

EXECUTIVE SUMMARY**REPORT TO THE COUNCIL OF GOVERNORS****6 DECEMBER 2016**

Subject	Trust Constitution Annual Review
Supporting TEG Member	Sandi Carman, Assistant Chief Executive
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Status¹	A

PURPOSE OF THE REPORT

To seek the Council of Governors' approval for Version 4.0 of the Trust's Constitution subject to separate approval by the Board of Directors and future notification to NHS Improvement.

KEY POINTS

Following a major review in 2014, it was agreed that the Trust's Constitution would be reviewed and updated annually. The 2016 annual review has been completed.

Version 4.0 of the Constitution includes the following material amendments:

Maintaining a majority of the Public and Patient Governors in the Council of Governors

- Paragraph 9 (1) of Schedule 7 of the NHS Act 2006 states that more than half the members of the Council must be elected by members other than those who come within the Staff Constituency. The Trust Constitution has been silent on this legal requirement.
- Provision is made by inserting Paragraph 13.4 to ensure the Council is constituted so that the Public and Patient Governors are in the majority.

Filling Governor posts that become vacant due to resignation/termination

- The inclusion of Paragraph 3 of Annex 8 clarifies the rules for managing Elected and Appointed Governor post vacancies that arise due to resignation/termination.
- Most notably, when an Elected Governor's term of office is terminated (either by the Trust or the individual), provision is made for the Trust to offer a reserve election candidate the opportunity to assume the vacant office for the unexpired balance of the term of office.
- The inclusion of the rules brings the Trust's Constitution into line with practice at other Trusts. The Trust's Returning Officer and Independent Scrutineer, Electoral Reform Services, is supportive of the amendment and confirms that the amendment is not in contravention of the Model Election Rules.

A number of non-material amendments are included:

- The Constitution has been reformatted in the Trust's Controlled Document style.
- As appropriate, references to Monitor have been changed to NHS Improvement (NHSI) to reflect the launch of NHSI on 1 April 2016. Whilst Monitor remains as the legal regulator for Foundation Trusts, Monitor now operates as part of NHSI.
- The Standing Orders of the Board of Directors has been reformatted and will be managed and controlled outside the Constitution.
- Minor typographical and grammar corrections.

A draft Version 4.0 of the Constitution including all amendments highlighted in yellow is available for inspection on Trust's website under Council of Governors Meetings (2016/December)

In accordance with the provisions of the Constitution (Paragraph 45), any amendments approved by the Council of Governors must be separately approved by the Board of Directors before notifying NHS Improvement of the revised version.

AIM OF THE STHFT CORPORATE STRATEGY 2012-2017		TICK AS APPROPRIATE
1	Deliver the Best Clinical Outcomes	X
2	Provide Patient Centred Services	X
3	Employ Caring and Cared for Staff	X
4	Spend Public Money Wisely	X
5	Deliver Excellent Research, Education & Innovation	X

RECOMMENDATIONS

The Council of Governors is asked to **APPROVE** Version 4.0 of the Trusts' Constitution.

APPROVAL PROCESS

Meeting	Date	Approved Y/N