



**Doncaster and Bassetlaw  
Teaching Hospitals**  
NHS Foundation Trust

**Meeting of the Board of Governors**  
of  
**Doncaster and Bassetlaw Teaching Hospitals NHS Foundation Trust** ('the Trust')  
on  
**Wednesday 31 January 2018 at 5.30pm**  
In the  
**Education Centre, Doncaster Royal Infirmary**

## **AGENDA**

<b>No</b>	<b>Item</b>	<b>Action</b>	<b>Enclosures</b>
<b>1.</b>	<b>Welcome and Apologies</b>	<i>Note</i>	(Verbal)
<b>2.</b>	<b>Declaration of Governors' Interests</b> Matthew Kane, Trust Board Secretary	<i>Note</i>	(Verbal)
<b>3.</b>	<b>Review of External Audit</b> Michael Green - EY	<i>Note</i>	Presentation / Enclosure A
<b>4.</b>	<b>Ward Quality Assessment Tool</b> Moira Hardy –Director of Nursing, Midwifery and Allied Health Professionals Lisette Caygill – Acting Deputy Director of Quality & Governance	<i>Note</i>	Presentation
<b>EXECUTIVE &amp; CHAIR'S REPORTS</b>			
<b>5.</b>	<b>Finance Report</b> Jon Sargeant, Director of Finance	<i>Note</i>	Enclosure B
<b>6.</b>	<b>Performance Report</b> David Purdue, Deputy Chief Executive and Chief Operating Officer  <i>Directors for Nursing, Midwifery &amp; Allied Health Professionals, People &amp; Organisational Development and the Medical Director will be available to take questions.</i>	<i>Note</i>	Enclosure C
<b>7.</b>	<b>Chair's Report</b> Suzy Brain England OBE, Chair	<i>Note</i>	Enclosure D
<b>8.</b>	<b>Chief Executive's Report</b> Richard Parker, Chief Executive	<i>Note</i>	Enclosure E
<b>GOVERNANCE</b>			

**Doncaster and Bassetlaw  
Teaching Hospitals**  
NHS Foundation Trust

9.	<b>Review of Constitution</b> Matthew Kane - Trust Board Secretary	<i>Approve</i>	Enclosure F
10.	<b>Appointment of Non-executive Directors</b> Mike Addenbrooke – Vice Chairman	<i>Approve</i>	Enclosure G
<b>MINUTES</b>			
11.	<b>Board of Directors' minutes – September to November 2017</b> <a href="https://www.dbth.nhs.uk/about-us/how-we-are-run/board-of-governors/board-governors-meetings/">https://www.dbth.nhs.uk/about-us/how-we-are-run/board-of-governors/board-governors-meetings/</a>	<i>Note</i>	(Link)
12.	<b>Chair's Logs</b> Chairs of governor committees  <a href="https://www.dbth.nhs.uk/about-us/how-we-are-run/board-of-governors/board-governors-meetings/">https://www.dbth.nhs.uk/about-us/how-we-are-run/board-of-governors/board-governors-meetings/</a>	<i>Note</i>	Enclosures H1-H3  (Link)
13.	<b>Minutes of Board of Governors held on 26 October 2017</b>	<i>Note</i>	Enclosure I
14.	<b>Action Notes from meeting on 26 October 2017</b>	<i>Note</i>	Enclosure J
<b>MEMBERS' SECTION</b>			
15.	<b>Any issues from members to be investigated for the next meeting</b>	<i>Note</i>	(Verbal)
16.	<b>Governors to consider whether to:</b>  <i><b>RESOLVE that the meeting of the Board of Governors be adjourned to take any informal questions relating to the business of the meeting.</b></i>	<i>Note</i>	(Verbal)
<b>INFORMATION ITEMS</b>			
17.	<b>Any Other Business (to be agreed with the Chair before the meeting)</b>	<i>Note</i>	(Verbal)
18.	<b>Date of Next Meeting:</b> Date: Wednesday, 25 April 2018 Time: 5.30pm Venue: Lecture Theatre, Doncaster Royal Infirmary	<i>Note</i>	(Verbal)



Suzy Brain England  
Chair of the Board

24 January 2018

### **NOTICE FOR THE PUBLIC**

DBTH is committed to ensuring its Part 1 Board meetings are open and accessible. If any adjustments need to be made in order for you to access this meeting, please contact us.

If you are Deaf and need a BSL interpreter, or would like to request information in Braille, you can contact us at [matthew.kane1@nhs.net](mailto:matthew.kane1@nhs.net) or text 0799 9924276.

# Doncaster and Bassetlaw Teaching Hospitals NHS Foundation Trust

Letter to Governors for the year ended 31 March 2017

Ernst & Young LLP  
July 2017



Building a better  
working world

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The contents of this report are subject to the terms and conditions of our appointment as set out in our engagement letter.

This report is made solely to the Board of Governors, Audit Committee, Board of Directors and management of Doncaster and Bassetlaw Teaching Hospitals NHS Foundation Trust in accordance with our engagement letter. Our work has been undertaken so that we might state to the Audit Committee, Board of Directors and management of the Trust those matters we are required to state to them in this report and for no other purpose. To the fullest extent permitted by law we do not accept or assume responsibility to anyone other than the Audit Committee, Board of Directors and management of the Trust for this report or for the opinions we have formed. It should not be provided to any third party without our prior written consent.

Our Complaints Procedure – If at any time you would like to discuss with us how our service to you could be improved, or if you are dissatisfied with the service you are receiving, you may take the issue up with your usual partner or director contact. If you prefer an alternative route, please contact Steve Varley, our Managing Partner, 1 More London Place, London SE1 2AF. We undertake to look into any complaint carefully and promptly and to do all we can to explain the position to you. Should you remain dissatisfied with any aspect of our service, you may of course take matters up with our professional institute. We can provide further information on how you may contact our professional institute.

A hand with white nail polish is writing on a document with a blue pen. In the background, there is a calculator, a white cup, and a laptop. A yellow rectangular box is overlaid on the left side of the image.

## Executive Summary

## Executive Summary

Below are the results and conclusions on the significant areas of the audit process.

Area of Work	Conclusion
Opinion on the Trust's:	
▶ Financial statements	Unqualified – the financial statements give a true and fair view of the financial position of the Trust as at 31 March 2017 and of its expenditure and income for the year then ended
▶ Parts of the remuneration and staff report to be audited	We had no matters to report.
▶ Consistency of the information in the performance report and accountability report with the financial statements	Financial information in the performance report and accountability report and published with the financial statements was consistent with the Annual Accounts.

Area of Work	Conclusion
Reports by exception:	
▶ Consistency of Governance Statement	The Governance Statement was consistent with our understanding of the Trust.
▶ Consistency of the Annual Report within knowledge we have acquired during the course of our audit	We had no matters to report.
▶ Referrals to NHS Improvement (formerly Monitor)	We had no matters to report.
▶ Public interest report	We had no matters to report in the public interest.
▶ Value for money conclusion	We reported on by exception in respect of; Financial management and ongoing challenges around financial sustainability.

Area of Work	Conclusion
Examining the contents of the Trust's quality report and testing of three indicators	We issued an unqualified limited assurance report.
Reporting to NHS Improvement (formerly Monitor) on the Trust's consolidation schedules	We concluded that the Trust's consolidation schedules agreed, within a £250,000 tolerance, to your audited financial statements
Reporting to the National Audit Office (NAO) in line with group instructions	We had no matters to report

As a result of the above we have also:

Area of Work	Conclusion
Issued a report to those charged with governance of the Trust communicating significant findings resulting from our audit.	Our Audit Results Report was issued on 30 May 2017
Issued a report to governors on the Quality Report	Our report to Governors on the quality report was issued on 30 May 2017
Issued a certificate that we have completed the audit in accordance with the requirements of the National Health Service Act 2006 and the National Audit Office's 2015 Code of Audit Practice.	Our certificate was issued on 31 May 2017

We would like to take this opportunity to thank the staff of the Trust for their assistance during the course of our work.

Steve Clark

Partner  
For and on behalf of Ernst & Young LLP





Purpose

## Purpose

### The Purpose of this Letter

The purpose of this Letter is to communicate to Governors the key issues arising from our work, which we consider should be brought to the attention of the Trust.

We have already reported the detailed findings from our audit work in our 2016/17 annual results report to the 30 May Audit & Non-Clinical Risk Sub-Committee, representing those charged with governance. We do not repeat those detailed findings in this letter but instead provide a summary of our key findings.

We also make reference to our limited assurance work on the Trust's quality report.

A person wearing teal medical scrubs is holding a large yellow folder. A bright yellow rectangular box is overlaid on the left side of the image, containing the word "Responsibilities" in a dark, sans-serif font. The background is a blurred clinical setting.

Responsibilities



## Responsibilities

### Responsibilities of the Appointed Auditor

Our 2016/17 audit work has been undertaken in accordance with the Audit Plan that we issued on 24 March 2017 and is conducted in accordance with the National Audit Office's 2015 Code of Audit Practice, International Standards on Auditing (UK and Ireland), and other guidance issued by the National Audit Office and NHS Improvement (formerly Monitor).

As auditors we are responsible for:

Expressing an opinion:

- ▶ On the 2016/17 financial statements;
- ▶ On the parts of the remuneration and staff report to be audited;
- ▶ On the consistency of the information in the performance report and accountability report with the financial statements; and
- ▶ On whether the consolidation schedules are consistent, within a £250,000 tolerance, with the Trust's financial statements for the relevant reporting period.

Reporting by exception:

- ▶ If the annual governance statement does not comply with relevant guidance or is not consistent with our understanding of the Trust;
- ▶ On the consistency of the Annual Report within knowledge we have acquired during the course of our audit
- ▶ To NHS Improvement (formerly Monitor) if we have concerns about the legality of transactions or decisions taken by the Trust; and
- ▶ Any significant matters that are in the public interest.
- ▶ Forming a conclusion on the arrangements the Trust has in place to secure economy, efficiency and effectiveness in its use of resources.

We report to the National Audit Office (NAO) on the Trust's Whole of Government Accounts return, the Foundation Trust Consolidation schedules, which support the Department of Health's account consolidation.

We also undertake an independent assurance engagement on the Trust's quality report for the year ended 31 March 2017 and certain performance indicators contained within the report. Our review is undertaken in accordance with the NHS Foundation Trust Annual Reporting Manual and supporting guidance and the six dimensions of data quality issued by NHS Improvement "Detailed Guidance for External Assurance on Quality Reports"

## Responsibilities of the Trust

The Trust is responsible for preparing and publishing its statement of accounts, annual report and annual governance statement. In the annual governance statement, the Trust publicly reports on the extent to which it complies with its own code of governance, including how it has monitored and evaluated the effectiveness of its governance arrangements in the year, and on any planned changes in the coming period.

The Trust is also responsible for putting in place proper arrangements to secure economy, efficiency and effectiveness in its use of resources.

A hand with white nail polish is writing on a document with a blue pen. In the background, there is a calculator, a laptop, and a white mug. The scene is set on a desk with a window in the background.

## Financial Statement Audit

## Financial Statement Audit

### Key Issues

The Annual Report and Accounts is an important tool for the Trust to show how it has used public money and how it can demonstrate its financial management and financial health.

Our 2016/17 audit work on the Trust's statement of accounts has been undertaken in accordance with the audit plan we issued on 24 March 2017 and is conducted in accordance with the National Audit Office's 2015 Code of Audit Practice, International Standards on Auditing (UK and Ireland), and other guidance issued by the National Audit Office and NHS Improvement (formerly Monitor).

We issued an unqualified audit report on 31 May 2017.

Our detailed findings were reported to the 30 May Audit & Non-Clinical Risk Sub-Committee, through our Audit Results Report.

The key issues identified as part of our audit were as follows:

Significant Risk	Conclusion
<p>Management override of controls</p> <p>A risk present on all audits is that management is in a unique position to perpetrate fraud because of its ability to manipulate accounting records directly or indirectly, and prepare fraudulent financial statements by overriding controls that otherwise appear to be operating effectively.</p> <p>Auditing standards require us to respond to this risk by testing the appropriateness of journals, testing accounting estimates for possible management bias and obtaining an understanding of the business rationale for any significant unusual transactions.</p>	<p>We tested the appropriateness of journal entries recorded in the general ledger and other adjustments made in the preparation of the financial statements.</p> <p>We reviewed accounting estimates for evidence of management bias.</p> <p>We evaluated the business rationale for significant unusual transactions including the receipt of Sustainability and transformation fund (STF) income.</p> <p>We have not identified any material weaknesses in controls or evidence of material management override.</p> <p>We have not identified any instances of inappropriate judgements being applied.</p> <p>We have identified that within the Trust's bad debt provision of £983k, there is £281k relating to NHS organisations. £200k of this is in respect of Rotherham NHS Foundation Trust. Under guidance in the Group Accounting Manual, bad debt provisions should not be made against NHS debtors. The Trust did not amend for this in the financial statements</p> <p>We did not identify any transactions during our audit which appeared unusual or outside the</p>

	Trust's normal course of business and we gained assurance that the STF income has been appropriately accounted for.
<p>Revenue and expenditure recognition</p> <p>Auditing standards also require us to presume that there is a risk that revenue and expenditure may be misstated due to improper recognition or manipulation.</p> <p>We respond to this risk by reviewing and testing material revenue and expenditure streams and revenue cut-off at the year end.</p> <p>As part of our consideration of this, we do not include payroll expenditure as a significant risk.</p>	<p>We reviewed and tested revenue and expenditure recognition policies</p> <p>We reviewed and discuss with management any accounting estimates on revenue or expenditure recognition for evidence of bias</p> <p>We developed a testing strategy to test material revenue and expenditure streams with a focus on assets and liabilities at the period end and the completeness of liabilities</p> <p>We reviewed and tested revenue cut-off of revenue and expenditure at the period end date</p> <p>We conducted testing to identify unrecorded liabilities at the period end</p> <p>We reviewed performance against CQUIN targets, considering the appropriateness of associated income recognition</p> <p>We reviewed Department of Health agreement of balances data, investigating significant differences (outside of DH tolerances)</p> <p>We considered appropriateness of revenue recognition relating to STF and STF incentive funding</p> <p>Our testing has not revealed any material misstatements with respect to revenue and expenditure recognition. Our work did identify an error in classification of income within note 5 to the financial statements. Income from CCG's was understated by £22m with a corresponding overstatement of income from NHS England. Management amended for this error which does not affect the overall reported financial position or performance of the Trust.</p> <p>Overall our audit work did not identify any issues or unusual transactions which indicated that there had been any misreporting of the Trust's financial position.</p> <p>Our review of Department of Health agreement of balances data identified eight mismatches relating to income and expenditure, payables and receivables over the £250k threshold. We investigated these differences in discussion with management and gained assurance that the Trust has appropriately reflected transactions and balances with other NHS organisations within the financial statements and FTC forms.</p>



## Going Concern

The 2015/16 audit opinion on the financial statements of the Trust included an emphasis of matter relating to the Trust's ability to continue operating as a going concern for the foreseeable future. This related to the deficit position of the Trust in 2015/16 and uncertainty over the availability of ongoing cash distress funding.

We obtained and reviewed management's justification supporting why the financial statements of the Trust are prepared on a going concern basis

We obtained the future financial plans of the Trust, including cash flow forecasts for a period of at least 12 months from the anticipated date of signing the financial statements and considered the assumptions underlying these, particularly relating to the availability of cash support

We monitored the financial position of the Trust and considered the factors outlined in practice note 10 in relation to going concern and our reporting responsibilities.

We identified a material uncertainty relating to the Trust's ability to continue as a going concern.

This uncertainty relates to the Trust's ongoing reliance on liquidity funding from NHSI and the underlying deficit of the Trust of £28m.

We have included an emphasis of matter relating to going concern in our audit report which is unqualified.

## Authorisation of cash payments

Documentation and walkthrough of the Accounts Payable System identified that controls over the authorisation of cash payments are not in line with the requirements of the Standing Financial Instructions of the Trust.

Our review noted that there is no senior management review or authorisation of cash payments made and formal delegation of authority from the Director of Finance to authorise payments has not been completed.

We noted one instance where a cash payment was authorised by a temporary junior member of staff within the Accounts Payable team.

During the year, the Trust has identified this as a control weakness and taken action to address this going forward.

There is an increased risk of fraudulent payments being made in the absence of controls

We used data analytics to compare staff bank details to supplier bank details in order to identify potential fraudulent payments.

We reviewed and re-performed internal audit testing of mitigating controls around changes to supplier bank details and new supplier set up within the Accounts Payable department.

We evaluated the authorisation control implemented by the Trust and tested its application in practice.

We have not identified any indication of fraud based on completion of the specified procedures. The Trust has now implemented increased control over cash payments and their authorisation. We have reviewed this control and can confirm that it is now operating as designed.

in this area.

This matter was reported to the Audit Committee within our Audit Plan.

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Risk of misstatement in valuation of property plant and equipment

Trust assets were revalued during 2016/17. Assumptions and estimates underpinning the valuation process can be subjective and have a significant impact on the financial statements.

There is a risk that the valuation may not be compliant with guidance issued by the Department of Health and that the financial statements are misstated.

We reviewed the instructions provided to the valuer. This identified that the valuation was an interim desktop update with no change in approach or underlying assumptions

We considered the approach adopted by the valuer and their findings

We reviewed assumptions and valuations against relevant guidance provided to NHS Trusts.

We substantively tested a sample of revalued assets to confirm that valuations were appropriately reflected in the financial statements and that the correct accounting treatment has been applied.

Trust assets have been valued in line with relevant guidance and the valuations provided by the independent valuer have been appropriately reflected in the financial statements.

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Other Key Findings	Conclusion
<p>Inventory</p> <ul style="list-style-type: none"> <li>In completing our procedures over the inventory balance in the financial statements we noted that the Trust did not complete stock takes on a quarterly basis as required by internal procedures. Only the year-end stock takes were completed.</li> <li>The Trust did not produce a reconciliation from the date of the stock counts in mid-March to the Balance Sheet date to provide a clear audit trail in support of the year-end stock balance</li> <li>We note that the Trust does not have adequate stock systems in place to cover all areas. Required information to support in-year purchases and issues is not maintained and does not allow robust compilation of required disclosures in the financial statements.</li> </ul>	<p>Inventory balances in the financial statements are fairly stated however, the Trust should strengthen processes and controls in this area.</p> <p>Stock counts should be carried out in line with Trust procedures and policies. The Trust should ensure that suitable supporting systems are in place to support required record keeping within stock areas, providing purchase and issue information along with accurate costing information.</p>
<p>Asset register</p> <ul style="list-style-type: none"> <li>The Trust asset register does not reconcile to the ledger as there are known reclassification adjustments required within categories of asset</li> <li>Capital expenditure incurred is first coded to revenue and then journalled out to capital. This is inefficient and gives rise to a risk of misstatement and unclear audit trail.</li> <li>There are £40m of fully depreciated assets included within the asset register. Many of these assets may no longer be in use or still located at the Trust.</li> </ul>	<p>The Trust has appropriately accounted for its fixed assets however, the Trust should improve arrangements in this area by:</p> <ul style="list-style-type: none"> <li>Updating the asset register to reflect the known classification issues;</li> <li>Coding capital expenditure directly to specific capital codes as incurred to reduce the number of journal corrections required and to provide a clear audit trail</li> <li>Conducting a full review of the asset register and identify which assets should be written out</li> </ul>

## Our application of materiality

When establishing our overall audit strategy, we determined a magnitude of uncorrected misstatements that we judged would be material for the financial statements as a whole.

Item	Thresholds applied
Planning materiality	<p>We determined planning materiality to be £3.75 million, which is 1% of gross expenditure reported in the accounts of £390 million adjusted.</p> <p>We consider gross expenditure to be one of the principal considerations for stakeholders in assessing the financial performance of the Trust.</p>
Reporting threshold	<p>We agreed with the Audit &amp; Non-Clinical Risk Sub-Committee that we would report to the Committee all audit differences in excess of £0.195 million.</p>

We also identified the following areas where misstatement at a level lower than our overall materiality level might influence the reader. For these areas we developed an audit strategy specific to these areas. The areas identified and audit strategy applied include:

- Remuneration disclosures including any severance payments, exit packages and termination benefits. For these areas we set materiality as £1k or to the extent and error would affect relevant reported bandings.
- Related party transactions. For any errors identified related parties we considered the concept of the materiality of transactions and balances as would be relevant to the related individual or organisation.
- Audit fees. A materiality of £1k was applied.
- Losses and Special Payments. A materiality of £1k was applied.

We evaluate any uncorrected misstatements against both the quantitative measures of materiality discussed above and in light of other relevant qualitative considerations.

## Control Themes and Observations

As part of our work, we obtained an understanding of internal control sufficient to plan our audit and determine the nature, timing and extent of testing performed. Although our audit was not designed to express an opinion on the effectiveness of internal control, we are required to communicate to you significant deficiencies in internal control identified during our audit.

We have adopted a fully substantive approach and have therefore not tested the operation of controls.

The matters reported are shown below and are limited to those deficiencies that we identified during the audit and that we concluded are of sufficient importance to merit being reported.

Description	Recommendation
Payroll reconciliations were not undertaken for every month of the year and for those completed, there was no evidence of timely preparation or review	Control accounts should be fully reconciled on a monthly basis with clear evidence of revise.
Stock counts were not conducted in line with the stated policy to occur on a quarterly basis. We note that only a year-end count was completed.	Stock counts should be completed in line with stated procedures.

## Department of Health Group Instructions

We issued an (un)qualified confirmation to the National Audit Office (NAO), under its group instructions, regarding the Foundation Trust's Whole of Governments Accounts return, which supports the Department of Health's account consolidation. We did not identify any areas of concern.

We are also required by NHS Improvement (formerly Monitor) to provide to the Trust a statement that the consolidation schedules (FTCs) are consistent with the audited accounts, including a list of inconsistencies greater than £250,000 between the FTCs and the accounts. We reported that the FTCs were consistent with the audited statements.

## Annual Governance Statement

We are required to consider the completeness of disclosures in the Trust's annual governance statement, identify any inconsistencies with the other information of which we are aware from our work, and consider whether it complies with relevant guidance.

We completed this work and did not identify any areas of concern.

## Referral to the Regulator

We must report to NHS Improvement (formerly Monitor) any matter where we believe a decision has led to, or would lead to, unlawful expenditure, or some action has been, or would be, unlawful and likely to cause a loss or deficiency. We had no exceptions to report.

## Report in the Public Interest

We have a duty under the National Health Service Act 2006 to consider whether, in the public interest, to report on any matter that comes to our attention in the course of the audit in order for it to be considered by the Trust or brought to the attention of the public.

We did not identify any issues which required us to issue a report in the public interest.

Value for Money

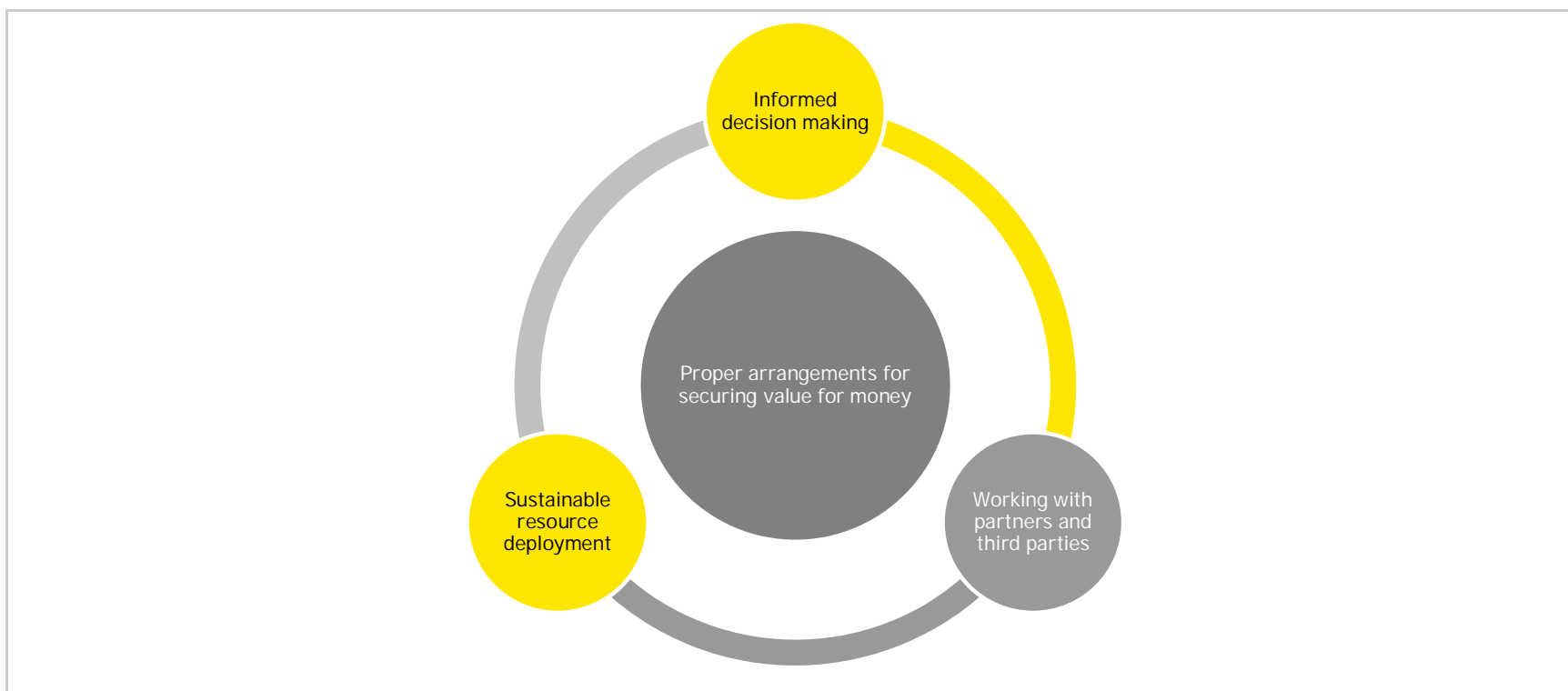


## Value for Money

We are required to consider whether the Trust has put in place 'proper arrangements' to secure economy, efficiency and effectiveness on its use of resources. This is known as our value for money conclusion.

Proper arrangements are defined by statutory guidance issued by the National Audit Office. They comprise your arrangements to:

- Take informed decisions;
- Deploy resources in a sustainable manner; and
- Work with partners and other third parties.





We identified 2 significant risks in relation to these arrangements. The tables below presents the findings of our work in response to the risks identified and any other significant weaknesses or issues to bring to your attention.

We therefore issued a qualified value for money conclusion in relation to the fact that the Trust continues to be in breach of licence and the underlying deficit of the Trust and associated reliance on informal liquidity funding.

Significant Risk	Conclusion
<p>Sustainable resource deployment – Financial resilience</p> <p>The Trust agreed a control total deficit of £26.5m with NHS Improvement for 2016/17. This deficit was after STF funding of £11.8m and a Cost Improvement Programme (CIP) stretch target of £12.4m.</p> <p>During the year, the Trust forecast a significantly improved outturn deficit of £9.2m and substantive achievement of CIP targets.</p> <p>The financial performance was supported through £22m of sustainability and transformation fund income.</p> <p>The Trust however, continues to require liquidity funding to meet ongoing liabilities and the forecast loan liability to 31 March 2017 is £80.6m.</p> <p>The Trust however, continues to face an underlying deficit of around £28m that needs to be addressed in order to bring the Trust to a sustainable financial position and ensure the continued delivery of services to the local population.</p>	<p>In responding to the identified risk we:</p> <ul style="list-style-type: none"> <li>• Reviewed and considered of Trust's future financial plans and the assumptions underpinning them</li> <li>• Considered the availability of ongoing cash support and the impact on the going concern assumption</li> <li>• Reviewed performance against significant income contracts, STF and STF incentive funding and considered appropriateness of revenue recognition</li> </ul> <p>The reported outturn financial position of the Trust shows significant improvement from the £46.7m deficit of 2015-16. This has been achieved through significant hard work by the Trust as an organisation and a renewed focus on achieving sustainability in delivery of services and savings targets.</p> <p>Whilst the reported deficit has reduced significantly it is important to acknowledge that this has been supported through the receipt of £22m of STF income. This income is not recurrent in nature and therefore the Trust effectively has an underlying deficit of over £28m.</p> <p>The Trust has commissioned work from BDO LLP, to review the underlying financial position and the reasons for the deficit. This will be used to inform the development of a strategic plan over the summer.</p> <p>The strategic planning process will include development of a long term financial model that will seek to bring the Trust back to financial balance. This project is in its early stages and therefore not been subject to detailed review and scrutiny.</p> <p>During the year, the Trust has continued to rely on ongoing liquidity support from NHSI, increasing outstanding loan financing to over £80m. This support is required to continue in each of the next two financial years as identified in cash flow forecasts submitted to NHSI. The Trust has no formal agreement in place to confirm the continued availability of this funding going forward.</p> <p>This gives rise to a material uncertainty around the Trust's ability to continue as a going concern and</p>

	<p>has resulted in the emphasis of matter paragraph in our audit report.</p> <p>The existence of the underlying deficit position and the uncertainty around going concern, has led to our 'except for' opinion on VFM.</p>
<p>Informed decision making – Financial governance</p> <p>During 2015/16 the Trust identified significant financial misreporting issues that resulted in the true financial position of the Trust being concealed from Those Charged with Governance.</p> <p>The misreporting and subsequent identification of a significant deficit resulted in a breach of Licence.</p>	<p>In responding to the identified risk we:</p> <ul style="list-style-type: none"> <li>• Reviewing Trust actions to meet the undertakings specified by Monitor as a result of the Licence breach</li> <li>• Reviewing the findings of the recent Well-Led inspection and associated actions the Trust is taking to address them</li> <li>• Considering Trust actions to address weaknesses in financial governance and reporting arrangements.</li> </ul> <p>The Trust has responded positively to the circumstances that led to the financial misreporting issues in previous years and the required actions identified by Monitor (now NHS Improvement).</p>



## Quality Report

## Quality Report

### Responsibilities

We are required to perform an independent assurance engagement in respect of Doncaster and Bassetlaw Teaching Hospitals NHS Foundation Trust's Quality Report for the year ended 31 March 2017 (the 'Quality Report') and certain performance indicators contained within the report. Our review is undertaken in accordance with the NHS Foundation Trust Annual Reporting Manual and supporting guidance and the six dimensions of data quality issued by NHS Improvement "Detailed Guidance for External Assurance on Quality Reports".

As auditors we are required to:

- ▶ review the content of the Quality Report against the requirements set out in the NHS Foundation Trust Annual Reporting Manual 2016/17, which is combined with the quality accounts requirements in NHS Improvement's document "Detailed guidance for External Assurance on quality reports 2016/17";
- ▶ review the content of the Quality Report for consistency against the other information published by the Trust;
- ▶ undertake substantive sample testing on two mandated performance indicators and one locally selected indicator;
- ▶ provide the Trust with a Limited Assurance Report confirming that the Quality Report meets NHS Improvements requirements and that the two mandated indicators are reasonably stated in all material respects;
- ▶ provide the Trust's Governors with a report setting out the findings of our work including the content of the quality report, mandated indicators and the locally selected indicator.

### Compliance and consistency

We reviewed the Trust's quality report and found that its content was in line with NHS Improvement's requirements, and it was consistent with other information published by the Trust.

### Performance indicators

We undertook testing on two mandated indicators:

- ▶ 62 day wait for first treatment from urgent GP referral for suspected cancer
- ▶ Emergency readmissions within 28 days of discharge from hospital

In both instances we found no evidence to suggest that the two mandated indicators have not been reasonably stated in all material respects.

The local indicator tested was:

- Never events

We found no evidence to suggest that the local indicator has not been reasonably stated in all material respects.



A 96-well microplate is shown, filled with a blue liquid. A pipette is visible on the left, dispensing the liquid into the wells. The liquid is a vibrant blue color. The wells are arranged in a grid pattern.

Appendix A

## Audit Fees

## Appendix A      Audit Fees

Our planned fees for the year as set out in your engagement letter and reported in our Audit Plan and Audit Results Report for 2016/17 are:

Description	Final Fee 2016/17 £	Planned Fee 2016/17 £
Total Audit Fee – Financial Statements	107,000	75,000
Audit Fee - Quality Report	10,000	10,000

The final audit fee includes additional amounts agreed with management relating to overruns incurred during the audit of the financial statements.

We confirm we have not undertaken any non-audit work during this period.



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ED None

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<b>Title</b>	<b>Financial Performance – December 2017</b>		
<b>Report to</b>	<b>Board of Governors</b>	<b>Date</b>	<b>31 January 2018</b>
<b>Author</b>	<b>Jon Sargeant - Director of Finance</b>		
<b>Purpose</b>	To update the Board on the financial position for the month of December 2017.	Tick one as appropriate	
	Decision		
	Assurance		
	Information	✓	

#### Executive summary containing key messages and issues

The Month 9 position is a deficit of £15,094k. After removal of the 16/17 STF adjustment and the variance relating to donated assets, this is restated to a deficit of £15,473k, £31k favourable to plan.

During December, expenditure reduced from previous run rate levels, pay was £120k over budget in month, but £638k lower than forecast. The income is £462k better than plan (£237k better than forecast), clinical income (excluding Non PbR drugs) is £324k better than plan. The main area of under-performance in month continues to be around elective activity which is £216k behind plan in month and £1,624k behind plan YTD

#### Key questions posed by the report

- How will the financial plan be achieved over the next 3 months, whilst the Trust deals with its peak winter activity levels?
- How will the gap in the CIP plan be achieved? (The CIP has always been back loaded and significant savings still need to come out in the next few months)
- How will the Trust recover the activity shortfalls in elective activity? (The weekly produced rolling forecast on patient bookings suggests that there is considerable work to do to improve this position in January, February and March)

How this report contributes to the delivery of the strategic objectives
<ul style="list-style-type: none"><li>• Identify the most effective care possible</li><li>• Assist in the control and reduction of the cost of healthcare</li><li>• Aid focus on innovation for improvement</li><li>• Assist in developing responsibly and delivering the right services with the right staff</li></ul>
How this report impacts on current risks or highlights new risks
<ul style="list-style-type: none"><li>• Identifies the size and scale of the gap in the financial and CIP plans for 2017/18</li></ul>
Recommendation(s) and next steps
<p>The Board is asked to note the month 9 2017/18 financial position of £15.48 million deficit, £31k favourable to plan after removal of the 16/17 STF funding and any variance related to donated asset income.</p> <p>The Board is asked to note the risks particularly those relating to:</p> <ul style="list-style-type: none"><li>• The stock take in the quarter 3 position</li><li>• The under booked elective activity showing on the January dash board.</li><li>• The back loaded CIP and significant savings that still need to come out in the next few months.</li></ul>



**Doncaster and Bassetlaw  
Teaching Hospitals**  
NHS Foundation Trust

## **FINANCIAL PERFORMANCE**

**P9 December 2017**

**19th January 2018**

**DONCASTER AND BASSETLAW TEACHING HOSPITALS NHS FOUNDATION TRUST**

P9 December 2017

1. Income and Expenditure vs. Forecast								2. CIPs											
Performance Indicator	Monthly Performance			YTD Performance		Annual	Forecast	Performance Indicator	Monthly Performance			YTD Performance		Annual	Forecast				
	Actual £'000	Variance to budget £'000	Variance to Forecast	Actual £'000	Variance £'000				Plan £'000	£'000	Actual £'000	Variance to budget £'000	Variance to Forecast £'000			Actual £'000	Variance £'000	Plan £'000	£'000
I&E Perf Exc Impairments	(169)	(1,939) F	329	15,069	(712) F	16,489	16,070	Employee Expenses	864	382 A	(92) A	4,102	(729) F	9265	7306				
Income	(29,616)	(462) F	199	(274,892)	(3,473) F	(361,849)	(367,541)	Drugs	6	(4) F	0	29	(4) F	30	39				
STF Incentive	(1,155)	0 F	0	(7,506)	0	(11,547)	(11,547)	Clinical Supplies	52	25 A	25 F	422	25 A	947	948				
STF Adjustment 16/17	0	0	0	(419)	(419) F	0	(419)	Non Clinical Supplies	0	25 A	0	0	25 A	100	100				
Donated Asset Income	0	0	0	40	(262) F			Non Pay Operating Expenses	96	146 A	80 F	470	151 A	1340	1055				
Operating Expenditure	29,523	(1,474) F	129	288,161	3,232 A	377,048	382,646	Income	175	(95) F	(108) A	454	(101) F	724	849				
Pay	21,106	120 A	656	194,112	3,905 A	253,402	257,974												
Non Pay	8,417	(1,595) F	(526)	94,049	(673) F	123,647	124,672												
I&E Perf Exc 16/17 STF and Donated Asset Income	(169)	(1,939) F	329	15,448	(31) F	16,489	16,489	Total	1,193	478 A	(95) F	5,477	(633) F	12,406	10,297				
F = Favourable A = Adverse																			
Financial Sustainability Risk Rating				Plan	Actual			4. Other											
UOR				4	3			Performance Indicator	Monthly Performance			YTD Performance		Annual	Forecast				
CoSRR				1	2				Plan £'000	Actual £'000		Plan £'000	Actual £'000	Plan £'000	£'000				
3. Statement of Financial Position								Cash Balance								1,900	5,449	1,900	1,900
All figures £m				Opening Balance 01.04.17	Current Balance 30.11.17	Movement in year		Capital Expenditure		635	354	3,942	2,267	6,481	8,245				
								5. Workforce											
Non Current Assets				196,907	192,680	(4,227)			Funded WTE	Actual WTE			Bank WTE	Agency WTE	Total in Post WTE	Under / (over)			
Current Assets				33,612	60,868	27,256													
Current Liabilities				(31,967)	(65,578)	(33,611)													
Non Current liabilities				(79,348)	(83,856)	(4,508)													
Total Assets Employed				119,204	104,113	(15,091)													
Total Tax Payers Equity				119,204	104,113	(15,091)													
								Current Month	6,037	5,572			145	129	5,846	191			
								Previous Month	6,041	5,612			217	113	5,942	99			
								Movement	4	40	0			72	(16)	96	92		

## 1. Context/Background

The Month 9 position is a deficit of £15,094k. After removal of the 16/17 STF adjustment and the variance relating to donated assets, this is restated to a deficit of £15,473k, £31k favourable to plan.

## 2. Executive Summary

Subjective Code	In Month Budget	In Month Actual	In Month Variance	In Month Forecast	In Month Variance to forecast	YTD Budget	YTD Actual	YTD Variance	Annual Budget	Forecast
1. Income	-30,309	-30,771	-462	-30,533	-238	-278,623	-282,777	-4,154	-373,396	-379,507
2. Costs	30,997	29,523	-1,474	31,009	-1,487	284,904	288,161	3,207	377,048	382,646
3.Capital Charges	1,081	1,079	-2	1,079	1	9,475	9,710	235	12,836	12,929
<b>Total Position Before Impairments</b>	<b>1,769</b>	<b>-169</b>	<b>-1,939</b>	<b>1,555</b>	<b>-1,724</b>	<b>15,756</b>	<b>15,094</b>	<b>-712</b>	<b>16,489</b>	<b>16,069</b>
4.Impairments	0	0	0	0	0	0	0	0	0	0
<b>Total Position After Impairments</b>	<b>1,769</b>	<b>-169</b>	<b>-1,939</b>	<b>1,555</b>	<b>-1,724</b>	<b>15,756</b>	<b>15,094</b>	<b>-712</b>	<b>16,489</b>	<b>16,069</b>
Remove STF relating to 16/17	0	0	0	0	0	0	419	419	0	419
Remove variance relating to Donated Asset Income						-302	-40	262		
<b>Position to compare to control total</b>	<b>1,769</b>	<b>-169</b>	<b>-1,939</b>	<b>1,555</b>	<b>-1,724</b>	<b>15,454</b>	<b>15,473</b>	<b>-31</b>	<b>16,489</b>	<b>16,488</b>

Commissioner	In Month Forecast	In Month Actual	In Month Variance
Barnsley CCG	-475	-428	47
Bassetlaw CCG	-5,104	-4,993	110
Doncaster CCG	-15,566	-15,002	564
NHS England	-2,222	-1,827	395
Other Associates & NCAs	-3,340	-4,218	-878
Rotherham CCG	-810	-811	-1
<b>Total Income</b>	<b>-27,516</b>	<b>-27,279</b>	<b>237</b>

The Trust is slightly ahead of target (£31k), and continues to forecast that it will hit its yearend control total. There are however some risks around this forecast, notably the requirement to catch up lost elective work from September to November, the challenge to sepsis income with CCG's, and the Trusts back loaded CIP programme.

The Trust's position includes the Tranche 1 winter monies, but due to the forecast lost elective activity (including the use of ring fenced elective beds not in the winter plans submitted prior to Christmas) of £1.625m for January 2018 the Trust has not improved its forecast outturn position. The Trust monitors its elective bookings on a weekly basis and the detailed specialty breakdown for this is included as appendix one.

The Trust has also applied the impact of a stock taken as a dry run for the yearend within the position. The full amount of the stock valuation movement is £1.2m, but only 55% of this has been taken into the position as an expected value as the movement still requires agreement with external audit. This will be discussed audit early February when the pre-audit work takes place. This adjustment and the adjustment on the prior year STF put the Trust close to its limit for unadjusted errors if the auditors do not agree to the treatment.

In addition the Trust has released accruals against the cost pressure reserve and utilised some of its own winter pressure reserve.

This is the first month the CIP achievement in month has exceeded £1m, with the actual achievement being £1,193k this is still c£400k under target, but however shows improvement from the recent levels of performance.

Subject to a final clinical audit the significant income risk relating to the maternity income has been resolved with the host CCG and the trust is still expecting to win the Sepsis challenge.

Over all the trust total remains at its control total although the lost elective income through September and October and any further winter pressures will put this under sever risk.

The cumulative income position at the end of Month 9 is £4,154k favourable to plan.

Income Group	Annual Budget	In Month Budget	In Month Actual	In Month Variance	YTD Budget	YTD Actual	YTD Variance
Commissioner Income	-302,465	-24,176	-24,500	-324	-226,611	-228,104	-1,493
Drugs	-22,601	-1,854	-1,625	230	-16,910	-17,955	-1,045
STF	-11,547	-1,155	-1,155	0	-7,506	-7,925	-419
Trading Income	-36,782	-3,124	-3,492	-368	-27,596	-28,793	-1,197
<b>Grand Total</b>	<b>-373,396</b>	<b>-30,309</b>	<b>-30,771</b>	<b>-462</b>	<b>-278,623</b>	<b>-282,777</b>	<b>-4,154</b>

The expenditure position in December was £1,474k lower than budgeted levels, after adjusting for the stock take in month.

Subjective Code	In Month Budget	In Month Actual	In Month Variance	In Month Forecast	In Month Variance to forecast	YTD Budget	YTD Actual	YTD Variance	Annual Budget	Forecast
1. Pay	20,986	21,106	120	21,744	-638	190,207	194,112	3,905	253,402	260,930
2. Non-Pay	9,444	10,204	760	10,359	-156	87,290	98,432	11,142	114,804	122,466
3. Reserves	567	-1,787	-2,354	-1,094	-693	7,432	-4,383	-11,816	8,842	-750
<b>Total Expenditure Position</b>	<b>30,997</b>	<b>29,523</b>	<b>-1,474</b>	<b>31,009</b>	<b>-1,487</b>	<b>284,929</b>	<b>288,161</b>	<b>3,232</b>	<b>377,048</b>	<b>382,646</b>

(Please note all future CIP savings are currently shown as non-pay reductions).

During December the Efficiency Director has reviewed in detail the CIP plan of £12.4m and re-forecasted it to a lower level of £10.3m, while still highlighting risks around Admin savings, stretch targets, discretionary and estates spend.

Detailed below is the latest breakdown of the Trust's CIP revised plan of £12.4m versus the revised forecast of £10.3m as of December 2017 by work stream and Care Group:-

Workstream / £000's	Revised Plan	LATEST YEAR END FORECAST				
		In The Bag	Expected	Low Risk	Total	Forecast vs Plan
Theatres	265	79	25	161	265	0
Medical Productivity	323	75	0	207	282	-41
Non Medical Productivity	200	82	72	0	154	-46
Mgt & Corporate	1,128	1,128	0	0	1,128	0
Clinical Pathways	1,376	694	12	183	889	-487
Procurement	1,495	1,155	340	0	1,495	0
Clinical Admin & OP	345	173	0	0	173	-172
Infrastructure	178	87	91	0	178	0
Commercial	377	305	72	0	377	0
Local	2,284	1,157	67	722	1,946	-338
G&C / Run Rate	630	208	0	0	208	-422
<b>SUB TOTAL</b>	<b>8,601</b>	<b>5,142</b>	<b>679</b>	<b>1,273</b>	<b>7,094</b>	<b>-1,507</b>
BDO PID Stretch - Theatres	175	0	0	175	175	0
BDO PID Stretch - Medical Productivity	143	43	0	50	93	-50
BDO PID Stretch - Mgt & Corporate	242	0	0	0	0	-242
BDO PID Stretch - Clinical Pathways - OP	400	0	0	400	400	0
BDO PID Stretch - Clinical Pathways - Beds	244	0	0	0	0	-244
BDO PID Stretch - Admin	178	0	0	0	0	-178
BDO PID Stretch - LOCAL - Stocktake	142	0	0	142	142	0
BDO PID Stretch - LOCAL - Stretch	141	0	0	28	28	-113
<b>SUB TOTAL</b>	<b>1,665</b>	<b>43</b>	<b>0</b>	<b>795</b>	<b>838</b>	<b>-827</b>
BDO Grip & Control	2,140	758	0	498	1,256	-884
<b>SUB TOTAL</b>	<b>12,406</b>	<b>5,943</b>	<b>679</b>	<b>2,566</b>	<b>9,188</b>	<b>-3,218</b>
Balance Sheet release Month 8	0	1,109	0	0	1,109	1,109
<b>GRAND TOTAL</b>	<b>12,406</b>	<b>7,052</b>	<b>679</b>	<b>2,566</b>	<b>10,297</b>	<b>-2,109</b>

Following CIG approval, the reallocation of funds in the capital plan have been made for the below schemes (these are reflected in the table below):

- Endoscopy Washers/Disinfectors Across Site
- Trauma Transfer Mattresses for ED

Capital Scheme	2017/18		
	Plan	Adj. to Plan	Forecast
Estates	4,416	0	4,416
Medical Equipment	1,885	0	1,885
- Endoscopy Washers Across Site	0	405	405
- Trauma Transfer Mattresses for ED	0	60	60
IT Scheme	800	0	800
- Smart ER	15	0	15
Other			
- Cross Year commitments	534	0	534
- Other Schemes & Contingency	595	-465	130
<b>Total</b>	<b>8,245</b>	<b>0</b>	<b>8,245</b>

Capital spend in month was £354k taking the total spend to date £2.275m. The remaining £5.97m of the plan is still to be spent in the final quarter of 2017/18, with a risk that this may not be achievable. The key area of risk lies within the estates schemes.

NHSi have asked for the Director of Finance to personally guarantee that the 2017/18 planned allocation will be spent by year end, or to revise the year end forecast.

	2017/18		
Capital Scheme	Plan	YTD Actual	To Spend
Estates	4,416	1,000	3,415
Medical Equipment	2,350	575	1,775
IT Scheme	800	135	665
Other	679	565	114
<b>Total</b>	<b>8,245</b>	<b>2,275</b>	<b>5,970</b>

### 3. Conclusion

The Trust is slightly ahead of target at the end of quarter three and continues to forecast that it will hit its yearend control total while continuing to work on the recovery programme to delivery better financial and operational grip and control. The work on the savings and governance around them has moved on at pace, and the running rate of expenditure is continuing to drop. However, there are significant risks to delivery of the forecast and the financial control total, these are

- The size of the challenge ahead of the Trust for the next 3 months, whilst the Trust deals with is peak winter activity levels. The CIP has always been back loaded and significant savings still need to come out in the next few months.
- The Trust has failed to deliver its activity targets for the past 3 months and significant changes to doctors timetables compounded by some sickness are the main reason for this. The weekly produced rolling forecast on patient bookings suggests that there is considerable work to do to improve this position in January, February and March
- Local CCG's are significantly overspent. Doncaster CCG is working with the Trust to understand what work needs to be done to deliver RTT for the next 18 months. The CCG cannot meet its control total and fund the activity the Trust needs to meet its income target. It remains to be seen how this is resolved, although the CCG are suggesting they will not pay for over performance beyond a set amount that allows them to meet. This issue is subject to CEO/DoF level discussions and whilst progress is being made there remains a gap between the parties still to be resolved.

### 4. Recommendations

The Board is asked to note the month 9 2017/18 financial position of £15.48 million deficit, £31k favourable to plan after removal of the 16/17 STF funding and any variance related to donated asset income.

The Board is asked to note the risks particularly those relating to:

- The stock take in the quarter 3 position
- The under booked elective activity showing on the January dash board.
- The back loaded CIP and significant savings that still need to come out in the next few months.





**Doncaster and Bassetlaw  
Teaching Hospitals**  
NHS Foundation Trust

<b>Title</b>	<b>Performance Report</b>		
<b>Report to</b>	<b>Board of Governors</b>	<b>Date</b>	<b>31<sup>th</sup> January 2018</b>
<b>Author</b>	<b>David Purdue, Chief Operating Officer</b> <b>Sewa Singh, Medical Director</b> <b>Moirra Hardy, Director of Nursing, Midwifery and AHPs</b> <b>Karen Barnard, Director of People and Organisational Development</b>		
<b>Purpose</b>		Tick one as appropriate	
	Decision		
	Assurance	X	
	Information		

**Executive summary containing key messages and issues**

This report highlights the key performance and quality targets required by the Trust to maintain NHSI compliance.

The report focuses on the 3 main performance area for NHSI compliance:

Cancer 62 day classic, measured on average quarterly performance

4hr Access, measured on average quarterly performance

18 weeks measured on monthly performance against active waiters, performance measured on the worst performing month in the quarter

Diagnostics performance against 14 key tests

Infection control measures, CDiff and MRSA Bacteraemia

The Quality report highlights the ongoing work with Care Groups and external partners to improve patient outcomes and a focus on mortality rates.

The Workforce report identifies sickness rates, appraisals and SET training.

<b>Key questions posed by the report</b>
<p>Is the Trust maintaining performance against agreed trajectories with NHSi?</p> <p>Is the Trust providing a quality service for the patients?</p> <p>Are Governors assured by the actions being taken to maintain a quality service?</p>
<b>How this report contributes to the delivery of the strategic objectives</b>
<p>This report supports all elements of the strategic direction by identifying areas of good practice and areas where the Trust requires improvements to meet our expectations.</p>
<b>How this report impacts on current risks or highlights new risks</b>
<p>The corporate risks supported by this report are related to NHSi single oversight framework, especially in line with quality, patient experience, performance and workforce.</p>
<b>Recommendation(s) and next steps</b>
<p>That the report be noted.</p>

## **Performance Report**

**The performance report is against operational delivery in October, November and December 2017**

### **Provide the safest, most effective care possible**

Monitor governance compliance is rated against 3 National targets, 4hr Access, Referral to Treatment, which includes diagnostic waits and Cancer Targets. The targets are all monitored quarterly, both 4hr access and cancer are averaged over the quarter but referral to treatment is monitored each month of the quarter and must be achieved each month.

The report also highlights key local targets which ensure care is being provided effectively and safely by the Trust.

### **Referral to Treatment**

The Referral to Treatment Target, active waiters below 18 weeks set at 92%, is the target which is causing the most significant issues for the Trust.

Though performing above the National average, the Trust position remains below the target at 89.6% in December, which is deterioration of 1.3% on the November position.

The 5 specialities with the largest capacity gaps are

- Ophthalmology , currently above trajectory
- ENT, currently above trajectory
- General Surgery , currently above trajectory
- Orthopaedics, below trajectory, plans in place to recover
- Dermatology, significant risks due to staffing shortfalls in January.

Weekly PTL meetings continue to take place with Care Groups where Delivery Plans are discussed to bring performance levels back in line with commissioned activity and meeting RTT. Management of the key areas takes place through fortnightly advanced performance meetings with Ophthalmology, General Surgery, ENT and Orthopaedics.

Trajectories are set for each service with timescales to achieve 92% in line with commissioned activity.

NHSI are aware of the current capacity shortfalls and performance is planned to achieve in March 2018.

The diagnostic target was 98.49%, the key issue was a deterioration in Audiology due to staff absences over the Christmas period.

Key to performance is the need to be maintaining contracted activity and ensuring the cancelled clinics and new to follow up ratios are within the ratios set by the CCG.

Work continues to reduce both short notice hospital driven changes and cancellations and to reduce DNA rates. These pieces of work are monitored through the planned care stream of the patient pathway transformation project.

#### 4hr Access

The target is based on the number of patients who are treated within 4hrs of arrival into the emergency department and set at 95% and reported quarterly as an average figure. This target is for all urgent care provided by the Trust for any patient who walks in. We have 2 type 1 facilities, ED at BDGH and DRI and 1 type 3 facility at MMH.

#### December Performance

**Trust 88.6%**, Including alternative pathways 89.9%

**Quarter 3 90.9%**, NHSI trajectory for Q2 90.3%, STF achieved

The key issues for breaches remains internal ED waits to see or be reviewed by a doctor. Potential improvements are expected after successful recruitment to the consultant tier and a review of rotas to increase the time on the shop floor of the consultants.

Measure	Dec-16	Dec-17	Difference	%Difference
4 hour performance	87%	89%	2%	
Attendance numbers	13496	13867	371	3%
Breaches	1811	1585	-226	-12%
DRI Streamed to FCMS	1227	1428	201	16%
DRI Streamed to FCMS - %	14.90%	16.40%	1.5%	10%
CDU Admissions	1146	1124	-22	-2%
95th Percentile Waiter	07:15	06:09	-01:06	-15%
4 hour bed waits	1086	812	-274	-25%
<i>4 hour bed waits - BDGH</i>	<i>206</i>	<i>187</i>	<i>-19</i>	<i>-9%</i>
<i>4 hour bed waits - DRI</i>	<i>880</i>	<i>625</i>	<i>-255</i>	<i>-29%</i>
Boarding times (hours)	7289.5	5363.9	-1925.6	-26%
Left without being seen	401	342	-59	-15%
Unplanned Re-attendance	305	208	-97	-32%

18.5% of all of DRI discharges take place at a weekend and 15.0% at BDGH

If activity levels were at the same level as Mondays then the Trust would see an extra 153 patients a week at DRI and an extra 103 patients at BDGH

A&E attendances on a Monday at DRI account for 15.4% of weekly activity rising to 15.9% at BDGH Non Elective Admissions on a weekday that are from direct GP admissions account for 20.3% of all Emergency Admissions on a weekday at DRI but only 9.1% at BDGH.

When we move into the weekend this drops to 11.1% at DRI and 2.5% at BDGH.

## **Cancer Performance**

### **November 62 day performance 88.3%, TWW performance 94%**

The 62 day target was achieved by the Trust in November at 88.3%. The key issue remains in Urology, due to the number of patients requiring treatment. There were a number of delays in complex pathways within Head and Neck, Lower GI and Gynaecology but these were small numbers.

Across the Cancer Alliance the Cancer Services Managers continue to review all shared pathways at Day 38. The Trust needs to achieve and maintain a 7 day access either to diagnostics or 1<sup>st</sup> consultation and achieve discussion at Central MDT by Day 24 to allow for a smoother transition to Day 38. In November, 31.03% of patients were seen with 7 days of their referral having been made. Improvement against this measure will continue to be monitored.

## **Stroke Performance**

### Performance in October

Performance against the scan within 1 hour standard continues to be maintained above 48% at 52.9%.

The 4 Hour Direct Admissions standard is still not being achieved by the Trust however October saw an improved position compared with the previous months at 66.7%.

In October 6 patients were received from out of area CCGs – Rotherham, Hull, East Riding and Scotland.

## **Quality & Safety Report**

### **HSMR**

The Trust's overall rolling 12 month HSMR remains better than expected at 87.1. Crude mortality rose in December mirroring the rise we experienced last winter.

### **Fractured Neck of Femur**

Relative mortality risk from #NOF continues to improve at both sites. At BDGH, the relative risk has dipped below 100. There has been a significant improvement in achievement of BPT which is now over 70%

### **Serious Incidents**

The year to date reported total of SIs has exceeded that reported in the previous year. All sub-categories i.e. HAPU, serious falls and care issues have shown an increase in the last 3 months. A review is being commenced.

### **C-Diff**

The number of cases of C Diff is below the trajectory for Q3, which equals the number of cases for YTD. The DIPC is taking the lead for raising awareness of all aspects of IP&C including challenging handwashing compliance and antimicrobial stewardship.

### **Fall resulting in significant harm**

The number of falls remains below trajectory.

### **Hospital Acquired Pressure Ulcers**

The rate of case is above trajectory for December and Q3, but this is expected to reduce when demonstrated unavoidable through investigation.

### **Complaints and concerns**

Normal variation is seen in the rate of complaints and concerns. Performance on complaint reply times continues to improve. Weekly meetings with care groups and Director of Nursing to review complaint reply compliance are being undertaken in conjunction with quality improvement work.

### **Friends & Family Test**

Performance for response rates in our inpatient areas dropped slightly again in December. Performance for likely to recommend are better than the national average for both inpatient areas and ED. Response rates in ED continue to be below national average.

## **Workforce Report**

Due to some national difficulties with using ESR to run reports December sickness data is not yet available. November saw a small reduction in the monthly sickness levels to 4.41% in month with a slight rise in the cumulative figure to 4.29%. This figure is an improvement from the same period last year (4.82% in month and 4.5% cumulative). The increase in episodes of absence has been associated with absences of less than 28 days which is often to be expected at this time of year. The HR Business Partners continue to emphasise the need to undertake return to work interviews.

The Trusts appraisal completion rate as at end December 2017 has seen a further rise to 62.17% which is the second month of improvement since April 2017. However as we move to an appraisal season of April to June we are likely to see a reduction over the rest of the financial year as appraisals are held over until the season.

We have seen a further rise in compliance with Statutory and Essential Training in December to 76.71% , with discussions at WEC focusing on the individual topics to ensure compliance is achieved.





**Doncaster and Bassetlaw  
Teaching Hospitals**  
NHS Foundation Trust

<b>Title</b>	<b>Chair's and NEDs' Report</b>		
<b>Report to</b>	<b>Board of Governors</b>	<b>Date</b>	<b>31 January 2018</b>
<b>Author</b>	<b>Suzy Brain England, Chair</b>		
<b>Purpose</b>		Tick one as appropriate	
	Decision		
	Assurance		
	Information	x	

<b>Executive summary containing key messages and issues</b>
<p>The report covers the Chair and NEDs' work November 2017 to January 2018 and includes updates on a number of activities:</p> <ul style="list-style-type: none"><li>• Changes to Board of Governors</li><li>• Governor update</li><li>• Non-executive Recruitment</li><li>• NHS Providers Board</li><li>• Cancer Detection Trust</li><li>• Christmas Festivities</li><li>• Other meetings this month</li></ul>
<b>Key questions posed by the report</b>
N/A
<b>How this report contributes to the delivery of the strategic objectives</b>

The report relates to all of the strategic objectives.
<b>How this report impacts on current risks or highlights new risks</b>
N/A
<b>Recommendation(s) and next steps</b>
That the report be noted.

## **Chair's Report – January 2018**

**To all our Board, staff, governors and patients, I wish you a happy new year.**

### **Changes to Board of Governors**

The Agenda Planning Group for the Board of Governors met on 18 December and agreed some changes to the way in which Board of Governors meetings are conducted. Governors agree that we want to keep the meetings in the Education Centre to keep costs down but that we need to overcome the issues we have been having with space, time and acoustics.

The changes include:

- Starting the meeting half-an-hour earlier, at 5.30pm, with a view to finishing at 7.30pm to avoid finishing too late. We are all mindful that many staff and external speakers who attend Governors have already been at work from 8am. We are part of the health service and should be encouraging staff to have a healthy work/life balance.
- Moving the meetings into Rooms 1 and 2 of the Education Centre and adopting the 'carousel' format of round tables with one executive and one non-executive director sat on each table. Additional microphones have been procured to support this new way of working.
- A revised agenda format with external speakers and items that engage governors front-loaded on the agenda when the Board of Governors is at its most energised and items for noting, minutes and action lists at the end. Clear time limits will be given for each of these items (15 minutes including questions) to keep everyone focused. In order to maximise engagement in the Finance and Performance items, and the Chair and CEO's reports, it is proposed that these reports be illustrated through graphical, large-text presentations as well as the paper reports.
- Inviting the chairs of the relevant governor committees to produce a chair's log setting out the key issues arising from their committee's work that quarter.
- Reducing the amount of paper printed for items 'to note' by placing electronic links to Board of Directors and Board of Governors' committee minutes on the agenda. Hard copies will be made available on request.

### **Governor update**

Governors held a successful Timeout session on 18 December where the issues covered included the Bassetlaw patient surgery, the Butterfly Volunteers, Overseas Visitors and the Patient Advisory and Liaison Service. My thanks to everyone who attended or led tables.

This was followed by the first Governor Forum session on 11 January and a very well attended Governor Briefing session on the CQC Well Led process prior to the inspection focus group which 12 governors took part in.

A number of governors also attended core skills induction with NHS Providers on 18 January at Bassetlaw Hospital and we will look to cover this session again for NEDs and governors, in house, perhaps at the Timeout in March. I joined the training - in between my CQC interview and being a patient – which was both engaging and had good levels of participation.

In my role as a member of the NHS Providers' Board I have agreed to be part of the Governor advisory committee, upon which Roy Underwood has represented the Trust for a number of years. With Roy deciding to stand down at the end of his term this year, Peter Abell has put himself forward for the committee which will go forward to a vote in March. I am sure everyone will support Peter in his bid to take on this national role.

Finally, before Christmas, I received the resignation of Andrina Hardcastle, Bassetlaw Public Governor. Andrina had been a governor for six months. I have written to her wishing her well for the future. The remaining portion of her role will be up for election later this year.

### **Non-executive Recruitment**

We received almost 40 applications for the two non-executive roles and interviewed 12 over 19 and 22 January. My thanks to the governors and directors who gave up the two days to carry out this very important task.

Pat Drake (clinical) and Kath Smart are being recommended to Governors on 31 January, subject to the necessary checks. Both will commence 1 April.

My thanks also go to Ruth Allarton who has very ably stepped up to the role of associate non-executive and made some very important contributions within committee and at Board. It has been very heartening to know we have governors who are able to make the step up and cover these important roles.

### **NHS Providers Board**

I attended the NHS Providers away day dinner and Board meeting on 9 and 10 January which included a strategic discussion and consideration of business planning for 2018.

We discussed whether we should approach the Secretary of State to say that what was billed as Winter Pressure was now being experienced all year around and that it was now time to rethink the funding of the NHS which achieved significant media coverage. We kicked back at what appeared to be regulatory permission to breach targets; collectively we wanted to defend single sex accommodation which had been hard won and to defend targets such as RTT and 4-hour A&E.

## **Cancer Detection Trust**

I was very grateful to Jeanette Fish of the Cancer Detection Trust for giving up her time to meet with me on 1 December. The CDT helps to fund equipment and facilities to prevent, detect, treat and cure cancer. They are proud of the fact that they are Doncaster's oldest local cancer charity and run entirely by volunteers.

Since their formation in 1972 they have donated over 80 pieces of front line cancer equipment to Doncaster Hospitals alongside millions of pounds worth of facilities and medical expertise. The CDT want to assist us in our aim of developing another CT scanning facility and my meeting with Jeanette was about how we help them to do that and continue to benefit the people of Doncaster and Bassetlaw for years to come.

## **Christmas Festivities**

I was indebted to my Vice Chair, Mike Addenbrooke, who switched on the Christmas Lights at Bassetlaw Hospital in my absence. I know Mike was very impressed by the carol singing by local children and by the teachers and parents who supported them.

I represented the Trust and did a reading at the Christmas Carol Concert at Doncaster Minister and at Bassetlaw Hospital.

It meant I was unable to attend the Governor Briefing that evening but I was again grateful to Mike for standing in and to Richard and Karen for leading the session around the past 12 months and the People and OD strategy.



## **Other meetings**

During October to January I also took part in Working Together Partnership and NHS Providers Board meetings, met with Ruth Allarton to talk through her role as Associate non-executive director and held one-to-ones with a selection of executive and corporate directors, and non-executives.

I continued my monthly timetable of ward walkabouts with visits to ICU at Doncaster. Thank you to Jochen, acting care group director for surgery, and Cindy, head of nursing in MSK and frailty, for showing me around.

I also participated in a Chamber of Commerce event on 24 November at Mount Pleasant with Doncaster Members' of Parliament. The session enabled local business and public sector leaders to join Ed Miliband MP, Caroline Flint MP, Rosie Winterton MP, Deputy Mayor, Glyn Jones, and fellow members for a round of constructive questioning and open discussions, chaired by Dan Fell, Doncaster Chamber.

## **NED Reports**

### *Alan Armstrong*

The Fred and Ann Green meeting was held on Thursday 17th November, with Alan Armstrong in the chair. The quality of the supporting papers, particularly progress report on active schemes, has improved with a clear up to date summary of the current situation. During the meeting there were two presentations on Film Array and on the contribution the fund has made to the development of vascular and endovascular surgery in supporting AAA (abdominal aortic aneurysm) screening. Both schemes are excellent examples of improvements in patient safety and quality of care that the fund can facilitate.

Alan also visited Ward 16 on Tuesday 21st November and the SCBU and Children's Ambulatory Care Unit at Bassetlaw.

### *Philippe Serna*

Philippe deputised for me at the first committee in common meeting on 4 December 2017.

On 1st December, he attended the 2nd meeting of the South Yorkshire and Bassetlaw ACS Audit Chairs. The goal of these meetings is to discuss the new governance arrangements that will be required for collective decision making in an environment of mutual accountability.

### *Linn Phipps*

On 19 January, Linn attended our first Patient Experience Day. This was brilliant, and all the team are to be warmly congratulated. Moira introduced the day with emphasis on how we can be as caring and compassionate as possible. The deepest impact came from a video ("Clip one") around our value of "Everybody counts", emphasising the need to walk in someone else's shoes. This ended with the question to staff, about patients, if you could "hear what they hear, feel what they feel, would you treat them differently?"

In December, Linn was able to attend the recent Quality Summit for the Respiratory Unit and visit the ward, and gain assurance about the rigour of the Quality Summit process. Linn also joined a recent meeting of the Mortality Review Group for assurance on its processes and actions.

### *Linn Phipps and Neil Rhodes*

Linn and Neil attended our sub-regional ACS Governors' Conference at Rotherham on 27 October, in which many of our Doncaster & Bassetlaw Governors participated. There were several thought-provoking presentations from well-known speakers and a clear "feather in our cap" for attracting this calibre of speakers and a packed attendance.



## Chief Executive's Report 31 January 2018

### Winter Pressures

Like all chief executives I received correspondence in the first week of January from NHS England and NHS Improvement in respect of managing winter pressures.

The letter, which made the national press, recommended the rescheduling of all non-urgent inpatient elective care to free up capacity for our sickest patients with cancer operations and time-critical procedures needed to prevent rapid deterioration in a patient's condition going ahead as planned.



The letter also proposed freeing up human resource capacity by considering day-case procedures and routine follow-up outpatient appointments and confirmed the suspension of sanctions for mixed sex accommodation breaches.

Ahead of the guidance DBTH had already decided to reduce elective activity to clinically urgent, with all other cases considered on a case by case basis. We recommenced elective work on 18 January.

Clearly this is always a difficult time of the year for the NHS and staff work incredibly hard to maintain services. I passed on our thanks on behalf of the Board of Directors.

### CQC Well Led Inspection

We have now completed our announced 'Well Led' CQC inspection, which was the follow-on from the unannounced inspection which took place between 12 to 14 December 2017.

I would like to thank all directors, governors and staff who were involved, for the time and effort they took to help the inspectors to conduct their visit.

The direction of the revised strategy, and development of the governance structures were recognised, with acknowledgement of the work in progress across the Trust. The CQC feedback for Well Led was also positive in respect of the improvements we have made in developing and providing our services.

We expect to have a draft report for 'factual accuracy' review in mid-March 2018, with the final report publication and ratings a few weeks after that.



## **Improvements coming to Bassetlaw**

Substantial investment has been made to revise the way that patients book into the service, creating a number of new rooms and enhancing the current 'patient-streaming' system.

When people attend the Emergency Department, they are currently seen by a trained clinician who performs a short examination to understand what treatment and care the patient needs.



At present, this is done within the reception waiting area. As part of this investment, the Emergency Department will also see the creation of three further rooms, one for consultants and another for Health Care Assistants to carry out observation checks. The other will be fitted for flexible use, meaning it can be repurposed as needed when the service becomes busy.

The work started week commencing 8 January and is expected to be completed by the end of March. Patient care will remain unaffected.

## **Patient wi-fi launched**

Launched in two formats, 'Public' and 'Ward', wireless Internet is now available to visitors of the Trust waiting for appointments, allowing them to browse sites such as Facebook and BBC News. In addition, a more substantial service is open to those receiving day case and inpatient treatment allowing them to stream films as well as make video calls in order to speak to relatives and friends.

For security and to support appropriate use of the facility there are some restrictions on what can be viewed, but the vast majority of popular sites will be available free of charge, with users asked to agree to an acceptable use policy.

## **Visit from Freedom to Speak Up Guardian**

Dr Henrietta Hughes, the National Guardian for the NHS visited the Trust last month and met with our Freedom to Speak Up Guardians (FTSUG), Executive Team and staff.

Guardians are appointed by their trusts to lead the culture change within their own organisations.



This involves supporting workers who wish to speak up, ensuring that they are thanked for speaking up, that the issues they raise are responded to, and making sure that they receive feedback on the actions taken as a result of them raising an issue. Guardians also work proactively to tackle barriers to speaking up and to promote openness and transparency.

### **Catering Contract Goes Live**

The Trust's new multi-million pound catering contract went live on 12 January and is now operational. To assist with the transition, the new operators, Sodexo, have sent more than 70 staff to work on the project.



As with any multi-million pound contract, there are going to be some teething issues and we are taking a keen interest in the initial feedback from staff and patients and the Director of Estates and Facilities will ensure that the Executive Team and the Board of Directors are updated on the implementation.

### **Library gets top marks!**

The Knowledge, Library and Information Service has been awarded a compliance score of 100% for the second year running. Well done team!

### **Consultation on Hospital Services Review**

SYB ACS has launched a series of events over the last two months with the public, patients and staff on the Hospital Services Review. These have focused on diagnosing the problems within the five services in the review, exploring what is happening in other parts of the country and developing ideas for how to improve them.



This follows a successful event with Foundation Trust governors to discuss the developing ways of working across the South Yorkshire and Bassetlaw region with a further event for councillors and MPs set to take place. MPs and councillors will hear from a series of speakers on what is happening locally in the Accountable Care System, as well as have the opportunity to share their views.

### **Doncaster College merger**

Doncaster College and North Lindsey College have merged, and are now collaborating as part of the DN Colleges Group. Andy Tuscher has been appointed as Chair of the DN Colleges Group Governing Body with Anne Tyrrell as Chief Executive Officer.

## Devolution referendum

There has been much discussion about the future of devolution proposals in South Yorkshire following discussions over a possible Yorkshire-wide bid. Barnsley and Doncaster councils decided to hold a referendum in their areas asking voters to decide between the Sheffield City Region and Yorkshire deals.



In Doncaster, 85% of voters (38,551) supported the proposals to devolve power to the whole of Yorkshire on a turnout of 20.1%, while 6,685 voted in favour of the Sheffield city region deal, with 234 spoiled ballot papers.

In Barnsley, 84.9% of those who voted (34,015) backed the wider Yorkshire deal on a turnout of 22.4%, while 6,064 voted for the Sheffield city region deal.

## 83% of front line staff vaccinated against the flu

For the second year running, DBTH is the first acute Trust nationally to vaccinate more than three quarters of all front line staff against the flu, surpassing the 75% target set nationally.



This is a fantastic achievement for the Trust and one which demonstrates the dedication to the wellbeing of our patients and how caring members of Team DBTH are. We must extend our thanks to our team of vaccinators, as well as our Occupational Health and Wellbeing Team who have been tireless in their efforts to ensure staff get their jab.

## Ministerial changes

Following the Cabinet reshuffle at the start of 2018, Rt. Hon. Jeremy Hunt MP continues as Secretary of State for Health and adds Social Care to his brief.



The new ministerial team is as follows:

<b>Minister</b>	<b>Rank</b>	<b>Portfolio</b>
The Rt Hon. Jeremy Hunt MP	Secretary of State	Overall responsibility
Caroline Dinenage MP	Minister of State for Health and Social Care	All aspects of hospital care, NHS performance and operations, the workforce, patient safety and maternity care
Stephen Barclay MP		
Steve Brine MP	Parliamentary Under Secretary of State (Public Health and Primary Care)	NHS transformation, including out-of-hospital care, primary care, public health and sexual health
Jackie Doyle-Price MP	Parliamentary Under Secretary of State (Care and Mental Health)	Mental health, adult social care, carers, community services, cancer, dementia, learning disabilities and all elements of primary care – including dentistry and pharmacy
Lord O'Shaughnessy of Maidenhead	Parliamentary Under Secretary of State for Health	All aspects of health and department business in the House of Lords; as well as leaving the EU, medicines & industry, life sciences industry, data and technology, and specialised commissioning

### **NHS Improvement**

Ian Dalton CBE has been appointed as the new chief executive of NHS Improvement on a permanent basis, replacing Jim Mackey from 4 December. He was previously Chief Executive at Imperial College Healthcare NHS Foundation Trust.

### **Change at CQC**

Sir David Behan will step down as Chief Executive of the CQC in the summer.

### **Recent appointments**

Following a meeting of Nominations and Remuneration Committee last month, David Purdue has been appointed as Deputy Chief Executive at the Trust. David will hold the position in tandem with his role as Chief Operating Officer.

The Nominations and Remuneration Committee has also appointed Moira Hardy as its new Director of Nursing, Midwifery and Allied Health Professionals. The new role provides clear leadership to clinical staff, overseeing the development and delivery of outstanding patient care, while driving the organisation's strategies for Quality, Patient Experience and Infection Control and Prevention.

### **Lynda becomes a professor**

Lynda Wyld, Honorary Consultant Breast Surgeon at DBTH, has been made Professor of Surgical Oncology by the University of Sheffield.

### **Q awarded OBE**

Mr Muhammad Shahed Quraishi, a Consultant Ear, Nose and Throat (ENT) Surgeon at DBTH, has received the prestigious accolade for the care and treatment he has provided to the many patients he has seen in the 30 years he has spent working in the NHS, 16 of which at the Trust.



Launched in Doncaster more than 13 years ago, the pioneering series of Masterclasses provide high quality training in the study of diseases of the ear, nose, and throat, for free and have taken place across four continents with participants from across the globe.

### **Kirsty becomes a doctor**

Congratulations too to (the newly styled) Dr Kirsty Edmondson Jones, Director of Estates & Facilities (pictured), who has recently successfully completed a Research Doctorate in the field of Bioengineering which she has conducted on a part-time basis with Sheffield Hallam University.





**Doncaster and Bassetlaw  
Teaching Hospitals**  
NHS Foundation Trust

Title	Review of Constitution		
Report to	Board of Governors	Date	31 January 2018
	Board of Directors		30 January 2018
Author	Matthew Kane, Trust Board Secretary		
Purpose			Tick one as appropriate
	Decision		X
	Assurance		
	Information		

**Executive summary containing key messages and issues**

The Trust is required to have a constitution which sets out how it is constituted, how it makes decisions and to whom it is accountable. It is based on Monitor's core constitution statutory guidance issued in 2014. Some of the provisions are required by law while some are discretionary.

The Constitution is required to be reviewed in full every three years although a partial review took place in December 2016 to insert the word "Teaching" into the Trust's name. Since then, a number of changes have been discussed in various fora including informal and formal governors meetings and at Board of Directors.

A full list of the proposed changes is attached to this report as **Appendix A**. The changes were considered by a meeting of the Audit and Non-clinical Risk Committee on 4 January 2018 and recommended to Board of Directors.

A tracked version of the constitution is at **Appendix B**.

Amendments to the Constitution are required to be approved by both Board of Directors (on 30 January) and by Board of Governors (on 31 January 2018) and then notified to NHSI.

<b>Key questions posed by the report</b>
Will the Board of Directors and Board of Governors approve the changes proposed to the Constitution?
<b>How this report contributes to the delivery of the strategic objectives</b>
The documents support the delivery of the strategic aims by providing a clear, accountable and transparent governance platform through which decisions can be made.
<b>How this report impacts on current risks or highlights new risks</b>
The report mitigates risks relating to sound and effective corporate governance.
<b>Recommendation(s) and next steps</b>
Board of Directors and Board of Governors are asked to APPROVE the proposed amendments to the Constitution outlined in Appendix A to this report and shown as tracked changes in Appendix B.



## Appendix A - Amendments to Constitution

Page No.	Section	Proposed change
Throughout	Throughout	Words for chair, deputy chair and vice chair have been made gender neutral to align with the Standing Orders. The word 'trust' where it refers to DBTH has been capitalised.
Throughout	Throughout	Amend Board of Governors to Council of Governors to reflect the current legislative position. This was discussed at the recent NHS Providers' training.
5	Interpretation – Secretary	For avoidance of doubt.
10/11  69	Board of Governors – Tenure  Board of Governors – Terms of Office	To reflect the decision made by Board of Governors on 26 October 2017.
12	Board of Governors – Referral to Panel	To delete. The Panel was quietly disbanded in January 2017 having had no questions referred to it in its three-year existence.
13	Board of Directors - Composition	To add “registered pharmacist” to further expand pool of possible clinical NEDs.
26-28	Partnership Organisations	To delete Doncaster CVS which has closed.  To add partner governors for Doncaster College and Doncaster Deaf Trust to express closer partnership working with these organisations. This change will be dependent upon the organisations wishing to take up partner roles.

29-68	Annex 4 - Model Election Rules	To reflect the Trust's use of Single Transferable Vote as its system for electing governors to the Board of Governors. All references to the First Past the Post system have been deleted.
66	Information about candidates for inclusion with voting information	To reflect the decision made by Board of Governors in December 2016 and Board of Directors in February 2017 to not require candidate photographs to be submitted for use in election processes. BOD and BOG deemed the inclusion of photographs may lead to unconscious bias.
76	Annex 6 – Further Provisions	To reflect a discussion at the Board of Directors to consider deleting a provision which disqualifies a person who is an existing executive or non-executive director at another foundation trust or a governor, executive or non-executive director of a body whose business includes provision or commissioning of goods and services for the health service in Doncaster and Bassetlaw from being a director at this Trust. Such a provision is no longer contained within the core constitution and is now felt to be outdated, given the large scale partnership working operating throughout the region and the potential benefits of experience that such an arrangement might bring.
77	Non-Executive Directors: Terms of Office	To reflect a recommendation from Appointments and Remuneration Committee in September 2017 to increase the term of office for a non-executive director who is seeking reappointment to three years, in line with most other trusts.

**DONCASTER AND BASSETLAW TEACHING HOSPITALS  
NHS FOUNDATION TRUST**

**CONSTITUTION**

Approved by ~~Board of Governors~~ Council of Governors: ~~12 December 2016~~  
Approved by Board of Directors: ~~20 December 2016~~  
Review date: January ~~2021~~ 2018

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## 1. INTERPRETATION AND DEFINITIONS

In this Constitution:

"the 2006 Act"	means the National Health Service Act 2006 as amended from time to time;
"the 2012 Act"	means the Health and Social Care Act 2012 as amended from time to time;
"Accounting Officer"	means 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"	means the annual members meeting of the Trust as defined in paragraph 10 of this Constitution.
"Appointed Governors"	means the Partner Governors;
"Area of the Trust"	means the areas of Bassetlaw District and Metropolitan Doncaster (specified in Annex 1 as areas of the public constituency);
"Board of Directors"	means the board of directors as constituted in accordance with this Constitution;
<del>"Board of Governors"</del> <u>"Council of Governors"</u>	means the <del>board of governors</del> <u>Council of Governors</u> as constituted in accordance with this Constitution, which has the same meaning as the council of governors in the 2006 Act and the 2012 Act;
<del>"Chairman"</del>	means the chair <del>man</del> of the Trust appointed in accordance with paragraph 25 of this Constitution;
"Chief Executive"	means the chief executive officer of the Trust appointed in accordance with the terms of this Constitution;
"Constitution"	means this Constitution and all annexes to it;
<del>"Deputy Chairman"</del>	means the Non-Executive Director appointed as deputy chair <del>man</del> of the Trust in accordance with paragraph 26 of this Constitution;
"Director"	means an Executive Director or a Non-Executive Director on the Board of Directors;
"Elected Governor"	means the Public Governors and the Staff Governors;
"Election Scheme"	means the election scheme set out in Annex 4;
"Executive Director"	means an executive director of the Trust;
"Financial Year"	means a period of 12 months beginning on 1 <sup>st</sup> April in a calendar year and ending on 31 <sup>st</sup> March in the following calendar year;

"Governor"	means a Governor on the <del>Board of Governors</del> <u>Council of Governors</u> and being either an Elected Governor or an Appointed Governor;
"Health Service Body"	means a body which is a health service body for the purpose of section 9(4) of the 2006 Act;
"Local Authority"	means the local authorities specified in Annex 3, which are local authorities for an area which includes the whole or part of the area of the Trust;
"Local Authority Governor"	means a member of the <del>Board of Governors</del> <u>Council of Governors</u> appointed by a Local Authority in accordance with the provisions of this Constitution and as specified in Annex 3;
"Member"	means a member of the Trust;
"Membership"	means membership of the Trust as determined in accordance with the provisions of this Constitution and as specified in Annex 3;
"Monitor"	means the body corporate known as Monitor, as provided by Section 61 of the 2012 Act;
"Model Election Rules"	means the model form rules for the conduct of elections published from time to time by the Department of Health and as currently set out in Annex 4;
"Non-Executive Director"	means a non-executive director of the Trust;
"CCG Governor"	means each member of the <del>Board of Governors</del> <u>Council of Governors</u> appointed in accordance with the provisions of this Constitution by each of the Clinical Commissioning Groups specified in Annex 3;
"Partnership Governor"	means a member of the <del>Board of Governors</del> <u>Council of Governors</u> appointed by a Partnership Organisation specified in Annex 3;
"Partnership Organisation"	means those organisations designated as partnership organisations for the purposes of this Constitution specified in Annex 3;
"Public Constituencies"	means a public constituency as defined in Annex 1;
"Public Governor"	means a member of the <del>Board of Governors</del> <u>Council of Governors</u> elected by the Members of the Public Constituency;
"Secretary"	means the <u>Trust Board</u> Secretary <del>to the Board</del> or any other person appointed to perform the duties of the secretary to the Board, including a joint, assistant or deputy secretary;
"Senior Independent Director"	means the Non-Executive Director elected by the <del>Board of Governors</del> <u>Council of Governors</u> as the senior independent director of the Trust;
"Staff Class"	means a class of Membership within the Staff Constituency as



	provided for in Schedule 7 to the 2006 Act and as set out in Annex 2;
“Staff Constituency”	means the part of the Trust’s Membership consisting of the staff of the Trust and which is divided into the classes as specified in Annex 2;
“Staff Governor”	means a member of the <del>Board of Governors</del> <u>Council of Governors</u> elected by a Staff Class in accordance with the provisions of this Constitution;
“the Trust”	means Doncaster and Bassetlaw Teaching Hospitals NHS Foundation Trust;
“Vice Chair <del>man</del> ”	means a Governor appointed as vice chair <del>man</del> in accordance with the provisions of this Constitution;

- 1.1 Unless the contrary intention appears or the context otherwise requires, words or expressions contained in this Constitution bear the same meaning as in the 2006 Act as amended by the Health and Social Care Act 2012.
- 1.2 References in this Constitution to legislation include all amendments, replacements, or re-enactments made, and all regulations, statutory guidance or directions.
- 1.3 Headings are for ease of reference only and are not to affect interpretation.
- 1.4 Words importing the masculine gender shall include the feminine gender and words importing the singular shall include the plural and vice-versa.
- 1.5 References in this Constitution to paragraphs are to paragraphs in the Constitution.

## 2. NAME

- 2.1 The name of the foundation trust is Doncaster and Bassetlaw Teaching Hospitals NHS Foundation Trust.

## 3. PRINCIPAL PURPOSE

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

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

#### 4. POWERS

- 4.1 The powers of the Trust are set out in the 2006 Act.
- 4.2 All the powers of the Trust shall be exercised by the Board of Directors on behalf of the Trust.
- 4.3 Any of these powers may be delegated to a committee of directors or to an executive director.
- 4.4 Without prejudice to the generality of paragraph 4.1, the Trust may:
- 4.4.1 provide hospital and other accommodation for the purposes of any of its activities;
  - 4.4.2 provide the services of medical, dental, midwifery and nursing staff, other health care professionals, other staff and volunteers;
  - 4.4.3 provide such other facilities for the care of expectant and nursing mothers and young children as it considers appropriate;
  - 4.4.4 provide such facilities for the prevention of illness, the care of persons suffering from illness and the aftercare of persons who have suffered from illness as it considers appropriate;
  - 4.4.5 provide such other services as it considers are required for the diagnosis and treatment of illness and the care of those suffering from illness;
  - 4.4.6 conduct, or assist by grants or otherwise any person to conduct, research into any matters relating to the causation, prevention, diagnosis or treatment of illness and into any such other matters connected with any service provided by the Trust as it considers appropriate and publish the results of such research;
  - 4.4.7 educate and train its own staff and students and those from other organisations or educational establishments in any trade, profession or other occupation relevant or related to any part of the Trust's functions and collaborate with other organisations in the provision of such education and training;
  - 4.4.8 in fulfilling its statutory duty to co-operate with another body, provide to that body, and receive from it, goods and services on such terms as the Trust considers appropriate, including terms under which the goods or services are provided for received free of charge;
  - 4.4.9 provide goods and services outside England;
  - 4.4.10 provide, or assist in providing, information, training and support to voluntary and community bodies within the area of the Trust or providing services within the area of the Trust;

- 4.4.11 raise charitable funds and, in so doing, appeal for any contributions, donation, grant or gift of money or property;
- 4.4.12 insure the property of the Trust against any foreseeable risk and take out other insurance policies to protect the Trust when required or enter into arrangements which have a similar effect;
- 4.4.13 insure the Governors and Directors and any employee of the Trust against the cost of a defence to a criminal prosecution brought against them in their capacity as such or against personal liability incurred in respect of any act or omission which is, or is alleged to be, a breach of trust or a breach of duty, unless the Governor, Director or employee concerned knew that, or was reckless whether, the act or omission was a breach of trust or a breach of duty or enter into arrangements which have a similar effect;
- 4.4.14 provide and participate in external quality assurance schemes; and
- 4.4.15 carry out investigations into any aspect of the activities of the Trust.

## 5. **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 a Staff Constituency.
- 5.2 An individual who is eligible to become a Member of the Trust may do so on application to the Trust.

## 6. **PUBLIC CONSTITUENCY**

- 6.1 The Public Constituency comprises three areas as set out in Annex 1. Each area of the Public Constituency is to be known by the name listed in Annex 1.
- 6.2 An individual who lives in an area specified in Annex 1 as an area for a public constituency may become or continue as a Member of the Trust provided that:
  - 6.2.1 they have made an application for Membership to the Trust; and
  - 6.2.2 they are not eligible to become a Member of the Staff Constituency; and
  - 6.2.3 they are not otherwise disqualified from Membership under paragraph 4 or paragraph 2 of Annex 6.
- 6.3 Those individuals who live in an area specified for a Public Constituency are referred to collectively as the Public Constituency.
- 6.4 The minimum number of Members in each area for the Public Constituency is specified in Annex 1.

## 7. **STAFF CONSTITUENCY**

- 7.1 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 that:
  - 7.1.1 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
  - 7.1.2 they have been continuously employed by the Trust under a contract of employment for at least 12 months.
- 7.2 Those individuals who are eligible for Membership of the Trust by reason of paragraph 7.1 are referred to collectively as the Staff Constituency.
- 7.3 The Staff Constituency shall be divided into four classes of individuals who are eligible for Membership of the Staff Constituency, each class of individuals being specified within Annex 2 and being referred to as a class within the Staff Constituency.
- 7.4 The minimum number of Members in each class of the Staff Constituency is specified in Annex 2.

#### **8. AUTOMATIC MEMBERSHIP BY DEFAULT AND BY APPLICATION – STAFF**

- 8.1 An individual who:
  - 8.1.1 is eligible to become a Member of the Staff Constituency pursuant to paragraph 7.1 above, and
  - 8.1.2 invited by the Trust to become a Member of the Staff Constituency and a Member of the appropriate Staff Class within the Staff Constituency,
 shall become a Member of the Trust as a Member of the Staff Constituency and appropriate Staff Class within the Staff Constituency without an application being made, unless he informs the Trust that he does not wish to do so.
- 8.2 The process by which an individual shall be invited or shall apply to become a Member of the Staff Constituency shall be in accordance with the provisions of Annex 6.

#### **9. RESTRICTION ON MEMBERSHIP**

- 9.1 An individual who is a Member of a constituency, or of a class within a constituency, may not while Membership of that constituency or class continues, be a Member of any other constituency or class.
- 9.2 An individual who satisfies the criteria for Membership of the Staff Constituency may not become or continue as a Member of any constituency other than the Staff Constituency.
- 9.3 An individual must be at least 16 years old at the date of his application or invitation (as the case may be) to become a Member of the Trust.
- 9.4 Further provisions as to the circumstances in which an individual may not become or continue as a Member of the Trust are set out in Annex 6.

#### **10. ANNUAL MEMBERS MEETING**

- 10.1 The Trust shall hold an annual meeting of its members ('Annual Members' Meeting'). The Annual Members' Meeting shall be open to members of the public.
- 10.2 Further provisions about the Annual Members' Meeting are set out in Annex 7 – Annual Members' Meeting.

11. ~~BOARD OF GOVERNORS~~COUNCIL OF GOVERNORS - COMPOSITION

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

12. ~~BOARD OF GOVERNORS~~COUNCIL OF GOVERNORS - ELECTION OF GOVERNORS

- 12.1 Elections for elected members of the ~~Board of Governors~~Council of Governors shall be conducted in accordance with the Model Election Rules.
- 12.2 The Model Election Rules as may be varied from time to time, form part of this Constitution and are attached at Annex 4.
- 12.3 A subsequent variation of the Model Election Rules by the Department of Health shall not constitute a variation of the terms of this Constitution for the purposes of paragraph 42 of the Constitution (amendment of the Constitution).
- 12.4 An election, if contested, shall be by secret ballot.

13. ~~BOARD OF GOVERNORS~~COUNCIL OF GOVERNORS - TENURE

- 13.1 An Elected Governor may hold office for a period of up to 3 years.
- 13.2 An Elected Governor shall cease to hold office if he ceases to be a Member of the Constituency or class by which he was elected.
- 13.3 An Elected Governor shall be eligible for re-election at the end of his term but no Elected Governor may hold office for more than nine years.-
- 13.4 An Appointed Governor may hold office for a period of 3 years.
- 13.5 An Appointed Governor shall cease to hold office if the appointing organisation withdraws its sponsorship of him.
- 13.6 An Appointed Governor shall be eligible for re-appointment at the end of his term- but no Appointed Governor may hold office for more than nine years.
- 13.7 Service by a current or previous governor as at 26 October 2017 will count towards the maximum time period specified in paragraphs 13.3 and 13.6 above.

13.8 Governors in post on 26 October 2017 that have exceeded nine years' service may complete the remaining portion of their existing term but are not eligible for re-election or re-appointment.

14. **~~BOARD OF GOVERNORS~~COUNCIL OF GOVERNORS – DISQUALIFICATION AND REMOVAL**

14.1 The following may not become or continue as a member of the ~~Board of Governors~~Council of Governors:

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

14.2 Governors must be at least 16 years of age at the date they are nominated for election or appointment.

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

14.4 Provisions for the removal of governors are set out in Annex 5 and the Standing Orders of the ~~Board of Governors~~Council of Governors.

15. **~~BOARD OF GOVERNORS~~COUNCIL OF GOVERNORS – DUTIES OF GOVERNORS**

15.1 The general duties of the ~~Board of Governors~~Council of Governors are:

- 15.1.1 to hold the non-executive directors individually and collectively to account for the performance of the Board of Directors; and
- 15.1.2 to represent the interests of the members of the Trust as a whole and the interests of the public.

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

16. **~~BOARD OF GOVERNORS~~COUNCIL OF GOVERNORS – MEETINGS OF GOVERNORS**

16.1 The Chair~~man~~ of the Trust (i.e. the Chair~~man~~ of the Board of Directors, appointed in accordance with the provisions of paragraph 25 below) or, in his absence, the Deputy Chair~~man~~ (appointed in accordance with the provisions of paragraph 26 below), shall preside at meetings of the ~~Board of Governors~~Council of Governors save that if the Chair~~man~~ and Deputy Chair~~man~~ are unable to preside whether for reasons of absence, conflict of interest or otherwise the Vice Chair~~man~~ shall preside.

- 16.2 The Vice Chair~~man~~ shall be a Public Governor and shall be elected by a majority of the ~~Board of Governors~~Council of Governors in a general meeting for a term of up to 3 years. The provisions of paragraph 8 of Annex 5 shall also apply.
- 16.3 Meetings of the ~~Board of Governors~~Council of Governors shall be open to members of the public save that members of the public may be excluded from a meeting on the grounds set out in paragraph 6.2 of Annex 5.
- 16.4 For the purposes of obtaining information about the ~~trust's~~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 ~~Board of Governors~~Council of Governors may require one or more of the directors to attend a meeting.

17. ~~BOARD OF GOVERNORS~~COUNCIL OF GOVERNORS – STANDING ORDERS

- 17.1 The ~~Board of Governors~~Council of Governors shall adopt its own standing orders, as may be varied from time to time, for its practice and procedure, in particular for its procedure at meetings.

~~18. BOARD OF GOVERNORS~~COUNCIL OF GOVERNORS – REFERRAL TO THE PANEL

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

~~18.1.1 to act in accordance with its constitution; or~~

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

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

~~19.18. BOARD OF GOVERNORS~~COUNCIL OF GOVERNORS - CONFLICTS OF INTEREST OF GOVERNORS

- ~~19.18.1~~18.1 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 ~~Board of Governors~~Council of Governors, the Governor shall disclose that interest to the members of the ~~Board of Governors~~Council of Governors as soon as he becomes aware of it.

- ~~19.2~~18.2 The Standing Orders for the ~~Board of Governors~~Council of Governors shall make provision for the disclosure of interests and arrangements for the exclusion of a Governor declaring any interest from any discussion or consideration of the matter in respect of which an interest has been disclosed.

~~20.19. BOARD OF GOVERNORS~~COUNCIL OF GOVERNORS – TRAVEL EXPENSES

- ~~20.19.1~~19.1 The Trust may pay travelling and other expenses to members of the ~~Board of Governors~~Council of Governors at rates determined by the Trust.

~~21.20.~~ **~~BOARD OF GOVERNORS~~COUNCIL OF GOVERNORS – FURTHER PROVISIONS**

~~21.4~~~~20.1~~ Further provisions with respect to the ~~Board of Governors~~Council of Governors are set out in Annex 5.

~~22.21.~~ **BOARD OF DIRECTORS – COMPOSITION**

~~22.4~~~~21.1~~ The Trust is to have a Board of Directors, which shall comprise both Executive and Non-Executive Directors.

~~22.2~~~~21.2~~ The Board of Directors is to comprise:

~~22.2.4~~~~21.2.1~~ a non-executive Chair~~man~~

~~22.2.2~~~~21.2.2~~ 6 other Non-Executive Directors (one of which may be elected by the ~~Board of Governors~~Council of Governors as the Senior Independent Director); and

~~22.2.3~~~~21.2.3~~ 6 Executive Directors.

~~22.3~~~~21.3~~ One of the Executive Directors shall be the Chief Executive.

~~22.4~~~~21.4~~ The Chief Executive shall be the Accounting Officer.

~~22.5~~~~21.5~~ One of the Executive Directors shall be the Finance Director.

~~22.6~~~~21.6~~ One of the Executive Directors is to be a registered medical practitioner or a registered dentist (within the meaning of the Dentists Act 1984).

~~22.7~~~~21.7~~ One of the Executive Directors is to be a registered nurse or a registered midwife.

~~22.8~~~~21.8~~ One of the Non-executive Directors is to be, or have been in the past, a registered medical practitioner, registered dentist, registered nurse, registered midwife, registered pharmacist or other healthcare professional registered with the Health and Care Professions Council.

~~23.22.~~ **BOARD OF DIRECTORS –GENERAL DUTY**

~~23.4~~~~22.1~~ 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 ~~T~~rust so as to maximise the benefits for the members of the ~~T~~rust as a whole and for the public.

~~24.23.~~ **BOARD OF DIRECTORS – QUALIFICATION FOR APPOINTMENT AS A NON-EXECUTIVE DIRECTOR**

~~24.4~~~~23.1~~ A person may be appointed as a Non-Executive Director only if:

~~24.4.1~~~~23.1.1~~ he is a Member of the Public Constituency; and

~~24.4.2~~~~23.1.2~~ he is not disqualified by virtue of paragraph 28 below.

~~25.24.~~ **BOARD OF DIRECTORS – APPOINTMENT AND REMOVAL OF CHAIR~~MAN~~ AND OTHER NON-EXECUTIVE DIRECTORS**



~~25.1~~24.1 The ~~Board of Governors~~Council of Governors at a general meeting of the ~~Board of Governors~~Council of Governors shall appoint or remove the Chair~~man~~ and the other Non-Executive Directors.

~~25.2~~24.2 Removal of the Chair~~man~~ or another Non-Executive Director shall require the approval of three-quarters of the members of the ~~Board of Governors~~Council of Governors.

~~25.3~~24.3 The provisions of paragraph 9 of Annex 5 and paragraph 6 of Annex 6 shall also apply.

#### ~~26.25.~~ **BOARD OF DIRECTORS – APPOINTMENT OF DEPUTY CHAIR~~MAN~~**

~~26.1~~25.1 The ~~Board of Governors~~Council of Governors at a general meeting of the ~~Board of Governors~~Council of Governors shall appoint one of the Non-Executive Directors as a Deputy Chair~~man~~.

~~26.2~~25.2 The Deputy Chair~~man~~ shall be appointed for a term of 3 years and shall be eligible for re-appointment at the end of that term but may not serve as Deputy Chair~~man~~ for more than a total of 6 years.

#### ~~27.26.~~ **BOARD OF DIRECTORS - APPOINTMENT AND REMOVAL OF THE CHIEF EXECUTIVE AND OTHER EXECUTIVE DIRECTORS**

~~27.1~~26.1 The Non-Executive Directors shall appoint or remove the Chief Executive.

~~27.2~~26.2 The appointment of the Chief Executive shall require the approval of the ~~Board of Governors~~Council of Governors.

~~27.3~~26.3 A committee consisting of the Chair~~man~~, the Chief Executive and the other Non-Executive Directors shall appoint or remove the other Executive Directors.

#### ~~28.27.~~ **BOARD OF DIRECTORS – DISQUALIFICATION**

~~28.1~~27.1 The following may not become or continue as a member of the Board of Directors:

~~28.1.1~~27.1.1 a person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged;

~~28.1.2~~27.1.2 a person who has made a composition or arrangement with, or granted a trust deed for, his creditors and has not been discharged in respect of it;

~~28.1.3~~27.1.3 a person who within the preceding five years has been convicted in the British Islands of any offence if a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine) was imposed on him;

~~28.1.4~~27.1.4 a person who does not satisfy all of the 'fit and proper person' requirements set out in regulation 5(3) of The Health and Social Care Act 2008 (Regulated Activities) Regulations 2014; or

~~28.1.5~~27.1.5 a person who falls within the further grounds for disqualification set out in Annex 6.

## **29.28. BOARD OF DIRECTORS – MEETINGS**

~~29.4~~28.1 Meetings of the Board of Directors shall be open to members of the public. Members of the public may be excluded from a meeting for special reasons.

~~29.2~~28.2 Before holding a meeting, the Board of Directors must send a copy of the agenda of the meeting to the ~~Board of Governors~~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 ~~Board of Governors~~Council of Governors.

~~29.3~~28.3 The Chair~~man~~ (or Deputy Chair~~man~~) shall give such directions as he thinks fit in regard to the arrangements for meetings and accommodation of the public such as to ensure that business shall be conducted without interruption and disruption.

~~29.4~~28.4 Members of the public or representatives of the press are not permitted to record proceedings in any manner unless with the express prior agreement of the Chair~~man~~ (or Deputy Chair~~man~~). Where permission has been granted, the Chair~~man~~ (or Deputy Chair~~man~~) retains the right to give directions to halt recording of proceedings at any point during the meeting. For the avoidance of doubt, “recording” refers to any audio or visual recording, including still photography.

## **30.29. BOARD OF DIRECTORS – STANDING ORDERS**

~~30.4~~29.1 The Board of Directors shall adopt its own standing orders, as may be varied from time to time, for its practice and procedure, in particular for its procedure at meetings

## **31.30. BOARD OF DIRECTORS - CONFLICTS OF INTEREST OF DIRECTORS**

~~31.4~~30.1 The duties that a director of the ~~T~~Irust has by virtue of being a director include in particular:

~~31.4.1~~30.1.1 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 ~~T~~Irust.

~~31.4.2~~30.1.2 A duty not to accept a benefit from a third party by reason of being a director or doing (or not doing) anything in that capacity.

~~31.2~~30.2 The duty referred to in sub-paragraph 31.1.1 is not infringed if:

~~31.2.1~~30.2.1 The situation cannot reasonably be regarded as likely to give rise to a conflict of interest, or

~~31.2.2~~30.2.2 The matter has been authorized in accordance with the constitution, as specified in paragraph 31.12.

~~31.3~~30.3 The duty referred to in sub-paragraph 31.1.2 is not infringed if acceptance of the benefit cannot reasonably be regarded as likely to give rise to a conflict of interest.

~~31.4~~30.4 In sub-paragraph 31.1.2, “third party” means a person other than –

~~31.4.1~~30.4.1 The ~~T~~Irust, or

~~31.4.2~~30.4.2 A person acting on its behalf.

~~31.5~~30.5 If a director of the ~~T~~rust has in any way a direct or indirect interest in a proposed transaction or arrangement with the ~~T~~rust, the director must declare the nature and extent of that interest to the other directors.

~~31.6~~30.6 If a declaration under this paragraph proves to be, or becomes, inaccurate, incomplete, a further declaration must be made.

~~31.7~~30.7 Any declaration required by this paragraph must be made before the ~~trust~~ Trust enters into the transaction or arrangement.

~~31.8~~30.8 This paragraph does not require a declaration of an interest of which the director is not aware or where the director is not aware of the transaction or arrangement in question.

~~31.9~~30.9 A director need not declare an interest –

~~31.9.1~~30.9.1 If it cannot reasonably be regarded as likely to give rise to a conflict of interest;

~~31.9.2~~30.9.2 If, or to the extent that, the directors are already aware of it;

~~31.9.3~~30.9.3 If, or to the extent that, it concerns terms of the director's appointment that have been or are to be considered –

(a) By a meeting of the Board of Directors, or

(b) By a committee of the directors appointed for the purpose under the constitution.

~~31.10~~30.10 The Standing Orders for the Board of Directors shall make provision for the disclosure of interests and arrangements for the exclusion of a director declaring any interest from any discussion or consideration of the matter in respect of which an interest has been disclosed.

~~31.11~~30.11 The Standing Orders for the Board of Directors shall make provision for the Board of Directors to determine whether a situation may reasonably be regarded as likely to give rise to a conflict of interest.

~~31.12~~30.12 The Standing Orders for the Board of Directors shall make provision for the authorisation of a direct or indirect interest that conflicts (or possibly may conflict) with the interests of the ~~trust~~Trust.

~~31.13~~30.13 Where a Non-executive Director has declared a direct or indirect interest that conflicts (or possibly may conflict) with the interests of the ~~trust~~Trust, the Board of Directors will disclose details of this to the ~~Board of Governors~~Council of Governors following any action it takes in accordance with paragraphs 31.11 and 31.12. The ~~Board of Governors~~Council of Governors may then take further action in accordance with its powers under this constitution.

## ~~32.31.~~ **BOARD OF DIRECTORS – REMUNERATION AND TERMS OF OFFICE**

~~32.4~~31.1 The ~~Board of Governors~~Council of Governors at a general meeting of the ~~Board of Governors~~Council of Governors shall decide the remuneration and allowances, and the other terms and conditions of office, of the Chair~~man~~ and the

other Non-Executive Directors. The provisions of paragraph 6 of Annex 6 shall also apply.

~~32.2~~31.2 A committee of Non-Executive Directors shall be established to decide the remuneration and allowances, and the other terms and conditions of office, of the Chief Executive and other Executive Directors.

### ~~33.32.~~ **REGISTERS**

~~33.1.3~~32.1 The Trust shall have:

~~33.1.1~~32.1.1 a register of Members showing, in respect of each Member, the constituency to which he belongs and, where there are classes within it, the class to which he belongs;

~~33.1.2~~32.1.2 a register of members of the ~~Board of Governors~~Council of Governors;

~~33.1.3~~32.1.3 a register of interests of Governors;

~~33.1.4~~32.1.4 a register of Directors; and

~~33.1.5~~32.1.5 a register of interests of the Directors.

~~33.2~~32.2 The process of admission to and removal from the registers shall be as set out in Annex 6.

### ~~34.33.~~ **REGISTERS – INSPECTION AND COPIES**

~~34.1~~33.1 The Trust shall make the registers specified in paragraph 33 above available for inspection by members of the public, except in the circumstances set out below or as otherwise prescribed by regulations.

~~34.2~~33.2 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 he so requests.

~~34.3~~33.3 So far as the registers are required to be made available:

~~34.3.1~~33.3.1 they are to be available for inspection free of charge at all reasonable times; and

~~34.3.2~~33.3.2 a person who requests a copy of or extract from the registers is to be provided with a copy or extract.

~~34.4~~33.4 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.

### ~~35.34.~~ **DOCUMENTS AVAILABLE FOR PUBLIC INSPECTION**

~~35.1~~34.1 The Trust shall make the following documents available for inspection by members of the public free of charge at all reasonable times:

~~35.1.1~~34.1.1 a copy of the current Constitution;

~~35.1.2~~34.1.2 a copy of the latest annual accounts and of any report of the auditor on them;

~~35.1.3~~34.1.3 a copy of the latest annual report;

~~35.2~~34.2 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:

~~35.2.1~~34.2.1 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.

~~35.2.2~~34.2.2 a copy of any report laid under section 65D (appointment of trust special administrator) of the 2006 Act.

~~35.2.3~~34.2.3 a copy of any information published under section 65D (appointment of trust special administrator) of the 2006 Act.

~~35.2.4~~34.2.4 a copy of any draft report published under section 65F (administrator's draft report) of the 2006 Act.

~~35.2.5~~34.2.5 a copy of any statement provided under section 65F (administrator's draft report) of the 2006 Act.

~~35.2.6~~34.2.6 a copy of any notice published under section 65F (administrator's draft report), 65G (consultation plan), 65H (consultation requirements), 65J (power to extend time), 65KA (Monitor's decision), 65KB (Secretary of State's response to Monitor's decision), 65KC (action following Secretary of State's rejection of final report) or 65KD (Secretary of State's response to re-submitted final report) of the 2006 Act.

~~35.2.7~~34.2.7 a copy of any statement published or provided under section 65G (consultation plan) of the 2006 Act.

~~35.2.8~~34.2.8 a copy of any final report published under section 65I (administrator's final report),

~~35.2.9~~34.2.9 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.

~~35.2.10~~34.2.10 a copy of any information published under section 65M (replacement of trust special administrator) of the 2006 Act.

~~35.3~~34.3 Any person who requests a copy of or extract from any of the above documents is to be provided with a copy.

~~35.4~~34.4 If the person requesting a copy or extract is not a Member of the Trust, the Trust may impose a reasonable charge for doing so.

### ~~36.35.~~ **AUDITOR**

~~36.1~~35.1 The Trust shall have an auditor.

~~36.2~~35.2 The ~~Board of Governors~~Council of Governors shall appoint or remove the auditor at a general meeting of the ~~Board of Governors~~Council of Governors.

~~36.3~~35.3 The provisions of paragraph 11 of Annex 6 shall apply.

#### ~~37.36.~~ **AUDIT COMMITTEE**

~~37.4~~36.1 The Trust shall establish a committee of Non-Executive Directors as an audit committee to perform such monitoring, reviewing and other functions as are appropriate.

#### ~~38.37.~~ **ACCOUNTS**

~~38.4~~37.1 The Trust must keep proper accounts and proper records in relation to the accounts.

~~38.2~~37.2 Monitor may with the approval of the Secretary of State give directions to the Trust as to the content and form of its accounts.

~~38.3~~37.3 The accounts are to be audited by the ~~trust's~~ Trust's auditor.

~~38.4~~37.4 The ~~trust~~ Trust shall prepare in respect of each financial year annual accounts in such form as Monitor may with the approval of the Secretary of State direct.

~~38.5~~37.5 The functions of the ~~T~~rust with respect to the preparation of the annual accounts shall be delegated to the Accounting Officer.

~~38.6~~37.6 The provisions of paragraph 12 of Annex 6 shall apply.

#### ~~39.38.~~ **ANNUAL REPORT, FORWARD PLANS AND NON-NHS WORK**

~~39.4~~38.1 The ~~T~~rust shall prepare an Annual Report and send it to Monitor.

~~39.2~~38.2 The ~~T~~rust shall give information as to its forward planning in respect of each financial year to Monitor.

~~39.3~~38.3 The document containing the information with respect to forward planning (referred to above) shall be prepared by the directors.

~~39.4~~38.4 In preparing the document, the directors shall have regard to the views of the ~~Board of Governors~~ Council of Governors.

~~39.5~~38.5 Each forward plan must include information about:

~~39.5.4~~38.5.1 the activities other than the provision of goods and services for the purposes of the health service in England that the ~~T~~rust proposes to carry on, and

~~39.5.2~~38.5.2 the income it expects to receive from doing so.

~~39.6~~38.6 Where a forward plan contains a proposal that the ~~T~~rust carry on an activity of a kind mentioned in sub-paragraph 39.5.1 the ~~Board of Governors~~ Council of Governors must:

~~39.6.4~~38.6.1 determine whether it is satisfied that the carrying on of the activity will not to any significant extent interfere with the fulfilment by the trust of its principal purpose or the performance of its other functions, and

~~39.6.2~~38.6.2 notify the directors of the ~~T~~trust and its determination.

~~39.7~~38.7 A trust which proposes to increase by 5% or more the proportion of its total income in any financial year attributable to activities other than the provision of goods and services for the purposes of health service in England may implement the proposal only if more than half of the members of the ~~Board of Governors~~Council of Governors of the ~~T~~trust voting approve its implementation.

#### ~~40.39.~~ **PRESENTATION OF THE ANNUAL ACCOUNTS AND REPORTS TO THE GOVERNORS AND MEMBERS**

~~40.1~~39.1 The following documents are to be presented to the ~~Board of Governors~~Council of Governors at a general meeting of the ~~Board of Governors~~Council of Governors.

~~40.1.1~~39.1.1 the annual accounts;

~~40.1.2~~39.1.2 any report of the auditor on them; and

~~40.1.3~~39.1.3 the annual report.

~~40.2~~39.2 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.

~~40.3~~39.3 The Trust may combine a meeting of the ~~Board of Governors~~Council of Governors convened for the purposes of sub-paragraph 40.1 with the Annual Members' Meeting.

#### ~~41.40.~~ **INSTRUMENTS**

~~41.1~~40.1 The Trust shall have a seal.

~~41.2~~40.2 The seal shall not be affixed except under the authority of the Board of Directors.

#### ~~42.41.~~ **AMENDMENT OF THE CONSTITUTION**

~~42.1~~41.1 The ~~T~~trust may make amendments of its constitution only if:

~~42.1.1~~41.1.1 More than half of the members of the ~~Board of Governors~~Council of Governors voting approve the amendments; and

~~42.1.2~~41.1.2 More than half of the members of the Board of Directors voting approve the amendments.

~~42.2~~41.2 The Constitution shall be formally reviewed by the ~~Board of Governors~~Council of Governors and Board of Directors every 3 years.

~~42.3~~41.3 Amendments made under paragraph 42.1 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.

~~42.4~~41.4 Where an amendment is made to the constitution in relation to the powers or duties of the ~~Board of Governors~~Council of Governors (or otherwise with

respect to the role that the ~~Board of Governors~~Council of Governors has as part of the ~~T~~rust):

~~42.4.1~~41.4.1 At least one member of the ~~Board of Governors~~Council of Governors must attend the next Annual Members' Meeting and present the amendment, and

~~42.4.2~~41.4.2 The ~~T~~rust must give the members an opportunity to vote on whether they approve the amendment.

~~42.5~~41.5 If more than half of the members present and voting approve the amendment, the amendment continues to have effect; otherwise, it ceases to have effect and the ~~T~~rust must take such steps as are necessary as a result.

~~42.6~~41.6 Amendments by the ~~T~~rust of its constitution are to be notified to Monitor. For the avoidance of doubt, Monitor's functions do not include a power or duty to determine whether or not the constitution, as a result of the amendments, accords with Schedule 7 of the 2006 Act.

#### ~~43.42.~~ **MERGERS ETC. AND SIGNIFICANT TRANSACTIONS**

~~43.1~~42.1 The ~~T~~rust may only apply for a merger, acquisition, separation or dissolution with the approval of more than half of the members of the ~~Board of Governors~~Council of Governors.

~~43.2~~42.2 The Trust may enter into a significant transaction only if more than half of the members of the ~~Board of Governors~~Council of Governors of the Trust voting approve entering into the transaction.

~~43.3~~42.3 For the purpose of paragraph 43.2, "significant transaction" means a transaction which meets any one of the following criteria:

~~43.3.1~~42.3.1 Where the gross assets subject to the transaction are greater than or equal to 25% of the gross assets of the Trust.

~~43.3.2~~42.3.2 Where the income attributable to the assets or the contract associated with the transaction is greater than or equal to 25% of the income of the Trust.

~~43.3.3~~42.3.3 Where the gross capital of the company or business being acquired or divested, or the effects on the total capital of the Trust resulting from a transaction, is greater than or equal to 25% of the total capital of the Trust following completion of the transaction,



## ANNEX 1 – THE PUBLIC CONSTITUENCY

Table 1

1	2	3	4
Name of the Public Constituency	Area of the Public Constituency (as defined by Local Authority boundaries)	Minimum Number of Members	Number of Governors to be Elected
Bassetlaw District	Bassetlaw District Council	300	5
Metropolitan Doncaster	Doncaster Metropolitan Borough Council	470	13
Rest of England & Wales	Any other electoral area in England and Wales with the exception of the above	50	2

## ANNEX 2 – THE STAFF CONSTITUENCY

Table 1

Staff Class	Minimum Number of Members	Number of Governors to be elected
Medical and Dental Practitioners Staff Class	75	1
Nurses and Midwives Staff Class	450	2
Other Healthcare Professionals Staff Class	100	1
Non Clinical Staff Class	375	2
<b>TOTAL</b>	1000	6

### 1. CLASSES OF THE STAFF CONSTITUENCY

1.1 The Staff Constituency shall be divided into four classes as follows:

- 1.1.1 Medical and Dental Practitioners Staff Class;
- 1.1.2 Nurses and Midwives Staff Class;
- 1.1.3 Other Healthcare Professionals Staff Class; and
- 1.1.4 Non Clinical Staff Class.

1.2 Medical and Dental Practitioners Staff Class

1.2.1 The Members of the Medical and Dental Staff Class are individuals who are Members of Staff Constituency who:

- (a) are fully registered persons within the meaning of the Medicines Act 1956 or the Dentists Act 1984 (as the case may be) and who are otherwise fully authorised and licensed to practise in England and Wales or who are otherwise designated by the Trust from time to time as eligible to be Members of this Staff Class for the purposes of this paragraph having regard to the usual definitions applicable at that time for persons carrying on the professions of medical practitioner or dentist; and
- (b) who are employed by the Trust in that capacity at the date of their invitation or application under paragraph 7 of the Constitution to become a Member in accordance with the provisions of Annex 6 and at all times thereafter remain employed by the Trust in that capacity.

1.3 Nurses and Midwives Staff Class

1.3.1 The Members of the Nurses and Midwives Staff Class are individuals who:

- (a) are registered under the Nurses, Midwives and Health Visitors Act 1997 and who are otherwise fully authorised and licensed to practise in England and Wales or are otherwise designated by the Trust from time to time as eligible to be Members of the Staff Class for the purposes of this paragraph, having regard to the usual definitions applicable at that time for persons carrying on the profession of registered nurse or registered midwife and individuals who are health care assistants; and
- (b) who are employed by the Trust in that capacity at the date of their invitation or application under paragraph 7 of the Constitution to become a Member in accordance with the provisions of Annex 6 and at all times thereafter remain employed by the Trust in that capacity.

1.4 Other Healthcare Professionals Staff Class

Members of the Other Healthcare Professionals Staff Class are clinical staff who do not fall within paragraphs 1.2 or 1.3 of this Annex 2, including clinical therapists, scientists and technical staff, who are employed by the Trust in that capacity at the date of their invitation or application under paragraph 7 of the Constitution to become a Member in accordance with the provisions of Annex 6 and at all times thereafter remain employed by the Trust in that capacity.

1.5 Non Clinical Staff Class

Members of the Non Clinical Staff Class are Members of the Staff Constituency who do not come within paragraphs 1.2, 1.3 or 1.4 of this Annex 2.

2. **MINIMUM NUMBERS AND NUMBERS OF GOVERNORS**

- 2.1 The minimum number of Members in each Staff Class shall be as set out in column 3 of Table 1 to this Annex and the number of Governors to be elected by each such Staff Class is given in the corresponding entry in Column 4 of that Table.

3. **CONTINUOUS EMPLOYMENT**

- 3.1 For the purposes of paragraph 7.1.2 of the Constitution, Chapter 1 of Part 14 of the Employment Rights Act 1996 shall apply for the purposes of determining whether an individual has been continuously employed by the Trust or has continuously exercised functions for the purposes of the Trust.

### ANNEX 3 – COMPOSITION OF ~~BOARD OF GOVERNORS~~COUNCIL OF GOVERNORS

#### 1. INTRODUCTION

- 1.1 The ~~Board of Governors~~Council of Governors shall comprise:
  - 1.1.1 The Chair~~man~~ of the Trust
  - 1.1.2 Governors who are:
    - (a) elected by the respective Constituencies in accordance with the provisions of this Constitution; or
    - (b) appointed in accordance with paragraph 2 below.
- 1.2 The ~~Board of Governors~~Council of Governors shall at all times be constituted so that more than half the ~~Board of Governors~~Council of Governors shall consist of Governors who are elected by Members of the Public Constituency.

#### 2. BODIES ENTITLED TO APPOINT A MEMBER OF THE ~~BOARD OF GOVERNORS~~COUNCIL OF GOVERNORS

- 2.1 The following bodies in this paragraph 2 shall be entitled to appoint a Governor or Governors (as the case may be) to the ~~Board of Governors~~Council of Governors as provided for in this paragraph 2.
- 2.2 Clinical Commissioning Group Governors
  - 2.2.1 Bassetlaw Clinical Commissioning Group and Doncaster Clinical Commissioning Group shall each be entitled to appoint a Governor in accordance with a process of appointment agreed by each of them with the Trust. The absence of any such agreed process shall not preclude the said Clinical Commissioning Group from appointing its Governors provided the appointment is duly made in accordance with the Clinical Commissioning Group 's own internal processes.
  - 2.2.2 If a Clinical Commissioning Group named in paragraphs 2.2.1 above declines or fails to appoint its Governors within three months of being requested to do so by the Trust, the Trust shall in its absolute discretion be entitled to extend an invitation to any of those other Clinical Commissioning Groups to whom it provides goods and services to appoint Governors in substitution for the Clinical Commissioning Group which has failed or declined to do so. The Trust shall give notice of that invitation to Monitor.
  - 2.2.3 If the invitation referred to in paragraph 2.2.2 above is accepted by a Clinical Commissioning Group, that Clinical Commissioning Group shall appoint a Governor and the Clinical Commissioning Group which has previously failed to appoint a Governor shall cease to be entitled to do so, subject to the provisions of paragraph 2.2.7 below.
  - 2.2.4 Subject to paragraph 2.2.6 below, if the invitation is not accepted within a reasonable period or such period as may have been specified in the invitation the Trust shall extend an invitation to any other such Clinical

Commissioning Group until the invitation, is accepted and a Governor is appointed.

2.2.5 The Trust shall give notice forthwith to Monitor of all invitations the Trust may extend under the preceding paragraph and of any acceptances.

2.2.6 Any Governor appointed under paragraphs 2.2.3 and 2.2.4 above shall serve on the ~~Board of Governors~~Council of Governors for the period stipulated in Annex 5. At the end of that period the Trust shall in its absolute discretion decide whether to permit that Clinical Commissioning Group which had first failed or declined to appoint a Governor to do so for the next period of office or to invite that Clinical Commissioning Group which had appointed a Governor in substitution to do so.

### 2.3 Local Authority Governors

2.3.1 Doncaster Metropolitan Borough Council shall be entitled to appoint two Governors in accordance with a process of appointment agreed by it with the Trust.

2.3.2 Bassetlaw District Council and Nottinghamshire County Council shall each be entitled to appoint a Governor in accordance with a process of appointment agreed by each of them with the Trust.

2.3.3 The absence of any agreed process of appointment as referred to in paragraphs 2.3.1 and 2.3.2 above shall not preclude the said local authority from appointing its Governor(s).

2.3.4 If the local authority named in paragraphs 2.3.1 or 2.3.2 above declines or fails to appoint a Governor within three months of being requested to do so by the Trust, the Trust shall consult each local authority whose area includes the whole or part of the area of the Trust and the Trust in its absolute discretion may extend an invitation to any of those local authorities to appoint a Governor in substitution for the local authority which has failed or declined to do so.

2.3.5 A Governor appointed under this paragraph 2.3 shall then serve on the ~~Board of Governors~~Council of Governors for the period stipulated in Annex 5. At the end of that period the Trust shall in its absolute discretion decide whether to permit the local authority which had failed or declined to appoint a Governor to appoint a Governor for the next period of office (provided it remains eligible to do so) or to invite the local authority which had appointed a Governor in substitution to do so.

### 2.4 Partnership Governors

2.4.1 The organisations designated as Partnership Organisations by the Trust for the purposes of this Constitution are:

~~(a)~~ Doncaster Council for Voluntary Service;

~~(b)~~(a) Bassetlaw Council for Voluntary Service;

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~~(e)(b)~~ University of Sheffield; ~~and~~

~~(c)~~ Sheffield Hallam University;

~~(d)~~ Doncaster College;

~~(e)~~ Doncaster Deaf Trust;

~~(d)~~ —

~~2.4.2 — Each of the above organisations shall be entitled to appoint 1 Governor each, save for Doncaster Council for Voluntary Service and Bassetlaw Council for Voluntary Service which shall be entitled to appoint 1 Governor between them, in accordance with a process of appointment agreed by it with the Trust. The absence of any such agreed process of appointment shall not preclude that Partnership Organisation from appointing its Governor provided the appointment is duly made in accordance with its own internal processes.~~

3. **COMPOSITION OF THE ~~BOARD OF GOVERNORS~~ COUNCIL OF GOVERNORS**

	Electing / Appointing Body	Number of Governors	Total
<b>1.</b>	<b>Public Constituencies</b>		<b>20</b>
	1.1 Bassetlaw District	5	
	1.2 Metropolitan Doncaster	13	
	1.3 Rest of England and Wales	2	
<b>2.</b>	<b>Staff Constituency</b>		<b>6</b>
	2.1 Medical and Dental Practitioners Staff Class	1	
	2.2 Nurses and Midwives Staff Class	2	
	2.3 Other Healthcare Professionals Staff Class	1	
	2.4 Non-Clinical Staff Class	2	
<b>3.</b>	<b>Appointed Governors</b>		<b><del>119</del></b>
	3.1 Doncaster Clinical Commissioning Group	1	
	3.2 Bassetlaw Clinical Commissioning Group	1	
	3.3 Doncaster Metropolitan Borough Council	2	
	3.4 Bassetlaw District Council	1	
	3.5 Nottinghamshire County Council	1	
	3.6 University of Sheffield	1	
	3.7 Sheffield Hallam University	1	
	3.8 Bassetlaw Council for Voluntary Service <del>and Doncaster Council for Voluntary Service</del>	1	
	<u>3.9 Doncaster College</u>	<u>1</u>	
	<u>3.10 Doncaster Deaf Trust</u>	<u>1</u>	
	<b>Total Number of Governors</b>		<b><del>375</del></b>

4. **FURTHER PROVISIONS**

- 4.1 Further provisions relating to the composition of the ~~Board of Governors~~Council of Governors are at Annex 6.

## **ANNEX 4 –THE MODEL ELECTION RULES**

### **PART 1: INTERPRETATION**

1. Interpretation

### **PART 2: TIMETABLE FOR ELECTION**

2. Timetable
3. Computation of time

### **PART 3: RETURNING OFFICER**

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

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

8. Notice of election
9. Nomination of candidates
10. Candidate's particulars
11. Declaration of interests
12. Declaration of eligibility
13. Signature of candidate
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15. Publication of statement of nominated candidates
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### **PART 5: CONTESTED ELECTIONS**

19. Poll to be taken by ballot
20. The ballot paper
21. The declaration of identity (public constituency)

#### *Action to be taken before the poll*

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- 29. Spoilt ballot papers and spoilt text message votes
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- 31. Issue of replacement voting information
- 32. ID declaration form for replacement ballot papers (public constituency)
- 33. Procedure for remote voting by internet
- 34. Procedure for remote voting by telephone
- 35. Procedure for remote voting by text message

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

- 36. Receipt of voting documents
- 37. Validity of votes
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- ~~FPP44. Rejected ballot papers and rejected text voting records~~
- STV45. First stage
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- STV48. Supplementary provisions on transfer
- STV49. Exclusion of candidates
- STV50. Filling of last vacancies
- STV51. Order of election of candidates
- ~~FPP51. Equality of votes~~

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- ~~FPP52. Declaration of result for contested elections~~
- STV52. Declaration of result for contested elections
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**PART 8: DISPOSAL OF DOCUMENTS**

- 54. Sealing up of documents relating to the poll
- 55. Delivery of documents
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- 57. Retention and public inspection of documents
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**PART 9: DEATH OF A CANDIDATE DURING A CONTESTED ELECTION**

- ~~FPP59. Countermand or abandonment of poll on death of candidate~~
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## **PART 10: ELECTION EXPENSES AND PUBLICITY**

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- 60. Election expenses
- 61. Expenses and payments by candidates
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- 63. Publicity about election by the corporation
- 64. Information about candidates for inclusion with voting information
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## **PART 11: QUESTIONING ELECTIONS AND IRREGULARITIES**

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## PART 1: INTERPRETATION

### 1. Interpretation

1.1 In these rules, unless the context otherwise requires:

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

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

“~~board of governors~~Council of Governors” means the ~~board of governors~~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 ~~board of governors~~Council of Governors;

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

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

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

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

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

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

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

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

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

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

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

“telephone short code” means a short telephone number used for the purposes of submitting a vote by text message;

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

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

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

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

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

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

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

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

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

## **PART 2: TIMETABLE FOR ELECTION**

### **2. Timetable**

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

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

### **3. Computation of time**

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

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

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

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

### **PART 3: RETURNING OFFICER**

#### **4. Returning Officer**

- 4.1 Subject to rule 69, the returning officer for an election is to be appointed by the corporation.
- 4.2 Where two or more elections are to be held concurrently, the same returning officer may be appointed for all those elections.

#### **5. Staff**

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

#### **6. Expenditure**

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

#### **7. Duty of co-operation**

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

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

#### **8. Notice of election**

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

- (g) the contact details of the returning officer
- (h) the date and time of the close of the poll in the event of a contest.

## **9. Nomination of candidates**

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

9.2 The returning officer:

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

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

## **10. Candidate's particulars**

10.1 The nomination form must state the candidate's:

- (a) full name,
- (b) contact address in full (which should be a postal address although an e-mail address may also be provided for the purposes of electronic communication), and
- (c) constituency, or class within a constituency, of which the candidate is a member.

## **11. Declaration of interests**

11.1 The nomination form must state:

- (a) any financial interest that the candidate has in the corporation, and
- (b) whether the candidate is a member of a political party, and if so, which party, and if the candidate has no such interests, the paper must include a statement to that effect.

## **12. Declaration of eligibility**

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

- (a) that he or she is not prevented from being a member of the ~~board of governors~~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 his or her qualification to vote as a member of that constituency, or class within that constituency, for which the election is being held.

## **13. Signature of candidate**

13.1 The nomination form must be signed and dated by the candidate, in a manner

prescribed by the returning officer, indicating that:

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

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

#### **14. Decisions as to the validity of nomination**

14.1 Where a nomination form is received by the returning officer in accordance with these rules, the candidate is deemed to stand for election unless and until the returning officer:

- (a) decides that the candidate is not eligible to stand,
- (b) decides that the nomination form is invalid,
- (c) receives satisfactory proof that the candidate has died, or
- (d) receives a written request by the candidate of their withdrawal from candidacy.

14.2 The returning officer is entitled to decide that a nomination form is invalid only on one of the following grounds:

- (a) that the paper is not received on or before the final time and date for return of nomination forms, as specified in the notice of the election,
- (b) that the paper does not contain the candidate's particulars, as required by rule 10;
- (c) that the paper does not contain a declaration of the interests of the candidate, as required by rule 11,
- (d) that the paper does not include a declaration of eligibility as required by rule 12, or
- (e) that the paper is not signed and dated by the candidate, if required by rule 13.

14.3 The returning officer is to examine each nomination form as soon as is practicable after he or she has received it, and decide whether the candidate has been validly nominated.

14.4 Where the returning officer decides that a nomination is invalid, the returning officer must endorse this on the nomination form, stating the reasons for their decision.

14.5 The returning officer is to send notice of the decision as to whether a nomination is valid or invalid to the candidate at the contact address given in the candidate's nomination form. If an e-mail address has been given in the candidate's nomination form (in addition to the candidate's postal address), the returning officer may send notice of the decision to that address.

#### **15. Publication of statement of candidates**

15.1 The returning officer is to prepare and publish a statement showing the candidates

who are standing for election.

15.2 The statement must show:

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

as given in their nomination form.

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

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

#### **16. Inspection of statement of nominated candidates and nomination forms**

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

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

#### **17. Withdrawal of candidates**

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

#### **18. Method of election**

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

18.2 If the number of candidates remaining validly nominated for an election after any withdrawals under these rules is equal to the number of members to be elected to the ~~board of governors~~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 ~~board of governors~~Council of Governors, then:

- (a) the candidates who remain validly nominated are to be declared elected in accordance with Part 7 of these rules, and



- (b) the returning officer is to order a new election to fill any vacancy which remains unfilled, on a day appointed by him or her in consultation with the corporation.

## **PART 5: CONTESTED ELECTIONS**

### **19. Poll to be taken by ballot**

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

### **20. The ballot paper**

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

inserted in the paper.

20.2 Every ballot paper must specify:

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

20.3 Each ballot paper must have a unique identifier.

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

## **21. The declaration of identity (public constituency)**

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 has not marked or returned any other voting information in the election, and
- (c) the particulars of his or her qualification to vote as a member of the constituency or class within the constituency for which the election is being held,  
  
("declaration of identity")

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

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

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

*Action to be taken before the poll*

**22. List of eligible voters**

- 22.1 The corporation is to provide the returning officer with a list of the members of the constituency or class within a constituency for which the election is being held who are eligible to vote by virtue of rule 27 as soon as is reasonably practicable after the final date for the delivery of notices of withdrawals by candidates from an election.
- 22.2 The list is to include, for each member:
- (a) a postal address; and,
  - (b) the member's e-mail address, if this has been provided
- to which his or her voting information may, subject to rule 22.3, be sent.
- 22.3 The corporation may decide that the e-voting information is to be sent only by e-mail to those members in the list of eligible voters for whom an e-mail address is included in that list.

**23. Notice of poll**

- 23.1 The returning officer is to publish a notice of the poll stating:
- (a) the name of the corporation,
  - (b) the constituency, or class within a constituency, for which the election is being held,
  - (c) the number of members of the ~~board of governors~~Council of Governors to be elected from that constituency, or class with that constituency,
  - (d) the names, contact addresses, and other particulars of the candidates standing for election, with the details and order being the same as in the statement of nominated candidates,
  - (e) that the ballot papers for the election are to be issued and returned, if appropriate, by post,
  - (f) the methods of polling by which votes may be cast at the election by voters in a constituency or class within a constituency, as determined by the corporation in accordance with rule 19.3,
  - (g) the address for return of the ballot papers,
  - (h) the uniform resource locator (url) where, if internet voting is a method of polling, the polling website is located;
  - (i) the telephone number where, if telephone voting is a method of polling, the telephone voting facility is located,
  - (j) the telephone number or telephone short code where, if text message voting is a method of polling, the text message voting facility is located,
  - (k) the date and time of the close of the poll,

- (l) the address and final dates for applications for replacement voting information, and
- (m) the contact details of the returning officer.

**24. Issue of voting information by returning officer**

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

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

("postal voting information").

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

- (a) instructions on how to vote and how to make a declaration of identity (if required),
- (b) the voter's voter ID number,
- (c) information about each candidate standing for election, pursuant to rule 64 of these rules, or details of where this information is readily available on the internet or available in such other formats as the Returning Officer thinks appropriate, (d) contact details of the returning officer,

("e-voting information").

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

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

for the purposes of the poll.

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

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

**25. Ballot paper envelope and covering envelope**

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

## **26. E-voting systems**

- 26.1 If internet voting is a method of polling for the relevant election then the returning officer must provide a website for the purpose of voting over the internet (in these rules referred to as "the polling website").
- 26.2 If telephone voting is a method of polling for the relevant election then the returning officer must provide an automated telephone system for the purpose of voting by the use of a touch-tone telephone (in these rules referred to as "the telephone voting facility").
- 26.3 If text message voting is a method of polling for the relevant election then the returning officer must provide an automated text messaging system for the purpose of voting by text message (in these rules referred to as "the text message voting facility").
- 26.4 The returning officer shall ensure that the polling website and internet voting system provided will:
- (a) require a voter to:
    - (i) enter his or her voter ID number; and
    - (ii) where the election is for a public constituency, make a declaration of identity;in order to be able to cast his or her vote;
  - (b) specify:
    - (i) the name of the corporation,
    - (ii) the constituency, or class within a constituency, for which the election is being held,
    - (iii) the number of members of the ~~board of governors~~Council of Governors to be elected from that constituency, or class within that constituency,
    - (iv) the names and other particulars of the candidates standing for election, with the details and order being the same as in the statement of nominated candidates,

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

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

- (a) require a voter to
  - (i) enter his or her voter ID number in order to be able to cast his or her vote; and
  - (ii) where the election is for a public 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 ~~board of governors~~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 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) prevent any voter from voting after the close of poll.

#### *The poll*

### **27. Eligibility to vote**

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

### **28. Voting by persons who require assistance**

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

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

### **29. Spoilt ballot papers and spoilt text message votes**

29.1 If a voter has dealt with his or her ballot paper in such a manner that it cannot be

accepted as a ballot paper (referred to as a “spoilt ballot paper”), that voter may apply to the returning officer for a replacement ballot paper.

29.2 On receiving an application, the returning officer is to obtain the details of the unique identifier on the spoilt ballot paper, if he or she can obtain it.

29.3 The returning officer may not issue a replacement ballot paper for a spoilt ballot paper unless he or she:

- (a) is satisfied as to the voter’s identity; and
- (b) has ensured that the completed ID declaration form, if required, has not been returned.

29.4 After issuing a replacement ballot paper for a spoilt ballot paper, the returning officer shall enter in a list (“the list of spoilt ballot papers”):

- (a) the name of the voter, and
- (b) the details of the unique identifier of the spoilt ballot paper (if that officer was able to obtain it), and
- (c) the details of the unique identifier of the replacement ballot paper.

29.5 If a voter has dealt with his or her text message vote in such a manner that it cannot be accepted as a vote (referred to as a “spoilt text message vote”), that voter may apply to the returning officer for a replacement voter ID number.

29.6 On receiving an application, the returning officer is to obtain the details of the voter ID number on the spoilt text message vote, if he or she can obtain it.

29.7 The returning officer may not issue a replacement voter ID number in respect of a spoilt text message vote unless he or she is satisfied as to the voter’s identity.

29.8 After issuing a replacement voter ID number in respect of a spoilt text message vote, the returning officer shall enter in a list (“the list of spoilt text message votes”):

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

### **30. Lost voting information**

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

30.2 The returning officer may not issue replacement voting information in respect of lost



voting information unless he or she:

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

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

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

### **31. Issue of replacement voting information**

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

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

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

### **32. ID declaration form for replacement ballot papers (public constituency)**

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.

#### *Polling by internet, telephone or text*

### **33. Procedure for remote voting by internet**

33.1 To cast his or her vote using the internet, a voter will need to gain access to the polling website by keying in the url of the polling website provided in the voting information.

33.2 When prompted to do so, the voter will need to enter his or her voter ID number.

33.3 If the internet voting system authenticates the voter ID number, the system will give the voter access to the polling website for the election in which the voter is eligible to vote.

33.4 To cast his or her vote, the voter will need to key in a mark on the screen opposite the particulars of the candidate or candidates for whom he or she wishes to cast his or her vote.

33.5 The voter will not be able to access the internet voting system for an election once his or her vote at that election has been cast.

**34. Voting procedure for remote voting by telephone**

34.1 To cast his or her vote by telephone, the voter will need to gain access to the telephone voting facility by calling the designated telephone number provided in the voter information using a telephone with a touch-tone keypad.

34.2 When prompted to do so, the voter will need to enter his or her voter ID number using the keypad.

34.3 If the telephone voting facility authenticates the voter ID number, the voter will be prompted to vote in the election.

34.4 When prompted to do so the voter may then cast his or her vote by keying in the numerical voting code of the candidate or candidates, for whom he or she wishes to vote.

34.5 The voter will not be able to access the telephone voting facility for an election once his or her vote at that election has been cast.

**35. Voting procedure for remote voting by text message**

35.1 To cast his or her vote by text message the voter will need to gain access to the text message voting facility by sending a text message to the designated telephone number or telephone short code provided in the voter information.

35.2 The text message sent by the voter must contain his or her voter ID number and the numerical voting code for the candidate or candidates, for whom he or she wishes to vote.

35.3 The text message sent by the voter will need to be structured in accordance with the instructions on how to vote contained in the voter information, otherwise the vote will not be cast.

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

**36. Receipt of voting documents**

36.1 Where the returning officer receives:

- (a) a covering envelope, or
- (b) any other envelope containing an ID declaration form if required, a ballot paper envelope, or a ballot paper,

before the close of the poll, that officer is to open it as soon as is practicable; and rules 37 and 38 are to apply.

36.2 The returning officer may open any covering envelope or any ballot paper envelope for the purposes of rules 37 and 38, but must make arrangements to ensure that no person obtains or communicates information as to:

- (a) the candidate for whom a voter has voted, or
- (b) the unique identifier on a ballot paper.

36.3 The returning officer must make arrangements to ensure the safety and security of the ballot papers and other documents.

### **37. Validity of votes**

37.1 A ballot paper shall not be taken to be duly returned unless the returning officer is satisfied that it has been received by the returning officer before the close of the poll, with an ID declaration form if required that has been correctly completed, signed and dated.

37.2 Where the returning officer is satisfied that rule 37.1 has been fulfilled, he or she is to:

- (a) put the ID declaration form if required in a separate packet, and
- (b) put the ballot paper aside for counting after the close of the poll.

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

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

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

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

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

- (a) mark the internet voting record, telephone voting record or text voting record (as applicable) “disqualified”,

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

**38. Declaration of identity but no ballot paper (public constituency)<sup>1</sup>**

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

- (a) mark the ID declaration form “disqualified”,
- (b) record the name of the voter in the list of disqualified documents, indicating that a declaration of identity was received from the voter without a ballot paper, and
- (c) place the ID declaration form in a separate packet.

**39. De-duplication of votes**

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

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

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

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

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

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

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

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

- (as applicable) in a separate packet, and
- (d) disregard the internet voting record, telephone voting record or text voting record (as applicable) when counting the votes in accordance with these rules.

**40. Sealing of packets**

40.1 As soon as is possible after the close of the poll and after the completion of the procedure under rules 37 and 38, the returning officer is to seal the packets containing:

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

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

**PART 6: COUNTING THE VOTES**

**STV41. Interpretation of Part 6**

STV41.1 In Part 6 of these rules:

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

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

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

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

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

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

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

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

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

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

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

“*stage of the count*” means:

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

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

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

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

## **42. Arrangements for counting of the votes**

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

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

- (a) the board of directors and the ~~board of governors~~Council of Governors of the corporation have approved:
  - (i) the use of such software for the purpose of counting votes in the relevant election, and

- (ii) a policy governing the use of such software, and
- (b) the corporation and the returning officer are satisfied that the use of such software will produce an accurate result.

**43. The count**

43.1 The returning officer is to:

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

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

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

**STV44. Rejected ballot papers and rejected text voting records**

STV44.1 Any ballot paper:

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

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

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

STV44.3 Any text voting record:

- (a) on which the figure “1” standing alone is not placed so as to indicate a first

- preference for any candidate,
- (b) on which anything is written or marked by which the voter can be identified except the unique identifier, or
- (c) which is unmarked or rejected because of uncertainty,

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

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

STV44.5 The returning officer is to draw up a statement showing the number of ballot papers rejected by him or her under each of the subparagraphs (a) to (d) of rule STV44.1 and the number of text voting records rejected by him or her under each of the 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 FPP44.2 and FPP44.3, be rejected and not counted.~~

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

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

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

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

~~FPP44.4 The returning officer is to:~~

- ~~(a) endorse the word “rejected” on any ballot paper which under this rule is not to be counted, and~~
- ~~(b) in the case of a ballot paper on which any vote is counted under rules FPP44.2~~



~~and FPP 44.3, endorse the words “rejected in part” on the ballot paper and indicate which vote or votes have been counted.~~

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

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

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

~~FPP44.6 Any text voting record:~~

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

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

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

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

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

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

~~FPP44.9 The returning officer is to:~~

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

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

- ~~(a) voting for more candidates than the voter is entitled to,~~
- ~~(b) writing or mark by which voter could be identified, and~~

~~(c) —unmarked or rejected because of uncertainty;~~

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

#### **STV45. First stage**

- STV45.1 The returning officer is to sort the ballot documents into parcels according to the candidates for whom the first preference votes are given.
- STV45.2 The returning officer is to then count the number of first preference votes given on ballot documents for each candidate, and is to record those numbers.
- STV45.3 The returning officer is to also ascertain and record the number of valid ballot documents.

#### **STV46. The quota**

- STV46.1 The returning officer is to divide the number of valid ballot documents by a number exceeding by one the number of members to be elected.
- STV46.2 The result, increased by one, of the division under rule STV46.1 (any fraction being disregarded) shall be the number of votes sufficient to secure the election of a candidate (in these rules referred to as “the quota”).
- STV46.3 At any stage of the count a candidate whose total votes equals or exceeds the quota shall be deemed to be elected, except that any election where there is only one vacancy a candidate shall not be deemed to be elected until the procedure set out in rules STV47.1 to STV47.3 has been complied with.

#### **STV47. Transfer of votes**

- STV47.1 Where the number of first preference votes for any candidate exceeds the quota, the returning officer is to sort all the ballot documents on which first preference votes are given for that candidate into sub- parcels so that they are grouped:
- (a) according to next available preference given on those ballot documents for any continuing candidate, or
  - (b) where no such preference is given, as the sub-parcel of non-transferable votes.
- STV47.2 The returning officer is to count the number of ballot documents in each parcel referred to in rule STV47.1.
- STV47.3 The returning officer is, in accordance with this rule and rule STV48, to transfer each sub-parcel of ballot documents referred to in rule STV47.1(a) to the candidate for whom the next available preference is given on those ballot documents.
- STV47.4 The vote on each ballot document transferred under rule STV47.3 shall be at a value (“the transfer value”) which:
- (a) reduces the value of each vote transferred so that the total value of all such

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

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

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

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

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

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

whichever is the less.

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

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

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

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

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

#### **STV48. Supplementary provisions on transfer**

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

and if:

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

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

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

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

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

#### **STV49. Exclusion of candidates**

STV49.1 If:

- (a) all transferable ballot documents which under the provisions of rule STV47 (including that rule as applied by rule STV49.11) and this rule are required to be transferred, have been transferred, and
- (b) subject to rule STV50, one or more vacancies remain to be filled,

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

- STV9.2 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.
- STV9.8 Any ballot documents on which no next available preferences have been expressed shall be set aside as non-transferable votes.
- STV49.9 After the returning officer has completed the transfer of the ballot documents in the sub-parcel of ballot documents with the highest transfer value he or she shall proceed to transfer in the same way the sub-parcel of ballot documents with the next highest value and so on until he has dealt with each sub-parcel of a candidate excluded under rule STV49.1.
- STV49.10 The returning officer shall after each stage of the count completed under this rule:
- (a) record:
    - (i) the total value of votes, or
    - (ii) the total transfer value of votes transferred to each candidate,
  - (b) add that total to the previous total of votes recorded for each candidate and record the new total,
  - (c) record the value of non-transferable votes and add that value to the previous non-transferable votes total, and
  - (d) compare:

- (i) the total number of votes then recorded for each candidate together with the total number of non-transferable votes, with
- (ii) the recorded total of valid first preference votes.

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

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

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

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

#### **STV50. Filling of last vacancies**

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

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

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

#### **STV51. Order of election of candidates**

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

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

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

votes and the surplus of the candidate who had the greatest number of votes at that stage shall be deemed to be the largest.

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

#### ~~FPP51. Equality of votes~~

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

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

#### ~~FPP52. Declaration of result for contested elections~~

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

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

~~FPP52.2 The returning officer is to make:~~

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

~~available on request.~~

#### STV52. Declaration of result for contested elections

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

- (a) declare the candidates who are deemed to be elected under Part 6 of these

- rules as elected,
- (b) give notice of the name of each candidate who he or she has declared elected:
  - (i) where the election is held under a proposed constitution pursuant to powers conferred on the [insert name] NHS Trust by section 33(4) of the 2006 Act, to the chair~~man~~ of the NHS Trust, or
  - (ii) in any other case, to the chair~~man~~ of the corporation, and
- (c) give public notice of the name of each candidate who he or she has declared elected.

STV52.2

The returning officer is to make:

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

available on request.

### 53. Declaration of result for uncontested elections

53.1

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

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

## PART 8: DISPOSAL OF DOCUMENTS

### 54. Sealing up of documents relating to the poll

54.1

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

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

and ensure that complete electronic copies of the internet voting records, telephone



voting records and text voting records created in accordance with rule 26 are held in a device suitable for the purpose of storage.

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

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

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

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

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

## **55. Delivery of documents**

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

## **56. Forwarding of documents received after close of the poll**

56.1 Where:

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

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

## **57. Retention and public inspection of documents**

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

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

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

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

58.1 The corporation may not allow:

- (a) the inspection of, or the opening of any sealed packet containing –
  - (i) any rejected ballot papers, including ballot papers rejected in part,
  - (ii) any rejected text voting records, including text voting records rejected in part,
  - (iii) any disqualified documents, or the list of disqualified documents,
  - (iv) any counted ballot papers, internet voting records, telephone voting records or text voting records, or
  - (v) the list of eligible voters, or
- (b) access to or the inspection of the complete electronic copies of the internet voting records, telephone voting records and text voting records created in accordance with rule 26 and held in a device suitable for the purpose of storage,

by any person without the consent of the board of directors of the corporation.

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

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

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

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

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

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

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

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

## PART 9: DEATH OF A CANDIDATE DURING A CONTESTED ELECTION

### ~~FPP59. Countermand or abandonment of poll on death of candidate~~

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

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

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

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

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

~~FPP59.5 The returning officer is to:~~

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

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

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

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

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

### STV59. Countermand or abandonment of poll on death of candidate

- STV59.1 If, at a contested election, proof is given to the returning officer's satisfaction before the result of the election is declared that one of the persons named or to be named as a candidate has died, then the returning officer is to:
- (a) publish a notice stating that the candidate has died, and
  - (b) proceed with the counting of the votes as if that candidate had been excluded from the count so that –
    - (i) ballot documents which only have a first preference recorded for the candidate that has died, and no preferences for any other candidates, are not to be counted, and
    - (ii) ballot documents which have preferences recorded for other candidates are to be counted according to the consecutive order of those preferences, passing over preferences marked for the candidate who has died.
- STV59.2 The ballot documents which have preferences recorded for the candidate who has died are to be sealed with the other counted ballot documents pursuant to rule 54.1(a).

## **PART 10: ELECTION EXPENSES AND PUBLICITY**

### *Election expenses*

#### **60. Election expenses**

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

#### **61. Expenses and payments by candidates**

- 61.1 A candidate may not incur any expenses or make a payment (of whatever nature) for the purposes of an election, other than expenses or payments that relate to:
- (a) personal expenses,
  - (b) travelling expenses, and expenses incurred while living away from home, and
  - (c) expenses for stationery, postage, telephone, internet (or any similar means of communication) and other petty expenses, to a limit of £100.

#### **62. Election expenses incurred by other persons**

- 62.1 No person may:
- (a) incur any expenses or make a payment (of whatever nature) for the purposes of a candidate's election, whether on that candidate's behalf or otherwise, or
  - (b) give a candidate or his or her family any money or property (whether as a gift, donation, loan, or otherwise) to meet or contribute to expenses incurred by or on behalf of the candidate for the purposes of an election.
- 62.2 Nothing in this rule is to prevent the corporation from incurring such expenses, and

making such payments, as it considers necessary pursuant to rules 63 and 64.

#### *Publicity*

### **63. Publicity about election by the corporation**

63.1 The corporation may:

- (a) compile and distribute such information about the candidates, and
- (b) organise and hold such meetings to enable the candidates to speak and respond to questions,

as it considers necessary.

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

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

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

### **64. Information about candidates for inclusion with voting information**

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

64.2 The information must consist of:

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

~~(c) — a photograph of the candidate.~~

### **65. Meaning of "for the purposes of an election"**

65.1 In this Part, the phrase "for the purposes of an election" means with a view to, or otherwise in connection with, promoting or procuring a candidate's election, including the prejudicing of another candidate's electoral prospects; and the phrase "for the purposes of a candidate's election" is to be construed accordingly.

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

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

##### **66. Application to question an election**

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

#### **PART 12: MISCELLANEOUS**

##### **67. Secrecy**

- 67.1 The following persons:

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

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

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

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

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

**68. Prohibition of disclosure of vote**

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

**69. Disqualification**

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

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

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

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

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

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

**ANNEX 5 – ADDITIONAL PROVISIONS – ~~BOARD OF GOVERNORS~~COUNCIL OF GOVERNORS**

**1. ~~Board of Governors~~Council of Governors: Terms of Office**

**1.1 A Governor:**

1.1.1 shall be elected or appointed for a term of 3 years;

1.1.2 shall be eligible for re-election or re-appointment at the end of that term but no Governor may hold office for more than nine years.;

1.1.3 shall cease to hold office if:

- (a) he ceases to be a Member of a Trust constituency or, in the case of an Appointed Governor, if the body which appointed him withdraws its appointment at any time;
- (b) his term of office is terminated in accordance with paragraph 3 below and/or he is disqualified from or is otherwise ineligible to hold office as a Governor; or

1.1.4 he resigns by notice in writing to the Trust.

1.2 Notwithstanding the provisions of paragraph 1.1.3(a) above, a Public Governor elected by a Public Constituency who ceases to be eligible to be a Member of that Public Constituency but who is eligible to be and forthwith becomes a Member of another Public Constituency shall not by virtue of paragraph 1.1.3(a) above cease to hold office but shall continue in office as Public Governor for the Constituency which elected him for the remainder of the term for which he was elected.

**2. ~~Board of Governors~~Council of Governors: Removal and Disqualification**

**2.1 A Governor shall not be eligible to become or continue in office as a Governor if:**

2.1.1 he ceases to be eligible to be a Member, save in the case of Appointed Governors;

2.1.2 in the case of an Appointed Governor, the appointing organisation withdraws its appointment of him;

2.1.3 any of the grounds contained in paragraph 14 of the Constitution apply to him;

2.1.4 he has within the preceding two years been lawfully dismissed otherwise than by reason of redundancy from any paid employment with a Health Service Body;

2.1.5 he is a person whose term of office as the chair or as a member or director of a Health Service Body has been terminated on the grounds that his continuance in office is no longer in the best interests of the health service, for non-attendance at meetings or for non-disclosure of a pecuniary interest;

2.1.6 he has had his name removed by a direction under Section 154 of the 2006 Act from any list prepared under Part 4 of that Act and has not subsequently had his name included in such a list;



- 2.1.7 he has failed to make, or has falsely made, any declaration as required to be made under Section 60 of the 2006 Act or has spoken or voted in a meeting on a matter in which they have direct or indirect pecuniary or non-pecuniary interest and he is judged to have acted so by a majority of not less than 75% of the ~~Board of Governors~~Council of Governors;
- 2.1.8 Monitor has exercised its powers to remove him as a Governor of the Trust or has suspended him from office or has disqualified him from holding office as a Governor of the Trust for a specified period or Monitor has exercised any of those powers in relation to him on any other occasion whether in relation to the Trust or some other NHS Foundation Trust;
- 2.1.9 he has received a written warning from the Trust for verbal and/or physical abuse towards Trust staff;
- 2.1.10 he has at any time been placed on the registers of Schedule 1 Offenders pursuant to the Sexual Offences Act 2003 (as amended) and/or the Children and Young Person's Act 1933 to 1969 (as amended);
- 2.1.11 he has within the preceding five years been convicted in the British Islands of any offence, and a sentence of imprisonment (whether suspended or not) for a period of three months or more (without the option of a fine) was imposed on him;
- 2.1.12 his term of office is terminated pursuant to paragraph 3 below;
- 2.1.13 he is a Member of a Staff Class and any professional registration relevant to his eligibility to be a Member of that Staff Class has been suspended for a continuous period of more than 6 months;
- 2.1.14 he is incapable by reason of mental disorder, illness or injury in managing and administering his property and/or affairs;
- 2.1.15 the relevant organisation which he represents ceases to exist;
- 2.1.16 he is a member of the UK Parliament;
- 2.1.17 he is a Director of the Trust or a director or a governor of another NHS Foundation Trust;
- 2.1.18 he is a member of a local authority overview and scrutiny committee; or
- 2.1.19 he has, within the preceding 2 years, been a chair~~man~~ or non-executive director of another Health Service Body.
- 2.2 Where a person has been elected or appointed to be a Governor and he becomes disqualified from that appointment he shall notify the Secretary in writing of such disqualification as soon as practicable and in any event within 14 days of first becoming aware of those matters which rendered him disqualified.
- 2.3 If it comes to the notice of the Trust that a Governor is disqualified, the Trust shall immediately declare him disqualified and shall give him notice in writing to that effect as soon as practicable.

- 2.4 Upon the giving of notice under paragraphs 2.2 and 2.3 above, that person's tenure of office as a Governor shall thereupon be terminated and he shall cease to be a Governor and his name shall be removed from the Register of Governors.

3. ~~Board of Governors~~Council of Governors: Termination of Tenure

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

- 3.1.1 by the Governor giving notice in writing to the Secretary of his resignation from office at any time during that term of office;
- 3.1.2 by the Trust if any grounds exist under paragraph 2 above;
- 3.1.3 by the ~~Board of Governors~~Council of Governors if he has failed to attend two consecutive meetings of the ~~Board of Governors~~Council of Governors unless within one month of the second meeting, the ~~Board of Governors~~Council of Governors is satisfied that:
- (a) the absence was due to reasonable cause; and
  - (b) the Governor will resume attendance at meetings of the ~~Board of Governors~~Council of Governors within such period as it considers reasonable.
- 3.1.4 if the ~~Board of Governors~~Council of Governors resolves to terminate his term of office for reasonable cause on the grounds that in the reasonable opinion of not less than 75% of the Governors present and voting at a meeting of the ~~Board of Governors~~Council of Governors convened for that purpose that his continuing as a Governor would or would be likely to:
- (a) prejudice the ability of the Trust to fulfil its principal purpose or of its purposes under this Constitution or otherwise to discharge its duties and functions; or
  - (b) prejudice the Trust's work with other persons or body with whom it is engaged or may be engaged in the provision of goods and services; or
  - (c) adversely affect public confidence in the goods and services provided by the Trust; or
  - (d) otherwise bring the Trust into disrepute or is detrimental to the interest of the Trust; or
  - (e) it would not be in the best interests of the Trust for that person to continue in office as a Governor; or
  - (f) the Governor is a vexatious or persistent litigant or complainant with regard to the Trust's affairs and his continuance in office would not be in the best interests of the Trust; or
  - (g) he has failed or refused to undertake and/or satisfactorily complete any training which the ~~Board of Governors~~Council of Governors has required him to undertake in his capacity as a Governor by a date six months from the date of his election or appointment; or

- (h) he has in his conduct as a Governor failed to comply in a material way with the values and principles of the National Health Service or the Trust, and the Constitution; or
- (i) he has committed a material breach of any code of conduct applicable to Governors of the Trust and/or the Governors standing orders.

3.2 Upon a Governor resigning under paragraph 3.1.1 above or upon the ~~Board of Governors~~Council of Governors resolving to terminate a Governor's tenure of office in accordance with the above provisions, that Governor shall cease to be a Governor and his name shall be forthwith removed from the Register of Governors.

3.3 The Standing Orders adopted by the ~~Board of Governors~~Council of Governors may contain provisions governing its procedure for termination under these provisions and for a Governor to appeal against the decision terminating his tenure of office.

3.4 A Governor who resigns or whose tenure of office is terminated under this paragraph 3 shall not be eligible to stand for re-election for a period of 3 years from the date of his resignation or removal from office or the date upon which any appeal against his removal from office is disposed of whichever is the later except by resolution carried by a majority of the ~~Board of Governors~~Council of Governors present and voting at a general meeting.

3.5 Where a Governor's membership of the ~~Board of Governors~~Council of Governors ceases for one of the reasons set out in paragraph 2 or paragraph 3, Elected Governors shall be replaced in accordance with paragraphs 4.1 to 4.4 below and, in the case of Appointed Governors, the Trust shall invite the relevant appointing body to appoint a new Governor to hold office for the remainder of the term of office in accordance with the processes referred to in Annex 3 within 30 days of the vacancy having arisen.

#### 4. Vacancies – Elected Governors

4.1 In the case of an Elected Governor, where a vacancy arises within 6 months of the election then the candidate who secured the next highest number of votes for that Constituency will be appointed.

4.2 If the vacancy arises during the last 6 months of office, the office will remain vacant until it is filled at the next scheduled election.

4.3 If a vacancy arises at any other time it will be filled by holding an election, in accordance with the Election Scheme.

4.4 No defect in the election or appointment of a Governor nor any deficiency in the composition of the ~~Board of Governors~~Council of Governors shall affect the validity of any act or decision of the ~~Board of Governors~~Council of Governors.

#### 5. ~~Board of Governors~~Council of Governors: Role

5.1 The ~~Board of Governors~~Council of Governors and each Governor shall act in the best interests of the Trust at all times and with proper regard to the provisions of the NHS Foundation Trust Code of Governance and any code of conduct for the ~~Board of Governors~~Council of Governors.

5.2 Subject to the requirement specified in paragraph 5.1 above, each Governor shall exercise his own skill and judgement in his conduct of the Trust's affairs and shall in his stewardship of the Trust's affairs bring as appropriate the perspective of the constituency or organisation by which he was elected or appointed, as the case may be.

5.3 Subject to the further provisions of this Constitution and without in any way derogating from them, the ~~Board of Governors~~Council of Governors shall;

5.3.1 assist the Board of Directors in setting the strategic direction of the Trust and targets for the Trust's performance and in monitoring the Trust's performance in terms of achieving those strategic aims and targets which have been set; and

5.3.2 monitor the activities of the Trust with the view to ensuring that they are being conducted in a manner consistent with this Constitution.

6. ~~Board of Governors~~Council of Governors: Meetings

6.1 The ~~Board of Governors~~Council of Governors shall hold not less than 4 general meetings each financial year.

6.2 All such meetings shall be open to the public unless the ~~Board of Governors~~Council of Governors resolves that the public be excluded from the meeting, whether for the whole or part of the proceedings, on the grounds that publicity would be prejudicial to the public interest or the interest of the Trust by reason of the confidential nature of the business to be transacted or for other special reasons stated in the resolution and arising from the nature of that business or the proceedings.

6.3 The ~~Board of Governors~~Council of Governors may appoint committees or sub-committees consisting of its members to advise and assist it in the discharge of its functions.

6.4 The ~~Board of Governors~~Council of Governors' Standing Orders, as may be varied from time to time, is to provide for further details of the practice and procedure at ~~Board of Governors~~Council of Governors meetings (including general meetings).

7. ~~Board of Governors~~Council of Governors: Declarations

7.1 A Member of a Public Constituency standing for election as Governor must make a declaration for the purposes of Section 60 of the 2006 Act in the form specified below stating the particulars of his qualification to vote as a Member and that he is not prevented from being a member of the ~~Board of Governors~~Council of Governors by virtue of any provisions of this Constitution.

7.2 The specified form of declaration shall be set out on the Nomination Form referred to in the Election Scheme and shall state as follows:

"I, the above named candidate, consent to my nomination and agree to stand for election to the ~~Board of Governors~~Council of Governors in the constituency indicated in Section One of this form. I also declare that I am a member in that constituency. I, the above named candidate, hereby declare that I am not:

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

- b. a person who has made a composition or arrangement with, or granted a trust deed for, his creditors and has not been discharged in respect of it
- c. a person who within the preceding 5 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 3 months (without the option of a fine) was imposed on him
- d. excluded by any other provision detailed within the Trust's constitution.

I confirm that, to the best of my knowledge, the information provided on (or in connection with) this form is accurate."

8. ~~Board of Governors~~Council of Governors: Vice Chair~~man~~

8.1 No person may serve as the Vice Chair~~man~~ for more than a total of six years.

8.2 A person appointed as the Vice Chair~~man~~ shall cease to be eligible to continue serving as the Vice Chair~~man~~ if he ceases to be a Governor or Member and the Vice Chair~~man~~'s term of office may be terminated by a majority of not less than 75% of the Governors present and voting at a meeting of the ~~Board of Governors~~Council of Governors.

9. ~~Board of Governors~~Council of Governors: Appointment of Senior Independent Director

9.1 A majority of the Governors shall at a general meeting of the ~~Board of Governors~~Council of Governors appoint one of the Non-Executive Directors to be the Senior Independent Director for a term of three years. The Senior Independent Director shall be eligible for re-appointment at the end of that term but may not serve as Senior Independent Director for more than a total of six years.

9.2 The Senior Independent Director shall be available to Members and Governors if they have concerns which contact through the normal channels of the Chair~~man~~, Chief Executive or Finance Director has failed to resolve or for which such contact is inappropriate.

9.3 A person appointed as the Senior Independent Director shall cease to be eligible to continue serving as the Senior Independent Director if he ceases to be a Non-Executive Director and the Senior Independent Director's term of office may be terminated by a majority of not less than 75% of the Governors present and voting at a meeting of the ~~Board of Governors~~Council of Governors.

## **ANNEX 6 – FURTHER PROVISIONS**

### **1. Eligibility for Membership**

It is the responsibility of Members to ensure their eligibility and not the Trust, but if the Trust is on notice that a Member may be disqualified from Membership, the Trust shall carry out all reasonable enquiries to establish if this is the case.

### **2. Public Constituency**

2.1 For the purposes of determining whether an individual lives in an area specified as an area for Public Constituency, an individual shall be deemed to do so if:

2.1.1 his name appears on the electoral roll at an address within the said area and the Trust has no reasonable cause to conclude that the individual is not living at that address; or

2.1.2 the Trust is otherwise satisfied that the individual lives in the said area.

2.2 An individual who is a Member of the Public Constituency shall cease to be eligible to continue as a Member if he ceases to live in the area of the Public Constituency of which he is a Member save as may otherwise be provided in this paragraph 2.

2.3 Where a Member of a Public Constituency ceases to live permanently in the area of the Public Constituency of which he is a Member he shall forthwith advise the Trust that he is no longer eligible to continue as a Member and the Trust shall forthwith remove his name from the Register of Members unless the Trust is satisfied that the individual concerned lives in some other area of a Public Constituency of the Trust. Where the Trust is satisfied that such an individual continues to live in the area of a Public Constituency of the Trust it shall, if the individual so requests, thereafter treat that individual as a Member of that other Public Constituency and amend the Register of Members accordingly provided the Trust has given that individual not less than 14 days' notice of its intention to do so.

2.4 Where a Member ceases to live temporarily in the area of the Public Constituency of which he is a Member, the Trust may permit that individual nonetheless to remain on the Register of Members for that Public Constituency if it is for good cause satisfied that the absence is of a temporary duration only and that the Member will either return to live in the area of that Public Constituency of which he is a Member or will live in some other part of the area of the Trust in which case the provisions of paragraph 2.1 shall apply as appropriate.

### **3. Staff Constituency**

3.1 A Member of a Staff Class will cease to be eligible to be a Member of that Staff Class if they no longer meet the eligibility requirements of paragraph 7 of the Constitution and of Annex 2.

3.2 Where an individual is a Member by virtue of their eligibility to be a Member of a Staff Class and they cease to be eligible for Membership of that Staff Class but are eligible for Membership of some other Staff Class then the Trust may give notice to that Member of its intention to transfer him to that other Staff Class on the expiration of a period of time or upon a date specified in the said notice and shall

after the expiration of that notice or date amend the Register of Members accordingly.

#### 4. Membership Termination of Tenure

##### 4.1 A Member shall cease to be a Member if:-

- 4.1.1 they cease to be entitled under this Constitution to be a Member of any of the Public Constituencies or one of the classes of the Staff Constituency;
- 4.1.2 they resign by notice in writing to the Secretary;
- 4.1.3 they die;
- 4.1.4 they are expelled under this Constitution;
- 4.1.5 if it appears to the Secretary that they no longer wish to be involved in the affairs of the Trust as a Member, and after enquiries made in accordance with a process approved by the ~~Board of Governors~~Council of Governors they fail to establish that they have a continuing wish to be involved in the affairs of the Trust as a Member.

#### 5. Board of Directors: Disqualification

##### 5.1 In addition to the grounds of disqualification set out in paragraph 28 of the Constitution, a person may also not be or continue as a Director of the Trust if:

- 5.1.1 in the case of a Non-Executive Director, he no longer satisfies the relevant requirements for appointment;
- 5.1.2 he is a person whose tenure of office as a chair~~man~~ or as a director of a Health Service Body has been terminated on the grounds that his appointment is not in the interests of public service, or for non-disclosure of a pecuniary interest;
- 5.1.3 he has within the preceding two years been dismissed, otherwise than by reason of redundancy, by the coming to an end of fixed term contract or through ill health, from any paid employment with a Health Service Body;
- 5.1.4 information revealed by a ~~Criminal Records Bureau~~DBS check is such that it would be inappropriate for him to become or continue as a Director on the grounds that this would adversely affect public confidence in the Trust or otherwise bring the Trust into disrepute;
- 5.1.5 in the case of an Executive Director, he is no longer employed by the Trust;
- 5.1.6 he is a person who has had their name removed by a Direction under Section 154 of the 2006 Act from any list prepared under Part 4 of that Act, and have not subsequently had their name included on such a list;
- ~~5.1.7 he is an executive or non-executive director of another NHS Foundation Trust, or a governor, non-executive director, Chair, Chief Executive Officer or executive director or equivalent of another body whose business includes the provision or commissioning of goods and services for the purposes of the health service within the area of the Trust.~~

~~5.1.8~~5.1.7 he is a member of a local authority's overview and scrutiny committee;

~~5.1.9~~5.1.8 he is the subject of a disqualification order made under the Company Directors' Disqualifications Act 1986;

~~5.1.10~~5.1.9 he has failed or refused to undertake any training which the Board of Directors requires all Directors to undertake;

~~5.1.11~~5.1.10 he has failed to sign and deliver to the Secretary in the form required by the Board of Directors confirmation that he accepts the ~~T~~rust's Standards of Business Conduct Policy;

~~5.1.12~~5.1.11 he/she is a partner or spouse of an existing Director.

## 6. Non-Executive Directors: Terms of Office

6.1 Subject to paragraph 6.2, a Non-Executive Director shall be appointed by the ~~Board of Governors~~Council of Governors for a term of 3 years.

6.2 The ~~Board of Governors~~Council of Governors may, prior to the expiry of the term referred to in paragraph 6.1, extend the term of office of a Non-Executive Director by a period not exceeding ~~2~~-three years if it considers such an extension is in the best interests of the Trust.

6.3 Prior to extending any term of office under paragraph 6.2, the ~~Board of Governors~~Council of Governors shall consult the Directors and may seek advice from the Appointments and Remuneration Committee.

## 7. Governors and Directors: Communication and Conflict

### 7.1 Summary

This paragraph 7 describes the processes intended to ensure a successful and constructive relationship between the ~~Board of Governors~~Council of Governors and the Board of Directors. It emphasises the importance of informal and formal communication, and confirms the formal arrangements for communication within the Trust. It suggests an approach to informal communications, and sets out the formal arrangements for resolving conflicts between the ~~Board of Governors~~Council of Governors and the Board of Directors.

### 7.2 Informal Communications

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

7.2.2 The Chair~~man~~ shall use his reasonable endeavours to encourage effective informal methods of communication including:

- (a) participation of the Board of Directors in the induction, orientation and training of Governors;
- (b) development of special interest relationships between Non-Executive Directors and Governors;



- (c) discussions between Governors and the Chair~~man~~ and/or the Chief Executive and/or Directors through the office of the Secretary;
- (d) involvement in Membership recruitment and briefing at public events organised by the Trust.

### 7.3 Formal Communication

- 7.3.1 Some aspects of formal communication are defined by the constitutional roles and responsibilities of the ~~Board of Governors~~Council of Governors and the Board of Directors respectively.
- 7.3.2 Formal communications initiated by the ~~Board of Governors~~Council of Governors and intended for the Board of Directors will be conducted as follows:
  - (a) specific requests by the ~~Board of Governors~~Council of Governors will be made through the Chair~~man~~ to the Board of Directors;
  - (b) any Governor has the right to raise specific issues to be put to the Board of Directors at a duly constituted meeting of the ~~Board of Governors~~Council of Governors through the Chair~~man~~. In the event of disagreement, two thirds of the Governors present must approve the request. The Chair~~man~~ will raise the matter with the Board of Directors and provide the response to the ~~Board of Governors~~Council of Governors;
  - (c) joint meetings will take place as and when appropriate between the ~~Board of Governors~~Council of Governors and the Board of Directors.
- 7.3.3 The Board of Directors may request the Chair~~man~~ to seek the views of the ~~Board of Governors~~Council of Governors on such matters as the Board of Directors may from time to time determine.
- 7.3.4 Communications initiated by the Board of Directors and intended for the ~~Board of Governors~~Council of Governors will be conducted as follows:
  - (a) request the Chairman to seek the view of the ~~Board of Governors~~Council of Governors on the Board of Directors' proposals for the Strategic Direction and the Annual Plan;
  - (b) presentation and approval of annual accounts, annual report and auditor's report;
  - (c) request the Chair~~man~~ to seek the view of the ~~Board of Governors~~Council of Governors on the Board of Directors' proposals for developments;
  - (d) request the Chair~~man~~ to seek the view of the ~~Board of Governors~~Council of Governors on Trust Performance;
  - (e) request the Chair~~man~~ to seek the view of the ~~Board of Governors~~Council of Governors for involvement in service reviews and evaluation;

- (f) request the ~~Board of Governors~~Council of Governors to seek views of the Membership on proposed changes, plans and developments.
- 7.3.5 Formal communications will normally be conducted as follows:
- (a) attendance by the Board of Directors at a meeting of the ~~Board of Governors~~Council of Governors;
  - (b) formal reports or presentation by Executive Directors to a meeting of the ~~Board of Governors~~Council of Governors;
  - (c) inclusion of minutes for information on the Agenda of a meeting of the ~~Board of Governors~~Council of Governors;
  - (d) reporting the views of the ~~Board of Governors~~Council of Governors to the Board of Directors through the Chair~~man~~ or Vice-Chair~~man~~;
  - (e) Governors attend meetings in public of the Board of Directors as observers.
- 7.3.6 Wherever possible and practical, written communications will be conducted by e-mail.
- 7.4 Resolving Conflict
- 7.4.1 The ~~Board of Governors~~Council of Governors and the Board of Directors must be committed to developing and maintaining a constructive and positive relationship. The aim at all times is to resolve any potential or actual differences of view quickly, through discussion and negotiation.
- 7.4.2 If as the first step, the informal efforts the Chairman do not achieve resolution of a disagreement or a conflict, the Chairman will follow the process described in paragraph 7.4.3 below. The aim is to resolve the matter at the first available opportunity, and only to escalate to the next step if the step taken fails to achieve resolution.
- 7.4.3 In the event of a conflict between the ~~Board of Governors~~Council of Governors and Board of Directors, the following action will be taken, in the sequence shown:
- (a) the Chair~~man~~ will call a Resolution Meeting of the members of the ~~Board of Governors~~Council of Governors and Board of Directors, to take place as soon as possible, but no later than twenty working days following the date of the request. The meeting must comprise of two thirds of the Membership of the ~~Board of Governors~~Council of Governors and two thirds of the membership of the Board of Directors. The meeting will be held in private. The Agenda and any papers for the meeting issued in accordance with the Standing Orders of the ~~Board of Governors~~Council of Governors. The aim of the meeting will be to achieve resolution of the conflict. The Chair~~man~~ will have the right to appoint an independent facilitator to assist the process. Every effort must be made to reach agreement;
  - (b) if a Resolution Meeting of the members of the ~~Board of Governors~~Council of Governors and Board of Directors fails to

resolve a conflict, the Board of Directors will decide the disputed matter;

- (c) if, following the formal Resolution Meeting, and the decision of the Board of Directors, the ~~Board of Governors~~Council of Governors considers that implementation of the decision will result in the Trust failing to comply with its Constitution, the ~~Board of Governors~~Council of Governors will refer the specific issue of non-compliance to Monitor.

7.4.4 The right to call a Resolution Meeting rests with the following, in the sequence of escalation shown:

- (a) the Chair~~man~~;
- (b) the Chief Executive;
- (c) two thirds of the members of the ~~Board of Governors~~Council of Governors;
- (d) two thirds of the members of the Board of Directors.

## 8. Indemnity

Members of the ~~Board of Governors~~Council of Governors and Board of Directors who act honestly and in good faith will not have to meet out of their personal resources any personal civil liability which is incurred in the execution or purported execution of their Board functions, save where they have acted recklessly. Any reasonable costs arising in this way will be met by the Trust and the Trust shall have the power to purchase suitable insurance or make appropriate arrangements with the National Health Service Litigation Special Health Authority to cover such costs.

## 9. Validity of Actions

No defect or deficiency in the appointment or composition of the ~~Board of Governors~~Council of Governors or the Board of Directors shall affect the validity of any action taken by them.

## 10. Registers

10.1 The Secretary shall be responsible for compiling and maintaining the Registers. Removal from any Register shall be in accordance with the provisions of this Constitution. The Secretary shall update the registers with new or amended information as soon as is practical and in any event within 14 days.

### 10.2 Register of Members

10.2.1 Members must complete and sign an application in the form prescribed by the Secretary; and

10.2.2 the Secretary shall maintain the Register in two parts. Part 1 shall include the name of each Member and the Constituency or class to which they belong and shall be open to inspection by the public in accordance with paragraph 34 of this Constitution. Part 2 shall contain all the information from the individual's application form and shall not be open to inspection by the public nor may copies or extracts from it be made available to any third

party. Notwithstanding this provision, the Trust shall extract such information as it needs in aggregate to satisfy itself that the actual Membership of the Trust is representative of those eligible for Membership.

10.3 Register of Members of the ~~Board of Governors~~Council of Governors

The Register shall list the names of members of the ~~Board of Governors~~Council of Governors, their category of Membership of the Board (public, staff or organisation represented) and an address through which they may be contacted which may be the Secretary.

10.4 Register of Interests of the Members of the ~~Board of Governors~~Council of Governors

Each member of the ~~Board of Governors~~Council of Governors shall complete and sign a form as prescribed by the Secretary setting out interests to be declared in accordance with the Standing Orders and the register shall contain the names of all members of the ~~Board of Governors~~Council of Governors and any interests declared including no interests.

10.5 Register of Directors

The Register shall list the names of Members of the Board of Directors, their capacity on the Board and an address through which they may be contacted which may be the Secretary.

10.6 Register of Interests of Directors

Each Member of the Board of Directors shall complete and sign a form as prescribed by the Secretary setting out any interests to be declared in accordance with the Standing Orders for the Board of Directors and the Register shall contain the names of all members of the Board of Directors and any interests declared including no interests.

11. Auditor

11.1 A person may only be appointed auditor if he (or in the case of a firm each of its members) is a member of one or more of the following bodies:

11.1.1 the bodies mentioned in section 3(7)(a) to (e) of the Audit Commission Act 1998; or

11.1.2 any other body of accountants established in the United Kingdom and approved by Monitor.

12. Accounts

12.1 The following documents will be made available to the Comptroller and Auditor General for examination at his request:

12.1.1 the accounts;

12.1.2 any records relating to them; and

12.1.3 any report of the auditor on them.

- 12.2 In preparing its annual accounts, the Trust is to comply with any directions given by Monitor with the approval of the Treasury as to:
  - 12.2.1 the methods and principles according to which the accounts are to be prepared; and
  - 12.2.2 the information to be given in the accounts.
- 12.3 The Trust must:
  - 12.3.1 lay a copy of the annual accounts, and any report of the auditor on them, before Parliament; and
  - 12.3.2 once it has done so, send copies of those documents to Monitor.
- 12.4 Annual reports and forward plans
  - 12.4.1 The annual report submitted by the Trust to Monitor in accordance with paragraph 39.1 is to give:
    - (a) information on any steps taken by the Trust to secure that (taken as a whole) the actual Membership of its public constituencies is representative of those eligible for such Membership; and
    - (b) any other information Monitor requires.
  - 12.4.2 The Trust is to comply with any decision Monitor makes as to:
  - 12.4.3 the form of the reports;
  - 12.4.4 when the reports are to be sent to it; and
  - 12.4.5 the periods to which the reports are to relate.

## ANNEX 7 – ANNUAL MEMBERS MEETING

### 1. ANNUAL MEMBERS MEETING

- 1.1 The Trust shall publicise and hold an annual meeting of its members ('Annual Members' Meeting') prior to 30 September each year
- 1.2 The following documents are to be presented to the members and governors of the Trust at the Annual Members Meeting by at least one member of the Board of Directors in attendance.
  - 1.2.1 the annual accounts;
  - 1.2.2 any report of the auditor on them; and
  - 1.2.3 the annual report.

### 2. ADMISSION OF THE PUBLIC AND PRESS

- 2.1 Members, the public and representatives of the press shall be afforded facilities to attend the annual members meeting.
- 2.2 The Chair~~man~~ (or Deputy Chair~~man~~) shall give such directions as he thinks fit in regard to the arrangements for meetings and accommodation of members, the public and representatives of the press such as to ensure that business shall be conducted without interruption and disruption.
- 2.3 Members, the public or representatives of the press are not permitted to record proceedings in any manner unless with the express prior agreement of the Chair~~man~~ (or Deputy Chair~~man~~). Where permission has been granted, the Chair~~man~~ (or Deputy Chair~~man~~) retains the right to give directions to halt recording of proceedings at any point during the meeting. For the avoidance of doubt, "recording" refers to any audio or visual recording, including still photography.

### 3. CHAIR~~MAN~~

- 3.1 The Chair~~man~~, if present, shall preside at the annual members meeting. If the Chair~~man~~ is absent from the meeting the Deputy Chair~~man~~ shall preside.
- 3.2 If the Chair~~man~~ is absent from a meeting temporarily on the grounds of a declared conflict of interest the Deputy Chair~~man~~, if present, shall preside.

### 4. NOTICE OF MEETING

- 4.1 The Secretary shall give at least fourteen days written notice of the date and place of the annual members meeting to all Governors. Notice will also be published in communications to Trust members and on the Trust's website. The notice of the meeting will specify the business proposed to be transacted at it, and will be signed by the Chair~~man~~ or Secretary.
- 4.2 Lack of service of the notice on any Governor shall not affect the validity of a meeting.

- 4.3 Before the annual members meeting, a notice of the meeting, specifying the business proposed to be transacted at it, and signed by the Chair~~man~~ or by an officer of the Trust authorised by the Chair~~man~~ to sign on his behalf shall be placed on the Trust's website and shall be delivered to every Governor, or sent by post to the usual place of residence of such Governor, so as to be available to him at least three clear days before the meeting.

## 5. PRESENTATION OF THE ANNUAL ACCOUNTS AND REPORTS

- 5.1 The following documents are to 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.
- 5.1.1 the annual accounts;
  - 5.1.2 any report of the auditor on them; and
  - 5.1.3 the annual report.

## 6. AMENDMENT OF THE CONSTITUTION

- 6.1 Where an amendment is made to the Constitution in relation the powers or duties of the ~~Board of Governors~~Council of Governors (or otherwise with respect to the role that the ~~Board of Governors~~Council of Governors has as part of the ~~Trust~~):
- 6.1.1 At least one member of the ~~Board of Governors~~Council of Governors must attend the next Annual Members' Meeting and present the amendment, and
  - 6.1.2 The ~~Trust~~ must give the members an opportunity to vote on whether they approve the amendment.
- 6.2 If more than half of the members present and 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.

## 7. QUORUM

- 7.1 20 members of the Trust, excluding Directors and governors of the Trust.
- 7.2 Where the annual members meeting is combined with a ~~Board of Governors~~Council of Governors meeting for the purpose of received the annual accounts and reports, the quorum of the ~~Board of Governors~~Council of Governors shall also apply.

## 8. VOTING

- 8.1 Every question at a meeting will be determined by a majority of the votes of the members present and voting on the question and, in the case of an equality of votes, the person presiding shall have a second or casting vote.
- 8.2 As members, governors may vote at the annual members meeting except where the matter under consideration is a Constitution amendment regarding the powers or duties of the ~~Board of Governors~~Council of Governors (or otherwise

with respect to the role that the ~~Board of Governors~~Council of Governors has as part of the Trust).

- 8.3 With the exception of the Chair~~man~~, Directors may not vote at the annual members meeting.
- 8.4 All questions put to the vote shall, at the discretion of the Chair~~man~~, be determined by oral expression or by a show of hands. A paper ballot may also be used if a majority of the members present so request.
- 8.5 If a majority of the members present so request, the voting (other than by paper ballot) on any question may be recorded to show how each member present voted or abstained.
- 8.6 If a member so requests, his vote shall be recorded by name upon any vote (other than by paper ballot).
- 8.7 In no circumstances may an absent member vote by proxy. Absence is defined as being absent at the time of the vote.

#### 9. MINUTES

- 9.1 The names of Governors, Directors and Members present at the meeting shall be recorded.
- 9.2 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.
- 9.3 No discussion shall take place upon the minutes except upon their accuracy or where the Chair~~man~~ considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at the next meeting.
- 9.4 Minutes shall be made available to the public.

#### 10. AGENDA

- 10.1 A governor or member desiring a matter to be included on an agenda shall make his request in writing to the Chair~~man~~ at least ten clear days before the meeting is notified to Governors and members. Requests made less than ten days before a meeting is notified to Governors may be included on the agenda at the discretion of the Chair~~man~~.

#### 11. MOTIONS

- 11.1 A Governor or member of the Trust desiring to move or amend a motion shall send a written notice thereof at least ten clear days before the meeting is notified to Governors to the Chair~~man~~, who shall insert in the agenda for the meeting all notices so received subject to the notice being permissible under the appropriate regulations. This paragraph shall not prevent any motion being moved without notice during the meeting, on any business mentioned on the agenda.
- 11.2 A motion or amendment once moved and seconded may be withdrawn by the proposer with the concurrence of the seconder and the consent of the Chair~~man~~.



- 11.3 The mover of a motion shall have a right of reply at the close of any discussion on the motion or any amendment thereto.
- 11.4 When a motion is under discussion or immediately prior to discussion it shall be open to a Governor or member to move:
- (i) An amendment to the motion.
  - (ii) The adjournment of the discussion or the meeting.
  - (iii) The appointment of an ad hoc committee to deal with a specific item of business.
  - (iv) That the meeting proceed to the next business.\*
  - (v) That the motion be now put to a vote.\*

In the case of sub-paragraphs denoted by \* above, to ensure objectivity motions may only be put by a Governor who has not previously taken part in the debate.

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

## 12. **CHAIRMAN'S RULING**

- 12.1 Statements of Governors and members shall be relevant to the matter under discussion at the material time and the decision of the Chairman of the meeting on questions of order, relevancy, regularity and any other matters shall be observed at the meeting.



**Doncaster and Bassetlaw  
Teaching Hospitals**  
NHS Foundation Trust

<b>Title</b>	<b>Appointment of Non-executive Directors</b>		
<b>Report to</b>	<b>Board of Governors</b>	<b>Date</b>	<b>31 January 2018</b>
<b>Author</b>	<b>Matthew Kane, Trust Board Secretary</b>		
<b>Purpose</b>		Tick one as appropriate	
	Decision	x	
	Assurance		
	Information		

**Executive summary containing key messages and issues**

The Trust embarked upon a recruitment exercise for one generic and one clinical non-executive director in Autumn 2017 which included letters to over 100 organisations in Bassetlaw and Doncaster, capacity building sessions featuring directors and guest speakers as well as more traditional methods.

The exercise yielded 39 applications for the two roles with three candidates eventually shortlisted for the clinical role and nine for the generic role. A shortlisting exercise was carried out by the Appointments and Remuneration Committee using an objective scoring process with all personal details and protected characteristics redacted in order to reduce the risk of unconscious bias.

The Committee interviewed on 19 and 22 January 2018 with advice from the Chief Executive and assistance from an advisory panel comprising the Deputy Chief Executive and Chief Operating Officer and the non-executive Chair of Finance and Performance Committee. Recruitment training for governors was carried out by NHS Providers prior to the shortlisting process.

In order to achieve a suitably balanced and trained panel for the interview process, the Committee agreed to co-opt Hazel Brand on to the Committee in line with its terms of reference. This is required to be ratified by the Board of Governors.

Following the interview process, the Committee is recommending the appointment of Pat Drake (clinical) and Kath Smart (generic) for an initial three year term with effect from 1 April 2018 in line with the 2014 terms and conditions for non-executives and subject to the usual Fit and Proper Person checks.

Pat Drake is currently the Deputy Chair at Yorkshire Ambulance Service NHS Trust where she chairs the Quality Committee and is a member of the Finance and Investment and Audit Committees. Her most recent clinical experience was as Assistant Chief Nurse at Bradford Teaching Hospitals NHS Foundation Trust. She is a specialist advisor for the CQC and Justice of the Peace.

Kath Smart is currently non-executive director at Rotherham, Doncaster and South Humberside (RDaSH) NHS Foundation Trust where she is the chair of the Audit Committee. She has previously been an executive director of performance at Hull and Wakefield primary care trusts. She is a qualified accountant and sits as a co-opted member on Doncaster Council's audit committee as well as on the board of a social housing provider.

The clinical role was due to start on 1 February. However, as Pat Drake has indicated commitments in February and March, notably an impending CQC inspection, she has asked to join the Trust from 1 April. This has a number of benefits as it will allow the Trust to carry out joint-induction which is both more efficient and allows the new recruits to learn the Trust together in the early stages.

In order to provide continuity in clinical challenge on the Board, and subject to her agreement, Governors are asked to approve an extension to Ruth Allarton's term of office as associate non-executive director (clinical) until 31 March 2018.

#### **Key questions posed by the report**

Governors are asked to make three decisions which are set out below.

#### **How this report contributes to the delivery of the strategic objectives**

A key part of the non-executive director's role on the Board is strategy development.

#### **How this report impacts on current risks or highlights new risks**

The report mitigates risks around not having in place a balanced recruitment panel and not ensuring continuity in clinical challenge by independent non-executives.

#### **Recommendation(s) and next steps**

Board of Governors is asked to:

- (1) Retrospectively approve the involvement of Hazel Brand in the Appointments and Remuneration Committee for the purposes of the NED recruitment process.

(2) Appoint Pat Drake and Kath Smart as non-executive directors for an initial three year term with effect from 1 April 2018 in line with the 2014 terms and conditions for non-executives and subject to the usual Fit and Proper Person checks.

(3) Approve an extension to Ruth Allarton's term of office as associate non-executive director (clinical) until 31 March 2018 on the same terms and conditions as current.

## SUMMARY OF ISSUES COVERED AT HEALTH & YOUNG PEOPLE COMMITTEE, 12 DECEMBER 2017

No	Item	Action
1.	<p><b>Safeguarding Update</b></p> <p>The 2016/2017 Safeguarding Annual Report was presented and a new structure for safeguarding was in place, led by Elizabeth Boyle. Staff had been fully trained and we discussed whether governors would benefit from attending the Level 2 training. Local Safeguarding Boards were to end; this would follow the publication of national guidelines for safeguarding children. It was queried whether Governors would be subject to the same CRB requirements as volunteers. A CRB check would only be required if the Governors were unsupervised in an enclosed area.</p>	To note, with actions.
2	<p><b>Paediatric Update</b></p> <p>The school on the Bassetlaw site had closed as the paediatric unit at Bassetlaw was now a day unit and children were not at the hospital longer than a day. Although the school was no longer running teachers were still coming in and working with children at the bedside, play leaders at Bassetlaw were also still in place. We asked for an update on the closure of Bassetlaw Children's ward on an evening; recruitment had taken place and nurse recruitment had improved but the Trust was still short on medical cover.</p>	To note.
3	<p><b>Ward QAT</b></p> <p>The QAT tool was being developed. The Committee discussed the Governor Ward Sponsor role in the context of the Children's Ward at DRI; this would be welcomed by the ward.</p>	MK
4	<p><b>Feedback from Play Area visit – 17 October 2017</b></p> <p>The Chair would raise concerns about the children's waiting areas through the Trust Board Secretary. Mike Addenbrooke was escalating the Committees concerns about the play area via the next PEEC meeting.</p>	MY/MK

<b>5</b>	<p><b>Catering</b></p> <p>The Committee heard negative reports on the quality and variety of the hot food provision when it had been available. Staff did not have time in their lunch break to walk to the East Ward Block dining room, get a meal and walk back and this had raised significant concern. The Chair and Mike Addenbrooke undertook to escalate the matter to the Director of Facilities &amp; Estates.</p>	MY/MA

## SUMMARY OF ISSUES COVERED AT AGENDA PLANNING COMMITTEE, 18 DECEMBER

No	Item	Action
1.	<p data-bbox="409 308 994 339"><b>Making the Most of the Board of Governors</b></p> <p data-bbox="409 387 1592 419">The following changes to the structure and format of the Board of Governors were agreed:</p> <ul data-bbox="409 467 1686 1281" style="list-style-type: none"> <li data-bbox="409 467 1653 499">• Starting the meeting half-an-hour earlier, at 5.30pm, with a view to finishing at 7.30pm.</li> <li data-bbox="409 547 1686 691">• Moving the meetings into Rooms 1 and 2 of the Education Centre and adopting the ‘carousel’ format of round tables with one executive and one non-executive director sat on each table. Additional microphones had been procured to support this new way of working.</li> <li data-bbox="409 738 1686 1010">• A revised agenda format with external speakers and items that engage governors front-loaded on the agenda when the Board of Governors is at its most energised and items for noting, minutes and action lists at the end. Clear time limits would be given for each of these items (15 minutes including questions) to keep everyone focused. In order to maximise engagement in the Finance and Performance items, and the Chair and CEO’s reports, it was proposed that these reports be illustrated through graphical, large-text presentations as well as the paper based reports.</li> <li data-bbox="409 1058 1686 1121">• Inviting the chairs of the relevant governor committees to produce a chair’s log setting out the key issues arising from their committee’s work that quarter.</li> <li data-bbox="409 1169 1686 1281">• Reducing the amount of paper printed for items ‘to note’ by placing electronic links to Board of Directors and Board of Governors’ committee minutes on the agenda. Hard copies will be made available on request.</li> </ul>	<p data-bbox="1709 308 2058 371">MK for piloting at BOG on 31 January 2018</p>

**SUMMARY OF ISSUES COVERED AT APPOINTMENTS AND REMUNERATION COMMITTEE HELD ON 27 NOVEMBER AND 18 DECEMBER 2017 AND 19 JANUARY 2018**

No	Item	Action
1.	<p><b>Appointment of Non-executive Directors</b></p> <p>The meetings on 27 November, 18 December and 19 January concerned the process for the appointment of two non-executive directors, including one with relevant clinical experience.</p> <p>The meeting on 27 November agreed that the Committee would shortlist and that a suitably trained and balanced panel would undertake the interviews, supported by an advisory panel.</p> <p>The Committee also recommended a change to its terms of reference for agreement by the Board of Governors:</p> <p style="padding-left: 40px;"><b>Before involvement in recruitment and selection processes for non-executives, governors must have undertaken relevant training and been subject to an annual refresh where appropriate.</b></p> <p>The meeting on 18 December undertook the shortlisting and the meeting on the 19 January (adjourned to 22 January) undertook the interviews.</p> <p>Further details are contained on another paper on this agenda.</p>	<p>MA to present to Board of Governors, 31 January 2018</p>



**Minutes of the meeting of the Board of Governors held on  
Thursday 26 October 2017  
In the Education Centre, DRI, Doncaster, DN2 5LT**

	<b>Present:</b>	<b>Apologies:</b>
Chair	Suzy Brain England	
Public Governors	Peter Abell Mike Addenbrooke Phillip Beavers Shelley Brailsford Hazel Brand Anwar Choudhry David Cuckson Andrina Hardcastle Nicola Hogarth Griff Jones Lynne Logan Bev Marshall Brenda Maslen David Northwood Mark Bright Susan Overend Liz Staveley-Churton George Webb Maureen Young	Sharon Cook Eddie Dobbs
Staff Governors	Duncan Carratt Vivek Desai Lynn Goy Roy Underwood	Karl Bower Lorraine Robinson
Partner Governors	Ruth Allarton Ainsley MacDonnell Dr Victoria McGregor- Riley Clive Tattley	Oliver Bandmann Anthony Fitzgerald Cllr Susan Shaw  Dr Rupert Suckling
In Attendance:	Alan Armstrong Karen Barnard  Moira Hardy  Kirsty Edmondson-	Non-executive Director Director of People & Organisational Development Acting Director of Nursing, Midwifery and Quality Director of Estates and Facilities

Jones	
Matthew Kane	Trust Board Secretary
Simon Marsh	Chief Information Officer
Richard Parker	Chief Executive
John Parker	Non-executive Director
Linn Phipps	Non-executive Director
David Purdue	Chief Operating Officer
Marie Purdue	Acting Director of Strategy & Improvement
Neil Rhodes	
Jon Sargeant	Non-executive Director
	Director of Finance
Emma Shaheen	Head of Communications and Engagement
Sewa Singh	Medical Director
	Corporate Governance Officer
Kate Sullivan	Sodexo
Peter Scargill	Sodexo
Donna Lee	Sodexo
Professor Rob Coleman	University of Sheffield

Apologies: Philippe Serna Non-executive Director

## Action

### Welcome and apologies

**17/10/1** The Chair welcomed those present to the meeting and apologies recorded above were noted.

The Chair welcomed new governors, Griff Jones and Dr Victoria McGregor-Riley, to the meeting.

### Declaration of governors' interests

**17/10/2** No changes to registers of interest were reported. No matters of conflict of interest were declared.

### Catering Provision at the Trust

**17/10/3** Governors considered a presentation from Kirsty Edmondson-Jones, Director of Estates & Facilities, on the Trust's catering services provider. Representatives from the new catering provider, Sodexo, were present at the meeting. The presentation outlined the key features of the provision.

**17/10/4** Neil Rhodes, Chair of F&P had been involved in the tendering process and had undertaken detailed reviews of the contract. He had sought assurance during the process that the outsourcing would solve key issues including an improvement to patient experience, delivery of savings and that it would impact positively on staff currently employed in the catering function. Internal Audit had quality assured the contract and this had provided invaluable assurance, as they had made several contract recommendations all of which had been incorporated in the final contract.

- 17/10/5** The Trust had also undertaken a contract page turning exercise with Capsticks Solicitors who had noted the quality, diligence and hard work undertaken. The final contract and internal audit reports had been taken through the Finance and Performance Committee which had concluded that the contract delivered improved quality, was fair to staff, and would also deliver a capital infrastructure refresh and useful savings.
- 17/10/6** In response to a question raised by Maureen Young about provision for staff meals at the west end of the site, particularly the time it would take people to walk to the main dining room and back, the Director of Estates provided a summary of key changes that would benefit all staff including an app for electronic devices that would enable staff to pre-order meals, use multiple till points and increased payment methods which would make purchasing food quicker. The Trust would ensure coffee shops on that part of the site would have an improved offer including hot meals.
- 17/10/7** In response to a query from Duncan Carratt about how the space previously occupied by Silks restaurant would be utilised it was noted that a number of services were keen to use the space and that all requests for the space would go through Management Board for discussion.
- 17/10/8** In response to a query about whether staff would continue to get discounted meals it was reported staff and visitors would be provided with the low cost meal but would also benefit from a loyalty card system.
- 17/10/9** David Cuckson had been invited to join the procurement team for this project and as part of this he had visited various hospitals where Sodexo provided services. He was also involved in some of the procurement meetings and he had been very impressed by what he had seen. He asked how long the building works would impact services and this was discussed. Governors were advised there would be a staged delivery at each site and a very detailed plan had been developed to ensure that provision was available at every stage.
- 17/10/10** In response to concerns raised by Hazel Brand, about the impact on the RVC and League of Friends shops across the sites which relied on revenue for their charities, assurance was provided that Sodexo did not have exclusivity and the Trust was continuing to support voluntary outlets.
- 17/10/11** In response to several queries from Ruth Allarton, Kirsty Edmondson-Jones confirmed that dieticians had been involved throughout the process. Meal times would still be protected but there would be some flexibility for patients as other meal offers would be available at other times and in between meals.
- 17/10/12** On behalf of the Board, the Chair expressed her gratitude to senior representatives from Sodexo for attending the meeting.
- 17/10/13** The presentation on the Catering Provision at the Trust was NOTED.

## **Evaluation of External Audit Performance**

- 17/10/14** Owing to the inability of the EY representative to attend the meeting due to unforeseen travel issues the item was DEFERRED to a future meeting of the Board of Governors.
- 17/10/15** The Director of Finance gave some background to the issues and challenges involved in undertaking the audit. These were linked to the limitations of the financial ledger, issues with poor coding within the ledger, and the excessive use of journals which resulted in a significant number of manual adjustments. EY had already reported the detailed findings from the audit work in the 2016/17 annual results report to the Audit and Non-Clinical Risk Sub-Committee on 30 May 2017. EY had provided an unqualified opinion of the financial statements.
- 17/10/16** Due to the difficulties experienced there had been an increase in the planned audit fee. George Webb raised concern that this increase had not previously been brought to the attention of governors and this was discussed. Phil Beavers echoed this and raised concern that this was a risk in the future. The Director of Finance acknowledged the concerns in terms of value and risk, however the Trust had negotiated and learning from this would be taken forward.
- 17/10/17** The context was provided. In the final two weeks of audit work EY had to double the number of staff it had working at the Trust and some EY staff had worked over the bank holiday period in order to meet the submission deadline. The DoF had been in regular contact with the Chair and members of the Audit Committee on the matter. The DoF gave assurance that the Trust had now implemented the SBS ledger and many of the issues should be resolved, subject to further work around source coding. EY were committed to working with the Trust during 2017-18 to ensure the financial reporting and audit process was improved.
- 17/10/18** There was some discussion about how the two governor representatives on the Audit and Non-clinical Risk Committee might best communicate key issues arising from the meeting to all governors.

## **Minutes of the meeting held on 27 July 2017**

- 17/10/19** The minutes of the meeting held on 27 July 2017 were APPROVED as a true record of the meeting.

## **Matters arising and action notes**

- 17/10/20** The action log was reviewed and updates provided.

G27/07/20 – An update, reiterating the points made at the Annual Members' Meeting, Governors Timeout and Charitable Funds Committee was provided. Consideration had been given to whether the Trust could look to reduce the already committed drawdowns. Governors were

advised that in the current financial climate the Trust would have to prioritise expenditure and may have to give alternative issues priority.

### **Minutes of the Annual Members Meeting held on 20 September 2017**

- 17/10/21** The minutes of the meeting held on 20 September 2017 were APPROVED as a true record of the meeting.

#### **Feedback from members**

- 17/10/22** Hazel Brand provided an update on the open surgery held at Bassetlaw Hospital earlier the same week. Governors had spoken to 198 people on the day and Hazel had personally spoke with over 100 people, 97% of whom gave positive feedback and other Governors had a similar experience. A full report would be circulated. **MK**

- 17/10/23** Maureen Young and Lynne Logan shared feedback from patients who had experienced issues arranging OPD and OPD follow-up appointments. The Chief Operating Officer offered some insight in to a piece of OPD productivity work which he believed may be the cause of the issues. He gave assurance that changes were due to be put in place and these issues should cease to occur. The Chair thanked governors for raising the issue and noted that the Trust was planning a governor workshop to clarify when, where and how to raise such issues so that governors could receive informed answers in a timely way. **MK**

- 17/10/24** Mark Bright had met with Lee Cutler of Critical Care for a tour of the Critical Care Department. He had circulated a full report of his observations and noted that the Chief Executive had responded to all questions which had arisen from the report. It was noted that the report highly commended staff in the department. The Chief Executive thanked Mark for the report and suggested that the aforementioned governor workshops might consider how this type of feedback was to be shared with all governors and how matters arising from Governor's observations and work should be escalated through existing processes in the future.

- 17/10/25** There had been a short outage of the Trust's internal direct dial numbers earlier the same week. George Webb shared his experience and raised concern about the capacity of switchboard staff to deal with this kind of issue. This was discussed and it was resolved to provide further information outside of the meeting. The chair reminded colleagues of the importance of raising these kinds of issues at the time they occur so that they could be resolved straight away. **SM**

- 17/10/26** Feedback from members was NOTED.

#### **Chair's and Non-executive Directors report**

- 17/10/27** The Board considered a report which outlined the Chair and NEDs' work between August and October 2017 and included updates on number of activities.

**17/10/28** David Northwood asked why there were not more contributions in the report from Non-Executive Directors. It was clarified that this varied from month to month depending on activities undertaken by NEDs. The Trust Board Secretary undertook to ensure all activities were captured in future reports.

**17/10/29** The Chair's Report was NOTED.

#### **Chief Executive's Report**

**17/10/30** The Board considered a report of the Chief Executive which outlined progress against a number of issues.

**17/10/31** With regard to senior management restructuring, Bev Marshall asked for an update and assurance that governors would be informed of any changes to functional responsibilities within roles. The Chief Executive gave an overview of changes to posts, including post titles and he explained the reasons for the changes.

**17/10/32** It was reported that as part of the Trust's commitment to Keep DBTH Tidy, patients, visitors and staff were being encouraged to dispose of their used chewing gum in new bright pink, dedicated bins installed around the three hospital sites. Reflecting on this, Hazel Brand asked what was being done to discourage patients, visitors and staff from smoking on the Trust's sites and this was discussed. The Trust needed to work towards a culture of feeling able to challenge people and continue the journey to create smoke free sites. Work would also be undertaken with Sodexo to consider this issue.

**17/10/33** The Chief Executive's report was NOTED.

#### **Matters arising from the Board of Directors minutes**

**17/10/34** It was noted that the final July and August Board minutes were included with the papers. In response to a query from Andrina Hardcastle about the timeliness with which governors receive Board of Directors minutes it was clarified that governors were included in the circulation of the electronic Board of Directors papers which included the last month's minutes.

**17/10/35** The Trust Board Secretary advised that September's Board of Directors' minutes were included in the electronic pack for the meeting on 31 October but had not been included in the Board of Governors' pack because they were in draft.

#### **Finance Report**

**17/10/36** The Board considered a report of the Director of Finance that set out the Trust's financial position and CIP performance at month 6 2017/18.

- 17/10/37** The month six position was a £13,006k deficit, which was £673k ahead of the planned year-to-date figure of £13,679k. This included £419k of Sustainability and Transformation Fund (STF) income relating to 2016/17 that could be counted towards the Trust's control total. The position that would be used by NHS Improvement to monitor the Trust's financial performance was a deficit of £13,483k, £4k better than the control total target-to-date.
- 17/10/38** During September, expenditure reduced from previous run-rate levels, largely driven by a reduction in medical agency spend. However, the income position was significantly worse than expected, causing a significant pressure on the Trust bottom line. To alleviate the pressure, caused by the year to date Care Group expenditure and the month 6 income performance, there had been a review of reserves and prior year accruals. A total of £1.3m of recurrent reserves had been released into the position during Month 6.
- 17/10/39** In response to concerns raised by George Webb about the level of corrective action taken to alleviate pressure on the financial position in recent months the Director of Finance provided a detailed update on key issues including income and CIP performance; he gave assurance that the Chief Operating Officer was working with senior Care Group colleagues on action plans to recover the income position and he gave an overview of work undertaken with BDO to look at CIP performance. BDO were now undertaking work for the Trust on a risk share basis to deliver CIP plans and had also identified additional CIP which, in conjunction with remedial action, should enable the Trust to meet its financial plan.
- 17/10/40** There was discussion about the national context. The NHS was under significant pressure, particularly going into winter and commissioners were also experiencing financial pressures. The Chief Executives and Directors of Finance of the Trust, RDaSH and commissioners had met to discuss matters and share information. There was pressure for the Trust to achieve the control total in order to secure STF funding, commissioners had recognised this and had agreed this needed to be protected in the interest of the local health economy. All organisations had agreed to share risks as they moved in to the most difficult part of the year in order to make best decisions and help the Trust achieve the control total.
- 17/10/41** David Cuckson noted the wording on the final page of the report which stated that for the second month running there had been a significant movement from the expected position that was unexpected but predictable and he asked if NEDs felt satisfied with this statement. The Chief Executive provided some context and commented that the statement reflected the complexity of the issues and this was discussed in detail. The statement related to issues at care group level not impacting on finance for several months and not being brought to the attention of Finance in the interim period; if they had they could have been responded

to sooner and the full impact could have been predicted. This was being addressed.

- 17/10/42** Neil Rhodes, Chair of the Finance & Performance Committee (F&P), and Bev Marshall, Governor Observer on the Committee, gave assurance that there had been candid and in depth discussion and challenge at the recent Finance and Performance Committee meeting about where current financial performance and what CIP could be expected. The clear message from the meeting was that if the Trust did improve financial performance it would miss year-end targets and therefore risk STF funding. A plan was in place which was pragmatic and realistic, the Trust would reflect on operational issues and whether plans were over optimistic but at the moment it needed to move forward to recover the position.
- 17/10/43** Peter Abell reflected on the discussions and noted recent reports in the media and comments from Rob Whiteman, Chief Executive of CIPFA, about the desire of organisations to present a positive position potentially leading to unrealistic savings being pledged and he asked if this was a risk for the Trust in terms of the desire to achieve the control total and STP funding. The DoF acknowledged the concerns. He gave assurance that at 3.8% the Trust's savings plan had not been unrealistic but perhaps some assumptions in terms of times to deliver had been. Following the review of the Trust's CIP programme BDO had agreed that the Trust had the right schemes in the plan but needed longer or more support to deliver them in the timeframe. The Director of Finance provided an overview of key schemes and the new controls and rigour in place; he gave assurance to governors that he would always be candid about the Trust's position and be clear about expectations. It was noted that the Director of Finance was part of a unitary board which had set the financial plan and CIP plan which at the time it believed could be delivered.
- 17/10/44** In the context of the national position, Mark Bright noted recent House of Commons paper that detailed the significant reduction from 2012/13 to present in the number of trusts in surplus and there was discussion about about national funding and key issues that had impacted on trusts over the last five years.
- 17/10/45** George Webb reflected that NHSI had previously stated that it had confidence in the Board of Directors and he asked for assurance that this remained the case. The Chief Executive gave assurance that there had been no change; the relationship was very strong.
- 17/10/46** The Chair and Chief Executive considered the comments of the Board and there was further discussion about the national context. Across the ACS almost all acute trusts were experiencing difficulties and, for the first time since their inception, CCGs were experiencing difficulty in terms of managing demands and providing services. There would be change and some of this would be transformational but the Chair gave assurance that this would be brought to governors in a transparent and timely way and this was welcomed. Victoria McGregor-Riley commented that it was absolutely crucial to find new solutions for common problems, if not the



health community would not be able to solve problems for its patients. She welcomed the ACS coming together to improve chances to solve these issues.

- 17/10/47** Governors NOTED the month 6 2017/18 financial position of £13.4 million deficit, £8k favourable to plan after removal of the 2016/17 STF funding and any variance related to donated asset income.

### **Performance Report**

- 17/10/48** The Board considered the report of the Chief Operating Officer, Medical Director, Acting Director of Nursing, Midwifery & Quality and Director of People & Organisational Development that set out clinical and workforce performance at Month 6.

- 17/10/49** The Chief Operating Officer presented the report and highlighted the following:

- Though performing above the National average, the Trust's RTT position for quarter 2 was 89.5% against a target of 92%. Key issues related to four specialities which had high numbers of patients above 18 weeks caused by a shortfall in Trust capacity. Trajectories were set for these specialities to bring performance back to the required standard. The Trust was working with both CCGs to look at plans to recover the position.
- 4hr access performance was 93.72% for September, 34<sup>th</sup> best out of 138 trusts nationally. Performance for Q2 ended at 93.49% as a Trust. A key priority for the Trust in terms of 4hr access was preparedness for winter pressures and there had been some excellent learning from System Perfect. A report on key learning areas was due to go to Board of Directors and would be shared with governors.
- The diagnostic target was failed in September at 98.12% with a combination of audiology and nerve conduction delays but there had been an improvement in October. The issues relate to locum workforce and inability to recruit in audiology. The care group were required to develop a workforce plan for their October accountability meeting and the Trust was working with the CCG on audiology pathways.
- Stroke performance against direct access in 4hrs improved again in July with an increase of 18% to 74.4% and CT within 1hr improved by 19% to 74.5%.

- 17/10/50** David Cuckson commended the improvement in stroke performance. However, following his involvement on a recent panel to appoint a new stroke consultant he raised concern about recruitment to these posts; he asked for more information and whether there was a risk to the Trust.

- 17/10/51** The Chief Executive reminded Governors that the issue had been discussed previously in terms of the Hyper Acute Stroke Unit (HASU) Review; there were more vacancies in the region than there were consultants available and consultants working in that area were awaiting the outcome of the review before they took up posts. Work was ongoing across the ACS to coordinate recruitment activity to comply with the HASU model. The HASU Review was expected to be approved in next few weeks.
- 17/10/52** In response to a query from Maureen Young about RTT performance and whether any smaller specialities, in terms of numbers of patients, were experiencing performance issues, the Chief Operating Officer gave assurance that, with the exception of the previously reported specialities with high numbers of patients above 18 weeks, all other specialities were performing broadly in line with expectations. Assurance was provided that underperformance in some specialised areas related to very low numbers of patients.
- 17/10/53** The Director of People & Organisational Development presented the workforce performance and highlighted that appraisal rates were reducing in September across the Trust. This was very disappointing as a number of areas were expecting to be closer to target by the end of September. A key issue for the Trust had been the impact of vacancy levels in some areas on capacity to release staff for appraisals as certain staffing levels needed to be maintained to deliver safe services; work was ongoing in those areas. The importance of appraisals taking place was reinforced at all accountability meetings and discussions had been taking place across the ACS to see what could be learnt from other Trusts. SET training continued to improve; there had been good work to achieve this and the Trust had achieved a 21% increase in compliance. However there were still issues in some areas in terms of staffing capacity to release staff and plans were in place.
- 17/10/54** It had been reported that vacancy rates reduced from 7.1% to 5.4% if medical and dental staff were excluded from the calculation. George Webb raised concern that vacancies in these two areas must be significant and this was discussed. The Medical Director advised that there were significant variances in vacancy rates between specialities, and to some degree between sites. Some specialities were fully recruited to but the Trust had experienced difficulties recruiting to areas where there were national staff shortages.

**17/10/55** The Performance Report was NOTED.

#### **Chair & Non-executive Appraisals**

- 17/10/56** Governors considered a report that formally reported the outcomes of the performance evaluations undertaken of the Chair and Non-executive Directors in October 2017. The report highlighted the positive areas, areas for focus and the training and development identified for the Board over the year ahead.

**17/10/57** In response to a question, it was noted that appraisals were confidential between appraiser and appraise and it would not be appropriate to discuss individual appraisals in a public forum.

**17/10/58** The Chair and Non-executive Appraisals report was NOTED.

#### **Governor Effectiveness Review**

**17/10/59** Governors considered a report of the Trust Board secretary into the review of governor effectiveness which governors commissioned in January 2017. The review was a requirement of the NHS code of governance. The report was developed from governors' own views and almost 60% of governors responded to the initial survey. Views were also sought from executives and NEDs and observations from chairs, NEDs and governors from outside the Trust who attended our governors' committees.

**17/10/60** A draft version of the report was presented to governors at their meeting in July. At that point, governors requested a specific workshop to look into the issues raised in the report and this was independently facilitated on 12 September. The final recommendations were given on pages 17 and 18.

**17/10/61** During a lively and wide ranging debate, it was confirmed that the intention of recommendation 10 was that service by a current or previous governor would count towards the nine year maximum period and that governors in post that had exceeded nine years' service may complete the remaining portion of their existing term but were not eligible for re-election or re-appointment. If a governor had completed nine years and had a break they could not return as a governor; John Parker clarified that governance codes generally stated a combined term of nine years with a single organisation.

**17/10/62** Hazel Brand welcomed the review which she felt was entirely appropriate given that the rest of the organisation had been through similar processes. There were now many more opportunities to engage with executives and and NEDs and much greater openness and this was reflected in governance structures.

**17/10/63** It was moved by Hazel Brand and seconded by Brenda Maslen that the following recommendations in the report be approved:

1. A plain English governors' guide to NHS jargon and acronyms be formulated and developed through the Communications, Engagement and Membership Committee.
2. A briefing be prepared for everyone who presents to governors encouraging them to use Plain English and avoid acronyms and jargon.
3. Consult with governors over the content of the members' pages of the Trust's new website.
4. A 'postcard' be developed setting out the role of governors which can

be handed out to members, patients and the public at member engagement events.

5. The nomination pack for governor elections be reviewed to ensure clarity around expectations of new governors.

6. Align a non-executive to any governor committees where the Chair does not already attend.

7. The Health and Care of Adults Committee be disestablished and its work subsumed into existing governor structures.

8. The Health and Care of Young People be disestablished and its work subsumed into existing governor structures.

9. Explore the possibility of a more formalised governor training programme involving occasional outside speakers.

10. An amendment be made to the Trust Constitution limiting the number of terms for DBTH governors to three terms of three years.

11. Address the ongoing staffing issue within the Secretariat as soon as possible to ensure support to governors is maintained.

12. Expectations around governor attendance be clarified with emphasis on attendance at the Annual Members' Meeting, Board of Governors' meetings and Board of Governors Timeouts.

**17/10/64** An amendment was moved by Bev Marshall and duly seconded that the following recommendations be amended as follows:

7. The Health and Care of Adults Committee be disestablished and its work subsumed into existing governor structures *and that this arrangement be reviewed in 12 months' time.*

8. The Health and Care of Young People be *retained and that this arrangement be reviewed in 12 months' time.*

**17/10/65** The amendment was carried with 14 voting in favour, 11 against and one abstention. The amendment was assimilated into the original motion and became the substantive motion against which other amendments could be proposed. Linn Phipps suggested that due to the strong feelings of Board members that the criteria for the proposed reviews should be agreed at a future meeting.

**17/10/66** A further amendment was moved by David Cuckson and duly seconded that recommendation 10 be deleted. He felt the Trust had a good turnover of governors, as demonstrated by the recent appointment of a number of new governors. Hazel Brand spoke against the amendment on the basis that 3x3 was best practice followed by 90% of foundation trusts and that it was a practice applied to NEDs as a principle of good governance.

**17/10/67** The further amendment was lost with nine voting in favour, 15 against and no abstentions.

**17/10/68** With no further amendments being proposed, the substantive motion was put to the vote and carried by a vote of 19 in favour, four against and one abstention. It was therefore AGREED that:

1. A plain English governors' guide to NHS jargon and acronyms be formulated and developed through the Communications, Engagement and Membership Committee.

2. A briefing be prepared for everyone who presents to governors encouraging them to use Plain English and avoid acronyms and jargon.

3. Consult with governors over the content of the members' pages of the Trust's new website.

4. A 'postcard' be developed setting out the role of governors which can be handed out to members, patients and the public at member engagement events.

5. The nomination pack for governor elections be reviewed to ensure clarity around expectations of new governors.

6. Align a non-executive to any governor committees where the Chair does not already attend.

7. The Health and Care of Adults Committee be disestablished and its work subsumed into existing governor structures and that this arrangement be reviewed in 12 months' time.

8. The Health and Care of Young People be retained and that this arrangement be reviewed in 12 months' time.

9. Explore the possibility of a more formalised governor training programme involving occasional outside speakers.

10. An amendment be made to the Trust Constitution limiting the number of terms for DBTH governors to three terms of three years.

11. Address the ongoing staffing issue within the Secretariat as soon as possible to ensure support to governors is maintained.

12. Expectations around governor attendance be clarified with emphasis on attendance at the Annual Members' Meeting, Board of Governors' meetings and Board of Governors Timeouts.

**17/10/69** An action plan would be developed.

**MK**

### **Appointment of Associate Non-executive Director**

*(Ruth Allerton left the meeting. The Vice Chair, Mike Addenbrooke, led the meeting.)*

- 17/10/70** Governors considered a report of the Trust Board Secretary which sought the appointment of an Associate Non-executive Director (clinical).
- 17/10/71** The Chair of the Board had received the resignation of the Trust's clinical non-executive director with effect from 27 September 2017. It was a constitutional requirement that one of the Trust's NEDs "is to be or have been in the past a registered medical practitioner, registered dentist, registered nurse, registered midwife or other healthcare professional registered with the Health and Care Professions Council." The paper set out the decision of the Appointments & Remuneration Committee to appoint an existing governor as an associate non-executive director to bridge the gap between 27 September and January 2018 when a permanent appointment was expected to be made.
- 17/10/72** Following a recruitment process the Committee resolved to recommend to the Board of Governors that Ruth Allerton, partner governor, be appointed to the Associate NED role. The Associate role would have no voting rights.
- 17/10/73** The Board APPROVED the appointment of Ruth Allerton to the Associate NED role for an initial period of three months, until January's meeting of the Board of Governors.

*(Ruth Allerton returned to the meeting.)*

### **Non-executive Director Remuneration**

*(The Chair, Non-executive Directors and Associate Non-executive Director left the meeting. The Vice Chair, Mike Addenbrooke, took the chair.)*

- 17/10/74** The Vice Chair presented the report which proposed a 1% salary uplift to be applied to non-executive directors as recommended by the Appointments and Remuneration Committee at its most recent meeting. There had been a national agreement giving all NHS staff a 1% salary uplift from 1 April 2017 however the uplift had not been automatically applied to non-executive directors as they were not employees in law. In response to a query from Hazel Brand, the Trust Board Secretary clarified that the total cost to the Trust, as set out in the paper, was for the whole year up to 31 March 2018.
- 17/10/75** The Board of Governors APPROVED the motion to apply a 1% salary uplift for non-executive directors to be back dated to 1 April 2017.

*(The Chair and Non-executive Directors returned to the meeting. Suzy Brain England OBE resumed the chair.)*

## **Governor Sub-Committee minutes – for information**

**17/10/76** The minutes were NOTED.

## **Governors Regional Development Workshop**

**17/10/77** Four Governors had attended the workshop held by NHS Providers in Newark and they provided feedback on the event; the workshop had been excellent and Governors were urged to attend such events in the future should there be the opportunity to do so.

**17/10/78** In particular Governors had enjoyed a presentation by a young governor from another Trust on work he had done to open up his Trust's membership to young people and the BME community. The Chair welcomed the feedback and confirmed that the Trust was looking at further development and training opportunities for Governors in the future.

## **Adjournment of Meeting**

**17/10/79** Members RESOLVED that the meeting of the Board of Governors be adjourned to take any informal questions relating to the business of the meeting.

## **Questions from members of public**

**17/10/80** In response to a comment from a member of the public about the acoustics, the Trust Board Secretary undertook to test the status of the hearing loop and to resolve the issue for future meetings.

**MK**

*The meeting reconvened following the prior adjournment.*

## **Any other business**

**17/10/81** None raised.

## **Date and time of the next meeting:**

**17/10/82** Date: 31 January 2018  
Time: 6pm  
Location: Education Centre, DRI

## Action Notes

**Meeting:** Board of Governors  
**Date of meeting:** 26 October 2017  
**Location:** Education Centre, DRI

No.	Minute No	Action	Responsibility	Target Date	Update
1.	G/16/06/47	Presentation on P&OD to be scheduled for a future governor Timeout.	KB	<b>December 2017 (updated)</b>	Complete. Item went to December 2017 Governor Briefing.
2.	G/27/07/35	Provide greater granularity of the strategy for all three sites; site plans and site strategies.	MP	<b>February 2018 (updated)</b>	Complete. Site strategy included in Board of Directors papers 31 October 2017.
3.	17/10/22	Provide full report from Bassetlaw Open Surgery.	MK	<b>December 2017</b>	Complete. Item was circulated in advance of Timeout in December.
4.	17/10/23	Trust to clarify way in which governors can raise issues in most effective way.	MK	<b>November 2017</b>	Complete. Item considered at Governor Briefing in November (see 'How to be Heard') and slides circulated subsequently.

Date of next Meeting: 31 January 2018  
Action Notes prepared by: Matthew Kane  
Circulation: Chair, Governors, NEDs, EDs



No.	Minute No	Action	Responsibility	Target Date	Update
5.	17/10/25	To provide an update to governors on switchboard issues.	SM	November 2017	<p>The Chief Information Officer has investigated the problem.</p> <p>The Trust has 30 incoming individual phone channels for the DDI access at DRI (including MMH) and 30 at Bassetlaw. Both are via Virgin. Calls direct to switchboard at both sites come in via a BT trunk with the capacity to handle 30 a further calls per site.</p> <p>When the DDI access becomes full, users get the engaged tone. Now the Trust is encouraging citizens to use the DDI access route to avoid calls coming to switchboard, we are regularly hitting the maximum capacity especially during peak periods of 0800-1200 Monday to Friday.</p> <p>We are looking to expand the number of DDI channels to 60 at both DRI and Bassetlaw. The total annual circuit charge would increase from £2,160 to £4,320.</p> <p>Once we do have timings then will bring it to the appropriate governance forum for agreement as a cost pressure. At this time, we are not able to cross connect between Doncaster and Bassetlaw.</p> <p>When the new concierge service is installed at Bassetlaw (once the rollout of the VOIP service there reaches 75%) the DRI and Bassetlaw capacity should be sufficient in the medium term to handle incoming call volumes, both DDI and at Switchboard.</p>

Date of next Meeting:  
Action Notes prepared by:  
Circulation:

31 January 2018  
Matthew Kane  
Chair, Governors, NEDs, EDs

No.	Minute No	Action	Responsibility	Target Date	Update
6.	17/10/69	An action plan to be developed for the Governor effectiveness review.	MK	January 2018	Update attached.
7.	17/10/80	The Trust Board Secretary to test the status of the hearing loop in the Education Centre.	MK	January 2018	Complete. The Trust has a portable hearing loop which will be brought to every Board of Governors meeting.  Hearing aids should be set to the 'T' position.

Date of next Meeting:  
Action Notes prepared by:  
Circulation:

31 January 2018  
Matthew Kane  
Chair, Governors, NEDs, EDs

**GOVERNOR EFFECTIVENESS REVIEW ACTION PLAN – JANUARY 2018 UPDATE**

No	Action	By when	Responsibility	Update	RAG rating
1	A plain English governors' guide to NHS jargon and acronyms be formulated and developed through the Communications, Engagement and Membership Committee.	February 2018	MK/ES	Examples supplied by Linn Phipps which will be formatted and presented to Communications, Engagement and Membership Committee (CEM) on 6 February 2018.	On track
2	A briefing be prepared for everyone who presents to governors encouraging them to use Plain English and avoid acronyms and jargon.	February 2018	MK/ES	Prototype to be presented to CEM Committee on 6 February 2018.	On track
3	Consult with governors over the content of the members' pages of the Trust's new website.	October 2017	MK/AT	Presented at CEM on 3 October with suggested changes subsequently incorporated.	Complete
4	A 'postcard' be developed setting out the role of governors which can be handed out to members, patients and the public at member engagement events.	February 2018	MK/ES	Prototype to be presented to CEM Committee on 6 February 2018.	On track
5	The nomination pack for governor elections be reviewed to ensure clarity around expectations of new governors.	May 2018	MK	The pack was comprehensively reviewed in 2017. A further review will take place in the Spring prior to the Summer elections process.	On track

Date of next Meeting: 31 January 2018  
 Action Notes prepared by: Matthew Kane  
 Circulation: Chair, Governors, NEDs, EDs

6	Align a non-executive to any governor committees where the Chair does not already attend.	February 2018	MK	NED availability has been canvassed and a schedule will be circulated for NED attendance at committees w/c 29 January.	On track
7	The Health and Care of Adults Committee be disestablished and its work subsumed into existing governor structures and that this arrangement be reviewed in 12 months' time.	Immediate	MK	The work of the Committee has been subsumed into the existing governance processes of governors. For example, the January 2018 Governor Brief included a briefing on CQC. The January 2018 Board of Governors will include a presentation on Ward QAT and the 15 Steps process.	Complete
8	The Health and Care of Young People be retained and that this arrangement be reviewed in 12 months' time.	October 2018	MK	Review not yet due.	On track
9	Explore the possibility of a more formalised governor training programme involving occasional outside speakers.	Immediate	KB/MK	Governors have received training from NHS Providers in relation to core skills and recruitment and selection. A wider development programme is being developed by the Director of People and Organisational Development.	On track
10	An amendment be made to the Trust Constitution limiting the number of terms for DBTH governors to three terms of three years.	January 2018	MK	On agenda for Board of Governors on 31 January 2018.	On track

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11	Address the ongoing staffing issue within the Secretariat as soon as possible to ensure support to governors is maintained.	Immediate	MK	New structure in place.	Complete
12	Expectations around governor attendance be clarified with emphasis on attendance at the Annual Members' Meeting, Board of Governors' meetings and Board of Governors Timeouts.	Immediate	SBE/MA	Governors are required to attend the Annual Members' Meeting and meetings of the Board of Governors as well as training which the Board of Governors has required him/her to undertake in his capacity as a governor. Failure to do so may be grounds for termination of office.	Complete

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