

**Board of Directors – Public – Cover Sheet**

<b>Subject:</b>	Revised Constitution				<b>Date:</b>	5 <sup>th</sup> September 2024
<b>Prepared By:</b>	Sally Brook Shanahan, Director of Corporate Affairs					
<b>Approved By:</b>	David Selwyn, Acting Chief Executive					
<b>Presented By:</b>	David Selwyn, Acting Chief Executive					
<b>Purpose</b>						
To seek approval from the Trust Board to changes to the Trust's Constitution on the recommendation of the Council of Governors.					<b>Approval</b>	<b>X</b>
					<b>Assurance</b>	
					<b>Update</b>	
					<b>Consider</b>	
<b>Strategic Objectives</b>						
Provide outstanding care in the best place at the right time	Empower and support our people to be the best they can be	Improve health and wellbeing within our communities	Continuously learn and improve	Sustainable use of resources and estates	Work collaboratively with partners in the community	
<b>X</b>	<b>X</b>	<b>X</b>	<b>X</b>	<b>X</b>	<b>X</b>	
<b>Principal Risk</b>						
<b>PR1</b>	Significant deterioration in standards of safety and care					<b>X</b>
<b>PR2</b>	Demand that overwhelms capacity					<b>X</b>
<b>PR3</b>	Critical shortage of workforce capacity and capability					<b>X</b>
<b>PR4</b>	Failure to achieve the Trust's financial strategy					<b>X</b>
<b>PR5</b>	Inability to initiate and implement evidence-based Improvement and innovation					
<b>PR6</b>	Working more closely with local health and care partners does not fully deliver the required benefits					
<b>PR7</b>	Major disruptive incident					
<b>PR8</b>	Failure to deliver sustainable reductions in the Trust's impact on climate change					
<b>Committees/groups where this item has been presented before</b>						
Constitution Working Group meetings held on 16 <sup>th</sup> May and 5 <sup>th</sup> July 2024						
<b>Acronyms</b>						
NHSE – National Health Service England PBP – Place Based Partnership						
<b>Executive Summary</b>						
<p>The Constitution was most recently approved in August 2022. As a result of feedback received regarding the need for changes to it, specifically in relation to the electoral constituencies and the modernisation of voting arrangements, a Governor working group was established in order to examine in detail and agree proposals to put before the full Council of Governors. The working group comprising Liz Barrett, the Lead Governor, Ian Holden, Peter Gregory, Sam Musson, and Vikram Desai met on 16<sup>th</sup> May and 5<sup>th</sup> July 2024 and was supported by the Director of Corporate Affairs and Head of Communications.</p> <p>The amendments are incorporated in tracked changes on the attached version of the Constitution. They comprise:</p> <ul style="list-style-type: none"> <li>Proposed revisions in relation to the electoral constituencies reflect the working group's feedback about the need for the "Rest of the East Midlands" constituency to be more</li> </ul>						

specifically focussed on the local communities of Mansfield and Ashfield that it serves,

- the modernisation of the voting arrangements, specifically to incorporate the NHSE Model Election Rules that permit e.voting, thereby enabling future elections to be both more efficient and significantly less expensive as no postage charges will be incurred,
- updates to the paragraphs about terms of office to align them with NHSE requirements that they do not exceed a total of nine years,
- replacing the unused opportunity for the PBP to nominate a governor, with the opportunity for the new Combined Authority to make a nomination instead. The Mayor has welcomed this opportunity and has confirmed the Combined Authority will work with the Trust to ensure effective participation and representation, and
- taking the opportunity to revise out of date references e.g.to the role of Trust Secretary.

Paragraph 20 of the Constitution sets out the process for the approval of amendments. In accordance with it, the tracked changes version of the revised Constitution incorporating the proposed changes described above was presented to the Council of Governors on 13<sup>th</sup> August 2024 at which there was unanimous agreement for them to be recommended to the Trust Board for approval.

The amendments will take effect at the point they are approved by the Trust Board. It is for noting that as the proposed changes do not relate to the powers or duties of the Council of Governors there is no formal requirement for a Governor to present them to the Annual Public meeting on 24<sup>th</sup> September 2024. However, the Council of Governors recommended that a record of the amendments to the Constitution is formally placed in the public domain at the Annual Members' meeting to ensure full transparency. The final step that follows Trust Board approval is to notify NHSE of the changes to the Constitution.

A version of the Constitution document with tracked changes approved and numbering updated ('clean' version) is included in the Reading Room.

**Recommendation:** That the Trust Board approves the proposed changes to the Trust Constitution and to them being included on the agenda for the 2024 Annual Members' meeting for noting.