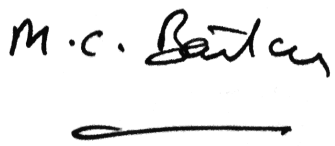
NHS
Doncaster and Bassetlaw Teaching Hospitals
NHS Foundation Trust

Meeting of the Council of Governors held in Public
on Thursday 12 November 2026 at 15:00
DRI Boardroom
AGENDA

		LEAD	ACTION	TIME
A	**COUNCIL BUSINESS**			**15:00**
A1	Welcome and Apologies for absence	MB	Note	
A2	Declaration of Governors' Interests *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.*	MB	Note	
A3	Minutes of Council of Governors held on 13 July 2026	MB	Approve	5
A4	Actions from previous meetings	MB	Note	5
B	**GOVERNOR APPROVALS**			**15:10**
B1	Auditors Annual Report 2025/26 to the Council of Governors *Dan Spiller, Partner – Ernst & Young*	EY	Receive	20
B2	Chair & Non-executive Director Appraisal Process *Brenda Thomas, Interim Company Secretary*	BT	Note	5
B3	Constitution Review *Brenda Thomas, Interim Company Secretary*	BT	Approve	5
B4	Council of Governors Nomination and Remuneration Committee *Brenda Thomas, Interim Company Secretary*	BT	Approve	5
B5	Lead and Deputy Lead Governor *Brenda Thomas, Interim Company Secretary*	BT	Note	5
C	**CHIEF EXECUTIVE, CHAIR AND LEAD GOVERNOR UPDATE**			**15:50**
C1	Chief Executive Report	MW	Note	10
C2	Chairs Report	MB	Note	10
C3	Lead Governor Update	YE	Note	5
C4	Governor Questions	Gov	Q&A	10

D	**REPORTS ON ACTIVITY, PERFORMANCE AND ASSURANCE**				**16:25**
	D1.1	Kath Smart – Audit & Risk Committee	KS	Note	5
	D1.2	Stephen Radford - Finance & Performance Committee	SR	Note	5
	D1.3	Helen Best - Quality Committee	HB	Note	5
	D1.4	Lucy Nickson - People Committee	LN	Note	5
D2	Governor Questions		Gov	Q&A	10
D3	Governor Questions Database		RA	Note	-
E	**INFORMATION ITEMS**				**16:55**
E1	Any Other Business (to be agreed with the Chair before the meeting)		All	Note	-
E2	Items for escalation to the Board of Directors		MB	Approve	5
	Date and time of next meeting: **Council of Governors** **Date: 18 February 2027** **Time: 15:00** **Venue: Via Microsoft Teams Video Conferencing**		MB	Note	
F	**MEETING CLOSE**				**17:00**



Mark Bailey
Interim Chair of the Board

Doncaster and Bassetlaw Teaching Hospitals NHS Foundation Trust

Register of Governors' Interests as 06 November 2026

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.

Deborah Benson - Public Governor - Doncaster
Director / Owner Digital Affinity Ltd.
Chairperson, Doncaster Stroke Group
Stroke Voices in Research, Stroke Association
Member of Liberal Democrats

Yetunde Elebuinon - Public Governor - Doncaster
Director, Knowledge Pool
Director, Eltey LTD
Director, Safe Keeper
Peer Support Team, People Focus Group
Member, Rotherham Doncaster and South Humber Inclusion & Lived Experience Interview Panel
Member of the Labour Party

Christine Lunney - Public Governor - Doncaster
Town Councillor, Stainforth Town Council

Leonard Rubie - Public Governor - Bassetlaw
Chair, Worksop Royal British Legion
County Treasurer, Nottingham Royal British Legion
Finance Manager, Sheffield City Council

Matt Schofield - Public Governor - Rest of England and Wales
Director, Barnes Football Club
Trustee, Age Concern Windsor
Trustee, Maidenhead Cycle hub
Trustee, Hertfordshire Inclusive Sport Initiative
Investor, Sayvr Ltd

Lynne Schuller - Partner Governor
Councillor Harworth Ward
Cabinet member for housing and estates
Chair of Health and Partnership Forum
Member of the Labour Party

Sheila Walsh - Public Governor - Bassetlaw
Parish Councillor, Carlton in Lindrick
Volunteer, RDaSH

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

Irfan Ahmed - Public Governor - Doncaster
Helen Batty- Partner Governor - Sheffield Hallam University
Connor Bycroft – Public Governor - Doncaster
Andrew Foulds - Staff Governor - Nursing and Midwifery
Phil Holmes - Partner Governor - City of Doncaster Council
Alexis Johnson - Partner Governor - Doncaster Deaf Trust
Paul Lightfoot - Public Governor - Doncaster
Harley Malpass-Davey - Staff Governor - Other Healthcare Professional
Vivek Panikkar - Staff Governor - Medical and Dental
Roz Pearson - Staff Governor - Non-Clinical
Louise Preston - Partner Governor - University of Sheffield
John Ward - Public Governor – Doncaster
Martin Williams – Public Governor - Bassetlaw

DRAFT

COG26/07/A1 - COG26/07/G

Doncaster and Bassetlaw Teaching Hospitals
NHS Foundation Trust

COUNCIL OF GOVERNORS

Minutes of the meeting of the Council of Governors held in public
on Monday 13 July 2026 at 15:00
DRI Boardroom

Chair	Kath Smart – Deputy Chair	
Public Governors	Debbie Benson Mark Bright Jackie Hammerton Lynne Logan Sheila Walsh	
Co-opted Governors	David Northwood	
Partner Governors	Helen Batty Lynne Schuller	
In attendance	Rebecca Allen - Associate Director of Strategy, Partnerships & Governance Helen Best - Non-executive Director Jo Gander - Non-executive Director Zara Jones - Acting Chief Executive Lucy Nickson - Non-executive Director Stephen Radford - Non-executive Director Emma Shaheen - Director of Communication & Engagement Anneleisse Siddall – Corporate Governance Officer (Minutes)	
Governor Apologies:	Kay Brown – Co-opted Staff Governor Phil Holmes - Partner Governor Alexis Johnson - Partner Governor Louise Preston - Partner Governor Mandy Tyrell – Co-opted Staff Governor	
Board Member Apologies	Mark Bailey - Interim Chair Richard Parker OBE - Chief Executive	
Public Observers	None	
		ACTION
COG26/07/A1	**Welcome, apologies for absence (Verbal)**	
	The Deputy Chair welcomed governors and those in attendance to the meeting. The above apologies for absence were noted.	

COG26/07/A2	**Declaration of Governors' Interests (Enclosure A2)**	
	Governors' declarations of interest were included in the meeting papers; no new declarations were received.	
	The Council of Governors: - ***Noted governors' current declarations of interests.***	
COG26/07/A3	**Actions from previous meetings**	
	There were no outstanding actions from the previous meeting.	
COG26/07/B1	**Acting Chief Executive's Report, including overview of delivery of the Medium-Term Plan**	
	The Acting Chief Executive outlined the Trust's position within the NHS National Oversight Framework, with the Trust retaining its place within the top 50%. The critical care construction programme remained on track for completion in early 2027. Work continued to support safe and sustainable services, including access for the armed forces community. Resident doctors had accepted the Government's pay offer, while consultants had opted to take further industrial action. Senior leadership changes were forthcoming, with future arrangements in development. The Reset Programme and the agreed plan with NHS England comprised five workstreams, underpinned by culture and leadership. Progress had been made through the DBTH Way which included Speaking Up, personal accountability and collaborative working. A Line in the Sand video reinforced the importance of behaviours and leadership. Operational improvements had been achieved, particularly in ambulance handover times, although sustaining progress remained challenging. Elective recovery focused on long waits, particularly within Trauma and Orthopaedics and referral to treatment. Cancer performance had traditionally been strong, though challenges remained in some pathways. Future capital investment would support the expansion of urgent and emergency care. National maternity reports, including the Ockenden Review and the review led by Baroness Valerie Amos, were referenced as part of the quality update. These highlighted the importance of safety, leadership and listening to women and families. The 10-point maternity plan remained in place. Financial performance was on plan at Month 2, with Deficit Support Funding secured for Quarter 1. Further efficiency improvements were required, and the pace of delivery needed to increase. Co-opted Governor David Northwood asked how patients had contributed to work on patient flow. The Acting Chief Executive confirmed that patient surveys, walkarounds and feedback informed the work. The Deputy Chair added that 360 Assurance had provided independent assurance through its review of patient access improvements.	

	The Lead Governor asked whether long waits were linked to recruitment or staffing. The Acting Chief Executive confirmed that audiology waits related to diagnostics, while Trauma and Orthopaedics reflected a complex mismatch between capacity and demand. The Trust used the Mexborough Elective Orthopaedic Centre, Parkhill, and limited private outsourcing, within financial constraints. Non-executive Director, Stephen Radford, confirmed that a deep dive was scheduled for the following month. The Deputy Chair added that the Finance and Performance Committee recognised the position as a significant risk. Public Governor, Mark Bright, asked whether the Accident and Emergency development was a multi-year plan and whether the area would be expanded. The Acting Chief Executive confirmed that delivery would take several years, and development would increase the department's size to meet demand. Its location remained under consideration through the business case process. Public Governor, Lynne Logan, asked what provided confidence that the latest proposal would improve the position. The Deputy Chair confirmed that the development would increase capacity. The Lead Governor asked about the distinction between an Urgent Treatment Centre and Same Day Emergency Care. The Acting Chief Executive confirmed that an Urgent Treatment Centre provided treatment for urgent, non-life-threatening conditions, while Same Day Emergency Care supported patients who might otherwise require admission and aimed to assess and manage them on the same day. Co-opted Governor David Northwood noted the operational relationship between these services and the Accident and Emergency department.	
	The Council of Governors: - ***Noted the Acting Chief Executive Update – 2025/26 Performance & Medium-Term Plan Update***	
COG26/07/B2	**<u>Chair's Report</u>**	
	The Deputy Chair presented the Chair's Report on his behalf and reported that the Chair had recently visited the Frailty Ward at the Doncaster site and was impressed by the level of compassion shown to patients by colleagues, observing positive examples of patient-centred care. She noted that the visit had provided assurance on the way colleagues supported patients with dignity and kindness, and that this reflected well on the wider Trust values. The Deputy Chair also paid tribute to Richard Parker OBE for his service to the Trust and recognised his contribution and the support he had provided during his time as Chief Executive. It was agreed that a book would be made available for governors and colleagues to sign, so that messages of thanks and best wishes could be shared with Richard.	
	The Council of Governors: - ***Noted the Chair's Report***	
COG26/07/B3	**<u>Lead Governor Update</u>**	
	The Lead Governor thanked Richard Parker OBE for his service to the Trust and provided an update on governor activity. A workshop held on 30 June 2026 had considered the future role of the Council following anticipated legislative changes. Discussion had	

	included possible policy options, the legal parameters of future representative roles and differences in governor arrangements across trusts. Governors supported retaining a form of independent community representation, including representation from younger people. They considered that any future body should be large enough to be effective without becoming unwieldy. Governors valued their independent perspective, transparency, and role in public engagement, while recognising that future accountability arrangements would require clarification. The Council discussed the distinction between strategic and operational responsibilities and considered that a future role could be defined more clearly. Governors wished to retain a voice in senior appointments and Trust matters. Challenges relating to training, visibility and community engagement were noted. The Deputy Chair confirmed that other Trusts were having similar discussions and that the Board also awaited clarity on arrangements from April 2027. The Associate Director of Strategy, Partnerships & Governance confirmed that several forums supported Trust engagement and that consolidation could improve the approach. Further clarity was required on mandatory and optional requirements. Co-opted Governor, David Northwood, welcomed the Trust's consideration of future arrangements. The Lead Governor highlighted the need for deliberate decisions and continued commitment to avoid inconsistencies in engagement arrangements.	
	The Council of Governors: - ***Noted the Lead Governor Update***	
COG26/07/B4	**<u>Ongoing Elections Update</u>**	
	The Associate Director of Strategy, Partnerships & Governance confirmed that voting for governor elections would close in two days and that most seats were contested. Results were expected from Civica on 16 July 2026. The next priority would be to train and engage newly elected governors. Public Governor Sheila Walsh proposed a face-to-face meeting with new governors. The Associate Director of Strategy, Partnerships & Governance confirmed that this would be arranged once training had been completed, although limited meetings were scheduled during August. The Lead Governor recommended holding a workshop before the Annual Members' Meeting.	
	The Council of Governors: - ***Noted the Elections Update***	
COG26/07/B5	**<u>Constitution Review</u>**	
	The Associate Director of Strategy, Partnerships & Governance presented the proposed amendments to the Trust Constitution and confirmed that the document had been reviewed comprehensively in 2025 against the NHS England model constitution. The 2026 amendments mainly corrected typographical errors and gender references. The principal amendment reduced the number of staff governors from six to four, with one representative for each constituency. This remained above the statutory minimum	

	and maintained a public governor majority. Subject to Council approval, the amended Constitution would be submitted to the Board of Directors in August 2026 before publication and sharing with NHS England. Co-opted Governor David Northwood identified an error in the stated minimum membership figures. The Associate Director of Strategy, Partnerships & Governance confirmed that this would be corrected. The Lead Governor asked whether the Constitution could require a governor who resigned to serve a notice period. It was confirmed that this was not permitted.	
	The Council of Governors: - ***Approved the proposed amendments to the Trust Constitution, subject to correction of the identified error.***	
COG26/07/B6	**Governor Questions**	
	Governor questions were considered under the relevant agenda items.	
COG26/07/C	**Reports on Activity, Performance and Assurance**	
COG26/07/C1.1	**Non-executive Director, Kath Smart – Audit & Risk Committee**	
	Non-executive Director, Kath Smart, presented the Audit and Risk Committee assurance update. Significant assurance had been received on the closure of internal audit recommendations, with 96% of high and medium-risk recommendations completed. The Statutory and Essential Training audit had also provided significant assurance, subject to two medium-risk findings. The Head of Internal Audit Opinion for 2025/26 required factual corrections prior to finalisation. The Patient Flow Audit had provided limited assurance and identified two medium-risk recommendations. The Committee would monitor delivery, with Internal Audit independently verifying completion. The Committee had approved the Annual Report and Annual Governance Statement, Annual Accounts and Financial Statements, Letters of Representation and its Annual Report, subject to receipt of a satisfactory External Audit ISA 260 and minor amendments. Ernst & Young's final conclusion remained outstanding and was expected at the next Committee meeting.	
COG26/07/C1.2	**Non-executive Director, Stephen Radford – Finance & Performance Committee**	
	Non-executive Director, Stephen Radford, presented the Finance and Performance Committee assurance update for May and June 2026. Significant assurance had been received on digital and data quality, estates performance and health and safety. The Committee had noted improved reporting, progress on the Oracle Electronic Patient Record and stable or improving performance across key indicators. Moderate assurance had been received on finance. At Month 2, the Trust reported a year-to-date deficit of £4.3 million, £2.6 million adverse to plan because Deficit Support Funding	

	had not been received in line with the original plan. Agency, bank, and temporary staffing costs remained above target and were a priority within the RESET programme. Emergency care 4-hour performance had reduced to 71.1% and remained below plan, as demand continued to exceed the trajectory. Elective performance had improved slightly but was still below plan, with Trauma and Orthopaedics presenting the greatest risk. Cancer performance remained strong against the 31-day and 62-day standards, although the Faster Diagnosis Standard had declined, mainly because of capacity pressures within the breast pathway, which had since been resolved. The Committee recommended approval of the renal satellite managed service contract and approved its updated Terms of Reference. It had also approved the draft NHS England Quarterly Assurance Statement for Deficit Support Funding and recommended that the updated Board Assurance Framework risks relating to demand, capacity and flow, and digital and cyber, be submitted to the Board.	
COG26/07/C1.3	**Non-executive Director, Jo Gander – Quality Committee**	
	Non-executive Director, Jo Gander, presented the Quality Committee assurance update and confirmed that significant and substantial assurance had been received across a number of areas, including the Maternity and Neonatal Safety Report, Single Delivery Plan update, Patient Experience Report, CQC action plan for Doncaster Royal Infirmary Emergency Department, Patient Safety Report including Martha's Rule implementation, Quality of Care trends, Learning from Deaths and Board Assurance Framework Risk 1. The Council was advised that the Committee had received moderate assurance in relation to the Clinical Audit Progress Report, Getting It Right First-Time reporting and the Sepsis Management deep dive. The Committee noted that the Trust remained an outlier in relation to the National Early Arthritis Audit and National Emergency Laparotomy Audit, although plans were in place to make progress. Co-opted Governor, David Northwood, queried the position reported for the National Emergency Laparotomy Audit and whether the previous minutes were accurate. Non-executive Director, Jo Gander, confirmed that the Trust had previously been identified as an outlier because data had not been submitted, but submission had now commenced and monitoring was in place.	
COG26/07/C1.4	**Non-executive Director, Helen Best – People Committee**	
	Non-executive Director, Helen Best, presented the People Committee assurance update. Significant assurance had been received on engagement and leadership; education; annual equality, diversity and inclusion reporting; the Workforce Race Equality Standard and Workforce Disability Equality Standard submissions; Freedom to Speak Up; organisational development; safe staffing; the midwifery and healthcare science workforces; the Resident Doctors 10-Point Plan; and the Board Assurance Framework. Split assurance had been recorded for the Violence Prevention Standards and Just Culture reports. Significant assurance reflected the established processes and delivery of actions, while moderate assurance recognised the complexity of the issues, the early stage of implementation and wider strategic pressures on the Trust.	

	Moderate assurance on Allied Health Professional workforce supply reflected financial pressures. Recruitment activity included apprenticeships, international recruitment, and engagement with schools, sixth forms and universities, although the benefits would take time to realise. In response to the Lead Governor's question about the effect of apprenticeship funding restrictions on advanced clinical practitioners, Non-executive Director, Helen Best, confirmed that alternative funding sources would need to be considered. Public Governor, Mark Bright, asked about the abolition of the National Guardian's Office. Non-executive Director, Helen Best, confirmed that Local Freedom to Speak Up Guardian roles within the Trust remained in place, although future reporting arrangements required clarification. In response to Public Governor, Debbie Benson's question about the potential effect of artificial intelligence on roles, Non-executive Director, Helen Best, confirmed that it would support some work, but human oversight would remain necessary. Moderate assurance on workforce supply and demand and the Advanced Practitioner Workforce reflected the financial requirements of the Three-Year Plan and the need to develop some workforce plans further. The Committee also received moderate assurance on the Bi-annual Allied Health Professionals Workforce Review. While workforce controls and improvements were in place, risks remained in children's and adult speech and language therapy, neurorehabilitation, and the core radiology workforce.	
	The Council of Governors: - ***Noted and took assurance from the Chair's Assurance Logs***	
COG26/07/C2	**<u>Governor Questions</u>**	
	Public Governor, Mark Bright, asked about the purpose of the additional Emergency Medical Ambulatory Care area. The Acting Chief Executive explained that it was separate from the Accident and Emergency department and enabled patients who required further assessment to access the most appropriate pathway. Public Governor, Mark Bright, referred to a reported 27-hour wait elsewhere and asked how such waits could be prevented. The Acting Chief Executive confirmed that patients were treated according to clinical need and explained that 12-hour waits were measured from the decision to admit and could include time spent in a waiting area. The Deputy Chair confirmed that waiting times were monitored by the Finance and Performance Committee. The Associate Director of Strategy, Partnerships & Governance confirmed that Non-executive Director assurance was informed by performance against agreed targets. The Acting Chief Executive added that individual cases were monitored through established processes and, while the Trust maintained zero tolerance for avoidable waits, some patients remained in the department for clinical reasons. Information on waiting times and the reasons for delays was available, with escalation processes prompting action when required.	

COG26/07/C3	**Minutes of the Council of Governors held on 14 May 2026**		
	The Council of Governors: - ***approved the minutes of the Council of Governors meeting of 14 May 2026 as a true record.***		
COG26/07/C4	**Governor Questions Database**		
	The Governor Questions Database was included in the meeting papers and was noted.		
COG26/07/D1	**Any Other Business**		
	The Deputy Chair noted that this was the Associate Director of Strategy, Partnerships & Governance's final Council of Governors meeting. She thanked her for her contribution and wished her well in her new role. The Council also recognised Public Governors Mark Bright and Lynne Logan, and Co-opted Governor David Northwood, as their terms were ending. David Northwood reflected positively on his nine years as a governor and the support he had received from the Trust. Public Governor, Lynne Logan, thanked fellow governors and members of the Trust Board Office. Public Governor, Mark Bright, congratulated the Acting Chief Executive on her new appointment.		
COG26/07/D2	**Items for Escalation to the Board of Directors**		
	The Council agreed to escalate governors' feedback on future representative arrangements and the approved constitutional amendments to the Board of Directors.		
	Date and time of next meeting (Verbal)		
	Date: Time: Venue:	**12 November 2026** **15:00** **DRI Boardroom**	
COG26/07/E	Meeting Close:	16:40	

Doncaster & Bassetlaw Teaching Hospitals NHS Foundation Trust

Auditor's Annual Report

Year ended 31 March 2026

27 August 2026

The better the question. The better the answer. The better the world works.

Shape the future with confidence



Audit & Risk Committee
Doncaster & Bassetlaw Teaching Hospitals NHS Foundation Trust
Armthorpe Rd
Doncaster
DN2 5LT

27 August 2026

Dear Committee Members

2025/26 Auditor's Annual Report

We are pleased to attach our Auditor's Annual Report including the commentary on the Value for Money (VFM) arrangements for Doncaster & Bassetlaw Teaching Hospitals NHS Foundation Trust. This report and commentary explains the work we have undertaken during the year and highlights any significant weaknesses identified along with recommendations for improvement. The commentary covers our findings for audit year 2025/26.

This report is intended to draw to the attention of the Trust any relevant issues arising from our work. It is not intended for, and should not be used for, any other purpose.

We welcome the opportunity to discuss the contents of this report with you at a future meeting of the Audit and Risk Committee.

Yours faithfully,

Claire Mellons

For and on behalf of Ernst & Young LLP

Enc

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02 Audit of financial statements

03 Value for Money Commentary

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The contents of this report are subject to the terms and conditions of our appointment as set out in our engagement letter of 01 June 2022

This report is made solely to the **Audit and Risk Committee, Board of Directors and management of Doncaster & Bassetlaw Teaching Hospital 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 & Bassetlaw Teaching Hospital 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, Council of Governors/Board of Directors and management of Doncaster & Bassetlaw Teaching Hospital 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.

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01 Executive Summary

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Executive Summary

Purpose

The purpose of the Auditor's Annual Report is to bring together all of the auditor's work over the year and the value for money commentary, including confirmation of the opinion given on the financial statements; and, by exception, reference to any reporting by the auditor using their powers under the Local Audit and Accountability Act 2014. As set out in the Code of Audit Practice 2024 (the 2024 Code) issued by the National Audit Office (NAO) and the accompanying Auditor Guidance Note 3 (AGN 03), this commentary aims to highlight to the Trust, and the wider public, relevant issues identified during our audit. It includes the recommendations arising from our current year's audit as well as a follow-up on recommendations issued in previous years. Additionally, it includes our assessment of whether prior recommendations have been satisfactorily implemented.

Responsibilities of the appointed auditor

We have undertaken our 2025/26 audit work in accordance with the Audit Plan that we issued on 9 April 2026. We have complied with the National Audit Office's (NAO) Code of Audit Practice 2024, other guidance issued by the NAO and International Standards on Auditing (UK).

As auditors we are responsible for:

Expressing an opinion on:

- The 2025/26 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 NHS England if we have concerns about the legality of transactions or decisions taken by the Trust;
- Any significant matters or written recommendations that are in the public interest; and
- If we identify a significant weakness in the Trust's arrangements in place to secure economy, efficiency and effectiveness in its use of resources.

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.

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Executive Summary (cont'd)

2025/26 conclusions

Financial statements	Unqualified – the financial statements give a true and fair view of the financial position of the Trust as at 31 March 2026 and of its expenditure and income for the year then ended. We issued our auditor's report on 17 July 2026.
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 reported by exception that the Trust did not have proper arrangements for governance, including how the Trust monitors and ensures appropriate standards, such as meeting legislative requirements, are met
The parts of the remuneration and staff report to be audited	We reported that following audit adjustments, the remuneration and staff report were disclosed fairly.
Consistency of the annual governance statement	We were satisfied that the annual governance statement was consistent with our understanding of the Trust.
Referrals to NHS England	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 £1,000,000 tolerance to the audited financial statements.
Reporting to the National Audit Office (NAO) in line with group instructions	We have reported to the NAO in line with their group instructions. We had no matters to report to the NAO.
Certificate	We cannot formally conclude the audit and issue an audit certificate until the NAO, as group auditor, has confirmed that no further assurances will be required from us as component auditors of Doncaster & Bassetlaw Teaching Hospitals NHS Foundation Trust.

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Executive Summary (cont'd)

Value for money scope

Under the 2024 Code, we are required to consider whether Doncaster & Bassetlaw Teaching Hospitals NHS Foundation Trust has put in place 'proper arrangements' to secure economy, efficiency and effectiveness on its use of resources. The Code requires the auditor to design their work to provide them with sufficient assurance to enable them to report to the Trust a commentary against specified reporting criteria (see below) on the arrangements the Doncaster & Bassetlaw Hospitals NHS Foundation Trust has in place to secure value for money through economic, efficient and effective use of its resources for the relevant period.

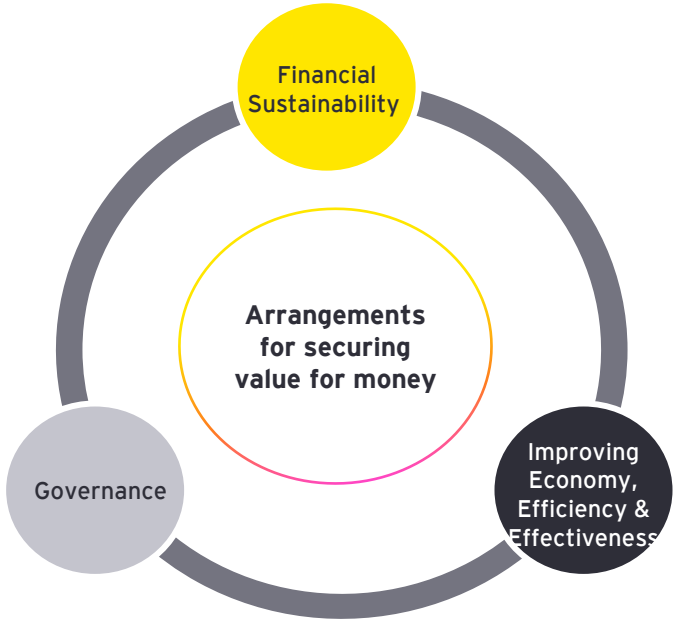
We do not issue a 'conclusion' or 'opinion', but where significant weaknesses are identified we will report by exception in the auditor's opinion on the financial statements.

The specified reporting criteria are:

- Financial sustainability - How the Trust plans and manages its resources to ensure it can continue to deliver its services.
- Governance - How the Trust ensures that it makes informed decisions and properly manages its risks.
- 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.

In undertaking our procedures to understand the Trust's arrangements against the specified reporting criteria, we identify whether there are risks of significant weakness which require us to complete additional risk-based procedures. AGN 03 sets out considerations for auditors in completing and documenting their work and includes consideration of:

- our cumulative audit knowledge and experience as your auditor;
- reports from internal audit which may provide an indication of arrangements that are not operating effectively;
- our review of Board and Audit & Risk Committee reports;
- meetings with the Trust's Audit & Risk Committee, with management and the Trust's Director of Corporate Affairs;
- information from external sources; and
- evaluation of associated documentation through our regular engagement with Trust management and the finance team.



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Executive Summary (cont'd)

Reporting

Our commentary for 2025/26 is set out in Section 03. The commentary on these pages summarises our understanding of the arrangements at the Trust based on our evaluation of the evidence obtained in relation to the three reporting criteria (see table below) throughout 2025/26. In accordance with the 2024 Code, we are required to report a commentary against these specified criteria. In planning our audit, we identified three risks of significant weakness in arrangements, with a fourth risk (Section 29A warning notice) and based on the work undertaken we concluded that there was a significant weakness in the Trust's arrangements.

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	**Securing financial sustainability**	No significant weakness identified
Governance: How the Trust ensures that it makes informed decisions and properly manages its risks	**Risk Management**	No significant weakness identified
	Section 29A warning notice	Significant weakness exists in the Trust's arrangements for governance, specifically in how the Trust monitors and ensures compliance with appropriate standards, including legislative and regulatory requirements. The matters identified through the previous CQC rating and Well-led review did not, in isolation, constitute a significant weakness. However, they provided supporting evidence for the governance significant weakness identified when considered alongside the subsequent CQC inspection outcomes, Section 29A improvement notice, NHS England concerns and wider leadership instability.
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	**CQC Rating**	No significant weakness identified. The CQC findings were considered as part of our wider assessment of governance arrangements and contributed to the evidence supporting the governance significant weakness reported above.

Independence

The FRC Ethical Standard requires that we provide details of all relationships between Ernst & Young (EY) and the Trust, and its members and senior management and its affiliates, including all services provided by us and our network to the Trust, its members and senior management and its affiliates, and other services provided to other known connected parties that we consider may reasonably be thought to bear on the our integrity or objectivity, including those that could compromise independence and the related safeguards that are in place and why they address the threats. There are no relationships from 1 April 2025 to the date of this report, which we consider may reasonably be thought to bear on our independence and objectivity.

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Executive Summary (cont'd)

EY Transparency Report

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Details of the key policies and processes in place within EY for maintaining objectivity and independence can be found in our annual Transparency Report which the firm is required to publish by law. The most recent version of this Report is for the year end 30 June 2025:

EY UK 2025 Transparency Report | EY - UK

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02 Audit of financial statements

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Audit of 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 17 July 2026 we issued an unqualified opinion on the financial statements. We reported our audit scope, risks identified and detailed findings to the 23 June 2026 meeting of Audit & Risk Committee in our Audit Results Report. We outline below the conclusions of the work we undertook to address the significant risks which we had identified. During the course of our 2025/26 audit, we identified two areas where internal controls could be improved, with two recommendations from the prior year remaining open due to matters identified in the current year audit. The control recommendations, and our update against those raised in the prior year, are shown in Appendix A of this report.

Financial statement risks

Significant Risk	Conclusion
Presumptive risk of management override of controls	Our work did not identify any material weaknesses in controls or evidence of material management override. We did not identify any instances of inappropriate judgements or estimates being applied. We did not identify any other transactions during our audit which appeared unusual or outside the Trust's normal course of business. No additional specific risks of fraud were identified in relation to our audit of the Trust.
Manipulation of financial position through fraud in revenue recognition - overstatement of income and accrued income (contract receivables)	We did not identify any transactions that gave rise to concerns that management had sought to manipulate the financial position.
Manipulation of financial position through fraud in expenditure recognition – understatement and valuation of expenditure via accruals	We did not identify any transactions that gave rise to concerns that management had sought to manipulate the financial position.

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03 Value for Money commentary

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Value for Money Commentary

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

In our 2025/26 Audit Planning Report, we identified financial sustainability as a potential risk of significant weakness due to the scale of savings required to deliver the Trust's financial plans, continued reliance on deficit support funding and the increasing challenge of identifying recurrent efficiency savings. We reported that the Trust would need to deliver substantial cost improvement programmes whilst maintaining service quality and achieving its operational objectives.

Our work in 2025/26 focused on understanding how the Trust achieved its financial position for the year, reviewing delivery of the Cost Improvement Programme (CIP), assessing arrangements for monitoring and reporting financial performance, and evaluating the assumptions, risks and mitigations underpinning the 2026/27 financial plan. We also reviewed financial reporting presented to the Board and Finance and Performance Committee together with the Trust's medium-term financial planning arrangements.

We noted that the Trust achieved its planned financial position for 2025/26, including delivery of £31.4 million of in-year efficiency savings. In addition, the Trust delivered £22.3 million of recurrent full-year effect (FYE) savings, compared to the original plan assumption that 53% of savings would be recurrent. This demonstrates an improvement in the sustainability of savings delivery and the Trust's ability to generate recurring financial benefits from its efficiency programme. The Trust reported productivity improvements of 11.0% per £ and 6.4% per WTE during the year, which the Trust states places it amongst the stronger-performing NHS organisations nationally. The achievement of these savings was supported by workforce productivity improvements, expenditure controls and delivery of the planned capital programme.

We further reviewed the Trust's 2026/27 financial plan, which was assessed by NHS England as compliant with conditions. The plan includes delivery of £46.3 million of in-year efficiency savings, equivalent to approximately 12% of forecast expenditure and representing a significant 47% increase on the £31.4 million in-year efficiency programme delivered in 2025/26, through the Trust's Infrastructure Delivery Programme and associated transformation initiatives. The plan is expected to generate £48.8 million of recurrent full year effect (FYE) savings. More than £23 million of the planned recurrent savings are expected to be delivered through workforce redesign initiatives and reductions in agency expenditure. The Trust reported that schemes implemented by Month 1 of 2026/27 were expected to deliver £7.4 million of recurrent FYE savings, whilst in-year savings of £2.7 million were delivered in line with plan for the month, indicating that the savings programme had commenced broadly in line with expectations.

The 2026/27 plan can only be achieved through the expected use of deficit support funding and wider system support arrangements. The Trust's financial plan includes £9.1 million of additional deficit support funding (subject to national approval), £6.6 million of allowable deficit funding, £4.4 million of cost-of-change funding, £2.0 million of ICB support and £0.3 million of over-programmed capital expenditure support. Deficit support funding and other elements of system support remain subject to conditions and ongoing monitoring of financial performance and delivery.

We recognise that significant challenges remain. Delivery of the 2026/27 financial plan is dependent upon achieving £46.3 million of in year efficiency savings, representing a £14.9 million (47%) increase compared with the £31.4 million in year efficiency programme delivered in 2025/26, together with the continued successful implementation of workforce and service transformation programmes.

Continued overleaf

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Value for Money Commentary (cont'd)

Financial sustainability: How the Trust plans and manages its resources to ensure it can continue to deliver its services - (cont'd)

The Trust has identified a number of risks to delivery, including efficiency delivery risk, commissioner growth assumptions, delays to structural change programmes and the requirement to continue reducing reliance on external financial support. However, we found evidence that these risks are understood, actively monitored and regularly reported through established governance arrangements at Board and committee level.

Conclusion

We concluded that no significant weakness exists in the Trust's arrangements for financial sustainability. The Trust achieved its planned financial position in 2025/26 and delivered £31.4 million of in-year efficiency savings, together with £22.3 million of recurrent full year effect (FYE) savings. It has also developed a detailed 2026/27 financial plan incorporating £46.3 million of planned in-year efficiency savings and £48.8 million of planned recurrent FYE savings, supported by deficit support funding and wider system support arrangements, which has been assessed by NHS England as compliant with conditions. Whilst the Trust continues to face significant financial challenges, including reliance on deficit support funding and the delivery of increasingly ambitious savings programmes, we found evidence that appropriate arrangements are in place to plan, monitor and manage these risks and support the continued delivery of services.

The Trust should, however, continue to identify and deliver recurrent efficiency savings to reduce reliance on non-recurrent measures and mitigate the risk of diminishing opportunities for future savings, supported by continued robust oversight of the savings programme and regular assessment of deliverability to maintain financial sustainability and achieve the conditions attached to deficit support funding and wider system support arrangements.

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Value for Money Commentary (cont'd)

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

In 2024/25, internal audit reported weaknesses in the Trust's risk management arrangements. While our procedures in that year did not identify a significant weakness, we reported a recommendation that the Trust continue to action the recommendations made by internal audit. We also noted that the Trust had "administrative dependency" with respect to risk management, we recommended that to further embed risk management within the organisation, the Trust strengthen divisional ownership of risk by ensuring operational leaders are both accountable for and actively engaged in delivering risk-related initiatives.

During 2025/26, we identified evidence that the Trust had continued to strengthen its risk management framework and arrangements. This included increased completion of mandatory risk management training, enhanced discussion and oversight of risks through operational performance review meetings and improved management of risks recorded on the Trust's risk register. The proportion of overdue risks remained below the Trust's target for the majority of the year and reduced to less than 1% at year end. Collectively, these developments indicated that risk management processes were becoming more consistently embedded across the organisation and that action had been taken in response to matters identified in previous years.

In forming our view, we also considered the outcomes of the Trust's 2025/26 Internal Audit Plan and the Head of Internal Audit Opinion. The Head of Internal Audit concluded that Moderate Assurance could be provided over the Trust's framework of governance, risk management and control. The majority of internal audit findings were positive and significant assurance opinions were reported across a number of key governance-related areas, including the Board Assurance Framework, Cyber Security Governance, Estates Contract Management, the Fit and Proper Persons Test, the Patient Safety Incident Response Framework and Statutory and Essential Training compliance. Internal audit also reported that 96% of high and medium priority recommendations had been implemented on time, providing evidence of management's commitment to addressing identified control and governance findings.

Notwithstanding these positive developments, a number of significant internal and external sources of assurance identified continuing concerns relating to governance, leadership, regulatory compliance and organisational culture. These sources included the findings of the externally commissioned Well-Led Review and Culture Review, the Head of Internal Audit Opinion, Care Quality Commission (CQC) inspection findings and subsequent Section 29A Improvement Notice, and correspondence from NHS England regarding concerns over governance arrangements and compliance with provider licence conditions.

During the year, the Trust received the findings from the externally commissioned Well-Led and Culture Reviews. These reviews identified a range of governance and leadership improvement areas, including the Board's reliance on reassurance rather than evidence-based assurance, limitations in the evidence supporting assurance ratings, weaknesses in governance reporting and oversight, insufficient prominence afforded to patient experience within decision-making processes, and a need to further embed organisational values, accountability and leadership behaviours throughout the Trust. Taken together, these findings indicated that, whilst governance arrangements were operating in many areas, there remained weaknesses in the effectiveness of assurance, oversight and challenge mechanisms across the organisation.

These matters were subsequently reinforced by developments arising from external regulatory scrutiny. Following unannounced inspections of urgent and emergency care services undertaken by the Care Quality Commission in December 2025 and January 2026, the Trust received a Section 29A Improvement Notice. The notice identified significant concerns regarding patient safety, including the assessment and monitoring of patients awaiting treatment, the management of deteriorating patients, infection prevention and control arrangements, and deficiencies in governance systems and processes operating within the Emergency Department.

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Value for Money Commentary (cont'd)

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

The significance of these regulatory findings was further evidenced by correspondence from NHS England, which raised concerns regarding the Trust's governance arrangements, leadership capacity and the sustainability of improvements required in response to regulatory findings. NHS England subsequently reviewed the actions and assurances provided by the Trust and confirmed that it would not be taking forward the proposed regulatory action. Whilst this provided evidence of the Trust's commitment to addressing the concerns raised, the correspondence nevertheless demonstrates the seriousness of the governance and leadership issues identified during the year and the level of external scrutiny applied to the Trust's arrangements.

During the same period, the Trust experienced significant turnover within senior leadership positions, including changes affecting the Chair, Chief Executive Officer and Chief Medical Officer. Whilst leadership change does not in itself indicate ineffective governance, the scale and timing of these changes increased the importance of effective oversight, continuity of leadership and the successful delivery of improvement actions. In addition, a forthcoming change to the Chief People Officer position, expected at the end of December 2026, will further underline the importance of maintaining leadership stability and ensuring continuity of key improvement programmes.

We also noted continued reliance on a key individual within the operation of the Trust's risk management function. Although this did not adversely affect the operation of risk management arrangements during 2025/26, it presents a potential organisational resilience risk and may affect the sustainability of recent improvements should key knowledge or expertise become unavailable.

Conclusion:

We concluded that a significant weakness exists in the Trust's arrangements for governance, specifically in how the Trust monitors and ensures compliance with appropriate standards, including legislative and regulatory requirements.

Whilst the Trust has responded positively by developing action plans addressing the external review findings, CQC requirements and NHS England concerns, a number of improvement actions remain ongoing and require sustained implementation, monitoring and assurance before their effectiveness can be fully demonstrated.

We therefore recommended that the Trust establish and maintain a single Board-owned improvement plan which consolidates all actions arising from the CQC inspections, NHS England correspondence, Well-Led Review and Culture Review. The plan should include clear executive ownership, measurable milestones, target completion dates and defined assurance mechanisms, with progress reported regularly to the Board and supported by both internal and external assurance providers. This would strengthen oversight of delivery, reduce the risk of fragmented implementation and provide greater assurance that improvements are embedded and sustainable over the longer term.

The Trust should also continue to strengthen the resilience of its risk management function by expanding capability and capacity within the risk management team. In particular, the Trust should reduce reliance on individual key personnel by ensuring appropriate succession planning, knowledge sharing and support arrangements are in place, including the timely recruitment and onboarding of additional risk management resource.

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Value for Money Commentary (cont'd)

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

Following the CQC inspection in March 2024, which downgraded the Trust's CQC rating from 'Good' to 'Requires Improvement', the Trust commissioned two reports that explored the Trust's arrangements relating to the 'Well-Led' domain and one into the Trust's Culture. These reviews identified concerns in relation to: governance; assurance; leadership; and cultural improvement areas, including matters relating to Board assurance, evidence supporting assurance ratings, patient experience, leadership visibility and organisational culture.

We identified evidence that the Trust had responded to these findings through the development and implementation of action plans, with progress demonstrated against several recommendations but this came close to the end of 2025/26, meaning that the areas for improvement existed for the majority of 2025/26. Some actions remained ongoing as at 31 March 2026 and further work is required to fully embed and sustain the improvements.

Although we did not conclude that the previous CQC rating or the findings from the Well-Led and Culture reviews, in isolation, constituted a significant weakness in the Trust's arrangements for securing value for money, we considered that governance matters arising from our considerations in these areas provided relevant contextual evidence in support of our assessment of the separate governance risk arising from the subsequent CQC inspection outcomes and s29A improvement notice.

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. 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.

The Trust's operational plans and capacity models for 2025/26 cover key departments such as theatres, outpatients, endoscopy, and radiology. These plans are reviewed and adjusted by the executive team as needed. The Trust applies the Quality Performance Impact Assessment (QPIA) process to assess the potential effects of service changes and cost improvement initiatives on patient safety, clinical effectiveness, and patient experience. This assessment helps ensure that proposed changes do not negatively affect the quality of care.

The Trust engages with a broad range of stakeholders, including patients, carers, staff, local commissioning bodies, local authorities, and community groups. Engagement methods include public board meetings, patient forums, staff surveys, and regular liaison with partner organisations. The Trust's Board has a duty to work in partnership with service users, carers, health organisations, and local government to provide safe, effective, accessible, and well-governed services.

Conclusion: we concluded that the Trust has appropriate arrangements in place to secure economy, efficiency and effectiveness in its use of resources. We did however, note one area for improvement. We recommend that the Trust should continue to implement and embed the actions arising from the Well-Led and Culture reviews, with particular focus on strengthening governance arrangements, leadership visibility, organisational culture and assurance processes, and ensuring that improvements are evidenced through measurable outcomes and regular Board oversight.

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04 Appendices

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Appendix A - Assessment of Control Environment

Financial controls

As part of our audit of the financial statements, we obtained an understanding of internal control sufficient to plan our audit and determine the nature, timing and extent of testing performed. Although our audit was not designed to express an opinion on the effectiveness of internal control, we are required to communicate to you significant deficiencies in internal control including group-wide or at components.

The table below provides an overview of the 'high' 'moderate' and 'low' rated observations we have from the 2025/26 audit (including IT controls). This report serves as our formal management letter to communicate these findings.

	High	Moderate	Low	Total
Open at 31 March 2025	0	3	3	6
Closed during FY 2025/26	0	(1)	(2)	(3)
New points raised in FY 2025/26	0	2	0	2
Total open points as at 31 March 2026	0	4	1	5

Key:

A weakness which does not seriously detract from the internal control framework. If required, action should be taken within 6-12 months.

Matters and/or issues are considered to be of major importance to maintenance of internal control, good corporate governance or best practice for processes. Action should be taken within six months.

Matters and/or issues are considered to be fundamental to the mitigation of material risk, maintenance of internal control or good corporate governance. Action should be taken either immediately or within three months.

The matters reported on the next slide are limited to those that we identified during the audit and that we concluded are of sufficient importance to merit being reported to you.

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Appendix A - Assessment of Control Environment (cont'd)

Summary of control observations and recommendations

Control observation and impact	Grading			Recommendation	Management Response
	H	M	L		
We identified that the Trust has not implemented an effective control to periodically verify the physical existence of assets that are fully depreciated, nor to reassess their useful economic lives on a timely basis. Our testing identified assets within the Fixed Asset Register (FAR) with nil net book value that were not subject to systematic physical verification. In addition, there is not a consistent process in place to reassess whether the useful economic lives assigned to these assets remain appropriate. This has resulted in instances where assets that no longer physically exist remain recorded in the FAR, indicating weaknesses in both asset verification and the timely derecognition of disposed assets. The absence of effective controls over the verification of fully depreciated assets and the reassessment of useful economic lives increases the risk that: ▪ assets recorded in the FAR may not exist at the reporting date, leading to potential overstatement of gross book value; ▪ disposals are not identified and recorded on a timely basis; and ▪ useful economic lives may be set conservatively and not updated, resulting in inappropriate depreciation profiles in future periods. This reduces the reliability of the FAR as a key accounting record and increases the audit effort required to obtain sufficient appropriate audit evidence		M		Management should enhance controls over the Fixed Asset Register by implementing a formal year-end review process. This should include periodic physical verification of fully depreciated assets, timely identification and removal of assets that no longer exist, and a documented reassessment of useful economic lives across relevant asset classes in accordance with IAS 16 as adopted by DHSC GAM.	Management accepts this recommendation and recognises the importance of maintaining a complete and accurate Fixed Asset Register. A formal rolling programme of review will be introduced to strengthen existing controls with additional capacity resourced to ensure this is implemented. This will include periodic physical verification of fully depreciated assets, review and timely derecognition of assets that are no longer in use or no longer exist, and a documented assessment of the useful economic lives of relevant asset classes. Management will ensure that these reviews are performed and evidenced annually in line with IAS 16 and the requirements of the DHSC Group Accounting Manual (GAM). Any adjustments identified through the review process will be reflected in the Fixed Asset Register and financial statements as appropriate.

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Appendix A - Assessment of Control Environment (cont'd)

Summary of control observations and recommendations

Control observation and impact	Grading (H / M / L)	Recommendation	Management Response
In the course of our work, we identified weaknesses in the record keeping and supporting documentation for Property, Plant and Equipment (PPE). Reconciliations and working papers initially lacked sufficient detail to provide a clear and complete audit trail from the Fixed Asset Register (FAR) through to the general ledger and financial statements. Although the reconciling differences identified, including those relating to asset additions, were subsequently resolved following significant audit follow-up, the need for extensive clarification, rework and resubmission indicates that controls over the preparation, review and reconciliation of FAR supporting schedules are not operating effectively. In addition, deficiencies were identified in key accounting areas supported by the FAR, including misclassification between assets under construction and capitalised assets, inappropriate classification of impairment movements within the financial statements, and the absence of component-level asset records for three assets that have been valued on a component basis. We noted that, whilst the valuer undertakes componentised valuations, the Trust's FAR records certain assets as single asset entries and does not maintain sufficient granularity to identify individual components and associated asset identifiers. As a result, there is an increased risk that depreciation, valuation adjustments, impairments and the derecognition of replaced components are not applied consistently at an appropriate level of detail. However, based on the audit procedures performed, including assessment of the valuation and depreciation impacts, we did not identify a material misstatement arising from this matter in the current year. Nevertheless, the lack of component-level records weakens the Trust's ability to demonstrate consistent application of component accounting principles and increases the risk of future misstatements remaining unidentified or uncorrected. These issues demonstrate that controls over the completeness, accuracy and classification of PPE balances, including those supporting additions, valuation, depreciation and impairment, are not consistently operating effectively.	M	Management should strengthen controls over the preparation, reconciliation and review of PPE records to ensure that supporting information is complete, accurate and internally consistent at the point of initial submission. This should include: ▪ Implementing a formal, documented reconciliation process between the FAR, general ledger and financial statements, with clear identification and timely resolution of reconciling items; ▪ Establishing clear accounting guidance and review controls over the classification of assets between assets under construction and capitalised assets; ▪ Enhancing controls over impairment and valuation accounting, ensuring that impairment movements are accurately classified and supported by appropriate evidence and; ▪ Introducing a robust secondary review control, evidenced and performed by an appropriately senior individual, focused on completeness, internal consistency and agreement to underlying records prior to submission for audit. ▪ Updating the Fixed Asset Register to record material asset components separately, with unique asset identifiers, to support accurate depreciation, valuation and impairment accounting and ensure alignment with the valuer's componentised approach.	Management will continue to further build upon the improvements made in this area and ensure documented processes are in place with additional capacity resourced to ensure the recommendations are implemented. Inconsistencies relating to componentisation have arisen on assets subject to significant capital expenditure in recent years where information received from external valuers recognises that expenditure as separable assets, but the Trust views the spend as part of one identifiable asset. As the material capital schemes draw to a conclusion, information shared between the Trust and the valuers will be updated to ensure that the accounting for revaluation of these assets reflects the operational reality.

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Appendix A - Assessment of Control Environment (cont'd)

Summary of control observations and recommendations

Control observation and impact	Grading	Recommendation	Management Response
As a result, there is an increased risk that PPE balances and underlying accounting records are not complete or accurate. Specifically, errors in the recording and reconciliation of additions may result in : ▪ Incomplete or inaccurate capitalisation of assets; ▪ Misclassification between assets under construction and operational assets may lead to incorrect recognition and depreciation; ▪ Incorrect classification of impairment movements may result in misstatement of expenditure and reserves; and ▪ The absence of componentised asset records may increase the risk that depreciation, valuation movements, impairments and the accounting for replaced components are not applied consistently across the asset base, which could result in future inaccuracies within PPE balances and related accounting records. The reliance on audit intervention to identify and resolve these matters further indicates that misstatements may not be identified and corrected on a timely basis through management's control processes alone. This also reduces the reliability of the FAR as a key accounting record, limits the effectiveness of asset management and valuation processes, and increases the audit effort required to obtain sufficient appropriate audit evidence.	H M L M		

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Appendix A - Assessment of Control Environment (cont'd)

Status of previous year's recommendation

Description	Grading	Status/recommendations	Management update
	H M L		
Capitalisation of Revenue Expenditure Within our testing of additions of Property. Plant and Equipment (PPE), we noted an immaterial amount of staff costs capitalised in respect of finance staff preparing and maintaining the Fixed Asset Register (FAR). Although this amount was trivial, it was clear that this was a regular practice at the Foundation Trust.	M	In the course of our current year audit procedures, we have not identified any instances of staff costs relating to the finance staff for preparation and maintenance of the Fixed Asset Register being inappropriately capitalised. Accordingly, this recommendation is closed.	N/A
PPE: Our procedures to test the PPE balances have, at times, been delayed due Trust finance staff not having an adequate understanding of the underlying detail, or of the query, to enable an adequate turnaround to our queries. There were a number of queries delayed, waiting for a call involving the external valuers, where their response was that management would be best placed to provide a response. A number of other responses were provided to us lacking the detail required and as such a number of follow-up queries were issued.	M	Similar matters have been identified in 2025/26, indicating that the underlying issue has not been fully remediated and therefore remains open.	Management will continue to further build upon the improvements made in this area and ensure documented processes are in place with additional capacity resourced to ensure the recommendations are implemented.
Remuneration Report In 2023/24 and 2024/25 we reported a number of issues requiring amendment in the senior officers' remuneration and pensions tables **Current year update:** We noted that the pay multiples disclosure within the Remuneration Report was not initially prepared in accordance with the requirements of the NHS Foundation Trust Annual Reporting Manual (FT ARM) in both the current and prior years. Specifically, temporary staff costs were omitted from the calculation of median employee remuneration used in determining the pay multiple ratio. Whilst management corrected the current year disclosure following identification of the issue in the current year, the prior year comparative has not been amended on the grounds that the impact was assessed as immaterial. Consequently, the comparative disclosure remains non-compliant with FT ARM guidance.	M	**Update on prior year:** In 2025/26, we identified a number of remuneration disclosure misstatements, including inaccuracies in senior officers' remuneration bandings and omissions of required disclosures. Whilst no issues were identified in relation to pension disclosures in the current year, demonstrating improvement in this area, the recommendation remains open. **Recommendation on Pay multiples:** Management should: Ensure that pay multiples disclosures are prepared in accordance with NHS FT ARM requirements, including the application of an appropriate methodology and review of comparative information; and Strengthen review procedures over senior officers' remuneration disclosures to ensure all required disclosures are complete, accurate and consistent with supporting records prior to publication.	Management strives to improve the data included in the remuneration report. Compared to previous years significant improvements have been made to pay multiples. The current year pay multiples has been correctly disclosed and this will be a repeatable process, ensuring 2026/27 is disclosed correctly.

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Appendix A - Assessment of Control Environment (cont'd)

Status of previous year's recommendation

Description	Grading (H / M / L)	Status/recommendation	Management update
<u>Agreement of Balances (AoB)</u> Our work reviewing the AoB, we identified items above our reporting threshold where we could not reconcile the mismatch report to the general ledger due to miscoding, however the resulting differences were below our SAD except for a £945k mismatch that the audit team was unable to reconcile with regards to NHS Resolution.	L	We have not identified any similar issues in the current year, with management able to provide appropriate reconciliations and explanations supporting the Trust's position. Accordingly, this recommendation is considered closed.	N/A
<u>Right of Use Asset</u> The Trust have not revalued the right of use assets associated with their property leases in line with the DHSC Group Accounting Manual (GAM), Paragraphs 4.959-4.964.	L	The recommendation will remain as trust has not valued the right of use assets associated with their property leases in line with the DHSC Group Accounting Manual (GAM).	The Trust remains in the view that Paragraph 4.911 (previously 4.964) of the DHSC Group Accounting Manual still applies given the low value and stable nature of the assets involved.
<u>Inventory systems</u> As part of our attendance at the Trust's inventory counts we noted that due to an issue with the pharmacy stock system (Wellsky - formerly JAC), the Trust were unable to generate the KSUMW report. This report shows the stock level of all medications across Pharmacy departments. This report is not a routine operational report for the Trust and the reports that they require for day-to-day inventory purposes appear unaffected. The Trust have raised this issue with Wellsky and have received a messaged that this is the process of being fixed with the vendor.	L	As the Trust can now generate KSUMW report, therefore this recommendation is closed.	The Trust is now able to run reports at any particular time to generate a full stock listing in real time.

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ED None

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Doncaster and Bassetlaw Teaching Hospitals
NHS Foundation Trust

Report Template				
Meeting Title:	**Council of Governors**		**Meeting Date:**	12 November 2026
Report Title/ Ref:	**Chair and Non-executive Director Appraisal Process 2025/26**			
Sponsor:	Lucy Nickson, Senior Independent Director			
Authors:	Brenda Thomas, Interim Company Secretary			
Appendices:	None			
Purpose of the report	**Assurance**	~~Decision~~	~~Information~~	~~Discussion~~
Impacts on Strategic Risks (BAF 1-7)	BAF Strategic Risk 2 - If DBTH do not listen, engage with and support colleagues, we will not create an open and inclusive culture, and risk being unable to recruit and retain a skilled workforce aligned to our DBTH way.			

Executive Summary - Key messages and Issues

Purpose of the Report

The purpose of this report is to confirm the completion of the Chair and Non-executive Directors' 2025/26 appraisal process, the approach, a summary of the outcomes and the small number of actions still to be concluded.

Board Member Appraisal Guidance

On 1 April 2025 NHS England published its Board Member Appraisal guidance in response to recommendations from the Messenger Review and stakeholder feedback. The framework sets out expectations for board level appraisals, with flexibility around executive and non-executive roles and local practice. It incorporates the Leadership Competency Framework (LCF) and aligns with the Fit and Proper Person Test framework. As the 2024/25 board level appraisal process had commenced before publication, the guidance was adopted for the 2025/26 appraisal season.

Overview of the Non-executive Director Appraisal Process

Non-executive directors' 2025/26 appraisal and objective setting discussions with the Trust Chair, took place in June 2026, with the exception of one appraisal which was rescheduled and completed in August 2026.

The process broadly followed that adopted in previous years. Executive directors and governors were invited to provide feedback on the non-executive directors' ability to hold executives to account for performance of the Board, partnership working, areas of strengths and development opportunities. The lead governor collated governor responses which fed into the overall process.

Two non-executive directors joined the Board part way through the year, in quarters 3 and 4 respectively, and so there was more limited opportunity for a full reflection on their contribution during 2025/26. A further non-executive director joined the Trust in July 2026, after the appraisal round; an objective setting discussion with the Chair is in train.

Non-executive directors completed a self-assessment, including delivery of the previous year's objectives and proposed objectives for agreement for 2026/27. The LCF remained an integral part of the appraisal process, consisting of six competency domains focused on: high-quality and sustainable outcomes, setting strategy and delivering long-term transformation, promoting equality and inclusion, providing robust governance and assurance, creating a compassionate and just culture and building trusted relationships with partners and communities.

Non-executive directors' 2026/27 objectives align with their individual portfolios including fulfilment of NHSE's non-executive champion roles (maternity, health and wellbeing, independent member and Freedom to Speak Up), oversight of the delivery of the 2026/27 internal audit plan, improvement of the Trust's Head of Internal Audit Opinion, support the workforce reduction element of the Reset Programme and the development of

robust, triangulated assurance evidence of people, quality and financial outcomes. Broader trust-wide themes included contribution to Board oversight and governance, ensuring an effective unitary Board and the mandated contribution to the Trust's equality, diversity and inclusion journey to deliver the six high impact actions in NHS England's Equality, Diversity and Inclusion (EDI) Improvement Plan.

Overview of the Chair's Appraisal Process

The Board member appraisal guidance supersedes the conducting annual appraisals of NHS chairs framework (CAF), in response to stakeholder feedback. As described above, the process is aligned with the Leadership Competency Framework and informed by multi-source feedback. Internal feedback was invited from non-executive directors, executive directors and governors (collated by the lead governor). External feedback was invited from the Chief Executive of NHS South Yorkshire Integrated Care Board and the Chairs of Sheffield Teaching Hospitals NHS Foundation Trust and Rotherham Doncaster and South Humber NHS Foundation Trust.

In accordance with the Code of Governance for Provider Trusts, the appraisal of the Chair was led and completed by the Senior Independent Director, in June 2026, covering the period January to May 2026 (the interim chair assumed the role from 1 January 2026).

The Chair's completed appraisal was shared voluntarily with the NHS England Regional Team, in advance of a formal requirement to do so.

Recommendations	
The Council of Governors is asked to note the 2025/26 Chair and Non-executive Director appraisal process and outcomes.	
Healthier together – delivering exceptional care for all	
Patients	Patients receive improved care when its workforce is supported and developed. The appraisal process ensures accountability.
People	The process and adoption of the guidance referenced in this report demonstrates the Trust's commitment to support and develop its people.
Partnerships	Multi-source feedback recognises the value of partnership working and trusted relationships.
Pounds	An effective appraisal process has the ability to impact on effectiveness and efficiency.
Health Inequalities	This report does not have a direct impact on health inequalities, although the significance of inclusion and equality is reflected in the Leadership Competency framework against which our leaders' competencies are considered.
Legal/ Regulation:	CQC - Well-led framework Fit and Proper Person Test - Regulation 5 of the Health and Social Care Act 2008 (Regulated Activities) Regulations 2014.
Partner ICB strategies	This report does not impact our partner ICB strategies
Assurance Route	
Previously considered by - including date:	N/A
Any outcomes/next steps / time scales	N/A

NHS
Doncaster and Bassetlaw Teaching Hospitals
NHS Foundation Trust

Report				
Meeting Title:	**Council of Governors**		**Meeting Date:**	12 November 2026
Report Title/ Ref:	**Trust Constitution review**			
Sponsor:	Mark Bailey, Trust Chair			
Authors:	Brenda Thomas, Interim Company Secretary			
Appendices:	Appendix 1: Trust Constitution			
Purpose of the report	~~Assurance~~	**Decision**	~~Information~~	~~Discussion~~
Impacts on Strategic Risks (BAF 1-7)	All BAF risks are positively impacted by governance improvements.			
For decision papers only: Is this in line with Current risk appetite YES	Highlight **only** where this report is outside of the Board Risk Appetite and a decision is requested			

None	Minimal	Cautious	Open	Seek	Significant
		Regulatory Quality	Finance	People	

Executive Summary – Key messages and Issues

Purpose

This report asks the Council of Governors to ratify the Trust Constitution, which the Board of Directors approved at its meeting on 3 November 2026.

Background

The Constitution is the key document for the Trust and underwent a comprehensive review in 2025, which included the re-incorporation of the Standing Orders for the Board of Directors into its annexes, and alignment to the model trust constitution. Following this, another review was done which saw minor changes, the most notable being a reduction in staff governors from 6 to 4 which is above the minimum 3 staff governors as outlined in the NHS 2006 Act Schedule 7, plus a realignment with governor quoracy for vote requirements for key appointment decisions. This is in anticipation of a greater number of governors engaged following the recent elections, which will support the required proportions of voting governors. The Council of Governors was presented with these changes at its meeting on 13 July 2026.

The Audit and Risk Committee at its meeting on 23 July 2026 reviewed and recommended to the Board of Directors for approval, the Trust Constitution (including Standing Orders), Scheme of Reservation and Delegation and Standing Financial Instructions. The Board at its meeting on 1 September 2026 did not approve them and asked that they be reviewed again. The documents have since been benchmarked against the Code of Governance for NHS Provider Trusts, the NHS England model core constitution and the constitutions of other well-governed foundation trusts, to identify areas that should be brought out or made explicit, and to correct administrative errors.

The Audit and Risk Committee at its meeting on 15 October 2026 supported the further amendments and recommended the Constitution to the Trust Board for approval. On 3 November 2026, the Board approved and recommended for ratification the Constitution to the Council of Governors.

The Council's role

The Constitution is a jointly owned document with the Council of Governors. Under paragraph 47 it can be amended only if more than half of the members of the Council of Governors voting at a meeting, and more than half of the members of the Board of Directors voting at a meeting, approve the amendments. The Board has approved the Constitution; the Council is now asked to ratify it. The ratified version will be shared with NHS England in line with the NHS Provider licence NHS1 Section 4 condition 2a and made available via the policies process across the Trust.

Changes made in the second review

Following the further review requested by the Board, a summary of the changes made to the Constitution and Standing Orders that were presented to the Board as recommended by the Audit and Risk Committee is set out below. The initial changes made and submitted to the Board at its 1 September meeting remain tracked, whilst the further changes presented at its 3 November meeting are highlighted in red texts and deletions crossed out.

i. Definitions: Appointed Governors now includes Local Authority Governors; new definitions of Code of Governance, Regulator and Regulatory Framework; Registered Medical Practitioner Act reference, Secretary and Senior Independent Director definitions corrected.

ii. Clarifying that the executive director registered as a medical practitioner or a registered dentist must have a licence to practice (within the meaning of the Dentists Act 1984) (paragraph 25.7).

iii. Independence: at least half the Board (excluding the Chair) are to be independent non-executive directors (paragraph 25.11).

iv. Tenure: the nine-year maximum for the Chair and non-executive directors is now explicit, runs from first appointment to the Board (including time served as a non-executive director before becoming Chair), and extensions beyond six years require rigorous review and, where required, NHS England agreement (paragraphs 28.1 and 28.2; Deputy Chair at 30.2).

v. Members of the Nominations and Renumeration Committee to be fixed and appointed by the Council of Governors (in line with the Code of Governance), rather than appointing different governors for every meeting via email ballot. Also making provision for a meeting of the Committee that would otherwise be inquorate (paragraph 28.8.4).

vi. Audit and Risk Committee: the Audit and Risk Committee's composition is aligned to the Code of Governance - three independent non-executive directors, the Chair not a member, and at least one member with recent and relevant financial experience (paragraph 42.2).

vii. Annual Members' Meeting: the 30 September deadline is stated in the main body (section 13) as well as in Annex 9.

viii. Corrections: Standing Order and paragraph cross-references, committee names, grammar, and the front-page approval and review dates; the contents page is refreshed so headings and page numbers match.

Further changes made by the Board of Directors on 3 November 2026

Two further changes to the Constitution were made at the Board meeting on 3 November They are in addition to the changes listed above and are highlighted in this report.

ix. Paragraph 25.3.3 (Board composition): amended so that it ties in with paragraph 25.11. The number of executive directors therefore cannot exceed the number of non-executive directors, not counting the Chair. Paragraph 25.11 requires at least half the Board, excluding the Chair, to be independent non-executive directors, so both paragraphs now exclude the Chair from the count.

x. Annex 2, paragraph 1.3.1(a) (Nurses and Midwives Staff Class): spelling corrected from "Midwifes" to "Midwives" in the reference to the Nurses, Midwives and Health Visitors Act 1997.

Scheme of Reservation and Delegation and Standing Financial Instructions

These were considered by the Board alongside the Constitution. They are Board documents and are not before the Council for ratification.

Next Steps

If the Council ratifies the Constitution, it will be published and shared with NHS England. The Constitution will then be made available via the policies process across the Trust.

Where an amendment relates to the powers or duties of the Council of Governors, paragraph 47 also requires it to be presented to the next Annual Members' Meeting for a vote of the members.

Following any legislative changes in April 2027, a further substantive review will be required.

Recommendations	
The Council of Governors is asked to: a) Ratify the Trust Constitution (Appendix 1), as approved by the Board of Directors on 3 November 2026. b) Note the next steps: publication and sharing with NHS England.	
Healthier together – delivering exceptional care for all	
Patients	The Constitution is critical for the statutory responsibility to deliver safe and effective quality care to patients.
People	The Constitution is critical for supporting innovation and transformation, within the constraints of regulatory and statutory requirements.
Partnerships	The Constitution is critical for demonstrating good corporate governance and effective working within the constraints of regulatory and statutory duties.
Pounds	The Constitution is critical for the effective control and direction of the Trust's financial position and adherence to its fiscal duties.
Health Inequalities	The Constitution does not have a positive or negative impact on health inequalities; however, it considers the Trust's legislative duty to positively impact on health inequalities through the delivery of its services.
Legal/ Regulation:	The Constitution complies with the regulatory and legislative requirements outlined in the NHS Act 2006, Code of Governance for NHS providers and the NHS Provider licence.
Partner ICB strategies	The Constitution has no positive or negative impact on partner ICB strategies.
Assurance Route	
Previously considered by - including date:	Email correspondence 2 July 2026 for feedback. Council of Governors approval on 13 July 2026 for the Constitution amends. Audit and Risk Committee recommendation to the Board - 23 July 2026. Board of Directors - 1 September 2026: not approved; further review requested. Audit and Risk Committee recommendation to the Board - 15 October 2026. Board of Directors - 3 November 2026: approved the Constitution and recommended it to the Council of Governors for ratification.
Any outcomes/next steps / time scales	Publication and sharing with NHS England. Implementation across the Trust.

Doncaster and Bassetlaw Teaching Hospitals NHS Foundation Trust

DONCASTER AND BASSETLAW TEACHING HOSPITALS NHS FOUNDATION TRUST

CONSTITUTION

Name and title of author/reviewer:	Brenda Thomas, Interim Company Secretary Rebecca Allen, Associate Director Strategy, Partnerships and Governance
Approved by The Board of Directors:	03 November 2026
Approved by The Council of Governors:	~~XX September 2026~~[Date to be inserted]
Date Issued:	~~1 October 2026~~[Date to be inserted on approval]
Date of Next Review:	~~following legislative changes in 2027~~Annually (Annex 8, Standing Order 11.3) and following any relevant legislative change, including that expected in 2027

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1. INTERPRETATION AND DEFINITIONS

In this Constitution:

"the 2006 Act"	means the National Health Service Act 2006 as amended from time to time;
"the 2012 Act"	means the Health and Social Care Act 2012 as amended from time to time;
"the 2022 Act"	means the Health and Care Act 2022 as amended from time to time;
"Accounting Officer"	is the person who from time to time discharges the functions specified in NHS England's NHS Foundation Trust Accounting Officer Memorandum;
"Annual Members' Meeting"	means the annual members' meeting of the Trust as defined in paragraph 13 of this Constitution.
"Appointed Governors"	means ~~the Partner Governors; those Governors appointed by the Partnership Organisations;~~the Local Authority Governors and the Partner Governors; those Governors appointed by the Local Authorities and the Partnership Organisations;
"Area of the Trust"	means the areas of Bassetlaw District and the City 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;
"Chair"	means the chair of the Trust appointed in accordance with paragraph 28 of this Constitution;
"Chief Executive"	means the chief executive officer of the Trust appointed in accordance with the terms of this Constitution;
"Code of Governance"	means the Code of Governance for NHS Provider Trusts published by NHS England, as amended or replaced from time to time;
"Constitution"	means this Constitution and all annexes to it;
"Co-optee" and "Co-opted Governor"	means an individual formally appointed by resolution of the Council of Governors who has reached the end of their elected term of office to participate at meetings of the Council of Governors under the terms specified
"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 30 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 who ~~have~~ has voting rights on the Board;
“Fit and Proper Person Requirements (FPPR)”	means those requirements stipulated under Regulation 5 of The Health and Social Care Act 2008 (Regulated Activities) Regulations 2014 (the 2014 Regulations)
“Financial Year”	means a period of 12 months beginning on 1st April in a calendar year and ending on 31st 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; or any successor regulator.
“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~~ to preside at meetings of the Council of Governors where required under paragraph 19.1
"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;
“Meeting”	Means a meeting of individuals for the purpose of conducting business on behalf of the Trust and where they are authorised to do. This includes face-to-face, virtual and hybrid meeting formats.
“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;~~Annexes 1, 2 and 6;

"Model Election Rules"	means the model form rules for the conduct of elections published from time to time by the Department of Health and Social Care 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;
"Registered Dentist"	a registered dentist within the meaning of the Dentists Act 1984;
"Registered Medical Practitioner"	a fully registered person within the meaning of the ~~Medicines~~ Medical Act 1983 who holds a licence to practice under that Act;
"Secretary" or "Company 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;~~appointed as the senior independent director of the Trust in accordance with paragraph 25.10;
"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 include all subordinate legislation made thereunder

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

1.7 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 (The Trust).

3. PRINCIPAL PURPOSE

3.1 The principal purpose of the Trust is the provision of goods and services for the purposes of the health service in England.

3.2 The Trust does not fulfil its principal purpose unless, in each financial year, its total income from the provision of goods and services for the purposes of the health service in England is greater than its total income from the provision of goods and services for any other purposes.

3.3 The Trust may provide goods and services for any purposes related to:

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

3.3.2 the promotion and protection of public health.

3.4 The Trust may also undertake activities other than those mentioned in section 3 for the purpose of making additional income available in order better to carry on the Trust's principal purpose.

3.5 Notwithstanding the provisions of 3.1 above, the purpose of the Trust is to provide goods, and services, including education, training and research and other facilities for the provision of healthcare, in accordance with its statutory duties.

3.6 The Trust may carry out research in connection with the provision of healthcare and make facilities and staff available for the purposes of education, training or research carried on by others.

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 Subject to any restriction contained in this Constitution or in legislation, any of these powers may be delegated to a committee of directors or to an executive director.

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.

6. APPLICATION FOR MEMBERSHIP

6.1 An individual who is eligible to become a member of the Trust may do so on application to the Trust.

6.2 Applications for membership will be handled by the Trust in accordance with the provisions set out in Annex 6.

7. PUBLIC CONSTITUENCY

7.1 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.

7.2 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:

7.2.1 they have made an application for membership to the Trust; and

7.2.2 they are not eligible to become a member of the Staff Constituency; and

7.2.3 they are not otherwise disqualified from membership under paragraph 4 or paragraph 12 of Annex 6.

7.3 Those individuals who live in an area specified for a Public Constituency are referred to collectively as the Public Constituency.

7.4 The minimum number of members in each area for the Public Constituency is specified in Annex 1.

8. STAFF CONSTITUENCY

8.1 An individual who is employed by the Trust under a contract of employment with the Trust may become or continue as a member of the Trust provided:

8.1.1 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

8.1.2 they have been continuously employed by the Trust under a contract of employment for at least twelve (12) months.

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

8.3 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.

8.4 The minimum number of members in each class of the Staff Constituency is specified in Annex 2.

9. AUTOMATIC MEMBERSHIP BY DEFAULT AND BY APPLICATION - STAFF

9.1 An individual who is:

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

9.1.2 invited by the Trust to become a member of the Staff Constituency 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 they inform the Trust they do not wish to do so.

9.2 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.

10. ~~SECTION 10~~ PATIENTS CONSTITUENCY

Not Used

11. ~~SECTION 11~~ AUTOMATIC MEMBERSHIP BY DEFAULT - PATIENTS

Not Used

12. RESTRICTION ON MEMBERSHIP

12.1 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.

12.2 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.

12.3 An individual shall not be eligible for membership of the trust if they:

12.3.1 are under sixteen (16) years old at the date of their application or invitation to become a member (as the case may be)

12.3.2 fail or cease to fulfil the criteria for membership of any Public or Staff Constituency

12.3.3 ~~has~~ have been placed on the sex offenders Register or is the subject of a Sex Offenders Order;

12.3.4 demonstrate~~s~~ aggression, violent or abusive behaviour at any hospital or against any of the Trust's employees or other persons who exercise functions for the purposes of the Trust and following such behaviour they have been asked to leave.

12.3.5 ~~has~~ have been confirmed as a "vexatious complainant" in accordance with the Trusts policy for handling complaints;

12.3.6 ~~has~~ have been removed as a member of the Trust of another NHS Foundation Trust

12.3.7 ~~is~~ are deemed to have acted in a manner contrary to the interests of the Trust.

12.4 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.

13. ANNUAL MEMBERS' MEETING

13.1 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. The Annual Members' Meeting shall be held no later than 30 September in each year, save as otherwise permitted by legislation.

13.2 Further provisions about the Annual Members' Meeting are set out in Annex 9 - Annual Members' Meeting.

14. COUNCIL OF GOVERNORS - COMPOSITION

14.1 The Trust is to have a Council of Governors, which shall comprise both elected and appointed governors and the Chair of the Trust.

14.2 The composition of the Council of Governors is specified in Annex 3.

14.3 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.

14.4 The Council of Governors may co-opt individuals who have reached the end of their elected term of office to remain as members of the Council of Governors but only for a time period until the next elections and will not exceed the usual term of office of an elected governor.

14.5 The agreement and removal of a co-opted governor will be subject to the approval of the Council of Governors by a majority of the Council of Governors present and voting.

14.6 Co-opted Governors shall not have voting rights at a general meeting nor be counted in the quorum but will have free access to contribute to discussions therein.

15. COUNCIL OF GOVERNORS - ELECTION OF GOVERNORS

15.1 Elections for elected members of the Council of Governors shall be conducted in accordance with the Model Election Rules 2014.

15.2 The Model Election Rules as may be varied from time to time, form part of this Constitution and are attached at Annex 4.

15.3 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 47 of the constitution (amendment of the constitution).

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

16. COUNCIL OF GOVERNORS - TENURE

16.1 An elected governor may hold office for a period of up to three (3) years.

16.2 An elected Governor shall cease to hold office if they cease to be a Member of the Constituency or class by which they were elected.

16.3 An elected Governor shall be eligible for re-election at the end of their 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.

16.4 An appointed governor may hold office for a period of three (3) years.

16.5 An appointed governor shall cease to hold office if the appointing organisation withdraws its sponsorship of them.

16.6 An appointed governor shall be eligible for re-appointment at the end of their term, but no appointed governor may hold office for more than nine (9) years as an appointed governor.

17. COUNCIL OF GOVERNORS - DISQUALIFICATION AND REMOVAL

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

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

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

17.1.3 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 them;

17.1.4 a governor, whose term of office is terminated in line with Annex 5 section 3.

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

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

17.4 Provisions for the removal of governors are set out in Annex 5.

18. COUNCIL OF GOVERNORS - DUTIES OF GOVERNORS

18.1 The general duties of the Council of Governors are:

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

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

18.1.3 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 (i.e. the Trust and local community which elects them) with a wider (regional) public interest across the Integrated Care Systems the Trust is linked with.

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

18.3 Governors must take up the opportunities that the Trust offers to provide them with these skills and knowledge. In the event that a Governor is deemed to not be fulfilling these roles and responsibilities, then the Trust Secretary will carry out a review with that Governor and identify any programme of support required to address the situation. In the absence of any improvement, then a Council of Governors decision could be made to remove the Governor from their role.

19. COUNCIL OF GOVERNORS - MEETINGS OF GOVERNORS

19.1 The Chair of the Trust (i.e. the Chair of the Board of Directors, appointed in accordance with the provisions of paragraph 28 below) or, in their absence, the Deputy Chair (appointed in accordance with the provisions of paragraph 30 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.

19.2 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 that publicity would be prejudicial to the public interest or the interests of the Trust by reason of the confidential nature of the business to be transacted or for other special reasons stated in the resolution.

19.3 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.

19.4 Details on the standing orders for the procedure and practice of the Council of Governors is given in Annex 7.

20. COUNCIL OF GOVERNORS - STANDING ORDERS

20.1 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 and practice at meetings and are attached at Annex 7.

21. COUNCIL OF GOVERNORS - REFERRAL TO THE PANEL

21.1 In this paragraph, the "Panel" means a panel of persons appointed by the Regulator to which a member of the Council of Governors may refer a question as to whether the Trust has failed or is failing:

21.1.1 to act in accordance with this constitution, or

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

21.2 A member of the Council of Governors may refer a question to the Panel only if more than half of the members of the Council of Governors present and voting at a meeting of the Council of Governors approve the referral.

22. COUNCIL OF GOVERNORS - CONFLICTS OF INTEREST OF GOVERNORS

22.1 Governors are required to declare any pecuniary, personal or family interest on nomination and on appointment as a governor, whether that interest is actual or potential and whether that interest is direct or indirect, in any proposed contract or other matter which is under consideration or is to be considered by the Council of Governors, the governor shall disclose that interest to the members of the Council of Governors as soon as they become aware of it.

22.2 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.

23. COUNCIL OF GOVERNORS - TRAVEL EXPENSES

23.1 The Trust may pay travelling and other expenses to members of the Council of Governors at rates determined by the Trust. For the avoidance of doubt, members of the Council of Governors are not to receive remuneration but can receive expenses incurred as part of their role as governors.

24. COUNCIL OF GOVERNORS - FURTHER PROVISIONS

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

25. BOARD OF DIRECTORS - COMPOSITION

25.1 The Trust is to have a Board of Directors, which shall comprise both Executive and non-executive directors.

25.2 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.

25.3 The Board of Directors is to comprise:

25.3.1 a non-executive Chair (who shall have a casting vote)

25.3.2 other non-executive directors (i.e. not including the Chair)

25.3.3 executive directors (but not exceeding the ~~combined~~ number of non-executive directors, ~~and~~ excluding the Non-Executive Chair).

25.4 One of the executive directors shall be the Chief Executive.

25.5 The Chief Executive shall be the Accounting Officer.

25.6 One of the executive directors shall be the Chief Finance Officer.

25.7 One of the executive directors is to be a registered medical practitioner or a registered dentist with a licence to practice (within the meaning of the Dentists Act 1984).

25.8 One of the executive directors is to be a registered nurse or a registered midwife.

25.9 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.

25.10 The Senior Independent Director will be nominated by the Chair and approved by the Council of Governors and shall perform the role set out in the Code of Governance for NHS Provider Trusts.

25.11 At least half of the Board of Directors, excluding the Chair, shall be non-executive directors whom the Board considers to be independent in accordance with the Code of Governance. The Board shall publish its reasoning where it considers a non-executive director to be independent despite circumstances that may appear to affect independence.

26. BOARD OF DIRECTORS - GENERAL DUTY

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

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

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

27.1.1 they are a member of the Public Constituency; and

27.1.2 they are not disqualified by virtue of paragraph 32 below.

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

28.1 The Chair and non-executive directors shall normally be ~~are~~ appointed for ~~a~~ terms 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.~~The Chair and non-executive directors shall not serve for more than six years in total

unless the Council of Governors, following a rigorous review and the agreement of NHS England where required by the Code of Governance, determines that an extension is in the best interests of the Trust. In no circumstances shall the Chair or any non-executive director remain in post beyond nine years in total from the date of their first appointment to the Board of Directors.

28.2 For the avoidance of doubt:

28.2.1 the nine-year maximum is a single cumulative limit that runs from the date of first appointment to the Board of Directors in any non-executive capacity;

28.2.2 time served as a non-executive director counts towards the limit if that person is later appointed as Chair (and a non-executive director who becomes Chair after a three-year term as a non-executive director is not required to have a further review until the Chair has served three years);

28.2.3 a new term of office as Chair does not restart the nine-year period; and (d) any extension beyond six years must be reviewed on an individual basis, recorded in the minutes of the Council of Governors and reported in the Annual Report.

28.3 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.

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

28.5 The provisions of paragraph 5 of Annex 5 and paragraph 6 of Annex 6 shall also apply.

28.5 If any resolution to remove a non-executive director (including the Chair) is not approved at a meeting of the Council of Governors in accordance with paragraph 28.~~2~~3 above, no further resolution can be put forward to remove such non-executive director, or the Chair which is based on the same reasons within 12 calendar months of the meeting of the Council of Governors at which the resolution mentioned in paragraph 28.~~2~~ 3 above was considered.

28.6 Subject to the provisions of paragraphs 28.1 to 28.5, new non-executive directors and the Chair will be appointed using the procedures set out below:

28.6.1 only a member of a Public Constituency may be appointed as the Chair or other non-executive director; and

28.6.2 the Chair and other non-executive directors shall be appointed in accordance with paragraphs 28.7 to ~~28.13~~ 28.11 below.

28.7 The Council of Governors shall establish a committee of its members to be called the Nominations and Remuneration Committee to discharge those functions in relation to the appointment of the Chair and non-executive directors described in paragraphs 28.8 - 28.11 below.

28.8 The Nominations and Remuneration Committee shall consist of no more than seven members which shall comprise of at least:

28.8.1 3 Public Governors;

28.8.2 1 Staff Governor; and

28.8.3 The Chair of the Trust, except where their performance or remuneration is being considered at which point the Senior Independent Director should assume this position.

28.8.4 The members of ~~each~~ the Nominations and Remuneration Committee shall be appointed by the Council of Governors. ~~are not fixed and will be selected via email ballot for each required meeting.~~ In the event that a meeting of the Committee would otherwise be inquorate, the Council of Governors may nominate another Governor to attend that meeting. Any Governor attending in these circumstances shall count towards the quorum for that meeting.

28.9 The functions of the Nominations and Remuneration Committee shall be as follows:

28.9.1 to determine the criteria and process for the selection of candidates for office as Chair or other non-executive director of the Trust having first consulted with the Board of Directors as to those matters and having regard to such views as may be expressed by the Board of Directors;

28.9.2 where the Nominations and Remuneration Committee considers that either the Chair or the non-executive director coming to the end of their term of office should be reappointed for a further term, the Nominations and Remuneration Committee shall make a recommendation to the Council of Governors to that effect. ~~save that the Nominations and Remuneration Committee may not make any such recommendation other than for a first re-appointment of the Chair or the non-executive director in question;~~

28.9.3 Where:

(a) the Nominations and Remuneration Committee does not make a recommendation that the Chair or a non-executive director should be reappointed in accordance with paragraph 28.9.2 above; or

(b) the Chair or (as the case may be) the non-executive director in question does not want to be reappointed; or

(c) the Council of Governors rejects a recommendation that the Chair or (as the case may be) a non-executive director should be reappointed in accordance with paragraph 28.9.2 above,

(d) the Nominations and Remuneration Committee shall initiate a process of open competition for the appointment of the Chair or (as the case may be) the non-executive director, and the post will be advertised. Further, the Nominations and Remuneration Committee shall assess and select for interview such candidates as are considered appropriate and in doing so the Nominations and Remuneration Committee shall be at liberty to seek advice and assistance from persons other than members of the Nominations and Remuneration Committee or the Council of Governors;

28.9.4 on a regular and systematic basis monitor the performance of the Chair and other Non-executive directors and make reports thereon to the Council of Governors from time to time when requested to do so or when in the opinion of the Nominations and Remuneration Committee the results of such monitoring ought properly to be brought to the attention of the Council of Governors; and

28.9.5 to consider and make recommendations to the Council of Governors as to the remuneration and allowances and other terms and conditions of office of the Chair and other non-executive directors.

28.10 The Council of Governors shall resolve in general meeting to appoint such candidate or candidates (as the case may be) as it considers appropriate and in reaching its decision it shall have regard to the views of the Board of Directors and of the Nominations and Remuneration Committee as to the suitability of the available candidates.

28.11 The Council of Governors will not consider nominations for membership of the Board of Directors other than those made by the appropriate Nominations and Remuneration Committee.

29. INITIAL FOUNDATION TRUSTS

Not used

30. BOARD OF DIRECTORS - APPOINTMENT OF DEPUTY CHAIR

30.1 The Council of Governors at a general meeting of the Council of Governors shall appoint one of the non-executive directors as a deputy chair. The Deputy Chair will be the Deputy Chair of the Council of Governors.

30.2 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~~ the Council of Governors considers~~s~~ such an extension is in the best interests of the Trust. Service as Deputy Chair does not extend, or restart, the nine-year maximum applicable to all non-executive directors under paragraph 28.1.

31. BOARD OF DIRECTORS - APPOINTMENT AND REMOVAL OF THE CHIEF EXECUTIVE AND OTHER ~~NS~~ EXECUTIVE DIRECTORS

31.1 The non-executive directors shall appoint or remove the Chief Executive.

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

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

~~32. Section 32 (Initial Foundation Trusts's)~~

~~Not used~~

32. Board of Directors - disqualification

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

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

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

32.1.3 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 them;

32.1.4 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;

32.1.5 The Regulator has exercised its powers to remove them as a director of the Trust or has suspended them from office or has disqualified them from holding office as a director of the Trust for a specified period or the Regulator has exercised any of those powers in relation to them on any other occasion whether in relation to the Trust or some other NHS foundation trust or

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

33. BOARD OF DIRECTORS - MEETINGS

33.1 Meetings of the Board of Directors shall be open to members of the public as observers. Members of the public may be excluded from the remainder of a meeting having regard to the confidential nature of the business to be transacted, publicity of which would be prejudicial to the public interest.

33.2 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.

34. BOARD OF DIRECTORS - STANDING ORDERS

34.1 The Board of Directors shall adopt its own standing orders, as may be varied from time to time, for its practice and procedure, and are given in Annex 8.

35. BOARD OF DIRECTORS - CONFLICTS OF INTEREST OF DIRECTORS

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

35.1.1 A duty to avoid a situation in which the director has (or can have) a direct or indirect interest that conflicts (or possibly may conflict) with the interests of the Trust.

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

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

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

35.2.2 The matter has been authorised in accordance with the constitution.

35.3 The duty referred to in sub-paragraph 35.1.2 is not infringed if acceptance of the benefit cannot reasonably be regarded as likely to give rise to a conflict of interest.

35.4 In sub-paragraph 35.1.2, "third party" means a person other than –

35.4.1 The Trust, or

35.4.2 A person acting on its behalf.

35.5 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.

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

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

35.8 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.

35.9 A director need not declare an interest –

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

35.9.2 if, or to the extent that, the directors are already aware of it;

35.9.3 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.

35.10 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.

36. BOARD OF DIRECTORS - REMUNERATION AND TERMS OF OFFICE

36.1 The Council of Governors at a general meeting of the Council of Governors shall decide the remuneration and allowances, and the other terms and conditions of office, of the Chair and the other non-executive directors.

36.2 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.

37. REGISTERS

37.1 The Trust shall have:

37.1.1 a register of members showing, in respect of each member, the constituency to which they belong and, where there are classes within it, the class to which they belong;

37.1.2 a register of members of the Council of Governors;

37.1.3 a register of interests of governors;

37.1.4 a register of directors; and

37.1.5 a register of interests of the directors.

38. ADMISSION TO AND REMOVAL FROM THE REGISTERS

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

39. REGISTERS - INSPECTION AND COPIES

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

39.2 The Trust shall not make any part of its registers available for inspection by members of the public which shows details of any member of the Trust, if the member so requests.

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

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

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

39.4 If the person requesting a copy or extract is not a member of the Trust, the Trust may impose a reasonable charge for doing so.

40. DOCUMENTS AVAILABLE FOR PUBLIC INSPECTION

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

40.1.1 a copy of the current constitution;

40.1.2 a copy of the latest annual accounts and of any report of the auditor on them;

40.1.3 a copy of the latest annual report;

40.1.4 a copy of the latest annual quality report.

40.2 The Trust shall also make the following documents relating to a special administration of the Trust available for inspection by members of the public free of charge at all reasonable times:

40.2.1 a copy of any order made under section 65D (appointment of trust special administrator), 65J (power to extend time), 65KC (action following Secretary of State's rejection of final report), 65L (trusts coming out of administration) or 65LA (trusts to be dissolved) of the 2006 Act.

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

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

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

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

40.2.6 a copy of any notice published under section 65F (administrator's draft report), 65G (consultation plan), 65H (consultation requirements), 65J (power to extend time), 65KA (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.

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

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

40.2.9 a copy of any statement published under section 65J (power to extend time) or 65KC (action following Secretary of State's rejection of final report) of the 2006 Act.

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

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

40.4 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.

41. AUDITOR

41.1 The Trust shall have an external auditor.

41.2 The Council of Governors shall appoint or remove the external auditor at a general meeting of the Council of Governors.

42. AUDIT AND RISK COMMITTEE

42.1 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.

42.2 In line with the Code of Governance, the Audit and Risk Committee shall comprise a minimum of three independent non-executive directors; the Chair of the Trust shall not be a member; the Deputy Chair and the Senior Independent Director shall not chair the committee; and the Board of Directors shall satisfy itself that at least one member has recent and relevant financial experience.

43. ACCOUNTS

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

43.2 The Regulator may with the approval of the Secretary of State give directions to the Trust as to the content and form of its accounts.

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

43.4 The Trust shall prepare in respect of each financial year annual accounts in such form as the Regulator may with the approval of the Secretary of State direct.

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

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

44.1 The Trust shall prepare an Annual Report and send it to the Regulator.

44.2 The Trust shall give information as to its forward planning in respect of each financial year to the Regulator.

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

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

44.5 Each forward plan must include information about:

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

44.5.2 the income it expects to receive from doing so.

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

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

44.6.2 notify the directors of the Trust and its determination.

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

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

45.1 The following documents are to be presented to the Council of Governors at a general meeting of the Council of Governors.

45.1.1 the annual accounts;

45.1.2 any report of the external auditor on them; and

45.1.3 the annual report.

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

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

46. INSTRUMENTS

46.1 The Trust shall have a seal.

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

47. AMENDMENT OF THE CONSTITUTION

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

47.1.1 more than half of the members of the Council of Governors voting at a meeting approve the amendments; and

47.1.2 more than half of the members of the Board of Directors voting at a meeting approve the amendments.

47.2 Amendments made under paragraph 47.1 take effect as soon as the conditions in that paragraph are satisfied, but the amendment has no effect in so far as the Constitution would, as a result of the amendment, not accord with schedule 7 of the 2006 Act.

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

47.3.1 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

47.3.2 The Trust must give the members an opportunity to vote on whether they approve the amendment.

47.4 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.

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

48. MERGERS ETC. AND SIGNIFICANT TRANSACTIONS

48.1 The Trust may only apply for a merger, acquisition, separation or dissolution with the approval of more than half of the members of the Council of Governors voting at a general meeting.

48.2 The Trust may enter into a significant transaction only if more than half of the members of the Council of Governors voting at a general meeting approve entering into the transaction.

48.3 For the purpose of paragraph 48.2, "significant transaction" means a transaction which meets any one of the following criteria:

48.3.1 where the *gross assets subject to the transaction are greater than or equal to 25% of the gross assets of the Trust;

48.3.2 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;

48.3.3 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.

* Gross assets are the total of fixed assets and current assets.

** Gross capital equals the market value of the target's shares and debt securities, plus the excess of current liabilities over current assets.

*** Total capital of the Trust equals taxpayers' equity.

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 (or any successor organisation)	20	3
Doncaster	City of Doncaster (or any successor organisation)	20	8
Rest of England & Wales	Any other electoral area in England and Wales with the exception of the above	20	1
Total	**Public Governors**		**12**

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	20	1
Nurses and Midwives Staff Class	20	1
Other Healthcare Professionals Staff Class	20	1
Non-Clinical Staff Class	20	1
TOTAL	**80**	**4**

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 ~~8~~9 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, Midwi~~f~~ves 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 ~~8~~9 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

1.4.1 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 ~~8~~9 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

1.5.1 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~~ 8.1.2 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 Trust may appoint partnering governor or governors (as the case may be) to the Council of Governors as provided for in this paragraph 2.

2.2 Local Authority Governors

2.2.1 City of Doncaster Council (or its successor organisation) shall be entitled to appoint one governor in accordance with a process of appointment agreed by it with the Trust.

2.2.2 Bassetlaw District Council (or its successor organisation) shall be entitled to appoint one governor in accordance with a process of appointment agreed by each of them with the Trust.

2.3 Partner Governors

2.3.1 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) University of Sheffield;

(b) Sheffield Hallam University;

2.3.2 In addition to the organisations listed above (2.2 and 2.3), the Trust may nominate 2 further organisations to appoint governors (1 per organisation).

2.3.3 Each of the partnering organisations shall be entitled to appoint a governor in accordance with a process of appointment agreed by it with the Trust.

3. COMPOSITION OF THE COUNCIL OF GOVERNORS

	Electing / Appointing Body	Number of Governors	Total
1.	**Public Constituencies**		**12**
	1.1 Bassetlaw District	3	
	1.2 City of Doncaster	8	
	1.3 Rest of England and Wales	1	
2.	**Staff Constituency**		**4**
	2.1 Medical and Dental Practitioners Staff Class	1	
	2.2 Nurses and Midwives Staff Class	1	
	2.3 Other Healthcare Professionals Staff Class	1	
	2.4 Non-Clinical Staff Class	1	
3.	**Appointed Governors**		up to 6
	3.1 City of Doncaster Council	1	
	3.2 Bassetlaw District Council (or its successor organisation)	1	
	3.3 University of Sheffield	1	
	3.4 Sheffield Hallam University	1	
	Provision available for further two (2) appointed governors from partnership organisations appointed by the Trust	2	
	Total Elected Governors		**16**
	Total Maximum Appointed Governors		**6**
	Total Number of Governors including appointed		**22**

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

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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;

"the Regulator" means the Independent Regulator for NHS Foundation Trusts

"*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;

"*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) 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 they consider 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 their 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 their 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 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.

10. Candidate's particulars

10.1 The nomination form must state the candidate's:

(a) full name,
(b) contact address in full (which should be a postal address although an e-mail address may also be provided for the purposes of electronic communication), and

(c) constituency, or class within a constituency, of which the candidate is a member.

11. Declaration of interests

11.1 The nomination form must state:

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

12. Declaration of eligibility

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

(a) that they are not prevented from being a member of the Council of Governors by paragraph 8 of Schedule 7 of the 2006 Act or by any provision of the Constitution; and,
(b) for a member of the public constituency, of the particulars of their qualification to vote as a member of that constituency, or class within that constituency, for which the election is being held.

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 they have 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 their 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 their 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 their vote using the text message voting system.

20. The ballot paper

20.1 The ballot of each voter (including a voter who casts their 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,

(a) that they have not marked or returned any other voting information in the election, and

(b) the particulars of their 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

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

21.2 The voter must be required to return their declaration of identity with their ballot.

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

Action to be taken before the poll

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 their 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 their 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 their 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 their vote;

(b) specify:
  (i) the name of the corporation,
  (ii) the constituency, or class within a constituency, for which the election is being held,
  (iii) the number of members of the Council of Governors to be elected from that constituency, or class within that constituency,
  (iv) the names and other particulars of the candidates standing for election, with the details and order being the same as in the statement of nominated candidates,
  (v) instructions on how to vote and how to make a declaration of identity,
  (vi) the date and time of the close of the poll, and
  (vii) the contact details of the returning officer;

(c) prevent a voter from voting for more candidates than they are 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 their voter ID number in order to be able to cast their 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 they are 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 their 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 their vote;

(b) prevent a voter from voting for more candidates than they are 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;
(i) 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 they consider necessary to enable that voter to vote.

29. Spoilt ballot papers and spoilt text message votes

29.1 If a voter has dealt with their ballot paper in such a manner that it cannot be accepted as a ballot paper (referred to 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 they can obtain it.

29.3 The returning officer may not issue a replacement ballot paper for a spoilt ballot paper unless they:

(a) are satisfied as to the voter's identity; and

(b) have 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 their text message vote in such a manner that it cannot be accepted as a vote (referred to as a "spoilt text message vote"), that voter may apply to the returning officer for a replacement voter ID number.

29.6 On receiving an application, the returning officer is to obtain the details of the voter ID number on the spoilt text message vote, if they 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 they are 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 their 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 they:

(a) are satisfied as to the voter's identity,

(b) have no reason to doubt that the voter did not receive the original voting information,

(c) have 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, they have 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 their 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 their 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 their vote, the voter will need to key in a mark on the screen opposite the particulars of the candidate or candidates for whom they wish to cast their vote.

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

34. Voting procedure for remote voting by telephone

34.1 To cast their 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 their 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 their vote by keying in the numerical voting code of the candidate or candidates, for whom they wish to vote.

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

35. Voting procedure for remote voting by text message

35.1 To cast their 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 their voter ID number and the numerical voting code for the candidate or candidates, for whom they wish 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, they are 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, they are 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, they are 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 they are 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:

(a) mark the ID declaration form "disqualified",
(a) 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
(b) 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 they 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.

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

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

STV41.1In 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.

43. The count

43.1 The returning officer is to:

(a) count and record the number of:
(i) ballot papers that have been returned; and
(ii) the number of internet voting records, telephone voting records and/or text voting records that have been created, and

(b) count the votes according to the provisions in this Part of the rules and/or the provisions of any policy approved pursuant to rule 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 them 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 sub-paragraphs (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 they shall proceed to transfer in the same way the sub-parcel of ballot documents with the next highest value and so on until they have 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 they 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 they have 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 they have 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 they have declared elected to the chair of the corporation, and

(c) give public notice of the name of each candidate who they have 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 record, 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,
(i) any rejected text voting records, including text voting records rejected in part,
(ii) any disqualified documents, or the list of disqualified documents,
(iii) any counted ballot papers, internet voting records, telephone voting records or text voting records, or
(iv) 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 their vote was given, and
(ii) that the Regulator has declared that the vote was invalid.

PART 9: DEATH OF A CANDIDATE DURING A CONTESTED ELECTION

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 their 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 their own services voluntarily, in their 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 the Regulator.

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 The Regulator 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 they think 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 they have 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 they consider appropriate.

ANNEX 5: ADDITIONAL PROVISIONS - COUNCIL OF GOVERNORS

1. Council of Governors: Terms of Office (see also Section ~~14~~ 16)

a Governor shall:

1.1 be elected or appointed for a term of three years;

1.2 be eligible for re-election or re-appointment at the end of that term; but may not serve as a governor for more than a total of 3 terms;

1.3 shall cease to hold office if:

1.3.1 in the case of an elected governor, they cease to be a member of the constituency they represent or where relevant, the class of the constituency they represent and in the case of an appointed governor, the sponsoring organisation withdraws its sponsorship of them.

1.3.2 their term of office is terminated in accordance with paragraph 3 below and/or they are disqualified from or are otherwise ineligible to hold office as a governor; or

1.3.3 they resign by notice in writing to the Trust.

1.4 A governor shall cease to hold office on death.

2. Council of Governors: **Eligibility to be on the Council of Governors**

2.1 A person shall not be eligible to become or continue in office as a Governor if:

2.1.1 In the case of an elected governor, they cease to be eligible to be a Member of the constituency or class within the constituency which they represent

2.1.2 in the case of an appointed governor, the appointing organisation withdraws its sponsorship of them;

2.1.3 any of the grounds contained in paragraph 17 of the Constitution apply to them;

2.1.4 they have within the preceding two years been lawfully dismissed otherwise than by reason of redundancy, by the coming to the end of a fixed term contract, by retirement or through ill health from any paid employment with a Health Service Body;

2.1.5 they are a person whose term of office as the Chair or as a member or director of a Health Service Body has been terminated on the grounds that their 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 they are a person who by reference to information revealed by a Disclosure and Baring Service (DBS) check is considered by the Trust to be inappropriate on the grounds that their appointment might adversely affect public confidence in the Trust or otherwise bring the Trust into disrepute;

2.1.7 they have failed to make, or have falsely made, any declaration as required to be made under Section 60 of the 2006 Act or have spoken or voted in a meeting on a matter in which they have direct or indirect pecuniary or non-pecuniary interest and they are judged to have acted so by a majority of the Council of Governors voting at a meeting;

2.1.8 they are subject to a direction made under section 142 (prohibition from teaching) of the Education Act 2002 (as amended);

2.1.9 They are a person who is the subject of a disqualification order made under the company Directors Disqualification Act 1986;

2.1.10 The Regulator has exercised its powers to remove them as a Governor of the Trust or has suspended them from office or has disqualified them from holding office as a Governor of the Trust for a specified period or the Regulator has exercised any of those powers in relation to them on any other occasion whether in relation to DBTH or some other NHS Foundation Trust;

2.1.11 they have received a written warning from the Trust for verbal and/or physical abuse towards Trust staff in the preceding 10 years;

2.1.12 they have 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);

2.1.13 they have 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 them;

2.1.14 their term of office is terminated pursuant to paragraph 3 below;

2.1.15 they are a Member of a Staff Class and any professional registration relevant to their eligibility to be a Member of that Staff Class has been suspended for a continuous period of more than six 6 months;

2.1.16 they are a person incapable by reason of mental disorder, illness or injury in managing and administering their property and/or affairs;

2.1.17 They area a person who is an immediate family member of a Director or Governor

2.1.18 they are a person who has refused without reasonable cause to undertake training which the trust and /or the Council of Governors requires Governors to undertake;

2.1.19 They are a person who has failed to sign and deliver to the Company Secretary a statement form required by the Trust confirming acceptance of the Governors' Code of Conduct

2.1.20 the relevant organisation which they represent ceases to exist;

2.2 Where a person has been elected or appointed to be a Governor and they become disqualified from that appointment they 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 them disqualified or removed.

2.3 If it comes to the notice of the Company Secretary that a Governor is disqualified, the Company Secretary shall immediately declare the Governor disqualified and shall give them 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 they shall cease to be a Governor and their 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 follow the same process as members of the Trust;
2.5.1

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 their resignation from office at any time during that term of office;

3.1.2 by the Trust if it becomes aware of the Governors ineligibility to continue in office for any of the previously stated reasons;

3.1.3 by the Council of Governors if they have 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 their term of office for reasonable cause on the grounds that in the reasonable opinion of the majority of Governors present and voting at a meeting of the Council of Governors that their continuing as a Governor would or would be likely to:

(a) prejudice the ability of the Trust to fulfil its principal purpose or of its purposes under this Constitution or otherwise to discharge its duties and functions; or

(b) prejudice the Trust's work with other persons or body with whom it is engaged or may be engaged in the provision of goods and services; or

(c) adversely affect public confidence in the goods and services provided by the Trust; or

(d) otherwise bring the Trust into disrepute or is detrimental to the interest of the Trust; or

(e) it would not be in the best interests of the Trust for that person to continue in office as a Governor; or

(f) the Governor is a vexatious or persistent litigant or complainant with regard to the Trust's affairs and their continuance in office would not be in the best interests of the Trust; or

(g) They have failed or refused to undertake and/or satisfactorily complete any training which the Council of Governors has required them to undertake in their capacity as a Governor by a date six months from the date of their election or appointment; or from a date when they have been asked to undertake additional training or development for any reason;

(h) Their conduct as a Governor has 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) They have committed a material breach of any code of conduct applicable to Governors of the Trust and/or the Governors Standing Orders;

3.2 Upon a Governor resigning under paragraph 3.1.1 above or upon the 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 their name shall be forthwith removed from the Register of Governors.

3.3 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 their resignation or removal from office. Any re-election would take into account time served as a Governor so that a maximum term would not exceed nine years.

3.4 Where a Governor's membership of the Council of Governors ceases for one of the reasons set out above, Elected Governors shall be replaced in accordance with paragraphs 4.1 to 4.4 below.

4. Council of Governors Vacancies

Where a vacancy arises on the Council of Governors for any reason other than expiry of a term of office, the following provisions apply:

4.1 In the case of an Elected Governor, where a vacancy arises within 12 months of the election then the candidate who secured the next highest number of votes for that Constituency will be appointed. 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.

4.2 If the vacancy arises during the last 11 months of office, the office will remain vacant until it is filled at the next scheduled election.

4.3 If a vacancy arises at any other time, it will be filled at the next scheduled election, in accordance with the Election Scheme.

4.4 No defect in the election or appointment of a Governor nor any deficiency in the composition of the Council of Governors shall affect the validity of any act or decision of the Council of Governors.

5. Council of Governors: Role and Responsibilities of Governors

5.1 The general duties of the Council of Governors are:

5.1.1 At a general meeting:

(a) To appoint or remove the Chair and the other non-executive directors. The removal of a non-executive director requires the approval of three quarters of the members of the Council of Governors.

(b) To decide the remuneration and allowances, and the other terms and conditions of office of the Chair and the non-executive directors;

(c) To appoint or remove the Auditors

(d) To be presented the annual accounts, any report of the Auditor on them and the Annual Report;

(e) To consider resolutions to remove a governor or a member pursuant to paragraph 17 of this constitution.

(f) To consider and give/withhold approval for applications for a merger, acquisition, separation or dissolution. Approval requires approval; of more than half the Council of Governors.

(g) To consider and give/withhold approval for the Trust to enter a significant Transaction. Approval requires the approval of more than half of the members of the Council of Governors of the Trust present and voting at a meeting of the Council of Governors.

5.1.2 At a general meeting or otherwise

(a) Approve an appointment of the Chief Executive. Approval requires the approval of more than half of the Council of Governors present and voting at the meeting.

(b) Give the views of the Council of Governors to the Directors for the purpose of the preparation (by the Directors) of the Forward Plan in respect of each Financial Year to be given to the Regulator.

5.2 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.

5.3 Subject to the requirements specified above, each Governor shall exercise their own skill and judgement in their conduct of the Trust's affairs and shall in their stewardship of the Trust's affairs bring an appropriate perspective of the constituency or organisation by which they were was elected or appointed.

5.4 The general duties of the Council of Governors are;

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

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

6. Council of Governors: Meetings

6.1 The Council of Governors shall hold not less than 3 general meetings each financial year.

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 their qualification to vote as a Member and that they are not prevented from being a member of the Council of Governors by virtue of any provisions of this Constitution.

The specified form of declaration shall be set out on the Nomination Form referred to in the Election Scheme.

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 they cease 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 or Chief Executive or Chief Finance Officer 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 they cease 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 their 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 they cease to live in the area of the Public Constituency of which they are 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 they are a member they shall forthwith advise the Trust that they are no longer eligible to continue as a member and the Trust shall forthwith remove their 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 they are 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 they are 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 8 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 them 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 may be expelled from membership of the Trust by a resolution approved by the majority of Governors voting at a meeting of the Council of Governors. The following procedure is to be adopted:

4.1.1 any member may complain to the Company Secretary that another member has acted in a way detrimental to or contrary to the interests of the Trust, or is otherwise disqualified as set out in section 12 ~~above~~ of the Constitution; and

4.1.2 subject to paragraphs ~~12.2 to 12.6~~ 4.1.3 to 4.1.6 below, if a complaint is made, the Council of Governors will consider the complaint, having taken such steps as it considers appropriate, to ensure that each member's point of view is heard and may either:

(a) dismiss the complaint and take no further action;

(b) arrange for a resolution to expel the member complained of to be considered at the next meeting of the Council of Governors; or

(c) determine that the complaint should be investigated by an agreed investigating body. For the avoidance of doubt, not every complaint received should result in investigation.

4.1.3 If a resolution to expel a member is to be considered at a meeting of the Council of Governors, details of the complaint must be sent to the member complained of not less than one calendar month before the meeting with an invitation to answer the complaint and attend the meeting.

4.1.4 At the meeting, the Council of Governors will consider evidence in support of the complaint and such evidence as the member complained of may wish to place before them.

4.1.5 If the member complained of fails to attend the meeting without due cause the meeting may proceed in their absence. The decision to proceed in these circumstances will be at the sole discretion of the person chairing the meeting in question.

4.1.6 A person expelled from membership will cease to be a member upon the declaration by the person chairing the meeting in question that the resolution to expel them is carried.

4.1.7 No person who has been expelled from membership pursuant to the provisions of paragraph 4.1 above is to be re-admitted as a member except by a resolution of the Council of Governors carried by the majority of governor votes ~~voting~~ at a meeting of the Council of Governors.

4.2 A member shall cease to be a member if:-

4.2.1 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;

4.2.2 they resign by notice in writing to the Company Secretary;

4.2.3 they die;

4.2.4 they are expelled under this constitution;

4.2.5 if it appears to the Company 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.

4.3 All members of the Trust shall be under a duty to notify the Company Secretary of any change in their particulars which may affect their entitlement as a member.

5. Board of Directors: Disqualification

5.1 In addition to the grounds of disqualification set out in Sections ~~28 - 31~~ 27 and 32 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, they no longer satisfy the relevant requirements for appointment;

5.1.2 they are 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 their appointment is not in the interests of public service, or for non-disclosure of a pecuniary interest;

5.1.3 they have 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 them 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, they are no longer employed by the Trust;

5.1.6 they are a person who ~~has~~ have 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 they are the subject of a disqualification order made under the Company Directors' Disqualifications Act 1986;

5.1.8 they have failed to sign and deliver to the Company Secretary in the form required by the Board of Directors confirmation that they accept the Trust's Standards of Business Conduct Policy;

5.1.9 they have failed or refused to undertake any training which the Board of Directors requires all Directors to undertake.

5.1.10 they are 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 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 their 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 Chief Executive or their nominated officer; and

(d) involvement in membership recruitment and briefing at public events organised by the Trust.

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) the Board of Directors' proposals for the strategic direction the annual report and forward plan;

(b) the Board of Directors' proposals for developments;

(c) Trust Performance;

(d) involvement in service reviews and evaluation relating to the Trusts services; and proposed changes, plans and developments for the Trust other than those covered above.

6.3.5 The Board of Directors shall also present to the Council of Governors the Annual Accounts, Annual Report and any report of the auditors in accordance with the terms of this constitution and of the 2006 Act and any subsequent legislation or regulation.

6.3.6 The following formal methods of communication may also be used as appropriate with the consent of both the Council of Governors and the Board of Directors:

(a) attendance by the Board of Directors at a meeting of the Council of Governors; or

(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 appropriate minutes for information on the 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, the Deputy Chair or the Senior Independent Director;

6.4 Resolving Conflict between the Council of Governor and the Board of Directors

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 the Chair cannot achieve resolution of a disagreement or dispute between the Council of Governors and the Board of Directors through informal efforts the Chair will follow the dispute resolution process described 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.

(a) the Chair will call a joint meeting (Resolution Meeting) of equal numbers 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 resolution meeting will be held in private. 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 the Resolution Meeting fails to resolve the conflict, the dispute will be deferred back to the Board of Directors who shall make the final decision;

7. Resolving Disputes about the Entitlement to Membership of the Trust and Eligibility for Membership of the Council of Governors

7.1 Where an individual is held by the Trust to be ineligible and/or disqualified from membership of the Trust and disputes the Trust's decision in this respect, the matter shall be referred to the Chief Executive (or such other director of the Trust as the Chief Executive may, in their absolute discretion, nominate) as soon as reasonably practicable thereafter, and in any case, within 14 days of the Trust's decision.

7.2 The Chief Executive (or their nominated representative) shall:

7.2.1 view the original decision having regard to any representations made by the individual concerned and such other material, if any, as the Chief Executive considers appropriate;

7.2.2 then either confirm the original decision or make some other decision as appropriate based on the evidence which they have considered; and

7.2.3 communicate their decision and the reasons for it in writing to the individual concerned as soon as reasonably practicable.

7.2.4 Where a governor is declared ineligible or disqualified from office or their term of office as a governor has been terminated (for any reason other than expiry of their term of officer or as a consequence of their own resignation) and that person disputes the decision, they shall as soon as reasonably practicable be entitled to attend a meeting with the Chair and Chief Executive, who shall use their reasonable endeavours to facilitate such a meeting, to discuss the decision with a view to resolving any dispute which may have arisen but the Chair and Chief Executive shall not be entitled to rescind or vary the decision which has already been taken.

8. Indemnity

8.1 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.

8.2 The Trust may purchase and maintain insurance against the liability for its own benefit of members of the Council of Governors, the Board of Directors and the Company Secretary.

8.3 The Trust may take out insurance or make appropriate arrangements with the National Health Service Litigation Special Health Authority (NHS Resolution) or

successor body, in respect of directors' and officers' liability, including liability arising by reason of the Trust acting as corporate trustee of an NHS Chairty or director of a wholly owned subsidiary.

9. 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.

10. Registers

10.1 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.

10.2 Register of Members

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

10.2.2 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 sections ~~32 and 33~~ 37 and 39) and the Constituency or class to which they belong and shall be open to inspection by the public in accordance with paragraph ~~33~~ 39 of this Constitution. Part 2 shall contain all the information from the individual's application form and shall not be open to inspection by the public nor may copies or extracts from it be made available to any third party. Notwithstanding this provision, the Trust shall extract such information as it needs in aggregate to satisfy itself that the actual Membership of the Trust is representative of those eligible for Membership.

10.3 Register of Members of the Council of Governors

The register shall list the names of members of the Council of Governors, their category of membership (public, staff or organisation represented) and an address through which they may be contacted which may be the Company Secretary.

10.4 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 Company 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.

10.5 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 Company 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.

11. Auditor

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

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

11.1.2 any other body of accountants established in the United Kingdom and approved by the Regulator.

12. Accounts

12.1 The following documents will be made available to the Comptroller and Auditor General for examination at their request:

12.1.1 the accounts;

12.1.2 any records relating to them; and

12.1.3 any report of the auditor on them.

12.2 In preparing its annual accounts, the Trust is to comply with any directions given by the Regulator with the approval of the Treasury as to:

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

12.2.2 the information to be given in the accounts.

12.3 The Trust must:

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

12.3.2 once it has done so, send copies of those documents to the Regulator.

12.4 Annual reports and forward plans

12.4.1 The annual report submitted by the Trust to the regulator in accordance with paragraph ~~39.1~~ 44.1 of the Constitution 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 the regulator requires.

12.4.2 The Trust is to comply with any decision the regulator makes as to:

12.4.3 the form of the reports;

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

12.4.5 the periods to which the reports are to relate.

ANNEX 7: STANDING ORDERS FOR THE PRACTICE AND THE PROCEDURE OF THE COUNCIL OF GOVERNORS

1. INTRODUCTION
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1. Introduction

1.1 Doncaster and Bassetlaw Teaching Hospital NHS Foundation Trust became a Public Benefit Corporation on 1 April 2004 following authorisation by Monitor, pursuant to Section 6 of the Health and Social Care (Community Health and Standards) Act 2003.

1.2 The principal place of business of the Trust is: Doncaster Royal Infirmary, Armthorpe Road, Doncaster, South Yorkshire, DN2 5LT.

1.3 The Trust is governed by the Regulatory Framework. The functions of the Trust are conferred by the Regulatory Framework. The Regulatory Framework requires the Council of Governors of the Trust to adopt Standing Orders for the regulation of its proceedings and business and to adhere at all times to the Code of Conduct for Governors.

1.4 As a Public Benefit Corporation, the Trust has specific powers to contract in its own name and to act as a corporate trustee. In the latter role it is accountable to the Charity Commission for those funds deemed to be charitable.

2. Definitions

In these Standing orders the definitions outlined in the constitution paragraph 1.

3. Meetings of the Council of Governors

3.1 Admission of the Public

3.1.1 The public and representatives of the press shall be afforded facilities to attend all formal meetings of the Council of Governors except where it resolves by special resolution that members of the public and representatives of the press be excluded from a meeting on the grounds that:

a) any publicity would be prejudicial to the public interest by reason of the confidential nature of the business to be transacted; or

b) for other reasons stated in the resolution and arising from the nature of the business or the proceedings, that the Council of Governors believe are special reasons for excluding the public from the meeting in accordance with the constitution.

c) Nothing in these SOs shall require the Council of Governors to allow members of the public and representatives of the press to record proceedings in any manner whatsoever, other than writing, or to make any oral report of proceedings as they take place, without the prior agreement of the Council of Governors.

3.2 Calling Meetings

3.2.1 Meetings of the Council of Governors shall be held at such times and places as the Council of Governors may determine and there shall be at least 3 meetings in any year including:

a) an annual meeting no later than the 30 September in each year apart from the first year, when the Council of Governors are to receive and consider the annual accounts, any report by the auditor and the annual report; and

b) any other meetings required of the governors in order to fulfil their functions in accordance with the constitution.

3.2.2 The Company Secretary may call a meeting of the Council of Governors at any time. If the Company Secretary refuses to call a meeting after a requisition for that purpose, signed by at least three quarters of the members of the Council of Governors and specifying the business to be transacted at the meeting, has been presented to the Company Secretary, or if, without so refusing, the Company Secretary does not call a meeting within 5 clear days after such requisition has been presented to the Company Secretary at the Trust's Headquarters, such three-quarters or more of the Governors may forthwith call a meeting for the purpose of conducting that business.

3.2.3 The Council of Governors may invite the Chief Executive, member of the Board of Directors or a representative of the financial auditor or other advisors to attend a meeting of the Council of Governors.

3.2.4 The Council of Governors may agree that its governors can participate in its meetings by telephone or video link. Participation in a meeting in this manner shall be deemed to be exceptional but shall constitute presence in person at the meeting for the purposes of SO ~~2~~3.17 (Quorum).

3.3 Notice of Meetings

3.3.1 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 authorised by the Chair to sign on their behalf, shall be delivered to every governor, so as to be available to them at least 7 days before the meeting, save in the case of emergencies.

3.3.2 Before each meeting of the Council of Governors, a public notice of the time and place of the meeting, and if possible, the public part of the agenda, shall be advertised on the Trust's website at least 7 days before the meeting, save in the case of emergencies.

3.3.3 Want of service of the notice on any one governor shall not affect the validity of a meeting but 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 emailing.

3.3.4 In the case of a meeting called by governors in default of the Chair, the notice shall be signed by those governors, and no business shall be transacted at the meeting other than that specified in the requisition.

3.3.5 Agendas will be sent to governors before the meeting and supporting papers, whenever possible, shall accompany the agenda, but will certainly be despatched no later than 5 Clear Days before the meeting, save in the case of emergencies. It is the responsibility of the Chair to ensure that sufficient information is provided to Governors to ensure that rational discussion can take place.

3.3.6 In the event of an emergency giving rise to the need for an immediate meeting failure to comply with the notice periods referred to in SO 3.3 shall not prevent the calling of or invalidate such meeting provided that every effort is made to contact members of the Council of Governors who are not absent from the United Kingdom and the agenda for the meeting is restricted to matters arising in that emergency.

3.4 Annual Meeting of the Council of Governors

3.4.1 The Council of Governors shall hold an annual meeting of the Council of Governors in every calendar year so that there is no more than fifteen calendar months between one meeting and the next and no more than 6 months from the end of the previous financial year (30 September) and shall present to that meeting:

a) A report on the proceedings of its meetings held since the last annual meeting;

b) A report on the progress since the last annual meeting in developing the membership strategy including the steps taken to ensure that the actual membership of its Public Constituency is fully representative of the persons who are eligible to be members under the constitution;

c) A report on any change to the governors which has taken place since the last annual meeting; and

d) A report containing such comments as it wishes to make regarding the performance of the Trust and the accounts of the Trust for the preceding financial year and the future service development plans of the Trust.

3.5 Setting the Agenda

3.5.1 The Council of Governors may determine that certain matters shall appear on every agenda for a meeting and shall be addressed prior to any other business being conducted.

3.5.2 A member of the Council of Governors desiring a matter to be included on an agenda, including a formal proposition for discussion and voting on at a meeting, shall make their request in writing to the Chair or the Company Secretary at least 21 Clear Days before the meeting. The request should state whether the item of business is proposed to be transacted in the presence of the public and should include appropriate supporting information. Requests made less than 21 Clear Days before a meeting may be included on the agenda at the discretion of the Chair.

3.6 Petitions

3.6.1 Where a petition has been received by the Trust, the Chair shall include the petition as an item for the agenda of the next meeting of the Council of Governors.

3.7 Chair of Meeting

3.7.1 At any Council of Governors meeting, the Chair, if present, shall preside. If the Chair is absent from the meeting or is absent temporarily on the grounds of a declared conflict of interest, the Deputy Chair shall preside.

3.7.2 If the Deputy Chair is absent from the meeting or is absent temporarily on the grounds of a declared conflict of interest, another non-executive director or the Lead Governor as shall be appointed by the Council of Governors shall preside.

3.8 Agenda

3.8.1 Where a governor has requested inclusion of a matter on the agenda in accordance with SO 3.5.2 above as a matter to be formally proposed for discussion and voting on at the meeting, the provisions of this SO 3.8 shall apply in respect of the proposition:

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

3.8.3 When a proposition is under discussion or immediately prior to discussion it shall be open to a governor to move: an amendment to the proposition;

a) the adjournment of the discussion or the meeting;

b) that the meeting proceeds to the next business;

c) the appointment of an ad hoc committee to deal with a specific item of business;

d) that the motion be now put;

e) that the public be excluded from the meeting in relation to the discussion concerning the proposition under SO 3.1.

3.8.4 In the case of sub-paragraphs SO 3.8.3.c and SO ~~2.8.3.e~~ 3.8.3.e above, to ensure objectivity these matters may only be put by a Governor who has not previously taken part in the debate and who is eligible to vote.

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

3.8.6 The mover of a proposition shall have a maximum of five minutes to move and five minutes to reply. Once a proposition has been moved, no Governor shall speak more than once or for more than five minutes.

3.9 Report from the Board of Directors

3.9.1 Unless otherwise agreed in writing, at each meeting of the Council of Governors, the Chief executive or nominated representative shall present a report on the Trust's progress and forward planning.

3.10 Chair's Ruling

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

3.11 Voting

The Council of Governors will endeavour to ensure that decisions taken are by consensus and without recourse to voting, except where a vote is formally required under the constitution. Where however consensus is not achieved, the following process of voting will be applied.

3.11.1 A governor may not vote at a meeting of the Council of Governors unless, within 7 clear days prior to the commencement of the meeting they have made a declaration in the form specified within Schedule A of these Standing Orders, that they are a member of the constituency which elected them and are not prevented from being a member of the Council of Governors by paragraph 8 of Schedule 7 to the 2006 Act or under the Constitution.

3.11.2 Subject to SO 3.11.4 below, matters requiring the conduct of a vote shall be determined by a majority of the votes of the governors present and voting on the question.

3.11.3 Whoever is Chair of the meeting of the Council of Governors shall in the case of an equality of votes on any question or proposal, have a casting vote.

3.11.4 A resolution for the removal of the Chair or a non-executive director shall be passed only in accordance with the provisions of ~~28.2~~ 28.3 to 28.5 of the constitution.

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

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

3.11.7 If a governor requests, their vote shall be recorded by name upon any vote (other than by paper ballot).

3.11.8 A governor may only vote if present at the time of the vote on which the question is to be decided; no governor may vote by proxy, but a governor is considered to have been present at the meeting if they took part by telephone or video link and so is therefore entitled to vote.

3.12 Special Provisions relating to Termination of Governor's Tenure:

3.12.1 Where a person has been elected or appointed to be a governor and they become disqualified from office under paragraph 16 or paragraph 17 of the constitution, they shall notify the Company Secretary in writing of such disqualification as soon as practicable and in any event within 14 days of the first becoming aware of those matters which render them disqualified. The Company Secretary shall forthwith remove them from the Register of Governors.

3.12.2 If it comes to the notice of the Company Secretary that the governor is disqualified pursuant to SO ~~2~~3.12.1, whether at the time of the governor's appointment or later, the Company Secretary shall immediately declare that the individual in question is disqualified and give them notice in writing to that effect as soon as practicable and in any event within 14 days of the date of the said declaration. In the event that the governor disputes that they are disqualified, the governor may refer the matter to the dispute resolution procedure set out in paragraph 7 of Annex 6 within 28 days of the date upon which the notice was given to the governor.

3.13 Minutes

3.13.1 The minutes of the proceedings of a meeting shall be drawn up by the Company Secretary and submitted for agreement at the next ensuing meeting where they will be signed by the Chair presiding at it.

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

3.13.2 Minutes of meetings will be taken and circulated in accordance with governors' wishes.

3.14 Suspension of Standing Orders

3.14.1 Except where this would contravene any statutory provision or any direction made by the Regulator, any one or more of the SOs may be suspended at any meeting, provided that at least two-thirds of the governors are present, and that a majority of those present vote in favour of suspension.

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

3.14.3 A separate record of matters discussed during the suspension of Standing Orders shall be made and shall be available to the Chair and governors.

3.14.4 No formal business may be transacted while Standing Orders are suspended.

3.14.5 Record of Attendance; the names of the Chair and governors present at the meeting shall be recorded in the minutes.

3.15 Variation and Amendment of Standing Orders

3.15.1 Subject always to paragraph 3.14 of Annex 7 of the constitution, these Standing Orders shall be amended only if:

a) a notice of proposal under Standing Order 3.5 has been given; and

b) at least two thirds of the total number of governors is present; and

c) the majority of governors present vote in favour of amendment; and

d) the variation proposed has been approved by the Council of Governors and does not contravene a statutory provision, guidance issued by the Regulator or the Constitution.

3.16 Record of Attendance

3.16.1 The names of the Chair and governors present at the meeting shall be recorded in the minutes.

3.17 Quorum

3.17.1 No business shall be transacted at a meeting unless at least one third of the total number of governors are present with the majority of those present being Public Governors.

3.17.2 If at any meeting there is no quorum present within 15 minutes of the time scheduled for its commencement, the meeting shall stand automatically adjourned for a period of seven days and the Chair shall give or procure the giving of notice to all governors of the date, time and place of that adjourned meeting. Upon reconvening, those present shall constitute a quorum.

3.17.3 If a governor has been disqualified from participating in the discussion on any matter and/or from other voting on any resolution by reason of the declaration of a conflict of interest as provided in SO 6, they shall no longer count towards the quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on

any matter that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business.

3.18 Urgent Decisions

3.18.1 Where such a decision is required to be taken by the Council of Governors and which cannot await the next scheduled formal meeting of the Council of Governors, a section of the next Council of Governors development session be formally designated a formal general meeting for this specific purpose.

3.18.2 For decisions required to be taken in situations where the approach above does not result in a quorate meeting it is proposed that:

a) A decision to be taken, where justified, by the Lead Governor and Chair following consultation with the Deputy Lead Governor where elected.

b) Where the decision to be taken is one which would ordinarily be required under the constitution to be subject to a vote by the Council of Governors, that such a vote be conducted electronically outside of the meeting and overseen by the Company Secretary

3.18.3 Any decision taken under such an approach would be reported to the next meeting of the Council of Governors.

3.18.4 The use of the above approach will only be utilised in exceptional circumstances, with the expectation that all business will be conducted at the formal Council of Governor meetings.

4 Lead Governor and Deputy Lead Governor

4.1 In accordance with the code of governance for NHS provider trusts the Council of Governors shall elect a Lead Governor and if required a Deputy Lead Governor who must be a governor. The Lead Governor (or in their absence a Deputy Lead Governor) has a role in facilitating direct communication between NHS England (or its successor) and the Council of Governors. This will be in a limited number of circumstances and, in particular, where it may not be appropriate to communicate through the normal channels, which in most cases will be via the Chair or the Company Secretary.

4.2 Without prejudice to the rights of any governor to communicate directly with the Chair, the Lead Governor shall be responsible for receiving from governors and communicating to the Chair any comments, observations and concerns expressed to the Chair by governors other than at meetings of the Council of Governors regarding the performance of the Trust or any other serious or material matter relating to the Trust or its business.

4.3 The Deputy Lead Governor (where elected) shall be responsible for supporting the Lead Governor in their role and for performing the responsibilities of the Lead Governor whenever they are known to be unavailable.

4.4 Each governor shall communicate any comment, observation or concern which they may have to the Lead Governor in the first instance and only to the Deputy Lead Governor if the Lead Governor is known to be unavailable.

4.5 These appointments shall be made from those governors who have been elected as governors from the Public Constituency or appointed by a Partner Organisation.

4.6 The Lead Governor and the Deputy Lead Governor so elected shall hold office for a period of three years provided that they continue to hold the governor seat to which they were duly elected or appointed. They may subsequently seek re-election for one more three-year period of office, provided that they continue to hold the governor seat to which they were duly elected or appointed.

4.7 Nominations for appointment as Lead Governor and Deputy Lead Governor shall be sent out with the papers for the first meeting or annual meeting of the Council of Governors as the case may be. Each nomination shall be made in writing by the Governor seeking appointment and must be returned to the principal place of business of the Trust addressed to the Company Secretary to arrive by a stipulated date.

4.8 There shall be separate forms of nomination for appointment to the position of Lead Governor and the position of Deputy Lead Governor and eligible governors may be nominated for both positions. In the event of there being two or more nominations for either appointment a secret postal ballot shall be held of all the governors with each governor having one vote for each contested appointment. The governor whose nomination receives the largest number of votes for each position shall be appointed.

4.9 In the event of the number of votes in any election being equal, a draw will take place overseen by the Company Secretary. The nomination whose name is drawn will be elected to the role.

4.10 The result of the ballot shall be announced at the meeting.

5 Committees

5.1 Subject to such guidance as may be issued by the Regulator, the Council of Governors may appoint committees of the Council of Governors to assist it in the proper performance of its functions under the constitution and the Regulatory Framework, consisting wholly or partly of the Chair and governors.

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

5.3 A committee appointed under SO 5.1 may, subject to such directions as may be given by the Council of Governors, appoint sub-committees consisting wholly or partly of members of the committee.

5.4 These SOs, as far as they are applicable, shall apply with appropriate alteration to meetings of any committees established by the Council of Governors with the terms “Chair” to be read as a reference to the Chair of the committee, and the term “governor” to be read as a reference to a member of the committee as the context permits.

5.5 Each such committee shall have such terms of reference and powers and be subject to such conditions as the Council of Governors shall decide and shall be in accordance with the Regulatory Framework and any guidance issued by the Regulator, but the Council of Governors shall not delegate to any committee any of the powers or responsibilities which are to be exercised by the Council of Governors at a formal meeting. Such terms of reference shall have effect as if incorporated into the Standing Orders.

5.6 Where committees are authorised to establish sub-committees, they may not delegate their powers to the sub-committee unless expressly authorised by the Council of Governors.

5.7 Any committee or sub-committee established under this SO 5 may call upon outside advisers to assist them with their tasks, provided that the financial and other implications of seeking outside advisors have been discussed and agreed by the advance agreement of the Board of Directors. Any conflict arising between the Council of Governors and the Board of Directors under this paragraph shall be determined in accordance with the Dispute Resolution Procedure as set out at paragraph 6.4 of Annex 6.

5.8 The Council of Governors shall approve the appointments to each of the committees which it has formally constituted.

5.9 Where the Council of Governors is required to appoint persons to a committee to undertake statutory functions, such appointments are to operate in accordance with applicable statute and regulations and with guidance issued by the Regulator.

5.10 Where the Council of Governors determines that persons who are neither governors, nor Directors or Officers of the Trust, shall be appointed to a committee, the terms of such appointment shall be determined by the Council of Governors subject to the payment of travelling expenses and other allowances being in accordance with such sum as may be determined by the Board of Directors.

6 Declarations of Interests and Register of Interests

6.1 Declaration of Interests

6.1.1 The Regulatory Framework and the constitution require each governor to declare to the Secretary:

a) any actual or potential interest, direct or indirect, which is relevant and material to the business of the Trust, as described in SO 6.2.1; and

b) any actual or potential pecuniary interest, direct or indirect, in any contract, proposed contract or other matter concerning the Trust which is under consideration or is to be considered by the Council of Governors, as described in SOs 6.2.2 and 6.2.3; and

c) any actual or potential family interest, direct or indirect, of which the governor is aware, as described in SO 6.2.5.

6.1.2 Such a declaration shall be made either at the time of the governor's election or appointment or within 28 days thereof, or otherwise as soon as they become aware of

the existence of that interest, and in a form prescribed by the Company Secretary from time to time.

6.1.3 In addition, if a governor is present at a meeting of the Council of Governors and has an interest of any sort in any matter which is the subject of consideration, they shall at the meeting and as soon as practicable after its commencement disclose the fact and shall not vote on any question with respect to the matter.

6.1.4 Subject to SO 6.2, if a governor has declared a pecuniary interest (as described in SOs 6.2.2 to 6.2.5) they shall not take part in the consideration or discussion of the matter. At the time the interests are declared, they should be recorded in the Council of Governor's meeting minutes. Any changes in interests should be officially declared at the next relevant meeting following the change occurring.

6.1.5 This SO 6 applies to any committee, sub-committee or joint committee of the Council of Governors and applies to any member of any such committee, sub-committee, or joint committee (whether or not they are also a governor).

6.1.6 The interests of governors in companies likely or possibly seeking to do business with the NHS should be published in the Trust's annual report. The information should be kept up to date for inclusion in succeeding annual reports.

6.2 Nature of Interests

6.2.1 Interests which should be regarded as "relevant and material" are as follows and are to be interpreted in accordance with guidance issued by the Regulator:

a) directorships, including non-executive directorships held in private companies or public limited companies (with the exception of those of dormant companies); or

b) ownership, part-ownership or directorship of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS; or

c) majority or controlling shareholdings in organisations likely or possibly seeking to do business with the NHS; or

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

e) any connection with a voluntary or other organisation contracting for NHS services or commissioning NHS services; or

f) any connection with an organisation, entity or company considering entering into or having entered into a financial agreement with the Trust, including but not limited to, lenders or banks; or

g) research/funding grants that may be received by an individual or their department; or

h) interests in pooled funds that are under separate management.

6.2.2 A governor shall be treated as having indirectly a pecuniary interest in a contract, proposed contract or other matter, if:

a) they, or a nominee of theirs, are a director of a company or other body, not being a public body, with which the contract was made or is proposed to be made, or which has a direct pecuniary interest in the other matter under consideration; or

b) they are a partner of or are 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.

6.2.3 A governor shall not be treated as having a pecuniary interest in any contract, proposed contract or other matter by reason only:

a) of their membership of a company or other body, if they have no beneficial interest in any securities of that company or other body; or

b) of an interest in any company, body or person with which they are connected which is so remote or insignificant that it cannot reasonably be regarded as likely to influence a governor in the consideration or discussion of or in voting on, any question with respect to that contract or matter; or

c) of any travelling or other expenses or allowances payable to a governor in accordance with the constitution.

6.2.4 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 they have a beneficial interest does not exceed one-hundredth of the total issued share capital of that class;

d) the governor shall not be prohibited 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 it is their duty to disclose the interest.

6.2.5 A family interest is an interest of the spouse or partner or any parent, child, brother or sister of a governor which if it were the interest of that governor would be a personal interest or a pecuniary interest of theirs.

6.2.6 If governors have any doubt about the relevance or materiality of an interest, this should be discussed with the Chair or the Company Secretary. Influence rather than the immediacy of the relationship is more important in assessing the relevance of an interest. The interests of partners in professional partnerships including General Practitioners should also be considered.

7 Standards of Business Conduct

7.1 Members of the Council of Governors shall comply with the Trust's Code of Conduct for Governors and any guidance or best practice advice issued by the Regulator.

8 Appointments and Recommendations

8.1 A governor 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 appointment.

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

8.3 Candidates for any staff appointment under the Trust shall, when making such an application, disclose in writing to the Trust whether they are related to any governor or the holder of any office within the Trust. Failure to disclose such a relationship shall disqualify a candidate and, if appointed, render them liable to instant dismissal.

8.4 The Chair and every governor shall disclose to the Trust Secretary any relationship between themself and a candidate of whose candidature that Governor or Officer is aware. It shall be the duty of the Company Secretary to report to the Council of Governors any such disclosure made.

8.5 On appointment, members of the Council of Governors should disclose to the Council of Governors whether they are related to any other member of the Council of Governors or holder of any office in the Trust.

8.6 Where the relationship to a member of the Council of Governors of the Trust is disclosed, SO 6 shall apply.

9 Remuneration and Expenses

9.1 Governors are not to receive remuneration.

9.2 The Trust will pay travelling expenses to governors in accordance with the relevant Trust policies for attendance at the Council of Governors, or any other business authorised by the Company Secretary as being under the auspices of the Council of Governors.

9.3 Expenses will be authorised and reimbursed through the Company Secretary's office on receipt of a completed and signed expenses form provided by the Company Secretary.

9.4 A summary of expenses paid to governors will be published in the Annual Report.

10 Miscellaneous

10.1 The Company Secretary shall provide a copy of these Standing Orders to each governor and endeavor to ensure that each governor understands their responsibilities within these Standing Orders.

10.2 These Standing Orders including all documents having effect as if incorporated in them shall be reviewed regularly by the Board of Directors and the Council of Governors.

10.3 Any written notice required by these SOs shall be deemed to have been given on the day the notice was sent to the recipient.

10.4 If for any reason these SOs are not complied with, full details of the non-compliance and any justification for non-compliance and the circumstances around the non-compliance, shall be reported to the next formal meeting of the Council of Governors for action or ratification. All governors have a duty to disclose any non-compliance with these SOs to the Chair as soon as possible.

10.5 A governor shall not disclose any matter reported to the Council of Governors notwithstanding that the matter has been reported or action has been concluded, if the Council of Governors shall resolve that it is confidential.

Schedule A: Declaration to the Secretary of Doncaster and Bassetlaw Teaching Hospital NHS Trust Foundation Trust

I hereby declare that I am at the date of this declaration a member of the Public/Staff/Constituency (delete as necessary), and I am not prevented from being a member of the Council of Governors by reason of any provision of the Constitution.

Signed:

Print name:

Date:

Schedule B: Prescribed Form of Declaration of Interests

Declaration to the Secretary of Doncaster and Bassetlaw Teaching Hospital NHS Trust Foundation Trust

Date

To the Secretary **of Doncaster and Bassetlaw Teaching Hospital NHS Trust Foundation Trust**

Dear

In fulfilment of the obligations imposed on me by paragraph 22 of the Constitution of the Foundation Trust and the provisions of Standing Order 6 of the Standing Orders for the Council of Governors generally, and in particular Standing Order 6.1.2, I hereby give notice to the Trust of my interest in:

[insert details of the nature and extent of the relevant interest(s) (e.g. pecuniary, non-pecuniary, direct, indirect, actual, potential, etc.)**]**

as of the date posted above.

I require the nature and extent of my interest(s) to be recorded in the Trust's Register of Interests of the Members of the Council of Governors.

Yours faithfully
[name]

ANNEX 8: STANDING ORDERS FOR THE PRACTICE AND PROCEDURE OF THE BOARD OF DIRECTORS

1. INTRODUCTION
2. THE BOARD OF DIRECTORS
3. MEETINGS OF THE TRUST
4. ARRANGEMENTS FOR THE EXERCISE OF FUNCTIONS BY DELEGATION
5. COMMITTEES
6. INTERFACE BETWEEN THE BOARD OF DIRECTORS AND THE COUNCIL OF GOVERNORS
~~6~~ 7. DECLARATIONS OF INTERESTS AND REGISTER OF INTERESTS
~~7~~ 8. STANDARDS OF BUSINESS CONDUCT
~~8~~ 9. CUSTODY OF SEAL AND SEALING OF DOCUMENTS
~~9~~ 10. SIGNATURE OF DOCUMENTS
~~10~~ 11. MISCELLANEOUS

1. Introduction

Statutory Framework

1.1 Doncaster and Bassetlaw Teaching Hospitals NHS Foundation Trust became a Public Benefit Corporation on 1 April 2004 following authorisation by Monitor.

1.2 The principal place of business of the Trust is: Doncaster Royal Infirmary, Armthorpe Road, Doncaster, South Yorkshire.

1.3 The Trust is governed by the Regulatory Framework. The functions of the Trust are conferred by the Regulatory Framework. The Regulatory Framework and in particular ~~35~~ 34 of the Constitution requires the Board of Directors to adopt Standing Orders for the regulation of its proceedings and business.

1.4 As a Public Benefit Corporation, the Trust has specific powers to contract in its own name and to act as a corporate trustee. In the latter role it is accountable to the Charity Commission for those funds deemed to be charitable.

1.5 The Standing Orders, Scheme of Delegation and Standing Financial Instructions provide a comprehensive business framework. All directors, and all members of staff, should be aware of the existence of these documents and, where necessary, be familiar with the detailed provisions.

1.6 The Trust shall deal with the Regulator in an open and co-operative manner and shall promptly notify the Regulator of anything relating to the Trust of which the Regulator would reasonably expect prompt notice, including, without prejudice to the foregoing generality, any anticipated failure or anticipated prospect of failure on the part of the Trust to meet its obligations under its authorisation or any financial or performance thresholds which the Regulator may specify from time to time.

1.7 The Chair, Chief Executive or any other person giving information to the public on behalf of the Trust shall ensure that they follow the principles set out by the Committee on Standards in Public Life (the Nolan Committee, now the Wicks Committee) and that they will adhere to the principles set out within the Independent Commission's Good Governance Standard for

Public Service. They will also ensure that they follow the best practice advice set out in the Code of Governance for NHS Provider Trusts.

1.8 Delegation of Powers – Scheme of Delegation

Under the Standing Orders relating to the Arrangements for the Exercise of Functions by Delegation (SO 4) the Board of Directors exercises its powers to make arrangements for the exercise, on behalf of the Trust, of any of its functions by a committee or sub-committee appointed by virtue of SO 4 or by an Officer of the Trust, in each case subject to such restrictions and conditions as the Board of Directors thinks fit. Delegated Powers are covered in a separate document (the Scheme of Delegation). That document has effect as if incorporated into the Standing Orders.

1.9 In these Standing orders the definitions outlined in the constitution paragraph 1 shall apply.

2. The Board of Directors

2.1 All business shall be conducted in the name of the Trust.

2.2 All funds received in trust shall be in the name of the Trust as corporate trustee.

2.3 In relation to Funds held on Trust, powers exercised by the Trust as corporate trustee shall be exercised separately and distinctly from those powers exercised as a Trust.

2.4 Directors acting on behalf of the Trust as corporate trustees are acting as quasi-trustees. Accountability for charitable Funds held on Trust is to be made to the Charity Commission.

2.5 The powers of the Trust established under statute shall be exercised by the Board of Directors meeting in public session except as otherwise provided for in SO 3.

2.6 The Trust has resolved that certain powers and decisions may only be exercised or made by the Board of Directors in formal session. These powers and decisions are set out in the Scheme of Delegation and have effect as if incorporated into the SOs.

3. Meetings of the Trust

3.1 Admission of the Public and the Press

3.1.1 Subject to SO 3.1.2, meetings of the Board of Directors shall be held in public, unless the Board of Directors in their absolute discretion determine that any part of a meeting of the Board of Directors shall be held in private.

3.1.2 Where the Board of Directors determines that meetings of the Board of Directors will be held in public, the public and representatives of the press may, at the absolute discretion of the Chair, be afforded facilities to attend a meeting of the Board of Directors but shall be required to withdraw upon the Board of Directors 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 of which would be prejudicial to the public interest" (Section1(2) Public Bodies (Admission to Meeting) Act 1960).

3.1.3 The Chair shall give such directions as they think fit in regard to the arrangements for meetings and accommodation of the public and representatives of the press such as to ensure that the Board of Directors business shall be conducted without interruption and disruption and, without prejudice to the power to exclude on grounds of the confidential nature of the business to be transacted, the public will be required to withdraw upon the Board of Directors resolving as follows:

"That in the interests of public order the meeting adjourn for (the period to be specified) to enable the Board to complete business without the presence of the public" (Section 1(8) Public Bodies (Admission to Meetings) Act 1960).

3.1.4 Nothing in these SOs shall require the Board of Directors to allow members of the public or representative of the press to record proceedings in any manner whatsoever, other than writing, or to make any oral report of proceedings as they take place without the prior agreement of the Board of Directors.

3.2. Calling Meetings

3.2.1 Ordinary meetings of the Board of Directors shall be held at such times and places as the Board of Directors may determine.

3.2.2 The Chair may call a meeting of the Board of Directors at any time. If the Chair refuses to call a meeting after a requisition for that purpose, signed by at least one-third of the whole number of members of the Board of Directors, and this has been presented to them, or if, without so refusing, the Chair does not call a meeting within seven days after such requisition has been presented to them, at the Trust's Headquarters, such one third or more members of the Board of Directors may forthwith call a meeting.

3.2.3 The Trust will publicise and hold an Annual Public Meeting, which shall be on or before 30 September every year.

3.3. Notice of Meetings

3.3.1 Before each meeting of the Board of Directors, 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 their behalf, shall be delivered to every Director, by email so as to be available to them at least 7 days before the meeting.

3.3.2 Want of service of the notice on any member of the Board of Directors shall not affect the validity of a meeting.

3.3.3 In the case of a meeting called by Directors in default of the Chair, the notice shall be signed by those directors, and no business shall be transacted at the meeting other than that specified in the notice.

3.3.4 Failure to serve such a notice on more than three directors 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.

3.3.5 In the event of an emergency giving rise to the need for an immediate meeting, SOs 3.3.1 to 3.3.4 shall not prevent the calling of such a meeting without the requisite 7 days' notice provided that every effort is made to make personal contact with every

Director who is not absent from the United Kingdom and the agenda for the meeting is restricted to matters arising in that emergency.

3.4. Agendas

3.4.1 Agendas will be accessible to members of the Board of Directors six days before the meeting and supporting papers, whenever possible, shall accompany the agenda, but will certainly be accessible no later than three days before the meeting, save in emergency. Failure to serve such a notice on more than three members of the Board of Directors will invalidate the meeting. A notice shall be presumed to have been served one day after posting.

3.4.2 A public notice of the time and place of the meeting, and the agenda (excluding any part of the agenda for which members of the public may be excluded from for special reasons), shall be displayed on the Trusts website at least three days before the meeting

3.5. Setting the Agenda

3.5.1 The Chair, or in their absence the Deputy Chair, shall determine the agenda for each meeting of the Board of Directors, being advised in this regard by the Chief Executive and the Company Secretary.

3.5.2 A Director desiring a matter to be included on an agenda shall make their request to the Chair at least ten clear days before the meeting, subject to SO 3.3. Requests made less than ten clear days before a meeting may be included on the agenda at the discretion of the Chair. The request should state whether the item of business is proposed to be transacted in the presence of the public and should include appropriate supporting information.

3.6. Petitions

3.6.1 Where a petition has been received by the Trust, the Chair shall include the petition as an item for the agenda of the next Board of Directors meeting.

3.7. Chair of Meeting

3.7.1 At any meeting of the Board of Directors, the Chair, if present, shall preside. If the Chair is absent from the meeting, the Deputy Chair, if there is one who is present, shall preside. If the Chair and Deputy Chair are absent, such non-executive director (and who is not also an Officer of the Trust) as the members of the Board of Directors present shall choose, shall preside.

3.7.2 If the Chair is absent temporarily on the grounds of a declared conflict of interest, the Deputy Chair, if present, shall preside. If the Chair and Deputy Chair are absent, or are disqualified from participating, such non-executive director as the members of the Board of Directors present shall choose, shall preside.

3.8. Chair's Ruling

3.8.1 Statements of Directors 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 final.

3.9. Notices of Motion

3.9.1 Subject to the provisions of SO 3.11 and SO 3.12, a member of the Board of Directors wishing to move or amend a motion shall send a written notice to the Chair.

3.9.2 The notice shall be delivered at least 10 clear days before the meeting. The Chair shall include in the agenda for the meeting all notices so received that are in order and permissible under these SOs and the appropriate Regulations. Subject to SO 3.3.3, this SO shall not prevent any motion being moved without notice on any business mentioned on the agenda for the meeting.

3.10. Emergency Motions

3.10.1 Subject to the agreement of the Chair, and subject also to the provision of SO 3.11, a member of the Board of Directors may give written notice of an emergency motion after the issue of the notice of meeting and agenda, up to one hour before the time fixed for the meeting. The notice shall state the grounds of urgency. If in order, it shall be declared to the Board of Directors at the commencement of the business of the meeting as an additional item included in the agenda. The Chair's decision to include the item shall be final.

3.11. Motions: Procedure at and during a meeting

3.11.1 Who may propose

i) A motion may be proposed by the Chair of the meeting or any member of the Board of Directors present. It must also be seconded by another member of the Board of Directors.

3.11.2 Contents of motions

i) The Chair may exclude from the debate at their discretion any such motion of which notice was not given on the notice summoning the meeting other than a motion relating to:

a) the reception of a report;

b) consideration of any item of business before the Board of Directors;

c) the accuracy of minutes;

d) that the Board of Directors proceed to next business

e) that the Board of Directors adjourn; or

f) that the question be put now.

3.11.3 Amendments to motions

i) A motion for amendment shall not be discussed unless it has been proposed and seconded.

ii) Amendments to motions shall be moved relevant to the motion, and shall not have the effect of negating the motion before the Board of Directors

iii) If there are a number of amendments, they shall be considered one at a time. When a motion has been amended, the amended motion shall become the substantive motion before the meeting, upon which any further amendment may be moved.

3.11.4 Rights of reply to motions

i) Amendments

a) The mover of an amendment may reply to the debate on their amendment immediately prior to the mover of the original motion, who shall have the right of reply at the close of debate on the amendment but may not otherwise speak on it.

ii) Substantive/original motion

a) The member of the Board of Directors who proposed the substantive motion shall have a right of reply at the close of any debate on the motion.

3.11.5 Withdrawing a motion

i) A motion, or an amendment to a motion, once moved and seconded may be withdrawn by the proposer with the concurrence of the seconder and the consent of the Chair.

3.11.6 Motions once under debate

i) When a motion is under debate, no motion may be moved other than:

a) an amendment to the motion;

b) the adjournment of the discussion, or the meeting;

c) that the meeting proceeds to the next business;

d) that the question should be now put;

e) the appointment of an 'ad hoc' committee to deal with a specific item of business;

f) a motion under SO 3.1.2 resolving to exclude the public (including the press); and

g) that a member be not further heard.

ii) In the cases of a motion under SO 3.11.6.i)c) or SO 3.11.6.i)d), in the interests of objectivity, such a motion should only be put forward by a member of the Board of Directors who has not taken part in the debate and who is eligible to vote.

iii) If a motion under SO 3.11.6.i)c) or SO 3.11.6.i)d is carried, the Chair should give the mover of the substantive motion under debate a right of reply, if not already exercised. The matter should then be put to the vote.

iv) The mover of a motion shall have a maximum of five minutes to move and five minutes to reply. Once a motion has been moved, no member of the Board of Directors shall speak for more than five minutes.

3.12. Motion to Rescind a Resolution

3.12.1 Notice of motion to 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 member of the Board of Directors who gives it and also the signature of four other members of the Board of Directors, and before considering any such motion of which notice shall have been given, the Board of Directors may refer the matter to any appropriate committee or the Chief Executive for recommendation.

3.12.2 When any such motion has been dealt with by the Board of Directors, it shall not be competent for any member of the Board of Directors other than the Chair to propose a motion to the same effect within six months, however the Chair may do so if they consider it appropriate. This provision shall not apply to motions moved in pursuance of a report or recommendations of a committee or the Chief Executive.

3.13. Voting

3.13.1 Every question at a meeting shall be determined by a majority of the votes of the directors present and voting on the question and, in the case of the number of votes for and against a motion being equal, the Chair of the meeting shall have a second or casting vote.

~~13.3.2~~3.13.2 All questions put to the vote shall, at the discretion of the Chair of the meeting, be determined by oral expression or by a show of hands. A paper ballot may also be used if a majority of the directors present so request.

~~13.3.3~~3.13.3 If at least one-third of the members of the Board of Directors present so request, the voting (other than by paper ballot), on any question may be recorded to show how each director present voted or abstained.

~~13.3.4~~3.13.4 If a director so requests, their vote shall be recorded by name upon any vote (other than by paper ballot).

~~13.3.5~~3.13.5 In no circumstances may an absent director vote by proxy. Absence is defined as being absent at the time of the vote.

~~13.3.6~~3.13.6 An Officer who has been appointed formally by the Board of Directors to act up for an Executive director during a period of incapacity or temporarily to fill an executive director vacancy, shall be entitled to exercise the voting rights of the executive director. An Officer attending the Board of Directors to represent an executive director during a period of incapacity or temporary absence without formal acting up status may not exercise the voting rights of the executive director. An Officer's status when attending a meeting shall be recorded in the minutes.

3.14. Minutes

3.14.1 The minutes of the proceedings of a meeting shall be drawn up by the Company Secretary and submitted for agreement at the next ensuing meeting, where they will be signed by the person presiding at it.

3.14.2 No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at the next meeting. Minutes shall be retained via electronic form and archive.

3.14.3 Minutes shall be circulated in accordance with directors' wishes. Where providing a record of a public meeting the minutes shall be made available to the public as required by Code of Practice on Openness in the NHS.

3.15. Suspension of Standing Orders

3.15.1 Except where this would contravene any statutory provision or any guidance or best practice advice issued by the Regulator, any one or more of the SOs may be suspended at any meeting, provided that at least two-thirds of the directors are present, including one executive director and one non-executive director, and that a majority of those present vote in favour of suspension.

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

3.15.3 A separate record of matters discussed during the suspension of SOs shall be made and shall be available to the Chair and the directors.

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

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

3.16. Variation to Standing Orders

3.16.1 Subject always to paragraph 3.15 of Annex 8 of the constitution, these SOs shall be amended only if:

(i) relevant notice of a meeting has been served in accordance with SO 3.3;

(ii) a notice of motion under SO 3.9 has been given;

(iii) no fewer than half the total of the Trust's non-executive directors vote in favour of amendment;

(iv) at least two-thirds of the Board of Directors are present; and

(v) the variation proposed does not contravene the Regulatory Framework, any statutory provisions or any guidance issued by the Regulator.

3.17. Record of Attendance

3.17.1 The names of the Chair and the directors present at the meeting shall be recorded in the minutes.

3.18. Quorum

3.18.1 No business shall be transacted at a meeting of the Board of Directors unless at least one-third of the whole number of the directors are present including at least one executive director and one non-executive director and the Chair.

3.18.2 An officer in attendance for an executive director but without formal acting up status may not count towards the quorum.

3.18.3 If a director has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of the declaration of a conflict of interest (see SO 7) they shall no longer count towards the quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business. The above requirement for at least one executive director to form part of the quorum shall not apply where the executive directors are excluded from a meeting (for example when the Board of Directors considers the recommendations of the ~~Appointment and Terms of Service Committee~~ Nominations and Remuneration Committee).

3.19. Meetings: Electronic Communication

3.19.1 In this Standing Order "communication" and "electronic communication" shall have the meanings set out in the Electronic Communications Act 2000 or any statutory modification or re-enactment thereof.

3.19.2 A director in electronic communication with the Chair and all other parties to a meeting of the Board of Directors or of a committee or sub-committee of the Board of Directors shall be regarded for all purposes as personally attending such a meeting provided that, but only for so long as, at such a meeting they have the ability to communicate interactively and simultaneously with all other parties attending the meeting including all persons attending by way of electronic communication.

3.19.3 A meeting at which one or more of the directors attends by way of electronic communication is deemed to be held at such a place as the directors shall at the said meeting resolve. In the absence of such a resolution, the meeting shall be deemed to be held at the place (if any) where a majority of the directors attending the meeting are physically present, or in default of such a majority, the place at which the Chair of the meeting is physically present.

3.19.4 Meetings held in accordance with this SO are subject to SO 3.18 (Quorum). For such a meeting to be valid, a quorum MUST be present ***and maintained*** throughout the meeting.

3.19.5 The minutes of a meeting held in this way MUST state that it was held by electronic communication and that the directors were all able to hear each other and were present throughout the meeting.

4 Arrangements for the Exercise of Functions by Delegation

4.1 Subject to SO 2.6 and such guidance as may be given by the Regulator, the Board of Directors may make arrangements for the exercise of any of its functions by a committee or sub-committee appointed by virtue of SO 4.4 below, or by a director or an officer in each case subject to such restrictions and conditions as the Board of Directors considers appropriate.

4.2~~Notwithstanding the provisions of SO 4.1, the provisions of paragraphs 4.2 to 4.3 of the Constitution apply~~ Notwithstanding the provisions of SO 4.1, the powers reserved to the Board of Directors in the Scheme of Reservation and Delegation, and the emergency provisions at SO 4.3, apply.

4.3 Emergency Powers

4.3.1 The powers which the Board of Directors has retained to itself within these SOs may in emergency be exercised by the Chief Executive and the Chair after having consulted at least two non-executive directors. The exercise of such powers by the Chief Executive and the Chair shall be reported to the next formal meeting of the Board of Directors for ratification.

4.4 Delegation to Committees

4.4.1 The Board of Directors shall agree from time to time to the delegation of executive powers to be exercised by committees or subcommittees, or joint committees, which it has formally constituted. The constitution and terms of reference of these committees, or sub-committees, and their specific executive powers shall be approved by the Board of Directors.

4.5 Delegation to Officers

4.5.1 Those functions of the Trust which have not been retained as reserved by the Board of Directors or delegated to a committee or subcommittee or joint-committee shall be exercised on behalf of the Board of Directors by the Chief Executive. The Chief Executive shall determine which functions they will perform personally and shall nominate officers to undertake the remaining functions for which they will still retain accountability to the Board of Directors.

4.5.2 The Chief Executive shall prepare a Scheme of Delegation identifying their proposals, which shall be considered and approved by the Board of Directors, subject to any amendment agreed during the discussion. The Chief Executive may periodically propose amendments to the Scheme of Delegation, which shall be considered and approved by the Board of Directors as indicated above.

4.5.3 Nothing in the Scheme of Delegation shall impair the discharge of the direct accountability to the Board of Directors of the Chief Finance Officer or other Executive director to provide information and advise the Board of Directors in accordance with any statutory requirements. Outside these statutory requirements the Chief Finance Officer shall be accountable to the Chief Executive for operational matters.

4.5.4 The arrangements made by the Board of Directors as set out in the Scheme of Delegation shall have effect as if incorporated in these SOs.

4.6 Duty to Report Non-Compliance with Standing Orders

4.6.1 If for any reason these SOs are not complied with, full details of the non-compliance and any justification for non-compliance and the circumstances around the non-compliance, shall be reported to the next formal meeting of the Board of Directors for action or ratification. All members of the Board of Directors and staff have a duty to disclose any non-compliance with these SOs to the Company Secretary as soon as possible.

5. Committees

5.1 Appointment of Committees

5.1.1 Subject to SO 2.6 and such guidance issued by the Regulator, the Board of Directors may and, if directed by the Regulator, shall appoint committees of the Trust consisting wholly or partly of directors of the Trust or other Health Service Bodies or wholly of persons who are not directors of the Trust or other health service bodies.

5.1.2 A committee appointed under SO 5.1.1 may, subject to such guidance as may be given by the Regulator, the Board of Directors or the other Health Service Bodies in question, appoint sub-committees consisting wholly or partly of Directors (whether or not they are Directors of the Trust in question) or wholly of persons who are not directors of the Trust or the committee of the Trust or the other Health Service Bodies in question.

5.1.3 The SOs of the Board of Directors, as far as they are applicable, shall apply with appropriate alteration to meetings of any committees established by the Board of Directors, in which case the term “Chair” is to be read as a reference to the Chair of the committee as the context permits, and the term “member" is to be read as a reference to a member of the committee also as the context permits. (There is no requirement to hold meetings of committees, established by the Trust in public.)

5.1.4 Each such committee or sub-committee shall have such terms of reference and powers and be subject to such conditions (as to reporting back to the Board of Directors), as the Board of Directors shall decide in accordance with any relevant legislation and/or regulations, and such guidance or best practice advice issued by the Regulator. Such terms of reference shall have effect as if incorporated into the SOs.

5.1.5 Where committees are authorised to establish sub-committees, they may not delegate Executive powers to the sub-committee unless expressly authorised by the Board of Directors.

5.1.6 The Board of Directors shall approve the appointments to each of the committees, which it has formally constituted. Where the Board of Directors determines, and regulations permit, that persons, who are neither Directors nor Officers, shall be appointed to a committee the terms of such appointment shall be within the powers of the Board of Directors. The Board of Directors shall define the powers of such appointees and shall agree allowances, including reimbursement for loss of earnings, and/or expenses in accordance where appropriate with national guidance.

5.1.7 The committees and sub-committees established by the Board of Directors are:

i) Audit and Risk Committee;

ii) Nominations and Remuneration~~s~~ Committee;

ii) Finance and Performance Committee;

iv) Quality Committee; and

v) People Committee.

vi) as Trustees on behalf of DBTH of the Trust Charity - The Charitable Funds Board

5.1.8 The terms of reference of those Committees in paragraph 5.1.7 above shall be agreed by the Board of Directors.

5.1.9 The Board of Directors may also operate as a committee in accordance with SO 5.1.2. Any decisions taken by the Board of Directors in committee (i.e. Seminar meeting of the Board of Directors) must be brought to the next meeting of the Board of Directors.

5.2 Confidentiality

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

5.2.2 A director or a member of a committee shall not disclose any matter reported to the Board of Directors or otherwise dealt with by the committee, notwithstanding that the matter has been reported or action has been concluded, if the Board of Directors or committee shall resolve that it is confidential.

6. Interface between the Board of Directors and the Council of Governors

6.1 The Board of Directors will cooperate with the Council of Governors as far as possible in order to comply with the Regulatory Framework in all respects and in particular in relation to the following matters which are set out specifically within the constitution.

6.2 The directors, having regard to the views of the Council of Governors, are to prepare the information as to the Trust's forward planning in respect of each financial year to be given to the regulator.

6.3 The directors are to present to the Council of Governors at a general meeting the annual accounts, any report of the auditor on them, and the annual report.

6.4 In order to comply with the Regulatory Framework in all respects and in particular in relation to the matters which are set out above, the Council of Governors may request that a matter which relates to paragraphs 47 and 48 ~~and 49~~ of the constitution is included on the agenda for a meeting of the Board of Directors.

6.5 If the Council of Governors so desires, such a matter as described within SO 6.4 to be included on an agenda item, they shall make their request in writing to the Chair at least 14 clear days before the meeting of the Board of Directors, subject to SO 3.3. The Chair shall decide whether the matter is appropriate to be included on the agenda. Requests made less than 14 clear days before a meeting may be included on the agenda at the discretion of the Chair.

7. Declarations of Interests and Register of Interests

7.1 The Regulatory Framework requires members of the Board of Directors to declare to the Company Secretary:

7.1.1 any pecuniary interest in any contract, proposed contract or other matter which is under consideration concerning the Trust or is to be considered by the Board of Directors; and

7.1.2 any interests including but not limited to any personal or family interests which are relevant and material to the business of the Trust irrespective of whether those interests are direct or indirect, actual or potential.

7.2 All existing members of the Board of Directors should declare such an interest as soon as the director in question becomes aware of it. Any members of the Board of Directors appointed subsequently should do so on appointment.

7.3 Such a declaration shall be made by completing and signing a form, as prescribed by the Company Secretary from time to time, setting out any interests required to be declared outside a meeting in accordance with the constitution or the SOs and delivering it to the Secretary on appointment or as soon thereafter as the interest arises, but within seven clear days of becoming aware of the existence of a relevant and material interest.

7.4 In addition, if a director is present at a meeting of the Board of Directors and has an interest of any sort in any matter which is the subject of consideration, they shall at the meeting and as soon as practicable after its commencement disclose the fact and shall not vote on any question with respect to the matter.

7.5 If a director has declared a pecuniary interest in accordance with SO 7, they shall not take part in the consideration or discussion of the matter in respect of which an interest has been disclosed and shall be excluded from the meeting whilst that proposed contract is under consideration. At the time the interests are declared, they should be recorded in the Board of Director's meeting minutes. Any changes in interests should be officially declared at the next relevant meeting following the change occurring.

7.6 Interests which should be regarded as "relevant and material" are as follows and are to be interpreted in accordance with guidance issued by the Regulator:

7.6.1 Directorships, including non-executive directorships held in private companies or PLCs (with the exception of those of dormant companies);

7.6.2 ownership, part-ownership or Directorship of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS;

7.6.3 majority or controlling shareholdings in organisations likely or possibly seeking to do business with the NHS;

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

7.6.5 any connection with a voluntary or other organisation contracting for NHS services or commissioning NHS services;

7.6.6 any connection with an organisation, entity or company considering entering into or having entered into a financial agreement with the Trust, including but not limited to, lenders or banks;

7.6.7 any other commercial interest in the decision before the meeting.

7.7 Any travelling or other expenses or allowances payable to a director in accordance with the constitution shall not be treated as a pecuniary interest.

7.8 Members of the Board of Directors of companies likely or possibly seeking to do business with the NHS should be published in the annual report. The information should be kept up to date for inclusion in succeeding annual reports.

7.9 A director shall be treated as having indirectly a pecuniary interest in a contract, proposed contract or other matter, if:

7.9.1 they, or a nominee of theirs, is a director of a company or other body, not being a public body, with which the contract was made or is proposed to be made, or which has a direct pecuniary interest in the other matter under consideration; or

7.9.2 they are a partner of or is in the employment of a person with whom the contract was made or is proposed to be made or who has a direct pecuniary interest in the other matter under consideration.

7.10 A director shall not be treated as having a pecuniary interest in any contract, proposed contract or other matter by reason only:

7.10.1 of their membership of a company or other body, if they have no beneficial interest in any securities of that company or other body; or

7.10.2 of an interest in any company, body or person with which they are connected which is so remote or insignificant that it cannot reasonably be regarded as likely to influence a director in the consideration or discussion of or in voting on, any question with respect to that contract or matter.

7.11. Where a director:

7.11.1 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

7.11.2 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

7.11.3 if the share capital is of more than one class, the total nominal value of shares of any one class in which they have a beneficial interest does not exceed one-hundredth of the total issued share capital of that class,

the director shall not be prohibited from taking part in the consideration or discussion of the contract or other matter or from voting on any question with respect to it, without prejudice however to their duty to disclose their interest.

7.12 In the case of persons living together the interest of one partner or spouse shall, if known to the other, be deemed for the purposes of the constitution and the SOs to be also an interest of the other.

7.13. If directors have any doubt about the relevance or materiality of an interest, this should be discussed with the Chair or Company Secretary. Influence rather than the immediacy of the relationship is more important in assessing the relevance of an interest. The interests of partners in professional partnerships should also be considered.

7.14. Any remuneration, compensation or allowances payable to a director by virtue of paragraph 18 of Schedule 7 of the 2006 Act shall not be treated as a pecuniary interest for the purpose of this SO.

7.15. SO7 applies to any committee, sub-committee of the Board of Directors and applies to any member of any such committee or sub-committee (whether or not they are also a director).

7.16 Register of Interests

7.16.1 The Register of Interests shall contain the names of each director, whether they have declared any interests and, if so, the interests declared in accordance with the constitution or these SOs.

7.16.2 It is the obligation of the Director to inform the Company Secretary in writing within seven clear days of becoming aware of the existence of a relevant or material interest. The Company Secretary must amend the appropriate Register of Interests upon receipt of new or amended information as soon as is practical and, in any event, within fourteen clear days.

7.16.3 The Register of Interests will be available to the public and the Chief Executive will take reasonable steps to bring the existence of the Register of Interests to the attention of the local population and to publicise arrangements for viewing it. Copies or extracts of the Register of Interests must be provided to members free of charge and within a reasonable time period of the request. A reasonable charge may be imposed on non-members for copies or extracts of the Register of Interests

7.16.4 The details of directors' interests recorded in the Register of Interests will be kept up to date by means of a regular review as necessary of the Register of Interests by the Company Secretary during which any changes of interests recently declared will be incorporated.

8. Standards of Business Conduct Policy

8.1 Policy

8.1.1 Directors and officers should comply with the Code of Governance for NHS Provider Trusts, the Trust Code of Conduct and any guidance and/or best practice advice issued by the Regulator. This section of SOs should be read in conjunction with these documents.

8.2 Interest of Directors and Employees in Contracts

8.2.1 If it comes to the knowledge of a director or an officer of the Trust that a contract in which they have any pecuniary interest not being a contract to which they themselves are a party, has been, or is proposed to be, entered into by the Trust they shall, at once, give notice in writing to the Chief Executive or Company Secretary of the fact that they are interested therein. In the case of persons living together as partners, the interest of one partner shall, if known to the other, be deemed to be also the interest of that partner.

8.2.2 A director or officer must also declare to the Chief Executive or Company Secretary any other employment or business or other relationship of theirs, or of a cohabiting spouse or partner, that conflicts, or might reasonably be predicted could conflict with

the interests of the Trust in accordance with SO 7. The Trust shall require such interests to be recorded in the Register of Directors interests.

8.3. Canvassing of, and Recommendations by**,** Directors in Relation to Appointments

8.3.1 Canvassing of directors or members of any committee of the Board of Directors directly or indirectly for any appointment under the Trust shall disqualify the candidate for such appointment. The contents of this paragraph of these SOs shall be included in application forms or otherwise brought to the attention of candidates.

8.3.2 A director of the Board of Directors shall not solicit for any person any appointment under the Trust or recommend any person for such appointment: but this paragraph of this SO shall not preclude a director from giving written testimonial of a candidate's ability, experience or character for submission to the Trust in relation to any appointment.

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

8.4. Relatives of Directors or Officers

8.4.1 Candidates for any staff appointment shall when making an application disclose in writing whether they are related to any director or the holder of any office under the Trust. Failure to disclose such a relationship shall disqualify a candidate and, if appointed, render them liable to instant dismissal.

8.4.2 The directors and every member and officer of the Trust shall disclose to the Chief Executive any relationship between themself and a candidate of whose candidature that member or officer is aware. It shall be the duty of the Chief Executive to report to the Trust any such disclosure made.

8.4.3 On appointment, directors (and prior to acceptance of an appointment in the case of executive directors) should disclose to the Board of Directors whether they are related to any other member of the Board of Directors or holder of any office in the Trust.

8.4.4 Where the relationship to an officer or another director of the Trust is disclosed, SO 8 shall apply.

8.5. External Consultants

8.5.1 SO 7 and SO 8 will apply equally to all external consultants or other agents acting on behalf of the Trust. The Trust's Scheme of Delegation should be adhered to at all times.

9. Custody of Seal and Sealing of Documents

9.1 Custody of Seal

9.1.1 The common seal of the Trust shall be kept by the Company Secretary in a safe at Trust Headquarters. The seal shall only be released from the safe to enable it to be affixed to a document in accordance with these Standing Orders.

9.2 Sealing of Documents

9.2.1 The common seal of the Trust shall not be fixed to any documents unless the sealing has been authorised by a resolution of the Board of Directors or of a committee, thereof or where the Board of Directors has delegated its powers.

9.2.2 Where it is necessary that a document shall be sealed the seal shall be affixed in the presence of two directors or a director and the Secretary duly authorised by the Chief Executive and not also from the originating department and shall be attested by them.

9.2.3 Before any building, engineering, property or capital document is sealed it must be approved and signed by the Chief Finance Officer (or an Officer nominated by them) and authorised and countersigned by the Chief Executive (or an Officer nominated by them who shall not be within the originating Directorate).

9.3 Register of Sealing

9.3.1 An entry of every sealing shall be made and numbered consecutively in a book provided for that purpose and shall be signed by the persons who shall have approved and authorised the document and those who attested the seal. A report of all sealing shall be made to the Board of Directors at least annually (The report shall contain details of the seal number, the description of the document and date of sealing).

9.3.2 Every contract for building and engineering works, which exceeds the sum of £250,000 shall be executed under the common seal of the Trust.

9.3.3 The officer responsible for the register of the opening of tender/quotation envelopes shall retain this under secure custody and will make it readily available to external and internal audit for inspection as required.

9.3.4 Trust officers issuing and receiving the tender/quotation documents shall retain those documents and envelopes under secure custody, for the following periods:

i) for documents under seal, 12 years; and

ii) for documents under hand, 6 years.

10. Signature of Documents

10.1 Where the signature of any document will be a necessary step in legal proceedings involving the Trust, it shall be signed by the Chief Executive, unless any enactment otherwise requires or authorises, or the Board of Directors shall have given the necessary authority to some other person for the purpose of such proceedings.

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

11. Miscellaneous

11.1 Standing Orders to be given to members and officers

11.1.1 It is the duty of the Chief Executive to ensure that existing directors and officers and all new appointees are notified of and understand their responsibilities within Standing Orders and SFIs. Updated copies shall be issued to Officers designated by the Chief Executive. New designated Officers shall be informed in writing and shall receive copies, where appropriate, of SOs.

11.2 Documents having the standing of Standing Orders, Standing Financial Instructions and the Scheme of Delegation shall have the effect as if incorporated into SOs.

11.3 Standing Orders shall be reviewed annually by the Trust. The requirement for review extends to all documents having the effect as if incorporated in SOs.

ANNEX 9: 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)~~(unless exceptional circumstances apply, in which case the Chair shall decide in consultation with the Lead Governor).

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 they think 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' 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, by e-mail, so as to be available to them at least three clear days before the meeting.

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.

7.1.1 In extremis ~~(*see para 16.5*)~~(for example, where the meeting is held virtually), the Chair may decide to review the terms of the meeting.

7.2 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 any question may be recorded to show how each member present voted or abstained.

8.6 If a member so requests, their 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.

9.4 Minutes shall be made available to the public in draft (interim Council of Governors 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 their 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 proceeds 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

Report				
Meeting Title:	**Council of Governors**		**Meeting Date:**	12 November 2026
Report Title/ Ref:	**Appointment of Council of Governors Nominations and Remuneration Committee**			
Executive Sponsors:	Mark Bailey, Trust Chair			
Authors:	Brenda Thomas, Interim Company Secretary			
Appendices:	Appendix 1: Nomination and voting process			
Purpose of the report	~~Assurance~~	**Decision**	~~Information~~	~~Discussion~~
Impacts on Strategic Risks (BAF 1-7)	Not applicable.			
For decision papers only: Is this in line with Current risk appetite N/A	Highlight **only** where this report is outside of the Board Risk Appetite and a decision is requested			

None	Minimal	Cautious	Open	Seek	Significant

Executive Summary – Key messages and Issues

Purpose

This paper asks the Council of Governors to note that the Constitution makes it responsible for appointing its Nominations and Remuneration Committee (the Committee), and to agree how the appointments will be made. Governors will be invited to nominate themselves and then to vote. The results will be shared once the voting concludes, and the Council will formally appoint the members at an extraordinary meeting.

What the Constitution requires

Paragraph 28.7 requires the Council of Governors to establish a committee of its members, the Nominations and Remuneration Committee, to discharge the functions in paragraphs 28.8 to 28.11 relating to the appointment of the Chair and non-executive directors. Under paragraph 28.8.4 the members of the Committee are appointed by the Council of Governors. Membership is fixed; it is not decided afresh for each meeting. The Standing Orders for the Council (Annex 7, SO 5) give the Council the power to appoint committees of governors (SO 5.1), to decide their terms of reference (SO 5.5) and to approve the appointments to them (SO 5.8).

The Committee's functions are to:

- set the criteria and process for selecting candidates for Chair and non-executive director;
- recommend any first re-appointment; run open competitions where needed;
- monitor the performance of the Chair and non-executive directors; and
- recommend their remuneration, allowances and terms (paragraph 28.9).

The Committee only makes recommendations. The Council decides appointments at a general meeting (paragraph 28.10) and will consider only nominations made by the Committee (paragraph 28.11).

Make-up of the Committee

Paragraph 28.8 of the Constitution states that the Committee shall have no more than seven members, comprising at least:

- three Public Governors (paragraph 28.8.1);
- one Staff Governor (paragraph 28.8.2); and
- the Chair of the Trust, except where the Chair's own performance or remuneration is being considered, when the Senior Independent Director takes the Chair's place (paragraph 28.8.3).

The Chair's seat is held by right.
The Constitution allows further members up to the maximum of seven.

Proposed process (detail at Appendix 1)

- The Company Secretary invites all governors to nominate themselves for the Committee by a specified date.
- Once nominations close, governors are asked to vote. Where a category is not contested, no vote is needed for that category.
- The results are shared with all governors once the voting concludes.
- The Council then formally appoints the members at an extraordinary meeting at a specified date with the Council's approval of the terms of reference and a reserve list (SO 5.5 and SO 5.8) where a meeting would otherwise be inquorate.

The Standing Orders allow an electronic vote outside a meeting only in exceptional circumstances (SO 3.18), and a governor can vote at a meeting only if they have made the declaration required by SO 3.11.1 within the seven clear days before it. Holding the formal appointment at an extraordinary meeting keeps the process within the Standing Orders. The Company Secretary may call a meeting at any time (SO 3.2.2), with notice to governors at least seven days before (SO 3.3.1).

Timing

The appointments follow the Council's ratification of the revised Constitution and take effect from the extraordinary meeting. In the event an extraordinary Council of Governors Nominations and Remuneration Committee meeting is required before the process concludes, the existing implicit Committee arrangements will continue until then - which is that all available members of the Council of Governors will attend the meeting.

Next Steps

Subject to the Council's agreement, the Company Secretary issues the invitation to nominate, runs the vote and shares the results, and the extraordinary Council of Governors meeting formally appoints the members.

Recommendations

The Council of Governors is asked to:

a) Note paragraphs 28.7 to 28.11 of the Constitution and SO 5 of the Council of Governors Standing Orders, and that the Council is responsible for appointing the Council of Governors Nominations and Remuneration Committee.
b) Approve the nomination and voting process at Appendix 1.
c) Agree to an extraordinary meeting of the Council to appoint the members formally, and to consider the draft terms of reference of the Council of Governors Nominations and Remuneration Committee.

Healthier together – delivering exceptional care for all	
Patients	Indirect: governor involvement in appointing and monitoring the Chair and non-executive directors supports effective Board leadership.
People	Gives Public and Staff Governors a defined role in the Committee and in these appointments.
Partnerships	None identified.
Pounds	No direct cost. Costs arise only when a recruitment process starts; outside advisers need the Board's advance agreement (SO 5.7).
Health Inequalities	None identified.
Legal/ Regulation:	National Health Service Act 2006, Schedule 7; Trust Constitution paragraphs 28.7 to 28.11; Council of Governors Standing Orders SO 3.11, SO 3.17 and SO 5 (Annex 7); NHS Provider Code of Governance.
Partner ICB strategies	None identified.
Assurance Route	
Previously considered by - including date:	Not applicable. The Constitution requirement is in paragraphs 28.7 to 28.11, which the Board approved on 3 November 2026, and the Council is asked to ratify.
Any outcomes/next steps / time scales	As per the process detailed in Appendix 1.

Appendix 1 - Nomination and voting process

Draft for approval by the Council of Governors. It follows the approach in Annex 7, paragraphs 4.7 to 4.10 (election of the Lead Governor and Deputy Lead Governor).

1. Nominations

1.1 The Company Secretary writes to all governors on 13 November 2026 inviting them to nominate themselves for the Committee. Seats to be filled (at least): three Public Governors and one Staff Governor and any further seats the Council decides to fill, for example a partner governor, up to a maximum of seven, including the chair.

1.2 Any Public Governor may stand for a Public Governor seat, and any Staff Governor for the Staff Governor seat. Candidates must be in office and not disqualified.

1.3 Nominations are made in writing by the candidate and returned to the Company Secretary by noon on 20 November 2026 (cf. Annex 7, paragraph 4.7). A candidate may add a short supporting statement.

1.4 The Company Secretary confirms the candidates are eligible and sends the list and any statements to all governors by 23 November.

2. Voting

2.1 Where a category has no more candidates than seats, there is no vote for it. The nominees go forward for appointment at the extraordinary meeting.

2.2 Where a category is contested, the Company Secretary sends every governor entitled to vote a ballot for that category by electronic means, to be returned by 30 November.
Public Governor seats: each voter may vote for up to three candidates. Staff Governor seat: each voter may vote for one candidate.

2.3 All governors entitled to vote may vote in each ballot, as in the election of the Lead Governor. Staff Governors and appointed governors may vote in the Public Governor ballot, and vice versa.

2.4 The Company Secretary count the votes. The candidates with the most votes are elected: the top three Public Governors and the top Staff Governor.

2.5 If there is a tie for the last seat, a draw takes place, overseen by the Company Secretary (cf. Annex 7, paragraph 4.9).

3. Results

3.1 The results are shared with all governors once the voting concludes (cf. Annex 7, paragraph 4.10).

3.2 Candidates who were not elected form the reserve list, in order of votes.

4. Appointment at the extraordinary meeting

4.1 The Company Secretary calls an extraordinary meeting of the Council on or after 8 December (SO 3.2.2), with notice at least seven days before (SO 3.3.1). The meeting must be quorate: at least one third of governors present, with a majority of those present being Public Governors (SO 3.17.1).

4.2 The Council resolves to appoint the elected governors as members of the Committee (SO 5.8), by a majority of governors present and voting (SO 3.11.2).

4.3 The Council to confirm members' term on the committee - whether until the end of their term as governors, or until they resign from the Committee, or provide a specific time.

4.3 The Council approves the terms of reference (SO 5.5) and the reserve list. The reserve list is for use under paragraph 28.8.4 where a meeting of the Committee would otherwise be inquorate.

5. After the meeting

5.1 The Company Secretary records the members, the reserve list and the date of appointment.

5.2 A member who ceases to be a governor ceases to be a member of the Committee. The Council fills the vacancy at its next meeting, or from the reserve list if it so resolves.

5.3 If a committee meeting would otherwise be inquorate, the Company Secretary invites the next person on the reserve list. That person counts towards the quorum for that meeting only (paragraph 28.8.4).

The timetable depends on the Council approving the process on 12 November. If it does not, the dates will be revised.

Summary of timetable

Step	Date	Comment
Council meeting agrees the process	Thu 12 November	Needs to happen first.
Company Secretary writes to all governors, nominations invited	Fri 13 November	The day after the meeting, which works.
Nominations close	Fri 20 November	A week for governors to respond, and no minimum is set in the Standing Orders.
Candidate list and ballots sent	Mon 23 November	The weekend gives time to check eligibility.
Votes returned	Mon 30 November	A week to vote.
Results shared, notice of extraordinary meeting sent	Mon 30 November or Tue 1 December	Notice must reach governors at least 7 days before the meeting (SO 3.3.1).
Extraordinary meeting	On or after Tue 8 December	If notice goes on 30 November, 7 December is exactly seven days. 8 December or later is safer.

Doncaster and Bassetlaw Teaching Hospitals
NHS Foundation Trust

Report				
Meeting Title:	**Council of Governors**		**Meeting Date:**	12 November 2026
Report Title/ Ref:	**Lead Governor and Deputy Lead Governor Election 2026 - Outcome**			
Executive Sponsor:	Mark Bailey, Interim Trust Chair			
Author:	Brenda Thomas, Interim Company Secretary			
Appendices:	None			
Purpose of the report	~~Assurance~~	~~Decision required~~	**Information**	~~Discussion~~
Impacts on Strategic Risks (BAF 1-7)	No direct impact on BAF risks 1-7. Having a Lead Governor and Deputy in post supports the effective functioning of the Council of Governors and the Trust's well-led arrangements.			

Executive Summary - Key messages and Issues

Purpose

This report formally announces to the Council of Governors the outcome of the 2026 election for Lead Governor and Deputy Lead Governor. It sets out the process followed, the results, how the process aligns with the Constitution, and the next steps.

Governors were notified of the results by email on 5 October 2026; however, Annex 7 (section 4) of the Constitution requires the result of the ballot to be announced at the meeting of the Council. This is the first ordinary meeting of the Council since the results were declared; the extraordinary meeting held on 12 October 2026 was convened solely to consider the Chair arrangements. Reporting the outcome here ensures the appointments are properly announced and recorded in the minutes.

Background

Every NHS foundation trust must have a Lead Governor (NHS England, Code of Governance for NHS Provider Trusts, Appendix B). The Lead Governor's statutory role is limited: to act as a point of contact between NHS England and the Council where normal channels (usually the Chair or Company Secretary) are not appropriate, and to preside at Council meetings where the Chair and Deputy Chair cannot.

The Constitution also provides for a Deputy Lead Governor, who supports the Lead Governor and acts for them when they are unavailable. Governors should raise comments or concerns with the Lead Governor in the first instance, and with the Deputy only when the Lead Governor is unavailable. The Council as a whole, not any individual governor, holds the statutory responsibilities of governors.

Process followed

The election was administered by the Trust Board Office on behalf of the Council, to this timetable:

Stage	Date
Notice of election and expressions of interest open	Monday 7 September 2026
Closing date for expressions of interest	Friday 18 September 2026, 5.00 pm
Candidate statements circulated to all governors	Monday 21 September 2026
Online voting open	21 - 30 September 2026
Declaration of results	Monday 5 October 2026

- Candidates had to be Public or Partner Governors, in line with the Constitution. Each confirmed their eligibility, that they had read the role description, and any conflicts of interest.
- Each candidate submitted a supporting statement of up to 250 words per role. Governors could stand for both roles, as the Constitution permits. All statements were circulated to every governor before voting opened.
- Both roles were contested, so a secret (anonymous) online ballot was held, with each governor having one vote for each contested role. The candidate with the most votes for each role is appointed.
- A tie would have been settled by a draw overseen by the Company Secretary; this was not needed.

Results

16 votes were cast in each ballot, out of 20 governors eligible to vote (a turnout of 80%).

Lead Governor

Candidate	Votes	Share of votes cast
Yetunde Elebuibon - elected	**10**	**62.5%**
Matt Schofield	6	37.5%
Total	16	100%

Deputy Lead Governor

Candidate	Votes	Share of votes cast
Sheila Walsh - elected	**11**	**68.75%**
Matt Schofield	3	18.75%
Yetunde Elebuibon	2	12.5%
Total	16	100%

Each successful candidate secured a clear majority of the votes cast.

Term of office

Under Annex 7 (section 4) of the Constitution, the Lead Governor and Deputy Lead Governor hold office for three years, from 5 October 2026, provided they continue to hold their governor seat. They may seek re-election for a further three-year period. Under Annex 5, a Lead Governor who ceases to be a Governor or Member is no longer eligible to serve, and the Council may end the Lead Governor's term by a majority of at least 75% of governors present and voting. Both roles are unremunerated; reasonable expenses are reimbursed in line with Trust policy.

Alignment with the Constitution

The election was run in line with the substance of the Constitution: open to eligible Public and Partner Governors, nominations in writing to the Company Secretary, a secret ballot with one vote per governor per contested role, appointment by largest number of votes, and a draw in the event of a tie.

Next steps

- Tailored induction for both post-holders, as set out in the role description.
- Regular informal meetings between the Chair and the Lead and Deputy Lead Governors.
- Notify NHS England of the Lead Governor's name and contact details.
- Update the Trust website, governor portal and Council membership list.
- Reflect the appointments in the governance section of the 2026/27 Annual Report.

Recommendations
The Council of Governors is asked to: a) **receive** the announcement of the result of the ballot, in line with Annex 7 of the Constitution; b) **note** the process followed for the election; c) **note** the appointment of **Yetunde Elebuibon as Lead Governor** and **Sheila Walsh as Deputy Lead Governor** for an initial period of three years from 5 October 2026, provided they continue to hold their governor seat; and e) **record its thanks** to all candidates who put themselves forward.

Healthier together - delivering exceptional care for all	
Patients	No direct impact.
People	Supports governors to represent members and the public and to hold the non-executive directors to account.
Partnerships	The Lead and Deputy Lead Governors work with governors across the Integrated Care System to share best practice.
Pounds	None. Both roles are unremunerated; reasonable expenses are met from existing budgets.
Health Inequalities	No direct impact. The election was open to all eligible governors, with optional anonymous equality monitoring for candidates.
Legal/ Regulation:	NHS England, Code of Governance for NHS Provider Trusts (Appendix B); Trust Constitution, Annex 5 and Annex 7 (section 4).
Partner ICB strategies	Not applicable.
Assurance Route	
Previously considered by - including date:	Results notified to governors by email on 5 October 2026.
Any outcomes/next steps / time scales	Induction of post-holders; NHS England notified; Website and portal updated.
Is this in line with Current risk appetite **N/A**	Highlight **only** where this report is outside of the Board Risk Appetite below.

None	Minimal	Cautious	Open	Seek	Significant



NHS
Doncaster and Bassetlaw Teaching Hospitals
NHS Foundation Trust

Council of Governors

November 2026



Michael Wright

Interim Deputy Chief Executive

Our Trust vision

Healthier Together – Delivering Exceptional Care for All.

Each update in Team Brief is part of a **golden thread** – connecting our vision, priorities and ambitions, underpinned by our **We Care values** and lived through **The DBTH Way**.

We care

The DBTH Way

Our Strategic Priorities

Patients

We deliver safe, exceptional, person-centred care.

People

We are supportive, positive and welcoming.

Partnerships

We work together to enhance our services with clear goals for our communities.

Pounds

We are efficient and spend public money wisely.

Our Strategic Ambitions

Provide the best care environments

We are improving care spaces by modernising facilities, enhancing community care, and reducing pressure on DRI, with a focus on funding, safety, and service integration.

Tackling health inequalities

We prioritise health equity through prevention, partnerships, training and targeted support for underserved communities.

Becoming a leading centre for research and education

We aim to enhance patient care, expand student placements, invest in facilities, and grow clinical trials and funding.

Becoming a digitally enabled and mature organisation

Intergrating technology and innovation to improve care, enhance support for colleagues and improve efficiency through an electronic patient record, AI and shared records.



Explore our **strategy and values,** visit: https://extranet.dbth.nhs.uk/dbth/



General updates

Chief Executive appointment: Dr Richard Jenkins has joined DBTH as Interim Chief Executive, alongside his existing Chief Executive roles at Barnsley and Rotherham. Each Trust remains independent, with opportunities to work more closely where this benefits patients and services.

Executive support: Michael Wright has joined DBTH on an interim basis as Deputy Chief Executive, providing additional senior leadership support during this period transition. Recruitment for the soon-to-be vacant Deputy Chief Executive and Chief People Officer posts has taken place, with successful candidates expected to join in early 2027.

Children's Services: Services at Doncaster Royal Infirmary and Bassetlaw Hospital have been rated "**Good**" by the Care Quality Commission across all five assessment areas.

Industrial action: Consultants have voted to take industrial action. Preparations for the forthcoming strike will focus on maintaining safe care and minimising disruption to patients.

National NHS standards: New NHS Staff Standards and the Leadership and Management Framework set clearer expectations for colleague experience and management. We are building these into our existing culture and leadership work.

Winter preparedness: DBTH has joined NHS England's Discharge Improvement Programme to strengthen patient flow and reduce delays, alongside our seasonal flu vaccination campaign.

Quality and experience

Responding to concerns: Complaint responses remain too slow. In September, only 35% met the agreed 40-day timeframe and 48% met the 60-day timeframe. Weekly oversight and recovery plans are strengthening accountability, reducing backlogs and helping ensure patients and families receive timely answers.

Maternity safety: Our assessment against the national maternity and neonatal improvement plan shows progress, with further work needed on triage facilities, performance monitoring and understanding inequalities. Improvement plans are in place, with continued scrutiny through the Quality Committee and Board.

Speaking up for safety: Martha's Rule launched in the summer, giving patients, families and carers a clear route to request a rapid clinical review if they are concerned about deterioration. We are continuing to embed the process, evaluate its use and strengthen evidence of its implementation within maternity and neonatal services.

Making services accessible: Our new AccessAble guides provide practical information on entrances, parking, toilets and other facilities, helping people prepare for visits and reducing uncertainty. Patient Safety Partners and community engagement events are also helping shape improvements, including interpreter services and accessibility.



National Inpatient Survey

Overall positive score

#35

league table ranking out of 64 organisations

Our Trust is ranked **#35 out of 64** in the league table for overall positive score in the Adult Inpatient Survey 2025 (with Picker).

Our 2025 results: headline measures

Q44 Treated with kindness and compassion

98%

Same as Picker average (98%)

Q45 Treated with respect and dignity overall

99%

Higher than Picker average (98%)

Q46 Rated overall experience as 7/10 or more

85%

Higher than Picker average (83%)

Historical performance

Trust score by year

Question		2021	2022	2023	2024	2025	Picker average
Q44	Treated with kindness and compassion	-	-	98%	98%	**98%**	98%
Q45	Treated with respect and dignity overall	97%	98%	98%	97%	**99%**	98%
Q46	Rated overall experience as 7/10 or more	81%	80%	82%	84%	**85%**	83%

What this tells us

1. Patients continue to rate compassion very highly.
2. Respect and dignity improved to 99%.
3. Overall experience improved to 85%, above the Picker average.

Areas to improve

The survey also highlights some **areas** where we need to do better.

- Communication while patients wait for planned procedures
- Clearer information about Virtual Ward care
- Support and information when leaving hospital
- Medicines, dietary needs and who to contact after discharge

National Urgent and Emergency Care Survey

79%
Overall A&E experience

Up from 71% in 2024 and significantly above the national average of 71%.

90%
Spent under 12 hours in A&E

Significantly higher than the national average.

11th out of 56

Our Trust ranked 11th out of 56 Trusts that took part in the survey (based on overall positive score).

No survey questions

significantly worse than comparator organisations (for the questions reported).

What patients value most

93%	93%	94%	92%	90%
Treated with dignity and respect	Confidence and trust in doctors and nurses	Doctors and nurses listened	Involved in decisions about care	Spent under 12 hours in A&E

Improved since 2024

30% → 42%	64% → 73%	71% → 79%	85% → 90%
Kept updated on waiting times	Staff discussed potential further care	Overall A&E experience	Understanding test results

Areas to improve

24%	42%	76%	76%
Mental health needs considered	Updated about waiting times	Discussed anxieties and fears	Support with pre-existing medication

Site highlights

Bassetlaw Hospital

- Overall A&E experience: **84%**
- Under 12-hour stay: **97%**
- Felt safe in A&E: **98%**
- Information to care for condition at home: **78%**

Doncaster Royal Infirmary

- Privacy at reception: **94%**
- Involvement in care decisions: **93%**
- Ability to care for condition at home: **98%**

Cancer Patient Experience Survey

526 eligible patients

250 responded to the survey

47.5% response rate
Down 4.4 percentage points from 2024 and 11.0 points from 2022.

98% Helpful advice from main contact person
Above expected range

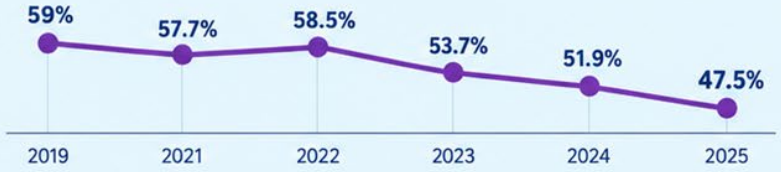
86% Able to discuss worries and fears
Outpatient / day case care

What patients told us

- **98%** Helpful advice from main contact person
- **90%** Treated with respect and dignity in hospital
- **88%** Found it easy to contact their main contact person
- **86%** Able to discuss worries and fears with staff while being treated as an outpatient or day case
- **85%** Whole care team worked well together

Patients consistently value compassionate staff, helpful support from their main contact person, and care that feels respectful and joined up.

Response rate trend



The response rate has declined by 4.4 percentage points since 2024 and by 11.0 points since 2022. We need to understand barriers to participation and improve representation in future surveys.

Areas to improve

- **89%** Received all the information needed about the diagnostic test in advance
- **85%** Said the whole care team worked well together
- **60%** Given enough information about the possibility and signs of cancer coming back or spreading
- **39%** Received the help or support needed from their GP practice since diagnosis

These remain important opportunities for improvement across the pathway.

Our overall position

AMBER
Strong, compassionate care, but recurrent pathway and system issues remain.

What this means

- Build on what is working well.
- Continue to address communication, coordination and aftercare themes.
- Update and strengthen our existing Cancer Patient Experience Action Plan.

Patients consistently value the people caring for them, with strong feedback about compassion, professionalism and support. There are, however, important opportunities to improve information, coordination and aftercare across the pathway.

Note: Information Embargoed until later in the year



Our people

Listening to colleagues: At the time of writing, 40% of colleagues have completed the NHS Staff Survey. We are encouraging everyone to take part before it closes on 27 November, helping shape improvements locally and across the Trust.

Supporting our managers: Our newly launched **ACE at DBTH** programme brings together practical guidance, learning and resources to help managers lead with confidence. It forms part of our wider culture and leadership work and supports the new national NHS standards.

Culture and leadership: Through the DBTH Way and Line in the Sand, we are strengthening collaborative working, personal accountability and confidence to speak up for patient safety.

Celebrating colleagues: Our Star Awards brought together more than 400 attendees following over 500 nominations, recognising outstanding contributions to patient care, teamwork, teaching and improvement.

Protecting colleagues this winter: Around 35% of all colleagues have come forward for their flu vaccination. Clinics and visits to wards and departments continue throughout November, helping protect patients, colleagues and services.

Supporting colleagues through change: Turnaround and Reset require clear communication, visible leadership and opportunities to raise questions and concerns. Proposed changes are assessed for their impact on colleagues, safe staffing and quality of care.

Operations

Urgent and Emergency Care: In September, 73.3% of patients were seen within four hours against a 76% trajectory. Average ambulance handover time was 18 minutes, better than the 20-minute plan. A new improvement programme launches in November, focusing on timely decisions, patient flow and reducing delays, particularly at DRI.

Planned care: 63.9% of patients were waiting under 18 weeks against a 67.1% trajectory, with 1,467 waiting more than a year. Trauma and Orthopaedics and ENT account for most of the longest waits, with targeted recovery plans and weekly oversight in place.

Cancer: Performance remains ahead of plan across all three key standards: faster diagnosis, treatment within 31 days of a decision to treat, and treatment within 62 days of referral.

Diagnostics: 75.3% of patients received their test within six weeks against an 82.4% trajectory. MRI and Audiology account for most longer waits. Seven-day MRI working and additional children's Audiology capacity are supporting recovery towards December.

Care closer to home: New kidney transplant assessment and Epilepsy in Pregnancy clinics at DRI are improving local access to specialist care through partnership working.

Winter preparedness: Our focus is on helping patients move safely through hospital and return home with appropriate support. Participation in NHS England's Discharge Improvement Programme is strengthening patient tracking and action to address delays.

Looking ahead: Our priority is to turn improvement plans into sustained reductions in waits across all sites, while maintaining safe care and supporting colleagues through winter.



NHS Oversight Framework Q1 2026/27

Average score
2.70
Below average and/or financial deficit
Likely range: 2.33 to 3.05

Financial deficit
Yes

Overall segment
3
Below average and/or financial deficit
Capped due to financial deficit

Capability rating
Amber/Red

Provider rank
106
out of 134 providers
Likely range: 58 to 130

Domain quartiles

Access to services — 3 — Third-highest-scoring 25%

Patient safety — 3 — Third-highest-scoring 25%

Finance, productivity and innovation — 4 — Lowest-scoring 25%

People — 3 — Third-highest-scoring 25%

Experience of care — 3 — Third-highest-scoring 25%

Effectiveness of care and population health — 4 — Lowest-scoring 25%

Position compared with providers



Each dot represents one provider. Our Trust is highlighted.

What this tells us

1. Our Trust is in Segment 3 for Q1 2026/27.
2. The average score is 2.70, placing the Trust 106th of 134 providers.
3. Most domains sit in Quartile 3, with Finance, productivity and innovation and Effectiveness of care and population health in Quartile 4.
4. The overall segment is capped due to financial deficit status.



Finances

We are efficient and spend public money wisely.

Year-to-date position: At Month 6, the Trust reported an £11.5 million deficit, £9 million behind plan. This reflects a shortfall in savings and £3.9 million of deficit support funding not yet recognised.

Efficiency delivery: £12.7 million of savings have been delivered, £6.9 million below plan. Against the £46.3 million annual requirement, the current forecast allowing for delivery risks is £30.6 million.

Underlying position: The underlying annual deficit is estimated at £50.5 million, compared with our planned year-end position of £10.1 million. Closing this gap requires lasting improvements in how we organise services and use resources.

Turnaround: Tighter controls on spending, recruitment and temporary staffing are in place, supported by weekly Executive oversight. This immediate work sits alongside the longer-term changes within Reset.

Protecting care: Proposed changes are assessed for their impact on patient safety, quality and colleagues. Financial improvement must support safe, sustainable services.

Looking ahead: We need to accelerate recurring savings, address gaps in delivery and strengthen accountability so that improvements last beyond this financial year.



Mark Bailey

Chair of the Board



Update from the Chair

Our Governors and members: Thank you to our outgoing Governors for their service, and welcome to those joining us. Our Annual Members' Meeting on 23 September reinforced the importance of an open discussion about our achievements, the challenges we face and what matters to our communities.

Supporting Governors in their role: Our engagement and briefing plans will give Governor's opportunities to understand and question proposed changes, hold Non-Executive Directors to account and bring the views of members into discussions throughout Turnaround and Reset.

Board leadership and continuity: Richard Jenkins, Michael Wright and Nadeem Murtaza bring valuable experience to our Board. I have also agreed to continue as Interim Chair for a further six months, providing continuity while arrangements to appoint a substantive Chair progress.

Facing our challenges: Our financial position and delays in access to care require sustained action. The Board must provide clear direction, challenge where progress falls short and help resolve barriers, while ensuring decisions protect patient safety and quality.

Working together for better care: Closer relationships with RDaSH and neighbouring trusts are creating opportunities to share expertise and improve patient pathways. Discussions with Doncaster's Mayor and Council Chief Executive also connect the future of DRI and Health on the High Street with the city's wider regeneration.

Leading through change: Our Three-Year Plan remains the foundation for lasting improvement. My priority is a Board that listens to colleagues and communities, recognises achievement and ensures Turnaround and Reset deliver better care and sustainable services.





Celebrating colleagues: Recognising the talent, care and commitment across DBTH at our Star Awards on 8 October, with more than 400 attendees and over 500 nominations.



Working together for Doncaster: Mayor Ros Jones and Council Chief Executive Damian Allen visit DRI to discuss collaboration, regeneration and Health on the High Street.

#hello my name is…

Yetunde Elebuibon

Lead Governor



www.dbth.nhs.uk

Lead Governor Updates

- Welcome and appreciation.
- Governor engagement and collaboration.
- Community insight: digital inclusion and access.
- Listening priorities and next steps.



#hello my name is…

Kath Smart

Non-executive Director



Audit & Risk Committee (ARC): July & October 2026

Substantial / Significant Assurance

Internal Audit

Progress report including Audit Recommendations closure rate for high & medium risks -100% which remains very positive & evidence of continual improvement, albeit it is early in the year.

Data Security & Protection Toolkit – Low risk/high confidence – This reviewed the Trusts arrangements for data security & data protection in line with the standards required. 4 low risk recommendations were agreed.

Internal Audit Report – SYB Pathology Network Benefit Realisation review – Split opinion with significant assurance on the performance oversight role of STH.

Patient Flow – Internal Audit Actions update – Moderate assurance opinion was assigned, as although progress is positive and 1 recommendation (1/7) has been implemented, risks remain to achievement of the other actions.

Local CounterFraud - Annual Report 25/26 and Quarter 2 26/27 update demonstrated significant assurance in the arrangements for fraud prevention, detection and investigation. The annual standards submission confirmed a Green self-assessment against national standards.

Quarter 3 26/27 demonstrated significant assurance in the arrangements for fraud prevention, detection and investigation. Lower than normal Fraud survey response has resulted in actions to improve for next year and training compliance is being monitored following a small dip

External Audit Report – ISA 260 Audit Results Report

Areas of Audit Focus (5) - No matters to report on any of the 5 identified risks.

Audit differences – EY did not identify any misstatements greater than the £9.75 threshold; Four reclassification misstatements were made; a number of corrections were made.

Control Observations – Control recommendations were followed up from last year (6) & reviewed for this year which resulted in confirmation that 3 have been actioned successfully, 2 new recommendations made, resulting in 5 for Audit Committee to follow up for 26/27. The focus of the recommendations was regarding improvements required to fixed asset accounting; plant, property and equipment recording; and details in the renumeration report complying with requirements.

Annual report & Annual Governance Statement – There are no matters to report

Single Tender Waivers and Losses & Compensations reports – These were agreed to provide significant assurance. Additional helpful benchmarking information from 360 Assurance gave additional insight, including a request to look a trends and themes.

Risk Management, the Board Assurance Framework & Risk Management Annual Report – July's report was given significant assurance following the recent positive Internal Audit report. The reports demonstrated ongoing evidenced improvements in the management, monitoring and mitigation of risks.

The October report was given significant assurance with some clear actions agreed in relation to overdue actions; cross referencing to Reset challenge/ delivery and People Committee review next week in relation to Culture work. Key message to BAF owners in understanding the actions which are overdue and updating in a timely way.

Audit & Risk Committee (ARC): July & October 2026

Substantial / Significant Assurance C'td

Emergency Planning Resilience and Response (EPRR) Annual Report - ARC took significant assurance from the update in relation to the Trusts arrangements for EPRR and improvements made to resource allocation; training; documentation; business continuity; evaluation and communications.

Emergency Planning Resilience and Response (EPRR) Assurance Statement - ARC took significant assurance from the update, reporting 94% compliance rate in relation to the Trusts arrangements for EPRR (improved from 82% previous year). Validation to be carried out & reported back.

Register of Interest – This presented a significant assurance to the Committee, albeit ARC requested follow-up of a small (4) number of decision makers

SBS System Annual Assurance Statement – A moderate opinion was assigned, as PWC gave an unqualified opinion, with a number of actions which needed progressing with SBS.

Matters of Concern or Key Issues

Internal Audit

Head of Internal Audit Opinion – Moderate. "The final opinion for 25/26 is a moderate opinion that there are areas for improvement in the areas of Governance, Risk Management, and control with some inconsistent application of controls puts the achievement of organisational objectives at risk. Overall, audit opinions from the approved audit plan were largely positive although 2 reviews receive limited assurance opinions relating to data quality and patient flow (with a focus on discharge). The Trust has responded positively to our recommendations with 96% of high & medium risk actions implemented on time. In forming my opinion am required to take account of third party and other sources of assurance. During the year the Trust has been managing a number of issues, in particular its response to 2 externally commissioned reviews undertaken by thevaluecircle – a well-led review and a culture review (The DBTH Way in Action) and the outcome of an unannounced CQC inspection of urgent and emergency care services at DRI. The service remained rated as requires improvement & a Section 29 A Warning notice was issued. External audit have raised a significant weakness in respect of the Trusts VFM arrangements in relation to how the body monitors and ensure appropriate standards, such as meeting legislative requirements. In forming my overall opinion, I have taken these issues into account. Whilst the assurance work completed through the internal audit plan produced largely positive findings, consideration of the wider sources of assurance & organisational context has impacted my overall assessment and contributed to the moderate assurance opinion".

SYB Pathology Network Benefit Realisation review – Split opinion with 'Limited Assurance' for assurance flows within SYBP and to partners. IA concluded that individual governance forums in SYBP largely meet their TOR's, however there were variances in the structures operating in practice, versus those articulated in the Business case. DBTH had previously some performance concerns with SYBP and noted Recommendations should improve the situation.

Audit & Risk Committee (ARC): July & October 2026

Matters of Concern or Key Issues c'td

External Audit report – Value for Money

This followed up on previous work and confirmed a number of areas as satisfactorily concluded. However, the CQC S.29A Warning Notice in relation to the ED inspection has impacted on the "governance" element, with the conclusion that a significant weakness exists in the Trusts arrangements for Governance.

Work Underway / Major Actions Commissioned

Internal Audit Mortality Planned work – Discussion was held regarding a change to the audit terms of reference from data quality to a governance focus, to add more value to the Trusts continued work on Mortality.

Internal Audit – Additional work requested to provide input into the Trusts arrangements for assurance on the Provider License requirements.

Constitution review

ARC requested the Board had oversight of the plans to ensure compliance with para 25.11 "Independence: at least half of the Board (excluding the Chair) are to be independent non-executive directors" (para 25.11 of the Constitution);

Tenure – ARC noted that Board and NHSE will need to note the clarification of NED/ Chair Tenure requirements as outlined in 28.1 and 28.2, and any impact upon Chair/ NED recruitment

Compliance and self assessment on the Code of Governance to be brought back to February's ARC

ARC Terms of Reference in relation to the newly developed Corporate Governance Manual to be reviewed

360 Assurance work on Provider License compliance – Scope to be agreed before February ARC. Agreed this would sit outside of the audit programme have not yet made a declaration of interest

Losses/ Compensations report - Triangulation with a Quality Committee report & recent ED/NED Ward visit identifies ongoing losses with respect to Patient Hearing Aids. ARC requested response on where oversight of new process would be reported into and impact.

Board Assurance Framework – Work to bring BAF 2 to reflect current position to be carried out by next People Committee; Overdue actions to be reviewed by BAF owners and BAF actions review to be completed by Finance Committee actions due to cycle of BAF review

Decisions Made

Standing Financial Instruction & Scheme of Reservation & Delegation – To recommend to the Board of Directors

Risk Management Policy – ARC reviewed and approved the refreshed Risk Management Policy

The Trust Constitution, Standing Financial Instructions; & Scheme of Reservation & Delegation – There were all reviewed and recommended to the Board for approval with additional actions (listed above).

Audit Committee approved the External Quality Assessment for 360 Assurance and will receive the results of the review

Audit Committee supported the re-appointment of 360 Assurance as internal auditors and Counterfraud Plus as the counter-fraud service provider for 2026/27.

#hello my name is…

Stephen Radford

Non-executive Director



Finance & Performance Committee (F&P): July, September & October 2026

Substantial / Significant Assurance

Digital & Data Progress Report - Significant assurance. EPR remains on track with amber RAG status. Digital Enabling Plan deliverables show positive progress. Planned CIO service restructuring may delay parts of the digital strategy.

BAF Risks 4 & 5 and Trust Risk Register - Significant assurance. Estates funding and control-gap updates noted for BAF 4. BAF 5 updates will follow in the next report.

Procurement Enabling Plan 2025-28 - Significant assurance. Positive progress against 69 deliverables. Committee approved changes to the plan.

BAF Risk 7 - Digital/Cyber - Significant assurance. EPR governance progressing. Work continues towards full clinical safety assurance by April 2027, ahead of November 2027 EPR go-live.

Capital Infrastructure Programme - Significant assurance. NHSE committed to a revised £250m East Ward Block option, with formal confirmation expected in early November. £14.9m Estates Safety Funding secured. Critical Care relocation, MRI upgrade, Urgent & Emergency Care redevelopment and Montagu CDC progressing.

Matters of Concern or Key Issues - July 2026

Financial Performance, Month 3 - Moderate assurance. £6.4m Year to Date deficit, £3.9m adverse to plan, reflecting changed DSF timing. Q1 Deficit Support Fund (DSF) received, further progress in de-risking the Reset plan must be demonstrated to NHSE. Underlying forecast deficit exit rate for 26/27 remains at £10.1m, in line with the medium-term plan. In the year to-date, Trust Improvement Delivery Plan (IDP) efficiency programme has delivered recurrent full year savings of £12.3m and a 70.8 WTE recurrent reduction in the funded establishment. Agency costs have reduced month on month and are now aligned to plan. Bank costs in month though lower than last month are still off target.

Cash reduced to £8.1m and is adverse to plan by £19.4m mainly due to the payment profile of the year end capital creditors and timing of payment runs.

Agency & Bank Optimisation Deep Dive- Moderate assurance. Agency use declining over 12 months, however bank use increased. Further work on rostering, reporting, governance and data quality required.

Green Plan Delivery - Moderate assurance. Resource and Reset capacity constraints will delay some delivery. Savings-related actions will be expedited. Programme remains aligned with national policy and Trust strategy.

Access Standards, June 2026: Moderate assurance. Emergency Department (ED) 4-hour performance had improved to 71.3% but was 4.7% off plan. Referral to Treatment (RTT) under 18 weeks from referral had achieved 62.9% against the 65.4% target. The reported over 52-week wait metric was 2.7% against the trajectory of 0.75%. Trauma & Orthopaedic recovery plan would be addressed dependant on obtaining funding. The Cancer: 31-day standard was 97.5% against plan of 95.5%, the 28 day Faster Diagnosis Standard (FDS) was 76.3% against plan of 80.3%, 62-day referral to first Treatment standard was 70.4% against plan of 71.9%.

Finance & Performance Committee (F&P): July, September & October 2026

Matters of Concern or Key Issues - September 2026

Operational Performance, August 2026 - Moderate assurance by majority, with some members favouring Limited. ED 4-hour performance was at 74.6% against trajectory of 76%. RTT waiting less that 18 weeks was at 63.1% against a target of 66.5%, and over 52 weeks waits was 2.8% against the trajectory of 0.6%. T&O and Ear Nose Throat (ENT) are key risks. All three cancer standards, were ahead of plan.

BAF Risk 3 - Demand, Capacity & Flow - Moderate assurance by majority, with some members favouring Limited. Risk remained rated at 16 against a target of 12 by March 2028. Cancer data quality and patient flow audits gave Limited assurance. The timetable for implementing Frailty and surgical Same Day Emergency Care moved to November 2026.

GIRFT and Elective Productivity, Q1 2026/27 - Moderate assurance. Further Faster compliance and theatre throughput improved. Gaps remain in theatre/estate utilisation and outpatient DNA, patient-initiated follow-up and remote delivery.

Trust Reset Programme- Limited assurance. Month 5 YTD delivery was £11.4m against £15.4m, a £4m shortfall. CIP development and Workforce & Organisational Design behind plan. Additional savings still leave a projected shortfall.

Financial Performance, Month 5 - Limited assurance. Month 5 was at a £7.9m YTD deficit, £5.2m adverse to plan. Q2 DSF expected below budget. Underlying forecast exit deficit remains at £10.1m. Improvement Development Programme schemes implemented in the year will yield recurrent full year savings of £17.1m. Year to date in-year savings which also includes non-recurrent are £11.4m but are off plan by £4.0m. Agency costs reduced to £0.9m but bank costs increased to £1.5m, both were off plan. Cash balance was £10.3m, an application for additional funding to NHSE was in progress.

Matters of Concern or Key Issues - October 2026

Financial Performance, Month 6 - Limited assurance. Month 6 was at £11.5m YTD deficit dues to a shortfall on efficiency delivery and £3.9m Q2 DSF not being earned. Savings delivery was £12.7m, £6.9m adverse to plan. Underlying deficit was estimated at £50.5m. Elective Recovery Fund activity was below plan. outpatient new and outpatient follow up are behind plan and day case and elective are above plan.

Agency & Bank Optimisation - Moderate assurance. Temporary staffing expenditure remains a material risk. Stronger controls were in place, but improvement depends on fewer vacancies, faster recruitment and improved sickness rates. People Committee asked for further insight and recommendations.

Reset Programme and IDP - Limited assurance. Month 6 recovery significantly behind plan. Savings, workforce reductions and recurrent sustainability remain at risk despite turnaround governance. Current projections are not expected to deliver in line with plan. Recovery programme and governance proposals in development for the next Board.

Digital & Data / EPR - Moderate assurance. EPR on track for November 2027. Key risk relates to the chosen Single Cancer Management System supplier's capability.

Local Security Management - Moderate assurance. Security incidents have increased despite effective management controls and proactive security work.

BAF Risks 4 & 5 and Trust Risk Register - Moderate assurance. Estate risks remain high pending formal funding confirmation. Financial controls to be reviewed as some risks score 25. Updated BAF 5 controls to come to Board.

Finance & Performance Committee (F&P): July, September & October 2026

Decisions Made

Treasury Management Policy - Committee approved the revised policy under delegated Board authority.

Winter Plan 2026/27 **-** Recommended to Board subject to clearer options and financial impact. Proposed 37 Bassetlaw and 29 Doncaster beds, plus extended Trauma Ambulatory Care Unit (TACU) hours from Jan to Mar 2027, at £4.01m unbudgeted cost.

Fire Safety Policy - Committee approved CORP/HSFS 14 v.8 and recommended final Board approval.

Teleradiology Contract - Direct award approved under delegated authority, continuing with the existing provider.

T&O Recovery Plan - Recommended to Board. Aims to eliminate 65-week waits by February 2027 and achieve 92% RTT from April 2029. Delivery requires significant external ICB funding.

X-Ray Room 4 & Fracture Clinic, DRI: Replacement business case recommended to Board. Provision in capital budget.

Winter Plan 2026/27: Approved for implementation, with staggered escalation and maximum outlay £1.1m.

Q2 DSF Assurance Statement: Reviewed. Trust could not deliver a fully compliant statement, so reduced DSF expected.

Revenue Cash Support: Committee approved NHSE request for November and December 2026. Further support may be required.

Contracting & Procurement: Managed Print Services contract recommended to Board for approval.

High-Value Business Cases: Replacement angiography systems at DRI and pharmacy robot at Bassetlaw recommended to Board for approval.

Work Underway / Major Actions Commissioned

Trust Reset Programme - The Committee received an update on the overall programme and the 6 pillars within the programme and Red Amber Green (RAG) status associated with each. Detailed discussions took place on the Workforce & Organisational Design pillar which has a red RAG status.

A remedial actions list was being developed to help to support savings delivery should a shortfall be identified. The £46.2m full-year forecast remains on plan, but the risk-adjusted forecast is £27.7m. Recurrent full-year effect delivered to date is £12.3m against £28.2m planned, and Whole Time Equivalent (WTE) change is behind plan.

A NEON Health Solutions is being implemented through an initial 6-week rapid engagement. The aim is to provide a single delivery-control view of schemes, milestones, benefits, WTE, risks, issues and impacts for the next Reset Board and future Finance and Performance Committee updates.

The priority for Quarter 2 is to convert opportunities and designs into approved, implemented and saving projects.

South Yorkshire Diagnostic Pathology Improvement Trajectory- Deputy CEO to discuss histology performance, emphasising Doncaster, and update the next Board.

Winter Plan business case - to be presented at the next F&P Committee after Corporate Investment Group consideration.

Month 6 Provider Assurance Model noted.

#hello my name is…

Helen Best

Non-executive Director



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Quality Committee (QC): August & October 2026

Substantial / Significant Assurance

Perinatal Quality & Safety report received significant assurance against the Perinatal Quality Oversight Measures (PQOM) Data & Maternity metrics, Progress to achieve NHS Resolution Maternity Incentive Scheme Year 8, Neonatal Nursing Workforce Updated Action Plan/ Progress update and neonatal Medical Workforce Updated Action Plan. BAPM business case and Safer Staffing reports to be reviewed by People Committee. Concerns were raised regarding current staff sickness levels, which appear to be linked to the impact of ongoing escalating demands and scrutiny which is beginning to affect staff morale and wellbeing. In addition, the Committee recognised the increasing resource requirements needed, to maintain the current reporting demands, including those to sustain compliance with the NHS Resolution Maternity Incentive Scheme.

Quality Priorities Workplan. Significant Assurance

Patient Safety report inc. Martha's Rule implementation received demonstrating established governance oversight, systematic review of patient safety incidents, clear learning responses and evidence that actions identified, monitored and escalated through appropriate governance routes. Significant Assurance

Quality of Care trends via review of IQPR metrics. Significant Assurance

Care Accreditation Recognition for Excellence (CARE) Framework Outcomes. Significant Assurance

Sharps Injury Deep Dive – referred to from Audit and Risk Committee. Improvements evidenced through Statistical Process Control (SPC) charted evidence providing assurance that concerns identified are being addressed. Further progress report to be presented to People's Committee moving forward. Significant Assurance

Learning from Deaths and Mortality Governance Quarter 4 Report– evidenced that robust mortality governance processes remain in place across the trust, with 100% of in-hospital deaths subject to medical examiner scrutiny and appropriate escalation through established pathways including coroner referral, Patient Safety Incident Response Framework (PSIRF) and Structured Judgement Review (SJR) processes. Noted the significant assurance over mortality governance while maintaining oversight of the elevated Summary Hospital-level Mortality Indicator (SHMI) and recurring learning themes. Significant Assurance

Board Assurance Framework (BAF) Risk 1, including Trust Risk Register discussion triangulated to the assurances provided by the reports on the agenda, which linked to the required actions in progress. The Committee recommended the updated BAF to the Board of Directors. Significant Assurance

Matters of Concern or Key Issues

Audiology Lessons Learnt Report – Limited assurance

Paediatrics

Continued investment is required to ensure that all staff are signed off as competent and the service continues to improve DM01 performance and reduce the size of waiting lists. Recruitment to date for 2 x B6 Paediatric Audiologists/B5 developmental role has been unsuccessful to date. Adherence to National Standards will be essential to achieving full assurance and IQIPs accreditation in the near future. Current average length of wait is 34 weeks. While the waiting list is growing and we do not have Paediatric staff signed off, assurance meetings with the Integrated Care Board will not be stood down.



Quality Committee (QC): August & October 2026

Matters of Concern or Key Issues C'td

Audiology Lessons Learnt Report – Limited assurance - Adults - DM01 continues to rise and sits at 85% for August 2026. Average wait for new patients has reduced from 52 weeks to 3.5 weeks. However, to date the focus has been on new referrals but now needs to switch to patient reviews. Review patients stood at 6,500 in Dec '25 and now stands at 4,600. We do not have adequate available capacity to facilitate seeing all these patients within this financial year. We are currently insourcing and providing additional review capacity, but the waiting list will still be above 2,000 at the end of this financial year. While the review list remains this high assurance meetings with the ICB will not be stood down.

Quarterly Patient Experience Report inc. Picker Impatient Survey results – Moderate Assurance - The report demonstrated that arrangements to capture, respond to and to learn from patient feedback are strengthening along with improvements in engagement activity, accessibility initiatives, and governance oversight. Challenges remain in complaint timeliness, consistency of organisational learning and achieving Friends and Family Test (FFT) response rates.

Safeguarding Accountability and Assurance Framework – Moderate Assurance - From the 16 areas reviewed, 4 areas of review were identified as requiring further strengthening; Safeguarding Training; Safeguarding supervision; CP-IS (Child protection information Sharing; Embedding Safeguarding at every level of the organisation. The Committee were significantly assured of the process and governance structure, however, due to the recent reduction in safeguarding compliance the committee felt they could only be moderately assured that these arrangements were enough. without evidence of a positive upturn in safeguarding compliance.

Patient Safety Report including Martha's rule implementation – Moderate Assurance - The Committee took assurance that robust patient safety governance, incident review and organisational learning processes are in place. Whilst DBTH has been identified as an outlier in national benchmarking for Learn from Patient Safety Events reporting timeliness, this relates primarily to delays in submission to the national system arising from current DATIX system limitations and the Trust's data validation processes, rather than deficiencies in incident reporting, investigation, learning or oversight. Improvement actions remain in place

Clinical Audit progress inc. National Clinic Audit Alerts relevant to DBTH – Moderate Assurance - Several outstanding overdue actions linked to access to treatment and performance against national measures.

National Clinical Audit of Seizures and Epilepsies for children and Young People (Epilepsy 12). The Trust exceeded the national benchmark across all four reported measures, including specialist nurse involvement, appropriate Tertiary referral, mental health screening, and communication regarding care planning.

National Early Arthritis Audit/ National Early Inflammatory Autoimmune Audit - The trust achieved 62.3% remission at 3 months, compared with the national value of 34%, performance against access and treatment measures remains below the national benchmark, patients seen within 3 weeks and treated within 6 weeks of referral. The rheumatology service has been identified as an outlier and has undertaken a comprehensive review, with actions implemented to address the factors contributing to the current performance. Assurance level applied due to the current position and lack of evidence supporting impact of implemented actions on trajectory.

Quality of Care Trends via review of IQPR metrics – Moderate Assurance - There is evidence of sustained performance in several indicators including CHPPD (Planned vs Actual Care hours per patient day) delivery, Duty of Candour compliance, patient experience, and the absence of MRSA bacteraemia during the reporting period. However, several key indicators remain outside agreed trajectories, notably Clostridioides Difficile, MRSA colonisation, E Coli bacteraemia and Pseudomonas infections demonstrating that whilst mitigating actions are established further improvement is required to deliver sustained performance recovery.

Quality Committee (QC): August & October 2026

Work Underway / Major Actions Commissioned – None to Report

Items brought to the Quality Committee for information;

Leaning for improvement and Digital Patient Story – the committee noted the progress made and that governance and oversight arrangements are in place to monitor implementation, effectiveness, and overall improvement.

Mental Health Act Compliance Annual Report – Executive team to review report to identify elements for future presentation at Quality Committee vs elements where DBTH Mental Health Service provider requires contractual management via operational management structure.

Quality priorities progress update

Getting It Right First Time

Urgent and Emergency Care - Care Quality Commission (CQC) Action Plan update.

Workplan review

Audit & Effectiveness Annual Report 2025/26, noting visibility of emerging/strengthening AI clinical governance and patient-safety oversight.

Patient Experience Annual Report 2025/26

Safeguarding Annual Report 2025/26

Urgent & Emergency Care - Care Quality Commission Action Plan update

Infection prevention and Control Annual Report 2025/26

Revised Mental Health Act Compliance Annual Report deferred to October due to technical challenges in producing required supporting data by Rotherham Doncaster and South Humber (RDaSH).

Care Accreditation Recognition for Excellence (CARE) Framework Outcomes noting the enhancement of the framework through the introduction of a new Accredited Plus award, recognising teams that demonstrate excellence beyond core standards through research, innovation and measurable improvement. Also, expansion to include outpatients and emergency departments, providing greater organisational oversight and opportunities for improvement across a broader range of services.

Maternity Care Bundle reporting now under development

The Committee took assurance from the detail provided within the Perinatal Quality & Safety report from the following; The number of perinatal deaths; The number of Maternity and newborn Safety Investigation (MNSI)/Early Notification Scheme (ENS) cases reported within required timescales; Evidence that parental feedback is routinely sought, received and used to inform Perinatal Mortality Review Tool (PMRT) reviews; Assurance that families receive appropriate information in a timely manner and; Assurance that meetings with parents following a perinatal death are routinely offered.

Confirmation that fetal growth charts and surveillance pathways comply with current Saving Babies Lives Care Bundle (SBLCB) v3.2 guidance with any risks mitigated; The Maternal Care Bundle implementation plan has been reviewed and approved on behalf of the Trust Board; The relevant British Association of perinatal medicine (BAPM) standards for Neonatal Nursing and medical workforce staffing have not yet been achieved, and the Committee has reviewed and approved the associated action plans and progress updates; Noted that the Board Safety Champions continue to meet bi-monthly with the perinatal leadership team and any support required of the Trust Board has been identified and is being progressed; No Maternity Operational Support System (MOSS) escalation triggers were received during Quarter 1 but a level 1 signal was received on the 18 September 2026.

The Committee has reviewed and discussed any exceptions, concerns and risks identified within this report and has agreed any matters requiring escalation to the Trust Board.



#hello my name is…

Helen Best

Non-executive Director



People Committee: October 2026

Significant Assurance

Engagement & Leadership – Significant Assurance - The committee was provided with an update on the four schemes contained within the Trust's Culture and Leadership pillar (Reset programme). Progress is reported as being on track against agreed actions. The committee also received an overview of the current position in relation to the national staff survey, which opened on 18 September 2026.

There was a detailed discussion about culture, governance, and oversight of it. The committee has good oversight of many of the current measures regarding culture but agreed that the longer-term impact of the changes being implemented will also need to be measured through future survey results and wider cultural indicators over time.

Health and Wellbeing Report – Significant Assurance - The Committee took significant assurance that comprehensive Health and wellbeing offer continues to be in place based on engagement data, feedback, and measurable outcomes. Robust plans are in place for the 2026/27 flu vaccination campaign – the committee recognises the target for flu vaccination is a stretching one at 60%. 45.6% was achieved in 2025/26.

The Professional Nurse Advocate (PNA) and Professional Midwifery Advocate (PMA) offer provides colleagues at DBTH with access to restorative clinical supervision, reflective support, facilitated debriefing, career conversations, professional development, and quality improvement support. Overall, evidence indicates the PNA/PMA offer is becoming embedded in DBTH's health and wellbeing infrastructure, providing accessible restorative support to colleagues, while contributing to attendance, retention, learning, quality improvement, and a healthier workplace culture.

Nursing Workforce Bi-annual Report – Significant Assurance - The Committee heard evidence that robust arrangements are in place to review, monitor and determine nursing workforce requirements across the Trust. Establishment recommendations are informed through triangulation of nationally recognised workforce tools, patient acuity and dependency data, quality indicators, workforce metrics, and structured professional judgement. Effective governance processes are in place to identify, escalate and mitigate workforce risks, with clear action plans to address areas requiring further investment or review. Whilst operational pressures and workforce challenges remain, there is evidence that these risks are understood and actively managed, providing confidence that appropriate controls are operating effectively to support safe, high-quality patient care.

Safe Staffing Compliance -Significant Assurance - The period May to August 2026 was discussed. The Trust has remained compliant with national nursing and midwifery workforce reporting requirements and continues to maintain robust systems and processes to support safe staffing, risk escalation, workforce deployment, and patient safety. Agency usage has now been eliminated across nursing, midwifery, and theatre services, with strengthened controls in place regarding bank and overtime utilisation. For Sep and November 2026, recruitment activity remains robust, with 77 newly qualified nurses commencing in post and a continued focus on healthcare support worker recruitment and workforce transformation initiatives. Midwifery services remain fully recruited against funded establishment, although sickness absence continues to require targeted management.



People Committee: October 2026

Significant Assurance (Ctd)

Research & Innovation Bi-annual Report – Significant Assurance - Reporting provided evidence of Good Clinical Practice regulatory compliance. R&I activity is on track to deliver both contractual obligations and the R&I delivery plan. The Committee noted that effective processes and short-term mitigations are in place to deliver against the new 150-day clinical trial set up target, with work underway to identify long-term sustainable mitigation to address the limitations in Pharmacy and clinical research delivery. An external bid for in-year funding has been successful to support in these areas.

Phase 2 of the Clinical Research Hub, (to add two bedded day bays) is on track commenced 5 October 2026 with Phase 2 planned to be fully operational in early 2027. It is intended that the enhanced provision will provide better facilities and care for patients recruited to clinical trials requiring more intensive treatments.
Work is underway to develop plans for growing capabilities and capacity in earlier phase clinical trials.

Designated Body Annual Report Statement of Compliance - The committee noted the Medical Appraisal and Revalidation Annual Board Report and Statement of Compliance for 2025/26. Significant Assurance taken from evidence presented in the report noting effective systems and controls in place to support the Trust's statutory responsibilities for medical appraisal, revalidation, and professional standards.

Committee noted the achievement of 100% medical appraisal compliance, with no unapproved missed appraisals, no late revalidation recommendations and no doctors failing to revalidate during the reporting period. The committee approve the annual report and endorsed the Statement of Compliance - subject to any final amendments, for onward organisational approval and signature. The committee noted the improvement priorities for 2026/27

Board Assurance Framework (BAF) Risk 2 and Risk Register- Significant Assurance - There were no new gaps in controls recognised and clear evidence of gaps in controls being closed since last committee meeting.

It was agreed that it is important to look at the principle risks again to ensure that current activities and targets regarding workforce reduction and any subsequent impact on people and culture are clearly articulated in BAF 2.

The committee is able to recommend the current actions and controls to the board and agreed a rating of significant assurance based on current reporting. There was a good discussion around all of the evidence presented in the risk report, the inherent and target risk scores, and the new format reporting for the BAF. Committee was satisfied the committee business was appropriately relevant to and aligned with the articulated risks and controls.

Flexible Working Annual Report - The committee received and noted the annual report. Delivery of the Flexible Working is aligned to the three success measures in the People Plan 2023–2027: delivery of the action plan; growth in the range and accessibility of opportunities; and improvement in staff survey measures.

This report presented to committee reviews progress over the past 12 months, including analysis of data between 1 September 2025 and 31 August 2026. Manager engagement with data quality work is required to ensure records are accurate, as only 37.9% of flexible working requests submitted during the reporting period had a final outcome recorded at the point of capture. However, requests that did have a recorded final outcome show a positive picture with 95% of these requests accepted or an alternative being accepted.

People Committee: October 2026

Significant Assurance (Ctd)

Appraisal Season - The committee received a report providing a detailed overview of the 2026 appraisal season, The Trust achieved 91.63% completion in the 2026 appraisal season exceeding the 90% standard for a third consecutive year, although performance reduced from 93.28% in 2025. A quality assurance process is in place to help review and ensure the quality of appraisal conversations.

Matters of Concern or Key Issues

Workforce Supply and Demand Advanced Practitioner Workforce – split assurance - Moderate assurance was agreed in relation to actions taken to meet the annual planning requirements for 2027/28– detailed national guidance is not yet available.
Limited Assurance was agreed against year 1 of the Medium-Term Plan and actual and planned WTE reduction. The MARs scheme is expected to improve the scale of the WTE reductions needed, which may improve the assurance position going forward.

Education Report – Moderate Assurance - Although the recent 360 audit provided significant assurance on governance and controls, the committee heard that trust-wide SET compliance remains below the 90% target at 85.99%, and SET+ at 86.65%. It was agreed a recovery plan is needed.
Work is underway for transition to the new NHS England statutory and mandatory training framework. Placement capacity remains sufficient despite reductions in nursing, medical and midwifery learner numbers. However, reductions in nursing, medical and midwifery learner numbers were noted and increases in AHPs. The supply of graduates nurses and midwives may not match demand in coming years, and more work needs to be done on the workforce plan to better understand supply and demand. Work continues to strengthen supervision, placement opportunities, and the Safe Learning Environment Charter.
AHP placements have increased, and work continues to strengthen supervision, placement opportunities, and the Safe Learning Environment Charter. The 2026 GMC National Training Survey demonstrates significant improvement overall, particularly in Paediatrics, Obstetrics and Gynaecology and Intensive Care Medicine. Targeted improvement and monitoring continue for Urology, Vascular Surgery and Acute Internal Medicine. CPD investment.

Resident Doctors 10-point plan – Moderate Assurance - Of 19 rated key lines of enquiry, 16 are compliant and three are partially compliant, with no non-compliance.

Improvements and progress is evidenced across key areas, including in annual leave reform. Rota-coordinator training has moved from non-compliant to partially compliant.

Strong evidence continues across rota transparency, board-level leadership, mandatory training, exception reporting, and expense reimbursement.
The remaining partially compliant areas are workplace wellbeing, rota-coordinator training, and monthly payroll error reporting, with mitigating actions to address being put in pace to move these areas to full compliance. People Committee retains oversight but the gaps in control in relation to BAF reporting have now been addressed.

People Committee: October 2026

Work Underway/Major Actions /Commissions

NHS Staff Standards & Leadership and Management Framework - NHSE has published two new frameworks which relate to employee experience and leadership practice. The committee heard about current relevant activity aligned to the new national frameworks, evidenced though the DBTH Way, 'We Care' values, the People Plan 2023–27 and the Culture and Leadership pillar. Initial analysis has not identified any significant competency gaps although there will be areas for further focus. A more detailed mapping exercise against the Staff Standards is in progress, and the committee will retain oversight.

Decisions Made

Health and Wellbeing Report - On the basis that there is separate reporting on the PNA and PMA activity, the committee agreed to take a more detailed look at this activity at a future meeting, with a view to deciding on ongoing reporting as a standalone item, or to continue with it being embedded into the HWB report.

Designated Body Annual Report Statement of Compliance - Recommend submission to NHS England by 31 October 2026, following completion of the Trust's approval and sign-off process

Doncaster and Bassetlaw Teaching Hospitals

NHS Foundation Trust





Doncaster and Bassetlaw Teaching Hospitals
NHS Foundation Trust

Reference	Meeting Source	Date	Question	Answer	Who Answered?	Date sent to CoG
Email	**David Northwood Co-opted Public Governor**	**13/11/2025**	**At the last meeting the impact of the last Doctor's strike on lost activity was not known. Has this information now been ascertained and factored into plans to meet the next planned industrial action?**			
Email	**Council of Governors David Northwood Co-opted Public Governor**	**13/11/2025**	**Are NEDs aware of the missed rate of follow up appointments for investigations and assured that measures are in place to keep this as close to zero as possible**	Waiting times for follow up appointments are monitored by divisional operational teams; these are not part of the assurance metrics included in the Integrated Quality & Performance Report, as this is focused on contractual and National Oversight Framework requirements. In the event of any incidents occurring which relate to follow up waiting times, these would be reported and managed through the Trust incident reporting and patient safety processes. The Quality Committee receives a patient safety report at its bi-monthly meeting, which provides an overview of the outputs from the Learning from Patient Safety Events Panel (LFPSE). Safety improvement plans are in place to drive local quality improvement initiatives, which are monitored through the Patient Safety Assurance Group; this group is chaired by the Chief Nurse and there is the opportunity to escalate matters to the Quality Committee.	F&P Non-executive Directors and Denise Smith , Chief Operating Officer	O n HG0049-PHS-ZZ- A-9120 - BECV Pr
Email	**Member of the Public - Council of Governors**	**13/11/2025**	**NHS England confirmed on 4 September 2025, via a press release supported by the Secretary of State, that Martha's Rule is now operating across all 210 acute hospitals in England. Locally, a family reports that on 7 September they requested escalation under Martha's Rule at this Trust but were told it was not yet implemented. The Quality and Effectiveness Committee's report to this Council (see *Slide 49* of the meeting papers) includes a "Trust Implementation Status update on Martha's Rule." In light of this, how are the Board and senior leaders being held accountable by the Council of Governors for achieving full and reliable implementation across all applicable services within this calendar year, including: visible information for patients and families on how to activate the process; staff training and 24/7 responsiveness; and evidence of timely audits and outcome measures that demonstrate the rule is working as intended?**	Thank you for your question, which was posed at last week's Council of Governors meeting. As promised, below is the written response. NHS England's initial rollout of Martha's Rule focused on organisations with a 24/7 critical care outreach team, which DBTH does not currently have. Consequently, DBTH is part of the second phase of the national rollout and is following the timelines and implementation plan set by NHS England. **Key Components of Martha's Rule** The initiative comprises three elements: 1. Patient Wellness Questionnaire (PWQ) to support early detection of deterioration. 2. Escalation processes for staff. 3. Escalation process for patients and families. **Current Progress and Next Steps** • The PWQ has been successfully rolled out at Bassetlaw Hospital (end of October 2025) to test processes and governance. Feedback has been positive, with 93% of patients reporting that the PWQ was easy to understand. • Rollout to paediatrics across the Trust is planned for November, with full Trust implementation scheduled for early in the New Year. • A launch event and staff training programme will commence mid-December, with training continuing through January 2026. Staff and Patient feedback is part of each stage of implementation. • Following PWQ implementation, we will progress to the next stage, ensuring responsiveness through appropriate escalation routes for patients and families. Visible information for patients and families on how to activate the process will be included in this phase. **Governance, Accountability, and Assurance** • Implementation is being monitored through the Patient Safety Assurance Group, chaired by the Chief Nurse, and reported to the Quality Committee (a committee of the Trust Board) via the Patient Safety Report as required. • Recognition and response to deteriorating patients is a Trust priority within the Patient Safety Incident Response Plan, and Martha's Rule is a key component of this. • Timely audits and outcome measures will be embedded to provide assurance that the process is working as intended. Governors have an open invitation to the bi-monthly Board of Directors meeting, for which they receive the papers and are able to raise questions relating to these, via the Trust Board Office, ahead of the meeting. The Board papers include non-executive directors' chair's assurance logs, for each Board committee meeting, which captures assurance taken, areas of ongoing work, decisions taken, and areas of concern, including any items for escalation to the Board of Directors. Governors can hear first-hand the constructive challenge offered by executive and non-executive directors during the meeting. In addition, a quarterly Council of Governors meeting takes place, the non-executive committee chairs present their assurance logs during the meeting and governors raise questions, relating to these or other matters. Governors are able to fulfil their statutory duty, holding the non-executive directors to account for performance of the Board. To support governors understanding of Martha's Rule and its implementation, it was agreed at the meeting that a briefing session would be arranged.	Karen Jessop, Chief Nurse Jo Gander, Quality Committee Chair	Outside of the meeting

Reference	Meeting Source	Date	Question	Answer	Who Answered?	Date sent to CoG
Email	**Member of the Public - Council of Governors**	13/11/2025	**The Quality and Effectiveness Committee's report to the Council (see page 48 of the meeting papers) notes that a Prevention of Future Deaths (PFD) report was reviewed. Given that according to judiciary.uk, the Trust has received five PFD reports during 2025, how are the Trust's Board and senior leaders being held accountable for ensuring that the learning from each report is acted on promptly and effectively? Specifically, how does the Council of Governors satisfy itself that clear timescales are set for the required improvements, that progress is independently monitored through the Quality and Effectiveness Committee, and that sustained learning and cultural change are evidenced across the organisation?"**	Thank you for your question and for highlighting the importance of accountability and assurance in relation to Prevention of Future Death (PFD) reports. As you are aware, the question was shared at last week's Council of Governors meeting and as promised, below is the written response. The Trust recognises the seriousness of PFD reports and the need for timely, effective action. While the increase in PFD reports at DBTH reflects a national trend - there has been a 25% rise across England according to the Chief Coroner's 2024 report - we remain committed to ensuring that learning is embedded and sustained. **Governance and Accountability Framework** • When a PFD report is received, the Chief Executive commissions a formal response, supported by the Executive Medical Director and Executive Chief Nurse. • The Trust has 56 days to respond, during which clear timescales for improvement actions are agreed. In many cases, actions may already be in progress or completed, as the inquest process often follows significant time after the incident. • All improvement actions are logged on the Trust's risk management system, with defined deadlines and responsible leads. **Independent Oversight and Monitoring** • Actions arising from PFD reports are reviewed by the Executive Patient Safety Oversight Group, chaired by the Executive Medical Director and Chief Nurse. Closure is only approved when robust evidence of implementation and assurance is provided. • Progress is reported through the Quality Committee, which provides assurance to the Board. • In addition, a recent thematic review of all PFDRs received over the last five years has been completed to identify recurring themes and systemic issues. This review strengthens our approach to learning and improvement. **Embedding Learning and Cultural Change** • Learning from PFD reports is aligned with the Patient Safety Incident Response Framework (PSIRF) priorities, ensuring themes inform Trust-wide safety improvement plans. • Divisional governance structures and clinical teams are engaged to ensure lessons are shared and embedded into practice. • Sustained cultural change is monitored through audits, staff feedback, and patient safety metrics, which are regularly reviewed at Board level. **Executive-Led Assurance** • The Patient Safety Assurance Group and the Effectiveness Assurance Group, both executive-led, will monitor actions arising from PFD reports and ensure that improvements are implemented and maintained over time. **Next Steps** • A Standard Operating Procedure has recently been implemented to ensure all PFD reports are systematically tracked and monitored via the Trust risk management system (DATIX). • The Trust continues to strengthen its learning systems to ensure that improvements are not only implemented promptly but maintained over time. Governors have an open invitation to the bi-monthly Board of Directors meetings, for which they receive the papers and are able to raise questions relating to these, via the Trust Board Office, ahead of the meeting. The Board papers include a quarterly update on learning from deaths and non-executive directors' chair's assurance logs, for each Board committee meeting, which captures assurance taken, areas of ongoing work, decisions taken, and areas of concern, including any items for escalation to the Board of Directors. Governors hear first-hand the constructive challenge offered by executive and non-executive directors during the meeting. In addition, a quarterly Council of Governors meeting takes place, the non-executive committee chairs present their assurance logs during the meeting and governors raise questions, relating to these or other matters. Governors are able to fulfil their statutory duty, holding the non-executive directors to account for performance of the Board.	Karen Jessop, Chief Nurse Jo Gander, Quality Committee Chair	Outside of the meeting
Email	**Cllr Lynne Schuller, Partner Governor**	08/12/2025	**I have been contacted by a Councillor whose family member had a medical emergency recently. The Councillor was disturbed to be told by the East Midlands Ambulance Service paramedic who attended that they would not admit the person to Bassetlaw ED due to not taking trauma patients at the department. There was further explanation that this would result in an increased workload for staff at BDGH.**	EMAS provided the correct guidance, as Bassetlaw Hospital is not a designated Trauma Unit so the ambulance service does not take trauma patients there, they would go to the nearest Trauma Unit. This isn't new or a change in practice.	Denise Smith, Chief Operating Officer	Outside of the meeting
Email	**Cllr Lynne Schuller, Partner Governor**	09/12/2025	**I am writing to raise a question as shared to me by one of our District Councillors as partner governor. The question is in relation to the Miscarriage Collection Cradles. As we are aware this solution, allowing dignity in the care of women undergoing a miscarriage, has been shared with our trust; the trust of the resident who has designed and developed the device. It is of concern that the person who has developed the cradle has offered to provide 10 free to seek feedback and to identify if this is a viable piece of equipment for use in maternity services in Bassetlaw (and wider trust). If this was accepted as a viable piece of equipment it would then be offered at a discounted price.** **Could I ask what would be the estimated usage per year and the subsequent cost, would this in terms of a women's dignity at a very emotive time be paramount as a cost benefit?**	Thank you for bringing your colleague's concerns to my attention. As you have referenced, the service had previously considered the offer to trial the miscarriage collection cradle, from a patient, procurement and financial perspective and feedback was shared with the constituent. Significant, ongoing unidentified funding would be required to support the provision of a cradle to all expectant mums threatening to miscarry. With approximately 4,400 babies delivered in 2024/25, it is anticipated that a significant number of cradles would be required each year to provide one for every woman, at a unit cost of c.£36. Based upon the assessment, the service did not commit to the trial, as procurement was not feasible. Please be assured that we remain focused on the delivery of compassionate, person-centred care, aligned with the Trust's strategic priorities	Lois Mellor, Director of Midwifery	Outside of the meeting

Reference	Meeting Source	Date	Question	Answer	Who Answered?	Date sent to CoG
Email	**Mark Bright, Public Governor**	20/01/2026	**Subject Area: Senior Doctor Attrition Rate** **Why the past 5 years? A recent prominent news article read 'senior colleague turnover for DBTH in past 5 years averaged 13.89% per year'. [One assumes this is revealed from the NHS Staff Survey]. Article went on to state Trust average to be 'in-line with the NHS average'. Even though 'in-line' it would be informative, as a former People Comms governor observer, to ascertain 'an assurance picture' on specific case of senior doctors/consultants (subsumed in the senior colleagues category data of NHS Staff Survey - if that is the source). Responses to questions, below, would greatly help.** **Q1. While 13.89% is the average for 'senior colleagues' over the five years: What are the percentages for each of those five years?** **Q2. What numbers of senior doctors underly each of the five percentage figures for senior colleagues?** **Q3. How many of these senior doctors, in total, engaged in an exit interview from 2020 to 2025?** **Q4. What themes emerge from 'senior doctor exit interviews' over past 5 years?** **Q5. How are any emerged themes informing plans and processes:** **a. to reduce future senior doctor attrition rate?, and,** **b. for the Initial Priority Areas of Focus?**	Q1. I know that in the meeting you spoke specifically about medical colleagues, and so the data below references medical colleagues as per the earlier discussion and the rest of the questions you have asked. I just wanted to highlight this, as the language is different throughout the questions, all the data in the responses refers to medics. For each of those 5 years the data for medical colleagues is: Leavers % Leavers Head count (Not FTE) FTE 2020 12.62% 47 41.71 2021 9.37% 41 31.10 2022 12.91% 49 44.47 2023 5.42% 36 19.65 2024 6.91% 34 26.04 2025 6.75% 33 25.88 It is worth noting that 2020 – 2022 we recorded higher turnover rates which mirrored the national increase in NHS leavers during the pandemic. The past 3 years has reduced and is below the Trust turnover target of 10%. Q2. As above in Head count and as in Full Time Equivalent Posts Q3. 12 medics chose to engage with the exit interview process at that time Q4. Due to the low numbers of exit interview take up – there is no statistical significance that can be taken from the 207 leavers during that period. However, on the whole, across the questions asked the responses are mainly positive, although one negative comment around the ability for flexible retirement, most left voluntarily through resignation, with three retiring and three resigning due to relocation. Q5. As per the response above – there are no themes that can be ascertained from these interviews or any concerns identified, and from the responses received, 50% left due to retirement and relocation. In terms of all staff attrition, DBTH is embarking on a Trust wide initiative to actively listen and gain feedback from all colleagues. This is action that occurs all of the time and not at the point of leaving. I hope this has answered your questions sufficiently Mark. In terms of governor engagement, I am sure a briefing session can be arranged to discuss further if all governors think this would be beneficial. In terms of the workforce statistics and the recent cultural review, these will be reported through to the Board of Directors which all governors and members of the public are able to attend.	Zoe Lintin, Chief People Officer & Anthony Jones, Deputy Director of People & OD	Outside of the meeting
Board of Directors	**Sheila Walsh, Public Governor**	27/01/2026	**On Page 131 we have KPIs for ambulance handover times for the Trust as a whole. Is the system for handover in the new ED at Bassetlaw the same as in the old one? Has there been an improvement in handover times since the new ED opened?**	The Trust implemented the Transfer of Care protocol with East Midlands Ambulance Service (EMAS) at Bassetlaw Hospital in November 2025, this is to ensure the majority of ambulance handovers take place within 45 minutes of arrival. Ambulance handover times at Bassetlaw hospital have improved since the new Emergency Department opened in in February 2025, with a reduction in the proportion of handovers taking over 45 minutes and an improvement in the average handover time noted.	Denise Smith, Chief Operating Officer	In the meeting
Board of Directors	**Jackie Hammerton, Lead Governor**	27/01/2026	**Could the board reassure governors that the financial requirements to meet the increase in registered nurses will not be at the cost of other posts across the Trust.** **The governors note the metric of reduced falls as part of the business case for increased registered nurses. We would wish it to be noted that falls reduction requires a muti disciplinary approach . There is also a risk that reduced falls are achieved through reduced patient independence and reduced mobility all of which can have secondary harmful impacts not being recorded.**	The proposal to increase the number of registered nurses is being taken forward because the evidence shows clear quality, safety, and efficiency benefits. However, each workforce investment is always considered on its individual merits, supported by a robust business case and evaluated against organisational priorities, service needs, and workforce risks. Resources are constrained nationally, and all investment decisions must therefore be carefully weighed to ensure they are affordable, sustainable, and aligned with the Trust's overall strategic direction. With that in mind, this investment has been designed using a phased and financially responsible approach that avoids displacing or deprioritising other essential posts. We can therefore reassure governors that while we are recommending to the board the investment in registered nurses due to the clear case for doing so, this is not at the expense of other staff groups. The Trust remains committed to supporting a balanced, multidisciplinary workforce, and will continue to consider all future investment proposals fairly, transparently, and on their merits within the broader NHS financial landscape. The Trust's Falls Improvement Strategy includes a dedicated deconditioning workstream alongside the fall's reduction programme. We recognise that positive risk taking is essential to safe mobility, improved patient outcomes, and reductions in length of stay and associated complications. Furthermore, while nursing input is a key component, sustained improvement depends on coordinated contribution from therapy services, medical teams, pharmacy, estates, and wider clinical colleagues.	Karen Jessop, Chief Nurse	In the meeting

Reference	Meeting Source	Date	Question	Answer	Who Answered?	Date sent to CoG
Board of Directors	**Jackie Hammerton, Lead Governor**	27/01/2026	**The governors note that the audiology service is recorded as having achieved significant improvement and assurance. How does this align with the questions recently raised in Parliament by Sally Jameson MP**	The assurance given on audiology reflects substantial and evidenced improvement from a very poor historic baseline. Over the last two years, the Trust has delivered significant improvement across the parts of the pathway that were the subject to the longest waits: **Diagnostics (new referrals)** •Average wait reduced from over 52 weeks in 2024 (with some patients waiting up to two years and a list of >2,000) to 22 weeks by December 2025. • The waiting list has reduced to around 700 patients. • All remaining patients will have a first appointment by end of March 2026, and from April 2026 new referrals are expected to be seen within 6 weeks, meeting the DM01 national standard (95%). **Hearing aid fittings** •Average waits reduced from over 104 weeks in 2024 to 15 weeks by December 2025. •From April 2026, fittings will be provided within 8 weeks of diagnosis. These improvements have been enabled by system replacement, new equipment, refurbished sound-proof rooms, additional senior staff, strengthened training and competencies, and targeted insourcing. However, the Parliamentary question raised by Sally Jameson rightly reflects the fact that we have more work to do to clear our backlog and reduce all of our long waiting times, particularly for patients requiring review appointments. This cohort reflects historic workforce and capacity constraints and the requirement for staff to be signed off for diagnostics and fittings before undertaking reviews, which has limited flexibility. Insourcing to date has therefore focused on new referrals and fittings where clinical risk was greatest. In parallel, the MP's question was raised on behalf of members of the Audiology Action Group in Doncaster. Those individuals, alongside members of the Deaf community, have been actively involved in the Trust's patient experience work for the last year, including shaping patient communications. They have been supportive of the progress made and the Trust's openness. We appreciate their ongoing input into our improvement work. The Acting Chief Executive met with Sally Jameson MP on 23rd January and discussed the issues. We are aligned that the purpose of raising the issue is to maintain focus, transparency, and momentum and we continue to work with our MPs and other stakeholders to recover the service to ensure our patients and communities receive a high quality accessible audiology service.	Nick Mallaband, Acting Executive Medical Director	In the meeting
Board of Directors	**Jackie Hammerton, Lead Governor**	27/01/2026	**Is the trust expecting AQR reports from other education providers than the University of Sheffield?**	The NHS Education Funding Agreement requires all placement providers to provide regular assurance to NHS England confirming compliance with the Agreement and NHS England's Education Quality Framework. DBTH do not expect AQR reports from any other education providers other than the University of Shefield. This is because the NHSE Self-Assessment (most recently submitted by DBTH to NHSE in October 2025), provides a multi-professional and nationally consistent provider self-assessment which all other education partners use for their quality assurance of placement. The assessment questions focus on the six NHS England Education Quality Framework domains and NHS Education Agreement's key performance indicators. This is complemented by the NHSE Senior Leadership Engagement visit, most recently hosted at DBTH in November 2025. The School of Medicine and Population Health, University of Sheffield request an additional annual AQR complemented by a senior leaders visit to provide quality assurance specifically for the students on the MBChB (medical students) curriculum. This is comparable to all other placement providers for medical students.	Zoe Lintin, Chief People Officer	In the meeting
Governor Briefing	Mark Bright, Public Governor	13/03/2026	**What priority is being given to the implementation of a 24/7 critical care outreach team?**	It's subject to a business case process, which the division of CSS have included in their annual business plan. We will consider that in line with the usual business planning prioritisation processes.	Karen Jessop, Chief Nurse	Outside of the meeting
Board of Directors	Vivek Panikkar, Staff Governor	24/03/2026	**What consultation process was undertaken regarding the change of title to Chief Medical Officer from Executive Medical Director does it imply that there will be a restructuring of the medical director's office**	The decision to change the title of the Executive Medical Director to Chief Medical Officer was undertaken by the Trust's Board of Directors' Nomination & Remuneration Committee. This is in line with other executive director job titles and medical director roles elsewhere. No wider consultation is required to make changes to Executive Director roles. There has been no restructuring of the Medical Director's team. Once the new post holder is recruited it will be their responsibility to review the structure and make any changes should they wish, in line with Trust HR processes and procedures.	Zara Jones, Acting Chief Executive	In the meeting

Reference	Meeting Source	Date	Question	Answer	Who Answered?	Date sent to CoG
Board of Directors	Vivek Panikkar, Staff Governor	24/03/2026	**There is ongoing dependence on agency locums in the orthopaedic department contributing to high locum costs why have efforts not been completed to get these posts filled with regular staff. One of the agency locums has been here for over 4 years!**	There are two parts to this: the wider context and the specific position in Trauma & Orthopaedics (T&O). **1. Wider workforce context** There is a national shortage of appropriately skilled and experienced surgical staff, particularly in some specialties, which has persisted for a number of years. As a result, many organisations, including ours, have had to rely on temporary workforce solutions to maintain safe service delivery. We have actively reviewed long-standing locum arrangements and, where individuals have been in post for extended periods, we have approached them about moving to substantive contracts. In a number of cases, including those referenced, individuals have chosen not to convert to substantive roles for personal reasons. Alongside this, over recent years we have taken a range of actions to improve recruitment and retention to key medical posts, and more recently have undertaken detailed work on medical rotas and job planning to ensure roles are structured in a way that is sustainable and attractive. **2. Specific factors in T&O** The level of locum usage in T&O has increased since the pandemic, driven by a combination of workforce capacity gaps within the rota. These include reduced availability of some senior staff to undertake on-call duties, alongside training-related gaps and less than full-time working within the trainee workforce. Taken together, this has created sustained rota gaps that have required locum cover to maintain safe service provision. **3. Actions to reduce reliance on locums** We are now moving from managing gaps to addressing the underlying structure: • Proposed recruitment of two post-CCT fellows (doctors who have completed their specialist training and are qualified to work at consultant level), funded through reductions in locum expenditure • Changes to the Bassetlaw SAS on-call rota to create a more sustainable model These changes are planned for implementation in 2026/27. A business case for the fellow posts is in development and is expected to go to the vacancy control panel by late April. **Summary** The reliance on long-term locums reflects a combination of national workforce constraints and structural rota gaps, rather than a lack of action. We now have a clear plan to reduce this reliance through rota redesign and targeted recruitment, with actions progressing this year.	Joseph John, Medical Director for Operational Stability and Optimisation	In the meeting
Email	David Northwood, Co-opted Public Governor	22/05/2026	**Are NEDs assured that when the Trust determines the annual amount of work it can expect to provide, that allowances are factored in, so that it is realistic that all staff have sufficient time to complete statutory training?**	The 'headroom' allowances allocated within budgets are considered as part of the overall business planning processes and line managers are responsible for working with their team members in relation to supporting completion of statutory and mandatory training. The Trust continues to progress implementation of the national NHSE Statutory & Mandatory Training Programme, which is focused on optimising and rationalising mandatory learning and addressing issues of duplication. Key principles of the programme include a shift from inputs (training completion) to outputs (competence) and ultimately outcomes e.g. improved safety, reduction in unnecessary training and release time, standardisation of learning and improved portability across organisations. Work undertaken at DBTH as part of this programme to support mandatory training completion and minimising the time commitment includes: • Participation in national agreements regarding passporting of training between organisations to reduce the needs for repeated training • Adoption of national policy and supporting framework • Further development of local governance structures to ensure only appropriate topics are included and for the relevant roles	People Committee Non-Executive Directors & Zoe Lintin, Chief People Officer	Outside of the meeting
Email	Mark Bright, Public Governor	02/06/2026	**Q1. How does DBTHs ED Action Plan (the one submitted to CQC around 22nd May) minimise any patient having to wait more than 10 hours in the A&E department?**	We are taking a number of practical steps to help reduce long waits in A&E and make sure patients are seen in the right place as quickly as possible. This includes the following: •We are introducing Extended Emergency Medicine Ambulatory Care (EEMAC) for those patients who need further assessment, tests or treatment, but who are not expected to need a hospital bed. Patients are assessed by the A&E team on arrival and, where it is clinically safe to do so, they can receive the care and treatment they need and go home the same day. This helps reduce unnecessary time spent waiting in A&E, supports quick clinical decision making and helps to make sure hospital beds are available for those patients who need an overnight stay. It also helps A&E colleagues focus on the sickest patients while improving the experience for those who can safely be treated and discharged. •We are working with the ambulance service and specialty teams so that, where it is clinically safe and appropriate to do so, patients can be directed straight to the relevant specialist assessment area rather than waiting in A&E. This includes patients referred from the community and patients arriving by ambulance. •We are reviewing medical staffing rotas so that senior doctors are available in the clinical areas where they are most needed, and to ensure staffing better matches patient demand throughout the day and night. •We have updated our escalation process so that senior staff are clear about what action to take when waiting times start to increase.	Zara Jones, Acting Chief Executive	Outside of the meeting

Reference	Meeting Source	Date	Question	Answer	Who Answered?	Date sent to CoG
Email	Mark Bright, Public Governor	02/06/2026	**Q2. Is there any proposal in the ED Action Plan that approximates: A doctor reassessment of those patients assessed 'critically unwell' on entry to ED, at the 4-hour waiting time mark, or at say, 5-hour intervals?** **Note: Not nurse-based triaging at the front door only, but doctor-based re-triaging during the 'clock-ticking' wait time in ED, for patients with most serious conditions.**	Critically unwell patients who are brought by ambulance are pre-alerted to A&E while on route and discussed with the nurse or doctor in charge. Patients are re-assessed, as clinically required, to response to treatment and a referral to ITU is made if the patient remains critically unwell. The Trust uses the National Early Warning Score (NEWS) system to help identify when a patient may be becoming more unwell. NEWS is based on routine checks such as breathing rate, oxygen levels, temperature, blood pressure, pulse and level of alertness. The higher the score, the more concerned the A&E team may be, and the more quickly the patient will be reviewed by a clinician. If a patient's routine observations show that they may be becoming more unwell, this is escalated to a clinician. Staff continue to monitor the patient regularly and follow the agreed safety process.	Zara Jones, Acting Chief Executive	Outside of the meeting
Email	Mark Bright, Public Governor	02/06/2026	**Q3. When a patient is first registered into the ED department: Is a named clinician assigned ultimate responsibility for the whole care pathway the patient receives?** **(If issues of responsibility can be segmented across departments, doesn't that create a 'point of weakness' where patients can 'become lost in the system'?).**	A named clinician is assigned to a patient at the point they are seen by a clinician. It is not possible to do this at the point of registration as it is not clear at that time which clinician will see the patient. When a clinician finishes a shift, a handover takes place and the new clinician becomes their named clinician. Once a patient is referred, the speciality takes over responsibility for the patient. Ultimate responsibility for all patients in the department sits with the Emergency Practitioner in Charge (EPIC) of the shift.	Zara Jones, Acting Chief Executive	Outside of the meeting
Email	Cllr Lynne Schuller, Partner Governor	28/09/2026	Following the closure of Hydrotherapy services at DBHT do any patients receive a referral to Kings Mill Hospital hydrotherapy pool? Where hydrotherapy is seen to be therapeutically beneficial is there a pathway that allows for access to the treatment option?	In response to your email of 28 September, I can confirm that a small number of patients have been referred to Kingsmill for Hydrotherapy over the past 12 months. We are aware of a local media release that this service may no longer be available, however, I can confirm that the Trust has not received any formal correspondence relating to this.	Denise Smith, Chief Operating Officer	23/10/2026 Outside of the meeting
Email	Cllr Lynne Schuller, Partner Governor	07/10/2026	I wanted to raise a question to board regarding the on-going issues relating to access to hearing services for Bassetlaw patients. I have been contacted by a resident who is a patient of the service and who describes long waits for simple repairs and changing of batteries etc. The resident describes accessing the department for relatively simple items and repairs and being given a 3 month plus timeframe. Whilst I am aware that the service did encounter difficulties, I am also aware that there were work arounds to reduce the negative impact on patients, this though appears not to be reaching those patients in need of a service. This is of greatest concern as simple treatments not being available have very negative impacts on patients including social isolation, loneliness and depression, communication difficulties, cognitive decline, fatigue and more. In light of our demographic and the previous industrial working life and the impact this had on hearing I would like assurance that this issue of long waiting times for routine, minor, problems is being actively reviewed with a focus of reducing the waiting time.	Thank you for raising this with us, we do recognise that we have significant waits for our hearing services at present and it is a real focus for the Trust, including a recent large improvement programme. Although a lot of the actions have been completed, we are left with a large backlog of cases to work through. To do this, not only are we focusing on the efficiency of our service, we are also spending significant amounts of money on insourcing where we are bringing in an external company to our Trust to provide additional appointments for our patients. We are now able to see new referrals within 6 weeks, however, we have not yet got to the bottom of our backlog of review patients. With our review list, each of the patients has been prioritised to ensure that the ones in most need are seen the soonest. At the start of this year, we had roughly 6,500 patients waiting for a review appointment, we are now down to circa 4,500 which is a significant improvement. However, this still leaves many without the care we would want to provide, this number is decreasing month on month as we get through the backlog. If you could provide the details of the constituent then we can check that they are on the appropriate wating list and have been prioritised correctly, where tube/battery replacements are required, these can be addressed reasonably swiftly.	Dr Nick Mallaband, Chief Medical Officer	9/10/2026 Outside of the meeting

Reference	Meeting Source	Date	Question	Answer	Who Answered?	Date sent to CoG
Email	Leonard Rubie, Public Governor	12/10/2026	It has been reported by members of the Public that there have been difficulties contacting the Medical Imaging Service at Doncaster Royal Infirmary. I would therefore be grateful if the Trust could clarify: 1.**Whether there are any known issues affecting telephone access to the Medical Imaging Service.** **2.If there is, what action is being taken to resolve any issues identified.** **3.Whether the impact on patient contact, appointment attendance and service delivery has been assessed.** **4.Whether any system functionality automatically disconnects calls after a specified waiting period and, if so, how this affects queue management and the waiting-time information provided to patients.**	1. The Medical Imaging Service is aware that patients can occasionally experience difficulties contacting the department by telephone, particularly during periods of high demand when call volumes are significantly increased. This can result in longer waiting times and, on occasion, patients reporting that calls have disconnected before being answered. Demand on the service has been compounded by a number of administrative vacancies in recent months and, more recently, periods of staff sickness absence. Recent recruitment has been successful, however, and the department anticipates returning to full establishment in the near future. 2.Concerns regarding call disconnections and queue performance have been raised with IT colleagues and continue to be reviewed. To support patients, the service has implemented a dedicated appointments email inbox, worked with Switchboard to reduce inappropriate call transfers, and, where possible, deployed additional administrative resource to assist with managing call volumes. 3. The service recognises that delays in telephone access can be frustrating and inconvenient for patients. However, patients are generally able to contact the department through alternative routes, including email and repeat telephone contact where necessary. The impact on operational performance is monitored routinely. Whilst there is clearly an impact on patient experience when delays occur, current performance information does not indicate a significant impact on appointment attendance rates within Medical Imaging, and the service has not identified any material impact on overall service delivery. A significant reduction in patient DNA rates has been observed since April 2026, suggesting that patients continue to access and attend appointments despite these challenges. 4. The department is aware of reports from patients that calls have occasionally disconnected whilst waiting in the queue. We understand that this may be linked to periods of high call volume rather than a deliberate queue-management function; however, this is something we are actively reviewing with IT colleagues. At present, the service is not aware of any system configuration that intentionally disconnects callers after a specified waiting period.	Lucy Skelton, Divisional General Manager of Clinical Specialties Services (CSS) Division	23/10/2026 Outside of the meeting