Title of Meeting	**Council of Governors / Board of Directors**
Date of Meeting	**27 October 2011 / 9 November 2011 (and circulated by email 19 October 2011)**
Report Title	**Revised Constitution**
Author	**Council of Governors Constitution Review Committee (Chaired by Dr J Ellwood, Trust Chair)** **Margaret Godfrey, Trust Secretary**
Responsible Executive	**Jean O'Callaghan, Chief Executive**

Purpose of Report (e.g. for decision, information)

To approve, prior to submission to Monitor for its approval and publication.

Summary

The Council of Governors and Board of Directors established a Constitution Review Committee (CRC), with delegated authority to review the current Constitution, make such amendments as the Committee considered to be necessary, and to make recommendations to the Council of Governors and Board of Directors regarding the approval of a revised Constitution. The revised Constitution will then be submitted to Monitor for its approval, after which it will be published on Monitor's website.

The CRC was chaired by the Trust Chair and comprised Governors, Non-Executive and Executive Directors. It met 3 times over 10 months and reviewed the Constitution in detail. While carrying out the review, Committee members considered various overarching points including:

1. Constituencies – should these be changed to include a separate Patient Constituency or a combined Public and Patient Constituency or to include classifications of staff (e.g. clinical, non-clinical)?
2. Should the numbers of elected Governors from particular constituencies be increased / decreased?
3. Should the overall numbers on the Council be increased / decreased?
4. NEDs lengths of term to be explicitly stated as 3 years, plus normal rule re tenure to be two terms of 3 years plus up to three further years (one year at a time) only in exceptional circumstances.
5. Are minimum membership numbers per constituency set appropriately?
6. Should the requirement for those standing for election as a public Governor to have their application forms co-signed by a "named supporter" who is also a member be removed as it sometimes proves difficult for people to get a co-signature, so may deter applicants from standing for election?
7. To add the following option for dealing with Council of Governor vacancies (Annex 5, p. 44) – "to carry one or more vacancies (such number to be agreed by the Council of Governors) until the next set of elections due, so long as this is not detrimental to the conduct of Council business."

The Committee also took the opportunity of review to ensure that the Constitution was up-to-date with regard to legislation and the Trust's structure.

Members agreed the following:

1. That the Trust should retain 2 constituencies, but change the name of the "Public" constituency to the "Public and Patient" constituency. The Committee felt that retaining two constituencies made for easier electoral processes, but the inclusion of the word "Patient" better reflected the Trust's priority focus on patient care and clinical quality.
2. That the minimum age to stand for election as Governor should remain 18. This avoids any issues associated with Governors who have not yet achieved the age of majority.
3. That the number of public constituencies should remain at 6, but the minimum membership level for the public constituency should be set at 1,000 and for staff at 500. The Committee felt that the trust's constituency boundaries and numbers of Governor per constituency remained valid and that minimum membership numbers for each constituency (a requirement introduced post-authorisation) should be set at appropriate levels.
4. That the staff constituency should not be further subdivided into classes, again to streamline election processes.
5. That education, voluntary and charity sector partner organisations should not be specified within the Constitution, so that the Trust could regularly review the composition of its Appointed Governors and ensure it genuinely reflected ongoing joint projects and partnership working with the education and charity sectors.
6. To reduce the numbers of voluntary and charity sector stakeholder Governors to 4 (from 6), thus reducing the overall number of Appointed Governors to 8, as members believed that all Appointed Governors should come from genuine partner organisations with a local interest. This reduces the Council of Governors to 30 members in total.
7. That the Board of Directors should review the composition of the Appointed Governors on a 3-yearly basis or more frequently in the situation where a partner organisation was unable to nominate a Governor when asked.
8. To clarify that the Governors' Nomination and Remuneration Committee (NRC) did not have delegated authority to appoint the Chair or Vice Chair of the Trust, as this was a responsibility of the entire Council of Governors.
9. That 5 members of the NRC were sufficient for an interview panel for Non-Executive Director (NED) appointments.
10. To emphasise the rules relating to NED tenure, ensuring that each extension of tenure was subject to satisfactory performance appraisal and the need to regularly refresh the composition and skill-set of the Board. Tenure is for 3 years, with any extension beyond a second term (i.e. 6 years in office) being granted only in exceptional circumstances and reviewed on an annual basis, up to a total maximum tenure of 9 years.
11. That the requirement for Governors to declare interests included the requirement for Appointed Governors to declare third party interests.
12. That this time-limited Committee had now concluded its business, so no further meetings were required.

Paper Previously Reviewed By

Constitution Review Committee.

Strategic Impact

N/A

Risk Evaluation

Impact on Trust's governance risk rating if the Constitution is not relevant, up-to-date and practical in terms of its operation.

Impact on Care Quality Commission Registration and/or Clinical Quality

N/A.	
Governance Implications (legal, clinical, equality and diversity or other): Governance requirement.	
Financial Implications N/A.	
Freedom of Information Implications – can the report be published?	Yes.

Recommendations	a) That the Council of Governors approves the revised Constitution and agrees that it be submitted to Monitor. b) That the Constitution Review Committee be disestablished having concluded its duties.