

Council of Governors Part One

Mon 03 March 2025, 14:00 - 16:30

Trust Headquarters Boardroom and MS Teams

Agenda

14:00 - 14:10

10 min

1. Formalities

0. DCH GoG Agenda 03032025 pt1.pdf (2 pages)

1.1. Welcome & Apologies for Absence

Verbal David Clayton-Smith
Information

1.2. Conflicts of Interest

Verbal David Clayton-Smith
Information

1.3. Minutes of the Council of Governors Part 1 Meeting Dated 9th of December 2024

Enclosure David Clayton-Smith
Approve

1 c DCH GoG draft minutes 09.12.2024.pdf (22 pages)

1.4. Actions and Matters Arising from those minutes

Enclosure David Clayton-Smith
Approve

1. d DCH CoG Action Tracker.pdf (3 pages)

14:10 - 14:20

10 min

2. Chair's Update

Presentation David Clayton-Smith
Information

2. Joint Chair Report for DCH CoG 20250303.pdf (3 pages)

14:20 - 14:40

20 min

3. NED Update, Feedback and Accountability Session

Verbal/Presentation/Questions Frances West & Eiri Jones
Assurance

14:40 - 14:55

15 min

4. CEO Report

Presentation Matthew Bryant
Assurance

4. CEO report COG DCH - March 2025.pdf (14 pages)

14:55 - 15:05 **5. Finance Report**

10 min

Enclosure Chris Hearn

Assurance

5. CoG Finance Report to December 2024.pdf (5 pages)

15:05 - 15:25 **6. NHS Digital Plan Update**

20 min

Verbal Stephen Docherty

Assurance

6. CoG Digital Update March 2025.pdf (10 pages)

15:25 - 15:35 **7. Governor Matters**

10 min

Verbal David Clayton-Smith

Information

15:35 - 15:45 **8. NHP Build Update and ED Front Door Change**

10 min

Verbal Tristan Chapman & Fiona Richey

Information

15:45 - 16:00 **9. Enabling Plans**

15 min

Enclosure Paul Lewis

Assurance

9. enabling plans.pdf (7 pages)

16:00 - 16:10 **10. Constitution Review**

10 min

Enclosure Claire Lea

Approve

10. a Front Sheet and report - v2 - Trust Constitution Review - DCH.pdf (11 pages)

10. b. DCH_Constitution_v2_February 2025.pdf (96 pages)

16:10 - 16:15 **11. New SOP for Governor Removal**

5 min

Enclosure Jenny Horrabin

Approve

11. a Front Sheet SOP for CoG.pdf (2 pages)

11. b SOP GOVERNOR Removal final draft 11.02.2025.pdf (18 pages)

16:15 - 16:20 **12. Feedback from The Membership Development Committee**

5 min

Verbal Kathryn Harrison

Bull, Henry
25/02/2025 13:37:42

16:20 - 16:25
5 min

13. Update about Terms of Reference for Governor Committees (delayed until Constitution Review is completed)

Verbal

Jenny Horrabin

Information

16:25 - 16:30
5 min

14. Any Other Business

Verbal

David Clayton-Smith

Information

16:30 - 16:30
0 min

15. Chair's Closing Remarks and Date of Next Public Meetings


Verbal


David Clayton-Smith


Information


16:30 - 16:30
0 min


16. Meeting Closes


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0. Gov Information Pack - January 2025.pdf (1 pages)
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1a. Assurance Report QC 17 December 2024.pdf (4 pages)
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1b. Assurance Report QC 28 January 2025.pdf (2 pages)
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2. F&PC Jan 25 Assurance Report.pdf (5 pages)
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3. PCC Jan 25 Assurance Report.pdf (4 pages)
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4. Strategy Transformation and Partnerships CiC Assurance Report Jan 2025 - DCS.pdf (3 pages)
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5. Assurance Report DCH Audit Committee 03 February 2025 - SP CH.pdf (2 pages)
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6. Assurance Report - DCH Charitable Funds Committee (20.1.25).pdf (2 pages)

**Council of Governors (Part 1) of
Dorset County Hospital NHS Foundation Trust
3 March 2025 at 2.00pm to 4.30pm
Board Room, Trust Headquarters, Dorset County Hospital
and via MS Teams**

AGENDA

Ref	Item	Format	Lead	Purpose	Timing
1.	FORMALITIES				
	a) Welcome Apologies for Absence:	Verbal	David Clayton-Smith, Trust Chair	Information	2.00
	b) Conflicts of Interests	Verbal	David Clayton-Smith	Information	
	c) Minutes of the Council of Governors Part 1 Meeting dated 9 December 2024	Enclosure	David Clayton-Smith	Approve	
	d) Actions and Matters Arising from those minutes	Enclosure	David Clayton-Smith	Approve	
2.	Chair's Update	Presentation	David Clayton-Smith	Information	2.10
3.	NED Update, Feedback and Accountability Session Introduction and background presentation from new joint NED Frances West Update about Children Young People from Eiri Jones	Verbal/ Presentation/ Questions	Frances West Eiri Jones	Assurance	2.20
4.	CEO Report	Presentation	Matthew Bryant Chief Executive Officer	Assurance	2.40
5.	Finance Report	Enclosure	Chris Hearn Chief Finance Officer	Assurance	2.55
6.	NHS Digital Plan Update	Verbal	Stephen Docherty	Assurance	3.05
7.	Governor Matters What are the plans for retail outlets on site? When WH Smith announced the closure of High Street stores it stated it was looking to open stores in airports, railway stations, motorway service stations and hospitals.	Verbal	David Clayton-Smith Simon Bishop	Information	3.25



Healthier lives



Empowered citizens



Thriving communities

Break 3.30 – 3.35					
8.	NHP build update and ED front door change'	Verbal	Tristan Chapman and Fiona Richey	Information	3.35
9.	Enabling Plans	Enclosure	Paul Lewis	Assurance	3.45
10.	Trust Constitution 2025 Review and Update	Enclosure	Claire Lea	Approve	4.00
11.	New SOP for Governor Removal	Enclosure	Jenny Horrabin	Approve	4.10
12.	Feedback from the Membership Development Committee	Verbal	Kathryn Harrison	Information	4.15
13.	Update about Terms of Reference for Governor Committees (delayed until constitution review is completed)	Verbal	Jenny Horrabin	Information	4.20
14.	Any other Business	Verbal	Chair	Information	4.25
15.	Chair's Closing Remarks and Date of Next Public Meetings: Council of Governors, 2pm on Tuesday 22 April 2025	Verbal	Chair	Information	4.30
16.	Meeting Closes				4.30
Appended to the papers is an information pack for the Governors					

Quorum:

The quorum of the meeting as set out in the Standing Orders of the Council of Governors is below:

No business shall be transacted at a meeting of the Council of Governors unless at least one-third of the whole number of the Governors is present.

Bull, Henry
25/02/2025 13:17:42

**Minutes of a meeting of the
of Dorset County Hospital NHS Foundation Trust
held on the 9th December at 2 pm
in Trust HQ Board Room and online**

Present:		
David Clayton-Smith	DCS	Trust Chair
Simon Bishop	SB	East Dorset
Mike Byatt	MBy	Weymouth and Portland
Judy Crabb	JC	West Dorset
Alan Clark	AC	Weymouth and Portland
Max Deighton	MD	Staff Governor
Kathryn Harrison	KH	West Dorset (Lead Governor)
Jean- Pierre Lambert	JPL	Weymouth and Portland
Tim Limbach	TL	West Dorset
Anne Link	AL	Weymouth and Portland
Carol Manton	CM	North Dorset
Paul Midhun	PM	Saff Governor
Rory Major	RM	Appointed Governor Dorset Council
Jack Welsh	JW	Staff Governor
In Attendance:		
Sarah Anton	SA	Governor and Membership Manager
Abi Baker	AB	Corporate Governance Manager
Dawn Dawson	DD	Joint Chief Nursing Officer
Mandy Ford	MF	Deputy Director of Corporate Affairs
Jenny Horrabin	JH	Joint Director of Corporate Affairs
Nick Johnson	NJ	Joint Director of Strategy, Transformation & Partnerships
Claire Lehman	CL	Non-Executive Director
Nicola Plumb	NP	Joint Chief People Officer
Lynn Taylor	LT	Member of the Public
Anita Thomas	AT	Chief Operating Officer
Apologies:		
Matthew Bryant	MB	Joint Chief Executive
Maurice Perks	MPe	North Dorset

CoG24/071	Formalities	Action
	The Chair declared the meeting open and quorate. Apologies for absence were received from MB and MPe.	
CoG24/072	Conflicts of Interest	
	There were no conflicts of interest declared in the business to be transacted on the agenda.	
CoG24/073	Minutes of the Meeting held on the 14th October 2024.	
	<p>The minutes of the meeting held on 14 October 2024 were agreed as an accurate record on condition of the below amendment.</p> <p>SB stated in the previous minutes it was unclear if his question about South walks house meant patients or staff are. SB clarified he was referring to patient area and his specific example was the Xray department.</p>	



	Resolved: that the minutes of the meeting held on the 14 October 2024 be approved.	
CoG24/074	Matters Arising: No current Actions	
	The Action Log was considered, and approval was given for the removal of completed items.	
	Resolved: that the action log be received, updates noted, and approval be given for the removal of completed actions.	
CoG24/0075	Chairs Update	
	<p>DCS presented his update, circulated previously and highlighted the following -</p> <ul style="list-style-type: none"> • DCS has been catching up on visits around the wards. • Attended the first Annual thanksgiving at Dorford Centre, a remembrance for relatives that had passed away in hospital. This was a lovely evening run by the hospital Chaplin. There were readings and hymns that all sang. CQC require us to do this on an annual basis. • Hospital Charity raising money for the A & E dept. Attended by Kate Adie for a Q and A session. • DCS informed the council of the many council activities across both trusts, including a Joint Board Workshop. There was a NED Digital meeting and there will be item coming up on the agenda for both councils in the new year around digital. • Meeting with the new MPs Lloyd Hatton and Edward Morello. • DSC attended the ICP Board that he is a member of. Here there is a focus of creative Health which is of special interest to the Chair. • Bi-monthly CEO/Chair meeting for NHS Dorset/DCH and DHC/UHD with good work being developed for the provider collaborative, building improved working relationships between the acute hospitals. • BCP culture led Health & Wellbeing conversations. This is more relevant to DHC and UHD, however the relationships developed here for UHD, community and mental health helpful as on the BCP side of the county. • Attended the melting pot meeting here in Dorchester, another meeting planned in Feb 25 to include nursing staff to begin discussion around a Creative Health strategy. A combination of getting governance bodies to work together in joint activities where appropriate and connecting into systems and the local 	

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	<p>authorities to help us on the journey of being integrated and joined up.</p> <p>KH asked can the thanksgiving service at the Dorford Centre be attended by people who have no faith or are of differing faiths?</p> <p>DCS added it was not particularly religious and was multi-faith. Poems and readings were not all religious.</p> <p>NP confirmed that the Chaplin has tried to cater for multi-faith from the position of being Chaplin.</p> <p>KH added someone of no faith may be put off by something of any faith.</p>	
	Resolved: that the Chairs Update be received for information.	
CoG24/076	CEO Report	
	<p>DD introduces herself as Joint Chief Nursing Officer and cover the CEO report today.</p> <p>DD talked to the previously circulated slides and highlighted some good news about DCH and some national updates.</p> <ul style="list-style-type: none"> • New chemotherapy unit is going well. Funded by the DCH Hospital charity that has raised 2 million pounds. • Work around theatres and the special care dentistry that we offer provided by Somerset NHS Foundation Trust (FT). The new suite is up and running. • External survey of people that have used our services from April to July 2024. DCH scored very well in comparison to other trusts in areas such as patient experience. Areas of improvement highlighted from this survey were - further information being provided to patient when they leave hospital to care for their condition at home. Also ensuring that patients understand the explanation given by a doctor or nurse on their condition, treatment and more explanation for why tests are needed. • DD then moved onto update about the system and the direction of travel. Moving from digital to analogue. The focus moving away from bedded care to community care. Encouraging patients to have care locally. Moving from illness to prevention. • There are a range of things happening across the system that mean we need to work collaboratively for good outcomes for patients. • GPs are thinking of taking action across the country. We are planning how to manage and mitigate this as an organisation, but we would hope that a resolution will be sought locally with our local ICB so there is a much-reduced impact. • Supporting people with MH needs to get access and wellbeing, including children and young people. This impacts acute care as well as out in the community. Jo Howarth has been leading on work within the Emergency Department (ED) to support children. • Ongoing all age neurodiversity review with system partners to ensure we adequately meet the need of people with for 	

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<p>Bull, Henry 25/02/2025 13:17:42</p>	<p>example, autism or ADHD. The ICB will be commissioning a new service, which is different from what we currently have.</p> <ul style="list-style-type: none"> • Work around length of stay to enable medically fit people to get home as soon as possible. Particularly important as we enter the winter months. • Developing Integrated Neighbourhood teams (INT) to enable people to stay at home where possible. • New hospital programme, work ongoing here at DCH. Also with other system partners, UHD there is a large investment with the opening of the new Beach building. There will be a DHC unit for children that have MH needs and to increase bed base. • The Government are looking to forward plan for the year ahead with strategic based commissioning. • How we develop PLACE and how we focus in the East and West to ensure great services. <p>JW asked about tier 2 OM training – NP answered that a paper was taken to joint executives meeting two weeks ago to highlight there are 95% staff completed for tier 1. Then there is tier 1 part b, this is a live seminar for a certain cohort of staff. Tier 2 is a full day session with two tutors with lived experience and 1 other tutor. There has been funding from the Council around this. The completion rates are not currently where they need to be, however there is a plan in place and NP can share this with JW.</p> <p>MBy raised that a couple of points in the presentation link to empowered citizens. In particular about no admissions to hospital and those presenting with MH issues. Could the Directors explain more if this is an example of empowered citizens.</p> <p>DD replied it's about how you enable people to be an equal partner in their healthcare. Partially people that have a long-term health condition and the coproduction of a plan of care that they agree with, that patient and healthcare provider work on alongside one another. Rather than the historic view that 'the doctor knows best' attitude.</p> <p>If a patient with a MH condition has a physical health need it would be correct and appropriate that they did come into hospital. What we want to move away from is not having the capacity with the MH services and by default they arrive at DCH ED. As this is not good for the patient who needs the MH support.</p> <p>AC asked DD in the survey were there any comments about patient waiting for medication in ED once they have been seen. As AC has spoken to some people that had great service in the ED but found they are waiting a long time for medication to be dispensed.</p> <p>DD answered there were concerns about waiting times, but she cannot remember specifically concerns about medication but can look further into that.</p> <p>AT added they are just about to complete an Audit about presentations in ED and can factor that into and look and when or why or if it's at particular times of day. Certain amounts of medication are kept in the</p>	<p>NP</p>
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<p>Bull, Henry 25/02/2025 13:17:42</p>	<p>department and then if it's a rarer medication it can take longer to source. AT to email AC with an update around this.</p> <p>AC updated about a workaround at Weymouth last week. In the midwifery section they were telling us Badgernet, is this a separate system to the general hospital records?</p> <p>DD answered that Badgernet is a totally separate system for patients having a baby to be able to access all their records. It's sits digitally separately. You can conveniently access all your records on your phone.</p> <p>COO talks to the previously circulated slides and highlighted the following –</p> <ul style="list-style-type: none"> • Patients in an urgent setting in only up slightly more than last year. From this data we cannot determine the acuity of these presentations. • There has been an increase in patients with respiratory distress particularly in this last weekend. • Sunday into Monday's are increasingly busy in ED. • Part of the winter plan is promoting other routes into care, would encourage all to promote this information as it is released around social media. • We do stream from the front door of ED and where appropriate we will send patients to the urgent treatment centre (UTC). • We are meeting ED standard which is set at 78% this year. • No reason to reside the focus has been on reducing excessive stay. • There has been a focus on P 1 patients (patients who are going home with care) to support them short term to ensure they are discharged within 5 days. • There has been good work happening with our partners in the community hospitals and this has helped us reduce length of stay. This allows opportunities for patient to transfer from us to a better environment. • This winter we will focus on the front door and increase offer within same day emergency care. This care open 12 hours a day 7 days a week, GPs can book patients into this so they don't have to present at ED. This service can take people from ambulances or from ED. • The number of beds available on virtual wards is increasing as well as the number of pathways, such as gyne pathways and surgical pathways, there is more opportunity to go home from our beds. • Home is the best environment for patients. A familiar environment people cope better in and are in more control of who is around them. • There will be a frailty S deck in January 2025 once recruitment is complete and there will be assessment beds alongside. • Volunteer sector supporting to let people feel supported with shopping etc. 	<p>AT</p>
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<p>Bull, Henry 25/02/2025 13:17:42</p>	<p>DCS added that morning he had been with the NEDs on a call with the CEO for NHS England, Web Streeting and the Minister for Social care to learn about winters plans. Winter plans will be coming to Board and this call will help prepare the NEDs to hold the Board to account.</p> <ul style="list-style-type: none"> • AT continued to talk about the communication of letting everyone know they are safe this winter. What we are doing onsite and how we will work with social care and other to ensure peoples stay in hospital is as short as possible. • AT moved onto next slide and addressed question from MPe about elective care and waiting lists. Demand is up on elective care. Audits have confirmed this is due to population growing in areas where there has been investment in housing. • There is also growth in cancer referrals, important to note we are tackling this. • The graphs on the slides show that long waits of patients waiting over 65 weeks have reduced. The vision was who have nobody waiting this long by the end of Dec 2024. However, due to event nationally this has been impacted. Aim is now to have nobody waiting over 65 weeks by end of March 2025. Unless they have chosen to wait longer. • Regarding cancer patients there are now 3 standards, and, on this slide, there are only 2 displayed. In future months there will be all 3 standards displayed. • Faster diagnosis standard aim to let a patient know if they have cancer within 28 days. Whenever possible and have started to plan care with them. This was not achieved in September, but it was achieved in October 2024. • There has been a 46% increase in referral since pre-covid times. • We have met the 70% standard of 62-day treatment standard. And we are slowly rising to reach the standard of 85% that we saw pre-covid. • Recognising how many patients remain over 62 day this can be for reasons such as 'backlog' from covid, or due to complex pathways or patients may have delayed their own treatment. <p>MD asked a question about the colours on the slide, do the colours represent special cause variation?</p> <p>AT confirmed yes, they do, and a positive view would be as little orange as possible and as much blue as possible.</p> <ul style="list-style-type: none"> • AT moved to the last slide and talked about diagnostics. Cardiology is by far our most congenial pathway. The recruitment process is now completed. A few of our international recruits managed to make it through all their exams and passed to become independent practitioners. AT praised the fantastic work of the department to attract and keep everyone through that process. • We are hiring an extra unit, and we have put in bids to buy additional units to permanently increase our capacity. 	
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<p>Bull, Henry 25/02/2025 13:17:42</p>	<ul style="list-style-type: none"> • There is high demand for echocardiography as it supports many pathways. There is also a national staffing problem. • The second issue is endoscopy, due to increase in our cancer pathways this is increasing the pressure here. We are now working 7 days a week in order to meet the need. <p>MBy asked there used to be patient choice about where they received treatment, does this still exist? If there is capacity in a particular trust, can the patient choose an alternative.</p> <p>AT answered yes patient choice still exists and should be explained to the patient on referral in terms of being able to choose their initial hospital. Problems can arise if a patient has chosen DCH at the diagnostic stage without knowing there could be a constraint within a part of the pathway. We work with University Hospitals Dorset (UHD) to offer the patients the chance to be seen sooner wherever is possible. Similarly, UHD will work with us to do that and share the waiting times to reduce them for everybody.</p> <p>People can also start or leave us from or onto a private pathway.</p> <p>SB referred the Finance and Performance Committee notes that the trust has been put in tier 2 by NHS England. Could you explain what that means?</p> <p>AT answered that every trust is placed into a tier based on waiting times.</p> <p>Tier 1 meeting with national team on a weekly basis, tier 2 we meet regionally on a weekly basis.</p> <p>Where DCH didn't meet zero patients on a 65 week wait we were placed into tier 2. Therefore, we meet regionally on a weekly basis to go through the numbers and see if they can offer support or give us access to other hospitals, offering patient choice to go outside Dorset.</p> <p>Tier 2 is about getting support and hope to exit tiering in Q4 as we have giving assurance that we have solid plan and we are working with partner to resolve the issue.</p> <p>DD delivered the Quality Update as CNO, DD talked to the previously circulated slides and highlighted the following.</p> <ul style="list-style-type: none"> • DCH are the first trust in the ICS and the Southwest to implement new training around infection, prevention and control. • Evidence based risk assessment tool rolled out for understanding patients that are at risk of pressure ulcers. • Family and Friends test (FFT) DCH currently looking for a new electronic supplier. In the interim we have been using paper copies which have been successful in some areas of the trust with people enjoying filling them in. Response rates are lower due to it not being electronic and this is on the risk register. 	
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<p>Bull, Henry 25/02/2025 13:17:42</p>	<ul style="list-style-type: none"> • Visiting policy has just changed to open visiting from 11 am to 8 pm. Visitors chartered to bring this positive change. Beneficial for patient care to have loved one and visitors coming in to see them. • DD covers the Summary Hospital-level Mortality Indicator (SHMI) update in the Chief Medical Officer's absence. DD highlighted that the green line is illustrated a downward trajectory, this is positive for DCH as an organisation. The data is in line with what would be expected for an organisation this size. <p>JPL raised a question regarding increased visiting times. Has there been an assessment in the parking availability?</p> <p>DD answered she is unsure about a formal assessment but would hope that with the increased visiting hours this would have a smoothing effect on the number of cars turning up to park at once.</p> <p>JW asked the question about complaints and if there was any success in terms of resolving patient or members of the public complaints at an earlier stage and trying to prevent any escalation where they go to an external body like the ombudsman?</p> <p>DD answered that complaints are monitored carefully; this includes number of complaint and how quickly we respond. As it's only week 1 it's too early to tell if it's solved the problem yet, after more time I will be able to come back and give you a more positive outcome.</p> <p>MBy asked about the data on patient mortality, this data relates to patient mortality who are in the hospital receiving treatment. How does this relate to patients who are able to be discharged, and then in the not-too-distant future are no longer with us. Do we have a picture of that for example if a patient were to die 3 months after discharge is this data captured?</p> <p>DD answered that the data of SHMI does not include post discharge deaths. Although what does happen is medical examiners look at all deaths. If there were concerns, then that would escalate that to us as an organisation if this was linked to the care we have provided. Some patients may be discharged as they are end of life and wish to die at home. Within the federation of DCH and DHC we are in a good place to understand what the mortality looks like, because towards the end of life there will be care provided by DHC or another provider in the home.</p> <p>NP updated about the previously circulated People and Culture (P&C) slides and highlighted the following –</p> <ul style="list-style-type: none"> • Concerns are appraisal rates, there has been some improvement from June. • Mandatory training remains steady. • Sickness absence is high for this time of the year, which is worrying. Currently reviewing the sickness policy to give managers more guidance. 	
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<p>Bull, Henry 25/02/2025 13:17:42</p>	<ul style="list-style-type: none"> • Staff survey is now closed, and we finished at 46% which is higher than last year. • Focus on vaccination rates. • Senior Leader Team will be going out shortly with mince pies and will be doing another stint in Damers restaurant. <p>JC raised that she has been around the hospital today doing some work as the 'Your voice' chair and a couple of members of staff have mentioned about fixed term contracts not being reviewed. Is there a policy around these contracts?</p> <p>NP responded to say they would currently be expecting fixed term contracts to be reviewed to look at where fixed terms are being used, to make sure that they're the most appropriate way to meet needs. This is a stressful time from the perspective of the employee when a contract is up for review and NP would expect there to be an open conversation as quickly and early as possible if there is a sense that a post is not going to be renewed. Work has been completed on temporary staffing arrangements and zero-hour contracts type contracts called 'fez' are being phased out. There is consultation and engagement with the individuals involved to move them to a more appropriate temporary staffing arrangements.</p> <p>JC added some of the people she has spoken to hold some excellent niche skills and it would be a shame to lose those skills at the end of a fixed term.</p> <p>NP encouraged anyone in this situation to talk to their manager, they are encouraged to approach any of the leadership team. If people have concerns, please turn to Human Recourses (HR).</p> <p>CM asked a question in the meeting chat – regarding the last slide of the P & C slide which are the 4 subjects that are below the 80% threshold.</p> <p>NP confirmed to look this answer up and place in the chat with the answer to the Oliver McGowen question.</p> <p>CM added to her question that she would like to know if there is a particular cohort of staff who don't manage to get released by their manager for training?</p> <p>NP to circulate more information around this after the meeting to CM by email. Typically, estates and facilities will struggle to get some of their training done. This is due to access to machines and computers.</p> <p>NJ talked to his previously circulated slides and highlighted the following –</p> <ul style="list-style-type: none"> • The joint strategy is now in place • We have talked previously about key enabling plans for effective delivery of the strategy. 	<p>NP</p>
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	<ul style="list-style-type: none"> • Enabling plans are - clinical quality, digital, people, finance. These plans will be developed by the end of March • Culture comms and engagement will be taking place along side the development of enabling plans. • Having conversations with colleagues across the organisation about what the strategy means for them. • Colleagues need to feel like it's different and understand what changes need to be made to implement the strategy at all levels. • Other key element within this pack is the One Transformation approach. • There are four key transformation portfolios – working together, sustainable services, Place and Neighbourhoods, Mental Health. • Final slide illustrates an update on the Provider Collaborative, this is the Partnership between DCH, DHC, UHD, and the GP alliance where we come together to deliver. • Currently a business case to look at how we could bring all of our procurement services together to benefit from economic of scale in terms of purchasing. • Held was a Chair's and NEDs informal steering group provider collaborative to ensure that is adequate oversight. <p>MBy asked a question on the issue about engagement, communication and information, is there a unified, comprehensive, integrated approach to this? Not just the role digital plays in that but when we talk about public health, Dorset Council, NHS Dorset, also within primary care with everyone talking about engagement, is there an integrated approach to engagement.</p> <p>NP answered the question that we don't. Health watch Dorset stated that communities are fed up with statutory organisations repeating each other when coming out to engage with them. There is work being done to coalesce around a single approach. Equally when we try to unify, we lose a diversity and risk not being able to be as part of as many communities and cohorts of people as possible. Broadly yes there is a ICB led engagement group and preference would be for DCH and DHC to do things through this group first to seek to not be going out and asking the same questions. This is still a work in progress. The Dorset provider collaborative is a really good question and discussion last week highlighted the importance of knowing that it's here and raising awareness for its accountability for anything that happens as a consequence of its existence. The important point is people know where to go when things aren't as they should be.</p>	
	Resolved: that the CEO report be received for assurance.	
CoG24/077	Finance Report	
Bull, Henry 25/02/2025 13:17:42	<p>CH ran through month 7 final position. All information is in the finance report that has been previously shared.</p> <ul style="list-style-type: none"> • At month 7 deficit of 1.4 million against surplus plan of 0.3 • Year to date deficit to 8.6 million. • This is averse to the plan we put in at the beginning of the year. 	

<p>Bull, Henry 25/02/2025 13:17:42</p>	<ul style="list-style-type: none"> • The reasons for this are operational pressures, in month 7 we had 19 escalated beds and 76 no criteria to reside. • Escalated beds are not funded through the commissioning, and the trust must fund this itself which leads to a cost pressure. Therefore, escalated beds are very important in terms of getting the trust back to delivering its financial plan. • DCH's efficiently programme or cost improvement programme of £14.4 million which is 5% of the operating budget, to date we have delivered £3.3 million and are anticipating by the end of year to be delivering £8 million against the target of £14.4million. Although this amount falls short of the target it is a significant improvement on previous years where we have achieved £4 – 5 million. • Final pressure highlighted is inflation. Although inflation has reduced to 2% there are number of contracts linked to energy prices that are bring renewed for the first time in 4 years and we are seeing 30 – 40 % increases. • We have a weekly financial recovery group chaired by Nick Johnson. Supported by the other executives to ensure we are doing everything we can to bring the finance in line, fully recognising the quality impacts and performance impacts associated with this. • All decision made from a finance point of view are formally Quality Impact assessed (QIA) to ensure we understand quality impact and make informed decisions. • Robust workforce controls in place around recruitment, around the trust and also across the system, every post is scrutinised to ensure the post is essential. • DCH is part of wider integrated care system in Dorset and therefore financial performance plays into performance of the whole county. Current position indicates we are unlikely to achieve the financial plan of £20 million deficit and we are in current talks with NHS England regarding this. • There is a deteriorating financial position across the country, and we are not unique in Dorset. The rest of the detail can be found in the previously circulated report. • CH invited any questions. <p>JC asked about the use of external management consultation company, is there a priority system so are clinical a priority? How does this work in the current financial climate?</p> <p>CH answered from a DCH point of view we only use external consultants where there is a skill set, we don't have, or we do not have capacity to deliver. Looking across the system there are two key pieces of work, a review of urgent emergency care, we have a company called Newton supporting the work. The work of INT we have an organisation called NAPC who are specialists in those fields that we needed to bring in.</p>	
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<p>Bull, Henry 25/02/2025 13:17:42</p>	<p>Across the wider NHS there is the use of broader use of management consultancy. Particularly where an organisation might not be achieving its performance or financial targets.</p> <p>SB asked CH are you taking account of the cost of the joint working project. If so, how as it must be very difficult? Do you keep a track of the cost?</p> <p>CH answered there are costs involved in the investment and the benefits of sustainability, this is also one of the key workstream of the joint strategy. Having joint executives will release funding. One key area is using physical infrastructure across the county. I.e. sharing theatres, an example is the reopening of Weymouth theatres in order to deliver certain elective activities which has income generation associated with this. While this is a DHC estate delivering DCH services it has allowed us to go further with the income generation. Associate cost of joint working is tracked across both trusts however it generates overall financial sustainability as opposed to broader costs.</p> <p>JW asked about recruitment of staff and the scrutiny. The posts that are being taken in terms of cost and if it's meeting the needs of the trust, is there any estimated impact on services or departments and especially any adverse impact of staff that can't be recruited or where there are areas to prioritise over others?</p> <p>CH answered a key metric that NP previously mentioned was around the vacancy rate, there has been a significant reduction in the number of vacancies, this is due to effective substantive recruitment which reduces agency. This creates a positive financial impact and longevity and sustainability of staffing, smaller pool of vacancies within the boarder organisation, we had a recruitment control panel process before these significant challenges, more scrutiny now due to finance pressures. At these panels there is a quality voice in the room, finance voice and operational voice. If there is a Quality impact associated with a role we would not be deciding not to recruit.</p> <p>DD added to this within our inpatient units we must do twice yearly safe staffing reviews. This is going to board tomorrow to give assurance to the board that we have done that, and we have ensured we have sufficient resources in terms of staff on wards to deliver the needs of patients and there are built in protections there are inpatients units.</p> <p>The second arm of that is around quality impact assessment, so if anything was being stopped or we were not recruiting into a particular service that would have to go through a process to ensure that we go through a process to consider impact to patients and the remaining staff.</p> <p>MBy asked given the potential shift toward prevention and promotion in terms of our financial planning. Regarding the governments message about shift and change when will the positive impact of these be affect our finances?</p>	
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	<p>CH answered the Darzi report had a clear focus on delivering suitable care outside the acute setting and as previously mentioned today we have many no criteria to reside patients, about a quarter of our bed base with several escalated beds. So, the focus and shift onto prevention of people who don't need to be there and are being correctly directed. Therefore, as much activity as possible being delivered in the appropriate community setting. Urgent Emergency Care is looking at just that. It has three providers within the system, the ICB, ambulance service and the local authorities. With finite resources they are looking at how to shift to deliver care in the right place. There is a significant piece of work that was in train before the review in train and before the national announcements. There will be a lead in time with this that requires short term investment to see longer term financial benefits. Some of our areas of activity we are on a block contract for. Reducing number of no criteria to reside and number of escalated beds will naturally lead to a positive contribution for the trust.</p> <p>DCS thanked the executives for their reports and added that although money is a focus there is some great care being provided in the hospital and some significant improvements.</p>	
	Resolved: that the Finance report be received for assurance.	
CoG24/078	Reflections on recent Governor meetings	
<p>Bull, Henry 25/02/2025 13:17:42</p>	<p>KH updated about recent Membership Development Committee (MDC) which met last week, the main thing the committee talked about was the proposal of whether we should be forming a joint committee with Dorset HealthCare (DHC) or working more closely with them.</p> <p>JH added we had a similar discussion at DHC membership committee as well. And after both discussions there was the balance between do we want to work more together? Do we need to formalise that or can we start on a journey of working more closely across both sets of governors in respect to membership and membership engagement. We did then cover about going broader and working with the ICB and other providers. That is something we would be interested in but also not to let that hold us up in starting our journey of working more closely together. Broadly we were supportive of it but didn't think we need to go to a joint membership committee yet, but we could start doing more together on our membership engagement activities and that might be specific subjects where we felt that was a good thing to do where we were working jointly across both organisations or with specific groups of people, this would not mean we have to do everything together just when we think it's the right thing to do .</p> <p>KH agreed with this and added if we were going to hold a membership event in the foyer of the hospital, we would keep that as DCH only. However, if there was a membership event in the café in Weymouth you have people there who are also interested in DHC services. As previously said the public don't recognise the difference between differing trusts, particularly when talking to governors. So, there are events where it would be helpful to have governors from both trusts present. Invite DHC governor along, and we would go anyway even if they didn't want to joint us but open up the conversation whereby, we</p>	

<p>Bull, Henry 25/02/2025 13:17:42</p>	<p>do open up some of the events we do and start the process of working together in a incremental way.</p> <p>DCS praised KH and JPL for the success of the events they held in Weymouth with the mother and baby group and the knitting group.</p> <p>JH added there is now a joint membership and governor manager working across the two trust and there was recently an event in Wareham where governors from both trusts attended.</p> <p>Constitution Review</p> <p>KH raised that we have had the initial meeting for the constitution review and asked if an external consultant to lead on the constitution review was necessary?</p> <p>KH continued although the constitution review may be needed however is it absolutely a priority? Can we have some transparency around priorities in terms of areas such as clinical practise where people are on fixed term contracts and are doing good job but don't know if they will have job next year due to lack of money. So how will spending money on a constitution review improve patient care. And could it have waited until the new financial year?</p> <p>JH picked up the question about using an external consultant review but is unable to comment on how this more broadly compares to how we approach fixed term contracts more generally. We thought the constitution review was a priority now as it was impacting how we work across DCH and DHC, for example there was a difference in the number of non-executives' directors in terms of the committee, the differences were starting to cause us challenges. Bringing in an external consultant is low cost and cheaper than doing it internally, regarding our combined hourly rate. As the Corporate team at DCH and DHC have been working significantly below capacity for most of the year, whilst we are nearly there in terms of having a full team, we still are not quite there. We decided to not have any temporary staff in during the year which meant there was some spare budget. Claire Lea is a national expert on governor and constitutions, we can draw on her knowledge of working with other trusts. We can enter the new year on a solid footing with governance in place at both trusts.</p> <p>JC added she has an email to send on that, they call that non-clinical priority and that is what I hear from the staff.</p> <p>DCS confirms that the council governors are right to ask the question. But the executives' priorities are decided by the executives. We do think this is relative cost but to try to run in a joint way with different constituencies, different numbers, different names for the subcommittees is time consumptive and difficult. It is important to have the balance between non-clinical and clinical as some things need to be in place for clinical.</p>	
	<p>Resolved: that the reflections on recent governor meetings be received for assurance.</p>	

CoG24/079	Governor matters	
	<p>a) Minor injuries services- question from AL</p> <p><u>Weymouth Hospital's urgent treatment centre provides an excellent service for Weymouth. All who use it praise the staff and facilities. It alleviates the Accident and Emergency at DCH allowing it to be used for the most needy patients. Apparently, these treatment services are being reviewed and I would like to ask if the Minor Injuries Unit at Portland Hospital will be considered for reinstatement. It provided an excellent service which was highly valued by Portland as has been reported at every public meeting/consultation on future services?</u></p> <p>AT updated that the services here are minor injury units and treatment centres not run by DCH. These are DHC contracts held there so in some ways not appropriate for AT to comment on. Although we are doing a lot of work with Weymouth and Portland around the best services to be providing, we are feeding into this process alongside the population. We do expect the UTC's in that minor injuries unit to go through review in the next 12- 18 months. Which will be led by the ICB who commission that service. It is in the interest of DCH to make sure that service works as efficiently and effectively as possible. We will work alongside DHC and ICB to make sure something is designed that's best for the population. As well as working side INT to support people to stay well rather than need urgent care.</p> <p>AL added that many people need to come to ED and anything that can help that in the locality to ease that must be good.</p> <p>AT answered if we can provide the right expertise yes absolutely, it's about manning the workforce with the right expertise.</p> <p>DCS added that Anne's point indicates why we are doing the joint work and if we can help people, so they don't need to come in that is a good thing. There will be increasing questions about this from both trusts.</p>	
	<p>b) Dissemination of information – KH</p> <p>First point KH raised was she is sent a huge amount of information from many sources. Occasionally she will send on to governors, sometimes KH will not send on so inboxes do not become full. How much do governors want to see, there is wealth of information available so how much you want to see or not?</p> <p>JH asked if all information from governors can be send through SA so questions and information can be collated and passed on as necessary. JH added she is not trying to stop anyone contacting DCS if they need to but if you route questions and information emails through SA you will get a more collated and timely response.</p> <p>Second point KH raised is sharing of information. There is a huge amount of information so if desired we will send out info about NHS</p>	

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<p>Bull, Henry 25/02/2025 13:17:42</p>	<p>Providers, Kings fund, NHS confederation and then people can access this themselves if they wish to.</p> <p>MBy added he thought it was a good idea to make central and make everyone aware of the key sources of information that is available and through digital apps etc. MBy found it was helpful when previously working with PPG and GP practices how we promote to make patients aware of different things happening within the changing picture of the NHS.</p> <p>DCS summarised that this does not stop anyone contacting him but please can link about information be directed to SA to be collated.</p> <p>SB asked stretching this subject to include public attendance at these CoG, we are supposed to invite the public in but on the external DCH webpage there is information about the AMM but no link for the CoG. Can the webpage be updated with a link for members of the public to attend. SA to make sure there is information about CoG on the external webpage,</p> <p>KH raised about governors' attending part 2 board meetings.</p> <p>DCS answered that part 2 board meetings are called that as they are not in the public domain, there is often information about individuals or part formed ideas. DCS confirmed KH can attend but it is not open to all governors. DCS proposed he will produce a brief board report for governors for part 1 and part 2 and this will circulated to all governors.</p> <p>AC reflected we do take that personally as we have all come from areas where we have been dealing with confidential information. What DCS has suggested is a good way forward. As governors we would like to know what has been agreed at part 2 as it keeps is in the loop and we can speak to you if we need more details on matter.</p> <p>DCS confirmed we can give the brief report a trial and see if governors find it useful.</p> <p>c) Insurance policy for wheelchair assistance -TL</p> <p><u>We have a lot of frail patients who often need assistance from their car to the clinic, but staff aren't allowed to provide wheelchair assistance outside the building. Perhaps the insurance policy could be amended to include use next to the building, not the outlying car parks.</u></p> <p>AT confirmed she will supply some wording to ensure she is correct about this as this is not her area of expertise. We've clarified the NHS indemnity. This covers the actions of staff and also includes volunteers as long as they are working within their job description (JD) and role they have been trained in etc. If there was to be a third party claim we would need to disclose the JD, the training record etc, and the risk assessment associated with that.</p> <p>To expand that specifically on the volunteer's role there is no expectation of patient manual handling, although there is manual</p>	<p>SA</p>
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handing training and within certain roles within the volunteer work for some enhances training for wheelchair use in specific circumstances this is not patient handling training. We are not expecting volunteers to do any type of patient moving and handling. Or moving medical equipment and disclosing or handing patient information. In very specific circumstances a volunteer could perhaps push a patient to Damers restaurant if there was a full risk assessment and therefore we have full detail of what they are expected to do and they understand their role in that too. AT appreciated it can be difficult when you see a patient struggling in the carpark, so there is a understanding of staying with the patient if the family has gone to bring the car closer. To keep everyone safe within the rules that you've been staying within your JD or volunteer agreement.

TL added he is not specifically talking about volunteers, that is an aside. But if for example an elderly couple come and park and the patient needs help in the carpark. And the patient needs transferring or help from the carpark to the building there is no facility for anyone to help them be it a porter or whatever.

AT answered a Porter would be able to help, as a porter is covered by a wealth of training to be able to undertake that duty. So from the perspective of an observer or a volunteer actually locating a porter and asking for assistance would be one way to intervene in that scenario.

TL stated that this has caused him confusion and pain as this is not what he was previously told.

NP added a perspective of empathy for this situation. NP's mother was a wheelchair user and when both elderly parents would need to practice their route for two days before a hospital appointment. NP advised them to contact PALS to ask for help, but people don't think of that as they don't want to cause a fuss. Where is the accessibility information here, if a person has accessibility needs can we make sure those who would be there in the first place to address those we have a consistent response.

d) Cleanliness of exterior area at South 1 and North 1 -TL

The exterior around South 1 and North 1 is disgusting and frequently attract rats. I'd like to see this area kept clean

CH responded to this matter that we have previously discussed that we do have a substantial estate that exists with finite resources, money and people, we will always focus in clinical areas but do strive to keep all estates clean. The question included cleanliness and the issue of rats and we do action this asap and pull in relevant companies to action this.

e) Security guard costs – JPL

Would it be possible to provide the annual cost of security guards at DCH as well as a breakdown by relevant categories – such as securing the premises, protecting A&E staff and patients, taking care 24/7 of patients with dementia, and taking care of patients with mental health

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<p>Bull, Henry 25/02/2025 13:17:42</p>	<p><u>issues. Related sub-questions: which are the security firms, how are the cost of guards caring for patients funded and is there a path to charge a failing service provider (for example no space available for mental health patients); do the guards receive specific training to operate in a hospital environment and to care for patients with dementia or mental health issues.</u></p> <p>JPL clarified his question comes from the realisation that in some wards there is a need for security guards in the case of patients who have Alzheimer's or who may become aggressive. These patients are long term residence, sometime for several months, so there is a cost associated with the security. What's the overall cost of security within the hospital for allocation within A & E. When security guards have contact with patients are they trained to be around vulnerable patients? If we have patients who are residing with us for several months is there a way we can charge the non-provider, rather than us taking the cost?</p> <p>CH answered he is happy to cover some of this now and then it would be good to have a conversation offline as there is quite a lot of detailed information within the question. From 2024 going backwards we utilize an external security provided within the trust, for the reasons you described we are in the process of bringing that inhouse. This is due to cost but also to have a greater degree of control over some of the matters you have described. Security guards are always trained whether internal or external. They are training in areas such as Prevention and management of violence and aggression as well as a long list of others such as safeguarding, dementia. CH and JPL to pick this up offline.</p> <p>f) Renal Services – East Dorset satellite unit – SB</p> <p>SB asked for clarity regarding the future of East Dorset Renal Satellite Unit staff, this was an item discussed at part 2 board.</p> <p>AT answered it was covered in part 2 board due to a break clause in the contract, it was in part 2 as commercially sensitive details within it. We discussed the staffing model and decided it would remain the same for the duration of the contract.</p> <p>g) Waiting list data – MPe</p> <p><u>Why we do not see the DCH Waiting List data for each meeting as a distinct item? After the quality of treatment/service, this is the statistic(s) most important to the patients we represent.</u></p> <p>AT confirmed she has covered waiting list data in her report today, if there was a more specific request about waiting list data from MPe please do let her know. Waiting list data is also available in the corporate dashboard which goes to board.</p> <p>JPL asked is there a way to express the number of months or years it would take to eliminate or reduce by half the waiting list at the current consumption?</p>	<p>CH/JPL</p>
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	<p>Anita to get back to JPL about that and would need to add caveats into that.</p> <p>JC highlighted she had the pleasure of coming into DCH this morning, as she had been looking at some things on the Mary Anning ward for Jo Howarth. JC met with Shane, the matron and Neil Johnson and some other staff on the ward and JC wanted to voice what an amazing job the staff are doing on the ward and making a huge difference for the benefit of the patients.</p>	AT
	Resolved: that Governor matters be received for information	
CoG24/080	NED Update, Feedback and Accountability session	
	<p>DCS shared an update about the Strategy Transformation & Partnerships (STP) Committees in common (CIC) that although slightly unusual for the trust Chair to be chairing a Board CIC he will continue to chair for another few months.</p> <p>DCS highlighted that this committee covers the plans on the slides that NJ took you through earlier, you have the strategy, and then the enabling plans in order to make sure we can deliver the elements coming through. Adding to that the conversations we're having with UHD about how we get the acute provision across the country running efficiently.</p> <p>Integrated Neighbourhood Teams (INT) linking with Primary care and the GP's and how is that going to work, how is this going to link with the local authorities to make sure they all move together. This committee doesn't do the work rather makes sure the work is being done.</p> <p>There are difficult trade-offs and priorities to make between what we'd love to do with digital and what must be done with the electronic health records to make things better for patients.</p> <p>Examples of things that were escalated to Board from the last STP CIC were -</p> <ul style="list-style-type: none">• Forming a subsidiary company for all the back-office service procurement, items such as lightbulbs. This is a workup of an idea. The idea to make a cost saving in this way rather than cutting a service.• Electronic Health record, very important to find a way of making sure that the acute provision into UHD works, so there are no discussions for patients or for their referring GPs as to where the operation is taking place and the doctors via the shared record. The new system will replace 28 old systems. The idea is although very expensive to do if we had one system to replace all, it would be easier to use, and we won't lose information between systems.	

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<p>Bull, Henry 25/02/2025 13:17:42</p>	<ul style="list-style-type: none"> • Final part of the new hospital programme – to ensure the absolutely value of the contract. To ensure all work is completed with no surprises. • Ensuring the one transformation approach is using the same methodology. There are standard metrics that we can look at. • One reasons we needed to change the constitutions of the two trusts is that DHC has a financial transformation committee and DCH had a finance reform, so we needed to tidy those up. • We found that the transformation committee at DHC was doing plenty of planning but struggling to transform anything. Planning is the easy part, and making thing happen is the difficult part. Having the standard methodologies to agree really helps with the programme going forward. • Simon asked earlier about the cost of the joint working the answer is it is not that much greater, and we can really focus on how we transform services. So, they give us better value. It is important to put value with cost. • This is an aspect that DCS must do as a NED is to hol the executives to account for making sure we're doing some really complex stuff which connects to NHS England and the wider system, so we won't exist in isolation. And deliver for the benefit of patients, the trust, and the staff in a sensible prepared way. <p>NJ leaves the meeting to attend another meeting.</p> <p>KH raised that we have overrun today and if all the NEDs were here, we would not hear from them. KH suggested could the CoG be alternated to have one structured like we did today and then the next meeting dedicated to hear from the NEDs who can present their reports and give us more time and freedom. This will also give the chance to hear from the governor observers.</p> <p>DCS updated that at Board they have changed the NED reports to the beginning of the meeting, we can look at the order of the agenda and perhaps do something similar, then the governor observers can pick up topics?</p> <p>SB raised regarding CoG meetings now six a year, there were going to be two meetings with NEDs. We have had six CoGs but can the two extra meetings be arranged?</p> <p>SB also raised he though it had been agreed that there was a main governor to observe, and the other governors were allowed to observe if they wished. SB stated he can't find any link to who to contact to attend the meetings; in addition, the packs were also going to be available if you were going to attend the meeting.</p>	
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	<p>JH updated that SA is the contact should any governors like to observe the committee, SA to send out email with committee meeting dates and details about how to observe.</p> <p>KH updated that the two extra meetings were used for the joint governor/NED workshop that was held in Poole. This was an in person meeting only.</p> <p>DCS confirmed it is important to strike a balance of not burning up too much time in meetings and not having the executive in meetings for three hours at a time. DCS asked do you feel you are not connecting with the NEDs as much as you should?</p> <p>KH added that would be the appeal of having an alternative system where the NEDs came for one meeting and the executives came for the other. They neither the NEDs or executive are not coming every two months, it would be every four months.</p> <p>JPL commented the best to see how the NEDs operate is by observing the Board meetings or the committees, it is useful to see them working rather than giving a presentation. JPL gave a 10 second elevator report and updated that the Finance Committee which is in common now is working extremely well. The issues are debated in a lot of detail. It is an upgrade to the single DCH committee.</p> <p>MBy stated he struggles with the agenda and separating out what issues governors need to be aware of which are immediate issues in providing hospital services, which he would call ongoing management issues. And the issues which we're also having to address about the way forward and the vision. Have we got that balance right in the way the agenda and the way the reports work. Do we give enough attention to the vision of the strategy or get caught up in the immediate management issues?</p> <p>DCS answered that is an issue for the executive, NEDs and governors together, the pressing issues are always there. What the council must be assured of is there is a good process by which the strategic thinking is taking place and that the executives are being held to account by the non-executives.</p> <p>The governors were able to input into the strategy. The governors are not a conduit for developing strategy and as a council are available to provide a sense check on what's happening on the ground and what issues are and where. Particularly whether our system related things where residents and patient might tell us it's OK here and then you go to Weymouth and it's difficult.</p>	SA
	Resolved: that NED update, feedback and Accountability session be received for assurance.	
CoG24/081	Chair's closing remarks	
	DCS confirmed have reached the end of part 1 agenda; we will move to part 2 and the executives are excused.	

CoG24/082	Date and Time of Next Meeting The next meeting of the Dorset County Hospital NHS Foundation Trust Council of Governors will take place on 3 rd March 2 pm – 5 pm
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Signed by Chair **Date**

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Council of Governors Action Tracker

Action Number	Minute Ref	Meeting	Action Description	Owner
1	CoG24/076	09.12.2024	compleing tier 2 Oliver McGowen training NP to share with JW	NP/JW
2	CoG24/076	09.12.2024	AT to email AC with an update about the audit of ED, around waiting time for medicines to be dispensed in ED	AT/AC
3	CoG24/076	09.12.2024	NP to circulate to CM what are the 4 subjects of mantatory training that are below the theshold, also is there a cohort of staff who don't get	NP/CM
4	CoG24/079	09.12.2024	SA to ask comms to add information about the public joining CoG	SA
5	CoG24/079	09.12.2024	CH and JPL to pick up detail of security costs off line	CH/JPL
6	CoG24/079	09.12.2024	the waiting list data AT to pick up with JPL how to do this by adding caveats	AT/JPL
7	CoG24/080	09.12.2024	SA to send out email to governors with meeting dates and details about how to observe	SA

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Due Date	Update	Close date
#####		Dorset County Hospital
#####		NHS Foundation Trust
#####		
#####	Details of how to join the meeting have been added to the webpage	24. 02. 2025
#####	JPL and CH met on the 29/01/2025	29. 01. 2025
#####		
#####	Email sent to all governors	08. 01. 2025

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JOINT CHAIR REPORT COUNCIL OF GOVERNORS (DCH) – 10th December to 3rd March

DCH	
10 th December & 11 th February	Board of Directors meetings (Parts 1 & 2)
12 th December	Mince Pie deliveries to South Wing Level 0 Medical Day Unit, Discharge Lounge, ENT Outpatients, Physiotherapy, Pharmacy, Renal Dialysis & Security
13 th December	RATOS Committee
16 th December, 20 th January & 10 th February	Regular monthly meeting with Kathryn Harrison, Lead Governor
16 th January	Consultant Interview – Emergency Medicine
20 th January	Senior Leadership Quality Walkaround – Outpatients, South Walks House
27 th January	Quarterly informal Staff Governors meeting
13 th February	Senior Leadership Quality Walkaround – Ridgeway Ward (Orthopaedics)
13 th February	Visit to Radiology
17 th February	New Governor Introductory meeting with Jamie Joyce, Weldmar Hospicecare
3 rd March	Senior Leadership Quality Walkaround – Pathology
3 rd March	DCH Council of Governors meeting
DHC	
11 th December & 12 th February	Board meeting (Parts 1 & 2)
11 th December	Visit from NHS Confed
16 th December	Exit Interview with Sir David Haslam, Non-Executive Director
29 th January	Quarterly informal Staff Governors meeting
19 th February	Visit to St Leonards Integrated Care Hub services: <ul style="list-style-type: none"> • Dorset Integrated Care Service • 111 Service • CATS Team • Wheelchair Service
19 th February	DHC Council of Governors meeting

JOINT CHAIR REPORT COUNCIL OF GOVERNORS (DCH) – 10th December to 3rd March

Joint	
6 th January, 3 rd February & 3 rd March	Monthly Chair & Deputy Chairs meeting
8 th January	Joint Board Workshop
13 th January & 10 th February	Combined NEDs meetings (DCH & DHC NEDs)
15 th January	Our Shared Vision – Joint Strategy Roadshow to Yeatman Hospital, Sherborne
29 th January & 26 th February	Strategy, Transformation & Partnership Committee in Common
4 th February	Leading for Inclusion Change Agent Programme Briefing
27 th February	Our Shared Vision – Joint Strategy Roadshow to Bridport Community Hospital
Ongoing	Bi-monthly 121s with NEDs
System	
6 th January	Introductory meeting with Sarah Macklin, OPDC Delivery Director
13 th January	Quarterly meeting with Cllr Nick Ireland, Leader of Dorset Council
16 th January	Quarterly 121 with Jenni Douglas-Todd, ICB Chair
21 st January	ICP meeting
30 th January	Planning guidance webinar with NHS CEO & Secretary of State
4 th February	Peer Learning webinar – Sexual safety in the workplace
5 th February	The Future of Palliative and End of Life Care event (Lewis Manning Visiting Professor Lecture)
6 th February	Chair to Chair Meeting – Jenni Douglas-Todd and Rob Whiteman
7 th February	Dorset: Planning Guidance and Allocations meeting with Elizabeth O'Mahony, Regional Director
10 th February	Quarterly 121 with Rob Whiteman, UHD Chair
24 th February	ODPC Mission Statement Review meeting
28 th February	ICB Chair Recruitment Interview Panel
Other	

JOINT CHAIR REPORT COUNCIL OF GOVERNORS (DCH) – 10th December to 3rd March

6 th January	Creative Health in Dorset Strategy Resource Options meeting
20 th January	Creative Health in Dorset Strategy meeting
5 th February	‘Developing our Ideas’ – 2 nd Creative Health in Dorset Strategy Workshop
26 th February	Next steps – Creative Health in Dorset meeting

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Council of Governors

03 March 2025

Dorset County Hospital went into contract with Tilbury Douglas in January for their new ED and Critical Care department building. They will start main works this March and the building will open in Summer 2027.

I would like to welcome Rachel Wharton to the DCH Board of Directors as the incoming Chief Medical Officer (CMO). Rachel is a Consultant in the DCH Emergency Department and is currently undertaking a handover with Alistair Hutchison who retires from the DCH CMO post at the end of March 2025.

The EDS2 reports for both DCH and DHC were approved at our Committees and Board in January/February 2025. The EDS2 is a critical improvement tool for NHS commissioning and provider organisations and supports both Trusts in fostering active dialogue with staff, patients, and partners to address health inequalities across the three key domains: Services, Workforce, and Leadership. We are committed to enhancing equality, diversity, and inclusion (EDI) in every aspect of our operations. The EDS framework has been instrumental in identifying key areas for action, and comprehensive plans are in place to drive progress.

Integrated Neighbourhood Teams

This month we were part of an engagement event which brought together colleagues from across the Dorset health and care system to work collaboratively on plans for a truly integrated community healthcare service. The Integrated Neighbourhood Teams programme is jointly led by our federation (with many Dorset HealthCare services involved) and the GP Alliance, representing primary care and working closely with both local councils, the voluntary and community sector and UHD.

Around 150 people from a range of sectors participated in the event and there was much energy and enthusiasm in the room. It was clear that there is a strong commitment that this is the right thing to do for our communities to support people's health. The programme is developing at pace, and we will provide further updates as the programme develops.

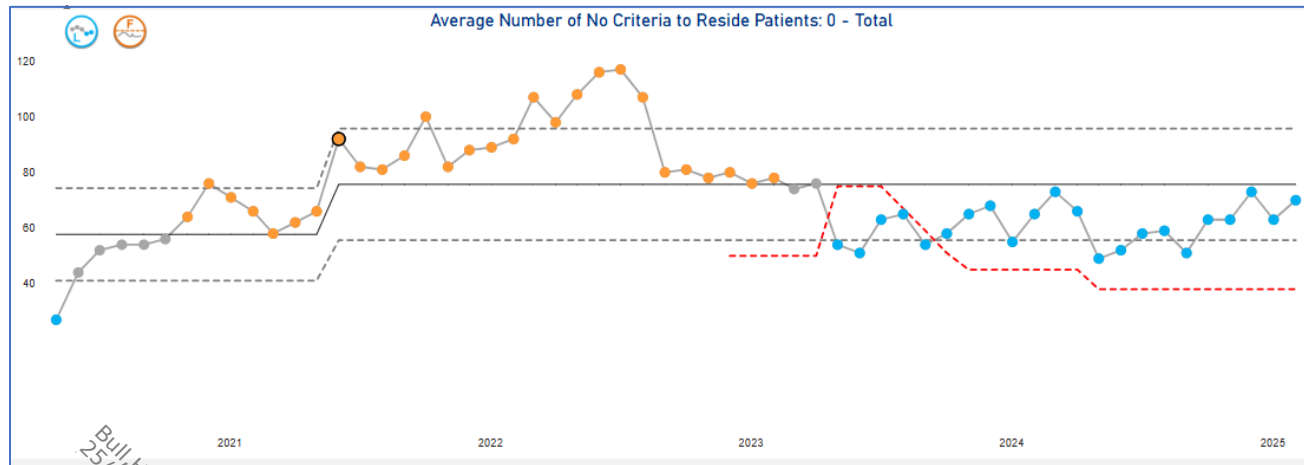
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- **Infection Prevention and Control** – Peak of flu cases in early January with effective IPC measures to prevent spread to patients and staff. Vaccination rates similar to last year circa 40% flu; 30% covid – in line with population and national figures. Work underway for Covid spring booster campaign for patients/vulnerable groups and next winters' programme.
- **Maternity Incentive Scheme** - the service achieved full compliance and anticipates a significant financial rebate that will be used to maintain ongoing compliance; Safe Staffing in Maternity and Neonatal Services; and maintain the Maternity Helpline.
- **Complaints:** The new Trust Complaints Policy is now in place. The focus is to seek early resolution with the backlog of previous complaints anticipated to be addressed by Quarter 1 2025/26.
- **The Open Visiting policy (11am – 8pm)** for general wards went live before Christmas. A new Visitors Charter has been launched with increased emphasis on carers access and support. Positive feedback to date
- **Equality, Equity, Quality Impact Assessments** – work has progressed to test and implement an enhanced approach in light of service changes and financial challenge
- **Paediatric Oncology Shared Care Unit (POSCU)** – designation as Enhanced level A POSCU maintained.

Performance Update

What's been happening - Patients- UEC

Metric	Apr-24	May-24	Jun-24	Jul-24	Aug-24	Sep-24	Oct-24	Nov-24	Dec-24	Jan-25	Feb-25	Mar-25
4 hour performance (all)	81.80%	79.70%	78.20%	76.90%	81.40%	82.20%	79.00%	79.10%	74.90%	75.20%		
4 hour performance trajectory	78.69%	78.37%	78.58%	78.32%	78.26%	78.18%	78.15%	78.30%	78.04%	78.21%	78.21%	78.10%
Variance	3.11%	1.33%	-0.38%	-1.42%	3.14%	4.02%	0.85%	0.80%	-3.14%	-3.01%		

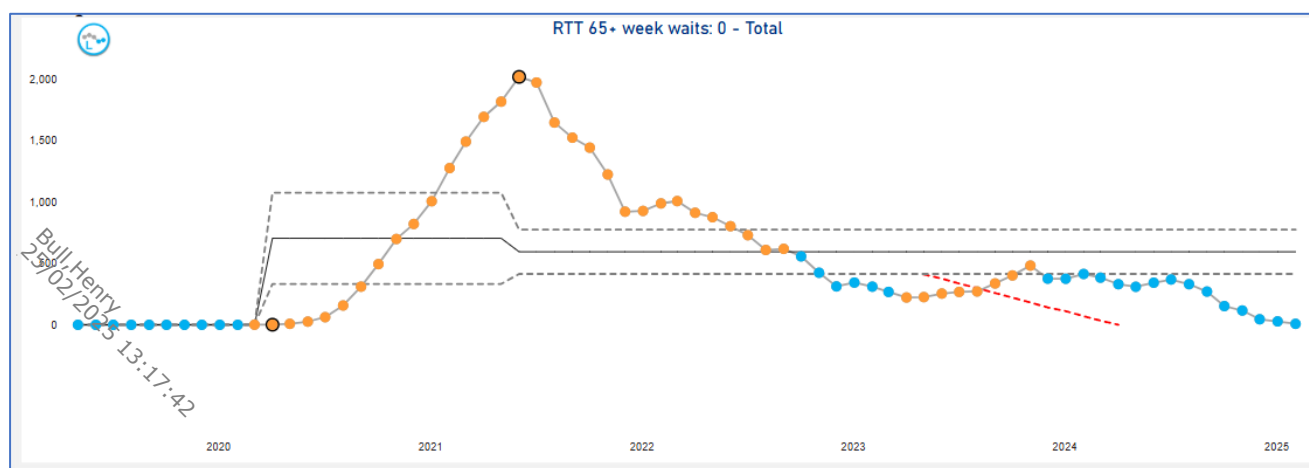
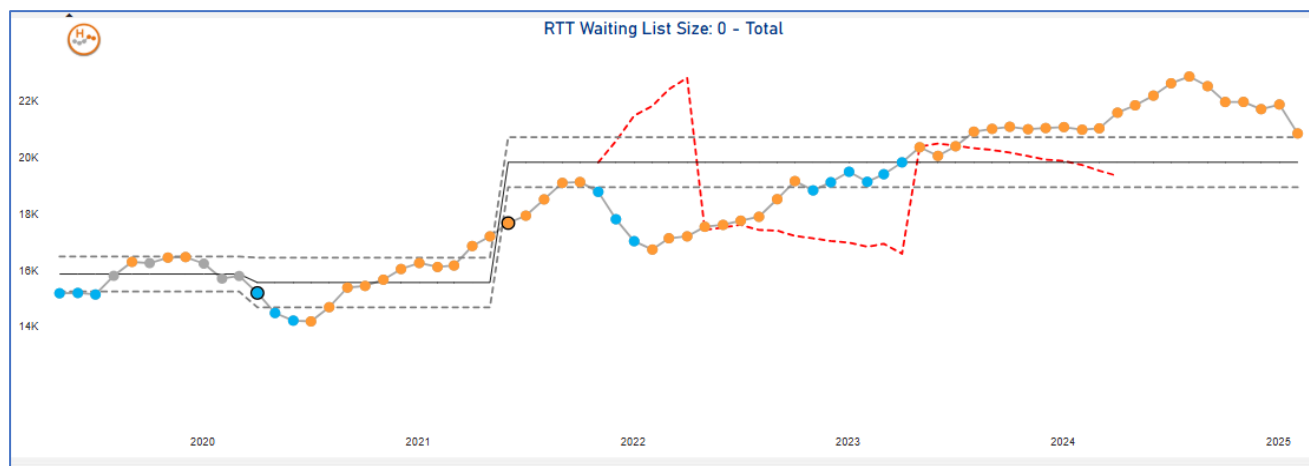


Metric	Apr-24		May-24		Jun-24		Jul-24		Aug-24		Sep-24		Oct-24		Nov-24		Dec-24	
	Trajectory	Actual	Trajectory	Actual	Trajectory	Actual	Trajectory	Actual	Trajectory	Actual	Trajectory	Actual	Trajectory	Actual	Trajectory	Actual	Trajectory	Actual
Average NRTR	33	49	35	52	36	58	36	59	35	51	36	63	36	63	36	73	35	63
Average number of overnight G&A beds occupied - adult	282	301	296	296	298	304	294	298	288	304	292	307	294	314	297	314	288	316
Bed Occupancy %	90.10%	97.10%	96.42%	97.30%	98.03%	98.70%	98.00%	98.00%	96.00%	98.00%	97.33%	98.60%	98.00%	98.50%	99.00%	98.20%	96.00%	98.10%
Percentage of beds occupied by patients no longer meeting the criteria to reside - adult	12.21%	16.30%	12.11%	17.60%	12.24%	19.10%	12.24%	19.80%	12.15%	16.80%	12.33%	20.50%	12.24%	20.10%	12.12%	23.30%	12.15%	19.90%

- National target for 2024/25 is 78%, DCH performance dipped in December and January due to patient flow inc NRTR, but performance in February has returned to trajectory
- Demand at the front door is 0.2% up compared to last year and 9.25% up compared to 2019/20
- Growth in demand is coming from walk ins, rather than ambulance or GP expected
- NRTR is above trajectory for Q1 and Q2, with the average number of open beds above plan to account for this and offset the beds not generating flow.
- NRTR significant improvements and progress continues but the Trust performance is still below the trajectory set at operational planning.

Performance Update

What's been happening Patients- Elective Care



- Total waiting is now below trajectory which was first achieved in November and has been sustained, January is 1,210 below plan.
- Referral volumes YTD are 7.92% up compared to last year plans were written on the assumption of zero growth
- Activity levels (volume) are at 108.25% of the 2019/20 baseline
- While the waiting list size has grown, those waiting the longest has decreased from over 2,000 patients waiting over 65 weeks for treatment at the end of the COVID shut down, to 13 at the end of January.
- Zero patients waiting over 104 weeks at the end of August
- Zero patients waiting over 78 weeks at end of November

Performance Update



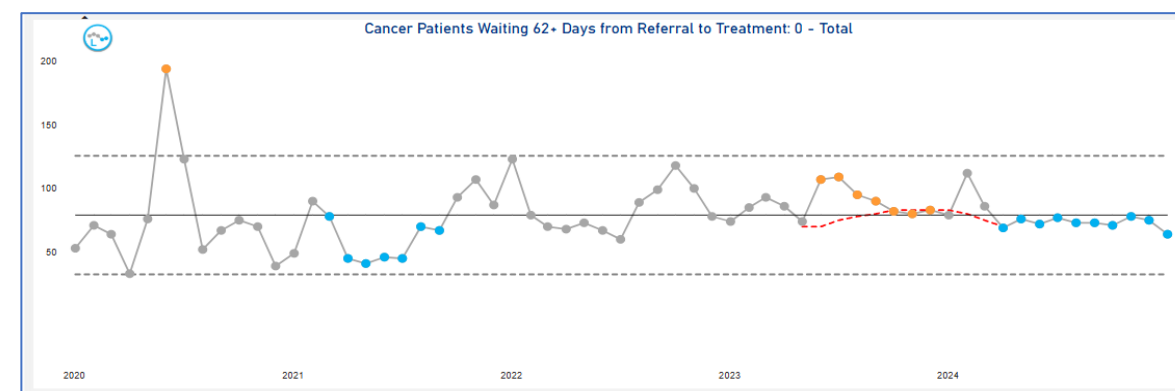
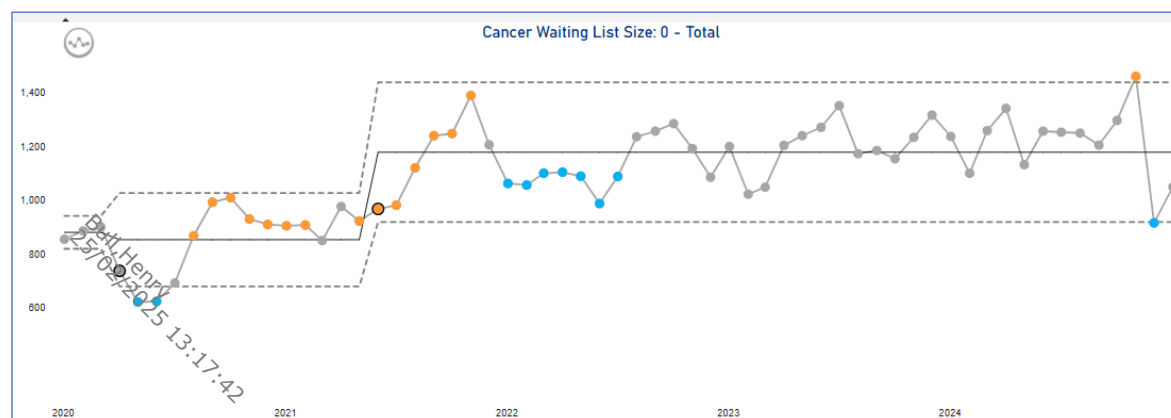
Dorset County Hospital
NHS Foundation Trust

What's been happening Patients Cancer

28 days FDS	Apr-24	May-24	Jun-24	Jul-24	Aug-24	Sep-24	Oct-24	Nov-24	Dec-24	Jan-25	Feb-25	Mar-25
FDS (28 day) op plan	75.33%	75.56%	75.55%	75.10%	75.62%	75.09%	75.93%	75.88%	75.07%	75.04%	76.03%	77.94%
FDS (28 day) actual	70.49%	72.72%	75.74%	76.98%	74.95%	74.32%	78.09%	77.69%	78.64%	71.24%		
Variance	-4.84%	-2.84%	0.19%	1.88%	-0.67%	-0.77%	2.16%	1.81%	3.57%	-3.80%		

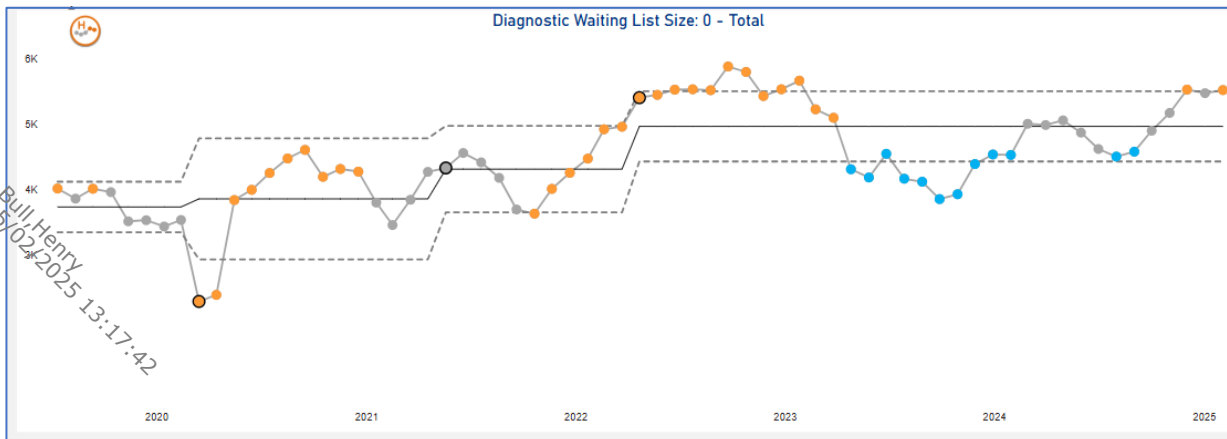
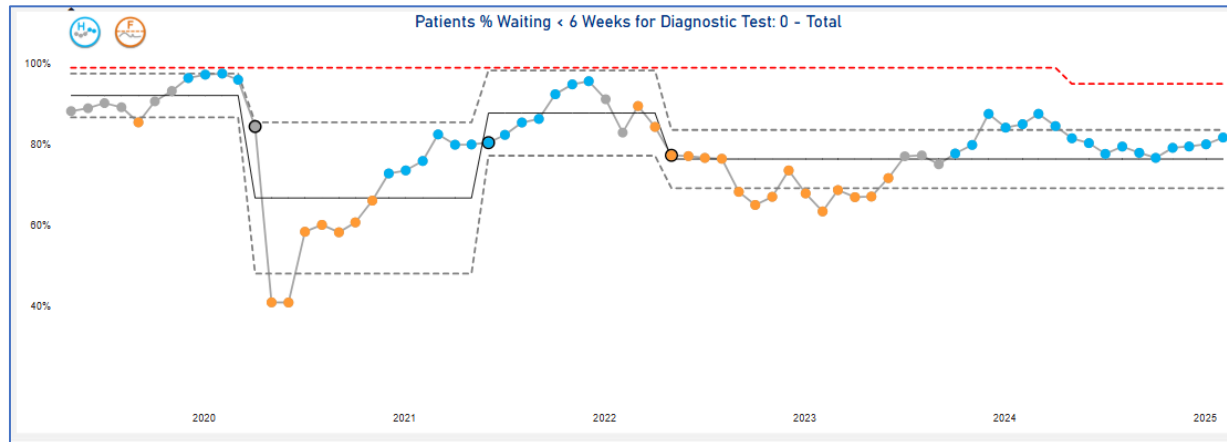
62 day RTT	Apr-24	May-24	Jun-24	Jul-24	Aug-24	Sep-24	Oct-24	Nov-24	Dec-24	Jan-25	Feb-25	Mar-25
62 day op plan	71.30%	70.37%	70.91%	70.75%	70.24%	70.11%	70.83%	70.18%	70.09%	70.94%	70.49%	70.69%
Actual	77.37%	63.91%	74.92%	72.26%	69.16%	74.04%	73.44%	79.37%	72.47%	66.67%		
Variance	6.07%	-6.46%	4.01%	1.51%	-1.08%	3.93%	2.61%	9.19%	2.38%	-4.27%		

- Performance against the 28 day to diagnosis standard has been above 70% consistently since July 2023
- The treatment standard percentage (62 day), DCH has achieved the standard 7 out of 10 months.
- Referrals YTD are 10.29% up compared to last year and 45.36% up compared to 2019/20.
- The growth in demand, has seen the total waiting list size grow, the number in the remained static, due to the level of activity delivered



Performance Update

What's been happening Patients Diagnostics





- Cardiology (ECHO) which had for Q1 and Q2 experienced growth in the backlog, since October this has been decreasing month on month. January backlog was 126 – a reduction of 722 since September. This significant improvement has in turn seen an improvement in their performance by 30%+, January performance was 84.01%
- Performance is on an upward trajectory but is currently just under the recovery trajectory

Developing the Joint Strategy Dashboard

Draft Joint Strategy Dashboard



Strategic Objectives	Headline	Ambition	Strategic Goals Medium term 3 – 5 years	Breakthrough Objectives 12 – 18 months (Looking for a few metrics to highlight overall progress)
Care	<p>We provide safe, compassionate care</p> 	<p>Improved access to the right care, at the right time in the right place</p> <p>People are equal partners in their care and have a positive experience</p> <p>Patients and service users are always safe in our care</p>	<ul style="list-style-type: none"> • Patient national constitutional standards for planned and emergency care at met • Patient, family and carer experience is excellent • Hospital acquired infections are in the lowest quartile nationally 	<ul style="list-style-type: none"> • Improved performance against patient national standards for access Mental Health, Planned, Emergency, Community and Children & Young People • Improved annual survey Patient Experience (Focus changes every year) • Patients, families and carers complaints are in the lowest quartile nationally
Community	<p>We help build strong communities where people live well and are healthier</p> 	<p>Improved population health and wellbeing through joined-up working across health and care.</p> <p>People staying well through prevention, detection and early intervention, with more control over their own health.</p> <p>People and communities involved in shaping health and care services</p>	<ul style="list-style-type: none"> • Dorset population is highly activated with their care and wellbeing • Federation spend moved from hospital to neighbourhoods to reduce admissions • Everyone who needs one, has an Anticipatory Care Plan—c40,000 plans (new metric) 	<ul style="list-style-type: none"> • More patients are engaged with their health and wellbeing • More services are co-designed and produced with people and partners • Investment in Integrated Neighbourhood Teams
Colleagues	<p>We are empowered, skilled, caring colleagues who can thrive at work</p> 	<p>Colleagues are positive about their experience at work</p> <p>All colleagues feel they belong and are included</p> <p>A sustainable workforce with the right skills now and for the future</p>	<ul style="list-style-type: none"> • Staff recommend the Trusts as places to work • Staff have a high sense of wellbeing, belonging and inclusion • Clinical and support services are skilled and staffed appropriately 	<ul style="list-style-type: none"> • Improved staff engagement • More staff are free from abuse, harassment, bullying and physical violence at work • Improved staff turnover • Improved staff wellbeing
Sustainability	<p>Our services are sustainable environmentally and financially and we make best use of our resources</p> 	<p>Releasing time to care through improved processes, skill mix and digitally enhanced technology</p> <p>Sustainable models that optimise use of the available resources</p> <p>Using our size, scale and reach to make a positive difference to the economic and social wellbeing of Dorset</p> <p>Minimise our negative impact on public health and the environment</p>	<ul style="list-style-type: none"> • Digital maturity in top decile of comparable trusts • Delivery of a breakeven position across both Trusts. • Increased utilisation of Trust Estate • Increased Gross Value Add to local economy • Carbon reduction achieved 	<ul style="list-style-type: none"> • Improve recurrency of efficiency schemes • Delivery financial sustainability across our two Trusts • Cost per square foot • Increase our local spend and employment as a % of budget and workforce. Employing local vulnerable groups? • Reduced use of carbon

KPIs

	July	August	Sept	Oct	Nov	Dec
Sickness	4.6%	4.3%	4.3%	4.6%	4.4%	4.9%
Turnover	9.4%	9.5%	9.3%	9.4%	9.4%	9.4%
Vacancy Rate	3.4%	3.6%	3.0%	3.2%	2.8%	3.3%
Appraisal Rate	76%	77%	76%	77%	76%	76%
Mandatory Training Compliance	89%	88%	87%	87%	88%	88%

Narrative

- Turnover and vacancy rates have stabilised in the past six months
- Sickness increased in December, although the trend matches the usual seasonal pattern of absences
- Overall appraisal rates have plateaued, but increases have occurred in the two largest clinical divisions
- Mandatory training compliance is at 88%. Recovery plans in place for the four subjects that are below the 80% lower threshold

Focus

Ongoing WTE reduction, agency use in hard to fill roles, appraisal compliance, dissemination of staff survey results, Joint People Plan

Outstanding care for people in ways which matter to them

Dorset County Hospital Summary Hospital-level Mortality Indicator (SHMI)



Dorset County Hospital
NHS Foundation Trust

SHMI is published monthly by NHSE for a 12 month rolling period, and 5 months in arrears. It takes into account all diagnostic groups, in-hospital deaths, and deaths occurring within 30 days of discharge.

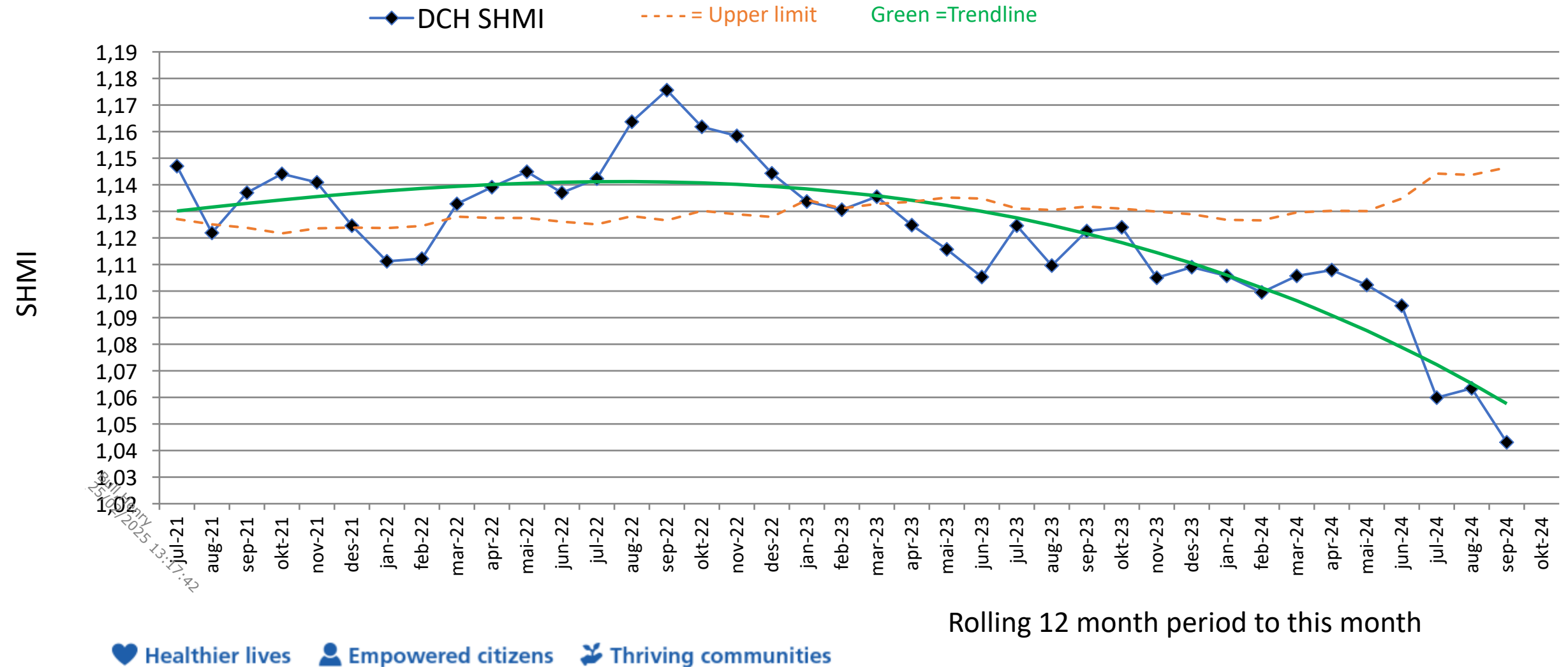
SHMI is calculated by comparing the number of 'observed' (actual) deaths in a rolling 12 month period to the 'expected' deaths (predicted from coding of all admissions). From September 2022 onwards there has been a steady trend of improvement in DCH's SHMI as a result of investment in the coding department which resulted in more accurate and timely coding returns to NHSE, and widespread implementation across the Trust of mortality "Structured Judgement Reviews".

The DCH SHMI is now at its best level for over 10 years.

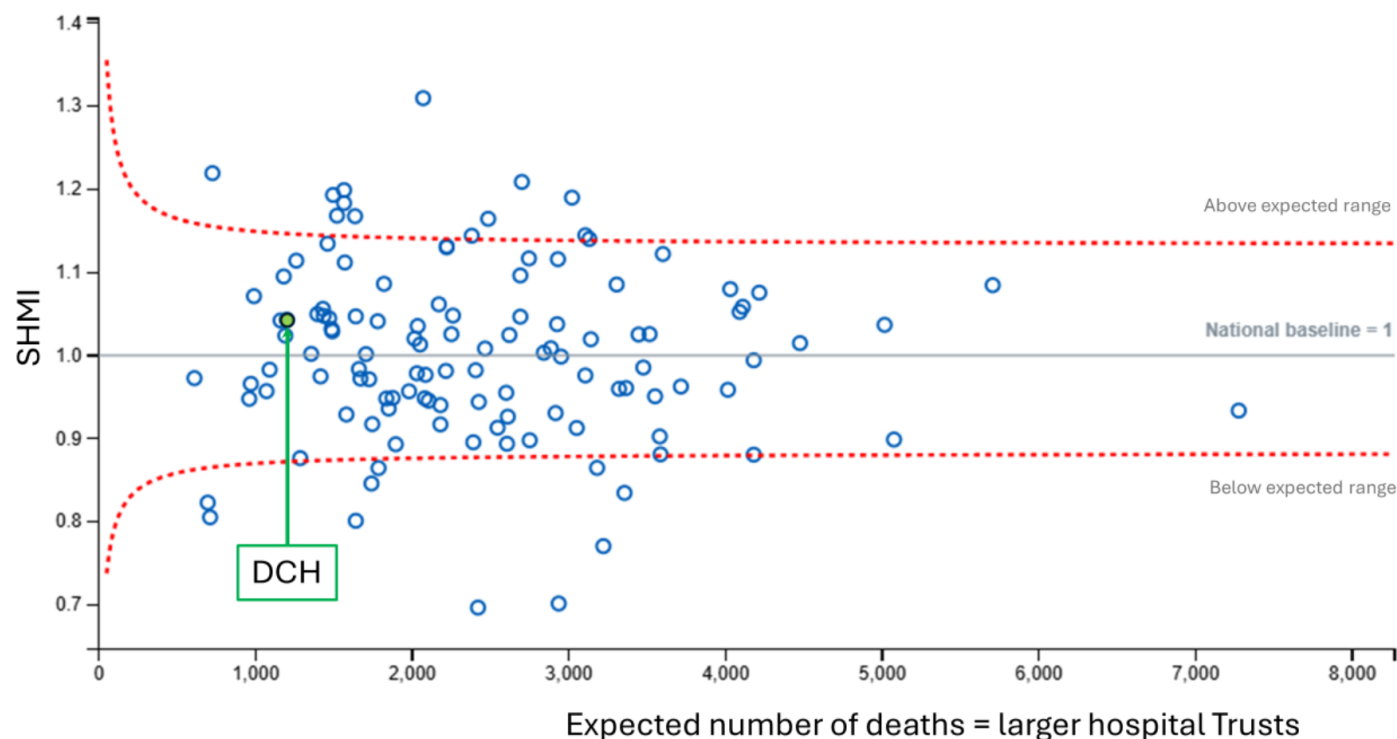
Dorset County Hospital Summary Hospital-level Mortality Indicator (SHMI)



Dorset County Hospital
NHS Foundation Trust



Dorset County Hospital Summary Hospital-level Mortality Indicator (SHMI) versus all other NHS Trusts



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Title of Meeting	Council of Governors
Date of Meeting	3 March 2024
Report Title	Finance Report to 31 December 2024
Author	Claire Abraham, Deputy Chief Financial Officer
Responsible Executive	Chris Hearn, Chief Financial Officer
Purpose of Report (e.g., for decision, information) For information	
Summary Dorset County Hospital NHS Foundation Trust (DCHFT) submitted a break even plan to NHS England (NHSE) on 10 th June 2024 for the financial year 2024/25.	
Key Messages Month nine delivered a deficit of £1.6 million after technical adjustments, being £2.5 million away from the plan of £0.9 million surplus. The year to date position is £7.3 million away from the reported plan standing at an actual deficit of £11.8 million. Factors driving the year to date overspend remain as previously reported: costs supporting Industrial Action; other high drugs costs specifically for Gastroenterology, Dermatology, Rheumatology, Pediatrics and blood products which are largely patient specific. Costs supporting operational pressures including levels of patients with no criteria to reside, and inflationary RPI costs above planned levels are being incurred for provisions, catering, laundry and utilities. Insourcing above original planned phased levels; ongoing challenges with drugs; an increase in computer licence costs and shortfall in efficiency delivery against planned levels are key drivers for the month of December. The risk adjusted forecast outturn by year end remains intact noting the highlighted risks and focus on identified mitigating actions. The Trust continues to see increased patient acuity throughout the month with escalated beds used in the region of 18, and circa 49 no criteria to reside (NCTR) patients being supported which were captured at the end of December (not average). Agency expenditure has continued at lower than budgeted levels, with total month spend of £0.4 million split across Nursing areas and medical agency cover for sickness and vacancies in Ophthalmology, Anesthetics and Obs & Gynae specialties. Break glass Off Framework expenditure is being incurred each month, with £0.02 million incurred in month nine resulting in £0.3 million year to date, with NHS England expecting nil Off Framework spend from July 2024. An estimated income position for elective recovery funding (ERF) following the national baseline target revision to 109% for Dorset has been included in the position in line with NHSE methodology.	

The Trust wide efficiency target for the year stands at £14.4 million and is circa 5% of expenditure budgets in line with peers and national planning expectations. The target has been identified in full with year to date delivery at 36% of the target being £5.2 million, however efficiency delivery remains a significant risk for the Trust in achieving the break even plan for the year, as detailed in the deep dive report presented to the Committee recently. Progress against planned delivery has significantly picked up pace since month eight with a renewed focus required in order to deliver the identified schemes in the latter parts of the financial year.

Capital expenditure for month nine is behind plan at £1.5 million due to timing of equipment purchases. Year to date spend is £14.5 million and behind plan by £6.5 million largely due to NHP enabling works offset by internal schemes being ahead of plan by £0.6 million, both due to timing.

The cash position to December amounts to £3.7 million, being ahead of expected forecast due to timing of supplier payments made.

Cash remains a high risk area for the Trust with modelling indicating further cash support will be required for the remainder of the financial year and beyond pending 2025/26 funding allocations.

The national revenue support request submitted for December and January for £1.4 million of cash support and £1.5 million of working capital, was rejected by the national team due to the reported variance against financial plan year to date. The Trust has lobbied this decision and subsequently submitted a revenue support request for February, which was also rejected. As a consequence, the Trust is actively discussing mitigations with system partners.

Key Actions

- The Trust is actively deploying targeted recovery actions to ensure mitigations and corrective steps are in place for all overspending areas in order to support delivery of the break even position by year end, noting significant challenges associated and risk to delivery of this as outlined in the report. A bi-weekly Executive led DCH Recovery Group is driving mitigating actions to tackle the risks to the position.
- Target areas include non clinical bank pay; Facilities incl non pay & provisions; external security; medical additional sessions and medical agency usage; theatre utilisation, NCTR and escalation beds.
- Efficiency support meetings led by CFO ongoing with all areas, overseen by the Value Delivery Board
- Working group in place to recover WTE to March 2023 levels overseen by Executive led SRO and DCH Recovery Group meeting, noting a staged approach to recover to March 2024 levels in the first instance (3470 WTE)
- Ongoing daily cash monitoring – cash shortfall risk in March with ongoing efficiency delivery essential in line with planned levels and grip and control paramount
- Agency monitoring continues with medical focus escalated to CMO
- Capital programme monitoring noting over subscription and current internal programme overspend.

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Paper Previously Reviewed By Chris Hearn, Chief Financial Officer	
Strategic Impact Trusts are expected to achieve a break-even financial position by the end of the financial year 2024/25.	
Risk Evaluation The Risk and Audit Committee can confirm there has been no non-audit work undertaken by the External Auditors during the current financial year to date.	
Impact on Care Quality Commission Registration and/or Clinical Quality As above	
Governance Implications (legal, clinical, equality and diversity or other): As above	
Financial Implications Failure to deliver a balanced financial position could result in the Trust being put into special measures by NHSE. Efficiency delivery remains challenging for the Trust in conjunction with the risk of a shortfall in cash during quarters three and four, being closely monitored with appropriate action being taken.	
Freedom of Information Implications – can the report be published?	Yes
Recommendations	To review and note the 2024/25 position to 31 December 2024

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Council of Governors Finance Report to 31 December 2024

	Plan 2024/25 £m	Actual 2024/25 £m	Variance £m
Income	216.6	235.8	19.2
Expenditure	(221.1)	(247.6)	(26.5)
Surplus / (Deficit)	(4.5)	(11.8)	(7.3)
Technical Adjustment – Capital Donations/Depreciation	0	0	0
Adjusted Surplus/(Deficit)	(4.5)	(8.6)	(7.3)

Variance at Month Nine

1.1 The income and expenditure position at the end of December is a deficit of £7.3 million and is largely driven by:

- Costs incurred supporting Industrial Action
- Above planned levels of inflation continuing linked to patient specific drug usage and increased volumes along with ongoing inflationary pressures
- Heightened operational pressures supporting escalated bed base and NCTR patients
- Efficiency delivery challenges
- Offset by continued improving high cost agency reduction usage

1.2 Pay costs pressures are largely driven supporting the costs of Industrial Action, cover for vacancies and sickness along with operational pressures supporting patients with no medical criteria to reside. There has however been ongoing improvement with agency expenditure reducing significantly from prior months, following key actions delivered by the High-Cost Agency Reduction programme internally. This has been complimented by all Dorset organisations consistently applying a Nursing agency rate reduction of 15% since January 2024, with a further rate reduction applied late March.

1.3 Non Pay costs were above plan largely due to the impact of drugs increases in Dermatology, Rheumatology, Gastroenterology and Ophthalmology as well as ongoing inflationary pressures, in particular gas, electricity, catering supplies (milk, bread, other dairy and oil), blood products, catering and laundry.

1.4 The Trust wide efficiency target stands at £14.4 million for the year, circa 5% of expenditure budgets in line with peers and national planning expectations. Efficiency delivery noted at month nine stands at £5.2 million (36%). At month nine, the target has been identified in full however 47% of schemes classed as high risk for delivery this financial year. Active Executive led oversight supported by the Trusts Value Delivery Board is in place to monitoring progress.

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CASH

- 2.1** At the end of December, the Trust held a cash balance of £3.7 million, behind plan by £2.3 million due to the overspend in the income and expenditure position being offset by the timing of income and payments with Health Education England, Dorset ICB and Dorset Healthcare Trust. Given this high-risk area, active monitoring and key mitigations have been identified to help manage the cash position. With modelling indicating further potential shortfalls in the final quarter of the financial year, a national revenue support request was submitted for February for £4.1 million, which was subsequently rejected. Plans are being drawn up with system partners to support the Trust's cash shortfall.

CAPITAL

- 3.1** Capital expenditure for the period to December was behind plan by £6.5 million. Externally funded projects are £5.9 million behind plan due to the changes in the spend profile of the New Hospital Programme (NHP) offset by internally funded and donated projects being ahead of plan by £0.2 million relating to early spend on East Wing Theatre and 2023/24 rollover spend on Ridgeway ward. Leases are behind plan due to timing of one Dorset pathology project £0.8 million.

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DHC/DCH Digital Update

Council of Governors

3 March 2025

1. National and local drivers for Digital
2. Electronic Health Record (EHR) Programme
3. Digital Strategy
4. Appendix – who is shaping the 10-yr plan

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1. National / Local Drivers for Digital



Frontline Digitisation Programme	Digital Maturity Assessments	Darzi Report	10 Year Plan (spring 2025)	Digital Strategy
<p>Introduced in 2021 to support healthcare organisations in reaching a core level of digitisation.</p> <p>Focus is on implementing electronic patient records (EPR) with a view to system convergence.</p> <p>Programme (and funding) ends in March 2026.</p>	<p>Initially conducted in 2015/2016 to assess levels of maturity across the NHS. Relunched in 2023 and 2024. Next assessment being conducted in April-May 2025.</p> <p>South-West region showing as least mature and Dorset Trusts are marginally below the national average.</p>	<p>Published in Nov 2024, states that NHS has been starved of capital and the NHS is 'in the foothills' of digital transformation.</p> <p>Mentions that technologies will enable the shift from 'diagnose and treat' to 'predict and prevent' and that automation can play a part in reducing the admin burden.</p>	<p>Darzi Report is a key input for developing the NHS 10-Yr plan and will address the issues identified in the report.</p> <p>Early reports suggesting the development of a universal national patient record across health and care, replacement of legacy systems, and use of AI / Automation to improve productivity.</p>	<p>DCH/DHC digital leadership teams have started developing a joint Digital Strategy (enabling plan), now being expanded across Dorset.</p> <p>Aim is to develop digital capabilities and services that are needed to underpin the strategic ambitions of DCH, DHC and the wider Dorset system.</p>

Good summary of Darzi Report here: <https://www.carnallfarrar.com/darzi-investigation-of-the-nhs-in-england/>

2. Dorset & Somerset EHR Programme



National Context

Levels of digitisation across health and social care are mixed. In order to maximise the benefits of digital transformation for patients and clinicians, and to harness the power of data, the NHS is investing £1.9bn to ensure we have the right digital foundations in place.

This investment will support the roll-out of EPRs to drive care quality and efficiency which, in turn, will release billions of pounds back to the NHS. In addition, the Government is providing £75m to enable Integrated Care Systems (ICs) to scale up use of Digital Social Care Records (DSCRs).

Through the Frontline Digitisation programme, we will work to level up NHS trusts to a baseline level of digital capability. Our investment in digitising the frontline will ensure that health and care staff have access to health-related information when and where it is needed, supporting them to deliver care efficiently, effectively and safely, reducing variation and improving outcomes.

Dorset & Somerset

Dorset and Somerset Joint vision

A unified electronic health record (EHR) built on best practice guidelines that crosses the boundaries of health and care – initially covering acute, community and mental health with an ambition to include, in the longer term, primary and social care.

By joining together, we aim to meet the current and future challenges by providing a sustainable, high quality healthcare service for our patients. To ensure we put patients and citizens at the centre we need a unified EHR that spans our care settings.

Dorset and Somerset Electronic Health Records



Initial scope for programme includes Somerset Acute, Community & Mental Health, and Dorset Acute and Mental Health (Community at a later phase).

2. Timeline – Outline Business Case

Provisional dates
– subject to
approvals



New
government

June 2024

July 2024

Aug 2024

Nov 2024

DCH / DHC Board approval to submit OBC to next stage, subject to further assurances around readiness and capabilities.

New government message cascaded to NHSE Frontline Digitisation, OBC can't be submitted with affordability gap.

Further refinement and options considered to address affordability gap

OBC submission
29.11.2024

Dorset Healthcare Mental Health moved to Phase II (along with Community) to make OBC affordable for Dorset & Somerset.

Dec 2023

June 2024

Dorset and Somerset integrated care systems asked by NHSE to work together on the development of an OBC and specifications for a unified EHR

- **Fundamental Criteria Review to be completed by End February 2025**
- National SME Review in parallel to FCR by end February 2025
- EPR Investment Board (EPRIB) March 2025
- Joint Investment Committee/HMT review end March 2025
- Cabinet Office approval April 2025
- Procurement Commences April/May 2025
- **Notification of Preferred Vendor September 2025**
- Finalise Final Business Case October 2025 to November 2025
- **Approval at Trust Boards November 2025**
- Submission & completion of FCR & National Review December to January 2025
- JIC/HMT/Cabinet approvals January to March 2026
- End March 2026 – Frontline Digitisation funding deadline
- **Contract Award March 2026**
- Mobilisation Period April 2026 to July 2026
- Implementation Phase (18 months) July 2026 to January 2028
- **Go Live – 1st February 2028**

2. EHR Current state

DCH

The organisation is managing many known clinical safety, quality, and compliance issues associated with the Trust's legacy clinical systems.

The ability to support transformation programmes is constrained by the current digital systems constraints.

The FD programme may represent the best opportunity that DCH has to expedite improvements to digital maturity and to address clinical systems risks.

DHC

DHC has greater digital maturity than DCH and Somerset Community and MH.

Same system between Community and Primary care – TPP SystmOne.

MH system in place – Rio - pathways digitised, albeit not connected to acute systems.

UHD

A significant burning platform and need for change.

Current systems out of support in March 27.

Identified clinical and patient safety risks with short term mitigation.

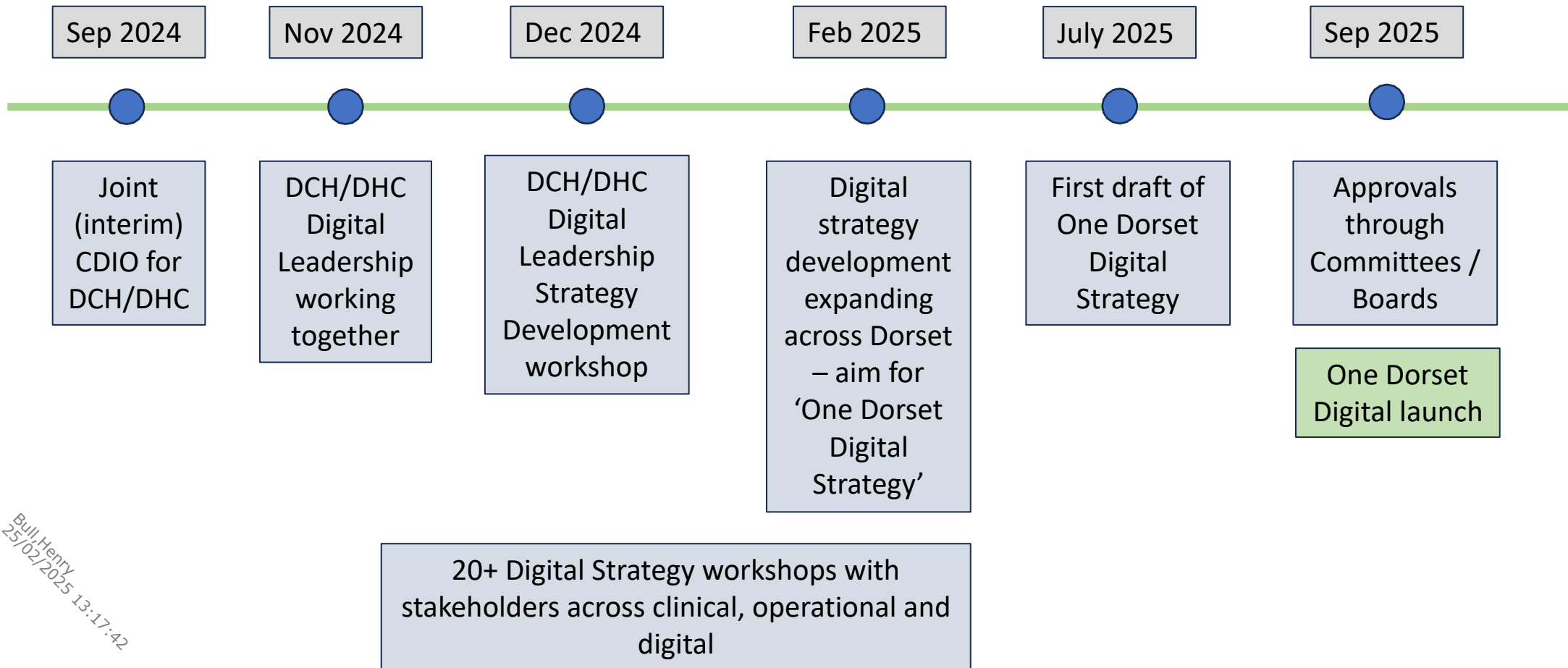
Somerset

One provider.

Longer journey, more engagement.

Different systems and starting point from Dorset Trusts.

3. Digital Strategy Development Timeline



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3. Digital Strategy Aim



Digital Capabilities & Services

Develop the capabilities and services that are needed to underpin the strategic ambitions of DCH, DHC and wider Dorset system.

- Business Intelligence.
- Modernised Infrastructure.
- Clinical systems (inc. EHR) roadmap of functionality.
- Service provision and Service Desk.
- Project and Portfolio Management.

Target Architecture & Operating Model

Developing a unified approach to digital services and architecture will:

- Help to achieve economies of scale.
- Maximise investment in digital, given the financial constraints.
- Create value for the organisations in delivering services that empower staff and patients.
- Implement the foundations for the forthcoming EHR.

Combining Resources

Finding synergies across the Dorset system with a common vision:

- Enables the development of shared services.
- Upskill and develop digital teams to help staff adopt digital technologies.
- Streamline processes and reduce the administrative burden.
- Become data-driven organisations.

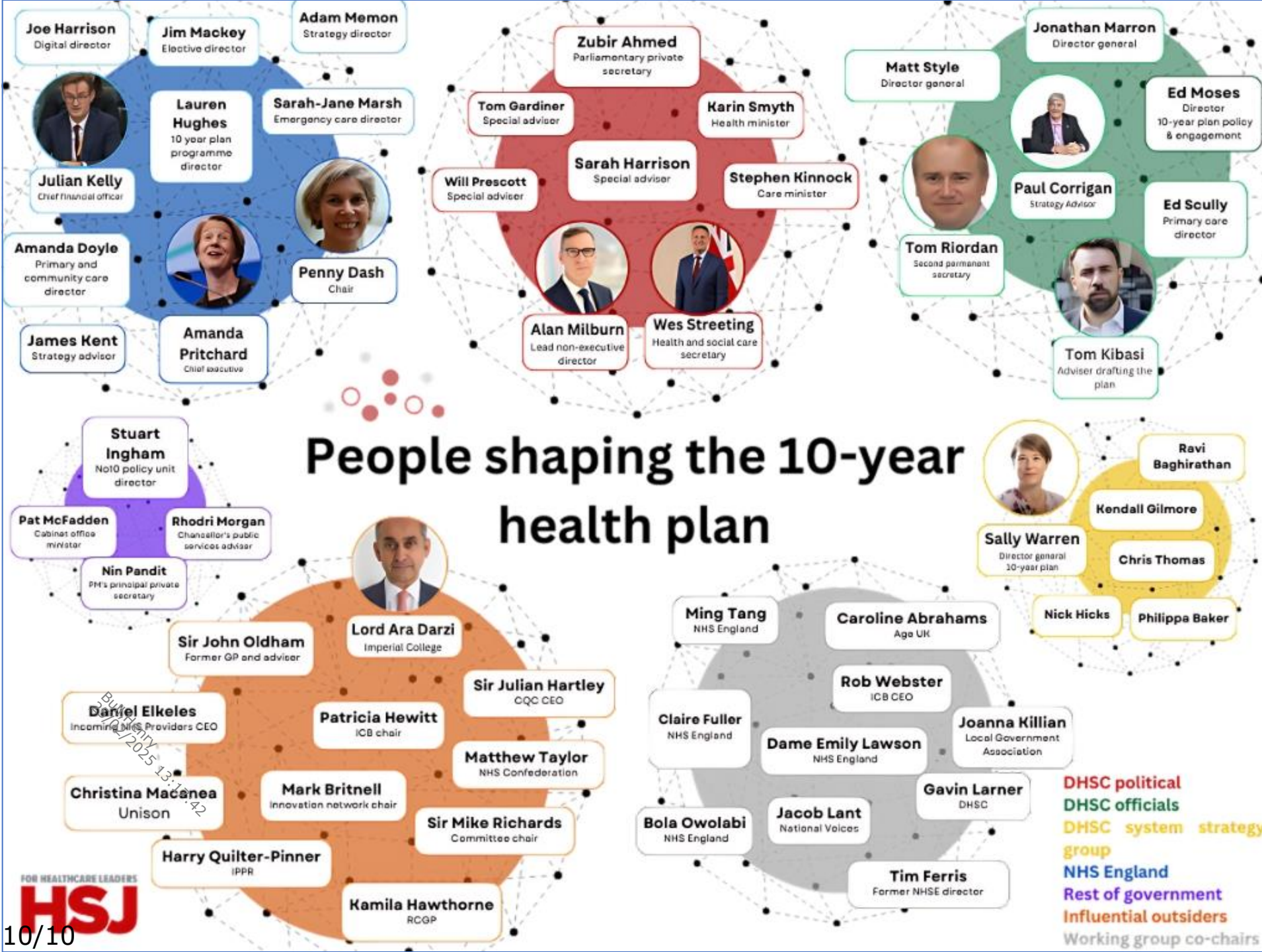
Baselining activity: to understand where we are today in terms of legacy systems and capabilities in DCH/DHC, and associated risks.

Questions?

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4. Appendix - The people behind the 10-yr plan

Following the Darzi Report and public consultation via [Change NHS](#) the new plan is expected in Spring 2025



Enabling Plans

Council of Governors (DHC)
February 2025

 Healthier lives  Empowered citizens  Thriving communities

Background

Developing our 2024-2029 Joint Strategy

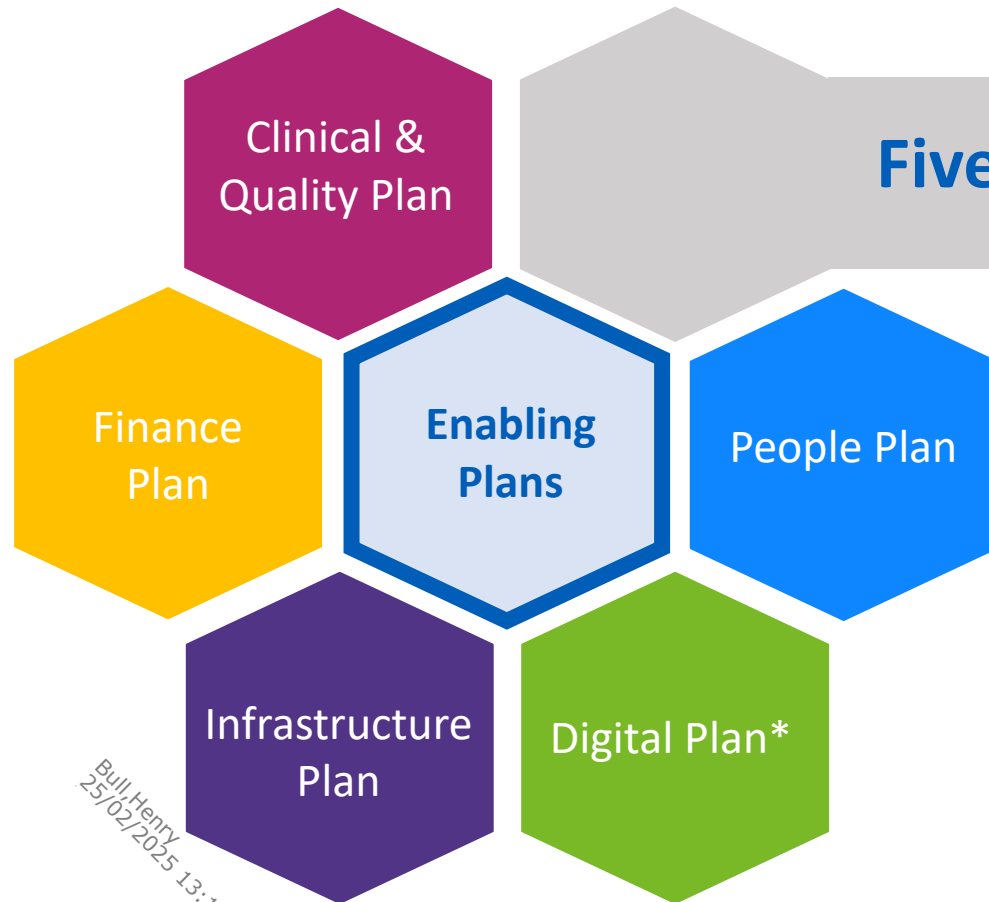
- The agreed federation offered an opportunity to refresh the strategic direction with a Joint Strategy
- The strategic objectives, vision and mission were all to be refreshed, with aligned values remaining in place
- The journey to develop the new joint strategy began in October 2023, with the strategy launching in September 2024



Strategy Delivery Mechanisms

- Enabling plans recognised as one of several delivery mechanisms to deliver the strategy
- Underpinned by the Culture, Comms and Engagement Plan





Five Enabling Plans to support strategy delivery

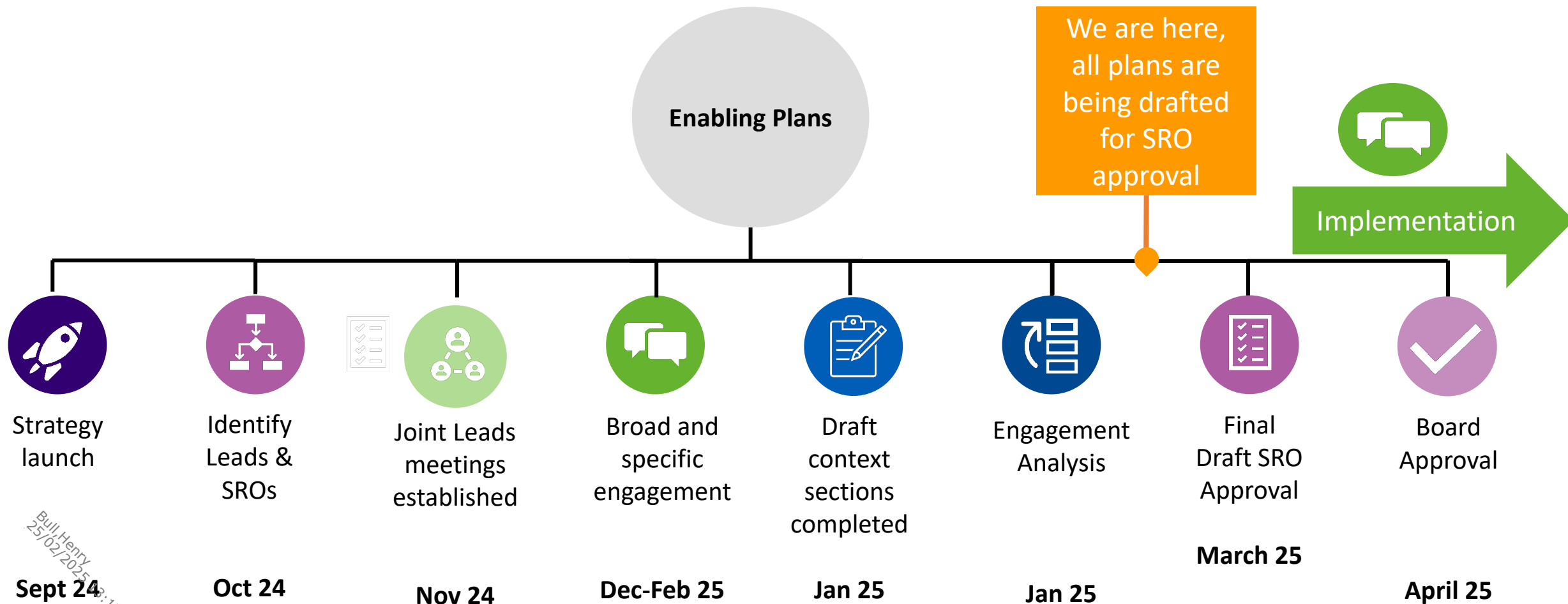
- The Joint Strategy will be delivered through five enabling plans as shown
- Each Enabling Plan will support the trusts' in translating the strategic objectives into meaningful action
- Each plan has the option to develop an annual plan to enable iteration

*Development of a system digital plan

- Plans developed at the same time to ensure read across, with regular touchpoints
- Driver diagrams will be utilised to share the combined and individual contributions to the strategic objectives
- Programme Plan has offered structure, with flexibility to capture differences between plans
- Each plan has considered the context, previous engagement (ICS 100 conversations, joint strategy engagement etc.)

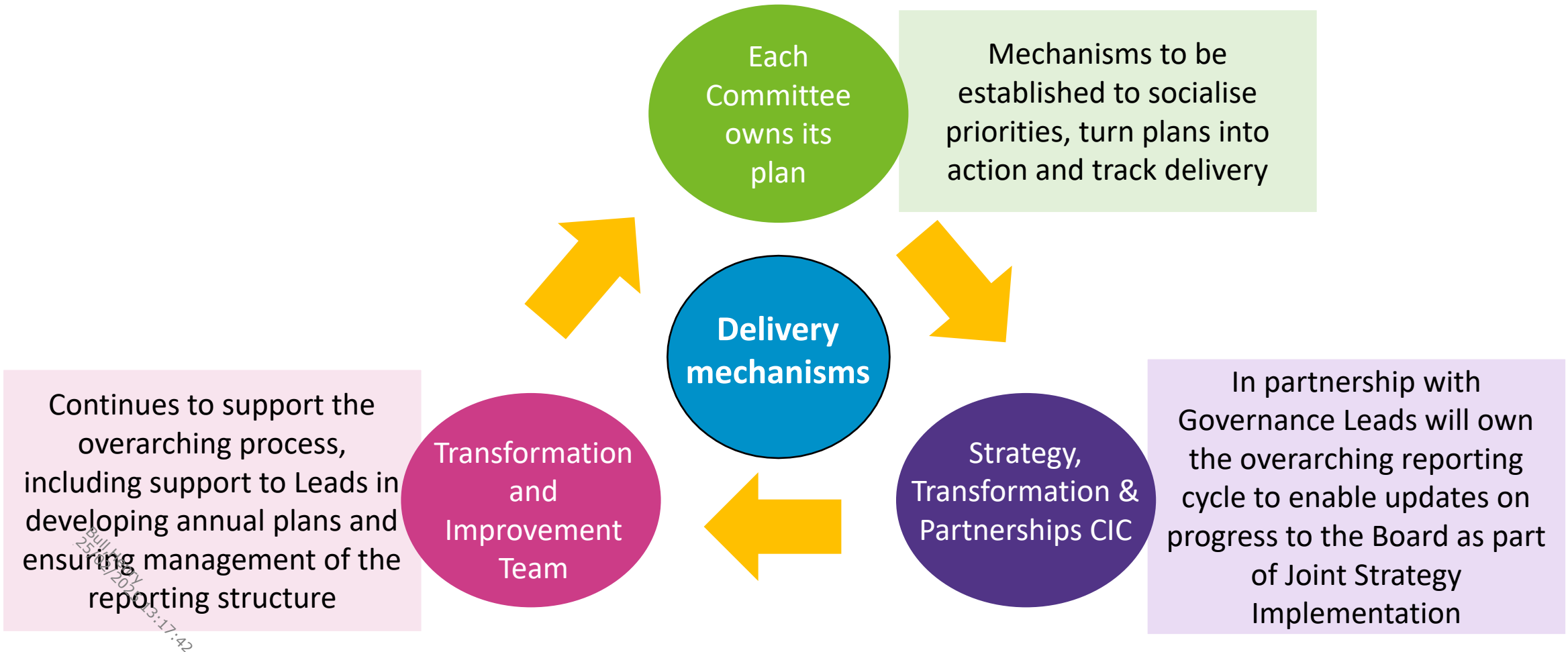
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Key Activities



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High-Level Approach to Delivery



Report to	Council of Governors	
Date of Meeting	3 rd March 2025	
Report Title	Trust Constitution 2025 Review and Update	
Prepared By	Claire Lea, Director, Charis Consultants Limited	
Approved by Accountable Executive	Jenny Horrabin, Joint Executive Director of Corporate Affairs	
Previously Considered By	Council of Governors Constitutional Review Working Group – 25 th November 2024, 16 th January 2025 (both held jointly with the DHC working group) and a final Trust only session on 21 st January 2025	
Action Required	Approval	Y
	Assurance	Y
	Information	N

Alignment to Strategic Objectives	Does this paper contribute to our strategic objectives? <i>Delete as required</i>	
Care	Yes	
Colleagues	Yes	
Communities	Yes	
Sustainability	Yes	
Implications	Describe the implications of this paper for the areas below.	
Board Assurance Framework	No implications	
Financial	No implication.	
Statutory & Regulatory	An up-to-date Constitution that reflects the system working expectations of the Health and Care Act 2022 (2022 Act) and the NHS Providers Code of Governance (2022 Code) provides a solid foundation for up-to-date governance arrangements in line with current requirements.	
Equality, Diversity & Inclusion	The Trust's commitment to EDI is strengthened by an up-to-date Constitution which upholds the best practice principles of governance	
Co-production & Partnership	The Constitution is required to be approved jointly by the Board and the Council. Governors have been directly involved in the production of the revised Constitution. There are clear expectations and frameworks within the document that support working in partnership and co-production.	

Executive Summary
<p>The Council of Governors is being asked to approve the changes to the Constitution and Annexes set out in the report.</p> <p>The paper sets out the recommended changes to the Trust's Constitution and associated Annexes. The changes will bring the document in to line with latest legislative requirements and best practice governance. The intention has also been to align the Constitution with that of Dorset HealthCare University NHS Foundation Trust (DHC) to further support the commitment between the two organisations to joint working and collaboration.</p>

Charis Consultants Limited and its director, Claire Lea, was commissioned to undertake the review to add additional capacity to the corporate governance team. Claire has worked with both Councils previously in their induction and development training.

The review work has considered the Constitutions of both Trusts and then compared them against one of the most recently updated Constitutions available in the public domain. Liverpool University Hospitals NHS Foundation Trust (Liverpool) updated their constitution in October 2024, and they have committed to working jointly with Liverpool Women's Hospital NHS Foundation Trust in a group model. This means their October 2024 Constitution has been updated to reflect joint working arrangements and the making of joint board appointments.

The review identified a lot of minor discrepancies between the two documents and also a considerable difference in the layout of the material and style of presentation. To address this, both Trusts have taken a fresh approach and now follow the format set out by Liverpool. This provides an aligned document for both Trusts which will help the Board, Council and the governance team.

To achieve this using a tracked changes approach on each existing Constitution would have made for an untenable document for the Board and Council to so consider, so the Liverpool document has been as the base template. Behind this, there is a full breakdown of the alignment checks that have been carried out to ensure an audit trail in table form which lists every single change from the original constitution. Orphan material which has been removed from the Constitution, has been saved so that it can be added to the induction material provided to new Governors.

The full breakdown of the alignment checks has been worked through with the Council's Constitutional Review Working Group and the resulting changes are recommended with the support and agreement of the Working Group.

Specific to this Trust, the current Constitution and Annexes did not include an Annex covering Additional provisions – Board of Directors, however, much of the appropriate content was elsewhere within the original. Consequently, Annex 5 has been created and included within the revised document.

The most significant change has been the realignment of the public constituency boundaries in line with the parliamentary boundary changes from 2023 and the recommendation to amalgamate the resulting West and South constituencies as well as the North and East Constituencies. This is recommended to alleviate the level of vacancies in some of the current public constituencies. Further detail is provided below in the rationale for change set out in the table for Annex 1.

The other major area for discussion concerned the eligibility of Staff Governors for the Lead Governor role. The Working Group discussed this at some length weighing the equitable treatment of all governors against potential conflicts of interest and maintaining the independence of the Lead Governor role. This was also a major area of discussion for DHC who on balance agreed to maintain the ineligibility of Staff Governors to stand as Lead Governor. The recommendation for DCH is aligned to this position.

There has also been discussion relating to the removal of a seat at Council for an Appointed Governor representing the Integrated Care Board. As set out in Annex 3 this has been reallocated to the Partner Organisations by increasing the number of national/regional health care seats from 3 to 4. The recommendation goes further that one of these four seats should be allocated to a partner organisation who could ensure learning disability and autism representation at the Council.

The Working Group also made suggestions as to the partner organisations who might fill the remaining 3 seats to provide a greater range of diverse voices being heard at Council. These included Healthwatch, Marie Curie, St Johns Ambulance, Maternity Voices and Youth Voice. There is no requirement to decide on these partner organisation in order to approve the Constitution and Annexes, but there should be an action listed for a future Council meeting to discuss and agree which organisations should be invited to be partner organisations (i.e. willing to appoint a representative to act as Appointed Governors).

The revision has also included updating and aligning the Standing Orders for the Board of Directors. These do not require Council approval and will be included within Annex 7 when approved by the Audit Committee and Board as required by the Constitution.

The changes outlined in the Constitution fall into three categories :-

Yellow highlighted text – is required as the content was missing or inaccurate in the current version

Turquoise highlighted text – is required due to recent legislation e.g creation of integrated care systems

Green highlighted text – recommended for alignment with DCH

The significant changes and their rationale are set out in the report.

Recommendation

Members are requested to:

- **Approve** the Constitution and its Annexes with Annex 7 being inserted by the Board in the final version
- **Agree** the creation of an action point for a future Council meeting to discuss and agree who should be invited to be partner organisations (i.e. willing to appoint a representative to act as Appointed Governors).

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Trust Constitution 2025 Review and Update

Executive Summary

The paper sets out the recommended changes to the Trust's Constitution and associated Annexes. The changes will bring the document in to line with latest legislative requirements and best practice governance.

The intention has also been to align the Constitution with that of Dorset Healthcare University NHS Foundation Trust (DHC) to further support the commitment between the two organisations to joint working and collaboration.

The review work has considered the Constitutions of both Trusts and then compared them against one of the most recently updated Constitutions available in the public domain. Liverpool University Hospitals NHS Foundation Trust (Liverpool) updated their constitution in October 2024, and they have committed to working jointly with Liverpool Women's Hospital NHS Foundation Trust in a group model. This means their October 2024 Constitution has been updated to reflect joint working arrangements and the making of joint board appointments.

Specific to this Trust, the current Constitution and Annexes did not include an Annex covering Additional provisions – Board of Directors, however, much of the appropriate content was elsewhere within the original. Consequently, Annex 5 has been created and included within the revised document.

Orphan material which has been removed from the Constitution, has been saved so that it can be added to the induction material provided to new Governors.

The most significant change has been the realignment of the public constituency boundaries in line with the parliamentary boundary changes from 2023 and the recommendation to amalgamate the resulting West and South constituencies as well as the North and East Constituencies. This is recommended to alleviate the level of vacancies in some of the current public constituencies. Further detail is provided below in the rationale for change set out in the table for Annex 1.

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There has also been discussion relating to the removal of a seat at Council for an Appointed Governor representing the Integrated Care Board. As set out in Annex 3 this has been reallocated to the Partner Organisations by increasing the number of national/regional health care seats from 3 to 4. The recommendation goes further that one of these four seats should be allocated to a partner organisation who could ensure learning disability and autism representation at the Council.

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Green highlighted text – recommended for alignment with DCH

The full breakdown of the alignment checks has been worked through with the Council's Constitutional Review Working Group and the resulting changes are recommended with the support and agreement of the Working Group.

1. Introduction

- 1.1. The constitution is one of the most important documents within any foundation trust and all foundation trusts are required to have one
- 1.2. A foundation trust's constitution contains detailed information about how that foundation trust will operate. It sets out, for example, the foundation trust's membership area, gives information on the various membership constituencies, and determines the size and composition of the board of directors and the council of governors. It also prescribes the rules by which any election to the council of governors is to be conducted.
- 1.3. Having clear rules about how the organisation operates offers assurance to patients and service users that the governance of the foundation trust is sound.
- 1.4. There is a model foundation trust constitution prescribed by legislation which requires certain aspects of the constitution to be in place, other aspects are left to the Board of Directors and Council of Governors to agree locally.
- 1.5. Any amendments to the constitution require the approval by majority vote of both the board of directors and the council of governors so it is vital that governors are satisfied that they understand what it is that they are being asked to approve.

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- 1.6. Foundation trusts are required, both in law and as part of their provider licence, to inform the regulator of the changes but it has no role in determining whether the constitution is legally compliant.
- 1.7. Once the board and council have approved the changes, they take immediate effect. The revised constitution should then be circulated to all directors and governors for information, and a copy sent to the regulator within 28 days of approval (this is the later of the two dates on which the board and council approved the changes). Copies on the foundation trust's website should also be updated.

2. The rationale for change

Constitution – Paragraph	Rationale for change
4.1 and 4.6 – 4.14	The 2022 Act sets out the statutory duties for system working. These changes reflect the changes brought in by the Act and in particular provide for joint working
4.4 & 4.5	The powers in relation to the Mental Health Act were missing from the current version and are set out here to address that gap.
4.6 – 4.13	Provisions relating to joint working as required by the 2022 Act were missing and these have now been added.
5.2	The Secretary's responsibility to decide on eligibility for constituency membership was missing in the current version and this addresses that gap
8.3.1	Confirming that seconded staff would meet the staff threshold for the staff constituency to align with DHC.
8.9	Current provision allowed staff to opt out of staff membership and elect to be public members has been removed. This poses a conflict of interest and has been removed.
10.2	Provision reinforcing that staff can only apply to be staff governors as per 8.9 above.
12.4	Removal of provision for an appointed governor to represent the ICB due to the agreed conflict of interest. See later in Annex 3 for overall changes to composition.
13.1	Provision added to clarify it is the Board's decision as to which voting method is used based on the Model Election Rules. This aligns the election process with DHC.
13.2 & 13.3	This updates the clause for Election Rules to include NHS Providers and that changes therein do not lead to a change in the Constitution.
14.2	Clarifies that moving house into a new constituency would be grounds for ceasing to hold office as an elected governor.
14.4	Clarifies start of tenure for appointed governor to align with elected governors.
14.7	The provision of a 1 year break in the calculation of consecutive years of office for elected and appointed governors was missing from the current version.
15.1.5	Governors must be 16 years of age as aligned to DHC. Previously was 18 for DCH.
17.1	The DCH Constitution provides the Chair with a casting vote at Council meetings. The current version allows for the Lead Governor to chair the Council meeting which is not in line with good practice (Code 2022) and this has been removed.

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	The Working Group recommended that the alignment and removal.
19.1-19.3	The Monitor Panel for governors is no longer in existence and should not be included. Para to be removed with all subsequent numbering adjusted and cross referenced.
23.2	Changes to Board composition provide a numerical range for Executive (EDs) and Non-Executive Directors (NEDs) in line with current numbers appointed and to provide flexibility going forward.
23.8, 23.9	Clarification of the role of Associate NEDs and non-voting EDs on the Board was missing in the current version.
24.1	Statement of the general duty of the Board was missing from the current version.
27.2	The DCH Constitution already provided for the Board appointment of a SID in consultation with Council. Clarity of the role was missing from the current version.
30.2	The statutory requirement to send a copy of the Board meeting agenda to CoG was missing from the current version.
31.1	Alignment of process for varying and amending BoD's Standing Orders with para 12.3 of the Constitution and 4.42 of Annex 7 was missing from the current version.
33.3	The Code 2022 specifies the composition of the Nominations and Remuneration Committee for the Council of Governors, as well as the tenure for NEDs.
37.2	A full list of the documents available for public inspection is missing in the current version. This is corrected here.
38.3	The clause relating to the Auditor was missing in the current version and these changes address that gap
38.5	Removal of approval by Council of the Board resolving to carry out additional services. This is the role of the Audit Committee.
39.1 and 39.2	The Code 2022 specifies membership and chairing of the Audit Committee
40.6	Responsibilities of the Accounting Officer was missing in the current version and these changes address that gap
45.3 – 45.6	Definition of significant transaction increased from 20% to 25% and mirrored by DHC. Also the Code 2022 requires a written statement of reasons if approval is denied and this is missing in the current version.

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Annex 1 -	Public Constituency
	<p>There is a recommended re-structure of constituencies to address hard to recruit to constituencies in the current structure. The recommendation is to move from five public constituencies to three.</p> <p>This would create an amalgamated West and South Public Constituency with 11 seats on Council) that follows the new parliamentary boundaries (i.e. including Weymouth and Portland) and would also include 3 electoral wards from the Mid Dorset and North Poole parliamentary constituency.</p> <p>The recommendation also includes creating an amalgamated North and East Public Constituency (with 4 seats on Council) that also follows the new parliamentary boundaries (i.e. including Puddletown & Lower Winterborne electoral wards) and would also include 7 electoral wards from the Mid Dorset and North Poole and old East Dorset parliamentary constituencies)</p> <p>The third public constituency of South Somerset and Rest of England remains unchanged.</p> <p>The recommendation is based on the footprint of the community served by DCH as the main provider of acute hospital services to a population of around 300,000, living within Weymouth and Portland, the west and north of Dorset, and Purbeck. DCH also provides renal services for patients throughout Dorset and South Somerset; a total population of 850,000.</p> <p>The allocation of seats to the two recommended revised public constituencies also seeks to mirror the population and electorate numbers in the parliamentary constituencies across the county.</p>

Annex 3 -	Composition of Council of Governors
	<p>The requirement for a majority of public governors was missing in the current version although true in practice.</p> <p>The Working Group discussed and recommended that the organisations represented by the Appointed Governors should be reviewed and the appointed governor for the ICB should be reallocated to a partnership organisation to provide for a learning disability and autism representative (organisation tbc).</p> <p>There were also discussions about other partner organisations that may be approached – these included:</p> <ul style="list-style-type: none"> Healthwatch Marie Curie St Johns Ambulance Maternity Voices Youth Voice <p>The table also summarises the changes to the public constituencies. There is no requirement to change the number of public governors to maintain the majority requirement above. This would maintain the total of 28 governors.</p>

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Annex 4 – paragraph	Additional Provisions – Council of Governors
1	The current version provided for 28 days which is onerous when trying to encourage active membership and reduces access to voting rights. Reduced to 7 days.
2	Current version was silent on process for appointing Appointed Governors, this is addressed here.
3 & 4	Clarity on additional duties, term of office and re-appointed for Lead Governor as this was missing from the current version.
5.1	Restriction on governors from other trusts being able to stand as a governor has been removed to help address recruitment challenges.
5.3, 5.10, 5.11, 5.14, 5.15	Ineligibility criteria for a governor (Liverpool benchmark) were missing from the current version i.e. final written warning, relationships, company director disqualification, fit and proper person regs, Sexual Offences Act, Safeguarding Vulnerable Adults Act 2006
6.2	Clarity on failing to attend meetings was missing from the current version. Failure to attend increased to three meetings from 2.
7	Grounds for removal of governor clarified
9	Process for disqualification of governors and subsequent appeal clarified
10, 11	Process for removal of governors and subsequent appeal clarified including the DCH current provision for a Standards Committee as part of that process. This will be aligned to a SOP in this regard which will require the approval of Council in due course.
12	Change the vote needed to remove a governor from 2/3rds to a majority.
13	Eligibility to stand after disqualification or removal added in as missing in the current version.
16	Additional opportunity to offer vacancies to maximise the election results
17	Clarity on the length of tenure
18-20	Declarations added in as missing from the current version and aligned to DHC.

Annex 5 – paragraph	Additional Provisions – Board of Directors
	No equivalent Annex in DCH original but this amalgamates the relevant content
1	Alignment of membership strategy with NED appointments (Liverpool benchmark). This was missing in the current version.
3	Role in identifying candidates was missing from the current version.
4	Clarity of attendance of CEO at Nominations Committee was missing in the current version.
6	Appraisal requirement for NED re-appointment was missing in the current version.
7-10	Process and grounds for removal of Chair and NEDs missing in the current version.
11	Ineligibility criteria for a director (Liverpool benchmark) were missing from the current version i.e. re suspension from healthcare profession, removal from register of medical practitioners, failure to disclose an interest, Sexual Offences Act, Safeguarding Vulnerable Adults Act 2006 etc
14-16	The Code 2022 requirement for Secretary

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Annex 6 - paragraph	Standing Orders for Council of Governors
1.2	Primacy of constitution missing from the current version
2.1	Cross reference to Constitution and process for amendment missing in the current version
3.3	Appointment of SID as point of contact missing from the current version
4.1.5 (& 4.17.3)	Ability to hold virtual meetings using video or computer link added as missing in the current version.
4.1.6	Requiring an ED to attend a Council meeting missing from the current version
4.2.1	Provision to include the Secretary's right to call a council meeting missing from the current version
4.2.2	Decisions taken in good faith missing from the current version.
4.3.1	Schedule of dates, times and venues to be provided (Liverpool benchmark).
4.5	Clarity on chairing CoG meetings and conflicts included as missing from the current version. Right of a governor to chair COG has been removed as not allowed within the model constitution.
4.10	This is current custom and practice but the current version is silent. Update to support custom and practice
4.14	Clarity on process for amending Council's standing orders. This is missing in the current version. Approval changed from 2/3rds to a majority.
4.17	The Working Group recommended the quorum for Council meetings be reduced to ten governors from a third of all governors to help with quoracy due to vacancies being carried
5.1	Expands power of Council to appoint committees with governors and adds Directors and other persons
7.2, 7.5	Definition of material interests and the power to remove a governor who fails to disclose a material interest – both were missing in the current version
9.1 & 9.2	Compliance was missing Standards of business Conduct and the Standing Financial Instructions.
10.1 – 10.9	Process for resolving disputes between Board and Council was missing in the current version. This recommendation taken from the Liverpool benchmark
11	The requirement to annually review council performance was missing from the current version.

Annex 7 – paragraph	Standing Orders for Board of Directors
	Integrate the Board of Directors Standing Orders here once approved by the Board

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Annex 8 -	Further provisions relating to members
2	Responsibility of member to ensure eligibility was missing in the current version
4.7	Right of appeal for expelled members. This is missing in the current version
5.1.1	Requirement to have and to pursue a membership strategy - it is custom and practice, but the current version is silent on this.
5.2 & 5.3	Current version silent on openness and prohibiting distribution. Added to amend this.
5.6	Dispute resolution for members was missing from current version. Clarified to amend this.

Annex 9 -	Annual Members Meeting
1-16	Current version silent on current custom and practice. This is set out in Annex 9 and aligned with DHC process.

There were no changes in the content of the Annex 10 – Election Rules (prescribed by the Department of Health and Social Care).

The only major areas of difference between the two Dorset constitution following this review would relate to the public constituencies (Annex 1) and the composition of the Council of Governors (Annex 3).

3. Conclusion

- 3.1. The recommended changes have been fully discussed and debated by the Council's Working Group.
- 3.2. Approval of these recommended changes will result in an up-to-date Constitution that is fit for purpose and will support the ongoing commitment to joint working.

4. Recommendations

The Council of Governor is asked to

- 4.1. **Approve** the Constitution and its Annexes with Annex 7 being inserted by the Board in the final version
- 4.2. **Agree** the creation of an action point for a future Council meeting to discuss and agree who should be invited to be partner organisations (i.e. willing to appoint a representative to act as Appointed Governors).

Name and Title of Author: Claire Lea, Charis Consultants Limited

Date: 7th February 2025

5. Appendices

- 5.1. Appendix 1 - Constitution and Annexes v1 February 2025

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25/02/2025 13:17:42

Dorset County Hospital NHS Foundation
Trust

(A Public Benefit Organisation)

CONSTITUTION

Code for reviewing the Constitution update in February 2025.

Yellow highlighted text – is required as it was missing or inaccurate in the current version

Turquoise highlighted text – is required due to recent legislation e.g creation of integrated care systems

Green highlighted text – recommended for alignment with DCH

Certified as a true and up-to-date copy

Signed:

Name:

Position: Joint Executive Director of Corporate Affairs

Date: February 2025

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Introduction

Dorset County Hospital NHS Foundation Trust and Dorset HealthCare University NHS Foundation Trust approved arrangements to establish a group model to support increased joint working and collaboration between the two organisations and the wider system, in line with the powers set out in the Health and Care Act 2022 and with approval from NHS England and NHS Dorset.

To support the joint working, a joint Chair and a joint Chief Executive have been appointed, together with joint Non-Executive Directors and Joint Executive Directors. In line with current legislation, both Trusts remain as individual statutory organisations with individual Constitutions. Therefore, for the purposes of this document, references to the Chair and Chief Executive, and other joint roles on the Board of Directors, will remain singular and not 'joint' or 'group'.

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Interpretation and definitions

- 1.1 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 and Health and Care Act 2022.
- 1.2 A reference to legislation or to a legislative provision shall be to that legislation or legislative provision as it is in force, amended or re-enacted from time to time.
- 1.3 Headings are for ease of reference only and are not to affect interpretation.
- 1.4 Words importing the singular shall import the plural and vice-versa.
- 1.5 "Notice" is deemed served within 24 hours if by electronic means or within 72 hours if by first class post.
- 1.6 In addition, in this Constitution:

the **2006 Act** is the National Health Service Act 2006;

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

the **2022 Act** is the Health and Care Act 2022;

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 11 of the Constitution;

Appointed Governor means an appointed representative from a key stakeholder; **Constitution** means this Constitution and all annexes to it;

Constitution means the Constitution together with its annexes

Elected Governors means the Public Governors and Staff Governors;

Executive Director means a Director appointed by the relevant Committee of the Board who is a full or part-time employee of the Trust or the holder of an executive office

Non-Executive Director means a Director appointed by the Council of Governors who is not a full or part-time employee of the Trust or the holder of an executive office

Public Governor means a public Governor elected;

Staff Governor means a staff Governor elected;

NHSE is the body corporate known as NHS England, as provided by Section 1H of the 2006 Act.

Secretary means the Company Secretary of the Trust, or any other person appointed to perform the duties of the Company Secretary, including a joint, assistant or deputy secretary;

the **Trust** is defined in paragraph 2 of the Constitution.

Name

- 2.1 The name of the Trust is Dorset County Hospital NHS Foundation Trust ("the Trust").

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.

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- 3.4 The Trust may also carry on activities other than those mentioned in the above paragraph for the purpose of making additional income available in order to better carry on its principal purpose.
- 3.5 The Trust may carry out research in connection with the provision of healthcare and make facilities and staff available for the purposes of education, training or research carried on by others.

Powers

- 4.1 The powers of the Trust are set out in the 2006 Act, updated in the Health and Social Care Act 2012 and the Health and Care Act 2022
- 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.
- 4.4 Subject to 4.5 and as otherwise provided by section 45 of the Mental Health Act 2007, any of these powers may be delegated to a committee of Directors or to an executive director.
- 4.5 The Board of Directors may authorise any three or more persons each of whom is neither:
 - 4.5.1 an executive director of the Trust; nor
 - 4.5.2 an employee of the Trustto exercise powers conferred on the Trust by Section 45 of the Mental Health Act 2007.
- 4.6 The Trust may enter into arrangements for the carrying out, on such terms as the Trust considers appropriate, of any of its functions jointly with any other person.
- 4.7 The Trust may arrange for any of the functions exercisable by the Trust to be exercised by or jointly with any one or more of the following:
 - 4.7.1 A relevant body;
 - 4.7.2 A local authority within the meaning of section 2B of the 2006 Act;
 - 4.7.3 A combined authority within the meaning of section 65Z5 of the 2006 Act
- 4.8 The Trust may also enter into arrangements to carry out the functions of another relevant body, whether jointly or otherwise.
- 4.9 Where a function is exercisable by the Trust jointly with one or more of the other organisations mentioned at paragraph 4.7, those organisations and the Trust may:
 - 4.9.1 Arrange for the function to be exercised by a joint committee of theirs;
 - 4.9.2 Arrange for the Trust, one or more of those other organisations, or a joint committee of them, to establish and maintain a pooled fund in accordance with section 65Z6 of the 2006 Act.
- 4.10 The Trust must exercise its functions effectively, efficiency and economically.
- 4.11 In making a decision about the exercise of its functions, the Trust must have regard to all likely effects of the decision in relation to:
 - 4.11.1 The health and well-being of (including inequalities between) the people of England;
 - 4.11.2 The quality of services provided to (including inequalities between benefits obtained by) individuals by or in pursuance of arrangements made by relevant bodies for or in connection with the prevention, diagnosis or treatment of illness, as part of the health service in England;
 - 4.11.3 Efficiency and sustainability in relation to the use of resources by relevant bodies for the purposes of the health service in England.
- 4.12 In the exercise of its functions, the Trust must have regard to its duties under section 63B of the 2006 Act (complying with targets under section 1 of the Climate Change Act 2008 and section 5 of the Environment Act 2021, and to adapt any current or predicted impacts of climate change in the most recent report under section 56 of the Climate Change Act 2008).
- 4.13 For the purposes of this section, "relevant body" means NHSE, an integrated care board, an NHS Trust, a NHS foundation Trust (including the Trust) or such other body as may be prescribed under section 65Z5(2). "Relevant bodies" means two or more of these organisations as the context requires.

- 4.14 The arrangements under this paragraph 4 shall be in accordance with:
- 4.14.1 any applicable requirements imposed by the 2006 Act or regulations made under that Act;
 - 4.14.2 any applicable statutory guidance that has been issued and
 - 4.14.3 otherwise on such terms as the Trust sees fit.

Membership and constituencies

- 5.1 The Trust shall have members, each of whom shall be a member of one of the following constituencies:
- 5.1.1 a public constituency; or
 - 5.1.2 the staff constituency.
- 5.2 In the case of a dispute as to which constituency an individual is eligible to be a member, the Secretary shall determine the issue. The Secretary's decision on these matters is final.

Application for membership

- 6.1 An individual who is eligible to become a member of the Trust may do so on application to the Trust. A person shall become a member of the Trust from the date that they are entered onto the Trust's register of members, subject to paragraph 7, 8 and 9 of this Constitution.

Public Constituency

- 7.1 An individual who lives in an area specified in Annex 1 as the 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.

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 They are employed by the Trust under a contract of employment which has no fixed term or has a fixed term of at least 12 months; or
 - 8.1.2 They have been continuously employed by the Trust under a contract of employment for at least 12 months.
- 8.2 Individuals, who exercise functions for the purposes of the Trust, otherwise than under a contract of employment with the Trust, may become or continue as members of the staff constituency provided such individuals have exercised these functions continuously for a period of at least 12 months.
- 8.3 For the avoidance of doubt:-
- 8.3.1 Seconded staff. Seconded staff are individuals whose contract of employment remains with another employer, but who are seconded to and line-managed by the Trust.
 - 8.3.2 Individuals who assist or provide services to the Trust on a voluntary basis do not fall within the definition of individuals who exercise functions for the purposes of the Trust and are not eligible for membership of the Staff Constituency.
 - 8.3.3 Those working for a partnership organisation, based at the Trust, including staff with honorary contracts at the Trust fall within the definition of individuals who exercise functions for the purposes of the Trust.
- 8.4 Those individuals who are eligible for membership of the Trust by reason of the previous provisions are referred to collectively as the Staff Constituency.
- 8.5 The Staff Constituency will not be divided into classes and shall comprise individuals who are eligible for membership of the Staff Constituency.

- 8.6 An individual may not become a member of the Staff Constituency of the Trust pursuant to paragraph 8 if they exercise functions solely for the purposes of a hosted service of the Trust, whether or not they are employed by the Trust.
- 8.7 For the purposes of paragraph 8.5, a “hosted service” means a service or business that is hosted by the Trust and which operated with a degree of autonomy within the Trust. The Secretary shall maintain a list of all hosted services within the Trust.
- 8.8 The minimum number of members in the Staff Constituency is specified in Annex 2.
- ~~8.9 Employees that have opted out of membership must apply to the Trust if they wish to be reinstated as a Public Constituency member and the application will be accepted by the Trust.~~

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 they inform the Trust that they do not wish to do so.

Restriction on Trust membership

- 10.1 An individual who is a member of a constituency may not while membership of that constituency continues, be a member of any other constituency.
- 10.2 An individual who satisfies the criteria for membership of the Staff Constituency may not become or continue as a member of any constituency other than the Staff Constituency.
- 10.3 The Trust Secretary shall, in accordance with the 2006 Act and the Constitution, determine the constituency of which an individual is eligible to be a member.
- 10.4 An individual must be at least 16 years old to become a member of the Trust.
- 10.5 Further provisions as to the circumstances in which an individual may not become or continue as a member of the Trust are set out in Annex 8 – Further Provisions relating to Members.

Annual Members’ Meeting

- 11.1 The Trust shall hold an annual meeting of its members (‘Annual Members’ Meeting’). The Annual Members’ Meeting shall be open to members of the public.
- 11.2 Further provisions about the Annual Members’ Meeting are set out in Annex 9 – Annual Members’ Meeting.

Council of Governors – composition

- 12.1 The Trust is to have a Council of Governors, which shall comprise both elected Governors and appointed Governors.
- 12.2 The composition of the Council of Governors is specified in Annex 3. The aggregate number of Public Governors is to be more than half the total number of Governors.
- 12.3 The members of the Council of Governors, other than the appointed Governors, shall be chosen by election by their constituency. The number of Governors to be elected by each constituency is specified in Annex 3.
- ~~12.4 At least one Governor must be appointed by an Integrated Care Board within which the Trust provides goods or services~~

Council of Governors – election of Governors

- 13.1 Elections for elected members of the Council of Governors shall be conducted in accordance with the Model Election Rules. The Board of Directors will decide which of the two voting methods set out in the Model Rules for Elections is to be used.
- 13.2 The Model Election Rules as published from time to time by NHS Providers form part of this Constitution. The Model Election Rules current at the date of their adoption under this Constitution are specified in Annex 10.

- 13.3 A subsequent variation of the Model Election Rules by NHS Providers, or any other subsequent body with authority to do so, shall not constitute a variation of the terms of this Constitution for the purposes of paragraph 44 of the Constitution (amendment of the Constitution). For the avoidance of doubt, the Trust cannot amend the Model Rules.
- 13.4 An election, if contested, shall be by secret ballot.

Council of Governors - tenure

- 14.1 An elected Governor may hold office for a period not exceeding three years commencing from the date of the Council of Governors Meeting at which their election is announced.
- 14.2 An elected Governor shall cease to hold office if they cease to be a member of the constituency by which they were elected. For the avoidance of doubt, this includes a Governor moving their principal residence from one public constituency to another.
- 14.3 Subject to 14.7, an elected Governor shall be eligible for re-election at the end of their term.
- 14.4 An appointed Governor may hold office for a period not exceeding three years commencing from the Council of Governors Meeting at which their appointment is announced.
- 14.5 An appointed Governor shall cease to hold office if the appointing organisation withdraws its sponsorship of them.
- 14.6 Subject to 14.7, an appointed Governor shall be eligible for re-appointment at the end of their term.
- 14.7 A Governor (whether elected or appointed) may not hold office for more than nine consecutive years, and shall not be eligible for re-election or re-appointment, whichever the case may be, if they have already held office for more than six consecutive years. For the purposes of this paragraph 14, years of office are consecutive unless there is a break of at least 1 year between them. For the avoidance of doubt, this paragraph applies to the tenure of any permutation or combination of office as an elected or appointed Governor.

Council of Governors – disqualification and removal

- 15.1 The following may not become or continue as a member of the Council of Governors:
- 15.1.1 a person who has been made bankrupt or whose estate has been sequestrated and (in either case) has not been discharged;
 - 15.1.2 a person in relation to whom a moratorium period under a debt relief order applies under Part 7A of the Insolvency Act 1986;
 - 15.1.3 a person who has made a composition or arrangement with, or granted a Trust deed for, their creditors and has not been discharged in respect of it;
 - 15.1.4 a person who within the preceding five years has been convicted in the British Islands of any offence if a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine) was imposed on them.
 - 15.1.5 Governors must be at least 16 years of age at the date they are nominated for election or appointment.
 - 15.1.6 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 4. Provision for the removal of Governors is also set out in Annex 4.

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Council of Governors – duties of Governors

- 16.1 The general duties of the Council of Governors are:
 - 16.1.1 to hold the Non-Executive Directors individually and collectively to account for the performance of the Board of Directors, and
 - 16.1.2 to represent the interests of the members of the Trust as a whole and the interests of the public.
- 16.2 The Trust must take steps to secure that the Governors are equipped with the skills and knowledge they require in their capacity as such.
- 16.3 Further provisions about the duties of Governors are set out in Annex 4.

Council of Governors – meetings of Governors

- 17.1 The Chair of the Trust (i.e. the Chair of the Board of Directors, appointed in accordance with this Constitution) or, in their absence, the Vice Chair (appointed in accordance with the provisions of this Constitution), or, in their absence, one of the Non-Executive Directors, shall preside at meetings of the Council of Governors. If the person presiding at any such meeting has a conflict of interest in relation to the business being discussed, a Non- Executive Director will chair that part of the meeting. The Chair of the meeting shall have the casting vote.
- 17.2 Meetings of the Council of Governors shall be open to members of the public unless the Council of Governors decides otherwise in relation to all or part of a meeting for special reasons which may include for reasons of commercial confidentiality. The Chair may exclude members of the public from a meeting if they are interfering with or preventing the proper conduct of the meeting.
- 17.3 For the purposes of obtaining information about the Trust's performance of its functions or the Directors' performance of their duties (and deciding whether to propose a vote on the Trust's or Directors' performance), the Council of Governors may require one or more of the Directors to attend a meeting.

Council of Governors – Standing Orders

- 18.1 The standing orders for the practice and procedure of the Council of Governors are attached at Annex 6. Amendment of these Standing Orders is subject to the provisions of paragraph 4.14 in Annex 6.

~~Council of Governors – referral to the Panel [this will be deleted as the Panel no longer exists and all cross referencing updated due to re-numbering]~~

- ~~19.1 In this paragraph, "the Panel" means a panel of persons appointed by NHS England to which a Governor of the Trust may refer a question as to whether the Trust has failed or is failing:~~
 - ~~19.1.1 to act in accordance with its Constitution; or~~
 - ~~19.1.2 to act in accordance with provision made by or under Chapter 5 of the 2006 Act.~~
- ~~19.2 A Governor may refer a question to the Panel only if more than half of the members of the Council of Governors voting approve the referral.~~
- ~~19.3 Without prejudice to the ability of a Governor to make a referral to the Panel, the Trust must take steps to secure that Governors are able to access support and / or advice, as and where necessary, to enable them to fulfil their duties.~~

Council of Governors - conflicts of interest of Governors

- 20.1 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 they become 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.

Council of Governors – travel expenses

- 21.1 The Trust may pay travelling expenses to members of the Council of Governors at rates determined by the Trust. Other expenses, if wholly incurred to allow attendance, may be paid as determined by the Trust as follows:
- 21.1.1 Child care expenses actually incurred and receipted;
 - 21.1.2 Carer expenses actually incurred and receipted;
 - 21.1.3 The Trust will not remunerate Governors for loss of earnings.

Council of Governors – further provisions

- 22.1 Further provisions with respect to the Council of Governors are set out in Annex 4.

Board of Directors – composition

- 23.1 The Trust is to have a Board of Directors, which shall comprise both Executive and Non- Executive Directors.
- 23.2 The Board of Directors is to comprise:
- 23.2.1 a Non-Executive Chair;
 - 23.2.2 no less than five and no more than 8 other voting Non-Executive Directors; and
 - 23.2.3 no less than five and no more than 8 voting Executive Directors, provided that, at all times, the number of independent Non-Executive Directors (excluding the Chair) equals or exceeds the number of Executive Directors.¹
- 23.3 One of the Executive Directors shall be the Chief Executive.
- 23.4 The Chief Executive shall be the Accounting Officer.
- 23.5 One of the Executive Directors shall be the Chief Finance Officer.
- 23.6 One of the Executive Directors is to be a registered medical practitioner (or a registered dentist (within the meaning of the Dentists Act 1984).
- 23.7 One of the Executive Directors is to be a registered nurse or a registered midwife.
- 23.8 The Board shall determine whether each Non-Executive Director is independent in character and judgment and whether there are relationships or circumstances which are likely to affect, or could appear to affect, the non-executive director's judgment. The Board shall disclose in the annual; report each Non-Executive Director it considers to be independent.²
- 23.9 The Board may also appoint up to two Associate Non-Executive Directors and up to two non-voting Executive Directors to support the Board succession strategy, diversity and achieving a balance of Board level skills. Such Directors cannot participate in any formal vote at Board.

Board of Directors – general duty

- 24.1 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.

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

- 25.1 A person may be appointed as a Non-Executive Director only if:
- 25.1.1 They are a member of a Public Constituency; or
 - 25.1.2 where any of the Trust's Hospital includes a medical or dental school provided by a university, they exercise functions for the purposes of that university; and
 - 25.1.3 They are not disqualified by virtue of paragraph 29 below.

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¹ Code of Governance B.2.7

² Code of Governance B.2.6

Board of Directors – appointment and removal of Chair and other Non-Executive Directors³

- 26.1 The Council of Governors at a general meeting of the Council of Governors shall appoint, reappoint or remove the Chair of the Trust and the other Non-Executive Directors.
- 26.2 Removal of the Chair or another Non-Executive Director shall require the approval of three- quarters of the members of the Council of Governors.
- 26.3 The Council of Governors shall adopt a procedure for appointing/removing the Chair and/or other Non-Executive Directors in accordance with any guidance issued by NHS England.

Board of Directors – appointment of Vice Chair and Senior Independent Director

- 27.1 The Council of Governors shall appoint one of the Non-Executive Directors to be the Vice Chair of the Board of Directors. If the Chair is unable to discharge their office as Chair of the Trust, the Vice Chair of the Board of Directors shall be acting Chair of the Trust.
- 27.2 The Board of Directors shall, following consultation with the Council of Governors, appoint one of the Non-Executive Directors as Senior Independent Director to act in accordance with NHS England's Code of Governance for NHS Provider Trusts (as may be amended and replaced from time to time), and the Board of Director's Standing Orders. The SID should be available to all stakeholders, particularly Governors and members, should they have concerns which they feel unable to resolve via normal channels, such as through contact with the Chair or Chief Executive, or in circumstances in which such contact would be inappropriate.⁴

Board of Directors - appointment and removal of the Chief Executive Officer and other Executive Directors⁵

- 28.1 The Non-Executive Directors shall appoint or remove the Chief Executive Officer.
- 28.2 The appointment of the Chief Executive shall require the approval of the Council of Governors.
- 28.3 A committee consisting of the Chair, the Chief Executive and the other Non-Executive Directors shall appoint or remove the other Executive Directors.
- 28.4 The Chief Executive may appoint one of the Executive Directors as Deputy Chief Executive, subject to the approval of the Board's Nominations and Remuneration Committee.

Board of Directors – disqualification

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

- 29.1 a person who has been made bankrupt or whose estate has been sequestrated and (in either case) has not been discharged.
- 29.2 a person in relation to whom a moratorium period under a debt relief order applies under Part 7A of the Insolvency Act 1986;
- 29.3 a person who has made a composition or arrangement with, or granted a Trust deed for, their creditors and has not been discharged in respect of it.
- 29.4 a person who within the preceding five years has been convicted in the British Islands of any offence if a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine) was imposed on them.

Further provisions as to the circumstances in which an individual may not become or continue as a member of the Board of Directors are set out at Annex 5.

³ Code of Governance, provision C.2.13

⁴ Code of Governance B.2.11

⁵ Code of Governance, provision B.2.12

Board of Directors – meetings

30.1 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, such as commercial confidentiality.

30.2 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.⁶

Board of Directors – standing orders

31.1 The standing orders for the practice and procedure of the Board of Directors are included at Annex 7. Amendment of these Standing Orders does not require amendment of the Constitution, as the current version of Standing Orders is deemed to prevail. Such amendment to be in accordance with paragraphs 4.42 and 12.3 of Annex 7.

Board of Directors - conflicts of interest of Directors

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

32.1.1 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.

32.1.2 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.

32.2 The duty referred to in paragraph 32.1.1 is not infringed if:

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

32.2.2 The matter has been authorised in accordance with the Constitution.

32.3 The duty referred to in paragraph 32.1.2 is not infringed if acceptance of the benefit cannot reasonably be regarded as likely to give rise to a conflict of interest.

32.4 In paragraph 32.1.2, “third party” means a person other than:

32.4.1 The Trust; or

32.4.2 A person acting on its behalf.

32.5 If a Director has in any way a direct or indirect interest in a proposed transaction or arrangement with the Trust, the Director must declare the nature and extent of that interest to the other Directors.

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

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

32.8 This paragraph does not require a declaration of an interest of which the Director is not aware of or where the Director is not aware of the transaction or arrangement in question.

32.9 A Director need not declare an interest:

32.9.1 If it cannot reasonably be regarded as likely to give rise to a conflict of interest;

32.9.2 If, or to the extent that, the Directors are already aware of it;

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

32.9.3.1 By a meeting of the Board of Directors, or

32.9.3.2 By a committee of the Directors appointed for the purpose under the Constitution.

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⁶ Code of Governance, provision Appendix B 3.3

32.10 For the purposes of paragraph 32.2.2:

- 32.10.1 A matter shall have been authorised in accordance with the Constitution if it has been approved by the Board of Directors (excluding any Director whose interest is the subject of authorisation) on the basis that to do so would be in the best interests of the Trust.
- 32.10.2 The Board of Directors may grant any such authorisation in paragraph 32.10.1 subject to such terms and conditions as the Board of Directors thinks fit.
- 32.10.3 The Board of Directors may decide to revoke or vary any authorisation granted pursuant to paragraph 32.10.1 at any time, but such a decision will not affect anything done by the Director(s) whose interest is the subject of authorisation prior to such revocation or variation.

Board of Directors – remuneration and terms of office

Non-Executive Directors:

- 33.1 The Nominations and Remuneration Committee of the Council of Governors shall be responsible for the appointment process (and setting the terms and conditions) of the Chair and Non-Executive Directors. A full Council of Governors meeting shall consider and approve the Committee's recommended candidate for appointment at its next meeting.
- 33.2 The tenure for Non-Executive Directors shall be set at three years. Any re-appointed Non- Executive Director must have had a formal performance evaluation and continue to demonstrate commitment to the role. Any exceptional term beyond six years (e.g., two three-year terms) should be reviewed robustly and subject to an annual re-appointment process. A Non-Executive Director of the Trust (including the Chair) may not hold office for longer than a maximum of nine years in aggregate in the capacity of either the Chair or a Non-Executive Director of the Trust.⁷
- 33.3 The Nominations and Remuneration Committee of the Council of Governors shall consist of a majority of Governors.⁸

Executive Directors:

- 33.4 The Nominations and Remuneration Committee of the Board of Directors shall be responsible for the appointment of the Chief Executive and other Executive Directors including deciding their remuneration and allowances, and the other terms and conditions of office.⁹

Registers

The Trust shall have (in paper or electronic format):

- 34.1 a register of members showing, in respect of each member, the constituency to which they belong;
- 34.2 a register of members of the Council of Governors;
- 34.3 a register of interests of Governors;
- 34.4 a register of Directors; and
- 34.5 a register of interests of the Directors.

Admission to and removal from the registers

- 35.1 The Secretary shall remove from the register of members the name of any member who they are made aware is no longer entitled to be a member under the provisions of this Constitution.

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⁷ Code of Governance, provision B.4.3

⁸ Code of Governance, provision B.2.6

⁹ Code of Governance, provision B.2.10

Registers – inspection and copies

- 36.1 The Trust shall make the registers specified in paragraph 34 above available for inspection by members of the public, except in the circumstances set out below or as otherwise prescribed by regulations.
- 36.2 The Trust shall not make any part of its registers available for inspection by members of the public which shows details of any member of the Trust, if the member so requests.
- 36.3 So far as the registers are required to be made available:
 - 36.3.1 they are to be available for inspection free of charge at all reasonable times; and
 - 36.3.2 a person who requests a copy of or extract from the registers is to be provided with a copy or extract.
- 36.4 If the person requesting a copy or extract is not a member of the Trust, the Trust may impose a reasonable charge for doing so.

Documents available for public inspection

- 37.1 The following documents will be available for inspection by members of the public free of charge at all reasonable times:
 - 37.1.1 a copy of the current Constitution;
 - 37.1.2 a copy of the latest annual accounts and of any report of the auditor on them; and
 - 37.1.3 a copy of the latest annual report;The Trust should make the above documents available upon request.
- 37.2 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:
 - 37.2.1 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.
 - 37.2.2 a copy of any report laid under section 65D (appointment of Trust special administrator) of the 2006 Act.
 - 37.2.3 a copy of any information published under section 65D (appointment of Trust special administrator) of the 2006 Act.
 - 37.2.4 a copy of any draft report published under section 65F (administrator's draft report) of the 2006 Act.
 - 37.2.5 a copy of any statement provided under section 65F (administrator's draft report) of the 2006 Act.
 - 37.2.6 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 (NHS England's decision), 65KB (Secretary of State's response to NHS England'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.
 - 37.2.7 a copy of any statement published or provided under section 65G (consultation plan) of the 2006 Act.
 - 37.2.8 a copy of any final report published under section 65I (administrator's final report),
 - 37.2.9 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.
 - 37.2.10 a copy of any information published under section 65M (replacement of Trust special administrator) of the 2006 Act.
- 37.3 Any person who requests a copy of or extract from any of the above documents is to be provided with a copy.
- 37.4 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.

Auditor

- 38.1 The Trust shall have an auditor.
- 38.2 The Council of Governors shall appoint or remove the auditor at a general meeting of the Council of Governors.
- 38.3 A person may only be appointed Auditor if they (or in the case of a firm each of its members), is a member of one or more of the bodies referred to in paragraph 23(4) of Schedule 7 of the 2006 Act.
- 38.4 The Auditor shall carry out its duties in accordance with Schedule 10 of the 2006 Act and in accordance with any directions given by NHS England on standards, procedures and techniques to be adopted.
- ~~38.5 The Board of Directors may resolve that its external auditors be appointed to carry out additional services outside the remit of the prescribed Foundation Trust audit work. Any such additional work is to be approved by the Council of Governors in accordance with the Trust's External Auditor Additional Services Policy.~~

Audit Committee

- 39.1 The Trust shall establish a committee of Non-Executive Directors (at least one of whom should have competence in accounting and/or auditing and recent and relevant financial experience¹⁰) as an audit committee. The audit committee will perform such monitoring, reviewing and other functions as are appropriate.
- 39.2 The Trust Chair should not be a member of the Committee and the Vice Chair and Senior Independent Director should not chair the Committee.¹¹

Accounts

- 40.1 The Trust must keep proper accounts and proper records in relation to the accounts.
- 40.2 NHS England may with the approval of the Secretary of State give directions to the Trust as to the content and form of its accounts.
- 40.3 The accounts are to be audited by the Trust's auditor.
- 40.4 The Trust shall prepare in respect of each financial year annual accounts in such form as NHS England may with the approval of the Secretary of State direct.
- 40.5 The functions of the Trust with respect to the preparation of the annual accounts shall be delegated to the Accounting Officer.
- 40.6 The Accounting Officer shall cause the Trust to:
- 40.6.1 Send copies of the annual accounts, and any report of the financial auditor on them, to NHS England; and
- 40.6.2 Once it has done so, lay a copy of the annual accounts, and any report of the financial auditor on them, before Parliament.

Annual report, forward plans and non-NHS work

- 41.1 The Trust shall prepare an Annual Report and send it to NHS England.
- 41.2 The Trust shall give information as to its forward planning in respect of each financial year to NHS England.
- 41.3 The document containing the information with respect to forward planning (referred to above) shall be prepared by the Board of Directors.
- 41.4 In preparing the document, the Directors shall have regard to the views of the Council of Governors.
- 41.5 Each forward plan must include information about:
- 41.5.1 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 out; and
- 41.5.2 the income it expects to receive from doing so.

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¹⁰ Code of Governance provision D.2.1

¹¹ Code of Governance provision D.2.1

- 41.6 Where a forward plan contains a proposal that the Trust carry out an activity of a kind mentioned in paragraph 41.5.1 the Council of Governors must:
 - 41.6.1 determine whether it is satisfied that the carrying out of the activity will not to any significant extent interfere with the fulfilment by the Trust of its principal purpose or the performance of its other functions; and
 - 41.6.2 notify the Directors of the Trust of its determination.
- 41.7 If the Trust 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, it may implement the proposal only if more than half of the members of the Council of Governors of the Trust voting approve its implementation.

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

- 42.1 The following documents are to be presented to the Council of Governors at a general meeting of the Council of Governors:
 - 42.1.1 the annual accounts;
 - 42.1.2 any report of the auditor on them; and
 - 42.1.3 the annual report.
- 42.2 The documents shall also be presented to the members of the Trust at the Annual Members' Meeting by at least one member of the Board of Directors in attendance.
- 42.3 The Trust may combine a meeting of the Council of Governors convened for the purposes of paragraph 42.1 with the Annual Members' Meeting.

Instruments

- 43.1 The Trust shall have a seal.
- 43.2 The seal shall not be affixed except under the authority of the Board of Directors.
- 43.3 The Trust headquarters are at Williams Avenue, Dorchester, Dorset, DT1 2JY.

Amendment of the Constitution¹²

- 44.1 The Trust may make amendments of its Constitution only if:
 - 44.1.1 More than half of the members of the Council of Governors of the Trust voting approve the amendments; and
 - 44.1.2 More than half of the members of the Board of Directors of the Trust voting approve the amendments.
- 44.2 Amendments made under paragraph 44.1 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.
- 44.3 Where an amendment is made to the Constitution in relation to the powers or duties of the Council of Governors (or otherwise with respect to the role that the Council of Governors has as part of the Trust):
 - 44.3.1 At least one member of the Council of Governors must attend the next Annual Members' Meeting and present the amendment; and
 - 44.3.2 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.
- 44.4 Amendments by the Trust of its Constitution are to be notified to NHS England. For the avoidance of doubt, NHS England'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.

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¹² Code of Governance, provision Appendix B 3.5

Mergers etc. and significant transactions

- 45.1 The Trust may only apply for a statutory merger, acquisition, separation or dissolution with the approval of more than half of the members of the Council of Governors.
- 45.2 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.
- 45.3 For the purposes of paragraph 45.2:
- 45.3.1 A significant transaction is an investment or divestment; and
- 45.3.2 A transaction is significant if its value equates to more than 25% of the Trust's:
- 45.3.2.1 gross assets;
- 45.3.2.2 income; or
- 45.3.2.3 gross capital (following completion of the transaction), calculated with reference to the Trust's opening balance sheet for the financial year in which approval is being sought.
- 45.3.3 A statutory transaction under paragraph 45.1 is not a significant transaction for the purposes of paragraph 45.2.
- 45.4 For the avoidance of doubt, for the purposes of paragraph 45.3.1, the term 'transaction' shall not include a contract with a commissioning organisation for the provision of services for the purposes of the health service in England or Wales.
- 45.5 If more than half of the members of the Council of Governors voting decline to approve a significant transaction or any part of it, the Council of Governors must approve a written Statement of Reasons for its rejection, to be provided to the Board of Directors.
- 45.6 Nothing in this paragraph shall prevent the Board of Directors from appropriate engagement with the Council of Governors, as it sees fit, to provide information on any other transaction or arrangement which the Trust may enter, which does not constitute a "significant transaction" as defined within paragraph 45.3.

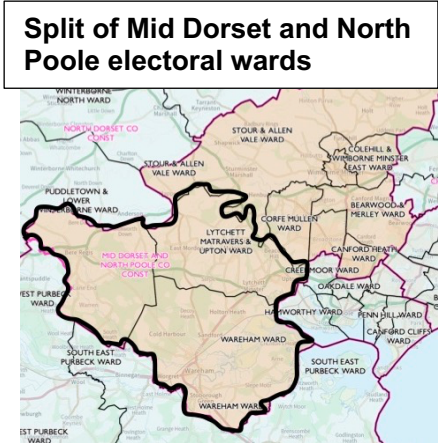
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Annex 1 – The Public Constituencies

(Paragraphs 7.1 and 7.3)

The Public Constituency consists of 3 (was 5) constituencies which will be drawn from the parliamentary boundaries established in 2023 (former Local Authorities areas) with some minor amendments to electoral wards and will include a combined South Somerset and Rest of England constituency.

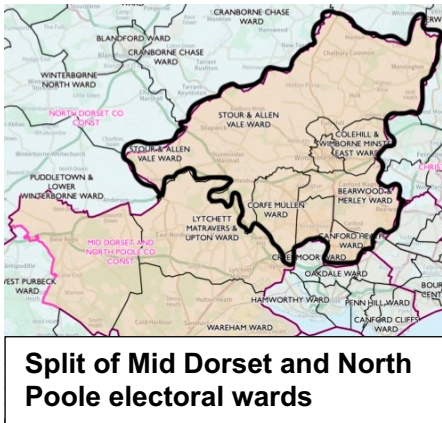
Electoral Wards for the West and South Dorset constituency



An individual who lives in one of the electoral areas as specified below as an area for a public constituency who may become or continue as a member of the Trust:

Current FT Public Constituency	Old council boundaries (pre 2019)	New parliamentary constituencies, electorate nos. in 2023, and unitary authority		Proposed Public Constituencies and no's of seats
West Dorset (6 seats)	West Dorset District Council	West Dorset Beaminster; Bridport; Chalk Valleys; Charminster St. Mary's; Chesil Bank; Dorchester East; Dorchester Poundbury; Dorchester West;	Electorate = 75,390 – Dorset CC Eggardon; Lyme & Charmouth; Marshwood Vale; Sherborne East; Sherborne Rural; Sherborne West; Winterborne & Broadmayne; Yetminster	West & South Dorset (11 seats) with change of boundary
Weymouth and Portland (5 seats)	Weymouth and Portland Borough Council	South Dorset incl. change of boundary. Chickerell, Littlemoor & Preston, Melcombe Regis, Portland, Radipole,	Electorate = 76,640 – Dorset CC Rodwell & Wyke, Westham Upwey & Broadway,	
East Dorset (2 seats) – Purbeck, East Dorset & BCP	Purbeck District Council only	Crossways, South East Purbeck, Swanage	polling districts WPU1 and WPU4 - WPU13 in West Purbeck	
	East Dorset District Council (partial)	Mid Dorset & North Poole (partial). Lytchett Matravers & Upton	Electorate = 74,305 – Dorset CC Wareham West Purbeck	

Electoral Wards for the North and East Dorset constituency



An individual who lives in one of the electoral areas as specified below as an area for a public constituency who may become or continue as a member of the Trust:

Current FT Public Constituency	Old council boundaries (pre 2019)	New parliamentary constituencies, electorate nos. in 2023, and unitary authority		Proposed Public Constituencies and no's of seats
North Dorset (2 seats)	North Dorset District Council	North Dorset incl. change of boundary from West Dorset. Beacon, Blackmore Vale, Blandford, Cranborne & Alderholt, Cranborne Chase, Gillingham, Hill Forts & Upper Tarrants,	Electorate = 72,109 – Dorset CC Puddletown & Lower Winterborne, Shaftesbury Town, Stalbridge & Marnhull, Sturminster Newton, Verwood, Winterborne North	North & East Dorset (4 seats) with change of boundary
East Dorset (2 seats) – Purbeck, East Dorset & BCP	East Dorset District Council	Mid Dorset & North Poole (partial). Colehill & Wimborne Minster East Corfe Mullen Bearwood & Merley (BCP) Broadstone (BCP)	Electorate = 74,305 – Dorset CC Stour & Allen Vale Wimborne Minster Canford Heath (BCP)	
East Dorset (2 seats) – Purbeck, East Dorset & BCP	Christchurch Borough Council	Christchurch incl. change of boundary. Burton & Grange Christchurch Town Commons Ferndown North Ferndown South Highcliffe & Walkford	Electorate = 71,598 – BCP Mudford, Stanpit & West Highcliffe St Leonards & St Ives West Moors & Three Legged Cross West Parley	
	Poole Borough Council	Poole incl. change of wards moved to Mid Dorset & North Canford Cliffs Creekmoor Hamworthy Newtown & Heatherlands	Electorate = 72,162 – BCP Poole. Oakdale Parkstone Penn Hill Poole Town	

East Dorset (2 seats) – Purbeck, East Dorset & BCP	Bournemouth Borough Council	Bournemouth East incl. change of boundary. Electorate = 73,173 BCP Boscombe East & Pokesdown Boscombe West East Cliff & Springbourne East Southbourne & Tuckton Littledown & Iford Moordown Muscliff & Strouden Park Queen's Park West Southbourne	Bournemouth West incl. change of boundary. Electorate = 72,094 BCP Alderney & Bourne Valley Bournemouth Central Kinson Redhill & Northbourne Talbot & Branksome Woods Wallisdown & Winton West Westbourne & West Cliff Winton East	North & East Dorset (3 seats) with change of boundary
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Electoral Wards for South Somerset and Rest of England

South Somerset and Rest of England (1)	South Somerset District Council and Rest of England	South Somerset and Rest of England	South Somerset and Rest of England (1)
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The minimum number of members required for a public constituency is 50.

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Annex 2 – the Staff Constituency

(Paragraphs 8.4 and 8.5)

The Staff Constituency will not be divided into classes but will consist of four Members to the Council of Governors irrespective of profession or department allowing those members to focus on the development of the Trust rather than on the narrow interests of their respective profession or department.

The minimum number of members in the Staff Constituency is 500.

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Annex 3 – Composition of the Council of Governors

(Paragraphs 12.2 and 12.3)

The Council of Governors is to consist of public Governors, staff Governors and appointed Governors from local authorities, universities and partner organisations. The aggregate number of public Governors is to be more than half of the total number of members of the Council of Governors. The Council of Governors, subject to the 2006 Act, shall seek to ensure that through the composition of the Council of Governors:

- The interests of the community served by the Trust are appropriately represented;
- The level of representation of the Public Constituencies, the Staff Constituency and the Appointing Organisations achieves an appropriate balance having regard to their legitimate interest in the Trust’s affairs;

The Council of Governors of the Trust is to comprise:

Appointed Governors (8)			Tenure	Role
Appointed Governors from Statutory Organisations (1)				
Integrated Care Board (ICB)	Dorset ICB	4	Organisational tenure = 3 yrs	To represent the Trust's main commissioners and key health economy partners
Local Authority	Dorset Council	1	Organisational tenure = 3 yrs	To represent key local non-NHS local authority health economy partners
Appointed Governors from Partnership Organisations (7)				
Voluntary and Charitable Sector	Age UK	1	Organisational tenure = 3 yrs	To engage and assist the Trust in local developments Additional partnership seat to replace ICB seat
	Weldmar Hospicecare Trust	1		
	Friends of Dorset County Hospital	1		
	Vacancy for further national/regional healthcare charity.	4		
Elected Staff Governors (4)				
	Staff Membership is not split into staff classes	4	3 years	To assist the Trust in development and delivery of services through active representation from those who deliver the services
Elected Public Governors (16)				
Parliamentary Areas	West and South Dorset	11	3 yrs.	To represent the public and patients who are served by the NHS Foundation Trust
	North & East Dorset	4	3 yrs.	
	South Somerset and Rest of England	1	3 yrs.	
Total number of governors (28)				

Annex 4 – Additional Provisions: Council of Governors

(Paragraph 15.3)

Elected Governors

1. A member of the public constituency may not vote at an election for a public Governor unless, **not less than seven days before they vote**, they have made a declaration in the form specified by the Trust that they are qualified to vote as a member of the public constituency. It is an offence to knowingly or recklessly make such a declaration which is false in a material particular.

Appointed Governors

2. The Secretary, in consultation with the respective appointing organisation, is to adopt a process for agreeing the appointment of each of the Appointed Governors.

Lead Governor

3. The Council of Governors shall appoint one of the Governors to be Lead Governor of the Council of Governors, in accordance with the role description within the Code of Governance for NHS Provider Trusts. **The Lead Governor may be a Public Governor, an Appointed Governor or a Staff Governor.** If more than one nomination is received an anonymous ballot of all the Governors shall be held to fill the position.
4. The Council approve additional duties to the role description within the Code of Governance for NHS Provider Trusts to support the Council in fulfilling its statutory obligations. The term of office of the Lead Governor shall be two years. A Governor may be re-appointed as the Lead Governor by the Council of Governors at the end of that term. Only in exceptional circumstances would a Lead Governor serve for more than two terms.

Further provisions as to eligibility to be a Governor

5. A person may not become a Governor of the Trust, and if already holding such office will immediately cease to do so if:
 - 5.1. They are a Director of the Trust or Director of another NHS Foundation Trust;
 - 5.2. They are a member of a committee which has any role on behalf of a local authority or the Welsh Parliament to scrutinise and review health matters including a local authority's scrutiny committee covering health matters;
 - 5.3. They, being a member of the staff constituency, are in receipt of a final written warning under the Trust's disciplinary procedure and the time period for such warning has not expired;
 - 5.4. They have, within the preceding two years been dismissed, otherwise than by reason of redundancy, from any paid employment with a health service body as outlined in section 9 of the 2006 Act
 - 5.5. They are a person whose tenure of office as the Chair or as a member, Governor or Director of a health service 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;

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- 5.6. They have had their name removed from any list prepared under chapter 6 of the 2006 Act or the equivalent lists maintained in Wales or has otherwise been suspended or disqualified from any healthcare profession, and has not subsequently had their name included in such a list or had their suspension lifted or qualification re-instated (as applicable);
- 5.7. They are incapable by reason of mental disorder, illness or injury of managing and administering their property and affairs;
- 5.8. Being a member of one of the public constituencies, they have failed to sign a declaration in the form specified by the Council of Governors of the particulars of their qualification to vote as a member of the Trust, and that they are not prevented from being a member of the Council of Governors; or
- 5.9. They have previously been removed as a Governor pursuant to the procedure set out in this Annex or as the Governor of another NHS Foundation Trust, unless the Council of Governors vote by majority approval that they can re-stand for election;
- 5.10. They are the spouse, partner, parent or child of a member of the Council of Governors or the Board of Directors of the Trust;
- 5.11. They are the subject of a disqualification order made under the Company Directors Disqualification Act 1986;
- 5.12. They are a person who is a medical practitioner and who has been removed from the register of medical practitioners held by the General Medical Council, in accordance with the Medical Act 1983, or has been suspended from that register, and not subsequently had their name returned to the register;
- 5.13. They are not a fit and proper person for the purposes of Regulation 5 of the Health and Social Care Act 2008 (Regulated Activities) Regulations 2014 and/or Condition G4 of the Trust's Licence;
- 5.14. They are the subject of an order under the Sexual Offences Act 2003;
- 5.15. They are included in any barred list established under the Safeguarding Vulnerable Adults Act 2006 or any equivalent list.

Termination of office and removal of Governors

- 6. A person holding office as a Governor (either elected or appointed) shall immediately cease to do so if:
 - 6.1. They resign by notice to the Secretary;
 - 6.2. They fail to attend **three meetings** of the Council of Governors either consecutively or in any period of 12 months unless the other Governors are satisfied that:
 - 6.2.1. The absences were due to reasonable causes; and
 - 6.2.2. They will be able to start attending meetings of the Trust again within such a period as the Council of Governors considers reasonable;
 - 6.3. They are disqualified from continuing to be a Governor under paragraph 5 above;

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6.4. They have failed without reasonable cause to undertake any training which the Council of Governors requires all Governors to undertake;

6.5. If within one calendar month of appointment, they have failed to sign and deliver a statement to the Secretary in a form required by the Trust confirming acceptance and agreement to abide by the Trust's Code of Conduct for Governors;

7. A Governor may also be removed from the Council of Governors on the grounds that:

7.1. They committed a serious breach of the Trust's Code of Conduct for Governors; or

7.2. They have acted in a manner detrimental to the interests of the Trust; or

7.3. They have brought the Trust into disrepute.

and the Council of Governors considers that it is not in the best interests of the Trust for them to continue as a Governor;

8. Where a person has been elected or appointed to be a Governor and they become disqualified for appointment under the provisions of paragraph 5 above, they shall notify the Secretary in writing of such disqualification as soon as practicable. If it comes to the notice of the Secretary at the time of their appointment or election or later, that the Governor is so disqualified, the Secretary shall immediately declare that the person in question is disqualified and notify them in writing to that effect. Upon receipt of any such notification, that person's tenure of office, if any, shall be terminated and they shall cease to act as a Governor;

9. Where a person has been declared disqualified by the Secretary under the provisions of paragraph 8, they may appeal the Secretary's decision to the Chair, whose decision on the matter will be final. The appeal must be submitted in writing within a 6-month period from the disqualification;

10. The Council of Governors is required to agree a clear policy and a fair process for consideration of the removal of any Governor (elected or appointed) under paragraphs 6.2, 6.4, 6.5 and/or paragraph 7 above. The policy is set out in the "Standard Operating Procedure (SOP) for the Removal of a Governor from the Council of Governors" and it looks firstly to find a local resolution to any allegations or concerns that have been raised against the Governor. Where local resolution is not possible, an investigation will be carried out and its findings considered by the Council's Standards Committee.

11. The Council of Governors will establish a Standards Committee, to be chaired by the Lead Governor. The Committee will consider the investigation carried out into the allegations or concerns raised that may lead to the removal or censure of a Governor. The Standards Committee shall provide a mechanism for Governor peer review and accountability and shall be established with formal Terms of Reference, to be agreed by the Council of Governors. The Terms of Reference must make provision for an alternative committee chair if the investigation involves the Lead Governor and one of its members must be a Lead Governor from a different Council of Governors. The decision of the Standards Committee will be communicated to the Governor under investigation and the action recommended by the Committee should be implemented by the Chair.

12. Where the action recommended by the Standards Committee is the removal of the Governor from the Council of Governors, a resolution to that effect must be approved by a majority of the Governors present and voting at a Council of Governors meeting;

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13. A Governor who resigns or whose term of office ends under paragraph 6 shall not be eligible to stand for re-election, or for re-appointment in the case of Appointed Governors, for a period of 12 months from the end of their term of office. For the avoidance of doubt, a Governor who is removed from office under paragraph 12 shall not be eligible to stand for re-election, or for re-appointment in the case of Appointed Governors, for a period of 3 years and they will require approval from the majority of the Council of Governors present and voting at a Council of Governors meeting before they can re-stand for election or re-appointment;¹³

Vacancies amongst Governors

14. Where a vacancy arises on the Council of Governors for any reason other than expiry of term of office, the following provisions will apply;
15. Where the vacancy arises amongst the appointed Governors, the Secretary shall request that the appointing organisation appoints a replacement to hold office for the remainder of the term of office;
16. Where the vacancy arises amongst the elected Governors, the Council of Governors shall be at liberty either:
- 16.1. To call an election within three months to fill the seat for the remainder of that term of office; or
- 16.2. To invite the next highest polling candidate for that seat at the most recent election to fill the seat until the next election or for the unexpired term of office of the vacant seat, whichever is the earlier, subject to a minimum term of six months, at which time the seat will fall vacant and subject to election. Should that candidate decline, the Council of Governors may approach each of the remaining next highest polling candidates in order until the seat is filled, save that the Council of Governors may adopt this process on no more than two occasions within 12 months of the last election for that seat; or
- 16.3. If the unexpired period of the term of office is less than twelve months, to leave the seat vacant until the next elections are held.
17. For the purposes of determining the length of time a Governor has held office (and therefore their eligibility to seek re-election or re-appointment as a Governor according to paragraph 14 of the Constitution), the period between a Governor taking office as a consequence of paragraphs 13 to 15 of Annex 4 and the end of that term of office shall be treated as one year.

Declaration

18. Section 60 of the 2006 Act requires persons standing for and voting in the elections to make a declaration setting out the particulars of their qualifications to vote or stand as a member of the constituency for which the election is being held. This requirement does not apply to Staff Governors (Section 60(4) of the 2006 Act). A member of the Public Constituency may not stand for, or vote at, an election for a Public Governor unless within seven days before they vote they have made a declaration in the forms specified below that they are qualified to vote as a member of the relevant area of the Public Constituency and (if standing for election) that they are not prevented from being a member of the Council of Governors. It is an offence to knowingly or recklessly make such a declaration which is false in a material particular.

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¹³ Annex 4, paragraph 5.9

19. The declarations referred to in paragraph 16 will be as follows:

Declaration pursuant to S60(1) of entitlement to vote in an election for the Public Constituency:

"I hereby declare that I am at the date of this declaration a member of the Public Constituency, by reason of living at [] in the constituency for which this election is being held"

Declaration pursuant to S60(2) of entitlement to stand as a Governor:

"I hereby declare that I am at the date of this declaration a member of the Public Constituency by reason of living at [] in the constituency for which this election is being held and I am not prevented from being a member of the Council of Governors by reason of any of the matters set out in Annex 4, Paragraph 5 of the Constitution of the Trust"

Declaration to be made by Governors prior to Council of Governors' meetings pursuant to S60(3):

Declaration to the Secretary of Dorset County Hospital NHS Foundation Trust

"I hereby declare that at the date of this declaration I am not prevented from being a member of the Council of Governors under the provisions in the Constitution."

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Annex 5 – Additional Provisions: Board of Directors

No equivalent Annex in DCH original but contents spread across the other Annexes. This amalgamates those matters and aligns the structure for DHC and DCH.

Appointment of Chair and other Non-Executive Directors

The Chair and the Non-Executive Directors are to be appointed by the Council of Governors in accordance with paragraph 26 of the Constitution using the following procedure:

1. The Council of Governors will maintain a policy for the composition of the Non-Executive Directors which takes account of the membership strategy, and which they shall review from time to time and not less than every three years.
2. The Council of Governors will normally work with an external organisation recognised as expert at appointments to identify the skills and experience required for Non-Executive Directors.
3. Appropriate candidates (not usually more than five for each vacancy) will be identified by a Nominations and Remuneration 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.
4. The Nominations and Remuneration Committee will comprise the Chair (or, when a Chair is being appointed, the Senior Independent Director unless they are standing for appointment, in which case another Non-Executive Director), two public Governors, one staff Governor and one appointed Governor. The Nominations and Remuneration Committee will be advised by an independent assessor, who may be a chair of another NHS foundation Trust. The Chief Executive will be entitled to attend meetings of the Nominations and Remuneration Committee unless the Committee decides otherwise and the Committee shall take into account the Chief Executive's views.
5. The Nominations and Remuneration Committee will make a recommendation to the Council of Governors for approval.
6. Any re-appointment of a Non-Executive Director by the Council of Governors shall be subject to a satisfactory appraisal carried out in accordance with procedures which the Board of Directors has approved.

Removal of Chair and other Non-Executive Directors

The Chair or another Non-Executive Director may be removed by the Council of Governors in accordance with paragraph 26 of the Constitution, subject to the following procedure:

7. Any proposal for removal must be proposed by a Governor and seconded by not less than eight Governors including at least two elected Governors and two appointed Governors.
8. 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.
9. In making any decision to remove a Non-Executive Director, the Council of Governors shall take into account the annual appraisal carried out by the Chair.
10. 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 12 months of the meeting.

Further provisions as to eligibility to be a Director

11. A person may not become a Director of the Trust, and if already holding such office, will immediately cease to do so if:
- 11.1. They are a Governor of the Trust or a Governor of another NHS foundation trust;
 - 11.2. They are a member of the Trust's Patients Forum;
 - 11.3. They are a Director, or holds an equivalent role, of another NHS Trust or NHS Foundation Trust except with the approval of the Board of Directors and in the case of a Non-Executive Director, with the approval of the Council of Governors;
 - 11.4. They have, or is a member of a committee which has, any role on behalf of a local authority or the Welsh Parliament to scrutinise and review health matters including a local authority's scrutiny committee covering health matters;
 - 11.5. They are the subject of a disqualification order made under the Company Directors Disqualification Act 1986;
 - 11.6. They have, within the preceding two years been dismissed, otherwise than by reason of redundancy, from any paid employment with a health service body as outlined in section 9 of the 2006 Act ;
 - 11.7. They are a person whose tenure of office as the Chair or as a member, Governor or Director of a health service 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;
 - 11.8. They have had their name removed from any list prepared under chapter 6 of the 2006 Act or the equivalent lists maintained in Wales or has otherwise been suspended or disqualified from any healthcare profession, and has not subsequently had their name included in such a list or had their suspension lifted or qualification re-instated (as applicable);
 - 11.9. They are a person who is a medical practitioner and who has been removed from the register of medical practitioners held by the General Medical Council, in accordance with the Medical Act 1983, or has been suspended from that register, and not subsequently has their name returned to the register.
 - 11.10. They fail to disclose an interest required to be disclosed under the Constitution and three quarters of the Board (and, in the case of a Non-Executive Director, a majority of the Council of Governors) agreed that they should permanently vacate office;
 - 11.11. In the case of a Non-Executive Director, they have failed without reasonable cause to fulfil any training requirement established by the Board of Directors;
 - 11.12. They have failed to sign and deliver to the Secretary a statement in the form requirement by the Board of Directors confirming acceptance of the code of conduct for Directors;

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11.13. They are not a fit and proper person for the purposes of Regulation 5 of the Health and Social Care Act 2008 (Regulated Activities) Regulations 2014 and/or Condition G4 of the Trust's Licence;

11.14. Disclosures revealed by a Disclosure and Barring Service check against them are such that it would be inappropriate for them to become or continue as a Director or would adversely affect public confidence in the Trust or otherwise bring the Trust into disrepute;

11.15. They are the subject of an order under the Sexual Offences Act 2003.

11.16. They are included in any barred list established under the Safeguarding Vulnerable Adults Act 2006 or any equivalent list

Remuneration, allowances and expenses

12. The Trust may reimburse Directors for travelling and other costs and expenses at such rates as the Nominations and Remuneration Committee decides. These rates are to be disclosed in the annual report.

13. The remuneration and allowances for Directors are to be disclosed in the annual report.

Secretary

14. The Trust shall have a Secretary who may be an employee. The Secretary may not be a Governor, the Chief Executive or the Chief Finance Officer.

15. The Secretary's functions shall include:

15.1. acting as Secretary to the Council of Governors, the Board of Directors and any committees of the Board;

15.2. summoning and attending all members meetings, meetings of the Council of Governors and the Board of Directors and keeping the minutes of those meetings;

15.3. keeping the register of members and other registers and books required by this Constitution to be kept;

15.4. having charge of the Trust's seal;

15.5. publishing to members in an appropriate form information which they should have about the Trust's affairs;

15.6. preparing and sending to NHSI and any other statutory body all returns which are required to be made.

16. The Secretary is to be appointed and removed by the Board of Directors.

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Annex 6 – Standing Orders for the Practice and Procedure of the Council of Governors

(Paragraph 18)

Interpretation

- 1.1 Save as permitted by law, the Chair of the Trust shall be the final authority on the interpretation of Standing Orders (on which they shall be advised by the Secretary).
- 1.2 If there is any conflict between these Standing Orders and the Constitution, the Constitution shall prevail.
- 1.3 Any expression to which a meaning is given in the 2006 Act shall have the same meaning in this interpretation and in addition:

Board of Directors shall mean the Chair and Non-Executive Directors and the Executive Directors.

Chair is the person appointed as Chair by the Council of Governors in accordance with this Constitution. The expression “the Chair” shall be deemed to include the Vice Chair or otherwise a Non-Executive Director appointed to preside for the time being over meetings.

Chief Executive shall mean the Chief Executive officer of the Trust.

Committee shall mean a committee appointed by the Council of Governors. Such committees shall be advisory only.

Committee members shall be persons formally appointed by the Council of Governors to sit on or to chair specific committees.

Constitution means the Constitution of the Trust and all annexes to it, as may be amended from time to time.

Council of Governors means the Council of Governors of the Trust

Director shall mean a person appointed to the Board of Directors in accordance with the Trust’s Constitution and includes the Chair.

Executive Director means a Director appointed by the relevant Committee of the Board who is a full or part-time employee of the Trust or the holder of an executive office

Governor means a Governor on the Council of Governors.

Lead Governor means the person(s) appointed by the Council of Governors in accordance with Annex 4 paragraphs 3 and 4 of the Constitution to be Lead Governor of the Council of Governors.

Meeting means a duly convened meeting of the Council of Governors;

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

Nominated Officer means an Officer charged with the responsibility for discharging specific tasks within Standing Orders.

Non-Executive Director means a Director appointed by the Council of Governors who is not a full or part-time employee of the Trust or the holder of an executive office

Officer means an employee of the Trust.

Question on Notice means a question from a Governor (notice of which has been given pursuant to Standing Order 4.7.2) about a matter over which the Council has powers or duties or which affects the services provided by the Trust;

Secretary means the Secretary of the Trust or any other person appointed to perform the duties of the Secretary, including a joint assistant or deputy secretary.

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Senior Independent Director means one of the Non-Executive Directors who is appointed to be available to Governors if they have concerns that contact through the usual channels has failed to resolve. The Senior Independent Director could be the Vice Chair

SOs means Standing Orders.

General Information

- 2.1. These Standing Orders for the practice and procedure of the Council of Governors are the standing orders referred to in paragraph 18 of the Constitution. They may be amended in accordance with the procedure set out in Standing Order 4.14 below.
- 2.2. The purpose of the Council of Governors' Standing Orders is to ensure that the highest standards of corporate governance and conduct are applied to all meetings of the Council of Governors and associated deliberations. The Council shall always seek to comply with the Trust's Code of Conduct for Governors.
- 2.3. All business shall be conducted in the name of the Trust.
- 2.4. A Governor who has acted honestly and in good faith will not have to meet out of their own personal resources any personal civil liability which is incurred in the execution or purported execution of their functions as a Governor save where the Governor has acted recklessly. Any costs arising in this way will be met by the Trust. On behalf of the Council of Governors, and as part of the Trust's overall insurance arrangements, the Board of Directors shall put in place appropriate insurance provision to cover such indemnity.

Composition of the Council of Governors

- 3.1. The composition of the Council of Governors shall be in accordance with paragraph 12 and Annex 3 of the Constitution.
- 3.2. If the person presiding at any meeting of the Council of Governors has a conflict of interest in relation to the business being discussed, a Non-Executive Director will chair that part of the meeting.
- 3.3. A Senior Independent Director will be appointed to act as a further point of contact with the Council of Governors in accordance with paragraph 27 of the Constitution.

Meetings of the Council of Governors

- 4.1. Admission to meetings
 - 4.1.1 Meetings of the Council of Governors must be open to the public (which, for the avoidance of doubt, includes representatives of the press), subject to 4.1.2 and 4.1.3 below.
 - 4.1.2 The Council of Governors may resolve to exclude members of the public or a representative from the press from any meeting or part of a meeting for reasons of commercial confidentiality or for other special reasons.
 - 4.1.3 The Chair may exclude any member of the public or representative from the press from the meeting of the Council of Governors if they consider that that member of the public or representative from the press is interfering with or preventing the proper conduct of the meeting or for other special reasons.
 - 4.1.4 Meetings of the Council of Governors shall be held at least four times each financial year at such times and places that the Chair may determine.
 - 4.1.5 In exceptional circumstances, a member of the Council who is not present at the meeting may participate in the meeting and count towards the quorum if the absent member can hear the voices of the other members and they can hear the voice and see the absent member director by video or computer link.

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4.1.6 Without prejudice to the power of the Council of Governors to require one or more of the Directors to attend a meeting of the Council of Governors for the purposes of obtaining information about the Trust's performance of its functions or the Directors' performance of their duties (and decide whether to propose a vote on the Trust's or Directors' performance) at paragraph 17.3 of the Constitution, the Council of Governors may invite the Chief Executive, one or more Directors or a representative of the auditor or other advisors, as appropriate, to attend any meeting of the Council of Governors to enable Governors to raise questions about the Trust's affairs.

4.2. Calling Meetings

4.2.1 Meetings of the Council of Governors may be called by the Secretary or the Chair or ten Governors (including at least five elected Governors and one appointed Governor) who give written notice to the Secretary specifying the business to be carried out. The Secretary shall send a written notice to all Governors as soon as possible after receipt of such a request. The Secretary shall call a meeting on at least fourteen but not more than twenty-eight days' notice to discuss the specified business. If upon receipt of such a request, the Secretary fails to call such a meeting, the Chair or four Governors, whichever is the case, shall call the meeting.

4.2.2 All decisions taken in good faith at a meeting of the Council of Governors shall be valid even if it is discovered subsequently that there was a defect in the calling of the meeting or the appointment or election of the Governors attending the meeting.

4.3. Notice of Meetings

4.3.1 The Secretary shall deliver a schedule of the dates, times and venues of meetings of the Council of Governors for each financial year, three months in advance of the first meeting of the Council of Governors to be called, duly signed by the Chair or by an Officer of the Trust authorised by the Chair to sign on their behalf, to every Governor, or send such schedule by post to the usual place of residence of such Governor. The Council will meet no less than four times in a financial year. Lack of service of the notice on any Governor shall not affect the validity of a meeting, subject to 4.3.4 below.

4.3.2 Notwithstanding 4.3.1, and subject to 4.3.3, should an additional meeting of the Council of Governors be called pursuant to 4.2, the Secretary shall, as soon as possible, deliver written notice of the date, time and venue of the meeting to every Governor, or send by post to the usual place of residence of such Governor, so as to be available to them at least fourteen days but not more than twenty-eight days' notice before the meeting. Such notice will also be published on the Trust's website.

4.3.3 The Chair may waive the notice required pursuant to 4.3.2 in the case of emergencies or in the case of the need to conduct urgent business.

4.3.4 Subject to 4.3.3, failure to serve notice on more than three quarters of Council of Governors will invalidate any meeting. A notice will be presumed to have been served 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, 48 hours after it was sent.

4.3.5 Before each meeting of the Council of Governors, the Secretary shall ensure that every Governor is provided with reasonable notice of the details of the business to be transacted in it. In the case of a meeting called by Governors in default of the Chair, no business shall be transacted at the meeting other than that specified in the notice.

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4.4. Setting the Agenda

- 4.4.1 The Secretary shall ensure an agenda, minutes of the previous meeting of the Council of Governors, copies of any questions on notice and/or motions on notice to be considered at the relevant meeting of the Council of Governors. Supporting papers are circulated to every Governor via electronic means, or made available in paper copy, as required, normally at least five days in advance of the meeting.
- 4.4.2 Approval of the minutes of the previous meeting of the Council of Governors will be a specific item on each agenda.
- 4.4.3 In the case of a meeting called by the Chair, a Governor desiring a matter to be included on an agenda shall make their request in writing to the Chair at least ten working days before the meeting. Requests made less than ten days before a meeting may be included on the agenda at the discretion of the Chair.

4.5. Chair of Meeting

- 4.5.1. At any meeting of the Council of Governors, the person presiding shall be determined in accordance with paragraph 17.1 of the Constitution.
- 4.5.2. At any meeting of the Council of Governors, the Chair, if present, shall preside. If the Chair is absent from the meeting or the Council of Governors is meeting to appoint or remove the Chair or decide their remuneration and allowances and other terms and conditions of office or outcome of annual appraisal, the Vice Chair shall preside.
- 4.5.3. If the Vice Chair is absent from the meeting, or the Council of Governors is meeting to appoint or remove the Vice Chair or decide their remuneration and allowances and other terms and conditions of office, the Senior Independent Director shall preside.
- 4.5.4. If the person presiding at any meeting of the Council of Governors has a conflict of interest in relation to the business being discussed, a Non-Executive Director will chair that part of the meeting.

4.6. Notices of Motions

- 4.6.1 Motions by the Council of Governors may only concern matters for which the Council of Governors has a responsibility or which affect the services provided by the Trust.
- 4.6.2 Notice of motion to amend or rescind any resolution (or the general substance of any resolution), which has been passed within the preceding six calendar months, shall bear the signature of the Governor who gave it and the signature of four other Governors. When any such motion has been disposed of by the Council of Governors it shall not be competent for any Governor to propose a motion to the same effect within six months; however the Chair may do so if they consider it appropriate.
- 4.6.3 Subject to 4.6.5 and except in the circumstances covered by 4.8, Governors desiring to move or amend a motion shall send a written notice thereof at least ten working days before the meeting at which it is proposed to be considered to the Secretary, such written notice to be signed or transmitted by at least two Governors. For the purposes of this 4.6, receipt of such motions by electronic means is acceptable.
- 4.6.4 Upon receipt of a motion, the Secretary shall:
 - 4.6.4.1 acknowledge receipt in writing to each of the Governors who signed or transmitted it; and
 - 4.6.4.2 insert this in the agenda for that meeting, together with any relevant papers.

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- 4.6.5 The following motions may be moved at any meeting without notice:
- 4.6.5.1 To amend the minutes of the previous meeting of the Council of Governors in order to ensure accuracy;
 - 4.6.5.2 To change the order of business in the agenda for the meeting;
 - 4.6.5.3 To refer a matter discussed at a meeting to an appropriate body or individual;
 - 4.6.5.4 To appoint a working group arising from an item on the agenda for the meeting;
 - 4.6.5.5 To receive reports or adopt recommendations made by the Board of Directors;
 - 4.6.5.6 To withdraw a motion;
 - 4.6.5.7 To amend a motion;
 - 4.6.5.8 To proceed to the next business on the agenda;
 - 4.6.5.9 That the question be now put;
 - 4.6.5.10 To adjourn a debate;
 - 4.6.5.11 To adjourn a meeting;
 - 4.6.5.12 To exclude the public and press from the meeting in question pursuant to 4.1.2 (in which case, the motion shall state on what grounds such exclusion is appropriate).
 - 4.6.5.13 To not hear further from a Governor, or to exclude them from the meeting in question (if a member persistently disregards the ruling of the Chair or behaves improperly or offensively or deliberately obstructs business, the Chair, in their absolute discretion, may move that the Governor in question will not be heard further at that meeting and, if seconded, the motion will be voted on without discussion. If the Governor continues to behave improperly after such a motion is carried, the Chair may move that either the Governor leaves the meeting room or that the meeting is adjourned for a specific period. If seconded, that motion will be voted on without discussion.)
 - 4.6.5.14 To give the consent of the Council of Governors to any matter on which its consent is required pursuant to the Constitution.
- 4.6.6 The mover of a motion shall have a right of reply at the close of any discussion on the motion or any amendment thereto.

4.7. Questions on Notice at Meetings

- 4.7.1 Subject to 4.7.2, a Governor may ask a Question on Notice of:
- 4.7.1.1 the Chair;
 - 4.7.1.2 another Governor;
 - 4.7.1.3 an Executive Director; or
 - 4.7.1.4 the chair of any sub-committee or working group of the Council.
- 4.7.2 Except in the circumstances covered by 4.8, notice of a Question on Notice must be given in writing to the Secretary at least ten days prior to the relevant meeting. For the purposes of this Standing Order 4.7, receipt of any such Questions on Notice via electronic means is acceptable.
- 4.7.3 A response to a Question on Notice may take the form of:
- 4.7.3.1 A direct oral answer at the relevant meeting (which may, where the desired information is in a publication of the Trust or other published work, take the form of a reference to that publication);
 - 4.7.3.2 Where a direct oral answer cannot be given, a written answer which will be circulated as soon as reasonably practicable to the questioner and circulated to the remaining Governors with the agenda for the next meeting.
- 4.7.4 Supplementary questions for the purpose of clarification of a reply to a Question on Notice may be asked at the absolute discretion of the Chair.

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4.8. Urgent motions or questions

4.8.1 The Chair may, in their opinion, table an urgent motion or question.

4.8.2 A Governor may submit an urgent motion or question in writing to the Secretary before the commencement of the meeting at which it is proposed it should be considered.

4.9. Reports from the Executive Directors

4.9.1 At any meeting, a Governor may ask any question on any report by an Executive Director or another Officer through the Chair without notice, after that report has been received by or while such report is under consideration by the Council of Governors at the meeting.

4.9.2 Unless the Chair decides otherwise, no statements will be made by a Governor other than those which are strictly necessary to define or clarify any questions posed pursuant to 4.9.1 and, in any event, no such statement may last longer than three minutes each.

4.9.3 A Governor who has asked a question pursuant to 4.9.1 may ask a supplementary question if the supplementary question arises directly out of the reply given to the initial question.

4.9.4 The Chair may, in their absolute discretion, reject any question from any Governor if, in the opinion of the Chair, the question is substantially the same and relates to the same topic as a question which has already been put to the meeting or a previous meeting.

4.9.5 At the absolute discretion of the Chair, questions may, at any meeting which is held in public, be asked of the Executive Directors present by members of the Trust or any other members of the public present at the meeting.

4.10. Speaking

This Standing Order applies to all forms of speech/debate by Governors or members of the Trust and public in relation to a motion or question under discussion at a meeting of the Council of Governors.

4.10.1 Any approval to speak must be given by the Chair.

4.10.2 Speeches must be directed to the matter, motion or question under discussion or to a point of order.

4.10.3 Unless in the opinion of the Chair it would not be desirable or appropriate to time limit speeches on any topic to be discussed having regard to its nature, complexity or importance, no proposal, speech nor any reply may exceed three minutes.

4.10.4 The Chair may, in their absolute discretion, limit the number of replies, questions or speeches which are heard at any one meeting.

4.10.5 A person who has already spoken on a matter at a meeting may not speak again at that same meeting in respect of that matter unless exercising a right of reply or speaking on a point of order.

4.11. Chair's Ruling

Statements of Governors made at meetings of the Council of Governors shall be relevant to the matter under discussion at the material time and the decision of the Chair of the meeting on questions of order, relevancy, regularity and any other matters shall be observed at the meeting.

4.12. Voting

4.12.1 Subject to the provisions of this Constitution, decisions at meetings shall be determined by a majority of the votes of the Governors present and voting.

4.12.2 All decisions put to the vote shall, at the discretion of the Chair of the meeting, be determined by oral expression or by a show of hands. A paper ballot may also be used if a majority of the Governors present so request or if the Chair so directs.

- 4.12.3 If at least one-third of the Governors present so request, the voting (other than by paper ballot) on any question may be recorded to show how each Governor present voted or abstained.
- 4.12.4 If a Governor so requests, their vote shall be recorded by name upon any vote (other than by paper ballot).
- 4.12.5 In no circumstances may an absent Governor vote by proxy. Subject to paragraph 4.17.3, absence is defined as being absent at the time of the vote.
- 4.12.6 An elected Governor may not vote at a meeting of the Council of Governors unless, before attending the meeting, they have made a declaration in the form specified by the Council of Governors of the particulars of their qualification to vote as a member of the Trust and that they are not prevented from being a Governor on the Council of Governors. An elected Governor shall be deemed to have confirmed the declaration upon attending any subsequent meeting of the Council of Governors and every agenda for meetings of the Council of Governors shall draw this to the attention of the elected Governors.
- 4.13. Suspension of Standing Orders (SOs)
 - 4.13.1 Except where this would contravene any statutory provision or a direction made by the Secretary of State, any one or more of these Standing Orders may be suspended at any meeting, provided that at least two-thirds of the Council of Governors are present and that a majority of those present vote in favour of suspension.
 - 4.13.2 A decision to suspend SOs shall be recorded in the minutes of the meeting.
 - 4.13.3 A separate record of matters discussed during the suspension of SOs shall be made and shall be available to the Directors.
 - 4.13.4 No formal business may be transacted while SOs are suspended.
 - 4.13.5 The Trust's Audit Committee shall review every decision to suspend SOs.
- 4.14. Variation and Amendment of Standing Orders

These Standing Orders shall be amended only in accordance with the procedure set out in paragraph 44 of the Constitution and only if:

 - 4.14.1 a motion to amend the Standing Orders is signed by five Governors (including at least three elected Governors and two appointed Governors) and submitted to the Secretary in writing at least 21 days before the meeting at which the motion is intended to be proposed; and
 - 4.14.2 the majority of the Governors present and voting vote in favour of the amendment.
- 4.15. Record of Attendance
 - 4.15.1 The names of the Governors present at the meeting (including when present pursuant to paragraph 4.17.3) shall be recorded in the minutes.
 - 4.15.2 Governors who are unable to attend a meeting shall notify the Secretary in writing in advance of the meeting in question in order that their apologies are submitted.
- 4.16. Minutes
 - 4.16.1 The minutes of the proceedings of the meeting shall be drawn up and maintained as a public record. They will be submitted for agreement at the next meeting.
 - 4.16.2 No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at the next meeting.
 - 4.16.3 The minutes of the meeting shall be made available to the public except for minutes relating to business conducted when members of the public and press are excluded pursuant to 4.1.2 unless otherwise required by law.

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4.17. Quorum

4.17.1 Ten Governors shall form a quorum including not less than five elected Governors, and not less than one appointed Governor.

4.17.2 If a Governor has been disqualified from participating in the discussion on any matter and from voting on any resolution by reason of the declaration of a conflict of interest they shall no longer count towards the quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business.

4.17.3 The Council of Governors may agree that its members can participate in its meetings by live and uninterrupted video or computer link. Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting.

Arrangements for the Exercise of Functions by Delegation

5.1 The Council of Governors may not delegate any of its powers to a committee or sub-committee, although it may appoint committees consisting of its members, **Directors and other persons** to assist the Council of Governors in carrying out its functions. The Council of Governors may, through the Secretary, request that advisors assist them or any committee they appoint in carrying out its duties. Secretary, request that advisors assist them or any committee they appoint in carrying out its duties.

Confidentiality

6.1 A Governor on the Council of Governors shall not disclose a matter dealt with by, or brought before, the Council of Governors without its permission unless:

6.1.1 it is reported to the Council of Governors; or

6.1.2 the matter is in the public domain; or

6.1.3 disclosure is required by law.

6.2 Members of the Nominations and Remuneration Committee shall not disclose any matter dealt with by the Committee, notwithstanding that the matter has been reported or action has been concluded, if the Council of Governors or the Committee resolves that it is confidential.

Declaration of Interests and Register of Interests

7.1. Governors are required to comply with the Trust's Standards of Business Conduct and to declare interests to the Council in accordance with paragraph 20 of the Constitution and any other material interest as defined below. All Governors should declare such interests on appointment and on any subsequent occasion that a conflict arises.

7.2. Subject to the exceptions in 7.3, a "material 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;

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.

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- 7.3. The exceptions which shall not be treated as material 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 or other position of authority within an appointing organisation held by an Appointed 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 their spouse or partner has a material interest or otherwise) shall declare such interest to the Council of Governors and:
- 7.4.1 shall withdraw from the meeting;
 - 7.4.2 play no part in the relevant discussion or decision; and
 - 7.4.3 shall not vote on the issue (and if by inadvertence they do remain and vote, their vote shall not be counted).
- 7.5. Any Governor who fails to disclose any interest or material interest required to be disclosed under these provisions must permanently vacate their office if required to do so by a majority of the remaining Governors.
- 7.6. If a Governor has any doubt about the relevance of an interest, they should discuss it with the Chair who shall advise them whether or not to disclose the interest.
- 7.7. At the time a Governor's interests are declared, they should be recorded in the Council of Governors' minutes and entered on a Register of Interests of Governors to be maintained by the Secretary. Any changes in interests should be declared at the next meeting of the Council of Governors following the change occurring.
- 7.8. Governors' Directorships of companies likely or possibly seeking to do business with the NHS should be published in the Trust's annual report.

Register of Interests

- 8.1. The Secretary will ensure that a Register of Interests is established to record formally declarations of interests of Governors.
- 8.2. Details of the Register will be kept up to date and reviewed annually.
- 8.3. The Register will be available to the public.

Compliance - Other Matters

- 9.1 All Governors shall comply with the Standards of Business Conduct set by the Board of Directors for the guidance of all staff employed by the Trust.
- 9.2 All Governors of the Trust shall comply with Standing Financial Instructions prepared by the Chief Finance Officer and approved by the Board of Directors for the guidance of all staff employed by the Trust.
- 9.3 All Governors must behave in accordance with the Trust's Code of Conduct for Governors as amended from time to time and the seven Nolan principles of behaviour in Public Life: -
 - Selflessness;
 - Integrity;
 - Objectivity;
 - Accountability;
 - Openness;
 - Honesty, and
 - Leadership.

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Resolution of Disputes with Board of Directors

- 10.1 Should a dispute arise between the Council of Governors and the Board of Directors, then the disputes resolution procedure set out below shall be followed.
- 10.2 The Chair, or Vice Chair (if the dispute involves the Chair), shall first endeavour, through discussion with Governors and Directors or, to achieve the earliest possible conclusion, appropriate representatives of them, to resolve the matter to the reasonable satisfaction of both parties.
- 10.3 Failing resolution under 10.2 above, then the Board of Directors or the Council of Governors, as appropriate, shall at its next formal meeting approve the precise wording of a Disputes Statement setting out clearly and concisely the issue or issues giving rise to the dispute.
- 10.4 The Chair shall ensure that the Disputes Statement, without amendment or abbreviation in any way, shall be an agenda item and agenda paper at the next formal meeting of the Board of Directors or Council of Governors as appropriate. That meeting shall agree the precise wording of a Response to Disputes Statement.
- 10.5 The Chair or Vice Chair (if the dispute involves the Chair) shall immediately, or as soon as is practical, communicate the outcome to the other party and deliver the written Response to Disputes Statement. If the matter remains unresolved or only partially resolved then the procedure outlined in 10.2 above shall be repeated. The Disputes Statement must this time set out whether the referral of matter to independent mediation has been considered and if the option of independent mediation has been rejected or has proven unsuccessful in facilitating a resolution.
- 10.6 If, in the opinion of the Chair or Vice Chair (if the dispute involves the Chair) and following the further discussions/independent mediation prescribed in 10.5 above, there is no further prospect of a full resolution or, if at any stage in the whole process, in the opinion of the Chair or Vice Chair, as the case may be, there is no prospect of a resolution (partial or otherwise) then they shall advise the Council of Governors and Board of Directors accordingly.
- 10.7 On the satisfactory completion of this disputes process, the Board of Directors shall implement agreed changes.
- 10.8 On the unsatisfactory completion of this disputes process, the view of the Board of Directors shall prevail.
- 10.9 Nothing in this procedure shall prevent the Council of Governors, if it so desires and acting through the Lead Governor, from informing NHS England that, in the Council of Governors' opinion, the Board of Directors has not responded constructively to concerns of the Council of Governors that the Trust is not acting in accordance with the terms of its Constitution or not complying with the terms of the 2006 Act.

Council Performance

- 11.1 The Chair shall, at least annually, lead a performance assessment process for the Council of Governors to enable the Council of Governors to review its roles, structure and composition, and procedures, taking into account emerging best practice.
- 11.2 The performance assessment process shall include a review of the input into the Council of Governors of each appointing organisation.

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Annex 7 – Standing Orders for the Practice and Procedure of the Board of Directors

(Paragraph 31)

Introduction

- 1.1 The Dorset County Hospital NHS Foundation Trust is a public benefit corporation. The Trust is established under the National Health Service Act 2006 (the 2006 Act).
- 1.2 These Board Standing Orders form a core part of the governance framework within which the Board, Committees, Directors and staff must operate. They should be considered in conjunction with the Matters Reserved for the Board, the Scheme of Delegation and the Standing Financial Instructions.
- 1.3 All Executive and Non-Executive Directors and senior staff are expected to be aware of the existence of these documents, understand when they should be referred to and, where necessary and appropriate to their role, make themselves familiar with the detailed provisions.

Interpretation

- 2.1. Save as permitted by law, and subject to the Constitution, the Chair of the Trust shall be the final authority on the interpretation of Standing Orders (SOs) (on which they should be advised by the Secretary).
- 2.2. If there is any conflict between these Standing Orders and the Constitution, the Constitution shall prevail.
- 2.3. Any expression to which a meaning is given in the 2006 Act and other Acts relating to the National Health Service shall have the same meaning in this interpretation and in addition:-

Accounting Officer shall be the Officer responsible and accountable for funds entrusted to the Trust. They shall be responsible for ensuring the proper stewardship of public funds and assets. For this Trust it shall be the Chief Executive

Appointed Governor means an appointed representative from a key stakeholder Board or Board of Directors shall mean the Chair, Non-Executive Directors and the Executive Directors appointed in accordance with the Constitution

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

Chair is the person appointed by the Council of Governors in accordance with the Constitution to lead the Board of Directors and to ensure that it successfully discharges its overall responsibility for the Trust as a whole

Chief Executive shall mean the Chief Executive Officer of the Trust

Chief Finance Officer shall mean the chief finance officer of the Trust

Committee shall mean a committee appointed by the Board

Committee members shall be persons formally appointed by the Board to sit on or to chair specific committees

Constitution shall mean the Constitution with any variations from time to time approved by the Board of Directors and the Council of Governors

Council of Governors means the Council of Governors of the Trust as constituted in accordance with the Constitution

Director shall mean a person appointed as a Director of the Board in accordance with the Constitution and includes the Chair

Executive Director means a Director appointed by the relevant Committee of the Board who is a full or part-time employee of the Trust or the holder of an executive office

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

Nominated officer means an officer charged with the responsibility for discharging specific tasks within SOs and SFIs

Non-Executive Director shall mean a member of the Board of Directors who is not an employee of the Trust and who is appointed by the Council of Governors in accordance with the Constitution

Officer means an employee of the Trust

Petition means a formal written request sent into the Trust by members of the public calling for some form of action by the Board.

Secretary means the Secretary of the Trust or any other person appointed to perform the duties of the Secretary of the Trust, including a Joint, Assistant or Deputy Secretary

Senior Independent Director means one of the Non-Executive Directors who is appointed to be available to Governors if they have concerns that contact through the usual channels has failed to resolve. The Senior Independent Director could be the Vice Chair

SFIs means Standing Financial Instructions

SOs means Standing Orders

Trust means Dorset County Hospital NHS Foundation Trust which is a public benefit corporation

Vice Chair means the Non-Executive Director appointed by the Council of Governors to take on the Chair's duties if the Chair is absent for any reason or is unable to act due to a conflict of interest

The Trust

- 3.1 All business shall be conducted in the name of the Trust.
- 3.2 All funds received in Trust shall be in the name of the Trust as corporate trustee. In relation to funds held on Trust, powers exercised by the Trust as corporate trustee shall be exercised separately and distinctly from those powers exercised as a Trust.
- 3.3 Directors acting on behalf of the Board as a corporate trustee are acting as quasi-trustees. Accountability for charitable funds held on trust is to the Charity Commission for England and Wales and to NHSE. Accountability for non-charitable funds held on trust is only to NHSE.
- 3.4 The Trust has resolved that certain powers and decisions may only be exercised or made by the Board of Directors in formal session. These powers and decisions are set out in the Matters Reserved for the Board and the Scheme of Delegation for the Board and have effect as if incorporated into the SOs.
- 3.5 **Composition of the Trust Board of Directors** - The composition of the Board of Directors shall be as set out in paragraph 23 of the Trust's Constitution.
- 3.6 **Appointment of the Chair and Directors** - The Chair and Non-Executive Directors are appointed in accordance with paragraph 26 of the Constitution and Executive Directors in accordance with paragraph 28 of the Constitution.
- 3.7 The roles of the Chair and the Chief Executive must not be undertaken by the same individual.
- 3.8 The Chief Executive should not go on to be the Chair of the same NHS Foundation Trust
- 3.9 **Terms of Office of the Chair and Directors** - The procedure governing the period of tenure of office of the Chair and Directors is contained in paragraph 33 of the Constitution.

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- 3.10 **Appointment of Vice Chair** - For the purpose of enabling the proceedings of the Trust to be conducted in the absence of the Council of Governors may appoint a Non-Executive Director to be Vice Chair for such a period, not exceeding the remainder of their term as Non-Executive Director of the Trust, as they may specify on appointing them.
- 3.11 Any Non-Executive Director so elected may at any time resign from the office of Vice Chair by giving notice in writing to the Chair and/or the Secretary and the Council of Governors may thereupon appoint another Non- Executive Director as Vice Chair in accordance with paragraph 3.6.
- 3.12 **Powers of Vice Chair** - Where the Chair of the Trust has died or has otherwise ceased to hold office or where they have been unable to perform their duties as Chair owing to illness, absence from England and Wales or any other cause, the Vice Chair shall act as Chair until a new Chair is appointed in accordance with paragraph 26 of the Constitution or the existing Chair resumes their duties, as the case may be. References to the Chair in these SOs shall, so long as there is no Chair able to perform their duties, be taken to include references to the Vice Chair.
- 3.13 **Shared roles for Board Directors** - Where more than one person is appointed to share a post on the Board which qualifies the holders for Executive Directorship or in relation to which an Executive Director is to be appointed, those persons shall become appointed as an Executive Director jointly, and shall count for the purpose of Standing Order 3.6 as one person.
Where a post of a Board member is shared by more than one person:
(a) both shall be entitled to attend meetings of the Board
(b) either shall be eligible to vote in the case of agreement between them
(c) in the case of disagreement between them no vote should be cast
(d) the presence of either or both shall count as one person for the quorum.
- 3.14 **Board appointments made jointly with other NHS bodies** – For the avoidance of doubt, any board appointment to support joint working arrangements as set out in paragraph 4.6 – 4.8 of the Constitution must, where appropriate, be made in accordance with paragraph 11.3 of Annex 5.

Meetings of the Board of Directors

- 4.1 Meetings of the Board of Directors must be open to the public, unless the Board in its absolute discretion decides otherwise in relation to all or part of such meetings for reasons of commercial sensitivity or for other special reasons.
- 4.2 The Chair shall give such directions as they think fit in regard to the arrangements for meetings and accommodation of the public and representatives of the press such as to ensure that business shall be conducted without interruption and disruption. The Chair may exclude any member of the public or representative from the press from the meeting of the Board of Directors if they consider that that member of the public or representative from the press is interfering with or preventing the proper conduct of the meeting.
- 4.3 Any record of the proceedings taken by the public or representatives of the press shall only be in writing unless otherwise agreed by the Board of Directors.
- 4.4 **Calling Meetings** - Ordinary meetings of the Board of Directors shall be held at such times and places as the Board may determine.

The Chair of the Trust **or Secretary** may call a meeting of the Board of Directors at any time. At least one-third of the whole number of Board members may call a meeting of the Board at any time upon submitting a request in writing to the Secretary. If a meeting is not then called within a period of at least **fourteen but not more than twenty-eight days** of a request being presented, then one-third or more Directors may call such a meeting.

All decisions taken in good faith at a meeting of the Board of Directors or of any committee shall be valid even if it is discovered subsequently that there was a defect in the calling of the meeting, a vacancy on the Board of Directors, or defect in the appointment of the Directors attending the meeting.

- 4.5 **Notice of Meetings** - Before each meeting of the Trust, a notice of the meeting, specifying the business proposed to be transacted at it, shall be delivered to every Director, or sent by post or email to their usual place of residence, so as to be available to them at least five working days before the meeting. The Chair may waive the notice required pursuant to this paragraph in the case of emergencies or in the case of the need to conduct urgent business.
- 4.6 Lack of service of the notice on any Director shall not affect the validity of a meeting.
- 4.7 In the case of a meeting called by Directors in default of the Chair, the notice shall be signed by those Directors and no business shall be transacted at the meeting other than that specified in the notice.
- 4.8 Failure to serve such a notice on more than three Directors will invalidate the meeting. A notice will be presumed to have been served 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, 48 hours after it was sent.
- 4.9 A public notice of the date, time and place of each Board meeting will also be displayed at the Trust's headquarters at least three working days before the meeting.
- 4.10 **Setting the Agenda** - The agenda for all the meetings of the Trust will be prepared by the Chair and Chief Executive, assisted by the Secretary.
- 4.11 The Board of Directors may determine that certain matters shall appear on every agenda for a meeting of the Board of Directors and shall be addressed prior to any other business being conducted.
- 4.12 A Director desiring a matter to be included on an agenda shall make their request in writing to the Chair at least ten working days before the meeting, subject to SO 4.5. Requests made less than ten days before a meeting may be included on the agenda at the discretion of the Chair.
- 4.13 **Petitions** - Where a petition has been received by the Trust, the Chair shall decide whether this should be placed before the Board of Directors and/or the Council of Governors.
- 4.14 **Chair of Meeting** - At any meeting of the Board of Directors, the Chair, if present, shall preside. If the Chair is absent from the meeting the Vice Chair, if there is one and they are present, shall preside. If the Chair and Vice Chair are absent, such Non-Executive Director as the Directors present shall choose shall preside.

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- 4.15 If the Chair is absent from a meeting temporarily on the grounds of a declared conflict of interest the Vice Chair, if present, shall preside. If the Chair and Vice Chair are absent, or are disqualified from participating, such Non-Executive Director as the Directors present shall choose shall preside.
- 4.16 **Quorum** - No business shall be transacted at a meeting of the Board of Directors unless at least one third of the whole number of Directors is present, including at least one Executive Director and one Non-Executive Director.
- 4.17 An officer in attendance for an Executive Director at the Board of Directors but without formal acting up status may not count towards the quorum.
- 4.18 If a Director has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of the declaration of a conflict of interest (see SO 7 and/or 8), they shall no longer count towards the quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business.
- 4.19 **Annual Members' Meeting** - In accordance with the Constitution the Trust will publicise and hold a members' meeting (the "Annual Members' Meeting") within nine months of the end of the financial year.
- 4.20 **Notices of Motion** - A Director desiring to move or amend a motion shall send a written notice thereof at least ten working days before the meeting to the Chair, who shall insert in the agenda for the meeting all notices so received. This paragraph shall not prevent any motion being moved during the meeting, without notice on any business mentioned on the agenda subject to SO 4.7.
- 4.21 **Withdrawal of Motion or Amendments** - The proposer may withdraw a motion or amendment, once moved and seconded, with the concurrence of the seconder and the consent of the Chair.
- 4.22 **Motion to Rescind a Resolution** - Notice of motion to amend or rescind any resolution (or the general substance of any resolution), which has been passed within the preceding six calendar months shall bear the signature of the Director who gives it and also the signature of four other Directors. When any such motion has been disposed of by the Board of Directors, it shall not be possible for any Director other than the Chair to propose a motion to the same effect within six months; however, the Chair may do so if they consider it appropriate.
- 4.23 **Motions** - The mover of a motion shall have a right of reply at the close of any discussion on the motion or any consequent amendment to it.
- 4.24 When a motion is under discussion or immediately prior to discussion it shall be open to a Director to move:
- An amendment to the motion.
 - The adjournment of the discussion or the meeting.
 - That the meeting proceed to the next business. (*)
 - The appointment of an ad hoc committee to deal with a specific item of business.
 - That the motion be now put. (*)
- * In the case of sub-paragraphs denoted by (*) above to ensure objectivity motions may only be put by a Director who has not previously taken part in the debate and who is eligible to vote.

No amendment to the motion shall be admitted if, in the opinion of the Chair of the meeting, the amendment negates the substance of the motion.

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

4.26 **Attendance at Meetings**

4.26.1. The Board of Directors may in exceptional circumstances agree that its members can participate in its meetings by video or computer link provided it remains live and uninterrupted. Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting.

4.26.2. Directors who are unable to attend a meeting should advise the Secretary in advance of the meeting so that their apologies may be submitted.

- 4.27 **Chair's Ruling** - Statements of Directors made at meetings of the Board of Directors shall be relevant to the matter under discussion at the material time and the decision of the Chair of the meeting on questions of order, relevancy, regularity and any other matters shall be observed at the meeting.

- 4.28 **Voting** - Subject to any legal requirements or any requirements of the Constitution, if in the opinion of the Chair, a vote should be required on a question at the meeting, it shall be determined by a majority of the votes of the Directors present and voting on the question and, in the case of any equality of votes, the person presiding shall have a second or casting vote.

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

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

- 4.31 If a Director so requests, their vote shall be recorded by name upon any vote (other than by paper ballot).

- 4.32 In no circumstances may an absent Director vote by proxy. Absence is defined as being absent at the time of the vote, subject to SO 4.26.

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

- 4.34 **Minutes** - The minutes of the proceedings of a meeting shall be drawn up and submitted for agreement at the next ensuing meeting where they will be signed by the person presiding at it. In accordance with paragraph 30.2, a copy of the minutes, following agreement from the Board, will be made available to the Council of Governors.

- 4.35 No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at the next meeting.
- 4.36 Minutes shall be circulated in accordance with the Directors' wishes. Where providing a record of a public meeting, the minutes shall be made available to the public.
- 4.37 **Suspension of Standing Orders** - Except where this would contravene any provision of the Constitution or authorisation or any statutory provision or any direction made by NHS England, any one or more of the SOs may be suspended at any meeting, provided that at least two-thirds of the Directors are present. This shall include at least one Executive Director and one Non-Executive Director and a majority of those present vote in favour of suspension.
- 4.38 A decision to suspend SOs shall be recorded in the minutes of the meeting.
- 4.39 A separate record of matters discussed during the suspension of SOs shall be made and shall be available to the Directors.
- 4.40 No formal business may be transacted while SOs are suspended for procedural purposes.
- 4.41 The Audit Committee shall review every decision of the Board of Directors to suspend SOs.
- 4.42 **Variation and Amendment of Standing Orders** - These Standing Orders may only be amended in accordance with the Constitution and, in addition, only if:
- A notice of motion under SO 4.20 has been given; and
 - No fewer than half the total of the Trust's Non-Executive Directors vote in favour of amendment; and
 - At least two-thirds of the Directors are present; and
 - The variation proposed does not contravene a statutory provision or direction.
- 4.43 **Record of Attendance** - The names of the Directors present at the meeting shall be recorded in the minutes.

Arrangements for the Exercise of Functions of the Board of Directors by Delegation

- 5.1. Subject to the Constitution, any legal requirements and such directions as may be given by NHS England, the Board of Directors may make arrangements for the exercise, on behalf of the Trust, of any of its functions by a committee or sub-committee of Directors, appointed by virtue of SO 6 or by an Executive Director in each case subject to such restrictions and conditions as the Board thinks fit.
- 5.2. **Emergency Powers** - The powers which the Board of Directors has retained to itself within these Standing Orders (SO 3.4) may in emergency be exercised by the Chief Executive and the Chair, after having consulted and obtained the agreement of the Chair and at least two Non-Executive Directors. The exercise of such powers by the Chief Executive and the Chair shall be reported to the next formal meeting of the Board for Directors for ratification.

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- 5.3. **Delegation to Committees** - The Board of Directors shall agree from time to time to the delegation of executive powers to be exercised by committees or sub-committees which it has formally constituted **including any joint committees constituted to further joint working arrangements subject to paragraphs 4.6-4.8 of the Constitution**). The Constitution and terms of reference of these committees or sub-committees, and their specific executive powers shall be approved by the Board of Directors.
- 5.4. **Delegation to Officers** - Those functions of the Trust which have not been retained as reserved by the Board of Directors or delegated to an executive committee or sub-committee shall be exercised on behalf of the Board of Directors by the Chief Executive. The Chief Executive shall determine which functions they will perform personally and shall nominate officers to undertake the remaining functions for which they will still retain accountability to the Board of Directors.
- 5.5. The Chief Executive shall prepare a Scheme of Delegation identifying their proposals, which shall be considered and approved by the Board of Directors subject to any amendment agreed during the discussion. The Chief Executive may periodically propose amendment to the Scheme of Delegation which shall be considered and approved by the Board of Directors as indicated above.
- 5.6. Nothing in the Scheme of Delegation shall impair the overall responsibility of the Board of Directors or the discharge of the direct accountability to the Board of Directors of the Chief Executive or other Executive Director to provide information and advise the Board of Directors in accordance with the Constitution, any statutory requirements or any requirements of NHS England.

Committees

- 6.1. **Appointment of Committees** - Subject to the Constitution and such directions as may be given by NHS England, the Board of Directors may appoint committees of the Board of Directors, consisting wholly of Directors of the Trust.
- 6.2. A committee appointed under SO 6.1 may, subject to such directions as may be given by NHS England or the Board of Directors appoint sub-committees consisting of Directors of the Trust.
- 6.3. **A committee established pursuant to paragraph 6.2 above may meet in common with a committee of Directors of another NHS Foundation Trust.**
- 6.4. The Standing Orders of the Board, as far as they are applicable, shall apply with appropriate alteration to meetings of any committees or sub-committees established by the Board of Directors.
- 6.5. Each such committee or sub-committee, shall have such terms of reference and powers and be subject to such conditions (as to reporting back to the Board of Directors), as the Board of Directors shall decide. Such terms of reference shall have effect as if incorporated into the Standing Orders.
- 6.6. Committees may not delegate their executive powers to a sub-committee unless expressly authorised by the Board of Directors.
- 6.7. The Board of Directors shall approve the appointments to each of the committees which it has formally constituted. Where the Board of Directors determines that persons, who are neither Directors nor officers, shall be appointed to a committee, the terms of such appointment shall be determined by the Board of Directors.

- 6.8. The Trust is required to establish the following committees of Non-Executive Directors in accordance with the 2006 Act.
- Remuneration (known as Nominations and Remuneration Committee)
 - Audit
- 6.9. The Trust has chosen to establish the following committees of the Board:
- Finance and Performance
 - Strategy Transformation and Partnerships
 - Quality Governance
 - Charitable Funds Committee
- 6.10. **Confidentiality** - A member of a committee shall not disclose a matter dealt with by, or brought before, the committee without its permission until the committee shall have reported to the Board of Directors or shall otherwise have concluded on that matter.
- 6.11. A Director of the Trust shall not disclose any matter reported to the Board of Directors or otherwise dealt with by the committee, notwithstanding that the matter has been reported or action has been concluded, if the Board of Directors or committee shall resolve that it is confidential.

Declarations of Interests and Register of Interests

- 7.1. **Declaration of Interests** - Directors are required to comply with the Trust's Standards of Business Conduct, to declare interests that are required to be declared by the Constitution and to declare any other interests that are material to the Board of Directors. All Directors should declare such interests on appointment and on any subsequent occasion that a conflict arises.
- 7.2. Interests which should be regarded as "relevant and material" are:
- a) Directorships, including Non-Executive Directorships held in private companies or public liability companies (PLCs) (with the exception of those of dormant companies).
 - b) Ownership or part-ownership or Directorship of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS.
 - c) Majority or controlling share holdings in organisations likely or possibly seeking to do business with the NHS.
 - d) A position of authority in a charity or voluntary organisation in the field of health and social care.
 - e) Any connection with a voluntary or other organisation contracting for NHS services or commissioning NHS services.
 - f) Any connection with an organisation, entity or company considering entering into or having entered into a financial arrangement with the Trust, including but not limited to, lenders or banks.
- 7.3. If Board Directors have any doubt about the relevance of an interest, this should be discussed with the Chair or Secretary.
- 7.4. At the time Directors' interests are declared, they should be recorded in the Board minutes. Any changes in interests should be declared at the next Board of Directors meeting following the change occurring. It is the obligation of the Director to inform the Secretary of the Trust in writing within five working days of becoming aware of the existence of a relevant or material interest.

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- 7.5. Board Directors' Directorships of companies likely or possibly seeking to do business with the NHS should be published in the Trust's annual report. The information should be kept up to date for inclusion in succeeding annual reports.
- 7.6. During the course of a Board meeting, if a conflict of interest is established, the Director concerned should withdraw from the meeting and play no part in the relevant discussion or decision. For the avoidance of doubt this includes voting on such an issue where a conflict is established. If there is a dispute as to whether a conflict of interest does exist, the majority will resolve the issue with the Chair having the casting vote.
- 7.7. There is a requirement for the interests of Directors' spouses or partners to be declared, if they fall within the criteria outlined in SO 7.2.
- 7.8. **Register of Interests** - In accordance with the Constitution, the Secretary will ensure that a Register of Interests is established to record formal declarations of interests of § Directors. In particular the Register will include details of all Directorships and other relevant and material interests which have been declared by both Executive and Non-Executive Board Directors, as defined in SO 7.2.
- 7.9. These details will be kept up to date by means of an annual review of the Register in which any changes to interests declared during the preceding twelve months will be incorporated.
- 7.10. The Register will be available to the public and the Secretary will take reasonable steps to bring the existence of the Register to the attention of the local population and to publicise arrangements for viewing it.

Disability of Directors in Proceedings on Account of Pecuniary Interest

- 8.1. Subject to the provisions of the Constitution and to the following provisions of this Standing Order, if a Director of the Trust has any pecuniary interest, direct or indirect, in any contract, proposed contract or other matter and is present at a meeting of the Board of Directors at which the contract or other matter is the subject of consideration, they shall at the meeting and as soon as practicable after its commencement disclose the fact and shall not take part in the consideration or discussion of the contract or other matter or vote on any question with respect to it.
- 8.2. The Board may exclude a Director from a meeting of the Board of Directors while any contract, proposed contract or other matter in which they have a pecuniary interest, is under consideration.
- 8.3. For the purpose of this Standing Order the Chair or a Director shall be treated, subject to SO 8.2 and SO 8.4, as having indirectly a pecuniary interest in a contract, proposed contract or other matter, if:
 - (a) They, or a nominee of theirs, is a Director of a company or other body, not being a public body, with which the contract was made or is proposed to be made or which has a direct pecuniary interest in the other matter under consideration;
 - or
 - (b) They are a partner of, or is in the employment of a person with whom the contract was made or is proposed to be made or who has a direct pecuniary interest in the other matter under consideration;

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and in the case of married persons or persons living together as partners the interest of one or other shall, if known to the other, be deemed for the purposes of this Standing Order to be also an interest of the other.

- 8.4. A Director shall not be treated as having a pecuniary interest in any contract, proposed contract or other matter by reason only:
- (a) of their membership of a company or other body, if they have no beneficial interest in any securities of that company or other body;
 - (b) of an interest in any company, body or person with which they are connected as mentioned in SO 8.3 above which is so remote or insignificant that it cannot reasonably be regarded as likely to influence a Director in the consideration or discussion of or in voting on, any question with respect to that contract or matter.
- 8.5. Where a Director:
- (a) has an indirect pecuniary interest in a contract, proposed contract or other matter by reason only of a beneficial interest in securities of a company or other body, and
 - (b) the total nominal value of those securities does not exceed £5,000 or one-hundredth of the total nominal value of the issued share capital of the company or body, whichever is the less, and
 - (c) if the share capital is of more than one class, the total nominal value of shares of any one class in which they have a beneficial interest does not exceed one-hundredth of the total issued share capital of that class,

this Standing Order shall not prohibit them from taking part in the consideration or discussion of the contract or other matter or from voting on any question with respect to it without prejudice however to their duty to disclose their interest.

- 8.6. Standing Order 8 applies to a committee or sub-committee of the Board of Directors as it applies to the Board of Directors and applies to any member of any such committee or sub-committee (whether or not they are also a Director) as it applies to a Director.
- 8.7. **Waiver of Standing Orders made by the Secretary of State for Health** - Under regulation 11(2) of the NHS (Membership and Procedure Regulations SI 1999/2024 ("the Regulations"), there is a power for the Secretary of State to issue waivers if it appears to the Secretary of State in the interests of the health service that the disability in regulation 11 (which prevents a chair or a member of the Board from taking part in the consideration or discussion of, or voting on any question with respect to, a matter in which they have a pecuniary interest) should be removed.

Standards of Business Conduct

- 9.1. **Policy** - All Directors of the Trust shall comply with the Standards of Business Conduct set by the Board of Directors for the guidance of all staff employed by the Trust.
- 9.2. **Interest of Directors/Officers in Contracts** - If it comes to the knowledge of a Board Director or an officer of the Trust that a contract in which they have any pecuniary interest not being a contract to which they are themselves a party, has been, or is proposed to be, entered into by the Trust they shall, at once, give notice in writing to the Chief Executive of the fact that they are interested therein. In the case of married persons or persons living together as partners, the interest of one partner shall, if known to the other, be deemed to be also the interest of that partner.

- 9.3. An officer must also declare to the Chief Executive any other employment or business or other relationship of theirs, or of a member of their family or of someone with whom they have a close personal relationship, that conflicts, or might reasonably be predicted could conflict with the interests of the Trust. A register of declared interests of staff shall be kept and maintained by means of an annual review.
- 9.4. **Canvassing of, and Recommendations by, Directors in Relation to Appointments** - Canvassing of Directors of the Trust or members of any committee of the Trust directly or indirectly for any appointment under the Trust shall disqualify the candidate for such appointment. The contents of this paragraph of the Standing Order shall be included in application forms or otherwise brought to the attention of candidates.
- 9.5. A Director of the Trust shall not solicit for any person any appointment under the Trust or recommend any person for such appointment: but this paragraph of this Standing Order shall not preclude a Director from giving written testimonial of a candidate's ability, experience or character for submission to the Trust.
- 9.6. Informal discussions outside appointments panels or committees, whether solicited or unsolicited, should be declared to the panel or committee.
- 9.7. **Relatives of Directors or Officers** - Candidates for any staff appointment shall, when making application, disclose in writing whether they are related to any Director or the holder of any office under the Trust. Failure to disclose such a relationship shall disqualify a candidate and, if appointed, render them liable to instant dismissal.
- 9.8. The Directors and every officer of the Trust shall disclose to the Chief Executive any relationship with a candidate of whose candidature that Director or officer is aware. It shall be the duty of the Chief Executive to report to the Board of Directors any such disclosure made.
- 9.9. On appointment, Directors (and prior to acceptance of an appointment in the case of Executive Directors) should disclose to the Board whether they are related to any other Director or holder of any office under the Trust.
- 9.10. Where the relationship of an officer or another Director to a Director of the Trust is disclosed, the Standing Order headed 'Disability of Directors in proceedings on account of pecuniary interest' (SO 8) shall apply.
- 9.11. Relationships to which this order applies are those of father, mother, child, grandchild, brother, sister, aunt, uncle, nephew or niece of the member, their spouses or partners living together.
- 9.12. **Acceptance of Gifts and Hospitality** - The Secretary shall ensure that all staff are made aware of the Trust policy on acceptance of gifts and other benefits in kind by staff. The central register, held by the Secretary will record all gifts and hospitality accepted.

Resolution of Disputes with Council of Governors

- 10.1. Should a dispute arise between the Board of Directors and the Council of Governors, then the disputes resolution procedure set out below shall be followed.
- 10.2. The Chair, or Vice Chair (if the dispute involves the Chair), shall first endeavour, through discussion with Governors and Directors or, to achieve the earliest possible conclusion, appropriate representatives of them, to resolve the matter to the reasonable satisfaction of both parties.

- 10.3. Failing resolution under 10.2 above, then the Board of Directors or the Council of Governors, as appropriate, shall at its next formal meeting approve the precise wording of a Disputes Statement setting out clearly and concisely the issue or issues giving rise to the dispute.
- 10.4. The Chair shall ensure that the Disputes Statement, without amendment or abbreviation in any way, shall be an agenda item and agenda paper at the next formal meeting of the Board of Directors or Council of Governors as appropriate. That meeting shall agree the precise wording of a Response to Disputes Statement.
- 10.5. The Chair or Vice Chair (if the dispute involves the Chair) shall immediately, or as soon as is practical, communicate the outcome to the other party and deliver the written Response to Disputes Statement. If the matter remains unresolved or only partially resolved then the procedure outlined in 10.2 above shall be repeated.
- 10.6. If, in the opinion of the Chair or Vice Chair (if the dispute involves the Chair) and following the further discussions prescribed in 10.5 above, there is no further prospect of a full resolution or, if at any stage in the whole process, in the opinion of the Chair or Vice Chair, as the case may be, there is no prospect of a resolution (partial or otherwise) then they shall advise the Council of Governors and Board of Directors accordingly.
- 10.7. On the satisfactory completion of this disputes process, the Board of Directors shall implement agreed changes.
- 10.8. On the unsatisfactory completion of this disputes process the view of the Board of Directors shall prevail.
- 10.9. Nothing in this procedure shall prevent the Council of Governors, if it so desires and acting through the Lead Governor, from informing NHS England that, in the Council of Governors' opinion, the Board of Directors has not responded constructively to concerns of the Council of Governors that the Trust is not acting in accordance with the terms of its Constitution or not complying with the terms of the 2006 Act.

Board of Directors' Performance

- 11.1. The Chair shall, at least annually, lead a performance assessment process for the Board of Directors. This process should act as the basis for determining individual and collective professional development programs for Directors.

Miscellaneous

- 12.1. **Standing Orders to be given to Directors and Officers** - It is the duty of the Chief Executive to ensure that existing Directors and officers and all new appointees are notified of and understand their responsibilities within Standing Orders and Standing Financial Instructions in accordance with the Code of Conduct requirements. Updated copies shall be issued to staff designated by the Chief Executive. New designated officers shall be informed in writing and shall receive copies where appropriate of SOs.
- 12.2. **Documents having the Standing of Standing Orders** - Standing Financial Instructions and Matters Reserved for the Board and the Scheme of Delegation shall have the effect as if incorporated into SOs.

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- 12.3. **Review of Standing Orders** - Standing Orders shall be reviewed annually by the Trust. Any amendments to these Standing Orders identified by the review must be approved by the Audit Committee and the Board of Directors before being annexed to the Constitution. The requirement for review extends to all documents having the effect as if incorporated in SOs.
- 12.4. **Indemnity** - A Director, or officer of the Trust, who has acted honestly and in good faith will not have to meet out of their own personal resources any personal civil liability which is incurred in the execution or purported execution of their functions as a Director save where the Director has acted recklessly. Any costs arising in this way will be met by the Trust. On behalf of the Directors, and as part of the Trust's overall insurance arrangements, the Board of Directors shall put in place appropriate insurance provision to cover such indemnity.

Custody of Seal and Sealing of Documents

- 13.1 **Custody of Seal** - the Secretary shall have charge of the Trust's seal which will be kept in a secure place.
- 13.2 **Sealing of Documents** – As stated in paragraph 43.2 of the Constitution the seal of the Trust shall not be fixed to any documents unless the sealing has been authorised by a resolution of the Board or of a Committee, where the Board has delegated its powers. Before any building, engineering, property or capital document is sealed it must be approved and signed by the Chief Executive Officer (or an Officer named by them) and authorised and countersigned by the Chair (or an Officer nominated by them who shall not be within the originating directorate).
- 13.3 **Register of Sealing**- An entry of every sealing shall be made and numbered consecutively in a book provided for that purpose, and shall be signed by the persons who shall have approved and authorised the document and those who attested the seal. A report of all sealings should be made to the Trust via the Audit Committee on an annual basis. (The report shall contain details of the seal number, the description of the document and the date of sealing).
- 13.4 **Use of Common Seal** - The use of the common seal shall be confined to the purpose outlined below and to such other purposes as may in future be designated by law.
- Contracts made by the Trust as per the Trust's tendering and contract procedure.
 - Documents relating to the purchase of stocks and shares in accordance with the Trust's policy on charitable funds.
 - Issue of training certificates.
 - Any other contracts, indemnity, deed or undertaking, which by law require the use of the Trust's seal.

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Annex 8 – Further Provisions relating to members

Disqualification from membership

1. In addition to paragraph 10 of the Constitution, a person may not become a member of the Trust if:
 - 1.1. They have been banned from Trust premises in accordance with the Trust's policy on "Dealing with Violence and Aggression" or prosecuted for criminal or unacceptable behaviour; or
 - 1.2. They have demonstrated unacceptable levels of violent or aggressive behaviour towards staff and/or patients and been subject to an application of the Trust's policy on "Dealing with Violence and Aggression"; or
 - 1.3. They have been declared by the Council of Governors or one of its sub-committees to be a vexatious complainant or where they fail to abide by the Trust's Values.
 - 1.4. They do not agree to (or, having agreed to, fail to abide by) the Trust Values.
2. It is the responsibility of the member to ensure their eligibility and not the Trust, but where the Trust is on notice that a member may be disqualified from membership, they shall carry out all reasonable enquiries to establish if this is the case.

Termination of membership

3. A member shall cease to be a member if:
 - 3.1. They die;
 - 3.2. They resign by notice to the Secretary;
 - 3.3. They cease to be entitled under this Constitution to be a member of the public constituency;
 - 3.4. They are expelled under this Constitution;
 - 3.5. If it appears to the 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 establish that they wish to continue to be a member of the Trust.
4. A member may be expelled by a resolution of the Council of Governors at a General Meeting. The following procedure is to be adopted:
 - 4.1. Any member may complain to the Secretary that another member has acted in a way detrimental to the interests of the Trust.
 - 4.2. If a complaint is made, the Council of Governors may itself consider the complaint having taken such steps as it considers appropriate to ensure that each member's point of view is heard and may either:
 - 4.2.1. dismiss the complaint and take no further action; or
 - 4.2.2. arrange for a resolution to expel the member complained of to be considered at the next General Meeting of the Council of Governors.
 - 4.3. If a resolution to expel a member is to be considered at a General Meeting of the Council of Governors, details of the complaint must be sent to the member complained of not less than one calendar month before the meeting with an invitation to answer the complaint and attend the meeting.

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- 4.4. At the meeting the Council of Governors will consider evidence in support of the complaint and such evidence as the member complained of may wish to place before them.
- 4.5. If the member complained of fails to attend the meeting without due cause the meeting may proceed in their absence.
- 4.6. A person expelled from membership will cease to be a member upon the declaration by the Chair of the meeting that the resolution to expel them is carried.
- 4.7. Where a person has been expelled from membership under the provisions of this paragraph, they may submit a written appeal within a 6-month period from the expulsion to the Secretary. A Chair of another foundation trust will be appointed to consider the appeal and their decision on the matter will be final.
- 4.8. No person who has been expelled from membership is to be re-admitted except by a resolution carried by the votes of two-thirds of the members of the Council of Governors present and voting at a General Meeting.

Commitments

5. Representative membership

- 5.1. The Trust shall at all times strive to ensure that taken as a whole its actual membership is representative of those eligible for membership. To this end:
 - 5.1.1. the Trust shall at all times have in place and pursue a membership strategy which shall be approved by the Council of Governors, and shall be reviewed by them from time to time, and at least every three years,
 - 5.1.2. the Council of Governors shall present to each annual members' meeting a report on:
 - 5.1.2.1. steps taken to secure that (taken as a whole) the actual membership of the Public Constituency and of the Staff Constituency is representative of those eligible for such membership;
 - 5.1.2.2. the progress of the membership strategy;
 - 5.1.2.3. any changes to the membership strategy.

Openness

- 5.2. In conducting its affairs, the Trust shall have regard to the need to provide information to members and conduct its affairs in an open and accessible way.

Prohibiting distribution

- 5.3. The profits or surpluses of the Trust are not to be distributed either directly or indirectly in any way at all among members of the Trust.

Framework

- 5.4. The affairs of the Trust are to be conducted by the Board of Directors, the Council of Governors and the members in accordance with this Constitution and the Trust's NHS provider licence. The members, the Council of Governors and the Board of Directors are to have the roles and responsibilities set out in this Constitution.

Members

- 5.5. Members may attend and participate at members' meetings, vote in elections to, and, if eligible, stand for election to, the Council of Governors, and take such other part in the affairs of the Trust as is provided in this Constitution.

Dispute resolution procedures

- 5.6. In the event of a dispute with a member or applicant in relation to matters of eligibility and disqualification, such member or applicant shall be invited to discuss the grounds of dispute with the Secretary, in the first instance. If not resolved, the issue will be submitted to an arbitrator agreed by the parties. The arbitrator's decision will be binding and conclusion on all parties.
- 5.7. Any person bringing a dispute must, if required to do so, deposit with the Trust a reasonable sum (not exceeding £250) to be determined by the Council of Governors and approved by the Secretary. The arbitrator will decide how the costs of the arbitration will be paid and what should be done with the deposit.

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Annex 9 – Annual Members’ Meeting

1. The Trust is to hold a members’ meeting (the “Annual Members’ Meeting”) within nine months of the end of each financial year. All members’ meetings other than annual meetings are called special members’ meetings and shall, insofar as possible, follow the requirements and provisions of this Annex.
2. Members’ meetings are open to all members of the Trust, Governors and Directors, representatives of the Trust’s financial auditor and to the public. The Council of Governors may invite representatives of the media, and any experts or advisors, whose attendance they consider to be in the best interests of the Trust to attend the Annual Members’ Meeting.
3. The Annual Members’ Meeting is to be convened by the Secretary by order of the Council of Governors. The Trust may, if agreed by at least half of the whole of the Council of Governors, combine the Annual Members’ Meeting with the Council of Governors’ meeting which is held for the purpose of considering the Trust’s Annual Report and Accounts.
4. The Council of Governors may decide where an Annual Members’ Meeting is to be held and may also for the benefit of members arrange for the Annual Members’ Meeting to be held in different venues each year.
5. At the Annual Members’ Meeting, the Board of Directors shall present to the members:
 - 5.1. the annual accounts
 - 5.2. any report of the financial auditor
 - 5.3. any report of any other external auditor of the Trust’s affairs
 - 5.4. forward planning information for the next financial year;
6. The Council of Governors shall present to the members:
 - 6.1. a report on steps taken to secure that (taken as a whole) the actual membership of its public and staff constituencies is representative of those eligible for such membership;
 - 6.2. the progress of the membership strategy
 - 6.3. any proposed changes to the policy for the composition of the Council of Governors and of the Non-Executive Directors
 - 6.4. the results of any election and appointment of Governors and the appointment of Non- Executive Directors will be announced.
7. Notice of the Annual Members’ Meeting is to be given:
 - 7.1. by notice to all members;
 - 7.2. by notice prominently displayed at the head office and at all of the Trust’s places of business; and
 - 7.3. by notice on the Trust’s website;
 - 7.4. at least 14 working days before the date of the meeting.
8. The notice must:
 - 8.1. be given to the Council of Governors and the Board of Directors, and to the financial auditor;
 - 8.2. give the time, date and place of the meeting; and
 - 8.3. indicate the business to be dealt with at the meeting.
9. Before an Annual Members’ Meeting can do business there must be a quorum present. Except where this Constitution says otherwise a quorum is one member present from each of the Trust’s constituencies.

10. Subject to the requirements of the Constitution, the Trust may make arrangements for members to vote by post, or by using electronic communications.
11. It is the responsibility of the Council of Governors, the Chair of the meeting and the Secretary to ensure that at the Annual Members' Meeting:
 - 11.1. the issues to be decided are clearly explained;
 - 11.2. sufficient information is provided to members to enable rational discussion to take place.
12. The Chair of the Trust, or in their absence the Vice Chair of the Trust, or in their absence one of the other Non-Executive Directors shall preside at all members' meetings of the Trust. If neither the Chair nor the Vice Chair, nor any other Non-Executive Directors are present, the meeting shall be adjourned to such time and place as the Chair may subsequently determine.
13. 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 Council of Governors 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 during the meeting is to be a quorum.
14. A resolution put to the vote at a members' meeting shall be decided upon by a poll.
15. Every member present and every member who has voted by post or using electronic communications is to have one vote. In the case of an equality of votes the Chair of the meeting is to have a second or casting vote.
16. The result of any vote will be declared by the Chair and entered in the minute book. The minute book will be conclusive evidence of the result of the vote.

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Annex 10 – Election Rules

(Paragraph 13.2)

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1. Interpretation

Part 2 – Timetable for election

2. Timetable
3. Computation of time

Part 3 – Returning officer

4. Returning officer
5. Staff
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9. Nomination of candidates
10. Candidate's particulars
11. Declaration of interests
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13. Signature of candidate
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20. The ballot paper
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25. Ballot paper envelope and covering envelope
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The poll

27. Eligibility to vote
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- 36. Receipt of voting documents
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- STV52. Declaration of result for contested elections
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- 55. Delivery of documents
- 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 an election

Part 9 – Death of a candidate during a contested election

- FPP59. Countermand or abandonment of poll on death of candidate
- STV59. Countermand or abandonment of poll on death of candidate

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Expenses

- 60. Election expenses
- 61. Expenses and payments by candidates
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Publicity

- 63. Publicity about election by the corporation
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- 65. Meaning of "for the purposes of an election"

Part 11 – Questioning elections and irregularities

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- 67. Secrecy
 - 68. Prohibition of disclosure of vote
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Part 1 - Interpretation

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 (NHS England, 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;
- “NHS England” means the corporate body known as NHS England as provided by section 61 of the 2012 Act, which operates with the National Health Service Trust Development Authority as NHS Improvement.”;
- “numerical voting code” has the meaning set out in rule 57.2(b) “polling website” has the meaning set out in rule 26.1;
- “postal voting information” has the meaning set out in rule 24.1;
- “telephone short code” means a short telephone number used for the purposes of submitting a vote by text message;
- “telephone voting facility” has the meaning set out in rule 26.2; “telephone voting record” has the meaning set out in rule 26.5 (d); “text message voting facility” has the meaning set out in rule 26.3; “text voting record” has the meaning set out in rule 26.6 (d);
- “the telephone voting system” means such telephone voting facility as may be provided by the returning officer for the purpose of enabling voters to cast their votes by telephone;
- “the text message voting system” means such text messaging voting facility as may be provided by the returning officer for the purpose of enabling voters to cast their votes by text message;
- “voter ID number” means a unique, randomly generated numeric identifier allocated to each voter by the Returning Officer for the purpose of e-voting,
- “voting information” means postal voting information and/or e-voting information

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

Part 2 – Timetable for election

Timetable

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

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

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

Returning officer

- 4.1 Subject to rule 62, 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.

Staff

- 5.1 Subject to rule 62, 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.

Expenditure

- 6.1 The corporation is to pay the returning officer:
- a) any expenses incurred by that officer in the exercise of their functions under these rules,
 - b) such remuneration and other expenses as the corporation may determine.

Duty of co-operation

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

Part 4 - Stages Common to Contested and Uncontested Elections

Notice of election

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

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.

Candidate's particulars

- 11.1 The nomination form must state the candidate's:
- a) full name
 - b) contact address in full (which should be postal address although an e-mail address may also be provided for the purpose of the electronic communication), and
 - c) constituency, or class within a constituency, of which the candidate is a member.

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Declaration of interests

11.1 The nomination paper must state:

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

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

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 constituency of the particulars of their qualification to vote as a member of that constituency, or class within that constituency, for which the election is being held.

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.

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 paper is invalid,
- c) receives satisfactory proof that the candidate has died, or
- d) receives a written request by the candidate of their withdrawal from candidacy.

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 form 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 form does not contain the candidate's particulars, as required by rule 10;
- c) that the form does not contain a declaration of the interests of the candidate, as required by rule 11,
- (d) that the form does not include a declaration of eligibility as required by rule 12, or
- (e) that the form is not signed and dated by the candidate, as required by rule 13.

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- 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.

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.

Inspection of statement of nominated candidates and nomination papers

- 16.1 The corporation is to make the statement of the candidates and the nomination papers 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 statements of candidates or their nomination forms, the corporation is to provide that person with the copy or extract free of charge.

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.

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.

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- 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 in consultation with the corporation.

Part 5 – Contested elections

Poll to be taken by ballot

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

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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.

The declaration of identity (public and patient constituencies)

- 21.1 The corporation shall require each voter who participates in an election for a public 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 or she has not marked or returned any other voting paper in the election, and
 - (c) the particulars of their qualification to vote as a member of the constituency or class within the constituency or 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 their declaration of identity with their 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

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 members 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 e-mail to those members in the list of eligible voters for whom an e-mail address is included in that list.

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.

Issue of voting documents 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 documents 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 54 of these rules, and
 - (d) a covering envelope.

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("postal voting information")

- 24.2 Subject to rules 24.3 and 24.4, as soon as is reasonably practicable on or after the publication of the notice of the poll, the returning officer is to send the following information by e-mail and/ or by post to each member of the corporation named in the list of eligible voters whom the corporation determines in accordance with rule 19.3 and/or rule 19.4 may cast his or her vote by an e-voting method of polling:
- (a) instructions on how to vote and how to make a declaration of identity (if required),
 - (b) the voter's voter ID number,
 - (c) information about each candidate standing for election, pursuant to rule 57 of these rules, or details of where this information is readily available on the internet or available in such other formats as the Returning Officer thinks appropriate,
 - (d) contact details of the returning officer.

("e-voting information")

- 24.3 The corporation may determine that any member of the corporation shall:
- (a) only be sent postal voting information; or
 - (b) only be sent e-voting information; or
 - (c) be sent both postal voting information and e-voting information;
- for the purposes of the poll.
- 24.4 If the corporation determines, in accordance with rule 22.3, that the e-voting information is to be sent only by e-mail to those members in the list of eligible voters for whom an e-mail address is included in that list, then the returning officer shall only send that information by e-mail.
- 24.5 The voting information is to be sent to the postal address and/ or e-mail address for each member, as specified in the list of eligible voters.

Ballot paper envelope and covering envelope

- 25.1 The ballot paper envelope must have clear instructions to the voter printed on it, instructing the voter to seal the ballot paper inside the envelope once the ballot paper has been marked.
- 25.2 The covering envelope is to have:
- (a) the address for return of the ballot paper printed on it, and
 - (b) pre-paid postage for return to that address.
- 25.3 There should be clear instructions, either printed on the covering envelope or elsewhere, instructing the voter to seal the following documents inside the covering envelope and return it to the returning officer:
- (a) the completed ID declaration form if required, and
 - (b) the ballot paper envelope, with the ballot paper sealed inside it.

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").

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- 26.2 If telephone voting is a method of polling for the relevant election then the returning officer must provide an automated telephone system for the purpose of voting by the use of a touch-tone telephone (in these rules referred to as “the telephone voting facility”).
- 26.3 If text message voting is a method of polling for the relevant election then the returning officer must provide an automated text messaging system for the purpose of voting by text message (in these rules referred to as “the text message voting facility”).
- 26.4 The returning officer shall ensure that the polling website and internet voting system provided will:
- (a) require a voter to:
 - (i) enter his or her voter ID number; and
 - (ii) where the election is for a public or patient constituency, make a declaration of identity;in order to be able to cast their 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 voter ID number in order to be able to cast his or her vote; and
 - (ii) where the election is for a public or patient constituency, make a declaration of identity;

- (b) specify:
 - (i) the name of the corporation,
 - (ii) the constituency, or class within a constituency, for which the election is being held,
 - (iii) the number of members of the council of Governors to be elected from that constituency, or class within that constituency,
 - (iv) instructions on how to vote and how to make a declaration of identity,
 - (v) the date and time of the close of the poll, and
 - (vi) the contact details of the returning officer;
- (c) prevent a voter from voting for more candidates than he or she is entitled to at the election;
- (d) create a record ("telephone voting record") that is stored in the telephone voting system in respect of each vote cast by a voter using the telephone that comprises of:
 - (i) the voter's voter ID number;
 - (ii) the voter's declaration of identity (where required);
 - (iii) the candidate or candidates for whom the voter has voted; and
 - (iv) the date and time of the voter's vote
- (e) if the voter's vote has been duly cast and recorded, provide the voter with confirmation of this;
- (f) prevent any voter from voting after the close of poll.

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

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

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The poll

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.

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.

Spoilt ballot papers and spoilt text message votes

- 29.1 If a voter has dealt with their ballot paper in such a manner that it cannot be accepted as a ballot paper (referred to a "spoilt ballot paper"), that voter may apply to the returning officer for a replacement ballot paper.
- 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
 - (a) 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 their 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.

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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.

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 a replacement ballot paper unless, in addition to the requirements imposed rule 29.3 or 30.2, he or she is also satisfied that that person has not already voted in the election, notwithstanding the fact that a declaration of identity if required has already been received by the returning officer in the name of that voter.
- 31.2 After issuing replacement under this rule, the returning officer shall enter in a list ("the list of tendered ballot papers"):
- (a) the name of the voter, and
 - (b) the details of the unique identifier of the replacement ballot paper issued under this rule.

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

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

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.

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.

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

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 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.

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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 as "disqualified" and attach it the ballot paper,
 - (c) record the unique identifier on the ballot paper in a list (the "list of disqualified documents"); and
 - (d) place the document or documents in a separate packet.
- 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.

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

- 38.1 Where the returning officer receives a declaration of identity 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.

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.

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 declarations forms if required,
 - (c) the list of spoilt ballot papers,
 - (d) the list of lost ballot papers,
 - (e) the list of eligible voters, and
 - (f) the list of tendered ballot papers.

Part 6 - Counting the votes

STV41. Interpretation of Part 6

STV41.1 In Part 6 of these rules:

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

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

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

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

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

“non-transferable vote” means a ballot document:

- (a) on which no second or subsequent preference is recorded for a continuing candidate, or
- (b) which is excluded by the returning officer under rule STV49,

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

- (a) *“first preference”* means the figure “1” or any mark or word which clearly indicates a first (or only) preference,
- (b) *“next available preference”* means a preference which is the second, or as the case may be, subsequent preference recorded in consecutive order for a continuing candidate (any candidate who is deemed to be elected or is excluded thereby being ignored); and
- (c) in this context, a *“second preference”* is shown by the figure “2” or any mark or word which clearly indicates a second preference, and a third preference by the figure “3” or any mark or word which clearly indicates a third preference, and so on,

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

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

“stage of the count” means:

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

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

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

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

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.

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- 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.

The count

- 43.1 The returning officer is to:
- (a) count and record the number of :
 - (i) ballot papers that have been returned, and
 - (ii) 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 41.2(ii) where vote counting software is being used
- 43.2 The returning officer, while counting and recording the number of ballot papers, internet voting records, telephone voting records and/or text voting records and counting the votes, must make arrangements to ensure that no person obtains or communicates information as to the unique identifier on a ballot paper or the voter ID number on an internet voting record, telephone voting record or text voting record.
- 43.3 The returning officer is to proceed continuously with counting the votes as far as is practicable.

STV44. Rejected ballot papers and rejected text voting records

- STV44.1 Any ballot paper:
- (a) which does not bear the features that have been incorporated into the other ballot papers to prevent them from being reproduced,
 - (b) on which the figure “1” standing alone is not placed so as to indicate a first preference for any candidate,
 - (c) on which anything is written or marked by which the voter can be identified except the unique identifier, or
 - (d) which is unmarked or rejected because of uncertainty,

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

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

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STV44.3 Any text voting record:

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

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

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

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

FPP44. Rejected ballot papers and rejected text voting records

FPP44.1 Any ballot paper:

- (a) which does not bear the features that have been incorporated into the other ballot papers to prevent them from being reproduced,
- (b) on which votes are given for more candidates than the voter is entitled to vote,
- (c) on which anything is written or marked by which the voter can be identified except the unique identifier, or
- (d) which is unmarked or rejected because of uncertainty, shall, subject to rules 43.2 and 43.3, be rejected and not counted.

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

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

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

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

FPP44.4 The returning officer is to:

- (a) endorse the word “rejected” on any ballot paper which under this rule is not to be counted, and
- (b) in the case of a ballot paper on which any vote is counted under rules 43.2 and 43.3, endorse the words “rejected in part” on the ballot paper and indicate which vote or votes have been counted.

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

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

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

FPP44.6 Any text voting record:

- (a) on which votes are given for more candidates than the voter is entitled to vote,
- (b) on which anything is written or marked by which the voter can be identified except the voter ID number, or
- (c) which is unmarked or rejected because of uncertainty, shall, subject to rules 43.7 and 43.8, be rejected and not counted.

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

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

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

FPP44.9 The returning officer is to:

- (a) endorse the word "rejected" on any text voting record which under this rule is not to be counted, and
- (b) in the case of a text voting record on which any vote is counted under rules 43.7 and 43.8, endorse the words "rejected in part" on the text voting record and indicate which vote or votes have been counted.

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

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

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

STV45. First stage

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

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

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

STV46. The quota

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

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

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

STV47. Transfer of votes

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

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

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

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

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

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

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

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

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

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

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

whichever is the less.

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

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

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

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

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

STV48. Supplementary provisions on transfer

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

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

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

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

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

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

STV49. Exclusion of candidates

STV49.1 If:

- (a) all transferable ballot documents which under the provisions of rule STV47 (including that rule as applied by rule STV49.11) and this rule are required to be transferred, have been transferred, and
- (b) subject to rule STV50, one or more vacancies remain to be filled, the returning officer shall exclude from the election at that stage the candidate with the then lowest vote (or, where rule STV49.12 applies, the candidates with the then lowest votes).

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

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

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

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

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

STV49.6 The returning officer shall transfer those ballot documents in the sub-parcel of transferable ballot documents with the highest transfer value to the continuing candidates in accordance with the next available preferences given on those ballot documents (thereby passing over candidates who are deemed to be elected or are excluded).

STV49.7 The vote on each transferable ballot document transferred under rule STV49.6 shall be at the value at which that vote was received by the candidate excluded under rule STV49.1.

STV49.8 Any ballot documents on which no next available preferences have been expressed shall be set aside as non-transferable votes.

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STV49.9 After the returning officer has completed the transfer of the ballot documents in the sub-parcel of ballot documents with the highest transfer value he or she shall proceed to transfer in the same way the sub-parcel of ballot documents with the next highest value and so on until he or she has dealt with each sub-parcel of a candidate excluded under rule STV49.1.

STV49.10 The returning officer shall after each stage of the count completed under this rule:

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

STV49.11 If after a transfer of votes under any provision of this rule, a candidate has a surplus, that surplus shall be dealt with in accordance with rules STV47.5 to STV47.10 and rule STV48.

STV49.12 Where the total of the votes of the two or more lowest candidates, together with any surpluses not transferred, is less than the number of votes credited to the next lowest candidate, the returning officer shall in one operation exclude such two or more candidates.

STV49.13 If when a candidate has to be excluded under this rule, two or more candidates each have the same number of votes and are lowest:

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

STV50. Filling of last vacancies

STV50.1 Where the number of continuing candidates is equal to the number of vacancies remaining unfilled the continuing candidates shall thereupon be deemed to be elected.

STV50.2 Where only one vacancy remains unfilled and the votes of any one continuing candidate are equal to or greater than the total of votes credited to other continuing candidates together with any surplus not transferred, the candidate shall thereupon be deemed to be elected.

STV50.3 Where the last vacancies can be filled under this rule, no further transfer of votes shall be made.

STV51. Order of election of candidates

STV51.1 The order in which candidates whose votes equal or exceed the quota are deemed to be elected shall be the order in which their respective surpluses were transferred, or would have been transferred but for rule STV47.10.

STV51.2 A candidate credited with a number of votes equal to, and not greater than, the quota shall, for the purposes of this rule, be regarded as having had the smallest surplus at the stage of the count at which he obtained the quota.

STV51.3 Where the surpluses of two or more candidates are equal and are not required to be transferred, regard shall be had to the total number of votes credited to such candidates at the earliest stage of the count at which they had an unequal number of votes and the surplus of the candidate who had the greatest number of votes at that stage shall be deemed to be the largest.

STV51.4 Where the number of votes credited to two or more candidates were equal at all stages of the count, the returning officer shall decide between them by lot and the candidate on whom the lot falls shall be deemed to have been elected first.

FPP51 Equality of votes

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

Part 7 – Final proceedings in contested and uncontested elections

FPP52 Declaration of result for contested elections

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

- (a) declare the candidate or candidates whom more votes have been given than for the other candidates, up to the number of vacancies to be filled on the Council of Governors from the constituency, or class within a constituency, for which the election is being held to be elected,
- (b) give notice of the name of each candidate who he or she or she has declared elected:
 - (i) where the election is held under a proposed Constitution pursuant to powers conferred on Dorset County Hospital NHS Foundation Trust by section 33(4) of the 2003 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 whom he or she or she has declared elected.

FPP52.2 The returning officer is to make:

- (a) the total number of votes given for each candidate (whether elected or not), and
- (b) the number of rejected ballot papers under each of the headings in rule 43.5,
- (c) the number of rejected text voting records under each of the headings in rule 43.10 available on request.

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STV52. Declaration of result for contested elections

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

- (a) declare the candidates who are deemed to be elected under Part 6 of these rules as elected,
- (b) give notice of the name of each candidate who he or she has declared elected –
 - (i) where the election is held under a proposed Constitution pursuant to powers conferred on the Dorset County Hospital NHS 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.

STV52.2 The returning officer is to make:

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

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

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 papers 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 spoiled ballot papers and the list of spoiled 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.

Delivery of documents

- 55.1 Once the documents relating to the poll have been sealed up and endorsed pursuant to rule 49, the returning officer is to forward them to the chair of the corporation.

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 ballot papers to be issued,
- the returning officer is to put them in a separate packet, seal it up, and endorse and forward it to the Chair of the corporation.

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 regulator, cause them to be destroyed.
- 57.2 With the exception of the documents listed in rule 51.1, 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.

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

- (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 regulator.
- 58.2 A person may apply to the regulator to inspect any of the documents listed in rule 51.1 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 corporations 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 rule 51.1 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 the regulator has declared that the vote was invalid.

Part 9 – Death of a candidate during a contested election

FPP59. Countermand or abandonment of poll on death of candidate

- FPP59.1 If, at a contested election, proof is given to the returning officer's satisfaction before the result of the election is declared that one of the persons named or to be named as a candidate has died, then the returning officer is to
- (a) countermand notice of the poll, or, if ballot papers have been issued, direct that the poll be abandoned within that constituency or class, and
 - (b) order a new election, on a date to be appointed by him or her in consultation with the corporation, within the period of 40 days, computed in accordance with rule 3 of these rules, beginning with the day that the poll was countermanded or abandoned.
- FPP59.2 Where a new election is ordered under rule 52.1, no fresh nomination is necessary for any candidate who was validly nominated for the election where the poll was countermanded or abandoned but further candidates shall be invited for that constituency or class.
- FPP59.3 Where a poll is abandoned under paragraph (52.1)(a), paragraphs (52.4) to (52.7) are to apply.
- FPP59.4 The returning officer shall not take any step or further step to open envelopes or deal with their contents in accordance with rules 38 and 39, and is to make up separate sealed packets in accordance with rule 40.

FPP59.5 The returning officer is to:

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

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

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

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

FPP59.7 Once the documents relating to the poll have been sealed up and endorsed pursuant to paragraphs (52.4) to (57.6), the returning officer is to deliver them to the Chair of the corporation, and rules 50 and 51 are to apply.

STV59. Countermand or abandonment of poll on death of candidate

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

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

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

Part 10 – Election expenses and publicity

Election expenses

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 to the regulator under Part 11 of these rules.

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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.

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 56 and 57.

Publicity

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 57, must be:
- (a) objective, balanced and fair,
 - (b) (as far as the information provided by the candidates so allows) 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.

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, and
 - (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 if supplied by the candidate.

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

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 NHS England or 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 NHS England 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 regulator may require.
- 66.5 The application must be presented in writing within 21 days of the declaration of the result of the election. NHS England will refer the application to the independent election arbitration panel appointed by NHS England.
- 66.6 If the regulator requests further information from the applicant, then that person must provide it as soon as is reasonably practicable.
- 66.7 NHS England shall delegate the determination of an application to a person or persons to be nominated for the purpose of the regulator.
- 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

Secrecy

- 67.1 The following persons:
(e) the returning officer,
(f) the returning officer's staff,
must maintain and aid in maintaining the secrecy of the voting and the counting of the votes, and must not, except for some purpose authorised by law, communicate to any person any information as to:
- (i) the name of any member of the corporation who has or has not been given a ballot paper or who has or has not voted,
 - (ii) the unique identifier on any ballot paper,
 - (iii) the 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.
- 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.

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.

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.

Delay in postal service through industrial action or unforeseen event

- 70.1 If industrial action, or some other unforeseen event, results in a delay in:
- (a) the delivery of the documents in rule 24, or
 - (b) the return of the ballot papers and declarations of identity,
- the returning officer may extend the time between the publication of the notice of the poll and the close of the poll, with the agreement of the Regulator.

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Report to	Council of Governors	
Date of Meeting		
Report Title	Standing Operating Procedure (SOP) for the Removal of a Governor from the Council of Governors	
Prepared By	Mandy Ford, Joint Deputy Director of Corporate Affairs	
Approved by Accountable Executive	Jenny Horrabin, Joint Executive Director of Corporate Affairs	
Previously Considered By	Trust Solicitors	
Action Required	Approval	Y
	Assurance	N
	Information	N

Alignment to Strategic Objectives	Does this paper contribute to our strategic objectives? <i>Delete as required</i>	
Care	Yes	
Colleagues	Yes	
Communities	Yes	
Sustainability	Yes	
Implications	Describe the implications of this paper for the areas below.	
Board Assurance Framework	SR2 Culture	
Financial	No implication.	
Statutory & Regulatory	Yes	
Equality, Diversity & Inclusion	Yes	
Co-production & Partnership	Yes	

Executive Summary

The aim of this Standard Operating Procedure (SOP) is to provide a robust procedure to follow in the event that the removal of Governor from the Council of Governor is being considered due to allegations or concerns that:-

- They committed a serious breach of the Trust's Code of Conduct for Governors; or
- They have acted in a manner detrimental to the interests of the Trust; or
- They have brought the Trust into disrepute and the Council of Governors considers that it is not in the best interests of the Trust for them to continue as a Governor.

The SOP has been drafted to align with the Constitution and the Code of Conduct, both of which have been subject to review. In particular, included within the trust Constitution is a 'Standards Committee' and this SOP supports the process as set out in the Constitution.

This also provides a process and a framework to ensure the Governors can be supported, and recommendations and action put in place to support them in their roles, where issues have been identified. It is important that no one is disadvantaged where this process has to be enacted.

The Council of Governors is presented with this report and draft Standing Operating Procedure, for their consideration and approval of the process.

Recommendation

Members are requested to:

- **Approve** the Standing Operating Procedure

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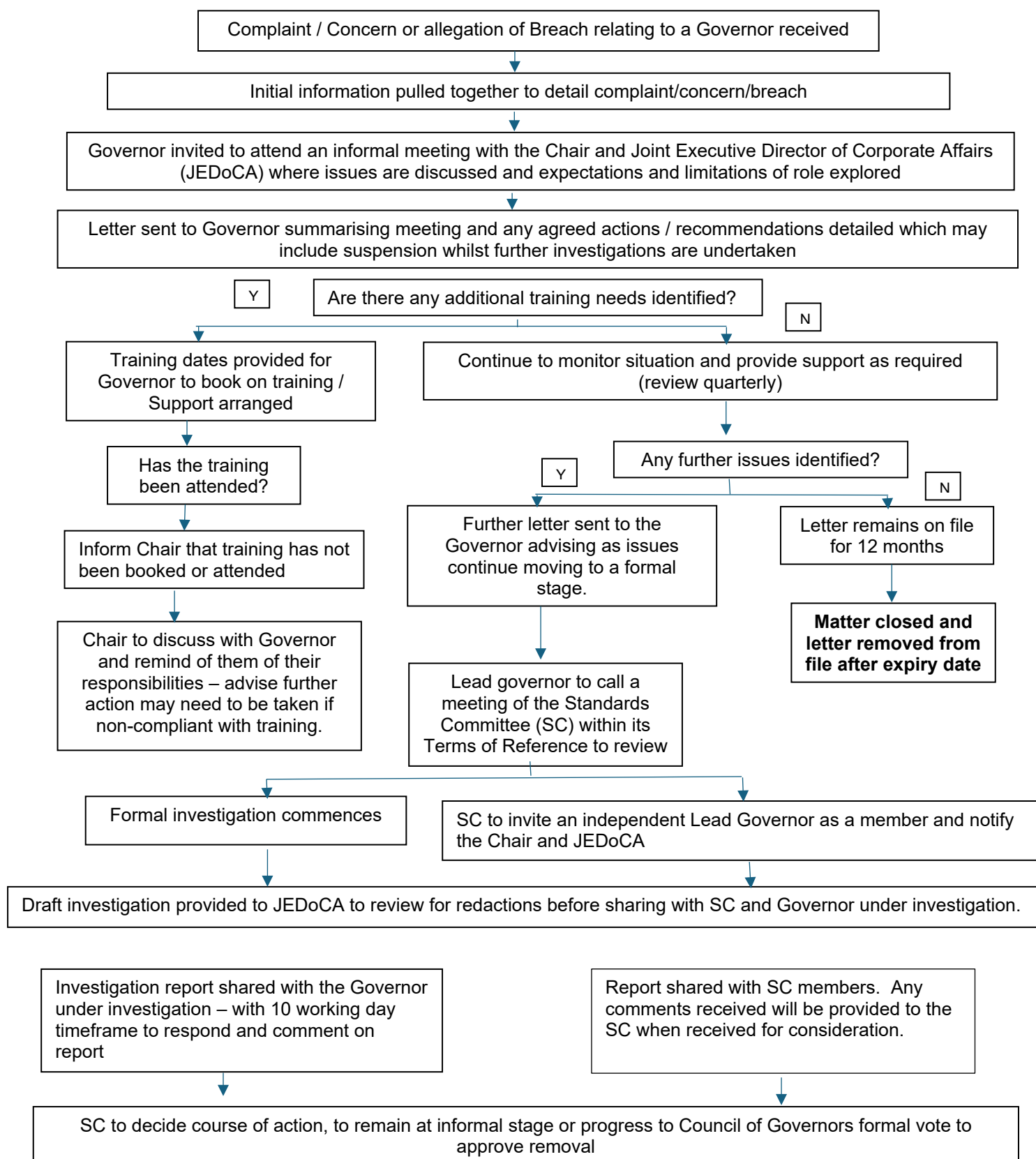
STANDARD OPERATING PROCEDURE (SOP) FOR THE REMOVAL OF A GOVERNOR FROM THE COUNCIL OF GOVERNORS

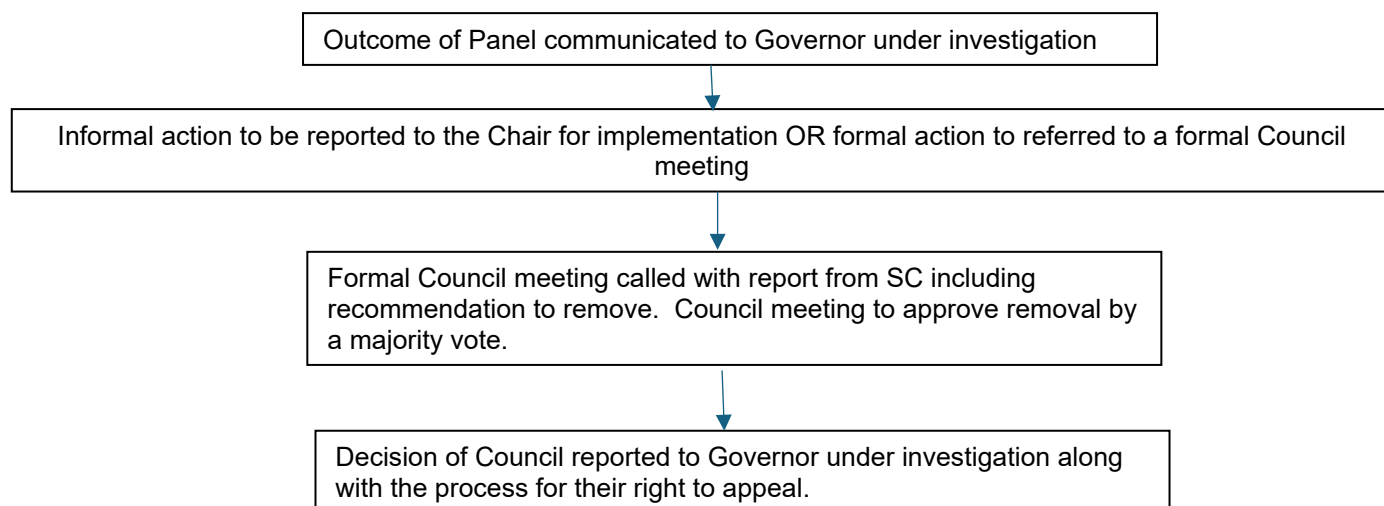
(ANNEX 4, PARA 6-12 OF THE CONSTITUTION)

SOP Title	Standard Operating Procedure (SOP) for the Process for the removal of a Governor from the Council of Governors		
SOP Number	XXXX	Policy Version Number	1
Applicable to	Governors of the Trust and Corporate Services.		
Aim of the Policy	The aim of this Standard Operating Procedure (SOP) is to provide a robust procedure to follow in the event that allegations or concerns have been raised about a Governor or group of Governors		
Next Review Due Date	01 January 2028		
Author/ Reviewer	Mandy Ford, Joint Deputy Director of Corporate Affairs		
Policy Sponsor	Jenny Horrabin, Joint Executive Director of Corporate Affairs		
Responsible Executive	Joint Executive Director of Corporate Affairs		
Expert Group	Council of Governors		
Date Approved	dd/mm/yyyy		
Ratified by	Council of Governors		
Date Ratified	dd/mm/yyyy		
Primary Specialty	Corporate Services		
Secondary Specialty	Council of Governors (CoG), Constitution, Breach, Code of Conduct.		

Document Version Management

Version	Date	Reviewer	Description of Change(s)
x	mmm/yyyy		





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1. Introduction

Governors have a range of roles to fulfil incorporating legal, oversight and governance responsibilities. They have strategic stewardship responsibilities and are expected to act in the best interest of the NHS foundation trust. They represent the interests of NHS Foundation Trust members and hold the Non-Executive Directors, individually and collectively, to account for the performance of the Board of Directors, including ensuring the Licence is complied with. It is therefore essential that Governors are fully aware of the values, vision and behaviours the Trust seeks to promote to staff, members, patients and the wider public.

2. Aims of this SOP

2.1.1 The aim of this Standard Operating Procedure (SOP) is to provide a robust procedure to follow in the event that the removal of Governor from the Council of Governor is being considered due to allegations or concerns that :-

- They committed a serious breach of the Trust's Code of Conduct for Governors (Appendix 3 of this SOP); or
- They have acted in a manner detrimental to the interests of the Trust; or
- They have brought the Trust into disrepute.

and the Council of Governors considers that it is not in the best interests of the Trust for them to continue as a Governor.

3. Definitions

The following definitions apply for terms used in this procedure:

3.1 **Chair:** the chair of the Trust.

3.2 **Council of Governors:** the Council of Governors as constituted in the Dorset County Hospital NHS Foundation Trust and Dorset HealthCare University NHS Foundation Trust's Constitution.

3.3 **Joint Executive Director of Corporate Affairs:** undertakes the role of Trust Secretary.

3.4 **Governor:** a member of the Council of Governors.

3.5 **Member:** a member of the Dorset County Hospital NHS Foundation Trust and Dorset HealthCare University NHS Foundation Trust's Constitution.

3.5 **Complainant(s):** the person(s) who is raising the complaint, concern or allegations of breaching the Code of Conduct.

3.7 **A Complaint** is any expression of dissatisfaction that requires a response.

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- 3.8 **Conflict of interest:** a situation in which an individual has more than one interest which prevents the proper exercise of their duties and finds themselves unable to be impartial under this procedure. If Governors have any doubt as to the relevance or materiality of an interest, this should be discussed with the Chair.
- 3.9 **Investigator:** the person requested to conduct a fair, prompt and proportionate investigation under this SOP.
- 3.10 **Standards Committee:** A committee established by the Council of Governors in accordance with Annex 4, paragraph 11 of the Trust's Constitution. The role of the Committee is to review and discuss any complaints/allegations or investigation report. The Committee will be chaired by the Lead Governor (unless the investigation concerns the Lead Governor) and will also consist of an independent Lead Governor from a different Council of Governors as agreed with the Chair and JEDoCA. Where the Lead Governor is involved, the Committee will be chaired by the Senior Independent Director.
- 3.11 **Terms of Reference:** the framework used by the Investigator, setting out the issues to be investigated and matters to be considered as part of the investigation.
- 3.12 **Supporter:** allocated personnel to support a Governor/Complainant during the investigation and Panel process.
- 3.13 **Suspension:** the process of placing on a Governor a requirement that they do not participate in the work of the Council of Governors, while an investigation is undertaken into the allegations reported. Suspension is a neutral act; it is neither a disciplinary action nor an assumption of guilt. A suspended Governor shall continue to be required to adhere to the Governor's Code of Conduct.
- 3.14 **Present at a meeting:** this can be virtually via video or computer link as well as face-to-face. The individual attending virtually must be visually and audibly present and must be able to hear all of the discussion at the Committee meeting. They will be recorded as present at the meeting.
- 3.15 If any post holder is conflicted or otherwise unavailable to act, references in this SOP to that post holder shall be construed as references to a suitable deputy agreed by the Chair. If the Chair is conflicted, then the Vice Chair or Senior Independent Director or another Non-Executive Director shall deputise.

4 Equality Impact and Compliance Assessment

Equality has been considered, see [Appendix 1](#).

5 Data Protection Impact Assessment

Data protection and confidentiality has been considered and discussed with the Data Protection Officer and determined that the assessment is not required to be completed for this SOP. It should be noted that those involved in the processes described in this SOP have to abide by the Common Law duty of Confidentiality.

6 Stakeholders and Consultation

This SOP is for use by the Corporate Team and has been reviewed by the Council of Governors and the Trust's legal advisors.

7 Roles and Responsibilities

- 7.1 The Chair is responsible for undertaking their role as per this procedure and for being able to take immediate action where necessary.
- 7.2 The Council of Governors is responsible for ensuring that in the event of the need to sanction or remove a Governor that the process is fair, rigorous, lawful and transparent.
- 7.3 The Joint Executive Director of Corporate Affairs (JEDoCA) is responsible for ensuring that the Standard Operating Procedure is enacted and followed.
- 7.4 Governors are responsible for their own conduct and for demonstrating an appropriate standard of behaviour at all times in line with the Nolan Principles, the Governors Code of Conduct and the values of the Trust.
- 7.5 Governors should be aware that allegations of inappropriate conduct or behaviour and/or breaches of the Code of Conduct for actions taken outside of their attendance at Council events may still be dealt with under this procedure and could still therefore lead to their removal as a Governor and Member of the Trust.
- 7.6 This is because such behaviour and/or breaches of the Code of Conduct still have the potential to adversely impact on the Trust's reputation and/or may still be considered relevant to the question of whether the Governor is fit to carry out their duties. Governors are responsible for engaging with any action taken in line with this procedure and for arranging their own support for formal meetings.
- 7.7 The SC is responsible for undertaking its role as per this procedure. (Membership as defined in paragraph 3.10 – in terms of this process the purpose would be to determine course of action to be taken in regard to allegations / identified breaches).

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8 Miscellaneous

- 8.1 Any written correspondence may be by electronic means (email).
- 8.2 It is anticipated that all timescales set out within this procedure will be met; however, the Chair in consultation with the Joint Executive Director of Corporate Affairs and the Chair of the Standards Committee (SC) may extend any timescale given, if they have a clear reason to do so. Where a time limit imposed on a Governor is not met, or the Governor indicates that they do not intend to engage with the procedure, the Chair may continue to progress the procedure without further process or delay.
- 8.3 The Chair shall consider whether they need to inform the Council of Governors that an interim measure has been imposed as soon as reasonably practicable. The Chair shall not be required to explain the basis for imposing an interim measure.
- 8.4 Notwithstanding the use of this procedure, a Governor under investigation is entitled to resign at any time. Where a Governor who is subject to this procedure resigns, the complaint/allegations may still be investigated under this procedure if it is considered necessary or appropriate to do so in the circumstances.
- 8.5 The SC (or Council of Governors in the later stages) may request legal or other independent professional advice to be arranged by the Joint Executive Director of Corporate Governance, who may also secure the attendance of outsiders with relevant experience and expertise if they consider this necessary. Any external independent professional advice requested will be provided by the Trust's legal representatives and will be a direct interaction between members of the SC (or Council) and the solicitors. Any advice provided will remain confidential and legally privileged between those members, the Chair, JEDoCA and the legal team.

9 Process on initial receipt of complaint / allegation or breach of Code of Conduct.

- 9.1 This procedure shall apply where the Chair identifies, or becomes aware of, a complaint /allegation of breach of the Code of Conduct about a Governor from any source (it may be necessary to consider section 8.3 at this stage).
- 9.2 The Chair, in consultation with the Joint Executive Director of Corporate Affairs and Chair of the SC, will determine whether and how to proceed with a complaint/allegation of a breach: either informally or formally. Consideration should be given to undertaking a wellbeing check of the Governor against whom the complaint / allegation of a breach has been received and the complainant(s) / staff raising the concern.

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10 Informal Resolution

- 10.1 If the Chair decides a complaint / allegation of a breach shall be dealt with informally, the Chair will discuss it with the Governor concerned and if appropriate, offer advice or support to the Governor in an effort to avoid any further allegations or concerns. This will be documented in writing to the Governor and kept on file for a period of 12 months. The complaint/allegations shall not be taken further under this procedure, unless the Chair subsequently determines that the complaint/allegation is more serious than first thought or further breaches occur and should be dealt with as in paragraph 10 below.
- 10.2 For the purposes of this procedure, advice and support may include:
- Helping a Governor to understand their obligations under the Governors' Code of Conduct and the Trust's Constitution.
 - Offering an opportunity for a Governor to discuss their behaviour with the Chair and Lead Governor to help them to comply with their obligations under the Governors' Code of Conduct and the Trust's Constitution;
 - Offering mediation between a Governor and a Complainant if appropriate to do so and both parties agree.
- 10.3 If the Chair decides a complaint/breach shall be dealt with formally, the provisions of paragraph 11 below will apply.

11. Formal Process.

- 11.1 If the formal process is enacted (either because further breaches have occurred post informal resolution or the nature of the complaint / breach is such that the informal process has been deemed inappropriate) the Chair shall provide details of the complaint / allegations of the breach to the Governor concerned and request the Chair of the SC to convene the SC to consider this. The Chair will invite the Governor under investigation to provide a response to the complaint/allegations of the breach within 10 working days so that this can be considered by the SC.
- 11.2 The Governor under investigation shall be suspended for a period of time to be decided by the Chair whilst the matter is investigated and resolved.
- 11.3 During any period of suspension from duties, the Governor is not permitted to:
- attend or enter the Trust's premises unless he or she is doing so as a patient of the Trust, as a carer or family member of a patient of the Trust or with the consent of the Chair;
 - Attend any meetings or activities arranged by the Council of Governors.
 - Any previously agreed attendance to support meetings or activities should be cancelled/ceased for the duration of the suspension.
 - Contact any of the Trust's Governors, employees, suppliers, volunteers or patients without the express prior permission of the Chair, other than in circumstances where any such contact is purely of a personal nature and

unrelated to their position or duties as a Governor or in relation to this process; or

- Access any of the Trust's email or IT systems.

The Governor will also be removed from the Council of Governors' distribution lists for the period of the suspension.

11.4 The Chair of the SC will convene a meeting to consider the complaint/alleged breaches, which would consist of:

- Lead Governor (or SID if the Lead Governor is involved in the investigation))
- Two Governors from the organisation that the Governor under investigation is aligned to
- Independent Lead Governor from another foundation trust as agreed with the Chair and the JEDoCA to provide an independent view.

11.5 The first meeting of the SC should be convened at the earliest opportunity to consider the complaint / allegation and any response received from the Governor.

11.6 The first SC meeting will exclude the Trust Chair, Joint Executive Director of Corporate Affairs, the Membership Manager the Governor under investigation. The SC will consider whether a formal investigation should be conducted and agree the scope and terms of reference for any such investigation. A summary of this decision should be provided in writing to the Trust Chair for implementation.

11.7 Potential outcomes are below:

- No grounds for action – should the assessment conclude that the initial concerns were unfounded or have been addressed, the SC might decide that no additional measures are required, the suspension is lifted, and the person may continue as a governor
- Informal action – this may include requiring the person to undertake training to the satisfaction of the Chair before the suspension is lifted
- Formal action – this would include a recommendation for a formal investigation to be undertaken leading to the potential removal of the Governor under investigation from the Council of Governors.

12 Investigation

12.1 An investigation in accordance with the scope and terms of reference agreed by the SC should be completed as soon as practicable, and ideally within thirty (30) working days. If a significantly longer period than 30 working days is required for the investigation to be completed, then this should be agreed by the SC.

12.2 Where further complaints/breaches about the Governor are identified in the course of an investigation, the Investigator may ask the SC to widen the ToR or decide whether a new investigation is required.

- 12.3 The Investigator shall produce an investigation report setting out:
- The ToR and the evidence obtained for each element of the ToR.
 - Any information obtained from the Governor as part of the feedback from the draft report;
 - Any other information that the Investigator deems appropriate.
- 12.4 The investigation report shall be sent to the Governor for them to provide their comments on the conclusions in the report, which must be provided within 10 working days of receipt of the report. If the Governor does not provide any comments within 10 working days, the Governor will be deemed not to have any comments to make in relation to the conclusions in the report, and this procedure will continue to be followed as set out below.
- 12.5 The investigation report, along with any comments from the Governor, shall be sent to the members of the SC by the Joint Executive Director of Corporate Affairs in good time to be read before the meeting at which it is to be discussed.

13 Standards Committee (SC) Second Meeting - Consideration of investigation report.

- 13.1 The SC will meet to consider the investigation report. Having considered the report, the SC will invite the Governor to meet with the members of the SC.
- 13.2 The Governor shall be entitled to make representations relevant to the contents of the investigation report. They may attend the SC meeting with a Supporter, but that Supporter shall **not be entitled to address the meeting**.
- 13.3 Having considered the investigation report and any submissions, the SC shall be asked to reach a consensus decision. If a consensus decision cannot be reached a majority decision should be reached. The SC Chair will have casting vote.
- 13.4 The SC should review the report and any response from the Governor under investigation and determine whether there are any grounds for action. The conclusions of the panel may include:
- No grounds for action – should the assessment conclude that the initial concerns were unfounded or have been addressed, the SC might decide that no additional measures are required, the suspension is lifted, and the person may continue as a governor
 - Informal action – this may include requiring the person to undertake training to the satisfaction of the Chair before the suspension is lifted
 - Formal action – this would include a recommendation to the Council of Governors for the removal of the Governor under investigation.

- 13.5 The decision of the SC should then be communicated to the Governor under investigation and the action recommended by the SC should be implemented by the Chair.

14 Formal Council of Governors route.

- 14.1 The SC shall instruct the Joint Executive Director of Corporate Affairs (or designate) to prepare a draft report detailing the process followed and the outcome of the SC's deliberations, including a recommendation, for the Council of Governors.
- 14.2 The Chair of the SC shall consider the draft report prior to presentation to the full Council of Governors.
- 14.3 An Extraordinary Council of Governors meeting shall be called in accordance with Annex 4 of the Trust's Constitution. A copy of the SC Report and Recommendations along with any information or representations that have been received from the Governor in the course of this procedure, shall be sent at least 7 working days prior to the meeting to:
- The Governor who is subject to this process, with an invitation to attend the Extraordinary Council of Governors meeting.
 - The Council of Governors
- 14.4 For the avoidance of doubt, the Extraordinary Council of Governors meeting will take place, and the Council will consider the issues regardless of whether the Governor who is subject to this process responds to the invitation or attends the meeting itself.
- 14.5 If the Governor attends the meeting convened, they shall be entitled to make representations relevant to the contents of SC Report and Recommendations. They may attend the Council meeting with a Supporter, **but that Supporter shall not be entitled to address the meeting**. Where the Governor seeks to rely on information that they have not previously provided to the Investigator or the SC, they will only be allowed to do so where this is agreed by the Chair. The Governor (with their Supporter) shall be required to withdraw from the meeting after making their representations and shall not be allowed to be present or to vote when the Council discusses and votes on the Report and its recommendations.
- 14.6 If a quorum as laid down in the Constitution is not achieved for any reason, the meeting will be rescheduled for another date which will be as soon as practicably possible taking into account the notice requirements set out in the Trust's Constitution. Any Governor who has any conflict of interest in the matter, which is the subject of the meeting, shall disclose their conflict as soon as is practicable after the commencement of the meeting and will not take part in the consideration or discussion of the SC Report and Recommendations. The Chair should consider whether to exclude that Governor from the meeting entirely. Even in the event the Governor with the conflict of interest is not excluded from the meeting, they will not count towards quoracy or be entitled to vote on the proposed sanction under paragraph 13.8.
- 14.7 At the meeting, the Council of Governors will review the SC Report and Recommendations, determine whether the allegations set out are proven and

SOP for the process for the removal of a Governor from the Council of Governors

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decide by way of a vote whether or not to impose a sanction, as recommended by the SC and detailed in the SC Report and Recommendations. If the allegations are deemed to be not proven, then no further action is required other than to inform the Governor of the outcome. Any sanctions imposed during the investigation process will then be removed.

14.8 Outcomes may include (but are not limited to):

- Recommendation to attend relevant training to the satisfaction of the Chair before suspension is lifted. This should be completed within 3 months.
- Recommendation to appoint a 'buddy' for peer support if appropriate
- A written warning. A time limit of up to 12 months will be applied to this sanction. The imposition of the sanction will be added to a Governor's nomination statement should it still be in place at the time a Governor is standing for re-election to the Council of Governors.
- Removal from office as a Governor and/or removal as a Member of the Trust. (Please note that removal as a Governor will not automatically result in removal of member status. This will need to be considered separately).

14.9 The threshold of votes required in order to impose a sanction on a Governor is as follows:

- in the case of the sanction of removal from their office as Governor and/or their expulsion as a Member of the Trust, this shall only be imposed with the support of the majority of those Governors present and voting at the Council of Governors meeting where the SC Report and Recommendations is considered; or
- in the case of any other sanction, this shall only be imposed with the support of the majority of those Governors present and voting at the Council of Governors meeting where the SC Report and Recommendations is considered.

14.10 The Governor shall be notified of the Council of Governors' decision by the Chair in writing usually within ten (10) working days of the decision.

14.11 If the imposed sanction is removal from office as a Governor and/or removal as a Member of the Trust, the Governor will be required to return all Trust property (ID badge, parking permit, papers etc.) to the Joint Executive Director of Corporate Affairs. If the Governor was suspended at any time during the process, then the suspension is concluded when the outcome and any sanction is communicated to the Governor.

14.12 In line with the NHS Constitution, if the Governor is removed from office, they will be unable to stand for re-election for a period of 3 years.

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15 Appeal

- 15.1 The Governor has the right to appeal any sanction issued. An appeal must be raised in writing under one or more of the following grounds:
- Identified flaws in the investigation process
 - Additional information that they believe would affect the outcome which was not available at the time of the SC Second meeting
 - Failure of the Council of Governors to consider all of the information
- 15.2 An appeal must be lodged within ten (10) working days of receipt of the outcome letter. The Governor should state in full their grounds for appeal.
- 15.3 Appeals should be sent to the Vice Chair of the Board of Directors.
- 15.4 Appeal hearings will normally be set up within fifteen (15) working days of receipt of the appeal letter.
- 15.5 A Chair of another Foundation Trust will be appointed to chair the appeal hearing alongside a panel comprising of a Non- Executive Director and a Governor from the federated Foundation Trust. This second Panel will not rehear the initial case and will instead review the process and the appropriateness of the original decision.
- 15.6 It is the responsibility of the Governor to state their case for appeal. The Chair will have available to them the original hearing information and any further information submitted by the Governor in advance of the appeal hearing.
- 15.7 The decision may be given on the day or may be deferred for further consideration in which case the Governor will usually be written to within seven (7) working days of the hearing with the details of the decision reached. The outcome will also be presented to the Council of Governors.
- 15.8 The complainant / governor will be notified in writing of the completion of the process. The outcome is final and there is no further right of appeal.

16 Communications

- 16.1 If a Governor is removed from the Council of Governors, the Members of the Trust of their constituency shall be informed.

17 Archiving arrangements

- 16.1 The original of this standing operating procedure will remain with the author, the Joint Executive Director of Corporate Affairs. An electronic copy will be maintained on the Trust intranet in line with Trust processes.

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18 Process for monitoring compliance with and effectiveness of the standing operating procedure / guideline.

- 18.1 Each time the standing operating procedure is used, the Joint Executive Director of Corporate Affairs will audit compliance to ensure that this SOP has been adhered to.

19 Approval process

- 19.1 This SOP has been approved in accordance with the [Policy and Procedure for the Development and Management of Policies and Clinical Guidance \(Ref 1126\)](#).

20 Monitoring and Reviewing Arrangements

20.1 Monitoring

The use of this SOP will be monitored and a report provided to the Council of Governors after the process has been completed.

20.2 Reviewing Arrangements

This SOP will be reviewed at least every three years, in accordance with the [Policy and Procedure for the Development and Management of Policies and Clinical Guidance \(Ref 1126\)](#).

21 Dissemination

- 21.1 This approved SOP will be uploaded to the Trust Policies and Clinical Guidance database and published and accessible via the Trust intranet, StaffNet.

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Appendix 1

EQUALITY IMPACT AND COMPLIANCE ASSESSMENT

1. General	
Title of Document	SOP for the process for alleged breach of the Governor's Code of Conduct
Purpose of Document	The aim of this Standard Operating Procedure (SOP) is to provide a robust procedure to follow in the event that a Governor is alleged to have breached the Governors' Code of Conduct
Intended Scope	Trustwide

2. Consultation	
Which groups/ associations/ bodies or individuals were consulted in the formulation of this document?	Council of Governors Corporate Team, Trust's Legal advisors.
What was the impact of any feedback on the document?	Feedback has been incorporated.
Who was involved in the approval of the final document?	Council of Governors, Corporate Team, Trust's Legal advisors.
Any other comments to record?	None

3. Equality Impact Assessment/Analysis		
Reference: who it may impact		
Age Disability Ethnicity Gender reassignment Marriage/ Civil Partnership Pregnancy/ Maternity Religion and Belief Sex Sexual Orientation	Patients Members of the local community Voluntary Sector Groups	Staff Groups Volunteers
ED&I Considerations: (Access, Communications, Service delivery, Cultural competence).		
Does the document positively or negatively affect certain staff or groups of staff? If so, please state how this is justified.		No
Does the document positively or negatively affect certain patients or groups of patients? Please state how this is justified.		No
What measures are proposed to address any inequity?		Support will be provided
Can the document be made available in alternative format or in translation?		On request

4. Compliance Assessment	
Does the document comply with relevant employment/ equality legislation or Trust standards? Please specify.	Yes

5. Document assessed by:	
Name	Mandy Ford
Post Title/ Position	Joint Deputy Director of Corporate Affairs
Date	30.12.2024

Appendix 2 – Governor’s Code of Conduct

As a member of Dorset County Hospital NHS Foundation Trust Council of Governors, I will:

- Actively support the vision and aims of Dorset County Hospital in developing as a successful Foundation Trust.
- Act in the best interests of the Trust at all times and recognise the need for corporate responsibility.
- Contribute to the work of the Council of Governors in order for it to fulfil its role as defined in the Trust’s Constitution.
- Recognise that the Council of Governors exercises collective decision-making on behalf of all patients, local public and staff.
- Acknowledge that, other than when attending meetings and events as a Governor, I have no rights or privileges over any other member of Dorset County Hospital NHS Foundation Trust.
- Recognise that the Council of Governors has no managerial role within Dorset County Hospital NHS Foundation Trust.
- Value and respect Governor colleagues and all members of staff I come in contact with.
- Respect the confidentiality of information I receive in my role as a Governor.
- Act with integrity and objectivity and in the best interests of Dorset County Hospital NHS Foundation Trust, without any expectation of personal benefit.
- Attend meetings of the Council of Governors, Members’ Meetings and training events, on a regular basis, in order to carry out my role to the best of my ability.
- Conduct myself in a manner that reflects positively on Dorset County Hospital NHS Foundation Trust, acting as an ambassador for the Trust.
- Abide by the Trust’s policies and procedures.
- My behaviours will always be consistent with the Trust Values, and those adopted by the Council of Governors.

In understanding the role of Governor of this NHS Foundation Trust:

- I note Dorset County Hospital NHS Foundation Trust is an apolitical organisation.
- If I am a member of any trade union, political party or other organisation, I recognise that should I be elected, I will not be representing those organisations (or the views of those organisations) but will be representing the constituency (public or staff) that elected me.
- I will be honest and act with integrity and probity at all times.
- I will respect and treat with dignity and fairness, the public, patients, relatives, carers, NHS staff and partners in other agencies.
- I will seek to ensure that my fellow Governors are valued as colleagues and that judgements about colleagues are consistent, fair and unbiased and are properly founded.
- I will accept responsibility for my own actions.

SOP for the process for the removal of a Governor from the Council of Governors

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- I will show my commitment to working as a team member by working with all my colleagues in the NHS and the wider community.
- I will seek to ensure that the membership of the constituency I represent is properly informed and is given the opportunity to influence service development.
- I will seek to ensure that no-one is discriminated against because of their religion, belief, race, colour, gender, marital status, disability, sexual orientation, age, social and economic status or national origin.
- I will at all times, comply with the Standing Orders and Standing Financial Instructions of Dorset County Hospital NHS Foundation Trust.
- I will respect the confidentiality of individual patients and comply with the confidentiality policies of Dorset County Hospital NHS Foundation Trust.
- I will not make, permit or knowingly allow to be made, any untrue or misleading statement relating to my own duties or the functions of Dorset County Hospital NHS Foundation Trust.
- I will seek to ensure that the best interests of the public and patients/clients are upheld in decision-making and that decisions are not improperly influenced by gifts or inducements.
- I will support and assist the Accountable Officer of Dorset County Hospital NHS Foundation Trust in his/her responsibility to answer to the Regulator, Commissioners and the public, in terms of fully and faithfully declaring and explaining the use of resources and the performance of the local NHS in putting national policy into practice and delivering targets.
- I will uphold the seven principles of public life as detailed by the Nolan Committee (see below).

Signed:

Name:

Date:

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Appendix 1

Council of Governors Information Pack

Contents:

Board Sub-Committee Escalation Reports (January 2025):

1. Quality Committee
 - a) 17th of December
 - b) 28th of January
2. Finance and Performance Committee in Common – 25th of January.
3. People and Culture Committee in Common – 25th of January.
4. Strategy, Transformation and Partnership Committee in Common – 29th of January.
5. Risk and Audit Committee – 3rd of February.
6. Charitable Funds Committee – 20th of January

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Quality Committee Assurance Report for the meeting held on Tuesday 17 December 2024

Chair	Claire Lehman, NED
Executive Lead	Dawn Dawson, Chief Nursing Officer Alastair Hutchison, Chief Medical Officer
Quoracy met?	Not Quorate at commencement of the meeting but Quoracy met part way through the meeting.
Purpose of the report	To provide assurance on the main items discussed and, if necessary, escalate any matter(s) of concern or urgent business.
Recommendation	To receive the report for assurance

Significant matters for assurance or escalation, including any implications for the Corporate Risk Register or Board Assurance Framework	<ul style="list-style-type: none"> • Patients lost to follow up is an issue in regard to ophthalmology • Acknowledge issues relating to operational pressures that all services are under and that a risk to quality might happen. • Taken assurance things happening in regard to the winter plan to mitigate risks. Quality impact and reporting will be coming back to Feb 2025 • Successful SSNAP stroke audit achieved for the first time in 4 years. • Success SHMI now 1.06 positive. Spells increase annually. • Opportunity for having some focus on Board Assurance Framework for a board development day and how this triangulates with different Committees to ensure it is being used and understood consistently
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Key issues / matters discussed at the meeting	<p>The Committee received, discussed and noted the following reports:</p> <ul style="list-style-type: none"> • Chief Nursing Officer Update <ul style="list-style-type: none"> • Busiest winter so far as per the numbers attending ED • Acute respiratory infections and flu numbers had doubled over the last 10 days and were expected to double again. We also have Covid patients and a significant number of patients with RSV. • New strain of Norovirus which was also having an impact on services, which had quadrupled the infection risk. • National webinar had taken place about pressure on services over next 2 to 3 weeks coinciding with the holiday season. Request from National team to focus on flow, joint working with social care in Mental Health. • Invited to regional webinar talking about quality of IPC escalation of data. Information to be added to national regional templates and that will help shape the picture of what was happening and what needed to be done on a broader level and that event was well attended. • Vaccination rates are not as we would have wanted for Covid and flu. There is a real focus on getting staff vaccinated and we will be putting out more communications to staff to make
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sure that they are taking advantage of the scheme and promoting that keeping staff well led to good patient care.

- Positive news about MIS audit. Thanks given to the team. The Trust had not had MIS compliance for the last two years so to achieve what the team had this year was a significant step forward and a lot of work had been put in to achieving that by the team.
- Real pressure on services over last week/weekend and this week with flu/Covid/RSV across some units and that had created real pressure on the front door. Patients were cohorted in corridors and additional beds had to be opened on the Mary Anning Unit. We had to use day surgery unit too and had an outbreak of Norovirus on the renal unit which impacted capacity.
- Chief Medical Officer update
 - Wards remain under immense pressure due to respiratory infections, Covid, flu, Norovirus and RSV. Flu numbers have doubled and were expected to increase further over the seasonal period.
 - JEMT raised the importance of staff being vaccinated and historically pre Covid, flu vaccine uptake was in the mid 80% and we were one of the best performing Trusts. Unfortunately flu and Covid vaccinations this year are running at under 30%. It is not unique to DCH, that is the national pattern at the moment.
 - GP collective action. Detailed discussion happening between ICB and the general practice community in Dorset which resulted in resolution of some issues regarding shared care for patients. There are 9 other issues on the list of collective action that GPs are pushing ahead with.
 - NHP has got to very important stage, plans are now settled and we about to get a final maximum price from contractor. We are hoping building will commence in early spring.
 - CMO Replacement should be announced shortly with a view to that person starting in January, which would give a three-month handover period and hopefully enable a seamless transition.
 - The SHMI dropped substantially this month, and we expect it to stay at this level for 3 months. It's close to 1.05 and that a real testament to the Coding Department and others. Regarding how busy the hospital is by number of spells, the pre Covid mean was 30,023 over 2014-2019, which then dropped during Covid we are now at 34500 spells, which is nearly a 15% increase compared to pre-Covid average.
- Quality report including:
 - Continuing to take a PSIRF approach to IPC and there is an ongoing quality improvement project running to help reduce infections related to urinary catheter associated blood stream

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infections. Operationally the IPC team were very busy with managing infections due to flu/Covid/RSV and Norovirus

- TVN service are continuing to roll out the new risk assessment and are focusing on the front door to make sure patients are being risk assessed for pressure damage and placed on the right patient pathway. Referral levels remain high. Team capacity has been increased by combining some work with IPC and moving the audit work to a lower banded post to give additional capacity.
- Good progress has been made in regard to mixed sex accommodation, there has been a drop in the number of incidents reported. It remains an area of focus and there are areas where we are cohorting respiratory illnesses where there are clinical justifications to do so.
- Achievement of score A in the SSNAP stroke sentinel audit results. This is the first time this standard has been achieved in four years so felt that it was important to raise this at Committee as a significant achievement in quality of service offered by the stroke team. There is detail in report about areas for further improvement.
- Maternity and Neonatal Quality and Safety Report, noting achievement of the Maternity Incentive Scheme for this year.
 - Discussed risk relating to blood spot testing and weekend services. This issue has been around for a number of years, and we don't get all blood tests on the correct day, the key issue is that the results arrive in time. No babies have been harmed because of this and we are not the only service not to have community service on both days.
- Winter plan
 - Progress to date noted. This the DCH and system plan and a lot of the plan is underpinned by the longer-term Newton work. This is about improving services we do well and not trying new things over winter. There is no promise of any winter funding which has led to different conversations about sustainability and improving what we already have.
 - Noted ongoing risks and issues in relation to no criteria to reside patients.
- Organ Donation Report
 - We had 3 consented donors in the period from April to September 2024 and from that we had two solid organ donors. We had no missed donor referrals and no occasions when a specialist nurse was not available for the donation discussion, which was all really positive.
- Escalation reports from below sub-groups of the Quality Governance Group were also received for assurance.

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	<ul style="list-style-type: none">• Quality Governance Group Escalation Report• Patient Safety Committee• IPCC Assurance Report• Safeguarding Escalation Report• End of Life Committee
Decisions made at the meeting	<ul style="list-style-type: none">•
Issues / actions referred to other committees / groups	<ul style="list-style-type: none">•

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Quality Committee Assurance Report for the meeting held on Tuesday 28 January 2025

Chair	Eiri Jones, NED
Executive Lead	Dawn Dawson, Chief Nursing Officer Alastair Hutchison, Chief Medical Officer
Quoracy met?	Yes
Purpose of the report	To provide assurance on the main items discussed and, if necessary, escalate any matter(s) of concern or urgent business.
Recommendation	To receive the report for assurance

Significant matters for assurance or escalation, including any implications for the Corporate Risk Register or Board Assurance Framework	<ul style="list-style-type: none"> Full compliance with the Maternity Incentive Scheme. An audit by the trust's internal auditors has confirmed this position. Concerns remain about the number of risks that relate to digital.
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Key issues / matters discussed at the meeting	<p>The Committee received, discussed and noted the following reports:</p> <ul style="list-style-type: none"> Chief Nursing and Chief Medical Officer Update, noting <ul style="list-style-type: none"> Recruitment of a tenth consultant in obstetrics and gynaecology, meeting the requirement from the Ockenden Report. This will allow the trust to implement other actions from the report. Stable Summary Hospital-level Mortality Indicator (SHMI) Quality report including: <ul style="list-style-type: none"> Evidence of good infection prevention and control practice, within a context of increased flu cases and a norovirus incident. An increase in mixed-sex accommodation Good practice and improvements being seen in renal transport Maternity and Neonatal Quality and Safety Report, noting <ul style="list-style-type: none"> Receipt of the Birthrate plus report. This would form part of future safer staffing reports. Board Assurance Framework Corporate Risk Register Children and Young People Update on Neurodiversity Deep Dive, and Update on Learning from the Children and Young People Flagship with a further, focused update to be provided at a future Board Development Session. Quality Committee in Common Proposal, which was supported by the committee Escalation reports from below sub-groups of the Quality Governance Group were also received for assurance. <ul style="list-style-type: none"> Medicines Committee
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	<ul style="list-style-type: none">○ Mental Health Steering Group○ Clinical Effectiveness Committee○ Patient Safety Committee
Decisions made at the meeting	<ul style="list-style-type: none">• Nil
Issues / actions referred to other committees / groups	<ul style="list-style-type: none">• Nil

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Finance and Performance Committee in Common Assurance Report for the meeting held on Monday 27 January 2025

Chair: Dave Underwood	Executive Lead: Chris Hearn Rachel Small	Date of Next Meeting: Monday 24 March 2025
Quoracy met?	Yes	
Purpose of the report	To assure the Board on the main items discussed by the Finance and Performance Committee in Common and, if necessary, escalate any matter(s) of concern or urgent business which the Finance and Performance Committee in Common is unable to conclude.	
Recommendation	To receive the report for assurance	

Significant matters for assurance or escalation, including any implications for the Corporate Risk Register or Board Assurance Framework

- Nil to note

Key issues / matters discussed at the meeting

The committee received, discussed and noted the following reports:

- **Performance report (DCH)**
 - For November 4 hour trajectory achieved, but not for December due to compromised hospital flow.
 - No Reason To Reside (NRTR) remains off trajectory.
 - Elective Care waiting list size has decreased and has met trajectory for the last two months. Referral volumes year to date being 6.33% up on the previous year, but activity volumes are now achieving more than the referral rate growth. In Tier 2 of performance oversight framework but forecasted to have zero 65+ week waits at the end of March 2025.
 - Theatre utilisation has improved. Trust moved to 4th best performing provider in the Region for capped theatre utilisation and is the second best in the country for time lost due to early finishes.
 - Cancer performance continues to be strong, but the demand remains high - growth rate of 10.30% compared to last year and 44.96% up on 2019/20.
 - Diagnostic performance has improved, but the trajectory was not met. This metric is at risk of not delivering the end of year trajectory.
- **Performance report (DHC)**
 - Early Intervention in Psychosis (EIS) below threshold due to long term absence which is expected to continue during Q4.
 - Dorset Dementia Service Access/waiting times and Dementia Diagnosis Rate see incremental improvements being made, error noted in prior period reporting now rectified.

- Urgent and Emergency Referrals to CMHT's - issue with the report build impacting on compliance, however a significant upturn in compliance has been noted for AMH emergency referrals in November and December.
- Dorset All Age Eating Disorder Service - Recovery plan is in place developed in conjunction with the ICB. Recovery funding secured to March 25, Recovery trajectories planned to December 24 and are slightly off track.
- IUCS Call backs within 20 minutes 25.8% against a target of 90% and IUCS Call backs over 20 minutes (KPI 5b): 41.7% against a target of 90%. Actions being taken to optimise staffing and improve performance.
- **Finance Report (DCH)**
 - M9 delivered a deficit of £1.6 million after technical adjustments, being £2.5 million away from plan of £0.9 million surplus. Year to date position is £7.3 million away from the reported plan standing at an actual deficit of £11.8 million. Position broadly in line with the Trusts risk adjusted forecast outturn trajectory plan of a £11.5 million planned deficit position.
 - A significant challenge to meet this, with a focus on delivery of cost-improvement plan with £10m required to meet the plan. The use of non-recurrent savings was highlighted. Noted good progress delivery CIP year to date in excess of full year for 2023/34.
 - Cash remains a high risk area with modelling indicating further cash support will be required for the remainder of the financial year and beyond pending 2025/26 funding allocations. National revenue support request submitted for December and January rejected by the national team due to the reported. System mitigations in place to manage on year position.
- **External Structural Deficit Review (DCH)**
 - Independent review completed to understand underlying deficit for DCH. The deficit drivers have been validated as being driven by urgent and emergency care capacity challenges from extended length of stay, flow and discharge impact (£7 million); increasing regulatory safety and quality standards required or imposed (£5 million); expenditure inflation levels exceeding national contract income growth (£8 million), and challenges delivering the national efficiency agenda (£13 million).
- **Finance Report (DHC)**
 - Delivered an adjusted year-to-date deficit of £0.52m at month 9. Equates to a deficit of £0.09m against the plan submitted to NHSE for 2024/25.
 - Majority of services are overspent at month 9, with particular challenges around medical agency costs and unachieved savings. The forecast indicates a potential year end deficit of £2.49m against plan, if no further BQBV savings are found and spend continues at current rates. The Trust has confirmed and removed £11.83m of Best Quality Best Value savings from budgets, against a target of £19.15m.
- **Results of National Benchmarking Exercise (DCH / DHC)**
 - Noted results of national benchmarking exercise and discussed the availability of comparative data.

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- Noted Corporate costs have reduced in both Trusts over the last 5 years, however some areas continue to be in the highest quartile nationally, indicating cost saving opportunities are possible.
- **Joint Business Planning Approach 2025/26 (DCH / DHC)**
 - Received assurance on joint approach and timescales to fit in with regional and national deadlines. Commended team on joint working and comprehensive approach.
- **Dorset Healthcare IT Contracts (DHC)**
 - Noted expenditure on IT systems historically been undertaken on an ad-hoc basis, with insufficient oversight of Trust wide system usage resulting in a significant number of Single Tender Waivers being used to procure and extend systems.
 - Received assurance work is underway to complete the system landscape review to identify and document the IT systems in use within the Trust to allow proactive management of contracts and avoid overuse of STWs.
 - Development of a Digital Strategy will further enhance management of effective and efficient IT systems, working collaboratively to achieving economies of scale.
 - Proactive supplier management and system lifecycle management approach will be implemented with Digital Services, Finance and Procurement to have quarterly reviews of contracts and expiry/renewal dates.
- **Fortuneswell Pharmacy (DCH)**
 - Received outline of the current arrangements between the Trust and Fortuneswell Pharmacy to provide context of pharmacy developments ahead of a more extensive review paper planned to be brought back to FPCIC and DCH Trust Board in March 2025. Noted overview in preparation for more detailed report.
- **Access Agreement for Agency Staffing (DCH)**
 - Considered proposed access agreement and approved
- **Southern Counties Pathology (SCP) Managed Service Contract (MSC Lot 5) (DCH)**
 - Approved contract award as per recommendation. Noted further review required at Board in light of possible further changes.
- **Sentinel House**
 - Received short form business case on acquisition of freehold. Lease surrender and refurbishment within 2024/25. Noted the timescales required for completion. Endorsed case and recommended to Board.
- **Board Assurance Framework (DCH/DHC)**
 - Three risks assigned to this Committee:
 - SR4 Capacity and Demand
 - SR5 Estates
 - SR6 Finance
- Dorset County Hospital
 - The scores in respect of SR5 Estates and SR6 Finance were increased following the last meeting of the Committee to reflect the increased risk in these areas.
 - Where actions not achieved by the due date revised dates have been provided and Committee assured on plans in place.

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- Discussed cash position and agreed to keep under review. No updates proposed by the Committee.
- **Dorset HealthCare**
 - The score for SR6 Finance has been reduced to reflect the forecast year end position.
 - Where actions not achieved by the due date revised dates have been provided and Committee assured on plans in place.
 - No updates were proposed by the Committee.
- **Corporate Risk Register (DCH / DHC)**
 - Noted that there is a plan to align the approach to reporting across both Trusts, including the threshold for reporting to Committee.
- **Dorset County Hospital**
 - 3 new risks scoring 20 or above have been added in the period under review. 6 risks scoring 20+ assigned to Committee.
 - 3 new risks scoring 15-19 have been added in the period under review. 44 risks scoring 15-19 assigned to Committee.
- **Dorset HealthCare**
 - Noted no new risks scoring over 12 reported in the period. There are 7 risks scoring 12+ and 2 risks scoring 15+.
 - No risks scoring 12+ closed in the period or change in score or added.
 - Noted one risks were overdue for review and an escalation process has been followed and reminders sent.
- **Assurance Reports**
 - The following assurance reports were received:
 - CPSUG 291124 and 030125
 - EPRG Assurance Report 20 Jan 25 - DCH
 - DCH Value Delivery Board 15 Nov 24 and 20 Dec 24
 - DHC Capital Investment Meeting 16.01.2025
 - DHC Better Quality Better Value Delivery group 13.01.2025
- **Any Other Business - Procurement Route of the New Hospital Programme - Ward Refurbishments at St Ann's Hospital (DCH)**
 - Committee received and noted the report. Due to limited time available to review paper agreed it would be noted by Committee and reviewed in full by Board.

Decisions made at the meeting

- Approval of Access Agreement for Agency Staffing (DCH)
- Recommend approval of contract award Southern Counties Pathology Managed Service Contract (Lot 5) (DCH)
- Recommended approval of short business case related to DHC Trust Headquarters (DHC)
- Procurement Route of the New Hospital Programme - Ward Refurbishments at St Ann's Hospital (DCH) – to be considered in full by Board

Issues / actions
referred to other
committees / groups

- Nil

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People and Culture Committee in Common Assurance Report for the meeting held on Monday 27 January 2025

Chair: Dave Underwood	Executive Lead: Chris Hearn Rachel Small	Date of Next Meeting: Monday 24 March 2025
Quoracy met?	Yes	
Purpose of the report	To assure the Board on the main items discussed by the People and Culture Committee in Common and, if necessary, escalate any matter(s) of concern or urgent business which the Finance and Performance Committee in Common is unable to conclude.	
Recommendation	To receive the report for assurance	

Significant matters for assurance or escalation, including any implications for the Corporate Risk Register or Board Assurance Framework	<ul style="list-style-type: none"> • Nil to note
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Key issues / matters discussed at the meeting	<p>The committee received, discussed and noted the following reports:</p> <p>Joint Workforce KPI Dashboard (DCH / DHC)</p> <p><u>Dorset County Hospital</u></p> <ul style="list-style-type: none"> • Overall agency spend reduced in Month 9; overall WTE reduced in Months 8 and 9 and a reduction of 110.28 WTE is still required by the end of Month 12 to meet the revised WTE plan; Mutually Agreed Resignation Scheme (MARS) in progress with an update to be provided in March 2025. • Overall essential Skills compliance increased to 88% in November and has remained at that level in December. Four subjects below the 80% lower threshold and specific recovery plans in place. • Increase in appraisal rate which occurred in August is being sustained, overall appraisal rate in Month 9 was 76%. • Overall sickness percentage increased in month 7 (October) but decreased again in month 8 to 4.4%. The rolling year figure is 4.2% - encouraging reduction in long term sickness since August but short-term absence has increased during the same period. • The vacancy and turnover rates remain stable, at 3.3% and 9.4% respectively. • Contract costs reducing around Occupational Health <p><u>Dorset HealthCare</u></p> <ul style="list-style-type: none"> • Vacancy factor is 6.3% and has reduced from last month's position (7.1%), moving us to below the lower threshold of process limits.
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- Sickness absence rate for December 2024 was 5.8%, which is a marginal increase from the position reported in November 2024 (5.7%). Reducing sickness absence rates remains a key workstream within the Workforce Delivery Framework.
- Slight decrease in completed appraisals this month from 86.7% to 85.4%.
- Mandatory Training compliance had a decrease of 0.1% to 93.13%.

DHC Workforce Delivery Framework (WDF) Update (DHC)

- The workforce delivery framework sets out the priorities and associated actions to enable the delivery of the People Strategy 2020 - 2025.
- Dorset County Hospital do not currently have a comparable report. With the development of the new joint People Plan there will be an aligned update report on the action plan going forward.
- Six key workstreams (reduced from 8 the previous year) - key successes and updates were provided against six key workstreams.
- A new joint People Plan is in development, and it will have an associated action plan. Some of the ongoing actions from current WDF will transfer to the new joint action plan.

Equality Delivery System 2 (DCH / DHC)

- The toolkit comprises eleven outcomes spread across three Domains.
- Agreed that alignment of approach across DCH and DHC going forward, recognising that the actions arising may be different.
- Agreed further informal discussion required on approach across broader EDI and Health Inequalities agenda.

Dorset County Hospital

- The assessed outcomes were overall 'Developing' and by domain:
 - Commissioned or Provided Services – Achieving
 - Workforce and Health and Wellbeing - Developing
 - Inclusive Leadership - Developing
- Received assurance on action plan in place.
- Approved the EDS2 Action Plan for publication with assurance to Board via this report.

Dorset HealthCare

- The assessed outcomes were overall 'Developing' and by domain:
 - Commissioned or Provided Services – Achieving
 - Workforce and Health and Wellbeing – Achieving
 - Inclusive Leadership - Developing
- Received assurance on action plan in place.
- Approved the EDS2 Action Plan for publication with assurance to Board via this report.

Sexual Safety Update (DCH/DHC)

- In September 2023, NHS England launched sexual safety charter. DHC and DCH have signed the charter. Signatories commit to taking and enforcing a zero-tolerance approach and to ten core principles and actions.

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- In October 2024, NHS England launched a new policy and supporting assurance framework together with an e-learning resource.
- Report received to provide an update on the collaborative action plans across both Trusts to implement the commitments of the charter and the recommendations from the new national policy, assurance framework and learning resources.
- DCH and DHC reported a RAG rated action plan. Noted some differences in approach to reporting and assessment which will be aligned for next reporting period.

Board Assurance Framework (DCH/DHC)

- Two risks assigned to this Committee:
 - SR2 Culture
 - SR3 Workforce

Dorset County Hospital

- No changes in scores and small number of actions overdue with revised plans in place. No updates were proposed by the Committee.

Dorset HealthCare

- No changes in scores and small number of actions overdue with revised plans in place. No updates were proposed by the Committee.

Corporate Risk Register (DCH/DHC)

- Noted that there is a plan to align the approach to reporting across both Trusts, including the threshold for reporting to Committee.

Dorset County Hospital (reporting risks scoring 15 and above)

- Noted no new risks scoring 20+ and one risk scoring 15+ had been added to the Corporate Risk register (with 1 existing risk scoring 20+ and 15 risks scoring 15-19)
- Noted that risk scoring 20+ related to digital staffing should be raised with the Strategy Transformation and Partnership Committee as it had been open since 2021.

Dorset HealthCare (reporting risks scoring 12 and above)

- Noted no new risks scoring over 12 reported in the period. There are 16 risks scoring 12+ and 6 risks scoring 15+.
- Two relevant risks have been closed in the period.
- Noted that a number of risks were overdue for review and an escalation process has been followed and reminders sent.

CAMHS High Intensity Unit Staffing (DHC)

- Reflected on the original request from Board and noted that it is too early to provide an update on this. Agreed that it will be brought back when recruitment is underway, and this will be added to the PCC workplan and recommend that it is closed as a Board action.

Assurance Reports from Sub-Groups (DCH/DHC)

Dorset County Hospital

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- DCH Partnership Forum Meeting 20 November 2024
- DCH Health and Wellbeing Steering Group 21 November 2024
- DCH Local Negotiating Committee 27 November 2024

Dorset HealthCare

- DHC Equality Diversity and Inclusion Steering Group 12 December 2024
- DHC Trade Union Partnership Forum 9 January 2025

Decisions made at the meeting

- Approved the DCH EDS2 Action Plan for publication with assurance to Board via this report.
- Approved the DHC EDS2 Action Plan for publication with assurance to Board via this report.
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Issues / actions referred to other committees / groups

- Corporate Risk relating to Digital Staffing (DCH Risk 1152) referred to Strategy, Transformation and Partnership Committee

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Strategy Transformation and Partnerships Committee Assurance Report
for the meeting held on 29 January 2025

Chair	David Clayton-Smith, Chair
Executive Lead	Nick Johnson, Chief Strategy, Transformation and Partnerships Officer
Quoracy met?	Yes
Purpose of the report	To assure the Board on the main items discussed by the Committee and, if necessary, escalate any matter(s) of concern or urgent business which the Committee is unable to conclude.
Recommendation	To receive the report for assurance

Significant matters for assurance or escalation, including any implications for the Corporate Risk Register or Board Assurance Framework	<ul style="list-style-type: none">• Receipt of the Board Assurance Framework, noting a reduction in the score for SR7 Collaboration. SR9 Digital Infrastructure score to be reviewed and expected to increase. An update would be provided to each trust’s Audit Committee and Board meetings.• Receipt of the Corporate Risk Register, noting that digital risks have been highlighted in a number of recent committee meetings, particularly in relation to the lack of progress on a number of mitigations.• Broad discussions about the state of digital capability and capacity with a number of recommendations identified to address this.• A number of items approved by the committee, as detailed below.• Presentation regarding the Benefits from Adopting a Culture of Continuous Improvement on the Special Care Baby Unit, demonstrating the benefit that the work that the committee oversaw was making to patients and families, and highlighting the benefits of working with other teams and trusts to make service improvements.
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Key issues / matters discussed at the meeting	<p>The committee received, discussed and noted the following reports:</p> <ul style="list-style-type: none">• One Transformation Approach Development Overview and Portfolio Updates, highlighting:<ul style="list-style-type: none">○ That the approach offered an attempt to ensure that transformation was aligned to the trusts’ strategic direction, deploying capacity where it was needed, and tracking benefits of joint working.○ The opportunities for joint working and developing joined up pathways○ A recommendation for the committee to endorse the move of frailty programme to be moved in to the Urgent and Emergency Care programme○ Capacity constraints in the team, and concerns from committee members that there are too many transformational workstreams at present, particularly within the context of limited capacity. A continuous need to manage priorities.
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- **Place and Neighbourhoods Portfolio: Integrated Neighbourhood Team Programme Business Case** noting:
 - The ambition to create a multidisciplinary, integrated neighbourhood team comprised of community, mental health and primary care services, with a view to improving the provision of care for patients. The proposal aligned with national policy.
 - Funding for the programme would be sought from the Integrated Care System, not from either trust.
 - Broad support from committee members and staff. Some queries about implementation of the programme, particularly in relation to digital capacity, where financial savings would be made and the involvement of acute trusts in the programme.
 - Business case was approved by the committee.
- **Portfolio Deep Dive: Working Together Portfolio**, highlighting the milestone plan, progress of the enabling plans, the communication and engagement plan, and the roadmap for the joint strategy implementation. The progress of the support services review was also highlighted.
- **Working Together Portfolio: Strategy Dashboard** was not yet ready for presentation as it was still in development. The need to balance mental health, community, and acute, and the importance of getting the metrics right was highlighted. Expected to present to the next committee in common.
- **Patient Carer Race Equality Framework (DHC)**, which was described as a national anti-racism framework developed in recognition of the inequality in access and outcomes of minority communities. A cross-cutting transformation workplan had been developed to meet the requirements of the framework.
- **Equality Delivery System 2 (EDS2)** which was now mandatory and was the only place in which health inequalities and protected characteristics were considered together. The report outlined the progress being made and the rich learning in place but recognised that there were areas for development. The Health Inequalities groups would be utilised to make improvements and to bring health inequalities in to leadership development. Committee members noted the need to more strongly reflect the patient view.
- **New Hospital Programme Update**, noting that the contract for the DCH NHP has been signed with Tilbury Douglas. Work will start on 3rd March and changes to the way the hospital site works would be felt but mitigations to manage this were in place.
- **Digital Capacity and Capability DCH and DHC**, outlining the current position and the historical context that had contributed to that position. In both trusts there were significant 'business as usual' backlogs with demand outstripping supply. The report made a number of recommendations to improve the position, and the committee reflected

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	<p>on the need for greater, more strategic investment in to digital and technology.</p> <ul style="list-style-type: none">• Impact of contractual issues with Strategic Supplier (Fortrus)• Assurance Reports were received from the following:<ul style="list-style-type: none">○ Information Governance (DCH)○ Sustainability Working Group (DCH)
Decisions made at the meeting	<ul style="list-style-type: none">• Approval of the Equality Delivery System (EDS2)• Approval of the Integrated Neighbourhood Team Programme Business Case• Approval of the recommendations in the Quality Governance Committee in Common – Plans for Implementation. DHC Quality Committee to consider whether the Guardian of Safe Working should report in to the Quality Committee or People and Culture Committee.
Issues / actions referred to other committees / groups	<ul style="list-style-type: none">• DHC Quality Committee to consider whether the Guardian of Safe Working should report in to the Quality Committee or People and Culture Committee

Quoracy and Attendance					
	24/09/2024	27/11/2024	29/01/2025		
Quorate?	Yes	Yes	Yes		
David Clayton-Smith	Yes	Yes	Yes		
Andreas Haimboeck-Tichy	No	Yes	Yes		
Frances West	Yes	Yes	Yes		
Dave Underwood	Yes	No	Yes		
Claire Lehman	Yes	Yes	No		
Chris Hearn	Yes	Yes	Yes		
Nick Johnson	Yes	Yes	Yes		
Dawn Dawson	Yes	Yes	Yes		
Nicola Plumb	Yes	Yes	Yes		
Forbes Watson	No	Yes	Yes		
Becky Aldridge	Yes	Yes	Yes		

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Audit Committee Assurance Report for the meeting held on 03 February 2025

Chair	Stuart Parsons
Executive Lead	Chris Hearn, Chief Finance Officer
Quoracy met?	Yes
Purpose of the report	To provide assurance on the main items discussed and, if necessary, escalate any matter(s) of concern or urgent business.
Recommendation	To receive the report for assurance

Significant matters for assurance or escalation, including any implications for the Corporate Risk Register or Board Assurance Framework	<ul style="list-style-type: none"> Board Assurance Framework reviewed, noting an increase in SR9 Digital Infrastructure to 16. Corporate Risk Register noting the key risk of digital, as discussed in recent committee meetings. Receipt of an Enforcement Notice from the Information Commissioners Officer (ICO) relating to Freedom of Information (FOI) compliance. Significant progress has been made to address the FOI backlog and a response to the enforcement notice will be provided within the required timeframe.
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Key issues / matters discussed at the meeting	<p>The committee received, discussed and noted the following reports:</p> <ul style="list-style-type: none"> Internal Audit Reports, including: <ul style="list-style-type: none"> Progress report for 2024/25 audits. Work was underway to develop the internal audit plan for 2025/26. The outcome of the cultural maturity audit. This audit was advisory in nature but produced an overall positive result, with three medium-rated recommendations. Mental Health Act Compliance in Acute Hospital Trusts report for information and discussion. Compliance with the act was the responsibility of Quality Committee, via the Mental Health Steering Group. External Audit Reports <ul style="list-style-type: none"> Draft audit plan for 2025/26, with work ongoing to finalise the plan. A verbal update would be provided to the next meeting to confirm the final plan. Identified risks in the audit plan include: <ul style="list-style-type: none"> Revaluation of Land and Buildings (Risk of Error) Completeness of Expenditure and year end accruals (Risk of Fraud) Management Override of Controls (Risk of Fraud) Tender Waiver Report highlighting the number of single tender waivers used between 1st April and 31st December 2024. Freedom of Information Request Compliance and Enforcement Notice from the Information Commissioners Officer, as detailed above.
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Decisions made at the meeting	<ul style="list-style-type: none">Approval of the recommendation regarding Charitable Funds Consolidation, to not consolidate charitable funds with the trust's accounts.
Issues / actions referred to other committees / groups	<ul style="list-style-type: none">Cultural Maturity Audit to be shared with People and Culture Committee in Common for oversight.Mental Health Act Compliance in Acute Hospital Trusts to be shared with Quality Committee for oversight.

Quoracy and Attendance					
	18/06/2024	17/09/2024	17/12/2024	03/02/2025	27/03/2025
Quorate?	Y	Y	Y	Y	
Stuart Parsons	Y	Y	Y	Y	
Claire Lehman	Y	Y	Y	Y	
Stephen Tilton	Y	Y	Y	Y	
Dave Underwood	Y	Y	Y	Y	

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DCH Charitable Funds Committee Assurance Report for the meeting held on 20.1.2025

Chair	Dave Underwood
Executive Lead	Nicholas Johnson
Quoracy met?	Yes
Purpose of the report	To provide assurance on the main items discussed and, if necessary, escalate any matter(s) of concern or urgent business.
Recommendation	To receive the report for assurance

Significant matters for assurance or escalation, including any implications for the Corporate Risk Register or Board Assurance Framework	<ul style="list-style-type: none"> DCH Charity Business 25/26 – DCH Charity Business Plan 25/26 reviewed by committee and recommended to DCH Board (Corporate Trustee) for approval at 11th February 2025 Board meeting.
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Key issues / matters discussed at the meeting	<p>The committee received, discussed and noted the following reports:</p> <ul style="list-style-type: none"> CFC Minutes (19.11.24) – approved as an accurate record. CFC Actions (19.11.24) – All actions completed or in progress. DCH Charity Financial Reports 24/25 (M9) – reports were received. Total income as of end Dec 2024 £426,965. Unrestricted funds were £274,294 providing a surplus of £34,294 against the reserves target of £240,000. DCH Charity Business 25/26 – DCH Charity Business Plan 25/26 reviewed by committee and recommended to DCH Board (Corporate Trustee) for approval at 11th February 2025 Board meeting. £2.5M Capital Appeal (ED/CrCU) report (Jan 2025) – first £500K milestone achieved and announced in media and displayed on new Appeal totaliser at DCH. Fundraising & Communications report – overview of current key fundraising activities and communications. Lillian Martin legacy – committee agreed to accept the £250,000 offer from Wessex Water to purchase the specific portion of land occupied by the company. This amount will be received for the six benefitting charities.
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Decisions made at the meeting	<ul style="list-style-type: none"> DCH Charity Business 25/26 – DCH Charity Business Plan 25/26 reviewed by committee and recommended to DCH Board (Corporate Trustee) for approval at 11th February 2025 Board meeting. Lillian Martin legacy – committee agreed to accept the £250,000 offer from Wessex Water to purchase the specific portion of land
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occupied by the company. This amount will be received for the six benefitting charities.

Issues / actions referred to other committees / groups

- None

Quoracy and Attendance						
	Date 19.11.24	Date 20.1.25	Date			
Quorate?	Y	Y				
Dave Underwood	Y	Y				
Chris Hearn	Y	Y				
Jo Howarth	Y	Y				
Anita Thomas	Y	Y				
Margaret Blankson	Y	Y				
Stephen Tilton	Y	N				

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