



South Central Ambulance Service NHS Foundation Trust

Constitution

March 2021

South Central Ambulance Service NHS Foundation Trust Constitution

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1. Interpretation and definitions

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

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

the 2006 Act	is the National Health Service Act 2006.
the 2012 Act	is the Health and Social Care Act 2012
Accounting Officer	is the person who from time to time discharges the functions specified in paragraph 25(5) of Schedule 7 to the 2006 Act.
Area of the Trust	means the area, specified in Annex 1 of this Constitution.
Audit Committee	means a committee of Non-Executive Directors appointed in accordance with paragraph 35 of this Constitution
Board of Directors	means the Board of Directors as constituted in accordance with this Constitution
CCG Governor	means a Member of the Council of Governors appointed in accordance with the provisions of this Constitution by a Clinical Commissioning Group specified in Annex 3.
CFR Governor	means a Member of the Council of Governors appointed in accordance with the provisions of this Constitution by the Community First Responders (CFRs) in Annex 3.
Chairman	means the chairman of the Trust appointed in accordance with the Constitution. The expression “the Chairman” shall be deemed to include the Deputy Chairman if the Chairman is absent from the meeting or is otherwise unavailable.
Charitable Funds	means a fund which has been set up and which operates on a non-profit basis.
Chief Executive	means the chief executive officer of the Trust

“Clear days”	means complete days not including the day the period begins or day of the event
Committee	means a committee or sub-committee created and appointed by the Trust.
Committee Members	means persons formally appointed by the Board of Directors as members of specific Committees.
Constitution	means this constitution and all annexes to it.
Council of Governors	means the Council of Governors of the Trust as constituted in this constitution which has the same meaning as ‘Board of Governors’ in the 2006 Act.
Deputy Chairman	means a Non-Executive Director who is appointed to perform the duties of the Chairman in any circumstances when the Chairman is unable to perform those duties.
Director	means an Executive Director or a Non-Executive Director on the Board of Directors
Director of Finance	the finance director to the Trust
Executive Director	means an employee of the Trust holding executive office 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 twelve months beginning with 1 April.
Funds Held on Trust	means those funds which the Trust holds on the date of authorisation as an NHS Foundation Trust, whether received on distribution by statutory instrument, or accepted under powers derived under paragraph 14(2)(c) of Part 2, Schedule 4 of the 2006 Act and those accepted whilst an NHS Trust under section 47(2) of the 2006 Act. Such funds may or may not be charitable.
Governor	means a member of the Council of Governors elected or appointed in accordance with this Constitution.

Lead Governor	means the Governor nominated as the lead governor by the Council of Governors in accordance with Annex 5, paragraph A5 6.12.
Local Authority Governor	means a member of the Council of Governors appointed in accordance with this Constitution by a local authority specified in Annex 3 whose area includes the whole or part of the Area of the Trust.
Member	means an individual who is eligible to join and has joined the Public Constituency or the Staff Constituency in accordance with this Constitution.
Model Rules for Elections	shall have the meaning given to them in paragraph 11.2 of this Constitution.
Monitor	is the body corporate known as Monitor, as provided by Section 61 of the 2012 Act.
Nominated Officer	means an Officer charged with the responsibility for discharging specific tasks within the standing orders.
Non-Executive Director	means a Non-Executive Director on the Board of Directors including the Chairman
Officer	means an employee of the Trust or any other person holding a paid appointment or office with the Trust.
Partnership Governor	means a member of the Council of Governors appointed by the Partnership Organisation.
Partnership Organisation	means the organisation designated as a partnership organisation for the purposes of this Constitution as specified in Annex 3.
Public Constituency	means (collectively) the parts of the Trust's membership consisting of those members living in an area specified in Annex 1 as an area for a Public Constituency
Public Governor	means a member of the Council of Governors elected by the members living in an area specified in Annex 1 as an area for a public constituency

Secretary	means a person appointed to act independently of the Board of Directors to perform the role as more particularly described in Annex 8, Paragraph A8 4.1.
Senior Independent Director	means a Non-Executive Director nominated to the role of Senior Independent Director in accordance with the provisions of this Constitution.
Staff Class	means a class of the Staff Constituency as specified in Annex 2.
Staff Constituency	means that part of the Trust's membership consisting of the staff of the Trust and which is divided into the classes as provided by this Constitution as referred to in Annex 2.
Staff Governor	means a member of the Council of Governors elected by the members of a Staff Class.
Terms of Authorisation	are the terms of authorisation issued by Monitor under Section 35 of the 2006 Act.
the Trust	means the South Central Ambulance Service NHS Foundation Trust.

2. Name

The name of the foundation Trust is South Central Ambulance Service NHS Foundation Trust (the Trust).

3. Principal purpose

- 3.1 The principal purpose of the Trust is the provision of goods and services for the purposes of the health service in England.
- 3.2 The Trust does not fulfil its principal purpose unless, in each financial year, its total income from the provision of goods and services for the purposes of the health service in England is greater than its total income from the provision of goods and services for any other purposes.
- 3.3 The Trust may provide goods and services for any purposes related to:
 - The provision of services provided to individuals for or in connection with the prevention, diagnosis or treatment of illness, and
 - The promotion and protection of public health.

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

4. Powers

- 4.1 The powers of the Trust are set out in the 2006 Act, subject to any restrictions in the Terms of Authorisation.
- 4.2 The powers of the Trust shall be exercised by the Board of Directors on behalf of the Trust.
- 4.3 Any of these powers may be delegated to a committee of Directors or to an Executive Director.

5. Membership and constituencies

The Trust shall have Members, each of whom shall be a Member of one of the following constituencies:

- 5.1 a Public constituency; and
- 5.2 a Staff constituency

6. Application for membership

An individual who is eligible to become a Member of the Trust may do so on application to the Trust.

7. Public Constituency

- 7.1 An individual who lives in an area specified in Annex 1 as an area for a public constituency may become or continue as a Member of the Trust.
- 7.2 Those individuals who live in an area specified as an area for any public constituency are referred to collectively as the Public Constituency.
- 7.3 The minimum number of members in each area of the Public Constituency is specified in Annex 1.

8. Staff Constituency

- 8.1 An individual who is employed by the Trust under a contract of employment with the Trust may become or continue as a Member of the Trust provided he is employed by the Trust under a contract of employment which has no fixed term or has a fixed term of at least 12 months; or he has been continuously employed by the Trust under a contract of employment for at least 12 months.
- 8.2 Those individuals who are eligible for membership of the Trust by reason of the previous provisions are referred to collectively as the Staff Constituency.
- 8.3 The Staff Constituency shall be divided into six descriptions of individuals who are eligible for membership of the Staff Constituency, each description of individuals being specified within Annex 2 and being referred to as a class within the Staff Constituency.
- 8.4 The minimum number of members in each class of the Staff Constituency is specified in Annex 2.
- 8.5 An individual who is:
- 8.5.1 eligible to become a member of the Staff Constituency, and
 - 8.5.2 invited by the Trust to become a member of the Staff Constituency and a member of the appropriate class within the Staff Constituency,

shall become a member of the Trust as a member of the Staff Constituency and appropriate class within the Staff Constituency without an application being made, unless he informs the Trust that he does not wish to do so.

9. Restriction on membership

- 9.1 An individual who is a member of a constituency or of a class within a constituency, may not while membership of that constituency or class continues, be a member of any other constituency or class.
- 9.2 An individual who satisfies the criteria for membership of the Staff Constituency may not become or continue as a member of any constituency other than the Staff Constituency.
- 9.3 An individual must be at least 14 years old to become a Member of the Trust.
- 9.4 Further provisions as to the circumstances in which an individual may not become or continue as a member of the Trust are set out in Annex 8 – Further Provisions.

10. Annual Members' Meeting

- 10.1 The Trust shall hold an annual meeting of its members ('Annual Members' Meeting). The Annual Members' Meeting shall be open to members of the public.

11. Council of Governors – composition

- 11.1 The Trust is to have a Council of Governors, which shall comprise both elected and appointed Governors.
- 11.2 The composition of the Council of Governors is specified in Annex 3.
- 11.3 The members of the Council of Governors, other than the appointed members, shall be chosen by election by their constituency or, where there are classes within a constituency, by their class within that constituency. The number of Governors to be elected by each constituency, or, where appropriate, by each class of each constituency, is specified in Annex 3.

12. Council of Governors – election of Governors

- 12.1 Elections for elected members of the Council of Governors shall be conducted in accordance with the Model Election Rules.
- 12.2 The Model Election Rules as published from time to time by the Department of Health form part of this Constitution. The Model Election Rules current at this date are attached at Annex 4
- 12.3 A subsequent variation of the Model Election Rules by the Department of Health shall not constitute a variation of the terms of this Constitution for the purposes of paragraph 43 of the Constitution (amendment of the Constitution).
- 12.4 An election, if contested, shall be by secret ballot.

13. Council of Governors - tenure

- 13.1 Subject to the provisions contained in Annex 5 paragraph A5.3 (Initial tenure of office for the Council of Governors) an elected Governor may hold office for a period of up to 3 years.
- 13.2 An elected Governor shall cease to hold office if he ceases to be a member of the constituency or class by which he was elected.
- 13.3 An elected Governor shall be eligible for re-election at the end of his term but may not serve more than three consecutive terms or 9 years whichever is the lesser.
- 13.4 An appointed Governor may hold office for a period of up to 3 years.

- 13.5 An appointed Governor shall cease to hold office if the appointing organisation withdraws its sponsorship of him or, he ceases to be employed by the appointing organisation.
- 13.6 An appointed Governor shall be eligible for re-appointment at the end of his term but may not serve more than three consecutive terms or 9 years whichever is the lesser.

14. Council of Governors – disqualification and removal

- 14.1 The following may not become or continue as a member of the Council of Governors:
- 14.1.1 a person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged;
 - 14.1.2 a person who has made a composition or arrangement with, or granted a trust deed for, his creditors and has not been discharged in respect of it;
 - 14.1.3 a person who within the preceding five years has been convicted in the British Islands of any offence if a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine) was imposed on him;
 - 14.1.4 a person whose employment with the Trust was terminated on the grounds of gross misconduct. In such a case, the individual shall not be eligible to stand to become a public governor for a minimum period of two years;
 - 14.1.5 a person providing voluntary services to the Trust, whose services are dispensed of on the grounds of gross misconduct or malpractice. In such a case, the individual shall not be eligible to stand to become a public governor for a minimum period of two years
- 14.2 Governors must be at least 16 years of age at the date they are nominated for election or appointment.
- 14.3 Further provisions as to the circumstances in which an individual may not become or continue as a member of the Council of Governors are set out in Annex 5.

15. Council of Governors – duties of governors

- 15.1 The general duties of the Council of Governors are:

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

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

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

16. Council of Governors – meetings of governors

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

16.2 Meetings of the Council of Governors shall be open to members of the public. Members of the public may be excluded from a meeting on the grounds more particularly provided for in Annex 6, paragraph 4.1.2

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

17. Council of Governors – standing orders

The standing orders for the practice and procedure of the Council of Governors are attached at Annex 6.

18. Council of Governors – referral to the Panel

18.1 In this paragraph, the Panel means a panel of persons appointed by Monitor to which a governor of an NHS Foundation Trust may refer a question as to whether the Trust has failed or is failing:

18.1.1 to act in accordance with its constitution, or

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

18.2 A governor may refer a question to the Panel only if more than half of the members of the Council of Governors voting approve the referral.

19. Council of Governors - conflicts of interest of Governors

If a Governor has a pecuniary, personal or family interest, whether that interest is actual or potential and whether that interest is direct or indirect, in any

proposed contract or other matter which is under consideration or is to be considered by the Council of Governors, the Governor shall disclose that interest to the members of the Council of Governors as soon as he becomes aware of it. The Standing Orders for the Council of Governors shall make provision for the disclosure of interests and arrangements for the exclusion of a Governor declaring any interest from any discussion or consideration of the matter in respect of which an interest has been disclosed.

20. Council of Governors – travel expenses

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

21. Council of Governors – further provisions

Further provisions with respect to the Council of Governors are set out in Annex 5.

22. Board of Directors – composition

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

22.2 The Board of Directors is to comprise:

22.2.1 a non-executive Chairman;

22.2.2 not more than 7 other Non-Executive Directors; and

22.2.3 not more than 7 Executive Directors.

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

22.4 The Chief Executive shall be the Accounting Officer.

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

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

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

22.8 Save where more than one person is appointed jointly to a post of Executive Director and shares a vote in accordance with paragraph 2.6 of Annex 7, the Directors shall at all times have one vote each save that where the number of votes for and against a motion is equal, the Chairman shall be entitled to exercise a second and casting vote.

23. Board of Directors – general duty

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

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

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

24.1 he is a member of the Public Constituency, and

24.2 he is not disqualified by virtue of paragraph 28 below.

25. Board of Directors – appointment and removal of Chairman and other Non-Executive Directors

25.1 The Council of Governors at a general meeting of the Council of Governors shall appoint or remove the Chairman of the Trust and the other Non-Executive Directors.

25.2 Removal of the Chairman or another Non-Executive Director shall require the approval of three-quarters of the members of the Council of Governors.

26. Board of Directors – appointment of Deputy Chairman

The Council of Governors at a general meeting of the Board of Governors shall appoint one of the non-executive directors as a deputy chairman.

27. Board of Directors - appointment and removal of the Chief Executive and other Executive Directors

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

27.2 The appointment of the Chief Executive shall require the approval of the Council of Governors.

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

28. Board of Directors – disqualification

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

- 28.1 a person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged.
- 28.2 a person who has made a composition or arrangement with, or granted a trust deed for, his creditors and has not been discharged in respect of it.
- 28.3 a person who within the preceding five years has been convicted in the British Islands of any offence if a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine) was imposed on him.

29. Board of Directors – meetings

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

30. Board of Directors – standing orders

The standing orders for the practice and procedure of the Board of Directors are attached at Annex 7.

31. Board of Directors - conflicts of interest of Directors

- 31.1 The duties that a Director of the Trust has by virtue of being a Director include in particular:
 - 31.1.1 A duty to avoid a situation in which the Director has (or can have) a direct or indirect interest that conflicts (or possibly may conflict) with the interests of the Trust
 - 31.1.2 A duty not to accept a benefit from a third party by reason of being a Director or doing (or not doing) anything in that capacity
- 31.2 The duty referred to in sub-paragraph 31.1.1 is not infringed if:
 - 31.2.1 The situation cannot reasonably be regarded as likely to give rise to a conflict of interest or
 - 31.2.2 The matter has been authorised in accordance with the constitution

- 31.3 The duty referred to in sub-paragraph 31.1.2 is not infringed if acceptance of the benefit cannot reasonably be regarded as likely to give rise to a conflict of interest.
- 31.4 In sub-paragraph 31.1.2, “third party” means a person other than:
- 31.4.1 The Trust, or
 - 31.4.2 A person acting on its behalf
- 31.5 If a Director of the Trust has in any way a direct or indirect interest in a proposed transaction or arrangement with the Trust, the Director must declare the nature and extent of that interest to the other Directors.
- 31.6 If a declaration under this paragraph proves to be, or becomes, inaccurate or incomplete, a further declaration must be made.
- 31.7 Any declaration required by this paragraph must be made before the Trust enters into the transaction or arrangement.
- 31.8 This paragraph does not require a declaration of an interest of which the Director is not aware or where the Director is not aware of the transaction or arrangement in question.
- 31.9 A Director need not declare an interest:
- 31.9.1 if it cannot reasonably be regarded as likely to give rise to a conflict of interest
 - 31.9.2 if, or to the extent that, the directors are already aware of it
 - 31.9.3 if, or to the extent that, it concerns terms of the Director’s appointment that have been or are to be considered:
 - 31.9.3.1 by a meeting of the Board of Directors, or
 - 31.9.3.2 by a committee of the Directors appointed for the purpose under the Constitution

32. Board of Directors – remuneration and terms of office

- 32.1 The Council of Governors at a general meeting of the Council of Governors shall decide the remuneration and allowances, and the other terms and conditions of office, of the Chairman and the other Non-Executive Directors.
- 32.2 The Trust shall establish a committee of Non-Executive Directors to decide the remuneration and allowances, and the other terms and conditions of office, of the Chief Executive and other Executive Directors.

33. Registers

The Trust shall have:

- 33.1 a register of Members showing, in respect of each Member, the constituency to which the Member belongs and, where there are classes within it, the class to which the Member belongs;
- 33.2 a register of members of the Council of Governors;
- 33.3 a register of interests of Governors;
- 33.4 a register of Directors; and
- 33.5 a register of interests of the Directors.

34. Admission to and removal from the registers

- 34.1 The Secretary shall ensure the removal from the register of members of the name of any Member who ceases to be entitled to be a Member under the provisions of this Constitution as soon as he is notified or becomes aware of any change.
- 34.2 The Secretary shall ensure that all registers are maintained and updated.

35. Registers – inspection and copies

- 35.1 The Trust shall make the registers specified in paragraph 36 below available for inspection by members of the public, except in the circumstances set out below or as otherwise prescribed by regulations.
- 35.2 The Trust shall not make any part of its registers available for inspection by members of the public which shows details of any Member of the Trust, if the Member so requests.
- 35.3 So far as the registers are required to be made available:
 - 35.3.1 they are to be available for inspection free of charge at all reasonable times; and
 - 35.3.2 a person who requests a copy of or extract from the registers is to be provided with a copy or extract.
- 35.4 If the person requesting a copy or extract is not a Member of the Trust, the Trust may impose a reasonable charge for doing so.

36. Documents available for public inspection

- 36.1 The Trust shall make the following documents available for inspection by members of the public free of charge at all reasonable times:
- 36.1.1 a copy of the current constitution;
 - 36.1.2 a copy of the latest annual accounts and of any report of the auditor on them;
 - 36.1.3 a copy of the latest annual report;
- 36.2 The Trust shall also make the following documents relating to a special administration of the Trust available for inspection by members of the public free of charge at all reasonable times:
- 36.2.1 a copy of any order made under section 65D (appointment of Trust special administrator), 65J (power to extend time), 65KC (action following Secretary of State's rejection of final report), 65L (Trusts coming out of administration) or 65LA (Trusts to be dissolved) of the 2006 Act.
 - 36.2.2 a copy of any report laid under section 65D (appointment of trust special administrator) of the 2006 Act
 - 36.2.3 a copy of any information published under section 65D (appointment of trust special administrator) of the 2006 Act
 - 36.2.4 a copy of the draft report published under section 65F (administrator's draft report) of the 2006 Act)
 - 36.2.5 a copy of any statement provided under section 65F (administrators draft report) of the 2006 Act
 - 36.2.6 a copy of any notice published under section 65F (administrator's draft report), 65G (consultation plan), 65H (consultation requirements), 65J (power to extend time), 65KA (Monitor's decision), 65KB (Secretary of State's response to Monitor decision), 65KC (action following Secretary of State's rejection of final report) or 65KD (Secretary of State's response to re-submitted final report) of the 2006 Act
 - 36.2.7 a copy of any statement published or provided under section 65G (consultation plan) of the 2006 Act
 - 36.2.8 a copy of any final report published under section 65I (administrator's final report)

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

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

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

36.4 If the person requesting a copy or extract is not a Member of the Trust, the Trust may impose a reasonable charge for doing so.

37. Auditor

37.1 The Trust shall have an auditor.

37.2 The Council of Governors shall, taking into account the recommendations of the Audit Committee, appoint or remove and agree the remuneration of, the auditor at a general meeting of the Council of Governors.

38. Audit committee

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

39. Accounts

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

39.2 Monitor may with the approval of the Secretary of State give directions to the Trust as to the content and form of its accounts.

39.3 The accounts are to be audited by the Trust's auditor.

39.4 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 direct.

39.5 The functions of the Trust with respect to the preparation of the annual accounts shall be delegated to the Accounting Officer.

40. Annual report, forward plans and non-NHS work

40.1 The Trust shall prepare an Annual Report and send it to Monitor.

- 40.2 The Trust shall give information as to its forward planning in respect of each Financial Year to Monitor.
- 40.3 The document containing the information with respect to forward planning (referred to above) shall be prepared by the Directors.
- 40.4 In preparing the document, the Directors shall have regard to the views of the Council of Governors.
- 40.5 Each forward plan must include information about:
- 40.5.1 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
 - 40.5.2 The income it expects to receive from doing so
- 40.6 Where a forward plan contains a proposal that the Trust carry on an activity of a kind mentioned in sub-paragraph 40.5.1, the Council of Governors must:
- 40.6.1 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
 - 40.6.2 Notify the Directors of the Trust of its determination
- 40.7 A Trust which proposes to increase by 5% or more the proportion of its total income in any financial year attributable to activities other than the provision of goods and services for the purposes of the health service in England may implement the proposal only if more than half the members of the Council of Governors of the Trust voting approve its implementation.

41. Presentation of the annual accounts and reports to the governors and members

- 41.1 The following documents are to be presented to the Council of Governors at a general meeting of the Council of Governors:
- 41.1.1 the annual accounts
 - 41.1.2 any report of the auditor on them
 - 41.1.3 the annual report.
- 41.2 The documents shall also be presented to the members of the Trust at the Annual Members' Meeting by at least one member of the Board of Directors in attendance.

41.3 The Trust may combine a meeting of the Council of Governors convened for the purposes of sub paragraph 41.1 with the Annual Members' Meeting.

42. Instruments

42.1 The Trust shall have a seal.

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

43. Amendment of the Constitution

43.1 The Trust may make amendments to its Constitution only if:

43.1.1 more than half of the members of the Council of Governors of the Trust voting approve the amendments, and

43.1.2 more than half of the members of the Board of Directors of the Trust voting approve the amendments

43.2 Amendments made under paragraph 43.1, take effect as soon as the conditions in that paragraph are satisfied, but the amendment has no effect in so far as the constitution would, as a result of the amendment, not accord with schedule 7 of the 2006 Act

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

43.3.1 at least one member of the Council of Governors must attend the next Annual Members' Meeting and present the amendment, and

43.3.2 the Trust must give the members an opportunity to vote on whether they approve the amendment

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

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

44. Mergers and significant transactions

- 44.1 The Trust may only apply for a merger, acquisition, separation or dissolution with the approval of more than half of the members of the Council of Governors.
- 44.2 The Trust may enter into a significant transaction only if more than half of the members of the Council of Governors of the Trust voting approve entering into the transaction.
- 44.3 A “significant transaction” is a transaction, other than a merger, acquisition, separation or dissolution (see section 44.1 above), outside the ordinary course of business that the Board of Directors of the Trust considers:
 - 44.3.1 to be material in the context of the Trust’s financial status, or
 - 44.3.2 to present a risk to the quality and safety of services provided to patients by the Trust.

ANNEX 1 – THE PUBLIC CONSTITUENCIES

There are to be four Public Constituency areas as follows:

Area	Number of Governors	Minimum Numbers of Members
a. Hampshire comprising the following electoral areas: <ul style="list-style-type: none"> • Hampshire – excluding the Isle of Wight • Southampton • Portsmouth 	6	100
b. Berkshire comprising the following electoral areas: <ul style="list-style-type: none"> • West Berkshire • Reading • Wokingham • Bracknell Forest • Windsor and Maidenhead • Slough 	3	100
c. Buckinghamshire comprising the following electoral areas: <ul style="list-style-type: none"> • Buckinghamshire • Milton Keynes 	3	100
d. Oxfordshire comprising the following electoral areas: <ul style="list-style-type: none"> • Oxfordshire 	3	100
Totals	15	400

The minimum number of Members in each area of the Public Constituency shall be as set out in column 3 of the above table, and the number of Governors to be elected by Members of each area of the Public Constituency is given in the corresponding entry in column 2 of that table.

The Trust will have a minimum of 400 Public Members of the Public Constituency in total

Membership of an area specified in the above table as being an Area of the Public Constituency is open to any person who is ordinarily resident in that area. Membership is also open to any person who has a connection with that area, and this will be determined at the discretion of the Trust's Company Secretary.

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

ANNEX 2 – THE STAFF CONSTITUENCY

Staff Classes	Number of Governors in each Staff Class	Minimum Numbers of Members In each Staff Class
999 Operations - North	1	10
999 Operations - South	1	10
999 Emergency Operations Centre (EOC)	1	10
NHS111	1	10
PTS and logistics	1	10
Corporate/support/other	1	10
Totals	6	60

The minimum number of members in each Staff Class shall be as set out in column 3 of the above table, and the number of Governors to be elected by each such Staff Class is given in the corresponding entry in column 2 of that table.

The Trust will have a minimum of 60 members of the Staff Constituency in total.

The selection of Governors for this constituency shall be the candidates polling the highest number of votes in the elections consistent with the Model Election Rules.

For the purposes of paragraph 8.1.2 of this Constitution, Chapter 1 of Part 14 of the Employment Rights Act 1996 shall apply for the purposes of determining whether an individual has been continuously employed by the Trust.

ANNEX 3 – COMPOSITION OF COUNCIL OF GOVERNORS

The composition of the Council of Governors shall be as follows:

1 Composition

Electing / Appointing Body	Number of Governors	Total
Public Governors		15
Hampshire	6	
Berkshire	3	
Buckinghamshire	3	
Oxfordshire	3	
Staff Governors		6
999 Operations - North	1	
999 Operations – South	1	
999 Emergency Operations Centre	1	
NHS111	1	
PTS and logistics	1	
Corporate/support/other	1	
CFR Governor	1	1
Appointed Governors		6
Clinical Commissioning Groups / commissioners	2	
Local Authorities (Statute)	3	
Other (Partnership Organisation)	1	
TOTAL		28

2 CFR Governor

2.1 Eligibility Criteria

2.2.1 A CFR shall be eligible to become a CFR Governor if:

2.2.1.1 He has been qualified as a CFR for at least six months

- 2.2.1.2 He has made a commitment to being available as a CFR for at least 20 hours in each of the last six months leading up to the election process
 - 2.2.1.3 He is fully up to date with all training and practices and is compliant with the requirements outlined in the CFR Handbook
 - 2.2.1.4 He intends to continue as a CFR for at least two years post the results of the election
 - 2.2.1.5 He is able to meet the criteria laid out in this Constitution, in particular section 14 and Annex 5, A5 1.1
- 2.2 An individual who satisfies the eligibility criteria may stand for nomination as the CFR Governor.
 - 2.3 An individual standing for election as the CFR Governor may not also stand for election as a public Governor and vice versa.
 - 2.4 The CFR Governor shall be elected by members of the CFR constituency and shall be the candidate polling the highest number of votes in the elections consistent with the Model Election Rules.

3 Appointed Governors

3.1 Clinical Commissioning Group (CCG) Governors

- 3.1.1 Oxfordshire CCG; Chiltern CCG; Aylesbury Vale CCG; Windsor, Ascot and Maidenhead CCG; Slough CCG; Bracknell and Ascot CCG; Newbury and District CCG; South Reading CCG; North West Reading CCG; Wokingham CCG; Southampton City CCG; North Hampshire CCG; South Eastern Hampshire CCG; Fareham and Gosport CCG; Portsmouth City CCG; North East Hampshire and Farnham CCG and West Hampshire CCG, or their respective successor organisation(s) may jointly appoint 2 (two) CCG Governors between them by notice in writing signed by the Accountable Officer of one of the organisations (who has been nominated by the organisations to serve the notice on behalf of all of the organisations) and delivered to the Secretary.

23.2 Local Authority Governors

Hampshire County Council, Portsmouth City Council, Southampton City Council, Basingstoke & Deane Borough Council, East Hampshire District Council, Eastleigh Borough Council, Fareham Borough Council, Gosport Borough Council, Hart District Council, Havant Borough Council, New Forest District Council, Rushmoor Borough Council, Test Valley Borough Council, Vale of White Horse District Council, Winchester City Council, Bracknell Forest, Reading Borough Council, Slough Borough Council, West Berkshire Council, The Royal Borough of Windsor & Maidenhead, Wokingham Borough Council, Buckinghamshire County Council,

Milton Keynes Council, Aylesbury Vale District Council, Chiltern District Council, South Bucks District Council, Wycombe District Council, Oxfordshire County Council, Cherwell District Council, Oxford City Council, South Oxfordshire District Council, West Oxfordshire District Council, or their respective successor organisation(s) may jointly appoint 3 (three) Local Authority Governor between them by notice in writing signed by the chief Executive of one of the organisations (who has been nominated by the organisations to serve the notice on behalf of all of the organisations) and delivered to the Secretary.

3.3 Partnership Governors

2.3.1 Subject to the provisions contained at paragraph 2.3.2 below, The Thames Valley and Chilterns Air Ambulance Charity, and the Hampshire and Isle of Wight Air Ambulance Charity or their respective successor organisation(s) may jointly appoint 1 (one) Partnership Governor between them by notice in writing signed by the Chairman or Chief Executive of one of the organisations (who has been nominated by the organisations to serve the notice on behalf of all of the organisations) and delivered to the Secretary.

3.3.2 Notwithstanding the provisions of paragraphs 2.3.1 above, the Chairman may veto the appointment of a Partnership Governor by serving notice in writing to the relevant Partnership Organisation(s) where he believes that the appointment in question is unreasonable, irrational or otherwise inappropriate.

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1. Interpretation

1.1 In these rules, unless the context otherwise requires:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

“*telephone short code*” means a short telephone number used for the

purposes of submitting a vote by text message;

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

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

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

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

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

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

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

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

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

PART 2: TIMETABLE FOR ELECTIONS

2. Timetable

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

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

3. Computation of time

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

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

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

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

PART 3: RETURNING OFFICER

4. Returning Officer

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

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

5. Staff

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

6. Expenditure

6.1 The corporation is to pay the returning officer:

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

7. Duty of co-operation

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

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

8. Notice of election

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

9. Nomination of candidates

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

9.2 The returning officer:

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

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

10. Candidate's particulars

10.1 The nomination form must state the candidate's:

- (a) full name,
- (b) contact address in full (which should be a postal address

although an e-mail address may also be provided for the purposes of electronic communication), and

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

11. Declaration of interests

11.1 The nomination form must state:

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

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

12. Declaration of eligibility

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

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

13. Signature of candidate

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

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

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

14. Decisions as to the validity of nomination

- 14.1 Where a nomination form is received by the returning officer in accordance with these rules, the candidate is deemed to stand for election unless and until the returning officer:
- (a) decides that the candidate is not eligible to stand,
 - (b) decides that the nomination form is invalid,
 - (c) receives satisfactory proof that the candidate has died, or
 - (d) receives a written request by the candidate of their withdrawal from candidacy.
- 14.2 The returning officer is entitled to decide that a nomination form is invalid only on one of the following grounds:
- (a) that the paper is not received on or before the final time and date for return of nomination forms, as specified in the notice of the election,
 - (b) that the paper does not contain the candidate's particulars, as required by rule 10;
 - (c) that the paper does not contain a declaration of the interests of the candidate, as required by rule 11,
 - (d) that the paper does not include a declaration of eligibility as required by rule 12, or
 - (e) that the paper is not signed and dated by the candidate, if required by rule 13.
- 14.3 The returning officer is to examine each nomination form as soon as is practicable after he or she has received it, and decide whether the candidate has been validly nominated.
- 14.4 Where the returning officer decides that a nomination is invalid, the returning officer must endorse this on the nomination form, stating the reasons for their decision.
- 14.5 The returning officer is to send notice of the decision as to whether a nomination is valid or invalid to the candidate at the contact address given in the candidate's nomination form. If an e-mail address has been given in the candidate's nomination form (in addition to the candidate's postal address), the returning officer may send notice of the decision to that address.

15. Publication of statement of candidates

- 15.1 The returning officer is to prepare and publish a statement showing the candidates who are standing for election.
- 15.2 The statement must show:

- (a) the name, contact address (which shall be the candidate's postal address), and constituency or class within a constituency of each candidate standing, and
- (b) the declared interests of each candidate standing,

as given in their nomination form.

15.3 The statement must list the candidates standing for election in alphabetical order by surname.

15.4 The returning officer must send a copy of the statement of candidates and copies of the nomination forms to the corporation as soon as is practicable after publishing the statement.

16. Inspection of statement of nominated candidates and nomination forms

16.1 The corporation is to make the statement of the candidates and the nomination forms supplied by the returning officer under rule 15.4 available for inspection by members of the corporation free of charge at all reasonable times.

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

17. Withdrawal of candidates

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

18. Method of election

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

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

18.3 If the number of candidates remaining validly nominated for an election after any withdrawals under these rules is less than the

number of members to be elected to be council of governors, then:

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

PART 5: CONTESTED ELECTIONS

19. Poll to be taken by ballot

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

20. The ballot paper

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

20.2 Every ballot paper must specify:

- (a) the name of the corporation,
- (b) the constituency, or class within a constituency, for which the election is being held,
- (c) the number of members of the council of governors to be elected from that constituency, or class within that constituency,
- (d) the names and other particulars of the candidates standing for election, with the details and order being the same as in the statement of nominated candidates,
- (e) instructions on how to vote by all available methods of polling, including the relevant voter's voter ID number if one or more e-voting methods of polling are available,
- (f) if the ballot paper is to be returned by post, the address for its return and the date and time of the close of the poll, and
- (g) the contact details of the returning officer.

20.3 Each ballot paper must have a unique identifier.

20.4 Each ballot paper must have features incorporated into it to prevent it from being reproduced.

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

21.1 The corporation shall require each voter who participates in an election for a public or patient constituency to make a declaration confirming:

- (a) that the voter is the person:
 - (i) to whom the ballot paper was addressed, and/or
 - (ii) to whom the voter ID number contained within the e-voting information was allocated,
- (b) that he or she has not marked or returned any other voting information in the election, and
- (c) the particulars of his or her qualification to vote as a member of the constituency or class within the constituency for which

the election is being held,

("declaration of identity")

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

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

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

Action to be taken before the poll

22. List of eligible voters

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

22.2 The list is to include, for each member:

(a) a postal address; and,

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

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

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

23. Notice of poll

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

(a) the name of the corporation,

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

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

(d) the names, contact addresses, and other particulars of the candidates standing for election, with the details and order being

- the same as in the statement of nominated candidates,
- (e) that the ballot papers for the election are to be issued and returned, if appropriate, by post,
 - (f) the methods of polling by which votes may be cast at the election by voters in a constituency or class within a constituency, as determined by the corporation in accordance with rule 19.3,
 - (g) the address for return of the ballot papers,
 - (h) the uniform resource locator (url) where, if internet voting is a method of polling, the polling website is located;
 - (i) the telephone number where, if telephone voting is a method of polling, the telephone voting facility is located,
 - (j) the telephone number or telephone short code where, if text message voting is a method of polling, the text message voting facility is located,
 - (k) the date and time of the close of the poll,
 - (l) the address and final dates for applications for replacement voting information, and
 - (m) the contact details of the returning officer.

24. Issue of voting information by returning officer

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

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

("postal voting information").

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

- (a) instructions on how to vote and how to make a declaration of identity (if required),
- (b) the voter's voter ID number,

- (c) information about each candidate standing for election, pursuant to rule 64 of these rules, or details of where this information is readily available on the internet or available in such other formats as the Returning Officer thinks appropriate,
- (d) contact details of the returning officer, (“e-voting information”).

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

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

for the purposes of the poll.

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

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

25. Ballot paper envelope and covering envelope

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

25.2 The covering envelope is to have:

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

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

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

26. E-voting systems

- 26.1 If internet voting is a method of polling for the relevant election then the returning officer must provide a website for the purpose of voting over the internet (in these rules referred to as "the polling website").
- 26.2 If telephone voting is a method of polling for the relevant election then the returning officer must provide an automated telephone system for the purpose of voting by the use of a touch-tone telephone (in these rules referred to as "the telephone voting facility").
- 26.3 If text message voting is a method of polling for the relevant election then the returning officer must provide an automated text messaging system for the purpose of voting by text message (in these rules referred to as "the text message voting facility").
- 26.4 The returning officer shall ensure that the polling website and internet voting system provided will:
- (a) require a voter to:
 - (i) enter his or her voter ID number; and
 - (ii) where the election is for a public or patient constituency, make a declaration of identity;in order to be able to cast his or her vote;
 - (b) specify:
 - (i) the name of the corporation,
 - (ii) the constituency, or class within a constituency, for which the election is being held,
 - (iii) the number of members of the council of governors to be elected from that constituency, or class within that constituency,
 - (iv) the names and other particulars of the candidates standing for election, with the details and order being the same as in the statement of nominated candidates,
 - (v) instructions on how to vote and how to make a declaration of identity,
 - (vi) the date and time of the close of the poll, and
 - (vii) the contact details of the returning officer;
 - (c) prevent a voter from voting for more candidates than he or she is entitled to at the election;
 - (d) create a record ("internet voting record") that is stored in the internet voting system in respect of each vote cast by a voter using the internet that comprises of-

- (i) the voter's voter ID number;
 - (ii) the voter's declaration of identity (where required);
 - (iii) the candidate or candidates for whom the voter has voted;
and
 - (iv) the date and time of the voter's vote,
- (e) if the voter's vote has been duly cast and recorded, provide the voter with confirmation of this; and
 - (f) prevent any voter from voting after the close of poll.

26.5

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

- (a) require a voter to
 - (i) enter his or her voter ID number in order to be able to cast his or her vote; and
 - (ii) where the election is for a public or patient constituency, make a declaration of identity;
- (b) specify:
 - (i) the name of the corporation,
 - (ii) the constituency, or class within a constituency, for which the election is being held,
 - (iii) the number of members of the council of governors to be elected from that constituency, or class within that constituency,
 - (iv) instructions on how to vote and how to make a declaration of identity,
 - (v) the date and time of the close of the poll, and
 - (vi) the contact details of the returning officer;
- (c) prevent a voter from voting for more candidates than he or she is entitled to at the election;
- (d) create a record ("telephone voting record") that is stored in the telephone voting system in respect of each vote cast by a voter using the telephone that comprises of:
 - (i) the voter's voter ID number;
 - (ii) the voter's declaration of identity (where required);
 - (iii) the candidate or candidates for whom the voter has voted;
and
 - (iv) the date and time of the voter's vote

- (e) if the voter's vote has been duly cast and recorded, provide the voter with confirmation of this;
- (f) prevent any voter from voting after the close of poll.

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

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

The Poll

27. Eligibility to vote

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

28. Voting by persons who require assistance

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

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

29. Spoilt ballot papers and spoilt text message votes

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

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

30. Lost voting information

30.1 Where a voter has not received his or her voting information by the tenth day before the close of the poll, that voter may apply to the returning officer for replacement voting information.

30.2 The returning officer may not issue replacement voting information in respect of lost voting information unless he or she:

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

30.3 After issuing replacement voting information in respect of lost voting information, the returning officer shall enter in a list ("the list of lost ballot documents"):

- (a) the name of the voter
- (b) the details of the unique identifier of the replacement ballot paper, if applicable, and
- (c) the voter ID number of the voter.

31. Issue of replacement voting information

31.1 If a person applies for replacement voting information under rule 29 or 30 and a declaration of identity has already been received by the returning officer in the name of that voter, the returning officer may not issue replacement voting information unless, in addition to the requirements imposed by rule 29.3 or 30.2, he or she is also satisfied that that person has not already voted in the election, notwithstanding the fact that a declaration of identity if required has already been received by the returning officer in the name of that voter.

31.2 After issuing replacement voting information under this rule, the returning officer shall enter in a list ("the list of tendered voting information"):

- (a) the name of the voter,
- (b) the unique identifier of any replacement ballot paper issued under this rule;
- (c) the voter ID number of the voter.

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

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

Polling by internet, telephone or text

33. Procedure for remote voting by internet

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

34. Voting procedure for remote voting by telephone

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

35. Voting procedure for remote voting by text message

- 35.1 To cast his or her vote by text message the voter will need to gain access to the text message voting facility by sending a text message to the designated telephone number or telephone short code provided in the voter information.
- 35.2 The text message sent by the voter must contain his or her voter ID number and the numerical voting code for the candidate or candidates, for whom he or she wishes to vote.
- 35.3 The text message sent by the voter will need to be structured in accordance with the instructions on how to vote contained in the voter information, otherwise the vote will not be cast.

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

36. Receipt of voting documents

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

37. Validity of votes

- 37.1 A ballot paper shall not be taken to be duly returned unless the returning officer is satisfied that it has been received by the returning officer before the close of the poll, with an ID declaration form if required that has been correctly completed, signed and dated.
- 37.2 Where the returning officer is satisfied that rule 37.1 has been fulfilled, he or she is to:
- (a) put the ID declaration form if required in a separate packet, and

- (b) put the ballot paper aside for counting after the close of the poll.

37.3 Where the returning officer is not satisfied that rule 37.1 has been fulfilled, he or she is to:

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

37.4 An internet, telephone or text message vote shall not be taken to be duly returned unless the returning officer is satisfied that the internet voting record, telephone voting record or text voting record (as applicable) has been received by the returning officer before the close of the poll, with a declaration of identity if required that has been correctly made.

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

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

- (a) mark the internet voting record, telephone voting record or text voting record (as applicable) “disqualified”,
- (b) record the voter ID number on the internet voting record, telephone voting record or text voting record (as applicable) in the list of disqualified documents; and
- (c) place the document or documents in a separate packet.

38. Declaration of identity but no ballot paper (public and patient constituency)¹

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

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

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

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

39. De-duplication of votes

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

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

- (a) only accept as duly returned the first vote received that was cast using the relevant voter ID number; and
- (b) mark as “disqualified” all other votes that were cast using the relevant voter ID number

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

- (a) mark the ballot paper “disqualified”,
- (b) if there is an ID declaration form accompanying the ballot paper, mark it “disqualified” and attach it to the ballot paper,
- (c) record the unique identifier and the voter ID number on the ballot paper in the list of disqualified documents;
- (d) place the document or documents in a separate packet; and
- (e) disregard the ballot paper when counting the votes in accordance with these rules.

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

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

40. Sealing of packets

40.1 As soon as is possible after the close of the poll and after the completion of the procedure under rules 37 and 38, the returning

officer is to seal the packets containing:

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

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

PART 6: COUNTING THE VOTES

STV41. Interpretation of Part 6

STV41.1 In Part 6 of these rules:

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

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

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

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

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

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

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

or

(b) which is excluded by the returning officer under rule STV49,

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

(a) “first preference” means the figure “1” or any mark or word which clearly indicates a first (or only) preference,

(b) “next available preference” means a preference which is the second, or as the case may be, subsequent preference recorded in consecutive order for a continuing candidate (any candidate who is deemed to be elected or is excluded thereby being ignored); and

(c) in this context, a “second preference” is shown by the figure “2” or any mark or word which clearly indicates a second preference, and a third preference by the figure “3” or any mark or word which clearly indicates a third preference, and so on,

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

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

“*stage of the count*” means:

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

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

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

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

42. Arrangements for counting of the votes

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

42.2 The returning officer may make arrangements for any votes to be counted using vote counting software where:

- (a) the board of directors and the council of governors of the corporation have approved:
 - (i) the use of such software for the purpose of counting votes in the relevant election, and
 - (ii) a policy governing the use of such software, and
- (b) the corporation and the returning officer are satisfied that the use of such software will produce an accurate result.

43. The count

43.1 The returning officer is to:

- (a) count and record the number of:

- (iii) ballot papers that have been returned; and
 - (iv) the number of internet voting records, telephone voting records and/or text voting records that have been created, and
- (b) count the votes according to the provisions in this Part of the rules and/or the provisions of any policy approved pursuant to rule 42.2(ii) where vote counting software is being used.

43.2 The returning officer, while counting and recording the number of ballot papers, internet voting records, telephone voting records and/or text voting records and counting the votes, must make arrangements to ensure that no person obtains or communicates information as to the unique identifier on a ballot paper or the voter ID number on an internet voting record, telephone voting record or text voting record.

43.3 The returning officer is to proceed continuously with counting the votes as far as is practicable.

STV44. Rejected ballot papers and rejected text voting records

STV44.1 Any ballot paper:

- (a) which does not bear the features that have been incorporated into the other ballot papers to prevent them from being reproduced,
- (b) on which the figure “1” standing alone is not placed so as to indicate a first preference for any candidate,
- (c) on which anything is written or marked by which the voter can be identified except the unique identifier, or
- (d) which is unmarked or rejected because of uncertainty,

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

STV44.2 The returning officer is to endorse the word “rejected” on any ballot paper which under this rule is not to be counted.

STV44.3 Any text voting record:

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

(c) which is unmarked or rejected because of uncertainty,

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

STV44.4 The returning officer is to endorse the word "rejected" on any text voting record which under this rule is not to be counted.

STV44.5 The returning officer is to draw up a statement showing the number of ballot papers rejected by him or her under each of the subparagraphs (a) to (d) of rule STV44.1 and the number of text voting records rejected by him or her under each of the sub-paragraphs (a) to (c) of rule STV44.3.

FPP44. Rejected ballot papers and rejected text voting records

FPP44.1 Any ballot paper:

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

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

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

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

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

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

FPP44.4 The returning officer is to:

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

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

- (a) does not bear proper features that have been incorporated into the ballot paper,
- (b) voting for more candidates than the voter is entitled to,

- (c) writing or mark by which voter could be identified, and
- (d) unmarked or rejected because of uncertainty,

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

FPP44.6 Any text voting record:

- (a) on which votes are given for more candidates than the voter is entitled to vote,
- (b) on which anything is written or marked by which the voter can be identified except the voter ID number, or
- (c) which is unmarked or rejected because of uncertainty,

shall, subject to rules FPP44.7 and FPP44.8, be rejected and not counted.

FPP44.7 Where the voter is entitled to vote for more than one candidate, a text voting record is not to be rejected because of uncertainty in respect of any vote where no uncertainty arises, and that vote is to be counted.

FPP44.8 A text voting record on which a vote is marked:

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

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

FPP44.9 The returning officer is to:

- (a) endorse the word “rejected” on any text voting record which under this rule is not to be counted, and
- (b) in the case of a text voting record on which any vote is counted under rules FPP44.7 and FPP 44.8, endorse the words “rejected in part” on the text voting record and indicate which vote or votes have been counted.

FPP44.10 The returning officer is to draw up a statement showing the number of rejected text voting records under the following headings:

- (a) voting for more candidates than the voter is entitled to,
- (b) writing or mark by which voter could be identified, and
- (c) unmarked or rejected because of uncertainty,

and, where applicable, each heading must record the number of text voting records rejected in part.

STV45. First stage

STV45.1 The returning officer is to sort the ballot documents into parcels according to the candidates for whom the first preference votes are given.

STV45.2 The returning officer is to then count the number of first preference votes given on ballot documents for each candidate, and is to record those numbers.

STV45.3 The returning officer is to also ascertain and record the number of valid ballot documents.

STV46. The quota

STV46.1 The returning officer is to divide the number of valid ballot documents by a number exceeding by one the number of members to be elected.

STV46.2 The result, increased by one, of the division under rule STV46.1 (any fraction being disregarded) shall be the number of votes sufficient to secure the election of a candidate (in these rules referred to as “the quota”).

STV46.3 At any stage of the count a candidate whose total votes equals or exceeds the quota shall be deemed to be elected, except that any election where there is only one vacancy a candidate shall not be deemed to be elected until the procedure set out in rules STV47.1 to STV47.3 has been complied with.

STV47. Transfer of votes

STV47.1 Where the number of first preference votes for any candidate exceeds the quota, the returning officer is to sort all the ballot documents on which first preference votes are given for that candidate into sub-parcels so that they are grouped:

- (a) according to next available preference given on those ballot documents for any continuing candidate, or
- (b) where no such preference is given, as the sub-parcel of non-transferable votes.

STV47.2 The returning officer is to count the number of ballot documents in each parcel referred to in rule STV47.1.

STV47.3 The returning officer is, in accordance with this rule and rule STV48, to transfer each sub-parcel of ballot documents referred to in rule STV47.1(a) to the candidate for whom the next available preference is

given on those ballot documents.

STV47.4 The vote on each ballot document transferred under rule STV47.3 shall be at a value (“the transfer value”) which:

- (a) reduces the value of each vote transferred so that the total value of all such votes does not exceed the surplus, and
- (b) is calculated by dividing the surplus of the candidate from whom the votes are being transferred by the total number of the ballot documents on which those votes are given, the calculation being made to two decimal places (ignoring the remainder if any).

STV47.5 Where at the end of any stage of the count involving the transfer of ballot documents, the number of votes for any candidate exceeds the quota, the returning officer is to sort the ballot documents in the sub-parcel of transferred votes which was last received by that candidate into separate sub-parcels so that they are grouped:

- (a) according to the next available preference given on those ballot documents for any continuing candidate, or
- (b) where no such preference is given, as the sub-parcel of non-transferable votes.

STV47.6 The returning officer is, in accordance with this rule and rule STV48, to transfer each sub-parcel of ballot documents referred to in rule STV47.5(a) to the candidate for whom the next available preference is given on those ballot documents.

STV47.7 The vote on each ballot document transferred under rule STV47.6 shall be at:

- (a) a transfer value calculated as set out in rule STV47.4(b), or
- (b) at the value at which that vote was received by the candidate from whom it is now being transferred,

whichever is the less.

STV47.8 Each transfer of a surplus constitutes a stage in the count.

STV47.9 Subject to rule STV47.10, the returning officer shall proceed to transfer transferable ballot documents until no candidate who is deemed to be elected has a surplus or all the vacancies have been filled.

STV47.10 Transferable ballot documents shall not be liable to be transferred where any surplus or surpluses which, at a particular stage of the count, have not already been transferred, are:

- (a) less than the difference between the total vote then credited to the continuing candidate with the lowest recorded vote and the

vote of the candidate with the next lowest recorded vote, or

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

STV47.11 This rule does not apply at an election where there is only one vacancy.

STV48. Supplementary provisions on transfer

STV48.1 If, at any stage of the count, two or more candidates have surpluses, the transferable ballot documents of the candidate with the highest surplus shall be transferred first, and if:

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

STV48.2 The returning officer shall, on each transfer of transferable ballot documents under rule STV47:

- (a) record the total value of the votes transferred to each candidate,
- (b) add that value to the previous total of votes recorded for each candidate and record the new total,
- (c) record as non-transferable votes the difference between the surplus and the total transfer value of the transferred votes and add that difference to the previously recorded total of non-transferable votes, and
- (d) compare:
 - (i) the total number of votes then recorded for all of the candidates, together with the total number of non-transferable votes, with
 - (ii) the recorded total of valid first preference votes.

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

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

STV49. Exclusion of candidates

STV49.1 If:

- (a) all transferable ballot documents which under the provisions of rule STV47 (including that rule as applied by rule STV49.11) and this rule are required to be transferred, have been transferred, and

- (b) subject to rule STV50, one or more vacancies remain to be filled,

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

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

- (a) ballot documents on which a next available preference is given, and

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

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

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

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

STV49.6 The returning officer shall transfer those ballot documents in the sub-

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

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

- (a) regard shall be had to the total number of votes credited to those candidates at the earliest stage of the count at which they had an unequal number of votes and the candidate with the lowest number of votes at that stage shall be excluded, and
- (b) where the number of votes credited to those candidates was equal at all stages, the returning officer shall decide between the candidates by lot and the candidate on whom the lot falls shall be excluded.

STV50. Filling of last vacancies

- STV50.1 Where the number of continuing candidates is equal to the number of vacancies remaining unfilled the continuing candidates shall thereupon be deemed to be elected.
- STV50.2 Where only one vacancy remains unfilled and the votes of any one continuing candidate are equal to or greater than the total of votes credited to other continuing candidates together with any surplus not transferred, the candidate shall thereupon be deemed to be elected.
- STV50.3 Where the last vacancies can be filled under this rule, no further transfer of votes shall be made.

STV51. Order of election of candidates

- STV51.1 The order in which candidates whose votes equal or exceed the quota are deemed to be elected shall be the order in which their respective surpluses were transferred, or would have been transferred but for rule STV47.10.
- STV51.2 A candidate credited with a number of votes equal to, and not greater than, the quota shall, for the purposes of this rule, be regarded as having had the smallest surplus at the stage of the count at which he obtained the quota.
- STV51.3 Where the surpluses of two or more candidates are equal and are not required to be transferred, regard shall be had to the total number of votes credited to such candidates at the earliest stage of the count at which they had an unequal number of votes and the surplus of the candidate who had the greatest number of votes at that stage shall be deemed to be the largest.
- STV51.4 Where the number of votes credited to two or more candidates were equal at all stages of the count, the returning officer shall decide between them by lot and the candidate on whom the lot falls shall be deemed to have been elected first.

FPP51. Equality of votes

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

**PART 7: FINAL PROCEEDINGS IN CONTESTED AND UNCONTESTED
ELECTIONS**

FPP52. Declaration of result for contested elections

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

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

FPP52.2 The returning officer is to make:

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

available on request.

STV52. Declaration of result for contested elections

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

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

- the NHS Trust, or
- (ii) in any other case, to the chairman of the corporation, and
- (c) give public notice of the name of each candidate who he or she has declared elected.

STV52.2 The returning officer is to make:

- (a) the number of first preference votes for each candidate whether elected or not,
- (b) any transfer of votes,
- (c) the total number of votes for each candidate at each stage of the count at which such transfer took place,
- (d) the order in which the successful candidates were elected, and
- (e) the number of rejected ballot papers under each of the headings in rule STV44.1,
- (f) the number of rejected text voting records under each of the headings in rule STV44.3,

available on request.

53. Declaration of result for uncontested elections

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

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

PART 8: DISPOSAL OF DOCUMENTS

54. Sealing up of documents relating to the poll

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

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

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

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

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

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

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

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

55. Delivery of documents

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

to the chair of the corporation.

56. Forwarding of documents received after close of the poll

56.1 Where:

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

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

57. Retention and public inspection of documents

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

57.2 With the exception of the documents listed in rule 58.1, the documents relating to an election that are held by the corporation shall be available for inspection by members of the public at all reasonable times.

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

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

58.1 The corporation may not allow:

- (a) the inspection of, or the opening of any sealed packet containing –
 - (i) any rejected ballot papers, including ballot papers rejected in part,
 - (ii) any rejected text voting records, including text voting records rejected in part,
 - (iii) any disqualified documents, or the list of disqualified documents,
 - (iv) any counted ballot papers, internet voting records,

- telephone voting records or text voting records, or
 - (v) the list of eligible voters, or
 - (b) access to or the inspection of the complete electronic copies of the internet voting records, telephone voting records and text voting records created in accordance with rule 26 and held in a device suitable for the purpose of storage,
- by any person without the consent of the board of directors of the corporation.

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

58.3 The board of directors of the corporation's consent may be on any terms or conditions that it thinks necessary, including conditions as to –

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

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

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

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

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

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

PART 9: DEATH OF A CANDIDATE DURING A CONTESTED ELECTION

FPP59. Countermand or abandonment of poll on death of candidate

FPP59.1 If at a contested election, proof is given to the returning officer's satisfaction before the result of the election is declared that one of the persons named or to be named as a candidate has died, then the returning officer is to:

- (a) countermand notice of the poll, or, if voting information has been issued, direct that the poll be abandoned within that constituency or class, and
- (b) order a new election, on a date to be appointed by him or her in consultation with the corporation, within the period of 40 days, computed in accordance with rule 3 of these rules, beginning with the day that the poll was countermanded or abandoned.

FPP59.2 Where a new election is ordered under rule FPP59.1, no fresh nomination is necessary for any candidate who was validly nominated for the election where the poll was countermanded or abandoned but further candidates shall be invited for that constituency or class.

FPP59.3 Where a poll is abandoned under rule FPP59.1(a), rules FPP59.4 to FPP59.7 are to apply.

FPP59.4 The returning officer shall not take any step or further step to open envelopes or deal with their contents in accordance with rules 38 and 39, and is to make up separate sealed packets in accordance with rule 40.

FPP59.5 The returning officer is to:

- (a) count and record the number of ballot papers, internet voting records, telephone voting records and text voting records that have been received,
- (b) seal up the ballot papers, internet voting records, telephone voting records and text voting records into packets, along with the records of the number of ballot papers, internet voting records, telephone voting records and text voting records and

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

FPP59.6 The returning officer is to endorse on each packet a description of:

- (a) its contents,
- (b) the date of the publication of notice of the election,

- (c) the name of the corporation to which the election relates, and
- (d) the constituency, or class within a constituency, to which the election relates.

FPP59.7 Once the documents relating to the poll have been sealed up and endorsed pursuant to rules FPP59.4 to FPP59.6, the returning officer is to deliver them to the chairman of the corporation, and rules 57 and 58 are to apply.

STV59. Countermand or abandonment of poll on death of candidate

STV59.1 If, at a contested election, proof is given to the returning officer's satisfaction before the result of the election is declared that one of the persons named or to be named as a candidate has died, then the returning officer is to:

- (a) publish a notice stating that the candidate has died, and
- (b) proceed with the counting of the votes as if that candidate had been excluded from the count so that –
 - (i) ballot documents which only have a first preference recorded for the candidate that has died, and no preferences for any other candidates, are not to be counted, and
 - (ii) ballot documents which have preferences recorded for other candidates are to be counted according to the consecutive order of those preferences, passing over preferences marked for the candidate who has died.

STV59.2 The ballot documents which have preferences recorded for the candidate who has died are to be sealed with the other counted ballot documents pursuant to rule 54.1(a).

PART 10: ELECTION EXPENSES AND PUBLICITY

Election expenses

60. Election expenses

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

61. Expenses and payments by candidates

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

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

62. Election expenses incurred by other persons

62.1 No person may:

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

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

Publicity

63. Publicity about election by the corporation

63.1 The corporation may:

- (a) compile and distribute such information about the candidates, and

- (b) organise and hold such meetings to enable the candidates to speak and respond to questions,

as it considers necessary.

63.2 Any information provided by the corporation about the candidates, including information compiled by the corporation under rule 64, must be:

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

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

64. Information about candidates for inclusion with voting information

64.1 The corporation must compile information about the candidates standing for election, to be distributed by the returning officer pursuant to rule 24 of these rules.

64.2 The information must consist of:

- (a) a statement submitted by the candidate of no more than 250 words,
- (b) if voting by telephone or text message is a method of polling for the election, the numerical voting code allocated by the returning officer to each candidate, for the purpose of recording votes using the telephone voting facility or the text message voting facility (“numerical voting code”), and
- (c) a photograph of the candidate.

65. Meaning of “for the purposes of an election”

65.1 In this Part, the phrase “for the purposes of an election” means with a view to, or otherwise in connection with, promoting or procuring a candidate’s election, including the prejudicing of another candidate’s

electoral prospects; and the phrase “for the purposes of a candidate’s election” is to be construed accordingly.

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

**PART 11: QUESTIONING ELECTIONS AND THE CONSEQUENCE OF
IRREGULARITIES**

66. Application to question an election

- 66.1 An application alleging a breach of these rules, including an electoral irregularity under Part 10, may be made to Monitor for the purpose of seeking a referral to the independent election arbitration panel (IEAP).
- 66.2 An application may only be made once the outcome of the election has been declared by the returning officer.
- 66.3 An application may only be made to Monitor by:
- (a) a person who voted at the election or who claimed to have had the right to vote, or
 - (b) a candidate, or a person claiming to have had a right to be elected at the election.
- 66.4 The application must:
- (a) describe the alleged breach of the rules or electoral irregularity, and
 - (b) be in such a form as the independent panel may require.
- 66.5 The application must be presented in writing within 21 days of the declaration of the result of the election. Monitor will refer the application to the independent election arbitration panel appointed by Monitor.
- 66.6 If the independent election arbitration panel requests further information from the applicant, then that person must provide it as soon as is reasonably practicable.
- 66.7 Monitor shall delegate the determination of an application to a person or panel of persons to be nominated for the purpose.
- 66.8 The determination by the IEAP shall be binding on and shall be given effect by the corporation, the applicant and the members of the constituency (or class within a constituency) including all the candidates for the election to which the application relates.
- 66.9 The IEAP may prescribe rules of procedure for the determination of an application including costs.

67. Secrecy

67.1 The following persons:

- (a) the returning officer,
- (b) the returning officer's staff,

must maintain and aid in maintaining the secrecy of the voting and the counting of the votes, and must not, except for some purpose authorised by law, communicate to any person any information as to:

- (i) the name of any member of the corporation who has or has not been given voting information or who has or has not voted,
- (ii) the unique identifier on any ballot paper,
- (iii) the voter ID number allocated to any voter,
- (iv) the candidate(s) for whom any member has voted.

67.2 No person may obtain or attempt to obtain information as to the candidate(s) for whom a voter is about to vote or has voted, or communicate such information to any person at any time, including the unique identifier on a ballot paper given to a voter or the voter ID number allocated to a voter.

67.3 The returning officer is to make such arrangements as he or she thinks fit to ensure that the individuals who are affected by this provision are aware of the duties it imposes.

68. Prohibition of disclosure of vote

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

69. Disqualification

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

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

70. Delay in postal service through industrial action or unforeseen event

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

- (a) the delivery of the documents in rule 24, or
- (b) the return of the ballot papers,

the returning officer may extend the time between the publication of the notice of the poll and the close of the poll by such period as he or she considers appropriate.

ANNEX 5 – ADDITIONAL PROVISIONS – COUNCIL OF GOVERNORS

Contents:

- A5.1. Eligibility, Termination of Office and Removal of Governors
- A5.2. Requirement to Notify the Trust
- A5.3. Initial Tenure of Office for Council of Governors
- A5.4. Governor Vacancies
- A5.5. Election of Governors
- A5.6. Governor – Roles and Responsibilities
- A5.7. Appointment of Non-Executive Directors (including the Chairman and Deputy Chairman)
- A5.8. Remuneration of the Chairman and Other Non-Executive Directors
- A5.9. Staff Constituency – Time Taken Out of Normal Working Hours to Perform Council of Governors Duties
- A5.10 Role of Chairman

A5 1 Eligibility, Termination of Office and Removal of Governors

- 1.1 A Governor shall not be eligible to become or continue in office if:
 - 1.1.1 in the case of a Staff Governor he ceases to be employed by the Trust or ceases to be a member of the class of the Staff Constituency by which he was elected;
 - 1.1.2 in the case of the CFR Governor, he must fulfil additional eligibility criteria relating to the CFR role as defined in section 2 of Annex 3.
 - 1.1.2 any of the grounds contained in paragraph 14 of the Constitution apply to him;
 - 1.1.3 he is incapable by reason of mental disorder, illness or injury of managing or administering his property and affairs;
 - 1.1.4 he has previously been removed from office as a Governor of the Trust;
 - 1.1.5 he has failed to abide by the terms of any declaration made on nomination or appointment, or of any code of conduct, values and principles which the Trust may publish from time to time;
 - 1.1.6 being a member of the Public Constituency he fails to sign a declaration in the form specified by the Council of Governors of the particulars of his qualification to vote as a member of the Trust, and stating that he is not prevented from being a member of the Council of Governors;
 - 1.1.7 is the spouse, partner, parent or child of a member of the Council of Governors or Board of Directors of the Trust;

- 1.1.8 is a member of a Local Authority's Overview & Scrutiny Committee covering health matters;
- 1.1.9 he is a vexatious complainant, in that, in the opinion of the Board of Directors, he has persistently and without reasonable grounds, made any unjustified complaint the effect of which is to subject the Trust (or any of its staff, agents, patients or carers) to inconvenience, harassment or expense;
- 1.1.10 he has failed to declare an interest in accordance with Standing Orders or, contrary to the Standing Orders, has voted at a meeting on a matter on which he has an interest or, has failed to declare any interest to the Secretary as required by this Constitution of the Standing Orders and in this sub-paragraph, interest includes a pecuniary and a non-pecuniary interest, in either case whether direct or indirect;
- 1.1.11 on the basis of disclosures obtained through an application to the Criminal Records Bureau, is not considered suitable by the Trust's Executive Director who is responsible for advising the Trust on such matters;
- 1.1.12 it otherwise comes to the notice of the Secretary at the time that the Governor takes office or later that the Governor is disqualified;
- 1.1.13 his term of office is terminated pursuant to paragraph 1.1A below.

1.1A A Governor's term of office shall be terminated:

- 1.1.14 by the Governor giving notice in writing to the Secretary of his resignation from office at any time during that term of office;
- 1.1.15 by the Trust if any grounds exist under paragraph 1.1 above
- 1.1.16 by the Council of Governors if he has failed to attend three successive meetings of the Council of Governors unless the Council of Governors is satisfied
 - a. the absence was due to reasonable cause; and
 - b. that the Governor will resume attendance at meetings of the Council of Governors; within such period as it considers reasonable;
- 1.1.17 if the Council of Governors resolves to terminate his term of office for reasonable cause on the grounds that in the reasonable opinion of three quarters of the Governors present

and voting at meeting of the Council of Governors convened for that purpose that his continuing as a Governor would or would be likely to:

- a. prejudice or impede the ability of the Trust to fulfil its purpose under this Constitution or otherwise to discharge its duties and functions; or
- b. harm the Trust's work with other persons or bodies with whom it is engaged or may be engaged in the provision of goods and services; or
- c. adversely affect public confidence in the goods and services provided by the Trust; or
- d. otherwise bring the Trust into disrepute;

1.1.18 if the Council of Governors resolves to terminate his term of office for reasonable cause on the grounds that in the reasonable opinion of three quarters of the Governors present and voting at meeting of the Council of Governors convened for that purpose that he has failed to discharge his responsibilities as a Governor;

- a. it would not be in the best interests of the Trust for that person to continue in office as a Governor; or
- b. he has failed to undertake those training sessions for Governors as recommended by the Trust, unless the Council of Governors is satisfied that the failure was due to reasonable causes and he will be able to undertake the training within such a period as the Council considers reasonable; or
- c. he has committed a serious breach of the Trust's Code of Conduct or has acted in a manner detrimental to the interests of the Trust.

1.1.19 The Governor concerned will be eligible to make representation to the Council of Governors but not to vote on any resolution relating to his removal or any associated issues.

1.1.20 Where there is any disagreement as to whether a proposal to remove a Governor is justified, an independent assessor agreeable to both parties will be requested to consider the evidence and conclude whether the proposed removal is reasonable or otherwise.

A5 2 Requirement of Governor to Notify the Trust

Where a person has been elected or appointed to be a Governor and he becomes disqualified from office under section 14.1 of this Constitution, he shall notify the Secretary in writing of such disqualification.

A5 3 Initial Tenure of Office for Council of Governors

A5.3.1 In the first elections of Public Constituency members to the Council of Governors, the tenure of office will be:

Public Constituency	2 years Tenure (no of seats)	3 years Tenure (no. of seats)
Hampshire	3	3
Berkshire	2	1
Oxfordshire	1	2
Buckinghamshire	1	2
Total:	7	8

A5.3.2 The determination of those seats that will be elected for three years will be determined by the number of votes polled, with three years' tenure going to those individuals receiving the most votes until all three year tenure seats are filled. The remaining Governors will be elected initially for two years

A5 3.3 In the event of more than one candidate being elected unopposed, or successful candidates having tied votes, lots will be cast to determine the order of election

A5 3.4 The tenure of office for Staff Governors shall be three years

A5 3.5 The tenure of office for the CFR Governor shall be three years

A5 4 Governor Vacancies

A5 4.1 Where a vacancy arises on the Council of Governors for any reason other than expiry of term of office, the following provisions will apply

A5 4.2 Where the vacancy arises amongst the appointed Governors, the Secretary shall request that the appointing organisation appoints a replacement to hold office for the remainder of the term of office

A5 4.3 Where an elected Public Governor, Staff Governor or CFR Governor ceases to hold office within eighteen months of the start of their term of office following election the Trust shall offer the candidate who secured the next highest number of votes in the last election, for the class or

Constituency in which the vacancy has arisen ('the Reserve Candidate'), the opportunity to assume the vacant office for the unexpired balance of the departing Governor's term of office.

A5 4.4 Where candidates have tied votes, lots will be cast to determine the order of the offer as the next Reserve Candidate

A5 4.5 If no such Reserve Candidate is available or willing to fill the vacancy, or if the vacancy occurs more than eighteen months after the retiring Governor's date of election, an election will then be held in accordance with the Model Election Rules save that if an annual Governor election is due to be held within six months of the vacancy having arisen, the office will stand vacant until the next scheduled election, unless by so doing this causes the aggregate number of Public Governors to be less than half the total membership of the Council of Governors. In that event, an election will be held in accordance with the Model Election Rules as soon as reasonable practicable

A5 4.6 The Returning Officer under the Model Election Rules shall maintain a record of votes cast at each election for the above purposes and the Returning Officer shall conduct or shall oversee the conducting of the process set out in the preceding paragraphs

A5 4.7 Steps may be taken to encourage Members to stand for election in the event that there are insufficient nominations in order to seek to ensure that Members have a choice of candidates at an election. Steps may include writing to Members of the relevant Constituency or class within that constituency and engaging with people who may be interested in standing as a Governor.

A5 5 Election of Governors

A5 5.1 Appointed and elected Governors will be deemed to have held successive periods of office for more than nine years if they are elected for three successive terms of three years, whether or not they serve the full term and whether or not one of those terms was as a Governor of another constituency or class within a constituency

A5 5.2 A member of one of the constituencies may nominate himself for election as a Governor in his constituency or class within that and does not require sponsors

A5 6 Governor – Roles and Responsibilities

As part of the process of holding the Board of Directors to account for the performance of the Trust, and representing the interests of the Trust's members and the interests of the public, the Council of Governors will:

- A5 6.1 decide at a general meeting, the remuneration and allowances and other terms and conditions of the office of the Chairman and Non-Executive Directors;
- A5 6.2 appoint or remove at a general meeting the Chairman and other Non-Executive Directors; but only with the approval of three quarters of the members of the Council of Governors;
- A5 6.3 at a general meeting, appoint the Trust's auditors for a period of time which allows the auditor to develop a strong understanding of the Trust;
- A5 6.4 receive a report from the Audit Committee in relation to the performance of any existing external auditor, including detail such as the quality and value of work and the timeliness of reporting and fees, to enable the Council of Governors to consider their reappointment;
- A5 6.5 approve the appointment of the Chief Executive, subject to paragraph 27.1 of the Constitution;
- A5 6.6 respond appropriately when asked for its views by the Board of Directors in accordance with this Constitution;
- A5 6.7 be presented with and consider the Annual Accounts, Auditors' report and the Annual Report;
- A5 6.8 canvass the opinion of their members and, for appointed Governors, the body they represent, on matters of significance, including the NHS Foundation Trust's forward plans, objectives, priorities and strategy and represent the interests of Members;
- A5 6.9 taking account of the opinion of their membership, provide the views of the Council of Governors to the Board of Directors for the purposes of preparation, by the Board of Directors, of the document containing the information as to the Trust's forward planning in respect of each financial year to be given to the Monitor;
- A5 6.10 approve any proposals by the Board of Directors which would involve the Trust increasing by more than 5% the proportion of its total income in any financial year attributable to activities other than the provision of goods and services for the purposes of the health service in England
- A5 6.11 approve amendments to the Trust's Constitution and, where the amendment relates to the powers or duties of the Council of Governors, present details of the amendments at the next Annual Members' Meeting and give the members an opportunity to vote on whether they approve the amendments
- A5 6.12 approve an application by the Trust to apply for a merger, acquisition, separation or dissolution

- A5 6.13 approve the Trust entering into significant transactions (other than mergers, acquisitions, separations and dissolutions) where the transaction is outside of the ordinary course of business and the Board of Directors consider it to be material in the context of the Trust's financial status or to present a risk to the quality and safety of services provided to patients by the Trust.
- A5 6.14 appoint as necessary, committees or sub-committees consisting of Governors to advise and assist the Council of Governors in carrying out its functions e.g., a Nominations Committee;
- A5 6.15 nominate a Lead Governor through whom the Council of Governors should communicate directly with Monitor if the Trust is at risk of significantly breaching its Terms of Authorisation and if these concerns cannot be satisfactorily resolved
- A5 6.16 The Council of Governors should also undertake the following roles and responsibilities:
- **Advisory** – by communicating to the Board of Directors the wishes of Members and the wider community
 - **Guardianship** - by ensuring that the Trust is operating in accordance with its Terms of its Authorisation. In this regard it acts as a Trustee role for the welfare of the Trust
 - **Strategic** - by advising on the longer term direction to help the Board of Directors effectively determine its policies
- A5 6.17 In fulfilling its responsibilities and functions, the Council of Governors shall:
- a) ensure that the Trust complies with the Terms of its Authorisation;
 - b) takes systematic account of the views of Members;
 - c) consider advice tendered by the Board of Directors, or by individual Directors or Officers;
 - d) act within statutory and other constraints;
 - e) conduct its business as efficiently and effectively as possible;
 - f) ensure that its interaction and relationship with the Board of Directors is appropriate and effective by agreeing availability and timely communication of relevant information, discussion and the setting of Agenda in advance of meetings
 - g) use clear, unambiguous language
 - h) be clear what decisions and information are appropriate to the Council of Governors;
 - i) specify its requirements for financial and other information succinctly to ensure the Council of Governors can fully undertake its responsibilities;
 - j) ensure that there are proper and independent assurances given on the soundness and effectiveness of systems and processes in

- place for meeting its objectives and delivering appropriate outcomes;
- k) demonstrate that it is doing its reasonable best to achieve its objectives and outcomes;
- l) ensure that the Annual Report and Accounts, and all spoken and written public statements and reports issued by the Board of Directors, are clear, comprehensive, balanced and fully represent the facts;
- m) ensure that Annual and other key reports are issued in good time to all Members, partners and stakeholders with a legitimate interest in health issues;
- n) in consultation with the Board of Directors, consult with and involve the public on the planning and delivery of local health services;
- o) establish and operate as necessary the process for appointing the Chairman and Non-Executive Directors, and
- p) not use the Council of Governors to obstruct the implementation of agreed actions and strategies

A5 7 Appointment of Non-Executive Directors (including the Chairman and Deputy Chairman)

A5 7.1 The Council of Governors shall establish a committee to assist in the process of the appointment of Non-Executive Directors (the “Nominations Committee”). The Nominations Committee shall consist of a majority of Governors and may have an independent assessor in attendance if appropriate who shall not be a member of, or have a vote, on the Nominations Committee. The Nominations Committee shall be chaired by the Chairman. In the case of nomination and selection of the Chairman the Nominations Committee shall be chaired by the Deputy Chairman.

A5 7.2 That Nominations Committee shall identify the balance of individual skills, knowledge and experience that is required at the time a vacancy arises and, accordingly, draw up a job description and person profile for each new appointment, that complies with statutory and best practice guidelines for Non Executive Directors. When considering the appointment of non-executive directors, the Council of Governors should take into account the views of the board of directors on the qualifications, skills and experience required for each position.

A5 7.3 Suitable candidates shall be identified, after public advertisement, by the Nominations Committee which may, if it considers it appropriate in particular circumstances, and subject to the approval of the Board of Directors, engage an external organisation, recognised as an expert in this field, to assist it in the whole process.

A5 7.4 On expiry of the initial Non-Executive Directors’ current terms of appointment (or a period of 12 months from appointment as a Director of the Trust whichever is the greater) and on any subsequent vacancy, the Nominations Committee shall consider whether to recommend to

the Council of Governors to reappoint the retiring Non-Executive Director, or Chairman, or Deputy Chairman. The Nominations Committee may not make any such recommendation other than for a first renewal of the appointment of a Non-Executive Director or Chairman without first taking the steps outlined in A5 7.2 and A5 7.3 above

A5 7.5 If the Council of Governors does not so appoint, or if the individual does not wish to continue, or if the committee does not consider the reappointment appropriate, then suitable new candidates will be identified in accordance with the procedure outlined in A5 7.2 and A5 7.3 above.

A5 7.6 Non-Executive Directors may serve longer than six years (e.g., two three-year terms), subject to annual re-appointment by the Council of Governors up to a maximum of 10 years.

A5 8 Remuneration of the Chairman and Other Non-Executive Directors

In order to determine the proper level of remuneration and allowances that should be paid to the Chairman and other Non-Executive Directors, the Council of Governors may, from time to time, and at least every three years shall, consult at the Trust's expense, with external professional advisers recommended by the Secretary and the Executive Director with responsibility for advising the Trust on such matters.

A5 9 Staff Constituency – Time Taken Out of Normal Working Hours to Perform Council of Governors Duties

Leave from Trust duties to carry out Council of Governor duties will be dealt with in accordance with the Trust's Special Leave Policy. Special leave to undertake obligations for the Council of Governors will be considered alongside any other special leave previously or subsequently granted to staff.

A5 10 Role of Chairman

A5.10.1. The Chairman is responsible for leading the Council of Governors and the Board of Directors. In respect of the Council of Governors, he is responsible for ensuring that it successfully discharges its responsibility for ascertaining the preferences and aspirations of the Members, and reflecting them faithfully to the Board of Directors.

A5.10.2 The Chairman will:

- a) Provide leadership to the Council of Governors, ensuring its effectiveness in all aspects of its role;
- b) Enable all Governors to make a full contribution to the Council of Governors' affairs and development of the Trust;

- c) Encourage constructive debate and challenge, and ensure that the Council of Governors acts as a team;
- d) Set the agenda of the Council of Governors, to ensure that key and appropriate issues are discussed by the Council of Governors in a timely manner;
- e) Ensure that the Council of Governors has adequate support, and is provided efficiently with all the necessary information on which to base informed decisions;
- f) Chair and lead those Committees that are established to assist in the process of appointment of Non-Executive Directors, remuneration and allowances, and the other terms and conditions of office
- g) Ensure the appropriate evaluation of the performance of the Council of Governors, its committees, and its individual Governors;
- h) Provide leadership to the Council of Governors, ensuring its effectiveness in all aspects of its role;
- i) Enable all Council of Governors members to make a full contribution to the Council of Governors affairs,
- j) Encourage constructive debate and challenge, and ensure that the Council of Governors acts as a team;
- k) Ensure that the Council of Governors articulates clear priorities for the Trust;
- l) Ensure that the Council of Governors has adequate support, and is provided efficiently with all the necessary information on which to base informed decisions and monitor its strategies and policies;
- m) Ensure the development of Governors and Members;
- n) Ensure effective communications with members through a communications strategy; and
- o) Ensure effective communications with the Board of Directors

ANNEX 6 – STANDING ORDERS FOR THE PRACTICE AND PROCEDURE OF THE COUNCIL OF GOVERNORS

Foreword

The South Central Ambulance Service NHS Foundation Trust (“the Trust”) is a public benefit corporation that was established in accordance with the provisions of the National Health Service Act 2006.

These Standing Orders (SOs) are for the regulation of the Trust’s Council of Governors proceedings and business.

The Council of Governors will conduct its business in an open a way as possible and will observe the Nolan principles of Public Life:

- Selflessness
- Integrity
- Objectivity
- Accountability
- Openness
- Honesty
- Leadership;

Everything done by the Council of Governors should be able to stand the test of scrutiny, public judgement on propriety and professional codes of conduct.

The Council of Governors will, in its business, be as transparent as it can be about its activities to promote confidence between the Council of Governors, the membership, the Board of Directors, staff, services users and the public.

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1. INTERPRETATION

- 1.1. For convenience and unless the context otherwise requires, the terms and expressions contained within paragraph 1 of this Constitution relating to interpretation are incorporated and deemed to have been repeated here verbatim for the purposes of interpreting words contained in this Annex 6 and in addition:

“COMMITTEE OF THE COUNCIL” means a committee established by the Council of Governors with specific Terms of Reference, chair and membership approved by the Council

“MOTION” means a formal proposition to be discussed and voted on during the course of a meeting or agreed in writing in accordance with Standing Order 3.9.9

- 1.2. Save as permitted by law, the Chairman of the Trust shall be the final authority on the interpretation of Standing Orders (on which he/she shall be advised by the Secretary, Chief Executive and Director of Finance).

2. GENERAL INFORMATION

- 2.1. The purpose of the Council of Governors’ Standing Orders is to ensure that the highest standard of Corporate Governance and conduct are applied to all Council meetings and associated deliberations.

- 2.2. The Trust believes that public service values lie at its heart. High standards of corporate and personal integrity based on a recognition that patients come first, is a fundamental value of the Trust. There should be sufficient transparency about the Trust’s activities to promote confidence between the Trust and its staff, patients and the public. Everything that the Trust does should be able to stand the test of scrutiny, public judgement on propriety and professional codes of conduct

- 2.3. All business shall be conducted in the name of the Trust

- 2.4. A member of the Council of Governors who has acted honestly and in good faith, will not have to meet out of his or her own personal resources any personal or civil liability which is incurred in the execution or purported execution of his or her function as a member of the Council of Governors save where the member of the Council of Governors has acted recklessly.

On behalf of the Council of Governors and as part of the Trust’s overall insurance arrangements, the Board shall put in place appropriate indemnity insurance.

- 2.5. These Standing Orders shall not override either the Terms of Authorisation or the Constitution and in the event of conflict the Terms of Authorisation or the Constitution shall prevail, as the case may be

3. COMPOSITION AND ROLE OF THE COUNCIL OF GOVERNORS

- 3.1. The composition of the Council of Governors is outlined in the Constitution (Annex 3)

4. MEETINGS OF THE COUNCIL OF GOVERNORS

4.1. Meetings held in Public

- 4.1.1. Meetings of the Council of Governors must be open to the public subject to the provisions of paragraph 4.1.2 below
- 4.1.2. The Council of Governors may resolve to exclude members of the public from any meeting or part of a meeting on the grounds that:
- i) Publicity would be prejudicial to the public interest by reason of the confidential nature of the business to be transacted; or
 - ii) There are special reasons stated in the resolution and arising from the nature of the business of the proceedings
- 4.1.3. The Chairman may exclude any member of the public from the meeting of the Council if they are interfering with or preventing the reasonable conduct of the meeting
- 4.1.4. Nothing in these Standing Orders shall require the Council of Governors to allow members of the public or representatives of the press to record proceedings in any manner whatsoever, other than writing, or to make any oral report of proceedings as they take place, without the prior agreement of the Council of Governors. Proceedings shall not be transmitted in any manner whatsoever without the prior agreement of the Council of Governors
- 4.1.5. Meetings of the Council of Governors shall be held at least four times each year, inclusive of an Annual General Meeting, at times and places that the Council of Governors may determine
- 4.1.6. The Council may invite the Chief Executive of the Trust and other members of the Board of Directors, to attend any meeting of the Council of Governors and enable members of the Council of Governors to raise questions about the affairs of the Trust

4.2. Calling Meetings

- 4.2.1. Notwithstanding paragraph 4.1.5 above, the Chairman may, in exceptional circumstances, call a meeting of the Council of Governors
- 4.2.2. In exceptional circumstances, members of the Council of Governors may require a meeting by presenting a request for that purpose, signed by at least one-third of the whole Council of Governors. If the Chairman refuses to call a meeting after receipt of a request, or fails to convene a meeting within fourteen [clear] days of receipt of a request, the Governors who signed the request may convene a meeting of the Council of Governors in default of the Chairman

4.3. Notice of Meetings

- 4.3.1. Before each meeting of the Council of Governors, a notice of the meeting, specifying the business proposed to be transacted at it, and signed by the Chairman, or in his absence by the Secretary, or by another officer of the Trust authorised 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, in order to be available to him at least five clear days before the meeting. Supporting papers shall accompany the agenda whenever possible but will certainly be dispatched no later than three clear days before the meeting, save in emergency
- 4.3.2. In the case of a meeting called by Governors in default of the Chairman, the notice shall be signed by those Governors stating the business to be transacted, and no business shall be transacted at the meeting other than that specified on the notice
- 4.3.3. A notice shall be presumed to have been served two days after posting. Lack of service of the notice on any Governor shall not affect the validity of a meeting
- 4.3.4. Before each meeting of the Council of Governors, a public notice of the time and place of the meeting, and the public part of the agenda, will be displayed at the Trust's headquarters at least three clear days before the meeting

4.4. Setting the Agenda

- 4.4.1. The Council of Governors may determine that certain matters shall appear on every Agenda for a meeting of the Council and shall be addressed prior to any other business being conducted
- 4.4.2. A Governor desiring a matter to be included on an Agenda shall make his/her request in writing to the Chairman at least ten clear days before the meeting. The request should state whether the item

of business is proposed to be transacted in the presence of the public and should include appropriate supporting information. Requests made less than ten clear days before a meeting may be included on the Agenda at the discretion of the Chairman

4.5. Chair of the Meeting

At any meeting of the Council of Governors, the Chairman, if present, shall preside. If the Chairman is absent from the meeting (including absence due to a declared conflict of interest), the Deputy Chairman shall preside. Otherwise, such member of the Council of Governors as the members of the Council of Governors present shall choose shall preside

4.6. Notices and Motions

4.6.1. A member of the Council of Governor desiring to move or amend a motion shall send a written notice thereof at least ten clear days before the meeting to the Chairman, who shall insert in the agenda for the meeting. It must also be seconded by another Governor. All notices so received are subject to the notice given being permissible under the appropriate regulations. This paragraph shall not prevent any motion being moved during the meeting, without notice, on any business mentioned on the agenda subject to section 4.3 of these Standing Orders

4.6.2. A motion or amendment, once moved and seconded, may be withdrawn by the proposer with the concurrence of the seconder and the consent of the Chairman

4.6.3. Notice of a motion to amend or rescind any resolution (or the general substance of any resolution), which has been passed within the preceding six calendar months, shall bear the signature of the members of the Council of Governors who give it and also the signature of four other members of the Council. When any such motion has been disposed of by the Council of Governors it shall not be competent for any member of the Council of Governors, other than the Chairman, to propose a motion to the same effect within six months; however the Chairman may do so if he considers it appropriate

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

4.6.5. When a motion is under discussion or immediately prior to discussion, it shall be open to a member of the Council of Governors to move:

- a) an amendment to the motion;
- b) the adjournment of the discussion or the meeting;

- c) the appointment of an ad hoc Committee to deal with a specific item of business;
- d) that the meeting proceed to the next business*;
- e) that the motion shall be now put*

In the case of sub-paragraphs denoted by (*) above to ensure objectivity motions may only be put by a member who has not previously taken part in the debate and who is eligible to vote

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

- 4.6.6. A motion to remove the Chairman or Non-Executive Director must be seconded by ten members of the Council of Governors including at least two elected Governors and two appointed Governors, and requires the resolution in question to be approved by three-quarters of the members of the Council of Governors present
- 4.6.7. Subject to the agreement of the Chairman, a member of the Council of Governors may give written notice of an emergency motion after the issue of the notice of the meeting and agenda, up to one hour before the time fixed for the meeting. The notice shall state the grounds of urgency. If in order, it shall be declared at the commencement of the business of the meeting as an additional agenda item included in the agenda. The Chairman's decision to include the item is final
- 4.6.8. The Chairman may exclude from the debate at his discretion any motion of which notice was not given on the notice summoning the meeting other than a motion relating to:
 - a) the receiving of a report;
 - b) the accuracy of the minutes;

4.7. **Chairman's Ruling**

Statements of members of the Council of Governors made at the 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 observed at the meeting

4.8. Voting

- 4.8.1. Save as otherwise provided for in this Constitution, a motion at a meeting may be determined, by a majority of the votes of those Governors present and voting on the motion. In the case of the number of votes for and against a motion being equal, the Chairman or the person presiding, shall have a second or casting vote
- 4.8.2. All questions put to the vote shall, at the discretion of the Chairman of the meeting, be determined by oral expression or by a show of hands. A majority of Governors present may require a vote to be taken by anonymous paper ballot
- 4.8.3. If at least one-third of the members of the Council of Governors present so request, the voting (other than by paper ballot) on any question may be recorded to show how each Governor present voted or abstained
- 4.8.4. If a Governor so requests, his vote shall be recorded by name upon any vote (other than by paper ballot)
- 4.8.5. In no circumstances may an absent Governor vote by proxy. Absence is defined as being absent at the time of the vote

4.9. Review of Standing Orders

The Council of Governors shall review its Standing Orders at least every three years. For the avoidance of doubt, no amendment shall be enacted to the Standing Orders without the approval of Monitor first having been obtained in accordance with paragraph 40 of this Constitution

4.10. Record of Attendance

The names of the members of the Council of Governors present at the meeting shall be recorded in the minutes. Governors should make every effort to attend meetings of the Council where appropriate and practicable

4.11. Minutes

- 4.11.1. The Chairman will ensure that all matters of significance in the meeting are recorded and maintained as a public record. They will be submitted for agreement at the next meeting where they will be signed by the person presiding
- 4.11.2. No discussion shall take place upon the minutes except upon their accuracy or where the Chairman considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at the next meeting

4.11.3. The wider circulation of the minutes shall be in accordance with the members of the Council of Governors' wishes. The minutes of the meeting shall be made available to the public except for minutes relating to business conducted when members of the public are excluded in accordance with section 4.1 of these Standing Orders (required by Code of Practice on Openness in the NHS)

4.12. Quorum

4.12.1. No business shall be transacted at a meeting of the Council of Governors unless a third of the total number of governors in post and at least 50% of the total number of elected public governors in post are present at the meeting.

4.12.2. If a member of the Council of Governors has been disqualified from participating in the discussion of any matter and/or from voting on any resolution by reason of the declaration of a conflict of interest, he/she 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

5. Committees:

The Council of Governors may agree, from time to time, to ask its committees, sub-committees or joint-committees which it has formally constituted in accordance with the Constitution, Terms of Authorisation and statutory provisions, and individual Governors, to support the Council of Governors by undertaking tasks to assist the Council of Governors in performing its statutory role

6. Committees – Further Provisions

6.1 Save as stipulated in this Constitution, Terms of Authorisation or statutory provisions, the Council of Governors may and, if directed, shall appoint committees of the Council of Governors, consisting wholly of persons who are member of the Council of Governors. Non-members of the Council of Governors may attend such committees if appropriate under the committee's Terms of Reference but they shall have no vote

6.2. A committee so appointed may appoint sub-committees consisting wholly of persons who are members of the Council of Governors

6.3. These Standing Orders, as far as they are applicable, shall apply also, with the appropriate alteration, to meetings of any committees or sub-committees established by the Council

- 6.4 Each committee or sub-committee shall have such Terms of Reference and powers and be subject to such conditions (as to reporting back to the Council of Governors) as the Council of Governors shall decide.
- 6.5 Where committees are authorised to establish sub-committees, they may not delegate their powers to the sub-committee unless expressly authorised by the Council of Governors
- 6.6. The Council of Governors shall approve the membership of all committees and sub-committees that it has formally constituted and shall determine the Chairman of each committee and sub-committee
- 6.7. There is no requirement to hold meetings of committees established by the Council of Governors in public

7. CONFIDENTIALITY

- 7.1. A member of the Council of Governors or an attendee on a committee of the Council shall not disclose a matter dealt with by, or brought before the committee, without its permission or until the committee shall have reported to the Council or shall otherwise have concluded the matter
- 7.2. A member of the Council of Governors or a non-member of the Council of Governors, in attendance at a committee shall not disclose any matter dealt with by the committee, notwithstanding that the matter has been reported or action has been concluded, if the Council of Governors or committee resolves that it is confidential

8. DECLARATION OF INTERESTS AND REGISTER OF INTERESTS

8.1. Declaration of Interests

Members of the Council of Governors are required to comply with the Trust's Standards of Business Conduct, to declare interests that are relevant and material to the business of the Trust. All members of the Council of Governors should declare such interests on appointment and annually thereafter and on any subsequent occasion when a conflict arises

8.1.1. Interests regarded as 'relevant and material' are:

- a) Directorships, including Non-Executive Directorships held in private companies or Public limited companies (with the exception of those of dormant companies);
- b) Ownership of, part-ownership of, or employment with private companies businesses or consultancies likely or possibly seeking to do business with the NHS;
- c) Significant share holdings (more than 5%) 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;
- f) Any other commercial interest in the issue before the meeting
- g) Ministerial appointments made by or on behalf of Ministers
- h) Positions in elected public office, for example as a District or County Councillor, MP or MEP
- i) Public appointments, for example as a Non-Executive Director of an NHS body or Police Authority

- 8.2. Any Governor of the Trust who comes to know that the Trust has entered into or proposes to enter into a contract in which he or any person connected with him has any pecuniary interest, direct or indirect, shall declare his interest by giving notice in writing of such fact to the Chairman or the Secretary as soon as practicable
- 8.3. If a member of the Council of Governors has any doubt about the relevance of an interest, he should discuss it with the Chairman or Secretary who shall advise him whether or not to disclose the interest
- 8.4. At the time members of the Council of Governors' interests are declared, they should be recorded in the Council of Governors' minutes and entered on a Register of Interests of Governors to be maintained by the Secretary. Any changes in interests should be declared at the next Council of Governors meeting following the change occurring
- 8.5. Governors' directorships of companies likely or possibly seeking to do business with the NHS should be published in the Trust's Annual Report. The information shall be kept up to date for inclusion in succeeding Annual Reports
- 8.6. During the course of a Council of Governors meeting, if a conflict of interest is established, the Governor concerned shall disclose the fact and withdraw from the meeting and play no part in the relevant discussion or decision
- 8.7. The interests of Governors' spouses and cohabiting partners and other close family members should also be regarded as relevant and should also be disclosed

8.8. Register of Interests

8.8.1. The Secretary will ensure that a Register of Interests is established to formally record declarations of interests of the Council of Governors.

8.8.2. Details of the Register will be kept up to date and reviewed on a monthly basis.

8.8.3 The Register will be available for public inspection in accordance with the Constitution.

9. COMPLIANCE – OTHER MATTERS

9.1. Members of the Council of Governors shall comply with Standing Financial Instructions prepared by the Director of Finance and approved by the Board of Directors for the guidance of all staff employed by the Trust

9.2. Members of the Council of Governors must behave in accordance with the seven Nolan principles of behaviour in Public Life, both the Trust's and Council of Governors Code of Conduct as amended from time to time:

- Selflessness
- Integrity
- Objectivity
- Accountability
- Openness
- Honesty
- Leadership

10. RESOLUTION OF DISPUTES WITH THE BOARD OF DIRECTORS

10.1. The Council of Governors and the Board of Directors must be committed to develop and maintain a constructive and positive relationship. The aim at all times should be to resolve any potential or actual differences of opinion quickly, through discussion and negotiation

10.2. If, through informal efforts, the Chairman cannot achieve resolution of a disagreement or conflict, the Chairman will follow the **dispute resolution procedure** in accordance with this Constitution (**Annex 8**)

10.3. Where the dispute or disagreement relates to a proposal to remove a Governor from the Council of Governors and as to whether this is justified, an independent assessor agreeable to both parties should be requested to consider the evidence and conclude whether the proposed removal is reasonable or otherwise

11. CANVASSING OF, AND RECOMMENDATIONS BY, GOVERNORS IN RELATION TO APPOINTMENTS

11.1. The canvassing of any Governor, directly or indirectly, for any appointment under the Trust shall disqualify the candidate for such appointment

11.2. A Governor shall not solicit for any person any appointment with the Trust or recommend any person for such appointment but this Standing Order shall not preclude a Governor from giving written testimonial of a candidate's ability, experience or character for submission to the Trust

11.3 Informal discussions outside appointments panels or committees, whether solicited or unsolicited, should be declared to the panel or committee

11.4 Relatives of Governors

11.4.1 Candidates for any staff appointment under the Trust shall, when making application, disclose in writing to the Trust, whether they are related to any Governor or the holder of any office under the Trust. Failure to disclose such a relationship shall disqualify a candidate and, if appointed, render him liable to instant dismissal

11.4.2 Governors shall disclose to the Chairman or Secretary, any relationship with a candidate of whose candidature that Governor is aware. It shall be the duty of the Chairman to report to the Board of Directors any such disclosure made

11.4.3 On appointment, Governors should disclose to the Trust, whether they are related to any other member or holder of any office in the Trust.

ANNEX 7

**STANDING ORDERS FOR THE PRACTICE
AND PROCEDURE OF THE BOARD OF
DIRECTORS**

**SOUTH CENTRAL AMBULANCE SERVICE
NHS FOUNDATION TRUST**

March 2010
Version 1 (Foundation Trust)
Review: 1 Year Post Authorisation

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1. INTERPRETATION AND DEFINITIONS FOR STANDING ORDERS AND STANDING FINANCIAL INSTRUCTIONS

- 1.1 Save as otherwise permitted by law, at any Board meeting the Chairman of the Trust shall be the final authority on the interpretation of Standing Orders (on which he should be advised by the Chief Executive or Secretary to the Board).
- 1.2 For convenience and unless the context otherwise requires the terms and expressions contained within paragraph 1 of this Constitution relating to interpretation are incorporated and deemed to have been repeated here verbatim for the purposes of interpreting words contained in this Annex 7 and in addition:

"Budget" means a resource, expressed in financial terms, proposed by the Board for the purpose of carrying out, for a specific period, any or all of the functions of the Trust.

"Motion" means a formal proposition to be discussed and voted on during the course of a meeting

"SFIs" means Standing Financial Instructions.

"SOs" means Standing Orders.

2. THE TRUST BOARD: COMPOSITION OF MEMBERSHIP, TENURE AND ROLE OF MEMBERS

2.1 General

2.1.1 All business conducted by the Board of Directors shall be conducted in the name of the Trust. All decisions must be taken objectively in the interests of the Trust.

2.1.2. All funds received in Trust or by the Trust shall be held in the name of the Trust as corporate Trustee. In relation to funds held on Trust, powers exercised by the Trust as corporate Trustee shall be exercised separately and distinctly from those powers exercised as a Trust.

2.1.3. The powers of the Trust, established under statute, shall be exercised by the Board at its meeting except as stated in Standing Order 4.1.

2.1.4. The Board of Directors has resolved that certain powers and decisions may only be exercised or made by the Board. These powers and decisions shall be set out in "Reservation of Powers to the Board" and should be read in conjunction with the Standing Orders. The Board of Directors must adopt Standing Financial Instructions (SFIs), setting out the responsibilities of individuals and this should be read in conjunction with Standing Orders.

2.2 Composition of the Membership of the Board of Directors

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

2.2.2 The Board of Directors is to comprise

- a Non Executive Chairman:
- not more than 7 Non-Executive Directors; and
- not more than 7 Executive Directors

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

2.2.4 The Chief Executive shall be the Accounting Officer.

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

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

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

2.2.8 Save where more than one person is appointed jointly to a post of Executive Director and shares a vote in accordance with paragraph 2.6 of Annex 7, the Directors shall at all times have one vote each save that where the number of votes for and against a motion is equal, the Chairman shall be entitled to exercise a second and casting vote.

2.2.9..Not used.

2.2.10 Officers of the Trust may also be invited to attend Board meetings from time to time as and when required to provide operational advice and support to the Board of Directors. For the avoidance of doubt, any Officer invited to attend a Board of Directors meeting shall do so in the capacity of a non-voting director and will not be a statutory director under the 2006 Act and will bear no responsibility or liability for any action or decision of the Board of Directors.

2.3 Role of Board and its Directors

2.3.1 The role of the Board of Directors is to provide active leadership of the Trust within a framework of prudent and effective controls which enables risk to be assessed and managed.

2.3.2 The Board of Directors is responsible for ensuring compliance with its Terms of Authorisation, its Constitution, mandatory guidance issued by the Monitor, relevant statutory requirements and contractual obligations. In doing so, it should ensure it retains the necessary skills within its Board of Directors and puts in place appropriate succession planning.

2.3.3 The Board as a whole is responsible for ensuring the quality and safety of services, setting the Trust's strategic aims, taking into consideration the views of the Council of Governors, ensuring that the necessary financial and human resources are in place and agreeing the Trust's values and standards of conduct.

2.3.4 The Board of Directors is responsible for ensuring that relevant metrics, measures, milestones and accountabilities are developed and agreed so as to understand and assess progress and delivery of performance. Where appropriate and, in particular, in high risk or complex areas, the Board of Directors will commission independent advice to provide an adequate and reliable level of assurance.

2.4 Appointment of Chairman and Non-Executive Directors of the Trust

The Chairman and Non-Executive Directors are appointed by the Council of Governors.

2.4.1 Appointment and Powers of Deputy Chairman

The Council of Governors, at a general meeting of the Council of Governors, shall appoint one of the Non-Executive Directors as Deputy Chairman for such a period as they may specify (not to exceed the remainder of his term as a Non-Executive Director)

2.4.2 Senior Independent Director - the Board of Directors may appoint one of the Non-Executive Directors to be the Senior Independent Director, in consultation with the Council of Governors. The Senior Independent Director could be the Deputy Chairman

2.5 Terms of Office of the Chairman and Non-Executive Directors

2.5.1 The remuneration and terms of office of the Chairman and Non-Executive Directors shall be decided by the Council of Governors at a general meeting of the Council of Governors

2.5.2 The 2006 Act presents how appointments to the Board are to be made and the Trust shall have the relevant nominations processes for identification and nominations of Executive and Non-Executive Directors, as set out in The NHS Foundation Trust Code of Governance and in accordance with this Constitution

2.6 Joint Executive Appointments

2.6.1 Where more than one person is appointed jointly to any post of Executive Director, those persons shall count for the purpose of Standing Order 2.2 as one person.

2.6.2 Where the post of Executive Director of the Board is shared jointly by more than one person:

- either or both of those persons may attend or take part in meetings of the Board;
- if both are present at a meeting they should cast one vote if they agree;

- in the case of disagreements no vote should be cast;
- the presence of either or both of those persons should count as the presence of one person for the purposes of Standing Order 3.15 Quorum.

2.7. Role of Board

The Board will function as a corporate decision-making body; Executive Directors and Non-Executive Directors will be full and equal members. Their role as members of the Board of Directors will be to consider the key strategic and managerial issues facing the Trust in carrying out its statutory and other functions.

3. MEETINGS OF THE TRUST

3.1 Admission of the public and the press

3.1.1 The meetings of the Board of Directors may be open to members of the public at the discretion of the Board of Directors (provided that at least four meetings each year shall be open to the members of the public) unless the Board decides otherwise in relation to all or part of a meeting for reasons of confidentiality or on other proper grounds.

3.1.2 In the event that the public and press are admitted to all or part of a Board meeting, the Chairman (or Deputy-Chairman) shall give such directions as he thinks fit in regard to the arrangements for meetings and accommodation of the public and representatives of the press such as to ensure that the Board's business shall be conducted without interruption and disruption and, without prejudice to the power to exclude on grounds of the confidential nature of the business to be transacted, the public will be required to withdraw upon the Board resolving as follows:

“that in the interests of public order the meeting adjourn for (the period to be specified) to enable the Board to complete business without the presence of the public”

3.1.3 Nothing in these Standing Orders shall require the Board to allow members of the public or representatives of the press to record proceedings in any manner whatsoever, other than in writing, or make any oral report of proceedings as they take place without the prior approval of the Board.

3.2. Calling Meetings

3.2.1 Ordinary meetings of the Board shall be held at such times and places as the Board may determine.

3.2.2 The Chairman of the Trust may call a meeting of the Board at any time.

3.2.3 The Directors may require the Chairman to convene a meeting by presenting a request for that purpose, signed by at least one-third of the whole of the Board of Directors. If the Chairman refuses to call a meeting after receipt of a request, or fails to convene a meeting within seven clear days of receipt of a request, the Directors who signed the request may convene a meeting of the Board of Directors in default of the Chairman

3.3. Notice of Meetings and the Business to be transacted

3.3.1 Before each meeting of the Board of Directors, a notice of the meeting, specifying the business proposed to be transacted at it, and signed by the Chairman or the Secretary or by an officer authorised by the Chairman to sign on his behalf shall be delivered to every Director, or sent by post to the usual place of residence of such Director, so as to be available to him at least five clear days before the meeting.

3.3.2 A notice shall be presumed to have been served two day after posting. Failure of service of the notice on any Director shall not affect the validity of a meeting

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

3.3.4 Before each meeting of the Trust 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.

3.4. Agenda and Supporting Papers

3.4.1 A Director desiring a matter to be included on an agenda shall make his request in writing to the Chairman at least 10 clear days before the meeting. The request should include appropriate supporting information. Requests made less than 10 clear days before a meeting may be included on the agenda at the discretion of the Chairman.

3.4.2 SOs 3.3.1 and 3.4.1 shall not apply to the inaugural meeting of the Board because of the uncertainty surrounding when Monitor will issue the Trust's Terms of Authorisation.

3.5 Petitions

Where a petition has been received by the Trust, the Chairman shall include the petition as an item for the agenda of the next Board of Directors meeting subject to the powers granted to the Chairman by these Standing Orders to regulate arrangements for Board of Directors' meetings

3.6 Chairman of Meeting

3.6.1 At any meeting of the Board of Directors, the Chairman shall preside. If the Chairman is absent from the meeting, the Deputy Chairman shall preside. In the absence of the Chairman and Deputy Chairman, the Directors will select a Non-Executive Director from those present to preside

3.6.2 If the Chairman is absent temporarily on the grounds of a declared conflict of interest, the Deputy Chairman shall preside. If the Chairman and Deputy Chairman are absent, or are disqualified from participating, the Directors will select a Non-Executive Director from those present to preside

3.7. Chairman's Ruling

The decision of the Chairman of the meeting on questions of order, relevancy and regularity (including procedure on handling motions) and their interpretation of the Standing Orders and Standing Financial Instructions, at the meeting, shall be final.

3.8 Annual General Meeting

The Trust will publicise and hold an annual general meeting of the Members of the Trust in accordance with its Constitution and Terms of Authorisation.

3.9 Notices of Motion

3.9.1 A Director desiring to move or amend a Motion shall send a written notice thereof at least 10 clear days before the meeting to the Chairman, who shall insert in the agenda for the meeting. It must also be seconded by another Director. All notices so received are subject to the notice given being permissible under governing regulations. This paragraph shall not prevent any motion being withdrawn or moved during the meeting

3.9.2 A Motion may be proposed by the Chairman of the meeting or any Director present. It must also be seconded by another Director.

3.9.3 A Motion or amendment once moved and seconded may be withdrawn by the proposer with the concurrence of the seconder and the consent of the Chairman.

3.9.4 Notice of Motion to amend or rescind any resolution (or the general substance of any resolution) which has been passed within the preceding six calendar months shall bear the signature of the Director who gives it and also the signature of four other Directors. When any such motion has been disposed of by the Board of Directors, it shall not be competent for any Director other than the Chairman to propose a motion to the same effect within six months; however the Chairman may do so if he considers it appropriate.

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

3.9.6 When a Motion is under discussion or immediately prior to discussion, it shall be open to a Director to move:

- an amendment to the Motion;
- the adjournment of the discussion or the meeting;
- that the meeting proceed to the next business. (*);
- the appointment of an ad hoc committee to deal with a specific item of business; or
- that the Motion be now put (*)

In the case of sub-paragraphs denoted by (*) above to ensure objectivity, Motions may only be put by a Director who has not previously taken part in the debate and is eligible to vote.

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

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

3.9.8 The Chairman may exclude from the debate at his discretion any Motion of which notice was not given on the notice summoning the meeting other than a motion relating to:

- the reception of a report;
- the accuracy of minutes;

A Motion in writing agreed by a simple majority of the members who would have been entitled to vote upon it had it been proposed at a meeting of the Board of Directors shall be effective provided that a copy of the proposed resolution has been sent to every eligible Director and a simple majority of Directors has signified its agreement to the resolution in an authenticated document which has been received at the Trust head office within the period of 28 days beginning with the circulation date. A Motion in writing may comprise several copies to which one or more Directors have signified their agreement.

3.10 Voting

3.10.1 A Motion at a meeting may be determined, by a majority of the votes of the Directors present and voting on the Motion. In the case of the number of votes for and against a Motion being equal, the Chairman of the meeting shall have a second or casting vote

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

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

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

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

3.10.6 An officer who has been appointed formally by the Board of Directors to act up for an Executive Director during a period of incapacity or temporarily to fill an Executive Director vacancy, shall be entitled to exercise the voting rights of the Executive Director. An officer attending the Board of Directors to represent an Executive Director during a period of incapacity or temporary absence without formal acting up status may not exercise the voting rights of the Executive Director. An officer's status when attending a meeting shall be recorded in the minutes.

3.11 Minutes of meetings of the Board of Directors

3.11.1. The minutes of the proceedings of a meeting shall be drawn up and submitted for agreement at the next meeting where they shall be signed by the person presiding at it.

3.11.2. No discussion shall take place upon the minutes except upon their accuracy or where the Chairman considers discussion appropriate.

3.11.3. Minutes shall be circulated in accordance with Directors' wishes. Where providing a record of a public meeting the minutes shall be made available to the public.

3.12 Record of Attendance

The names of the Chairman and Directors present at the meeting shall be recorded.

3.13 Adjournment of Meetings

3.13.1. The Board of Directors may, by resolution, adjourn any meeting to some other specified date, place and time and such adjourned meeting shall be deemed a continuation of the original meeting. No business shall be transacted at any adjourned meeting which was not included in the agenda of the meeting of which it is an adjournment

3.13.2. When any meeting is adjourned to another day, other than the following day, notice of the adjourned meeting shall be sent to each Director specifying the business to be transacted

3.14. Observers at Board of Directors meetings

The Board of Directors will decide what arrangements and terms and conditions it feels are appropriate to offer in extending an invitation to observers to attend and address any of the Board of Directors meetings and may change, alter or vary these terms and conditions as it deems fit

3.15 Quorum

3.15.1 No business shall be transacted at a meeting of the Board of Directors unless at least one-third of the whole number of the Directors appointed, (including at least one Non-Executive Director and one Executive Director) are present

3.15.2 An Officer in attendance for an Executive Director but without formal acting up status may not count towards the quorum.

3.15.3 If a Director 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 he/she shall no longer count towards the quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business. The above requirement for at least one Executive Director to form part of the quorum shall not apply where the Executive Directors are excluded from a meeting (for example when the Board considers the recommendations of the Remuneration Committee). The above requirement for at least one Non-Executive Director to form part of the quorum shall not apply where the Non-Executive Directors are excluded from a meeting.

3.15.4 A meeting of the Board of Directors or of a Committee of the Board of Directors may consist of a conference between Directors who are not all in one place, but each of which is able (directly or by telephone or video communication) to speak to each of the others, and to be heard by each of the others simultaneously. A Director taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating in the conference is assembled, or, if there is no such group, where the Chairman of the meeting then is. The word meeting in these articles shall be construed accordingly.

4. ARRANGEMENTS FOR THE EXERCISE OF TRUST FUNCTIONS BY DELEGATION

4.1. The Board of Directors may from time to time delegate the powers of the Trust to a committee, sub-committee or joint committee of Directors or to an Executive Director.

In each case, subject to such restrictions as the Board thinks fit

4.2. Emergency Powers

The powers which the Board has retained to itself within these Standing Orders may, in emergency, be exercised jointly by the Chief Executive and

the Chairman after having consulted at least two other Non-Executive Directors. The exercise of such powers by the Chief Executive and the Chairman shall be reported to the next formal meeting of the Board for noting.

4.3. Delegation to Committees

The Board shall agree from time to time to the delegation of powers of the Trust to committees, sub-committees or joint committees. The constitution and Terms of Reference of these committees, sub-committees or joint-committees, and their specific powers shall be approved by the Board of Directors

4.4. Delegation to Officers

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

4.4.2. The Chief Executive shall prepare a Scheme of Decisions Reserved to the Board and Schedule of Decision/Duties Delegated by the Board, identifying his proposals which shall be considered and approved by the Board, subject to any amendment agreed during the discussion. The Chief Executive may periodically propose amendment to the Scheme of Delegation which shall be considered and approved by the Board as indicated above

4.4.3. Nothing in the Schedule of Decision/Duties Delegated by the Board shall impair the discharge of the direct accountability of the Executive Directors to the Board of the Directors to provide information and advise the Board in accordance with the Constitution, Authorisation, and statutory provisions

4.4.4. The arrangements made by the Board as set out in the Standing Financial Instructions, Scheme of Delegation and Scheme of Decisions Reserved to the Board shall be read in conjunction with these Standing Orders

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

5. APPOINTMENT OF COMMITTEES AND SUB-COMMITTEES

5.1. Provided always that the Trust delegates its powers pursuant to, and in accordance with, SO 4.1 above, the Board of Directors may appoint

committees of the Trust, consisting wholly or partly of the Chairman and Directors or wholly of persons who are not members of the Board of Directors

- 5.2 A committee so formed under SO 5.1 may appoint sub-committees consisting wholly or partly of members of the committee (whether or not they include members of the Board of Directors) or wholly of persons who are not members of the Trust committee (whether or not they include members of the Board of Directors)
- 5.3. These Standing Orders, as far as they are applicable, shall apply with appropriate alteration to meetings of any committees or sub-committees established by the Board of Directors
- 5.4. Each such committee or sub-committee shall have such Terms of Reference and powers and be subject to such conditions (as to reporting back to the Board), as the Board shall decide.
- 5.5. Where committees are authorised to establish sub-committees, they may not delegate their executive powers to the sub-committee unless expressly authorised by the Board
- 5.6. The Board shall approve the appointments to each of the committees which it has formally constituted. Where the Board determines that persons, who are neither Non-Executive Directors nor Directors, shall be appointed to a committee, the terms of such appointment shall be defined by the Board. Those appointed shall be entitled to the payment of travelling and other allowances as determined by the Board.
- 5.7. Where the Trust is required to appoint persons to a committee and/or to undertake statutory functions as required by Monitor, and where such appointments are to operate independently of the Board of Directors, such appointments shall be made in accordance with the regulations and directions laid down by the Board of Directors
- 5.8. The statutory committees established by the Board of Directors are:
 - Audit Committee
 - Remuneration and Nomination Committee
 - Charitable Funds CommitteeSubject always to SO 4.1, the Board may also establish such other committees as required to discharge the Trust's responsibilities
- 5.9. No one, other than the committee Chairman and committee members, is entitled to be present at a meeting of the above listed committees. However, other individuals may attend at the invitation of the committee or as established by these Standing Orders
- 5.10 Confidentiality
A member of the Board of Directors or a member of a committee shall not disclose any matter reported to the Board or otherwise dealt with by the committee, notwithstanding that the matter has been reported or action has

been concluded, if the Board or committee shall resolve that it is confidential or embargoed.

6. DUTIES AND OBLIGATIONS OF BOARD DIRECTORS AND SENIOR MANAGERS UNDER THESE STANDING ORDERS

6.1 Declaration of Interests

6.1.1. Paragraph 28 of the Constitution requires Board members to declare interests which are relevant and material to the Board of which they are a member. All existing members of the Board should declare such interests. Any Board members appointed subsequently should do so on appointment and annually thereafter

6.1.2. Interests which should be regarded as “relevant and material” are:

- a) Directorships, including Non-Executive Directorships held in private companies or public limited companies (with the exception of those of dormant companies);
- b) Ownership of, part-ownership of, or employment with private companies, businesses or consultancies likely or possibly seeking to do business with the NHS;
- c) Significant or controlling share-holdings (more than 5%) in organisations likely or possibly seeking to do business with the NHS;
- d) A position of Trust 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;
- f) Any other commercial interest in the issue before the meeting
- g) Ministerial appointments made by or on behalf of Ministers
- h) Positions in elected public office, for example as a District or County Councillor, MP or MEP
- i) Public appointments, for example as a Non-Executive Director of an NHS body or Police Authority

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

6.1.4. At the time Board members’ interests are declared, they should be recorded in the Board minutes. Any changes in interests should be declared at the next Board meeting following the change occurring

6.1.5. Directorships of companies likely or possibly seeking to do business with the NHS should be published in the Trust’s Annual Report. The information should be kept up to date for inclusion in succeeding annual reports

6.1.6. During the course of a Board meeting, if a conflict of interest is established, the Board member concerned should withdraw from the

meeting and play no part in the relevant discussion (unless the Board decides otherwise) or decision

6.1.7. The interests of Board members' spouses or cohabiting partners should be regarded as relevant and should be disclosed

6.1.8. Financial Reporting Standard No 8 (issued by the Accounting Standards Board) specifies that influence rather than the immediacy of the relationship is more important in assessing the relevance of an interest. The interests of partners in professional partnerships including general practitioners should also be considered

6.2 Register of Interests

6.2.1. A Register of Interests will be established to record formally declarations of interests of Board members. In particular, the Register will include details of all directorships and other relevant and material interests that have been declared by both Executive and Non-Executive Directors.

6.2.2. These details will be kept up to date by means of an annual review of the Register in which any changes to interests declared during the preceding twelve months will be incorporated.

6.2.3. Subject to any contrary regulations being passed, the Register will be available for inspection by the public free of charge. The Secretary will take reasonable steps to bring the existence of the Register to the attention of the local population and to publicise arrangements for viewing it

6.2.4. Copies or extracts of the Register will be provided to Members of the Trust free of charge and within a reasonable time period of the request. A reasonable charge may be imposed on non-members for copies or extracts of the Register

7. EXCLUSION OF CHAIRMAN AND DIRECTORS IN PROCEEDINGS ON ACCOUNT OF PECUNIARY INTEREST

7.1 For the sake of clarity, the following definition of terms is to be used in interpreting this Standing Order:

- (i) "spouse" shall include a partner who lives with another person in the same household (and any pecuniary interest of one spouse shall, if known to the other spouse, be deemed to be an interest of that other spouse);
- (ii) "contract" shall include any proposed contract or other course of dealing.

7.2 Pecuniary interest

For the purpose of this Standing Order, the Chairman or a Director shall be treated as indirectly having a pecuniary interest in a contract if:

- (a) he or a nominee of him, is a Director of a company or other body, not being a public body, with which the contract was made or is proposed to be made or which has a direct pecuniary interest in the other matters under consideration; or
- (b) he is a partner, associate or employee of any person with whom the contract is made or to be made or who has a direct pecuniary interest in same

7.3 Exception to pecuniary interests

7.3.1 A person shall not be regarded as having a pecuniary interest in any contract if:

- a) neither he nor any person connected with him has any beneficial interest in the securities of a company of which he or such person appears as a member;
- b) any interest that he or any person connected with him may have in the contract is so remote or insignificant that it cannot be reasonably regarded as likely to influence him in relation to considering or voting on that contract; or
- c) those securities of any company in which he (or any person connected with him) has a beneficial interest do not exceed £5,000 in nominal value or one per cent of the total issued share capital of the company of the relevant class of such capital, whichever is less

7.3.2. Provided however, that where paragraph (c) above applies, the person shall nevertheless be obliged to disclose/declare their interest in accordance with these Standing Orders

7.4 Exclusion in proceedings of the Trust Board

7.4.1 Subject to the following provisions of this Standing Order, if the Chairman or a Director has any pecuniary, personal or family interest, direct or indirect, in any contract, proposed contract or other matter and is present at a meeting of the Board at which the contract or other matter is the subject of consideration, he shall at the meeting and as soon as practicable after its commencement disclose the fact and shall not take part in the consideration or discussion of the contract or other matter or vote on any question with respect to it.

7.4.2 The Board may exclude the Chairman or a Director from a meeting of the Board while any contract, proposed contract or other matter in which he has a pecuniary interest, is under consideration.

7.4.3 Any remuneration, compensation or allowances payable to the Chairman or a Director by virtue of the 2006 Act shall not be treated as a pecuniary interest for the purpose of this Standing Order.

7.4.4 This Standing Order applies to a committee, sub-committee or joint committee as it applies to the Trust and applies to a member of any such committee, subcommittee or joint committee (whether or not he is also a Director of the Trust) as it applies to a Director of the Trust

8. STANDARDS OF BUSINESS CONDUCT

8.1 Directors and officers of the Trust shall have regard to the national guidance contained in HSG (93)05 to the extent applicable and appropriate, and the Trust's own Code of Conduct policy documents

8.2 Interest of Officers in Contracts

8.2.1 Any Director or officer of the Trust who comes to know that the Trust has entered into or proposes to enter into a contract in which he/she or any person connected with him has any pecuniary interest, direct or indirect, the Officer shall declare his interest by giving notice in writing of such fact to the Chief Executive or Secretary as soon as practicable.

8.2.2 A Director or Officer should also declare to the Chief Executive any other employment or business or other relationship he, or his spouse has, that conflicts, or might reasonably be predicted could conflict with the interests of the Trust.

8.2.3 The Trust will require interests, employment or relationships so declared to be entered in a register of interests of staff.

8.3 Canvassing of and Recommendations by Directors in Relation to Appointments

8.3.1. Canvassing of members of the Board of Directors or members of any committee of the Board of Directors directly or indirectly for any appointment by the Trust shall disqualify the candidate from such appointment. The contents of this paragraph of the Standing Order shall be included in application forms or otherwise brought to the attention of candidates

8.3.2. A member of the Board of Directors shall not solicit for any person any appointment by the Board of Directors or recommend any person for such appointment: but this paragraph of this Standing Order shall not preclude a member from giving written testimonial of a candidate's ability, experience or character for submission to the Board of Directors

8.4 Relatives of Directors

8.4.1 Candidates for any staff appointment under the Trust shall, when making an application, disclose in writing to the Trust whether they are related to any Director or the holder of any office under the Trust.

Failure to disclose such a relationship shall disqualify a candidate and, if appointed, render him liable to summary dismissal.

8.4.2 The Chairman and every Director of the Trust shall disclose to the Trust Board any relationship between himself and a candidate of whose candidature that director is aware. It shall be the duty of the Chief Executive to report to the Trust Board any such disclosure made.

8.4.3 On appointment, Non-Executive Directors (and prior to acceptance of an appointment in the case of Executive Directors) should disclose to the Trust whether they are related to any other Director or holder of any office under the Trust.

8.4.4 Where the relationship of an Officer to a Director of the Trust is disclosed, the Standing Order – Section 7 headed ‘Exclusion of Chairman and Directors in proceedings on account of pecuniary interest’ shall apply.

9. RESOLUTION OF DISPUTES WITH THE COUNCIL OF GOVERNORS

9.1. The Board of Directors and Council of Governors must be committed to develop and maintain a constructive and positive relationship. The aim at all times should be to resolve any potential or actual differences of opinion quickly, through discussion and negotiation

9.2. The Council of Governors has three main roles:

- **Advisory** – Communicating to the Board the wishes of members of the Council of Governors and the wider community
- **Guardianship** – Ensuring that the Trust is operating in accordance its Terms of Authorisation. In this regard it acts in a Trustee role for the welfare of the organisation.
- **Strategic** – Advising on a longer term direction to help the Board effectively determine its policies

9.3. The Board of Directors has overall responsibility for running the affairs of the Trust. Its role is to:

- note advice from, and consider the views of the Council of Governors
- set the strategic direction and leadership of the Trust
- ensure the Terms of Authorisation are complied with
- ensure patient safety and the delivery of quality patient care
- set organisational and operational targets
- assess, manage and minimise risk
- assess achievement against the above objectives
- ensure that action is taken to eliminate or minimise, as appropriate, adverse deviations from objectives

- ensure that the highest standards of Corporate Governance are applied throughout the organisation
- 9.4. In recognising the different roles of the Board of Directors and Council of Governors, a **disputes resolution procedure** has developed. If, through informal efforts, the Chairman cannot achieve resolution of a disagreement or conflict, the Chairman will follow the procedure in accordance with this Constitution (**Annex 8**)
- 9.5. Where the dispute or disagreement relates to a proposal to remove a Governor from the Council of Governors and as to whether this is justified, an independent assessor agreeable to both parties should be requested to consider the evidence and conclude whether the proposed removal is reasonable or otherwise

10. NOTIFICATION TO MONITOR AND COUNCIL OF GOVERNORS

The Board shall notify Monitor and the Council of Governors of any major changes in the circumstances of the Trust which have made or could lead to a substantial change to its financial well being, healthcare delivery performance, or reputation and standing or which might otherwise affect the Trust's compliance with the Terms of Authorisation

11. BOARD PERFORMANCE

The Chairman, with the assistance of the Secretary, shall lead, at least annually, a performance assessment process for the Board. This process should act as the basis for determining individual and collective professional development programmes for Directors

12. CUSTODY OF SEAL, SEALING OF DOCUMENTS

- 12.1. The Trust seal shall be kept by the Secretary in a secure place
- 12.2. The Trust seal shall be affixed under the authority of the Board of Directors or by a committee thereof where the Board of Directors has delegated its powers
- 12.3. Before any building, engineering, property or capital document is sealed, it must be approved and signed by the Director of Finance (or an officer nominated by him) and authorised and countersigned by the Chief Executive (or an officer nominated by him who shall not be within the originating directorate)
- 12.4. **Register of Sealing**

An entry of every sealing shall be made and numbered consecutively in a register provided for that purpose. The register shall include details of the date of the sealing, the nature of the document and the persons who shall have approved and authorised same, including those who attested the seal. A report of all sealings shall be made to the Board at least annually and shall include details of the seal number, the description of the document and the date of the sealing

13. SIGNATURE OF DOCUMENTS

- 13.1. Where the signature of any document will be a necessary step in legal proceedings involving the Trust, it shall be signed by the Chief Executive, or in his absence, an Executive Director, unless any enactment otherwise requires or authorises, or the Board of Directors shall have given the necessary authority to some other person for the purpose of such proceedings
- 13.2. The Chief Executive (or nominated officer) shall be authorised, by resolution of the Board of Directors, to sign on behalf of the Trust any agreement or other document not requested to be executed as a deed, the subject matter of which has been approved by the Board of Directors or any committee, sub committee or standing committee with delegated authority

14. STANDING ORDERS

14.1. Waiver of Standing Orders

14.1.1. Except where this would contravene any provision of the Constitution or any direction made by Monitor, any one or more of the Standing Orders may be waived at any meeting, provided that at least two-thirds of the Directors are present, including one Executive Director and one Non-Executive Director, and that a majority of those present vote in favour of suspension

14.1.2. A decision to waive Standing Orders shall be recorded in the minutes of the meeting

14.1.3. The Audit Committee shall review every decision to waive Standing Orders.

14.2. Variation and Amendment of Standing Orders

14.2.1. These Standing Orders shall be amended only if:

- a) a notice of motion has been given;
- b) no fewer than half the total of the Trust's Non-Executive Directors vote in favour of amendment;
- c) at least two-thirds of the Directors are present; and
- d) the variation proposed does not contravene a statutory provision or direction made by Monitor

14.3. Dissemination and Responsibilities

14.3.1 It is the duty of the Chief Executive to ensure that existing Directors and officers and all new appointees to the Board of Directors are notified of and understand their responsibilities within these Standing Orders, Standing Financial Instructions, the Scheme of Delegation and Schedule of Decisions Reserved to the Board. Updated copies shall be issued to staff designated by the Chief Executive. New designated Officers shall be informed in writing and shall receive copies where appropriate in Standing Orders.

14.5. Review of Standing Orders

These Standing Orders will be reviewed as and when necessary but at least every three years

14.6 Code of Conduct.

The Board is committed to maintaining the highest standards of corporate governance. Directors will adhere to the content of the Trust's Code of Conduct for Board Members or successor Policy and also the Nolan Principles (Appendix A) and Monitor's Code of Governance

14.7 Indemnity Insurance

Members of the 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 and the Trust shall have the power to purchase suitable insurance or make appropriate arrangements with the National Health Service Litigation Authority to cover such costs.

APPENDIX A

The Trust is also fully committed to taking all reasonable endeavours to achieve and demonstrate compliance with the Nolan principles in all its activities:

The Seven Principles of Public Life

Selflessness

Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

Integrity

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

Objectivity

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

Accountability

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

Openness

Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

Honesty

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

Leadership

Holders of public office should promote and support these principles by leadership and example.

ANNEX 8 – FURTHER PROVISIONS

Contents:

- A8.1. Expulsion - Members
- A8.2. Voting at Elections – Members of the Public Constituency
- A8.3. Communication and Conflict – Disputes Resolution Procedure – Board of Directors and Council of Governors
- A8.4. Role of the Secretary

A8 1 Expulsion - Members

A Member may be expelled by a resolution of the Council of Governors. The following procedure is to be adopted for consideration of such issues and also where the Secretary, in conjunction with the Chairman and/or Chief Executive, has determined that a Member is disqualified or an applicant is ineligible as a Member and where a dispute has arisen

- A8 1.1. Any Member may complain to the Secretary that another Member has acted in a way detrimental to the interests of the Trust
- A8 1.2. If a complaint is made, the Council of Governors may itself consider the complaint having taken such steps as it considers appropriate to ensure that each Member's point of view is heard and may either:
 - a) Dismiss the complaint and take no further action; or
 - b) Propose a Motion to expel the Member complained of to be considered at the next meeting of the Council of Governors
- A8 1.3. If a Motion to expel a Member is to be considered at a meeting of the Council of Governors, details of the complaint must be sent to the Member complained of not less than one calendar month before the meeting with an invitation to answer the complaint and attend the meeting
- A8 1.4. At the meeting, the Council of Governors will consider oral and written evidence produced in support of the complaint, and any oral and written evidence submitted for or on behalf of the Member about whom complaint has been made
- A8 1.5. If the Member complained of fails to attend the meeting without due cause, the meeting may proceed in his absence. A person expelled from membership will cease to be a Member upon the declaration by the Chairman of the meeting that the resolution to expel him is carried
- A8 1.6. No person who has been expelled from membership is to be re-admitted except by a resolution carried by the votes of two-thirds of the members of the Council of Governors present and voting at a meeting of the Council of Governors

A8 2 Voting at Elections for Governors by the Public Constituency

- A8 2.1. A person may not vote at an election for an elected Governor in the Public Constituency unless he has made a declaration in the specified form that he is a member of the Public Constituency
- A8 2.2. It is an offence in respect of Section 60(1) of the 2006 Act to knowingly or recklessly make such a declaration which is false in a material particular
- A8 2.3. A person who becomes a member on or before the closing date for the receipt of nominations by the candidates for an election, is eligible to vote in that election
- A8 2.4. A person entitled to vote for a Staff Governor shall make a similar declaration to that at A8.2.1 above save that paragraph A8.2.2 will not apply in such a case.

A8 3 Governors and Directors: Communication and Conflict

A8 3.1. Summary

This section describes the processes intended to ensure a successful and constructive relationship between the Council of Governors and the Board of Directors. It emphasises the importance of informal and formal communication, and confirms the formal arrangements for communication within the Trust. It suggests an approach to informal communications, and sets out the formal arrangements for resolving conflicts between the Council of Governors and the Board of Directors

A8 3.2. Informal Communications

Informal and frequent communication between the Governors and the Directors is an essential feature of a positive and constructive relationship designed to benefit the Trust and the services it provides

The Chairman of the Council of Governors and the Board of Directors will encourage informal methods of communication including:

- Participation of the Board of Directors in the induction, orientation and training of Governors;
- Development of special interest links between Non-Executive Directors and Governors;
- Discussions between Governors and the Chairman, the Chief Executive or a Director, through the office of the Secretary
- Involvement in membership recruitment and briefings at public events organised by the Trust

A8 3.3 Formal Communication

A8 3.3.1 Some aspects of communication are defined by the constitutional roles and responsibilities of the Council of

Governors and the Board of Directors respectively. Communications initiated by the Council of Governors, and intended for the Board of Directors, will be conducted as follows:

- Specific requests by the Council of Governors will be made through the Chairman, to the Board of Directors;
- Any Governor has the right to raise specific issues at a duly constituted meeting of the Council of Governors through the Chairman. In the event of disagreement, two thirds of the Governors present must approve the request. The Chairman will raise the matter with the Board of Directors and provide the response to the Council of Governors; and
- Joint meetings will take place between the Council of Governors and the Board of Directors as and when necessary

A8 3.3.2. The Board of Directors will request the Chairman to seek the views of the Council of Governors on:

- the Board of Directors' proposal for the strategic direction, and the Annual Business Plan;
- the Board of Directors' proposals for developments;
- Trust performance;
- their involvement in service reviews and evaluation; and
- proposed changes, plans and developments for the Trust

A8 3.3.3 The Board of Directors will also present to the Council of Governors, the Annual Accounts, Annual Report and Auditors Report

A8 3.3.4. The following formal methods of communication will also be used:

- Provision of formal reports or presentations by Executive Directors to a meeting of the Council of Governors;
- Inclusion of appropriate minutes for information on the Agenda of a meeting of the Council of Governors; and
- Reporting the views of the Council of Governors to the Board of Directors through the Chairman or Deputy Chairman

A8 3.3.5. The Board of Directors will keep under review, those agreements between it and the Council of Governors; recognising the evolving role of the Council of Governors over time

A8 3.4. Resolving Conflict

A8 3.4.1. The Council of Governors and the Board of Directors must be committed to develop and maintain a constructive and positive relationship. The aim at all times is to resolve any potential or actual differences of opinion quickly, through discussion and negotiation

A8 3.4.2. If, through informal efforts, the Chairman cannot achieve resolution of a disagreement or conflict, the Chairman will follow the dispute resolution procedure described below. The aim is to resolve the matter at the first available opportunity and only to follow this procedure if initial action fails to achieve resolution

A8 3.5. Dispute Resolution Procedure

A8 3.5.1. The Chairman, or the Senior Independent Director (if the dispute involves the Chairman) of the Board or the Council of Governors as appropriate, shall first endeavour through discussion with members of the Council of Governors and Directors or, to achieve the earliest possible conclusion, appropriate representatives of them to resolve the matter to the reasonable satisfaction of both parties;

A8 3.5.2. Failing resolution under 3.5.1 above then the Board, or the Council of Governors, as appropriate, shall, at its next formal meeting, to be held in private session, approve the precise wording of a Disputes Statement setting out clearly and concisely the issue or issues giving rise to the dispute;

A8 3.5.3. The Chairman, or Senior Independent Director (if the dispute involves the Chairman) of the Board or the Council of Governors as appropriate, shall ensure that the Disputes Statement, without amendment or abbreviation in any way, shall be an Agenda Item and Agenda Paper at the next formal meeting of the Board or Council of Governors (in private session to be held in accordance with 8.10.1 - 8.10.3 as appropriate). That meeting shall agree the precise wording of a Response to Disputes Statement;

A8 3.5.4. The Chairman, or Senior Independent Director (if the dispute involves the Chairman) of the Board or the Council of Governors as appropriate, shall immediately or as soon as is practicable, communicate the outcome to the other party and deliver the Response to Disputes Statement. If the matter remains unresolved or only partially resolved then the procedure outlined in 3.5.2 above shall be repeated;

A8 3.5.5. If, in the opinion of the Chairman, or Senior Independent Director (if the dispute involves the Chairman) of the Board or the Council of Governors as appropriate, and following the

further discussion prescribed in 3.5.4 there is no further prospect of a full resolution or, if at any stage in the whole process, in the opinion of the Chairman or Deputy Chairman, as the case may be, there is no prospect of a resolution (partial or otherwise) then they shall advise the Council of Governors and the Board accordingly;

- A8 3.5.6. On the satisfactory completion of this disputes process the Board shall implement agreed changes; and
- A8 3.5.7. On the unsatisfactory completion of this disputes process the view of the Board shall prevail
- A8 3.5.8. Where the dispute relates to a proposal to remove a Governor from the Council of Governors and as to whether this is justified, an independent assessor agreeable to both parties should be requested to consider the evidence and conclude whether the proposed removal is reasonable or otherwise
- A8 3.5.9. Nothing in this procedure shall prevent the Council of Governors, if it so desires, through its nominated Lead Governor, from informing Monitor that, in the Council of Governors' opinion, the Board has not responded constructively to concerns of the Council of Governors that the Trust is not meeting the Terms of its Authorisation

A8.4 Role of the Secretary

- A8 4.1. The NHS Foundation Trust Secretary has a significant role to play in the administration of corporate governance. In particular, the Secretary shall:
 - ensure good information flows within the Board and Council of Governors and their committees, between Directors and members of the Council of Governors, and between senior management and the Board.
 - ensure that Board procedures of both the Board of Directors and the Council of Governors are established and complied with;
 - act as a principal advisor to the Chief Executive, Chair, Council of Governors and Board of Directors on all issues relating to corporate governance ensuring the Trust's corporate affairs are undertaken to the highest standards of probity and accordance with the statutory and legislative requirements of the regulatory framework;
 - advise the Board of Directors and the Council of Governors (through the Chairman) on all governance matters; and
 - be available to give advice and support to individual Directors, particularly in relation to the induction of new Directors and assistance with professional development

- ensure that meetings of both the Board of Directors and Council of Governors; and committees and sub-committees thereof, run effectively and efficiently and that they are properly recorded and that Directors and Governors receive appropriate support and guidance