

Board of Directors - Public

Subject:	Revisions to Constitution		Date: 1 st September 2022	
Prepared By:	Shirley A Higginbotham, Director of Corporate Affairs			
Approved By:	Shirley A Higginbotham, Director of Corporate Affairs			
Presented By:	Shirley A Higginbotham, Director of Corporate Affairs			
Purpose				
To receive and approve the amendments to the Trusts Constitution			Approval	x
			Assurance	
			Update	
			Consider	
Strategic Objectives				
To provide outstanding care	To promote and support health and wellbeing	To maximise the potential of our workforce	To continuously learn and improve	To achieve better value
x	x	x	x	x
Identify which principal risk this report relates to:				
PR1	Significant deterioration in standards of safety and care			
PR2	Demand that overwhelms capacity			
PR3	Critical shortage of workforce capacity and capability			
PR4	Failure to achieve the Trust's financial strategy			
PR5	Inability to initiate and implement evidence-based Improvement and innovation			
PR6	Working more closely with local health and care partners does not fully deliver the required benefits			
PR7	Major disruptive incident			
PR8	Failure to deliver sustainable reductions in the Trust's impact on climate change			
Committees/groups where this item has been presented before				
Approved by the Council of Governors – 9 th August 2022				
Executive Summary				
<p>The recent Governor elections did not result in all vacant posts being filled. Therefore, the Council of Governors agreed to revise the Constitution to merge the public constituencies for Mansfield, Ashfield and Rest of East Midlands and the staff governor constituencies of Kings Mill Hospital & Mansfield Community Hospital and Newark Hospital.</p> <p>The outcome being two public constituencies: Newark and Sherwood and Rest of East Midlands and one Staff Constituency which is no longer site specific.</p> <p>The attached Constitution reflects the proposed changes, and the deletion of paragraph 7.10.1.4 to allow those governors recently elected to remain in post.</p> <p>The Trust solicitors have reviewed and amended the Constitution through track changes.</p> <p>Section 20 of the Constitution details the process for revision to the Constitution. Changes regarding the Council of Governors must be approved at the Annual Members Meeting.</p> <p>Amendments to the Constitution must be approved by the Council of Governors, the Board and finally at the Annual Members/General Meeting, scheduled for 29th September 2022.</p>				

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The Trust held Governor elections earlier this year, declaring the result on 12th April 2022.

Unfortunately, not all posts received nominations, principally Newark and Sherwood Public Constituency, Rest of East Midlands Public Constituency, and staff governor for Newark Hospital. The Mansfield and Ashfield Constituencies held contested elections:

The Ashfield Constituency had two governor vacancies and six nominations; therefore, two candidates were elected. The Mansfield Constituency had four vacancies and received five nominations; therefore, four candidates were elected, unfortunately subsequently one has resigned, however it was agreed the reserve candidate would be elected.

The nominations for the Ashfield constituency included experienced governors who were not re-elected.

The Governors agreed the number of governor vacancies were not being optimised across the different constituencies resulting in the loss of knowledge and experience.

The Governors agreed to revise the Constitution and a working group was established.

The working group met, but with only a few governors in attendance it was agreed a further discussion would take place at the Governor Membership and Engagement Committee.

Legal advice regarding the proposed changes was sought and informed the discussions.

The Reference Guide for NHS Foundation Trust Governors, states, an NHS foundation trust should divide its public constituency into areas covering the geographical areas where the majority of the trust's patients and/or service users reside.

The initial revisions proposed were to merge all public constituencies and develop a Youth constituency, thereby having two public constituencies. It was also proposed to merge the Staff Constituencies across the Trust and therefore not site specific.

After discussion the agreement was to merge the Staff Constituencies, however the development of a Youth Constituency and merging all public constituencies wasn't supported.

Further discussion resulted in the agreement of retaining the Newark and Sherwood Public Constituency and merging the public constituencies of Mansfield, Ashfield, and Rest of East Midlands.

The attached revised Constitution reflects these changes and the changes to the Staff Governor Constituency.

In order for the Governors recently elected to remain in post paragraph 7.10.1.4 is also deleted e.

Section 20 of the Constitution sets out the process for the amendment of the Constitution and is repeated below for information.

20 Amendment of the Constitution

20.1 This Constitution may only be amended with the approval of:

20.1.1 more than half of the members of the Board of Directors voting; and

20.1.2 more than half of the members of the Council of Governors voting.

20.2 Amendments made under paragraph 20.1 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 amendment, not accord with Schedule 7 of the 2006 Act.

20.3 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):

20.3.1 at least one member of the Council of Governors must attend the next Annual Members' Meeting and present the amendment: and

20.3.2 the Trust must give the Members an opportunity to vote on whether they approve the amendment.

20.4 If more than half of the Members voting approve the amendment, the amendment continues to have effect; otherwise, it ceases to have effect and the Trust must take such steps as are necessary as a result.

20.5 The Trust shall inform the Independent Regulator of any amendments to the Constitution.