Dorset County Hospital NHS
NHS Foundation Trust

DCHFT Constitution Amendment No 4

The following amendments are required to the DCHFT Constitution as a result of Trust Board and Council of Governor decisions. The original part of the Constitution has been replicated with strikethrough's for reference and the recommended amendment is noted below it

Trust Board Open Meetings
On the 29 June 2010 the Trust Board agreed to open the Board meetings to the public. The exception to this situation will occur where 'Commercial in Confidence' or individuals are under discussion in which case that part of the meeting will be closed to the public and the media will also be asked to leave the meeting.

The following Constitutional amendment is required.

Extract from Annex 7 – Standing Orders for the Practice and Procedure of the Board of Directors

4. Meetings of the Board

~~4.1 **Meetings held in Public**~~
~~Board meetings will not be held in Public. Dorset County Hospital NHS Foundation Trust will hold an Annual General Meeting to which members of the public will be invited~~

4.1 Types of Meetings

4.1.1 **Open Public Board Meeting**
Board meetings will be held in public, where the detail under discussion is not confidential ie 'Commercial in Confidence' or where individuals can be identified

4.1.1.1 The date, time and location of the Open Public Board Meeting will be published not less than 14 days prior to the date of the meeting in areas accessible to the public e.g. internet, local media, libraries e.t.c.

4.1.1.2 The agenda, papers and minutes that are available for public scrutiny will be published on the Foundation Trust's internet website.

4.1.2 **Annual Members Meeting (AMM) / Annual General Meeting (AGM)**
The Foundation Trust will hold an AMM/AGM which will be convened within a reasonable timescale after the end of the financial year in question but not before the annual report and accounts have been laid before Parliament.

4.1.2.1 An advertisement will be placed in areas accessible to the public e.g. internet, local media, libraries e.t.c. not less than 14 days prior to the date of the AMM/AGM meeting. It will identify the date, time and location of the AMM / AGM

4.1.2.2 The AMM / AGM advertisement will also identify how copies of the Annual Report and Accounts can be obtained, prior to the meeting

4.1.2.1 The AMM /AGM agenda, minutes of the previous year's AMM / AGM and a copy of the current Annual Report and Accounts will be published on the Foundation Trust's internet website.

4.1.3 **Closed Meetings**

The Foundation Trust will hold the following closed meetings, which will not be available to the public

4.1.3.1 Board meetings will be closed to the public and the media where Commercial in Confidence discussions or confidential discussions identifying individuals are to take place. Documentation for these discussions will not be published and they will be contained within a Part II section of the Board agenda.

4.1.3.2 The Board will hold joint closed meetings with the Council of Governors

~~4.3 **Notice of Meetings**~~

~~Before each meeting of the Board, a notice of the meeting, specifying the business proposed to be transacted at it, and signed by the Chairman or by an officer of the Trust authorised by the Chairman to sign on his behalf shall be delivered to every director, or sent by post to the usual place of residence of such director, so as to be available to him at least five clear days before the meeting. Lack of service of the notice on any director shall not affect the validity of a meeting.~~

4.3 **Notice of Meetings**

4.3.1 Notice to the Board

Before each meeting of the Board, a Notice of the meeting, specifying the business proposed to be transacted at it, and signed by the Chairman or by an officer of the Trust authorised by the Chairman to sign on his behalf shall be delivered to every director, electronically and/or sent by post to the usual place of residence of such director, so as to be available to him at least five clear days before the meeting. Lack of service of the notice on any director shall not affect the validity of a meeting.

4.3.2 Notice to the Public

Before each meeting of the Board, a Notice of the meeting, will be issued in line with clause 4.1.1.1. The Agenda and associated Papers will be issued in line with clause 4.1.1.2 noted above.

~~4.37 **Annual General Meeting**~~

~~The NHS Foundation Trust's Board of Directors will hold an annual general meeting which will be held no later than the 30 September. This meeting will be open to the public and the date of the meeting will be advertised locally one month before the agreed date of the meeting.~~

Note : The detail for the AMM/AGM is published at clause 4.1.2

Nomination and Remuneration Committee
On the 22 July 2010 the Council of Governors agreed to a review of the N&RC Terms of Reference in respect of committee membership and tenure as well as delegated authority from the CoG in order to address short time frames on decision making. The Constitution does not mirror the detail of the N&RC ToR but where there is a link, the Constitution has been amended as follows.

Extract from Annex 5 - Additional Provisions Council of Governors
Appointment of Non Executive Directors, (including the Chair and Vice-Chair)

~~2. To assist the CoG, the Council will establish a Nomination & Remuneration Committee (N&RC) which will recommend for ratification to the CoG, suitable processes in relation to appointments and reappointments of Non Executive Directors, the Chair and the Vice-Chair.~~

~~Consideration will be given to the views of key stakeholders and the Trust Board, in particular the Non Executive Directors.~~

~~This process will take advice from within the Foundation Trust and if necessary, take external advice on recruitment and the search process if appropriate.~~

2. To assist the CoG, the Council will establish a Nomination & Remuneration Committee (N&RC) with duties delegated to it by the CoG as noted in its Terms of Reference.

Consideration will be given to the views of key stakeholders and the Trust Board, in particular the Non Executive Directors.

The N&RC will take advice from within the Foundation Trust and where necessary, external advice will also be sought.

~~3. The N&RC will consist of 2 Elected Staff Governors, 3 Elected Public Governors (including the lead Governor) 1 Appointed Governor, the Chair and Vice Chair.~~

3. The N&RC will consist of, Chair, Vice Chair, Lead Governor, 2 Elected Staff Governors, 4 Elected Public Governors, 1 Appointed Governor.

The Trust Board are asked to note these amendments to the DCHFT Constitution and approve them. The approved amendments will then be taken to the Council of Governors on the 8 September 2010 for ratification before applying them to the DCHFT Constitution for final approval by Monitor.

Author
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