of Governors).
2.2	Committees	Replaced one reference to 'Independent Regulator' with 'Monitor'.

### **Annex 3 – Council of Governors; Electoral Rules and Regulations**

<b>Ref</b>	<b>Section</b>	<b>Comment</b>
Numerous		Consistent reference to Returning Officer (upper case 'R' and 'O'); in the current QVH constitution there is no consistency throughout the section.
Numerous		Consistent reference to 'Regulator' (upper case 'R'); in the current QVH constitution there is no consistency throughout the section.
1	Interpretation	Replaced one reference to 'Board' (of Governors) with 'Council' (of Governors).
1	Interpretation	Replaced one reference to 'Independent Regulator' with 'Monitor'.
1	Interpretation	Removed reference in current QVH constitution to 2003 Act.
8	Part 4, Notice of Election	Replaced one reference to 'Board' (of Governors) with 'Council' (of Governors).
13	Part 4, Declaration of Eligibility	Replaced one reference to 'Board' (of Governors) with 'Council' (of Governors).
19	Part 4, Method of Election	Replaced three references to 'Board' (of Governors) with 'Council' (of Governors).
21	Part 5, The Ballot Paper	Replaced one reference to 'Board' (of Governors) with 'Council' (of Governors).
24(c)	Notice of Poll	Replaced one reference to 'Board' (of Governors) with 'Council' (of Governors).
41(a)	Part 7, Declaration of result for uncontested elections	Replaced one reference to 'Board' (of Governors) with 'Council' (of Governors).
N/A	Last page	Removed reference to publishing details.