AGENDA

MEETING OF THE
FOUNDATION TRUST GOVERNORS
CONFERENCE HALL,
ST PANCRAS HOSPITAL
4 ST PANCRAS WAY
LONDON, NW1 0PE
Tuesday 10 February 2015 at 5.00pm

Membership of the Foundation Trust Council of Governors

Chair:
Ms Leisha Fullick, Trust Chair

Public Governors:
Camden:  Dr Zaheer Afridi; Mr Shahnewaz Ahmed; Ms Ruth Appleton; Ms Kathryn Southworth; Ms Mala Wijeweera
Islington:  Mr David Barry (Lead Governor); Mr Henry Okereafor; Prof Wendy Savage; Ms Monika Schwartz; Ms Martha Wiseman
Central North London:  Ms Saira Nawaz

Service Users Governors:
Mr Richard Fletcher; Mr Mohamed Ismail Ibrahim; Mr Alasdair Macdougall; Mr Roger Searle, Dr Catherine Steven, Ms Brenda Williams

Staff Governors:
Ms Diana Brown; Ms Nadia Du Plessis; Ms Lucy McLean; Mr Jonathan Purnell

Nominated Governors:
Ms Maureen Brewster (Voluntary Action Camden); Cllr Sally Gimson (London Borough of Camden); Dr Angela Hassiotis (University College London); Cllr Jean Kaseki (Councillor, London Borough of Islington); Mr Andy Murphy (Voluntary Action Islington)

Enquiries to the Trust Secretary
Telephone 0203 317 3184
E-mail trust.secretary@candi.nhs.uk

Issue date: 30 January 2015
**Ground Rules**
a) Apologies for non-attendance or lateness should be sent before the meeting. The Chair will request that such apologies are recorded at the meeting.
b) All actively engage and are individually accountable.
c) Views are listened to and built on constructively.
d) There is mutual respect.
e) The Governors work within a climate of giving and receiving constructive challenge (of ideas and not people).
f) Everyone is equal in the process while having regard to role of the Chair.

**Declarations of Interest**
If any Governor has a conflict of interest in any of the items on the agenda, they must declare these, and if necessary withdraw from the meeting.
Paragraph 16 of the Trust’s Constitution sets out the arrangements for conflicts of interest and defines material interest.

**Register of Interests**
The register of Governors' interests is available for viewing by the public. The register can be seen by contacting the Board Secretary, 4th Floor, East Wing, St. Pancras Hospital, 4 St. Pancras Way, London NW1 OPE or e-mail trust.secretary@candi.nhs.uk. It is also published on the Trust’s public website and is presented within this pack of papers.
AGENDA

A training session for those Governors able to take part in the Trust’s 2015 PLACE assessment visits will immediately follow on from this meeting.

1. GENERAL BUSINESS, INCLUDING STATUTORY ITEMS

1.1 Welcome, Apologies & Meeting Behaviour 5:00-5:20pm Verbal

1.2 Declarations of Interest 7

1.3 Minutes of Previous Meetings 11
   1.3.1 To agree the minutes of the Council of Governors’ meeting held on 2 December 2014
   1.3.2 To ratify the minutes for the Council of Governors’ inquorate meeting on 2 September 2014

1.4 Matters Arising 33
   The matters arising from the Council of Governors meeting held on 2 December 2014

1.5 Minutes from the Annual Members Meeting 35
   To agree the minutes of the Annual Members Meeting held on 16 October 2014

1.6 Appointment of a Non-Executive Director 5:20-5:35pm 41
   Introduced by Prof Wendy Savage, Chair of the Council’s Nominations and Remuneration Committee
   To be approved by the Council of Governors.

1.7 Review of the Trust Constitution 5:35-5:50pm 47
   Introduced by Mr David Barry
   To be approved by the Council of Governors.

1.8 External Audit Appointment 5:50-5:55pm -
   A verbal briefing from Mr David Wragg, Director of Finance

1.9 Chair’s Annual Appraisal Process 5:55-6:00pm -
   A verbal briefing from Ms Sarah Charles, Senior Independent Director

2. LEAD GOVERNOR’S REPORT (followed by questions and discussion)

2.1 A report from Mr David Barry on activities relating to the role of the Lead Governor and the Council. 6:00-6:10pm Verbal
### 3. CHAIRS’ REPORT
(followed by questions and discussion)

| 3.1 | A report from the Trust’s Chair providing an overview of their activity and updates on matters relevant to the Council’s role and the conduct of its business. Where relevant, this report is supported by background papers listed in section 9 of this agenda. | 6:10-6:20pm | 283 |

### 4. CHIEF EXECUTIVES’ REPORT
(followed by questions and discussion)

| 4.1 | A report from the Chief Executive updating the Council on developments in the Trust, and their activities, since the Council’s last meeting for information. Where relevant, this report is supported by background papers listed in section 9 of this agenda. | 6:20-6:30pm | 287 |

### 5. BIG TOPIC

| 5.1 | Working with the Risk and Thoughts of Suicide | 6:30-6:50pm | - |

### 6. ITEMS FOR INFORMATION

| 6.1 | Feedback on the BME and Refugee MH Partnership Summit | 6:50-6:55pm | - |

| 6.2 | Council of Governors’ Working Group Feedback: | - | - |

| 6.3 | Steering Committee Minutes | - | 297 |

| 6.4 | Trust Board Minutes | - | 303 |

### 7. MOTIONS AND QUESTIONS

| 7.1 | No motions or questions have been submitted for consideration at this meeting. | - | - |

### 8. URGENT MOTIONS AND QUESTIONS

| 8.1 | No urgent motions or questions have been received. | - | - |

### 9. BACKGROUND PAPERS (For further information)

| 9.1 | Trust Financial Performance Summary as at December 2014. | - | 315 |

| 9.2 | Improving Equalities Outcomes | - | 317 |

| 9.3 | Medicine for Members Expert Talks: Caring for Carers Event | - | 321 |

### 10. CLOSE
Date of Next Regular Council Meeting: 12 May 2015

This meeting will take place at 5pm in the Conference Hall, St Pancras Hospital.

Joint Council/Board of Directors Meeting on 26 March 2015

This meeting will take place at 5:30pm in the Conference Hall, St Pancras Hospital.

Other 2015 Meeting Dates for All Governors:

- 8 September, 5pm – Council Meeting
- 24 September, 5:30pm – Joint Board/Council Meeting
- 8 October (time to be confirmed) – Annual Members Meeting
- 8 December, 5pm - Council Meeting

Governor Committee / Working Group 2015 Dates
(Committee/Group members only)

Steering Committee:

- 8 April, 5pm – Meeting Room 3, 4th Floor, East Wing St Pancras Hospital
- 22 July, 5pm – Meeting Room 2, 3rd Floor, East Wing St Pancras Hospital
- 21 October, 5pm – Meeting Room 2, 3rd Floor, East Wing St Pancras Hospital

Nominations & Remuneration Committee:

- 8 April, 2:30pm – Meeting Room 3, 4th Floor, East Wing St Pancras Hospital
- 22 July, 2:30pm – Meeting Room 2, 3rd Floor, East Wing St Pancras Hospital
- 21 October, 2:30pm – Meeting Room 2, 3rd Floor, East Wing St Pancras Hospital

Membership Working Group:

- 9 March, 5:30pm - Meeting Room 2, 3rd Floor, East Wing St Pancras Hospital
- 29 June, 5:30pm - Meeting Room 2, 3rd Floor, East Wing St Pancras Hospital
- 28 September, 5:30pm - Meeting Room 2, 3rd Floor, East Wing St Pancras Hospital
- 14 December, 5:30pm - Meeting Room 2, 3rd Floor, East Wing St Pancras Hospital

Service User/Staff Experience & Quality Working Group:
• 10 March, 5pm - Meeting Room 2, 3rd Floor, East Wing St Pancras Hospital
• 30 June, 5pm - Meeting Room 2, 3rd Floor, East Wing St Pancras Hospital
• 29 September, 5pm - Meeting Room 2, 3rd Floor, East Wing St Pancras Hospital
• 15 December, 5pm - Meeting Room 2, 3rd Floor, East Wing St Pancras Hospital

**St Pancras Site Development Working Group:**
• 17 March, 5pm - Meeting Room 2, 3rd Floor, East Wing St Pancras Hospital
• 7 July, 5pm - Meeting Room 2, 3rd Floor, East Wing St Pancras Hospital
• 6 October, 5pm - Meeting Room 2, 3rd Floor, East Wing St Pancras Hospital
• 15 December, 5pm - Meeting Room 1, 3rd Floor, East Wing St Pancras Hospital
# Register of Governors’ Interests

## London Borough of Camden Public Constituency

<table>
<thead>
<tr>
<th>Governor Name</th>
<th>Declared Interests</th>
</tr>
</thead>
<tbody>
<tr>
<td>Ms Ruth Appleton</td>
<td>Founder and Co-ordinator (voluntary) of Santé Refugee Mental Health Access Project; Governor of Gospel Oak School, London NW3; and Branch Secretary of Camden Unison Retired Members</td>
</tr>
<tr>
<td>Dr Zaheer Afridi</td>
<td>None</td>
</tr>
<tr>
<td>Mr Shahnewaz Ahmed</td>
<td>None</td>
</tr>
<tr>
<td>Ms Kathryn Southworth</td>
<td>None</td>
</tr>
<tr>
<td>Ms Gunanganie Samanmala Wijeweera</td>
<td>Quality of Life Panel Member, Camden</td>
</tr>
</tbody>
</table>

## London Borough of Islington Public Constituency

<table>
<thead>
<tr>
<th>Governor Name</th>
<th>Declared Interests</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mr David Barry</td>
<td>Board Member of London Travel Watch; Chair of Governors at Ashmount School; Chair of Crouch Hill Park Strategic Board; Member of Islington School Forum; and Associate at ‘If:Book’</td>
</tr>
<tr>
<td>Mr Henry Okereafor</td>
<td>None</td>
</tr>
<tr>
<td>Ms Monika Schwartz</td>
<td>CEO Women's Therapy Centre; Director at Better Practice Advisers; and Trustee at RAISE.</td>
</tr>
<tr>
<td>Prof Wendy Savage</td>
<td>Chair, WG Edwards Charitable Trust; President, Keep Our NHS Public; and Press Officer, Doctors for a Woman’s Choice on Abortion.</td>
</tr>
<tr>
<td>Ms Martha Wiseman</td>
<td>Employee of BT plc. who are providers of ICT services to NHS, including the RIO application used by the C&amp;I; and Elected Trustee of Charity Carers UK</td>
</tr>
</tbody>
</table>
## REST OF CENTRAL NORTH LONDON PUBLIC CONSTITUENCY

<table>
<thead>
<tr>
<th>Governor Name</th>
<th>Declared Interests</th>
</tr>
</thead>
<tbody>
<tr>
<td>Ms Saira Nawaz</td>
<td>None</td>
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</tbody>
</table>

## SERVICE-USER CONSTITUENCY

<table>
<thead>
<tr>
<th>Governor Name</th>
<th>Declared Interests</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mr Richard Fletcher</td>
<td>None</td>
</tr>
<tr>
<td>Mr Mohamed Ismail Ibrahim</td>
<td>None</td>
</tr>
<tr>
<td>Mr Alasdair Macdougall</td>
<td>None</td>
</tr>
<tr>
<td>Mr Roger Searle</td>
<td>Member of the Liberal Democrats Party.</td>
</tr>
<tr>
<td>Dr Catherine Steven</td>
<td>GP in Haringey</td>
</tr>
<tr>
<td>Ms Brenda Williams</td>
<td>None</td>
</tr>
</tbody>
</table>

## STAFF CONSTITUENCY

<table>
<thead>
<tr>
<th>Governor Name</th>
<th>Declared Interests</th>
</tr>
</thead>
<tbody>
<tr>
<td>Ms Diana Brown</td>
<td>The Equality Officer for UNISON; An independent social worker for the purposes of undertaking 'Form F' assessments under the name of Inspiring Consultancy Services; A Parent Governor for Highgate Wood School; and My own home based business within the health, nutrition and wellbeing business (Forever Services).</td>
</tr>
<tr>
<td>Ms Nadia Du Plessis</td>
<td>None</td>
</tr>
<tr>
<td>Ms Lucy Mclean</td>
<td>Elected UNISON Branch Secretary; and Staffside Chair.</td>
</tr>
<tr>
<td>Mr Jonathan Purnell</td>
<td>UNISON member.</td>
</tr>
</tbody>
</table>
## NOMINATED GOVERNORS

<table>
<thead>
<tr>
<th>Governor Name</th>
<th>Nominated by</th>
<th>Declared Interests</th>
</tr>
</thead>
<tbody>
<tr>
<td>Ms Maureen Brewster</td>
<td>Voluntary Action Camden</td>
<td>Manager at Voluntary Action Camden (Voluntary Organisation / Charity).</td>
</tr>
<tr>
<td>Cllr Sally Gimson</td>
<td>London Borough of Camden</td>
<td>None</td>
</tr>
<tr>
<td>Prof Angela Hassiotis</td>
<td>University College London – Medical School</td>
<td>Grants from NIHR for non-commercially funded research; Fees from speaking engagements; Fees from consultancy to industry; and Member of various committees, e.g. grant giving bodies, NICE, IASSIDD.</td>
</tr>
<tr>
<td>Cllr Jean Kaseki</td>
<td>London Borough of Islington</td>
<td>Trustee/Director at Richard Cloudesley's Charity; Trustee/Director of Hanley Crouch Community Association; and Trustee/Director of Angel Community Canal Boat Trust.</td>
</tr>
</tbody>
</table>
| Mr Andy Murphy         | Islington Voluntary Action Council        | CEO Age Concern Islington Interests in various contract held with:  
  - London Borough of Islington;  
  - Islington CCG; and  
  - other bodies.                                                                                                                                                                                                 |
Minutes of the Foundation Trust Governors’ Meeting  
Held in the Conference Hall, St Pancras Hospital, 4 St Pancras Way,  
London, NW1 OPE  
Tuesday 2 December 2014 at 5:00pm

<table>
<thead>
<tr>
<th>Present:</th>
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<tbody>
<tr>
<td>Mr Leisha Fullick (Chair)</td>
</tr>
<tr>
<td>Trust and Council of Governors Chair</td>
</tr>
</tbody>
</table>

Public Governors – Camden:
| Dr Zaheer Afridi |
| Ms Ruth Appleton |
| Ms Kathryn Southworth |
| Ms Mala Wijeweera |

Public Governors – Islington:
| Mr David Barry |
| Lead Governor |
| Mr Henri Okereafor |
| Prof Wendy Savage |
| Ms Monika Schwartz |
| Ms Martha Wiseman |

Public Governors – Rest of North Central London
| Ms Saira Nawaz |

Service User Governors:
| Mr Richard Fletcher (from item 5) |
| Mr Roger Searle |
| Ms Brenda Williams |

Staff Governor:
- 

Nominated Governors:
| Ms Maureen Brewster |
| Appointed by Voluntary Action Camden |
| Dr Angela Hassiotis |
| Appointed by UCL Medical College |
| Cllr Jean Kaseki |
| Appointed by the London Borough of Islington |
| Mr Andy Murphy |
| Appointed Voluntary Action Islington |

Required Attendee:
| Ms Wendy Wallace |
| Chief Executive |

In Attendance:
| Mr Richard Broom |
| Non-Executive Director (Till Item 4) |
| Mr Paul Calaminus |
| Chief Operating Officer |
| Dr Sue Goss |
| Non-Executive Director |
| Ms Angela Harvey |
| Non-Executive Director |
| Ms Claire Johnston |
| Director of Nursing & People |
| Dr Vincent Kirchner |
| Interim Medical Director |
| Mr Kevin Monteith |
| Associate Director, Strategy and Corporate Development |
| Ms Cha Patel |
| Deputy Trust Chair |
| Dr Sylvia Tang |
| Deputy Chief Executive and Medical Director |
| Mr Martin Zielinski |
| Board Secretary (Minutes) |

This meeting was open to the public

Apologies Received on Behalf of:
| Mr Shahnewaz Ahmed |
| Public Governor, Camden |
| Ms Nadia Du Plessis |
| Staff Governor |
| Cllr Sally Gimson |
| Appointed Governor – London Borough of Camden |
| Mr Alasdair Macdougall |
| Service User Governor |
| Ms Lucy McLean |
| Staff Governor |
| Dr Catherine Steven |
| Service User Governor |

Absent Without Apologies:
| Ms Diana Brown |
| Staff Governor |
| Mr Mohamed Ismail Ibrahim |
| Service User Governor |
| Mr Jonathan Purnell |
| Service User Governor |
A service visit was available to North Islington Recovery & Rehabilitation Team ahead of this meeting which was unattended.

1. **GENERAL BUSINESS, INCLUDING STATUTORY ITEMS**

1.1 **Welcome, Apologies and Meeting Behaviour**

Ms Fullick welcomed everyone to the meeting. She especially welcomed new Governor Mr Andy Murphy and returning Governor Mr Roger Searle to their first meeting since being appointed in recent by-elections.

Apologies had been received from Mr Shahnewaz Ahmed; Ms Nadia Du Plessis; Cllr Sally Gimson; Mr Alasdair Macdougall; Ms Lucy Mclean; and Dr Catherine Steven.

Ms Diana Brown, Mr Jonathan Purnell and Mr Mohammed Ismail Ibrahim were absent without apologies.

The meeting was not quorate due to a lack of Staff Governor representation.

1.2 **Declaration of Interest**

A copy of the register detailing Governors' declared interests was received and no changes were requested.

No declared interest was considered to conflict with any item on this meeting's agenda.

1.3 **Minutes of the Previous Meetings**

The Council received and reviewed the draft minutes from its previous meeting on 2 September 2014. A small number of typographical corrections were requested.

The Council of Governors AGREED the minutes of its previous meeting on 2 September 2014 as complete and accurate records of that meeting, subject to the minor amendments discussed.

1.4 **Matters Arising**

The Council reviewed the matters arising from its last meeting on 2 September 2014. These were considered to have been completed, superseded or not yet due; with the exception of the following updates and comments:

1.4.1 **Matter Arising 4: Nominations & Remuneration Committee**

In addition to the provided updated there was some further discussion around the issue of NED pay. It was acknowledged that the Committee had re-visited this issue, decided that the Council’s decision had been final and that the matter was now closed. Mr Barry added that it was not an effective use of the Council’s time to re-visit work previously undertaken by its sub-committees.
1.4.2 **Matters Arising 7 & 10: Identification of Governors Knowledge and Skills.**

It was acknowledged that Mr Macdougall, who had been taking this matter forward, was undergoing some medical care and **this action was carried forward.** The Council noted is best wishes for Mr Macdougall’s speedy recovery.

Mr Macdougall / Mr Zielinski

1.4.3 **Matter Arising 12: Potential Governor Training**

It was noted that this completed action should have referred to the Mental Capacity Act, not the Mental Health Capacity Act.

2. **LEAD GOVERNOR’S REPORT**

2.1 Mr Barry provided a verbal update. He advised the Council that he had met with Mr David Jackland, the Trust’s new Associate Director of ICT, and had discussed the possibility of establishing Trust based e-mail accounts for Governors. He added that Prof Savage would be joining him in trialling ‘governor@candi’ accounts and **sought further volunteers from the Council.** This change would allow Governors to separate their Trust related business from their other affairs and improve security over Trust related, and potentially confidential, documents. If this proposal provided an effective improvement in Governor communications Mr Jackland would be happy to attend a future meeting to demonstrate the process. Mr Barry acknowledged Mr Fletcher’s comment that any change over would have to be well managed and supported. Ms Fullick was pleased to see progress was being made in relation to this on-going issue of Governor communication.

All Governors

The Council of Governors RECEIVED and ACCEPTED the verbal update provided by the Lead Governor.

3. **CHAIR’S REPORT**

3.1 Ms Fullick presented her regular update report to the Council. She acknowledged that a recent incident had received significant publicity in the press and, whilst this may put Governors in an awkward position as an interface between the public and the Trust, she could not discuss this matter further as it was still under investigation. She was aware that the press may link this incident to a rising demand for services and the availability of beds and added that Ms Wallace had recently been interviewed by the BBC on that issue. The Governors had previously been advised of this interview by e-mail and Ms Fullick would continue to work with Ms Wallace to consider the appropriate timing and level of information that could be shared with Governors.

In relation to Governor working groups, Ms Fullick highlighted that the Finance & Business Planning Group had not been successful having only attracted minimal attendance at its meetings. She advised that the other three working groups had been more successful and would continue to be held, with further thought given to how the topics of finance and business planning could be covered through other channels. A number of Governors supported the need to retain some form of financial oversight and a number of options on how this could be achieved were proposed, including adding a financial element to...
another working group or including some financial content in the 6 monthly joint Board/Council meetings. **Ms Fullick stated that she would give this matter further consideration and that any relevant decisions would be made by the Council’s Steering Committee.** Mr Murphy had yet to decide which working group to join and would follow this up with Mr Zielinski.

**A decision on Mr Mohamed Ismail Ibrahim being stood down as a member of the Council, due the fact he had been out of the country for a significant time period, was deferred to the next meeting due to a lack of quoracy.** Ms Appleton asked if there would be a further election to replace Mr Ibrahim and was advised that no action could be taken until Mr Ibrahim had been formally stood down from the Council. His replacement would then be addressed in line with the Trust’s constitution.

Ms Appleton commented on Ms Fullick’s reported dinner with Mr Simon Stevens, the new Head of NHS England. She made reference to the Transatlantic Trade and Investment Partnership (TTIP) trade agreement and was concerned that this may allow corporations to override national law and potentially take over aspects of NHS services. Ms Fullick responded that the Mr Stevens had said he would not agree to any measures that undermined the founding principles of the NHS and the free access to healthcare at the point of delivery.

**The Council of Governors RECEIVED and ACCEPTED the Chair’s update report.**

### 4. CHIEF EXECUTIVE’S REPORT

The Chief Executive introduced her regular report advising that there had been significant national and strategic activity in the NHS over recent months. She added that commitments had been made centrally to the release of additional funding and investment but it was not yet clear how this would be applied to services or address increasing demand.

Ms Wallace encouraged all Governors to read NHS England’s ‘Five Year Forward View’. She added that this strategic document gave indications of how services would be moved forward in the future with a focus on primary and mental health care. She added that the document was very informative, whilst being a clear and easy read.

The Council were advised that the referred to ‘Better Health for London Review’ by Lord Darzi had been commissioned by the Mayor of London. This report’s recommendations had no statutory status but it was worth noting that many important decision makers had fed into this report and it may give indications of how healthcare delivery may change in the future.

Ms Wallace went on to highlight the Trust’s ‘smoke free’ initiative and the success of the recent ‘Trust Awards’ event. She concluded by drawing attention to the financial performance overview appended to her report.

Mr Murphy noted the emphasis placed on preventative care measures and, as a new Governor, sought clarity what form such prevention took within mental health. He also queried the impact potential additional funding would have on the Trust. Ms Wallace responded that a small amount of additional funding had been
identified for this year, with more expected to be built into 2015/16 contracts. It was still to be decided where any extra funding would be focused and therefore what effect this would have on capacity. Preventative care was being driven forward through assessment processes and community care to reduce the need for inpatient episodes. Ms Appleton commented that, in her charitable work, she operated a prevention model which noted the need for housing and financial support, in addition to health care.

In response to a question from Dr Afridi, Ms Wallace advised that waiting times were to be measured from when a care need was first identified through to when the right form of treatment actually commenced, not just until an individual was first seen within the Trust.

In response to a query from Cllr Kaseki, Ms Wallace advised that the Trust had increased the number of physical health screenings taking place and that a number of local and Trust-wide initiatives were underway to improve the physical health of its service users.

Ms Fullick thanked Ms Wallace for her report and the Governors for the ensuing discussions.

The Council of Governors RECEIVED and ACCEPTED the Chief Executive’s report.

5. CQC Inspection Visit Progress Report

5.1 Ms Johnston was invited to present this report to the Council. She advised the Council that the Trust had submitted an action plan to the Care Quality Commission (CQC) at the end of September 2014 which set out how it would address the weaknesses reported by the CQC as a result of their earlier inspection of Trust services. The CQC had fully accepted the Trust’s proposed action plan and had only requested two amendments which were to shorten the planned timescales to undertake actions relating to the management of falls; and a rapid improvement plan within the Psychiatric Intensive Care Unit. The Trust had made the requested changes to its action plan and these had been agreed with the CQC.

Ms Johnston advised that the paper also outlined the governance structures put into place to ensure that all required actions were undertaken in line with the agreed timeframe and that eleven expert leads had been identified across the Trust to drive these actions forward. She added that the Trust’s Quality Committee was closely scrutinising progress against the action plan. She specifically highlighted that anti-ligature work was progressing as planned, with Laffan ward now re-opened after relevant refurbishment work, and that £48k had been identified to make improvements in the management of falls.

The Council were advised that the Trust’s inspection had been part of a second wave of pilot inspections and therefore the inspection processes adopted were still being refined.

Ms Fullick thanked Ms Johnston for providing this presentation and was pleased to note that she had highlighted those areas that may have been of concern to the Council.

Dr Goss, in attendance as the Chair of the Quality Committee, commended this report and the submitted action plan. She added that a new lead for the Mental Capacity Act had recently taken up
post and would help drive forward relevant actions.

Ms Appleton, referring to the anti-ligature work, acknowledged that such improvement reduced the risk of service user suicide but felt that more emphasis should be place on one-to-one relationships, with the time spent between service users and staff having a greater preventative impact. Ms Johnston concurred that such relationships were extremely important but highlighted that the CQC had raised no concerns over staff/service user interaction within the Trust. The focus of their concern was weaknesses in environmental risks not being promptly identified and addressed.

Ms Schwartz stated her disappointment that no Staff Governors were in attendance to share their thoughts on these issues and comment on staff safety and work pressures, especially in relation to the number of temporary staff engaged within the Trust. Ms Johnston advised that the Trust was working hard to recruit staff and reduce the need for temporary staff cover but that this made more difficult by the competitive labour market in London. She added that the Trust reported safe staffing levels on a monthly basis, under the watchful eye of the Board.

Dr Afridi queried service users’ involvement in their care plans. Ms Johnston advised that all service users were involved in the production of their care plans, with their family also being involved where appropriate. She added that the CQC had no concerns in relation to maintaining care plans within the Trust.

Mr Okereafor queried the quality of available temporary staff. Ms Johnston had no concerns in this area with the Trust securing the majority of temporary nursing staff from NHS Professionals. She added that most additional nursing staffing requirements were met by the Trust’s own staff working additional shifts via NHS Professionals. In response to a question from Mr Fletcher, Ms Johnston advised that agency usage, outside of NHS Professionals, was minimal; reducing the impact of high and varied agency commission rates on the Trust. She added that temporary staff usage was in line with the Trust’s existent vacancy rate, which currently varied across services from 5 - 17%.

Ms Fullick noted the Council’s level of interest in this topic and thanked Ms Johnston for her presentation.

The Council of Governors RECEIVED and ACCEPTED the CQC Inspection Visit Progress Report.

6. **BIG TOPIC – ACUTE AND CRISIS MH CARE (Demand & Bed Management)**

Ms Fullick introduced Mr Paul Calaminus who provided a slide based presentation on service demand and bed management. Mr Calaminus outlined the role of the Trust’s crisis teams and took the Council through the care pathway for acute and crisis services. He went on to outline the level of home treatment activity and the changing demand for acute inpatient beds. He explained how service demand had changed over the last few years and a more recent increase in the number of new service users accessing services that had no prior care history with the Trust. The points that stood out in the presentation were the fact that the number of crisis team referrals...
had more than doubled since 2010 and that approximately 40% of those being referred were completely new to the Trust’s services.

Ms Fullick thanked Mr Calaminus for a clear and informative presentation that highlighted the financial and management pressures facing the Trust; and mental health services across London. She invited comments and questions from the Council.

Ms Williams referred to service users with Community Treatment Orders and asked what happened to individuals that had received six weeks of treatment. Ms Wallace advised that she was referring to treatment provided through recovery centres where treatment was intended to be short term and involved intensive therapeutic care. She added that the length of care provided was related to clinical need and not restricted to six weeks. Once a service user was fit for discharge they would be supported within the community in line with their individual care plan.

Cllr Kaseki queried if statistics were retained for the number of service users returning to work as gainful employment had a positive effect on recovery. Ms Wallace responded that such data was not retained by the Trust but acknowledged the major importance of service user rehabilitation back into normal life.

Ms Schwartz asked if the increase in demand reflected increases in women being trafficked or subject to domestic violence. Ms Wallace advised that there was increased demand across all Trust services with no evident impact attributable to either of these issues. Dr Kirchner, in his role as Medical Director, advised that no cases of trafficking had been identified among the Trust’s service users.

Prof Hassiotis, noting the drive to increase community care and reduce bed demand, asked whether this was a London-wide issue or specific to the Trust. Ms Wallace stated that this was a pertinent question as demand for, and availability of, mental health beds varied across London although exact levels of referrals and availability were not known. Following on from her correspondence with NHS England, they had agreed to provide £60k to undertaken a review across London’s mental health providers to establish what issues were common across the city.

Mr Okereafor commented that increased pressure on services and negative press reporting may have a negative effect on carers. Ms Wallace acknowledged this point and assured him that all crisis assessments took full account of each individual’s living arrangements and, where appropriate, involved the service user’s supporters in the development of their care plan.

Prof Savage asked about the statistic in the presentation that 16% of those seen by crisis teams had come from other mental health units. Ms Wallace advised that this purely reflected the transient and mobile population within London; and the number of individuals being treated elsewhere that sought help while they were within the Trust’s geographical area.

Mr Murphy asked at what stage this increasing demand would become unsustainable. Mr Calaminus responded that sustainability was already an issue with the Trust running at practically full capacity on a daily basis. There were reserve funds allowing treatment to be provided but the problem was the availability of beds. The need to move patients around and place them with external providers was not ideal and in the long term could negatively affect the Trust’s clinical and cost effectiveness.
Ms Fullick thanked Mr Calaminus for a clear and informative presentation that had highlighted to the Council the issues affecting the Trust and encouraged much worthwhile debate.

The Council of Governors RECEIVED and ACCEPTED the provided presentation on service demand and bed management.

7. ITEMS FOR INFORMATION

7.1 Nominations & Remuneration Committee Report to the Council

Prof Savage, as Chair of this Committee, took the provided update report as read; adding that 14 NED applications were being reviewed for shortlisting.

The Council of Governors RECEIVED and ACCEPTED the updated provided by the Nominations and Remunerations Committee.

7.2 Council of Governors' Working Group Feedback

Written feedback was provided from the following working group meetings:

- Membership Group meeting held on 2 October 2014;
- Service User, Staff Experience & Quality Working Group meeting held on 7 October 2014; and
- St Pancras Site Development Working Group meeting held on 27 October 2014.

In relation to the Membership Group, its Chair (Prof Savage) highlighted the success of the Trust’s first ‘medicine for members’ event on 29 September that had attracted 25 people.

The remainder of the provided briefings were taken as read.

The Council of Governors RECEIVED and ACCEPTED the feedback provided on the latest meetings of its working groups.

8.3 Steering Committee Minutes

The Council received the approve minutes from its Steering Committee’s meeting on 30 July 2014.

The Council of Governors RECEIVED and ACCEPTED the approved minutes for the Steering Committee meeting on 9 April 2014.
8.4 Trust Board Minutes

The Council received the approved minutes from the public Trust Board meetings on 31 July and 25 September 2014.

Prof Savage commented that the July minutes related to a period that had passed some time ago. She was advised that this was the first meeting of the Council since these minutes had been agreed and that all Public Board minutes were published on the Trust’s public website once approved.

The Council of Governors RECEIVED and ACCEPTED the approved minutes for the Trust’s Public Board meetings on 31 July and 25 September 2014.

9. MOTIONS AND QUESTIONS
9.1 No motions or questions had been lodged for this meeting.

10. URGENT MOTIONS AND QUESTIONS
10.1 No urgent motions or questions had been submitted for this meeting.

11. BACKGROUND PAPERS
11.1 No additional background papers were issued for this meeting.

12. DATE OF NEXT MEETING
12.1 Date of next meeting: 10 February 2015.

13. CLOSE

Ms Wiseman advised the Council that she had recently attended a Carers Partnership meeting at the Trust and highlighted the importance of the Governor representation at such meetings.

Ms Fullick thanked everyone for their attendance and worthwhile contributions. She closed the meeting at 7:15pm, inviting everyone to join her for festive refreshments in the adjoining side of the Conference Hall.

I certify that these are fair and accurate minutes of the stated meeting.

............................................. ........................
(Council of Governors Chair)  (Date)
Minutes of the Foundation Trust Governors’ Meeting  
held in the Conference Hall, St Pancras Hospital, 4 St Pancras Way,  
London, NW1 OPE  
Tuesday 2 September 2014 at 5:00pm

Present:  
Mr Leisha Fullick (Chair)  
Trust and Council of Governors Chair  

Public Governors – Camden:  
Dr Zaheer Afridi  
Mr Shahnewaz Ahmed  
Ms Ruth Appleton  
Ms Kathryn Southworth  

Public Governors – Islington:  
Mr David Barry  
Mr Henri Okereafor  
Prof Wendy Savage  
Ms Monika Schwartz  
Ms Martha Wiseman  

Public Governor – Rest of North Central London:  
Ms Saira Nawaz  

Service User Governors:  
Mr Richard Fletcher  
Mr Alasdair Macdougall  
Ms Brenda Williams  

Staff Governor:  
Ms Lucy McLean  

Nominated Governors:  
Ms Maureen Brewster  
Nominated Governor, VAC (Items 1.7 till end)  
Cllr Jean Kaseki  
London Borough of Islington  

Required Attendee:  
Ms Wendy Wallace  
Chief Executive  

In Attendance:  
Mr Richard Brooman  
Non-Executive Director  
Mr Paul Calaminus  
Chief Operating Officer  
Ms Lucy Bubb  
Deloitte (Trust’s External Auditors)  
Ms Sarah Charles  
Senior Independent Director (Items: 1.1 – 1.5)  
Mr Jonathan Fisher  
Membership Project Manager  
Dr Sue Goss  
Non-Executive Director  
Mr Kevin Monteith  
Associate Director, Strategy and Corporate Development  
Ms Cha Patel  
Deputy Trust Chair  
Dr Sylvia Tang  
Deputy Chief Executive and Medical Director  
Mr Martin Zielinski  
Board Secretary (Minutes)  

This meeting was open to the public  

Apologies Received on Behalf of:  
Ms Diana Brown  
Staff Governor  
Ms Nadia Du Plessis  
Staff Governor  
Dr Angela Hassiotis  
Nominated Governor – UCL Medical College  
Ms Mala Wijeweera  
Public Governor, Camden  

Absent Without Apologies:  
Mr Mohamed Ismail Ibrahim  
Service User Governor  

Minutes of the Governors’ Meeting on 2 September 2014  
Version: DRAFT v2
Prior to this meeting there was a Governor service visit to ‘The Rivers’ crisis house that was attended by Ms Ruth Appleton; Mr Alasdair Macdougall; Prof Wendy Savage; and Ms Brenda Williams.

There was an additional session immediately before this meeting, facilitated by Mr Alasdair Macdougall, to discuss and identify the skills and knowledge held by Governors, and how these could be supported and enhanced by the Trust. This session was attended by Ms Ruth Appleton; Mr David Barry; Mr Richard Fletcher; Prof Wendy Savage; and Ms Brenda Williams.

1. GENERAL BUSINESS, INCLUDING STATUTORYITEMS

1.1 Welcome, Apologies and Meeting Behaviour

Ms Fullick welcomed everyone to the meeting. She especially welcomed Ms Brenda Williams back to the Council after a period of illness.

Apologies had been received from Ms Diana Brown; Ms Nadia Du Plessis; Dr Angela Hassiotis; and Ms Mala Wijeweera.

Ms Fullick advised the Council that Mr Fisher would be taking pictures during the meeting for inclusion in a new Governors’ Annual Report for Trust members. She added that each attendee had been given a mock-up of the proposed layout and content of this report on arrival and that any feedback on it should be submitted to the Board Office through the normal channels. It was aimed to have the final report available in time for the Annual Members Meeting on 16 October 2014.

Ms Fullick also advised that Dr Sylvia Tang, who was in attendance, would shortly be leaving her post as Deputy Chief Executive/Medical Director at the Trust for a new position. She invited all Governors to join Sylvia for a farewell drink after the joint Board/Council meeting to be held of 25 September 2014.

The meeting was quorate.

1.2 Declaration of Interest

The schedule of declared interests was reviewed. It was noted that two additional declarations had been submitted by Prof Savage which would be included in the next update of the schedule. These were to declare that she was President of ‘Keep Our NHS Service Public’; and Press Officer for ‘Doctors for a woman’s choice on abortion’.

No declared interest was considered to conflict with any item on this meeting’s agenda.

1.3 Minutes of the Previous Meetings

The Council received and reviewed the draft minutes from its previous meeting on 13 May 2014. Ms McLean requested one amendment to clarify that the 2014 1% non-recurrent pay award was not payable to all staff, as those receiving an incremental pay increase during the year had were excluded.

Mr Zielinski
The Council of Governors AGREED the minutes of its previous meeting on 13 May 2014 as complete and accurate records of that meeting, subject to the discussed amendment.

1.4 Matters Arising

The Council reviewed the matters arising from its last meeting on 13 May 2014. These were considered to have been completed, superseded or not yet due; with the exception of the following updates and comments:

1.4.1 Matter Arising 2: Unexpected Death Data

Prof Savage acknowledged that further discussion on this data had taken place at the recent meeting of the Steering Committee but she stated that she had not received any figures related to such incidents. She felt that such data should be shared with all Governors. Ms Wallace and Prof Savage agreed to discuss this further outside of the meeting.

1.4.2 Matter Arising 9: Board Minutes

Mr Zielinski was asked to ensure that bed usage and demand be put forward to the Steering Committee as a future ‘big topic’ for a Council meeting.

1.4.3 Ms Mclean raised an additional matter arising from the last meeting. She stated that the Staff Governors and Trust workforce were deeply disappointed with the pay award the Council had agreed to award Non-Executive Directors at its last meeting. She acknowledged that, while she was not in attendance, the decision made did result from a fair vote. She appealed to the Council to reconsider its decision. Ms Fullick advised that Prof Savage would consider these comments at the next meeting of the Council’s Remuneration and Nominations Committee, which she chaired.

1.5 Chair’s Appraisal Summary

Ms Fullick left the room for this item and Ms Charles took the chair. Ms Charles was pleased to present the annual Chair’s appraisal summary, Ms Fullick’s first, to the Council. She highlighted that feedback on Ms Fullick’s performance was very positive and commended her efforts to familiarise herself with the NHS and her immediate efforts to make improvements, especially in the area of Governor engagement. The Council were directed to Ms Fullick’s recorded response to her appraisal contained within the presented paper. She had acknowledged that taking on the role of Chair had been challenging, with a lot to learn, and that she had found the appraisal process to be interesting and helpful in directing her future efforts. Ms Charles concluded that Ms Fullick’s response showed that she had been more critical of her own performance, than any of the other feedback received.

Ms Charles went on to stress that engaging in the Chair’s appraisal was one of the few requirements of the Governors and that she was
disappointed that only 52% of Council members had taken the opportunity to provide feedback. This left her with two questions: what could the Trust do to encourage wider Governor engagement; and how could the appraisal process itself be improved to allow more Governors to engage with this statutory duty. She did not expect Governors to respond to these points immediately but she did request that feedback be provided to the Board Office, where any comments would be considered. Cllr Kaseki stated that he would welcome the opportunity to discuss this matter by telephone and Ms Charles agreed to contact him. She invited all other Governors to advise the Board Office if they would like her to call them for a similar discussion. Prof Savage commented that the response rate among public Governors was much higher, at 72%, and that there may be a need to focus efforts to increase response rates at other constituencies.

The Council of Governors RATIFIED the feedback and results from the Chair’s 2014 appraisal.

Ms Fullick resumed the chair for the rest of the meeting.

1.6 Receipt of the Trust’s Annual Accounts and Annual Report 2013/14 (including the Quality Accounts)

Ms Wallace introduced this sizeable document advising the Council that they had each received a copy with their papers and their duty, as a Council of Governors, was to receive this final and published version. She advised that it was not feasible to go through this document in detail at this meeting but highlighted that Governors may find the introductions from the Chair and Chief Executive, along with the strategic report and quality sections, to be informative and of interest. She presented apologies on behalf of Mr David Wragg, Director of Finance, who was not able to attend but was pleased to welcome Mr Richard Brooman, Non-Executive Director and Chair of the Trust’s Audit & Risk Committee and Ms Lucy Bubb from Deloitte, the Trust External Auditors; between them they would take any questions on the Trust’s accounts. The Council were invited to comment or raise questions on the presented document.

Dr Afridi, stating he had not yet read the document, questioned whether there was sufficient detail on equality and diversity within the report. He was directed to several sections in the report that covered that topic by Ms Wiseman and Mr Monteith. Ms Fullick added that all trusts were required to prepare specific annual report on equality and diversity, with the latest C&I report for 2013 being publicly available on the Trust’s website.

Ms Schwartz noted that incidents of severe harm and death appeared to be rising and proposed that this could be a matter for discussion by the Council in the future. Ms Wallace responded that the number of such incidents were small and should be kept in perspective. She assured the Council that all such incidents were subject to a full investigation and report. The Trust’s Quality Committee regularly reviewed all such incidents and considered if there were any underlying themes or trends.
Ms Schwartz also stated that she understood it had been reported that staff were feeling less physically safe in their roles. Ms Wallace advised that this did not relate to the Annual Report but may have been picked up from the annual staff survey results. She assured the Council that a specific working group had been established to fully consider and manage any incidents of violence, aggression and discrimination. She added that a smaller survey was underway, with the assistance of Unison, to establish if such issues were being addressed and concerns reduced. She advised that all other aspects of the staff survey showed improved results when compared to the previous year.

Mr Fletcher commended the Trust on the amount of research work undertaken. He queried if the Trust had a Research Ethics Committee and whether it retained an Archivist. He was advised that there was a regional Research Ethics Committee which covered the Trust’s geographical area. In addition there was a Trust librarian, although that role was focused on assisting staff research, not external queries. Ms Wallace advised that the Trust’s Annual Research and Development Report detailed all the reports published by staff related to the Trust during the last year and that Governors may find that report of interest.

Cllr Kaseki advised that Islington Borough had an Assistance and Advice Team. He highlighted the importance of staff being welcoming and using the correct language. He noted training was mentioned in the report and sought clarity if this included equality training for staff. Ms Wallace assured him that equality training was mandatory for all Trust staff.

Ms Appleton stated that this document was a typical example of the formal and detailed papers that were presented to Governors. She was concerned that Governors were not experts in all the areas covered by such reports and therefore may struggle to provide approval. Ms Wallace assured her that the Council were only required to receive this report for information. They may wish to ask questions on its content but it had already been formally approved by the Board, who were accountable for the report, after much discussion and consideration. Ms Fullick acknowledged the wide range of documents presented to Governors within restrictive time constraints and advised that she would discuss this matter with the Trust Secretary.

There was a brief discussion on the training that was available to Governors, which also considered the pre-meeting skills and knowledge session facilitated by Mr Macdougall. Mr Macdougall advised that he would feedback on that session to the next meeting of the Steering Committee.

The Council of Governors received the Trust’s Annual Accounts and Annual Report 2013/14 (including the Quality Accounts).

1.7 Report From the Council’s Nominations & Remuneration Committee Meeting on 30 July 2014.
Prof Savage presented this report, taking it as read. She highlighted that the Committee’s current main task was to manage the processes to replace Deputy Trust Chair / Non-Executive Director, Ms Cha Patel, in 2015. She added that a replacement would be sought who possessed both finance and property skills; and ideally from a BME background to widen the range of ethnicities on the Board. This would of course be dependent on the applications received. Comments and questions were invited from the Council.

Ms Appleton, a member of this Committee, stressed the need to promote this vacancy in publications relevant to ethnic minorities. Prof Savage advised that she understood the consultant used for the last Non-Executive Director’s recruitment took such action but she acknowledged that this had not been verified in writing. Closer attention would be paid to this matter during this next recruitment.

Ms Brewster advised that she had experience of BME recruitment and had found that inviting local people to visit the organisation for a tour and discussion of the role could prove beneficial. She added that suitable local candidates may fail to put themselves forward due to a lack of understanding of the Non-Executive Director role. Ms Wiseman supported this view, suggesting the use of local press and holding an open day to make the post more accessible to the local community. This type of event would also raise awareness of the Trust within the local community and spread news of the post via word of mouth. Cllr Kaseki suggested that local organisations BME Islington and BME Camden could be approached directly to source candidates. Prof Savage thanked her colleagues for these interesting and helpful suggestions.

Ms Southworth stated the need to be careful in how the vacancy is worded. She was unclear what exactly was meant in the presented paper by stating that BME applicants were “welcome”. Dr Afridi added that required experience had to be carefully phrased as, while financial experience may be desirable, it should be ensured applicants did not think an accountancy qualification was required. Prof Savage responded that this initial paper was purely to gain approval to start the recruitment process and assured the Council that more thought would be given to any wording used during the actual recruitment process.

The Council of Governors APPROVED its Remuneration & Nominations Committee to commence the proposed processes to recruit a new Non-Executive Director to replace Ms Patel at the end of her term of office.
2. **CHAIR’S REPORT**

The Chair took her report as read and invited questions from the Council. See proposed that the Council of Governors’ Finance & Business Planning Group be disbanded, with its members invited to join other working groups, due to a lack of attendees at the two meetings held to date. The general consensus of the Council was that it was important to have a group covering these topics and the issue of allowing Governors to attend more than one working group should be re-visited. It was agreed that this matter would be considered further at the next meeting of the Steering Committee.

There were no further questions.

Ms Fullick advised that she would be starting a second round of Governor constituency lunches in the near future and welcomed Governor feedback on how attendance at these sessions could be improved.

Ms Fullick advised that Governors Ms McLean, Ms Williams and Mr Ibrahim had all missed the last three meetings of the Council. It was acknowledged that Ms McLean and Ms Williams had explained their absence and the Council were happy for them to continue as Governors. It was agreed that, as Mr Ibrahim was a Service User Governor, that any decision on his continuing membership would be deferred to the next meeting whilst efforts were made to contact him.

Prof Savage commented that the Governor skills session, facilitated by Mr Macdougall ahead of this meeting, had been poorly attended. It was agreed a second session would be held ahead of the December Council meeting and Governors encouraged to attend.

Ms Fullick concluded by inviting all Governors to attend the Trust’s Open Day & Family Fun Day in St Pancras Gardens on Sunday 14 September 2014. She would also welcome any subsequent feedback from Governors on the event. Ms Nawaz commented how much she had enjoyed the inaugural open day the previous year and Ms Brewster added that she would encourage local Mental Health Champions to attend.

**The Council of Governors RECEIVED and ACCEPTED the Chair’s report.**

3. **CHIEF EXECUTIVE’S REPORT**

The Chief Executive introduced her regular report, taking it as read, and invited questions from the Council. She did highlight the successes of two staff members, Dr Melinda Rees and Ms Harrier Wells that were detailed in the report. Ms Schwartz stated that she knew Dr Rees and commended the excellent work she had undertaken whilst at the Trust. Prof Savage requested that the minutes record the Council’s appreciation of these staff achievements. She also said that the entire Council was sorry to see Dr Tang leave the Trust and the Governors wished her well for the future.

In response to a request from Cllr Kaseki, Ms Wallace provided more background information on the London Health Commission.
Ms Appleton stated that, the previous day, she had attended a conference at Voluntary Action Camden where she had met a number of new people employed by housing associations. She was concerned that some of those providing social work care were now employed by such housing associations and were not appropriately qualified social workers. Ms Wallace advised that the Trust did work closely with some housing associations but it has no role in regard to the provision, or supervision, of such social work staff. Ms Fullick added that, whilst she understood the concern raised, it was not within the gift of the Council to address such matters.

Mr Fletcher queried if the Trust had any dealings with victims of torture. He was advised that the Trust had no formal care pathway for such cases but that such victims may come into contact with the Trust via its traumatic stress services.

The Council of Governors RECEIVED and ACCEPTED the Chief Executive’s report.

4. LEAD GOVERNOR’S REPORT

Mr Barry provided a verbal update on several items. He advised that he was continuing to try and improve IT and communications for Governors. He would be meeting with the Trust’s new Associate Director of ICT, once appointed. He added that he would also be meeting with the Trust’s Webmaster and that he was pleased to note that the Trust’s website was being refreshed.

Mr Barry advised that he had attended a recent Healthwatch event, representing the Council and the Trust, to encourage people to become sign up to Trust membership. He found that there was significant interest in membership and that this may have been encouraged by the informal setting, where people may have felt more relaxed about asking questions on what being member involved. He encouraged all Governors to take up any opportunity to take part in similar events and to meet the members and public they represent.

Mr Barry stated that he had been pleased to be invited to, and to attend, the recent CQC Quality Summit where the CQC had reported the findings from their recent inspection of the Trust. The Trust also presented their responses to these finding at that meeting. He felt it was important that his invitation, along with a Governor focus group held as part of the inspection visit, acknowledged the role of the Governors within the Trust.

The Council of Governors RECEIVED and ACCEPTED the verbal update provided by the Lead Governor.
5. **BIG TOPIC – Feedback from the CQC’s Inspection of the Trust**

Ms Wallace provided a slide based presentation on the CQC’s inspection process and highlighted their reported findings, detailing what the Trust was considered to have done well and those areas for improvement. She was pleased with the number of positive findings that had been included in the CQC’s reports.

Ms Fullick was confident that this would not be the last time the Council considered the outcomes from this CQC’s inspection. She noted that not all of the subsequent reporting in the local press had been positive. Governors were invited to raise any questions they may have, or discuss any issues, arising from the CQC inspection or Ms Wallace’s presentation.

Ms Wiseman suggested that required actions from the CQC inspection should become a regular item on the Steering Committee’s agenda until they were all addressed. Ms Fullick agreed to this proposal.

Ms Brewster commented on the need to be mindful of the language used as she had picked up on references to ‘successful suicides’, although she could not remember where from. Ms Fullick assured her that such wording had not been used in any of the CQC’s reporting or any responses from the Trust.

Cllr Kaseki stated that he would welcome some form of briefing or training for Governors to explain the Mental Capacity Act. It was agreed that this proposal would be passed to the Steering Committee for consideration.

In response to a question from Mr Fletcher, Ms Wallace provided more detail on the approach taken by the CQC in undertaking their inspection of the Trust.

Mr Macdougall stated that he had noted concerns over service users’ care plans. Ms Appleton added that she had heard that not all service users had a care plan. Ms Wallace added that the CQC had been impressed with the quality of care plans within the Trust, although one ward had been found to be lacking in that area. Action plans were in place to address this issue. She assured Ms Appleton that all service users in crisis and outreach services would possess a care plan but efforts were required to improve some service users’ understanding of what actually constituted their care plan.

Prof Savage referred to the different IT systems operated by the Trust and local authorities which required some duplication of input for some cases, such as learning disabilities. She considered this a waste of valuable resources. Ms Wallace acknowledged this point but advised that there was no system on the market that was fully compatible with the needs of both organisations. She assured the Council that data input officers were used to transfer and re-enter data, rather than misuse the time of skilled professions.

Prof Savage queried why the Trust only provided male PICU (Psychiatric intensive care units) services. Ms Wallace responded that this reflected demand. The demand for female PICU was 0 - 4 beds at any one time and mixed wards with this number of women were unsafe. Arrangements existed to provide the required services elsewhere should a female present with a need for that type of care.
Ms Schwartz queried what was being done to tackle the issues raised relating to restraint and rapid tranquillisation. Ms Wallace stated that the Trust followed NICE guidance, although this recently been changed, in relation to restrain positons and staff were being re-trained in line with this latest guidance on a team by team basis.

The issue of illegal drugs being taken on wards was also raised by Ms Schwartz. Ms Wallace advised her that efforts had been made to tackle illegal drugs within the hospital with support from the Trust’s Local Security Management Specialist and through the use of random checks with sniffer dogs. Consideration would be given to how search techniques could be further improved but ultimately all such action only functioned as deterrent as it was extremely difficult to fully secure the Trust from all illegal drug usage. The type of drugs likely to be used was briefly discussed with it being acknowledged that any such substances could have a material negative effect on those with mental health issues.

Ms Schwartz stated her disappointment that service users at the Trust’s newly opened crisis house had failed reflect the local BME community, an issue which she understood it aimed to address. Ms Wallace responded that the new crisis house had been opened to increase capacity and that it did aim to engage with young males from a BME background. Ms Brewster mentioned that a number of young black males signed up to support and become involved with this new crisis house at the recent Voluntary Action event mentioned earlier by Ms Appleton. Cllr Kaseki advised that a BME conference was to be held later that year in Islington Town Hall which would provide an opportunity to engage with the local BME community.

Ms Appleton commented that mental health service users have 20 years less life expectancy and a lower than average quality of life. She also queried the number of BME service users who had died whilst under restraint. Ms Wallace responded that the Trust was well aware that poor physical health was disproportionately high among those with mental health issues and that many work streams were underway within the Trust, and nationally, in attempt to address that issue. She added that no Trust service user had died whilst being restrained and that all instances of restraint were fully reviewed after the event.

Ms Fullick wrapped up discussion on this item and thanked everybody for their input and engagement.

The Council of Governors RECEIVED the presentation on, and DISCUSSED the Trust’s recent CQC inspection.
6. ITEMS FOR INFORMATION


Prof Savage noted the data for attendance at the January 2014 meeting was incomplete.

The Council of Governors RECEIVED and ACCEPTED the Nominations Committee Annual Report to the Council of Governors 2013/14.

6.2 Council of Governors’ Working Group Feedback

Written feedback was provided from the following working group meetings:
- Finance & Business Planning Working Group meeting held on 15 July 2014;
- Membership Group meeting held on 10 July 2014;
- Service User, Staff Experience & Quality Working Group meeting held on 15 July 2014; and
- St Pancras Site Development Working Group meeting held on 14 July 2014.

The Council of Governors RECEIVED and ACCEPTED the feedback provided on the latest meetings of its four working groups.

6.3 Steering Committee Minutes

The Council received the approved minutes from its Steering Committee’s meeting on 9 April 2014.

The Council of Governors RECEIVED and ACCEPTED the approved minutes for the Steering Committee meeting on 9 April 2014.

6.4 Trust Board Minutes

The Council received the approved minutes from the public Trust Board meetings on 24 April and 27 May 2014.

The Council of Governors RECEIVED and ACCEPTED the approved minutes for the Trust’s Public Board meetings on 24 April and 27 May 2014.
7. **MOTIONS AND QUESTIONS**

7.1 No motions or questions had been lodged for this meeting.

8. **URGENT MOTIONS AND QUESTIONS**

8.1 No urgent motions or questions had been submitted for this meeting.

9. **BACKGROUND PAPERS**

The Governors received the following background papers:

9.1 • Trust Complaints Leaflet;
• Quarter 1, 2014/15 Performance Report; and
• Quarter 1, 2014/15 Financial Summary.

10. **DATE OF NEXT MEETING**

Date of next meeting: 2 December 2014.

11. **CLOSE**

Ms Fullick asked for a Governor volunteer to attend the next Careers Partnership meeting at the Trust at 10:30am on 4 November 2014 at the Trust. (Ms Martha Wiseman advised the Board Secretary before leaving that she would attend this meeting.)

The Chair, thanking everyone for their attendance and worthwhile contributions, closed the meeting at 7:10pm.

I certify that these are fair and accurate minutes of the stated meeting.

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(Council of Governors Chair) (Date)
## Matters Arising from the Council of Governors Meeting

**On 2 December 2014**

<table>
<thead>
<tr>
<th>No</th>
<th>Minute Ref.</th>
<th>Matters Arising:</th>
<th>Action Owner:</th>
<th>By When:</th>
<th>Update/Status:</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>1.4.2</td>
<td><strong>Matters Arising 7 &amp; 10: Identification of Governors Knowledge and Skills.</strong></td>
<td>Mr Macdougall / Mr Zielinski</td>
<td>07/01/15</td>
<td><strong>Superseded.</strong> This item has been discussed again by the Council’s Steering Committee, where it was agreed that all Governors are requested to complete the originally issued questionnaire at this meeting.</td>
</tr>
<tr>
<td>2</td>
<td>2.1</td>
<td><strong>Lead Governor’s Report</strong></td>
<td>All Governors</td>
<td>31/01/15</td>
<td><strong>Superseded.</strong> Item in the Lead Governor’s report on this agenda.</td>
</tr>
<tr>
<td>3</td>
<td>3.1</td>
<td><strong>Chair’s Report</strong></td>
<td>Ms Fullick / Ms Wallace</td>
<td>31/01/15</td>
<td><strong>Completed.</strong> The ‘big topic’ on this meeting’s agenda reflects discussions held.</td>
</tr>
<tr>
<td>4</td>
<td>3.1</td>
<td><strong>Chair’s Report</strong></td>
<td>Ms Fullick</td>
<td>07/01/15</td>
<td><strong>Completed.</strong> It is aimed to re-establish a finance related group with a focus on the appointment of the Trust’s auditors, as detailed in the Chair’s Report on this agenda</td>
</tr>
<tr>
<td>No:</td>
<td>Minute Ref.</td>
<td>Matters Arising:</td>
<td>Action Owner:</td>
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<tr>
<td>5</td>
<td>3.1</td>
<td>Chair’s Report</td>
<td>Mr Murphy / Mr Zielinski</td>
<td>31/01/15</td>
<td>Completed. Mr Murphy has decided to join the Council’s Service User/Staff Experience &amp; Quality working group.</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Mr Murphy is to decide which working group to join; with assistance from Mr Zielinski.</td>
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<tr>
<td>6</td>
<td>3.1</td>
<td>Chair’s Report</td>
<td>Ms Fullick / Mr Zielinski</td>
<td>31/01/15</td>
<td>Completed. Item in the Chair’s report on this agenda.</td>
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<td>The decision on Mr Mohamed Ismail Ibrahim’s continuing membership of the Council is deferred to the next meeting.</td>
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Code:  
- **Green**: Completed / Not yet due.  
- **Yellow**: Review / action required at meeting.
This was a meeting held in public attended by a number of Trust Governors; members of staff and the general public.

1. Welcome

Ms Fullick introduced herself and welcomed everyone to the Trust’s 2014 Annual Members Meeting in this British Library venue. She advised the audience that there would be filming and photographs taken at the event and invited those not wishing to be videoed to move to one side of the auditorium, where they would not be filmed.

Apologies were recorded from Board members: Ms Cha Patel (Deputy Trust Chair); Ms Angela Harvey (Non-Executive Director) and Ms Claire Johnston (Director of Nursing & People). Appointed Governor, Cllr Jean Kaseki, also submitted his apologies for this meeting.

The meeting was quorate.
Ms Fullick outlined the event’s agenda and introduced the attending members of the Trust Board; along with Mr David Barry, the Trust’s Lead Governor. She explained the structure and responsibilities of the Trust Board and the statutory requirements in having this meeting. See added that, in addition to the required elements of the meeting, there would be a presentation from Dr Jeff Halperin, Head of Psychological and Psychotherapy Services on the innovative work taking place within the Trust in relation to working with young people and families.

Ms Fullick advised those present on a major Care Quality Commission (CQC) inspection of the Trust that had taken place earlier that year. She outlined the inspection process and advised that the CQC had found the Trust to be well led; have compassionate staff; and had good quality care plans in place that covered service users' physical, as well as mental, health needs. It was noted that there were some areas that required improvement. As an example, it was highlighted that the pace of works to address identified ligature risks had been increased as a result of feedback from the CQC. Ms Fullick recorded her thanks to all the Trust’s staff on their positive engagement and helpful assistance with the inspection process.

Ms Fullick went on to mention the on-going financial pressures and increased demand for services facing all NHS organisations. This was the first year that Trusts had been required by Monitor to prepare a 5 year plan outlining their future and that C&I was entering this period in a strong financial position. She also made reference to the on-going plans to develop the St Pancras site, with the aim of providing the best possible mental health care for the future. She was pleased to announce that the Trust’s membership had grown by 40% in the last year, the second highest increase achieved of any Trust in the country. Attendees were also advised that there would be ample opportunity to ask questions later in the meeting.

Ms Fullick concluded her introductory session by recording her appreciation to the members, Governors and members of public present for their on-going support of the Trust.

2. Trust Presentation: Working with Young People and Families

Ms Fullick introduced Dr Halperin who addressed the audience and took them through a scenario of a young person facing mental health issues and the assistance they had received from the recently established Islington Transition Team. He explained how such teams worked to ensure that a young person would receive consistent care as they grew up and progressed into adult services. This addressed an existing problem where such youths were transferred from child to adult services at 18 and had to deal with a completely new and unfamiliar team of care staff. He also outlined how the introduction of personal budget was increasingly putting young people in charge of their own care, encouraging ownership of their own care pathways and boosting their personal confidence levels.

Dr Halperin also outlined the important work of the parental mental health service team based in Camden. This team works with parents who have mental health problems that may have a detrimental impact on children within their families. This important work allows intervention to assist children in such situations and aims to avoid them developing their own mental health problems in later life, possibly as a result of having missed out on a regular childhood.

Ms Fullick thanks Dr Halperin for an interesting and informative presentation.
2. Minutes of the Previous Meeting

Ms Fullick presented the minutes of the previous meeting held on 17 October 2013 for approval. Camden Public Governor, Ms Ruth Appleton, commented that a question she asked on why long term therapy had been abandoned in favor of IAPT services had not been minuted. As there was no recollection of the response to such a question there was no request to formally amend the minutes, however, a response would be sought and forwarded to Ms Appleton after the meeting.

*The Annual Members Meeting APPROVED the minutes from its previous meeting on 17 October 2013.*

3. Presentation of the Annual Report (Including Quality Account) 2013/14 and the Trust’s future plans for 1014/15 and beyond by Ms Wendy Wallace, Chief Executive

Ms Wallace provided a presentation detailing key events that had taken place in the Trust during 2013/14. She highlighted key improvements in quality and performance over that period and major changes which had increased attention on service users' physical health requirements and change the care focus towards a recovery basis. Workforce issues were highlighted, with details provided on recruitment activity and key Trust results from the annual national NHS staff survey, with national averages included for comparison. Ms Wallace went on to outline recent service developments, including the opening of the new ‘The Rivers’ crisis house, and the major investment undertaken in addressing backlog maintenance at the St Pancras site which the Trust took ownership of on 1 April 2013.

Ms Fullick thanked Ms Wallace for a full and interesting presentation.

4. Presentation on Financial Performance 2013/14 (including the Annual Accounts and Auditors Report) by Mr David Wragg, Director of Finance

Mr Wragg advised that the Trust had performed well financially during 2013/14. It had met the earliest ever required account submission date of 23 April 2014; obtained clear audit certificates from its external auditors; and had retained the highest possible Monitor assessment rating score of “4” for continuity of service. These positive results left the Trust in a position where it was trusted by Monitor to run its own affairs and determine its own strategies and plans with minimal interference from the regulator.

In the last year the Trust achieved its strongest ever earnings and retained a normalised surplus of £2.8 million, £0.8 million ahead of the planned position. The Trust fully achieved its £4.9 million cost improvement plan and its capital programme had resulted in the creation of new assets worth approximately £1.6 million. The Trust's retained cash balance had also increased on the previous year to £49.2 million, a positive position to be in given the work required to maintain and develop the Trust's services and sites. Mr Wragg went on to provide a more detailed breakdown presentation on the Trust’s sources of income, types of spending and operating expenses.

Ms Fullick reminded everyone that full financial and performance details were publicly available in the Trust’s Annual Report & Accounts 2013/14, which was available to view on the Trust’s public website or from the Trust’s Board Office. She thanked Mr Wragg for provide a clear exposition on the Trust’s finances.
5. **Governor Elections Announcement by Ms Leisha Fullick, Chair of the Trust and the Council of Governors**

Ms Fullick announced the results of the recent Governor by-elections welcoming new and returning members to the Council of Governors. Those newly elected were:

**Service User Constituency**
- Dr Catherine Steven
- Mr Roger Searle

**Staff Constituency**
- Mr Jonathan Purnell

**Appointed Governors**
- Cllr Sally Gimson, London Borough of Camden
- Mr Andy Murphy, Voluntary Action Islington

Ms Fullick also recorded the Trust’s thanks to departing Governors: Cllr Tulip Siddiq; Ms Natasha Sloman; and Mr Gareth Pountain.

6. **Presentation by the Lead Governor, Mr David Barry**

Mr Barry provided a presentation on the activities undertaken by the Trust’s Governors over the last year. He was pleased to promote the Trust’s first Governors’ Annual Report, which had been available to collect on the way into the meeting. He went on to highlight that the Council of Governors had appointed a new Trust Chair and Non-Executive Director during 2013/14. He explained how the bulk of the recruitment work had been undertaken by a Governor led Nominations Committee, with the final appointment decisions made by the full Council. He advised these actions demonstrated the importance of the Council of Governors and how they were able to hold the Trust Board to account.

Mr Barry went on to advise how changes in the NHS legal framework had changed the role of the Governors, and that their duties continued to be developed and evolve. He advised how the Governors had been instrumental in ensuring that they took part in the CQC’s recent pilot inspection of the Trust and thereby helped to establish the importance Governor involvement in the inspection process.

Ms Fullick thanked Mr Barry for his presentation which demonstrated what a busy and effective year 2013/14 had been for the Council of Governors.

7. **Questions and Comments from the Floor**

The Chair invited questions from the floor.

**Q1. What access did those awaiting refugee status have to services provided by the Traumatic Stress Clinic at Charlotte Street?**

*(Ms Ruth Appleton, Camden Public Governor)*

Mr Calaminus responded, advising that the Traumatic Stress Clinic had relocated to St Pancras Hospital, and he was confident that the clinic had service users that had yet to be granted leave to remain in the UK. He assured Ms Appleton that all individuals that were referred to the service would be seen.
Q2. How were delays in accessing treatment being addressed for young, and adult, people currently on waiting lists?  
(Dr Zaheer Afridi, Camden Public Governor)

Dr Jeff Halperin acknowledged that young people often faced difficulties in waiting to access treatment but he was pleased to advise that the transitional service, as he had outlined in his presentation, had a specific focus on responding quickly to the treatment needs of young people. Mr Calaminus added that the Trust had achieved notable success over the last year in reducing the waiting times between a service user being referred by a GP; being assessed; and receiving their first treatment. Commissioners covering Camden and Islington had provided the best part of £1 million in additional funding to allow the permanent employment of additional staff and reduce waiting times.

Q3. It had been mentioned that new services users were referred from Child & Adolescent Mental Health Services (CAMHS), services not provided by C&I. What action was being taken to address difficulties in obtaining treatment details on such transfers and to avoid any duplication of effort or treatment options?  
(Mr David Shenfield, Staff Member)

Dr Halperin advised that a key part of the newly established Transition Team was to work with CAMHS and provide service continuity for those transferring into Trust care. The Trust was well aware of the need for improvement in this area, hence the creation of the Transition Team. A new information sharing agreement was also about to be signed between the Trust’s Transition Team and CAMHS to further reduce any assessment or treatment repetition. Dr Halperin also referenced a new ‘patient knows best’ record system. This gave the service user responsibility for their own care records, allowing them to share their information as they saw fit.

Q4. In relation to staff sickness and absence, what percentage of such instances were related to mental health problems; and what support was available to staff with such concerns?  
(Ms Martha Wiseman, Islington Public Governor)

Ms Wallace responded that the Trust offered a full occupational health service to all its staff. The specific number of those using this service for mental health issues was not recorded as the nature of each individual’s appointment with Occupational Health were rightly confidential. Ms Wallace was aware that the Trust was working hard to support a number of individual staff with transient and long term mental health issues but it would be inappropriate to provide specific details.
| **Q5.** Given the Trust’s reported strong financial position, what was it doing to support staff, many of whom were on low pay, who were struggling financially?  
(Ms Lucy McLean, Staff Governor) |
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<td>Ms Wallace responded that the Trust adopted the national ‘agenda for pay’ scheme, commonly used throughout the NHS, and honored any pay agreements reached as part of that scheme. The Trust did offer some forms of support, such as interest free annual season ticket loans, but thought it would be inappropriate for the Trust to become involved with the private personal finances of its staff.</td>
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| **Q6.** What support services are in place for those with serious mental health service once discharged from Hospital? This individual was concerned that a specific service user having been allocated a case co-ordinator based in the other end of Camden when similar services were available in the building opposite their local GP surgery.  
(No name given, Member of the Public) |
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<td>Mr Calaminus invited this member of the public to meet with him at the end of the meeting to privately discuss this individual case. He provided assurance that there was scope within services to re-allocate the case co-ordinator attached to a particular service user.</td>
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| **Q7.** Are Trust waiting lists published in the public arena?  
(Mr Alasdair Macdougall, Service User Governor) |
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<td>Ms Wallace advised that no mental health trust published details of its individual waiting lists. As a member of the Council of Governors, Mr Macdougall would receive regular Trust Performance Reports that were the same as those seen at Trust Board. Ms Fullick thanked those that had asked questions and all those in attendance for their invaluable interest in, and support of, the Trust.</td>
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<th>8. Close</th>
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<td>The meeting was closed at 7:30pm.</td>
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I certify that these are fair and accurate minutes of the Annual Members Meeting held on 16th October 2014.

(Trust & Council of Governors Chair)  
(Date)
Executive Summary
This report advises the Council of Governors of the process undertaken to appoint a new Non-Executive Director to replace Ms Cha Patel who will retire from the Trust Board at the end of April 2015, and recommends the appointment of Ms Phillipa Aitken.

Background
The appointment of Non-Executive Directors is one of the statutory duties of the Council of Governors. Ms Cha Patel will have completed a total of 6 years as a Non-Executive Director (NED) and has decided not to seek a further term.

The Council of Governors gave their approval to the Nominations & Remuneration Committee to proceed with finding a suitable replacement NED at their September meeting. The Committee met several times during this recruitment process and agreed the job description, process and timetable for the recruitment.

As required by the Constitution, the Committee appointed external consultants who specialise in the appointment of executive board level appointments. The Committee selected Odgers Berndtson to support them with this recruitment. Odgers Berndtson have prepared a report for the Council of Governors (appendix 1), which provides a summary overview of the process used to recruit to this Non-Executive Director position.

Decision of the Appointments Panel and Nominations & Remuneration Committee
The Appointments Panel decided by a majority to recommend the appointment of Ms Phillipa Aitken. Following the Appointments Panel, there was a meeting of the Council of Governors' Nominations and Remuneration Committee, which unanimously decided to recommend to the Council of Governors the appointment of Ms Phillipa Aitken as a Non-Executive Director.
Statement to the Council of Governors

The Committee agreed to make the following statement to the Council of Governors:

The Committee would like to convey to the Council that it had worked hard to try and recruit a Non-Executive Director from a black and minority ethnic group, but on the day the appointment and recommended candidate had to be made on merit. As Trust Chair, Ms Fullick would like to emphasise that she and the Committee will continue to address the issue of diversity on the Board of Directors as a priority, and that she was not prepared to be the Chair of an all-white Board for a prolonged period. Ms Fullick has asked the Trust Secretary to support the Committee to address this issue and to explore a range of options and report back to the next meeting of the Committee in April 2015.

Recommendation to the Council

The Council of Governors is requested to:

- approve the appointment of Ms Phillipa Aitken as a Non-Executive Director for a term of three years with effect from 1 May 2015 until 30 April 2018.

Trust Strategic Priorities Supported by this Paper

A strong Board team is essential in achieving all the Trust’s strategic priorities. The Council of Governors has a vital role to play in achieving the right balance of skills and composition of Non-Executive Directors.

Risk Implications

Failure to recruit and retain a strong team of Non-Executive Directors will have an impact on the successful achievement of the Trust’s strategic aims and could affect the Trust’s overall risk ratings.

Legal and Compliance Implications

Under Foundation Trust legislation, it is the role of the Council of Governors to appoint Non-Executive Directors (including the Chair) at a general meeting.

Finance Implications

There are no direct financial implications associated with this paper.

Single Equalities Impact Assessment

The recruitment process has been conducted in line with best practice and equal opportunities legislation.

Requirement of External Assessor

A nominations committee is a requirement for Foundation Trusts as set out in Monitor’s Code of Governance. The Council of Governors are expected to comply with provisions of Monitors Code of Governance.
Appendix 1

Camden & Islington NHS Foundation Trust - NED Recruitment Report

Strictly Private and Confidential

January 2015

OVERVIEW

This report provides a summary overview of the process used to recruit a new Non-Executive Director for Camden & Islington NHS Foundation Trust. It also provides recommendations to the Council of Governors on the preferred candidate together with the reasons supporting these recommendations.

PROCESS

- INITIATING THE RECRUITMENT PROCESS
  The Trust engaged Odgers Berndtson to support the recruitment of a new Non-Executive Director.

- PREPARATORY STAGES
  The Appointment Panel agreed the job description and person specification for the role of Non-Executive Director, with a particular focus on property development and this became part of the candidate brief available to potential candidates to provide more background information about the opportunity.

- ADVERTISEMENT, SEARCH AND APPLICATION STAGES
  The role of Non-Executive Director was advertised online through the Property Jobs and Ethnic Website, as well as being advertised on the Odgers Berndtson website. The advertisements went live on the 7th November 2014, with a closing date of 1st December 2014. Alongside this advertising, a head-hunting search was undertaken. A total of 18 applications were received for the Non-Executive Director role.

- LONGLIST STAGE
  Following a longlisting meeting, the Appointment Panel agreed to longlist 9 candidates. Preliminary longlist interviews were undertaken by Odgers Berndtson with selected candidates. These interviews were structured discussions with candidates against the competencies outlined in the person specifications.

- SHORTLIST STAGE
  Following the completion of the longlist interviews, the shortlist meeting took place on Wednesday 7 January 2015 between the Appointment Panel and Odgers Berndtson. The Appointment Panel agreed to shortlist 5 candidates for final interview.
**FINAL STAGES**

The final stages of the recruitment process took place in two stages with 5 shortlisted candidates:

**Stakeholder Discussion Groups**

On Tuesday 13 January 2015, the shortlisted candidates were asked to lead a 15 minute discussion with five separate groups on the following topics:

- What are the key issues affecting mental health in our community?
- What makes Boards effective?
- What are the key issues the Trust should take into consideration when developing the site?
- How would you work with Governors?
- What are your perceptions of the Trust's reputation?

Each group was chaired by a member of the Appointment Panel and consisted of a mixture of Board members, Governors and external stakeholders.

**Final interview**

On Wednesday 21 January 2015 the shortlisted candidates attended a 45 minute long final interview, with a panel that included members of the Trust Board, Governors and an external assessor who had significant property development experience and was from a black and minority ethnic group. During the interview candidates were asked to give a verbal presentation, no longer than five minutes, on the following topic:

- We want the St Pancras site to improve the mental health of those living in our community. Using your expertise in property how can you help us to achieve our vision?

The panel then conducted the more formal question and answer session of the interview.

**RECOMMENDATION**

The Appointment Panel came to an agreement by a majority decision in support for one candidate to be recommended for appointment as Non-Executive Director. The Appointment Panel now makes a recommendation to the Council of Governors for the appointment of Phillipa Aitken as the new Non-Executive Director of Camden & Islington NHS Foundation Trust. Phillipa demonstrated through the process that she will bring the following:

- Strong expertise in the area of property planning and development relevant to the needs of the Trust at this crucial time; she provided assurance of adding value not only to the St Pancras site, but across the wider portfolio of Camden & Islington NHSFT.
- Good levels of commercial and financial acumen, a logical mind and structured approach.
• Interesting breadth of leadership experience gained in both the private sector and exposure to the public sectors as a Trustee and Non-Executive Committee Member with Family Mosaic.

• An engaging and credible style with a clear commitment to mental health, quality and service user experience as well as demonstrating an understanding of mental health and community issues.
**EQUAL OPPORTUNITIES STATISTICS**

A total of 5 applicants completed the equal opportunities monitoring form.

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Executive Summary

This report provides the Council of Governors with relevant information on the review of the Trust Constitution which has been overseen by the Council of Governors Steering Committee.

This work has been led by the Trust Secretary over the past 6 months with the Council of Governors Steering Committee acting as the key reference group for this work. Legal advice and review has been provided by Capsticks solicitors. The document is now ready for submission to the Trust’s governing bodies (The Board and Council) for approval.

The review sought to address 3 key issues:

1. To align the Trust’s Constitution with Monitor’s model version;
2. To consolidate and improve the clarity of the document’s content; and
3. To introduce a small number of substantive changes

Consequently, the Council’s attention is drawn to the following key changes:

(All references to page numbers relate to the ‘clean version’ and not the tracked change version)

- The structure of the document has been brought in line with Monitors Model Core Constitution which is the format used by the vast majority of FTs and all aspirant FTs;
- The public constituencies have been expanded to cover the 32 London Boroughs plus the City of London, which is in keeping with the Trust’s business development and operating strategy (Annex 1 page 39);
- The composition of the Council of Governors has been updated to reflect the changes to ‘partnership governors’ and now comprises 26 Governors (Annex 4 pages 42 & 43);
- The section which deals with DBS checks and declaration of convictions has been strengthened to include convictions anywhere in the world and places the onus on the
individual to consider this as part of their declaration. The DBS check only applies to convictions in the United Kingdom (paras 17.1.4 and 32.1.4 – pages 18 & 24);

- The adoption of the NHS Providers published Model Election Rules as recommended by NHS Providers and which has the benefit of including electronic voting for elections which would reduce the costs associated with governor elections. For example, this could easily be adopted for staff Governor Elections (Annex 5 page 44);

- Additional provisions are included in relation to disqualification and removal of governors. Specifically, this includes a provision for the Chief Executive to remove a governor if they have acted in a way which the CEO considers that the individual poses a danger to service users of the Trust (Annex 6 para 1.1.14 – page 102); and

- The quoracy for meetings of the Council of Governors has been changed to 50% of current serving elected governors which will reduce the governance risks and frequency of inquorate meetings and delays to important governance decisions (Annex 7 paras 6.1 and 6.2 – page 109).

The Council of Governors Steering Committee have fully scrutinised the revised document on two occasions and fully support and recommend the revised document to the Council for approval.

**Recommendation to the Council**

The Council of Governors is requested to:

- approve the revised Constitution document for submission to the Board of Directors for their joint approval.

**Trust Strategic Priorities Supported by this Paper**

**Excellence**

**E1** Continually improve the quality and safety of service delivery, service user experience and improving outcomes.

**E2** Delivering the highest level of quality and financial performance.

**Innovation**

**I1** Rapidly adopt best practice and maintain a culture of innovation in service development.

**Risk Implications**

There are no risks identified in this report.

**Legal and Compliance Implications**

Compliance with the NHS Regulatory Framework and legislation.

**Finance Implications**

None.

**Single Equalities Impact Assessment**

N/A

**Requirement of External Assessor/Regulator**

The final agreed Constitution will be submitted to Monitor for information and publication on their website.
CONSTITUTION OF
CAMDEN AND ISLINGTON NHS FOUNDATION TRUST
(A PUBLIC BENEFIT CORPORATION)

Updated version approved by:
Board of Directors on ..........................
Council of Governors on ..........................
Camden and Islington 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 as amended by the 2012 Act.

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

the **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.

**Annual Members’ Meeting** is defined in paragraph 12 of this Constitution.

**Appointed Governors** means those Governors appointed by the Appointing Organisations.

**Appointing Organisations** means those organisations which are entitled under the 2006 Act to appoint Governors and Partnership Organisations which are invited by the Trust to appoint Governors.

**Auditor** means an individual or organisation appointed by the Trust’s Governors to evaluate and verify the accuracy of the financial records and accounting practices of the Trust.

**Board of Directors** is the board of directors of the Trust as constituted in accordance with this Constitution.

the **Chair** means the chair of the Trust, or, in relation to the function of presiding at or chairing a meeting where another person is carrying out that role as required by the Constitution.

the **Chief Executive** means the chief officer of the Trust.

the **Code of Conduct for Directors** means the Trust’s code of conduct for the Directors as adopted by the Trust from time to time.
the **Code of Conduct for Governors** means the Trust’s code of conduct for the Governors as adopted by the Trust from time to time.

**Constitution** means this constitution and all annexes to it.

**Corporate Governance Manual** means a manual detailing matters of corporate governance as adopted by the Trust from time to time and maintained by the Trust Secretary.

**Council of Governors** is the council of governors of the Trust as constituted in accordance with this Constitution.

days means calendar days for the purposes of this Constitution, unless otherwise specified.

**Deputy Chair** means one non-executive Director appointed by the Board of Directors to act as the Chair of the Trust in certain circumstances.

**Director** means a member of the Board of Directors.

**Dispute Resolution Procedure** means a procedure detailing matters relating to the resolution of disputes as adopted by the Trust from time to time.

**Elected Governors** means those Governors elected by the Public Constituencies, the Service Users’ Constituency (which includes Service Users and Service User Carers) and the Staff Constituency.

**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 (12) months beginning with 1 April.

**Governor** means a member of the Council of Governors.

**Health Overview and Scrutiny Committee** means a local authority committee in accordance with regulations made further to paragraph 244 of the 2006 Act, and includes joint Health Overview and Scrutiny Committees established by more than one local authority further to paragraph 245 of the 2006 Act.
**Healthwatch** means (1) the committee of the Care Quality Commission established under paragraph 6 of Schedule 1 of the Health and Social Care Act 2008 known as Healthwatch England; and (2) any local healthwatch organisation with the functions set out in paragraph 221 of Local Government and Public Involvement in Health Act 2007 relating to service user and public involvement in healthcare.

**Lead Governor** means one (1) Governor appointed by the Council of Governors to lead the Council of Governors and to communicate directly with Monitor in certain circumstances.

**Local Authority Governor** means an “Appointed Governor” appointed by one (1) or more qualifying local authorities.

**Meeting of the Board of Directors** means a duly convened meeting of the Board of Directors.

**Meeting of the Council of Governors** means a duly convened meeting of the Council of Governors.

**Model Election Rules** means those election rules as published by NHS Providers from time to time.

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

**partner** means, in relation to another person, a member of the same household living together as a family unit.

**Partnership Governor** means a Governor appointed by a Partnership Organisation.

**Partnership Organisation** means a partnership organisation for the purposes of Schedule 7 paragraph 9(7) of the 2006 Act.

**Public Constituency** means those who live in an area specified in Annex 1 of this Constitution as an area for any public constituency of the Trust as constituted in accordance with paragraph 7 of this Constitution.

**Public Governor** means a Governor elected by the members of a Public Constituency.

**Senior Independent Director** means the non-executive Director appointed by the Board of Directors in accordance with paragraph 29.3 of this Constitution.
Service User an individual whose name is recorded as a service user on the Trust's service user administration system or other record maintained by the Trust for the purposes of identifying service users of the Trust, and has attended any of the Trust's premises as a service user in the last five (5) years.

Service User Carer is an individual who comes within the description of service user carer as set out in paragraph 1 of Annex 9.

Service Users’ Constituency means those who are referred to collectively as the service users’ constituency, as constituted in accordance with paragraph 10 of this Constitution.

Service User Governor means a Governor elected by the members of the Service Users’ Constituency.

Staff Constituency means those individuals who come within paragraph 8.1 of this Constitution and who are referred to collectively as the staff constituency, in accordance with paragraph 9.2 of this Constitution.

Staff Governor means a Governor elected by the members of the Staff Constituency.

the Terms of Reference means the terms of reference adopted by the committees of the Trust and which are set out in the Trust’s Corporate Governance Manual, which may be amended by the Council of Governors from time to time.

the Trust means the Camden and Islington NHS Foundation Trust.

Trust Secretary is the person with responsibility or acting as the secretary or with responsibility for the corporate affairs of the Trust from time to time.

voluntary organisation means a body, other than a public or local authority, the activities of which are not carried on for profit.

2. Name

The name of the foundation trust is the Camden and Islington 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:

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

3.3.2 the promotion and protection of public health.

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

4. **Powers**

4.1 The powers of the Trust are set out in the 2006 Act.

4.2 All 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;

5.2 a Staff Constituency; and
5.3 a Service Users’ 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 in accordance with this Constitution, with the exception of individuals who are eligible to become members of the Staff Constituency, who shall automatically become members in accordance with paragraph 9.

7. **Public Constituencies**

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 for a Public Constituency are referred to collectively as a Public Constituency.

7.3 The minimum number of members in each 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:

8.1.1 he is employed by the Trust under a contract of employment which has no fixed term or has a fixed term of at least twelve (12) months; or

8.1.2 he has been continuously employed by the Trust under a contract of employment for at least twelve (12) months; and

8.1.3 he has not been disqualified from membership in accordance with Annex 9 or restricted from membership in accordance with paragraph 11 of this Constitution.
9. **Automatic membership by default – staff**

9.1 An individual who is:

9.1.1 eligible to become a member of the Staff Constituency; and

9.1.2 invited by the Trust to become a member of the Staff Constituency,

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

9.2 Those individuals who are eligible for membership of the Trust by reason of the previous provisions are referred to collectively as the Staff Constituency.

9.3 The minimum number of members in the Staff Constituency is specified in Annex 2.

10. **Service Users’ Constituency**

10.1 An individual who has, within the period specified below, accessed any of the Trust’s services as either a Service User or as the Service User Carer may become a member of the Trust.

10.2 The period referred to above shall be the period of five (5) years immediately preceding the date of an application by the Service User or Service User Carer to become a member of the Trust.

10.3 Those individuals who are eligible for membership of the Trust by reason of the previous provisions are referred to collectively as the Service Users’ Constituency.

10.4 An individual providing care in pursuance of a contract (including a contract of employment) with a voluntary organisation, or as a volunteer for a voluntary organisation, does not come within the category of those who qualify for membership of the Service User Constituency.
10.5 Further provisions as to the circumstances in which an individual may not become or continue as a Service User Carer are set out in Annex 9.

10.6 The minimum number of members in the Service Users’ Constituency is specified in Annex 3.

11. **Restriction on membership**

11.1 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.

11.2 An individual who satisfies the criteria for membership of both a Public Constituency and the Service Users’ Constituency may choose whether they become a member of either a Public Constituency or the Service User Constituency.

11.3 An individual who is a member of the Service Users’ Constituency and is eligible to become a member of a Public Constituency, may upon notice to the Trust Secretary of their termination of membership of the Service Users’ Constituency, make an application to become a member of a Public Constituency.

11.4 An individual who is a member of a Public Constituency and is eligible to become a member of the Service Users’ Constituency, may upon notice to the Trust Secretary of their termination of membership of a Public Constituency, make an application to become a member of the Service Users’ Constituency.

11.5 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.

11.6 An individual must be at least sixteen (16) years old to become a member of the Trust.

11.7 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 9 – further provisions.
12. **Annual Members’ Meeting**

12.1 The Trust shall hold an annual meeting of its members (‘Annual Members’ Meeting’) within nine (9) months of the end of each Financial Year. The Annual Members’ Meeting shall be open to members of the public.

12.2 Further provisions about the Annual Members’ Meeting are set out in Annex 10 – Annual Members’ Meeting.

13. **Council of Governors – composition**

13.1 The Trust is to have a Council of Governors, which shall comprise both Elected and Appointed Governors.

13.2 The composition of the Council of Governors is specified in Annex 4.

13.3 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 4.

13.4 No person shall be eligible to be elected or appointed (as the case may be) a Governor in accordance with the terms of this Constitution unless at the date of their nomination for election or upon the date of their appointment they have attained the age of sixteen (16) years. Persons who are eligible under this paragraph 13.4 shall be eligible for appointment or election under the provisions of this paragraph 13.

13.5 **Public Governors**

13.5.1 Members of the Public Constituency may vote for any eligible member to be a Public Governor, subject to paragraphs 13.5.2 and 13.5.3 below.

13.5.2 A person shall not stand for election to the Council of Governors as a Public Governor unless he/she has made a declaration in a form specified by the Trust
Secretary.

13.5.3 A Public Governor shall not vote at a Meeting of the Council of Governors unless within the previous twelve (12) months he/she has made, in a form specified by the Trust Secretary, a declaration of eligibility to vote.

13.5.4 The declarations required under 13.5.2 and 13.5.3 above and the equivalent provisions of the declaration required under rule 12 of Annex 5 are required by section 60 of the 2006 Act. It is a criminal offence knowingly or recklessly to make a declaration under section 60 of the 2006 Act which is false in a material particular.

13.6 Service User Governors

13.6.1 Members of the Service User Constituency may vote for any eligible member to be a Service User Governor, subject to paragraphs 13.6.2 and 13.6.3 below.

13.6.2 A person shall not stand for election to the Council of Governors as a Service User Governor unless he/she has made a declaration of eligibility in a form specified by the Trust Secretary.

13.6.3 A Service User Governor shall not vote at a Meeting of the Council of Governors unless within the previous twelve (12) months he/she has made, in a form specified by the Trust Secretary, a declaration of eligibility to vote.

13.6.4 The declarations required under paragraphs 13.6.2 and 13.6.3 above and the equivalent provisions of the declaration required under rule 12 of Annex 5 are required by section 60 of the 2006 Act. It is a criminal offence knowingly or recklessly to make a declaration under section 60 of the 2006 Act which is false in a material particular.

13.7 Staff Governors

13.7.1 Members of the Staff Constituency may vote for any eligible member to be a Staff Governor.
13.8 Local Authority Governors

13.8.1 The London Borough of Camden and the London Borough of Islington shall be entitled to appoint one (1) Local Authority Governor each.

13.9 Partnership Governors

13.9.1 There shall be one (1) Partnership Governor appointed by each Partnership Organisation (as set out in Annex 4).

13.10 The validity of any act of the Trust is not affected by any vacancy among the Governors or by any defect in the appointment of any Governor, unless this vacancy causes the aggregate number of Governors who are Public Governors and Service User Governors to be less than half of the total membership of the Council of Governors. In that case an election will be held in accordance with the Model Election Rules as soon as reasonably practicable.


14.1 Elections for elected members of the Council of Governors shall be conducted in accordance with the Model Election Rules.

14.2 The Model Election Rules as published from time to time by NHS Providers form part of this Constitution.

14.3 A subsequent variation of the Model Election Rules by NHS Providers shall not constitute a variation of the terms of this Constitution for the purposes of paragraph 47 of this Constitution (amendment of the Constitution).

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

15. Council of Governors - tenure

15.1 An Elected Governor may hold office for a term of three (3) years commencing immediately after the Annual Members’ Meeting at which his/her election is announced.
15.2 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.

15.3 An Elected Governor shall be eligible for re-election at the end of his term.

15.4 An Elected Governor may not hold office for more than nine (9) consecutive years, and shall not be eligible for re-election if he/she has already held office for more than six (6) consecutive years on the date at which the Governor would commence any new term.

15.5 For the purposes of the provisions in paragraphs 15.1 to 15.4 concerning terms of office for Elected Governors, ‘year’ means a period commencing immediately after the conclusion of the Annual Members’ Meeting, and ending at the conclusion of the next Annual Members’ Meeting, provided that an Elected Governor may not hold office for more than three (3) calendar years without being re-elected.

15.6 An Appointed Governor may hold office for a period of three (3) years commencing immediately after the Annual Members’ Meeting at which his/her appointment is announced.

15.7 An Appointed Governor shall cease to hold office if the Appointing Organisation withdraws its sponsorship of him and the Trust have been notified that the sponsorship has been terminated.

15.8 An Appointed Governor shall be eligible for re-appointment at the end of his term.

15.9 An Appointed Governor may not hold office for longer than nine (9) consecutive years, and shall not be eligible for re-appointment if he/she has already held office for more than six (6) consecutive years.

15.10 For the purposes of the provisions in paragraphs 15.6 to 15.9 concerning terms of office for Appointed Governors, ‘year’ means a period commencing immediately after the conclusion of the Annual Members’ Meeting, and ending at the conclusion of the next Annual Members’ Meeting.
16. **Council of Governors – appointment of a Lead Governor**

16.1 The Governors shall nominate one (1) of the Governors to be Lead Governor to chair the Council of Governors where it is not considered appropriate for the Chair or another non-executive Director to do so. The Lead Governor will communicate directly with Monitor in certain circumstances where it would not be appropriate for the Chair to contact Monitor, or for Monitor to contact the Chair.

17. **Council of Governors – disqualification and removal**

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

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

17.1.2 a person in relation to whom a moratorium period under a debt relief order applies (under part 7A of the Insolvency Act 1986);

17.1.3 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; and/or

17.1.4 a person who within the preceding five (5) years has been convicted anywhere in the world of any offence if a sentence of imprisonment (whether suspended or not) for a period of not less than three (3) months (without the option of a fine) was imposed on him.

17.2 Governors must be at least sixteen (16) years of age at the date they are nominated for election or appointment.

17.3 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 6.

17.4 The Constitution is to make provision for the removal of Governors.
18. **Council of Governors – duties of Governors**

18.1 The general duties of the Council of Governors are:

18.1.1 to hold the non-executive Directors individually and collectively to account for the performance of the Board of Directors; and

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

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

18.3 All Governors shall comply with the Code of Conduct for Governors.

19. **Council of Governors – meetings of Governors**

19.1 The Council of Governors shall meet at least four (4) times in each Financial Year at such time and places as the Chair may determine from time to time.

19.2 The Chair of the Trust (i.e. the Chair of the Board of Directors, appointed in accordance with the provisions of paragraph 28.1) or, in his absence, the Deputy Chair (appointed in accordance with the provisions of paragraph 29.1 below), shall preside at meetings of the Council of Governors.

19.3 Meetings of the Council of Governors shall be open to members of the public. Members of the public may be excluded from a meeting for special reasons, including, but not limited to, reasons of commercial confidentiality; and/or interference with or preventing the proper conduct of the meeting.

19.4 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 (1) or more of the Directors to attend a meeting.
20. **Council of Governors – standing orders**

20.1 The standing orders for the practice and procedure of the Council of Governors are attached at Annex 7.

21. **Council of Governors – referral to the panel**

21.1 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:

21.1.1 to act in accordance with its Constitution; or

21.1.2 to act in accordance with any provision made by or under chapter 5 of the 2006 Act.

21.2 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.

22. **Council of Governors - conflicts of interest of Governors**

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

22.2 Further provision for dealing with Governor conflicts of interest are set out in paragraph 7 of Annex 7 – standing orders for the practice and procedure of the Council of Governors.

23. **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.
24. **Council of Governors – further provisions**

Further provisions with respect to the Council of Governors are set out in Annex 6.

25. **Board of Directors – composition**

25.1 The Trust is to have a Board of Directors, which shall comprise both executive and non-executive Directors, including the Chair. The non-executive Directors will always form the majority of the Board of Directors.

25.2 Subject to the requirements of paragraph 25.1 above, the Board of Directors is to comprise:

25.2.1 a non-executive Chair;

25.2.2 Not less than four (4) but no more than seven (7) other non-executive Directors; and

25.2.3 Not less than four (4) but no more than seven (7) executive Directors.

25.3 One (1) of the executive Directors shall be the Chief Executive.

25.4 The Chief Executive shall be the Accounting Officer.

25.5 One (1) of the executive Directors shall be the finance Director.

25.6 One (1) of the executive Directors is to be a registered medical practitioner or a registered dentist (within the meaning of the Dentists Act 1984).

25.7 One (1) of the executive Directors is to be a registered nurse or a registered midwife.

25.8 The validity of any act of the Trust is not affected by any vacancy among the Directors or by any defect in the appointment of any Director.
26. **Board of Directors – general duty**

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

27. **Board of Directors – qualification for appointment as a non-executive Director**

A person may be appointed as a non-executive Director only if:

27.1 he is a member of a Public Constituency; or

27.2 he is a member of the Service Users’ Constituency; or

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

27.4 he is not disqualified by virtue of paragraph 32 below.

28. **Board of Directors – appointment and removal of Chair and other non-executive Directors**

28.1 The Council of Governors at a general Meeting of the Council of Governors shall appoint or remove the Chair of the Trust and the other non-executive Directors.

28.2 Removal of the Chair or another non-executive Director shall require the approval of three-quarters of the members of the Council of Governors.

28.3 Further provisions with respect to the appointment and removal of the Chair and other non-executive Directors are set out in paragraph 3 of Annex 8 – standing orders for the practice and procedure of the Board of Directors.
29. **Board of Directors – appointment of Deputy Chair and Senior Independent Director**

29.1 The Council of Governors at a general Meeting of the Council of Governors shall appoint one (1) of the non-executive Directors as a Deputy Chair.

29.2 If the Chair is unable to discharge his/her office as Chair of the Trust, the Deputy Chair of the Board of Directors shall be acting Chair of the Trust.

29.3 The Council of Governors at a Meeting of the Council of Governors shall appoint one (1) of the non-executive Directors (who may be the same person as appointed in paragraph 29.1) as Senior Independent Director.

29.4 The Governors may approach the Senior Independent Director with any queries if in the circumstances it is not appropriate to approach the Chair.

30. **Board of Directors – appointment and removal of the Chief Executive and other executive Directors**

30.1 The non-executive Directors shall appoint or remove the Chief Executive.

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

30.3 A committee consisting of the Chair, the Chief Executive and the other non-executive Directors shall appoint or remove the other executive Directors.

31. **Board of Directors – tenure**

31.1 A non-executive Director (including the Chair):

31.1.1 shall hold office for a period of up to three (3) years;

31.1.2 shall be eligible for reappointment at the end of their term;
31.1.3 may not hold office for longer than nine (9) consecutive years, and shall not be eligible for re-appointment if he/she has already held office for more than six (6) consecutive years.

31.2 The executive Directors including the Chief Executive (and Accounting Officer) and the finance Director shall hold office for a period in accordance with the terms and conditions of office decided by the relevant committee of non-executive Directors as set out in Annex 8 of this Constitution.

32. **Board of Directors – disqualification**

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

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

32.1.2 a person in relation to whom a moratorium period under a debt relief order applies (under part 7A of the Insolvency Act 1986);

32.1.3 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;

32.1.4 a person who within the preceding five (5) years has been convicted anywhere in the world of any offence if a sentence of imprisonment (whether suspended or not) for a period of not less than three (3) months (without the option of a fine) was imposed on him;

32.1.5 in the case of a non-executive Director, a person who no longer satisfies the provisions of paragraph 27 of this Constitution;

32.1.6 a person who is an NHS foundation trust Governor or a Governor or Director of another NHS body;

32.1.7 a person who is a member of Healthwatch;
32.1.8 a person who is a spouse, partner, parent or child of a member of the Board of Directors of the Trust;

32.1.9 a person who is a member of a local authority’s Health Overview and Scrutiny Committee;

32.1.10 a person who is the subject of a disqualification order made under the Company Directors Disqualification Act 1986;

32.1.11 a person whose tenure of office as a Chair or as a member or Director of an NHS body has been terminated on the grounds that their appointment is not in the interests of the health service, for non-attendance at meetings, or for non-disclosure of a pecuniary interest;

32.1.12 a person who within the preceding five (5) years has been dismissed, otherwise than by reason of redundancy from any paid employment with an NHS body and not reinstated;

32.1.13 a person who is otherwise disqualified by law from acting as a Director of an NHS foundation trust;

32.1.14 in the case of a non-executive Director, a person who has refused without reasonable cause to fulfil any training requirement established by the Board of Directors; or

32.1.15 a person who has refused to sign and deliver to the Trust Secretary a statement in the form required by the Board of Directors within one (1) calendar month of appointment confirming acceptance of the Code of Conduct for Directors.

32.2 Any person who is disqualified from becoming or continuing as a Director on any of the grounds set out this paragraph 32 shall immediately resign as a Director of the Trust or if they decline or fail to do so shall be removed immediately by the Board of Directors and a new Director appointed in his/her place in accordance with the provisions in this Constitution.
33. **Board of Directors – meetings**

33.1 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 including, but not limited to, reasons of commercial confidentiality; and/or interference with or preventing proper conduct of the meeting.

33.2 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.

34. **Board of Directors – standing orders**

The standing orders for the practice and procedure of the Board of Directors are attached at Annex 8.

35. **Board of Directors - conflicts of interest of Directors**

35.1 The duties that a Director of the Trust has by virtue of being a Director include in particular:

35.1.1 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; and

35.1.2 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.

35.2 The duty referred to in sub-paragraph 35.1.1 is not infringed if:

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

35.2.2 the matter has been authorised in accordance with the Constitution.
35.3 The duty referred to in sub-paragraph 35.1.2 is not infringed if acceptance of the benefit cannot reasonably be regarded as likely to give rise to a conflict of interest.

35.4 In sub-paragraph 35.1.2, “third party” means a person other than:

35.4.1 the Trust; or

35.4.2 a person acting on its behalf.

35.5 Members of the Board of Directors shall disclose to the Board of Directors the nature and extent of any material interests whether direct or indirect (as defined below) held by a Director, their spouse or partner, which shall be recorded in the register of interests of the Directors.

35.6 A direct or indirect interest is:

35.6.1 any interest (excluding a holding of shares in a company whose shares are listed on any public exchange where the holding is less than 2% of the total shares in issue) or position held by a Director in any firm, company or business which has or is likely to have a trading or commercial relationship with the Trust;

35.6.2 any interest in an organisation providing health and social care services to the national health service;

35.6.3 a position of authority in a charity or voluntary organisation in the field of health and social care; or

35.6.4 any connection with any organisation, entity or company considering entering into a financial arrangement with the Trust including but not limited to lenders or banks.

35.7 Any Director who has an interest either direct or indirect in a matter to be considered by the Board of Directors (whether because the matter involves a firm, company, business or organisation in which the Director or his/her spouse or partner has a direct or indirect interest or otherwise) shall declare the nature and extent of such interest to the Board of Directors and
that Director is not to be counted as participating in the
decision-making process for quorum or voting purposes.

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

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

35.10 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.

35.11 A Director need not declare an interest:

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

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

35.11.3 if, or to the extent that, it concerns terms of the
Director’s appointment that have been or are to be
considered:

35.11.3.1 by a Meeting of the Board of Directors; or

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

35.12 However, if paragraph 35.13 applies, a Director who is
interested in an actual or proposed matter to be considered by
the Board of Directors is to be counted as participating in the
decision making process for quorum and voting purposes.

35.13 A matter shall have been authorised for the purposes of
paragraph 35.2.2 if:

35.13.1 the Board of Directors by majority disappplies the
provision of the Constitution which would otherwise
prevent a Director from being counted as participating
in the decision-making process;

35.13.2 the Director’s interest cannot reasonably be regarded
as likely to give rise to a conflict of interest; or
35.13.3 the Director's conflict of interest arises from a permitted cause.

35.13.4 For the purposes of paragraph 35.13.3, the following is a permitted cause:

35.13.4.1 a guarantee given, or to be given, by or to a Director in respect of an obligation incurred by or on behalf of the Trust or any of its subsidiaries.

35.14 For the purposes of this paragraph, references to proposed decisions and decision-making processes include any Directors' meeting or part of a Directors' meeting.

35.15 Subject to paragraph 35.16, if a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the Chair whose ruling in relation to any Director other than the Chair is to be final and conclusive.

35.16 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chair, the question is to be decided by a decision of the Directors at that meeting, for which purpose the Chair is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

35.17 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 of arrangement in question.

35.18 Should an interest in a matter for consideration or decision at a board meeting or board committee meeting affect either all the non-executive Directors or all the executive Directors, the Directors present not affected by the interest will form the quorum for that item.
36. **Board of Directors – remuneration and terms of office**

36.1 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 Chair and the other non-executive Directors.

36.2 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.

37. **Registers**

The Trust shall have:

37.1 a register of members showing, in respect of each member, the constituency to which he belongs and, where there are classes within it, the class to which he belongs;

37.2 a register of members of the Council of Governors;

37.3 a register of interests of Governors;

37.4 a register of Directors; and

37.5 a register of interests of the Directors.

38. **Admission to and removal from the registers**

38.1 The Trust Secretary shall remove from the register of members the name of any member who ceases to be entitled to be a member under the provisions of this Constitution, and membership shall only formally commence once that name has been entered into the register.

38.2 The Trust Secretary shall remove from the register of Governors the name of any member who ceases to be a Governor under the provisions of this Constitution and shall notify Monitor.
38.3 The Trust Secretary shall remove from the register of Directors the name of any Director who ceases to be a Director under the provisions of this Constitution and shall notify Monitor.

39. **Registers – inspection and copies**

39.1 The Trust shall make the registers specified in paragraph 37 above available for inspection by members of the public, except in the circumstances set out below or as otherwise prescribed by regulations.

39.2 The Trust shall not make any part of its registers available for inspection by members of the public which shows details of:

39.2.1 any member of the Service Users' Constituency, where that member has not consented to his details being made so available; or

39.2.2 any other member of the Trust, if he so requests.

39.3 So far as the registers are required to be made available:

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

39.3.2 a person who requests a copy or extract from the registers is to be provided with a copy or extract.

39.4 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.

40. **Documents available for public inspection**

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

40.1.1 a copy of the current Constitution;

40.1.2 a copy of the latest annual accounts and of any report of the Auditor on them; and
40.1.3 a copy of the latest annual report.

40.2 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:

40.2.1 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;

40.2.2 a copy of any report laid under section 65D (appointment of Trust special administrator) of the 2006 Act;

40.2.3 a copy of any information published under section 65D (appointment of Trust special administrator) of the 2006 Act;

40.2.4 a copy of any draft report published under section 65F (administrator’s draft report) of the 2006 Act;

40.2.5 a copy of any statement provided under section 65F (administrator’s draft report) of the 2006 Act;

40.2.6 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’s decision); 65KC (action following Secretary of State’s rejection of final report); or 65KD (Secretary of State’s response to re-submitted final report) of the 2006 Act;

40.2.7 a copy of any statement published or provided under section 65G (consultation plan) of the 2006 Act;

40.2.8 a copy of any final report published under section 65I (administrator’s final report);

40.2.9 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; and

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

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

40.4 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.

41. Auditor

41.1 The Trust shall have an Auditor.

41.2 The Council of Governors shall appoint or remove the Auditor at a general Meeting of the Council of Governors.

41.3 A person may only be appointed as the Auditor if they (or in the case of a firm, each of its members) are eligible to become an Auditor in accordance with paragraph 23 of Schedule 7 to the 2006 Act.

41.4 The Auditor is to carry out its duties in accordance with Schedule 10 of the 2006 Act and in accordance with any directions given by Monitor on standards, procedures and techniques to be adopted.

42. Audit committee

The Trust shall establish a committee consisting of at least three (3) independent non-executive Directors as an audit committee to perform such monitoring, reviewing and other functions as are appropriate.

43. Accounts

43.1 The Trust must keep proper accounts and proper records in relation to the accounts.
43.2 Monitor may with the approval of the Secretary of State give directions to the Trust as to the content and form of its accounts.

43.3 The accounts are to be audited by the Trust’s Auditor.

43.4 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.

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

44. **Annual report, forward plans and non-NHS work**

44.1 The Trust shall prepare an annual report and send it to Monitor.

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

44.3 The document containing the information with respect to forward planning (referred to above) shall be prepared by the Directors.

44.4 In preparing the document, the Directors shall have regard to the views of the Council of Governors.

44.5 Each forward plan must include information about:

44.5.1 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

44.5.2 the income it expects to receive from doing so.

44.6 Where a forward plan contains a proposal that the Trust carry on an activity of a kind mentioned in sub-paragraph 44.5.1 the Council of Governors must:

44.6.1 determine whether it is satisfied that the carrying on of the activity will not to any significant extent interfere with the fulfillment by the Trust of its principal purpose or the performance of its other functions; and
44.6.2 notify the Directors of the Trust of its determination.

44.7 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 of the members of the Council of Governors of the Trust voting approve its implementation.

45. Presentation of the annual accounts and reports to the Governors and members

45.1 The following documents are to be presented to the Council of Governors at a general Meeting of the Council of Governors:

45.1.1 the annual accounts;

45.1.2 any report of the Auditor on them; and

45.1.3 the annual report.

45.2 The documents shall also be presented to the members of the Trust at the Annual Members’ Meeting by at least one (1) member of the Board of Directors in attendance.

45.3 The Trust may combine a Meeting of the Council of Governors convened for the purposes of sub-paragraph 45.1 with the Annual Members’ Meeting.

46. Instruments

46.1 The Trust shall have a seal.

46.2 The seal shall not be affixed except under the authority of the Board of Directors.
47. Amendment of the Constitution

47.1 The Trust may make amendments of its Constitution only if:

47.1.1 more than half of the members of the Council of Governors of the Trust voting approve the amendments; and

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

47.2 Amendments made under paragraph 47.1 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.

47.3 Where an amendment is made to the Constitution in relation 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):

47.3.1 At least one (1) member of the Council of Governors must attend the next Annual Members’ Meeting and present the amendment; and

47.3.2 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.

47.4 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.
48. **Mergers etc. and significant transactions**

48.1 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.

48.2 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.

48.3 In paragraph 48.2, the following words have the following meanings:

48.4 “Significant transaction” means a transaction which meets any one (1) of the below criteria:

48.4.1 the total of the fixed assets and current assets subject to the transaction represents more than 25% of the value of the total fixed assets and current assets of the Trust; and/or

48.4.2 the increase in income attributable to:

48.4.2.1 the assets; or

48.4.2.2 the contract, associated with the transaction represents more than 25% of the value of the Trust’s income; and/or

48.4.3 the gross capital of the company or business which is the subject of the transaction represents more than 25% of the total capital of the Trust following completion (where gross capital is the market value of the relevant company or business’s shares and debt securities, plus the excess of current liabilities over current assets).
49. **Procedures and protocols**

The Board of Directors shall adopt such procedures and protocols (by way of a Corporate Governance Manual or otherwise) as it shall deem to be appropriate for the good governance of the Trust from time to time.

50. **Indemnity**

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

50.2 The Trust may purchase and maintain for members of the Board of Directors, Council of Governors and the Trust Secretary, insurance in respect of Directors' and officers’ liability, including, without limitation, liability arising by reason of the Trust acting as a corporate trustee of an NHS charity.
ANNEX 1 – THE PUBLIC CONSTITUENCIES

There shall be three (3) Public Constituencies. Members of the public shall be eligible for membership of the Public Constituencies as shown in the table below:

<table>
<thead>
<tr>
<th>Public Constituency</th>
<th>Electoral area</th>
<th>Minimum number of members</th>
</tr>
</thead>
<tbody>
<tr>
<td>London Borough of Camden</td>
<td>All 18 electoral wards in the London Borough of Camden</td>
<td>100</td>
</tr>
<tr>
<td>London Borough of Islington</td>
<td>All 16 electoral wards in the London Borough of Islington</td>
<td>100</td>
</tr>
<tr>
<td>Rest of London</td>
<td>All electoral wards within the City of London and the remaining thirty (30)</td>
<td>100</td>
</tr>
<tr>
<td></td>
<td>principal subdivisions of the administrative area of Greater London each</td>
<td></td>
</tr>
<tr>
<td></td>
<td>governed by a London borough council, established by the London Government</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Act 1963.</td>
<td></td>
</tr>
<tr>
<td>Total</td>
<td></td>
<td>300</td>
</tr>
</tbody>
</table>
ANNEX 2 – THE STAFF CONSTITUENCY

The Staff Constituency is divided into one (1) class. Staff shall be eligible for membership of the class within the Staff Constituency as shown in the table below.

<table>
<thead>
<tr>
<th>Staff Constituency class</th>
<th>Description</th>
<th>Minimum number of members</th>
</tr>
</thead>
<tbody>
<tr>
<td>Staff</td>
<td>Individuals who are employed by the Trust under a contract of employment which has no fixed term or has a fixed term of more than twelve (12) months; or have been continuously employed by the Trust under a contract of employment for at least twelve (12) months.</td>
<td>100</td>
</tr>
<tr>
<td>Total</td>
<td></td>
<td>100</td>
</tr>
</tbody>
</table>
The Service Users’ Constituency is divided into one (1) class. Service Users and Service User Carers shall be eligible for membership of the class within the Service User Constituency as shown in the table below.

<table>
<thead>
<tr>
<th>Service User Constituency class</th>
<th>Description</th>
<th>Minimum number of members</th>
</tr>
</thead>
<tbody>
<tr>
<td>Service Users and Service User Carers</td>
<td>An individual who has been a Service User of the Trust within the last five (5) years at the point of application for membership (in accordance with paragraph 10.2) or is over the age of sixteen (16) and provides care on a regular basis for a Service User who has not attained the age of sixteen (16) or who is by reason of physical or mental incapacity unable to discharge the functions of a member.</td>
<td>100</td>
</tr>
<tr>
<td>Total</td>
<td></td>
<td>100</td>
</tr>
</tbody>
</table>
ANNEX 4 – COMPOSITION OF THE COUNCIL OF GOVERNORS

The Council of Governors shall comprise twenty-six (26) Governors as set out in the tables below:

1. **Elected Governors**

<table>
<thead>
<tr>
<th>Constituency</th>
<th>Area</th>
<th>Number of Governors</th>
</tr>
</thead>
<tbody>
<tr>
<td>Public</td>
<td>London Borough of Camden</td>
<td>5</td>
</tr>
<tr>
<td></td>
<td>London Borough of Islington</td>
<td>5</td>
</tr>
<tr>
<td></td>
<td>Rest of London</td>
<td>1</td>
</tr>
<tr>
<td>Staff</td>
<td>All staff</td>
<td>4</td>
</tr>
<tr>
<td>Service User</td>
<td>All Service Users and Service User Carers</td>
<td>6</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td></td>
<td><strong>21</strong></td>
</tr>
</tbody>
</table>
## 2. Appointed Governors

<table>
<thead>
<tr>
<th>Representative of</th>
<th>Type</th>
<th>Number of Governors</th>
</tr>
</thead>
<tbody>
<tr>
<td>Local Authority - Camden</td>
<td>Appointing Organisation</td>
<td>1</td>
</tr>
<tr>
<td>Local Authority - Islington</td>
<td>Appointing Organisation</td>
<td>1</td>
</tr>
<tr>
<td>University College London</td>
<td>Appointing Organisation</td>
<td>1</td>
</tr>
<tr>
<td>Voluntary Action Camden</td>
<td>Partnership Organisation</td>
<td>1</td>
</tr>
<tr>
<td>Voluntary Action Islington</td>
<td>Partnership Organisation</td>
<td>1</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td></td>
<td><strong>5</strong></td>
</tr>
</tbody>
</table>
ANNEX 5 – THE MODEL ELECTION RULES

The Trust is to hold elections in accordance with the single transferable vote version of the Model Election Rules, as set out below.

PART 1 INTERPRETATION

1. Interpretation

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3. Computation of time

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

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9. Nomination of candidates
10. Candidate’s particulars
11. Declaration of interests
12. Declaration of eligibility
13. Signature of candidate
14. Decisions as to validity of nomination forms
15. Publication of statement of nominated candidates
16. Inspection of statement of nominated candidates and nomination forms
17. Withdrawal of candidates
18. Method of election

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20. The ballot paper
21. The declaration of identity (Public and Service Users’ Constituencies)

Action to be taken before the poll

22. List of eligible voters
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24. Issue of voting information by returning officer
25. Ballot paper envelope and covering envelope
26. E-voting systems
The poll

27. Eligibility to vote
28. Voting by persons who require assistance
29. Spoilt ballot papers and spoilt text message votes
30. Lost voting information
31. Issue of replacement voting information
32. ID declaration form for replacement ballot papers (Public and Service Users’ Constituencies)
33. Procedure for remote voting by internet
34. Procedure for remote voting by telephone
35. Procedure for remote voting by text message

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

36. Receipt of voting documents
37. Validity of votes
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40. Sealing of packets

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56. Forwarding of documents received after close of the poll
57. Retention and public inspection of documents
58. Application for inspection of certain documents relating to election
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59. Countermand or abandonment of poll on death of candidate

PART 10 ELECTION EXPENSES AND PUBLICITY

Expenses

60. Election expenses
61. Expenses and payments by candidates
62. Expenses incurred by other persons

Publicity

63. Publicity about election by the corporation
64. Information about candidates for inclusion with voting information
65. Meaning of “for the purposes of an election”

PART 11 QUESTIONING ELECTIONS AND IRREGULARITIES

66. Application to question an election

PART 12 MISCELLANEOUS

67. Secrecy
68. Prohibition of disclosure of vote
69. Disqualification
70. Delay in postal service through industrial action or unforeseen event

PART 1 INTERPRETATION

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);

"poling 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; and
"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 2006 Act 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:

<table>
<thead>
<tr>
<th>Proceeding</th>
<th>Time</th>
</tr>
</thead>
<tbody>
<tr>
<td>Publication of notice of election</td>
<td>Not later than the 40th day before the day of the close of the poll.</td>
</tr>
<tr>
<td>Event</td>
<td>Date Requirement</td>
</tr>
<tr>
<td>----------------------------------------------------------------------</td>
<td>------------------------------------------------------------</td>
</tr>
<tr>
<td>Final day for delivery of nomination forms to returning officer</td>
<td>Not later than the 28th day before the day of the close of the poll.</td>
</tr>
<tr>
<td>Publication of statement of nominated Candidates</td>
<td>Not later than the 27th day before the day of the close of the poll.</td>
</tr>
<tr>
<td>Final day for delivery of notices of withdrawals by candidates from election</td>
<td>Not later than 25th day before the day of the close of the poll.</td>
</tr>
<tr>
<td>Notice of the poll</td>
<td>Not later than the 15th day before the day of the close of the poll.</td>
</tr>
<tr>
<td>Close of the poll</td>
<td>By 5pm on the final day of the election.</td>
</tr>
</tbody>
</table>

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.
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 email 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 email 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 Service Users’ 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 email 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 COUNTING THE VOTES

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 email 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 is 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 Service Users’ Constituencies)

21.1. The corporation shall require each voter who participates in an election for a Public or Service Users’ 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 email 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 email to those members in the list of eligible voters for whom an email 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 email 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 email to those members in the list of eligible voters for whom an email address is included in that list, then the returning officer shall only send that information by email.
24.5. The voting information is to be sent to the postal address and/or email 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 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 Service Users’ 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);
The returning officer shall ensure that the telephone voting facility and telephone voting system provided will:

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 Service Users’ 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 Service Users’ 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 spoilt text message vote (if that officer was able to obtain it); and
   (c) 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 Service Users’ Constituencies)**
32.1. In respect of an election for a Public or Service Users’ 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 Service
Users’ Constituency)

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
(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 spoilt ballot papers and the list of spoilt 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

41. Interpretation of Part 6

41.1. 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 49;

"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 46;

"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 47.4 or 47.7.
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.

44. Rejected ballot papers and rejected text voting records

44.1. 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.

44.2. The returning officer is to endorse the word "rejected" on any ballot paper which under this rule is not to be counted.

44.3. 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.
44.4. The returning officer is to endorse the word "rejected" on any text voting record which under this rule is not to be counted.

44.5. The returning officer is to draw up a statement showing the number of ballot papers rejected by him or her under each of the subparagraphs (a) to (d) of rule 44.1 and the number of text voting records rejected by him or her under each of the sub-paragraphs (a) to (c) of rule 44.3.

45. First stage

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

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

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

46. The quota

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

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

46.3. At any stage of the count a candidate whose total votes equals or
exceeds the quota shall be deemed to be elected, except 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 47.1 to 47.3 has been complied with.

47. **Transfer of votes**

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

(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.

47.2. The returning officer is to count the number of ballot documents in each parcel referred to in rule 47.1.

47.3. The returning officer is, in accordance with this rule and rule 48, to transfer each sub-parcel of ballot documents referred to in rule 47.1 (a) to the candidate for whom the next available preference is given on those ballot documents.

47.4. The vote on each ballot document transferred under rule 47.3 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).
47.5. Where at the end of any stage of the count involving the transfer of ballot documents, the number of votes for any candidate exceeds the quota, the returning officer is to sort the ballot documents in the sub-parcel of transferred votes which was last received by that candidate into separate sub-parcels so that they are grouped:
(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.

47.6. The returning officer is, in accordance with this rule and rule 48, to transfer each sub-parcel of ballot documents referred to in rule 47.5(a) to the candidate for whom the next available preference is given on those ballot documents.

47.7. The vote on each ballot document transferred under rule 47.6 shall be at:
(a) a transfer value calculated as set out in rule 47.4(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.

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

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

47.10. Transferable ballot documents shall not be liable to be transferred where any surplus or surpluses which, at a particular stage of the count, have not already been transferred, are:
(a) less than the difference between the total vote then credited to the continuing candidate with the lowest recorded vote

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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.

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

48. Supplementary provisions on transfer

48.1. If, at any stage of the count, two or more candidates have surpluses, the transferable 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.

48.2. The returning officer shall, on each transfer of transferable ballot documents under rule 47:

(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.

48.3. All ballot documents transferred under rule 47 or 49 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.

48.4. Where a ballot document is so marked that it is unclear to the returning officer at any stage of the count under rule 47 or 49 for which candidate the next preference is recorded, the returning officer shall treat any vote on that ballot document as a non-transferable vote; and votes on a ballot document shall be so treated where, for example, the names of two or more candidates (whether continuing candidates or not) are so marked that, in the opinion of the returning officer, the same order of preference is indicated or the numerical sequence is broken.

49. Exclusion of candidates

49.1. If:
   (a) all transferable ballot documents which under the provisions of rule 47 (including that rule as applied by rule 49.11) and this rule are required to be transferred, have been transferred; and
   (b) subject to rule 50, one or more vacancies remain to be filled, the returning officer shall exclude from the election at that stage the candidate with the then lowest vote (or, where rule 49.12 applies,
the candidates with the then lowest votes).

49.2. The returning officer shall sort all the ballot documents on which first preference votes are given for the candidate or candidates excluded under rule 49.1 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).

49.3. The returning officer shall, in accordance with this rule and rule 48, transfer each sub-parcel of ballot documents referred to in rule 49.2 to the candidate for whom the next available preference is given on those ballot documents.

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

49.5. If, subject to rule 50, 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 49.1 into sub-parcels according to their transfer value.

49.6. The returning officer shall transfer those ballot documents in the sub-parcel of transferable ballot documents with the highest transfer value to the continuing candidates in accordance with the next available preferences given on those ballot documents (thereby passing over candidates who are deemed to be elected or are excluded).
49.7. The vote on each transferable ballot document transferred under rule 49.6 shall be at the value at which that vote was received by the candidate excluded under rule 49.1.

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

49.9. After the returning officer has completed the transfer of the ballot documents in the sub-parcel of ballot 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 49.1.

49.10. 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.

49.11. If after a transfer of votes under any provision of this rule, a candidate has a surplus, that surplus shall be dealt with in accordance with rules 47.5 to 47.10 and rule 48.
49.12. Where the total of the votes of the two or more lowest candidates, together with any surpluses not transferred, is less than the number of votes credited to the next lowest candidate, the returning officer shall in one operation exclude such two or more candidates.

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

50. Filling of last vacancies

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

50.2. Where only one vacancy remains unfilled and the votes of any one continuing candidate are equal to or greater than the total of votes credited to other continuing candidates together with any surplus not transferred, the candidate shall thereupon be deemed to be elected.

50.3. Where the last vacancies can be filled under this rule, no further transfer of votes shall be made.
51. Order of election of candidates

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

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

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

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

PART 7 FINAL PROCEEDINGS IN CONTESTED AND UNCONTESTED ELECTIONS

52. Declaration of result for contested elections

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

(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 Trust by section 33(4) of the 2006 Act, to the Chair of the NHS trust; or

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

and

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

52.2. 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 44.1;

(f) the number of rejected text voting records under each of the headings in rule 44.3; available on request.

53. Declaration of result for uncontested elections

53.1. In an uncontested election, 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 Chair 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 Chair 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

59. Countermand or abandonment of poll on death of candidate

59.1. 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.

59.2. 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

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.

PART 12  MISCELLANEOUS

67. Secrecy

67.1. The following persons:

(a) the returning officer; and
(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 paper;

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 6 – ADDITIONAL PROVISIONS – COUNCIL OF GOVERNORS

1. Council of Governors – disqualification and removal

1.1 A person may not become or continue as a Governor, if:

1.1.1 in the case of a Staff Governor, Service User Governor or Public Governor the person ceases to be a member of the constituency by which he/she was elected;

1.1.2 Monitor has exercised its powers to remove that person as a Governor or has suspended him/her from office or has disqualified him/her from holding office as a Governor for a specified period or Monitor has exercised any of those powers in relation to the person concerned at any other time whether in relation to the Trust or another NHS foundation trust;

1.1.3 they are a Director of the Trust or a governor or director of another NHS body (unless they are appointed by an Appointing Organisation which is an NHS body);

1.1.4 they are the spouse, partner, parent or child of a member of the Board of Directors of the Trust;

1.1.5 they are a member of a local authority’s Health Overview and Scrutiny Committee;

1.1.6 they have been previously removed as a Governor pursuant to this paragraph 1 of Annex 6 as a result of their inappropriate conduct and not in view of their employment or other status or role at any relevant time;

1.1.7 being a member of the Public Constituency or the Service Users’ Constituency, they refuse to sign a declaration in the form specified by the Trust Secretary of particulars of their qualification to vote as a member of the Trust, and that they are not prevented from being a Governor;

1.1.8 they have previously been or are currently subject to a sex offender order and/or required to register under the Sexual Offences Act 2003 or have committed a sexual offence prior to
the requirements to register under current legislation coming into force;

1.1.9 they have within the preceding five (5) years been dismissed, otherwise than by reason of redundancy, from any paid employment with an NHS body and not reinstated;

1.1.10 they have been disqualified from being a member of a relevant authority under a provision of the Local Government Act 2000;

1.1.11 they are a person whose tenure of office as the Chair or as a member or director of another NHS body has been terminated on the grounds that their appointment is not in the interests of the health service, for non-attendance at meetings, or for non-disclosure of a pecuniary interest;

1.1.12 they are incapable by reason of mental disorder, illness or injury of managing and administering their property and affairs;

1.1.13 on the basis of disclosures obtained through an application to the Disclosure and Barring Service established under section 87 of the Protection of Freedoms Act 2012 (or any other checks required by the Trust from time to time as being consistent with its licence conditions or mandatory or nationally recommended good governance arrangements), they are not considered suitable by the Chief Executive;

1.1.14 the Chief Executive considers that individual to be a danger to the safety of Service Users, and has discussed this with the Chair and the Lead Governor;

1.1.15 they have been suspended, and during such period of suspension that Governor’s term of office is due to expire; and/or

1.1.16 they have been suspended, and prior to any investigation being carried out and/or concluded, they have resigned.

1.2 A person holding office as a Governor shall immediately cease to do so if:

1.2.1 they resign by notice in writing to the Trust Secretary;

1.2.2 they have failed to attend three (3) consecutive meetings of the Council of Governors, and by the end of the following Meeting of
the Council of Governors the other Governors are not satisfied that the absences were due to reasonable causes;

1.2.3 they have refused without reasonable cause to undertake any training which the Council of Governors require all Governors to undertake;

1.2.4 they have not signed and delivered a statement in the form required by the Trust Secretary confirming acceptance of the Code of Conduct for Governors within a reasonable period of being elected or appointed as the Trust Secretary may in his/her absolute discretion determine; and/or

1.2.5 they have failed or refused to make any declaration required by paragraph 13 of this Constitution and paragraph 5 of Annex 7.

1.3 It is for the Chair to determine in his/her absolute discretion as to whether a Governor falls into one of the categories for disqualification referred to in paragraphs 1.1 – 1.2 above.

1.4 A Governor may be removed from the Council of Governors by a resolution approved by not less than three-quarters of the remaining Governors present and voting on the grounds that:

1.4.1 they have committed a serious breach of the Code of Conduct for Governors;

1.4.2 they have knowingly or recklessly made a false declaration for any purpose provided for under this Constitution or in the 2006 Act;

1.4.3 they have acted in a manner detrimental to the interests of the Trust; and/or

1.4.4 the Council of Governors consider that it is not in the best interests of the Trust for them to continue as a Governor, as their continuing as a Governor would be likely to:

1.4.4.1 contravene the Code of Conduct for Governors;

1.4.4.2 prejudice the ability of the Trust to fulfil its principal purpose or other of its purposes under this Constitution or otherwise to discharge its duties or functions;
1.4.4.3 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;

1.4.4.4 adversely affect public confidence in the goods and services provided by the Trust; and/or

1.4.4.5 otherwise bring the Trust into disrepute.

1.5 The provisions of this paragraph 1 of Annex 6 and paragraph 17 of this Constitution applies to both Elected and Appointed Governors and to those seeking election or appointment.

1.6 Where an individual has been elected or appointed to be a Governor and he/she becomes disqualified for election or appointment, he/she shall notify the Trust Secretary in writing of such disqualification as soon as practicable and in any event within fourteen (14) days of first becoming aware of those matters which render him/her disqualified.

1.7 If it comes to the notice of the Trust Secretary that a Governor is disqualified, whether at the time of the Governor’s appointment or later, the Trust Secretary shall immediately declare that the individual in question is disqualified and give notice to him in writing to that effect as soon as practicable and in any event within fourteen (14) days of the date of said declaration.

1.8 Upon giving of notice under paragraphs 1.6 or 1.7 of this Annex 6 that an individual’s tenure of office, if any, shall be terminated forthwith, he/she shall cease to be a Governor and his/her name shall be removed from the register of Governors. Any Governor may refer any dispute he/she may have with regard to that decision to the Trust’s Dispute Resolution Procedure.

2. Council of Governors - vacancies

2.1 Where a vacancy arises for a Governor for any reason other than expiry of term of office, the following provisions will apply:

2.1.1 where an Elected Governor’s membership of the Council of Governors ceases for one of the reasons set out in paragraph 17 of this Constitution or paragraph 1 of this Annex 6 he/she may be replaced in accordance with the following provisions:
2.1.1.1 the Trust may invite the highest polling unelected candidate for that constituency, or class within that constituency, at the most recent election the opportunity to fill the seat for the unexpired period of the term of office, subject to the approval of the majority of the Council of Governors voting at a Meeting of the Council of Governors. If that candidate does not agree to fill the vacancy it may then be offered to the next highest polling unelected candidate until the vacancy is filled.

2.1.1.2 if no such reserve candidate is available, chosen, or willing to fill the vacancy, an election will then be held in accordance with the Model Election Rules save that if an election is due to be held within nine (9) months of the vacancy having arisen the position shall stand vacant unless this causes the aggregate number of Governors who are Public Governors and Service User Governors to be less than half of the total membership of the Council of Governors. In that case an election will be held in accordance with the Model Election Rules as soon as reasonably practicable.

2.1.1.3 Where an Appointed Governor’s membership of the Council of Governors ceases for one of the reasons set out in paragraph 17 of this Constitution or paragraph 1 of this Annex 6, he/she shall be replaced in accordance with a process of appointment as agreed by the Trust Secretary and the Appointing Organisation.
ANNEX 7 – STANDING ORDERS FOR THE PRACTICE AND PROCEDURE OF THE COUNCIL OF GOVERNORS

1. Composition of the Council of Governors – further provisions

1.1 The Council of Governors, subject to the 2006 Act, shall seek to ensure through the composition of the Council of Governors that:

1.1.1 the interests of the community served by the Trust are appropriately represented;

1.1.2 the level of representation of the Public Constituency, the Service Users' Constituency, the Staff Constituency, the Appointing Organisations and the Partnership Organisations strikes an appropriate balance such that no individual or small group of individuals can dominate the Council of Governor’s decision making, having regard to their legitimate interest in the Trust’s affairs,

and to this end, the Council of Governors:

1.1.2.1 shall at all times maintain a policy for the composition of the Council of Governors;

1.1.2.2 shall from time to time and not less than every three (3) years review the policy for the composition of the Council of Governors; and

1.1.2.3 where appropriate shall propose amendments to this Constitution.

2. Roles and responsibilities of the Council of Governors

2.1 Notwithstanding any statutory responsibilities and obligations imposed by Monitor, the general responsibilities of the Council of Governors shall be to:

2.1.1 engage in dialogue with and provide advice to the Board of Directors with regard to the Trust's future vision and strategy and act as a source of ideas about how the Trust can provide its services in ways that meet the needs of the community it serves;

2.1.2 review annually the extent to which the Trust is meeting its objective of delivering high quality services; and
2.1.3 work with the Board of Directors on such other matters for the benefit of the Trust as may be agreed between them.

2.2 The specific rights and duties of the Council of Governors are:

2.2.1 in a general meeting to:

2.2.1.1 appoint or remove the Chair and the other non-executive Directors of the Trust. The removal of any non-executive Director shall require the approval of not less than three-quarters of the Governors;

2.2.1.2 approve the appointment of the Chief Executive of the Trust by non-executive Directors;

2.2.1.3 decide the remuneration and expenses and the other terms and conditions of office of the non-executive Directors;

2.2.1.4 appoint or remove the Trust’s Auditor;

2.2.1.5 receive and consider the Trust’s annual accounts, any Auditor’s reports on those annual accounts and the annual report from the Board of Directors;

2.2.1.6 to be consulted by the Board of Directors regarding the information to be given to Monitor as to the Trust’s forward planning in respect of each Financial Year and to give their views to the Board of Directors on any document containing such information which is to be given to Monitor;

2.2.1.7 to undertake such functions as the Board of Directors shall from time to time request; and

2.2.1.8 to prepare and from time to time review the Trust’s policy for the composition of the Council of Governors and of the Trust, subject to any contrary provisions of the 2006 Act as given effect by this Constitution.
3. **Council of Governors - committees**

The Council of Governors may establish committees and working groups as appropriate and to which the Council of Governors may not delegate any of their powers but that may assist the Council of Governors in carrying out its duties. This will include a nominations committee and a remuneration committee which may be combined. Committees of the Trust are governed by the Terms of Reference.

4. **Disputes between the Council of Governors and the Board of Directors**

4.1 The procedure that should be followed in the event of any unresolved dispute between the Council of Governors and the Board of Directors is set out in the Trust’s Dispute Resolution Procedure.

5. **Eligibility to vote and stand for election**

5.1 A person may not vote at an election for, or stand for election to the Council of Governors unless within a period and form specified by the Trust Secretary made a declaration:

5.1.1 of the particulars of his/her qualification to vote as a member of the Constituency, for which the election is being held;

5.1.2 that he/she is not prevented from being a member of the Council by paragraph 8 of Schedule 7 to the 2006 Act; and

5.1.3 that he is not otherwise disqualified under paragraph 1 of Annex 6 or paragraph 17 of the Constitution.

5.1.4 This paragraph 5.1 of Annex 7 does not apply to an election held for the Staff Constituency.

5.2 Every Service User Governor and Public Governor must upon their election as a Governor make a declaration, and they must make a further declaration within each Financial Year, in the form specified below, that they are qualified to vote at meetings of the Council of Governors and are not prevented from being a member of the Council of Governors by paragraph 8 of Schedule 7 of the 2006 Act or under the Constitution:

“I declare that the details I have provided to the Trust are correct to the best of my knowledge and belief; that I remain eligible to be a member of the [
] constituency and am not otherwise disqualified from membership of the
Trust; and that I am not prevented from being a Foundation Trust Governor
by paragraph 8 of Schedule 7 to the National Health Service Act 2006.”

5.3 A person is guilty of an offence under the 2006 Act if he/she:

5.3.1 makes a declaration under this section which he knows to be false in
a material particular; or

5.3.2 recklessly makes such a declaration which is false in a material
particular.

6. Meetings of Council of Governors

6.1 No business shall be transacted at a Meeting of the Council of Governors
unless at least 50% of the Elected Governors are present.

6.2 For the purposes of paragraph 6.1 above, an Elected Governor shall not be
counted towards the quorum in the event that that Governor has taken a
leave of absence which has been acknowledged by the Chair.

7. Council of Governors - conflicts of interest of Governors

7.1 Governors shall declare any pecuniary, personal or family interest, 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. A family interest will include those of a Governor’s spouse or
partner. Any Governors appointed subsequently shall declare such
interests on appointment or election.

7.2 Subject to the exceptions below a direct or indirect interest is:

7.2.1 any directorship of a company;

7.2.2 any interest or position in any firm, company, business or
organisation (including any charitable or voluntary organisation)
which has or is likely to have a trading or commercial relationship
with the Trust;

7.2.3 any interest in an organisation providing health and social care
services to the national health service;

7.2.4 a position of authority in a charity or voluntary organisation in the
field of health and social care; or
7.2.5 any connection with any organisation, entity or company considering entering into a financial arrangement with the Trust including but not limited to lenders or banks.

7.3 The exceptions which shall not be treated as a direct or indirect interests for the purposes of these provisions are as follows:

7.3.1 shares not exceeding 2% of the total shares in issue held in any company whose shares are listed on any public exchange;

7.3.2 an employment contract with the Trust held by a Staff Governor;

7.3.3 an employment contract with a local authority held by a Local Authority Governor;

7.3.4 an employment contract with a university held by a university Governor; or

7.3.5 an employment contract with or other position of authority within a Partnership Organisation held by a Partnership Governor.

7.4 Any Governor who has an interest in a matter to be considered by the Council of Governors (whether because the matter involves a firm, company, business or organisation in which the Governor or his/her spouse or partner has a direct or indirect interest or otherwise) shall declare such interest to the Council of Governors as soon as he becomes aware of it and:  

7.4.1 shall withdraw from the meeting and play no part in the relevant discussion or decision; and

7.4.2 shall not vote on the issue (and if by inadvertence they do remain and vote, their vote shall not be counted).

7.5 Details of any such interest shall be recorded in the register of interests of Governors.
ANNEX 8 – STANDING ORDERS FOR THE PRACTICE AND PROCEDURE OF THE BOARD OF DIRECTORS

1. **Board of Directors – committees**

   The Board of Directors shall establish an audit committee and a remuneration committee comprised of non-executive Directors and any other committees comprised of Board members as appropriate, to which any of the powers exercised by the Board of Directors (except for powers reserved for the Board) on behalf of the Trust may be delegated. The Terms of Reference for committees shall be as set out in the Trust’s Corporate Governance Manual.

2. **Disputes between the Council of Governors and the Board of Directors**

   The procedure that should be followed in the event of any unresolved dispute between the Council of Governors and the Board of Directors is set out in the Trust’s Dispute Resolution Procedure.

3. **Appointment and removal of the Chair and other non-executive Directors**

   1.1. The appointment of the Chair and the other non-executive Directors shall be in accordance with the following procedures:

   1.1.1. the Council of Governors shall create a duly authorised nominations committee responsible for dealing with nominations for the non-executive Directors consisting of a majority of Governors;

   1.1.2. membership of the nominations committee will be determined by the Governors and defined in that committee’s Terms of Reference;

   1.1.3. the Council of Governors will maintain a policy for the composition of the non-executive Directors, and which they shall review from time to time and not less than every three (3) years;

   1.1.4. the Council of Governors will work with an external organisation recognised as expert at appointments to identify the skills and experience required for non-executive Directors;

   1.1.5. appropriate candidates (not more than five (5) for each vacancy)
will be identified by the nominations committee through a process of open competition, which take account of the policy maintained by the Council of Governors and the skills and experience required; and

1.1.6. at a general meeting the Council of Governors shall appoint the Chair of the Trust and the other non-executive Directors in accordance with paragraph 28 of this Constitution and this paragraph 3 of Annex 8.

1.2. The removal of the Chair or another non-executive Director shall be in accordance with the following procedures:

1.2.1. any proposal for removal must be proposed by a Governor, seconded by not less than ten (10) Governors including at least two (2) Elected Governors and two (2) Appointed Governors and submitted to the Chair of the Trust;

1.2.2. written reasons for the proposal shall be provided to the non-executive Director in question, who shall be given the opportunity to respond to such reasons;

1.2.3. in making any decision to remove a non-executive Director, the Council of Governors shall take into account the annual appraisal of the non-executive Director in question carried out by the Chair;

1.2.4. removal of the Chair or another non-executive Director shall require the approval of three-quarters of the members of the Council of Governors; and

1.2.5. if any proposal to remove a non-executive Director is not approved at a Meeting of the Council of Governors, no further proposal can be put forward to remove such non-executive Director based upon the same reasons within twelve (12) months of the meeting.

2. Roles and responsibilities of the Board of Directors

2.1. All the powers of the Trust shall be exercisable by the Board of Directors on its behalf.

2.2. Any of those powers may be delegated to a committee of the Board of Directors or to an executive Director in accordance with the Trust’s Corporate Governance Manual.
2.3. A committee of non-executive Directors established as an audit committee shall monitor, review and carry out such functions in relation to the Auditor outlined in paragraph 41 of this Constitution as appropriate.

2.4. The non-executive Directors shall appoint or remove the Chief Executive (and Accounting Officer). The appointment of a Chief Executive (but not his/her removal) shall require the approval of the Council of Governors.

2.5. A nominations committee consisting of the Chair, the Chief Executive (and Accounting Officer) and the other non-executive Directors shall appoint the executive Directors.

2.6. The Trust shall establish a committee of non-executive Directors to decide the remuneration, allowances and the other terms and conditions of office of the executive Directors.

2.7. The Board of Directors shall give information as to its forward planning in respect of each Financial Year to Monitor. The Board of Directors shall prepare a document containing that information for submission to Monitor and shall have regard to the views of the Council of Governors when preparing it.

2.8. The Board of Directors shall present to the Council of Governors in a members’ meeting the Trust’s annual accounts, and any report of the Auditor on them, and the Trust’s annual report.

3. Signature of documents

3.1. The Chief Executive or other nominated officer of the Chief Executive shall be authorised by resolution of the Board of Directors to sign any agreement or other document not required to be executed as a deed, the subject matter of which has been approved by the Board of Directors or any committee with delegated authority, on behalf of the Trust.

4. Board of Directors – meetings of Directors

4.1. Ordinary meetings of the Board of Directors shall be held at regular intervals, no less than four (4) times in each Financial Year, at such times and in such places as the Board of Directors may determine from time to time.

4.2. Seven (7) Directors including not less than two (2) executive Directors (one (1) of whom must be the Chief Executive or another executive Director nominated by the Chief Executive), and not less than two (2) non-executive
Directors (one (1) of whom must be the Chair or the Deputy Chair of the Board of Directors) shall form a quorum.
ANNEX 9 – FURTHER PROVISIONS

1. Membership of the Service Users’ Constituency – Service User Carers

1.1. A Service User Carer is an individual who:

1.1.1. is not less than sixteen (16) years of age at the date of applying to become a member;

1.1.2. provides care on a regular basis for a Service User who has not attained the age of sixteen (16) years or who is by reason of physical or mental incapacity unable to discharge the functions of a member; and

1.1.3. does not (as set out in paragraph 3(6) of Schedule 7 to the 2006 Act) provide that care:

1.1.3.1. in pursuance of a contract (including a contract of employment); or

1.1.3.2. as a volunteer for a voluntary organisation; and

1.1.4. has either been:

1.1.4.1. nominated by that Service User as his/her Service User Carer for the time being for the purposes of this paragraph 1 of Annex 9 and has been accepted by the Trust as that Service Users’ Carer for that purpose; or

1.1.4.2. has been accepted by the Trust as a Service User Carer for the purposes of this paragraph 1 of Annex 9 where the Service User is under sixteen (16) years of age or lacks the legal or mental capacity to nominate that individual as his/her Service User Carer and the Trust has to the extent that it is reasonably practicable (and in line with a policy agreed by the Council of Governors) with that Service User as to his/her wishes and has then agreed to treat that individual as the Service User Carer for the purposes of this paragraph 1 of this Annex 9 provided the individual has agreed in writing to act in that capacity and he/she is otherwise qualified in accordance with this Constitution.
1.2. An individual shall not be eligible to apply to become a member as Service User Carer or to continue as a member as a Service User Carer if:

1.1.1. the Service User has withdrawn his/her nomination of that individual under paragraph 1.1.4.2 of Annex 9 as his/her Service User Carer; or

1.1.2. the Service User Carer is a member of another constituency under this Constitution; or

1.1.3. where the individual no longer fits the description of Service User Carer as set out in paragraph 1.1 of this Annex 9.

2. Disqualification from membership

2.1. An individual shall not become or continue as a member if:

1.1.4. they are under sixteen (16) years of age;

1.1.5. they become ineligible to be a member under paragraphs 6 – 11 of this Constitution;

1.1.6. they have been involved within the last five (5) years as a perpetrator in a serious incident of assault or violence, or in one or more incidents of harassment against any of the Trust’s employees or other persons who exercise functions for the purposes of the Trust, or against any registered volunteer and the Council of Governors considers that it is not in the best interests of the Trust for them to become or remain a member;

1.1.7. they have received a conviction anywhere within the European Union;

1.1.8. the Chief Executive considers that individual to be a danger to the safety of Service Users, and has discussed this with the Chair and the Lead Governor; and/or

1.1.9. the Council of Governors resolves for other reasonable cause that his/her doing so would or would be likely to:

1.1.9.1. prejudice the ability of the Trust to fulfil its principal purpose or other of its purposes under this Constitution or otherwise to discharge its duties and functions;
1.1.9.2. harm the Trust’s ability to work with other persons or bodies with whom it is engaged or may be engaged in the provision of goods and services;

1.1.9.3. adversely affect public confidence in the goods or services provided by the Trust; and/or

1.1.9.4. otherwise bring the Trust into disrepute.

2.2. the Council of Governors resolves or ever has resolved in accordance with paragraph 17 of this Constitution or paragraph 1 of Annex 6 that his/her tenure as a member be terminated.

2.3. It is the responsibility of each member to ensure his/her eligibility at all times and not the responsibility of the Trust to do so on his/her behalf. A member who becomes aware of his ineligibility shall inform the Trust as soon as practicable and that person should hereupon be immediately removed from the register of members and shall cease to be a member.

2.4. Where the Trust has reason to believe that a member is ineligible for membership under paragraphs 6 – 11 of this Constitution, or may be disqualified from membership under this paragraph 2 of Annex 9, the Trust Secretary shall carry out reasonable enquiries to establish if this is the case.

2.5. Where the Trust Secretary considers that there may be reasons for concluding that a member or an applicant for membership may be ineligible or be disqualified from membership he/she shall advise that individual of those reasons in summary form and invite representations from the member or applicant for membership within twenty-eight (28) days or such other reasonable period as the Trust Secretary may in his/her absolute discretion determine. Any representations received shall be considered by the Trust Secretary and he/she shall make a decision on the member’s or applicant’s eligibility or disqualification as soon as reasonably practicable and shall give notice in writing of that decision to the member or applicant within fourteen (14) days of the decision being made.

2.6. If no representations are received within the above period of twenty-eight (28) days or such longer period (if any) permitted under paragraph 2.5 of Annex 9 above, the Trust Secretary shall be entitled nonetheless to proceed and make a decision on the member’s or applicant’s eligibility or disqualification notwithstanding the absence of any such representations from him/her.
2.7. Any decision made under paragraph 2.5 of this Annex 9 to disqualify a member or an applicant for membership may be referred by the member or applicant concerned to the Trust’s Dispute Resolution Procedure.

3. **Representative membership**

3.1. The Trust shall at all times strive to ensure that taken as a whole its actual membership is representative of those eligible for membership.

3.2. The Council of Governors shall present to each Annual Members’ Meeting a report on the steps taken to secure that (taken as a whole) the actual membership of a Public Constituency, of the Service Users’ Constituency and of the Staff Constituency is representative of those eligible for such membership.

4. **Termination of Membership**

4.1. A person’s membership shall be terminated if:

   4.1.1. they resign by giving notice to the Trust Secretary;

   4.1.2. they are disqualified under paragraph 2 of Annex 9 above;

   4.1.3. they die;

   4.1.4. they cease to be entitled under this Constitution to be a member of a Public Constituency or of the Service Users’ Constituency or of the Staff Constituency; or

   4.1.5. it appears to the Trust Secretary that they no longer wish to be a member of the Trust, and after enquiries, they fail to demonstrate that they wish to continue as a member of the Trust.

4.2. A member may be expelled via the following adopted procedure:

   4.2.1. any member may complain to the Trust Secretary, in accordance with the Trust’s Dispute Resolution Procedure, that another member has acted in a way detrimental to the interests of the Trust; and

   4.2.2. that member shall be expelled by a resolution approved by not less than two-thirds of the Governors present and voting at a Meeting of the Council of Governors.
5. Voting in Council of Governors Elections

5.1. A member may not vote at an election for a Public Governor or a Service User Governor (as the case may be) unless within the specified period he/she has made a declaration in the specified form that he/she is a member of the Public Constituency or the Service Users’ Constituency (as the case may be) and stating the particulars of his/her qualification to vote as a member of that Constituency for which an election is being held. It is an offence to knowingly or recklessly make such a declaration which is false in a material particular.

5.2. The form and content of the declaration and the period for making such a declaration for the purposes of paragraph 5.1 of Annex 7 above shall be specified and published by the Trust from time to time and shall be so published not less than twenty-eight (28) days prior to elections.
ANNEX 10 – ANNUAL MEMBERS’ MEETING

1. Annual Members’ Meeting – further provisions

1.1. Before a members’ meeting can do business there must be a quorum present. Except where this Constitution states otherwise a quorum is twenty (20) members with at least one (1) member present from each of the Trust’s constituencies.

1.2. If a quorum is not present, no matter may be discussed or voted upon at that meeting and the meeting shall be adjourned. Such a position shall be recorded in the minutes of the meeting.

1.3. If no quorum is present within half an hour of the time fixed for the start of the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Board of Directors determine. If a quorum is not present within half an hour of the time fixed for the start of the adjourned meeting, the number of members present shall be a quorum.
CAMDEN AND ISLINGTON
NHS FOUNDATION TRUST

CONSTITUTION
CONSTITUTION OF
CAMDEN AND ISLINGTON NHS FOUNDATION TRUST
(A PUBLIC BENEFIT CORPORATION)

Updated version approved by:
Board of Directors on .........................
Council of Governors on .......................
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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* as amended by the *2012 Act*.

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

the *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*.

*Annual Members’ Meeting* is defined in paragraph 12 of the *Constitution*.

*Appointed Governors* means those Governors appointed by the appointing organisations.

*Appointing Organisations* means those organisations which are entitled under the *2006 Act* to appoint Governors and Partnership Organisations which are invited by the Trust to appoint Governors.

*Auditor* means an individual or organisation appointed by the Trust's Governors to evaluate and verify the accuracy of the financial records and accounting practices of the Trust.

*Board of Directors* is the board of directors of the Trust as constituted in accordance with this *Constitution*.

the *Chairman* means the chair of the Trust, or, in relation to the function of presiding at or chairing a meeting where another person is carrying out that role as required by the *Constitution*.

the *Chief Executive* means the chief officer of the Trust.

*the Code of Conduct for Directors* means the Trust’s code of conduct for the Directors as adopted by the Trust from time to time.

*the Code of Conduct for Governors* means the Trust’s code of conduct for the Governors as adopted by the Trust from time to time.
Constitution means this constitution and all annexes to it.

Corporate Governance Manual means a manual detailing matters of corporate governance as adopted by the Trust from time to time and maintained by the Trust Secretary.

Council of Governors is the council of governors of the Trust as constituted in accordance with this constitution.

days means calendar days for the purposes of this constitution, unless otherwise specified.

Deputy Chairman means one non-executive Director appointed by the Board of Directors to act as the Chairman of the Trust in certain circumstances.

Director means a member of the Board of Directors.

Dispute Resolution Procedure means a procedure detailing matters relating to the resolution of disputes as adopted by the Trust from time to time.

Elected Governors means those Governors elected by the Public Constituency, the Service Users' Constituency (which includes Service Users and Service User Carers) and the Staff Constituency.

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 (12) months beginning with 1 April.

Governor means a member of the Council of Governors.

Health Overview and Scrutiny Committee means a local authority committee in accordance with regulations made further to paragraph 244 of the 2006 Act, and includes joint Health Overview and Scrutiny Committees established by more than one local authority further to paragraph 245 of the 2006 Act.

Healthwatch means (1) the committee of the Care Quality Commission established under paragraph 6 of Schedule 1 of the Health and Social Care Act 2008, known as Healthwatch England; and (2) any local healthwatch organisation with the functions set out in paragraph 221 of Local Government and Public Involvement in Health Act 2007 relating to patient and public involvement in healthcare.

Lead Governor means one Governor appointed by the Council of Governors to lead the Council of Governors and to communicate directly with
Monitor in certain circumstances.

**Local Authority Governor** means an “Appointed Governor” appointed by one or more qualifying local authorities.

**Meeting of the Board of Directors** means a duly convened meeting of the Board of Directors.

**Meeting of the Council of Governors** means a duly convened meeting of the Council of Governors.

**Model Election Rules** means those election rules as published by the Foundation Trust Network NHS Providers from time to time.

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

**partner** means, in relation to another person, a member of the same household living together as a family unit.

**Partnership Governor** means a Governor appointed by a Partnership Organisation.

**Partnership Organisation** means a partnership organisation for the purposes of Schedule 7 paragraph 9(7) of the 2006 Act.

**Public Constituency** means those who live in an area specified in Annex 1 of this Constitution as an area for any public constituency of the Trust as constituted in accordance with paragraph 7 of the Constitution.

**Public Governor** means a Governor elected by the members of a Public Constituency.

**Secretary** is the person with responsibility or acting as the secretary or with responsibility for the corporate affairs of the Trust from time to time.

**Senior Independent Director** means the non-executive Director appointed by the Board of Directors in accordance with paragraph 29.3 of the Constitution.

**Service User** an individual whose name is recorded as a service user on the Trust's service user administration system or other record maintained by the Trust for the purposes of identifying service users of the Trust, and has attended any of the Trust's premises as a service user in the last five (5) years.

**Service User Carer** is an individual who comes within the description of service user carer as set out in paragraph 1 of Annex 9.
Service Users’ Constituency means those who are referred to collectively as the service users’, constituency, as constituted in accordance with paragraph 10 of this Constitution.

Service User Governor means a Governor elected by the members of the Service Users’ Constituency.

Staff Constituency means those individuals who come within paragraph 8.1 of this Constitution and who are referred to collectively as the staff constituency, in accordance with paragraph 9.2.

Staff Governor means a Governor elected by the members of the Staff Constituency.

the Terms of Reference means the terms of reference adopted by the committees of the Trust and which are set out in the Trust’s Corporate Governance Manual, which may be amended by the Council of Governors from time to time.

the Trust means the Camden and Islington NHS Foundation Trust.

Trust Secretary is the person with responsibility or acting as the secretary or with responsibility for the corporate affairs of the Trust from time to time.

voluntary organisation means a body, other than a public or local authority, the activities of which are not carried on for profit.

2. Name

The name of the foundation trust is the Camden and Islington 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:

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

3.3.2 the promotion and protection of public health.

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

4. **Powers**

4.1 The powers of the Trust are set out in the 2006 Act.

4.2 All 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;

5.2 a Staff Constituency; and

5.3 a Service Users’ 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 in accordance with this Constitution, with the exception of individuals who are eligible to become members of the Staff Constituency, who shall automatically become members in accordance with paragraph 9.

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 for a Public Constituency are referred to collectively as a Public Constituency.
7.3 The minimum number of members in each 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:

8.1.1 he is employed by the Trust under a contract of employment which has no fixed term or has a fixed term of at least twelve (12) months; or

8.1.2 he has been continuously employed by the Trust under a contract of employment for at least twelve (12) months; and

8.1.3 he has not been disqualified from membership in accordance with Annex 9 or restricted from membership in accordance with paragraph 11 of this Constitution.

9. **Automatic membership by default – staff**

9.1 An individual who is:

9.1.1 eligible to become a member of the Staff Constituency; and

9.1.2 invited by the Trust to become a member of the Staff Constituency,

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

9.2 Those individuals who are eligible for membership of the Trust by reason of the previous provisions are referred to collectively as the Staff Constituency.

9.3 The minimum number of members in the Staff Constituency is specified in Annex 2.

10. **Service Users' Constituency**

10.1 An individual who has, within the period specified below, accessed any of the Trust's services as either a Service User or as the Service User Carer may become a member of the Trust.
10.2 The period referred to above shall be the period of five (5) years immediately preceding the date of an application by the Service User or Service User Carer to become a member of the Trust.

10.3 Those individuals who are eligible for membership of the Trust by reason of the previous provisions are referred to collectively as the Service Users’ Constituency.

10.4 An individual providing care in pursuance of a contract (including a contract of employment) with a voluntary organisation, or as a volunteer for a voluntary organisation, does not come within the category of those who qualify for membership of the Service User Constituency.

10.5 Further provisions as to the circumstances in which an individual may not become or continue as a Service User Carer are set out in Annex 9.

10.6 The minimum number of members in the Service Users’ Constituency is specified in Annex 3.

11. Restriction on membership

11.1 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.

11.2 [An individual who satisfies the criteria for membership of both the Public Constituency and the Service Users’ Constituency may choose whether they become a member of either the Public Constituency or the Staff Service User Constituency].

11.3 An individual who is a member of the Service Users’ Constituency and is eligible to become a member of the Public Constituency, may upon notice to the Trust Secretary of their termination of membership of the Service Users’ Constituency, make an application to become a member of the Public Constituency.

11.4 An individual who is a member of the Public Constituency and is eligible to become a member of the Service Users’ Constituency, may upon notice to the Trust Secretary of their termination of membership of the Public Constituency, make an application to become a member of the Service Users’ Constituency.

11.5 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.

11.6 An individual must be at least sixteen (16) years old to become a member of the Trust.

11.7 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 9 – further provisions.

12. Annual Members’ Meeting

12.1 The Trust shall hold an annual meeting of its members (‘Annual Members’ Meeting’) within nine (9) months of the end of each Financial Year. The Annual Members’ Meeting shall be open to members of the public.

12.2 Further provisions about the Annual Members’ Meeting are set out in Annex 10 – Annual Members’ Meeting.

13. Council of Governors – composition

13.1 The Trust is to have a Council of Governors, which shall comprise both Elected and Appointed Governors.

13.2 The composition of the Council of Governors is specified in Annex 4.

13.3 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 4.

13.4 No person shall be eligible to be elected or appointed (as the case may be) a Governor in accordance with the terms of this Constitution unless at the date of their nomination for election or upon the date of their appointment they have attained the age of sixteen (16) years. Persons who are eligible under this paragraph 13.4 shall be eligible for appointment or election under the provisions of this paragraph 13.

13.5 Public Governors

13.5.1 Members of the Public Constituency may vote for any eligible member to be a Public Governor, subject to paragraphs 13.5.2 and 13.5.3 below.
13.5.2 A person shall not stand for election to the Council of Governors as a Public Governor unless he/she has made a declaration in a form specified by the Trust Secretary.

13.5.3 A Public Governor shall not vote at a Meeting of the Council of Governors unless within the previous twelve (12) months he/she has made, in a form specified by the Trust Secretary, a declaration of eligibility to vote.

13.5.4 The declarations required under 13.5.2 and 13.5.3 above and the equivalent provisions of the declaration required under rule 12 of Annex 5 are required by section 60 of the 2006 Act. It is a criminal offence knowingly or recklessly to make a declaration under section 60 of the 2006 Act which is false in a material particular.

13.6 Service User Governors

13.6.1 Members of the Service User Constituency may vote for any eligible member to be a Service User Governor, subject to paragraphs 13.6.2 and 13.6.3 below.

13.6.2 A person shall not stand for election to the Council of Governors as a Service User Governor unless he/she has made a declaration of eligibility in a form specified by the Trust Secretary.

13.6.3 A Service User Governor shall not vote at a Meeting of the Council of Governors unless within the previous twelve (12) months he/she has made, in a form specified by the Trust Secretary, a declaration of eligibility to vote.

13.6.4 The declarations required under paragraphs 13.6.2 and 13.6.3 above and the equivalent provisions of the declaration required under rule 12 of Annex 5 are required by section 60 of the 2006 Act. It is a criminal offence knowingly or recklessly to make a declaration under section 60 of the 2006 Act which is false in a material particular.

13.7 Staff Governors

13.7.1 Members of the Staff Constituency may vote for any eligible member to be a Staff Governor.

13.8 Local Authority Governors

13.8.1 The London Borough of Camden and the London Borough of Islington shall be entitled to appoint one (1) Local Authority
13.9 Partnership Governors

13.9.1 There shall be one Partnership Governor appointed by each Partnership Organisation (as set out in Annex 4).

13.10 The validity of any act of the Trust is not affected by any vacancy among the Governors or by any defect in the appointment of any Governor, unless this vacancy causes the aggregate number of Governors who are Public Governors and Service Users to be less than half of the total membership of the Council of Governors. In that case an election will be held in accordance with the Model Election Rules as soon as reasonably practicable.


14.1 Elections for elected members of the Council of Governors shall be conducted in accordance with the Model Election Rules.

14.2 The Model Election Rules as published from time to time by the Foundation Trust Network NHS Providers form part of this Constitution.

14.3 A subsequent variation of the Model Election Rules by the Foundation Trust Network NHS Providers shall not constitute a variation of the terms of this Constitution for the purposes of paragraph 47 of this Constitution (amendment of the Constitution).

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

15. Council of Governors - tenure

15.1 An Elected Governor may hold office for a term of three (3) years commencing immediately after the Annual Members’ Meeting at which his/her election is announced.

15.2 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.

15.3 An Elected Governor shall be eligible for re-election at the end of his term.

15.4 An Elected Governor may not hold office for more than nine (9) consecutive years, and shall not be eligible for re-election if he/she has already held office for more than six (6) consecutive years on the
date at which the Governor would commence any new term.

15.5 For the purposes of the provisions in paragraphs 15.1 to 15.4 concerning terms of office for Elected Governors, ‘year’ means a period commencing immediately after the conclusion of the Annual Members’ Meeting, and ending at the conclusion of the next Annual Members’ Meeting, provided that an Elected Governor may not hold office for more than three (3) calendar years without being re-elected.

15.6 An Appointed Governor may hold office for a period of three (3) years commencing immediately after the Annual Members’ Meeting at which his/her appointment is announced.

15.7 An Appointed Governor shall cease to hold office if the Appointing Organisation withdraws its sponsorship of him and the Trust have been notified that the sponsorship has been terminated.

15.8 An Appointed Governor shall be eligible for re-appointment at the end of his term.

15.9 An Appointed Governor may not hold office for longer than nine (9) consecutive years, and shall not be eligible for re-appointment if he/she has already held office for more than six (6) consecutive years.

15.10 For the purposes of the provisions in paragraphs 15.6 to 15.9 concerning terms of office for Appointed Governors, ‘year’ means a period commencing immediately after the conclusion of the Annual Members’ Meeting, and ending at the conclusion of the next Annual Members’ Meeting.

16. **Council of Governors – appointment of a Lead Governor**

16.1 The Governors shall nominate one (1) of the Governors to be Lead Governor to chair the Council of Governors where it is not considered appropriate for the Chairman or another non-executive Director to do so. The Lead Governor will communicate directly with Monitor in certain circumstances where it would not be appropriate for the Chairman to contact Monitor, or for Monitor to contact the Chairman.

17. **Council of Governors – disqualification and removal**

17.1 The following may not become or continue as a member of the Council of Governors:
17.1.1 a person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged;

17.1.2 a person in relation to whom a moratorium period under a debt relief order applies (under part 7A of the Insolvency Act 1986);

17.1.3 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; and/or

17.1.4 a person who within the preceding five (5) years has been convicted in the European Union of any offence if a sentence of imprisonment (whether suspended or not) for a period of not less than three (3) months (without the option of a fine) was imposed on him.

17.2 Governors must be at least sixteen (16) years of age at the date they are nominated for election or appointment.

17.3 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 6.

17.4 The constitution is to make provision for the removal of Governors.

18. Council of Governors – duties of Governors

18.1 The general duties of the Council of Governors are:

18.1.1 to hold the non-executive Directors individually and collectively to account for the performance of the Board of Directors; and

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

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

18.3 All Governors shall comply with the Governor’s code of conduct as adopted by the Trust from time to time, Code of Conduct for Governors.
19. **Council of Governors – meetings of Governors**

19.1 The Council of Governors shall meet at least four (4) times in each Financial Year at such time and places as the ChairmanChair may determine from time to time.

19.2 The ChairmanChair of the Trust (i.e. the ChairmanChair of the Board of Directors, appointed in accordance with the provisions of paragraph 28.1) or, in his absence, the Deputy ChairmanChair (appointed in accordance with the provisions of paragraph 29.1 below), shall preside at meetings of the Council of Governors.

19.3 Meetings of the Council of Governors shall be open to members of the public. Members of the public may be excluded from a meeting for special reasons, including, but not limited to, reasons of commercial confidentiality; and/or interference with or preventing the proper conduct of the meeting.

19.4 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 (1) or more of the Directors to attend a meeting.

20. **Council of Governors – standing orders**

20.1 The standing orders for the practice and procedure of the Council of Governors are attached at Annex 7.

21. **Council of Governors – referral to the panel**

21.1 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:

21.1.1 to act in accordance with its Constitution; or

21.1.2 to act in accordance with any provision made by or under chapter 5 of the 2006 Act.

21.2 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.

22. **Council of Governors - conflicts of interest of Governors**

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

22.2 Further provision for dealing with Governor conflicts of interest are set out in paragraph 7 of Annex 7 – Standing Orders for the practice and procedure of the Council of Governors.

23. 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.

24. Council of Governors – further provisions

Further provisions with respect to the Council of Governors are set out in Annex 6.

25. Board of Directors – composition

25.1 The Trust is to have a Board of Directors, which shall comprise both executive and non-executive Directors, including the Chairman. The non-executive Directors will always form the majority of the Board of Directors.

25.2 Subject to the requirements of paragraph 25.1 above, the Board of Directors is to comprise:

25.2.1 a non-executive Chairman;

25.2.2 Not less than four (4) but no more than seven (7) other non-executive Directors; and

25.2.3 Not less than four (4) but no more than seven (7) executive Directors.

25.3 One (1) of the executive Directors shall be the Chief Executive.

25.4 The Chief Executive shall be the Accounting Officer.
25.5 One (1) of the executive Directors shall be the finance Director.

25.6 One (1) of the executive Directors is to be a registered medical practitioner or a registered dentist (within the meaning of the Dentists Act 1984).

25.7 One (1) of the executive Directors is to be a registered nurse or a registered midwife.

25.8 The validity of any act of the Trust is not affected by any vacancy among the Directors or by any defect in the appointment of any Director.

26. **Board of Directors – general duty**

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

27. **Board of Directors – qualification for appointment as a non-executive Director**

A person may be appointed as a non-executive Director only if—:

27.1 he is a member of a Public Constituency; or

27.2 he is a member of the Service Users’ Constituency; or

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

27.4 he is not disqualified by virtue of paragraph 32 below.

28. **Board of Directors – appointment and removal of Chairman and other non-executive Directors**

28.1 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.

28.2 Removal of the Chairman or another non-executive Director shall require the approval of three-quarters of the members of the Council of Governors.

28.3 Further provisions with respect to the appointment and removal of
the Chairman and other non-executive Directors are set out in Annex 8 – standing orders for the practice and procedure of the Board of Directors.

29. **Board of Directors – appointment of Deputy Chairman and Senior Independent Director**

29.1 The Council of Governors at a general Meeting of the Council of Governors shall appoint one (1) of the non-executive Directors as a Deputy Chairman.

29.2 If the Chairman is unable to discharge his/her office as Chairman of the Trust, the Deputy Chairman of the Board of Directors shall be acting Chairman of the Trust.

29.3 The Council of Governors at a general Meeting of the Council of Governors shall appoint one (1) of the non-executive Directors (who may be the same person as appointed in paragraph 29.1) as Senior Independent Director.

29.4 The Governors may approach the Senior Independent Director with any queries if in the circumstances it is not appropriate to approach the Chairman.

30. **Board of Directors - appointment and removal of the Chief Executive and other executive Directors**

30.1 The non-executive Directors shall appoint or remove the Chief Executive.

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

30.3 A committee consisting of the Chairman, the Chief Executive and the other non-executive Directors shall appoint or remove the other executive Directors.

31. **Board of Directors – tenure**

31.1 A non-executive Director (including the Chairman):

31.1.1 shall hold office for a period of up to three (3) years;

31.1.2 shall be eligible for reappointment at the end of their term;

31.1.3 may not hold office for longer than nine (9) consecutive years, and shall not be eligible for re-appointment if he/she
has already held office for more than six (6) consecutive years.

31.2 The executive Directors including the Chief Executive (and Accounting Officer) and the finance Director shall hold office for a period in accordance with the terms and conditions of office decided by the relevant committee of non-executive Directors as set out in Annex 8 of this Constitution.

32. Board of Directors – disqualification

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

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

32.1.2 a person in relation to whom a moratorium period under a debt relief order applies (under part 7A of the Insolvency Act 1986);

32.1.3 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; and/or

32.1.4 a person who within the preceding five (5) years has been convicted in the European Union of any offence if a sentence of imprisonment (whether suspended or not) for a period of not less than three (3) months (without the option of a fine) was imposed on him.

32.1.5 In the case of a non-executive Director, a person who no longer satisfies the provisions of paragraph 27.

32.1.6 a person who is a foundation trust Governor or a Governor or Director of another NHS body;

32.1.7 a person who is a member of Healthwatch;

32.1.8 a person who is a spouse, partner, parent or child of a member of the Board of Directors of the Trust;

32.1.9 a person who is a member of a local authority’s Health Overview and Scrutiny Committee;

32.1.10 a person who is the subject of a disqualification order.
made under the Company Directors Disqualification Act 1986;

32.1032.1.11 a person whose tenure of office as a Chairman or as a member or Director of an NHS body has been terminated on the grounds that their appointment is not in the interests of the health service, for non attendance at meetings, or for non-disclosure of a pecuniary interest;

32.1132.1.12 a person who within the preceding five (5) years has been dismissed, otherwise than by reason of redundancy from any paid employment with an NHS body and not reinstated;

32.1232.1.13 a person who is otherwise disqualified by law from acting as a Director of an NHS foundation trust;

32.1332.1.14 in the case of a non-executive Director a person who has refused without reasonable cause to fulfil any training requirement established by the Board of Directors; or

32.1432.1.15 a person who has refused to sign and deliver to the Trust Secretary a statement in the form required by the Board of Directors within one (1) calendar month of appointment confirming acceptance of the Trust's Code of Conduct for Directors.

32.1532.2 Any person who is disqualified from becoming or continuing as a Director on any of the grounds set out this paragraph 32.32 shall immediately resign as a Director of the Trust or if they decline or fail to do so shall be removed immediately by the Board of Directors and a new Director appointed in his/her place in accordance with the provisions in this constitution.

33. Board of Directors – meetings

33.1 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 including, but not limited to, reasons of commercial confidentiality; and/or interference with or preventing proper conduct of the meeting.

33.2 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.
34. **Board of Directors – standing orders**

The standing orders for the practice and procedure of the Board of Directors are attached at Annex 8.

35. **Board of Directors - conflicts of interest of Directors**

35.1 The duties that a Director of the Trust has by virtue of being a Director include in particular:

35.1.1 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; and

35.1.2 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.

35.2 The duty referred to in sub-paragraph 35.1.1 is not infringed if:

35.2.1 The situation cannot reasonably be regarded as likely to give rise to a conflict of interest; or

35.2.2 The matter has been authorised in accordance with the Constitution.

35.3 The duty referred to in sub-paragraph 35.1.2 is not infringed if acceptance of the benefit cannot reasonably be regarded as likely to give rise to a conflict of interest.

35.4 In sub-paragraph 35.1.2, “third party” means a person other than:

35.4.1 The Trust; or

35.4.2 A person acting on its behalf.

35.5 Members of the Board of Directors shall disclose to the Board of Directors the nature and extent of any material interests whether direct or indirect (as defined below) held by a Director, their spouse or partner, which shall be recorded in the register of interests of the Directors.

35.6 A direct or indirect interest is:

35.6.1 any interest (excluding a holding of shares in a company whose shares are listed on any public exchange where the
holding is less than 2% of the total shares in issue) or position held by a Director in any firm, company or business which has or is likely to have a trading or commercial relationship with the Trust;

35.6.2 any interest in an organisation providing health and social care services to the national health service;

35.6.3 a position of authority in a charity or voluntary organisation in the field of health and social care; or

35.6.4 any connection with any organisation, entity or company considering entering into a financial arrangement with the Trust including but not limited to lenders or banks.

35.7 Any Director who has an interest either direct or indirect in a matter to be considered by the Board of Directors (whether because the matter involves a firm, company, business or organisation in which the Director or his/her spouse or partner has a direct or indirect interest or otherwise) shall declare the nature and extent of such interest to the Board of Directors and that Director is not to be counted as participating in the decision-making process for quorum or voting purposes.

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

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

35.10 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.

35.11 A Director need not declare an interest:

35.11.1 If it cannot reasonably be regarded as likely to give rise to a conflict of interest;

35.11.2 If, or to the extent that, the Directors are already aware of it;

35.11.3 If, or to the extent that, it concerns terms of the Director’s appointment that have been or are to be considered:

35.11.3.1 By a Meeting of the Board of Directors; or

35.11.3.2 By a committee of the Directors appointed for the purpose under the Constitution.
35.12 However, if paragraph 35.13 applies, a Director who is interested in an actual or proposed matter to be considered by the Board of Directors is to be counted as participating in the decision making process for quorum and voting purposes.

35.13 A matter shall have been authorised for the purposes of paragraph 35.2.2 if:

35.13.1 the Board of Directors by majority disapplies the provision of the constitution which would otherwise prevent a Director from being counted as participating in the decision-making process;

35.13.2 the Director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or

35.13.3 the Director's conflict of interest arises from a permitted cause.

35.13.4 For the purposes of this paragraph, the following is a permitted cause:

35.13.4.1 A guarantee given, or to be given, by or to a Director in respect of an obligation incurred by or on behalf of the Trust or any of its subsidiaries.

35.14 For the purposes of this paragraph, references to proposed decisions and decision-making processes include any Directors' meeting or part of a Directors' meeting.

35.15 Subject to paragraph 35.16, if a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the Chairman whose ruling in relation to any Director other than the Chairman is to be final and conclusive.

35.16 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chairman, the question is to be decided by a decision of the Directors at that meeting, for which purpose the Chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.
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 of arrangement in question.

Should an interest in a matter for consideration or decision at a board meeting or board committee meeting affect either all the non-executive Directors or all the executive Directors, the Directors present not affected by the interest will form the quorum for that item.

**36. Board of Directors – remuneration and terms of office**

36.1 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.

36.2 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.

**37. Registers**

The Trust shall have:

37.1 a register of members showing, in respect of each member, the constituency to which he belongs and, where there are classes within it, the class to which he belongs;

37.2 a register of members of the Council of Governors;

37.3 a register of interests of Governors;

37.4 a register of Directors; and

37.5 a register of interests of the Directors.

**38. Admission to and removal from the registers**

38.1 The Trust Secretary shall remove from the register of members the name of any member who ceases to be entitled to be a member under the provisions of this Constitution, and membership shall only formally commence once that name has been entered into the register.

38.2 The Trust Secretary shall remove from the register of Governors the name of any member who ceases to be a Governor under the
provisions of this [Constitution](#) and shall notify Monitor.

### 38.3 The Trust Secretary shall remove from the register of Directors the name of any Director who ceases to be a Director under the provisions of this [Constitution](#) and shall notify Monitor.

## 39. Registers – inspection and copies

### 39.1 The Trust shall make the registers specified in paragraph 37 above available for inspection by members of the public, except in the circumstances set out below or as otherwise prescribed by regulations.

### 39.2 The Trust shall not make any part of its registers available for inspection by members of the public which shows details of:

- **39.2.1 any member of the Service Users’ Constituency, where that member has not consented to his details being made so available;** or

- **39.2.2 any other member of the Trust, if he so requests.**

### 39.3 So far as the registers are required to be made available:

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

- **39.3.2 a person who requests a copy of or extract from the registers is to be provided with a copy or extract.**

### 39.4 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.

## 40. Documents available for public inspection

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

- **40.1.1 a copy of the current [Constitution](#);**

- **40.1.2 a copy of the latest annual accounts and of any report of the Auditor on them; and**

- **40.1.3 a copy of the latest annual report.**

### 40.2 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:

40.2.1 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;

40.2.2 a copy of any report laid under section 65D (appointment of Trust special administrator) of the 2006 Act;

40.2.3 a copy of any information published under section 65D (appointment of Trust special administrator) of the 2006 Act;

40.2.4 a copy of any draft report published under section 65F (administrator’s draft report) of the 2006 Act;

40.2.5 a copy of any statement provided under section 65F (administrator’s draft report) of the 2006 Act;

40.2.6 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’s decision); 65KC (action following Secretary of State’s rejection of final report); or 65KD (Secretary of State’s response to re-submitted final report) of the 2006 Act;

40.2.7 a copy of any statement published or provided under section 65G (consultation plan) of the 2006 Act;

40.2.8 a copy of any final report published under section 65I (administrator’s final report);

40.2.9 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; and

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

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

40.4 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.

41. **Auditor**

41.1 The Trust shall have an Auditor.

41.2 The Council of Governors shall appoint or remove the Auditor at a general Meeting of the Council of Governors.

41.3 A person may only be appointed as the Auditor if they (or in the case of a firm, each of its members) are eligible to become an Auditor in accordance with paragraph 23 of Schedule 7 to the 2006 Act.

41.4 The Auditor is to carry out its duties in accordance with Schedule 10 of the 2006 Act and in accordance with any directions given by Monitor on standards, procedures and techniques to be adopted.

42. **Audit committee**

The Trust shall establish a committee consisting of at least three (3) independent non-executive Directors as an audit committee to perform such monitoring, reviewing and other functions as are appropriate.

43. **Accounts**

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

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

43.3 The accounts are to be audited by the Trust's Auditor.

43.4 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.

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

44. **Annual report, forward plans and non-NHS work**

44.1 The Trust shall prepare an annual report and send it to Monitor.

44.2 The Trust shall give information as to its forward planning in respect of each Financial Year to Monitor.
44.3 The document containing the information with respect to forward planning (referred to above) shall be prepared by the Directors.

44.4 In preparing the document, the Directors shall have regard to the views of the Council of Governors.

44.5 Each forward plan must include information about:

44.5.1 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

44.5.2 the income it expects to receive from doing so.

44.6 Where a forward plan contains a proposal that the Trust carry on an activity of a kind mentioned in sub-paragraph 44.5.1 the Council of Governors must:

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

44.6.2 notify the Directors of the Trust of its determination.

44.7 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 of the members of the Council of Governors of the Trust voting approve its implementation.

45. Presentation of the annual accounts and reports to the Governors and members

45.1 The following documents are to be presented to the Council of Governors at a general Meeting of the Council of Governors:

45.1.1 the annual accounts;

45.1.2 any report of the Auditor on them; and

45.1.3 the annual report.

45.2 The documents shall also be presented to the members of the Trust at the Annual Members’ Meeting by at least one (1) member of the Board of Directors in attendance.
45.3 The Trust may combine a Meeting of the Council of Governors convened for the purposes of sub-paragraph 45.1 with the Annual Members' Meeting.

46. Instruments

46.1 The Trust shall have a seal.

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

47. Amendment of the constitution

47.1 The Trust may make amendments of its constitution only if:

47.1.1 More than half of the members of the Council of Governors of the Trust voting approve the amendments; and

47.1.2 More than half of the members of the Board of Directors of the Trust voting approve the amendments.

47.2 Amendments made under paragraph 47.1 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.

47.3 Where an amendment is made to the constitution in relation 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):

47.3.1 At least one (1) member of the Council of Governors must attend the next Annual Members’ Meeting and present the amendment; and

47.3.2 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.

47.4 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.

47.4

48. **Mergers etc. and significant transactions**

48.1 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.

48.2 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.

48.3 In paragraph 48.2, the following words have the following meanings:

48.4 “Significant transaction” means a transaction which meets any one (1) of the below criteria:

48.4.1 the total of the fixed assets and current assets subject to the transaction represents more than 25% of the value of the total fixed assets and current assets of the Trust; and/or

48.4.2 the increase in income attributable to:

48.4.2.1 the assets; or

48.4.2.2 the contract,

associated with the transaction represents more than 25% of the value of the Trust's income; and/or

48.4.3 the gross capital of the company or business which is the subject of the transaction represents more than 25% of the total capital of the Trust following completion (where gross capital is the market value of the relevant company or business’s shares and debt securities, plus the excess of current liabilities over current assets).

49. **Procedures and protocols**

The Board of Directors shall adopt such procedures and protocols (by way of a Corporate Governance Manual or otherwise) as it shall deem to be appropriate for the good governance of the Trust from time to time.
50. **Indemnity**

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

50.2 The Trust may purchase and maintain for members of the Board of Directors, Council of Governors and the Trust Secretary, insurance in respect of Directors’ and officers’ liability, including, without limitation, liability arising by reason of the Trust acting as a corporate trustee of an NHS charity.
ANNEX 1 – THE PUBLIC CONSTITUENCIES

There shall be three (3) Public Constituencies. Members of the public shall be eligible for membership of the Public Constituencies as shown in the table below:

<table>
<thead>
<tr>
<th>Public Constituency</th>
<th>Electoral area</th>
<th>Minimum number of members</th>
</tr>
</thead>
<tbody>
<tr>
<td>London Borough of Camden</td>
<td>London Borough of Camden</td>
<td>100</td>
</tr>
<tr>
<td>London Borough of Islington</td>
<td>London Borough of Islington</td>
<td>100</td>
</tr>
<tr>
<td>Rest of London</td>
<td>The remaining thirty (30) principal subdivisions of the administrative area of Greater London each governed by a London borough council, established by the London Government Act 1963.</td>
<td>100</td>
</tr>
<tr>
<td>Total</td>
<td></td>
<td>300</td>
</tr>
</tbody>
</table>
ANNEX 2 – THE STAFF CONSTITUENCY

The Staff Constituency is divided into one (1) class. Staff shall be eligible for membership of the class within the Staff Constituency as shown in the table below.

<table>
<thead>
<tr>
<th>Staff Constituency class</th>
<th>Description</th>
<th>Minimum number of members</th>
</tr>
</thead>
<tbody>
<tr>
<td>Staff</td>
<td>Individuals who are employed by the Trust under a contract of employment which has no fixed term or has a fixed term of more than twelve (12) months; or have been continuously employed by the Trust under a contract of employment for at least twelve (12) months.</td>
<td>100</td>
</tr>
<tr>
<td>Total</td>
<td></td>
<td>100</td>
</tr>
</tbody>
</table>
ANNEX 3 – THE SERVICE USERS’ CONSTITUENCY

The Service Users’ Constituency is divided into one (1) class. Service Users shall be eligible for membership of the class within the Service User Constituency as shown in the table below.

<table>
<thead>
<tr>
<th>Service User Constituency class</th>
<th>Description</th>
<th>Minimum number of members</th>
</tr>
</thead>
<tbody>
<tr>
<td>Service Users and Service User Carers</td>
<td>An individual who has been a Service User of the Trust within the last five (5) years at the point of application for membership (in accordance with paragraph 10.2) or is over the age of sixteen (16) and provides care on a regular basis for a Service User who has not attained the age of sixteen (16) or who is by reason of physical or mental incapacity unable to discharge the functions of a member.</td>
<td>100</td>
</tr>
<tr>
<td>Total</td>
<td></td>
<td>100</td>
</tr>
</tbody>
</table>
ANNEX 4 – COMPOSITION OF THE COUNCIL OF GOVERNORS

The Council of Governors shall comprise twenty-six (26) Governors as set out in the tables below:

1. **Elected Governors**

<table>
<thead>
<tr>
<th>Constituency</th>
<th>Area</th>
<th>Number of Governors</th>
</tr>
</thead>
<tbody>
<tr>
<td>Public</td>
<td>London Borough of Camden</td>
<td>5</td>
</tr>
<tr>
<td></td>
<td>London Borough of Islington</td>
<td>5</td>
</tr>
<tr>
<td></td>
<td>Rest of London</td>
<td>1</td>
</tr>
<tr>
<td>Staff</td>
<td>All Staff</td>
<td>4</td>
</tr>
<tr>
<td>Service User</td>
<td>All Service Users and Service User Carers</td>
<td>6</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td></td>
<td><strong>21</strong></td>
</tr>
</tbody>
</table>
## Appointed Governors

<table>
<thead>
<tr>
<th>Representative of</th>
<th>Type</th>
<th>Number of Governors</th>
</tr>
</thead>
<tbody>
<tr>
<td>Local Authority - Camden</td>
<td>Appointing Organisation</td>
<td>1</td>
</tr>
<tr>
<td>Local Authority - Islington</td>
<td>Appointing Organisation</td>
<td>1</td>
</tr>
<tr>
<td>University College London</td>
<td>Appointing Organisation</td>
<td>1</td>
</tr>
<tr>
<td>Voluntary Action Camden</td>
<td>Partnership Organisation</td>
<td>1</td>
</tr>
<tr>
<td>Voluntary Action Islington</td>
<td>Partnership Organisation</td>
<td>1</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td></td>
<td><strong>5</strong></td>
</tr>
</tbody>
</table>
ANNEX 5 –THE MODEL ELECTION RULES

The Trust is to hold elections in accordance with the single transferable vote version of the Model Election Rules, as set out below.

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PART 1 INTERPRETATION

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);
"poling 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; and

“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:

<table>
<thead>
<tr>
<th>Proceeding</th>
<th>Time</th>
</tr>
</thead>
<tbody>
<tr>
<td>Publication of notice of election</td>
<td>Not later than the 40th day before the day of the close of the poll.</td>
</tr>
<tr>
<td>Final day for delivery of nomination forms to returning officer</td>
<td>Not later than the 28th day before the day of the close of the poll.</td>
</tr>
<tr>
<td>Publication of statement of nominated Candidates</td>
<td>Not later than the 27th day before the day of the close of the poll.</td>
</tr>
<tr>
<td>Final day for delivery of notices of withdrawals by candidates from election</td>
<td>Not later than 25th day before the day of the close of the poll.</td>
</tr>
<tr>
<td>Notice of the poll</td>
<td>Not later than the 15th day before the day of the close of the poll.</td>
</tr>
<tr>
<td>Close of the poll</td>
<td>By 5pm on the final day of the election.</td>
</tr>
</tbody>
</table>
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 email 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 email 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 Service Users’ 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:
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 email 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 COUNTING THE VOTES

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 email 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 is 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 Service Users’ Constituencies)

21.1. The corporation shall require each voter who participates in an election for a Public or Service Users’ 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 email 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 email to those members in the list of eligible voters for whom an email 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;
24.2. **Postal Voting Information**. 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 email 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 email to those members in the list of eligible voters for whom an email address is included in that list, then the returning officer shall only send that information by email.

24.5. The voting information is to be sent to the postal address and/or email 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 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 Service Users’ 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 Service Users’
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 Service Users’
         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 spoilt text message vote (if that officer was able to obtain it); and
   (c) 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 Service Users’ Constituencies)**

32.1. In respect of an election for a Public or Service Users’ 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
When prompted to do so, the voter will need to enter his or her voter ID number using the keypad.

If the telephone voting facility authenticates the voter ID number, the voter will be prompted to vote in the election.

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.

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.

**Voting procedure for remote voting by text message**

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.

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.

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**

**Receipt of voting documents**

Where the returning officer receives:
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 Service Users’ Constituency)

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
(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 spoilt ballot papers and the list of spoilt 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.
41. Interpretation of Part 6

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 49;

"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 46;

"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 47.4 or 47.7.
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.

44. **Rejected ballot papers and rejected text voting records**

44.1. 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.

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

44.3. 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.
44.4. The returning officer is to endorse the word "rejected" on any text voting record which under this rule is not to be counted.

44.5. The returning officer is to draw up a statement showing the number of ballot papers rejected by him or her under each of the subparagraphs (a) to (d) of rule 44.1 and the number of text voting records rejected by him or her under each of the sub-paragraphs (a) to (c) of rule 44.3.

45. First stage

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

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

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

46. The quota

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

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

46.3. At any stage of the count a candidate whose total votes equals or
exceeds the quota shall be deemed to be elected, except 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 47.1 to
47.3 has been complied with.

47. **Transfer of votes**

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

47.2. The returning officer is to count the number of ballot documents in
each parcel referred to in rule 47.1.

47.3. The returning officer is, in accordance with this rule and rule 48, to
transfer each sub-parcel of ballot documents referred to in rule 47.1
(a) to the candidate for whom the next available preference is given
on those ballot documents.

47.4. The vote on each ballot document transferred under rule 47.3 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).
47.5. Where at the end of any stage of the count involving the transfer of ballot documents, the number of votes for any candidate exceeds the quota, the returning officer is to sort the ballot documents in the sub-parcel of transferred votes which was last received by that candidate into separate sub-parcels so that they are grouped:
   (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.

47.6. The returning officer is, in accordance with this rule and rule 48, to transfer each sub-parcel of ballot documents referred to in rule 47.5(a) to the candidate for whom the next available preference is given on those ballot documents.

47.7. The vote on each ballot document transferred under rule 47.6 shall be at:
   (a) a transfer value calculated as set out in rule 47.4(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.

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

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

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

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

48. **Supplementary provisions on transfer**

48.1. If, at any stage of the count, two or more candidates have surpluses, the transferable 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.

48.2. The returning officer shall, on each transfer of transferable ballot documents under rule 47:

(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.

48.3. All ballot documents transferred under rule 47 or 49 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.

48.4. Where a ballot document is so marked that it is unclear to the returning officer at any stage of the count under rule 47 or 49 for which candidate the next preference is recorded, the returning officer shall treat any vote on that ballot document as a non-transferable vote; and votes on a ballot document shall be so treated where, for example, the names of two or more candidates (whether continuing candidates or not) are so marked that, in the opinion of the returning officer, the same order of preference is indicated or the numerical sequence is broken.

49. Exclusion of candidates

49.1. If:

(a) all transferable ballot documents which under the provisions of rule 47 (including that rule as applied by rule 49.11) and this rule are required to be transferred, have been transferred; and

(b) subject to rule 50, one or more vacancies remain to be filled, the returning officer shall exclude from the election at that stage the candidate with the then lowest vote (or, where rule 49.12 applies,
the candidates with the then lowest votes).

49.2. The returning officer shall sort all the ballot documents on which first preference votes are given for the candidate or candidates excluded under rule 49.1 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).

49.3. The returning officer shall, in accordance with this rule and rule 48, transfer each sub-parcel of ballot documents referred to in rule 49.2 to the candidate for whom the next available preference is given on those ballot documents.

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

49.5. If, subject to rule 50, 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 49.1 into sub-parcels according to their transfer value.

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

49.7. The vote on each transferable ballot document transferred under
rule 49.6 shall be at the value at which that vote was received by
the candidate excluded under rule 49.1.

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

49.9. After the returning officer has completed the transfer of the ballot
documents in the sub-parcel of ballot 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 49.1.

49.10. 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.

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

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

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

50. Filling of last vacancies

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

50.2. Where only one vacancy remains unfilled and the votes of any one continuing candidate are equal to or greater than the total of votes credited to other continuing candidates together with any surplus not transferred, the candidate shall thereupon be deemed to be elected.

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

51. Order of election of candidates

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

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

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

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

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

**52. Declaration of result for contested elections**

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

(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 Trust by section 33(4) of the 2006 Act, to the Chair of the NHS trust; or

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

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

52.2. 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 44.1;

(f) the number of rejected text voting records under each of the headings in rule 44.3;

available on request.

53. Declaration of result for uncontested elections

53.1. In an uncontested election, 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 Chair of the corporation; and

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


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;
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 chair 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

59. Countermand or abandonment of poll on death of candidate

59.1. 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.

59.2. 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

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.

PART 12 MISCELLANEOUS

67. Secrecy

67.1. The following persons:
(a) the returning officer; and
(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 paper;
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 6 – ADDITIONAL PROVISIONS – COUNCIL OF GOVERNORS

1. **Council of Governors – disqualification and removal**

1.1 A person may not become or continue as a Governor, if:

1.1.1 in the case of a Staff Governor, Service Users' Governor or Public Governor the person ceases to be a member of the constituency by which he/she was elected;

1.1.2 Monitor has exercised its powers to remove that person as a Governor or has suspended him/her from office or has disqualified him/her from holding office as a Governor for a specified period or Monitor has exercised any of those powers in relation to the person concerned at any other time whether in relation to the Trust or another NHS foundation trust;
1.1.3 they are a Director of the Trust or a Governor of another NHS body (unless they are appointed by an Appointing Organisation which is an NHS body);

1.1.4 they are the spouse, partner, parent or child of a member of the Board of Directors of the Trust;

1.1.5 they are a member of a local authority’s Health Overview and Scrutiny Committee;

1.1.6 they are a member of a Service Users’ Forum unless that Service Users’ Forum is a Trust Service Users’ Forum or a Partnership Organisation which has appointed them as a Partnership Governor;

1.1.7 they have been previously removed as a Governor pursuant to this paragraph 1 of Annex 6 as a result of their inappropriate conduct and not in view of their employment or other status or role at any relevant time;

1.1.8 being a member of the Public Constituency or the Service Users’ Constituency, they refuse to sign a declaration in the form specified by the Trust Secretary of particulars of their qualification to vote as a member of the Trust, and that they are not prevented from being a Governor;

1.1.9 they have previously been or are currently subject to a sex offender order and/or required to register under the Sexual Offences Act 2003 or have committed a sexual offence prior to the requirements to register under current legislation coming into force;

1.1.10 they have within the preceding five (5) years been dismissed, otherwise than by reason of redundancy, from any paid employment with an NHS body and not reinstated;

1.1.11 they have been disqualified from being a member of a relevant authority under a provision of the Local Government Act 2000;

1.1.12 they are a person whose tenure of office as the Chairman or as a member or Director of another NHS body has been terminated on the grounds that their appointment is not in the

[Capsticks: Please do let us know if you would like this term defined]
interests of the health service, for non-attendance at meetings, or for non-disclosure of a pecuniary interest;

1.1.13 they are incapable by reason of mental disorder, illness or injury of managing and administering their property and affairs;

1.1.14 on the basis of disclosures obtained through an application to the Disclosure and Barring Service established under section 87 of the Protection of Freedoms Act 2012, (or any other checks required by the Trust from time to time as being consistent with its licence conditions or mandatory or nationally recommended good governance arrangements), they are not considered suitable by the Trust’s Director responsible for human resources; Chief Executive;

1.1.15 the Chief Executive considers that individual to be a danger to the safety of Service Users;

1.1.16 they have been suspended, and during such period of suspension that Governor’s term of office is due to expire; -and/or

1.1.17 they have been suspended, and prior to any investigation being carried out and/or concluded, they have resigned.

1.2 A person holding office as a Governor shall immediately cease to do so if:

1.2.1 they resign by notice in writing to the Trust Secretary;

1.2.2 they have failed to attend three (3) consecutive meetings of the Council of Governors, and by the end of the following Meeting of the Council of Governors the other Governors are not satisfied that the absences were due to reasonable causes;

1.2.3 they have refused without reasonable cause to undertake any training which the Council of Governors require all Governors to undertake;

1.2.4 if within one (1) calendar month of being elected or appointed they have failed to sign and deliver to the Secretary a statement in the form required by the Trust Secretary confirming acceptance of the Trust’s Code of Conduct for Governors; within a reasonable period of being elected or appointed as the Trust Secretary may in his/her absolute discretion determine; and/or
1.2.5 they have failed or refused to make any declaration required by paragraph 13 of this constitution and paragraph 5 of Annex 7.

1.3 It is for the Chair to determine in his/her absolute discretion as to whether a Governor falls into one of the categories for disqualification referred to in paragraphs 1.1 – 1.2 above.

1.3.1 A Governor may be removed from the Council of Governors by a resolution approved by not less than three-quarters of the remaining Governors present and voting on the grounds that:

1.3.1.1 they have committed a serious breach of the Trust's code of conduct for Governors;

1.3.1.2 they have knowingly or recklessly made a false declaration for any purpose provided for under this constitution or in the 2006 Act; or

1.3.1.3 they have acted in a manner detrimental to the interests of the Trust; and

1.3.1.4 the Council of Governors consider that it is not in the best interests of the Trust for them to continue as a Governor, as their continuing as a Governor would be likely to:

1.3.1.1.1 contravene the Trust's code of conduct for Governors;

1.3.1.2.1 prejudice the ability of the Trust to fulfil its principal purpose or other of its purposes under this constitution or otherwise to discharge its duties or functions;

1.3.1.3.1 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;

1.3.1.4.1 adversely affect public confidence in the goods and services provided by the Trust; or

1.3.1.5.1 otherwise bring the Trust into disrepute.
1.4.1.5 The provisions of this paragraph 1 of Annex 6 and paragraph 17 of this
Constitution applies to both Elected and Appointed Governors
and to those seeking election or appointment.

1.5.1.6 Where an individual has been elected or appointed to be a Governor and
he/she becomes disqualified for election or appointment, he/she shall notify
the Trust Secretary in writing of such disqualification as soon as practicable
and in any event within fourteen (14) days of first becoming aware of those
matters which render him/her disqualified.

1.6.1.7 If it comes to the notice of the Trust Secretary that a Governor is
disqualified, whether at the time of the Governor's appointment or later, the
Trust Secretary shall immediately declare that the individual in question is
disqualified and give notice to him in writing to that effect as soon as
practicable and in any event within fourteen (14) days of the date of said
declaration.

1.7.1.8 Upon giving of notice under paragraphs 1.6 or 1.7 of this Annex 6 that an
individual's tenure of office, if any, shall be terminated forthwith, he/she
shall cease to be a Governor and his/her name shall be removed from the
register of Governors. Any Governor may refer any dispute he/she may
have with regard to that decision to the Trust's Dispute Resolution
Procedure.

1.8 An individual who may otherwise be disqualified in accordance with this
paragraph of Annex 6, may if appointed or elected as a Governor, become
or continue as a Governor if over three quarters of the Council of
Governors present and voting approve and authorise his/her
appointment/election.

2. Council of Governors - Vacancies

2.1 Where a vacancy arises for a Governor for any reason other than expiry of
term of office, the following provisions will apply:

2.1.1 Where an Elected Governor's membership of the Council of
Governors ceases for one of the reasons set out in paragraph 17 of this
Constitution or paragraph 1 of this Annex 6, he/she may be replaced in accordance with the following provisions:

2.1.1.1 the Trust may invite the highest polling unelected
candidate for that constituency, or class within that
constituency, at the most recent election the
opportunity to fill the seat for the unexpired period of the term of office, subject to the approval of the majority of the Council of Governors voting at a Meeting of the Council of Governors. If that candidate does not agree to fill the vacancy it may then be offered to the next highest polling unelected candidate until the vacancy is filled.

2.1.1.2 if no such reserve candidate is available, chosen, or willing to fill the vacancy, an election will then be held in accordance with the Model Election Rules save that if an election is due to be held within nine (9) months of the vacancy having arisen the position shall stand vacant unless this causes the aggregate number of Governors who are Public Governors and Service Users' Users' Governors to be less than half of the total membership of the Council of Governors. In that case an election will be held in accordance with the Model Election Rules as soon as reasonably practicable.

2.1.1.3 Where an Appointed Governor's membership of the Council of Governors ceases for one of the reasons set out in paragraph 17 of this Constitution or paragraph 1 of this Annex 6, he/she shall be replaced in accordance with a process of appointment as agreed by the Trust Secretary and the Appointing Organisation.
ANNEX 7 – STANDING ORDERS FOR THE PRACTICE AND PROCEDURE OF THE COUNCIL OF GOVERNORS


1.1 The Council of Governors, subject to the 2006 Act, shall seek to ensure through the composition of the Council of Governors that:

1.1.1 the interests of the community served by the Trust are appropriately represented;

1.1.2 the level of representation of the Public Constituency, the Service Users’ Constituency, the Staff Constituency, the Appointing Organisations and the Partnership Organisations strikes an appropriate balance such that no individual or small group of individuals can dominate the Council of Governor's decision making, having regard to their legitimate interest in the Trust's affairs.

and to this end, the Council of Governors:

1.1.2.1 shall at all times maintain a policy for the composition of the Council of Governors;

1.1.2.2 shall from time to time and not less than every three (3) years review the policy for the composition of the Council of Governors; and

1.1.2.3 where appropriate shall propose amendments to this constitution.

2. Roles and responsibilities of the Council of Governors

2.1 Notwithstanding any statutory responsibilities and obligations imposed by Monitor, the general responsibilities of the Council of Governors shall be to:

2.1.1 engage in dialogue with and provide advice to the Board of Directors with regard to the Trust’s future vision and strategy and act as a source of ideas about how the Trust can provide its services in ways that meet the needs of the community it serves;

2.1.2 review annually the extent to which the Trust is meeting its objective of delivering high quality services; and
2.1.3 work with the Board of Directors on such other matters for the benefit of the Trust as may be agreed between them.

2.2 The specific rights and duties of the Council of Governors are:

2.2.1 in a general meeting to:

2.2.1.1 appoint or remove the Chairman and the other non-executive Directors of the Trust. The removal of any non-executive Director shall require the approval of not less than three-quarters of the Governors;

2.2.1.2 approve the appointment of the Chief Executive of the Trust by non-executive Directors;

2.2.1.3 decide the remuneration and expenses and the other terms and conditions of office of the non-executive Directors;

2.2.1.4 appoint or remove the Trust’s Auditor;

2.2.1.5 receive and consider the Trust’s annual accounts, any Auditor’s reports on those annual accounts and the annual report from the Board of Directors;

2.2.1.6 to be consulted by the Board of Directors regarding the information to be given to Monitor as to the Trust’s forward planning in respect of each Financial Year and to give their views to the Board of Directors on any document containing such information which is to be given to Monitor;

2.2.1.7 to undertake such functions as the Board of Directors shall from time to time request; and

2.2.1.8 to prepare and from time to time review the Trust’s policy for the composition of the Council of Governors and of the Trust, subject to any contrary provisions of the 2006 Act as given effect by this Constitution.

3. Council of Governors - committees
3.1 The Council of Governors may establish committees and working groups as appropriate and to which the Council of Governors may not delegate any of their powers but that may assist the Council of Governors in carrying out its duties. This will include a nominations committee and a remuneration committee which may be combined. The terms of reference for committees shall be as set out in the Trust’s Corporate Governance Manual. Committees of the Trust are governed by the Terms of Reference.

4. Disputes between the Council of Governors and the Board of Directors

4.1 The procedure that should be followed in the event of any unresolved dispute between the Council of Governors and the Board of Directors is set out in the Trust’s Dispute Resolution Procedure.

5. Eligibility to vote and stand for election

5.1 A person may not vote at an election for, or stand for election to the Council of Governors unless within a period and form specified by the Trust Secretary of the Trust made a declaration:

5.1.1 of the particulars of his/her qualification to vote as a member of the Constituency, for which the election is being held;

5.1.2 that he/she is not prevented from being a member of the Council by paragraph 8 of Schedule 7 to the 2006 Act; and

5.1.3 that he is not otherwise disqualified under paragraph 1 of Annex 6 or paragraph 17 of the Constitution.

5.1.4 This paragraph 5.1 of Annex 7 does not apply to an election held for the Staff Constituency.

5.2 Every Service User Governor and Public Governor must upon their appointment/election as a Governor make a declaration, and they must make a further declaration at or immediately before the commencement of a meeting of the Trust Governors within each Financial Year, in the form specified below, that they are qualified to vote at meetings of the Council of Governors and are not prevented from being a member of the Council of Governors by paragraph 8 of Schedule 7 of the 2006 Act or under the Constitution:

“I declare that the details I have provided to the Trust are correct to the best of my knowledge and belief; that I remain eligible to be a member of the [Signature]”
I declare that I have been elected to represent the [constituency and am not otherwise disqualified from membership of the Trust; and that I am not prevented from being a Foundation Trust Governor by paragraph 8 of Schedule 7 to the National Health Service Act 2006."

5.3 A person is guilty of an offence under the 2006 Act if he/she:

5.3.1 makes a declaration under this section which he knows to be false in a material particular; or

5.3.2 recklessly makes such a declaration which is false in a material particular.

6. Meetings of Council of Governors

6.1 No business shall be transacted at a Meeting of the Council of Governors unless at least ten (10) Elected Governors are present.

7. Council of Governors - conflicts of interest of Governors

7.1 Governors shall declare any pecuniary, personal or family interest, 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. A family interest will include those of a Governor’s spouse or partner. Any governor appointed subsequently shall declare such interests on appointment or election.

7.2 Subject to the exceptions below a direct or indirect interest is:

7.2.1 any directorship of a company;

7.2.2 any interest or position in any firm, company, business or organisation (including any charitable or voluntary organisation) which has or is likely to have a trading or commercial relationship with the Trust;

7.2.3 any interest in an organisation providing health and social care services to the national health service;

7.2.4 a position of authority in a charity or voluntary organisation in the field of health and social care; or

7.2.5 any connection with any organisation, entity or company considering entering into a financial arrangement with the Trust including but not limited to lenders or banks.
7.3 The exceptions which shall not be treated as a direct or indirect interests for the purposes of these provisions are as follows:

7.3.1 shares not exceeding 2% of the total shares in issue held in any company whose shares are listed on any public exchange;

7.3.2 an employment contract with the Trust held by a Staff Governor;

7.3.3 an employment contract with a local authority held by a Local Authority Governor;

7.3.4 an employment contract with a university held by a university Governor; or

7.3.5 an employment contract with or other position of authority within a Partnership Organisation held by a Partnership Governor.

7.4 Any Governor who has an interest in a matter to be considered by the Council of Governors (whether because the matter involves a firm, company, business or organisation in which the Governor or his/her spouse or partner has a direct or indirect interest or otherwise) shall declare such interest to the Council of Governors as soon as he becomes aware of it and:

7.4.1 shall withdraw from the meeting and play no part in the relevant discussion or decision; and

7.4.2 shall not vote on the issue (and if by inadvertence they do remain and vote, their vote shall not be counted).

7.5 Details of any such interest shall be recorded in the register of interests of Governors.
1. **Board of Directors – committees**

The Board of Directors shall establish an audit committee and a remuneration committee comprised of non-executive Directors and any other committees comprised of Board members as appropriate, to which any of the powers exercised by the Board of Directors (except for powers reserved for the Board) on behalf of the Trust may be delegated. The terms of reference for committees shall be as set out in the Trust’s Corporate Governance Manual.

2. **Disputes between the Council of Governors and the Board of Directors**

2.
The procedure that should be followed in the event of any unresolved dispute between the Council of Governors and the Board of Directors is set out in the Trust’s Dispute Resolution Procedure.

3. **Appointment and Removal of the Chairman and other non-executive Directors**

1.1. The appointment of the Chairman or another non-executive Director shall be in accordance with the following procedures:

1.1.1. The Council of Governors shall create a duly authorised nominations committee responsible for dealing with nominations for the non-executive Directors, consisting of a majority of Governors.

1.1.2. Membership of the nominations committee will be determined by the Governors and defined in that committee’s terms of reference.

1.1.3. At a general meeting the Council of Governors shall appoint the Chairman of the Trust and the other non-executive Directors in accordance with the procedure set out in paragraph of this constitution.

1.1.4. Non-executive Directors are to be appointed by the Council of Governors using the following procedure:

1.1.4.1.1.3. The Council of Governors will maintain a policy for the composition of the non-executive Directors, and which they shall review from time to time and not less than every three (3) years.

1.1.4.2.1.1.4. The Board of Directors will work with an external organisation recognised as expert at appointments to identify the skills and experience required for non-executive Directors.

1.1.5. Appropriate candidates (not more than five (5) for each vacancy) will be identified by the nominations committee through a process of open competition, which take account of the policy maintained by the Council of Governors and the skills and

*Copsticks: Please do let us know if you would like this term defined*
experience required; and

1.1.6. at a general meeting the Council of Governors shall appoint the Chair of the Trust and the other non-executive Directors in accordance with paragraph 28 of this Constitution and this paragraph 3 of Annex 8.

1.2. The removal of the Chair or another non-executive Director shall be in accordance with the following procedures:

1.2.1. Any proposal for removal must be proposed by a Governor, seconded by not less than ten (10) Governors including at least two (2) Elected Governors and two (2) Appointed Governors and submitted to the Chair of the Trust;

1.2.2. Written reasons for the proposal shall be provided to the non-executive Director in question, who shall be given the opportunity to respond to such reasons;

1.2.3. In making any decision to remove a non-executive Director, the Council of Governors shall take into account the annual appraisal of the non-executive Director in question carried out by the Chair;

1.2.4. Removal of the Chair or another non-executive Director shall require the approval of three-quarters of the members of the Council of Governors; and

1.2.5. If any proposal to remove a non-executive Director is not approved at a Meeting of the Council of Governors, no further proposal can be put forward to remove such non-executive Director based upon the same reasons within twelve (12) months of the meeting.

2. Roles and responsibilities of the Board of Directors

2.1. All the powers of the Trust shall be exercisable by the Board of Directors on its behalf.

2.2. Any of those powers may be delegated to a committee of the Board of Directors or to an executive Director in accordance with the Trust's Corporate Governance Manual.

2.3. A committee of non-executive Directors established as an audit committee
shall monitor, review and carry out such functions in relation to the Auditor outlined in paragraph 41 of this Constitution as appropriate.

2.4. The non-executive Directors shall appoint or remove the Chief Executive (and Accounting Officer). The appointment of a Chief Executive (but not his/her removal) shall require the approval of the Council of Governors.

2.5. A nominations committee consisting of the Chairman, the Chief Executive (and Accounting Officer) and the other non-executive Directors shall appoint the executive Directors.

2.6. The Trust shall establish a committee of non-executive Directors to decide the remuneration, allowances and the other terms and conditions of office of the executive Directors.

2.7. The Board of Directors shall give information as to its forward planning in respect of each Financial Year to Monitor. The Board of Directors shall prepare a document containing that information for submission to Monitor and shall have regard to the views of the Council of Governors when preparing it.

2.8. The Board of Directors shall present to the Council of Governors in a members’ meeting the Trust’s annual accounts, and any report of the Auditor on them, and the Trust’s annual report.

3. **Signature of documents**

3.1. The Chief Executive or other nominated officer of the Chief Executive shall be authorised by resolution of the Board of Directors to sign any agreement or other document not required to be executed as a deed, the subject matter of which has been approved by the Board of Directors or any committee with delegated authority, on behalf of the Trust.

4. **Board of Directors – meetings of Directors**

4.1. Ordinary meetings of the Board of Directors shall be held at regular intervals, no less than four (4) times in each Financial Year, at such times and in such places as the Board of Directors may determine from time to time.

4.2. Seven (7) Directors including not less than two (2) executive Directors (one (1) of whom must be the Chief Executive or another executive Director nominated by the Chief Executive), and not less than two (2) non-executive Directors (one (1) of whom must be the Chairman or the Deputy Chairman of the Board of Directors) shall form a quorum.
ANNEX 9 – FURTHER PROVISIONS

1. Membership of the Service Users’ Constituency – Service User Carers

1.1. A Service User Carer is an individual who:

1.1.1. is not less than sixteen (16) years of age at the date of applying to become a member;

1.1.2. provides care on a regular basis for a Service User who has not attained the age of sixteen (16) years or who is by reason of physical or mental incapacity unable to discharge the functions of a member; and

1.1.3. does not (as set out in paragraph 3(6) of Schedule 7 to the 2006 Act) provide that care:

1.1.3.1. in pursuance of a contract (including a contract of employment); or

1.1.3.2. as a volunteer for a voluntary organisation; and

1.1.4. has either been:

1.1.4.1. nominated by that Service User as his/her Service User Carer for the time being for the purposes of this paragraph 1 of Annex 9 and has been accepted by the Trust as that Service Users’ Carer for that purpose; or

1.1.4.2. has been accepted by the Trust as a Service User Carer for the purposes of this paragraph 1 of Annex 9 where the Service User is under sixteen (16) years of age or lacks the legal or mental capacity to nominate that individual as his/her Service User Carer and the Trust has to the extent that it is reasonably practicable (and in line with a policy agreed by the Council of Governors) with that Service User as to his/her wishes and has then agreed to treat that individual as the Service User Carer for the purposes of this paragraph 1 of this Annex 9 provided the individual has agreed in writing to act in that capacity and he/she is otherwise qualified in accordance with this Constitution.
1.2. An individual shall not be eligible to apply to become a member as Service User Carer or to continue as a member as a Service User Carer if:

1.2.1.1.1. The Service User has withdrawn his/her nomination of that individual under paragraph 1.1.4.2 of Annex 9 as his/her Service User Carer; or

1.2.2.1.1.2. the Service User Carer is a member of another constituency under this constitution;

1.2.3.1.1.3. where the individual no longer fits the description of Service User Carer as set out in paragraph 1.1 of this Annex 9.

2. Disqualification from membership

1.2.1. An individual shall not become or continue as a member if:

1.2.1.1.4. they are under sixteen (16) years of age;

1.2.4.1.1.5. they become ineligible to be a member under paragraphs 6 – 11 of this constitution;

1.2.2.1.6. they have been involved within the last five (5) years as a perpetrator in a serious incident of assault or violence, or in one or more incidents of harassment against any of the Trust’s employees or other persons who exercise functions for the purposes of the Trust, or against any registered volunteer and the Council of Governors considers that it is not in the best interests of the Trust for them to become or remain a member;

1.2.3.1.1.7. they have received a conviction anywhere within the European Union;

1.2.4. being a member of the Public Constituency or Service Users’ Constituency, they refuse to sign a declaration in the form specified at paragraph 5.1 of Annex 7;

1.2.5.1.1.8. the Council of Governors resolves for other reasonable causes that his/her doing so would or would be likely to:

1.2.5.1.1.8.1. prejudice the ability of the Trust to fulfil its principal purpose or other of its purposes under this constitution; or otherwise to discharge its duties and functions;
1.2.5.2.1.1.8.2. harm the Trust’s ability to work with other persons or bodies with whom it is engaged or may be engaged in the provision of goods and services;

1.2.5.3.1.1.8.3. adversely affect public confidence in the goods or services provided by the Trust;

1.2.5.4.1.1.8.4. the Chief Executive considers that individual to be a danger to the safety of Service Users; and/or

1.2.5.5.1.1.8.5. otherwise bring the Trust into disrepute.

1.1.2.2. the Council of Governors resolves or ever has resolved in accordance with paragraph 17 of this Constitution or paragraph 1 of Annex 6 that his/her tenure as a member be terminated.

1.3.2.3. It is the responsibility of each member to ensure his/her eligibility at all times and not the responsibility of the Trust to do so on his/her behalf. A member who becomes aware of his ineligibility shall inform the Trust as soon as practicable and that person should hereupon be immediately removed from the Register of members and shall cease to be a member.

1.2.2.4. Where the Trust has reason to believe that a member is ineligible for membership under paragraphs 6 – 11 of this Constitution, or may be disqualified from membership under this paragraph 2 of Annex 9, the Trust Secretary shall carry out reasonable enquiries to establish if this is the case.

1.4.2.5. Where the Trust Secretary considers that there may be reasons for concluding that a member or an applicant for membership may be ineligible or be disqualified from membership he/she shall advise that individual of those reasons in summary form and invite representations from the member or applicant for membership within twenty-eight (28) days or such other reasonable period as the Trust Secretary may in his/her absolute discretion determine. Any representations received shall be considered by the Trust Secretary and he/she shall make a decision on the member’s or applicant’s eligibility or disqualification as soon as reasonably practicable and shall give notice in writing of that decision to the member or applicant within fourteen (14) days of the decision being made.

1.3.2.6. If no representations are received within the above period of twenty-eight (28) days or such longer period (if any) permitted under paragraph 2.5 of Annex 9 above, the Trust Secretary shall be entitled nonetheless to...
proceed and make a decision on the member’s or applicant’s eligibility or disqualification notwithstanding the absence of any such representations from him/her.

1.4.2.7. Any decision made under paragraph 2.5 of this Annex 9 to disqualify a member or an applicant for membership may be referred by the member or applicant concerned to the Trust’s Dispute Resolution Procedure.

2.3. Representative membership

2.1.3.1. The Trust shall at all times strive to ensure that taken as a whole its actual membership is representative of those eligible for membership.

2.2.3.2. The Council of Governors shall present to each Annual Members’ Meeting a report on the steps taken to secure that (taken as a whole) the actual membership of the Public Constituency, of the Service Users’ Constituency and of the Staff Constituency is representative of those eligible for such membership.

3.4. Termination of Membership

3.1.4.1. A person’s membership shall be terminated if:

3.1.4.1.1. they resign by giving notice to the Trust Secretary;

3.1.4.1.2. they are disqualified under paragraph 2 of Annex 9 above;

3.1.2.4.1.3. they die;

3.1.3.4.1.4. they cease to be entitled under this Constitution to be a member of the Public Constituency or of the Service Users’ Constituency or of the Staff Constituency; or

3.1.4.1.5. it appears to the Trust Secretary that they no longer wish to be a member of the Trust, and after enquiries made in accordance with a process approved by the Council of Governors, they fail to demonstrate that they wish to continue as a member of the Trust.

3.2.4.1. A member may be expelled by a resolution approved by not less than two-thirds of the Governors present and voting at a general meeting. The following adopted procedure is to be adopted:

3.3.4.2.1. any member may complain to the Trust Secretary, in accordance with the Trust’s Dispute Resolution Procedure, that...
another member has acted in a way detrimental to the interests of the Trust; and

4.2.2. that member shall be expelled by a resolution approved by not less than two-thirds of the Governors present and voting at a Meeting of the Council of Governors.

4.5. Voting in Council of Governors Elections

4.1.5.1. A member may not vote at an election for a Public Governor or a Service User Governor (as the case may be) unless within the specified period he/she has made a declaration in the specified form that he/she is a member of the Public Constituency or the Service Users’ Constituency (as the case may be) and stating the particulars of his/her qualification to vote as a member of that Constituency for which an election is being held. It is an offence to knowingly or recklessly make such a declaration which is false in a material particular.

4.2.5.2. The form and content of the declaration and the period for making such a declaration for the purposes of paragraph 5.1 of Annex 97 above shall be specified and published by the Trust from time to time and shall be so published not less than twenty-eight (28) days prior to elections.
ANNEX 10 – ANNUAL MEMBERS’ MEETING

1. Annual Members’ Meeting – further provisions

1.1. Before a members’ meeting can do business there must be a quorum present. Except where this Constitution states otherwise a quorum is twenty (20) members with at least one (1) member present from each of the Trust’s constituencies.

1.2. If a quorum is not present, no matter may be discussed or voted upon at that meeting and the meeting shall be adjourned. Such a position shall be recorded in the minutes of the meeting.

1.3. If no quorum is present within half an hour of the time fixed for the start of the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Board of Directors determine. If a quorum is not present within half an hour of the time fixed for the start of the adjourned meeting, the number of members present shall be a quorum.
Chairs’ Report to the Council of Governors – 10 February 2015

1. Executive summary

This report provides the Council of Governors with an overview of Chair's activity since the last meeting and updates the Council on developments in the Trust and elsewhere relevant to its role and the conduct of its business.

2. Recommendations

Governors are asked to receive the report and to consider any proposals contained in the report.

3. Trust strategic priorities supported by the paper

Supporting the Governors to fulfil their statutory roles effectively has the potential to have a positive impact on all three trust strategic objectives of excellence, innovation and growth.

4. Visits and activities since the last Council of Governors meeting

4.1 In Christmas week I spent two days visiting the wards at Highgate Mental Health Centre. It was very rewarding to speak to staff and service users at that time.

On 29 January I visited Iseldon Road Service Centre, a completely different, but also very interesting and important aspect of the Trust's work.

4.2 Trust Issues

As you are aware our meeting in December explored in depth the pressures on our acute and crisis care services due to increased demand for these services. Since December these pressures have continued and there have been periods when it has been difficult to accommodate people in Trust facilities. The Trust has now presented a comprehensive analysis of the situation to the CCG and we hope more funding may be made available. We have been able to make 8 more beds available at the Highgate by opening a new service which will enable some elderly people to be supported in their homes rather than admitted to hospital and we are actively working on other solutions.

The other issue raised by Governors as of concern was suicides and serious incidents and we will be covering that on the agenda tonight.

There have been various developments in equalities issues that will be of interest to Governors. Following the resignation of Amit Popat the Trust's Equalities and Service User Involvement lead last summer the Trust engaged two members of Islington Council's equalities team to review the work of the Trust in this area. They have now produced a report highlighting areas of strength and areas that need development which will be taken forward through the Trust's Equality and Diversity Committee. In addition they have produced a statement of strategic intent for improving equalities outcomes in the Trust which has been agreed by the board and has been posted on the Trust website. This is attached as a background paper (item 9.2) for Governors' information.
5. Council of Governors developments

5.1 Governor working groups

The next series of meetings for the working groups take place in March and I encourage all Governors to participate in these groups. With regards the finance and business group that has not managed to get up and running yet, there is an excellent opportunity to establish this group in the next month in order to work with the Chair of the Audit and Risk Committee and Director of Finance on the appointment/ re-appointment of the Trust’s External Auditor, which is one of the Council’s statutory duties. David Wragg, our Director of Finance will explain more about this at tonight’s meeting.

5.2 Governor lunches with the Chair and Senior Independent Director

We had a successful lunch on 27 January with five Governors attending.

Issues Governors raised included:

- Developments in the Trust's work on equalities (see elsewhere in this report);
- Recovery college developments and peer mentoring;
- The use of volunteers in the Trust;
- Serious incidents and their connection if any with staffing levels; and
- Difficulties with the operation of the Staff and Service User Governor working group

5.3 Governor skills audit

The Governor's Steering Committee has been considering how to improve the level of feedback received on the skills and knowledge held by our Governors since an initial exercise was undertaken in early 2014. Mr Macdougall ran a session on this before last September’s Council meeting but attendance was poor.

To gain a wider understanding of the skills and knowledge held by our Council, and to assist in identifying where we can provide beneficial training, all Governors are asked to complete a questionnaire during today’s meeting and hand it in at the end of the session.

5.4 Council of Governors elections 2015

Council of Governor elections will be held over the July to September period this year. Existing Governors who are up for re-election will be advised of this over the coming months.

5.5 PLACE visits

The Trust is still awaiting guidance on the dates and requirements for its 2015 PLACE (Patient-Led Assessments of the Care Environment) assessments. We asked Governors to express their interest in taking part in this process via their regular e-mail on the 16 January 2015 and to date we have had 3 responses. All other Governors interested in taking part in this process are invited to do so and Helen Flynn, Head of Facilities Management, will run a short training session for those able to take part immediately after this meeting. It should be noted that there will be no assessments at Highgate this year, as a result of the refurbishment works going on simultaneously.
6. **Membership matters**

Following a membership recruitment campaign carried out late last year, the Trust now has 736 service user members, which exceeds the Trust’s planned target for 2014/15 of 700 service user members.

The Trust’s public membership now stands at 4120 members. A further 80 public members are needed by 31 March in order to meet our target of 4200 public members. Any assistance that Governors can provide in helping to recruit public members over the coming months will be highly appreciated.

In terms of upcoming membership events, the next Medicine for Members event will be held on Monday 23 February from 5:30pm-6:30pm in Meeting Room 4, West Wing, St Pancras Hospital. **The focus of the event will be on Carers and all Governors are welcome to attend.** The poster for this event is attached in the background papers (item 9.3) for your information.

7. **Service user issues**

Sarah Charles as service user champion on the Trust Board has been undertaking a review of service user activity across the Trust and will be giving a brief update at this meeting.

8. **Meeting attendance**

Governors will recall that at since our meeting in September 2014, I have reported that Service User Governor Mohamed Ismail Ibrahim had not attended any meetings since being elected. As reported in December. The Trust Secretary looked into this matter and it was established that Mohamed had left the country and it was not known if or when he will return. His care team advised that if he did return it was unlikely he would be able to take up his role as a Service User Governor. As we were unable to make a decision at the last meeting, due to a lack of quoracy, I re-propose we now stand Mohamed down as a Council member.

Staff Governor Nadia Du Plessis has missed the last 3 meetings but she had advised the Board Office that she would be unable to attend for health reasons and has confirmed she is now able to return to her Governor role.
Executive Summary
The Chief Executive has a duty to keep the Council of Governors informed on all matters relating to the health of the organisation, key strategic developments and significant events since the last Council meeting. This report includes updates supplied by members of the Foundation Trust Executive and the Trust Secretary.

Recommendations to the Council
The Council of Governors is requested to:

- receive and accept the contents of this report.

Trust Strategic Priorities Supported by this Paper

**Excellence**
- Continually improve the quality and safety of service delivery, service user experience and improving outcomes.
- Delivering the highest level of quality and financial performance.

**Innovation**
- Rapidly adopt best practice and maintain a culture of innovation in service development.

**Growth**
- Pursue organic and inorganic growth opportunities through strategic partnerships and research and development.
Risk Implications
The paper covers developments in areas already identified within the risk register.

Legal and Compliance Implications
None.

Finance Implications
None.

Single Equalities Impact Assessment
As this report summarised the external environment and internal issues it does not of itself require a SEIA, although elements within the report may and would be conducted as part of their separate governance processes.

Requirement of External Assessor/Regulator
Monitor is responsible for ensuring that foundation trusts are well governed. Best practice guidance concerning trust governance includes an expectation that the Council of Governors is kept fully appraised about the external environment, the strategic implications for the trust and internal matters. This report contributes to this requirement.
CHIEF EXECUTIVE’S REPORT

1. STRATEGIC ENVIRONMENT

1.1 NATIONAL

Nationally, the NHS is receiving significant scrutiny, with A&E 4 hour targets and Ambulance times receiving very significant political and media attention. A significant proportion of NHS Trusts are also struggling with both increased demand and financial balance. The sorts of pressures we have seen are replicated in many areas of the health and social care system. The NHS is emerging as a major battle ground between the political parties in the forthcoming general election. This will only increase the pressures on Trusts to perform and incidents are likely to receive increased coverage.

NHS England have now established a method of working whereby every policy or planning development is also agreed by the relevant other national bodies, Trust Development Authority(TDA), Monitor, CQC and Public Health England. Whilst ensuring the welcomed increased co-ordination it is has meant that the freedoms previously been available to FTs appears to be reducing, for example this year’s planning round requires FTs to report draft plans and provide weekly updates. The FT ‘freedoms’ have also been eroded.

The TDA were due to publish their categorisation of NHS Trusts, who are not FTs and the recommended next steps in their January Board. They have again failed to do this and have not given a date when this will be published. This needs to be published in the next few weeks to avoid purdah, associated with the general election.

Winterbourne View

NHS England has renewed efforts to deliver the targets agreed as part of the NHS England’s response to Winterbourne View, where a number of people with learning disability were abused in a hospital environment. Most of the people in Winterbourne View should have been supported in a community environment and NHSE wishes to reduce the number of learning disabled people with challenging behaviour in hospitals by 50% by April 2015. In December 2014, all the London MH CEOs were called to a meeting held by Anne Rainsbury to seek help is ensuring that this target is met. This meeting was also attended by Simon Weldon, head of performance at NHSE London. This is the first time in my career that I have seen such senior people involved in a discussion on learning disability.

1.2 LONDON DEVELOPMENTS

London-wide Work on S136- Place of Safety

The London mental health Trusts and Metropolitan Police service have been working together over the past 18 months to reduce the number of people who are picked up by the Police who they believe has a mental health problem (S136 of the MH Act) and taken to a Police cell. This is not the right place for people to receive help, but this has been happening on a wide scale nationally. Last year the number reduced to 22 instances from 87 in the previous year. This is a remarkable achievement and testimony to partnership working.
London Preparation for Introduction of MH Access Targets
NHSE have allocated resources to prepare for the introduction of access targets in mental health. A work programme has been agreed by the London MH leadership programme; this will initially focus on the access target for early intervention in psychosis. It is intended to build on the experience of acute hospitals. The work includes survey of the current waiting times, current resources for EIS, workforce requirements, review of system impacts etc. This work is being done alongside the London-wide work I have commissioned on understanding the increase in acute and crisis demand.

1.3 LOCAL DEVELOPMENTS
1.3.1 Contract Round 2015/16
The contract round for 2015/16 has just begun in earnest, with the first formal contract meeting in the week beginning 12 January. The contract round period this year has an exceptionally tight timetable. As a Trust we are usually the first to sign contracts in the sector and one of the few who achieve sign off within the national timetable.
We have sent a letter to the Commissioners with a list of growth bids. We have also submitted a report outlining the information and work we have done around the pressures in the acute care pathway. We are working towards next year's contract moving from a ‘block’ contract to one having a variable element in some of the MH clusters. This approach would enable a gradual move into activity based contracting. This will be supported by a London MOU.

1.3.2 Islington Health and Wellbeing Board
The Islington Health and Wellbeing Board have invited C&I and the Whittington Hospital to be non-voting members of the board. I attended my first meeting on 14 January. Of note from that meeting was a report informing the committee of Islington CCG’s submission to co-commission with NHSE. This will enable much better co-ordination of primary care strategy locally as well as improve the care pathway interface with specialised commissioning, which were split by the Health and Social care Act 2012. Also of note was a presentation concerning children and families prevention and early intervention. From this presentation it was clear that parental and child mental health and/or substance misuse was the biggest set of factors identified in the assessment in child and families services, closely followed by domestic violence.

2. SERVICE DEVELOPMENTS & OPERATIONS
2.1 Older Peoples Crisis and Home Treatment Team
The new Crisis and Home treatment team for older people began on 19 January. The aim of the service will be to provide people living with dementia; and those with an acute functional mental illness over 70 with an improved service.
The Team will provide eligible service users with intensive support in their own homes in order to reduce the need for admission to psychiatric hospital and to support early discharge. There is strong evidence that if we able to prevent older people being admitted to inpatient care, or reduce their length of stay, that they will be able to remain independent and living in their own homes for long, better meeting their own aspirations and reducing the financial burden to health and social care.
It will be nurse led and operate across both Camden and Islington from its base at Hill House. The majority of the team’s work will be in service user’s homes or alongside patients on our inpatient wards. A key role of the team will be to work pro-actively to support informal carers and domiciliary care providers.

The Team will operate on an extended day basis and be available 08.00 to 19.00 Monday to Friday and 08.00 to 16.00 Saturday and Sunday, providing two or three members of staff on each shift.

2.2 Pressure on Acute Beds
The pressure on acute beds has continued through Christmas and into the new year, with a significant number of people placed in the private sector or in a ward at East London NHS FT.

2.3 Successful Technology Fund Bid
The Trust has been awarded £750k from a new technology fund following a bid made by the ICT and nursing directorates. The funds will support our nurses to improve their IT skills and bring more mobile technology to patient care enabling more direct contact with patients. The award will support our Electronic Patient Record programme.

2.4 Preparations for ‘Smoke Free’
Preparations are underway for the implementation of the nicotine management policy on National No Smoking day, 11 March 2015, where there will be no smoking by patients or staff on NHS premises or sites. On 9 February 2015, in all inpatient units:

- ‘Smoking breaks’ will be reduced to every 4 hours;
- ‘Fresh air’ breaks for patients to access the gardens without smoking will be introduced at the 2 hourly interval between the smoking break; and
- All cigarettes will be held by nursing staff, who will manage patient access will be managed by nursing staff.

It is proposed that this be a focus for discussion at the next Council meeting in May.

2.5 Progress on Anti-ligature Works
The anti-ligature works have been completed at the Huntley Centre, works are due to begin at Ash House, Montague and Sutherland wards, on 21 January. Work on Coral ward is due to start in February and will be complete by early May 2015.
3. REGULATION & LEGISLATION

3.1 Care Quality Commission

Code of Practice

A revised Code of Practice: Mental Health Act (1983) has been published in Parliament. Subject to parliamentary approval, it will come into force on 1 April 2015.

The revised Code aims to provide stronger protection for patients and clarify roles, rights and responsibilities. This includes:

- involving the patient and where appropriate, their families and carers in discussions about the patient’s care at every stage;
- providing personalised care; and
- minimising the use of inappropriate blanket restrictions, restrictive interventions and the use of police cells as places of safety.

The main changes to the code include:

- five new guiding principles;
- new chapters on care planning, human rights, equality and health inequalities;
- consideration of when to use the Mental Health Act and when to use the Mental Capacity Act 2005 and Deprivation of Liberty Safeguards and information to support victims;
- new sections on physical health care, blanket restrictions, duties to support patients with dementia and immigration detainees;
- significantly updated chapters on the appropriate use of restrictive interventions, particularly; and
- further guidance on how to support children and young people, those with a learning disability or autism.

The Quality Committee and the Mental Health Law Committee will be considering the revised Code in detail.

CQC Inspection

We were informed on 16 January that Kingston SMS, provided in partnership with CNWL, are expecting CQC visits as part of CNWL’s trust-wide inspection in February and as part of Lifeline’s registration process this month.

3.2 Monitor

Forward Planning

Monitor issued the forward planning guidance in December. In summary, they require FTs to submit a 1 year operational plan by the 10 April 2015. This will largely be a refresh of the two year plan we submitted last year and which was informed by the survey of Trust members and discussion with the Council. Our refreshed plan will be considered again with the Council at the joint meeting with the Board on 26 March 2015.

Consultation on Changes to the Risk Assessment Framework (RAF)

Monitor are also consulting on changes to the RAF with the key changes including:

- introducing access measures for mental health services as proxies of governance;
- introducing access and outcome measures for providers of high secure and medium secure mental health services as proxies of governance; and
- additional triggers for investigating financial risk at a provider to help ensure early identification and intervention for continuity of service risks.
The two access measures they are proposing are:

- early Intervention in Psychosis; and
  
  **Two-week wait for receiving treatment from early intervention in psychosis services.**
  
  *Providers will be required to treat 50% of patients within 2 weeks by April 2016.*

- access to Psychological Therapies (IAPT).
  
  *Providers will be required to see 75% of patients within 6 weeks and 95% of patients within 18 weeks from April 2015.*

The Trust will be submitting a response to this consultation.

4. **EXTERNAL PROFILE**

4.1 **Florence Nightingale Foundation Leadership Scholarship 2014/15**

I am very pleased to inform the Council that Claire Johnston, Director of Nursing and People was successful in obtaining a Leadership Scholarship following an interview in December 2014. The Foundation, as a living memorial to Florence Nightingale, raises funds to provide Research, Travel and Leadership Scholarships for Nurses, Midwives and Assistant Practitioners. The Leadership Scholarship has three elements: development of personal leadership skills; enhancement of career objectives; and undertaking a patient care improvement project with demonstrable impact on our local population. Scholars are expected to present and publish their work at the end of their scholarship for the benefit of the profession and also, most importantly, for patients. Many former Florence Nightingale scholars have progressed to top leadership positions and are exemplars to the profession.

4.2 **Compassionate Dementia Care Praised by Norman Lamb at Raglan Day Centre**

Norman Lamb (right) pictured with Martin Loughnane, Dementia Services Manager, and a patient

Dementia patients in Kentish Town met a Department of Health Minister on Thursday 4 December. Norman Lamb MP, Minister of State for Care and Support, visited Raglan Day Centre, Raglan Street, to hear from staff and patients and was impressed by what he saw. Mr Lamb said: “The staff here care for people in a very kind, calm and compassionate way. The patients seem happy and contented”. He joined the patients for lunch and chatted to staff about the therapies they used with patients.

4.3 **London Veterans’ Service Launch New Website and were Finalists at the Military and Civilian Health Partnership Awards**

The London Veterans’ Assessment and Treatment Service (LVS) is for anybody in the London region who’s served in the UK armed forces. They have launched a new website: [www.londonveterans.nhs.uk](http://www.londonveterans.nhs.uk) C&I runs the service in a partnership with South London and Maudsley NHS Foundation Trust and it’s based at the Traumatic Stress Clinic at St Pancras Hospital.

The service accepts referrals from all sources: NHS services, GPs, veterans’ charities and most importantly self-referrals. The London Veterans Service (LVS) was also recently a finalist in the Mental Health category at the Military and Civilian Health Partnership Awards 2014. The awards celebrate excellence in healthcare for the Armed Forces Community, delivering outstanding care to serving personnel, their families and Veterans. They recognise in particular collaboration, such as the blend of skills in multi-disciplinary teams and partnership between the Ministry of Defence and the Department of Health.
4.4 **Consultant Psychiatrist Gill Livingston Talks About Reality of Caring for Someone with Dementia.**

A piece by Professor Livingston appeared in The Independent where she talks about how 40 per cent of carers will develop clinical depression or anxiety. Click [here](#) to read the article.

4.5 **Revd Patrick Morrow Licensed as Chaplain for Highgate Mental Health Centre**

Revd Patrick Morrow was licensed as the chaplain of Highgate Mental Health Centre. Patrick was licensed by Peter, the Bishop of Edmonton, who supervises the churches and chaplaincies across four boroughs in north London – Camden, Barnet, Enfield and Haringey. He has been getting to know the patients at the wards over the past few months before being licensed as their Anglican Chaplain on 26 November. The story appeared on the Diocese of London’s website [here](#).

4.6 **Supporting Children of Families with Mental Health Problems**

C&I’s Kidstime service was featured in The Guardian website for their work with young carers. The Guardian is supporting the Kidstime Foundation, the service’s charity. Click [here](#) to read the article.

4.7 **Kings Fund Seminar Presentation of Tile House**

Kevin Beirne, from One Housing Group and I co-presented the Tile House project at a seminar at the Kings Fund on 26 January. The seminar, ‘Using NHS land for affordable housing and delivering health outcomes in neighbourhoods’ was well attended by senior DH and Housing related organisations. The Tile House presentation was well received and held up as an example of what can be achieved with good local joint working.

4.8 **David Osborn Shortlisted at Royal College of Psychiatrists Awards for Academic Researcher of the Year**

Congratulations to Dr David Osborn who was shortlisted at the Royal College of Psychiatrists awards for Academic Researcher of the Year. Some Council members will know David from his time as a Governor. This comes months after he was promoted to Professor of Psychiatric Epidemiology at UCL, while also working as a consultant in Daleham House, which offers an alternative to inpatient care, including six crisis beds, a crisis team and an acute day unit. He was nominated for leading on the training of future academic psychiatrists who will deliver mental health research in years to come.

4.9 **Visit by Chris Hopson, Chief Executive NHS Providers (FTN)**

On 20 January Chris Hopson, Chief Executive of NHS Providers visited the Trust as part of his regular visits to member organisations. He visited the ‘Gangs project’, which works with young people in gangs on the estate adjacent to his home and the CDAT team.
4.10 Shortlisted for the NHS Inspirational Leader of the Year

I was shortlisted for the NHS Inspirational Leader of the Year nomination at the Leadership Recognition Awards 2014. This recognition was for inspiring others to achieve great things, placing quality at the heart of everything we do here at C&I, and being tireless in changing the system for the benefit of all.

The event which took place on Thursday 20 November was opened by David Sloman, Chief Executive of Royal Free London NHS Foundation Trust and Chair of London Leadership Academy. It recognised the outstanding contribution that all of the finalists have made to the teams, their organisations and the wider NHS.

5. INTERNAL EVENTS

5.1 More than 80 People came to our Candlelit Carol Service at St Pancras Old Church

More than 80 staff, service users and people from the local community came together for a Christmas Carol service at St Pancras Old Church on Wednesday 10 December.

Attendees enjoyed some favourite carols, which were complemented beautifully by an organist and the University College RUMS choir, and readings from Chief Executive Wendy Wallace, Sybil Adelaja, a C&I service user, Mary Mulcair, Tredgold Ward Manager and Dr Alastair Bailey, from our iCope service. Many people stayed behind afterwards to enjoy the mulled wine, hot drinks and mince pies.

The Trust also held carol concerts at Highgate Mental Health Centre and the Huntley Centre. It was great that some governors were able to attend these events.

6. BOARD OF DIRECTORS

6.1 Board Meetings

The Board did not have a meeting in December so has just met once in January since my last report. At this meeting, the Board had a presentation from people working in our Dementia services focusing on interventions with carers of people with Dementia which was very interesting for the Board to hear about. The Board also received and approved a number of statutory declarations reports as well as reports on financial and service performance. There was reports and discussion about the ‘Crisis Concordat’ and a review of the nursing establishments in the Trust.

I have provided the usual financial summary report in the items for information (see background paper – section 9.1) and due to the large volume of papers for this meeting; I include the link for the full Trust Performance Report that was received by the Board in January. Governors can access this [here](#).
7. SERVICE VISITS

7.1 Since my last report at the end of October 2014, I have visited the following services:
   - Malachite ward
   - Coral ward
   - Jasper ward
   - Opal ward
   - Pearl ward
   - Garnet ward
   - Barnet Mental Health Primary Care service;
   - Psychology Services;
   - Stacey Street Nursing Home;
   - Tredgold Ward; and
   - Dunkley Ward.
## Council of Governors’ Steering Committee

**Minutes of the Meeting**  
22 October 2014 at 5pm

Executive Meeting Room, 4th Floor East Wing, St Pancras Hospital,  
4 St Pancras Way, London NW1 0PE

### Members present:  
- Mr David Barry Lead Governor (Chair)  
- Ms Leisha Fullick Trust Chair & Chair of the Council of Governors  
- Ms Sarah Charles Senior Independent Director  
- Prof Wendy Savage Public Governor, Islington  
- Ms Wendy Wallace Chief Executive

### In attendance:  
- Mr Martin Zielinski Trust Secretary (Minutes)

### Action By:

<table>
<thead>
<tr>
<th>Action</th>
<th>Details</th>
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<tbody>
<tr>
<td>1. Welcome, Apologies &amp; Quoracy</td>
<td>Mr Barry welcomed all in attendance to the meeting. Apologies had been received from member Mr Alasdair Macdougall, Service User Governor, who had submitted his comments on the agenda by e-mail. Ms Diana Brown, Staff Governor, was absent without apologies. The meeting was quorate.</td>
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<tr>
<th>2. Minutes of Previous Meeting</th>
<th>Mr Zielinski</th>
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<tr>
<td>The Committee reviewed the minutes from its last meeting on 30 July 2014 and were satisfied that these accurately reflected that meeting, with only one minor re-arrangement to the wording requested.</td>
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**The Steering Committee AGREED the minutes of its previous meeting held on 30 July 2014, subject to the requested minor amendment.**

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<tr>
<th>3. Matters Arising</th>
<th>Mr Zielinski</th>
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<tr>
<td>3.1 The actions listed in the schedule of matters arising from the previous meeting on 30 July 2014 were considered to have been completed, with the exception of the following outstanding actions or additional comments:</td>
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<th>3.2 MA1: Carers UK Presentation</th>
<th>Mr Zielinski</th>
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<tr>
<td>Ms Charles was concerned that this presentation, originally proposed by Governor Martha Wiseman, had remained outstanding for some time. Mr Zielinski advised that he had regularly contacted Ms Wiseman on this issue and the right occasion for such a presentation had not arisen. Ms Charles added that the Governor’s Membership Working Group were keen to see this presentation provided and had agreed that it should be scheduled as part of the Trust’s ‘medicine for members’ series of talks.</td>
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### 3.3 **MA2: Governor Skills & Knowledge Audit**

It was acknowledged that the session proposed ahead of the last Council meeting to discuss Governors’ skills and knowledge, led by Mr Macdougall, had taken place. Mr Macdougall, by e-mail, advised that he would provide feedback on this session to committee members by e-mail and that he would consider how to progress this exercise once its aims and expected outcomes had been agreed.

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### 3.4 **MA4: Governor e-mail and Improving Communication**

It was noted that the new Associated Director of ICT, Mr David Jackland, had recently taken up his post. Ms Wallace advised that Mr Jackland was highly experienced, coming from a similar role at another mental health trust. She advised that she had a 1-1 with Mr Jackland booked in her diary and requested that Mr Zielinski forward her Mr Barry’s previous paper on governor communication to discuss with Mr Jackland. It was agreed that Mr Barry should meet with Mr Jackland at the earliest opportunity to address the long standing concerns related to Governor communications.

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### 3.5 **MA 7: CQC Summit**

It was noted that Mr Barry had attended this event. He requested that it be recorded that it would have been beneficial to have had additional Governors attend the Summit to further underline the importance of the Governors’ role.

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### 4. **Review of last Council meeting on Tuesday 30 July 2014 and the draft minutes of that meeting.**

The draft minutes from the Council’s last meeting were reviewed and a small number of amendments requested.

**The Council of Governors’ Steering Committee RECEIVED the draft minutes of the Council meeting on 30 July 2014 and proposed amendments.**

In relation to the last Council meeting, Ms Fullick acknowledged that there had been a significant discussion on the type and amount of information that should appropriately be shared with Governors, particularly in relation to service user deaths. The Quality Committee would be asked to review this point; consider the required level of clarity and detail that should be provided; and look into the possibility of preparing an annual report for the Governors that summarised such information. Management would aim to provide an update to the Council at its February 2015 meeting.

Prof Savage remained unsatisfied with the amount of information on service user death provided and that the data she had requested, as recorded in matter arising 2 in the minutes for the last Council, remained outstanding. She acknowledged that the introduction of some form of annual report would be a major improvement in the information made available to Governors. Ms Wallace apologised for the delay in obtaining more details in line with Prof Savage’s request and explained that the officer she needed to speak to had been on sick leave. Prof Savage’s request would be addressed as soon as they return to work. It was concluded that a summary report, as suggested, would provide adequate information for Governors to respond appropriately to any questions they may receive on the topic of service user deaths.
Prof Savage went on to refer to a recent fatal incident that had taken place in Islington and queried whether it had involved a Trust service user. Ms Wallace advised that it often took several weeks before the police advised the Trust on whether an incident involved one of its service users. She confirmed that the referred to incident did involve a Trust service user but the police had stated that this was a domestic violence incident, not linked to any mental health issues. In response to a question from Ms Charles, Ms Fullick advised that the referred to incident took place approximately one month ago. Ms Wallace added that the undertaking of an incident investigation would depend on the nature of each individual case. As the police were confident that this was a domestic violence incident, an internal Trust investigation would be inappropriate at this time.

The Committee discussed the difficulties and appropriateness of sharing recent incidents with Governors where the full nature of the incident, and any connection to Trust services, remained unclear. Ms Wallace concluded by advising that most service user related reported deaths were due to natural causes and not a cause for concern.

Mr Macdougall, by e-mail, noted that there had been significant debate on NED remuneration at the last meeting and suggested that Council meetings were not the best arena for such debates. He suggested that additional open meetings could be held to allow those with strong opinions to put these forward and these should be attended by Governor from relevant committees to consider before they make any final recommendation to the Council. The Committee decided that there was little appetite for additional Governor meetings at this time, as there was generally poor attendance across a number of working group meetings.

It was decided that Mr Barry would be asked to lead on presenting the Governors Annual Report to the Council as part of his regular report. Ms Fullick added that Mr Fisher, the Trust’s Membership Project Manager, had led on the production of the Governors’ 2014 Annual Report and that, in future years, the Governors should take more direct responsibility for producing this report via it Membership Working Group.

5. **Consideration of Agenda items for the Council of Governors meeting to be held on Tuesday 2 December 2014**

The Committee reviewed the proposed agenda for the December 2014 Council meeting and agreed a number of changes. It was agreed that, in future, the Lead Governor Report would be presented ahead of those from the Chair and the Chief Executive.

The main topic was agreed as ‘bed management’, with the other proposed topics of ‘recovery college’ and ‘talking therapies’ carried forward as potential big topics for future meetings. It was noted that ‘bed management’ was a current issue for the Trust and frequently an NHS issue reported on in the press, making it and issue pertinent to Governors and one they may be asked about. Ms Wallace added that the Mental Health Crisis Care Concordat may be a source for potential topics for table discussions.
In relation to the ‘recovery college’ being an appropriate future topic, Ms Charles commented that considerations could be given to holding the relevant meeting within the college, with Governors attending one of its classes.

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<thead>
<tr>
<th>6.</th>
<th>Items for Discussion from the Last Council Meeting</th>
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<tr>
<td>6.1</td>
<td><strong>CQC Action Plan</strong></td>
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<td>It was agreed that Ms Wallace would update on this as part of her regular report to the Council.</td>
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<td></td>
<td>Ms Wallace</td>
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<td>6.2</td>
<td><strong>Mental Capacity Act Training for Governors</strong></td>
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<td>This proposal, made by Cllr Kaseki, would be carried forward for future consideration as a ‘hot topic’.</td>
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<td></td>
<td>Mr Zielinski</td>
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<td>6.3</td>
<td><strong>Governors Working Groups and Attendance</strong></td>
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<td>Ms Fullick advised she would cover the established working groups and ask Governors to re-confirm their attendance at one of these groups, in her regular report to the Council. It was agreed that each Governor was expected to commit to one, and only one, group.</td>
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<td></td>
<td>Mr Zielinski</td>
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<th>6.</th>
<th><strong>Any Other Business</strong></th>
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<td>The members discussed the recent Annual Members Meeting. It was considered that roughly the same number of people had attended as in the previous year. Prof Savage suggested that the venue of the British Library may have been viewed as elitist and off-putting to members. Ms Wallace advised that a different venue would be used in 2015. Consideration was given to how this meeting could be improved to attract more public, service user and staff members. Potential suggestions included the focus of the meeting being an interesting lecture or talk, rather than the statutory business, or merging the meeting with another positive event, such as the recently held staff awards.</td>
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<td>Ms Charles advised that she would be unable to attend the Council meeting on the 2 December and submitted her apologies for that meeting.</td>
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<th>7.</th>
<th><strong>Date of Next Meeting</strong></th>
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<tr>
<td></td>
<td>14 January 2015, 5pm</td>
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<tr>
<td></td>
<td>Executive Meeting Room 1</td>
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<td>3rd Floor, East Wing, St Pancras Hospital</td>
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8. Close

| The Chair closed the meeting a 6:40pm |

I certify these are fair and accurate minutes of the stated meeting.

........................................... ...........................................
(Steering Committee Chair) (Date)
MINUTES OF A MEETING OF THE
CAMDEN AND ISLINGTON NHS FOUNDATION TRUST
BOARD OF DIRECTORS HELD IN PUBLIC
IN THE CONFERENCE HALL, ST PANCRAS HOSPITAL,
ST PANCRAS WAY, LONDON, NW1 0PE.
ON THURSDAY 27 NOVEMBER 2014 AT 2:00PM

Board Members Present:
Ms Leisha Fullick Chair
Mr Richard Brooman Non-Executive Director
Mr Paul Calaminus Chief Operating Officer
Dr Sue Goss Non-Executive Director
Ms Angela Harvey Non-Executive Director
Ms Claire Johnston Director of Nursing and People
Ms Cha Patel Deputy Chair / Non-Executive Director
Mr Colin Plant Director of Integrated Care (Non-voting member)
Ms Wendy Wallace Chief Executive
Mr David Wragg Director of Finance

In Attendance:
Mr Kevin Monteith Associate Director of Strategy and Corporate Development / Trust Secretary
Ms Amy Anderson Communications Manager
Ms Geraldine Groves Team Manager, Hanley/Caledonian Road Supported Housing Project (Items 1.157.14 – 1.159.14 only)
Service User Resident, Hanley/Caledonian Road Supported Housing Project (Items 1.157.14 – 1.159.14 only)
Ms Rachel McGeorge Workforce Planning Manager (item 1.166.14 only)
Ms Lynis Lewis Associate Director, Research and Development (Item 1.167.14 only)
Ms Sandra McGhee Head of Occupational and Arts Therapies (Item 1.168.14 only)
Ms Claire Upton Monitor
Mr Martin Zielinski Board Secretary (Minutes)

This meeting was open to the public
GENERAL BUSINESS

1.157.14 Welcome, Apologies & Quoracy

Ms Fullick welcomed all those present. Apologies had been received from Dr Vincent Kirchner, Interim Medical Director, and Ms Sarah Charles, Senior Independent Director. The meeting was quorate.

1.158.14 Declarations of Interest

A copy of the register detailing all Board members’ declared interests was received as part of the papers. No changes were requested.

The Board were satisfied that there was no conflict between those interests declared and any item on the agenda.

1.159.14 Service User Experience Presentation: Hanley Road/Caledonian Road Supported Housing Project

Ms Fullick welcomed Ms Groves, Team Manager, from the Hanley Road/Caledonian Road Supported Housing Project to outline the services provided; and a service user of those services to detail their experiences.

Ms Groves outlined how the project consisted of four houses which each contained 5-6 residents, each having access to 24 hour support in undertaking regular daily tasks to aid their recovery.

The service user present advised how moving into this service had reignited his will to take part in everyday life and how he felt secure in the knowledge that help and support was at hand if needed. He had made friendships and pursued interests, such as model making. The service user passed a model that he had received and assembled that morning as a birthday present round the Board members as an example of this interest.

Ms Fullick asked the service user where they had stayed prior to moving into this service. She was advised that he had lived alone in a council flat with minimum support and felt like he had wanted to go to sleep and not wake up. He had been aware of the Hanley Road service for some time and had been keen to move there but this had taken 18 months, once being referred.

Ms Fullick asked Ms Groves whether this wait to access services was common. Ms Groves advised that demand had been high when this service user was waiting. She added that demand fluctuated and there was currently one free bed in a women only house but that most empty beds were filled within one week. Several potential new residents were also currently being assessed.

Ms Wallace asked the service user how staff had assisted in turning around his interest in undertaking activities. The service user responded that the level of support provided, where nothing was too much trouble, had made all the difference. He also advised how Occupational Therapy staff had visited the accommodation with him before he moved in and access improvements had been made to accommodate his wheelchair and walking frame. He added that the aids placed in his bathroom, along with supportive observation,
demonstrated the staff’s commitment to health and safety.

Ms Fullick thanked the service user, and staff member, for taking the time to attend Board and sharing their experiences. She highlighted the importance of hearing the service users’ point of view first hand. She wished the service user a happy birthday on behalf of the Board.

1.160.14 Minutes of the Meeting of the Board of Directors Held in Public on 30 October 2014

The draft minutes of the Board’s previous public meeting were reviewed. A small number of typographical corrections were requested and agreed.

The Board of Directors AGREED the minutes of its meeting on 30 October 2014 as an accurate and complete record, subject to the agreed amendments.

1.161.14 Matters Arising

The Board considered the matters arising from its previous public meeting held on 30 October 2014. The required actions were considered to have been completed; superseded; or covered elsewhere on this agenda; with the exception/addition of:

**MA 2: Vacancy breakdown over existing and new posts**

The Board consider this action to be in progress, rather than completed as advised. The first analysed vacancy data of this nature would be presented in the third quarter’s workforce performance report.

Ms Johnston

**MA 4: Policy Development**

Ms Wallace advised that a policy would be developed from her discussions with Ms Fullick on what political party activity was acceptable on Trust premises. She added that this document would be presented at a future Audit and Risk Committee meeting for approval.

Ms Wallace

**MA6: Board Performance Report**

It was noted that action to review how the Board Performance Report could best be considered within the confines of a Board meeting remained underway, as planned. Feedback was still due to be received at the Board’s January 2015 meeting. Ms Fullick added that, with Mr Monteith, she had looked at examples of how other Trust Boards considered this detailed document and had discussed potential ways forward with Ms Johnston and Ms Acosia Nyanin, Associate Director for Governance and Quality Assurance.

Ms Fullick / Ms Johnston / Mr Monteith

No additional matters arising were raised that had not been listed on the presented schedule.

1.62.14 STATUTORY / REGULATORY

(No items)
STRATEGIC / GOVERNANCE

1.163.14 (No items)

OPERATIONAL

1.164.14 Chief Executive’s Report

Ms Wallace presented her regular update, highlighting a number of key points to the Board. She drew attention to the ‘Islington ‘Making it Real’ action plan and the request for the Trust to sign up to a co-produced concordat as set out in her paper.

Ms Wallace highlighted the major cultural change for the Trust that would result from the ‘going smoke free’ initiative. This had been subject to wide reaching consultation with service users and staff. Ms Fullick added that many service user / staff relationships were formed over cigarette breaks and significant effort were needed to find alternative means to allow such bonds to be formed. It was acknowledged that some users would be upset at the removal of smoke breaks. It was also noted that staff would have more time, released from accompanying smokers on breaks, to spend on other activities with service users.

Ms Wallace highlighted the graph in her report that clearly demonstrated a trend for increasing demand for Crisis Team services. She added that she had recently been interviewed by the BBC for an item on bed pressures within mental health services for potential broadcast across all its news programmes. She advised that she had probably been asked to take part because of an e-mail she had sent to NHS England asking what would be done to alleviate this growing pressure. Board members were welcome to request a copy of her e-mail. The Board noted that the broadcasts may link the wait for a mental health bed with incidents of suicide but were assured that this did not reflect the position at C&I. Mr Calaminus advised that demand for crisis services was growing faster than the local population, with an evident increase in new service users not previously known to the Trust. He added that whilst all referral sources showed an increase, the biggest increase in demand was from self-referrals. It was noted that there was no particular evident reason behind the increase in service referrals and that the Trust was working with it commissioners and public health to try and identify whether there were any causal factors. Ms Wallace added that NHS London was also gathering data from local Trusts in an attempt to establish if there were any pan-London referral trends.

It was highlighted that the Trust had been graded in the lowest of four risk bands by the CQC based on results collected as part of its ‘intelligent monitoring system’.

It was noted that the Trust’s new Head of Social Work and Social Care was Deborah Wright, not Deborah Hall as stated in her report. She apologised for this error.

The Trust’s seal had been used twice since the last meeting: once in relation to the surrender of the Family Mosaic housing deed for 148 Hornsey Lane; and once in relation to a 5 year lease by CNWL for part of the Bloomsbury Building on the St Pancras site.
The Board of Directors RECEIVED and ACCEPTED the Chief Executive's update; AGREED to the Trust signing up the ‘Making it Real’ co-produced concordat; and RATIFIED the use of the Trust seal.

1.165.14 Month 7, 2014/15 - Financial Position

Mr Wragg presented this financial update advising that matters had improved slightly on the previous month although the Trust was still £295k behind its planned position at the end of October, month 7.

It was highlighted that temporary staffing costs had increased slightly during the month. It was noted that the Trust was working with NHS Professionals to address the on-going issue of retrospective temporary staff bookings and that a new rostering package, to be introduced the following year, should reduce the need for such staff. It was also advised that there was a major focus on recruitment to fill available full time posts, thereby reducing the need for temporary cover.

Mr Wragg advised that there had been a small reduction in the need to place inpatients in external beds but further work was required to address this need. It was noted that a break in ward refurbishment work had increased the number of beds currently available within the Trust.

The Board were advised that overseas visitor income should reach £2m by year-end. The capital programme was slightly behind the revised planned position; the cost improvement programme (CIP) was within available headroom; and the Trust’s balance sheet remained strong.

Mr Wragg concluded by advising that the Finance Team were now beginning to focus on 2015/16. He added that the 2015/16 tariff had been released that week and that trusts would be required to achieve a CIP of 3.8% the following year, which was marginally better than expected. It was noted that the majority of other trusts may struggle to reach this target.

In response to question from Ms Fullick, Mr Wragg advised that he expected the Trust to achieve its planned surplus position of £2m at the end of the financial year.

Ms Harvey queried the position of the capital programme and sought assurance that the Trust was obtaining value for money in replacing its electronic patient record (EPR) system. Mr Wragg responded that the £15k variance on planned capital expenditure was within the tolerance limits set by Monitor and was not an issue for concern. He added that the use of national contracting frameworks, followed by competitive tendering, had allow the Trust to trim the cost of replacing its EPR system and that he was confident that value for money was being obtained.

Ms Patel was encouraged by the reduction in overspending and sought assurance on how additional winter funding would be used to bring the Trust’s finances closer to its planned position. Ms Wallace acknowledged that some additional funding would be available and advised that this would be used strategically, being allocated to those services that had seen increased demand over the winter.
Mr Brooman acknowledged that the Trust expected to end the financial year in a strong financial position. He was concerned over future years given the stated in-year assistance from the non-recurrent recognition of additional overseas visitor income. Mr Wragg responded that he expected such funding to become recurring in future years.

Ms Fullick commented that the Trust would have eight additional beds after Christmas that would assist in coping with demand. Mr Calaminus detailed that a new service was being established to increase the treatment of elderly service users within their own homes allowing the amount of ward space required by that group to be reduced. This should free up one ward of eight beds on the Highgate site. Ms Patel was assured that this was a successful treatment model used by other London trusts and not a pilot exercise. It was explained that the Trust would require one team to cover approximately 15 service users and that this would be rapidly established in January 2015.

Ms Fullick welcomed this positive news but noted that the Trust was still nowhere near running at the planned rate of 85% bed capacity.

The Board of Directors RECEIVED and ACCEPTED the update on the Trust’s financial position as at the end of October 2014 (month 7).


Ms Johnston introduced Ms McGeorge who was in attendance to present this report, which had the ‘hot topic’ of recruitment.

Ms McGeorge highlighted that the staff vacancy rate had remained static; sickness absence had increased slightly; turnover had increased; and that the percentage of the establishment made up of bank and agency staff had decreased since the last quarter.

The Board’s attention was drawn to the safe staffing return contained within the report.

In relation to the ‘hot topic’ of recruitment, Ms McGeorge advised that the Trust’s average recruitment time was 4 months, within the NHS average of 3–6 months. She added that the Recruitment Team was now up to its full establishment; had cleared a backlog of job matching; and was working hard to streamline the Trust’s recruitment processes.

Ms Fullick thanked Ms McGeorge for attending and presenting this report.

Ms Patel advised that workforce issues would be reported to the newly formed Resources Committee, which she chaired, from 2015. She suggested that reports provided to that Committee should detail any identified workforce problems and how they were being addressed. She looked forward to working with Ms McGeorge in addressing any blockages in recruitment processes and on other workforce issues.

Dr Goss found the report to be comprehensive but considered that it could be more analytical and should place as much attention on staff retention as it did on recruitment.
Ms Wallace asked if projections were in place to manage the replacement of members of staff that were due to retire in the future. Ms Johnston advised that this would be reviewed and built into one of the reports due to be presented to the Resources Committee.

Ms Patel, in Dr Kirchner’s absence, suggested that vacancy and recruitment reports should include medical as well as nursing staff. Ms Wallace concurred with this statement noting a need to speed up medical staffing processes. Ms Johnston advised that a new Medical Staffing Manager was now in post and improvements were expected.

Ms Harvey stated that she had noted that consultants were retiring as they reached a ceiling on their pension pots, and were required to pay tax on additional contributions. The Board discussed this possibility and agreed that a piece of work was required to establish if consultants were leaving prematurely for this reason and, if this was the case, what action could be taken given that the Trust was fully signed up to the national NHS pay and pension schemes.

Ms McGeorge proposed “turnover” as the ‘hot topic’ for the next quarter's report. The Board discussed this issue with Mr Brooman querying whether the Trust had any turnover targets. Ms Johnston advised that no targets had been set but there was an aim to reduce turnover to well below the existent rate of 16%. It was agreed that this issue needed further consideration and that a larger paper to be presented at the next meeting outlining expected turnover in relation to the Trust’s two and five year plans. Ms Harvey added that there was a distinct difference between planned and unplanned turnover, with the reasons behind the latter requiring to be fully investigated.

Dr Goss suggested that workforce issues within pharmacy could be a focus. Ms Wallace advised that the Chief Pharmacist had not been in post long and was in the process of implementing a significant change programme. This was not the right time to review this area.

The Board of Directors RECEIVED and ACCEPTED the Human Resources & Workforce Performance Report for Quarter 2 2014/15, which included the Trust’s Safe Staffing Report for month 7, 2014/15.

1.167.14 Research & Development Annual Report 2013/14

Ms Wallace presented this report, explaining that Dr Kirchner would have done so but he was attending an important course that had been booked before he took on the role of Interim Medical Director. She commended the presented report and advised that she had now taken over as Chair of the Trust’s Research & Development Committee.

The Board were pleased to note that, although C&I was nationally a relatively small Trust, it was the third biggest recipient of ‘research capability funding'; an indicator of its success in attracting research grants. The fact that the Trust had 116 peer reviews published during the year was notable.

It was highlighted to the Board that the Trust, along with other organisations, was taking part in a ‘clinical record interactive search’
project. This allowed the opportunity to investigate patient records without revealing their, or their carers’, identity.

Ms Wallace was pleased to add that the allocation of ‘research capability funding’ had allowed some time to be set aside for research and was proud of how much of the research at C&I was directly related to improving patient care. Ms Lewis, Associate Director, Research and Development, concurred adding that it was unique to C&I that clinicians conducting research were embedded in Trust services which directly related their research to the care provided.

Mr Brooman queried how the Board were kept appraised of research work, apart from receipt of this annual report. Ms Wallace responded that the Research and Development Committee reported into the Non-Executive Director chaired Quality Committee; and that briefing notes and minutes from that Committee were presented to the full Board. She added that, as Chair of the Research & Development Committee, she would directly raise any matters of material interest at Board level.

Ms Johnston asked about maximising research income and the number of service users being recruited to clinical trials. Ms Lewis acknowledged that the level of research could always be increased further but was pleased to advise that 1,200 service users were already taking part in trials this year, which was an increase on the previous year.

Ms Patel asked of the Trust had made any effort to approach smaller, less mainstream, grant providers for research funding and whether the Board could assist in this area. She added that some commercial organisations provided funding for projects of social value. Ms Lewis responded that this was an area that could be explored further in the future and added that the Trust was already building important links of this nature with the Welcome Foundation. Ms Wallace added that research funding for mental health was significantly lower than the amounts available to acute services.

In response to a question from Mr Brooman, Ms Wallace advised on the possibility of funding a piece of work to identify the changing sources of potential research funds in the new year.

Ms Harvey commented that the Trust’s excellent research reputation should not be overlooked as a positive factor in attracting new staff. She also suggested that the Trust publicise its success in this area on the home page of its website. Ms Lewis advised that this factor was already built into clinical and nursing recruitment and that she was working with the Lead Research Nurse to roll this out to other staff groups. Ms Johnston was pleased to add that the Trust had recently recruited its first six nurses on a new clinical development career path. Ms Lewis added that C&I was leading the way, being the first trust in the country to offer this career opportunity.

Ms Wallace advised that a piece of work was underway within social work/social care to identify any potential research gaps. Any identified gaps would be explored as potential sources of additional funding.

Ms Fullick concluded this item by commending the Trust’s research and development ambitions and advising that Communications should clearly promote the Trust’s aims and achievements in this area.
The Board of Directors RECEIVED and ACCEPTED the annual report on research and development for 2013/14.

1.168.14 Occupational Therapy Strategy

Ms Johnston was pleased to present this third clinical strategy to the Board; following on from those already received covering nursing and social care. She highlighted that the Trust had a small occupational therapy team that played an important role in rebuilding the lives of service users, often as part of other services provided by the Trust. She added that this strategy was very much aligned to the recovery care model and invited Ms McGhee to present the document to the Board.

Ms McGhee explained how this strategy had been informed by a ten year guiding strategy developed by the College of Occupational Therapists. She detailed how five daily tasks had been identified that occupational therapists had been trained to evaluate and assist service users to complete successfully and safely as an aid to their recovery. The overall aim was that service users were able to remain well, and self-sufficient, enough to remain within the community. She highlighted the importance of leadership, training and resources in providing a successful occupational therapy service.

Ms McGhee outlined that the Trust had been working with the University of East Anglia to consider the costs and benefits attached to providing occupational therapy through divisional services. It was hoped that this would support a full business case for funding to undertake a full cost/benefit analysis of the Trust’s occupational therapy service. Nationally, this would be the first such review to be undertaken and would allow evaluation of the true number of occupational therapists required to provide a quality service. She concluded by advising that this strategy would remain a living document to be appropriately updated over time. Questions were invited from the Board.

Dr Goss commented that she welcomed this report and was pleased to see occupational therapists considered as part of a service user’s care team, rather than only being seen as having an assessment role. She stated that there was a real opportunity for occupational therapists to take a lead role in re-thinking application of the recovery model.

Ms Fullick noted that the referenced Trust statement of principles on recovery and social inclusion were from 2005. She suggested that this should be looked at again in line with more recent values and the focus on recovery, reflected in the recent establishment of the Recovery College.

It was noted that the whole Trust needed to support a progressive role for occupational therapy. The ‘smoke free’ changes mentioned earlier would increase the need for replacement activities and were likely to result in increased demand for occupational therapy services. Mr Calaminus, as Chair of the Recovery College Steering Group, welcomed this comment and the challenge for occupational therapy to become a more integral part of service provision. Ms McGhee added that many occupational therapists were already thinking ‘outside the box’ on how they could improve the service.
user experience.

Ms Fullick closed this item stating that the one thing lacking from this document was any clear statement on whether the Trust had sufficient occupational therapists in post. She thanked Ms McGhee for the report.

The Board of Directors RECEIVED and ACCEPTED the presented Occupational Health Strategy for 2014 – 2017 as living document.

1.169.14 Hillsborough Stadium Disaster Report Recommendations

Mr Calaminus presented this report highlighting that the Trust was compliant with the two recommendations for this report that were relevant to NHS trusts. He added that the required return to the Local Health Resilience Partnership had been submitted in line with the required deadline.

Ms Patel commented that she was pleased to have seen this document come to Board.

The Board of Directors RATIFIED the compliance report submitted to the Local Health Resilience Partnership in relation to the recommendation from the Hillsborough Stadium Disaster Report.

SUB-COMMITTEES

1.170.14 Quality Committee

(No items)

OTHER BUSINESS

1.171.14 Any Other Business that the Chair Considered Urgent

No other items of business were raised.

1.172.14 Risks Identified During the Meeting or Referred to / from any other Committee

No new risks were identified at this meeting, or referred to, or from, a Board Committee.

1.173.14 Items for Communication to the Trust

The following items should be communicated throughout the Trust:

- The innovative appointment of six new nurses with a focus on research;
- The successes outlined in the annual Research and Development Report;
- The Board had received and reviewed an Occupational Therapy Strategy and fully supported this document being taken forward.
Ms Harvey suggested that all staff should be invited to identify potential new sources of research funding but it was agreed that this would be best taken forward through the Research and Development Committee.

1.174.14 Public Board Planning Document

It was noted that there were several inaccuracies in this document. It should be reviewed and amended. It was agreed that this document should be used for planning purposes and was not required to be included as an agenda item at meeting.

1.175.14 Date of Next Meeting

29 January 2015.

1.176.14 CLOSE

The Chair declared the meeting closed at 4:03pm.

I certify that these are fair and accurate minutes of the stated meeting.

------------------------------------------------------------------------------------------------------------------------

(Trust Board Chair)    (Date)

Note: Board minutes are numbered sequentially throughout the calendar year.
**FINANCIAL PERFORMANCE OVERVIEW AS AT DECEMBER 2014**

**Income and Expenditure**

Actual Normalised Outturn Month 9: £1,253k surplus 1.3%
Planned Normalised Outturn 9: £1,500k surplus 1.5%
Planned Actual Normalised Outturn: £2,000k surplus 1.5%
EBITDA Month 9: £7,230k surplus 7.3%
Variance from EBITDA target (YTD): -£300k adverse

**Overall Rating**

The Trust has a full year surplus target of £2,000k, which equates to a YTD surplus position of £1,500k. As at month 9, the Trust is behind plan by £247k, which represents an improvement from the month 8 position.

This is not considered that this position necessitates a revision to planned financial outturn, however it is urgent that pressures contained within the position are managed effectively during the final quarter of the financial year.

**Cash**

Cash in held at bank: £8,719
Funds deposited with NLF: £40,000

**Continuity of Service Risk Rating - In year achievement**

Liquidity ratio (days) Actual: 104, Rating: 4, Lower Threshold: 75
Capital service ratio (time) Actual: 2.6, Rating: 4, Lower Threshold: 2.5
Overall Rating: 4

*The lower threshold is the point at which each of the respective ratios will fall from their current level.*

**CIP**

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<tr>
<th>Full Year Target</th>
<th>Progress</th>
<th>Full Year Forecast</th>
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<td>Schemes:</td>
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<td>Move of patients (secure accom)</td>
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<td>Improved income capture mechanisms</td>
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<td>CMN staff/skill mix review</td>
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<td>SMS staff/skill mix review</td>
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<td>Corporate &amp; Estates</td>
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**CIP comments**

All CIP targets have been devolved down to operational and corporate areas, and good progress is being made with regard to formally clearing the targets. It is not expected that the achievement of in year CIP represents a significant risk to the Trust.

**Risks**

The Trust continues to experience material financial pressures relating to the high level of temporary staffing usage and in particular the usage of PICU/Private Placement beds. These pressures, up to month 9 have contributed to a significant pressure on the financial position and has had a detrimental impact on the capital service ratio.
DRAFT Camden and Islington NHS Foundation Trust Strategic Intent for Improving Equalities Outcomes

This document sets out Camden and Islington NHS Foundation Trusts strategic intent for improving equalities outcomes. It outlines what we value, what we need to do to meet our obligations to service users and staff and how we can deliver equalities outcomes.

_________________________________________________________________

‘Tackling health inequalities and social exclusion is an important priority for Camden and Islington. We are committed to taking positive steps to ensure fair and equitable access to services for all. As a major provider of services we need to be pro-active so that we can meet the changing needs of diverse communities and provide fair access for all in an environment where human rights, dignity and individuality is respected and promoted. As an employer we will create an organisational culture in which diversity is valued and staff feel able to promote equality and challenge unlawful discrimination. We aim to develop a holistic view of equality, diversity and human rights across the organisation, building upon work that we have already completed in the promotion of inclusion and equality’.

(Board statement in the 2 year Operational Plan submitted to Monitor in May 2014).

_________________________________________________________________

Our vision is to be a leader in the delivery of excellent mental health and allied services. We expect a high standard of patient care and this means delivering services which are culturally sensitive, accessible and appropriate to the needs of our service users.

To facilitate real change, we need to be open and transparent about key issues within our service that affect our service users and staff. Our equality objectives need to be specific and measurable and focus on those persistent long term inequalities that prevent us from breaking the glass ceiling for BME staff or prevent service users from accessing our services.

As set out in our Valuing Diversity Policy and as part of our commitment to deliver high quality services, we will embed equality and human rights in everything that we do. This means tackling behaviours which hinder service user and staff engagement in order to improve equality of outcomes; working collaboratively with a diverse range of service users, explicitly involving them in the design and delivery of services, drawing upon their lived experiences, knowledge and expertise; we will
strengthen and support our staff through training and development and we are committed to a fair and equitable recruitment process.

We need to make tangible progress on reducing inequality and we have aligned our equality objectives with the Equality and Delivery System (EDS2) goals. The aim of our equality objectives is to focus attention on persistent inequalities in order to deliver improvements in service delivery and employment. We are also contractually required by the Workforce Race Equality Standard to improve race equality and increase the representation of BME staff at senior and board levels.

We have reviewed service user and staff data, the Camden JSNA and Islington JSNA and key reports produced by NHS England. The following are some of the key issues that have emerged and following consultation with service users and staff we will finalise equality objectives for the Trust to work on over the next four years.

The below are a list of equalities objectives that have come about through consultation with staff. From the list below focused and specific objectives will be developed for the trust to work on:

1. **Better Health Outcomes**
   - Improve access to services for all residents regardless of ethnicity, disability, age, gender status, sexual orientation, marriage status, or religion or belief.
   - Improve understanding of service users cultural needs and background.
   - Collate and analyse data to commission, procure, design and deliver improved services to meet the health needs of local communities.
   - Improve transitions for young people with mental health needs to adult services, avoiding them falling through the cracks.

2. **Improved Patient Access and Experience**
   - Ensure that there is a dedicated programme of planned works to estates to improve physical accessibility for people with disabilities.
   - Update our patient information system and improve recording and monitoring of equalities data by capturing all protected characteristics.
   - Analyse the data regularly to identify patterns across service users presenting.
   - Build cultural awareness and understanding into the option of courses offered through the Recovery College.
   - Improve the equalities information and links on our website, making it easier for service users and staff to access this information and increasing transparency of our work.
   - Review current EIA guidance and template and undertake equality analysis on all service and program changes
• Address the gap regarding complaints and incidents data and analyse this data to identify key themes or patterns; this will ensure we continue to provide responsive services to our service users.

3. **Workforce**

• Significantly increase the number of BME staff at bands 8A -9
• Significantly increase the number of staff declaring their disability status and sexual orientation by encouraging a positive culture within the Trust.
• Develop a training and development programme specifically targeting BME staff at bands 5-7.
• Significantly increase the number of staff declaring their disability status, learning disabilities and responsibilities for children from 50% to 75% thereby increasing the declaration of disability from 4% to 6% by encouraging a positive culture of disability within the Trust.

4. **Inclusive Leadership**

• Increase the proportion of BME representation on the Board from one to three people.
• Develop a programme that will enable the advancement of skilled and qualified local BME people to take up future positions on the Board.

**Approach and Commitment to delivering equality objectives**

The Trust is committed to improving equality outcomes for our patients and our staff. We will ensure the commitments in this document are delivered through:

• Consultation with service user forums and staff groups – this will be a temperature check regarding key issues and also help to identify equality objectives for the Trust going forward over the next four years.
• Communication across the organisation – we need to improve our key messages on embedding equalities and ensure that there is an openness and transparency to what we are doing.
• Commitment to reviewing the workforce activity and performance data and develop a BME leadership programme – set targets for staff to put through at bands 5-7 to enable them to be eligible and apply for band 8 and above posts.
• Monitoring of action plan through the Equality and Diversity Committee.
• Developing a full strategy with input from staff and service user groups.

Our progress will be evaluated using the following methods:

• Staff attitude survey
• Feedback from service user forums
• Family and friends test feedback analysis
• Performance data
Did you know there are 6.5 million carers in the UK today?

Join us to hear from Chloe Wright, Carers UK and Dr Juanita Hoe, Division of Psychiatry at UCL, about the issues facing carers.

Monday 23 February 2015
5.30-6.30pm
Meeting Room 4, West Wing, St Pancras Hospital, 4 St Pancras Way, NW1 0PE

Refreshments will be provided.

Please RSVP to communications@candi.nhs.uk or call 020 3317 7082.