DORSET COUNTY HOSPITAL NHS FOUNDATION TRUST
(A PUBLIC BENEFIT CORPORATION)

CONSTITUTION

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1. Interpretation and Definitions

1.1 In this Constitution:

"2006 Act" means the National Health Service Act 2006.

1.2 Unless a contrary intention is evident or the context requires otherwise, words or expressions contained in this Constitution shall bear the same meaning as in the 2006 Act.

1.3 References in this Constitution to legislation include all amendments, replacements, or re-enactments made to that legislation.

1.4 References to legislation include all regulations, orders statutory guidance or directions made in respect of it.

1.5 Headings are for ease of reference only and are not to affect interpretation.

1.6 Words importing the masculine gender only, shall include the feminine gender; words implying the singular shall import the plural and vice versa.

"Accounting Officer"	Is the person who from time to time discharges the functions specified in paragraph 25(5) of Schedule 7 to the 2006 Act
"Appointed Governors"	means Governors who have been appointed as representatives of Partnership organisations as listed in Annex 3
"Applicant NHS Trust"	means the NHS Trust which made the application to become an NHS Foundation Trust
"Area of the Trust"	means the area specified for the area of the Public Constituencies in Annex 1
"Audit Committee"	means a committee of the Board of Directors pursuant to paragraph 36 of this Constitution
"Auditor"	Means the External Auditor of the Trust appointed by the Council of Governors pursuant to paragraph 35 of this Constitution
"Authorisation"	Means the authorisation issued to the Trust by the Independent Regulator
"Board of Directors"	means the Board of Directors of the Trust as constituted in accordance with this Constitution and the 2006 Act
"Corporation"	means reference to the Dorset County Hospital NHS Foundation Trust
"Chairman"	means the Chairman of the Trust
"Chief Executive"	means the Chief Executive of the Trust
"Code of Conduct"	means any code which the Trust may publish from time to time to govern or guide the conduct of Council of

Governors, Directors and employees of the Trust

"Constitution"	means the Constitution together with the annexes and appendices attached hereto
"Council of Governors"	means the Council of Governors (referred to in the 2006 Act as "the Board of Governors") as constituted in accordance with this Constitution
"Director"	means a member of the Board of Directors of the Trust
"Elected Governor"	means a Governor elected by either the Public or Staff membership
"Finance Director"	means the Finance Executive Director on the Board of Directors
"Financial Year"	means: (a) the period beginning with the date on which the corporation is authorised under paragraph 25(6) Schedule 7 of the 2006 Act and ending with the 31st March (b) each successive period of twelve months beginning with 1st April
"Governor"	means a member of the Council of Governors and includes both Appointed and Elected Governors
"Health Service Body"	is an organisation as defined in the National Health Service Act 2006 and for the purposes of this constitution will include NHS Foundation Trusts
"Hospital"	means Dorset County Hospital and all associated hospitals and facilities at which the Trust provides good and/or services
"Immediate Family Member"	means either: (a) a partner whether married, in a civil partnership (Civil Partnership Act 2004) or some other similar arrangement, whether or not residing in the same household (b) a child related to the partner/s (c) a sibling or step-sibling (d) a parent or step-parent (e) a partner (as defined in sub-paragraph (a) above) of a person identified in sub-paragraphs (b-d)
"Independent Regulator"	means the regulator for the purposes of Part 2 of the 2006 Act
"Independent Mediation"	means a service provided by the NHS or a contracted

	supplier which is independent of Dorset County Hospital NHS Foundation Trust
"Local Authority Governor"	means a member of the Council of Governors appointed by one or more local authorities whose area includes the whole or part of the Area of the Trust.
"Member"	means a Member of the Foundation Trust
"Monitor"	is the Independent Regulator of NHS Foundation Trusts, as provided by Section 31 of the 2006 Act
"Nomination and Remuneration Committee"	Means a committee appointed by the Council of Governors to oversee the arrangements for selection, appointment and succession planning of Non-Executive Directors.
"Partnership Organisation Governor"	means an Appointed Governor of the Council of Governors appointed by a partnership organisation
"Patient"	means any person whose name is recorded as a patient on the Trust's patient administration system or other record maintained by the Trust for the purpose of identifying patients of the Trust
"PCT Governor"	means a Governor appointed from the local PCT representing the commissioners for the Trust
"Public and Patient Constituency"	means the constituency of the Trust constituted in accordance with paragraph 8 of this Constitution and made up of the Public and Patient Constituencies as identified in Annex 1
"Public Governor"	means a member of the Council of Governors elected by the Members of the Public and Patient Constituency in accordance with this Constitution
"Register of Governors"	means the Register of Governors which the Trust is required to have and maintain under Paragraph 20 of Schedule 7 to the 2006 Act
"Secretary"	means the Secretary of the Trust or any other person appointed by the Trust to perform the duties of the Secretary of the Trust including a joint, assistant or deputy Secretary or such other person as may be appointed by the Trust to perform the functions of the Secretary under this Constitution
"Senior Independent Director"	means a non-executive director appointed by the Board of Directors to be available to members and governors if they have concerns which contact through the normal channels of chairman, chief executive or finance director has failed to resolve or for which such contact is inappropriate. The senior independent director could be the deputy chairman.
"Staff Constituency"	means the constituency of the Trust constituted in accordance with paragraph 9 of this Constitution
"Staff Governor"	means a Governor elected by the Members of the Staff Constituency in accordance with this Constitution

"Sex Offenders Order"	means a Sexual Offences Preventative Order or a Risk of Sexual Harm Order made under Part II of the Sexual Offences Act 2003
"Sex Offenders Register"	means the Register of Sex Offenders maintained under Part I of the Sex Offenders Act 1997 (as amended by the Sexual Offences Act 2003)
"Terms of Authorisation"	are the terms of authorisation issued by Monitor under Section 35 of the 2006 Act
"2006 Act"	is the National Health Service Act 2006
"Trust"	means the Dorset County Hospital NHS Foundation Trust
"Trust Hospital"	means all or any hospital or other patient care facilities administered by the Trust from time to time and designated by the Trust as falling within this definition
"Trust Subcontractor"	means an individual or a contractor to the Trust whose employees exercise functions on behalf of the Trust
"Vexatious complainant"	means any person who, in the opinion of the Council of Governors, persistently and without reasonable grounds makes a vexatious complaint(s)
"Vexatious complaint"	means any unjustified complaint, the effect of which in the opinion of the Council of Governors is to subject the Trust (or any of its staff, agents, patients or carers) to inconvenience, harassment or expense
"Vice Chairman"	means the Vice Chairman of the Trust and usually (but not necessarily) the Senior Independent Non-Executive Director, who will deputise for the Chairman as required
"voluntary organisation	is a body, other than a public or local authority, the activities of which are not carried on for profit

2. Name

The name of the Trust is Dorset County Hospital NHS Foundation Trust.

3. Principal purpose

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

4. Other purposes

4.1 Without prejudice to the Trust's principal purpose as noted in paragraph 3:

4.2 The Trust may also carry on activities other than those mentioned in the principle purpose, subject to any restrictions in the authorisation, for the purposes of making additional income available in order to carry out its principal purpose.

4.3 The Trust may carryout 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.

5. Powers

5.1 The powers of the Trust are set out in the 2006 Act, subject to any restrictions in the terms of its Authorisation

5.2 The powers of the Trust shall be exercised by the Board of Directors on behalf of the Trust.

5.3 Any of these powers may be delegated to a committee of directors or to an executive director.

5.4 In the exercise of its powers, the Trust shall have regard to the NHS Constitution, the core principles of the NHS and those of the Trust as set out in Appendix 1 of Annex 8.

6. Membership and constituencies

The Trust shall have members, each of whom shall be a member of one of the following constituencies:

6.1 a public and patient constituency

6.2 a staff constituency

7. Application for membership

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

7.1 An individual may become a member by application to the Trust in accordance with this Constitution or, where so provided for in this Constitution, by being given automatic membership by the Trust unless they choose to opt out.

7.2 Where an individual applies to become a member of the Trust, the Trust shall consider his application for membership as soon as reasonably practicable following its receipt and in any event no later than 28 days from the date upon which the application is received and unless that individual is ineligible for membership or is disqualified from membership the Secretary shall cause his name to be entered forthwith on the Trust's register of members and that individual shall thereupon become a member.

7.3 Where an individual is given automatic membership by the Trust to become a member that individual shall automatically become a member and shall have their name entered on the Trust's register of members following the expiration of 14 days after the giving of that invitation unless within that period the individual has informed the Trust that he does not wish to become a member.

7.4 An individual shall become a member on the date upon which his name is entered on the Trust's register of members and that individual shall cease to be a member upon the date upon which his name is removed from the register of members as provided for in this Constitution.

7.5 The Trust shall take reasonable steps to secure that taken as a whole the actual membership of the Public and Patient Constituency is representative of those eligible for such membership.

8. Public and Patient Constituency

8.1 An individual who lives in the constituency areas as specified in Annex 1 known as the Public and Patient Constituency area may become or continue as a member of the Trust.

8.2 Those individuals who live in an area specified in an area for any public constituency are referred to collectively as the Public and Patient Constituency.

8.3 The minimum number of members in each Local Authority area for the Public and Patient Constituency is specified in Annex 1.

8.4 Public and Patient Constituency members:

8.4.1 Are not eligible to become a member of the Staff Constituency and are not members of any other constituency;

8.4.2 Must not be disqualified for membership under Annex 8;

8.4.3 Must be at least 16 years of age at the time of their application to become a member; and

8.4.4 Must have applied to the Trust to become a member and that application has been accepted by the Trust.

8.5 An individual shall be deemed to live in the Area of the Trust if this is evidenced by his name appearing on the then current Electoral Roll at an address within the Public and Patient Constituency Area of the Trust or the Trust acting by the Secretary is otherwise satisfied that the individual lives within the Public and Patient Constituency Area of the Trust.

9. Staff Constituency

9.1 An individual who is employed by the Trust under a contract of employment with the Trust automatically becomes or continues as a member of the Trust provided:

9.1.1 he is employed by the Trust under a contract of employment which has no fixed term or has a fixed term of at least 12 months; or

9.2 Individuals who exercise functions for the purposes of the Trust, otherwise than under a contract of employment with the Trust, may become or continue as members of the staff constituency provided such individuals have exercised these functions continuously for a period of at least 12 months

For the avoidance of doubt the following individuals may be considered individuals who exercise functions for the purpose of the Trust:

9.2.1 those working for a partnership organisation, based at the Trust. including staff with honorary contracts at the Trust, and

9.2.2 those employed by contractors providing services that the Trust would otherwise provide itself.

9.3 For the avoidance of doubt, volunteers will be incorporated within the Public and Patient Constituency.

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

9.5 The minimum number of members in the Staff Constituency is specified in Annex 2.

9.6 Membership by default will apply to all staff who are:

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

9.6.2 invited by the Trust to become a member of the Staff Constituency

and these individuals shall become a member of the Trust as a member of the Staff Constituency without an application being made, unless he informs the Trust that he does not wish to do so.

9.7 Staff Constituency members:

9.7.1 Are not eligible to become a member of the Public and Patient Constituency;

9.7.2 Must not be disqualified for membership under Annex 8;

9.7.3 Must be at least 16 years of age at the time of their application to become a member; and

9.8 Employees that have opted out of membership must apply to the Trust if they wish to be reinstated as a member and the application will be accepted by the Trust.

10. Restriction on membership

10.1 An individual who satisfies the criteria for membership of a constituency within the Trust, may not while a member of that constituency become a member of any other constituency within the Trust.

10.2 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.

Establishing and notification of membership restriction

10.3 Where the Trust has reason to believe that a person is ineligible for membership under paragraphs 8 and 9 or may be disqualified from membership under Annex 8, the Secretary shall carry out reasonable enquiries to establish if this is the case.

10.4 Where the Secretary considers that there may be reasons for concluding that a member or an applicant for membership may be ineligible or be disqualified for membership he shall advise that individual of those reasons in summary form and invite representations from the member or applicant for membership within 28 days or such other reasonable period as the Secretary may in his absolute discretion determine. Any representations received shall be considered by the Secretary and he shall make a decision on the member's or applicant's eligibility or disqualification as soon as reasonably practicable and shall give notice in writing of that decision to the member or applicant within 14 days of the decision being made.

10.5 If no representations are received within the said period of 28 days or longer period (if any) permitted under the preceding paragraph, the Secretary shall be entitled nonetheless to proceed and make a decision on the member's or applicant's eligibility or disqualification notwithstanding the absence of any such representations from him.

10.6 Upon a decision being made under paragraphs 10.4 or 10.5 above that the Member is ineligible or disqualified from membership the member's name shall be removed from the register of members forthwith and he shall thereupon cease to be a member.

10.7 Any decision made under this paragraph to disqualify a member or an applicant for membership may be referred by the member or applicant concerned to the Dispute Resolution Procedure under Annex 8.

10.8 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 8.

11. Council of Governors – composition

11.1 The Trust is to have a Council of Governors, which shall comprise of both Elected and Appointed Governors.

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

11.3 The members of the Council of Governors, other than the Appointed Governors, shall be chosen by election by their constituency. The number of Governors to be elected by each constituency is specified in Annex 3.

11.4 More than half the members of the Council of Governors must be elected by members of the Trust other than those who are employed by the Trust under a contract of employment and, where the constitution so provides, individuals who exercise functions for the purposes of the Trust otherwise than under a contract of employment with the Trust.

11.5 Four members of the Council of Governors must be elected by the staff constituency

11.6 The Council of Governors shall maintain a policy for the composition of the Council of Governors which takes account of the membership strategy and shall review that policy every three years.

12. Council of Governors – election of Governors

12.1 Elections for elected Governors of the Council of Governors shall be conducted in accordance with the Rules for Elections, as may be varied from time to time.

12.2 The Rules for Elections, as may be varied from time to time, form part of this constitution and are attached at Annex 4.

12.3 A variation of the Model Rules by the Department of Health shall not constitute a variation of the terms of this constitution. For the avoidance of doubt, the Trust cannot amend the Model Rules.

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

13. Council of Governors – tenure

13.1 An Elected Governor may hold office for a period of up to three years (tenure).

13.2 An Elected Governor shall cease to hold office if he ceases to be a member of the constituency by which he was elected.

13.3 An Elected Governor shall be eligible for re-election at the end of his tenure.

13.4 A Governor may not serve for more than 9 consecutive years i.e. three tenures.

13.5 Appointed Governors will cease to hold office if the sponsoring organisation withdraws its sponsorship of them.

14. Council of Governors – disqualification and removal

14.1 The following may not become or continue as a Member of the Council of Governors:

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

14.1.2 a person who has made a composition or arrangement with, or granted a Trust deed for, his creditors and has not been discharged in respect of it;

14.1.3 a person who within the preceding five years has been convicted in the British Isles 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 him.

14.2 Members will be disqualified as a Governor if they are not 18 years of age at the date they are nominated for election or appointment.

A Governor may resign from that office at any time during the tenure of that office by giving notice in writing to the Secretary.

14.3 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.

15. Council of Governors – meetings of Governors

15.1 The Chairman of the Trust (appointed in accordance with the provisions of paragraph 22 below) or, in his absence, the Vice Chairman (appointed in accordance with the provisions of paragraph 23 below), shall preside at meetings of the Council of Governors.

The Chairman of the meeting shall have the casting vote.

15.2 The Chief Executive and the other Directors (both executive and non-executive) of the Board may be invited to attend the Council of Governors meetings.

15.3 Meetings of the Council of Governors shall be open to members of the public.

15.4 Members of the public may be excluded from all or part of any meeting by resolution of the Council of Governors on the grounds that:

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

15.4.2 for other special reasons stated in the resolution and arising from the nature of the business or the proceedings; or

15.4.3 the Chairman may exclude any member of the public from a meeting of the Council of Governors if they are interfering with or preventing the proper conduct of the meeting.

15.5 Council of Governors meetings will be held at various times to suit the working arrangements of the Governors.

16 Council of Governors – standing orders

The standing orders for the practice and procedure of the Council of Governors, as may be varied from time to time, are attached at Annex 6.

17. Council of Governors – conflicts of interest of Members

If a Governor has a pecuniary, personal or family interest, 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 he becomes aware of it. The Standing Orders for the Council of Governors shall make provision for the disclosure of interests and arrangements for the exclusion of a Member declaring any interest from any discussion or consideration of the matter in respect of which an interest has been disclosed.

18. Council of Governors – expenses

The Trust may pay travelling and other expenses to Governors at rates determined by the Trust.

Governors will be reimbursed expenses wholly incurred to allow attendance as determined by the Trust:

- Child care expenses actually incurred and receipted;
- Carer expenses actually incurred and receipted;
- Travel costs will be paid against expenses actually incurred and receipted for Public Transport or at the Public Transport mileage rate for personal car use.

The Trust will not remunerate Governors for loss of earnings.

19. Council of Governors – further provisions

Further provisions with respect to the Council of Governors are set out in Annex 5.

20. Board of Directors – composition

20.1 The Trust is to have a Board of Directors, which shall comprise both executive and non-executive directors (NEDs).

20.2 The Board of Directors is to comprise:

20.2.1 a non-executive Chairman

20.2.2 up to 6 other non-executive directors;

20.2.3 up to 6 executive directors.

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

20.4 The Chief Executive shall be the Accounting Officer.

20.5 One of the executive directors shall be the finance director.

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

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

20.8 The board shall determine whether each non-executive director is independent in character and judgment and whether there are relationships or circumstances which are likely to affect, or could appear to affect, the non-executive director's judgment.

20.9 At least half the board, excluding the Chairman should comprise of independent non-executive directors determined by the board to be independent.

20.10 One of the independent directors will be appointed as the senior independent director for the remainder of their tenure, by the Board of Directors in consultation with the Council of Governors.

20.11 In the event that the number of NED's (including the Chairman) is equal to the number of Executive Directors, the Chairman (and in his absence, the Vice Chairman), shall have the casting vote at meetings of the Board of Directors in accordance with the Standing Orders for the Board of Directors attached at Annex 7.

20.12 The validity of any act of the Trust is not affected by any vacancy among the Directors or by any defect in the appointment of any Director.

21. Board of Directors – qualification for appointment as a non-executive director

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

21.1 he is a member of the Public and Patient Constituency as identified in Annex 1

21.2 he is not disqualified by virtue of paragraph 27 below.

22. Board of Directors – appointment and removal of Chairman and other non-executive directors

22.1 The Council of Governors at a general meeting of the Council of Governors shall appoint or remove the Chairman of the Trust and the other non-executive directors. The appointment shall require the approval of a majority of the members of the Council of Governors present and voting at the meeting.

22.2 Removal of a non-executive director (including the Chairman) requires the approval of three-quarters of all the members of the Council of Governors who will discuss and vote in a meeting that is closed to the public.

23. Board of Directors – appointment of Vice Chairman

23.1 The Council of Governors at a general meeting of the Council of Governors shall appoint one of the non-executive directors as a vice chairman. The process to be followed in making this appointment is set out at Annex 8.

24. Board of Directors – appointment and removal of the Chief Executive and other executive directors

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

24.2 The appointment of the Chief Executive shall require the approval of a majority of the members of the Council of Governors present and voting at a meeting.

24.3 A committee consisting of the Chairman or Vice Chairman, the Chief Executive and other non-executive directors shall appoint the other executive directors. A committee consisting of the Chairman or Vice Chairman, the Chief Executive and other non-executive directors shall remove the other executive directors.

24.4 The Chief Executive of a Trust cannot become the Chairman of the same Trust

25. Board of Directors – disqualification

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

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

25.2 a person who has made a composition or arrangement with, or granted a Trust deed for, his creditors and has not been discharged in respect of it.

25.3 a person who within the preceding five years has been convicted in the British Isles 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 him.

25.4 a person whose tenure of office as a chairman or member or director of a Health Service Body has been terminated on the grounds that his/her appointment is not in the interests of the health service;

25.5 a person who has had his name removed from a list maintained under regulations pursuant to sections 91, 106, 123, or 146 of the 2006 Act, or the equivalent lists maintained by Local Health Boards in Wales under the National Health Service (Wales) Act 2006, and he has not subsequently had his name included in such a list;

25.6 a person who has within the preceding two years been dismissed, otherwise than by reason of redundancy or ill health, from any paid employment with a Health Service Body;

25.7 a person who is an executive or non-executive director or a governor of another NHS Foundation Trust, an executive or non-executive director, chairman, chief executive officer of another Health Service body or a body corporate whose business includes the provision of healthcare services;

25.8 a person who is a member of a Local Involvement Network or successor body.

25.9 a person who is a member of a local authority's Health Overview and Scrutiny Committee;

25.10 a person who is a subject of a disqualification order made under the Company Directors' Disqualification Act 1986;

25.11 a person who has failed without reasonable cause to fulfil any training requirement established by the Board of Directors;

25.12 a person who has failed to sign and deliver to the Secretary a statement in the form required by the Board of Directors confirming acceptance of the Directors' Code of Conduct;

25.13 a person who is an occupant of the same household and/or is an Immediate Family Member of a Director or a Governor of the Trust;

25.14 a person who is the subject of a Sex Offenders Order and/or his name is included in the Sex Offenders Register.

26. Board of Directors – standing orders

The standing orders for the practice and procedure of the Board of Directors, as may be varied from time to time, are attached at Annex 7.

27. Board of Directors – conflicts of interest of directors

If a director has a pecuniary, personal or family interest, 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 Board of Directors, the director shall disclose that interest to the members of the Board of Directors as soon as he becomes aware of it. 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.

28. Board of Directors – Remuneration and Terms of Service Committee

The Board of Directors shall establish a committee of non-executive directors to decide the remuneration and allowances, and the other terms and conditions of office, of the Chief Executive and other executive directors.

28.1 Council of Governors – Nomination and Remuneration Committee

The Council of Governors at a general meeting shall establish a Nomination and Remuneration Committee which under delegated authority from the Council of Governors, decides on the remuneration and allowances and the terms and conditions of office, of the Chairman and the other Non Executive Directors.

29. Registers

The Trust shall have:

29.1 a register of members showing, in respect of each member, the constituency to which he belongs;

29.2 a register of members of the Council of Governors;

29.3 a register of interests of members of the Council of Governors;

29.4 a register of directors; and

29.5 a register of interests of the directors.

30. **Admission to and removal from the registers**

The Trust Board shall nominate a Secretary who may or may not be an employee. The Secretary may not be a Member of the Council of Governors or the Chief Executive or the Finance Director. The Secretary shall be responsible for keeping the registers up to date from information received by them,

and the registers may be kept in either paper or electronic form. 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 of receipt.

30.1 Register of Members

Subject to paragraph 29.1 above, members must complete and sign an application in the form prescribed by the Secretary. The Secretary shall maintain the register in two parts. Part one, which shall be the register referred to in the 2006 Act, shall include the name of each Member and the constituency or class to which they belong, and shall be open to inspection by the public in accordance with the paragraphs below. Part two shall contain all the information from the 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 and for the administration of the provisions of this Constitution.

30.2 Register of Governors

The register shall list the names of Governors, their category of membership of the Council of Governors (public, staff, primary care trust, local authority, other partnership organisation) and an address through which they may be contacted which may be the Secretary's place of work.

30.3 Register of interests of the Governors

The register shall contain the names of each Governor, whether he has declared any interests and, if so, the interests declared in accordance with this Constitution and/or the Standing Orders for Governors.

30.4 Register of Directors

The register shall list the names of Directors, their capacity on the Board of Directors and an address through which they may be Contacted, which may be the Secretary's place of work.

30.5 Register of interests of Directors

The register shall contain the names of each Director, whether he has declared any interests and, if so, the interests declared in accordance with this Constitution and/or the Standing Orders for the Board of Directors.

31. Registers – inspection and copies

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

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

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

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

- 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.

32. Documents available for public inspection

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

- a copy of the current Constitution;

- a copy of the current Authorisation;

- a copy of the latest annual accounts and of any report of the Auditor on them;

- a copy of the latest annual report;
- a copy of the latest information as to its forward planning; and
- a copy of any notice given under section 52 of the 2006 Act.

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

33. Auditor

The Trust is to have an Auditor.

The Council of Governors at a general meeting shall appoint or remove the Trust's Auditor.

The Auditor is to carry out his duties in accordance with Schedule 10 to the 2006 Act and in accordance with any directions given by the Independent Regulator on standards, procedures and techniques to be adopted.

The Board of Directors may resolve that an "external auditor" be appointed to review and publish a report on any other aspect of the Trust's performance. Any such "external auditor" is to be appointed by the Council of Governors in accordance with the Trust's External Auditor Additional Services Policy.

34. Audit Committee

The Board of Directors shall establish a committee of non-executive directors as an Audit Committee to perform such monitoring, reviewing and other functions as are appropriate.

35. Annual accounts

35.1 The Trust shall keep accounts in such form as Monitor may with the approval of HM Treasury direct.

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

35.3 The Trust shall prepare in respect of each financial year annual accounts in such form as Monitor may with the approval of HM Treasury direct.

35.4 The functions of the Trust with respect to the preparation of the annual accounts shall be delegated to the Accounting Officer.

36. Annual report and forward plans

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

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

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

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

37. Council of Governors' receipt of annual accounts and reports

The following documents are to be presented to the Council of Governors:

37.1 the annual accounts;

37.2 any report of the auditor on them;

37.3 the annual report.

38. Instruments

38.1 The Trust shall have a seal.

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

39. Addition and Amendment to the Constitution

39.1 The Trust may make additions and amendments to this Constitution (including its Annexes) with the approval of the Independent Regulator.

39.2 No proposals for additions and amendments of this Constitution will be put to the Independent Regulator unless:

39.2.1 the Board of Directors has consulted the Council of Governors on the proposed additions and amendments at a meeting of the Council of Governors or through a ballot (paper or electronic), and

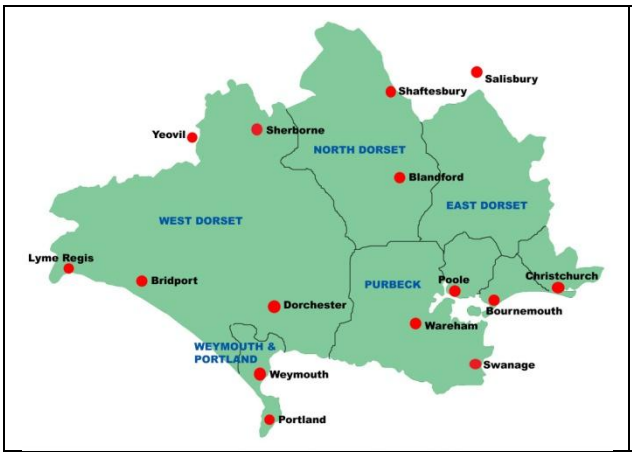
39.2.2 the proposal has been approved by a majority of those present and voting at a meeting of the Council of Governors.

39.3 The additions or amendments, so agreed, shall be submitted to the Independent Regulator for final approval.

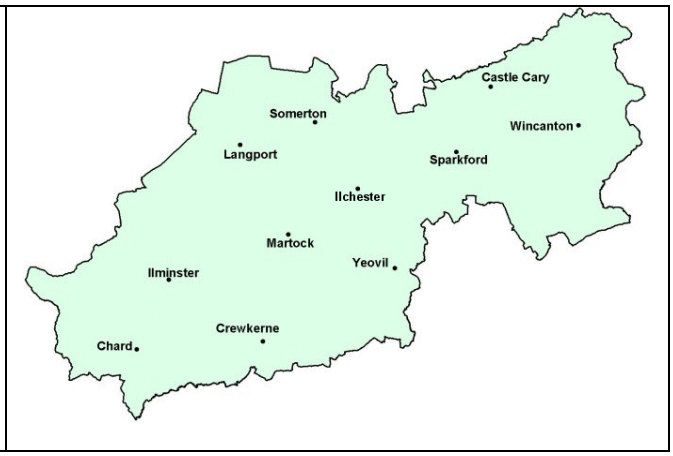
39.4 No additions or amendments may be made without the approval of the Independent Regulator.

ANNEX 1 – THE PUBLIC CONSTITUENCY

Dorset



South Somerset



The Public and Patient Constituency consists of 6 constituencies which will be drawn from the following 9 Local Authorities areas known as The Public and Patient Constituency as listed

Public and Patient Constituency	**Detail**	**Population 000's**
West Dorset	West Dorset District Council including Uplyme	95
Weymouth and Portland	Weymouth and Portland Borough Council	65
Purbeck	Purbeck District Council	45
North Dorset	North Dorset District Council	65
East Dorset, Christchurch, Poole and Bournemouth	East Dorset District Council	85
	Christchurch Borough Council	45
	Poole Borough Council	137
	Bournemouth Borough Council	163
South Somerset	South Somerset District Council	155
		854

The minimum number of members in the Public and Patient Constituency will be 1,000.

ANNEX 2 – THE STAFF CONSTITUENCY

The Staff Constituency will not be divided into classes but will consist of four Members to the Council of Governors irrespective of profession or department allowing those members to focus on the development of the Trust rather than on the narrow interests of their respective profession or department.

The minimum number of members in the Staff Constituency will be 500.

ANNEX 3 – COMPOSITION OF COUNCIL OF GOVERNORS

Appointed Members (8)			Tenure	**Role**
Appointed Members from Statutory Organisations (2)				
Primary Care Trust / Principal Commissioner	Dorset PCT or other principal Commissioning Body	1	Organisational tenure = 3yrs	• To represent the Trust's main commissioners and key health economic partners
Local Authority	Dorset County Council	1	Organisational tenure = 3yrs	• To represent key local non-NHS local authority health economy partners
Appointed Members from Partnership Organisations (6)				
Education	Other Education establishments	1	Organisational tenure = 3yrs	• To engage young people in the provision of healthcare services
Other Health Partnerships	South West Ambulance NHS Foundation Trust	1	Organisational tenure = 3yrs	• To engage with other health partnerships directly involved with DCHFT
Voluntary and Charitable Sector	Dorchester League of Friends Weldmar Hospicecare Trust 2 other Health Charities (to be selected depending on current initiatives / joint projects)	1 1 1 1	Organisational tenure = 3yrs	• To engage and assist the Trust in local developments
Elected Public Members (18)				
Local Authority Areas	West Dorset District Council including Uplyme	6	3yrs.	• To represent the public and patients who are served by the NHS Foundation Trust
	Weymouth and Portland Borough Council	5	3yrs.	
	Purbeck District Council	2	3yrs.	
	North Dorset District Council	3	3yrs.	
	East Dorset District Council, Christchurch, Poole and Bournemouth Borough Councils	1	1 x 3yrs	
	South Somerset District Council	1	1 x 3yrs	

Elected Staff Members (4)				
	Staff Membership is not split into staff classes	4	3 yrs	• To assist the Trust in developing and delivery of services through active representation from those who deliver the services
TOTAL Council of Governors		**30**		

ANNEX 4 – ELECTION RULES

The Trust has adopted the Model Election Rules. It will determine the result of the election using the First Past the Post Option.

Part 1 – Interpretation

1. Interpretation

Part 2 – Timetable for election

2. Timetable
3. Computation of time

Part 3 – Returning officer

4. Returning officer
5. Staff
6. Expenditure
7. Duty of co-operation

Part 4 – Stages Common to Contested and Uncontested Elections

8. Notice of election
9. Nomination of candidates
10. Candidate's consent and particulars
11. Declaration of interests
12. Declaration of eligibility
13. Signature of candidate
14. Decisions as to validity of nomination papers
15. Publication of statement of nominated candidates
16. Inspection of statement of nominated candidates and nomination papers
17. Withdrawal of candidates
18. Method of election

Part 5 – Contested elections

19. Poll to be taken by ballot
20. The ballot paper
21. The declaration of identity

Action to be taken before the poll

22. List of eligible voters
23. Notice of poll
24. Issue of voting documents
25. Ballot paper envelope and covering envelope

The poll

26. Eligibility to vote
27. Voting by persons who require assistance
28. Spoilt ballot papers
29. Lost ballot papers
30. Issue of replacement ballot paper
31. Declaration of identity for replacement ballot papers

Procedure for receipt of envelopes

32. Receipt of voting documents
33. Validity of ballot paper
34. Declaration of identity but no ballot paper
35. Sealing of packets

Part 6 – Counting the votes

36. Arrangements for counting of the votes
37. The count
38. Rejected ballot papers
39. Equality of votes

Part 7 – Final proceedings in contested and uncontested elections

40. Declaration of result for contested elections
41. Declaration of result for uncontested elections

Part 8 – Disposal of documents

42. Sealing up of documents relating to the poll
43. Delivery of documents
44. Forwarding of documents received after close of the poll
45. Retention and public inspection of documents
46. Application for inspection of certain documents relating to election

Part 9 – Death of a candidate during a contested election

47. Countermand or abandonment of poll on death of candidate

Part 10 – Election expenses and publicity

Expenses

48. Expenses incurred by candidates
49. Expenses incurred by other persons
50. Personal, traveling, and administrative expenses

Publicity

51. Publicity about election by the corporation
52. Information about candidates for inclusion with voting documents
53. Meaning of “for the purposes of an election”

Part 11 – Questioning elections and irregularities

54. Application to question an election

Part 12 – Miscellaneous

55. Secrecy
56. Prohibition of disclosure of vote
57. Disqualification
58. Delay in postal service through industrial action or unforeseen event

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1. Interpretation –

(1) In these rules, unless the context otherwise requires -

"corporation" means the public benefit corporation subject to this constitution;

"election" means an election by a constituency to fill a vacancy among one or more posts on the Council of Governors Council of Governors;

"the regulator" means the Independent Regulator for NHS foundation Trusts; and

"the 2006 Act" means the National Health Service Act 2006

(2) Other expressions used in these rules and in Schedule 7 to the National Health Service Act 2006 have the same meaning in these rules as in that Schedule.

Part 2 – Timetable for election

2. Timetable – 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 papers 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 12.00pm (midday) on the final day of the election.

3. Computation of time –

(1) In computing any period of time for the purposes of the timetable –

(a) 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.

(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 –

(1) Subject to rule 64, the returning officer for an election is to be appointed by the corporation.

(2) Where two or more elections are to be held concurrently, the same returning officer may be appointed for all those elections.

5. Staff –

Subject to rule 64, the returning officer may appoint and pay such staff, including such technical advisers, as he or she considers necessary for the purposes of the election.

6. Expenditure – The corporation is to pay the returning officer –

(a) any expenses incurred by that officer in the exercise of his or her functions under these rules,

(b) such remuneration and other expenses as the corporation may determine.

7. Duty of co-operation – The corporation is to co-operate with the returning officer in the exercise of his or her functions under these rules.

Part 4 – Stages Common to Contested and Uncontested Elections

8. Notice of election – The returning officer is to publish a notice of the election stating –

(a) the constituency, for which the election is being held,
(b) the number of members of the Council of Governors s to be elected from that constituency,
(c) the details of any nomination committee that has been established by the corporation,
(d) the address and times at which nomination papers may be obtained;
(e) the address for return of nomination papers 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, and
(h) the date and time of the close of the poll in the event of a contest.

9. Nomination of candidates –

Each candidate must nominate themselves on a single nomination paper.

The returning officer-

- is to supply any member of the corporation with a nomination paper, and
- is to prepare a nomination paper 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 –

The nomination paper must state the candidate's -

- full name,
- contact address in full constituency, of which the candidate is a member.
- election statement for nomination
- declaration of Interests

11. Declaration of interests – The nomination paper 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 – The nomination paper must include a declaration made by the candidate –

(a) that he or she is 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 his or her qualification to vote as a member of that constituency, for which the election is being held.

13. Signature of candidate – The nomination paper must be signed and dated by the candidate, 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.

14. Decisions as to the validity of nomination –

(1) Where a nomination paper 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-

- decides that the candidate is not eligible to stand,
- decides that the nomination paper is invalid,
- receives satisfactory proof that the candidate has died, or
- receives a written request by the candidate of their withdrawal from candidacy.

(2) The returning officer is entitled to decide that a nomination paper is invalid only on one of the following grounds -

- that the paper is not received on or before the final time and date for return of nomination papers, as specified in the notice of the election,
- that the paper does not contain the candidate's particulars, as required by rule 10;
- that the paper does not contain a declaration of the interests of the candidate, as required by rule 11,
- that the paper does not include a declaration of eligibility as required by rule 12, or
- that the paper is not signed and dated by the candidate, as required by rule 13.

(3) The returning officer is to examine each nomination paper as soon as is practicable after he or she has received it, and decide whether the candidate has been validly nominated.

(4) Where the returning officer decides that a nomination is invalid, the returning officer must endorse this on the nomination paper, stating the reasons for their decision.

(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 paper.

15. Publication of statement of candidates –

(1) The returning officer is to prepare and publish a statement showing the candidates who are standing for election.

(2) The statement must show –

(a) the name, contact address, and constituency of each candidate standing, and
(b) the declared interests of each candidate standing,

as given in their nomination paper.

(3) The statement must list the candidates standing for election in alphabetical order by surname.

(4) The returning officer must send a copy of the statement of candidates and copies of the nomination papers to the corporation as soon as is practicable after publishing the statement.

16. Inspection of statement of nominated candidates and nomination papers –

(1) The corporation is to make the statements of the candidates and the nomination papers supplied by the returning officer under rule 15(4) available for inspection by members of the public free of charge at all reasonable times.

(2) If a person requests a copy or extract of the statements of candidates or their nomination papers, the corporation is to provide that person with the copy or extract free of charge.

17. Withdrawal of candidates – 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 –

(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.

(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.

(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 is to order a new election to fill any vacancy which remains unfilled, on a day appointed by him or her in consultation with the corporation.

Part 5 – Contested elections

19. Poll to be taken by ballot –

(1) The votes at the poll must be given by secret ballot.

39. The votes are to be counted and the result of the poll determined in accordance with *Part 6 of these rules*.

20. The ballot paper –

(1) The ballot of each voter 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.

(2) Every ballot paper must specify –

(a) the name of the corporation,
(b) the constituency, for which the election is being held,
(c) the number of members of the Council of Governors to be elected from 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,
(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.

(3) Each ballot paper must have a unique identifier.

(4) Each ballot paper must have features incorporated into it to prevent it from being reproduced.

21. The declaration of identity (public constituencies) –

(1) In respect of an election for a public constituency declaration of identity must be issued with each ballot paper.

(2) The declaration of identity is to include a declaration –

(a) that the voter is the person to whom the ballot paper was addressed,
(b) that the voter has not marked or returned any other voting paper in the election, and
(c) for a member of the public constituency, of the particulars of that Members' qualification to vote as a member of the constituency for which the election is being held.

(3) The declaration of identity is to include space for –

(a) the name of the voter,
(b) the address of the voter,
(c) the voter's signature, and
(d) the date that the declaration was made by the voter.

(4) The voter must be required to return the declaration of identity together with the ballot paper.

(5) The declaration of identity must caution the voter that, if it is not returned with the ballot paper, or if it is returned without being correctly completed, the voter's ballot paper may be declared invalid.

Action to be taken before the poll

22. List of eligible voters –

(1) The corporation is to provide the returning officer with a list of the members of the constituency for which the election is being held who are eligible to vote by virtue of rule 26 as soon as is reasonably practicable after the final date for the delivery of notices of withdrawals by candidates from an election.

(2) The list is to include, for each member, a mailing address where his or her ballot paper is to be sent.

23. Notice of poll – The returning officer is to publish a notice of the poll stating –

(a) the name of the corporation,
(b) the constituency for which the election is being held,
(c) the number of members of the Council of Governors to be elected from 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 address for return of the ballot papers, and the date and time of the close of the poll,
(g) the address and final dates for applications for replacement ballot papers, and
(h) the contact details of the returning officer.

24. Issue of voting documents by returning officer –

(1) 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 documents to each member of the corporation named in the list of eligible voters –

(a) a ballot paper and ballot paper envelope,
(b) a declaration of identity (if required),
(c) information about each candidate standing for election, pursuant to rule 59 of these rules, and
(d) a covering envelope.

(2) The documents are to be sent to the mailing address for each member, as specified in the list of eligible voters.

25. Ballot paper envelope and covering envelope –

(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.

(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.

(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 declaration of identity if required, and

(b) the ballot paper envelope, with the ballot paper sealed inside it.

The poll

26. Eligibility to vote – 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.

27. Voting by persons who require assistance –

(1) The returning officer is to put in place arrangements to enable requests for assistance to vote to be made.

(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 he or she considers necessary to enable that voter to vote.

28. Spoilt ballot papers

(1) If a voter has dealt with his or her ballot paper in such a manner that it cannot be accepted as a ballot paper (referred to a "spoilt ballot paper"), that voter may apply to the returning officer for a replacement ballot paper.

(2) On receiving an application, the returning officer is to obtain the details of the unique identifier on the spoilt ballot paper, if he or she can obtain it.

(3) The returning officer may not issue a replacement ballot paper for a spoilt ballot paper unless he or she –

(a) is satisfied as to the voter's identity, and
(b) has ensured that the declaration of identity, if required, has not been returned.

(4) After issuing a replacement ballot paper for a spoilt ballot paper, the returning officer shall enter in 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. Lost ballot papers –

(1) Where a voter has not received his or her ballot paper by the fourth day before the close of the poll, that voter may apply to the returning officer for a replacement ballot paper.

(2) The returning officer may not issue a replacement ballot paper for a lost ballot paper unless he or she –

(a) is satisfied as to the voter's identity,
(b) has no reason to doubt that the voter did not receive the original ballot paper, and
(c) has ensured that the declaration of identity if required has not been returned.

(3) After issuing a replacement ballot paper for a lost ballot paper, the returning officer shall enter in a list ("the list of lost ballot papers") –

(a) the name of the voter, and
(b) the details of the unique identifier of the replacement ballot paper.

30. Issue of replacement ballot paper –

(1) If a person applies for a replacement ballot paper under rule 28 or 29 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 a replacement ballot paper unless, in addition to the requirements imposed rule 28(3) or 29(2) he or she is 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.

(2) After issuing a replacement ballot paper under this rule, the returning officer shall enter in a list ("the list of tendered ballot papers") –

(a) the name of the voter, and
(b) the details of the unique identifier of the replacement ballot paper issued under this rule.

31. Declaration of identity for replacement ballot papers (public and patient constituencies)

(1) In respect of an election for a public constituency a declaration of identity must be issued with each replacement ballot paper.

(2) The declaration of identity is to include a declaration –

(a) that the voter has not voted in the election with any ballot paper other than the ballot paper being returned with the declaration, and
(b) of the particulars of that Members qualification to vote as a member of the public constituency, for which the election is being held.

(3) The declaration of identity is to include space for –

(a) the name of the voter,
(b) the address of the voter,
(c) the voter's signature, and
(d) the date that the declaration was made by the voter.

(4) The voter must be required to return the declaration of identity together with the ballot paper.

(5) The declaration of identity must caution the voter that if it is not returned with the ballot paper, or if it is returned without being correctly completed, the replacement ballot paper may be declared invalid.

Procedure for receipt of envelopes

32. Receipt of voting documents –

(1) Where the returning officer receives a –

(a) covering envelope, or
(b) any other envelope containing a declaration of identity 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 33 and 34 are to apply.

(2) The returning officer may open any ballot paper envelope for the purposes of rules 33 and 34, 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.

(3) The returning officer must make arrangements to ensure the safety and security of the ballot papers and other documents.

33. Validity of ballot paper –

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 a declaration of identity if required that has been correctly completed, signed, and dated.

(2) Where the returning officer is satisfied that paragraph (1) has been fulfilled, he or she is to –

(a) put the declaration of identity if required in a separate packet, and
(b) put the ballot paper aside for counting after the close of the poll.

(3) Where the returning officer is not satisfied that paragraph (1) has been fulfilled, he or she is to –

(a) mark the ballot paper "disqualified",
(b) if there is a declaration of identity accompanying the ballot paper, mark it as "disqualified" and attach it the ballot paper,
(c) record the unique identifier on the ballot paper in a list (the "list of disqualified documents"); and
(d) place the document or documents in a separate packet.

34. Declaration of identity but no ballot paper (public constituency) – Where the returning officer receives a declaration of identity if required but no ballot paper, the returning officer is to –

(a) mark the declaration of identity "disqualified",
(b) 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
(c) place the declaration of identity in a separate packet.

35. Sealing of packets – As soon as is possible after the close of the poll and after the completion of the procedure under rules 33 and 34, the returning officer is to seal the packets containing–

a) the disqualified documents, together with the list of disqualified documents inside it,
(b) the declarations of identity if required,
(c) the list of spoilt ballot papers,
(d) the list of lost ballot papers,
(e) the list of eligible voters, and
(f) the list of tendered ballot papers.

Part 6 - Counting the votes

36. Arrangements for counting of the votes – The returning officer is to make arrangements for counting the votes as soon as is practicable after the close of the poll.

37. The count –

(1) The returning officer is to –
(a) count and record the number of ballot papers that have been returned, and
(b) count the votes according to the provisions in this Part of the rules.

(2) The returning officer, while counting and recording the number of ballot papers 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.

(3) The returning officer is to proceed continuously with counting the votes as far as is practicable.

38. Rejected ballot papers –

(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 votes are given for more candidates than the voter is entitled to vote,
(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, subject to paragraphs (2) and (3) below, be rejected and not counted.

(2) Where the voter is entitled to vote for more than one candidate, a ballot paper is not to be rejected because of uncertainty in respect of any vote where no uncertainty arises, and that vote is to be counted.

(3) A ballot paper on which a vote is marked –

(a) elsewhere than in the proper place,
(b) otherwise than by means of a clear mark,
(c) by more than one mark,

is not to be rejected for such reason (either wholly or in respect of that vote) if an intention that the vote shall be for one or other of the candidates clearly appears, and the way the paper is marked does not itself identify the voter and it is not shown that he or she can be identified by it.

(4) The returning officer is to –

(a) endorse the word “rejected” on any ballot paper which under this rule is not to be counted, and
(b) in the case of a ballot paper on which any vote is counted under paragraph (2) or (3) above, endorse the words “rejected in part” on the ballot paper and indicate which vote or votes have been counted.

(5) The returning officer is to draw up a statement showing the number of rejected ballot papers under the following headings –

(a) does not bear proper features that have been incorporated into the ballot paper,
(b) voting for more candidates than the voter is entitled to,
(c) writing or mark by which voter could be identified, and
(d) unmarked or rejected because of uncertainty,

and, where applicable, each heading must record the number of ballot papers rejected in part.

39. Equality of votes – Where, after the counting of votes is completed, an equality of votes is found to exist between any candidates and the addition of a vote would entitle any of those candidates to be declared elected, the returning officer is to decide between those candidates by a lot, and proceed as if the candidate on whom the lot falls had received an additional vote.

Part 7 – Final proceedings in contested and uncontested elections

40. Declaration of result for contested elections –

(1) In a contested election, when the result of the poll has been ascertained, the returning officer is to –

(a) declare the candidate or candidates whom more votes have been given than for the other candidates, up to the number of vacancies to be filled on the Council of Governors from the constituency, for which the election is being held to be elected,

(b) give notice of the name of each candidate who he or she has declared elected –

(i) to the Chairman of the corporation; and

(c) give public notice of the name of each candidate whom he or she has declared elected.

(2) The returning officer is to make –

(a) the total number of votes given for each candidate (whether elected or not), and

(b) the number of rejected ballot papers under each of the headings in rule fpp39(5),39(5)

available on request.

41. Declaration of result for uncontested elections – 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 he or she has declared elected to the Chairman of the corporation, and
(c) give public notice of the name of each candidate who he or she has declared elected.

Part 8 – Disposal of documents

42. Sealing up of documents relating to the poll –

(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,
(b) the ballot papers endorsed with “rejected in part”,
(c) the rejected ballot papers, and
(d) the statement of rejected ballot papers.

(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 declarations of identity,
(c) the list of spoilt ballot papers,
(d) the list of lost ballot papers,
(e) the list of eligible voters, and
(f) the list of tendered ballot papers.

(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, to which the election relates.

43. Delivery of documents – Once the documents relating to the poll have been sealed up and endorsed pursuant to rule 49, the returning officer is to forward them to the chair of the corporation.

44. Forwarding of documents received after close of the poll – 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 ballot papers are made too late to enable new ballot papers to be issued,

the returning officer is to put them in a separate packet, seal it up, and endorse and forward it to the Chairman of the corporation.

45. Retention and public inspection of documents –

(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 regulator, cause them to be destroyed.

(2) With the exception of the documents listed in rule 53(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.

(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.

46. Application for inspection of certain documents relating to an election –

(1) The corporation may not allow the inspection of, or the opening of any sealed packet containing –

(a) any rejected ballot papers, including ballot papers rejected in part,
(b) any disqualified documents, or the list of disqualified documents,
(c) any counted ballot papers,
(d) any declarations of identity, or
(e) the list of eligible voters,

by any person without the consent of the Regulator.

(2) A person may apply to the Regulator to inspect any of the documents listed in (1), and the Regulator 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.

(3) The Regulator'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.

(4) On an application to inspect any of the documents listed in paragraph (1), –

(a) in giving its consent, the regulator, and
(b) and making the documents available for inspection, the corporation,

must 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 his or her 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

47. Countermand or abandonment of poll on death of candidate –

(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) countermand notice of the poll, or, if ballot papers have been issued, direct that the poll be abandoned within that constituency, and
(b) order a new election, on a date to be appointed by him or her in consultation with the corporation, within the period of 40 days, computed in accordance with rule 3 3of these rules, beginning with the day that the poll was countermanded or abandoned.

(2) Where a new election is ordered under paragraph (1), no fresh nomination is necessary for any candidate who was validly nominated for the election where the poll was countermanded or abandoned but further candidates shall be invited for that constituency.

(3) Where a poll is abandoned under paragraph (1)(a), paragraphs (4) to (7) are to apply.

(4) The returning officer shall not take any step or further step to open envelopes or deal with their contents in accordance with rules 33 and 34, and is to make up separate sealed packets in accordance with rule 35.

(5) The returning officer is to –

(a) count and record the number of ballot papers that have been received, and
(b) seal up the ballot papers into packets, along with the records of the number of ballot papers.

(6) The returning officer is to 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, to which the election relates.

(7) Once the documents relating to the poll have been sealed up and endorsed pursuant to paragraphs (4) to (6), the returning officer is to deliver them to the Chairman of the corporation, and rules 52 and 53 are to apply.

Part 10 – Election expenses and publicity

Election expenses

48. Election expenses – 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 to the regulator under Part 11 of these rules.

49 Expenses and payments by candidates – 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.

50. Election expenses incurred by other persons –

(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 his or her 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.

(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 58 and 59.

Publicity

51. Publicity about election by the corporation –

(1) The corporation may –

(a) compile and distribute such information about the candidates, and
(b) organise and hold such meetings to enable the candidates to speak and respond to questions,

as it considers necessary.

(2) Any information provided by the corporation about the candidates, including information compiled by the corporation under rule 59, 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.

(3) Where the corporation proposes to hold a meeting 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.

52. Information about candidates for inclusion with voting documents –

(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.

(2) The information must consist of –

(a) a statement submitted by the candidate of no more than 250 words, and
(b) a photograph of the candidate.

53. Meaning of "for the purposes of an election" –

(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.

(2) The provision by any individual of his or her own services voluntarily, on his or her 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

54. Application to question an election –

(1) An application alleging a breach of these rules, including an electoral irregularity under Part 10, may be made to the regulator.

(2) An application may only be made once the outcome of the election has been declared by the returning officer.

(3) An application may only be made to the Regulator 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.

(4) The application must –

(a) describe the alleged breach of the rules or electoral irregularity, and
(b) be in such a form as the Regulator may require.

(5) The application must be presented in writing within 21 days of the declaration of the result of the election.

(6) If the Regulator requests further information from the applicant, then that person must provide it as soon as is reasonably practicable.

The Regulator shall delegate the determination of an application to a person or persons to be nominated for the purpose of the Regulator.

The determination by the person or persons nominated in accordance with Rule 61(7) shall be binding on and shall be given effect by the corporation, the applicant and the members of the constituency including all the candidates for the election to which the application relates.

The Regulator may prescribe rules of procedure for the determination of an application including costs.

Part 12 – Miscellaneous

55. Secrecy –

(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 a ballot paper or who has or has not voted,

(ii) the unique identifier on any ballot paper,

(iii) the candidate(s) for whom any member has voted.

(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.

(3) The returning officer is to make such arrangements as he or she thinks fit to ensure that the individuals who are affected by this provision are aware of the duties it imposes.

56. Prohibition of disclosure of vote – 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 he or she has voted.

57. Disqualification – 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.

58. Delay in postal service through industrial action or unforeseen event – 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 and declarations of identity,

the returning officer may extend the time between the publication of the notice of the poll and the close of the poll, with the agreement of the Regulator.

ANNEX 5

ADDITIONAL PROVISIONS – COUNCIL OF GOVERNORS

Eligibility to be a Governor

A person may not become a Governor, and if already holding such office will immediately cease to do so, if:

1. He is an Executive Director of the Trust, or an Officer or Director of another NHS Foundation Trust or any other NHS body, unless such Foundation Trust or NHS body is an appointing organisation which is appointing him under this constitution;

2. He is under eighteen years of age;

3. He is a member of a local authority's scrutiny committee covering health matters;

4. Being a member of one of the public constituencies, he fails to sign a declaration in the form specified by the Council of Governors of,
   (a) the particulars of his qualification to vote as a member of the Trust, and
   (b) that he is not prevented from being a Governor;

5. If he is or has been subject to a sex offender order;

6. He is incapable by reason of mental disorder, illness or injury of managing or administering his property and affairs;

7. He has within the preceding two years been dismissed, otherwise than by reason of redundancy, from any paid employment with a health service body;

8. He is a person whose tenure of office as the Chairman or as an Officer or Director of a health service body has been terminated on the grounds that his appointment is not in the interests of the health service, for non-attendance at meetings, or for non-disclosure of a pecuniary interest;

9. He has within the preceding five years been convicted in the British Isles of any offence and a sentence of imprisonment (whether suspended or not) without the option of a fine was imposed on him;

10. He has been declared by any NHS organisation as a vexatious complainant or has been removed from membership of another Foundation Trust.

Requirement of Governor to notify Trust

Where a person has been elected or appointed to be a Governor and he becomes disqualified from office under section 14 or under this annex of the constitution, he shall notify the Secretary in writing of such disqualification.

Termination of office and removal of Governors

A person holding office as a Governor shall immediately cease to do so if:

1. He resigns by notice in writing to the Secretary;

2. If it otherwise comes to the notice of the Secretary at the time the Governor takes office or later that the Governor is disqualified;

3. He fails to attend two meetings in any Financial Year, unless the other Governors are satisfied that:

   a. the absences were accepted as being due to reasonable causes; and

   b. he will be able to start attending meetings of the Trust again within such a period as they consider reasonable.

4. In the case of an elected Governor, he ceases to be a member of the Trust;

5. In the case of an appointed Governor, the appointing organisation terminates the appointment;

6. He has failed to undertake training which the Council of Governors requires all Governors to undertake;

7. He has failed to sign and deliver to the Secretary a statement in the form required by the Council of Governors confirming acceptance of the Trust's Code of Conduct;

8. He is removed from the Council of Governors by a resolution approved by a majority of the remaining Governors present and voting in confidence at a general meeting of the Council of Governors on the grounds that:

   a. he has committed a serious breach of the Trust's Code of Conduct, or

   b. he has acted in a manner detrimental to the interests of the Trust.

9. Any Member of the Council of Governors who is expelled from the Council of Governors as a breach of the conditions laid down by this constitution will not be allowed to be re-admitted to the Council of Governors within 5 years.

10. If it comes to the notice of the Secretary to the Trust at the time of his appointment or later that the Member of the Council of Governors is disqualified, he shall immediately declare that the person in question is disqualified and notify him in writing to that effect. Upon receipt of any such notification, that person's tenure of office, if any, shall be terminated and he shall cease to act as a Member of the Council of Governors.

Council of Governors Vacancies

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

   - Where the vacancy arises amongst the appointed Members, the Secretary shall request that the appointing organisation appoints a replacement to hold office for the remainder of the term of office. Where the appointing organization fails to make such an appointment, the matter will be referred to the Board of Directors for consideration.

   - Where the vacancy arises amongst the elected Members, the Council of Governors shall be at liberty either:

     - to call an election within three months to fill the seat for the remainder of that term of office, or

     - to invite the next highest polling candidate for that seat at the most recent election, who is willing to take office to fill the seat for any unexpired period of the term of office, or

     - 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.

Roles and Responsibilities

The roles and responsibilities of the Governors are to:

1. Appoint or remove the Chairman and the other non-executive directors. The removal of a non-executive director requires the approval of three-quarters of the Governors of the Council of Governors voting in confidence;

2. Establish a Nomination and Remuneration Committee (NRC) of the Governors to approve, under delegated authority, the appointment and re-appointment of the non-executive directors (excluding the Chair and Vice Chair appointments), and the remuneration and allowances and

the other terms and conditions of office of the non-executive directors taking into account the current benchmarking information and national guidelines.

3. Appoint or remove the Trust's external auditor.

4. Approve (by a majority of the Council of Governors present and voting at a general meeting) an appointment (by the Remuneration and Terms of Service Committee of the Board of the Directors) of the Chief Executive.

5. Give the views of the Council of Governors to the Trust Board of Directors for the purposes of the preparation (by the Directors) of the document containing information as to the Trust's forward planning in respect of each financial year to be given to the Independent Regulator;

6. Consider the annual accounts, any report of the auditor on them, and the annual report;

7. Respond to any matter as appropriate when consulted by the directors.

8. Develop the membership of the Trust and represent the interests of members.

Appointment of Non-Executive Directors, (including the Chair and the Vice-Chair)

1. The Council of Governors (CoG) is responsible for determining the processes to be adopted for the appointment and reappointment of Non Executive Directors, the Chair and the Vice Chair.

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

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

   The NRC will consist of the Chair, Vice Chair, Lead Governor, 2 Staff Governors, 4 Elected Public Governors and 1 Appointed Governor.

   The NRC's, interviewing panel will consist of 5 members of the committee along with the CEO representing the Board of Directors.

   The Committee may have in attendance an independent assessor and the Director of HR if appropriate

   Where a Chair vacancy occurs at short notice, other than by notice from the Independent Regulator, the Vice Chair will fulfill the Chair's role during the interim period before a permanent appointment is made. If necessary, an independent Non-Executive Director should also be appointed to the Vice Chair position for the same period of time. The temporary appointments will be approved by the CoG at a general meeting.

   The appointment or reappointment of the Chair,Vice Chair and Non-Executive Directors will be agreed at a general meeting of the CoG. Consideration will be given to the views of key stakeholders and the Trust Board, in particular the other Non Executive Directors, when assessing the appointment or reappointment of the Chair or Vice Chair.

ANNEX 6 – STANDING ORDERS FOR THE PRACTICE AND PROCEDURE OF THE COUNCIL OF GOVERNORS

Council of Governors Standing Orders

FOREWORD

The Dorset County Hospital NHS Foundation Trust is a Public Benefit Corporation established on 1 June 2007 under the National Health Service Act 2006.

As such, the Trust has specific powers to contract in its own name and to act as a corporate Trustee. In its latter role the Trust is accountable to the Charity Commission for those funds deemed to be charitable. The Trust also has a common law duty as a bailee for patients' property held on behalf of patients.

The principal place of business of the Trust is Dorset County Hospital.

These Standing Orders (SO's) are for the regulation of the Trust's Council of Governors proceedings and business.

A Code of Business Conduct lays down certain procedures where there is concern about possible conflicts of interest of Members.

A Code of Practice on Openness in the NHS sets out the requirements for public access to information on the NHS.

The Dorset County Hospital NHS Foundation Trust believes that public service values lie at its heart. High standards of corporate and personal integrity based on a recognition that patients come first, is a fundamental value of the Trust.

Everything done by the Trust should be able to stand the test of scrutiny, public judgment on propriety, and professional codes of conduct.

There should be sufficient transparency about the Trust's activities to promote confidence between the Trust and its staff, patients and the public.

Council of Governors Standing Orders

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1. Interpretation

1.1. Save as permitted by law, the Chairman of the Trust shall be the final authority on the interpretation of Standing Orders (on which he/she shall be advised by the Chief Executive and Director of Finance).

1.2. Any expression to which a meaning is given in the Health Service Acts or in the Regulations or Orders made under the Acts shall have the same meaning in this interpretation and in addition:

"ACCOUNTING OFFICER" shall be the Officer responsible and accountable for funds entrusted to the Trust. He or she shall be responsible for ensuring the proper stewardship of public funds and assets. For this Trust it shall be the Chief Executive.

"TRUST" means the Dorset County Hospital NHS Foundation Trust.

"BOARD" shall mean the Chairman and non-executive directors, appointed by the Council of Governors, and the executive directors appointed by the non-executive directors and (except for his own appointment) by the Chief Executive

"BUDGET" shall mean a resource, expressed in financial terms, and proposed by the Board for the purpose of carrying out, for a specific period, any or all of the functions of the Trust;

"CHAIRMAN" is the person appointed by the Council of Governors to lead the Board and to ensure that it successfully discharges its overall responsibility for the Trust as a whole. The expression “the Chairman of the Trust” shall be deemed to include the non-executive director appointed by the Council of Governors i.e. the Vice Chairman, to take on the Chairman’s duties if the Chairman is absent from the meeting or is otherwise unavailable.

"CHIEF EXECUTIVE" shall mean the chief officer of the Trust.

"COMMITTEE" shall mean a committee appointed by the Council of Governors.

"COMMITTEE MEMBERS" shall be persons formally appointed by the Council of Governors to sit on or to chair specific committees.

"DIRECTOR" shall mean a person appointed to the Board of Directors in accordance with the Trust’s Constitution and includes the Chairman.

"MOTION" means a formal proposition to be discussed and voted on during the course of a meeting.

"NOMINATED OFFICER" means an officer charged with the responsibility for discharging specific tasks within Standing Orders.

"OFFICER" means an employee of the Trust.

"SOs" mean Standing Orders.

2. General Information

2.1. The Purpose of the Council of Governors Standing Orders is to ensure that the highest standards of Corporate Governance and Conduct are applied to all Council meetings and associated deliberations.

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

3. Composition of the Council of Governors

3.1. The composition of the Council of Governors shall be, in accordance with Section 11 of the Trust’s Constitution.

3.2. **Appointment and Removal of the Chairman and Vice Chairman of the Council of Governors.** These appointments shall be made by the Members in accordance with Sections 22 and 23 of the Trust's Constitution.

3.3. **Duties of Vice Chairman** – Where the Chairman of the Trust has died or has otherwise ceased to hold office or where he has been unable to perform his duties as Chairman owing to illness, absence from England and Wales, or any other cause, references to the Chairman shall, so long as there is no Chairman able to perform his/her duties, be taken to include references to the Vice Chairman.

4. Meetings of the Council of Governors

4.1. Meetings held in Public

4.1.1 Meetings of the Council of Governors must be open to the public.

4.1.2 The Council of Governors may resolve to exclude members of the public from any meeting or part of a meeting on the grounds that:

(i) Publicity would be prejudicial to the public interest by reason of the confidential nature of the business to be transacted; or

(ii) There are special reasons stated in the resolution and arising from the nature of the business of the proceedings;

4.1.3 The Chairman may exclude any member of public from the meeting of the Council if he is interfering with or preventing any conduct of the meeting.

4.1.4 Meetings of the Council of Governors shall be held at least four times each year at times and places that the Council of Governors may determine.

4.2 Calling Meetings

Notwithstanding, 4.1.4 above, the Chairman may, in exceptional circumstances, call a meeting of the Council of Governors at any time. If the Chairman refuses to call a meeting after a requisition for that purpose, signed by a majority of the Governors, or if without so refusing, the Chairman does not call a meeting within fourteen days after requisition to do so, then the Governors may forthwith call a meeting provided they have been requisitioned to do so by more than 50% of the Governors.

4.3 Notice of Meetings

4.3.1 Before each meeting of the Council of Governors, a notice of the meeting, specifying the business proposed to be transacted shall be delivered to every Governor, or sent by post to the usual place of residence of such Governor, so as to be available to him at least five clear days before the meeting. Lack of service of the notice on any Governor shall not affect the validity of a meeting.

4.3.2 Notwithstanding the above requirement for notice, the Chairman may waive notice on written receipt of the agreement of at least 50% of Governors.

4.3.3 In the case of a meeting called by Governors in default of the Chairman, those Governors calling the meeting shall sign the notice and no business shall be transacted at the meeting other than that specified in the notice.

4.3.4 Failure to serve such a notice on more than three quarters of Governors will invalidate the meeting. A notice will be presumed to have been served at the time at which the notice would be delivered in the ordinary course of the post.

4.4 Setting the Agenda

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

4.4.2 A Governor desiring a matter to be included on an agenda shall make his/her request in writing to the Chairman at least ten clear days before the meeting. Requests made less than ten days before a meeting may be included on the agenda at the discretion of the Chairman.

4.5 **Chairman of Meeting**

At any meeting of the Council of Governors, the Chairman, if present, shall preside. If the Chairman is absent from the meeting, the Vice Chairman shall preside. Otherwise, such Governor as the Governors that are present shall choose, shall preside.

4.6 **Notices of Motions**

4.6.1 A Member of the Council of Governors desiring to move or amend a motion shall send a written notice thereof at least ten clear days before the meeting to the Chairman, who shall insert in the agenda for the meeting. All notices so received are subject to the notice given being permissible under the appropriate regulations. This paragraph shall not prevent any motion being moved during the meeting, without notice, on any business mentioned on the agenda subject to section 4.3 of these Standing Orders.

4.6.2 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 Chairman.

4.6.3 Notice of motion to amend or 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 Governors who give it and also the signature of four other Governors. When any such motion has been disposed of by the Council, it shall not be competent for any Governor, other than the Chairman, to propose a motion to the same effect within six months; however the Chairman may do so if he/she considers it appropriate.

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

4.6.5 When a motion is under discussion or immediately prior to discussion it shall be open to a Governor to move:

(a) An amendment to the motion.

(b) The adjournment of the discussion or the meeting.

(c) The appointment of an ad hoc committee to deal with a specific item of business.

(d) That the meeting proceeds to the next business.

(e) That the motion be now put.

Such a motion, if seconded, shall be disposed of before the motion, which was originally under discussion or about to be discussed. No amendment to the motion shall be admitted if, in the opinion of the Chairman of the meeting, the amendment negates the substance of the motion.

In the case of motions under (d) and (e), to ensure objectivity motions may only be put by a Governor who has not previously taken part in the debate.

4.7 **Chairman's Ruling**

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

4.8 **Voting**

4.8.1 Decisions at meetings shall be determined by a majority of the votes of the Governors present and voting. In the case of any equality of votes, the person presiding shall have a second or casting vote.

4.8.2 All decisions put to the vote shall, at the discretion of the Chairman 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.

4.8.3 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.

4.8.4 If a Governor so requests, his/her vote shall be recorded by name upon any vote (other than by paper ballot).

4.8.5 In no circumstances may an absent Governor vote by proxy. Absence is defined as being absent at the time of the vote.

4.9 **Suspension of Standing Orders (SOs)**

4.9.1 Except where this would contravene any statutory provision, any one or more of these Standing Orders may be suspended at any meeting, provided that at least two-thirds of members of the Council are present and that a majority of those present vote in favour of suspension.

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

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

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

4.9.5 The Audit Committee shall review every decision to suspend SOs.

4.10 **Variation and Amendment of Standing Orders**

4.10.1 These Standing Orders shall be amended only if:

• a notice of motion has been given; and

• no fewer than half the total of the Governors vote in favour of amendment; and

• at least two-thirds of the Governors are present; and

• the variation proposed does not contravene a statutory provision.

4.10.2 Variation and amendment to the Standing Orders is an amendment to the Constitution. Under section 37of the Act, an NHS Foundation Trust may make an amendment of its constitution with the approval of the regulator (Monitor).

4.11 **Record of Attendance**

The names of the Governors present at the meeting shall be recorded in the minutes.

4.12 **Minutes**

4.12.1 The Minutes of the proceedings of the meeting shall be drawn up and maintained as a public record. They will be submitted for agreement at the next meeting and will be signed by the person presiding at it.

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

4.12.3 Minutes shall be circulated in accordance with the Governors' wishes.

The Minutes of the meeting shall be made available to the public except for minutes relating to business conducted when members of the public are excluded under the terms of Section 4.1 of these Standing Orders (required by Code of Practice on Openness in the NHS).

4.13 **Quorum**

4.13.1 No business shall be transacted at a meeting of the Council of Governors unless at least one-third of the whole number of the Governors is present.

4.13.2 If a Governor 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 he/she 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.

5 Arrangements for the Exercise of Functions by Delegation

5.1 **Emergency Powers** – The powers which the Council of Governors has retained to itself within these Standing Orders may in emergency be exercised by the Chairman after having consulted at least five elected Governors. The exercise of such powers by the Chairman shall be reported to the next formal meeting of the Council for ratification.

5.2 **Delegation to Committees** – The Council of Governors may agree from time to time to the delegation of its duties to committees or sub-committees, which it has formally constituted. The constitution and terms of reference of these committees, or sub-committees, and their specific powers shall be approved by the Council.

6 Committees

6.1 **Further provisions**

6.2 The Council of Governors may appoint committees of the Council consisting wholly of persons who are Governors. Non-Governors may attend such committees if appropriate under the Committee's terms of reference but they shall have no vote.

6.3 A committee so appointed may appoint sub-committees consisting wholly of persons who are Governors. Non-Governors may attend such committees if appropriate under the Committee's terms of reference but they shall have no vote.

6.4 These Standing Orders, as far as they are applicable, shall apply with appropriate alteration to meetings of any committees or sub-committees so established by the Council.

6.5 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 Council) as the Council shall decide. Such terms of reference shall have effect as if incorporated into these Standing Orders.

6.6 Committees may not delegate their powers to a sub-committee unless expressly authorized by the Council of Governors.

6.7 The Council of Governors shall approve the membership to all committees/sub committees that it has formally constituted and shall determine the Chairman of each committee/sub-committee.

7 Confidentiality

7.1 A Member of the Council of Governors or an attendee on a committee of the Council shall not disclose a matter dealt with by, or brought before, the Council of Governors without its permission or until the committee shall have reported to the Council or shall otherwise have concluded on that matter.

7.2 A Governor or a Non-Governor in attendance at a committee shall not disclose any matter dealt with by the committee, notwithstanding that the matter has been reported or action has been concluded, if the Council of Governors or committee resolves that it is confidential.

8 Declaration of Interests and Register of Interests

8.1 Declaration of Interests

Governors are required to comply with the Trust's Standards of Business Conduct and to declare interests that are relevant and material to the Council. All Governors should declare such interests on appointment and on any subsequent occasion that a conflict arises. Appointed Governors representing organisations that fall into the categories outlined at 8.1.1 and whose role on the Council of Governors is to represent the interests of such organisations and is clearly understood as such must declare third party interests.

8.1.1 Interests regarded as "relevant and material" are:

a) Directorships, including non-executive directorships held in private companies or PLC's (with the exception of those of dormant companies).

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

c) Employment with any private company, business or consultancy.

d) Significant share holdings (more than 5%) in organisations likely or possibly seeking to do business with the NHS.

e) A position of authority in a charity or voluntary organisation in the field of health and social care.

f) Any connection with a voluntary or other organisation contracting for NHS services.

8.1.2 If a Governor has any doubt about the relevance of an interest, he should discuss it with the Chairman who shall advise him whether or not to disclose the interest.

8.1.3 At the time Governors' interests are declared, they should be recorded in the Council of Governors minutes and entered on a Register of Interests of Governors to be maintained by the Secretary. Any changes in interests should be declared at the next Council meeting following the change occurring.

8.1.4 Governors' directorships of companies likely or possibly seeking to do business with the NHS should be published in the Trust's annual report.

8.1.5 During the course of a Council meeting, if a conflict of interest is established, the Governor concerned shall, unless two thirds of those Governors present

agree, otherwise withdraw from the meeting and play no part in the relevant discussion or decision.

8.1.6 There is no requirement for the interests of Governors' spouses or partners to be declared. [Note however that regulations require that the interest of Governors' spouses, if living together, in contracts should be declared].

8.2 **Register of Interests**

8.2.1 The Trust Secretary will ensure that a Register of Interests is established to record formally declarations of interests of Governors.

8.2.2 Details of the Register will be kept up to date and reviewed annually.

8.2.3 The Register will be available to the public.

9. Insurance

9.1 The Members of the Council of Governors who have 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 functions, save where they have acted recklessly

9.2 Any costs arising in this way will be met by the Foundation Trust. The Foundation Trust will ensure adequate cover is in place for the benefit of the Members of the Council of Governors

10 Compliance – Other Matters

10.1 All Governors shall comply with the Code of Conduct for Governors.

ANNEX 7 – STANDING ORDERS FOR THE PRACTICE AND PROCEDURE OF THE BOARD OF DIRECTORS

Copies of Standing Orders for the Board of Directors are available on request from the Trust Secretary.

ANNEX 8 – FURTHER PROVISIONS

(Note 30)

Disqualification from membership

1. A person may not become a member of the Trust if within the last five years:

a. they have received a Red Card under the Trust's Procedure for Care of Patients who are violent or abusive, or

b. they have been involved in a serious incident of violence at any of the Trust's hospitals or facilities or against any of the Trust's employees or registered volunteers.

2. A person may not become a member of the Trust if they are under 16 years of age. Between the ages of 16 and 18, members will not be able to stand for election to the Council of Governors.

3. A person may not become or remain a member of the Public Constituency if they are eligible to become a member of the Staff Constituency.

4. A person may not be a member of more than one constituency.

5. A person may not become or remain a member of the Trust if they have been refused membership of another NHS Foundation Trust unless this relates to ineligibility due to non-residency within the other Foundation Trust's public constituency area.

6. A person may not become or remain a member of the Trust if they have been declared by the Council of Governors or one of its sub-committees to be a vexatious complainant or where they fail to abide by the Trust's principles.

7. Where the Trust is on notice that a member may be disqualified from membership, or may no longer be eligible to be a member they shall give the member 14 days written notice to show cause why his name should not be removed from the register of members. On receipt of any such information supplied by the member, the Secretary may, if he considers it appropriate, remove the member from the register of members. In the event of any dispute the Secretary shall refer the matter to the Council of Governors to determine.

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

Termination of membership

A member shall cease to be a member if:

1 he dies;

2. he resigns by notice to the Secretary;

3. he is expelled under this constitution.

4. if it appears to the Secretary that he no longer wishes to be a member of the Trust, and after enquiries made in accordance with a process approved by the Council of Governors (see below), he fails to establish that he wishes to continue to be a member of the Trust.

5. the member no longer lives in the Public and Patient Constituency as detailed in Annex 1.

6. the member is no longer part of the Staff Constituency as outlined at clause 9 of the Constitution. Providing the member lives in the Public and Patient Constituency as detailed in Annex 1 they may apply for Public membership.

Membership Expulsion procedure

A member may be expelled by a resolution of the Council of Governors. The following procedure is to be adopted:

1. Any member may complain to the Secretary that another member has acted in a way detrimental to the interests of the Trust.

2. If a complaint is made, the Council of Governors may itself consider the complaint having taken such steps as it considers appropriate to ensure that each member of the Council of Governors' point of view is heard and may either:

   a. dismiss the complaint and take no further action; or

   b. arrange for a resolution to expel the member complained of, such resolution to be considered at the next meeting of the Council of Governors.

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. 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.

5. If the member complained of fails to attend the meeting without due cause, the meeting may proceed in their absence

A person expelled from membership will cease to be a member upon the declaration by the Chairman of the meeting that the resolution to expel them is carried.

No person who has been expelled from membership is to be re-admitted except by a resolution carried by the votes of two-thirds of the Members of the Council of Governors present and voting at a meeting of the Council.

Voting at Public Member Elections

A person may not vote at a public election for an elected Governor unless within the specified period he has made a declaration in the specified form setting out the particulars of his qualification to vote as a member of the constituency for which the election is being held. It is an offence to knowingly or recklessly make such a declaration which is false in a material particular.

Dispute Resolution

Where this Constitution provides for any dispute to be referred for resolution under the Dispute Resolution Procedure the following procedure shall apply.

- All disputes shall wherever possible be resolved at the level and in the forum in which they first arise. If this does not secure a resolution of the dispute it may then be referred to the Chairman and Chief Executive of the Trust for their joint consideration and they shall use their reasonable endeavours to facilitate the resolution of a matter with the aggrieved party.

- If the Chairman and Chief Executive of the Trust are unable to facilitate a resolution, then they shall together with the aggrieved party consider whether the matter should then be referred to independent mediation.

- If the option of independent mediation is rejected or proves unsuccessful in facilitating a resolution, the parties must rely on such other remedies as are available to them.

Nothing in this procedure shall preclude any party from referring any dispute to a Court of Competent Jurisdiction in England and Wales.