

**Meeting of the Council of Governors held in Public
On
Thursday 29 September 2022 at 15:00 – 17:00
Via Microsoft Teams
AGENDA**

		LEAD	ACTION	ENC	TIME
A	COUNCIL BUSINESS				15:00
A1	Welcome and Apologies for absence <i>Suzy Brain England OBE, Chair</i>	SBE	Note	Verbal	15
A2	Declaration of Governors' Interests <i>Suzy Brain England OBE, Chair</i> <i>Members of the Council of Governors and others present are reminded that they are required to declare any pecuniary or other interests which they have in relation to any business under consideration at the meeting and to withdraw at the appropriate time. Such a declaration may be made under this item or at such time when the interest becomes known.</i>	SBE	Note	A2	
A3	Actions from previous meetings <i>Suzy Brain England OBE, Chair</i> <i>There were no outstanding actions from the meeting held on 7 July 2022</i>	SBE	Note	-	
B	GOVERNOR APPROVALS				15:15
B1	Auditors Annual Report 2021/22 to the Council of Governors <i>Hassan Rohimun, Engagement Lead, Ernst & Young</i> <i>Dan Spiller, External Audit Manager, Ernst & Young</i>	EY	Approve	B1	20
B2	Approval of the Trust's Constitution <i>Angela O'Mara, Deputy Company Secretary</i>	AO	Approve	B2	10
B3	Approval of the Council of Governors' Standing Orders <i>Angela O'Mara, Deputy Company Secretary</i>	AO	Approve	B3	10
C	ITEMS TO NOTE These will be taken as read and noted, unless queries are raised with the Chair prior to the meeting				15:55
C1	Minutes of the Council of Governors held on 7 July 2022 <i>Suzy Brain England OBE, Chair</i> <i>These will be taken as read and noted, unless queries are raised with the Chair prior to the meeting</i>	SBE	Approve	C1	5

D	QUESTIONS FROM MEMBERS OF THE PUBLIC				16:00
	<p>Questions from members or the public previously submitted prior to meeting.</p> <p><i>NB. If questions are not answered at the meeting about the business discussed, then a coordinated response will be circulated to all governors post meeting.</i></p>	SBE	Q&A	Verbal	10
E	INFORMATION ITEMS				16:10
E1	<p>Any Other Business (to be agreed with the Chair before the meeting)</p> <p><i>Suzy Brain England OBE, Chair</i></p>	SBE	Note	Verbal	10
E2	<p>Items for escalation to the Board of Directors</p> <p><i>Suzy Brain England OBE, Chair</i></p>	SBE	Approve	Verbal	-
E3	<p>Governor/Board Meeting Question Database</p> <p><i>Suzy Brain England OBE, Chair</i></p>	SBE	Note	E3	-
F	ANNUAL MEMBERS MEETING - Virtual				16:20
F1	<p>Annual Members Meeting</p> <p><i>Suzy Brain England OBE, Chair</i></p> <ul style="list-style-type: none"> - Annual Report and Accounts 2021/22 - Quality Accounts 2021/22 - Question and Answer Session regarding the Annual Report and Accounts 2021/22 - <p><i>The Annual Members Meeting will be available to view on the Trust's website from 29 September 2022 at 18:00 via the link:</i></p> <p>https://www.dbth.nhs.uk/news/dbth-annual-members-meeting-2022/</p> <p>The AMM will cover:</p> <ul style="list-style-type: none"> ▪ <i>Our response to COVID-19</i> ▪ <i>Our overall operational activity</i> ▪ <i>Our highlights and challenges throughout the year</i> ▪ <i>Our financial performance</i> ▪ <i>An update on local, regional and national developments in health and social care</i> ▪ <i>An update from our Lead Governor</i> <p>Speakers will include:</p> <ul style="list-style-type: none"> ▪ <i>Suzy Brain England OBE, Trust Chair</i> ▪ <i>Richard Parker OBE, Chief Executive</i> ▪ <i>Alex Crickmar, Acting Director of Finance</i> ▪ <i>Lynne Schuller, Lead Governor</i> ▪ <i>Along with other senior colleagues throughout the Trust.</i> 	SBE	Approve	F1	20
F2	<p>Any further questions relating to the Annual Members Meeting presentation recording can be submitted up to Friday 7 October 2022 by email and responses will be provided at the Council of Governors meeting in November 2021.</p> <p>Questions to be submitted to: dbth.trustboardoffice@nhs.net</p>				

F3	Date and time of next meeting: Date: 24 November 2022 Time: 15:00 Venue: Via Microsoft Teams Video Conferencing	SBE	Note	Verbal	-
F	MEETING CLOSE				16:40



Suzy Brain England, OBE
Chair of the Board



Register of Governors' Interests as 22nd Sept 2022

The current details of Governors' Interests held by the Trust are as set out below.

Governors are requested to note the contents of the register – for confirmation at each Council Meeting, and to declare any amendments as appropriate in order to keep the register up to date.

Peter Abell – Public Governor – Bassetlaw

Member of The Labour Party
Member of Community Union

Dennis Atkin – Public Governor – Doncaster

Director/Owner of The Ridge Employability College Ltd
Member of the Doncaster Health Ambassadors Group (Doncaster Healthwatch)
Doncaster NHS Clinical Commissioning Group (Equality Engagement Committee)
Member of the Great North Medical Centre, GP Patients Forum

Wendy Baird, Partner Governor

Employee of The University of Sheffield – Faculty of Medicine Dentistry and Health – Role as Faculty Director of Research and Innovation

Jackie Hammerton – Public Governor – Rest of England

Employed by the University of Lincoln

Eileen Harrington – Public Governor – Doncaster

Founder of DonMentia
Run the DonMentia Forum

Andrew Middleton – Public Governor – Bassetlaw

Lay Vice Chair - East Riding of Yorkshire CCG (ends 30-06-22)
Lay Member Finance - Derby and Derbyshire CCG (ends 30-06-22)
Independent Non-Executive Director - Barnsley Healthcare Federation (ends 8 August 22)
Independent Person - Bassetlaw District Council and West Lindsey District Council.
Independent Added Member - Lincolnshire County Council Audit Committee
Member - Joint Independent Audit Committee, Lincs. Police and Crime Commissioner
Chair of Consultant Appointment Panels - United Hospitals Leicester
Chair of Performers List Decision Panels - NHS England.

Mick Muddiman - Public Governor – Doncaster

Member – Labour Party
Retired member UNISON

Lynne Schuller – Public Governor – Bassetlaw

District Councillor, Bassetlaw District Council; Harworth Ward

Town Councillor, Harworth Town Council
Member of Labour Party

Susan Shaw, Partner Governor


Member of Health and Wellbeing Board (Nottinghamshire County Council)
District Counsellor Bassetlaw D.C
Member – Labour Party
Chair of a Charity in Bassetlaw called **Focus on young people in Bassetlaw**

Sheila Walsh - Public Governor – Bassetlaw

Parish Councillor, Carlton in Lindrick

The following Governors have stated that they have no relevant interests to declare:

Dr Mark Bright – Public Governor – Doncaster
Marc Bratcher - Public Governor – Doncaster
Kay Brown, Staff Governor – Non-Clinical
Duncan Carratt, Staff Governor – Non-Clinical
Mandy Tyrell – Staff Governor - Nursing & Medical
Sophie Gilhooly – Staff Governor – Other Healthcare
Natasha Graves – Public Governor – Doncaster
Linda Haglauer - Public Governor – Doncaster
Tina Harrison – Partner Governor – Doncaster College and University Centre
Phil Holmes – Partner Governor- Doncaster Metropolitan Borough Council
Maria Jackson-James – Public Governor – Rest of England
Alexis Johnson, Partner Governor
George Kirk – Public Governor - Doncaster
Lynne Logan – Public Governor – Doncaster
Ainsley McDonnell, Partner Governor
Sally Munro – Staff Governor – Nursing and Midwifery
Jane Nickels – Public Governor – Bassetlaw
David Northwood, Public Governor - Doncaster
Vivek Panikkar, Staff Governor
Jo Posnett – Partner Governor – Sheffield Hallam University
Pauline Riley, Public Governor
Andria Birch, Partner Governor - BCVS
Anita Plant, Partner Governor – The Partial Sighted Society

A medical stethoscope with a black tube and silver chest piece is resting on a light blue clipboard. The clipboard has a white form with some text and lines, including the word 'WORKBOOK' and 'CHART 1'. The background is a blurred clinical setting with a blue container and a window with blinds.

Doncaster and
Bassetlaw Teaching
Hospitals NHS
Foundation Trust
Auditor's Annual
Report

Year ended 31 March 2022

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02 Audit of the financial statements



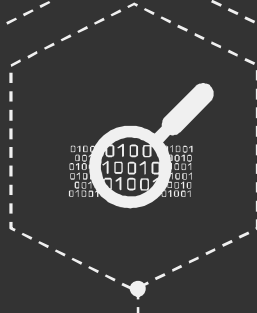
03 Value for Money



04 Appendix A – Value for Money Arrangements



05 Appendix B – Summary of all recommendations



06 Appendix C – Certificate



The contents of this report are subject to the terms and conditions of our appointment as set out in our engagement letter of 01/06/22.

This report is made solely to the Audit and Risk 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 and Risk Committee, Board of Directors and management of Doncaster and Bassetlaw Teaching Hospitals NHS Foundation 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 and Risk Committee, Board of Directors and management of Doncaster and Bassetlaw Teaching Hospitals NHS Foundation 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.



Introduction

Purpose

The purpose of the auditor's annual report is to bring together all of the auditor's work over the year. A core element of the report is the commentary on value for money (VFM) arrangements, which aims to draw to the attention of the Trust or the wider public relevant issues, recommendations arising from the audit and follow-up of recommendations issued previously, along with the auditor's view as to whether they have been implemented satisfactorily.

Responsibilities of the appointed auditor

We have undertaken our 2021/22 audit work in accordance with the Audit Plan that we issued on 19 April 2022. We have complied with the National Audit Office's (NAO) 2020 Code of Audit Practice, other guidance issued by the NAO and International Standards on Auditing (UK).

As auditors we are responsible for:

Expressing an opinion on:

- The 2021/22 financial statements;
- The parts of the remuneration and staff report to be audited;
- The consistency of other information published with the financial statements, including the annual report; and
- Whether the consolidation schedules are consistent with the Trust's financial statements for the relevant reporting period.

Reporting by exception:

- If the governance statement does not comply with relevant guidance or is not consistent with our understanding of the Trust;
- To the Secretary of State for Health and Social Care if we have concerns about the legality of transactions or decisions taken by the Trust;
- If we identify a significant weakness in the Trust's arrangements in place to secure economy, efficiency and effectiveness in its use of resources;
- Any significant matters that are in the public interest; and
- Any significant issues or outstanding matters arising from our work which are relevant to the NAO as group auditor.

Responsibilities of the Trust

The Trust is responsible for preparing and publishing its financial statements, annual report and governance statement. It is also responsible for putting in place proper arrangements to secure economy, efficiency and effectiveness in its use of resources.



Introduction (continued)

2012/22 Conclusions

Financial statements	Unqualified – the financial statements give a true and fair view of the financial position of the Trust as at 31 March 2022 and of its expenditure and income for the year then ended. We issued our auditor's report on 23 June 2022.
Parts of the remuneration report and staff report subject to audit	We had no issues to report. Management made corrections to the remuneration report to include disclosures on pay multiples.
Consistency of the other information published with the financial statement	Financial information in the Annual report and published with the financial statements was consistent with the audited accounts.
Value for money (VFM)	We had no matters to report by exception on the Trust's VFM arrangements. We have included our VFM commentary in Section 03.
Consistency of the annual governance statement	We were satisfied that the annual governance statement was consistent with our understanding of the Trust.
Referrals to the Secretary of State	We made no such referrals.
Public interest report and other auditor powers	We had no reason to use our auditor powers.
Reporting to the Trust on its consolidation schedules	We concluded that the Trust's consolidation schedules agreed, within a £300,000 tolerance, to the audited financial statements.
Reporting to the National Audit Office (NAO) in line with group instructions	The NAO included the Trust in its sample of Department of Health component bodies. We had no matters to report to the NAO.
Certificate	We will issue our certificate at the same time as this report, and it is included as an appendix to this report.

Audit of the financial statements

Key findings

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.

On 23 June 2022, we issued an unqualified opinion on the financial statements. We reported our detailed findings to the 23 June 2022 Audit and Risk Committee meeting. We outline below the key issues identified as part of our audit, reported against the significant risks and other areas of audit focus we included in our Audit Plan. We reported 5 internal control recommendations and 7 areas for improvement in the control environment in the Audit Results Report.

Significant risk	Conclusion
Management override of controls	Our audit work found no indication of fraud in either revenue or expenditure balances.
Risk of manipulation of reported financial performance	We have not identified any material weaknesses in the recognition of expenditure. We have not identified any instances of inappropriate judgements or estimates being applied.
Misstatements due to fraud or error – capitalisation of revenue expenditure	Our work did not identify any material weaknesses in controls or evidence of material management override concerning the capitalisation of revenue expenditure. Our work did not identify any instances of inappropriate judgements being applied. Our work did not identify any other transactions during our audit which appeared unusual or outside the Trust's normal course of business.
Implementation of new Fixed Asset Register (FAR) system	The exercise by management identified accumulated errors in the data held in the old system. The way this had been presented in the draft financial statements was not correct and required representing as a prior year adjustment. We identified no further issues relating to the implementation of the new system.

We did not identify any risks of significant weaknesses in the Trust's VFM arrangements for 2021/22.

Our VFM commentary highlights relevant issues for the Trust and the wider public.

We had no matters to report by exception in the audit report.

Scope

We are required to report on whether the Trust has put in place proper arrangements to secure economy, efficiency and effectiveness in its use of resources. We have complied with the guidance issued to auditors in respect of their work on value for money arrangements (VFM) in the 2020 Code of Audit Practice (2020 Code) and Auditor Guidance Note 3 (AGN 03). We presented our VFM risk assessment to the 19 April 2022 Audit and Risk Committee meeting which was based on a combination of our cumulative audit knowledge and experience, our review of Trust board and committee reports, meetings with the Acting Director of Finance and evaluation of associated documentation through our regular engagement with Trust management and the finance team.

Reporting

We completed our risk assessment procedures in March and April 2022 and did not identify any significant weaknesses in the Trust's VFM arrangements. We identified significant risks related to all of the reporting criteria as part of our risk assessment procedures. We set out our planned response in our Audit Plan. We had no matters to report by exception in the audit report on the financial statements. We include within the VFM commentary below the associated recommendation(s) we have agreed with the Trust.

Our commentary for 2021/22 is set out over pages 11 to 15. The commentary on these pages summarises our conclusions over the arrangements at the Trust in relation to our reporting criteria (see below) throughout 2021/22. Appendix A includes the detailed arrangements and processes underpinning the reporting criteria. These were reported in our 2020/21 Annual Auditors Report and have been updated for 2021/22.

In accordance with the NAO's 2020 Code, we are required to report a commentary against three specified reporting criteria:

Reporting criteria	Risks of significant weaknesses in arrangements identified?	Actual significant weaknesses in arrangements identified?
Financial sustainability: How the Trust plans and manages its resources to ensure it can continue to deliver its services	The challenging financial outlook for 2022/23 and beyond has led us to identify a significant risk in this area.	No significant weaknesses identified
Governance: How the Trust ensures that it makes informed decisions and properly manages its risks	Significant risk identified due to the volume of changes experienced by the Trust at Senior Executive level.	No significant weaknesses identified
Improving economy, efficiency and effectiveness: How the Trust uses information about its costs and performance to improve the way it manages and delivers its services	Significant risk identified in relation to the challenging capital programme the Trust faces	No significant weaknesses identified



Value for Money (continued)

Financial Sustainability: How the Trust plans and manages its resources to ensure it can continue to deliver its services

In 2021/22 the Trust reported a £2.6m surplus against a planned surplus of £0.1m 2021/22, this position was achieved as a result of receiving income from the Elective Recovery Fund in recognition of its activities recovering elective performance and utilising non-recurrent, mainly Covid related, additional funding streams.

For the 2022/23 financial year the Trust approved a £25m deficit plan at the April meeting of the Board. The Trust is operating within a financially challenged ICS and prior to Board approval there were discussions with the ICS regarding the Trusts contribution to the overall financial position. The Board outlined that achievement of the £25m deficit plan would be challenging and subject to significant risk; and would also be difficult to achieve without impacting service delivery and the aim to increase activity to address the increases in patient waiting times that have arisen as a result of the Covid19 pandemic. The 2022/23 NHS financial planning process has yet to be concluded and we are aware from discussions with management that as at June 2022 there may be more funding available which if agreed will result in a significant reduction to the planned £25m deficit position for 2022/23. (Expected: £10m deficit plan)

Currently the Trust's 2022/23 financial plan includes the delivery of CIP savings programme of 4% of Trust income which equates to a target of £19.3m. Such a target is very challenging level and is higher in comparison to pre-pandemic CIP achievement by the Trust. Prior to the pandemic the Trust delivered £11.2m CIP against a £16m target in 2019/20. At present £4.5m of the 2022/23 CIP target is currently unidentified with £3.8m being planned to be delivered via non-recurrent measures. The 2022/23 measures include a £4.7m reduction in the annual leave accrual, which will require significant annual leave being taken thereby potentially reducing the level of staff resource available in another critical year for the Trust.

Whilst the conclusion of the 2022/23 NHS Financial Planning process may result in a more achievable financial plan for the Trust the ongoing financial outlook is not without risk and it will require tight financial control, strong CIP monitoring and timely action to identify mitigating plans be taken where non-delivery of financial targets becomes likely.

Conclusion: The Trust had the arrangements we would expect to see in 2021/22 to enable it to plan and manage its resources to ensure that it can continue to deliver its services.

Recommendation: We recommend that the Trust take action to ensure there is strong CIP monitoring and timely action to identify mitigating plans if the non-delivery of financial targets becomes likely.



Value for Money (continued)

Governance: How the Trust ensures that it makes informed decisions and properly manages its risks

The Trust has in place an appropriate governance framework and committee to make informed decisions and manage risks. Our commentary in Appendix A contains more detail.

In our Audit Planning Report we outlined to the Audit and Risk Committee that we had identified one risk in this area in relation to the senior executive capacity which fell within our VFM informed decision making criteria. During 2021/22 there had been changes to the composition of the Trust Board. The Trust intended to increase capacity at this level, however, this had not yet been realised with the departure of the Chief Operating Officer and the secondment of the Chief Nurse to NHS England. Our work focused on reviewing the arrangements in place to identify, mitigate and manage the risks associated with changes to the Board; and understanding how roles and responsibilities have adapted to ensure continuity is maintained and short-term capacity remains sustainable. Based on the findings of our we are satisfied that management had proper arrangements in place to identify and manage the risks associated with changes at Board level

Conclusion: The Trust had the arrangements we would expect to see in 2021/22 to enable it to make informed decisions and properly manage its risks.

Recommendation: Capacity at the Senior Executive level remains a risk and requires monitoring closely.



Value for Money (continued)

Improving economy, efficiency and effectiveness: How the Trust uses information about its costs and performance to improve the way it manages and delivers its services

Delivering services within the Covid-19 environment has been a challenging task for the Trust. Whilst the changes to NHS funding arrangements for 2021/22 as a result of Covid created more certainty in respect of funding streams delivering effective and efficient services posed a real challenge to maintain standards of care against a background higher levels of staff absence, addressing the healthcare challenges associated with the pandemic and achieving adjusted elective treatment targets to reduce the backlog of increases in patients waiting times.

Specifically for the Trust, these challenges have been against a backdrop of an aging estate that was not designed to meet the current needs of the Trust to deliver modern healthcare services. The most significant portion of which, the Doncaster Royal Infirmary, has been earmarked as a potential beneficiary of the Government's Health Infrastructure Plan to build eight new hospitals, whilst the outcome of the Trust's new hospital bid is being considered there remains a need to address deteriorations in the current estate. In our Audit Planning Report we outlined to the Audit and Risk Committee that we had identified a risk of significant weakness in this area. In response to the risk we identified we reviewed the progress and developments with the bid to construct a new site; assessing the governance arrangements for considering the future of the Doncaster Royal Infirmary site. This included reviewing Trust's estates strategy; option appraisal and discussions with the Interim Director of Finance, who has responsibility for estates. We also cross-referenced these plans with the Trust's risk register and scrutinised where unidentified risks may exist, or whether risks were not appropriately mitigated or funded. On the basis of the work that we performed, we were satisfied that management had proper arrangements in place to identify and manage the risks of the current condition of the Trust site.

Conclusion: The Trust had the arrangements we would expect to see in 2021/22 to enable it to use information about its costs and performance to improve the way it manages and delivers services.

Appendices



Building a better
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Appendix A – Summary of arrangements

Financial Sustainability

Reporting Sub-Criteria	Findings
How the body ensures that it identifies all the significant financial pressures that are relevant to its short and medium-term plans and builds these into them	The Trust recognise financial sustainability and the pressures faced as a risk in the risk register. The risk register includes actions to mitigate the risk to manage the short and medium-term impact on service delivery. These are managed through formal monthly internal reporting on financial pressures, performance against plan and the Trust’s liquidity position as well as external reporting to NHSI on the progress against plans. The risk register is considered frequently by the executive team and is a regular item for Board consideration and that it is subject to review by the Audit and Risk Committee.
How the body plans to bridge its funding gaps and identifies achievable savings	<p>In recent years the Trust has a record of achieving sufficient savings and meeting agreed control totals. However, since 2020-21 savings requirements were suspended as part of national transitional arrangements in response to the pandemic. There exist arrangements to develop mitigating plans in cases where programmes fall behind schedule; management conduct fortnightly performance meetings to monitor plans and progress.</p> <p>The Trust has submitted a plan for 2022/23 that continues to be adapted following discussion with the ICS and scrutiny from both the Trust Board and the ICS. The Trust formally reports revenue and capital position against their plan to the Finance and Performance Committee on a monthly basis. The Trust reported a cash position at 31 March 2022 which provides significant liquidity for the difficult challenges posed by the following financial year.</p>
How the body plans finances to support the sustainable delivery of services in accordance with strategic and statutory priorities	<p>The Trust has a vision and a long-term strategic plan which articulates how it will deliver its statutory responsibilities. The Trust translates this into an annual operating plan including the financial plans for enabling sustainable delivery of services. This forms the basis of monthly Trust Board reporting.</p> <p>For 2021/22 the national planning process was suspended in response to the pandemic. Prior to this suspension, the Trust had prepared and submitted financial plans and savings targets to meet the agreed control total. In line with other NHS bodies, the certainty of the future funding arrangements as part of the 2022/23 financial planning round has yet to be concluded. While we have not identified any risks to continuing service delivery, the absence of detailed medium term financial planning creates significant financial risk.</p>
How the body ensures that its financial plan is consistent with other plans such as workforce, capital, investment, and other operational planning which may include working with other local public bodies as part of a wider system	The Trust reports to each Board meeting on key performance areas including Quality and Effectiveness; People and Organisational Development; and Finance and Performance. The Trust’s financial plans include reporting on these “True North” strategic areas as part of its mechanisms for monitoring the achievement of targets for each of the key performance areas. Monthly reporting on the financial position to the Finance and Performance Committee links financial risks to strategic risks.
How the body identifies and manages risks to financial resilience, e.g. unplanned changes in demand, including challenge of the assumptions underlying its plans	<p>The Trust management have maintained appropriate risk management and governance processes throughout the year. The Finance and Performance Committee review a monthly performance report which is then presented to the Board. The report includes actual year to date financial outturn performance as well as the expected/projected outturn position for the financial year. The report also highlights risks to achieving the planned outturn position, any changes to the original plan and how the Trust plans to address new risks.</p> <p>The changes made by the Department of Health and Social Care to the financial framework in for 2020/21 continued into the 2021/22 financial year. The Trust recognises failure to achieve compliance with financial performance and achieve financial plan within its risk register demonstrating how the Trust identifies significant financial pressures and builds them into their short term and medium-term plans.</p>

Appendix A – Summary of arrangements (continued)

Governance

Reporting Sub-Criteria

Findings

How the body monitors and assesses risk and how the body gains assurance over the effective operation of internal controls, including arrangements to prevent and detect fraud

The Trust's Board Assurance Framework (BAF) is refreshed annually to match its strategic aims and align to strategic priorities and risks. The BAF outlines the actions being undertaken by the Trust to provide assurance that risks are being mitigated to an acceptable level, and is reviewed and updated by the senior management team. The Board of Directors have responsibility for oversight of the BAF.

The Board committee calendar ensures up-to-date information is provided to meetings for scrutiny and assurance. The Trust has a Risk Identification and Management Policy in place and the Board Assurance Framework and Corporate Risk Register provide the framework through which high-level risks are considered. The Board and committees receive and review the BAF and Risk Register on a frequent basis.

The Board of Directors monitors a series of quality measures and objectives on a monthly basis. Risks to the quality of care are managed and monitored through robust risk management and assurance processes. The committees of the Board, particularly the Quality and Effectiveness Committee and the People Committee, play a key role in quality governance, receiving reports and using internal audit to test the processes and quality controls in place. This enables rigorous challenge and action to be taken to develop services to enable improvement. The Board gives regular consideration to ensuring service quality in all aspects of its work, including changes to services and cost improvement plans. The Board proactively works to identify and mitigate potential risks to quality.

The Trust has a sound and embedded control environment in place. Relevant policies and procedures are in place and used in practice. We identified no issues of concern from the work we have completed.

The Trust has appropriate fraud prevention policies in place. The annual programme of counter fraud work agreed by the Audit and Risk Committee includes fraud prevention. and the committee received reports from the counter fraud specialist throughout the year.

How the body approaches and carries out its annual budget setting process

The Trust has a track record of submitting planning, key data and final financial information to NHSI in line with agreed timetables. The external national planning process has been suspended with a national approach in response to the pandemic.

The Trust's internal budgeting and budget monitoring process has continued throughout the year and reported through Finance and Performance committee monthly.

The Trust develops its financial plan and budget using dual processes:

- Top down: where the Trust quantifies the core financial gap to assess its affordability envelope and inform the scale of the efficiency expectation for forthcoming year. This is developed through the application of national and local planning assumptions, as well as known commitments.
- Bottom up: where the Trust develops a granular level of activity, income, expenditure, workforce, capacity and efficiency planning.

There remains uncertainty over the final income allocations for 2022/23 and beyond due to the current national and local arrangements.

Appendix A – Summary of arrangements (continued)

Governance (continued)

Reporting Sub-Criteria	Findings
<p>How the body ensures effective processes and systems are in place to ensure budgetary control; to communicate relevant, accurate and timely management information (including non-financial information where appropriate); supports its statutory financial reporting requirements; and ensures corrective action is taken where needed</p>	<p>The Trust has the appropriate arrangements in place to set, approve and monitor budgets. The Trust's internal budgeting and budget monitoring process has continued throughout the year, reviewed by management and subsequently reported through the Finance and Performance Committee monthly.</p> <p>Reporting to the Board also includes non-financial management information on all the Trust's key performance areas.</p> <p>Budget meetings with budget holders were maintained throughout the year and formed the basis for reviewing variances from the base.</p> <p>Throughout the year, monthly reporting on pay and non-pay cost variance analysis, as well as reporting against capital programme progress, has been the source of executive oversight to enable budget monitoring and therefore assess the sustainability of future financial plans.</p>
<p>How the body ensures it makes properly informed decisions, supported by appropriate evidence and allowing for challenge and transparency. This includes arrangements for effective challenge from those charged with governance/Audit and Risk Committee</p>	<p>The effective operation of the Board, supported with regular, clear and relevant information, is the Trust's key tool for ensuring that it makes properly informed decisions. Published Board papers are presented with header sheets that provide consideration of the key elements of the Trust strategic aims the report relates to, demonstrating the Board is informed of the relevant areas in making decisions. These executive summaries also draw out the implications in terms of legislation, regulation and resources. The minutes evidence the challenge made by non-executive members and the transparency in decision making.</p> <p>The Audit and Risk Committee is comprised of appropriately skilled and experienced members, it has clear terms of reference which emphasises the Committee's role in providing effective challenge and has an annual work plan to help ensure that it focuses on the relevant aspects of governance, internal control and financial reporting.</p> <p>Recently turnover at the Executive Level has been high and as such capacity at the senior level represents a risk which requires close monitoring by the Trust.</p>
<p>How the body monitors and ensures appropriate standards, such as meeting legislative/regulatory requirements and standards in terms of officer or member behaviour (such as gifts and hospitality or declarations/conflicts of interests)</p>	<p>The Trust has appropriate Governance structures in place to assure itself that appropriate standards and regulations are met. Declarations of interest are a standing item in all board and Audit and Risk Committee meetings.</p> <p>The Audit and Risk Committee, oversee an annual programme of work that is part of a suite of actions the Trust has in place to monitor adherence to clinical and care related standards and requirements.</p> <p>The Trust has policies and procedures in place to ensure that staff operate in accordance with relevant legislative and regulatory requirements. These policies and procedures are reviewed and revised regularly.</p> <p>Safety and quality is monitored by the Quality and Effectiveness Committee, which holds quarterly learning sessions on patient safety.</p>

Appendix A – Summary of arrangements (continued)

Improving economy, efficiency and effectiveness

Reporting Sub-Criteria	Findings
<p>How financial and performance information has been used to assess performance to identify areas for improvement</p>	<p>The Trust report and monitor financial and non financial performance information through internal governance frameworks. The Board and Audit and Risk Committee oversee financial performance with formal monthly reporting on outturns and financial performance at Finance and Performance Committee monthly meetings.</p> <p>The Board receives reports on performance in its key areas, which include Quality and Effectiveness; People and Organisational Development; and Finance and Performance. The reports clearly outline performance against planned targets and outcomes. Depending on the performance area, a Board committee will have oversight of the actions being identified and taken to address areas where performance is below plan. Each committee has a process in place for monitoring agreed actions and these are then included in subsequent Board reports.</p>
<p>How the body evaluates the services it provides to assess performance and identify areas for improvement</p>	<p>The integrated performance report identifies the key performance indicators for key service areas. These are monitored on a regular basis by the Board and Finance and Performance committee and where appropriate for areas performing below target requirements action is taken to address. Safety and quality is monitored by the Quality and Effectiveness Committee, which holds quarterly learning sessions on patient safety.</p> <p>The Trust reports performance across its operations in the monthly reporting to the Board against national and local indicators. Where performance is below plan these reports highlight the action being taken to seek the required improvement.</p> <p>The Trust was last inspected by the Care Quality Commission in February 2020 and was rated 'Good' overall and 'Good' in all areas.</p> <p>The Trust publishes an annual Quality Report outlining its performance against a wide range of quality measures. Prior to the pandemic the Quality Report was published as part of the Annual Report and elements were subject to audit. This requirement has been removed and the report is published separately.</p>
<p>How the body ensures it delivers its role within significant partnerships, engages with stakeholders it has identified, monitors performance against expectations, and ensures action is taken where necessary to improve</p>	<p>The Trust reports internally on system working and working with commissioners. The Trust reports it has maintained good and supportive relationships with lead commissioners and on the strengthened collaboration and mutual aid between providers and commissioners as part of reporting to Audit and Risk Committee the preparation for production of the annual report.</p> <p>The Trust has an established Finance and Performance Committee which provides oversight of its active partnership role within the local Integrated Care System. The same Committee also receives regular reports from Service Leads on other partnership working and engagement with stakeholders including local CCGs and local authorities. The Committee has a remit to request that Service Leads take action where significant partnerships are not delivering the performance or outcomes that the Trust expects. The Board has a duty to work in partnership with service users, carers, local health organisations, local government authorities and others to provide safe, effective, accessible, and well governed services for patients</p>

Appendix A – Summary of arrangements (continued)

Improving economy, efficiency and effectiveness (continued)

Reporting Sub-Criteria	Findings
How the body ensures that commissioning and procuring services is done in accordance with relevant legislation, professional standards and internal policies, and how the body assesses whether it is realising the expected benefits	<p>Doncaster & Bassetlaw Teaching Hospitals NHS Foundation Trust is an acute provider and the majority of its services are commissioned by local CCGs and some specialist services by NHS England. The Trust monitors outcomes through its governance framework, reporting internally to board and committees and externally via the Annual Governance Report.</p> <p>For procurement, the Trust uses national contracts or agreements wherever possible, primarily through NHS Supply Chain, the Crown Commercial Service and NHS Commercial Alliance. Where it is not possible to use a national agreement, contracts are advertised in the public domain via the government portal Contracts Finder. The Audit and Risk Committee review cases where single tender waivers have been performed and assess the conditions around such incidences.</p>

Appendix B – Summary of all recommendations

Recommendations

The table below sets out all the recommendations arising from the financial statements and value for money audits in 2021/22. All recommendations have been agreed by management.

Issue	Recommendation	Management Response
Financial statements: PPE/ Capital Accounting	<p>During 2021/22 the Trust implemented a new Fixed Asset Register (FAR) using the NHS Shared Business Services module. The Trust have experienced difficulties in the year to obtain the appropriate output from the system.</p> <p>The Trust should work with NHS SBS to identify the root cause of the issues experienced and ensure that lessons are learned to reduce the likelihood of further problems being experienced in the future.</p>	<p>We agree that further work is required on the new fixed asset register to ensure it is fully operational and producing all required outputs following implementation and points raised by external audit. It should be noted that there were no material impacts on the values included in the primary financial statements from the work undertaken by External Audit. The Trust will continue to dual run the revaluation process on both the system and spreadsheet to ensure that the financial position of the revaluation is reported as accurate.</p>
Financial statements: PPE/ Capital Accounting	<p>As part of the migration to the new FAR in year, management have uncovered significant nil value assets that had previously been fully depreciated. The draft statements did not account for these correctly and a prior year adjustment has been necessary to correct this.</p> <p>Management should ensure that information from the FAR is reviewed and cleansed and ensure applicable assets are assessed at the end of their accounting lives and written out of the FAR when no longer in use.</p>	<p>We agree that further work is required on the new fixed asset register to ensure it is fully operational and producing all required outputs following implementation and points raised by external audit. It should be noted that there were no material impacts on the values included in the primary financial statements from the work undertaken by External Audit, rather that through the implementation of the FAR the prior year disclosure adjustment was identified. It was because of the review, identifying nil NBVs as part of the migration exercise, that meant the Trust were in a position to do the cleanse on the system. The previous system did not easily allow for this review to take place, but we have managed to perform this in year.</p>
Financial statements: Accruals / Payables	<p>Through the process of identifying a sample of accruals to test, we encountered manual adjustments that moved accrued balances that had been invoiced into the payables balance. This supporting information for these manual adjustments was not well documented.</p> <p>Management should ensure that there is a full list of items being transferred to support manual adjustments and that such supporting information is retained for audit purposes.</p>	<p>Following a review of financial reporting improvements from the previous year end, a review at year end was undertaken by the finance team to correctly identify which items should be disclosed as payables rather than accruals. Whilst this improved the quality of the accounts, it is accepted that the working papers need to be improved for the next financial year.</p>

Appendix B – Summary of all recommendations

Recommendations

The table below sets out all the recommendations arising from the financial statements and value for money audits in 2021/22. All recommendations have been agreed by management.

Issue	Recommendation	Management Response
Financial statements: Prepayments	<p>Our testing of prepayments identified balances that had been raised for prepayments where the invoice had been received but the expenditure related to the following financial year (2022/23). Given that that the invoice had not been settled, nor had any service or good been received, these were incorrect.</p> <p>Where the general ledger generates balances automatically for orders not yet invoiced, a manual exercise should be conducted to remove transactions where an obligating event has not yet occurred.</p>	<p>Following a review of financial reporting improvements from the previous year end, a manual exercise was performed this year end, however this still led to some issues and therefore a further review of the system and improved manual processes will be implemented for the next year end.</p>
Financial statements: IFRS 16 - Leases	<p>Our review of the preparedness of the Trust for implementing the new accounting standard has found that although significant work has been performed, there were errors in the application of the exercise.</p> <p>The Trust should ensure that when new accounting standards are being implemented there is appropriate time provided to adequately review the requirements and perform quality assurance on disclosures.</p>	<p>As part of the ongoing work with regards to the standard, additional lease information was received late in the accounts preparation process which did not allow for a timely review. This should not be an issue as the Standard becomes embedded into Business As Usual.</p>
Financial statements: Early invoice agreements	<p>We identified a “vesting certificate” also referred to as an early invoice agreement to support the inclusion of some goods that had not been received, invoiced or paid for. The certificate was not signed nor could we find suitable evidence to support the inclusion of the capital spend in the 2021/22 financial statements.</p> <p>The use of early invoice agreements has not been widespread at the Trust in 2021/22, but should this increase in future, the Trust should ensure compliance with the conditions set out in the certificate including obtaining internal approval.</p>	<p>A review of the use of vesting certificates will be undertaken ensuring appropriate documentation is signed.</p>
Financial statements: Policy Review Dates	<p>We identified a small number of policies that had past their review dates.</p> <p>The Trust should ensure policies are reviewed and updated in a timely fashion</p>	<p>These relate to Trust wide policies, this will be escalated to the Policy Review Group</p>

Appendix B – Summary of all recommendations

Recommendations

The table below sets out all the recommendations arising from the financial statements and value for money audits in 2021/22. All recommendations have been agreed by management.

Issue	Recommendation	Management Response
Financial statements: Payroll Reconciliations	<p>We observed one reconciliation in our walkthrough of the transaction process that had been marked as reviewed, but no date had been included for either the date of preparation or review.</p> <p>Preparers and reviewers of reconciliations should be reminded of their responsibilities in signing and dating reconciliations to provide adequate evidence that the control environment is operating effectively.</p>	This will be recommunicated to all finance staff members and reviewed on a quarterly basis by the Deputy Director of Finance
Financial statements: Remuneration Report	<p>We identified that areas of the remuneration report had not been completed in line with the applicable guidance. Management have amended the statements for these errors that were related to the Fair Pay Comparison.</p> <p>The Trust should remain alert to where guidance is updated to ensure the Annual Report is fully compliant.</p>	This will be recommunicated to all those involved in the preparation and review of the annual report.
Financial statements: Significant Contracts	<p>We identified three contracts that were present in the contract register in prior year that were omitted on migrating the contract data from the previous e-tendering system.</p> <p>Management should ensure the contract register is kept up to date and that data held in the old e-tendering system (Intend) has been transferred correctly, and completely, into the new system (Atamis)</p>	In future a manual check will also be implemented for any migration process. However it should be noted that the transfer to another system will probably be at least 4 years away if not longer as this is a national system that the Trust was mandated to use.
Financial statements: General Ledger Controls	<p>As part of our data first audit approach, we obtain the full general ledger download. Within that data, we identified a journal, raised by SBS, that did not balance. It is our understanding, and the understanding of management, that within the Oracle system, an unbalance journal should not be possible.</p> <p>The Trust are seeking an explanation from SBS as to how the issue was possible within the ledger. We consider the issue immaterial for the conclusion of the audit.</p>	We have requested a review by SBS into the issue and await a response. Depending on this, the relevant action will be taken
Financial statements: HR/Payroll	<p>We identified documentation not signed and held centrally on file.</p> <p>The Trust should ensure that there arrangements are in place to ensure contracts are signed and retained.</p>	The Trust will continue to communicate to Divisions the importance of having in place signed contract documentation with employees. It should be noted this performance has improved compared to previous years.

Appendix B – Summary of all recommendations

Recommendations

The table below sets out all the recommendations arising from the financial statements and value for money audits in 2021/22. All recommendations have been agreed by management.

Issue	Recommendation	Management Response
Value for Money: Financial Sustainability	We recommend that the Trust, in their on-going budget monitoring, escalate risks of non-delivery of the agreed deficit position, both within the South Yorkshire ICS and also nationally, alongside maintaining robust CIP monitoring.	Agreed – financial performance including financial risks and CIP delivery will continue to be reported and escalated to the Finance and Performance Committee, Trust Board and the ICB.
Value for Money: Governance	Capacity at the Senior Executive level remains a risk and requires monitoring closely.	Executive capacity is now in place on an interim basis including the COO whilst appointment to substantive roles is being undertaken in year. Recruitment to substantive roles is currently on track.



Appendix C – Certificate

Certificate

INDEPENDENT AUDITOR'S REPORT TO THE COUNCIL OF GOVERNORS OF DONCASTER AND BASSETLAW TEACHING HOSPITALS NHS FOUNDATION TRUST

Issue of audit opinion on the financial statements

In our audit report for the year ended 31 March 2022 issued on 23 June 2022 we reported that, in our opinion, the financial statements:

- gave a true and fair view of the financial position of Doncaster and Bassetlaw Teaching Hospitals NHS Foundation Trust as at 31 March 2022 and of its income and expenditure for the year then ended;
- gave a true and fair view of the financial position of the Group as at 31 March 2022 and of its expenditure and income for the year then ended; and
- had been prepared properly in accordance with the Department for Health and Social Care's Group Accounting Manual 2020/21 and the directions under paragraphs 24 and 25 of Schedule 7 of the National Health Service Act 2006 (as amended by the Health and Social Care Act 2012).

Certificate

In our report dated 23 June 2022, we explained that we could not formally conclude the audit on that date until we had completed our procedures on the Foundation Trust's value for money arrangements for the year ended 31 March 2022. We have now completed our procedures and no matters have come to our attention that would have resulted in a different opinion on the financial statements or additional exception reporting on significant weaknesses in the Foundation Trust's value for money arrangements.

We certify that we have completed the audit of the accounts of Doncaster and Bassetlaw Teaching Hospitals NHS Foundation Trust in accordance with the requirements of Chapter 5 of Part 2 of the National Health Service Act 2006 and the Code of Audit Practice issued by the National Audit Office on behalf of the Comptroller and Auditor General.

Hassan Rohimun

For and on behalf of Ernst & Young LLP

Manchester

14 July 2022

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ED None

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Report Cover Page			
Meeting Title:	Council of Governors		
Meeting Date:	29 September 2022	Agenda Reference:	B2 & B3
Report Title:	DBTH Constitution Review & Council of Governors' Standing Orders Update		
Sponsor:	Richard Parker OBE, Chief Executive Officer Suzy Brain England OBE, Chair of the Board		
Author:	Fiona Dunn, Director Corporate Affairs/Company Secretary		
Appendices:	B2. DBTH Trust Constitution 2022 B3. Council of Governors Standing Orders		
Executive Summary			
Purpose of report:	To provide assurance to the Council of Governors on its statutory and regulatory requirements. The document supports the delivery of the strategic aims by providing a clear, accountable and transparent governance platform through which decisions can be made.		
Summary of key issues:	<p>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 NHS England core constitution statutory guidance issued in 2014. Some of the provisions are required by law while some are discretionary.</p> <p>Some minor statute changes have been proposed following the introduction of the Health and Care Act 2022 along with the launch of the Integrated Care Systems, and abolition of CCGs, on 1st July 2022. Both had implications on Foundations Trusts in terms of national guidance and local documentation.</p> <p>The Constitution is required to be reviewed in full every three years or earlier if changes are required. The last extensive review was in September 2020.</p> <p>A review of the Constitution has now been undertaken with minimal changes proposed.</p> <p>The main changes proposed are as follows:</p> <ul style="list-style-type: none"> • Nomenclature throughout – the Health and Care Act 2022 abolishes “Monitor” so all references have been changed to NHS England (unless reference used is still an existing live document produced by “Monitor”). Likewise references to executive director titles have been changed e.g. Chief Nurse and Chief Operating Officer. • Clarification that volunteers to the Trust do not qualify for Membership of the Staff Constituency (p9) • Addition of Governors role within the Integrated Care System(s) (p13) • The current constitution (p.15) stipulates a Board of up to 7 NEDs and up to six Executive Directors. This has been removed to provide flexibility should it ever be required and clarifies the casting vote ability of the Chair 		

- Also, addition of statement 21.11 (p15) for the avoidance of doubt the Deputy Chair shall have the casting vote in the event that the Chair is not participating at the meeting where voting takes place.
- Within the Constitution, it is proposed to abolish the role of CCG partner governor on the Council of Governors given the organisation no longer exists w/e/f 1 July and the role. (p28). More widely a review of partner governors is needed. The Trust has power to appoint other partner governors provided more than half the Council of Governors is comprised of public governors. The current make-up of the Council without the CCG is as follows:
 - Chair - 1
 - Public governors – 20
 - Staff governors – 6
 - Partner governors - 9
 - Total – 35

There is therefore scope to have up to two further appointed governors on the CoG, for a total of 37. Provision has been made (p31) for the proposal of partner governors to be appointed by the Trust from new partner organisations when appropriate with the intention to increase the diversity of the governing body.
- Removal of requirement to notify NHSE of amendments to Constitution (p24)
- Please note that other changes captured by “track changes” were typographically or layout changes and include:
 - Incorrect “section” cross references amended
 - Deletion of repeated paragraphs where applicable.
 - Clarification and consistency of wording throughout all sections

Changes to Council of Governors standing orders:

- Changes in the definitions section and throughout to be consistent with the Constitution changes above
- addition of access to governor portal for meeting times (p8)

Please note that the changes made to the Constitution and Governor Standing Orders are minor and generally clarification type changes, as the nature of this document is that it is not designed to cover every eventuality.

In reviewing the documents, comments received from reviewers have been considered along with reference to statutory guidance.

The draft document has previously been circulated to Board members and the Council of Governors prior to this submission to the Board, for review, and comments received incorporated where applicable.

Amendments to the Constitution are required to be approved by both Board of Directors (on 27th September) and by Council of Governors (on 29th September).

Once approved any changes will be reflected in the Trusts Standing Orders, Standard Financial Instructions and Council of Governors Standing orders.

-

Recommendation:	The Council of Governors is asked to APPROVE the proposed amendments to the DBTH Constitution and the Governor Standing Orders				
Action Require:	Approval	Information	Discussion	Assurance	Review
Link to True North Objectives:	TN SA1:	TN SA2:	TN SA3:	TN SA4:	
	<i>To provide outstanding care for our patients</i>	<i>Everybody knows their role in achieving the vision</i>	<i>Feedback from staff and learners is in the top 10% in the UK</i>	<i>The Trust is in recurrent surplus to invest in improving patient care</i>	
Implications					
Board assurance framework:	N/A				
Corporate risk register:	F&P6 Failure to achieve compliance with performance and delivery, CQC and other regulatory standards Leading to; (i) Negative patient and public reaction towards the Trust (ii) Impact on reputation				
Regulation:	All NHSF trust are required to have a corporate risk register and systems in place to identify & manage risk effectively.				
Legal:	Compliance with regulated activities and requirements in Health and Social Care Act 2008., Health and Care Act 2022				
Resources:	Actions required are currently being delivered within existing trust Resources highlighted in individual risks				
Assurance Route					
Previously considered by:	Draft previously circulated to Board members and Council of Governors for review and comment				
Date:	Sept 2022	Decision:	Comments incorporated		
Next Steps:	Check for consistency in the SO, SFI's				
Previously circulated reports to supplement this paper:					



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

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

CONSTITUTION

Name and title of author/reviewer:	Fiona Dunn, Company Secretary
Approved by The Board of Directors:	XX September 2022
Approved by The Council of Governors:	xx September 2022
Date Issued:	Xx September <u>2022</u>
Date of Next Review:	September 2025

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DRAFT

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;
"the 2022 Act"	<u>means the Health and Care Act 2022 as amended from time to time;</u>
"Accounting Officer"	<u>is the person who from time to time discharges the functions specified in NHS England's NHS Foundation Trust Accounting Officer Memorandum;</u> 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; <u>those Governors appointed by the Partnership Organisations;</u>
"Area of the Trust"	means the areas of Bassetlaw District and the <u>Metropolitan Borough City</u> of 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;
"CCG Governor"	means each member of the Council of Governors appointed in accordance with the provisions of this Constitution by each of the Clinical Commissioning Groups specified in Annex 3;
"Chair"	means the chair 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;
"Council of Governors"	means the Council of Governors 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;
"Deputy Chair"	means the Non-Executive Director appointed as deputy chair of the Trust in accordance with paragraph 26 <u>25</u> 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; those Governors elected by the Public Constituencies and the classes of the Staff Constituency;
"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 st April in a calendar year and ending on 31 st March in the following calendar year;
"Governor"	means a Governor on the Council of Governors 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;
"Independent Regulator" or "NHS England"	is the body corporate known as NHS England, as provided by Section 61 of the 2012 Act;
"Lead Governor"	means a Governor elected by the Council of Governors to fulfil the statutory role originally set out by Monitor (now NHS England) and to Chair any meetings of Governors when the Chair or Deputy Chair are absent, for whatever reason
"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 Council of Governors 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; incorporated into NHS Improvement in 2016, itself now operating jointly with NHS England
"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;

"Partner Governor"	means a member of the Council of Governors appointed by a Partnership Organisation specified in Annex 3;
"Partner 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 Council of Governors elected by the Members of the Public Constituency;
<u>"Registered Dentist"</u>	<u>a registered dentist within the meaning of the Dentists Act 1984;</u>
<u>"Registered Medical Practitioner"</u>	<u>a fully registered person within the meaning of the Medicines Act 1983 who holds a licence to practice under that Act;</u>
"Secretary"	means the Trust Company Secretary 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 appointed by the Board 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 Council of Governors elected by a Staff Class in accordance with the provisions of this Constitution;
"the Trust"	means Doncaster and Bassetlaw Teaching Hospitals NHS Foundation Trust;

- 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 references to paragraph numbers are references to paragraphs of this constitution unless the context provides otherwise. ~~References in this Constitution to legislation include all amendments, replacements, or re-enactments made, and all regulations, statutory guidance or directions.~~
- 1.3 References to legislation include all regulations, statutory guidance and directions.
- ~~1.4~~ Headings are for ease of reference only and are not to affect interpretation.

~~1.5~~1.4 If there is a conflict between the provisions of this Constitution and the provisions of any document referred to herein or the law then the provisions of this Constitution shall prevail unless the law requires otherwise.

~~1.6~~1.5 All Annexes referred to in this Constitution form part of it.

1.6 References to paragraphs are to paragraphs in this Constitution save that where there is a reference to a paragraph in an Annex to this Constitution it shall be a reference to a paragraph in that Annex unless the contrary is expressly stated or the context otherwise so requires

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 and amended by the Health and Social Care Act 2012 and the Health and Care Act 2022.

4.2 All the powers of the Trust shall be exercised by the Board of Directors on behalf of the Trust.

4.3 Any of these powers may be delegated to a committee of directors or to an executive director.

4.4 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 are 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, Directors, volunteers 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, volunteer 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 twelve (12) months; or
 - 7.1.2 they have been continuously employed by the Trust under a contract of employment for at least twelve (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 (4) 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.
- 7.5 An individual providing care in pursuance of a contract (including a contract of employment) with a voluntary organisation, or as a volunteer for a voluntary organisation, or who provides services to the Trust (for no remuneration) does not come within the category of those who qualify for Membership of the Staff Constituency.

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 s/he informs the Trust that s/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 sixteen (16) years old at the date of his/her 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. COUNCIL OF GOVERNORS - COMPOSITION

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

12. COUNCIL OF GOVERNORS - ELECTION OF GOVERNORS

- 12.1 Elections for elected members of the Council of Governors shall be conducted in accordance with the Model Election Rules [2014](#).
- 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 & Social Care [2014](#) 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.
- 12.5 In the event that a vacancy is not filled by election, or a vacancy arises, the Council of Governors, by agreement at a meeting, may co-opt to that vacancy for an agreed period of time but the co-optee must be from the same constituency as the vacancy.

13. COUNCIL OF GOVERNORS - TENURE

- 13.1 An Elected Governor may hold office for a period of up to [three \(3\)](#) years.
- 13.2 An Elected Governor shall cease to hold office if s/he ceases to be a Member of the Constituency or class by which s/he was elected.
- 13.3 An Elected Governor shall be eligible for re-election at the end of his/her term but no Elected Governor may hold office for more than nine [\(9\)](#) years. An Elected

Governor may not stand for election again on completion of the maximum nine years. An Elected Governor who does not complete the maximum nine-year term may stand for re-election but only for the remaining years to achieve nine (9) years in total.

- 13.4 An Appointed Governor may hold office for a period of three (3) years.
- 13.5 An Appointed Governor shall cease to hold office if the appointing organisation withdraws its sponsorship of him/her. Or if the appointed governor loses contact or has no opportunity to report into the appointing organisation.
- 13.6 An Appointed Governor shall be eligible for re-appointment at the end of his/her term but no Appointed Governor may hold office for more than nine (9) 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. COUNCIL OF GOVERNORS – DISQUALIFICATION AND REMOVAL

- 14.1 The following may not become or continue as a member of the 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 (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 three months (without the option of a fine) was imposed on him/her
 - 14.1.4 A governor, who is the subject of a conduct/disciplinary investigation, will be suspended from governor duties pending the outcome of the investigation (*see section 2.5 Annex 5*)
 - 14.1.5 A governor, who makes a formal written complaint about another governor, non-executive director, director, member of staff, or volunteer, may be requested to stand down as a governor while the complaint is investigated, pending the outcome of the investigation.
- 14.2 Governors must be at least sixteen (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 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 Council of Governors.

15. COUNCIL OF GOVERNORS – DUTIES OF GOVERNORS

- 15.1 The general duties of the 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.
 - 15.1.2 as a result of the Health and Care Act 2022 governors are required to factor into their decision making a balance between serving the public interest of their constituents (ie the Trust and local community which elects them) with a wider (regional) public interest across the Integrated Care Systems the Trust is linked with.
- 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.
- 15.3 Governors must take up the opportunities that the Trust offers to provide them with these skills and knowledge. Refusal to take up a reasonable request for training and development will be a breach of the Governor Code of Conduct.
- 15.4 As much of the Trust's business e.g. Board meetings and Committees, is carried out electronically, governors must have a working knowledge of commonly used IT platforms, and the equipment to access them.

16. COUNCIL OF GOVERNORS – MEETINGS OF GOVERNORS

- 16.1 The Chair of the Trust (i.e. the Chair of the Board of Directors, appointed in accordance with the provisions of paragraph 25-24 below) or, in his/her absence, the Deputy Chair (appointed in accordance with the provisions of paragraph 26-25 below), shall preside at meetings of the Council of Governors save that if the Chair and Deputy Chair are unable to preside whether for reasons of absence, conflict of interest or otherwise the Senior Independent Director or Lead Governor shall preside.
- 16.2 The Lead Governor shall be a Public Governor and shall be elected by a majority of the Council of Governors in a secret ballot for a term of up to 3 years. The provisions of paragraph 8 of Annex 5 shall also apply.
- 16.3 Meetings of the 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 of the confidential nature of the business to be transacted, or for other special reasons stated in the resolution.
- 16.4 For the purposes of obtaining information about the Trust's performance of its functions or the directors' performance of their duties, and to be able to hold the

non-executive directors to account for the performance of the Board, the Council of Governors may require one or more of the non-executive directors to attend a meeting.

- 16.5 *In extremis*, where the circumstances are beyond the Trust's control, meetings of members and the Council of Governors may be suspended until the circumstances that have caused the cessation of governors' meetings and activities have passed. The Chair is responsible for ceasing or re-starting governors' meetings.
- 16.6 There may be times and reasons why Council of Governors meetings are held "virtually online" and not in person. The Chair will decide these times in consultation with the Lead Governor
- 16.7 Members of the public or representatives of Council of Governors are not permitted to record proceedings in any manner unless with the express prior agreement of the Chair (or Deputy Chair). Where permission has been granted, the Chair (or Deputy Chair) 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, including use of social media.

17. COUNCIL OF GOVERNORS – STANDING ORDERS

- 17.1 The 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. COUNCIL OF GOVERNORS - CONFLICTS OF INTEREST OF GOVERNORS

- 18.1 Governors are required to declare any pecuniary, personal or family interest on nomination for election and on appointment as a governor.
- 18.2 In addition, governors should declare interests, whether that interest is actual or potential and whether that interest is direct or indirect, in any proposed contract or other matter which is under consideration or is to be considered by the Council of Governors. The governor shall disclose that interest to the members of the Council of Governors as soon as s/he becomes aware of it.
- 18.3 The Standing Orders for the Council of Governors shall make provision for the disclosure of interests and arrangements for the exclusion of a Governor declaring any interest from any discussion or consideration of the matter in respect of which an interest has been disclosed. The Chair of the meeting decides on exclusion on the facts.
- 18.4 See also Annex 5, section 7 for declarations of interest.

19. COUNCIL OF GOVERNORS – TRAVEL EXPENSES

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

20. COUNCIL OF GOVERNORS – FURTHER PROVISIONS

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

21. BOARD OF DIRECTORS – COMPOSITION

- 21.1 The Trust is to have a Board of Directors, which shall comprise both Executive and Non-Executive Directors.
- 21.2 The Board of Directors should include an appropriate combination of executive and non-executive directors (and in particular, independent non-executive directors) such that no individual or small group of individuals can dominate the board's decision taking.
- 21.3 All directors should be able to exercise one full vote, with the chairperson having a second or casting vote on occasions where voting is tied.
- 21.4 The Board of Directors is to comprise:
- 21.4.1 a non-executive Chair (who shall have a casting vote)
 - 21.4.2 ~~up to 6~~ other Non-Executive Directors (i.e. not including the Chair) ~~{One Non Executive Director one of which will may~~ be nominated by the ~~Board~~Chair, and noted by the Council of Governors, as the Senior Independent Director); and
 - 21.4.3 ~~up to 6~~ Executive Directors (but not exceeding the combined number of Non-Executive Directors and the Non-Executive Chair)-
- 21.5 One of the Executive Directors shall be the Chief Executive.
- 21.6 The Chief Executive shall be the Accounting Officer.
- 21.7 One of the Executive Directors shall be the Finance Director.
- 21.8 One of the Executive Directors is to be a registered medical practitioner or a registered dentist (within the meaning of the Dentists Act 1984).
- 21.9 One of the Executive Directors is to be a registered nurse or a registered midwife.
- 21.10 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.
- 21.11 For the avoidance of doubt, the Deputy Chair shall have the casting vote in the event that the Chair is not participating at the meeting where voting takes place.

22. BOARD OF DIRECTORS – GENERAL DUTY

- 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 Trust so as to maximise the benefits for the members of the Trust as a whole and for the public.

23. BOARD OF DIRECTORS – QUALIFICATION FOR APPOINTMENT AS A NON-EXECUTIVE DIRECTOR

- 23.1 A person may be appointed as a Non-Executive Director only if:
- 23.1.1 s/he is a Member of the Public Constituency; and
 - 23.1.2 s/he is not disqualified by virtue of paragraph ~~28-27~~ below.

24. BOARD OF DIRECTORS – APPOINTMENT AND REMOVAL OF CHAIR AND OTHER NON-EXECUTIVE DIRECTORS

- 24.1 The Chair and Non-Executive Directors are appointed for a term of up to three years. This may be extended by a further term of up to three years if the needs of the organisation so determine. The Chair and Non-Executive Directors may not usually serve for more than six years, unless it considers such an extension is in the best interests of the Trust.
- 24.2 The Council of Governors at a general meeting of the Council of Governors shall appoint or remove the Chair and the other Non-Executive Directors.
- 24.3 Removal of the Chair or another Non-Executive Director shall require the approval of three-quarters of the members of the Council of Governors attending the meeting.
- 24.4 The provisions of paragraph 9 of Annex 5 and paragraph 6 of Annex 6 shall also apply.

25. BOARD OF DIRECTORS – APPOINTMENT OF DEPUTY CHAIR

- 25.1 The Board of Directors shall appoint one of the Non-Executive Directors as a Deputy Chair. The Deputy Chair will also be Deputy Chair of the Council of Governors.
- 25.2 The Deputy Chair 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 for more than a total of 6 years, unless it considers such an extension is in the best interests of the Trust.

26. BOARD OF DIRECTORS - APPOINTMENT AND REMOVAL OF THE CHIEF EXECUTIVE AND OTHER EXECUTIVE DIRECTORS

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

- 26.2 The appointment of the Chief Executive shall require the approval of the Council of Governors.
- 26.3 A committee consisting of the Chair, the Chief Executive and the other Non-Executive Directors shall appoint or remove the other Executive Directors.

27. BOARD OF DIRECTORS – DISQUALIFICATION

- 27.1 The following may not become or continue as a member of the Board of Directors:
- 27.1.1 a person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged;
 - 27.1.2 a person who has made a composition or arrangement with, or granted a trust deed for, his/her creditors and has not been discharged in respect of it;
 - 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/her;
 - 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
 - 27.1.5 a person who falls within the further grounds for disqualification set out in Annex 6.

28. BOARD OF DIRECTORS – MEETINGS

- 28.1 Meetings of the Board of Directors are meetings held in public and shall, therefore, be open to members of the public as observers. Members of the public may be excluded from a meeting for special reasons. Members of the public may not participate in Board meetings.
- 28.2 Before holding a meeting, the Board of Directors must make available the agenda of the meeting to the Council of Governors. As soon as practicable after holding a meeting, the Board of Directors must make available the approved minutes of the meeting to the Council of Governors.
- 28.3 The Chair (or Deputy Chair) shall give such directions as s/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.
- 28.4 There may be times and reasons why the Board of Directors meetings are held “virtually online” and not in person. The Chair will decide these times in consultation with the Chief Executive Officer.
- 28.5 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 (or Deputy Chair). Where permission has been granted, the Chair (or Deputy Chair) 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, including use of social media.

29. BOARD OF DIRECTORS – STANDING ORDERS

- 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.

30. BOARD OF DIRECTORS - CONFLICTS OF INTEREST OF DIRECTORS

- 30.1 The duties that a director of the Trust has by virtue of being a director include in particular:
- 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 Trust.
 - 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.
- 30.2 The duty referred to in sub-paragraph 30.1.1 is not infringed if:
- 30.2.1 The situation cannot reasonably be regarded as likely to give rise to a conflict of interest, or
 - 30.2.2 The matter has been authorized in accordance with the constitution.
- 30.3 The duty referred to in sub-paragraph 30.1.2 is not infringed if acceptance of the benefit cannot reasonably be regarded as likely to give rise to a conflict of interest.
- 30.4 In sub-paragraph 30.1.2, “third party” means a person other than –
- 30.4.1 The Trust, or
 - 30.4.2 A person acting on its behalf.
- 30.5 If a director of the Trust has in any way a direct or indirect interest in a proposed transaction or, arrangement with the Trust, the director must declare the nature and extent of that interest to the other directors.
- 30.6 If a declaration under this paragraph proves to be, or becomes, inaccurate or incomplete, a further declaration must be made.
- 30.7 Any declaration required by this paragraph must be made before the Trust enters into the transaction or arrangement.
- 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.
- 30.9 A director need not declare an interest –

- 30.9.1 if it cannot reasonably be regarded as likely to give rise to a conflict of interest;
- 30.9.2 if, or to the extent that, the directors are already aware of it;
- 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.
- 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.
- 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.
- 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.
- 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, the Board of Directors will disclose details of this to the Council of Governors following any action it takes in accordance with paragraphs 31.1 and 31.2. The Council of Governors may then take further action in accordance with its powers under this Constitution.

31. BOARD OF DIRECTORS – REMUNERATION AND TERMS OF OFFICE

- 31.1 The Council of Governors shall appoint members to form a Nomination & Remuneration Committee. This Committee shall agree the remuneration and allowances, and the other terms and conditions of office, of the Chair and the other Non-Executive Directors. The Committee will ask a general meeting of the Council of Governors to approve its recommendations. The provisions of paragraph 6 of Annex 6 shall also apply.
- 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.

32. REGISTERS

- 32.1 The Trust shall have:

- 32.1.1 a register of Members showing, in respect of each Member, the constituency to which s/he belongs and, where there are classes within it, the class to which s/he belongs;
 - 32.1.2 a register of members of the Council of Governors;
 - 32.1.3 a register of interests of Governors;
 - 32.1.4 a register of Directors; and
 - 32.1.5 a register of interests of the Directors.
- 32.2 The process of admission to and removal from the registers shall be as set out in Annex 6.

33. REGISTERS – INSPECTION AND COPIES

- 33.1 The Trust shall make the registers specified in paragraph 32 above available for inspection by members of the public, except in the circumstances set out below or as otherwise prescribed by regulations.
- 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 the member so requests.
- 33.3 So far as the registers are required to be made available:
 - 33.3.1 they are to be available for inspection online and free of charge at all reasonable times; and
 - 33.3.2 a person who requests a copy of or extract from the registers is to be provided with a copy or extract.
- 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.

34. DOCUMENTS AVAILABLE FOR PUBLIC INSPECTION

- 34.1 The Trust shall make the following documents available for inspection by members of the public free of charge on the website:
 - 34.1.1 a copy of the current Constitution;
 - 34.1.2 a copy of the latest annual accounts and of any report of the [External](#) auditor on them;
 - 34.1.3 a copy of the latest annual report and quality accounts;
 - 34.1.4 a copy of the latest Care Quality Commissioning report.

- 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 on the website at all reasonable times:
- 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.
 - 34.2.2 a copy of any report laid under section 65D (appointment of trust special administrator) of the 2006 Act.
 - 34.2.3 a copy of any information published under section 65D (appointment of trust special administrator) of the 2006 Act.
 - 34.2.4 a copy of any draft report published under section 65F (administrator's draft report) of the 2006 Act.
 - 34.2.5 a copy of any statement provided under section 65F (administrator's draft report) of the 2006 Act.
 - 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 (NHS England), 65KB (Secretary of State's response to NHS England 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.
 - 34.2.7 a copy of any statement published or provided under section 65G (consultation plan) of the 2006 Act.
 - 34.2.8 a copy of any final report published under section 65I (administrator's final report),
 - 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.
 - 34.2.10 a copy of any information published under section 65M (replacement of trust special administrator) of the 2006 Act.
- 34.3 Any person who requests a copy of or extract from any of the above documents is to be provided with access to the extract or document online.
- 34.4 If the person requesting access to a copy or extract is not a Member of the Trust, the Trust may impose a reasonable charge for doing so.

35. AUDITOR

- 35.1 The Trust shall have an [External](#) auditor.

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

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

36. AUDIT AND RISK COMMITTEE

36.1 The Trust shall establish a committee of Non-Executive Directors as an audit and risk committee to perform such monitoring, reviewing and other functions as are appropriate. The Council of Governors may appoint up to two governors as observers to the committee.

37. ACCOUNTS

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

37.2 NHS ~~Improvement~~/England may with the approval of the Secretary of State give directions to the Trust as to the content and form of its accounts.

37.3 The accounts are to be audited by the Trust's external auditor.

37.4 The Trust shall prepare in respect of each financial year annual accounts in such form as NHS ~~Improvement~~/England may with the approval of the Secretary of State direct.

37.5 The functions of the Trust with respect to the preparation of the annual accounts as set out in paragraph 25 of Schedule 7 of the 2006 Act, shall be delegated to the Accounting Officer.

37.6 The provisions of paragraph ~~12-11~~ of Annex 6 shall apply.

38. ANNUAL REPORT, FORWARD PLANS AND NON-NHS WORK

38.1 The Trust shall prepare an Annual Report and send it to NHS ~~Improvement~~/England.

38.2 The Trust shall give information as to its forward planning in respect of each financial year to NHS ~~Improvement~~/England.

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

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

38.5 Each forward plan must include information about:

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

- 38.5.2 the income it expects to receive from doing so.
- 38.6 Where a forward plan contains a proposal that the Trust carry on an activity of a kind mentioned in sub-paragraph 38.5.1 the Council of Governors must:
- 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
- 38.6.2 notify the directors of the Trust and its determination.
- 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 Council of Governors of the Trust voting approve its implementation.

39. PRESENTATION OF THE ANNUAL ACCOUNTS AND REPORTS TO THE GOVERNORS AND MEMBERS

- 39.1 The following documents are to be presented to the Council of Governors at a general meeting of the Council of Governors.
- 39.1.1 the annual accounts;
- 39.1.2 any report of the external auditor on them; and
- 39.1.3 the annual report.
- 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.
- 39.3 The Trust may combine a meeting of the Council of Governors convened for the purposes of sub-paragraph 39.1 with the Annual Members' Meeting.

40. INSTRUMENTS

- 40.1 The Trust shall have a seal.
- 40.2 The seal shall not be affixed except under the authority of the Board of Directors.

41. AMENDMENT OF THE CONSTITUTION

- 41.1 The Trust may make amendments to its Constitution only if:
- 41.1.1 more than half of the members of the Council of Governors voting at a meeting approve the amendments; and
- 41.1.2 more than half of the members of the Board of Directors voting at a meeting approve the amendments.

- 41.2 The Constitution shall be formally reviewed by the Council of Governors and Board of Directors every 3 years.
- 41.3 Amendments made under paragraph 41.1 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.
- 41.4 Where an amendment is made to the Constitution in relation to the powers or duties of the Council of Governors (or otherwise with respect to the role that the Council of Governors has as part of the Trust):
- 41.4.1 At least one member of the Council of Governors most likely the Lead Governor must attend the next Annual Members' Meeting and present the amendment, and
 - 41.4.2 The Trust must give the members an opportunity to vote on whether they approve the amendment.
- 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 Trust must take such steps as are necessary as a result.
- ~~41.6 Amendments by the Trust of its Constitution are to be notified to NHS Improvement/England. For the avoidance of doubt, NHS Improvement/England's functions do not include a power or duty to determine whether or not the Constitution, as a result of the amendments, accords with Schedule 7 of the 2006 Act.~~

42. MERGERS ETC. AND SIGNIFICANT TRANSACTIONS

- 42.1 The Trust may only apply for a merger, acquisition, separation or dissolution with the approval of more than half of the members of the Council of Governors voting at a general meeting.
- 42.2 The Trust may enter into a significant transaction only if more than half of the members of the Council of Governors of the Trust voting approve entering into the transaction, voting at a general meeting.
- 42.3 For the purpose of paragraph 42.2, "significant transaction" means a transaction which meets any one of the following criteria:
- 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;
 - 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;
 - 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	Bassetlaw District Council	300	5
Doncaster	City of 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
TOTAL	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 and the number of Governors to be elected by each such Staff Class are given in Table 1.

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 COUNCIL OF GOVERNORS

1. INTRODUCTION

- 1.1 The Council of Governors shall comprise:
- 1.1.1 The Chair 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 Council of Governors shall at all times be constituted so that more than half the Council of Governors shall consist of Governors who are elected by Members of the Public Constituency.

2. BODIES ENTITLED TO APPOINT A MEMBER TO THE 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 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 NHS Improvement/England.~~

~~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 NHS Improvement/England 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 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.

2.32.2 Local Authority Governors

~~2.3.12.2.1~~ City of Doncaster ~~Metropolitan Borough~~ Council shall be entitled to appoint one Governor in accordance with a process of appointment agreed by it with the Trust.

~~2.3.22.2.2~~ Bassetlaw District Council and Nottinghamshire County Council shall each be entitled to appoint one Governor in accordance with a process of appointment agreed by each of them with the Trust.

~~2.3.32.2.3~~ The absence of any agreed process of appointment as referred to in paragraphs 2.32.1 and 2.32.2 above shall not preclude the said local authority from appointing its Governor(s).

~~2.3.42.2.4~~ If the local authority named in paragraphs 2.32.1 or 2.32.2 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.

~~2.3.52.2.5~~ A Governor appointed under this paragraph 2.3-2 shall then serve on the 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.

2.42.3 Partner Governors

2.4.12.3.1 In addition to the organisations listed in 2.1 and 2.2, the following organisations have also been nominated by the Trust as Partnership Organisations for the purposes of this Constitution:

- (a) Bassetlaw Council for Voluntary Service;
- (b) University of Sheffield;
- (c) Sheffield Hallam University;
- (d) Doncaster College;
- (e) Doncaster Deaf Trust;

Partial Sighted Society -Doncaster

- (f) ;

2.4.22.3.2 Each of the above organisations shall be entitled to appoint Governors 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. A further two (2) appointed governors from new partnership organisations, nominated by the Trust may be proposed and added to this constituency. In this instance the Company Secretary will present the proposed nomination to the Council of Governors.

3. COMPOSITION OF THE COUNCIL OF GOVERNORS

	Electing / Appointing Body	Number of Governors	Total
1.	Public Constituencies		20
	1.1 Bassetlaw District	5	
	1.2 Metropolitan Doncaster	13	
	1.3 Rest of England and Wales	2	
2.	Staff Constituency		6
	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	
3.	Appointed Governors		109
	3.1 Doncaster Metropolitan Borough <u>City of Doncaster</u> Council Doncaster Clinical Commissioning Group	1	
		1	
		1	
	3.2 Bassetlaw District Council Bassetlaw Clinical Commissioning Group	1	
		1	

3.3	Nottinghamshire County Council	1	
3.4	University of Sheffield	1	
3.5	Sheffield Hallam University	1	
3.6	Doncaster College	1	
3.7	Doncaster Deaf Trust	1	
3.8	Bassetlaw Council for Voluntary Service	1	
3.9	Doncaster College Partial Sighted Society <u>3.10 provision available for further two (2) appointed governors from new partnership organisations appointed by the Trust when appropriate)</u>	<u>2</u>	
	Total Number of Governors <u>(maximum membership)</u>		<u>3637</u>

4. FURTHER PROVISIONS

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

ANNEX 4 – THE MODEL ELECTION RULES 2014

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PART 1: INTERPRETATION**1. Interpretation**

1.1 In these rules, unless the context otherwise requires:

"2006 Act" means the National Health Service Act 2006;

"corporation" means the public benefit corporation subject to this Constitution;

"Council of Governors" means the Council of Governors of the corporation;

"declaration of identity" has the meaning set out in rule 21.1;

"election" means an election by a constituency, or by a class within a constituency, to fill a vacancy among one or more posts on the Council of Governors;

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

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

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

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

"lead governor" means the governor elected by the Council of Governors 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 (since 2016 known as NHS Improvement/England);~~

"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:

Proceeding	Time
Publication of notice of election	Not later than the fortieth day before the day of the close of the poll.
Final day for delivery of nomination forms to returning officer	Not later than the twenty eighth day before the day of the close of the poll.
Publication of statement of nominated candidates	Not later than the twenty seventh day before the day of the close of the poll.
Final day for delivery of 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 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 or pressure group, and if so, which party or pressure group, and if the candidate has no such interests, the paper must include a statement to that effect.

The Trust has guidance available on the types of interest to be declared at nomination.

12. Declaration of eligibility

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

- (a) that s/he or she is not prevented from being a member of the Council of Governors by paragraph 8 of Schedule 7 of the 2006 Act or by any provision of the Constitution; and,
- (b) for a member of the public constituency, of the particulars of 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 Council of Governors, a poll is to be taken in accordance with Parts 5 and 6 of these rules.

18.2 If the number of candidates remaining validly nominated for an election after any withdrawals under these rules is equal to the number of members to be elected to the Council of Governors, those candidates are to be declared elected in accordance with Part 7 of these rules.

18.3 If the number of candidates remaining validly nominated for an election after any withdrawals under these rules is less than the number of members to be elected to be Council of Governors, then:

- (a) the candidates who remain validly nominated are to be declared elected in accordance with Part 7 of these rules, and
- (b) the returning officer may order a new election to fill any vacancy which remains unfilled, on a day appointed by him/her in consultation with the corporation unless the Council of Governors at a meeting agrees to co-option.

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 (including a voter who casts his or her ballot by an e-voting method of polling) is to consist of a ballot paper with the persons remaining validly nominated for an election after any withdrawals under these rules, and no others, inserted in the paper.
- 20.2 Every ballot paper must specify:
- (a) the name of the corporation,
 - (b) the constituency, or class within a constituency, for which the election is being held,
 - (c) the number of members of the Council of Governors to be elected from that constituency, or class within that constituency,
 - (d) the names and other particulars of the candidates standing for election, with the details and order being the same as in the statement of nominated candidates,
 - (e) instructions on how to vote by all available methods of polling, including the relevant voter's voter ID number if one or more e-voting methods of polling are available,
 - (f) if the ballot paper is to be returned by post, the address for its return and the date and time of the close of the poll, and
 - (g) the contact details of the returning officer.
- 20.3 Each ballot paper must have a unique identifier.
- 20.4 Each ballot paper must have features incorporated into it to prevent it from being reproduced.

21. The declaration of identity (public 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 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 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").

24.2

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").

- 24.3 The corporation may determine that any member of the corporation shall:
- (a) only be sent e-voting information; or
 - (b) only be sent postal voting information; or
 - (c) be sent both postal voting information (only if no e-mail) 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 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 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 on 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 on 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 on 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 on 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 on a list of disqualified documents (the “list of disqualified documents”); and
- (d) place the document or documents in a separate packet.

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

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

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

- (a) mark the internet voting record, telephone voting record or text voting record (as applicable) “disqualified”,
- (b) record the voter ID number on the internet voting record, telephone voting record or text voting record (as applicable) on 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)¹

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

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

- (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 on 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) on the list of disqualified documents;
- (c) place the internet voting record, telephone voting record or text voting record (as applicable) in a separate packet, and
- (d) disregard the internet voting record, telephone voting record or text voting record (as applicable) when counting the votes in accordance with these rules.

40. Sealing of packets

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

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

- (e) the list of eligible voters, and
- (f) the list of tendered voting information

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

PART 6: COUNTING THE VOTES

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 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.
- (c) by contracting an independent election service serves as organisation approval of the counting systems used

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/her under each of the subparagraphs (a) to (d) of rule STV44.1 and the number of text voting records rejected by him/her under each of the subparagraphs (a) to (c) of rule STV44.3.

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.

PART 7: FINAL PROCEEDINGS IN CONTESTED AND UNCONTESTED ELECTIONS

Council of Governors

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 Doncaster and Bassetlaw Teaching Hospitals NHS Foundation Trust by section 33(4) of the 2006 Act, to the chair of the NHS Trust, or

- (ii) in any other case, to the chair of the corporation, and
- (c) give public notice of the name of each candidate who he or she has declared elected.

STV52.2

The returning officer is to make:

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

available on request.

53.**Declaration of result for uncontested elections**

53.1

In an uncontested election, the returning officer is to as soon as is practicable after final day for the delivery of notices of withdrawals by candidates from the election:

- (a) declare the candidate or candidates remaining validly nominated to be elected,
- (b) give notice of the name of each candidate who he or she has declared elected to the chair of the corporation, and
- (c) give public notice of the name of each candidate who he or she has declared elected.

PART 8: DISPOSAL OF DOCUMENTS**54.****Sealing up of documents relating to the poll**

54.1

On completion of the counting at a contested election, the returning officer is to seal up the following documents in separate packets:

- (a) the counted ballot papers, internet voting records, telephone voting records and text voting records,
- (b) the ballot papers and text voting records endorsed with "rejected in part",
- (c) the rejected ballot papers and text voting records, and
- (d) the statement of rejected ballot papers and the statement of rejected text voting records,

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

54.2

The returning officer must not open the sealed packets of:

- (a) the disqualified documents, with the list of disqualified documents inside it,
- (b) the list of spoilt ballot papers and the list of spoilt text message votes,
- (c) the list of lost ballot documents, and
- (d) the list of eligible voters,

or access the complete electronic copies of the internet voting records, telephone

voting records and text voting records created in accordance with rule 26 and held in a device suitable for the purpose of storage.

- 54.3 The returning officer must endorse on each packet a description of:
- (a) its contents,
 - (b) the date of the publication of notice of the election,
 - (c) the name of the corporation to which the election relates, and
 - (d) the constituency, or class within a constituency, to which the election relates.
- 55. Delivery of documents**
- 55.1 Once the documents relating to the poll have been sealed up and endorsed pursuant to rule 56, the returning officer is to forward them to the chair of the corporation.
- 56. Forwarding of documents received after close of the poll**
- 56.1 Where:
- (a) any voting documents are received by the returning officer after the close of the poll, or
 - (b) any envelopes addressed to eligible voters are returned as undelivered too late to be resent, or
 - (c) any applications for replacement voting information are made too late to enable new voting information to be issued,
- the returning officer is to put them in a separate packet, seal it up, and endorse and forward it to the chair of the corporation.
- 57. Retention and public inspection of documents**
- 57.1 The corporation is to retain the documents relating to an election that are forwarded to the chair by the returning officer under these rules for one year, and then, unless otherwise directed by the board of directors of the corporation, cause them to be destroyed.
- 57.2 With the exception of the documents listed in rule 58.1, the documents relating to an election that are held by the corporation shall be available for inspection by members of the public at all reasonable times.
- 57.3 A person may request a copy or extract from the documents relating to an election that are held by the corporation, and the corporation is to provide it, and may impose a reasonable charge for doing so.
- 58. Application for inspection of certain documents relating to an election**
- 58.1 The corporation may not allow:
- (a) the inspection of, or the opening of any sealed packet containing –
 - (i) any rejected ballot papers, including ballot papers rejected in part,
 - (ii) any rejected text voting records, including text voting records rejected in part,
 - (iii) any disqualified documents, or the list of disqualified documents,
 - (iv) any counted ballot papers, internet voting records, telephone voting records or text voting records, or
 - (v) the list of eligible voters, or
 - (b) access to or the inspection of the complete electronic copies of the internet

voting records, telephone voting records and text voting records created in accordance with rule 26 and held in a device suitable for the purpose of storage,

by any person without the consent of the board of directors of the corporation.

58.2 A person may apply to the board of directors of the corporation to inspect any of the documents listed in rule 58.1, and the board of directors of the corporation may only consent to such inspection if it is satisfied that it is necessary for the purpose of questioning an election pursuant to Part 11.

58.3 The board of directors of the corporation's consent may be on any terms or conditions that it thinks necessary, including conditions as to –

- (a) persons,
- (b) time,
- (c) place and mode of inspection,
- (d) production or opening,

and the corporation must only make the documents available for inspection in accordance with those terms and conditions.

58.4 On an application to inspect any of the documents listed in rule 58.1 the board of directors of the corporation must:

- (a) in giving its consent, and
- (b) in making the documents available for inspection

ensure that the way in which the vote of any particular member has been given shall not be disclosed, until it has been established –

- (i) that his or her vote was given, and
- (ii) that Monitor (or successor body i.e. NHS England) has declared that the vote was invalid.

PART 9: DEATH OF A CANDIDATE DURING A CONTESTED ELECTION

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 NHS Improvement/England 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, whether online or face-to-face, to enable the candidates to speak and respond to questions, or to themselves gain further information.

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 (face-to-face or online) 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

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, in 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 or successor body (NHS England) 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 or successor body (NHS England) by:

- (a) a person who voted at the election or who claimed to have had the right to vote, or
- (b) a candidate, or a person claiming to have had a right to be elected at the election.

66.4 The application must:

- (a) describe the alleged breach of the rules or electoral irregularity, and
- (b) be in such a form as the 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 or successor body (NHS England).

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 or successor body (NHS England) 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.

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ANNEX 5 – ADDITIONAL PROVISIONS – COUNCIL OF GOVERNORS

1. Council of Governors: Terms of Office (see also Section 13)
 - 1.1 A Governor:
 - 1.1.1 shall cease to hold office if:
 - (a) s/he ceases to be a Member of a Trust constituency or, in the case of an Appointed Governor, if the body which appointed him/her withdraws its appointment at any time;
 - (b) his/her term of office is terminated in accordance with paragraph 3 below and/or s/he is disqualified from or is otherwise ineligible to hold office as a Governor; or
 - 1.1.2 s/he resigns by notice in writing to the Trust.
 - 1.2 Notwithstanding the provisions of paragraph 1.1.1(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 1.1.1(a) above cease to hold office but shall continue in office as Public Governor for the Constituency which elected him/her for the remainder of the term for which he was elected.
2. 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 s/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/her;
 - 2.1.3 any of the grounds contained in paragraph 14 of the Constitution apply to him/her;
 - 2.1.4 s/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 s/he is a person whose term of office as the ~~chair~~ Chair or as a member or director of a Health Service Body has been terminated on the grounds that his/her 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 s/he has had his/her 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/her name included on such a list;

- 2.1.7 s/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 s/he is judged to have acted so by a majority of not less than 75% of the Council of Governors at a meeting;
- 2.1.8 NHS ~~Improvement~~/England has exercised its powers to remove him/her as a Governor of the Trust or has suspended him/her from office or has disqualified him/her from holding office as a Governor of the Trust for a specified period or NHS ~~Improvement~~/England has exercised any of those powers in relation to him/her on any other occasion whether in relation to the Trust or some other NHS Foundation Trust;
- 2.1.9 s/he has received a written warning from the Trust for verbal and/or physical abuse towards Trust staff;
- 2.1.10 s/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 s/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/her;
- 2.1.12 his/her term of office is terminated pursuant to paragraph 3 below;
- 2.1.13 s/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 six 6 months;
- 2.1.14 s/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 s/he represents ceases to exist;
- 2.1.16 s/he is a member of the UK Parliament;
- 2.1.17 s/he is a Director of the Trust;
- 2.2 Where a person has been elected or appointed to be a Governor and s/he becomes disqualified from that appointment s/he shall notify the Company 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/her disqualified.
- 2.3 If it comes to the notice of the Trust that a Governor is disqualified, the Trust shall immediately declare him/her disqualified and shall give him/her 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 s/he shall cease to be a Governor and his/her name shall be removed from the Register of Governors.

- 2.5 If a complaint is received against a member of the governing body it shall be referred to the Trust Board Chair;
- 2.5.1 the Chair shall appoint a suitably experienced person to undertake the role of investigating officer on behalf of the Trust
- 2.5.2 the investigating officer (IO) shall conduct a short initial investigation into the matter to establish whether there may be a case to answer
- 2.5.3 if the IO determines the matter does not constitute a viable complaint they shall make such a recommendation, in writing, to the Chair. If the Chair accepts that recommendation the matter ends there
- 2.5.4 if the IO determines there may be a case then a fuller investigation shall commence. At that point the question as to whether the governor about whom a complaint has been made can continue to operate as a governor in the interim shall be considered. The IO shall examine the facts and circumstances known at that time and make a written recommendation to the Chair.
- 2.5.5 when considering whether suspension is appropriate there shall be a presumption that the governor will remain in office unless there are factors that, on the balance of probability, make that unacceptable. Suspension is a significant step, not to be taken lightly
- 2.5.6 factors that shall be considered –
Either -
- (a) the investigation of the case may be prejudiced unless the governor is suspended, or
 - (b) having regard to the nature of the allegation and any other relevant considerations the public interest requires that the governor should be suspended
- AND
- (c) it is not practicable to restrict the role of the governor in any way that may still enable them to continue in their principal role
 - (d) for example asking a governor to step down temporarily from committee or meeting attendance, or placing restrictions upon them to prevent routine contact with a complainant.
- 2.5.7 The Chair upon receipt of the IO's report shall determine whether or not suspension shall be made whilst an investigation takes place.

3. 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 Company Secretary of his/her 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 Council of Governors if s/he has failed to attend two consecutive meetings of the Council of Governors unless within one month of the second meeting, the 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 Council of Governors within such period as it considers reasonable.
- 3.1.4 if the Council of Governors resolves to terminate his/her 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 Council of Governors convened for that purpose that his/her continuing as a Governor (with no rights of appeal in case of 3.1.4j), 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/her continuance in office would not be in the best interests of the Trust; or
 - (g) s/he has failed or refused to undertake and/or satisfactorily complete any training which the Council of Governors has required him/her to undertake in his/her capacity as a Governor by a date six months from the date of his/her election or appointment; or from a date when they have been asked to undertake additional training or development for any reason;
 - (h) s/he has in his/her conduct as a Governor failed to comply and support in a material way with the values and principles of the National Health Service or the Trust, and the Constitution; or
 - (i) s/he has committed a material breach of any code of conduct applicable to Governors of the Trust and/or the Governors Standing Orders;
 - (j) a Governor who has breached a code of conduct and has attended a formal Conduct Committee (see 6.2), the outcome and recommendation of which is referred to the Council of Governors, has no means of appeal.

- 3.2 Upon a Governor resigning under paragraph 3.1.1 above or upon the 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/her name shall be forthwith removed from the Register of Governors.
- 3.3 The Standing Orders adopted by the Council of Governors ([section5](#)) 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, except in the case of 3.1.4j above.
- 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/her resignation or removal from office or the date upon which any appeal against his/her removal from office is disposed of whichever is the later except by resolution carried by a majority of the Council of Governors present and voting at a general meeting. Any re-election would take into account time served as a Governor so that a maximum term would not exceed nine years.
- 3.5 Where a Governor's membership of the 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.
- 4.2.1 If a vacancy arises at any other time it will be filled at the next scheduled election, in accordance with the Election Scheme. The Council of Governors may co-opt a member of the appropriate constituency whose term is just finishing, to fill a vacancy until the next scheduled election, but this shall be reserved for where deemed essential for reasons to ensure full functioning of Council of Governors business (see 4.3 below).
- 4.3 No defect in the election or appointment of a Governor nor any deficiency in the composition of the Council of Governors shall affect the validity of any act or decision of the Council of Governors.
5. Council of Governors: Role
- 5.1 The 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 Council of Governors.
- 5.2 Subject to the requirement specified in paragraph 5.1 above, each Governor shall exercise his/her own skill and judgement in his/her conduct of the Trust's affairs and shall in his/her stewardship of the Trust's affairs bring as appropriate the perspective

of the constituency or organisation by which s/he was elected or appointed, as the case may be. Public governors are expected to represent all members and the public, and not to promote a single issue or cause.

5.3 Subject to the further provisions of this Constitution and without in any way derogating from them, the Council of Governors shall;

5.3.1 hold the Non-Executive Directors to account in assisting 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 observe the activities of the Trust with the view to ensuring that they are being conducted in a manner consistent with this Constitution.

6. Council of Governors: Meetings

6.1 The Council of Governors shall hold not less than 3 general meetings each financial year. However, in extremis (*see para 16.5*), the Chair may decide to suspend Council of Governors' meetings.

6.2 The Council of Governors may appoint sub-committees, consisting of its members, which are relevant and proportionate, to advise and assist it in the discharge of its functions. The outcomes of such committees will be in the form of recommendations to be presented to the Council of Governors. Recommendations presented to the Council of Governors therefore provide a second layer of oversight on a particular matter of interest by governor peers.

7. 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 s/he is not prevented from being a member of the 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 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/her

- d. excluded by any other provision detailed within the Trust's Constitution
- e. agree to support the values of the Trust and abide by the Governor Code of Conduct.

I confirm that, to the best of my knowledge, the information provided on (or in connection with) this form is accurate.”

8. Council of Governors: Lead Governor

- 8.1 No person may serve as the Lead Governor for more than a total of nine years.
- 8.2 A person elected as the Lead Governor shall cease to be eligible to continue serving as the Lead Governor if s/he ceases to be a Governor or Member and the Lead Governor'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 Council of Governors.

9. Council of Governors: Appointment of Senior Independent Director

- 9.1 A majority of the Governors shall at a general meeting of the Council of Governors agree the appointment of one of the Non-Executive Directors as recommended by the Board of 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, 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 s/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 Council of Governors on the recommendation of the Chair.

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/her 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 s/he ceases to live in the area of the Public Constituency of which s/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 s/he is a Member s/he shall forthwith advise the Trust that s/he is no longer eligible to continue as a Member and the Trust shall forthwith remove his/her 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 s/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 s/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/her 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 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 Sections ~~24-26~~ - ~~26-27~~ 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, s/he no longer satisfies the relevant requirements for appointment;
- 5.1.2 s/he is a person whose tenure of office as a chair or as a director of a Health Service Body has been terminated on the grounds that his/her appointment is not in the interests of public service, or for non-disclosure of a pecuniary interest;
- 5.1.3 s/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 DBS check is such that it would be inappropriate for him/her 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, s/he is no longer employed by the Trust;
- 5.1.6 s/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 s/he is the subject of a disqualification order made under the Company Directors' Disqualifications Act 1986;

- 5.1.8 s/he has failed to sign and deliver to the Secretary in the form required by the Board of Directors confirmation that s/he accepts the Trust's Standards of Business Conduct Policy;
- 5.1.9 s/he has failed or refused to undertake any training which the Board of Directors requires all Directors to undertake;
- 5.1.10 s/he is a partner or spouse of an existing Director.

6. Governors and Directors: Communication and Conflict

6.1 Summary

This paragraph describes the processes intended to ensure a successful and constructive relationship between the 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~~ communications and sets out the formal arrangements for resolving conflicts between the Council of Governors and the Board of Directors.

6.2 Informal Communications

- 6.2.1 Informal and frequent communication between the Lead Governor, Governors and the Directors is an essential feature of a positive and constructive relationship designed to benefit the Trust and the services it provides.
- 6.2.2 The Chair shall use his/her 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 and/or the Chief Executive and/or Directors through the office of the Secretary office of the Chief Executive or his nominated officer; and;
 - (d) involvement in Membership recruitment and briefing at public events organised by the Trust.
- 6.2.3 Governors will be given information on to whom they should report operational issues.

6.3 Formal Communication

- 6.3.1 Some aspects of formal communication are defined by the constitutional roles and responsibilities of the Council of Governors and the Board of Directors respectively.
- 6.3.2 Formal communications initiated by the Council of Governors and intended for the Board of Directors will be conducted as follows:

- (a) specific requests by the Council of Governors will be made through the Company Secretary to the Chair 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 Council of Governors through the Chair. Such issues should be raised with the Chair (or, if it involves the Chair then the Deputy Chair) no less than 10 working days before the meeting in order to be included in the agenda. In the event of disagreement, two thirds of the Governors present must approve the request. The Chair will raise the matter with the Board of Directors and provide the response to the Council of Governors;
 - (c) joint meetings will take place as and when, as, appropriate between the Council of Governors and the Board of Directors.
- 6.3.3 The Board of Directors may request the Chair to seek the views of the Council of Governors on such matters as the Board of Directors may from time to time determine.
- 6.3.4 Communications initiated by the Board of Directors and intended for the Council of Governors will be conducted as follows:
- (a) request the Chair to seek the view of the 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 to seek the view of the Council of Governors on the Board of Directors' proposals for developments;
 - (d) request the Chair to seek the view of the Council of Governors on Trust Performance;
 - (e) request the Chair to seek the view of the Council of Governors for involvement in service reviews and evaluation;
 - (f) request the Council of Governors to seek views of the Membership on proposed changes, plans and developments.
- 6.3.5 Formal communications will normally be conducted as follows:
- (a) attendance by the Board of Directors at a meeting of the Council of Governors;
 - (b) provision of formal reports or presentations by executive and/or non-executive Directors to a meeting of the Council of Governors;
 - (c) inclusion of minutes for information on the ~~Agenda~~ agenda of a meeting of the Council of Governors;
 - (d) reporting the views of the Council of Governors to the Board of Directors through the Chair or Lead Governor;

- (e) Governors attend meetings in public of the Board of Directors as observers.

6.3.6 Wherever possible and practical, written communications will be conducted by e-mail, and meetings by video-conferencing.

6.4 Resolving Conflict

6.4.1 The 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.

6.4.2 If as the first step, the informal efforts of the Chair do not achieve resolution of a disagreement or a conflict, the Chair 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.

6.4.3 In the event of a conflict between the Council of Governors and Board of Directors, the following action will be taken, in the sequence shown:

- (a) the Chair will call a Resolution Meeting of the members of the 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 Council of Governors and two thirds of the membership of the Board of Directors. The meeting will be held in private. The ~~Agenda~~ agenda and any papers for the meeting will be issued in accordance with the Standing Orders of the Council of Governors. The aim of the meeting will be to achieve resolution of the conflict. The Chair 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 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 Council of Governors considers that implementation of the decision will result in the Trust failing to comply with its Constitution, the Council of Governors will refer the specific issue of non-compliance to NHS Improvement/England.

6.4.4 The right to call a Resolution Meeting rests with the following, in the sequence of escalation shown:

- (a) the Chair;
- (b) the Chief Executive;
- (c) two thirds of the members of the Council of Governors;
- (d) two thirds of the members of the Board of Directors.

7. Indemnity

Members of the 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 or successor body to cover such costs.

8. Validity of Actions

No defect or deficiency in the appointment or composition of the Council of Governors or the Board of Directors shall affect the validity of any action taken by them.

9. Registers

9.1 The Company 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.

9.2 Register of Members

9.2.1 Members must complete and sign an application in the form prescribed by the Company Secretary; and

9.2.2 the Company Secretary shall maintain the Register of members will be in two parts. Part 1 shall include the name of each Member Registers (see section 32 and 33) and the Constituency or class to which they belong and shall be open to inspection by the public in accordance with paragraph 33 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.

9.3 Register of Members of the Council of Governors

The Register shall list the names of members of the 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.

9.4 Register of Interests of the Members of the Council of Governors

Each member of the 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 Council of Governors and any interests declared including no interests.

9.5 Register of Interests 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.

Each Member of the Board of Directors shall complete and sign a form as prescribed by the Company 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.

10. Auditor

10.1 A person may only be appointed auditor if s/he (or in the case of a firm each of its members) is a member of one or more of the following bodies:

10.1.1 the bodies mentioned in section 3(7)(a) to (e) of the Audit Commission Act 1998; or

10.1.2 any other body of accountants established in the United Kingdom and approved by NHS Improvement/England.

11. Accounts

11.1 The following documents will be made available to the Comptroller and Auditor General for examination at his/her request:

11.1.1 the accounts;

11.1.2 any records relating to them; and

11.1.3 any report of the auditor on them.

11.2 In preparing its annual accounts, the Trust is to comply with any directions given by NHS Improvement/England with the approval of the Treasury as to:

11.2.1 the methods and principles according to which the accounts are to be prepared; and

11.2.2 the information to be given in the accounts.

11.3 The Trust must:

11.3.1 lay a copy of the annual accounts, and any report of the auditor on them, before Parliament; and

11.3.2 once it has done so, send copies of those documents to NHS Improvement/England.

11.4 Annual reports and forward plans

11.4.1 The annual report submitted by the Trust to NHS Improvement/England 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 NHS Improvement/England requires.

11.4.2 The Trust is to comply with any decision NHS Improvement/England makes as to:

11.4.3 the form of the reports;

11.4.4 when the reports are to be sent to it; and

11.4.5 the periods to which the reports are to relate.

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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 (unless the circumstances of para 16.5 apply).
- 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 External auditor on them; and
 - 1.2.3 the annual report.
- 1.3 There may be times and reasons that the Annual Members’ Meeting may be held “virtually online” and not face to face. The Chair will decide these times in consultation with the Lead Governor and Board of Directors.

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 (or Deputy Chair) shall give such directions as s/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 (or Deputy Chair). Where permission has been granted, the Chair (or Deputy Chair) 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, or use of social media.

3. CHAIR

- 3.1 The Chair, if present, shall preside at the annual members meeting. If the Chair is absent from the meeting the Deputy Chair shall preside.
- 3.2 If the Chair is absent from a meeting temporarily on the grounds of a declared conflict of interest the Deputy Chair, if present, shall preside.

4. NOTICE OF MEETING

- 4.1 The Company Secretary shall give at least fourteen ~~days-noticedays’~~ 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.

- 4.2 The notice of the meeting will specify the business proposed to be transacted at it
- 4.3 Lack of service of the notice on any Governor shall not affect the validity of a meeting.
- 4.4 Before the Annual Members' Meeting, a notice of the meeting, specifying the business proposed to be transacted at it, shall be placed on the Trust's website and shall be delivered to every Governor by e-mail or sent by post to the usual place of residence of such Governor if e-mail facility not available, so as to be available to him/her at least three clear days before the meeting.
- 4.5 Where the AMM is held virtually, members will have opportunities to ask questions on the business transacted before and after the meeting presentations by submitting directly to the AMM website and/or via the Trust Board Office.

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 Council of Governors (or otherwise with respect to the role that the Council of Governors has as part of the Trust):
 - 6.1.1 at least one member of the Council of Governors must attend the next Annual Members' Meeting and present the amendment(s), 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 There may be times and reasons why the AMM is held "virtually online" and not in person. The Chair will decide these times in consultation with the Lead Governor and quoracy arrangements dependant on the nature of the business transacted.
- 7.2 In extremis (*see para 16.5*), the Chair may decide to review the terms of the meeting.
- 7.3 Where the Annual Members' Meeting is combined with a Council of Governors meeting for the purpose of receiving the annual accounts and reports, the quorum of the Council of Governors shall apply.

8. VOTING

- 8.1 Every question for decision 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 Council of Governors (or otherwise with respect to the role that the Council of Governors has as part of the Trust).
- 8.3 With the exception of the Chair, Directors may not vote at the Annual Members' Meeting.
- 8.4 All questions put to the vote shall, at the discretion of the Chair, be determined by oral expression or by a show of hands.
- 8.5 If a majority of the members present so request, the ~~voting on~~ voting on any question may be recorded to show how each member present voted or abstained.
- 8.6 If a member so requests, his/her vote shall be recorded by name upon any vote
- 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. However, if meeting is held virtually then monitoring of "virtual views" will be performed by a member of the Communications team and information given to both Chair and Company Secretary.
- 9.2 The Minutes of the proceedings of a meeting shall be drawn up and maintained as a public record and submitted for final agreement at the next ensuing meeting where they will be signed by the person presiding at it.
- 9.3 They may be circulated for information prior to the next year's meeting and interim agreement of accuracy acknowledged by the Council of Governors (CoG) .
- 9.4 Minutes shall be made available to the public in draft (interim CoG accuracy approved) format and then once finally approved at the next AMM, unless AMM was held virtually where agreement of accuracy will be acknowledged by the Council of Governors.
- 9.5 No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded.

10. AGENDA

- 10.1 A governor or member desiring a matter to be included on an agenda shall make his/her request in writing to the Chair 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.

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, 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.
- 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 Chair of the meeting, the amendment negates the substance of the motion.

12. CHAIR'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 Chair 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

Standing Orders

Council of Governors

2022

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WARNING: Always ensure that you are using the most up to date approved procedural document. If you are unsure, you can check that it is the most up to date version by looking on the Trust Website: www.dbh.nhs.uk under the headings → 'Freedom of Information' → 'Information Classes' → 'Policies and Procedures'

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STANDING ORDERS OF THE COUNCIL OF GOVERNORS

1 INTERPRETATION AND DEFINITIONS

1.1 Save as permitted by law, at any meeting the Chair of the Trust, advised by the Chief Executive, shall be the final authority on the interpretation of Standing Orders.

1.2 These Standing Orders shall only be applied in accordance with the Constitution. Where any provision in these Standing Orders contradicts any provision in the Constitution, the Constitution shall be paramount.

1.3 In these Standing Orders:

“the 2006 Act” means the National Health Service Act 2006 and other acts as maybe introduced from time to time;

“the 2012 Act” means the Health and Social Care Act 2012 as amended from time to time;

the 2022 Act” “means the Health and Care Act 2022 as amended from time to time;

“Annual Members Meeting” means the annual members meeting of the Trust as defined in paragraph 11 of this Constitution.

"Appointed Governors" means the Partner Governors; ; those Governors appointed by the Partnership Organisations;

“Chair” means the chair of the Trust appointed in accordance with the Trust Constitution;

“Chief Executive” means the Chief Executive Officer of the Trust appointed in accordance with the terms of the Trust Constitution;

“Committee” Means a committee appointed by the Council of Governors;

“Committee members” means those persons formally appointed by the Council of Governors to sit on or to chair specific committees;

"Constitution" means the Trust Constitution and all annexes to it;

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

“Director” means a director on the Board of Directors;

"Elected Governor" means the Public Governors and the Staff Governors;

"Governor"	means a Governor on the Council of Governors 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;
<u>"Independent Regulator" or "NHS England"</u>	<u>is the body corporate known as NHS England, as provided by Section 61 of the 2012 Act;</u>
"Lead Governor"	means a Governor elected to this role in accordance with the provisions of the Trust constitution;
"Member"	means a member of the Trust;
"Monitor"	Means the body corporate known as Monitor, as provided by Section 61 of the 2012 Act; incorporated into NHS improvement in 2016, itself now operating jointly with NHS England;
"Motion"	means a formal proposition to be discussed and voted on during the course of a meeting;
"Non-Executive Director"	means a non-executive director of the Trust;
"Officer"	means an employee of the Trust;
"Partner Governor"	means a member of the Council of Governors appointed by one of the organisations specified in the Constitution <u>specified in Annex 3;</u>
"Partner Organisation"	means those organisations designated as partnership organisations in the Trust Constitution <u>specified in Annex 3;</u>
"Public Governor"	means a member of the Council of Governors elected by the Members of the public constituency as set out in the Trust Constitution;
"Secretary"	means the <u>Trust Company</u> secretary of the Trust or any other person appointed to perform the duties of the secretary <u>Company Secretary of to</u> the Trust <u>Board</u> , including a joint, assistant or deputy <u>company</u> secretary;
"Senior Independent Director"	means the Non-Executive Director appointed by the Board as the senior independent director of the Trust;

“SFIs”	means Standing Financial Instructions;
“SOs”	means Standing Orders;
“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 the Trust Constitution;
“Staff Constituency”	means a member of the Council of Governors elected by a Staff Class in accordance with the provision of the Trust Constitution;
“Staff Governor”	
“the Trust”	means Doncaster & Bassetlaw Teaching Hospitals NHS Foundation Trust;

2 COMPOSITION OF THE COUNCIL OF GOVERNORS

- 2.1 In accordance with the 2006 Act, the composition of the Council of Governors of the Trust is outlined in Annexes 1, 2 and 3 of the Constitution.
- 2.2 The aggregate number of Public Governors is to be more than half the total membership of the Council of Governors.

3 CHAIR OF THE COUNCIL OF GOVERNORS

- 3.1 The Chair of the Trust is the Chair of the Council of Governors.
- 3.2 The Chair is appointed by the Council of Governors. The appointment shall be in accordance with the paragraph 24 of the Constitution.
- 3.3 The regulations governing the tenure of office of the Chair shall be in accordance with the Constitution.
- 3.4 At any meeting of the Council of Governors, the Chair, if present, shall preside. If the Chair is absent from the meeting the Deputy Chair shall preside.
- 3.5 If the Chair is absent from a meeting temporarily on the grounds of a declared conflict of interest the Deputy Chair, if present, shall preside.

3.6 The Chair and Deputy Chair may not preside in respect of votes of the Council of Governors concerning Non-executive Directors. In this eventuality, the Lead Governor will preside and have a casting vote in respect of votes of the Council of Governors concerning Non-Executive Directors.

~~3.6~~

3.7 Deputy Chair

Where the Chair of the Trust has died or has otherwise ceased to hold office or where s/he has been unable to perform his/her duties as Chair owing to illness, absence from England and Wales or any other cause, references to the Chair in the Schedule to these Regulations shall, so long as there is no Chair able to perform his/her duties, be taken to include references to the Deputy Chair. The Deputy Chair shall act as Chair of the Council of Governors.

- 3.8 The appointment of the Deputy Chair shall be as prescribed in the Constitution.
- 3.9 The regulations governing the tenure of office of the Deputy Chair shall be in accordance with the Constitution.
- 3.10 The election of the Lead Governor shall be as prescribed in the Constitution.
- 3.11 The regulations governing the tenure of office of the Lead Governor shall be in accordance with the Constitution.

4 PRACTICE AND PROCEDURE OF MEETINGS

- 4.1 All business at meetings of the Council of Governors shall be conducted in the name of the Trust.

- 4.2 The Trust has the functions conferred on it by the 2006 Act.

4.3 Admission of the Public and Press

The public and representatives of the press shall be afforded facilities to attend all formal meetings of the Council of Governors but shall be required to withdraw upon the Council of Governors resolving as follows:

“That representatives of the press and other members of the public be excluded from the remainder of this meeting having regard to the confidential nature of the business to be transacted, publicity on which would be prejudicial to the public interest”.

or

“That in the interests of public order the meeting adjourns for (the period to be specified) to enable the Council of Governors to complete business without the presence of the public”

- 4.4 Members, members of the public, or representatives of the press are not permitted to record proceedings in line with the Constitution.

4.5 Frequency of Meetings

Ordinary meetings of the Council of Governors shall be held at such times and places as the Council of Governors may determine:

- (a) The Council of Governors shall hold not less than three (3) general meetings each financial year except in extreme circumstances (see Constitution, Section 16.5).

(b) There may be times and reasons why Council of Governors meetings are held “virtually online” and not in person. The Chair will decide these times in consultation with the Lead Governor

(c) The Trust will publicise and hold an Annual Members Meeting.

(d) At the Annual Members Meeting, which will be held prior to 30 September each year, the Council of Governors is to receive and consider the annual accounts, any report of the external auditor on them, and the annual report. (see Constitution Annex 7)

~~(d)~~(e)

4.6 **Notice of Meetings**

Save in the case of emergencies or the need to conduct urgent business, the Secretary shall give at least fourteen days written notice of the date and place of every meeting of the Council of Governors 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 or Company Secretary.

4.7 Lack of service of the notice on any Governor shall not affect the validity of a meeting.

4.8 In the case of a meeting called by Governors in default of the Chair, the notice shall be signed by the ten Governors who called the meeting, and no business shall be transacted at the meeting other than that specified in the notice.

4.9 Failure to serve such a notice on more than three Governors will invalidate the meeting. A notice shall be presumed to have been served at the time at which the notice would be delivered in the ordinary course of the post.

4.10 The Chair may call a meeting of the Council of Governors at any time. If the Chair refuses to call a meeting after a requisition for that purpose signed by at least ten Governors has been presented to him specifying the business to be carried out, the Secretary shall call a meeting on at least fourteen but not more than twenty-eight days’ notice to discuss the specified business. If the Secretary fails to call such a meeting then the ten Council of Governors Members shall call such a meeting. No business shall be conducted at such a meeting other than that specified in the notice of the meeting.

4.11 Before each meeting of the Council of Governors, a notice of the meeting, specifying the business proposed to be transacted at it, and signed by the Chair or by an officer of the Trust authorised by the Chair to sign on his/her behalf shall be available to every Governor via the DBTH website portal and also sent by e-mail to the governor, so as to be available to him/her at least three days before the meeting.

4.114.12 Quorum

15 Council of Governors Members, of whom at least 9 must be Public Governors, shall form a quorum.

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

4.134.14 _____Governors can participate in meetings by telephone or through the use of video conferencing facilities, where such facilities are available. Participation in a meeting through any of these methods shall be deemed to constitute presence in person at the meeting. Video conferencing is the preference over telephone.

4.144.15 Voting

Every question at a meeting will be determined by a majority of the votes of the members of the Council of Governors 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.

4.154.16 All questions put to the vote shall, at the discretion of the Chair, be determined by oral expression or by a show of hands. Other methods of voting will be at the discretion of the Chair dependant on the nature of the business being voted upon.

4.164.17 If a majority of the Governors present so request, the voting on any question may be recorded to show how each Governor present voted or abstained.

4.174.18 If a Governor so requests, his/her vote shall be recorded by name upon any vote (other than by paper ballot).

4.184.19 In no circumstances may an absent Governor vote by proxy. Absence is defined as being absent at the time of the vote.

4.194.20 Setting the Agenda

The Chair and Trust Board Office shall determine the agenda with the support of the Lead Governor, based on suggestions made at previous Governor Briefings and Governor Forums.

4.204.21 A Governor desiring a matter to be included on an agenda shall make his/her request in writing to the Chair at least ten clear days before the meeting is notified to Governors, subject to SO 4.11. 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.

4.214.22 Minutes

The names of Governors present at the meetings shall be recorded.

4.224.23 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.

4.234.24 No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at the next meeting.

4.244.25 Minutes shall be circulated and added to the Governor portal. Where providing a record of a meeting held in public, the minutes shall be made available on the trust website.

4.254.26 **Notices of Motion**

A Governor 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, 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 subject to SO 4.11.

4.264.27 Any Governor who has submitted apologies for a meeting and desires to comment in relation to a matter on the agenda of that meeting shall make his/her request in writing/email to the Chair at least 3 clear days before the date of the meeting. The comment may then be reported to the Council of Governors at the discretion of the Chair.

4.274.28 **Withdrawal of Motion or Amendments**

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.

4.284.29 **Motion to Rescind a Resolution**

Notice of motion to amend or rescind any resolution (or the general substance of any resolution) which has been passed within the preceding six calendar months shall bear the signature of the Governors who gives it and also the signature of four other Governors. When any such motion has been disposed of by the Trust, it shall not be competent for any Governor other than the Chair to propose a motion to the same effect within six months, however the Chair may do so if s/he considers it appropriate.

4.294.30 **Motions**

The mover of a motion shall have a right of reply at the close of any discussion on the motion or any amendment thereto.

4.304.31 When a motion is under discussion or immediately prior to discussion it shall be open to a Governor 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.

4.314.32 No amendment to the motion shall be admitted if, in the opinion of the Chair of the meeting, the amendment negates the substance of the motion. An amendment will be voted on before the original motion.

4.324.33 **Chair's Ruling**

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

4.334.34 **Suspension of Standing Orders**

Any one or more of the Standing Orders may be suspended at any duly constituted meeting, provided that:

- (i) at least two-thirds of the Trust's total Governors are present; and
- (ii) a majority of those present, including no fewer than half of the elected Governors present, vote in favour of suspension; and
- (iii) the variation proposed does not contravene any statutory provision or direction made by NHS Improvement/England (formerly Monitor).

4.344.35 A decision to suspend SOs shall be recorded in the minutes of the meeting.

4.354.36 A separate record of matters discussed during the suspension of SOs shall be made and shall be available to the Governors.

4.364.37 No formal business may be transacted while SOs are suspended.

4.38 The Audit and Risk Committee shall review every decision to suspend SOs.

4.37

5 REMOVAL OF GOVERNORS

5.1 A Governor's tenure of office may be terminated in accordance with sections 3.1.3 and 3.1.4 of Annex 5 of the Constitution. Governors have no right of appeal in instance of section 3.1.4j of the Constitution.

5.2 Removal under Section 3.1.3 of Annex 5 to the Constitution

If any Governor has missed two consecutive meetings, the Company Secretary, on behalf of the Chair, shall enquire as to the circumstances of the absence, and report back to the Chair, ~~Vice~~Deputy-Chair and Senior Independent Director within 28 days of the Governor's failure to attend a second consecutive meeting.

5.3 If the Chair, Deputy Chair and Senior Independent Director are satisfied that the absence complies with Annex 5 of the Constitution, then the Governor's tenure of office shall not be terminated and this shall be reported at the next general meeting of the Council of Governors.

5.4 The Chair shall serve written notification to the Governor whose tenure of office is the subject of this motion not less than 14 days before the meeting of the Council of Governors when the motion is to be proposed.

5.5 The Governor shall have the right to make written and verbal representations to the Council of Governors at the meeting when the motion is proposed.

5.6 When a motion to terminate a Governor's tenure of office is to be discussed, the press and public shall be required by the Council of Governors to withdraw from the meeting.

5.7 Removal under Section 3.1.4 of Annex 5 to the Constitution

Any member of the Council of Governors, including the Chair, may propose a motion to terminate a Governor's tenure of office in accordance with the provisions of Section 3.1.4 of Annex 5 to the Constitution.

5.8 Any member of the Council of Governors wishing to propose termination of tenure of another Governor must notify the Chair of this proposal in writing not less than 28 days before the general meeting of the Council of Governors when this motion is to be proposed.

5.9 The Chair shall serve written notification to the Governor whose tenure of office is the subject of this motion not less than 14 days before the meeting of the Council of Governors when the motion is to be proposed.

5.10 The Governor shall have the right to make written and verbal representations to the Council of Governors at the meeting when the motion is proposed.

5.11 When a motion to terminate a Governor's tenure of office is to be discussed, the press and public shall be required by the Council of Governors to withdraw from the

meeting.

6 COMMITTEES

6.1 Appointment of Committees

The Council of Governors may appoint sub-committees that are relevant and proportionate, consisting of its members to advise and assist the Council of Governors in carrying out its functions.

6.2 The Council of Governors may select members to serve as observers on the Trusts five statutory committees, Audit and Risk Committee, Finance and Performance Committee, People Committee, Quality and Effectiveness Committee and Charitable Funds Committee at the request of the Company Secretary. This process will be facilitated by the Company Secretary via an open and transparent process.

6.3 The Standing Orders of the Council of Governors, as far as they are applicable, shall apply with appropriate alteration to meetings of any established committee of the Council of Governors.

6.4 Each such committee shall have such terms of reference and functions and be subject to such conditions (as to reporting back to the Council of Governors), as the Council of Governors shall decide. Such terms of reference shall have effect as if incorporated into the Standing Orders.

6.5 Committees may not delegate their functions to a sub-committee unless expressly authorised by the Council of Governors.

6.6 Confidentiality

A member of a committee shall not disclose a matter dealt with by, or brought before, the committee without its permission until the committee shall have reported to the Council of Governors or shall otherwise have concluded on that matter.

6.7 Governors of the Trust shall not disclose any matter reported to the Council of Governors or otherwise dealt with by the committee, notwithstanding that the matter has been reported or action has been concluded, if the Council of Governors or committee shall resolve that it is confidential.

7 DECLARATION OF INTERESTS AND REGISTER OF INTERESTS

7.1 Pursuant to Section 20 of Schedule 7 of the 2006 Act, a register of Governors interests must be kept by the Trust

7.2 Declaration of Interests

Governors are required to declare interests, as outlined in the Constitution, Section 18 and Annex 5, Section 7, on appointment or election.

7.3 Interests which should be regarded as "relevant and material" and which, for the

avoidance of doubt, should be included in the register are:

- a) Directorships, including non-executive directorships held in private companies or PLCs (with the exception of those of dormant companies).
- b) Ownership or part-ownership of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS.
- c) Majority or controlling share holdings in organisations likely or possibly seeking to do business with the NHS.
- d) A position of authority in a charity or voluntary organisation in the field of health and social care.
- e) Any connection with a voluntary or other organisation contracting for NHS services.
- f) Any connection with an organisation, entity or company considering entering into or having entered into a financial arrangement with the NHS Foundation Trust, including but not limited to, lenders or banks.
- g) Membership of any organisation likely to impact on the health and social care sector.

7.4 If Governors have any doubt about the relevance of an interest, this should be discussed with the Chair.

7.5 At the time the interests are declared, they should be recorded in the Council of Governors minutes as appropriate. Any changes in interests should be declared at the next Council of Governors meeting as appropriate following the change occurring. It is the obligation of the Governor to inform the Trust Board Secretary in writing within 7 days of becoming aware of the existence of a relevant or material interest. The Trust Board Secretary will amend the Register upon receipt within 3 working days.

7.6 During the course of a Council of Governors meeting, if a conflict of interest is established, the Director or Governor concerned should withdraw from the meeting and play no part in the relevant discussion or decision. For the avoidance of doubt, this includes voting on such an issue where a conflict is established. If there is a dispute as to whether a conflict of interest does exist, majority will resolve the issue with the Chair having the casting vote.

7.7 There is no requirement for the interests of Governors' spouses or partners to be declared.

7.8 **Register of Interests**

The details of Governors' interests recorded in the Register will be kept up to date by means of a monthly review of the Register by the Company Secretary, in accordance with Section 7, Annex 5 of the Constitution.

8 DISABILITY OF GOVERNORS IN PROCEEDINGS ON ACCOUNT OF PECUNIARY INTEREST

8.1 Governors must follow the provisions of this Standing Order and the Constitution.

8.2 The Chair shall exclude a Governor from a meeting of the Council of Governors while any contract, proposed contract or other matter in which s/he has a pecuniary interest, is under consideration.

8.3 Any remuneration, compensation or allowances payable to a Governor shall not be treated as a pecuniary interest for the purpose of this Standing Order.

8.4 For the purpose of this Standing Order the Chair or a Governor shall be treated as having indirectly a pecuniary or other interest in a contract, proposed contract or other matter, if:

(a) s/he, or a nominee of his/her, is a director of a company or other body, not being a public body, with which the contract was made or is proposed to be made or which has a direct pecuniary interest in the other matter under consideration;

or

(b) s/he is a partner of, or is in the employment of a person with whom the contract was made or is proposed to be made or who has a direct pecuniary interest in the other matter under consideration;

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

8.5 Where a Governor:

(a) has an indirect pecuniary interest in a contract, proposed contract or other matter by reason only of a beneficial interest in securities of a company or other body, and

(b) the total nominal value of those securities does not exceed £5,000 or one-hundredth of the total nominal value of the issued share capital of the company or body, whichever is the less, and

(c) if the share capital is of more than one class, the total nominal value of shares of any one class in which s/he has a beneficial interest does not exceed one-hundredth of the total issued share capital of that class,

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

- 8.6 Standing Order 8 applies to a committee of the Council of Governors as it applies to the Council of Governors and applies to any member of any such committee (whether or not s/he is also a Governor of the Trust) as it applies to a Governor of the Trust.

9 STANDARDS OF BUSINESS CONDUCT

9.1 Policy

Members of the Council of Governors shall act in accordance with the Nolan Principles Governing Conduct of Public Office Holders at all times.

- 9.2 The Council of Governors has adopted as good practice the national guidance contained in HSG(93)5 'Standards of Business Conduct for NHS staff', and Governors must comply with this.

9.3 Canvassing of, and Recommendations by, Governors in Relation to Appointments

Canvassing of Governors of the Trust or members of any committee of the Council of Governors directly or indirectly for any appointment under the Trust shall disqualify the candidate for such appointment. The contents of this paragraph of the Standing Order shall be included in application forms or otherwise brought to the attention of candidates.

- 9.4 A Governor of the Trust shall not solicit for any person any appointment under the Trust or recommend any person for such appointment: but this paragraph of this Standing Order shall not preclude a Governor from giving written testimonial of a candidate's ability, experience or character for submission to the Trust.

- 9.5 Informal discussions outside appointments panels or committees, whether solicited or unsolicited, should be declared to the panel or committee.

9.6 Relatives of Governors

The Governors of the Trust shall disclose to the Chair any relationship with a candidate of whose candidature that Governor is aware. It shall be the duty of the Chair to report to the Council of Governors any such disclosure made.

- 9.7 On appointment, Governors should disclose to the Trust whether they are related to any other Governor, Director or holder of any office under the Trust.

- 9.8 Where the relationship of an officer or another Director or Governor to a Governor of the Trust is disclosed, the Standing Order headed 'Disability of Governors in proceedings on account of pecuniary interest' (SO 7) shall apply.

- 9.9 Any Council of Governors member who receives or is offered or declines hospitality in excess of £25.00 is required to enter the details of the hospitality in the Trust's

Hospitality Register as per Trust Policy Standards of Business Conduct and Employees Declarations of Interest Policy (CORP FIN 4).

10 SIGNATURE OF DOCUMENTS

- 10.1 Where the signature of any document will be a necessary step in legal documents involving the Council of Governors, it shall be signed by the Chair or Deputy Chair.
- 10.2 The Chair or Deputy Chair shall be authorised, by resolution of the Council of Governors, to sign on behalf of the Council of Governors any agreement or other document (not required to be executed as a deed) the subject matter of which has been approved by the Council of Governors or committee to which the Council of Governors has delegated appropriate authority.

11 APPOINTMENT OF AUDITOR

- 11.1 Pursuant to section 23 of Schedule 7 of the 2006 Act, the Trust is required to have an auditor. The Council of Governors shall appoint or replace the Trust's external auditors at a general meeting of the Council of Governors or at the Annual Members' Meeting.
- 11.2 The appointment of the external Auditor by the Council of Governors, and the monitoring of the auditor's functions by a committee of Non-Executive Directors are covered in the Constitution.
- 11.3 The Auditor is to carry out his/her duties in accordance with the 2006 Act and in accordance with any directions given by Monitor on standards, procedures and techniques to be adopted.

12 MISCELLANEOUS

12.1 Standing Orders (SO's) to be given to Governors

It is the duty of the Chair to ensure that existing Governors and all new Governors are notified of and understand their responsibilities within Standing Orders and the Trusts Standing Financial Instructions. Updated copies shall be issued and available to Governors designated by the Chair. New Governors shall be informed in writing and shall receive copies where appropriate of SOs.

12.2 Documents having the standing of Standing Orders

Standing Financial Instructions shall have effect as if incorporated into SOs.

12.3 Review of Standing Orders

Standing Orders shall be reviewed at a maximum of 2 years by the Council of Governors. The requirement for review extends to all documents having the effect as if incorporated in SOs.

13 VARIATION AND AMENDMENT OF STANDING ORDERS

13.1 These Standing Orders shall be amended only if:

- (i) a notice of motion under SO 4.26 has been given; and
- (ii) at least two-thirds of the Trust's total Governors are present; and
- (iii) a majority of those present, including no fewer than half of the elected Governors present, vote in favour of amendment; and
- (iv) the variation proposed does not contravene any statutory provision or direction made by NHS Improvement/England.

**Minutes of the meeting of the Council of Governors held in public
Thursday 7 July at 3:30pm
via Microsoft Teams**

Present:			
Chair	Suzy Brain England OBE - Chair of the Board		
Public Governors	Peter Abell Dennis Atkin Mark Bright Angela Chapman Natasha Graves Jackie Hammerton George Kirk Lynne Logan	Lynne Schuller Andrew Middleton Vivek Panikkar Pauline Riley Shelia Walsh	
Staff Governors	Duncan Carratt	Sophie Gilhooly	Lisa Gratton
Partner Governors	Susan Shaw	Phil Holmes	
In attendance	Mark Bailey - Non-executive Director Mark Day - Non-executive Director Zoe Lintin - Chief People Officer Angela O'Mara - Deputy Company Secretary (Minutes) Richard Parker OBE - Chief Executive Neil Rhodes - Non-executive Director Kath Smart - Non-executive Director		
Apologies:			
Governor Apologies	Eileen Harrington		
Board Member Apologies	Fiona Dunn - Deputy Director Corporate Governance/Company Secretary		

		ACTION
PC22/07/A1	<p><u>Welcome and Apologies for Absence (Verbal)</u></p> <p>The Chair of the Board welcomed the governors and those in attendance to the meeting. The above apologies for absence were noted.</p>	
PC22/07/A2	<p><u>Declaration of Governors' Interests (Enclosure A2)</u></p> <p>No change was declared to governors' interests.</p>	
	<p><i>The Council:</i></p> <ul style="list-style-type: none"> - <i>Noted governors' current declarations of interests</i> 	
PC22/07/A3	<p><u>Actions from previous meetings</u></p> <p>There were no outstanding actions.</p>	
PC22/07/C1.1	<p><u>Suzy Brain England – Chair's Report</u></p> <p>The Chair of the Board confirmed that following expressions of interest, Lynne Schuller had been appointed as Lead Governor and Andrew Middleton as Deputy Lead Governor, with effect from 31 May 2022. The outcome had previously been communicated by the Company Secretary and was reported today for completeness.</p> <p>The Chair summarised her activities since the last Council of Governors meeting, which included:</p> <ul style="list-style-type: none"> - 1:1 discussions with the Chief Executive, non-executive and executive directors - Preparation for own and non-executive directors' appraisal. - South Yorkshire & Bassetlaw Acute Federation and Integrated Care System development sessions - Recruitment of the Chief Operating Officer - Welcomed newly recruited international nurses - Chaired day 2 of the NHS Providers GovernWell Conference and attended day 1 & 3 - Attended the Excellence in Healthcare, Levelling Up the North and We Care into the Future events 	
PC22/07/C1.2	<p><u>Lynne Schuller – Lead Governor's Report</u></p> <p>The Lead Governor shared the following items of interest:</p>	

	<ul style="list-style-type: none"> - The next governor briefing was scheduled for 19 July, a workshop style session facilitated by Peter Abell would consider the draft addendum and its impact on the role of a governor. As with previous briefings, the reference material and outputs would be uploaded to the governor portal - Following Clive Tattley’s final term of office, Andria Birch, Chief Executive of Bassetlaw Community and Voluntary Service (BCVS) had agreed to take up the partner governor role with effect from 6 July 2022 - Governors were thanked for their contribution to the non-executive director appraisal process, the outcomes of which would be reported at November’s Council of Governors meeting - Plans to refresh the approach to patient engagement would be progressed by the Deputy Director of Nursing (Patient Experience) - Governors who had not observed June’s Board meeting were encouraged to review the presentation “See Yellow – Think Falls”. The patient centered initiative identified how a simple introduction to raise awareness could improve patient care 	
<p>PC22/07/C1.3</p>	<p><u>Kath Smart – Audit & Risk and Quality & Effectiveness Committee</u></p> <p>In her capacity as Chair of the Audit & Risk Committee, Kath provided the following updates:</p> <ul style="list-style-type: none"> - Meetings of the Audit & Risk Committee in May and June had focused on year-end business in which the Annual Report & Accounts, including the Annual Governance Statement for 2021/22 were received - Minor, non-material changes had been approved prior to final submission of the Annual Accounts on 24 June 2022. The Chair of the Audit & Risk Committee had requested the Director of Finance and the External Auditors plan to undertake 2022/23 year end business as part of a single meeting in 2023 - External Auditors provided an unqualified opinion of the Trust’s financial accounts and would present the Auditor’s Annual Report 2021/22 at the Council of Governors meeting on 29 September 2022 - The final Head of Internal Audit Opinion 2021/22 provided moderate assurance. Internal Auditors, 360 Assurance, had commenced their contract with the Trust in October 2021 - Divisional Governance and Data Quality Internal Audit reports had been received - Compliance with the Violence Prevention and Reduction Standards was being assessed by the Local Security Management Specialist <p>As interim Chair of the Quality & Effectiveness Committee Kath Smart shared the following insight into the Committee’s business in June 2022:</p>	

	<ul style="list-style-type: none"> - Clinical Specialties Divisional presentation - Patient Safety Updates, including falls, hospital acquired pressure ulcers, incidents and serious incidents - Safer Staffing report - Patient Experience, including complaint analysis, learning and engagement with the deaf community - Strategy Updates: NHS Food & Mental Health - Annual Research Report - Quality & Improvement Outcomes Framework Self-Assessment for the Knowledge & Library Services 	
<p>PC22/07/C1.4</p>	<p><u>Neil Rhodes – Finance & Performance Committee</u></p> <p>In his capacity as Chair of the Finance & Performance Committee Neil summarised key highlights from May and June 2022 meetings:</p> <ul style="list-style-type: none"> - Finances were well managed, in what would be a challenging year for the Trust. An efficiency target of 4% of the Trust’s income had been agreed. - A £10m deficit financial plan had been agreed with the Integrated Care Board - In-year capital expenditure was on profile and cash balance of c£27m - The Committee welcomed Andrew Middleton as a governor observer - Continued high levels of emergency attendances, impacted by reduced flow and high bed occupancy - Recovery plans were challenged by the continuing presence of Covid and its impact on staffing and capacity 	
<p>PC22/07/C1.5</p>	<p><u>Mark Bailey – Charitable Funds Committee</u></p> <p>As Committee Chair, Mark shared the following areas of interest from the last meeting of the Trustees in June 2022:</p> <ul style="list-style-type: none"> - Assurance received in respect of fund investment, income and expenditure - Bids approved to support health and wellbeing, with a focus on staff reward and recognition and support for the “Stay & Thrive” initiative for the Trust’s international recruits - Encouraged by an increasing flow of approvable bids via the Charitable Funds Development Committee 	

	<ul style="list-style-type: none"> - Fundraising events, including sky-diving and peak walking, were underway to support the Serenity Suite Appeal - DBTH Charity development work to be progressed - Fred & Ann Green executors supportive of innovative use of the fund for the Diagnostic Hub and Mexborough Elective Orthopaedic Centre 	
<p>PC22/07/C1.6</p>	<p><u>Mark Day – People Committee</u></p> <p>Mark joined his first Council of Governors’ meeting since his appointment on 1 May 2022. As part of his induction, he had met with executive and non-executive colleagues, and welcomed the transparent, welcoming and insightful conversations. He had undertaken the Trust’s corporate induction and was due to attend NHS Providers 2-day non-executive director induction.</p> <p>As Chair of the People Committee Mark would work closely with the Chief People Officer and her team; he had been impressed with his initial interactions and observations, recognising their ambitious, focused approach to develop the Trust’s people and supporting workforce strategies to ensure the Trust was a great place to work, with an engaged, motivated workforce appropriately skilled to deliver the best possible care/service.</p>	
<p>PC22/07/C1.7</p>	<p><u>Richard Parker – Chief Executive’s Report</u></p> <p>The Chief Executive provided an update on the current Covid numbers, which stood at 80 active cases and a total of 106 inpatients. Infection, prevention and control measures had been adapted to reflect the increase, likely to be impacted by large scale gatherings, linked to the Platinum Jubilee celebrations, sporting and entertainment events. An increase in infection levels was expected to be seen in the autumn and winter, and the Trust would plan accordingly. The impact was seen in the community and across the workforce, with staff absence levels c.9% (4% of which related to Covid19). The importance of wearing face coverings in the hospital setting was reinforced.</p> <p>Vacancy levels continued to be challenging and in maternity services, a twice weekly workforce review to ensure service delivery was undertaken by the Director of Midwifery, Chief Operating Officer and Chief Nurse. The Continuity of Carer provision remained on pause in view of the vacancy rate.</p> <p>A return to a pre-pandemic financial regime was noted and as referenced by the Chair of the Finance & Performance Committee delivery of the financial plan was expected to be challenging.</p> <p>The vaccination programme was expected to commence in August/September and would include Covid and Influenza. A smaller campaign for those identified at risk of monkey pox was also anticipated.</p> <p>No news had been received in respect of the Trust’s bid for a new hospital, the impact of the change in Prime Minister and Secretary of State was unknown.</p>	

	<p>The Outline Business Case for the Bassetlaw Emergency Care Village had been approved by the Board for submission to NHS England, remedial work related to the reinforced aerated autoclaved concrete would need to be completed prior to this.</p> <p>Phase one of the Community Diagnostic Centre at Montagu had been completed, plans and a supporting business case for Phase two were being developed.</p> <p>The Chief Executive highlighted the following key priorities:</p> <ul style="list-style-type: none"> - To ensure we have the right people, in the right roles, supported by the appropriate training/education and with a focus on their health and wellbeing - Improved patient flow, to continue to work with our partners to facilitate the discharge of those patients who are medically fit - Recovery of elective backlog through innovation and transformation - Achievement of quality standards <p>On 1 July 2022 Integrated Care Systems became statutory bodies, the Trust spans two systems, NHS South Yorkshire and NHS Nottingham & Nottinghamshire and the Chief Executive confirmed his role as a partner member on the South Yorkshire Integrated Care Board. The Trust now has a duty to collaborate with its partners and the plans for the Mexborough Elective Orthopaedic Surgical Centre would be an excellent example of partnership working.</p>	
<p>PC22/07/C1.8</p>	<p><u>Governor Questions</u></p> <p><u>Public Governor, Peter Abell, highlighted the recent press coverage of the Oldham doctor who had been charged with manslaughter, reportedly the doctor was 80+ years of age and assurance was sought as to how doctor’s competency was assessed.</u></p> <p>The Chief Executive confirmed that the annual appraisal involved self-reflection, supported by evidence, including peer/patient feedback and complaint/incident data in order to inform competency and fitness to practice.</p> <p>The Chief People Officer recognised the robust procedures and support that were in place and confirmed that where incidents occurred, they were appropriately investigated and identified learning embedded into practice. Whilst the revalidation process considered appraisal outputs, it was not dependent on age, as this could be considered discriminatory.</p> <p><u>Following the announcement that the staff terms and conditions section of the COVID-19 workforce guidance would be withdrawn, Staff Governor, Duncan Carratt, enquired of the potential detrimental effect on completion of lateral flow testing and raised a concern with regards to the financial impact on colleagues, especially considering the current cost of living crisis.</u></p> <p>As this was a national directive, the Chief Executive confirmed that compliance was not discretionary. He shared the concerns, with regards to testing, and encouraged staff to maintain routine testing, in accordance with current guidance, and to take all necessary preventative actions.</p>	

	<p>A review of the expenses policy to reflect the current cost of living had taken place and an increase applied in respect of mileage/accommodation costs.</p> <p>As the directive had been received at short notice, the Chief People Officer confirmed that the detail was still being worked through. The change would be implemented on a phased approach and a system wide communication would be issued in due course.</p> <p><u>On behalf of Partner Governor, Sue Shaw, Lynne Schuller enquired of Covid vaccine availability and of booster uptake</u></p> <p>The Chief Executive confirmed that national uptake was variable, dependent upon individual vulnerabilities. In line with previous vaccination campaigns hospital staff would be offered the opportunity to be vaccinated at their place of work. Members of the public would be contacted by their general practice, however, if vulnerable unvaccinated patients attended a hospital outpatient clinic or were an inpatient, every effort would be made to vaccinate. The campaign was expected to start in August/September.</p> <p><u>Public Governor, Mark Bright, highlighted that a refurbishment to a hospital was now deemed to be a “new hospital” and enquired what this meant in the context of the Trust’s bid?</u></p> <p>The Department of Health’s definition of a new hospital included three specific levels of work, including extensive refurbishment. The Chief Executive confirmed there was still an expectation that a further eight new hospitals would be announced in the Autumn, however, if there was a balance to be achieved between acute and mental health providers, then this had the potential to reduce acute offers to four. It was difficult to know how the change in government leadership would influence the programme.</p> <p><u>Public Governor, Andrew Middleton, acknowledged the successful We Care into the Future event and enquired of potential follow up activity, work experience and/or apprenticeship offers. He also enquired of opportunities to reach out to post education adults.</u></p> <p>The work with schools had the potential to extend beyond students and raise awareness of career opportunities with parents and carers. The Chief Executive highlighted the targeted recruitment of health care support workers, however, noted the competitive local market.</p> <p>The Chair of the Board confirmed that governors had attended a briefing session on the expansion of the Foundation School in Health initiative, to include Bassetlaw, earlier in the year. A future opportunity to hear more from the Training and Education team could be considered later in the year/early next year.</p>	
<p>PC22/07/D1</p>	<p><u>Minutes of the Council of Governors Meeting held in public on 28 April 2022</u></p>	
	<p>- <i>The Council of Governors approved the minutes of the Council of Governors meeting held in public on 28 April 2022</i></p>	

DRAFT

PC22/07/E1	<u>Questions from Members of the Public</u>	
	No questions had been received from members of the public.	
PC22/07/F1	<u>Any Other Business</u>	
	No items of any other business.	
PC22/07/F2	<u>Items for Escalation to the Board of Directors</u>	
	No items for escalation to the Board of Directors.	
PC22/07/F3	<u>Governor Meeting Questions Database</u>	
	<i>The Council of Governors:</i> - <i>Received and noted the question database.</i>	
PC22/07/F4	<u>Date and Time of the Next Meeting</u>	
	Date: 29 September 2022 Time: 3pm Venue: MS Teams	
PC22/07/G	<u>Meeting closed at 17:13</u>	

Governor Questions and Answers - Updated to include July's 2022 Board of Directors



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

Reference	Meeting Source	Date	Question	Answer	Who Answered?	Date sent to CoG
PC21/04/C1.8	Council of Governors	29/04/2021	Noting the recent new posts (workforce matron, head of nursing), were these roles filled internally and if so has this made more vacancies?	The workforce post and new Heads of Nursing were formed from the existing matron funding, so we have restructured the matrons to ensure equity of work and created the new posts.	David Purdue, Chief Nurse and Deputy CEO	01/07/2021
PC21/04/C1.8	Council of Governors	29/04/2021	Relating to Fred and Ann Green, when stating 're-confirming', does this mean the terms of reference are the same as what they have been, or have they undergone some adaptation?	The terms of reference have not been changed for the Fred and Ann Green Legacy, only that the reporting Committee is now the Charitable Funds Committee.	Fiona Dunn	23/09/2021
PC21/07/C1.9	Council of Governors	01/07/2021	In regards to the pressures in A&E, what happens with regards to Primary Care and where we go with it? He also asked about Maternity, the issues raised by Panorama programme and the shortage of midwives.	The Deputy Chief Executive advised that he has weekly meetings with Bassetlaw including all leads regarding the increase of patients in Emergency Department (ED). GP's see 20% more patients than they have previously mostly virtual. Feedback has shown that patients preferred to visit the ED. Open access for diagnostics is available, X-rays were possible, but ultrasounds were not as easy to perform. The 111 hubs had received an increase in patients being sent to ED. A review would take place of how we move forward. The ambulance service had been inundated, 9 ambulances within 15minutes were waiting at ED on 30th June. Bassetlaw had also been affected and had 58 patients in ED. Maternity was raised within the Ockenden report update on the 30th June. Key actions (7) along with spreadsheets (48) were completed and submitted to board in June. David Purdue and Pat Drake sign this off. Maternity had 20 vacancies; 3 staff have taken back their notice. Nottingham and Sheffield Hospitals have been noted that they had received CQC rating 'inadequate'. The DRI are very open with the CQC, submitting any evidence to them whilst being up front and open about any issues. We have 23 newly qualified midwives and were looking at a new pilot to gain more overseas staff. Portugal has more midwives than jobs that through NHS Professionals we were looking at to recruit. 154 newly registered midwives in 2020 and 189 specialised midwives.	David Purdue, Chief Nurse and Deputy CEO	23/09/2021
PC21/07/C1.9	Council of Governors	01/07/2021	Lynne Schuller raised a number of questions; firstly, would the complaints lead to an action plan? Sheena McDonnell had mentioned that they helped the schools in Doncaster, however were there any help for schools within Bassetlaw? As there had been 820 deaths within DRI were the staff receiving any mental health support and were their managers trained in spotting this?	Mark Bailey advised about the action plan following the complaints audit had been developed and recommendations were being reviewed with a plan that included data identifying any areas of training required. David Purdue explained that training around Mental Health issues had been given to band 7's and above. Vivup is also accessible for all staff and had information on how to identify and access support. Wards 19 and 25 were offering psychological support. GPs in Urgent Care have piloted being on the front door to assist patients and to see what difference it made. Bassetlaw schools had been looked into further and it would be mentioned in the Preceptorship	Mark Bailey, Non-Executive Director	23/09/2021

PC21/07/C1.9	Council of Governors	01/07/2021	A question was raised regarding the extra funding for the plans for the Women and Children' Hospital.	The local Council would look at the strategic plan for the DRI and that we were up at the top of the listing for a new hospital. This would help with recruitment and contribute to the economy. The Council were looking at the 'Basin site' in Doncaster as a proposed new build location. Jon Sargeant and the Chair were hoping to talk to the Doncaster MP's next week as to whether it is value for money to build a new hospital as the DRI is too small. The Chair added that it would be essential to get backing from the MP's, Council, and the new Secretary of State for Health to gain this decision.	Suzy Brain-England OBE, Chair	23/09/2021
PC21/07/C1.9	Council of Governors	01/07/2021	Can staff be trusted to book and receive there Covid-19 vaccines as they cannot receive them onsite any longer?	David Purdue replied that staff had been able to receive the vaccine at the DRI, but this is no longer available, and relies on staff going elsewhere to receive them. It was mentioned whether this would be made compulsory for all NHS staff to receive the vaccine, the Trust is awaiting feedback on this. However, it cannot be enforced if you are pregnant or trying for a baby. To work for the NHS the Hepatitis B vaccine is compulsory and whether the Covid-19 should be the same. Students that are on placement in care home must be fully vaccinated to carry out the placement. The Chair and David Purdue agreed to the suggestion of the addition of wind chimes in the Rainbow Garden and would look into this.	David Purdue, Chief Nurse and Deputy CEO	23/09/2021
PC21/07/C1.9	Council of Governors	01/07/2021	Are staff now beginning to take annual leave as we move more to the winter months'?	Sheena McDonnell added that in the People Committee it was discussed that staff carried leave over in some areas. This was high in some areas and low in others. Staff could also sell annual leave to the trust however this was not promoted widely as the preference is for staff to take suitable rest time. David Purdue explained that it is was being monitored closely to ensure that staff take their leave and rest. It was noted that the canteens are open again, having tables for up to 6 people with the opportunity to use the marquee outside also. Breaks at work are important and staff should ideally take a quarter of their annual leave per quarter. Rebecca Joyce explained that there were waiting lists for staff wellbeing accelerator programme and annual leave required balancing. Rebecca Joyce mentioned that she had had a walk about with Kath Smart, asking staff if they used the wellbeing information and whether they were receiving the support they needed. The feedback was positive This is accessed by both clinical and admin staff.	David Purdue, Chief Nurse and Deputy CEO	23/09/2021
PC21/09/F2	Council of Governors	23/09/2021	In relation to the gender pay comparison how does the Trust positively encourage the females to take up the higher paid roles and advance their careers and do we identify the effects to enable them to take these roles?	The Director of People & Organisational Development explained that the board report relating to the gender pay gap, with evidence that more males have taken up the positions in medical and dentistry and in the most senior roles but there were more opportunities arising for women being evidenced. The Director of People & Organisational Development would be happy to discuss the pay gender gap report further if this was necessary. The Chair reported that more recently the male/female role shift balance was slowly changing. The Chair offered assurance that through the training and development within the organization that there was an equally accessible route for staff to take in all roles. The Chief Executive stated that the Trust secures the best candidate for the job role with the best skills and knowledge with openness and transparency.	Karen Barnard, Director of People & OD	In the meeting
P21/10/E3	Board of Directors	19/10/2021	Lynne Schuller, Public Governor Bassetlaw shared her positive feedback from the Wave of Light ceremony at Harworth All Saints church during Baby Loss Awareness Week. The service supported by the Trust's bereavement midwives and chaplain provided the bereaved time to reflect, a space to grieve and a safe environment in which to celebrate their babies. Lynne shared a special thank you for colleague's involvement in the ceremony and for all they do on a daily basis. The governors enquired if there was an action plan to improve the following measures and if there were any associated risks due to the low levels of completion: • PROMPT compliance for HCA/MSWs @ 49.2% • ETG compliance <80% across all roles	The actions to address the above were largely covered in the Maternity Update report. Governors should continue to monitor performance and governor observers at the Quality & Effectiveness Committee should seek assurance and report back on plans to improve the uptake of training in the next governor report.	David Purdue, Chief Nurse and Deputy CEO	In the meeting
P21/10/E3	Board of Directors	19/10/2021	There is an increase in emergency caesarean sections at Bassetlaw – 18.7% in July and 22.7% in August. This might be just one or two deliveries – can this be put into perspective and is this due to an increase in high-risk mothers?	The Executive Medical Director stressed the key consideration was the appropriateness of the c-section, he also drew governor's attention to the fact that as the caesarean section rate goes up evidence suggest that the still birth rate goes down, and as such there was a balance to be found. The Chief Executive suggested it would be helpful to include the actual numbers of births and caesarean sections in future reports in support of the effect of small number statistics	Dr Tim Noble, Executive Medical Director	In the meeting
P21/11/I3	Board of Directors	16/11/2021	What are the difficulties in discharging to social care settings and the resultant impact on families?	The Chief Nurse confirmed a national discharge policy was in place where the criteria to reside was not met. Issues within social care setting were known and system wide work to improve discharge was in place, six discharge beds had recently been purchased to facilitate discharge from hospital.	David Purdue, Chief Nurse and Deputy CEO	In the meeting

P21/11/I3	Board of Directors	16/11/2021	In view of the need to recover elective surgery was there an additional money to facilitate use of the private sector?	Throughout the pandemic the Trust had continued to work closely with the on-site independent sector provider to maintain delivery of urgent services and to provide additional capacity. All opportunities to explore insourcing and outsourcing had been pursued and bids for all available funding, including the Targeted Investment Fund submitted. In addition the development of the Community Diagnostic Centre/Hub would provide additional MRI/CT capacity on a non-acute site.	Richard Parker, Chief Executive Officer	In the meeting
P21/12/E3	Board of Directors	21/12/2021	Is recovery and restoration achievable and to what extent are the non-executive directors assured of the plans	It was confirmed that Jon Sargeant had been tasked with the delivery of robust recovery plans. Fortnightly focus & delivery group meetings had been put in place, efforts were focused and delivery of plans was joined up and timely. The Chair acknowledged the good working relationships formed with the private sector, supporting clinical prioritisation. Neil Rhodes confirmed that the Finance & Performance Committee would continue to receive updates on progress, although services had been impacted by Covid-19, restoration remained a focus. Plans were robust, and the Trust was reported to be well placed from a planning perspective.	Jon Sargeant, Interim Director of Recovery, Innovation & Transformation	In the meeting
P22/01/F3	Board of Directors	25/01/2022	Is there a breakdown of the reasons that colleagues are not receiving the Covid-19 vaccine?	The Director of People & Organisational Development confirmed there was no central record, although reasons may become apparent through the conversations with the Freedom to Speak-up Guardian.	Karen Barnard, Director of People and Organisational Development	In the meeting
P22/01/F3	Board of Directors	25/01/2022	What action is being taken to deter the incidence of physical violence?	The Chief Nurse confirmed the presence of on-site Saba security. In addition, colleagues undertook conflict resolution training. An update in this respect could be provided to the People Committee. Pat Drake raised awareness that some incidents where violence was reported had the potential to be linked to dementia or patients with behavioural issues and suggested there was a difference between such events and intended violence.	David Purdue, Chief Nurse and Deputy CEO	In the meeting
P22/01/F3	Board of Directors	25/01/2022	In respect of the new build, please can Bassetlaw be considered/referenced as residents may live closer or equidistant to Doncaster Royal Infirmary.	The Director of Recovery, Innovation & Transformation confirmed that any future consultation would involve the residents of Bassetlaw.	Jon Sargeant, Interim Director of Recovery, Innovation & Transformation	In the meeting
P22/01/F3	Board of Directors	25/01/2022	In respect of transport between Doncaster and Bassetlaw is the provision of transport included within appointment letters, including details of how to book?	This matter had been raised previously and it was understood this was included in the letters, but a further check would be made.	Debbie Pook - Deputy Chief Operating Officer – Non-elective	In the meeting
PC21/02/F2	Council of Governors	02/02/2022	Recently there have been lots of questions raised and disquiet in the media about PPE for NHS staff, in particular masks, and whether it is of a high enough standard. Are our staff happy with the level of PPE they are using, especially the masks? And are they able to raise concerns if they feel they need a higher level?	We supply PHE accredited masks to all our staff. In areas with high levels of covid, staff are fit tested for FFP3 masks and we provide all staff with a GVS mask(this is a respirator with replaceable filters). In areas with covid cases we also provide visors as well as masks.	David Purdue, Chief Nurse and Deputy CEO	After the meeting
PC21/02/F2	Council of Governors	02/02/2022	Do we require any local publicity around mask wearing in Health care settings such as hospital , or is there not really a problem with compliance .	The Trust has worked with public health to ensure the messages regarding the wearing of masks in health facilities has been reiterated. We have put up additional signs in all entrances outlining the requirements. There is not an issue at the moment due to the restrictions to visiting	David Purdue, Chief Nurse and Deputy CEO	After the meeting
PC21/02/F2	Council of Governors	02/02/2022	1. Have any staff left or handed in their resignation due to the mandatory vaccination requirement? 2. Should the Government continue on with mandatory vaccine requirement and those staff who do not wish to take up the vaccine leave are we assured we can continue to operate a safe and effective service?	1)to the best of my knowledge none 2)each service would undertake a risk assessment and the leadership teams would then consider the implication of that risk assessment and review service provision.	Karen Barnard, Director of People & OD	After the meeting
P22/02/I2	Board of Directors	22/02/2022	Does the national guidance for risk stratification give the Trust sufficient information to inform individual patients of their position in the queue for procedures and the number of weeks they must expect to have to wait, as promised by the Secretary of State for Health & Social Care when launching My Planned Care?	Due to the fluidity of the waiting list the Executive Medical Director acknowledged identification of a specific position within the queue would be challenging and subject to change. The letter from the National Director of Elective Recovery had requested provider support in supplying specific clinical content by 31 March 2022 and the Interim Director of Recovery, Transformation & Innovation advised that the Head of Information was currently reviewing the requirements to ensure a best possible fit by that date. A generic email account would be in place and work would be undertaken iteratively.	Dr Tim Noble, Executive Medical Director	In the meeting
Governor briefing	Cyber security	14/03/2022	How do you see cyber risk being managed / worked in an increasingly interconnected ICS structure which will by design encourage data sharing protocols.	In many respects the work has already started. In line with the SYB Digital Strategy we are a data provider feeding into the Yorkshire and Humber Care Record (YHCR). Consistent with the Doncaster Place plan, we continue to support the Integrated Doncaster Care Record (IDCR). We are incrementally working with ICS peers towards SNOMED clinical data standards and each of these of these projects are embedded within the DBTH Digital Transformation Business plan for 2022/23.	Ken Anderson, Chief information officer	After the meeting
Governor briefing	Cyber security	14/03/2022	On the environmental risk today I became aware of a solar storm event that may disrupt business and internet networks would this situation be regarded as a cyber risk and how do minimise any effects.	This phenomenon is not related to cyber security, although it can have an adverse impact on electrical communication systems. Given the way in which Trust IT systems are supported within the Trust the potential risk is minimal. The overarching consideration is that business continuity arrangements should apply in the event of any significant downtime (no matter what the cause).	Ken Anderson, Chief information officer	After the meeting

P22/03/13	Board of Directors	29/03/2022	As we will be living with Covid going forwards the reintroduction of visitor restrictions in March was unexpected, what is the long-term plan in terms of approach, particularly to allow carer engagement and support for mental health and wellbeing. Is there any guidance on patient and visitor testing prior to visiting?	The Chief Executive acknowledged the value of receiving/and or being a visitor, which was recognised to impact positively on the incidence of falls and patient hydration and nutrition, however, there was a balance to be found in terms of managing the increased risk of infection. Each ward had vulnerable patients and it was important to protect them, as well as Trust staff. In respect of enforcing testing and considering the recent change to availability of free of charge lateral flow testing it was acknowledged this would be difficult to enforce. The Director of Nursing confirmed that decisions were not taken in isolation but in accordance with guidance and through consultation across South Yorkshire & Bassetlaw ICS. As always special arrangements for end of life and extenuating circumstances would be risk assessed for consideration. The Director of Midwifery acknowledged that no significant change had been seen in respect of maternity services, with the continuation of testing for birthing partners.	Richard Parker, Chief Executive Officer Director of Nursing, Abigail Trainer Lois Mellor, Director of Midwifery	In the meeting
P22/03/13	Board of Directors	29/03/2022	Feedback had been received of an 80-year-old patient discharged in the early hours of the morning, to a carer also in their late 80s. Is there a process/procedure to prevent this from happening?	The Deputy Chief Operating Officer confirmed that it would be unusual to discharge in such circumstances, as this related to a specific patient, the patient details were requested in order that this may be investigated, with support of the Director of Nursing.	Debbie Pook - Deputy Chief Operating Officer – Non-elective	In the meeting
P22/04/E2	Board of Directors	26/04/2022	The paper before today's meeting on Ockenden demonstrates a clear culture of reporting and actions on the quality and safety of maternity services at DBTH. Notwithstanding the attention and actions on this service, how concerned is the Board and Executive Leadership about the sustainability of maternity services which are consistent with Ockenden expectations and best practice, particularly in respect of staffing levels, training compliance and clinical governance processes."	The Chair of the Board acknowledged the Trust's position had been broadly covered in the meeting but invited further comment. The Chief Executive advised the question of appropriate staffing levels, skills, protocols and system support were fundamental in the day-to-day operation of services. The delivery of a safe service was the Trust's number one priority. It was recognised that national reports, such as Ockenden, were a source of anxiety for patient and staff but significant efforts to formally respond to report recommendations would be taken in order to regain public confidence in maternity services.	Richard Parker, Chief Executive	In the meeting
P22/04/E2	Board of Directors	26/04/2022	The Ambulance Handover report highlighted extended waits of 4+ hours at Doncaster Royal Infirmary and 3+ hours at Bassetlaw, what is the escalation process and what triage takes place whilst in the ambulance?	The Chief Executive confirmed that a call prior to presentation would take place, followed by a clinical review involving the ambulance personnel. Where time critical action was required, for example cardiac or stroke presentation this would impact upon the prioritisation of the handover. Historically, delays had not been seen at Bassetlaw, but system pressures were now impacting both sites. The data provided in the handover report highlighted the need for improvements at a Trust, Place and system level and informed the Urgent & Emergency Care Action Plan.	Richard Parker, Chief Executive	In the meeting
PC22/04/C1.2	Council of Governors	28/04/2022	Suzy Brain England asked a question on behalf of the Governors regarding the progression of the New Build.	The Trust was awaiting a further update whether the Trust had made it in to the final 30 hospitals with the next stage being the final 8 hospitals. Due to local elections this was now on hold. Any news would be shared with the Governors.	Jon Sargeant, Interim Director of Recovery, Innovation & Transformation	In the meeting
PC22/04/C1.2	Council of Governors	28/04/2022	Following the release of a report raised by the high court regarding the discharge of patients from hospitals into care homes	Jon Sargeant commented that as this was a new report nothing had been discussed within the Trust at present.	Jon Sargeant, Interim Director of Recovery, Innovation & Transformation	In the meeting
PC22/04/C1.3	Council of Governors	28/04/2022	With the Emergency Department pressures are GP services as functional as they should be?	Suzy Brain-England answered that they were operating above pre-covid levels. Evidence showed that GP's and Emergency Department were busy. Dr Tim Noble added that there was a continuing issue with accessing primary care. Monthly meetings took place with the GP's and the Clinical Commissioning Group (CCG) to discuss the continuing issues. Some services were still restricted due to Covid-19 pressures.	Suzy Brain-England OBE, Chair	In the meeting
PC22/04/C1.5	Council of Governors	28/04/2022	Where does the partial assurance fit within the scale of assurance with 360 Assurance?	Kath Smart answered that partial assurance is part of the moderate assurance and accumulated using formula	Kath Smart, Non-Executive Director	In the meeting

P22/05/13	Board of Directors	24/05/2022	What arrangements are in place in terms of safeguarding to accommodate those patients who may be in transition from child to adult services provision and in particular those who are regarded to be vulnerable by reason of having learning difficulties or subject to special education needs and or disability (SEND) ?”	<p>The green paper “SEND REVIEW 2022” “Right support Right Place Right Time “</p> <p>The green paper “Transforming Children and Young Peoples Mental Health Provision”</p> <p>At place, health and care providers understand the types of medical alternative provision and how they will support those children and young people who are unable to attend a mainstream, special school, or college because of health needs. This will include expectations of how schools, local authorities and health and care providers will work together to address these health needs whilst delivering high-quality education.</p> <p>The Trust was represented through this process at strategic level within Team Doncaster alongside the Doncaster Children and Young Peoples Mental Health Strategy by the Designated Medical Doctor to influence national, regional and local provision and identify any gaps in provision in transition to adulthood. Working alongside the Clinical Commissioning Group who are currently recruiting a Strategic Designated Clinical Officer to work across the health system. Children and young people identified through the SEMH (Social & Emotional Health Group) are safeguarded through the proactive and monitoring support if waiting for a diagnosis. Diagnosed children and young people are proactively monitored and supported by the CETR process (Care and Treatment Review).</p> <p>Health and Care partners will be part of a truly integrated SEND and alternative provision system, using the opportunity presented by the creation of Integrated Care Boards (ICBs) to enable effective joint working and commissioning of local services. ICBs will have a duty to cooperate with local authorities and will proactively provide input and shape local strategic planning and be responsible for funding and delivery of local health provision to meet the needs of children and young people with SEND with a clear focus on transition. The Trust will work alongside Team Doncaster to shape services moving forward.</p>	Gill Wood, Head of Safeguarding	After the meeting
P22/05/13	Board of Directors	24/05/2022	Does the DBTHFT’s response to domestic abuse align itself with the strategy being developed and implemented by the Doncaster Domestic and Sexual Abuse Theme Group or does this create difficulty, with the Bassetlaw site being located in a different unitary authority area which may have a different approach to addressing the issues and providing support mechanisms	<p>The Trust does align with the Doncaster Domestic and Sexual Abuse Theme Group , the Head of Safeguarding sits on the Domestic Abuse Board for Doncaster to provide assurances from the Trust. Staff within the team attend the Multi Agency Risk Assessment Conferences (MARAC) and provide information as required.</p> <p>The Head of Safeguarding attends the Nottinghamshire Domestic Abuse Local Partnership Board and staff from the team attend the MARAC steering group. To provide assurance to governors there may be differences due to serving populations, however, the safeguarding team provide support to both sites with referral responses / pathways that may differ. From a strategic level, bidding for the independent domestic violence advisors (IDVA) if successful will only serve Doncaster Royal Infirmary, as it is a South Yorkshire Crime Commissioning funded post, however, to provide further assurance from being on the board if future opportunities arise the Head of Safeguarding will be proactive in this area. Opportunities also arise to share good practice in both areas.</p>	Gill Wood, Head of Safeguarding	After the meeting
P22/06/H1	Board of Directors	28/06/2022	Maternity Workforce - The report on page 27 of the bundle includes data on the maternity workforce, which is below the desired standard. The Ockenden Report links staffing levels to mother/baby safety. Would there be a sustainable increase in staffing levels and thus safety if all births were consolidated onto the DRI site, accepting that such a move would require capital investment?	<p>The Chief Executive confirmed that staffing levels were continually assessed to ensure the acuity and dependency of expectant mothers was matched to appropriate staffing levels. In addition, proactive steps to improve recruitment and retention to manage the vacancy position were being taken. If, for safe staffing reasons, it was considered that the merger of the maternity units needed to be considered, the impact on expectant mothers, partners/family and staff would need to be considered as would factors like travel costs, system wide implications and the potential impact on recruitment and retention.</p> <p>It was recognised that over the summer months the position would be very challenging, until the newly registered colleagues commenced in post in October.</p> <p>In terms of keeping up to date, a monthly maternity update was received at Board, governor observer reports from the Quality & Effectiveness Committee were accessible via the governor portal and the Chief Executive reassured governors that any change to provision would be communicated to Board and the Council of Governors.</p>	Richard Parker, Chief Executive Officer	In the meeting
P22/06/H1	Board of Directors	28/06/2022	ICS Developments. The rationale for Integrated Care Systems and provider collaboratives is that joint working and shared commitment will lead to better use of resources and more effective services against the 4 overarching system aims. Could Richard Parker identify the system priorities against these aims, involving DBTH, to be driven by the ICS and Place Board, accepting that not all desired service improvements are achievable in the short term and some require national action	<p>The Chief Executive confirmed that the Trust was a partner in two ICS’s, NHS Nottinghamshire, and NHS South Yorkshire, which become statutory organisations on the 1st of July 2022 and was also a partner in the two Place Boards, Bassetlaw, and Doncaster. The ICS’s working arrangements, plans and objectives are available via their websites, as are the plans for the two Places.</p>	Richard Parker, Chief Executive Officer	In the meeting
P22/06/H1	Board of Directors	28/06/2022	Amanda Pritchard has endorsed proposals by Dr Clair Fuller, from Surrey Heartlands, for better integration of secondary and primary care, in out-of-hospital settings - typically in neighbourhoods. Reportedly all 42 ICS CEOs support such developments. What are the priority pathways in the areas served by DBTH for such transformation, and are DBTH leaders involved in such discussions in both South Yorkshire and Nottinghamshire	<p>The Chief Executive confirmed that the Trust was an active partner in the Nottinghamshire and South Yorkshire ICS’s supporting the priorities set out in the plans for 2022/ 2023 which were available on the ICS’s websites. DBTH was also a partner in the South Yorkshire and Bassetlaw and Nottinghamshire Acute Federations which have identified several priorities for 2022/ 2023 which were set out in the Acute Federations Annual Report, to be shared at July’s Board of Directors.</p>	Richard Parker, Chief Executive Officer	In the meeting

P22/06/H1	Board of Directors	28/06/2022	In relation to the Integrated Care Update: 'Is it intended that there will be a governor observer presence at the relevant Board/Committees once implementation of the systems are undertaken'	It was confirmed there was no provision for governor observers at operational meetings. However, the board meeting of the South Yorkshire Integrated Care Board was a meeting held in public. The inaugural meeting had taken place on 1 July 2022 and this could be viewed at www.southyorkshire.icb.nhs.uk The Chair of the Board would continue to champion the role of governors and indicated there was the potential for a governor conference to be arranged by NHS South Yorkshire.	Richard Parker, Chief Executive Officer	In the meeting
P22/06/H1	Board of Directors	28/06/2022	The maternity report outlines information and staff attitude as the primary cause for complaint. What work has been undertaken to understand more fully what information and what about attitude is the problem - is there any thoughts that this links back to staffing issues (stress)?	The reduction in the number of complaints remained a priority for all areas, considered by the Quality & Effectiveness Committee. A reduction had been evidenced as a result of concerted effort to effectively communicate, including the proactive sharing of information.	Abigail Trainer, Acting Chief Nurse	In the meeting
P22/06/H1	Board of Directors	28/06/2022	In terms of the Nottinghamshire Integrated Care Board and Partnership Board do you assume that the establishment will be broadly similar?	The Chief Executive confirmed that overall, the same architecture would be in place to improve health and social care outcomes for patients but that there were differences in the Governance and meeting structures which reflected the development of both systems. The core purposes of Integrated Care Systems were to: <ul style="list-style-type: none"> • Improve outcomes in populations health and healthcare • Tackle inequalities in outcomes, experienced and access • Enhance productivity and value for money • Help the NHS support broader social and economic development 	Richard Parker, Chief Executive Officer	In the meeting
PC22/07/C1.8	Council of Governors	07/07/2022	Public Governor, Peter Abell, highlighted the recent press coverage of the Oldham doctor who had been charged with manslaughter, reportedly the doctor was 80+ years of age and assurance was sought as to how doctor's competency was assessed.	The Chief Executive confirmed that the annual appraisal involved self-reflection, supported by evidence, including peer/patient feedback and complaint/incident data in order to inform competency and fitness to practice. The Chief People Officer recognised the robust procedures and support that were in place and confirmed that where incidents occurred, they were appropriately investigated and identified learning embedded into practice. Whilst the revalidation process considered appraisal outputs, it was not dependent on age, as this could be considered discriminatory.	Richard Parker, Chief Executive Officer & Zoe Lintin, Chief People Officer	In the meeting
PC22/07/C1.8	Council of Governors	07/07/2022	Following the announcement that the staff terms and conditions section of the COVID-19 workforce guidance would be withdrawn, Staff Governor, Duncan Carratt, enquired of the potential detrimental effect on completion of lateral flow testing and raised a concern with regards to the financial impact on colleagues, especially considering the current cost of living crisis.	As this was a national directive, the Chief Executive confirmed that compliance was not discretionary. He shared the concerns, with regards to testing, and encouraged staff to maintain routine testing, in accordance with current guidance, and to take all necessary preventative actions. A review of the expenses policy to reflect the current cost of living had taken place and an increase applied in respect of mileage/accommodation costs. As the directive had been received at short notice, the Chief People Officer confirmed that the detail was still being worked through. The change would be implemented on a phased approach and a system wide communication would be issued in due course.	Richard Parker, Chief Executive Officer & Zoe Lintin, Chief People Officer	In the meeting
PC22/07/C1.8	Council of Governors	07/07/2022	On behalf of Partner Governor, Sue Shaw, Lynne Schuller enquired of Covid vaccine availability and of booster uptake	The Chief Executive confirmed that national uptake was variable, dependent upon individual vulnerabilities. In line with previous vaccination campaigns hospital staff would be offered the opportunity to be vaccinated at their place of work. Members of the public would be contacted by their general practice, however, if vulnerable unvaccinated patients attended a hospital outpatient clinic or were an inpatient, every effort would be made to vaccinate. The campaign was expected to start in August/September.	Richard Parker, Chief Executive Officer	In the meeting
PC22/07/C1.8	Council of Governors	07/07/2022	Public Governor, Mark Bright, highlighted that a refurbishment to a hospital was now deemed to be a "new hospital" and enquired what this meant in the context of the Trust's bid?	The Department of Health's definition of a new hospital included three specific levels of work, including extensive refurbishment. The Chief Executive confirmed there was still an expectation that a further eight new hospitals would be announced in the Autumn, however, if there was a balance to be achieved between acute and mental health providers, then this had the potential to reduce acute offers to four. It was difficult to know how the change in government leadership would influence the programme.	Richard Parker, Chief Executive Officer	In the meeting
PC22/07/C1.8	Council of Governors	07/07/2022	Public Governor, Andrew Middleton, acknowledged the successful We Care into the Future event and enquired of potential follow up activity, work experience and/or apprenticeship offers. He also enquired of opportunities to reach out to post education adults.	The work with schools had the potential to extend beyond students and raise awareness of career opportunities with parents and carers. The Chief Executive highlighted the targeted recruitment of health care support workers, however, noted the competitive local market. The Chair of the Board confirmed that governors had attended a briefing session on the expansion of the Foundation School in Health initiative, to include Bassetlaw, earlier in the year. A future opportunity to hear more from the Training and Education team could be considered later in the year/early next year.	Richard Parker, Chief Executive Officer & Suzy Brain England, Chair of the Board	In the meeting
P22/07/13	Board of Directors	26/07/2022	What resource provision is readily available in terms of addressing communication difficulties between staff and patients. How many staff have accessed training in British Sign Language and Makaton and how do we assess a person's need, accessing suitable communication?	The Director of Communications and Engagement confirmed that the Deputy Director of Nursing (Patient Experience) had sourced an opportunity for patient facing colleagues to enrol on a British Sign Language workshop, 80 staff were currently registered with further spaces available. The Trust was also working closely with Doncaster Deaf Trust to understand further challenges around service provision. In addition, the Acting Deputy Chief Nurse has developed a network of learning disability ambassadors, approximately 300 colleagues strong, the ambassadors act as advocates for patients with disabilities and their carers. Plans to raise awareness of support for patients with learning disabilities, via Oliver's Campaign was planned for the coming weeks.	Emma Shaheen, Director of Communications & Engagement	In the meeting

P22/07/13	Board of Directors	26/07/2022	In relation to the Professional Nurse Associate presentation, 80% of colleagues surveyed felt that the initiative improved staff well-being. Do we explore the reasoning behind the 20% not feeling supported?	As the Professional Nurse Advocate role develops and more learning can be shared it was agreed to run a briefing and development session for the governors to have an opportunity to understand more about the role and its impact.	Suzy Brain-England OBE, Chair	In the meeting
P22/07/13	Board of Directors	26/07/2022	The presentation on the research strategy, identified plans to hold public and stakeholder consultations, would this be across place and could the consultation be widened?	Stakeholder engagement would take place in the widest context, including the general public, academic partners and potentially Healthwatch. As the Deputy Director of Education and Research was no longer on the call should governors wish to receive further information a governor briefing and development session could be arranged.	Richard Parker, Chief Executive Officer	In the meeting