

# SHEFFIELD TEACHING HOSPITALS NHS FOUNDATION TRUST

## EXECUTIVE SUMMARY

### REPORT TO THE COUNCIL OF GOVERNORS

1 SEPTEMBER 2015

<b>Subject</b>	Trust Constitution Annual Review
<b>Supporting TEG Member</b>	Neil Riley, Assistant Chief Executive
<b>Author</b>	Andy Challands, Assurance Manager
<b>Status<sup>1</sup></b>	A

#### PURPOSE OF THE REPORT

To seek the Council of Governors approval for Version 3.2 of the Trust's Constitution subject to separate approval by the Board of Directors and notification to Monitor.

#### KEY POINTS

- Following a major review in 2014, it was agreed that the Trust's Constitution would be reviewed and updated annually.
- The review has been completed by the Assurance Manager and the following amendments are recommended for approval by the Council of Governors:
  1. Material change to the maximum tenure of Non-Executive Directors
    - As a teaching hospital the Trust is legally required to have one of its Non-Executive Directors representing the medical/dental school University. This provision is made in Paragraph 24.9 of the Constitution.
    - The term of office, including the maximum tenure, for the Chairman and Non-Executive Directors is described in Paragraph 4.6 of the Standing Orders of the Board of Directors, (Annex 9 of the Constitution). Currently the term of office is 4 years and the maximum tenure is 8 years or 2 full terms. This may be extended, in exceptional circumstances, by annual reappointment.
    - In practice, the appointment and re-appointment of the Non-Executive Director who represents the University is not subject to the maximum tenure provision.
    - It is recommended that Paragraph 4.6 of the Standing Orders of the Board of Directors be amended to allow the Non-Executive Director who represents the University to be allowed to serve more than 8 years or 2 full terms, subject to reappointment
  2. Non-material changes including typo corrections, changing references to Primary and Community Services to Combined Community and Acute Care Group and inserting references to Monitor's License in the Standing Orders appendices.
- A draft Version 3.2 including all amendments highlighted in yellow is available for inspection on the Members page of the Trust's website.
- 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 Monitor of the revised version.

#### IMPLICATIONS<sup>2</sup>

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 3.2 of the Trusts' Constitution, subject to separate approval by the Board of Directors and notification to Monitor.

## APPROVAL PROCESS

Meeting	Date	Approved Y/N