

## Agenda

---

**18:00 - 18:03** **1. Welcome and apologies**

3 min

*Charles Alexander*

---


**18:03 - 18:05** **2. Declarations of interest**

2 min

---

**18:05 - 18:10** **3. Minutes of previous meeting held on 31 January 2024**

5 min

 [3] 20240131 Council of Governors minutes v0.2wip.pdf (3 pages)

---

**18:10 - 18:15** **4. Matters arising**

5 min

**4.1. FOIA and SARs Compliance**

*Fiona Nicholls ( Verbal)*

**4.2. Assisted Conception Unit**

*Gubby Ayida ( Verbal)*

**4.3. Governor elections 2024**

*Edward Bradshaw (Verbal)*

---

**18:15 - 18:45** **5. Governor business**

30 min

**5.1. Report from Nominations Committee**

*Charles Alexander*

 [5.1] Report from the Nominations Committee v2.pdf (9 pages)

 [5.1a] Appendix 1 - Nominations Committee terms of reference April 2024.pdf (3 pages)

**5.2. Trust Constitution update**

*Charles Alexander*

 [5.2] Trust Constitution update.pdf (4 pages)

 [5.2a] Appendix 1 - GSTT Constitution v3 draft\_tracked.pdf (90 pages)

**5.3. Lead Governor role description**

*Edward Bradshaw*

Lawal, Kemi  
18/04/2024 16:46:44

[5.3] Lead Governor role description.pdf (3 pages)

[5.3a] Appendix 1 - GSTT Lead Governor - overview and person specification 2024.pdf (3 pages)

---

18:45 - 19:20  
35 min

## 6. Q&A with Trust Chair and non-executive directors

(Verbal)

---

19:20 - 19:30  
10 min

## 7. Governors' reports for information

### 7.1. Lead Governor's Report

*John Powell*

[7.1] Lead Governor's Report vFinal.pdf (3 pages)

### 7.2. Quality and Engagement Working Group (notes from meetings on 16 January 2024 and 26 March 2024)

*Leah Mansfield*

[7.2a] 20240116 Quality and Engagement Working Group Meeting Notes Jan 2024.pdf (7 pages)

[7.2b] 20240326\_Quality and Engagement Working Group Meeting notes - March 2024.pdf (9 pages)

### 7.3. Strategy, Transformation and Partnership Working Group (notes from meeting on 6 February 2024)

*Leah Mansfield*

[7.4] 20240206 Strategy Transformation and Partnerships Working Group minutes DRAFT vFinal.pdf (6 pages)

---

19:30 - 19:30  
0 min

## 8. Any other business

(Verbal)

Lawal, Kemi  
18/04/2024 16:10:44

## COUNCIL OF GOVERNORS

**Wednesday 30 January 2024, 6pm – 7.30pm**  
**Robens Suite, Guy's Hospital and MS Teams**

**Governors present:**

Koku Adomza	Emily Hickson	Placida Ojinnaka
David Al-Basha	Peter Harrison (online)	Rishi Pabary (online)
Victoria Borwick	Leah Mansfield	John Powell
Michael Bryan (online)	Marianna Masters (online)	Raska Tupprasoot
Elfy Chevretton	Margaret McEvoy	Mary Stirling (online)
John Clark	Alison Mould	Claire Wills
Katherine Hamer	Mary O'Donovan	

**In attendance:**

Charles Alexander (Chair)	Simon Friend	Ian Playford
Edward Bradshaw	Richard Grocott-Mason	Reza Razavi
Miranda Brawn	Felicity Harvey	Simon Steddon
Stephanie Calvert (minutes)	Anita Knowles (online)	Lawrence Tallon
Steve Davies	Pauline Philip	Tendai Wileman

Members of the public and members of staff

### 1. Welcome and apologies

- 1.1. The Chair welcomed attendees to the public meeting of the Council of Governors (the Council). Apologies had been received from non-executive directors Nilkunj Dodhia, Sally Morgan, Javed Khan and the following governors: Jordan Abdi, Serina Aboim, Sarah Addenbrooke, Mark Boothroyd, Marcia da Costa, Sian Flynn, Dogus Ibrahim, Joanna McGillivray, Trudy Nickels, Roseline Nwaoba, David Phoenix, Jadwiga Wedzicha and Sonia Winifred.
- 1.2. Governors were advised that the Chair had accepted the resignation of Dr Javed Khan as non-executive director of Guy's and St. Thomas' NHS Foundation Trust (the Trust), with effect from 1 April 2024. The Chair thanked Dr Khan for his service to the Trust, including the time he spent as non-executive director of Royal Brompton and Harefield NHS Foundation Trust (RBH) prior to the merger with the Trust. It was noted that this would create a vacancy on the Board.

### 2. Declarations of interests

- 2.1. The Chair declared an interest in agenda item six and confirmed he would recuse himself from those discussions.

### 3. Minutes of the meeting held on 18 October 2023 and review of actions

- 3.1. The minutes of the previous meeting were approved as an accurate record.

### 4. Lung transplant research

- 4.1. A presentation was provided by Professor Anna Reed, Consultant in Respiratory and Transplant Medicine based at Harefield Hospital on lung transplant research. A patient story was shared to demonstrate the significant effects caused by Chronic Lung Allograft Dysfunction (CLAD) and how the survival rates in adults following a lung transplant remained low. As a result of clinical partnerships in research and dedicated funding, new technology had been identified leading to biomarkers for CLAD being relied upon to support earlier diagnosis.

- 4.2. Governors praised the team for commendable achievement and noted the importance of continued funding. It was confirmed that further pilot projects were intended which could lead to a similar approach being adopted for other major organs.

## 5. ICS and partnership matters

- 5.1. The Chair provided an update on the latest developments with regard to his role at King's College Hospital NHS Foundation Trust (KCH). He informed Governors that, following discussions with NHS England and the South East London Integrated Care Board (ICB), he had resigned as Chair of KCH. All parties had agreed that both KCH and the Trust needed their own chair to ensure there was dedicated leadership and sufficient capacity to focus on addressing the significant challenges both trusts were facing. The Chair confirmed his ongoing commitment to the Trust.

## 6. Report from the Nominations Committee

*The Chair recused himself from and left the meeting; Felicity Harvey chaired the discussion for this item.*

- 6.1. Following the announcement on 24 January 2024 that Charles Alexander had stepped down as Chair of KCH, the Nominations Committee met to review his terms and conditions. In addition to seeking Council approval to disestablish his role as Chair in Common, a number of recommendations were put forward including an increase in time commitment and annual remuneration.
- 6.2. Governors were provided with background information to offer further context to assist their consideration. Up until 2019, Charles Alexander's predecessor Chair at the Trust had worked for a minimum of three days per week solely for the Trust and therefore a return to the previous arrangements was proposed. Taking into account some comparisons with other trusts, three days per week was found to be a common time commitment for Chairs. It was also noteworthy that, particularly following its merger with RBH in February 2021, the Trust had significantly increased in size and complexity.
- 6.3. Governors were supportive of the proposals to increase the time commitment from two to three days per week which would be devoted to leading the Trust through the external and strategic challenges it faced.
- 6.4. In support of the proposals to revise the remuneration for the role, Governors were provided with details of the remuneration framework for chairs and non-executive directors, and benchmarking data which considered the Trust's scale. Following a lengthy debate, a decision was reached that the Chair's pro rata remuneration would remain the same, and be increased proportionately to reflect the increased number of days worked solely for the Trust from two to three days.
- 6.5. There was agreement that there should be a renewed structure in place for the remuneration of non-executives to be reviewed by the Council and that this should take place annually.

### RESOLVED

- 6.6. The following revisions to Charles Alexander's terms and conditions of office as Chair of the Trust were approved by the Council, effective from 1 February 2024:

- his role as Chair in Common of Guy's and St Thomas' and Kings College Hospital would be disestablished and he would continue as Chair for Guy's and St Thomas' only;

- his time commitment for the Trust would be increased from two to three days per week, and
- his pro rata remuneration would remain the same and annual salary be increased proportionately to £71,250 to reflect the increased number of days worked solely for the Trust from two to three days.

6.7 All other terms and conditions of office for the Chair of the Trust would remain unchanged.

## **7. External audit contract**

7.1. The Council was invited to approve a one-year extension to the existing contract with Grant Thornton, the current provider of external audit services to the Trust. This extension would allow the finance team to optimise the new finance system across the Trust and to enable a possible joint re-tendering exercise with KCH to take effect from 2025/26.

### **RESOLVED**

7.2. The Council approved the extension of the contract by one year to July 2025.

## **8. Governors' elections 2024**

8.1. The Council received an overview of the upcoming elections which would be held in Spring 2024, with a view to the new governors formally commencing their role from 1 July 2024. Governors were encouraged to familiarise themselves with the supporting slides which been provided which included information on eligibility, the nomination process and election timetable. Governors were invited to submit any questions arising.

8.2. Work was in development to identify effective ways to promote the opportunity within harder to reach areas, to support the Council being more fully representative of the community it served. Further suggestions were welcomed to support the achievement of this objective.

## **9. Governor's reports for information**

9.1. The Council noted the Lead Governor's Report and the meeting minutes from the Quality and Engagement Working Group (QEWG) meeting held on 26 September 2023 and the Membership Development Working Group on 8 January 2024.

9.2. The Lead Governor referred to the restructure of the Council's meetings. The previously termed information governor briefing sessions had been merged into quarterly two-hourly triangulation meetings. The changes would facilitate more efficient use of governor time and should lead to increased attendance. The inaugural meeting under the revised structure had recently taken place and was described as having been successful. The lead governor expressed his thanks to the non-executive representatives who had participated in the discussions. The terms of reference for the QEWG had also been refreshed to ensure they reflected current practices and direction of travel.

## **10. Reflections on Board of Directors meeting / Q&A with Trust Chair**

10.1. There was limited time remaining for these agenda items. Governors were encouraged to submit any outstanding questions to the Corporate Affairs team.

## **11. Any other business**

11.1. There was no other business.

*The next meeting of the Council of Governors would be held on 24 April 2024*

**GUY'S AND ST THOMAS' NHS FOUNDATION TRUST  
COUNCIL OF GOVERNORS  
WEDNESDAY 24 APRIL 2024**

<b>Title:</b>	<b>Report from the Nominations Committee</b>
<b>Responsible director:</b>	<b>Charles Alexander, Trust Chair</b>
<b>Author:</b>	<b>Edward Bradshaw, Director of Corporate Governance and Trust Secretary</b>
<b>Purpose:</b>	To make a series of recommendations to the Council of Governors following the meeting of the Nominations Committee on 15 April 2024.
<b>Main strategic priority:</b>	All strategic priorities
<b>Paper previously presented at:</b>	<ul style="list-style-type: none"> <li>Nominations Committee, 15 April 2024</li> </ul>
<b>Recommendations:</b>	<p>The COUNCIL OF GOVERNORS is asked to:</p> <ol style="list-style-type: none"> <li><b>approve</b> the updated Committee terms of reference (Appendix 1) and membership;</li> <li><b>approve</b> the re-appointment of Dr Felicity Harvey as non-executive director for a further two years to 14 September 2026;</li> <li><b>approve</b> the appointment of Professor Shitij Kapur as the non-executive director nominated by King's College London, to replace Professor Reza Razavi, for a period of six months from 6 May 2024 to 5 November 2024, or until the new Chief Academic Officer of King's College London starts in post (whichever is soonest);</li> <li><b>note</b> that steps will be taken to identify and nominate to the Council of Governors two new non-executive directors with expertise in workforce and cyber/technology; and</li> <li><b>approve</b> the retention of non-executive director remuneration at £20,000 per annum for a further 12 months.</li> </ol>

Lawal, Kemi  
18/04/2024 16:10:44

**GUY'S AND ST THOMAS' NHS FOUNDATION TRUST**  
**COUNCIL OF GOVERNORS**  
**WEDNESDAY 24 APRIL 2024**

## 1. Introduction

1.1. This report from the Nominations Committee ('the Committee') deals with the following matters that were discussed and unanimously approved by the Committee at its meeting on 15 April:

- The Committee's terms of reference and membership;
- The positions of Dr Felicity Harvey and Professor Reza Razavi on the Trust Board of Directors;
- The current non-executive director cohort; and
- Non-executive directors' remuneration.

## 2. Nominations Committee terms of reference and membership

2.1. In March 2024 the Committee made the following update to its terms of reference:

- To increase the number of governor members from four to six (with a maximum of two governors per constituency);
- To increase the quorum from two governor members to three; and
- For the Committee Chair to nominate one Committee member to act as a liaison with the wider Council of Governors.

2.2. Leah Mansfield (patient governor) and David Phoenix (partnership governor) were the only two individuals who expressed an interest in joining the Committee in the specified window and, accordingly, have both been directly appointed.

2.3. The Council of Governors is asked to **approve** the Committee's updated terms of reference (**Appendix 1**) and the two new members.

## 3. Non-executive director re-appointments

3.1. **Dr Felicity Harvey:** Dr Harvey was appointed by the Council of Governors as a non-executive director at its meeting on 20 July 2016 and took up her appointment with effect from 15 September 2016. Her career prior to this appointment had been in the NHS, where she qualified as a public health doctor, and then in the Civil Service. Her roles in the Department of Health included being Director of Prison Health, Director

of Medicines, Pharmacy and Industry and Director General of Public and International Health. She was also, for a time, a Director in the Number 10 Delivery Unit and then in the Performance and Reform Unit at HM Treasury.

- 3.2. Since her retirement in 2016, Felicity has been both a member and Chair of the Independent Oversight and Advisory Committee for WHO Health Emergencies. She is also a Visiting Professor at the Institute of Global Health, Imperial College, London was non-executive director of Mediclinic International plc, now adviser to Mediclinic Group Ltd, an international private healthcare services group, and non-executive director of Halcyon Topco Ltd (Sciensus Group).
- 3.3. Dr Harvey is considered to have made an outstanding contribution as a non-executive director of the Trust. She has been a regular contributor as both member and chair of a full range of Board committees and currently chairs the Cancer and Surgery Clinical Group Board. She contributes to all of the wide-ranging topics on the Trust Board's agenda and has a strong grip on both strategic and operational issues that are being addressed by both the Trust and the wider system. She has also brought her wider skills in health services research, leadership and performance management to bear in both challenging and supporting Board colleagues and senior executives in other areas of our clinical priorities, notably cardiovascular and cancer services.
- 3.4. Dr Harvey is widely-respected and admired by Board colleagues and other senior executives, and was made Senior Independent Director in June 2023 following Dr Sheila Shribman's departure from the Board. As Committee members will recall, her appraisals under both the current and previous Chair have been consistently strong, she continues to meet the full 'fit and proper persons' criteria for membership of the Board, and she has made a full declaration of her other interests.
- 3.5. The Committee is asked to note that, if re-appointed, it is the Chair's intention that Dr Harvey would continue as Senior Independent Director.
- 3.6. The Trust's Constitution states: *Non-executive Directors shall be eligible for appointment for two four-year terms of office, and in exceptional circumstances a further term of two years. No non-executive Director shall be appointed to that office for a total period which exceeds ten years in aggregate.* It is the view of the Trust Chair and wider Board that there are 'exceptional circumstances' that warrant extending Dr Harvey's term for a further two years, namely:
- Since June 2022 seven of the Trust's non-executive directors have left the organisation, and an eighth is expected later this year.<sup>1</sup> This has created a significant loss of corporate memory at its most senior level, of which the Trust can ill-afford any more;

<sup>1</sup> Paul Cleal (left Trust June 2022), Hugh Taylor (November 2022), Sheila Shribman (June 2023), John Pelly (June 2023), Steve Weiner (July 2023), Priya Singh (October 2023), Javed Khan (March 2024). As per section 3.7 onwards, Reza Razavi will leave the Board later in 2024.



- Having only recently assumed the role of Senior Independent Director, retaining Dr Harvey's expertise will be important to continue to support the four non-executive directors who joined the Trust in 2023, and any further non-executive directors who the Trust will look to recruit; and
- The Trust is facing an unprecedented level of operational challenge. This is arguably most acute in its provision of cancer services, where the Trust is in NHS England's regulatory 'tiering' regime. As a non-executive director with a significant amount of both experience and expertise in this field, the retention of Dr Harvey is considered vital to support the Trust's recovery in this area.

3.7. The Council of Governors is asked to **approve** the Nomination Committee's recommendation to re-appoint Dr Felicity Harvey as a non-executive director for a further two years, until 14 September 2026.

- 3.8. **Professor Reza Razavi/Professor Shitij Kapur:** The Trust's Constitution requires the Trust to have a cohort of non-executive directors, "one of whom shall be appointed having been nominated by King's College London". This position has been held by Professor Reza Ravazi since May 2016. His current (second) term is due to end on 5 May 2024. Last year, the Council of Governors was advised that Professor Razavi had planned to step down from the Trust Board of Directors in the coming months, although the precise timescale was never specified and Professor Razavi has helpfully delayed his departure to support the Trust through a period of significant turnover of non-executive directors in mid to late 2023.
- 3.9. There is a recruitment process, currently in train, to identify and appoint a new Chief Academic Officer for King's Health Partners. This individual will spearhead King's Health Partners' ambition to lead the next stage of developments in health and medicine including cutting-edge advances in molecular medicine and biomedical devices to transform patient care and outcomes. It is intended that the Chief Academic Officer would be an executive director of King's Health Partners and be nominated by King's College London as the non-executive director on the Boards of both Guy's and St Thomas' and King's College Hospital NHS foundation trusts. If the Council of Governors approved such an appointment, that individual would join the Trust Board in autumn 2024 (replacing Professor Razavi). The Nominations Committee and the Council of Governors will be asked to approve such an appointment in July 2024.
- 3.10. For the short period between 6 May 2024 (when Professor Razavi's term ends) to the commencement of the Chief Academic Officer in September or October 2024, King's College London has nominated Professor Shitij Kapur as its representative to sit on the Trust Board as a non-executive director.
- 3.11. Professor Kapur is the Vice-Chancellor & President of King's College London. He has led King's College London since June 2021, following more than four years at the University of Melbourne, where he was Dean and Assistant Vice Chancellor (Health) for the Faculty of Medicine, Dentistry and Health Sciences and interim Deputy Vice Chancellor (International). He previously served at King's College London between

2007 to 2016, as Assistant Principal (Academic Performance), Dean and Head of School for the Institute of Psychiatry and the founding Executive Dean of the Institute of Psychiatry, Psychology & Neuroscience (IoPPN).

- 3.12. During his time in Melbourne, Professor Kapur significantly increased the educational footprint of the Faculty of Medicine, Dentistry and Health Sciences, introducing innovative models of learning, increasing both research income and impact, while doubling philanthropic support. In collaboration with colleagues across the university and medical research Institutes he was involved in creating the Centre for the Digital Transformation of Health and establishing the Aikenhead Centre for Medical Discovery. He Co-Chaired the Australian Million Minds Mission and during the Covid pandemic took a lead role in bringing together scholars from the Group of Eight Universities to deliver the 'Roadmap to Recovery – a Report for the Nation'.
- 3.13. Professor Kapur graduated from the All India Institute of Medical Sciences in 1988. He went on to complete his residency training in Psychiatry at the University of Pittsburgh, and a Fellowship in Schizophrenia and a PhD in Neuroscience from the Institute of Medical Science, both at the University of Toronto. Professor Kapur is recognised worldwide for his own research on understanding psychosis and antipsychotic treatment – with over 300 papers, numerous presentations and an H-index of over a hundred. While at King's he led NEWMEDS, an international consortium of scientists from 19 institutions from nine EU countries, which was one of the largest academic-industry research collaboration projects in its time. He has received many awards and honorary fellowships including the honours of Distinguished Fellow of the American Psychiatric Association, Fellow of the Academy of Medical Sciences (UK), Fellow of the Academy of Health and Medical Sciences (Australia) and Fellow of King's College London. He has an Honorary Doctorate from the University of Copenhagen.
- 3.14. Whilst this would only be for a short period, there is considerable value in such an appointment. Having the most senior representative of King's College London on the Trust Board would further strengthen the relationship between the two organisations – and therefore the ties within King's Health Partners, of which both are part. As the Chief Academic Officer will report to Professor Kapur, this arrangement would also provide an opportunity for Professor Kapur to better-understand how the Trust operates, its key considerations, priorities and the views of its Board to support the Chief Academic Officer once in post.

3.15. The Council of Governors is asked to **approve** the Nomination Committee's recommendation to appoint Professor Shitij Kapur as the non-executive director nominated by King's College London for a period of six months from 6 May 2024 to 5 November 2024, or until the new Chief Academic Officer of King's College London starts in post (whichever is soonest).

#### 4. Non-executive director cohort

- 4.1. One of the Nominations Committee's primary responsibilities, as set out in its terms of reference and also explicitly stated in the NHS Code of Governance is to *regularly review the structure, size and composition of the board of directors and recommend changes where appropriate*.

*In particular...[to] evaluate, at least annually, the balance of skills, knowledge, experience and diversity on the board of directors...taking into account the future challenges, risks and opportunities facing the trust... and, in the light of this evaluation, describe the role and capabilities required for appointment of non-executive directors.* This review was last undertaken by the Committee in February 2023, and was repeated in April 2024. An updated list of the key future challenges, risks and opportunities facing the Trust is set out below:

<b>Trust priorities 2024/25</b>	
<ol style="list-style-type: none"> <li>1. Ensure all patients receive timely, high quality care, with a particular focus on treating more patients who need planned care, and on diagnosing and treating cancer.</li> <li>2. Deliver our financial plan, focusing on reducing our costs and increasing productivity so that we can deliver excellent care today and in the future.</li> <li>3. Deliver the benefits of Epic, including the MyChart patient portal, to improve safety, patient experience and efficiency.</li> <li>4. Support, develop and empower our staff, building an inclusive culture with a specific focus on anti-racism.</li> </ol> <p>To achieve our objectives, we will work with our partners where this supports delivery of common goals, and we will continue to drive innovation.</p>	
<b>Internal challenges</b>	<b>External challenges</b>
<ul style="list-style-type: none"> <li>• Taking on new and complex services including paediatric cancer and children’s gender development</li> <li>• Balancing high quality of care with an ambitious strategic agenda</li> <li>• Epic stabilisation and optimisation</li> <li>• Staff morale, health and wellbeing, recruitment and retention difficulties</li> <li>• Changing demands of the workforce, culture, hybrid working</li> <li>• Financial pressures: revenue, capital, cash, and a large CIPs target</li> <li>• Resilience of estates and digital infrastructure</li> <li>• AHSC status and clinical-academic priorities</li> <li>• Research and development</li> <li>• Being an ‘anchor institution’ in our local communities</li> <li>• Increasing collaboration with system partners</li> <li>• Integration and delivering the benefits of the Trust operating model</li> <li>• Increasing operational productivity</li> <li>• Commercial ambitions to reduce reliance on NHS income</li> </ul>	<ul style="list-style-type: none"> <li>• Large and increasing waiting lists</li> <li>• Industrial unrest</li> <li>• Population health needs, health inequalities</li> <li>• Economic uncertainty, inflation, ongoing capital expenditure limits</li> <li>• Possible change in government and new priorities for health sector in 2024/25</li> <li>• National health policy and priorities, including levelling-up agenda</li> <li>• Requirements to work in partnership whilst retaining statutory accountability as a sovereign organisation</li> <li>• Erosion of foundation trust model and associated freedoms.</li> <li>• Specialised commissioning changes</li> <li>• Cyber-attacks</li> <li>• Threat of regulatory intervention (trust and/or system level)</li> </ul>
<b>NHS England priority areas 2024/25</b>	
<ol style="list-style-type: none"> <li>1. Productivity</li> <li>2. Capital expenditure planning</li> <li>3. Transformation opportunities for primary care</li> <li>4. Innovation and technology</li> </ol>	

4.2. The non-executive director cohort from 1 April 2024 (ordered by date of term expiry) is as follows:

	Name	M/F	Ethnically diverse	Term expiry	Key areas of expertise
1.	Professor Reza Razavi	M	Y	May 2024	Medicine, research & development
2.	Dr Felicity Harvey	F	-	September 2024	Medicine, strategic planning, central government administration
3.	Ian Playford	M	-	April 2026	Property and estates, investment, commercial
4.	Charles Alexander	M	-	November 2026	Banking, healthcare, social housing, commercial
5.	Baroness Sally Morgan	F	-	December 2026	Politics, healthcare, regulation, education
6.	Prof Miranda Brawn	F	Y	December 2026	Diversity and inclusion, law, banking
7.	Prof Deirdre Kelly	F	-	June 2027	Medicine, paediatrics, research & development
8.	Nilkunj Dodhia	M	Y	June 2027	Finance, technology, telecommunications, healthcare
9.	Dame Pauline Philip	F	-	June 2027	Nursing, operational performance, improvement
10.	Simon Friend	M	-	July 2027	Finance, audit, governance

4.3. Governors are asked to note that, over the past two years, non-executive director departures have exceeded incomings, so the size of the non-executive director cohort of 12 (in early 2023) has shrunk to 10. This is considered insufficient in light of the size and complexity of the Trust, and the demands placed on these individuals in attending and chairing Board and Board committee meetings, clinical and delivery group boards, chairing consultant appointment panels, and the significant amount of other work they undertake.

4.4. It is the view of the Trust Chair that, when the non-executive cohort is assessed against the challenges the Trust is facing, two additional non-executive directors are required with expertise in workforce and cyber/technology. The rationale for this is as follows:

- **Workforce:** There is currently no single non-executive director with ‘pure’ expertise in workforce planning and management to provide support to the Trust’s new incoming Chief People Officer. These skills are of increasing importance to the Trust given workforce costs are around 60% of the Trust’s annual expenditure and there will be much greater focus on operational productivity, meeting the growing demand for services, and need to operate in increasing agile way with system partners regarding the deployment of staff.
- **Cyber/technology:** As above, there is no single non-executive director with the skills to push forward the Trust’s digital transformation agenda. At a recent event for chairs of provider trusts and integrated care boards, NHS England indicated that transformation and

Lawal, Kemi  
 18/04/2024 16:10:37

innovation, enabled by technology, would be key areas of focus for the health sector over the coming years. As such, NHS organisations were encouraged to appoint a non-executive director with expertise in this area to help drive this ambition forward.

4.5. Whilst the gender balance of the Trust's non-executive directors is currently evenly split, the Trust must be careful not to further erode the balance of ethnic diversity across the non-executive director cohort which, particularly in light of the recent departures of Priya Singh and Javed Khan.

4.6. The Council of Governors is asked to **note** that steps will be taken to identify and nominate to the Council of Governors two new non-executive directors with expertise in workforce and cyber/technology.

## 5. Non-executive director terms and conditions

5.1. The Trust's remuneration for non-executive directors has been unchanged for at least the last five years. At the last Council of Governors meeting on 31 January 2024 it was agreed that, at the next meeting, the Council would consider the remuneration for the non-executive directors to ensure it was appropriate. It is the responsibility of the Council of Governors to decide the remuneration of the Trust non-executive directors, with the Nominations Committee responsible for making recommendations in this area.

5.2. Currently, the majority of non-executive directors are paid a flat fee of £20,000 per annum with no discretionary allowances for additional responsibilities. They are entitled to claim expenses for costs incurred on Trust business, in line with the appropriate Trust policy.

5.3. The non-executive director pay framework published by NHS England in 2019<sup>2</sup> indicates that non-executive directors at all provider trusts should be paid £13,000 per annum, with an additional payment of up to £2,000 for extra responsibilities (paid to a maximum of two individuals). Whilst the NHS Code of Governance expects trusts to comply with this guidance, it is not mandatory for foundation trusts. Furthermore, it acknowledges that:

- Foundation trusts will retain the prerogative to operate outside of the framework, and to explain their rationale for any divergence; and
- Prevailing levels of remuneration must be sufficient to attract, retain and motivate effective, diverse and compassionate chairs and non-executive directors with the skills and experience required to lead trusts successfully.

Lawal, Kemi  
18/04/2024 16:10:44

<sup>2</sup> [Chair and NED Remuneration Structure 1nov.pdf \(england.nhs.uk\)](#)

5.4. In its Annual Report for 2022/23 the Trust stated: “The Trust remunerates its non-executive directors in excess of the guidelines in NHS England's Chair and Non-Executive Director remuneration structure (2019). Non-executive directors' terms and conditions are set and kept under regular review by the Council of Governors and reflect the scale and complexity of the Trust.”

5.5. In considering whether to change the level of non-executive director remuneration governors should bear in mind:

- The recommendation of £13,000 was set five years ago and there has been a high level of inflation during that time; the Trust's executive directors have had pay rises of between 1% and 5% in each of those years;<sup>3</sup>
- Despite the above, many trusts still anchor their payments to the NHS England framework;
- Non-executive directors at the Trust are formally expected to spend 2-3 days per month on their duties. In practice, the actual time commitment is likely to vary;
- At the last Council of Governors meeting most governors rejected the Committee's recommendation of a pay uplift for the Trust Chair, citing the external optics of doing so at a time when the NHS was under severe financial pressure and many of its staff and patients were experiencing a 'cost of living' crisis;
- There has been no public indication from the current non-executive directors that they consider the remuneration insufficient, nor does the current remuneration appear to deter high-quality applicants. The last round of non-executive recruitment in spring 2023 attracted 44 applicants; and
- It is unknown when NHS England plans to issue an updated non-executive pay framework.

5.6. The Council of Governors is asked to **approve** the Nomination Committee's recommendation that the remuneration for non-executive directors remains unchanged, at £20,000 per annum, for a further 12 months.

Lawal, Kemi  
18/04/2024 16:10:44

<sup>3</sup> VSM pay rises: 2019: 1%, 2020: 1.03%, 2021: 3%, 2022: 3%, 2023: 5%.



## **COUNCIL OF GOVERNORS NOMINATIONS COMMITTEE Terms of Reference**

### **1. AUTHORITY**

- 1.1 The Nominations Committee (the Committee) is constituted as a standing committee of the Council of Governors. The Committee is authorised by the Council of Governors to act within its terms of reference.
- 1.2 The Standing Orders of the Council of Governors, as far as they are applicable, shall apply to meetings of the Committee. In the event of conflict between the provisions of these terms of reference and the Standing Orders, the provisions of the Standing Orders shall take precedence.
- 1.3 The Committee has the authority to seek any information it requires from any employee of the Trust in order to perform its duties and to obtain external advice on any matters within its terms of reference.

### **2 PURPOSE**

- 2.1 The purpose of the Committee is to be responsible for making proposals to the Council of Governors for:
  - The appointment, reappointment, retention and removal of the Chair or Deputy Chair and non-executive directors;
  - The remuneration, terms and conditions of service for the Chair and Deputy Chair and non-executive directors; and
  - The oversight of the appraisal system for the Chair and Deputy Chair and non-executive directors.
- 2.2 In discharging these responsibilities the Committee will make recommendations to the Council of Governors; the Committee does not in itself have decision-making powers.

### **3 DUTIES**

- 3.1 The Committee's general duties will be to:
  - Consider the succession planning for the Chair, and non-executive directors, taking into account the challenges and opportunities facing the Trust, and the skills and expertise that are needed on the Board in the future;
  - Make recommendations to the Council of Governors about the re-appointment of any non-executive director at the end of their specified term of office, having given due regard to their performance and ability to continue to perform adequately in the light of the knowledge, skills and experience required at the time re-appointment is to be made;
  - Consider any matters relating to the potential removal of any non-executive director, including the Trust Chair, taking into account relevant legislation;
  - Receive, on behalf of the Council of Governors, reports on the process and outcome of appraisal of the Chair and non-executive directors.
  - Determine the remuneration of the Chair, and non-executive directors, taking into account guidance or requirements from regulatory bodies;
  - Provide advice to the Council of Governors on levels of remuneration and associated terms and conditions for the Chair and other non-executive directors; and

Lawal, Kemi  
18/04/2024 16:10:44

- Receive reports on behalf of the Council of Governors on the process and outcome of appraisal for the Chairman and non-executive directors;

3.2 In relation to the appointment of non-executive directors the Committee will:

- Review the balance of skills, knowledge and experience of the existing non-executive directors in consideration of the role and the competencies required for a particular appointment;
- Seek the views of the Board of Directors as to their recommended criteria and process for the selection of candidates;
- Seek (using professional recruitment advisors or other third parties where appropriate) shortlist and interview such candidates as the Committee considers appropriate, having due regard to the principles of equality and diversity;
- Make recommendations to the Council of Governors as to potential appointments and advise the Board of Directors of those recommendations;
- Where necessary, seek professional advice and assistance from persons other than members of the Committee or of the Council of Governors in arriving at its recommendations; and
- Take up appropriate references as to suitability for appointment.

#### **4 MEMBERSHIP & ATTENDANCE**

4.1 The Committee will be chaired by the Trust Chair unless the Committee is discussing the appraisal, remuneration or appointment of the Trust Chair, in which case the Chair shall not be present during the discussion and the Committee shall be chaired as provided for by a deputy as set out in sections 3.14 and 3.15 of the Standing Orders of the Council of Governors.<sup>1</sup>

4.2 The other members of the Committee will be ~~six~~ ~~one~~ ~~governors~~. This will include at least one, but a maximum of two, governors from each of the governor constituencies in the Trust Constitution: staff, patient, public and partnership. Other members may be co-opted onto the Committee in certain situations, subject to the agreement of the Chair and all other Committee members.

4.3 Meetings of the Committee will be quorate with the Trust Chair or their nominated deputy and a minimum of ~~two~~ ~~three~~ other members.

4.4 In accordance with section 8.1 the ~~Director of Corporate Affairs~~ Trust Secretary and up to one other member of their team may be in attendance to facilitate and minute meetings of the Committee.

4.5 Other individuals may be invited to attend for all or part of any meeting, as and when required.

#### **5 APPOINTMENT OF MEMBERS**

5.1 Members of the Committee, other than the Trust Chair, will serve for a period of three years. They will be eligible at the end of that period for one further and final term.

When there is a vacancy on the Committee ~~for a public, patient or staff governor representative~~, governors in the most relevant constituency will be asked to self-nominate themselves to stand for the seat by sending a short statement of suitability to the

<sup>1</sup> <https://www.guysandstthomas.nhs.uk/resources/membership/trust-constitution.pdf>



Trust's Corporate Affairs team. Where there is only one nomination, that individual will be appointed directly. Where there is more than one nomination, a private vote facilitated by Corporate Affairs will be held amongst the governors within that constituency. The Council of Governors will then be asked to approve the preferred candidate at a subsequent meeting or in correspondence.

~~5.3 When there is a vacancy on the Committee for a partnership governor representative, this individual will be appointed directly by the Trust Chair.~~

## **6 FREQUENCY OF MEETINGS**

6.1 Meetings will be held as and when required to enable the Committee to fulfil its duties.

6.2 The Committee may decide to take items by correspondence. In such cases, members will be given no less than three working days to respond, and the items will be formally noted at the following meeting of the Committee and recorded in the minutes.

## **6. REPORTING**

6.1. The Committee shall report to the Council of Governors by means of reports setting out the matters discussed and the Committee's recommendations.

6.1-6.2. One governor member of the Committee will be nominated by the Committee Chair to act as a liaison with the wider Council of Governors.

## **7. CONFIDENTIALITY**

7.1. A member of the Committee shall not disclose any matter dealt with by, or brought before, the Committee without its permission until the Committee has reported on the matter to the Council of Governors or has otherwise concluded the matter.

7.2. Irrespective of the provisions of section 7.1, a member of the Committee shall not disclose any matter if the Committee or the Council of Governors resolves that it is confidential. Where a member is uncertain about releasing information, they should seek advice from the Director of Corporate Affairs Trust Secretary.

## **8. AGENDA, PAPERS AND MINUTES**

8.1. Corporate Affairs will provide administrative support to the Committee.

8.2. The agenda and supporting papers will be sent to Committee members and attendees no later than two clear days before the meeting.

8.3. The minutes of the proceedings of a meeting shall be drafted and submitted to members following the meeting, and issued for approval at the subsequent meeting.

## **9. REVIEW**

9.1. These terms of reference will be reviewed and, if necessary revised, annually.

~~July 2023~~ March April 2024

Lawal, Yemi  
18/04/2024 16:10:44

**GUY'S AND ST THOMAS' NHS FOUNDATION TRUST**  
**COUNCIL OF GOVERNORS**  
**WEDNESDAY 24 APRIL 2024**

<b>Title:</b>	<b>Trust Constitution update</b>
<b>Responsible executive:</b>	<b>Tendai Wileman, Chief of Staff and Director of Organisational Change</b>
<b>Paper author:</b>	<b>Edward Bradshaw, Director of Corporate Governance and Trust Secretary</b>
<b>Purpose of paper:</b>	To seek Council of Governors approval for a number of changes to the Trust Constitution
<b>Main strategic priority:</b>	All Trust Strategic Priorities
<b>Relevant BAF risk(s):</b>	<ul style="list-style-type: none"> <li>• N/a</li> </ul>
<b>Key issues summary:</b>	<ul style="list-style-type: none"> <li>• The Trust Constitution sets out the fundamental principles for how the Trust is governed, with a primary focus on the role and composition of the Board of Directors and Council of Governors. The latest version of the Constitution is dated February 2022.</li> <li>• The updates that are being proposed have been collated by the Trust's lawyers, DAC Beachcroft, the Trust Secretary and a working group of governors. The changes are primarily to ensure the Constitution is consistent with legislation (Health and Care Act 2022) and new regulatory guidance issued by NHS England, and will also tighten up language and process.</li> </ul>
<b>Paper previously presented at:</b>	<ul style="list-style-type: none"> <li>• N/a</li> </ul>
<b>Recommendation(s):</b>	<p>The COUNCIL OF GOVERNORS is asked to:</p> <ol style="list-style-type: none"> <li>1. <b>Approve</b> the updates to the Trust Constitution (Appendix 1);</li> <li>2. <b>Note</b> that the changes also require approval from the Board of Directors at its meeting on 24 April.</li> </ol>

**GUY'S AND ST THOMAS' NHS FOUNDATION TRUST**  
**COUNCIL OF GOVERNORS**  
**WEDNESDAY 24 APRIL 2024**

**1. Introduction**

- 1.1. The Trust Constitution sets out the fundamental principles for how the Trust is governed, with a primary focus on the role and composition of the Board of Directors and Council of Governors. The latest version of the Constitution is dated February 2022.
- 1.2. At their public meetings on 24 April both the Trust's Board and Council of Governors will be asked to approve an updated Trust Constitution. The updates that are being proposed have been collated by the Trust's lawyers, DAC Beachcroft, the Trust Secretary and a working group of governors. They will help to ensure the Constitution is consistent with legislation (Health and Care Act 2022) and new regulatory guidance issued by NHS England, and will also tighten up language and process.

**2. Main proposed updates**

	Ref	Proposed change	Rationale
1	7.4.4 & 7.4.6	The eligibility of patient carer governors to remain governors until the end of their current terms is clarified and aligned with that of patient governors.	To enable the Trust to retain governors until the end of their current terms and also to ensure consistency between sub-categories of the patient constituency.
2	8.8.1	Removal of appointed governor from London Borough of Hillingdon	Hillingdon Council voted against nominating a governor to the GSTT CoG.
3	8.8.2	Amendment of number of governors from the South East London ICB (formerly CCG) from two to one.	To take into account that members of the ICB, including KCH, SLaM and both local councils in SEL are already represented on the Council of Governors.
4	8.9.1.4	Removal of appointed governor from "an academic organisation chosen by the Board of Directors"	Provision appears never to have been used. Trust already has governors from KCL, LSBU, Imperial College.
5	8.12	Governors will be entitled to serve three terms of three years (currently two terms).	Reflects time taken to understand size and complexity of the Trust, and aligns with NED terms.
6	8.13.3	A threshold of 75% of governors is required to remove a governor from the CoG.	Specific threshold currently missing; 75% is in line with NHSE guidance.
7	8.14.1.6	Addition of a condition that a person may not become or continue as a	To bring constitution fully in line with the NHS provider

Ref	Proposed change	Rationale
	governor if they are subject to a moratorium period under a debt relief order (under Part 7A of the Insolvency Act 1986).	licence requirements for governors to be fit and proper persons.
8 8.18.1 to 8.18.10 (inclusive)	Remove and replace with the following:  “The Council of Governors shall elect one of the elected Governors as the Lead Governor in accordance with the terms of appointment set out in the Lead Governor role description approved by the Council of Governors.”	Lead Governor appointment process considered to be unnecessarily complex. Proposed approach mirrors that of a number of other trusts.
9 9.2.2.3	To increase the number of voting executive directors: <ul style="list-style-type: none"> <li>from between five and eight</li> <li>to between five and eleven</li> </ul>	To provide the facility to consider future changes to the number of voting executive directors, as agreed by RemCom in February 2024.
10 9.8.2	Chair’s term to be revised from 4+4+4 years to 4+4+2 years.	Consistency with other NEDs. As with other NEDs, retains condition that final term would be in exceptional circumstances only.
11 9.9	Addition of a reference to the Senior Independent Director of the Board of Directors.	Position required by the NHS Code of Governance, hence being formalised.
12 9.10.1.5	More explicit reference to Directors needing to be ‘fit and proper’ persons.	Reflects NHS England’s updated FPP framework published in late 2023.
13 9.10.1.6	NEDs are unable to take on senior/leadership roles in the ICB in the same area(s) in which the Trust operates.	Mechanism to avoid conflicts of interests.
14 11	Addition of conditions to enable the Trust (if needed) to exercise some of its statutory functions via delegation or via joint working arrangements under the Health and Care Act 2022.	Reflects provisions of the 2022 Health and Care Act
15 Annex 2	Update standing orders to reflect modern ways of working (eg removing of ‘paper ballots’ and introduction of attendance by electronic means).	Aligns constitution with current ways of working.
16 Annex 2 – SO 4	Addition of a means for governors to make resolutions in correspondence.	Aligns constitution with current ways of working.
17 Throughout	Remove references to CCGs and Monitor and update to ICBs and NHS England.	These are no longer statutory bodies.

17/04/2024 16:10:44  
Awal Kemi

### 3. Recommendations

3.1. The Council of Governors is asked to:

- **Approve** the updates to the Trust Constitution (Appendix 1);
- **Note** that the changes also require approval from the Board of Directors at its meeting on 24 April.

Lawal, Kemi  
18/04/2024 16:10:44

**GUY'S & ST THOMAS' NHS FOUNDATION TRUST**  
**(A PUBLIC BENEFIT CORPORATION)**

---

**CONSTITUTION**

---

Lawal, Kemi  
18/04/2024 16:10:44

**Table of contents**

Clause heading and number Page number

1.	DEFINITIONS AND INTERPRETATION.....	43
2.	NAME .....	76
3.	PRINCIPAL PURPOSE .....	76
4.	OTHER PURPOSES .....	76
5.	POWERS.....	87
6.	FRAMEWORK.....	87
7.	MEMBERS.....	87
8.	COUNCIL OF GOVERNORS .....	1645
9.	BOARD OF DIRECTORS.....	2825
10.	ANNUAL PUBLIC MEETING OF THE MEMBERS .....	3229
11.	JOINT WORKING AND DELEGATION ARRANGEMENTS .....	3329
12.	MEETINGS OF DIRECTORS.....	3330
13.	CONFLICTS OF INTEREST OF DIRECTORS .....	3330
14.	REGISTERS .....	3434
15.	PUBLIC DOCUMENTS .....	3434
16.	AUDITOR.....	3532
17.	ACCOUNTS.....	3532
18.	ANNUAL REPORTS AND FORWARD PLANS.....	3633
19.	SIGNIFICANT TRANSACTIONS.....	3734
20.	INDEMNITY .....	3835
21.	INSTRUMENTS ETC.....	3835
22.	DISPUTE RESOLUTION PROCEDURE.....	3835
23.	AMENDMENT OF THE CONSTITUTION .....	3835
24.	MERGERS, ACQUISITIONS, SEPARATIONS AND DISSOLUTION.....	3935
	<b>ANNEX 1</b> .....	<b>4036</b>
	CONSTITUENCIES OF THE TRUST.....	4036
	<b>ANNEX 2</b> .....	<b>4238</b>
	STANDING ORDERS FOR THE REGULATION OF PROCEEDINGS AND BUSINESS OF THE COUNCIL OF GOVERNORS.....	4238
	<b>ANNEX 3</b> .....	<b>5147</b>
	ELECTION SCHEME.....	5147
	<b>ANNEX 4</b> .....	<b>8682</b>
	DECLARATION OF ELIGIBILITY TO STAND FOR ELECTION TO THE COUNCIL OF GOVERNORS .....	8682
	<b>ANNEX 5</b> .....	<b>8884</b>
	CODE OF CONDUCT FOR GOVERNORS .....	8884

Law/Ken  
 18/04/2024 16:10:44

<b>ANNEX 6</b> .....	<b>9086</b>
<b>DISPUTE RESOLUTION PROCEDURE</b> .....	<b>9086</b>
1. DEFINITIONS AND INTERPRETATION .....	3
2. NAME .....	5
3. PRINCIPAL PURPOSE .....	6
4. OTHER PURPOSES .....	6
5. POWERS .....	6
6. FRAMEWORK .....	6
7. MEMBERS .....	6
8. COUNCIL OF GOVERNORS .....	14
9. BOARD OF DIRECTORS .....	26
10. MEETINGS OF DIRECTORS .....	29
11. CONFLICTS OF INTEREST OF DIRECTORS .....	30
12. REGISTERS .....	30
13. PUBLIC DOCUMENTS .....	31
14. AUDITOR .....	31
15. ACCOUNTS .....	32
16. ANNUAL REPORTS AND FORWARD PLANS .....	32
17. SIGNIFICANT TRANSACTIONS .....	33
18. INDEMNITY .....	34
19. INSTRUMENTS ETC .....	34
20. DISPUTE RESOLUTION PROCEDURE .....	34
21. AMENDMENT OF THE CONSTITUTION .....	35
22. MERGERS, ACQUISITIONS, SEPARATIONS AND DISSOLUTION .....	35
<b>ANNEX 1</b> .....	<b>36</b>
CONSTITUENCIES OF THE TRUST .....	36
<b>ANNEX 2</b> .....	<b>38</b>
STANDING ORDERS FOR THE REGULATION OF PROCEEDINGS AND BUSINESS OF THE COUNCIL OF GOVERNORS .....	38
<b>ANNEX 3</b> .....	<b>46</b>
ELECTION SCHEME .....	46
<b>ANNEX 4</b> .....	<b>81</b>
DECLARATION OF ELIGIBILITY TO STAND FOR ELECTION TO THE COUNCIL OF GOVERNORS .....	81
<b>ANNEX 5</b> .....	<b>83</b>
CODE OF CONDUCT FOR GOVERNORS .....	83
<b>ANNEX 6</b> .....	<b>85</b>
DISPUTE RESOLUTION PROCEDURE .....	85

**GUY'S & ST THOMAS' NHS FOUNDATION TRUST CONSTITUTION**

Label.html  
18/09/2024 16:10:44



---

**1. DEFINITIONS AND INTERPRETATION**

1.1 In this constitution:

<b>"Accounting Officer"</b>	means that person who from time to time discharges the functions of Accounting Officer of the Trust for the purposes of Government accounting.
<b>"Area of the Trust"</b>	means the area specified as the area of the Public Constituency in Annex 1.
<b>"Board of Directors"</b>	means the board of directors of the Trust as constituted pursuant to this Constitution and the 2006 Act.
<b>"British Islands"</b>	has the same meaning as it has when used in the 2006 Act, currently "the United Kingdom, the Channel Islands and the Isle of Man".
<b>"Chair"</b>	means the Chair of the Trust.
<b>"Chief Executive"</b>	means the chief executive of the Trust.
<b>"Class"</b>	means the division of a Membership Constituency by reference to the description of individuals eligible to be Members of it.
<b>"Code of Conduct for Governors"</b>	means the code of conduct for Governors as set out in <a href="#">Annex 5</a> <del>Annex 5</del> <del>Annex 5</del> .
<b><u>"Combined Authority"</u></b>	<u>means a combined authority established under section 103 of the Local Democracy, Economic Development and Construction Act 2009.</u>
<b>"Council of Governors"</b>	means the Council of Governors as constituted pursuant to this Constitution.
<b>"Director"</b>	means a director on the Board of Directors.
<b>"Dispute Resolution Procedure"</b>	means the dispute resolution procedure set out at <a href="#">Annex 6</a> <del>Annex 6</del> <del>Annex 6</del> .
<b><u>"Elected Governor"</u></b>	<u>means a Public Governor, Staff Governor or Patient Governor.</u>
<b>"Election Scheme"</b>	means the electoral system specified at Annex 3 or as otherwise may be specified in regulations made by the Secretary of State.
<b>"Financial Year"</b>	means any period of twelve months beginning on 1st April.
<b>"Governor"</b>	means a person who is a member of the Council of Governors.
<b>"GST Clinicians Staff Class"</b>	means the Staff Class defined in paragraph 7.3.7.
<b>"GST CSD Staff Class"</b>	means the Staff Class defined in paragraph 7.3.6.
<b>"GST Other Staff Class"</b>	means the Staff Class defined in paragraph 7.3.8.

<b>"Health Service Body"</b>	shall have the same meaning as in Section 9(4) of the 2006 Act.
<b><u>"ICB"</u></b>	<u>means an Integrated Care Board established under Chapter A3, Part 2 of the NHS Act 2006.</u>
<b><u>"Local Authority"</u></b>	means: <ul style="list-style-type: none"> <li><u>(a) a county council in England;</u></li> <li><u>(b) a district council in England, other than a council for a district in a county for which there is a county council;</u></li> <li><u>(c) a London borough council;</u></li> <li><u>(d) the Council of the Isles of Scilly;</u></li> <li><u>(e) the Common Council of the City of London.</u></li> </ul>
<b>"Local Authority Governor"</b>	means a Governor appointed in accordance with paragraph <del>8.98.98.8</del> .
<b>"System Governor"</b>	means a Governor appointed in accordance with paragraph <del>8.88.88.7</del> .
<b>"Material Transaction"</b>	is defined in paragraph <del>19.419.417.4</del> .
<b>"Member"</b>	means a member of the Trust.
<b>"Membership Constituency"</b>	means any of (1) the Patients' Constituency; (2) the Public Constituency; or (3) the Staff Constituency.
<b><u>"Monitor"</u></b>	<u>means the body corporate referred to in section 61 of the 2012 Act. Since April 2016, Monitor is part of NHS Improvement.</u>
<b>"Nominations Committee"</b>	means a committee of the Council of Governors established in accordance with paragraph <del>8.208.208.19</del> .
<b>"Non Principal Purpose Activities"</b>	means activities other than the provision of goods and services for the purposes of the National Health Service in England.
<b>"Partner Hospital Governor"</b>	means a Governor appointed in accordance with paragraph <del>8.118.118.10</del>
<b>"Partner Hospitals"</b>	mean any organisation specified in paragraph <del>8.11.18.11.18.10.1</del> .
<b>"Partnership Governor"</b>	means a System Governor, a Local Authority Governor, a University Governor or a Partner Hospital Governor.
<b>"Patient"</b>	means a person within the definition at paragraph 7.4.2.
<b>"Patient Carer"</b>	means a person within the definition at paragraph 7.4.4.
<b>"Patients' Constituency"</b>	means a constituency of the Trust constituted in accordance with paragraph 7.4.

<b>"Patient Governor"</b>	means a Governor elected by the Members of the Patients' Constituency in accordance with paragraph <del>8.68.68-5</del> .
<b><u>"Pooled fund"</u></b>	<p><u>means a fund:</u></p> <p>(a) <u>which is made up of payments received in accordance with the arrangements from Relevant Bodies that are party to the arrangements, and</u></p> <p>(b) <u>out of which payments may be made in accordance with the arrangements towards expenditure incurred in the exercise of functions in relation to which the arrangements are made.</u></p>
<b>"Principal Purpose"</b>	is defined in paragraph 3.1.
<b>"Public Constituency"</b>	means the constituency of the Trust constituted in accordance with paragraph 7.2.
<b>"Public Constituency Area"</b>	means any of the Public Constituency areas specified in Column 2 of the Table set out in Annex 1.
<b>"Public Governor"</b>	means a Governor elected by the Members of the Public Constituency in accordance with paragraph <del>8.58.58-4</del> .
<b>"RBH Clinical Staff Class"</b>	means the Staff Class defined in paragraph 7.3.9.
<b>"RBH Other Staff Class"</b>	means the Staff Class defined in paragraph 7.3.10.
<b>"RBHFT"</b>	means the Royal Brompton and Harefield NHS Foundation Trust (prior to its dissolution).
<b>"RBHFT Constitution"</b>	means the Constitution of RBHFT immediately prior to its dissolution.
<b>"Register of Members"</b>	means the register of members which the Trust is required to have and maintain under Paragraph 20 of Schedule 7 to the 2006 Act.
<b><u>"Relevant Body"</u></b>	<u>has the meaning given by section 65Z5(2) of the NHS Act 2006. It includes NHS England, an ICB, an NHS Trust, and NHS Foundation Trust or such other body as may be prescribed.</u>
<b>"Secretary"</b>	means the Trust Secretary or any other person appointed by the Trust to perform the duties of the Trust Secretary 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.
<b>"Significant Transaction"</b>	is defined in paragraph <del>19.219.217-2</del> .
<b>"Staff Class"</b>	means any of the GST CSD Staff Class, the GST Clinical Staff Class, the GST Other Staff Class, the RBH Clinical Staff Class or the RBH Other Staff Class.

<b>"Staff Constituency"</b>	means the constituency of the Trust constituted in accordance with paragraph 7.3.
<b>"Staff Governor"</b>	means a Governor elected by the Members of the Staff Constituency in accordance with paragraph <del>8.78-78.6</del> .
<b>"the 2006 Act"</b>	means the National Health Service Act 2006, as amended from time to time.
<b>"the 2012 Act"</b>	means the Health and Social Care Act 2012, as amended from time to time.
<b>"the Trust"</b>	means the Guy's & St Thomas' NHS Foundation Trust.
<b>"Trust Hospital"</b>	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.
<b>"University Governor"</b>	means a Governor appointed in accordance with paragraph <del>8.108-108.9</del> .

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

1.3 Unless the contrary intention appears or the context otherwise requires:

- 1.3.1 words or expressions contained in this Constitution bear the same meaning as in the 2006 Act.
- 1.3.2 references in this Constitution to legislation include all amendments, replacements, or re-enactments made to that legislation;
- 1.3.3 references to legislation include all regulations, statutory guidance or directions made in respect of that legislation;
- 1.3.4 references to paragraphs are to paragraphs in this Constitution;
- 1.3.5 all annexes referred to in this Constitution form part of it; and
- 1.3.6 words importing the singular shall include the plural and vice versa.

## 2. NAME

2.1 The name of the Foundation Trust is Guy's & St Thomas' NHS Foundation Trust.

## 3. PRINCIPAL PURPOSE

- 3.1 The Trust's principal purpose is the provision of goods and services for the purposes of the National Health Service in England ("the Principal Purpose").
- 3.2 The Trust's total income in each Financial Year from the Principal Purpose must be greater than its total income from Non Principal Purpose Activities.

## 4. OTHER PURPOSES

- 4.1 The Trust may provide goods and services for any purposes related to:
  - 4.1.1 the provision of services provided to individuals for or in connection with the prevention, diagnosis or treatment of illness; and
  - 4.1.2 the promotion and protection of public health.

- 4.2 Subject to the requirements set out in paragraph ~~1818~~16, the Trust may also carry on other activities for the purpose of making additional income available in order better to carry on the Principal Purpose.

## 5. POWERS

- 5.1 The Trust shall have all the powers of an NHS Foundation Trust as set out in the 2006 Act.

## 6. FRAMEWORK

- 6.1 The Trust shall have three Membership Constituencies, a Council of Governors and a Board of Directors. The Board of Directors will exercise the powers of the Trust. The Membership Constituencies will elect certain of their Members to the Council of Governors in accordance with this Constitution and other Governors will be appointed by various bodies which are also set out in this Constitution. The Council of Governors will fulfil those functions imposed on it by the 2006 Act and by this Constitution.

## 7. MEMBERS

### 7.1 The Membership Constituencies

- 7.1.1 The Trust shall have three Membership Constituencies, namely:
- 7.1.1.1 the Public Constituency constituted in accordance with paragraph 7.2;
  - 7.1.1.2 the Staff Constituency constituted in accordance with paragraph 7.3; and
  - 7.1.1.3 the Patients' Constituency constituted in accordance with paragraph 7.4.
- 7.1.2 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 invited by the Trust to become a Member of a Staff Class of the Staff Constituency in accordance with paragraph 7.3.
- 7.1.3 Where an individual applies to become a Member of the Trust, the Trust shall consider their 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 their name to be entered forthwith on the Trust's Register of Members and that individual shall thereupon become a Member.
- 7.1.4 Where an individual is invited by the Trust to become a Member in accordance with paragraph 7.3.2 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 they do not wish to become a Member.
- 7.1.5 An individual shall become a Member on the date upon which their name is entered on the Trust's Register of Members and that individual shall cease to be a Member upon the date upon which their name is removed from the Register of Members as provided for in this Constitution.
- 7.1.6 The Trust shall take reasonable steps to secure that taken as a whole the actual Membership of the Public Constituency and the Patients' Constituency is representative of those eligible for such Membership.

- 
- 7.1.7 In deciding which areas are to comprise the Area of the Trust, or in deciding whether there shall continue to be a Patients' Constituency, the Trust shall have regard to the need for those eligible for such membership to be representative of those to whom the Trust provides services.

## 7.2 Public Constituency

- 7.2.1 Members of the Public Constituency shall be individuals who:
- 7.2.1.1 live in one of the Public Constituency Areas specified in column 2 of the Table set out in Annex 1;
  - 7.2.1.2 are not eligible to become a Member of the Staff Constituency and are not Members of any other Membership Constituency;
  - 7.2.1.3 are not disqualified from membership under paragraph 7.5;
  - 7.2.1.4 are at least 18 years of age at the time of their application to become a Member; and
  - 7.2.1.5 have applied to the Trust to become a Member and that application has been accepted by the Trust in accordance with paragraph 7.1.3.
- 7.2.2 The Public Constituency is to be divided into the following three Public Constituency Areas as follows:
- 7.2.2.1 Public Constituency Area 1 (see Annex 1, Row 3, Column 2);
  - 7.2.2.2 Public Constituency Area 2 (see Annex 1, Row 4, Column 2);
  - 7.2.2.3 Public Constituency Area 3 (see Annex 1, Row 5, Column 2).
- 7.2.3 The minimum number of Members required for each Public Constituency Area shall be the number given in the corresponding entry in column 3 of the Table set out at Annex 1.
- 7.2.4 An individual shall be deemed to live in one of the areas referred to at paragraph 7.2.2 and/or paragraph 7.2.3 above if this is evidenced by their name appearing on the then current Electoral Roll at an address within the Area of the Trust or the Trust acting by the Secretary is otherwise satisfied that the individual lives within the Area of the Trust.

## 7.3 Staff Constituency

- 7.3.1 Members of the Staff Constituency shall be individuals:
- 7.3.1.1 who:
    - (a) are employed under a contract of employment with the Trust which has no fixed term or is for a fixed term of at least 12 months; or
    - (b) have been continuously employed under a contract of employment with the Trust for at least 12 months; or
    - (c) exercise functions for the purposes of the Trust other than under a contract of employment with the Trust, have continuously exercised such functions for the Trust for at least 12 months, whose place of work is at the Trust and who are acknowledged in writing by the Trust as falling

within the parameters of this paragraph 7.3.1.1(c). For the avoidance of doubt, individuals who exercise functions for the purposes of the Trust include a person who is:

- i Employed by a university, any other NHS Trust or a voluntary organisation within the meaning of the 2006 Act and who holds an honorary contract with the Trust; or
- ii A registered volunteer at the Trust.

7.3.1.2 who have not been disqualified from membership under paragraph 7.5; and

7.3.1.3 who are at least 18 years of age at the date of their application under paragraph 7.1.2 or invitation to become a Member (as the case may be) under paragraph 7.3.2.

7.3.2 Subject to paragraph 7.1.4, an individual who is:

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

7.3.2.2 invited by the Trust to become a member of the appropriate Staff Class within the Staff Constituency as defined in paragraph 7.3.5,

shall become a member of the Trust as a member of the appropriate Staff Class within the Staff Constituency.

7.3.3 Chapter 1 of Part XIV of the Employment Rights Act 1996 applies for the purpose of determining whether an individual has been continuously employed by the Trust for the purposes of paragraph 7.3.1.1(b) or has continuously exercised functions for the Trust for the purposes of paragraph 7.3.1.1(c).

7.3.4 Notwithstanding the effect of paragraph 7.3.3 above, employment of individuals by RBHFT immediately prior to its dissolution shall count as part of their continuous employment with the Trust for the purpose of paragraph 7.3.1.1(b) and/or the continuous exercise of functions for the Trust for the purposes of paragraph 7.3.1.1(c).

7.3.5 The Staff Constituency is to be divided into five Staff Classes as follows:

7.3.5.1 the GST CSD Staff Class;

7.3.5.2 the GST Clinicalians Staff Class;

7.3.5.3 the GST Other Staff Class;

7.3.5.4 the RBH Clinicalians Staff Class;

7.3.5.5 the RBH Other Staff Class.

7.3.6 The Members of the GST CSD Staff Class are Members of the Staff Constituency who are employed under a contract of employment with the Trust in the Trust's Community Services Directorate.

7.3.7 The Members of the GST Clinicalians Staff Class are Members of the Staff Constituency who are not Members of any other staff class, are not eligible to be Members of any other staff class and are regulated by a regulator overseen by the Professional Standards Authority for Health and Social Care, or are otherwise designated by the Trust from time to time as eligible to be members of this Staff Class.

- 
- 7.3.8 The Members of the GST Other Staff Class are Members of the Staff Constituency who are not Members of any other Staff Class, are not eligible to be Members of any other Staff Class and who are designated by the Trust from time to time as eligible to be Members of the GST Other Staff Class.
- 7.3.9 The Members of the RBH Clinicians Staff Class are individuals who are Members of the Staff Constituency who:
- 7.3.9.1 are not Members of any other Staff Class;
  - 7.3.9.2 are employed under a contract of employment with the Trust and primarily work at the Royal Brompton Hospital and/or the Harefield Hospital or any other place that was part of RBHFT;
  - 7.3.9.3 are not eligible to be Members of the GST CSD Staff Class, GST Other Staff Class or RBH Other Staff Class; and
  - 7.3.9.4 are regulated by a regulator overseen by the Professional Standards Authority for Health and Social Care, or are otherwise designated by the Trust from time to time as eligible to be members of this Staff Class.
- 7.3.10 The Members of the RBH Other Staff Class are individuals who are Members of the Staff Constituency who:
- 7.3.10.1 are not Members of any other Staff Class;
  - 7.3.10.2 are not eligible to be Members of the GST CSD Staff Class, GST Clinicians Staff Class or RBH Clinicians Staff Class;
  - 7.3.10.3 are designated by the Trust from time to time as eligible to be Members of the RBH Other Staff Class
  - 7.3.10.4 are employed under a contract of employment with the Trust and primarily work at the Royal Brompton Hospital and/or the Harefield Hospital.
- 7.3.11 For the purposes of paragraphs 7.3.7 and 7.3.9 above, regulators overseen by the Professional Standards Authority for Health and Social Care include:
- 7.3.11.1 The General Dental Council;
  - 7.3.11.2 The General Medical Council;
  - 7.3.11.3 The General Optical Council;
  - 7.3.11.4 The General Osteopathic Council;
  - 7.3.11.5 The General Pharmaceutical Council;
  - 7.3.11.6 The Health & Care Professions Council;
  - 7.3.11.7 The Nursing & Midwifery Council;
  - 7.3.11.8 The Pharmaceutical Society of Northern Ireland;
  - 7.3.11.9 The General Chiropractic Council;
  - 7.3.11.10 Social Work England.



- 7.3.12 The minimum number of Members required for each Staff Class shall be the number given in the corresponding entry in column 3 of the Table set out at Annex 1.
- 7.3.13 A person who is eligible to be a Member of the Staff Constituency may not become or continue as a Member of any other Membership Constituency.
- 7.3.14 Members of the GST Clinicalians Staff Class and the RBH Clinicalians Staff Class shall be considered to remain employed in the relevant capacity if they shall have been appointed to a position within the management structure of the Trust.

#### 7.4 Patients' Constituency

- 7.4.1 Members of the Patients' Constituency shall be individuals who:
- 7.4.1.1 are Patients or Patient Carers;
- 7.4.1.2 are not eligible to become a Member of the Staff Constituency and are not Members of any other Membership Constituency and are not otherwise disqualified for membership;
- 7.4.1.3 have made an application to the Trust to become a Member and whose name has been entered on the Register of Members in accordance with paragraph 7.1.3; and are not less than 18 years of age at the time of their application to become a Member.
- 7.4.2 A Patient is an individual 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 and:
- 7.4.2.1 who has attended the Trust as a patient within the period of five years immediately prior to that person applying to become a Member; or
- 7.4.2.2 who has required regular or intermittent access to the Trust's services over the course of a serial or long-term condition.
- 7.4.3 Subject to paragraph 7.4.4, Ffor the purposes of paragraph 7.4.2.1 above, a person ceases to be a Patient when: five years have elapsed since their last attendance at the Trust as a patient.
- 7.4.4 Where a person has been elected as a Patient Governor, a person ceases to be a Patient only where:
- 7.4.4.1 Five years have elapsed since their last attendance at the Trust as a patient; and
- (a) Their three-year term of office has come to an end, or
- (b) They have resigned from that office.
- 7.4.4.7.4.5 A Patient Carer is an individual who:
- 7.4.4.17.4.5.1 is not less than 18 years of age at the date of applying to become a Member; and
- 7.4.4.27.4.5.2 provides care on a regular basis for a Patient who has not attained the age of 18 years or who is by reason of physical or mental incapacity unable to discharge the functions of a Member; and

~~7.4.4.3~~7.4.5.3 does not (as set out in Paragraph 3(6) of Schedule 7 to the 2006 Act) provide that care:

- (a) by virtue of a contract of employment or other contract with any person; or
- (b) as a volunteer for a voluntary organisation; and

~~7.4.4.4~~7.4.5.4 has either been:

- (a) nominated by that Patient as their Patient Carer for the time being for the purposes of this paragraph and has been accepted by the Trust as that Patient's Patient Carer for that purpose; or
- (b) has been accepted by the Trust as a Patient Carer for the purposes of this paragraph where the Patient is under 18 years of age or lacks the legal or mental capacity to nominate that individual as their Patient Carer and the Trust has to the extent that it is reasonably practicable to do so consulted with that Patient as to their wishes and has then agreed to treat that individual as the Patient Carer for the purposes of this paragraph provided the individual has agreed in writing to act in that capacity and are otherwise qualified in accordance with this paragraph 7.4.4.

~~7.4.4.5~~7.4.5.5 An individual shall not be eligible to apply to become a Member of the Patient Carer Class or to continue as a Member of the Patient Carer Class if:

- (a) the Patient is a Member; or
- (b) the Patient has withdrawn their nomination of that individual under paragraph ~~7.4.5.4~~7.4.5.4(a) as their Patient Carer; or
- (c) the Patient Carer is or becomes a Member of some other Membership Constituency or Class of Membership Constituency under this Constitution; or
- ~~(d)~~ (e) the Patient on whose behalf they are a Patient Carer is ~~ineligible or disqualified from membership under paragraph 7.5.1.2 or 7.5.1.3;~~ or
- ~~(d)~~ (e) where paragraph ~~7.4.5.4~~7.4.5.4(b) applies the Patient becomes capable of discharging the functions of a Member and attains the age of 18 years of age.

7.4.6 Where a person has been elected as a Patient Governor from the Patient Carer Class and the patient on whose behalf they are a Patient Carer ceases to be a patient under paragraph 7.4.3, that person only ceases to be a Patient Carer where:

7.4.6.1 Their three-year term of office has come to an end, or

7.4.6.2 They have resigned from that office.

~~7.4.5~~7.4.7 References in paragraphs 7.4.2 to 7.4.4 to the "Trust" include references to RBHFT (before its dissolution).

~~7.4.6~~7.4.8 The Patients' Constituency is to be divided into three classes as follows:

[7.4.6.17.4.8.1](#) the GST Patient Class;

[7.4.6.27.4.8.2](#) the RBH Patient Class; and

[7.4.6.37.4.8.3](#) the Patient Carer Class.

[7.4.77.4.9](#) The Members of the GST Patient Class are Members of the Patients' Constituency who are not members of the RBH Patient Class or the Patient Carer Class.

[7.4.87.4.10](#) The Members of the RBH Patient Class are members of the Patients' Constituency who are not members of the GST Patient Carer Class and:

[7.4.8.17.4.10.1](#) Immediately prior to its dissolution, were members of any of the patient constituency classes (other than the carers' class) of RBHFT (as more particularly set out at Annex 3 to the RBHFT Constitution);

[7.4.8.27.4.10.2](#) Who have attended the Royal Brompton Hospital or the Harefield Hospital as patients within the period of five years immediately prior to applying to the Trust to become a Member of the RBH Patient Class; or

[7.4.8.37.4.10.3](#) Who have required regular or intermittent access to the services of the Royal Brompton Hospital or the Harefield Hospital over the course of a serial or long-term condition.

[7.4.97.4.11](#) The Members of the Patient Carer Class are members of the Patients' Constituency who;

[7.4.9.17.4.11.1](#) Immediately prior to its dissolution, were members of the carers' class of RBHFT; or

[7.4.9.27.4.11.2](#) Qualify as a Patient Carer under paragraph 7.4.4.

## 7.5 Disqualification from Membership

7.5.1 An individual shall not become or continue as a Member if:

7.5.1.1 they are or become ineligible under paragraphs 7.2, 7.3 or 7.4 to be a Member; or

7.5.1.2 the Council of Governors resolves for reasonable cause that their so doing would or would be likely to:

- (a) prejudice the ability of the Trust to fulfil its principal purpose or other of its purposes under this Constitution or otherwise to discharge its duties and functions; or
- (b) harm the Trust's work with other persons or bodies with whom it is engaged or may be engaged in the provision of goods and services; or
- (c) adversely affect public confidence in the goods or services provided by the Trust; or
- (d) otherwise bring the Trust into disrepute; or

7.5.1.3 the Council of Governors resolves or ever has resolved in accordance with paragraph [8.13.38.13.38.12.3](#) that their tenure as a Governor be terminated.

- 
- 7.5.2 It is the responsibility of each Member to ensure their eligibility at all times and not the responsibility of the Trust to do so on their behalf. A Member who becomes aware of their ineligibility shall inform the Trust as soon as practicable and that person shall thereupon be removed forthwith from the Register of Members and shall cease to be a Member.
- 7.5.3 Where the Trust has reason to believe that a Member is ineligible for Membership under paragraphs 7.2, 7.3 or 7.4 or may be disqualified from Membership under this paragraph 7.5, the Secretary shall carry out reasonable enquiries to establish if this is the case.
- 7.5.4 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 from Membership they 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 their absolute discretion determine. —Any representations received shall be considered by the Secretary and they 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.
- 7.5.5 If no representations are received within the said period of 28 days or such 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 them.
- 7.5.6 Any decision made under this paragraph 7.5 to disqualify a Member or an applicant for membership may be referred by the Member or applicant concerned to the Dispute Resolution Procedure under paragraph [222220](#).

## 7.6 Termination of Membership

- 7.6.1 A person's Membership shall be terminated if they:
- 7.6.1.1 resign by giving notice in writing to the Secretary;
  - 7.6.1.2 are disqualified under paragraph 7.5; or
  - 7.6.1.3 die.
- 7.6.2 When any of the circumstances set out in paragraph 7.6.1 arise the Secretary shall cause that person's name to be removed from the Register of Members forthwith and they shall thereupon cease to be a Member.

## 7.7 Voting at Council of Governors Elections

- 7.7.1 A Member may not vote at an election for a Public Governor or Patient Governor (as the case may be) unless within the specified period they have made a declaration in the specified form that they are a Member of the Public Constituency or Patients' Constituency (as the case may be) and stating the particulars of their qualification to vote as a Member of that Membership Constituency for which an election is being held. It is an offence knowingly or recklessly to make such a declaration which is false in a material particular.
- 7.7.2 The form and content of the declaration and the period for making such a declaration for the purposes of paragraph 7.7.1 shall be specified and published by the Trust from time to time and shall be so published not less than 28 days prior to an election.

## 8. COUNCIL OF GOVERNORS

8.1 The Trust shall have a Council of Governors which shall consist of forty-~~one~~~~three~~ Governors as set out in paragraph 8.2. The aggregate number of Governors who are Public Governors or Patient Governors shall be more than half the total number of Governors.

8.2 The Council of Governors shall consist of:-

8.2.1 ten Public Governors elected in accordance with paragraph ~~8.58~~~~58.4~~.

8.2.2 twelve Patient Governors elected in accordance with paragraph ~~8.68~~~~68.5~~.

8.2.3 eight Staff Governors elected in accordance with paragraph ~~8.78~~~~78.6~~.

8.2.4 ~~thirteen~~~~ten~~ Partnership Governors comprising:

8.2.4.1 ~~three~~~~two~~ System Governors appointed in accordance with paragraph ~~8.88~~~~88.7~~.

8.2.4.2 ~~three~~~~four~~ Local Authority Governors appointed in accordance with paragraph ~~8.98~~~~98.8~~.

8.2.4.3 ~~three~~~~four~~ University Governors appointed in accordance with paragraph ~~8.108~~~~108.9~~.

8.2.4.4 two Partner Hospital Governors appointed in accordance with paragraph ~~8.118~~~~118.10~~.

~~8.3~~ At all times more than half the Governors will be elected by members of the Public Constituency or the Patients' Constituency and the composition of the Council of Governors will satisfy the provisions of paragraph 9 of Schedule 7 to the Act.

~~8.38.4~~ No person shall be eligible to be elected or appointed (as the case may be) a Governor in accordance with the terms of this Constitution unless at the date of their nomination for election or upon the date of their appointment they have attained the age of 18 years.

### ~~8.48.5~~ Public Governors

~~8.4.18.5.1~~ There shall be ten Public Governors elected from the Public Constituency. The number of Governors to be elected from each Public Constituency Area shall be as set out in Annex 1.

~~8.4.2~~ ~~For the purposes of Annex 1, from the day of adoption of this revised constitution, any Public Governor previously elected from the Public Constituency shall be deemed as having been elected from Public Constituency Area 1.~~

~~8.4.38.5.2~~ Members of the Public Constituency may elect any of their number to be a Public Governor, subject to paragraphs ~~8.48.3~~ and ~~8.5.48.5.48.4.5~~.

~~8.4.48.5.3~~ If contested, the election shall be by secret ballot in accordance with the Election Scheme, using the first past the post method of voting.

~~8.4.58.5.4~~ A person shall not stand for election to the Council of Governors as a Public Governor unless within the previous six months they have made a declaration in the form specified in ~~Annex 4~~~~Annex 4~~~~Annex 4~~:

~~8.4.5.18.5.4.1~~ \_\_\_\_\_ of the particulars of their qualification to vote as a Member of the Public Constituency

~~8.4.5.28.5.4.2~~ that they are not prevented from being a Governor by Paragraph 8 of Schedule 7 to the 2006 Act; and

~~8.4.5.38.5.4.3~~ that they are not otherwise disqualified under paragraph ~~8.148.148.13~~.

~~8.4.68.5.5~~ A Public Governor shall not vote at a meeting of the Council of Governors unless within the period since their election they have made a declaration in the form specified in ~~Annex 4Annex 4Annex 4~~.

~~8.4.78.5.6~~ The declaration required under paragraphs ~~8.5.4.18.5.4.18.4.5.4~~ and ~~8.5.4.28.5.4.28.4.5.2~~ and the equivalent provisions of the declaration required under paragraph ~~8.5.58.5.58.4.6~~ are required by Section 60 of the 2006 Act. It is a criminal offence knowingly or recklessly to make a declaration under Section 60 of the 2006 Act which is false in a material particular.

### **~~8.58.6~~ Patient Governors**

~~8.5.18.6.1~~ There shall be twelve Patient Governors elected from the Patients' Constituency. The number of Governors to be elected from each Patient Class shall be as set out in Annex 1.

~~8.5.2~~ For the purposes of Annex 1, from the day of adoption of this revised constitution, any Patient Governor previously elected from the Patients' Constituency who qualifies as a Patient Carer under paragraph 7.4.37.4.4 shall be deemed as having been elected from the Patient Carer Class.

~~8.5.38.6.2~~ Members of the Patients' Constituency may elect any of their number to be a Patient Governor, subject to paragraph ~~8.48.3~~ and paragraph ~~8.6.48.6.48.5.5~~.

~~8.5.48.6.3~~ If contested, the election shall be by secret ballot in accordance with the Election Scheme, using the first past the post method of voting.

~~8.5.58.6.4~~ A person shall not stand for election to the Council of Governors as a Patient Governor unless within the previous six months they have made a declaration in the form specified in ~~Annex 4Annex 4Annex 4~~:

~~8.5.5.18.6.4.1~~ of the particulars of their qualification to vote as a Member of the Patients' Constituency;

~~8.5.5.28.6.4.2~~ that they are not prevented from being a Governor by Paragraph 8 of Schedule 7 to the 2006 Act; and

~~8.5.5.38.6.4.3~~ that they are not otherwise disqualified under paragraph ~~8.148.148.13~~.

~~8.5.68.6.5~~ A Patient Governor shall not vote at a meeting of the Council of Governors unless within the period since their election they have made a declaration in the form specified in ~~Annex 4Annex 4Annex 4~~.

~~8.5.78.6.6~~ The declaration required under paragraphs ~~8.6.4.18.6.4.18.5.5.4~~ and ~~8.6.4.28.6.4.28.5.5.2~~ and the equivalent provisions of the declaration required under paragraph ~~8.6.58.6.58.5.6~~ are required by Section 60 of the 2006 Act. It is a criminal offence knowingly or recklessly to make a declaration under Section 60 of the 2006 Act which is false in a material particular.

### **~~8.68.7~~ Staff Governors**

~~8.6.18.7.1~~ There shall be eight Staff Governors elected from the Staff Constituency. The number of Governors to be elected from each Staff Class shall be as set out in Annex 1.

~~8.6.2~~ For the purposes of Annex 1, from the day of adoption of this revised constitution any Staff Governor previously elected from the CSD Staff Class, the Clinicalians Staff Class or Other Staff Class shall be deemed as having been elected from the GST CSD Staff Class, GST Clinicalians Staff Class or GST Other Staff Class respectively.

~~8.6.3~~8.7.2 Members of a Staff Class within the Staff Constituency may elect any of their number to be a Staff Governor for that Staff Class subject to paragraph ~~8.4~~8.3.

~~8.6.4~~8.7.3 If contested, the election will be by secret ballot in accordance with the Election Scheme, using the first past the post method of voting.

~~8.6.5~~8.7.4 A Staff Governor shall not vote at a meeting of the Council of Governors unless within the period since their election they have made a declaration in the form specified in Annex 4.

### 8.7.8 System Governors

~~8.7.1~~8.8.1 Each of:

~~8.7.1.1~~8.8.1.1 the South East London ~~CCG~~ICB; and

~~8.7.1.2~~8.8.1.2 the North West London ~~Health and Care Partnership~~ICB,

are specified organisations for the purposes of paragraph 9(7) of Schedule 7 to the 2006 Act.

~~8.7.2~~8.8.2 The South East London ~~CCG~~ICB shall be entitled to appoint ~~two~~one System Governors and the North West London ~~Health and Care Partnership~~ICB shall be entitled to appoint one System Governor, in accordance with a process of appointment agreed with the Secretary. The absence of any such agreed process shall not preclude either organisations from appointing its System Governors.

~~8.7.3~~8.8.3 Notwithstanding the foregoing provisions of this paragraph the Trust shall in its absolute discretion be entitled:

~~8.7.3.1~~8.8.3.1 to give not less than six months' notice to any of the organisations referred to in paragraphs ~~8.8.1~~8.8.1.1 and ~~8.8.2~~8.8.2.1 terminating their right to appoint a System Governor and upon the expiration of that notice period or such other date as the Trust and the relevant organisation may agree that their right to appoint a System Governor shall be terminated and the period of office of the Governor appointed by that organisation shall also come to an end on that date; and

~~8.7.3.2~~8.8.3.2 to appoint another organisation for which the Trust provides goods and services to replace that organisation to which notice has been given under paragraph ~~8.8.3.1~~8.8.3.1,

save that these provisions shall at all times be operated so as to ensure that the number of organisations entitled to appoint a System Governor under paragraph ~~8.8.1~~8.8.1.1 remains lower or equal to the number of System Governors specified in paragraph 8.2.4.1.

### 8.8.9 Local Authority Governors

~~8.8.1~~8.9.1 Each of the following local authorities :

~~8.8.1.1~~ ~~London Borough of Hillingdon;~~



~~8.8.1.28.9.1.1~~ London Borough of Lambeth;

~~8.8.1.38.9.1.2~~ London Borough of Southwark; and

~~8.8.1.48.9.1.3~~ Royal Borough of Kensington and Chelsea,

shall be entitled to appoint a member or officer of the local authority as a Local Authority Governor in accordance with a process of appointment agreed by it with the Secretary.

~~8.8.28.9.2~~ The absence of any such agreed process of appointment shall not preclude either of the local authorities named in paragraph ~~8.9.18.9.18.8.4~~ from appointing its Local Authority Governor.

~~8.8.38.9.3~~ If a local authority named in paragraph ~~8.9.18.9.18.8.4~~ declines or fails to appoint a Local Authority Governor within three months of being requested to do so by the Trust, the Secretary shall consult each local authority whose area includes the whole or part of the Area of the Trust and the Trust in its absolute discretion shall extend an invitation to any of those local authorities to appoint a Local Authority Governor in substitution for the local authority which has failed or declined to do so.

~~8.8.48.9.4~~ A Local Authority Governor appointed under paragraph ~~8.9.38.9.38.8.3~~ shall then serve on the Council of Governors for the period stipulated in paragraph ~~8.12.48.12.48.11.4~~. At the end of that period the Trust shall in its absolute discretion decide whether for the purposes of paragraph ~~8.9.18.9.18.8.4~~ to permit that local authority which had failed or declined to appoint a Local Authority Governor to appoint a Local Authority Governor for the next period (provided it remains eligible to do so) or to invite the local authority which had appointed a Local Authority Governor in substitution to do so.

#### **8.98.10 University Governors**

~~8.9.18.10.1~~ The following organisations shall be entitled to appoint one University Governor in accordance with a process of appointment agreed by it with the Secretary:

~~8.9.1.18.10.1.1~~ King's College London

~~8.9.1.28.10.1.2~~ Imperial College London

~~8.9.1.38.10.1.3~~ London Southbank University

~~8.9.1.4~~ — An academic organisation chosen by the Board of Directors.

~~8.9.28.10.2~~ The absence of any such agreed process shall not preclude any of the above from appointing its University Governor.

#### **8.108.11 Partner Hospital Governors**

~~8.10.18.11.1~~ The following organisations shall be entitled to appoint one Partner Hospital Governor in accordance with a process of appointment agreed by it with the Secretary:

~~8.10.1.18.11.1.1~~ King's College Hospital NHS Foundation Trust; and

~~8.10.1.28.11.1.2~~ South London and Maudsley NHS Foundation Trust.

~~8.10.28.11.2~~ The absence of any such agreed process of appointment shall not preclude any Partner Hospital from appointing its Governor.



**8.118.12 Terms of Office**

**8.11.48.12.1** A Public Governor:

**8.11.1.48.12.1.1** shall hold office for a period of three years;

**8.11.1.28.12.1.2** is eligible for re-election at the end of that period ~~for two further terms of three years for one further and final three year term;~~ and

**8.11.1.38.12.1.3** shall cease to hold office if they cease to be a Member of the Public Constituency.

**8.11.28.12.2** A Patient Governor:

**8.11.2.48.12.2.1** shall hold office for a period of three years;

**8.11.2.28.12.2.2** is eligible for re-election at the end of that period ~~for two further terms of three years for one further and final three year term;~~ and

**8.11.2.38.12.2.3** shall cease to hold office if they cease to be a Member of the Patients' Constituency.

**8.11.38.12.3** A Staff Governor:

**8.11.3.48.12.3.1** shall hold office for a period of three years;

**8.11.3.28.12.3.2** is eligible for re-election at the end of that period ~~for two further terms of three years for one further and final three year term;~~ and

**8.11.3.38.12.3.3** shall cease to hold office if they cease to be a Member of the Staff Constituency.

**8.11.48.12.4** Subject to paragraph ~~8.12.58.12.58.11.5~~, a Partnership Governor:

**8.11.4.48.12.4.1** shall hold office for a period of three years;

**8.11.4.28.12.4.2** is eligible for reappointment at the end of that period ~~for two further terms of three years for one further and final three year term;~~ and

**8.11.4.38.12.4.3** shall cease to hold office if the organisation which appointed them withdraws its appointment of them.

**8.12.5** ~~No Governor shall hold office for more than nine years in total. of nine years in total on the Council.~~

**8.11.58.12.6** For the purposes of paragraph ~~8.12.48.12.48.11.4~~ above, Partnership Governors appointed before ~~the adoption of this revised constitution~~ 1 February 2021 shall be deemed as having been appointed for the first time on ~~that~~ the day of adoption of ~~this revised constitution~~.

**8.11.68.12.7** Governors shall cease to be Governors forthwith if their tenure is terminated under paragraph ~~8.138.138.12~~ or they are disqualified from being a Governor under paragraph ~~8.148.148.13~~.

**8.128.13 Governor Termination of Tenure**

~~8.12.48.13.1~~ A Governor may resign from that office at any time during the term of that office by giving notice in writing to the Secretary.

~~8.12.28.13.2~~ If a Governor fails to attend any meeting of the Council of Governors for a consecutive period of twelve months or alternatively for three successive meetings of the Council of Governors, their tenure of office shall be terminated immediately by the Secretary unless, on application by that Governor to the Council of Governors, the Council of Governors resolves that:

~~8.12.2.48.13.2.1~~ the absence was due to reasonable cause; and

~~8.12.2.28.13.2.2~~ the Governor will be able to start attending meetings of the Council of Governors within such a specified period as the Council of Governors considers reasonable.

~~8.12.38.13.3~~ The Council of Governors may, by a resolution requiring a majority of not less than 75% of the Council of Governorsthose present and entitled to vote at a properly constituted meeting of the Council of Governors, terminate a Governor's tenure of office if for reasonable cause it considers that:

~~8.12.3.1~~ they are disqualified from becoming or continuing as a Member under this Constitution; or

~~8.12.3.28.13.3.1~~ they have knowingly or recklessly made a false declaration for any purpose provided for under this Constitution or in the 2006 Act; or

~~8.12.3.38.13.3.2~~ their continuing as a Governor would or would be likely to:

- (a) contravene the Code of Conduct for Governors as set out at ~~Annex 5Annex 5Annex 5~~ or as may be otherwise adopted by the Trust from time to time; or
- (b) prejudice the ability of the Trust to fulfil its principal purpose or other of its purposes under this Constitution or otherwise to discharge its duties and functions; or
- (c) harm the Trust's work with other persons or bodies with whom it is engaged or may be engaged in the provisions of goods and services; or
- (d) adversely affect public confidence in the goods or services provided by the Trust; or
- (e) otherwise bring the Trust into disrepute.

~~8.12.48.13.4~~ Upon a Governor resigning under paragraph ~~8.13.18.13.18.12.1~~, or upon the Council of Governors resolving to terminate a Governor's tenure of office under paragraphs ~~8.13.28.13.28.12.2~~ or ~~8.13.38.13.38.12.3~~ that Governor shall cease to be a Governor and their name shall be forthwith removed from the Register of Governors notwithstanding any reference to the Dispute Resolution Procedure.

~~8.12.58.13.5~~ Any decision of the Council of Governors to terminate a Governor's tenure of office may be referred by that Governor to the Dispute Resolution Procedure within 28 days of the date upon which notice in writing of the Council of Governors' decision is given to the Governor.

~~8.12.68.13.6~~ A Governor who resigns under paragraph ~~8.13.18.13.18.12.1~~ or whose tenure of office is terminated under paragraph ~~8.13.28.13.28.12.2~~ shall not be

eligible to stand for re-election for a period of three years from the date of their resignation or removal from office or the date upon which any appeal against their removal from office is disposed of, whichever is the later.

~~8.12.78.13.7~~ ~~8.13.38.13.38.12.3~~ A Governor whose tenure of office is terminated under paragraph shall not be eligible to stand for re-election.

#### **8.138.14 Disqualification**

~~8.13.18.14.1~~ A person may not become or continue as a Governor if:

~~8.13.1.18.14.1.1~~ they are a Director or Secretary of the Trust, or a governor, director or secretary of another Health Service Body, unless they are appointed as a Partnership Governor by an organisation which is a Health Service Body;

~~8.13.1.28.14.1.2~~ they are an occupant of the same household as, and/or they are an immediate family member of, a Governor or a Director or Secretary of the Trust;

~~8.13.1.38.14.1.3~~ in the case of a Staff Governor, Public Governor or Patient Governor they cease to be a Member of the Membership Constituency or the Class of a Membership Constituency by which they were elected;

~~8.13.1.48.14.1.4~~ in the case of any other Governor the appointing organisation withdraws its appointment of them;

~~8.13.1.58.14.1.5~~ they have been adjudged bankrupt or their estate has been sequestrated and in either case they have not been discharged;

~~8.14.1.6~~ they are subject to a moratorium period under a debt relief order (under Part 7A of the Insolvency Act 1986);

~~8.13.1.68.14.1.7~~ they have made a composition or arrangement with or granted a trust deed for their creditors and has not been discharged in respect of it;

~~8.13.1.78.14.1.8~~ they have within the preceding five years been convicted in the British Islands of any offence, and a sentence of imprisonment (whether suspended or not) for a period of three months or more (without the option of a fine) was imposed on them;

~~8.13.1.88.14.1.9~~ they are the subject of a Sex Offenders Order and/or their name is included in the Sex Offenders Register;

~~8.13.1.98.14.1.10~~ they have failed or refused to undergo Disclosure and Barring Service checks in accordance with the Trust's DBS Policy;

~~8.13.1.108.14.1.11~~ by reference to information revealed by a Disclosure and Barring Service check, they are considered by the Trust to be inappropriate on the grounds that their appointment may adversely affect public confidence in the Trust or otherwise bring the Trust into disrepute;

~~8.13.1.118.14.1.12~~ Monitor NHS England has exercised its powers to remove that person as a Governor or has suspended them from office or has disqualified them from holding office as a Governor for a specified period or Monitor NHS England has exercised any of those powers in relation to the person concerned at any time

whether in relation to the Trust or some other NHS Foundation Trust;

~~8.13.1.128.14.1.13~~ they have within the preceding two years been dismissed, otherwise than by reason of redundancy, from any paid employment with a Health Service Body;

~~8.13.1.138.14.1.14~~ they are a person whose tenure of office as chair or as a governor, member or director of a Health Service Body has been terminated on the grounds that their appointment was not in the interests of the health service, for non-attendance at meetings, or for non-disclosure of a pecuniary interest;

~~8.13.1.148.14.1.15~~ they have had their name removed, from a relevant list of medical practitioners pursuant to Paragraph 10 of the National Health Service (Performers Lists) (England) Regulations 2013 or Section 151 of the 2006 Act (or similar provision elsewhere), and have not subsequently had their name included in such a list;

~~8.13.1.158.14.1.16~~ they are incapable by reason of mental disorder, illness or injury of managing and administering their property and affairs;

~~8.13.1.168.14.1.17~~ they have failed or refused to make any declaration required by paragraph ~~8.58.58.4~~ or ~~8.68.68.5~~; or

~~8.13.1.178.14.1.18~~ they refuse to confirm that they will abide by the Code of Conduct for Governors as set out at ~~Annex 5Annex 5Annex 5~~ or as may be otherwise adopted by the Trust from time to time.

~~8.13.28.14.2~~ The provisions of paragraph ~~8.14.18.14.18.13.1~~ apply to elected and appointed Governors and to those seeking election or appointment.

~~8.13.38.14.3~~ Where an individual has been elected or appointed to be a Governor and they become disqualified for appointment they shall notify the Secretary in writing of such disqualification as soon as practicable and in any event within 14 days of first becoming aware of those matters which render them disqualified.

~~8.13.48.14.4~~ If it comes to the notice of the Secretary that the Governor is disqualified, whether at the time of the Governor's appointment or later, the Secretary shall immediately declare that the individual in question is disqualified and give notice to them in writing to that effect as soon as practicable and in any event within 14 days of the date of the said declaration.

~~8.13.58.14.5~~ Upon the giving of notice under paragraph ~~8.14.38.14.38.13.3~~ or paragraph ~~8.14.48.14.48.13.4~~ that individual's tenure of office, if any, shall be terminated forthwith and they shall cease to be a Governor and their name shall be removed from the Register of Governors. Any Governor may refer any dispute they may have with regard to that decision to the Dispute Resolution Procedure at paragraph ~~222220~~.

## 8.148.15 Vacancies

~~8.14.48.15.1~~ Where a Governor's membership of the Council of Governors ceases for one of the reasons set out in paragraph ~~8.138.138.12~~ or paragraph ~~8.148.148.13~~, Public Governors, Staff Governors and Patient Governors shall be replaced in accordance with paragraphs ~~8.15.28.15.28.14.2~~ to ~~8.15.58.15.58.14.5~~ and other Governors shall be replaced in accordance with

the processes for appointment agreed with the relevant appointing body pursuant to paragraphs ~~8.88-88.7~~ to ~~8.118-118.10~~.

~~8.14.28.15.2~~ For the purposes of paragraphs ~~8.15.38.15.38.14.3~~ to ~~8.15.58.15.58.14.5~~ the following definitions apply:

~~8.14.2.18.15.2.1~~ A "**cohort**" consists of those Governors in the same Membership Constituency (or Class of a Membership Constituency, as the case may be) whose current term of office commenced on the same date.

~~8.14.2.28.15.2.2~~ A "**first vacancy**" is where an ~~elected~~ Elected Governor ceases to hold office during their term of office and they are the first Governor from their cohort to do so.

~~8.14.2.38.15.2.3~~ A "**second vacancy**" is where an ~~elected~~ Elected Governor ceases to hold office during their term of office and they are not the first Governor from their cohort to do so.

~~8.14.38.15.3~~ Subject to paragraph ~~8.15.48.15.48.14.4~~:

~~8.14.3.18.15.3.1~~ on the occurrence of a first vacancy the Trust shall offer the candidate who secured the next highest number of votes in the last election for the Membership Constituency (or Class of a Membership Constituency, as the case may be) in which the vacancy has arisen the opportunity to assume the vacant office (the "**Reserve Governor**").

~~8.14.3.28.15.3.2~~ If the Reserve Governor assumes the vacant office, they shall hold office for a period of three years. They will be eligible for re-election at the end of that period for one further and final three year term, except where they have previously held office as a Governor in that Membership Constituency.

~~8.14.3.38.15.3.3~~ If the Reserve Governor is unwilling to fill the vacancy, an election will be held in accordance with the Election Scheme as soon as reasonably practicable.

~~8.14.48.15.4~~ Where an election is due to be called within six months of a first vacancy having arisen, the office will stand vacant until such election, unless this causes the aggregate number of Governors who are Public Governors and Patient Governors to be less than half the total membership of the Council of Governors. In that event the vacancy shall be filled in accordance with paragraph ~~8.15.38.15.38.14.3~~.

~~8.14.58.15.5~~ On the occurrence of a second vacancy an election will be held in accordance with the Election Scheme, save that if an election is due to be called within six months of the vacancy having arisen the office will stand vacant until such election, unless this causes the aggregate number of Governors who are Public Governors and Patient Governors to be less than half the total membership of the Council of Governors. In that event an election will be held in accordance with the Election Scheme as soon as reasonably practicable.

~~8.14.68.15.6~~ The Returning Officer under the Election Scheme shall maintain a record of votes cast at each election under the Election Scheme for the above purposes and the Returning Officer shall conduct or shall oversee the conducting of the process set out in paragraphs ~~8.15.38.15.38.14.3~~ and ~~8.15.58.15.58.14.5~~.

---

## 8.15.18.16 Roles and Responsibilities of the Council of Governors

8.15.18.16.1 The general responsibilities of the Council of Governors are to:

8.15.1.18.16.1.1 hold the non-executive Directors individually and collectively to account for the performance of the Board of Directors; and

8.15.1.28.16.1.2 represent the interests of the Members of the Trust as a whole and the interests of the public.

8.15.28.16.2 The specific rights and duties of the Council of Governors are:

8.15.2.18.16.2.1 in a General Meeting general meeting of the Council of Governors to:

- (a) appoint or remove the Chair and the other non-executive Directors of the Trust. The removal of any non-executive Director shall require the approval of three-quarters of the total number of Governors;
- (b) approve the appointment of the Chief Executive of the Trust by the non-executive Directors;
- (c) decide the remuneration and expenses and the other terms and conditions of office of the non-executive Directors;
- (d) appoint or remove the Trust's auditor; and
- (e) receive and consider the Trust's annual accounts, any auditor's reports on those annual accounts and the annual report from the Board of Directors;

8.15.2.28.16.2.2 to be consulted by the Board of Directors regarding the Board of Directors' preparation of the forward planning information for each Financial Year;

8.15.2.38.16.2.3 to determine whether it is satisfied that the carrying on of any proposed Non Principal Purpose Activity will not to any significant extent interfere with the fulfilment by the Trust of the Principal Purpose or the performance of its other functions;

8.15.2.48.16.2.4 to approve any proposal to increase by 5% or more the proportion of the Trust's total income in any Financial Year attributable to Non Principal Purpose Activities;

8.15.2.58.16.2.5 to approve any Significant Transaction, and to be consulted before the Trust enters into any Material Transaction;

8.15.2.68.16.2.6 to respond as appropriate when consulted by the Board of Directors;

8.15.2.78.16.2.7 to require one or more Directors to attend a meeting of the Council of Governors for the purpose of obtaining information about the Trust's performance of its functions or the Directors' performance of their duties (and deciding whether to propose a vote on the Trust's or Directors' performance);

8.15.2.88.16.2.8 to approve any merger, acquisition, separation or dissolution- application in respect of the Trust before the application is made to NHS England; and

~~application in respect of the Trust before the application is made to Monitor; and~~

~~8.15.2.98.16.2.9~~ to exercise such other powers and to discharge such other duties as may be conferred on the Council of Governors under this Constitution.

~~8.15.38.16.3~~ If ~~Monitor~~NHS England has appointed a panel for advising governors, a Governor may refer a question to that panel as to whether the Trust has failed or is failing to act in accordance with this Constitution or Chapter 5 of the 2006 Act. A Governor may only refer a question under this paragraph if more than half of the members of the Council of Governors voting approve the referral.

~~8.15.48.16.4~~ All Governors shall comply with the Code of Conduct for Governors set out in ~~Annex 5~~Annex 5.

### 8.168.17 Expenses

~~8.16.48.17.1~~ Governors shall not receive remuneration for acting as Governors but may receive expenses as provided for in this paragraph.

~~8.16.28.17.2~~ The Trust may pay travelling and other expenses to Governors at the rates set out in the Trust's policy on Business Travel and Subsistence.

### 8.178.18 Meetings

~~8.17.48.18.1~~ The Council of Governors shall comply with the Standing Orders for its practice and procedure set out in Annex 2.

~~8.17.28.18.2~~ The Council of Governors shall meet not less than three times in each Financial Year.

~~8.18.3~~ The Trust shall publicise and hold a general meeting of the Council of Governors to take place each calendar year in September ~~July of each year~~, at which the Council of Governors shall receive from the Board of Directors in accordance with paragraph ~~9.11.119.11.119.10.11~~ and shall then consider:

~~(a)~~ the Trust's annual accounts;

~~(b)~~, any report of the auditor on them; and

~~(a)(c)~~ the Trust's annual report.

~~8.17.38.18.4~~ No proceedings of the Council of Governors shall be invalidated by any vacancy in its membership or any defect in the appointment or election of any Governor.

### 8.188.19 Lead Governor

~~8.19.1~~ The Council of Governors shall appoint one of its Elected Governors as Lead Governor in accordance with the terms of appointment set out in the Lead Governor Role Description approved by the Council of Governors.

~~8.18.1~~ In this paragraph 8.18 only:

~~8.18.1.1~~ — "**Appointment Meeting**" means:

- ~~• if there is an Election in a calendar year, the first meeting of the Council of Governors to take place after the Election; or~~



- if there is no Election scheduled in a calendar year, the first meeting of the Council of Governors to take place after the anniversary of the last Election, and

~~8.18.1.2 "Election" means an election to fill a vacancy on the Council of Governors other than an election under paragraph 8.14.3.3 or 8.14.5.~~

~~8.18.2 Any Governor who, immediately after the Appointment Meeting, will have at least one year of their term remaining, may nominate themselves for the office of Lead Governor by giving notice to the Chair at least ten clear days before the Appointment Meeting.~~

~~8.18.3 As long as at least one nomination has been received in accordance with paragraph 8.18.2, the Council of Governors shall appoint the Lead Governor at the Appointment Meeting.~~

~~8.18.4 If:~~

~~8.18.4.1 one nomination has been received, the nominated Governor shall be appointed Lead Governor at the Appointment Meeting;~~

~~8.18.4.2 more than one nomination has been received, the Council of Governors shall choose the Lead Governor by paper ballot at the Appointment Meeting, and if there is an equality of votes, the tied nominees shall draw lots to decide which of them shall be chosen;~~

~~no nomination has been received, the office shall lie vacant until the next Appointment Meeting.~~

~~8.18.58.19.2~~ The Secretary shall ensure that Monitor NHS England is provided with details of the serving Lead Governor.

~~8.18.6 Subject to paragraph 8.18.7, the Lead Governor shall hold office until the results are announced of the next Election after their appointment.~~

~~8.18.7 If no Election is held within one calendar year of the incumbent Lead Governor's appointment, the Lead Governor shall hold office for one year.~~

~~8.18.8 The serving Lead Governor may nominate themselves for re-appointment as long as they will have at least one year of their term as a Governor remaining after the next Appointment Meeting.~~

~~8.18.9 The Lead Governor may resign from the office at any time by giving written notice to the Chair, and shall cease to hold the office immediately if they cease to be a Governor or if they become leader of any working group of the Council of Governors.~~

~~If a Lead Governor ceases to hold office during their term, the second-placed nominee in the last ballot for the office shall be offered the opportunity to assume the vacant office for the unexpired balance of the retiring Lead Governor's term. If that candidate does not agree to fill the vacancy it will then be offered to the third-placed nominee and so on until the vacancy is filled. If no candidate is available or willing to fill the vacancy, the office shall remain vacant until the next Appointment Meeting.~~

~~8.18.108.19.3~~ The Lead Governor's duties shall be as follows:

~~8.18.10.18.19.3.1~~ facilitating communication between Governors and members of the Board of Directors;



~~8.18.10.28.19.3.2~~ assisting the Chair in settling the agenda for meetings of the Council of Governors and other meetings involving Governors;

~~8.18.10.38.19.3.3~~ chairing the Council of Governors when required to do so by the Standing Orders attached at Annex 2;

~~8.18.10.48.19.3.4~~ contributing to the appraisal of the Chair in such manner and to such extent as the person conducting the appraisal may see fit;

~~8.18.10.58.19.3.5~~ initiating proceedings to remove a Governor where circumstances set out in this Constitution for removal have arisen (without prejudice to the right of any other Governor to initiate such proceedings);

~~8.18.10.68.19.3.6~~ liaising, as appropriate, with councils of governors for other NHS Foundation Trusts, and

~~8.18.10.78.19.3.7~~ such other duties, consistent with the 2006 Act and this Constitution, as may be approved by the Governors.

### **8.198.20 Nominations Committee**

~~8.19.48.20.1~~ The Council of Governors may appoint a Nominations Committee consisting of all or some Governors to assist it in carrying out the functions set out in paragraph 9.6 but not otherwise.

### **8.208.21 Conflict of Interest of Governors**

~~8.20.48.21.1~~ If a Governor has a pecuniary interest, whether direct or indirect, in any contract, proposed contract or other matter which is under consideration by the Council of Governors or has any other conflict of interest they shall disclose that to the rest of the Council of Governors as soon as they are aware of it.

~~8.20.28.21.2~~ The Council of Governors shall abide by the Standing Orders attached at Annex 2 specifying the arrangements for excluding Governors from discussion or consideration of the contract or other matter as appropriate where the Governor has a pecuniary interest or any other conflict of interest in relation to it.

### **8.21 Transitional provisions**

~~8.21.1~~ Notwithstanding anything to the contrary in this Constitution:

~~8.21.1.1~~ From the date of adoption of this revised Constitution all Governors shall be appointed or elected (as the case may be) in accordance with its provisions.

~~8.21.1.2~~ Each Governor serving at the date of adoption of this revised Constitution shall serve under the arrangements existing at the time of their election or appointment (as the case may be).

~~8.21.1.3~~ For the avoidance of doubt, at all times more than half the Governors will be elected by members of the Public Constituency or the Patients' Constituency and the composition of the Council of Governors will satisfy the provisions of paragraph 9 of Schedule 7 to the Act.

## **9 BOARD OF DIRECTORS**

- 
- 9.1 The Trust shall have a Board of Directors which shall consist of executive and non-executive Directors.
- 9.2 The Board of Directors shall comprise:
- 9.2.1 the following non-executive Directors:
- 9.2.1.1 a Chair; and
- 9.2.1.2 no fewer than five nor more than eleven other non-executive Directors one of whom shall be appointed having been nominated by King's College London; and
- 9.2.2 the following executive Directors:
- 9.2.2.1 a Chief Executive (who shall also at all times be the Accounting Officer);
- 9.2.2.2 a Finance Director; and
- 9.2.2.3 not less than three nor more than ~~ninesix~~ other executive Directors.
- 9.3 The executive Directors shall include one person who is a registered medical practitioner or registered dentist (within the meaning of the Dentists Act 1984) and one other who is to be a registered nurse or registered midwife.
- 9.4 The power to appoint non-executive Directors and executive Directors shall at all times be exercised so as to ensure that the aggregate voting rights vested in the Chair and non-executive Directors exceed the aggregate of those votes vested in the executive Directors. The Directors shall at all times have one vote each save that the Chair shall be entitled to exercise a second or casting vote where the number of votes for and against a motion is equal.
- 9.5 Only a Member of the Public Constituency or the Patients Constituency or an individual exercising functions for King's College London may be appointed as a non-executive Director.
- 9.6 Non-executive Directors are to be appointed as follows:
- 9.6.1 The Council of Governors shall create a duly authorised Nominations Committee consisting of some or all Governors in accordance with paragraph ~~8.208-18~~;
- 9.6.2 The Nominations Committee shall seek the views of the Board of Directors as to their recommended criteria and process for the selection of candidates and, having regard to those views, shall then seek, shortlist and interview such candidates as the Nominations Committee considers appropriate and shall make recommendations to the Council of Governors as to potential appointments as non-executive Directors and shall advise the Board of Directors of those recommendations;
- 9.6.3 The Nominations Committee shall be at liberty to request the attendance of and seek advice and assistance from persons other than members of the Nominations Committee or other Governors in arriving at its said recommendations; and
- 9.6.4 The Nominations Committee shall provide advice to the Council of Governors on the levels of remuneration for the Chair and non-executive Directors.

9.6.5 The Nominations Committee shall receive reports on behalf of the Council of Governors on the process and outcome of appraisal for the Chair and non-executive Directors.

9.6.6 The Council of Governors shall resolve in general meeting to appoint such candidate or candidates as they consider appropriate and shall have regard to the recommendation of the Nominations Committee and views of the Chief Executive and the Board of Directors in reaching that decision. The Secretary will convey the decision of the Council of Governors to the successful candidate.

9.7 The validity of any act of the Trust shall not be affected by any vacancy among the Directors or by any defect in the appointment of any Director.

## 9.8 Terms of Office

9.8.1 The non-executive Directors ~~(excluding the Chair)~~(including the Chair) shall be eligible for appointment for two ~~four~~-year terms of office, and in exceptional circumstances a further term of two years. No non-executive Director ~~(excluding the Chair)~~ shall be appointed to that office for a total period which exceeds ten years in aggregate.

~~9.8.2 The Chair shall be eligible for appointment for two four year terms of office, and in exceptional circumstances a further term of four two years. The Chair shall not be appointed to that office for a total period which exceeds twelve years in aggregate.~~

~~9.8.39.8.2~~ The executive Directors including the Chief Executive (and Accounting Officer) and the Finance Director shall hold office for a period in accordance with the terms and conditions of office decided by the relevant committee of non-executive Directors.

~~9.8.49.8.3~~ Where a non-executive Director, other than a non-executive Director appointed having been nominated by King's College London, ceases to be a Member they shall cease to be eligible to be a non-executive Director and shall resign as such or if they fail or decline to do so they shall be removed from office in accordance with the terms of this Constitution.

## 9.9 The Senior Independent Director

9.9.1 In consultation with the Council of Governors, the Board of Directors may appoint one of the independent non-executive Directors as the Senior Independent Director, for such term (not exceeding the remainder of their term as non-executive director) as defined in their terms of appointment.

9.9.2 The Senior Independent Director shall perform the role set out in the NHS Foundation Trust Code of Governance, and any such other functions as defined in their terms of appointment (in consultation with the Council of Governors).

## 9.9.10 Disqualification

~~9.9.49.10.1~~ A person may not become or continue as a Director if:

9.10.1.1 they have been adjudged bankrupt or their estate has been sequestrated and in either case they have not been discharged;

9.10.1.2 they are subject to a moratorium period under a debt relief order (under Part 7A of the Insolvency Act 1986);

~~9.9.1.19.10.1.3~~ they have made a composition or arrangement with, or granted a trust deed for, their creditors and have not been discharged in respect of it;

~~9.9.1.29.10.1.4~~ they have within the preceding five years been convicted in the British Islands of any offence, and a sentence of imprisonment (whether suspended or not) for a period of three months or more (without the option of a fine) was imposed on them;

~~9.10.1.5~~ they do not to satisfy all the fit and proper person requirements referred to in Regulations 5(3) and 5(4) of the Health and Social Care Act 2008 (Regulated Activities) Regulations 2014;

~~9.10.1.6~~ in the case of a non-executive Director,

~~(a)~~ they no longer satisfy paragraph 9.5; or

~~(a)(b)~~ they are the Chair, the Chief Executive or an ordinary member of South East London ICB or North West London ICB.

~~9.9.1.39.10.1.7~~ they are otherwise disqualified at law from acting as a director of an NHS Foundation Trust;

~~9.9.1.49.10.1.8~~ ~~Monitor~~NHS England has exercised its powers under the 2006 Act to remove that person as a Director of the Trust or any other Foundation Trust within their jurisdiction or has suspended them from office or has disqualified them from holding office as a Director of the Trust or of any other Foundation Trust for a specified period;

~~9.9.1.59.10.1.9~~ they are a person whose tenure of office as chair or as a member or director of a Health Service Body has been terminated on the grounds that their appointment is not in the interests of the public service, for non-attendance at meetings or for non-disclosure of a pecuniary interest;

~~9.9.1.69.10.1.10~~ they have had their name removed, from a relevant list of medical practitioners pursuant to Paragraph 14 of the National Health Service (Performers Lists) (England) Regulations 2013 or Section 151 of the 2006 Act (or similar provision elsewhere), and has not subsequently had their name included in such a list; ~~or~~

~~9.9.1.79.10.1.11~~ they have within the preceding two years been dismissed otherwise than by reason of redundancy from any paid employment with a Health Service Body;

~~9.9.29.10.2~~ Any person who is disqualified from becoming or continuing as a Director on any of the grounds set out in paragraph ~~9.10.19.10.19.9.1~~ shall forthwith resign as a Director of the Trust or if they decline or fail to do so shall be removed forthwith by the Board of Directors and a new Director appointed in their place in accordance with the provisions of this Constitution.

## ~~9.109.11~~ Roles and Responsibilities

~~9.10.49.11.1~~ The powers of the Trust shall be exercisable by the Board of Directors on its behalf.

~~9.10.29.11.2~~ Any of those powers may be delegated to a committee of Directors or to an executive Director in accordance with a Scheme of Delegation approved by the Board of Directors.

~~9.10.39.11.3~~ The general duty of the Board of Directors, and of each Director individually, is to act with a view to promoting the success of the Trust so as to maximise the benefits for the members of the Trust as a whole and for the public.

~~9.10.49.11.4~~ Subject to paragraph ~~9.11.39.11.39.10.3~~, a committee established pursuant to paragraph ~~9.11.29.11.29.10.2~~ above may meet in common with a committee of Directors of another NHS Foundation Trust.

~~9.10.59.11.5~~ A committee of non-executive Directors established as an audit committee shall monitor, review and carry out such functions in relation to the auditor outlined in paragraph ~~16.46.44~~ as are appropriate.

~~9.10.69.11.6~~ The non-executive Directors shall appoint or remove the Chief Executive (and Accounting Officer). The appointment of a Chief Executive (but not their removal) shall require the approval of the Council of Governors.

~~9.10.79.11.7~~ A committee consisting of the Chair, the Chief Executive (and Accounting Officer) and the other non-executive Directors shall appoint the executive Directors.

~~9.10.89.11.8~~ The Trust shall establish a committee of non-executive Directors to decide the remuneration and allowances and the other terms and conditions of office of the executive Directors.

~~9.10.99.11.9~~ The Trust may establish advisory committees whose membership may include Governors, executive and non-executive Directors of the Trust, external advisors and other persons as the Trust may think fit.

~~9.10.109.11.10~~ The Board of Directors shall provide forward planning information in respect of each Financial Year to ~~Monitor~~NHS England. The Board of Directors shall have regard to the views of the Council of Governors when preparing the forward planning information.

~~9.10.149.11.11~~ The Board of Directors shall present to the Council of Governors in a general meeting the Trust's annual accounts, any report of the auditor on them, and the Trust's annual report.

~~9.10.129.11.12~~ All the functions of the Trust under paragraphs ~~17.417.415.4~~, ~~17.517.515.5~~ and ~~17.717.715.7~~ are delegated by this Constitution to the Chief Executive as Accounting Officer.

## 10. ANNUAL PUBLIC MEETING OF THE MEMBERS

10.1.1 The Trust shall hold a public meeting of its Members in September each year. This meeting may be combined with the meeting of the Council of Governors referred to in paragraph ~~8.18.38.18.38.17.3~~.

10.1.2 At least one Director shall attend the meeting and present the following documents to the Members at the meeting:

10.1.2.1 the annual accounts

10.1.2.2 any report of the auditor on them; and

10.1.2.3 the annual report.

10.1.3 Where an amendment has been made to this Constitution in relation to the powers or duties of the Council of Governors (or otherwise with respect to the role that the Council of Governors has as part of the Trust), at least one Governor shall attend the next annual public meeting to be held, at which the

Governor shall present the amendment and the Members shall be entitled to vote on whether they approve the amendment.

- 10.1.4 If more than half of the Members voting approve the amendment, the amendment shall continue to have effect; otherwise it shall cease to have effect and the Trust shall take such steps as are necessary as a result.

## **11. JOINT WORKING AND DELEGATION ARRANGEMENTS**

11.1 The Trust may make arrangements for the joint exercise of any of its functions jointly with any other person.

11.2 For the purposes of exercising of its functions jointly with any other or more of the following bodies:

11.2.1 a Relevant Body;

11.2.2 a Local Authority;

11.2.3 a Combined Authority,

the Trust may:

11.2.4 establish a joint committee with the relevant body or bodies and arrange for the relevant functions to be exercised by that joint committee;

11.2.5 arrange for one or more of the bodies, or a joint committee of the bodies, to establish and maintain a Pooled Fund.

11.3 The Trust must have regard to any guidance published by NHS England under section 65Z7 of the NHS Act 2006.

## **11.12. MEETINGS OF DIRECTORS**

11.12.1 The Board of Directors shall adopt Standing Orders covering the proceedings and business of its meetings. These shall include setting a quorum for meetings, both of executive and non-executive Directors. The proceedings shall not however be invalidated by any vacancy of its membership or defect in a Director's appointment.

11.12.2 Before holding a meeting, the Board of Directors shall send a copy of the agenda to the Council of Governors.

11.12.3 As soon as practicable after holding a meeting, the Board of Directors shall send a copy of the minutes of the meeting to the Council of Governors.

11.12.4 Meetings of the Board of Directors shall be open to members of the public, unless and to the extent that the Board of Directors has resolved that members of the public should be excluded from a meeting for such special reasons as the Board of Directors considers appropriate.

## **11.13. CONFLICTS OF INTEREST OF DIRECTORS**

11.13.1 Each Director has a duty to avoid a situation in which the Director has or can have a direct or indirect interest that conflicts or possibly may conflict with the interests of the Trust. This duty is not infringed if the situation cannot reasonably be regarded as likely to give rise to a conflict of interest, or if the matter has been authorised in accordance with this Constitution.

11.13.2 Each Director has a duty not to accept a benefit from a third party by reason of being a director or doing or not doing anything in that capacity. This duty is not

infringed if acceptance of the benefit cannot reasonably be regarded as likely to give rise to a conflict of interest.

~~12.3~~13.3 If a Director is aware that they have in any way a direct or indirect interest in a proposed transaction or arrangement with the Trust, they shall disclose the nature and extent of that interest to the other Directors as soon as they are aware of it and in all cases, before the Trust enters into the transaction or arrangement. If any declaration proves to be or becomes inaccurate or incomplete, the Director shall make a further declaration.

~~12.4~~13.4 A Director need not declare an interest:

~~12.4.1~~13.4.1 if it cannot reasonably be regarded as likely to give rise to a conflict of interest;

~~12.4.2~~13.4.2 if, or to the extent that, the directors are already aware of it;

~~12.4.3~~13.4.3 if, or to the extent that, it concerns terms of the Director's appointment that have been or are to be considered:

~~12.4.3.1~~13.4.3.1 by a meeting of the Board of Directors; or

~~12.4.3.2~~13.4.3.2 by a committee of the Directors appointed for that purpose under this Constitution.

~~12.5~~13.5 The Board of Directors shall adopt Standing Orders making further provision about Directors' interests and specifying the arrangements for excluding Directors from discussion or consideration of a contract or other matter as appropriate.

## ~~13.14.~~ 13.14. REGISTERS

~~13.1~~14.1 The Trust shall have and maintain:

~~13.1.1~~14.1.1 a Register of Members showing, in respect of each Member, the Membership Constituency (and Class within a Membership Constituency, where appropriate) to which they belong;

~~13.1.2~~14.1.2 a register of Governors;

~~13.1.3~~14.1.3 a register of interests of Governors;

~~13.1.4~~14.1.4 a register of Directors; and

~~13.1.5~~14.1.5 a register of interests of Directors.

~~13.2~~14.2 The information to be included in the above registers shall be such as will comply with the requirements of the 2006 Act, any subordinate legislation made under it and the provisions of this Constitution.

~~13.3~~14.3 Members will be removed from the Register of Members if:

~~13.3.1~~14.3.1 the Member is no longer eligible or is disqualified; or

~~13.3.2~~14.3.2 the Member dies.

## ~~14.15.~~ 14.15. PUBLIC DOCUMENTS

~~14.1~~15.1 The following documents of the Trust shall be available for inspection by members of the public free of charge at all reasonable times:

~~14.1.1~~15.1.1 a copy of the current Constitution;



~~14.1.2~~15.1.2 a copy of the latest annual accounts and of any report of the auditor on them; and

~~14.1.3~~15.1.3 a copy of the latest annual report.

~~14.2~~15.2 All documents required by Paragraphs 22(1)(g) to 22(1)(p) inclusive of Schedule 7 to the 2006 Act (relating to special administration) shall be available for inspection by members of the public free of charge at all reasonable times.

~~14.3~~15.3 Any person who requests it shall be provided with a copy or extract from any of the above documents.

~~14.4~~15.4 If the person requesting a copy or extract under this paragraph is not a Member of the Trust, the Trust may impose a reasonable charge for providing the copy or extract.

~~14.5~~15.5 The registers mentioned in paragraph ~~14.1.4~~14.2 shall all be made available for inspection by members of the public except in circumstances prescribed by regulations made under the 2006 Act. The Trust shall not make any part of its Register of Members available for inspection by members of the public that shows details of:

~~14.5.1~~15.5.1 any Member who belongs to the Patients' Constituency where that Member has not consented to their details being made so available; or

~~14.5.2~~15.5.2 any other Member if they so request.

#### ~~15.16.~~ **AUDITOR**

~~15.16.1~~16.1 The Trust shall have an auditor and shall provide the auditor with every facility and all information which they may reasonably require for the purposes of their functions under Chapter 5 of Part 2 of the 2006 Act.

~~15.216.2~~16.2 A person may only be appointed auditor if they (or in the case of a firm each of its members) are eligible for appointment as a statutory auditor or local auditor within the meaning of Paragraphs 23(4)(a) or (aa) or are a member of one or more of the bodies referred to in Paragraph 23(4)(c) of Schedule 7 to the 2006 Act.

~~15.316.3~~16.3 The appointment of the auditor by the Council of Governors is covered in paragraph ~~8.16.2.18.16.2.18.15.2.1~~(d), and the monitoring of the auditor's functions by a committee of non-executive Directors is covered in paragraph ~~9.11.59.10.3~~.

~~15.416.4~~16.4 The auditor shall carry out their duties in accordance with Schedule 10 to the 2006 Act and in accordance with any directions given by ~~Monitor~~NHS England on standards, procedures and techniques to be adopted.

#### ~~16.17.~~ **ACCOUNTS**

~~16.117.1~~17.1 The Trust shall keep proper accounts and proper records in relation to the accounts, which shall comply with any directions made by ~~Monitor~~NHS England with the approval of the Secretary of State, as to the content and form of the Trust's accounts.

~~16.217.2~~17.2 The accounts shall be audited by the Trust's auditor.

~~16.317.3~~17.3 The following documents shall be made available to the Comptroller and Auditor General for examination at their request:

~~16.3.1~~17.3.1 the accounts;

~~16.3.2~~17.3.2 the records relating to them; and

~~16.3.3~~17.3.3 any report of the auditor on them.



~~16.4~~17.4 The Trust (through its Chief Executive and Accounting Officer) shall prepare in respect of each Financial Year annual accounts in such form as ~~Monitor~~NHS England may with the approval of the Secretary of State direct.

~~16.5~~17.5 The Trust shall comply with any directions given by ~~Monitor~~NHS England with the approval of the Secretary of State as to:

~~16.5.1~~17.5.1 the period or periods in respect of which the Trust should prepare accounts; and

~~16.5.2~~17.5.2 the audit requirements of any such accounts.

~~16.6~~17.6 In preparing accounts the Trust shall comply with any directions given by NHS England~~Monitor~~ with the approval of the Secretary of State as to:

~~16.6.1~~17.6.1 the methods and principles according to which the accounts are to be prepared; and

~~16.6.2~~17.6.2 the content and form of the accounts.

~~16.7~~17.7 The Trust shall:

~~16.7.1~~17.7.1 lay a copy of the annual accounts, and any report of the auditor on them, before Parliament;

~~16.7.2~~17.7.2 send copies of those documents to ~~Monitor~~NHS England within such period as ~~Monitor~~NHS England may direct; and

~~16.7.3~~17.7.3 send copies of any accounts prepared pursuant to paragraph 15.5, and any report of an auditor on them to ~~Monitor~~NHS England within such period as ~~Monitor~~NHS England may direct.

## **17.18. ANNUAL REPORTS AND FORWARD PLANS**

~~17.1~~18.1 The Trust shall prepare annual reports and send them to ~~Monitor~~NHS England.

18.2 The reports shall, in particular, review the extent to which the Trust has exercised its functions:

18.2.1 in accordance with the plans published under section 14Z52 (joint forward plans for integrated care board and its partners) and section 14Z56 (joint capital resource plan for integrated care board and its partners) of the 2006 Act;

18.2.2 consistently with NHS England's views set out in the latest statement published under section 13SA(1) (views about how functions relating to inequalities information should be exercised) of the 2006 Act.

~~give information on:~~

~~17.2~~18.3 The reports shall also give information on:

~~17.2.1~~18.3.1 the impact that income received by the Trust from Non Principal Purpose Activities has had on the Principal Purpose.

~~17.2.2~~18.3.2 any steps taken by the Trust to secure that (taken as a whole) the actual Membership of its Public Constituency and the Patients' Constituency is representative of those eligible for such Membership;

~~17.2.3~~18.3.3 any exercise by the Council of Governors of its power to require a Director to attend a meeting for the specific reasons set out in paragraph ~~8.16.2.78.16.2.78.15.2.7;~~

~~17.2.4~~18.3.4 the Trust's policy on pay, on the work of the committee of non-executive Directors established to decide the remuneration and allowances and the other terms and conditions of office of the executive Directors, and on such other procedures as the Trust has on pay;

~~17.2.5~~18.3.5 the remuneration of the Directors and on the expenses of the Governors and the Directors; and

~~17.2.6~~18.3.6 any other information ~~Monitor~~NHS England requires.

~~17.3~~18.4 The Trust shall comply with any decision ~~Monitor~~NHS England makes as to:

~~17.3.1~~18.4.1 the form of the reports;

~~17.3.2~~18.4.2 when the reports are to be sent to it; and

~~17.3.3~~18.4.3 the periods to which the reports are to relate.

~~17.4~~18.5 The Trust shall give information to ~~Monitor~~NHS England as to its forward planning in respect of each Financial Year. The forward planning information shall be prepared by the Board of Directors who in doing so shall have regard to the views of the Council of Governors (which in turn may be informed by a group of Governors).

~~17.5~~18.6 The forward planning information shall include information on:

~~17.5.1~~18.6.1 the Non Principal Purpose Activities that the Trust proposes to carry on; and

~~17.5.2~~18.6.2 the income that the Trust expects to receive from doing so.

~~17.6~~18.7 Where the forward planning information contains a proposal that the Trust carry out Non Principal Purpose Activities, the Council of Governors shall:

~~17.6.1~~18.7.1 determine whether it is satisfied that the carrying on of the activity will not to any significant extent interfere with the fulfilment by the Trust of the Principal Purpose or the performance of its other functions; and

~~17.6.2~~18.7.2 notify the Board of Directors of its determination.

~~17.7~~18.8 The Trust may only implement any proposal to increase by 5% or more the proportion of its total income in any Financial Year attributable to Non Principal Purpose Activities if more than half of the members of the Council of Governors voting approve the proposal's implementation.

## **18.19. SIGNIFICANT TRANSACTIONS**

~~18.1~~19.1 The Trust may enter into a Significant Transaction only if more than half of the members of the Council of Governors voting approve entering into the transaction.

~~18.2~~19.2 "Significant Transaction" means:

~~18.2.1~~19.2.1 the acquisition of, or an agreement to acquire, whether contingent or not, assets the value of which is more than 25% of the value of the Trust's gross assets before the acquisition; or

~~18.2.2~~19.2.2 the disposition of, or an agreement to dispose of, whether contingent or not, assets of the Trust the value of which is more than 25% of the value of the Trust's gross assets before the disposition; or

~~18.2.3~~19.2.3 a transaction that has or is likely to have the effect of the Trust acquiring rights or interests or incurring obligations or liabilities, including contingent

liabilities, the value of which is more than 25% of the value of the Trust's gross assets before the transaction.

~~18.3~~19.3 For the purpose of this paragraph ~~19~~17:

~~18.3.1~~19.3.1 "gross assets" means the total of fixed assets and current assets;

~~18.3.2~~19.3.2 in assessing the value of any contingent liability for the purposes of sub-paragraph ~~19.2.3~~19.2.3, the Directors:

~~18.3.2.1~~19.3.2.1 must have regard to all circumstances that the Directors know, or ought to know, affect, or may affect, the value of the contingent liability; and

~~18.3.2.2~~19.3.2.2 may rely on estimates of the contingent liability that are reasonable in the circumstances; and

~~18.3.2.3~~19.3.2.3 may take account of the likelihood of the contingency occurring.

~~18.4~~19.4 The views of the Council of Governors will be taken into account before the Trust enters into any proposed transaction which would exceed a threshold of 10% for any of the criteria set out in paragraph ~~19.2~~17.2 (a "Material Transaction").

## **19.20. INDEMNITY**

~~19.1~~20.1 Governors and Directors who act honestly and in good faith and not recklessly 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 Council of Governors or Board of Directors functions. Any such liabilities will be liabilities of the Trust.

~~19.2~~20.2 The Trust may make such arrangements as it considers appropriate for the provision of indemnity insurance or similar arrangement for the benefit of the Trust to meet all or any liabilities which are properly the liabilities of the Trust under paragraph ~~20.1~~18.1.

## **20.21. INSTRUMENTS ETC**

~~20.1~~21.1 The Trust is to have a seal which shall not be affixed except under the authority of the Board of Directors.

~~20.2~~21.2 A document purporting to be duly executed under the Trust's seal or to be signed on its behalf is to be received in evidence and, unless the contrary is proved, taken to be so executed or signed.

## **21.22. DISPUTE RESOLUTION PROCEDURE**

~~21.1~~22.1 The Trust shall apply the Dispute Resolution Procedure set out at ~~Annex 6~~Annex 6 to this Constitution in regard to disputes:

~~21.1.1~~22.1.1 with Members and potential Members in relation to matters of eligibility and disqualification; and

~~21.1.2~~22.1.2 with Governors in relation to matters of eligibility, disqualification and termination of tenure; and

~~21.1.3~~22.1.3 between the Council of Governors and the Board of Directors in relation to the interpretation and application of their respective powers and obligations under this Constitution.

## **22.23. AMENDMENT OF THE CONSTITUTION**

---

~~22.1~~23.1 The Trust may make amendments to this Constitution only if:

~~22.1.4~~23.1.1 more than half of the members of the Board of Directors voting; and

~~22.1.2~~23.1.2 more than half of the members of the Council of Governors voting, approve the amendments.

~~22.2~~23.2 An amendment shall have no effect in so far as the Constitution would, as a result of the amendment, not accord with Schedule 7 of the 2006 Act.

~~22.3~~23.3 The Trust shall inform ~~Monitor~~NHS England of amendments to the Constitution.

~~22.4~~23.4 If an amendment relates to the powers or duties of the Council of Governors, paragraphs ~~10.1.3~~10.1.39 and ~~10.1.4~~10.1.49 shall apply.

### ~~23.~~24. **MERGERS, ACQUISITIONS, SEPARATIONS AND DISSOLUTION**

~~23.1~~24.1 The Trust may only apply for a merger, acquisition, separation or dissolution with the approval of more than half of the members of the Council of Governors.

Lawal, Kemi  
18/04/2024 16:10:44

**ANNEX 1:**  
**CONSTITUENCIES OF THE TRUST**

1.	2.	3.	4.
Name of Membership Constituency	Area/Qualification	Minimum number of Members	Number of Governors
Public Constituency Area 1 – around Guy's and St. Thomas' Hospitals	The London Borough of Lambeth, The London Borough of Southwark, The London Borough of Lewisham, The London Borough of Wandsworth, The City of Westminster.	250	8
Public Constituency Area 2 – around Royal Brompton and Harefield Hospitals	<p>1. North London Comprising the following electoral areas: Harrow; Hillingdon; Brent; Ealing; Hounslow; Kensington &amp; Chelsea and Hammersmith &amp; Fulham; Barnet; Enfield; Haringey; Camden; Islington; City; Tower Hamlets; Hackney; Waltham Forest; Newham; Barking &amp; Dagenham; Redbridge; Havering.</p> <p>and</p> <p>2. Bedfordshire, Hertfordshire &amp; Essex Comprising the following electoral areas: Bedford; Central Bedfordshire; Luton; Broxbourne; Dacorum; East Herts; Hertsmere; North Herts; St Albans; Stevenage; Three Rivers; Watford; Welwyn; Hatfield; Harlow; Epping Forest; Brentwood; Basildon; Castle Point; Rochford; Maldon; City of Chelmsford; Uttlesford; Braintree; Colchester; Tendring; Thurrock; Southend.</p>	150	1
Public Constituency Area 3 – the rest of England and Wales	All other electoral wards and boroughs in England and Wales not included above	50	1

GST Patient Class	Patients as defined in paragraph <del>7.4.97.4.97.4.7</del> of this Constitution	250	7
RBH Patient Class	Patients as defined in paragraph <del>7.4.107.4.107.4.8</del> of this Constitution	250	3
Patient Carer Class	Patient Carers as defined in paragraph <del>7.4.117.4.117.4.9</del> of this Constitution	100	2
GST CSD Staff Class	As defined in paragraph 7.3.6 of this Constitution	100	1
GST Clinicians Staff Class	As defined in paragraph 7.3.7 of this Constitution	100	3
GST Other Staff Class	As defined in paragraph 7.3.8 of this Constitution	100	2
RBH <del>Clinicians-Clinical</del> Staff Class	As defined in paragraph 7.3.9 of this Constitution	100	1
RBH Other Staff Class	As defined in paragraph 7.3.10 of this Constitution	100	1

Lawal, Kemi  
18/04/2024 16:10:44

**ANNEX 2:****STANDING ORDERS FOR THE REGULATION OF PROCEEDINGS AND BUSINESS OF THE COUNCIL OF GOVERNORS**

These Standing Orders form part of the Constitution of the Guy's & St. Thomas' Hospital NHS Foundation Trust.

**1. INTERPRETATION**

1.1 The Chair shall be the final authority on the interpretation of Standing Orders.

**2. THE TRUST**

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

**3. MEETINGS OF THE COUNCIL OF GOVERNORS**

3.1 **Admission of the Public and the Press** - The public and representatives of the press shall be afforded facilities to attend all meetings of the Council of Governors but shall be required to withdraw upon the Council of Governors resolving as follows:

*"That representatives of the Press and other members of the public be excluded from the remainder of this meeting having regard to the confidential nature of the business to be transacted publicly on which would be prejudicial to the public interest".*

3.2 The right of attendance referred to above carries no right to ask questions or otherwise participate in the meeting.

3.3 The Chair (or other person presiding under the provisions of Standing Order 3.14) shall give such directions as they think fit in regard to the arrangements for meetings and accommodation of the public and representatives of the press to ensure that the business of the meeting shall be conducted without interruption and disruption and, without prejudice to the power to exclude on grounds of the confidential nature of the business to be transacted, the public will be required to withdraw upon the Council of Governors resolving as follows:

*"That in the interests of public order the meeting adjourn for (the period to be specified) to enable the completion of business without the presence of the public".*

Nothing in these Standing Orders shall require the Council of Governors to allow members of the public or representatives of the press to record proceedings in any manner whatsoever, other than writing, or to make any oral report of proceedings as they take place without the prior agreement of the Council of Governors.

3.4 **Calling Meetings** - Ordinary meetings of the Council of Governors shall be held at such times and places as it may determine.

3.5 Meetings of the Council of Governors may only be called in accordance with this paragraph. The Chair may call a meeting of the Council of Governors at any time. If the Chair refuses to call a meeting after a requisition for that purpose, signed by at least one-third of the whole number of Governors, has been presented to them, or if, without so refusing, the Chair does not call a meeting within seven days after such requisition has been presented to them, at the Trust's headquarters, such one third or more Members may forthwith call a meeting.

3.6 **Notice of Meetings** - Before each meeting of the Council of Governors a notice of the meeting, specifying the business proposed to be transacted at it and indicating that it

~~has been approved by the Chair or by an officer of the Trust authorised by the Chair, and signed by the Chair or by an officer of the Trust authorised by the Chair to sign on their behalf~~ shall be delivered to every Governor by electronic means or, where expressly requested by a Governor, by post to their usual place of residence, or sent by post to the usual place of residence of such Governor so as to be available to them at least seven five clear days before the meeting.

- 3.7 Subject to Standing Order 3.9, lack of service of the notice on any Governor shall not affect the validity of a meeting.
- 3.8 In the case of a meeting called by Governors in default of the Chair, the notice shall be signed by those Governors and no business shall be transacted at the meeting other than that specified in the notice.
- 3.9 The notice referred to in Standing Order 3.8 shall be delivered to each Governor by electronic means, or, where expressly requested by a Governor, by post to their usual place of residence. Failure to serve such a notice on more than three Governors will invalidate the meeting. ~~A notice shall be presumed to have been served at the time at which the notice would be delivered in the ordinary course of the post.~~
- 3.10 Before each meeting of the Council of Governors a public notice of the time and place of the meeting, and the public part of the agenda, shall be ~~displayed~~ published at-on the Trust's office-website at least three clear days before the meeting.
- 3.11 **Setting the Agenda** - The Council of Governors may determine that certain matters shall appear on every agenda for a meeting of the Council of Governors and shall be addressed prior to any other business being conducted. (Such matters may be identified within these Standing Orders or following subsequent resolution shall be listed in an Appendix to the Standing Orders.)
- 3.12 A Governor desiring a matter to be included on an agenda shall make their request in writing to the Chair at least 10 clear days before the meeting, subject to Standing Order 3.6. Requests made less than 10 days before a meeting may be included on the agenda at the discretion of the Chair.
- 3.13 **Chair of Meeting** – The Chair shall preside at meetings of the Council of Governors and shall be entitled to exercise a casting vote where the number of votes for and against a motion is equal.
- 3.14 If the Chair is absent from a meeting of the Council of Governors, the ~~Governors Chair~~ shall appoint another non-executive Director to preside over that meeting and they shall exercise all the rights and obligations of the Chair including the right to exercise a second or casting vote where the number of votes for and against a motion is equal.
- 3.15 If any matter for consideration at a meeting of the Council of Governors relates to the conduct or interests of the Chair or of the non-executive Directors as a class, neither the Chair nor any of the non-executive Directors shall preside over the period of the meeting during which the matter is under discussion. In these circumstances the period of the meeting shall be chaired by the Lead Governor, or in their absence, by another Governor chosen by the Governors. This person shall exercise all the rights and obligations of the Chair including the right to exercise a second or casting vote where the number of votes for and against a motion is equal.
- 3.16 **Notices of Motion** – A Governor desiring to move or amend a motion shall send a written notice thereof at least 10 clear days before the meeting to the Chair, who shall insert in the agenda for the meeting all notices so received subject to the notice being permissible under the appropriate regulations. This Standing Order shall not prevent any motion being moved during the meeting, without notice on any business mentioned on the agenda subject to Standing Order 3.8.



- 
- 3.17 **Withdrawal of Motion or Amendments** - 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 Chair.
- 3.18 **Motion to Rescind a Resolution** - 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 Governor(s) who gives it and also the signature of four other Governors. When any such motion has been disposed of by the Council of Governors, it shall not be competent for any Governor to propose a motion to the same effect within six months; however the Chair may do so if they consider it appropriate.
- 3.19 **Motions** - The mover of a motion shall have a right of reply at the close of any discussion on the motion or any amendment thereto.
- 3.20 When a motion is under discussion or immediately prior to discussion it shall be open to a Governor to move:
- 3.20.1 An amendment to the motion.
- 3.20.2 The adjournment of the discussion or the meeting.
- 3.20.3 That the meeting proceed to the next business.
- 3.20.4 The appointment of an ad hoc committee to deal with a specific item of business.
- 3.20.5 That the motion be now put.
- 3.21 No amendment to the motion shall be admitted if, in the opinion of the Chair of the meeting, the amendment negates the substance of the motion.
- 3.22 **Chairman's Ruling** - Statements of Governors made at meetings of the Council of Governors shall be relevant to the matter under discussion at the material time and the decision of the Chair of the meeting on questions of order, relevance, regularity and any other matters shall be observed at the meeting.
- 3.23 **Voting** – If, in the opinion of the Chair, a vote should be required on a question at a meeting, the result shall be determined by a majority of the votes of the Governors present and voting on the question. A Governor who attends the meeting by electronic means allowing simultaneous communication with all other persons attending the meeting (whether in person or by electronic means) shall be deemed to be present.
- 3.24 All questions put to the vote shall, at the discretion of the Chair of the meeting, be determined by oral expression or by a show of hands. A paper ballot, or an equivalent electronic voting method, may also be used if a majority of the Governors present so request.
- 3.25 If a Governor so requests, their vote (other than by paper ballot or equivalent electronic voting method) shall be recorded by name upon any vote. ~~(other than by paper ballot).~~
- 3.26 In no circumstances may an absent Governor vote by proxy. Absence is defined as being absent at the time of the vote.
- 3.27 **Minutes** - The Minutes of the proceedings of a meeting shall be drawn up and submitted for agreement at the next ensuing meeting ~~where they will be signed by the person presiding at it.~~
- 3.28 No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at the next meeting.
-

- 3.29 Minutes shall be circulated with the notice of the next meeting or otherwise in accordance with Governors' wishes. Where providing a record of a public meeting, the minutes shall be made available to the public.
- 3.30 **Suspension of Standing Orders** - Except where this would contravene any provision of the constitution or any statutory provision or any direction made by [Monitor NHS England](#), any one or more of the Standing Orders may be suspended at any meeting, provided that at least two-thirds of the Governors are present, including one [elected Elected](#) Governor and one nominated Governor and that a majority of those present vote in favour of suspension.
- 3.31 A decision to suspend Standing Orders shall be recorded in the minutes of the meeting.
- 3.32 A separate record of matters discussed during the suspension of Standing Orders shall be made and shall be available to the Governors.
- 3.33 No formal business may be transacted while Standing Orders are suspended. Formal business shall include the proposal of motions and the determination of questions and resolutions, by voting or otherwise.
- 3.34 The Audit Committee of the Board of Directors shall review every decision of the Council of Governors to suspend Standing Orders.
- 3.35 **Record of Attendance** - The names of the Governors present at the meeting shall be recorded in the minutes.
- 3.36 **Quorum** - No business shall be transacted at a meeting of the Council of Governors unless at least one-third of the whole number of Governors are present including at least one elected Member from the Public Constituency, one elected member from the Patients' Constituency, one elected Member from the Staff Constituency and one nominated Governor. A Governor who attends the meeting by electronic means allowing simultaneous communication with all other persons attending the meeting (whether in person or by electronic means) shall be deemed to be present.
- 3.37 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 (see Standing Order ~~776~~ or ~~887~~) they 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.
- 3.38 Any resolution for the removal of a non-executive Director shall require the approval of three-quarters of the total number of Governors.

#### 4. WRITTEN RESOLUTIONS

- 4.1 At the discretion of the Chair, or upon a requisition signed by at least one-third of the whole number of Governors, a matter which may be decided by the Council of Governors in a meeting other than a general meeting of the Council of Governors may be determined by way of a written resolution signified by the Governors who would have been entitled to vote upon it had it been proposed at a meeting of the Council of Governors.
- 4.2 A written resolution shall include the following:
- 4.2.1 A description of the matter to be decided and any accompanying documents;
- 4.2.2 A conflicts of interest declaration;
- 4.2.3 Guidance notes informing Governors how to signify their agreement to the resolution and the date by which it must be passed if it is not to lapse.

- 4.3 A copy of the written resolution shall be circulated by the Secretary to all Governors by electronic means (or, where expressly requested by a Governor, by post to their usual place of residence) either by way of identical documents sent to all Governors, or by way of a single document to be signified by all Governors.
- 24.2 A written resolution may comprise several copies to which one or more Governors have signified their agreement.
- 4.4 A written resolution is passed when:
- 4.4.1 For decisions requiring a simple majority, a majority of the Members of the Council of Governors signify their agreement to the resolution; or
- 4.4.2 For decisions requiring a 75% majority, at least 75% of the Members of the Council of Governors signify their agreement to the resolution.
- 4.5 A written resolution will lapse if the requisite majority of Members of the Council of Governors fail to signify their agreement to the written resolution within 28 days beginning with the circulation date.
- 4.6 The Secretary shall keep a record of all written resolutions passed.

#### 4.5. **NOMINATIONS COMMITTEE**

- 4.15.1 The Council of Governors shall create a duly authorised Nominations Committee consisting of some or all of its Members in accordance with paragraph ~~8.208-208.19~~ of the Constitution.
- 4.25.2 The Nominations Committee shall seek the views of the Board of Directors as to their recommended criteria and process for the selection of candidates and, having regard to those views, shall then seek, shortlist and interview such candidates as the Nominations Committee considers appropriate and shall make recommendations to the Council of Governors as to potential appointments as non-executive Directors and shall advise the Board of Directors of those recommendations.
- 4.35.3 Subject to any provisions to the contrary in this Standing Order 4, the provisions of Standing Order 3, as far as they are applicable, shall apply with appropriate alteration to meetings of the Nominations Committee.
- 4.45.4 The Secretary shall attend the Nominations Committee and take minutes of any proceedings.
- 4.55.5 The Nominations Committee shall have such terms of reference and powers and be subject to such conditions (as to reporting back to the Council of Governors), as the Council of Governors, shall decide subject to the provisions of the Constitution. Such terms of reference shall have effect as if incorporated into the Standing Orders.
- 4.65.6 The Council of Governors shall approve the appointments to the Nominations Committee. The chair of the Nominations Committee shall be the Chair.
- 4.75.7 **Confidentiality** - A member of the Nominations Committee shall not disclose a matter dealt with by, or brought before, the Nominations Committee without its permission until the Nominations Committee shall have reported to the Council of Governors or shall otherwise have concluded on that matter.
- 4.85.8 A member of the Nominations Committee shall not disclose any matter reported to or otherwise dealt with by the committee, notwithstanding that the matter has been reported or action has been concluded, if the Council of Governors or the committee shall resolve that it is confidential.

#### 5.6. **DECLARATIONS OF INTERESTS AND REGISTER OF INTERESTS**

---

[5.46.1](#) Interests which should be regarded as "relevant and material" and which, for the avoidance of doubt, should be included in the register, are:

- (a) Directorships, including non-executive directorships held in private companies or PLCs (with the exception of those of dormant companies).
- (b) Ownership, part-ownership or directorship of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS.
- (c) Majority or controlling shareholdings in organisations likely or possibly seeking to do business with the NHS.
- (d) A position of authority in a charity or voluntary organisation in the field of health and social care.
- (e) Any connection with a voluntary or other organisation contracting for NHS services or commissioning NHS services.
- (f) Any connection with an organisation, entity or company considering entering into or having entered into a financial arrangement with the NHS Foundation Trust, including but not limited to, lenders or banks.
- (g) Membership of clubs, societies or organisations whose purpose may include furthering the business or personal interests of their members by undeclared or informal means. Such organisations include Masonic lodges and religious societies whose membership consists of professional and business people.

If Governors have any doubt about the relevance or materiality of an interest, this should be discussed with the Chair.

[5.26.2](#) At the time the interests are declared, they should be recorded in the Council of Governors minutes as appropriate. Any changes in interests should be officially declared at the next Council meeting following the change occurring. It is the obligation of the Governor to inform the Secretary of the Trust in writing within 7 days of becoming aware of the existence of a relevant or material interest. The Secretary will amend the Register upon receipt within 3 working days.

[5.36.3](#) Governors' directorships of companies (Standing Order [6.16.15.1\(a\)](#)), or in companies likely or possibly seeking to do business with the NHS (Standing Order [6.16.15.1\(b\)](#)), should be published in the Trust's annual report. The information should be kept up to date for inclusion in succeeding annual reports.

[5.46.4](#) During the course of a Council meeting, if a conflict of interest is established, the Governor(s) concerned should withdraw from the meeting and play no part in the relevant discussion or decision. For the avoidance of doubt, this includes voting on such an issue where a conflict is established ([including by way of written resolution](#)). If there is a dispute as to whether a conflict of interest does exist, a majority will resolve the issue with the Chair having the casting vote.

[5.56.5](#) There is no requirement for the interests of Governors' spouses or partners to be declared. Note however that Standing Order [887](#) requires that the interest of Governors' spouses, if living together, in contracts should be declared.

[5.66.6](#) **Register of Interests** - The Chief Executive will ensure that a Register of Interests is established to record formally declarations of interests of Member Governors. In particular the Register will include details of all directorships and other relevant and material interests which have been declared, as defined in Standing Order [6.26.25.2](#).

[5.76.7](#) These details will be kept up to date by means of an annual review of the Register in which any changes to interests declared during the preceding twelve months will be incorporated.

~~5.86.8~~ The Register will be available to the public and the Chief Executive will take reasonable steps to bring the existence of the Register to the attention of the local population and to publicise arrangements for viewing it.

## **~~6.7.~~ DISABILITY OF CHAIR OR GOVERNOR IN PROCEEDINGS ON ACCOUNT OF PECUNIARY INTEREST**

~~6.47.1~~ Subject to the following provisions of this Standing Order, if a Governor or the Chair has any pecuniary interest, direct or indirect, in any contract, proposed contract or other matter and is present at a meeting of the Council of Governors at which the contract or other matter is the subject of consideration, they shall at the meeting and as soon as practicable after its commencement disclose the fact and shall not take part in the consideration or discussion of the contract or other matter or vote on any question with respect to it.

~~6.27.2~~ The Trust may require the Chair or a Governor to withdraw from a meeting of the Council of Governors while any contract, proposed contract or other matter in which they have a pecuniary interest, is under consideration.

~~6.37.3~~ For the purpose of this Standing Order the Chair or Governor shall be treated, subject to Standing Order ~~8.28-27.2~~ and Standing Order ~~8.68-67.6~~, as having indirectly a pecuniary interest in a contract, proposed contract or other matter, if:

- (a) they, or a nominee of their, is a director of a company or other body, not being a public body, with which the contract was made or is proposed to be made or which has a direct pecuniary interest in the other matter under consideration;
- (b) they are a partner of, or are in the employment of a person with whom the contract was made or is proposed to be made or who has a direct pecuniary interest in the other matter under consideration;
- (c) and in the case of family or close personal relationships the interest of one party shall, if known to the other, be deemed for the purposes of this Standing Order to be also an interest of the other.

~~6.47.4~~ The Chair or Governor shall not be treated as having a pecuniary interest in any contract, proposed contract or other matter by reason only of their membership of a company or other body, they no beneficial interest in any securities of that company or other body of an interest in any company, body or person with which they are connected as mentioned in Standing Order ~~7.37-36.3~~ which is so remote or insignificant that it cannot reasonably be regarded as likely to influence a member or director in the consideration or discussion of or in voting on, any question with respect to that contract or matter.

~~6.57.5~~ Where the Chair or a Governor:

- (a) has an indirect pecuniary interest in a contract, proposed contract or other matter by reason only of a beneficial interest in securities of a company or other body, and
- (b) the total nominal value of those securities does not exceed one-hundredth of the total nominal value of the issued share capital of the company or body, and
- (c) if the share capital is of more than one class, the total nominal value of shares of any one class in which they have a beneficial interest does not exceed one-hundredth of the total issued share capital of that class; ~~and~~

this Standing Order shall not prohibit them from taking part in the consideration or discussion of a contract or other matter or from voting on any question with respect to it without prejudice however to their duty to disclose their interest.

6-67.6 Standing Order ~~887~~ applies to the committee of the Council of Governors as it applies to the Council of Governors and applies to any member of the committee as it applies to a Governor.

## 7.8. STANDARDS OF BUSINESS CONDUCT

7.48.1 **Interest of Governors in Contracts** - If it comes to the knowledge of a Governor, that a contract in which they have any pecuniary interest not being a contract to which they are a party, has been, or is proposed to be, entered into by the Trust they shall, at once, give notice in writing to the Chief Executive of the fact that they are interested therein. In the case of married persons, or persons living together as partners, the interest of one partner shall, if known to the other, be deemed to be also the interest of that partner.

7.28.2 A Governor must also declare to the Chief Executive any other employment or business or other relationship of theirs, or of a member of their family or of someone with whom they have a close personal relationship, that conflicts, or might reasonably be predicted could conflict with the interests of the Trust.

7.38.3 **Canvassing of, and Recommendations by, Governors in Relation to Appointments** - Canvassing of Governors directly or indirectly for any appointment under the Trust shall disqualify the candidate for such appointment. The contents of this Standing Order shall be included in application forms or otherwise brought to the attention of candidates.

7.48.4 A Governor shall not solicit for any person any appointment under the Trust or recommend any person for such appointment: but this Standing Order shall not preclude a Governor from giving written testimonial of a candidate's ability, experience or character for submission to the Trust.

7.58.5 Informal discussions outside appointments panels or committees, whether solicited or unsolicited, should be declared to the panel or committee.

7.68.6 **Relatives of Governor** - Candidates for any staff appointment shall when making application disclose in writing whether they are related to any Governor. Failure to disclose such a relationship shall disqualify a candidate and, if appointed, render the, liable to instant dismissal.

7.78.7 The Governors shall disclose to the Chief Executive any relationship with a candidate of whose candidature that Governor is aware. It shall be the duty of the Chief Executive to report to the Council of Governors and Board of Directors any such disclosure made.

7.88.8 On election or appointment, Governors should disclose to the Trust whether they are related to any other Governor or holder of any office under the Trust.

7.98.9 Where the relationship of a Governor is disclosed, the Standing Order headed 'Disability of Chair or Governor in proceedings on account of pecuniary interest' (Standing Order 6) shall apply.

## 8.9. MISCELLANEOUS

8.49.1 **Standing Orders to be given to Governors** - It is the duty of the Chief Executive to ensure that existing Governors and all new Governors are notified of and understand their responsibilities within Standing Orders.

8.29.2 **Review of Standing Orders** – These Standing Orders shall be reviewed every two years annually by the Council of Governors. The requirement for review extends to all documents having the effect as if incorporated in Standing Orders.

8.39.3 **Variation and Amendment of Standing Orders** - These Standing Orders shall be amended only if:

- 
- (a) a notice of motion under Standing Order 3.16 has been given; and no fewer than two thirds of the total of the Governors vote in;
  - (b) favour of amendment; and
  - (c) the variation proposed does not contravene a statutory provision or direction made by [Monitor NHS England](#).

Lawal, Kemi  
18/04/2024 16:10:44



---

**ANNEX 3****ELECTION SCHEME****MODEL ELECTION RULES 2014****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 particulars
11. Declaration of interests
12. Declaration of eligibility
13. Signature of candidate
14. Decisions as to validity of nomination forms
15. Publication of statement of nominated candidates
16. Inspection of statement of nominated candidates and nomination forms
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 (public and patient constituencies)

*Action to be taken before the poll*

22. List of eligible voters
23. Notice of poll



- 
24. Issue of voting information by returning officer
  25. Ballot paper envelope and covering envelope
  26. E-voting systems

*The poll*

27. Eligibility to vote
28. Voting by persons who require assistance
29. Spoilt ballot papers and spoilt text message votes
30. Lost voting information
31. Issue of replacement voting information
32. ID declaration form for replacement ballot papers (public and patient constituencies)
33. Procedure for remote voting by internet
34. Procedure for remote voting by telephone
35. Procedure for remote voting by text message

*Procedure for receipt of envelopes, internet votes, telephone vote and text message votes*

36. Receipt of voting documents
37. Validity of votes
38. Declaration of identity but no ballot (public and patient constituency)
39. De-duplication of votes
40. Sealing of packets

**PART 6: COUNTING THE VOTES**

STV41. Interpretation of Part 6

41. Arrangements for counting of the votes
42. The count

STV44. Rejected ballot papers and rejected text voting records

FPP44. Rejected ballot papers and rejected text voting records

STV45. First stage

STV46. The quota

STV47. Transfer of votes

STV48. Supplementary provisions on transfer

STV49. Exclusion of candidates

STV50. Filling of last vacancies

STV51. Order of election of candidates

---

FPP51. Equality of votes

**PART 7: FINAL PROCEEDINGS IN CONTESTED AND UNCONTESTED ELECTIONS**

FPP52. Declaration of result for contested elections

STV52. Declaration of result for contested elections

53. Declaration of result for uncontested elections

**PART 8: DISPOSAL OF DOCUMENTS**

54. Sealing up of documents relating to the poll

55. Delivery of documents

56. Forwarding of documents received after close of the poll

57. Retention and public inspection of documents

58. Application for inspection of certain documents relating to election

**PART 9: DEATH OF A CANDIDATE DURING A CONTESTED ELECTION**

FPP59. Countermand or abandonment of poll on death of candidate

STV59. Countermand or abandonment of poll on death of candidate

**PART 10: ELECTION EXPENSES AND PUBLICITY**

*Expenses*

60. Election expenses

61. Expenses and payments by candidates

62. Expenses incurred by other persons

*Publicity*

63. Publicity about election by the corporation

64. Information about candidates for inclusion with voting information

65. Meaning of "for the purposes of an election"

**PART 11: QUESTIONING ELECTIONS AND IRREGULARITIES**

66. Application to question an election

**PART 12: MISCELLANEOUS**

67. Secrecy

68. Prohibition of disclosure of vote

69. Disqualification

70. Delay in postal service through industrial action or unforeseen event

---

**PART 1: INTERPRETATION**


---

**1. Interpretation**

1.1 In these rules, unless the context otherwise requires:

“*2006 Act*” means the National Health Service Act 2006;

“*corporation*” means the public benefit corporation subject to this constitution;

“*council of governors*” means the council of governors of the corporation;

“*declaration of identity*” has the meaning set out in rule 21.1;

“*election*” means an election by a constituency, or by a class within a constituency, to fill a vacancy among one or more posts on the council of governors;

“*e-voting*” means voting using either the internet, telephone or text message; “*e-voting information*” has the meaning set out in rule 24.2;

“*ID declaration form*” has the meaning set out in Rule 21.1; “*internet voting record*” has the meaning set out in rule 26.4(d);

“*internet voting system*” means such computer hardware and software, data other equipment and services as may be provided by the returning officer for the purpose of enabling voters to cast their votes using the internet;

“*lead governor*” means the governor nominated by the corporation to fulfil the role described in Appendix B to The NHS Foundation Trust Code of Governance (Monitor, December 2013) or any later version of such code.

“*list of eligible voters*” means the list referred to in rule 22.1, containing the information in rule 22.2;

“*method of polling*” means a method of casting a vote in a poll, which may be by post, internet, text message or telephone;

“*Monitor*” means the corporate body known as Monitor as provided by section 61 of the 2012 Act;

“*numerical voting code*” has the meaning set out in rule 64.2(b)

“*polling website*” has the meaning set out in rule 26.1;

“*postal voting information*” has the meaning set out in rule 24.1;

“*telephone short code*” means a short telephone number used for the purposes of submitting a vote by text message;

“*telephone voting facility*” has the meaning set out in rule 26.2; “*telephone voting record*” has the meaning set out in rule 26.5 (d);

“*text message voting facility*” has the meaning set out in rule 26.3;

“*text voting record*” has the meaning set out in rule 26.6 (d);

“*the telephone voting system*” means such telephone voting facility as may be provided by the returning officer for the purpose of enabling voters to cast their votes by telephone;

“the text message voting system” means such text messaging voting facility as may be provided by the returning officer for the purpose of enabling voters to cast their votes by text message;

“voter ID number” means a unique, randomly generated numeric identifier allocated to each voter by the Returning Officer for the purpose of e-voting,

“voting information” means postal voting information and/or e-voting information

- 1.2 Other expressions used in these rules and in Schedule 7 to the NHS Act 2006 have the same meaning in these rules as in that Schedule.

**PART 2: TIMETABLE FOR ELECTIONS**

**2. Timetable**

- 2.1 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 forms 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 5.00pm on the final day of the election.

**3. Computation of time**

- 3.1 In computing any period of time for the purposes of the timetable:
  - a Saturday or Sunday;
  - Christmas day, Good Friday, or a bank holiday, or
  - 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.
- 3.2 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**

Laini Kemi  
18/04/2024 16:10:44

- 
- 4.1 Subject to rule 69, the returning officer for an election is to be appointed by the corporation.
- 4.2 Where two or more elections are to be held concurrently, the same returning officer may be appointed for all those elections.

**5. Staff**

- 5.1 Subject to rule 69, 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**

- 6.1 The corporation is to pay the returning officer:  
any expenses incurred by that officer in the exercise of his or her functions under these rules,  
such remuneration and other expenses as the corporation may determine.

**7. Duty of co-operation**

- 7.1 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**

- 8.1 The returning officer is to publish a notice of the election stating:  
the constituency, or class within a constituency, for which the election is being held,  
the number of members of the council of governors to be elected from that constituency, or class within that constituency,  
the details of any nomination committee that has been established by the corporation,  
the address and times at which nomination forms may be obtained;  
the address for return of nomination forms (including, where the return of nomination forms in an electronic format will be permitted, the e-mail address for such return) and the date and time by which they must be received by the returning officer,  
the date and time by which any notice of withdrawal must be received by the returning officer  
the contact details of the returning officer  
the date and time of the close of the poll in the event of a contest.

**9. Nomination of candidates**

- 9.1 Subject to rule 9.2, each candidate must nominate themselves on a single nomination form.
- 9.2 The returning officer:  
is to supply any member of the corporation with a nomination form, and  
is to prepare a nomination form 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 and a nomination can, subject to rule 13, be in an electronic format.

## 10. Candidate's particulars

10.1 The nomination form must state the candidate's:

full name,

contact address in full (which should be a postal address although an e-mail address may also be provided for the purposes of electronic communication), and

constituency, or class within a constituency, of which the candidate is a member.

## 11. Declaration of interests

11.1 The nomination form 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

12.1 The nomination form 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 or patient constituency, of the particulars of his or her qualification to vote as a member of that constituency, or class within that constituency, for which the election is being held.

## 13. Signature of candidate

13.1 The nomination form must be signed and dated by the candidate, in a manner prescribed by the returning officer, 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.

13.2 Where the return of nomination forms in an electronic format is permitted, the returning officer shall specify the particular signature formalities (if any) that will need to be complied with by the candidate.

## 14. Decisions as to the validity of nomination

14.1 Where a nomination form 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:

(a) decides that the candidate is not eligible to stand,

(b) decides that the nomination form is invalid,

(c) receives satisfactory proof that the candidate has died, or

- 
- (d) receives a written request by the candidate of their withdrawal from candidacy.
- 14.2 The returning officer is entitled to decide that a nomination form is invalid only on one of the following grounds:
- (a) that the paper is not received on or before the final time and date for return of nomination forms, as specified in the notice of the election,
  - (b) that the paper does not contain the candidate's particulars, as required by rule 10;
  - (c) that the paper does not contain a declaration of the interests of the candidate, as required by rule 11,
  - (d) that the paper does not include a declaration of eligibility as required by rule 12, or
  - (e) that the paper is not signed and dated by the candidate, if required by rule 13.
- 14.3 The returning officer is to examine each nomination form as soon as is practicable after he or she has received it, and decide whether the candidate has been validly nominated.
- 14.4 Where the returning officer decides that a nomination is invalid, the returning officer must endorse this on the nomination form, stating the reasons for their decision.
- 14.5 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 form. If an e-mail address has been given in the candidate's nomination form (in addition to the candidate's postal address), the returning officer may send notice of the decision to that address.
- 15. Publication of statement of candidates**
- 15.1 The returning officer is to prepare and publish a statement showing the candidates who are standing for election.
- 15.2 The statement must show:
- (a) the name, contact address (which shall be the candidate's postal address), and constituency or class within a constituency of each candidate standing, and
  - (b) the declared interests of each candidate standing, as given in their nomination form.
- 15.3 The statement must list the candidates standing for election in alphabetical order by surname.
- 15.4 The returning officer must send a copy of the statement of candidates and copies of the nomination forms to the corporation as soon as is practicable after publishing the statement.
- 16. Inspection of statement of nominated candidates and nomination forms**
- 16.1 The corporation is to make the statement of the candidates and the nomination forms supplied by the returning officer under rule 15.4 available for inspection by members of the corporation free of charge at all reasonable times.
- 16.2 If a member of the corporation requests a copy or extract of the statement of candidates or their nomination forms, the corporation is to provide that member with the copy or extract free of charge.

**17. Withdrawal of candidates**

- 
- 17.1 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**

- 18.1 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.
- 18.2 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.
- 18.3 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**

- 19.1 The votes at the poll must be given by secret ballot.
- 19.2 The votes are to be counted and the result of the poll determined in accordance with Part 6 of these rules.
- 19.3 The corporation may decide that voters within a constituency or class within a constituency, may, subject to rule 19.4, cast their votes at the poll using such different methods of polling in any combination as the corporation may determine.
- 19.4 The corporation may decide that voters within a constituency or class within a constituency for whom an e-mail address is included in the list of eligible voters may only cast their votes at the poll using an e-voting method of polling.
- 19.5 Before the corporation decides, in accordance with rule 19.3 that one or more e-voting methods of polling will be made available for the purposes of the poll, the corporation must satisfy itself that:
- (a) if internet voting is to be a method of polling, the internet voting system to be used for the purpose of the election is:
    - (i) configured in accordance with these rules; and
    - (ii) will create an accurate internet voting record in respect of any voter who casts his or her vote using the internet voting system;
  - (b) if telephone voting to be a method of polling, the telephone voting system to be used for the purpose of the election is:
    - (iii) configured in accordance with these rules; and
    - (iv) will create an accurate telephone voting record in respect of any voter who casts his or her vote using the telephone voting system;



- 
- (c) if text message voting is to be a method of polling, the text message voting system to be used for the purpose of the election is:
    - (v) configured in accordance with these rules; and
    - (vi) will create an accurate text voting record in respect of any voter who casts his or her vote using the text message voting system.

## 20. The ballot paper

- 20.1 The ballot of each voter (other than a voter who casts his or her ballot by an e-voting method of polling) 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.
- 20.2 Every ballot paper must specify:
  - (a) the name of the corporation,
  - (b) the constituency, or class within a constituency, for which the election is being held,
  - (c) the number of members of the council of governors to be elected from that constituency, or class within 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 by all available methods of polling, including the relevant voter's voter ID number if one or more e-voting methods of polling are available,
  - (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.
- 20.3 Each ballot paper must have a unique identifier.
- 20.4 Each ballot paper must have features incorporated into it to prevent it from being reproduced.

## 21. The declaration of identity (public and patient constituencies)

- 21.1 The corporation shall require each voter who participates in an election for a public or patient constituency to make a declaration confirming:
  - (a) that the voter is the person:
    - (i) to whom the ballot paper was addressed, and/or
    - (ii) to whom the voter ID number contained within the e-voting information was allocated,
  - (b) that he or she has not marked or returned any other voting information in the election, and
  - (c) the particulars of his or her qualification to vote as a member of the constituency or class within the constituency for which the election is being held,
 

("declaration of identity")

and the corporation shall make such arrangements as it considers appropriate to facilitate the making and the return of a declaration of identity by each voter, whether by the completion of a paper form ("ID declaration form") or the use of an electronic method.

- 
- 21.2 The voter must be required to return his or her declaration of identity with his or her ballot.
- 21.3 The voting information shall caution the voter that if the declaration of identity is not duly returned or is returned without having been made correctly, any vote cast by the voter may be declared invalid.

***Action to be taken before the poll***

**22. List of eligible voters**

- 22.1 The corporation is to provide the returning officer with a list of the members of the constituency or class within a constituency for which the election is being held who are eligible to vote by virtue of rule 27 as soon as is reasonably practicable after the final date for the delivery of notices of withdrawals by candidates from an election.
- 22.2 The list is to include, for each member:
- (a) a postal address; and,
  - (b) the member's e-mail address, if this has been provided
- to which his or her voting information may, subject to rule 22.3, be sent.
- 22.3 The corporation may decide that the e-voting information is to be sent only by e-mail to those members in the list of eligible voters for whom an e-mail address is included in that list.

**23. Notice of poll**

- 23.1 The returning officer is to publish a notice of the poll stating:
- (a) the name of the corporation,
  - (b) the constituency, or class within a constituency, for which the election is being held,
  - (c) the number of members of the council of governors to be elected from that constituency, or class with 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 methods of polling by which votes may be cast at the election by voters in a constituency or class within a constituency, as determined by the corporation in accordance with rule 19.3,
  - (g) the address for return of the ballot papers,
  - (h) the uniform resource locator (URL) where, if internet voting is a method of polling, the polling website is located;
  - (i) the telephone number where, if telephone voting is a method of polling, the telephone voting facility is located,
  - (j) the telephone number or telephone short code where, if text message voting is a method of polling, the text message voting facility is located,
  - (k) the date and time of the close of the poll,
  - (l) the address and final dates for applications for replacement voting information, and

- 
- (m) the contact details of the returning officer.

#### **24. Issue of voting information by returning officer**

- 24.1 Subject to rule 24.3, 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 information by post to each member of the corporation named in the list of eligible voters:
- (a) a ballot paper and ballot paper envelope,
  - (b) the ID declaration form (if required),
  - (c) information about each candidate standing for election, pursuant to rule 61 of these rules, and
  - (d) a covering envelope; ("postal voting information").
- 24.2 Subject to rules 24.3 and 24.4, 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 information by e-mail and/ or by post to each member of the corporation named in the list of eligible voters whom the corporation determines in accordance with rule 19.3 and/ or rule 19.4 may cast his or her vote by an e-voting method of polling:
- (a) instructions on how to vote and how to make a declaration of identity (if required),
  - (b) the voter's voter ID number,
  - (c) information about each candidate standing for election, pursuant to rule 64 of these rules, or details of where this information is readily available on the internet or available in such other formats as the Returning Officer thinks appropriate, (d) contact details of the returning officer,
- ("e-voting information").
- 24.3 The corporation may determine that any member of the corporation shall:
- (a) only be sent postal voting information; or
  - (b) only be sent e-voting information; or
  - (c) be sent both postal voting information and e-voting information;
- for the purposes of the poll.
- 24.4 If the corporation determines, in accordance with rule 22.3, that the e-voting information is to be sent only by e-mail to those members in the list of eligible voters for whom an e-mail address is included in that list, then the returning officer shall only send that information by e-mail.
- 24.5 The voting information is to be sent to the postal address and/ or e-mail address for each member, as specified in the list of eligible voters.

#### **25. Ballot paper envelope and covering envelope**

- 25.1 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.
- 25.2 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.

- 25.3 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 ID declaration form if required, and
  - (b) the ballot paper envelope, with the ballot paper sealed inside it.

## 26. E-voting systems

- 26.1 If internet voting is a method of polling for the relevant election then the returning officer must provide a website for the purpose of voting over the internet (in these rules referred to as "the polling website").
- 26.2 If telephone voting is a method of polling for the relevant election then the returning officer must provide an automated telephone system for the purpose of voting by the use of a touch-tone telephone (in these rules referred to as "the telephone voting facility").
- 26.3 If text message voting is a method of polling for the relevant election then the returning officer must provide an automated text messaging system for the purpose of voting by text message (in these rules referred to as "the text message voting facility").
- 26.4 The returning officer shall ensure that the polling website and internet voting system provided will:
- (a) require a voter to:
    - (i) enter his or her voter ID number; and
    - (ii) where the election is for a public or patient constituency, make a declaration of identity;
 in order to be able to cast his or her vote;
  - (b) specify:
    - (i) the name of the corporation,
    - (ii) the constituency, or class within a constituency, for which the election is being held,
    - (iii) the number of members of the council of governors to be elected from that constituency, or class within that constituency,
    - (iv) 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,
    - (v) instructions on how to vote and how to make a declaration of identity,
    - (vi) the date and time of the close of the poll, and
    - (vii) the contact details of the returning officer;
  - (c) prevent a voter from voting for more candidates than he or she is entitled to at the election;
  - (d) create a record ("internet voting record") that is stored in the internet voting system in respect of each vote cast by a voter using the internet that comprises of-
    - (i) the voter's voter ID number;
    - (ii) the voter's declaration of identity (where required);
    - (iii) the candidate or candidates for whom the voter has voted; and
    - (iv) the date and time of the voter's vote,

Lawal, Kemi  
18/04/2024 16:10:44

- 
- (e) if the voter's vote has been duly cast and recorded, provide the voter with confirmation of this; and
- (f) prevent any voter from voting after the close of poll.
- 26.5 The returning officer shall ensure that the telephone voting facility and telephone voting system provided will:
- (a) require a voter to
- (i) enter his or her voter ID number in order to be able to cast his or her vote; and
- (ii) where the election is for a public or patient constituency, make a declaration of identity;
- (b) specify:
- (i) the name of the corporation,
- (ii) the constituency, or class within a constituency, for which the election is being held,
- (iii) the number of members of the council of governors to be elected from that constituency, or class within that constituency,
- (iv) instructions on how to vote and how to make a declaration of identity,
- (v) the date and time of the close of the poll, and
- (vi) the contact details of the returning officer;
- (c) prevent a voter from voting for more candidates than he or she is entitled to at the election;
- (d) create a record ("telephone voting record") that is stored in the telephone voting system in respect of each vote cast by a voter using the telephone that comprises of:
- (i) the voter's voter ID number;
- (ii) the voter's declaration of identity (where required);
- (iii) the candidate or candidates for whom the voter has voted; and
- (iv) the date and time of the voter's vote
- (e) if the voter's vote has been duly cast and recorded, provide the voter with confirmation of this;
- (f) prevent any voter from voting after the close of poll.
- 26.6 The returning officer shall ensure that the text message voting facility and text messaging voting system provided will:
- (a) require a voter to:
- (i) provide his or her voter ID number; and
- (ii) where the election is for a public or patient constituency, make a declaration of identity;
- in order to be able to cast his or her vote;
- (b) prevent a voter from voting for more candidates than he or she is entitled to at the election;
- (c) create a record ("text voting record") that is stored in the text messaging voting system in respect of each vote cast by a voter by text message that comprises of:
- (i) the voter's voter ID number;
- (ii) the voter's declaration of identity (where required);

- 
- (ii) the candidate or candidates for whom the voter has voted; and
  - (iii) the date and time of the voter's vote
  - (d) if the voter's vote has been duly cast and recorded, provide the voter with confirmation of this;
  - (e) prevent any voter from voting after the close of poll.

### **The poll**

#### **27. Eligibility to vote**

- 27.1 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.

#### **28. Voting by persons who require assistance**

- 28.1 The returning officer is to put in place arrangements to enable requests for assistance to vote to be made.
- 28.2 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.

#### **29. Spoilt ballot papers and spoilt text message votes**

- 29.1 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 as a "spoilt ballot paper"), that voter may apply to the returning officer for a replacement ballot paper.
- 29.2 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.
- 29.3 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 completed ID declaration form, if required, has not been returned.
- 29.4 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.
- 29.5 If a voter has dealt with his or her text message vote in such a manner that it cannot be accepted as a vote (referred to as a "spoilt text message vote"), that voter may apply to the returning officer for a replacement voter ID number.
- 29.6 On receiving an application, the returning officer is to obtain the details of the voter ID number on the spoilt text message vote, if he or she can obtain it.
- 29.7 The returning officer may not issue a replacement voter ID number in respect of a spoilt text message vote unless he or she is satisfied as to the voter's identity.
- 29.8 After issuing a replacement voter ID number in respect of a spoilt text message vote, the returning officer shall enter in a list ("the list of spoilt text message votes"):
- (a) the name of the voter, and

- (b) the details of the voter ID number on the spoilt text message vote (if that officer was able to obtain it), and
- (c) the details of the replacement voter ID number issued to the voter.

### 30. Lost voting information

- 30.1 Where a voter has not received his or her voting information by the tenth day before the close of the poll, that voter may apply to the returning officer for replacement voting information.
- 30.2 The returning officer may not issue replacement voting information in respect of lost voting information 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 voting information,
  - (c) has ensured that no declaration of identity, if required, has been returned.
- 30.3 After issuing replacement voting information in respect of lost voting information, the returning officer shall enter in a list ("the list of lost ballot documents"):
- (a) the name of the voter
  - (b) the details of the unique identifier of the replacement ballot paper, if applicable, and
  - (c) the voter ID number of the voter.

### 31. Issue of replacement voting information

- 31.1 If a person applies for replacement voting information under rule 29 or 30 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 replacement voting information unless, in addition to the requirements imposed by rule 29.3 or 30.2, 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.
- 31.2 After issuing replacement voting information under this rule, the returning officer shall enter in a list ("the list of tendered voting information"):
- (a) the name of the voter,
  - (b) the unique identifier of any replacement ballot paper issued under this rule;
  - (c) the voter ID number of the voter.

### 32. ID declaration form for replacement ballot papers (public and patient constituencies)

- 32.1 In respect of an election for a public or patient constituency an ID declaration form must be issued with each replacement ballot paper requiring the voter to make a declaration of identity.

*Polling by internet, telephone or text*

### 33. Procedure for remote voting by internet

- 33.1 To cast his or her vote using the internet, a voter will need to gain access to the polling website by keying in the url of the polling website provided in the voting information.
- 33.2 When prompted to do so, the voter will need to enter his or her voter ID number.
- 33.3 If the internet voting system authenticates the voter ID number, the system will give the voter access to the polling website for the election in which the voter is eligible to vote.

- 
- 33.4 To cast his or her vote, the voter will need to key in a mark on the screen opposite the particulars of the candidate or candidates for whom he or she wishes to cast his or her vote.
- 33.5 The voter will not be able to access the internet voting system for an election once his or her vote at that election has been cast.

**34. Voting procedure for remote voting by telephone**

- 34.1 To cast his or her vote by telephone, the voter will need to gain access to the telephone voting facility by calling the designated telephone number provided in the voter information using a telephone with a touch-tone keypad.
- 34.2 When prompted to do so, the voter will need to enter his or her voter ID number using the keypad.
- 34.3 If the telephone voting facility authenticates the voter ID number, the voter will be prompted to vote in the election.
- 34.4 When prompted to do so the voter may then cast his or her vote by keying in the numerical voting code of the candidate or candidates, for whom he or she wishes to vote.
- 34.5 The voter will not be able to access the telephone voting facility for an election once his or her vote at that election has been cast.

**35. Voting procedure for remote voting by text message**

- 35.1 To cast his or her vote by text message the voter will need to gain access to the text message voting facility by sending a text message to the designated telephone number or telephone short code provided in the voter information.
- 35.2 The text message sent by the voter must contain his or her voter ID number and the numerical voting code for the candidate or candidates, for whom he or she wishes to vote.
- 35.3 The text message sent by the voter will need to be structured in accordance with the instructions on how to vote contained in the voter information, otherwise the vote will not be cast.

***Procedure for receipt of envelopes, internet votes, telephone votes and text message votes***

**36. Receipt of voting documents**

- 36.1 Where the returning officer receives:
- (a) a covering envelope, or
  - (b) any other envelope containing an ID declaration form 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 37 and 38 are to apply.
- 36.2 The returning officer may open any covering envelope or any ballot paper envelope for the purposes of rules 37 and 38, 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.
- 36.3 The returning officer must make arrangements to ensure the safety and security of the ballot papers and other documents.



**37. Validity of votes**

- 37.1 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 an ID declaration form if required that has been correctly completed, signed and dated.
- 37.2 Where the returning officer is satisfied that rule 37.1 has been fulfilled, he or she is to:
- (a) put the ID declaration form if required in a separate packet, and
  - (b) put the ballot paper aside for counting after the close of the poll.
- 37.3 Where the returning officer is not satisfied that rule 37.1 has been fulfilled, he or she is to:
- (a) mark the ballot paper “disqualified”,
  - (b) if there is an ID declaration form accompanying the ballot paper, mark it “disqualified” and attach it to the ballot paper,
  - (c) record the unique identifier on the ballot paper in a list of disqualified documents (the “list of disqualified documents”); and
  - (d) place the document or documents in a separate packet.
- 37.4 An internet, telephone or text message vote shall not be taken to be duly returned unless the returning officer is satisfied that the internet voting record, telephone voting record or text voting record (as applicable) has been received by the returning officer before the close of the poll, with a declaration of identity if required that has been correctly made.
- 37.5 Where the returning officer is satisfied that rule 37.4 has been fulfilled, he or she is to put the internet voting record, telephone voting record or text voting record (as applicable) aside for counting after the close of the poll.
- 37.6 Where the returning officer is not satisfied that rule 37.4 has been fulfilled, he or she is to:
- (a) mark the internet voting record, telephone voting record or text voting record (as applicable) “disqualified”,
  - (b) record the voter ID number on the internet voting record, telephone voting record or text voting record (as applicable) in the list of disqualified documents; and
  - (c) place the document or documents in a separate packet.

**38. Declaration of identity but no ballot paper (public and patient constituency)<sup>1</sup>**

- 38.1 Where the returning officer receives an ID declaration form if required but no ballot paper, the returning officer is to:
- (a) mark the ID declaration form “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 ID declaration form in a separate packet.

**39. De-duplication of votes**

- 39.1 Where different methods of polling are being used in an election, the returning officer shall examine all votes cast to ascertain if a voter ID number has been used more than once to cast a vote in the election.
- 39.2 If the returning officer ascertains that a voter ID number has been used more than once to cast a vote in the election he or she shall:
- (a) only accept as duly returned the first vote received that was cast using the relevant voter ID number; and

<sup>1</sup> It should not be possible, technically, to make a declaration of identity electronically without also submitting a vote.

- 
- (b) mark as “disqualified” all other votes that were cast using the relevant voter ID number
- 39.3 Where a ballot paper is disqualified under this rule the returning officer shall:
- (a) mark the ballot paper “disqualified”,
  - (b) if there is an ID declaration form accompanying the ballot paper, mark it “disqualified” and attach it to the ballot paper,
  - (c) record the unique identifier and the voter ID number on the ballot paper in the list of disqualified documents;
  - (d) place the document or documents in a separate packet; and
  - (e) disregard the ballot paper when counting the votes in accordance with these rules.
- 39.4 Where an internet voting record, telephone voting record or text voting record is disqualified under this rule the returning officer shall:
- (a) mark the internet voting record, telephone voting record or text voting record (as applicable) “disqualified”,
  - (b) record the voter ID number on the internet voting record, telephone voting record or text voting record (as applicable) in the list of disqualified documents;
  - (c) place the internet voting record, telephone voting record or text voting record (as applicable) in a separate packet, and
  - (d) disregard the internet voting record, telephone voting record or text voting record (as applicable) when counting the votes in accordance with these rules.

#### 40. Sealing of packets

- 40.1 As soon as is possible after the close of the poll and after the completion of the procedure under rules 37 and 38, the returning officer is to seal the packets containing:
- (a) the disqualified documents, together with the list of disqualified documents inside it,
  - (b) the ID declaration forms, if required,
  - (c) the list of spoilt ballot papers and the list of spoilt text message votes,
  - (d) the list of lost ballot documents,
  - (e) the list of eligible voters, and
  - (f) the list of tendered voting information

and ensure that complete electronic copies of the internet voting records, telephone voting records and text voting records created in accordance with rule 26 are held in a device suitable for the purpose of storage.

### PART 6: COUNTING THE VOTES

#### STV41. Interpretation of Part 6

STV41.1 In Part 6 of these rules:

“*ballot document*” means a ballot paper, internet voting record, telephone voting record or text voting record.

“*continuing candidate*” means any candidate not deemed to be elected, and not excluded,

“*count*” means all the operations involved in counting of the first preferences recorded for candidates, the transfer of the surpluses of elected candidates, and the transfer of the votes of the excluded candidates,

*"deemed to be elected"* means deemed to be elected for the purposes of counting of votes but without prejudice to the declaration of the result of the poll,

*"mark"* means a figure, an identifiable written word, or a mark such as "X", *"non-transferable vote"* means a ballot document:

- (a) on which no second or subsequent preference is recorded for a continuing candidate,

or

- (b) which is excluded by the returning officer under rule STV49,

*"preference"* as used in the following contexts has the meaning assigned below:

- (a) "first preference" means the figure "1" or any mark or word which clearly indicates a first (or only) preference,
- (b) "next available preference" means a preference which is the second, or as the case may be, subsequent preference recorded in consecutive order for a continuing candidate (any candidate who is deemed to be elected or is excluded thereby being ignored); and
- (c) in this context, a "second preference" is shown by the figure "2" or any mark or word which clearly indicates a second preference, and a third preference by the figure "3" or any mark or word which clearly indicates a third preference, and so on,

*"quota"* means the number calculated in accordance with rule STV46,

*"surplus"* means the number of votes by which the total number of votes for any candidate (whether first preference or transferred votes, or a combination of both) exceeds the quota; but references in these rules to the transfer of the surplus means the transfer (at a transfer value) of all transferable ballot documents from the candidate who has the surplus,

*"stage of the count"* means:

- (a) the determination of the first preference vote of each candidate,
- (b) the transfer of a surplus of a candidate deemed to be elected, or
- (c) the exclusion of one or more candidates at any given time,

*"transferable vote"* means a ballot document on which, following a first preference, a second or subsequent preference is recorded in consecutive numerical order for a continuing candidate,

*"transferred vote"* means a vote derived from a ballot document on which a second or subsequent preference is recorded for the candidate to whom that ballot document has been transferred, and

*"transfer value"* means the value of a transferred vote calculated in accordance with rules STV47.4 or STV47.7.

## 42. Arrangements for counting of the votes

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

42.2 The returning officer may make arrangements for any votes to be counted using vote counting software where:

- (a) the board of directors and the council of governors of the corporation have approved:
  - (i) the use of such software for the purpose of counting votes in the relevant election, and

- (ii) a policy governing the use of such software, and
- (b) the corporation and the returning officer are satisfied that the use of such software will produce an accurate result.

#### 43. The count

43.1 The returning officer is to:

- (a) count and record the number of:
  - (i) ballot papers that have been returned; and
  - (ii) the number of internet voting records, telephone voting records and/or text voting records that have been created, and
- (b) count the votes according to the provisions in this Part of the rules and/or the provisions of any policy approved pursuant to rule 42.2(ii) where vote counting software is being used.

43.2 The returning officer, while counting and recording the number of ballot papers, internet voting records, telephone voting records and/or text voting records 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 or the voter ID number on an internet voting record, telephone voting record or text voting record.

43.3 The returning officer is to proceed continuously with counting the votes as far as is practicable.

#### STV44. Rejected ballot papers and rejected text voting records

STV44.1 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 the figure "1" standing alone is not placed so as to indicate a first preference for any candidate,
- (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 be rejected and not counted, but the ballot paper shall not be rejected by reason only of carrying the words "one", "two", "three" and so on, or any other mark instead of a figure if, in the opinion of the returning officer, the word or mark clearly indicates a preference or preferences.

STV44.2 The returning officer is to endorse the word "rejected" on any ballot paper which under this rule is not to be counted.

STV44.3 Any text voting record:

- (a) on which the figure "1" standing alone is not placed so as to indicate a first preference for any candidate,
- (b) on which anything is written or marked by which the voter can be identified except the unique identifier, or
- (c) which is unmarked or rejected because of uncertainty,

shall be rejected and not counted, but the text voting record shall not be rejected by reason only of carrying the words "one", "two", "three" and so on, or any other mark instead of a figure if, in the opinion of the returning officer, the word or mark clearly indicates a preference or preferences.

- STV44.4 The returning officer is to endorse the word “rejected” on any text voting record which under this rule is not to be counted.
- STV44.5 The returning officer is to draw up a statement showing the number of ballot papers rejected by him or her under each of the subparagraphs (a) to (d) of rule STV44.1 and the number of text voting records rejected by him or her under each of the sub- paragraphs (a) to (c) of rule STV44.3.

#### **FPP44. Rejected ballot papers and rejected text voting records**

- FPP44.1 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 rules FPP44.2 and FPP44.3, be rejected and not counted.
- FPP44.2 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.
- FPP44.3 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.
- FPP44.4 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 rules FPP44.2 and FPP 44.3, endorse the words “rejected in part” on the ballot paper and indicate which vote or votes have been counted.
- FPP44.5 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.
- FPP44.6 Any text voting record:
- (a) on which votes are given for more candidates than the voter is entitled to vote,
  - (b) on which anything is written or marked by which the voter can be identified except the voter ID number, or

(c) which is unmarked or rejected because of uncertainty,  
shall, subject to rules FPP44.7 and FPP44.8, be rejected and not counted.

FPP44.7 Where the voter is entitled to vote for more than one candidate, a text voting record is not to be rejected because of uncertainty in respect of any vote where no uncertainty arises, and that vote is to be counted.

FPP44.8 A text voting record on which a vote is marked:

- (a) otherwise than by means of a clear mark,
- (b) 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 text voting record is marked does not itself identify the voter and it is not shown that he or she can be identified by it.

FPP44.9 The returning officer is to:

- (a) endorse the word "rejected" on any text voting record which under this rule is not to be counted, and
- (b) in the case of a text voting record on which any vote is counted under rules FPP44.7 and FPP 44.8, endorse the words "rejected in part" on the text voting record and indicate which vote or votes have been counted.

FPP44.10 The returning officer is to draw up a statement showing the number of rejected text voting records under the following headings:

- (a) voting for more candidates than the voter is entitled to,
- (b) writing or mark by which voter could be identified, and
- (c) unmarked or rejected because of uncertainty,

and, where applicable, each heading must record the number of text voting records rejected in part.

#### **STV45. First stage**

STV45.1 The returning officer is to sort the ballot documents into parcels according to the candidates for whom the first preference votes are given.

STV45.2 The returning officer is to then count the number of first preference votes given on ballot documents for each candidate, and is to record those numbers.

STV45.3 The returning officer is to also ascertain and record the number of valid ballot documents.

#### **STV46. The quota**

STV46.1 The returning officer is to divide the number of valid ballot documents by a number exceeding by one the number of members to be elected.

STV46.2 The result, increased by one, of the division under rule STV46.1 (any fraction being disregarded) shall be the number of votes sufficient to secure the election of a candidate (in these rules referred to as "the quota").

STV46.3 At any stage of the count a candidate whose total votes equals or exceeds the quota shall be deemed to be elected, except that any election where there is only one vacancy a candidate shall not be deemed to be elected until the procedure set out in rules STV47.1 to STV47.3 has been complied with.

**STV47. Transfer of votes**

- STV47.1 Where the number of first preference votes for any candidate exceeds the quota, the returning officer is to sort all the ballot documents on which first preference votes are given for that candidate into sub- parcels so that they are grouped:
- (a) according to next available preference given on those ballot documents for any continuing candidate, or
  - (b) where no such preference is given, as the sub-parcel of non-transferable votes.
- STV47.2 The returning officer is to count the number of ballot documents in each parcel referred to in rule STV47.1.
- STV47.3 The returning officer is, in accordance with this rule and rule STV48, to transfer each sub-parcel of ballot documents referred to in rule STV47.1(a) to the candidate for whom the next available preference is given on those ballot documents.
- STV47.4 The vote on each ballot document transferred under rule STV47.3 shall be at a value (“the transfer value”) which:
- (a) reduces the value of each vote transferred so that the total value of all such votes does not exceed the surplus, and
  - (b) is calculated by dividing the surplus of the candidate from whom the votes are being transferred by the total number of the ballot documents on which those votes are given, the calculation being made to two decimal places (ignoring the remainder if any).
- STV47.5 Where at the end of any stage of the count involving the transfer of ballot documents, the number of votes for any candidate exceeds the quota, the returning officer is to sort the ballot documents in the sub-parcel of transferred votes which was last received by that candidate into separate sub-parcels so that they are grouped:
- (a) according to the next available preference given on those ballot documents for any continuing candidate, or
  - (b) where no such preference is given, as the sub-parcel of non-transferable votes.
- STV47.6 The returning officer is, in accordance with this rule and rule STV48, to transfer each sub-parcel of ballot documents referred to in rule STV47.5(a) to the candidate for whom the next available preference is given on those ballot documents.
- STV47.7 The vote on each ballot document transferred under rule STV47.6 shall be at:
- (a) a transfer value calculated as set out in rule STV47.4(b), or
  - (b) at the value at which that vote was received by the candidate from whom it is now being transferred,
- whichever is the less.
- STV47.8 Each transfer of a surplus constitutes a stage in the count.
- STV47.9 Subject to rule STV47.10, the returning officer shall proceed to transfer transferable ballot documents until no candidate who is deemed to be elected has a surplus or all the vacancies have been filled.
- STV47.10 Transferable ballot documents shall not be liable to be transferred where any surplus or surpluses which, at a particular stage of the count, have not already been transferred, are:
- (a) less than the difference between the total vote then credited to the continuing candidate with the lowest recorded vote and the vote of the candidate with the next lowest recorded vote, or
  - (b) less than the difference between the total votes of the two or more continuing

---

candidates, credited at that stage of the count with the lowest recorded total numbers of votes and the candidate next above such candidates.

STV47.11 This rule does not apply at an election where there is only one vacancy.

#### **STV48. Supplementary provisions on transfer**

STV48.1 If, at any stage of the count, two or more candidates have surpluses, the transferable ballot documents of the candidate with the highest surplus shall be transferred first, and if:

- (a) The surpluses determined in respect of two or more candidates are equal, the transferable ballot documents of the candidate who had the highest recorded vote at the earliest preceding stage at which they had unequal votes shall be transferred first, and
- (b) the votes credited to two or more candidates were equal at all stages of the count, the returning officer shall decide between those candidates by lot, and the transferable ballot documents of the candidate on whom the lot falls shall be transferred first.

STV48.2 The returning officer shall, on each transfer of transferable ballot documents under rule STV47:

- (a) record the total value of the votes transferred to each candidate,
- (b) add that value to the previous total of votes recorded for each candidate and record the new total,
- (c) record as non-transferable votes the difference between the surplus and the total transfer value of the transferred votes and add that difference to the previously recorded total of non-transferable votes, and
- (d) compare:
  - (i) the total number of votes then recorded for all of the candidates, together with the total number of non-transferable votes, with
  - (ii) the recorded total of valid first preference votes.

STV48.3 All ballot documents transferred under rule STV47 or STV49 shall be clearly marked, either individually or as a sub-parcel, so as to indicate the transfer value recorded at that time to each vote on that ballot document or, as the case may be, all the ballot documents in that sub-parcel.

STV48.4 Where a ballot document is so marked that it is unclear to the returning officer at any stage of the count under rule STV47 or STV49 for which candidate the next preference is recorded, the returning officer shall treat any vote on that ballot document as a non-transferable vote; and votes on a ballot document shall be so treated where, for example, the names of two or more candidates (whether continuing candidates or not) are so marked that, in the opinion of the returning officer, the same order of preference is indicated or the numerical sequence is broken.

#### **STV49. Exclusion of candidates**

STV49.1 If:

- (a) all transferable ballot documents which under the provisions of rule STV47 (including that rule as applied by rule STV49.11) and this rule are required to be transferred, have been transferred, and
- (b) subject to rule STV50, one or more vacancies remain to be filled,

the returning officer shall exclude from the election at that stage the candidate with the then lowest vote (or, where rule STV49.12 applies, the candidates with the then lowest votes).



- STV9.2 The returning officer shall sort all the ballot documents on which first preference votes are given for the candidate or candidates excluded under rule STV49.1 into two sub- parcels so that they are grouped as:
- (a) ballot documents on which a next available preference is given, and
  - (b) ballot documents on which no such preference is given (thereby including ballot documents on which preferences are given only for candidates who are deemed to be elected or are excluded).
- STV49.3 The returning officer shall, in accordance with this rule and rule STV48, transfer each sub- parcel of ballot documents referred to in rule STV49.2 to the candidate for whom the next available preference is given on those ballot documents.
- STV49.4 The exclusion of a candidate, or of two or more candidates together, constitutes a further stage of the count.
- STV49.5 If, subject to rule STV50, one or more vacancies still remain to be filled, the returning officer shall then sort the transferable ballot documents, if any, which had been transferred to any candidate excluded under rule STV49.1 into sub- parcels according to their transfer value.
- STV49.6 The returning officer shall transfer those ballot documents in the sub- parcel of transferable ballot documents with the highest transfer value to the continuing candidates in accordance with the next available preferences given on those ballot documents (thereby passing over candidates who are deemed to be elected or are excluded).
- STV49.7 The vote on each transferable ballot document transferred under rule STV49.6 shall be at the value at which that vote was received by the candidate excluded under rule STV49.1.
- STV9.8 Any ballot documents on which no next available preferences have been expressed shall be set aside as non-transferable votes.
- STV49.9 After the returning officer has completed the transfer of the ballot documents in the sub- parcel of ballot documents with the highest transfer value he or she shall proceed to transfer in the same way the sub- parcel of ballot documents with the next highest value and so on until he has dealt with each sub- parcel of a candidate excluded under rule STV49.1.
- STV49.10 The returning officer shall after each stage of the count completed under this rule:
- (a) record:
    - (i) the total value of votes, or
    - (ii) the total transfer value of votes transferred to each candidate,
  - (b) add that total to the previous total of votes recorded for each candidate and record the new total,
  - (c) record the value of non-transferable votes and add that value to the previous non-transferable votes total, and
  - (d) compare:
    - (i) the total number of votes then recorded for each candidate together with the total number of non-transferable votes, with
    - (ii) the recorded total of valid first preference votes.
- STV49.11 If after a transfer of votes under any provision of this rule, a candidate has a surplus, that surplus shall be dealt with in accordance with rules STV47.5 to STV47.10 and rule STV48.
- STV49.12 Where the total of the votes of the two or more lowest candidates, together with any surpluses not transferred, is less than the number of votes credited to the next lowest candidate, the returning officer shall in one operation exclude such two or more candidates.

- 
- STV49.13 If when a candidate has to be excluded under this rule, two or more candidates each have the same number of votes and are lowest:
- (a) regard shall be had to the total number of votes credited to those candidates at the earliest stage of the count at which they had an unequal number of votes and the candidate with the lowest number of votes at that stage shall be excluded, and
  - (b) where the number of votes credited to those candidates was equal at all stages, the returning officer shall decide between the candidates by lot and the candidate on whom the lot falls shall be excluded.

#### **STV50. Filling of last vacancies**

- STV50.1 Where the number of continuing candidates is equal to the number of vacancies remaining unfilled the continuing candidates shall thereupon be deemed to be elected.
- STV50.2 Where only one vacancy remains unfilled and the votes of any one continuing candidate are equal to or greater than the total of votes credited to other continuing candidates together with any surplus not transferred, the candidate shall thereupon be deemed to be elected.
- STV50.3 Where the last vacancies can be filled under this rule, no further transfer of votes shall be made.

#### **STV51. Order of election of candidates**

- STV51.1 The order in which candidates whose votes equal or exceed the quota are deemed to be elected shall be the order in which their respective surpluses were transferred, or would have been transferred but for rule STV47.10.
- STV51.2 A candidate credited with a number of votes equal to, and not greater than, the quota shall, for the purposes of this rule, be regarded as having had the smallest surplus at the stage of the count at which he obtained the quota.
- STV51.3 Where the surpluses of two or more candidates are equal and are not required to be transferred, regard shall be had to the total number of votes credited to such candidates at the earliest stage of the count at which they had an unequal number of votes and the surplus of the candidate who had the greatest number of votes at that stage shall be deemed to be the largest.
- STV51.4 Where the number of votes credited to two or more candidates were equal at all stages of the count, the returning officer shall decide between them by lot and the candidate on whom the lot falls shall be deemed to have been elected first.

#### **FPP51. Equality of votes**

- FPP51.1 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**

#### **FPP52. Declaration of result for contested elections**

- FPP52.1 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, or class within a 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) where the election is held under a proposed constitution pursuant to powers conferred on the [insert name] NHS Trust by section 33(4) of the 2006 Act, to the chairman of the NHS Trust, or
    - (ii) in any other case, to the chairman of the corporation; and
  - (c) give public notice of the name of each candidate whom he or she has declared elected.

FPP52.2 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 FPP44.5,
- (c) the number of rejected text voting records under each of the headings in rule FPP44.10,

available on request.

### **STV52. Declaration of result for contested elections**

STV52.1 In a contested election, when the result of the poll has been ascertained, the returning officer is to:

- (a) declare the candidates who are deemed to be elected under Part 6 of these rules as elected,
- (b) give notice of the name of each candidate who he or she has declared elected –
  - (i) where the election is held under a proposed constitution pursuant to powers conferred on the [insert name] NHS Trust by section 33(4) of the 2006 Act, to the chairman of the NHS Trust, or
  - (ii) in any other case, to the chairman of the corporation, and
- (c) give public notice of the name of each candidate who he or she has declared elected.

STV52.2 The returning officer is to make:

- (a) the number of first preference votes for each candidate whether elected or not,
- (b) any transfer of votes,
- (c) the total number of votes for each candidate at each stage of the count at which such transfer took place,
- (d) the order in which the successful candidates were elected, and
- (e) the number of rejected ballot papers under each of the headings in rule STV44.1,
- (f) the number of rejected text voting records under each of the headings in rule STV44.3,

available on request.

### **STV53. Declaration of result for uncontested elections**

STV53.1 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**

### **54. Sealing up of documents relating to the poll**

54.1 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, internet voting records, telephone voting records and text voting records,
- (b) the ballot papers and text voting records endorsed with "rejected in part",
- (c) the rejected ballot papers and text voting records, and
- (d) the statement of rejected ballot papers and the statement of rejected text voting records,

and ensure that complete electronic copies of the internet voting records, telephone voting records and text voting records created in accordance with rule 26 are held in a device suitable for the purpose of storage.

54.2 The returning officer must not open the sealed packets of:

- (a) the disqualified documents, with the list of disqualified documents inside it,
- (b) the list of spoilt ballot papers and the list of spoilt text message votes,
- (c) the list of lost ballot documents, and
- (d) the list of eligible voters,

or access the complete electronic copies of the internet voting records, telephone voting records and text voting records created in accordance with rule 26 and held in a device suitable for the purpose of storage.

54.3 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, or class within a constituency, to which the election relates.

### **55. Delivery of documents**

55.1 Once the documents relating to the poll have been sealed up and endorsed pursuant to rule 56, the returning officer is to forward them to the chair of the corporation.

### **56. Forwarding of documents received after close of the poll**

56.1 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 voting information are made too late to enable new voting information 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.

#### **57. Retention and public inspection of documents**

- 57.1 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 board of directors of the corporation, cause them to be destroyed.
- 57.2 With the exception of the documents listed in rule 58.1, 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.
- 57.3 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.

#### **58. Application for inspection of certain documents relating to an election**

- 58.1 The corporation may not allow:
  - (a) the inspection of, or the opening of any sealed packet containing –
  - (b) any rejected ballot papers, including ballot papers rejected in part,
    - (i) any rejected text voting records, including text voting records rejected in part,
    - (ii) any disqualified documents, or the list of disqualified documents,
    - (iii) any counted ballot papers, internet voting records, telephone voting records or text voting records, or
    - (iv) the list of eligible voters, or
    - (v) access to or the inspection of the complete electronic copies of the internet voting records, telephone voting records and text voting records created in accordance with rule 26 and held in a device suitable for the purpose of storage,

by any person without the consent of the board of directors of the corporation.
- 58.2 A person may apply to the board of directors of the corporation to inspect any of the documents listed in rule 58.1, and the board of directors of the corporation 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.
- 58.3 The board of directors of the corporation'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.

58.4 On an application to inspect any of the documents listed in rule 58.1 the board of directors of the corporation must:

(a) in giving its consent, and

(b) in making the documents available for inspection

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 Monitor has declared that the vote was invalid.

## PART 9: DEATH OF A CANDIDATE DURING A CONTESTED ELECTION

### FPP59. Countermand or abandonment of poll on death of candidate

FPP59.1 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 voting information has been issued, direct that the poll be abandoned within that constituency or class, 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 of these rules, beginning with the day that the poll was countermanded or abandoned.

FPP59.2 Where a new election is ordered under rule FPP59.1, 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 or class.

FPP59.3 Where a poll is abandoned under rule FPP59.1(a), rules FPP59.4 to FPP59.7 are to apply.

FPP59.4 The returning officer shall not take any step or further step to open envelopes or deal with their contents in accordance with rules 38 and 39, and is to make up separate sealed packets in accordance with rule 40.

FPP59.5 The returning officer is to:

(a) count and record the number of ballot papers, internet voting records, telephone voting records and text voting records that have been received,

(b) seal up the ballot papers, internet voting records, telephone voting records and text voting records into packets, along with the records of the number of ballot papers, internet voting records, telephone voting records and text voting records and

ensure that complete electronic copies of the internet voting records telephone voting records and text voting records created in accordance with rule 26 are held in a device suitable for the purpose of storage.

FPP59.6 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, or class within a constituency, to which the election relates.

FPP59.7 Once the documents relating to the poll have been sealed up and endorsed pursuant to rules FPP59.4 to FPP59.6, the returning officer is to deliver them to the chairman of the corporation, and rules 57 and 58 are to apply.

#### **STV59. Countermand or abandonment of poll on death of candidate**

STV59.1 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) publish a notice stating that the candidate has died, and
- (b) proceed with the counting of the votes as if that candidate had been excluded from the count so that –
  - (i) ballot documents which only have a first preference recorded for the candidate that has died, and no preferences for any other candidates, are not to be counted, and
  - (ii) ballot documents which have preferences recorded for other candidates are to be counted according to the consecutive order of those preferences, passing over preferences marked for the candidate who has died.

STV59.2 The ballot documents which have preferences recorded for the candidate who has died are to be sealed with the other counted ballot documents pursuant to rule 54.1(a).

### **PART 10: ELECTION EXPENSES AND PUBLICITY**

#### *Election expenses*

#### **60. Election expenses**

60.1 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 made to Monitor under Part 11 of these rules.

#### **61. Expenses and payments by candidates**

61.1 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.

#### **62. Election expenses incurred by other persons**

62.1 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.

- 62.2 Nothing in this rule is to prevent the corporation from incurring such expenses, and making such payments, as it considers necessary pursuant to rules 63 and 64.

### *Publicity*

#### **63. Publicity about election by the corporation**

- 63.1 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.

- 63.2 Any information provided by the corporation about the candidates, including information compiled by the corporation under rule 64, 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.

- 63.3 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.

#### **64. Information about candidates for inclusion with voting information**

- 64.1 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.

- 64.2 The information must consist of:

- (a) a statement submitted by the candidate of no more than 250 words,
- (b) if voting by telephone or text message is a method of polling for the election, the numerical voting code allocated by the returning officer to each candidate, for the purpose of recording votes using the telephone voting facility or the text message voting facility ("numerical voting code"), and
- (c) a photograph of the candidate.

#### **65. Meaning of "for the purposes of an election"**

- 65.1 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.



- 65.2 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**

### **66. Application to question an election**

- 66.1 An application alleging a breach of these rules, including an electoral irregularity under Part 10, may be made to Monitor for the purpose of seeking a referral to the independent election arbitration panel ( IEAP).
- 66.2 An application may only be made once the outcome of the election has been declared by the returning officer.
- 66.3 An application may only be made to Monitor 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.
- 66.4 The application must:
- (a) describe the alleged breach of the rules or electoral irregularity, and
  - (b) be in such a form as the independent panel may require.
- 66.5 The application must be presented in writing within 21 days of the declaration of the result of the election. Monitor will refer the application to the independent election arbitration panel appointed by Monitor.
- 66.6 If the independent election arbitration panel requests further information from the applicant, then that person must provide it as soon as is reasonably practicable.
- 66.7 Monitor shall delegate the determination of an application to a person or panel of persons to be nominated for the purpose.
- 66.8 The determination by the IEAP shall be binding on and shall be given effect by the corporation, the applicant and the members of the constituency (or class within a constituency) including all the candidates for the election to which the application relates.
- 66.9 The IEAP may prescribe rules of procedure for the determination of an application including costs.

## **PART 12: MISCELLANEOUS**

### **67. Secrecy**

- 67.1 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 voting information or who has or has not voted,
- (ii) the unique identifier on any ballot paper,

- 
- (iii) the voter ID number allocated to any voter,
  - (iv) the candidate(s) for whom any member has voted.

67.2 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 or the voter ID number allocated to a voter.

67.3 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.

**68. Prohibition of disclosure of vote**

68.1 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.

**69. Disqualification**

69.1 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.

**70. Delay in postal service through industrial action or unforeseen event**

70.1 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,

the returning officer may extend the time between the publication of the notice of the poll and the close of the poll by such period as he or she considers appropriate.

---

**ANNEX 4:**  
**DECLARATION OF ELIGIBILITY TO STAND FOR ELECTION TO THE COUNCIL OF GOVERNORS  
AND TO VOTE AT A MEETING OF THE COUNCIL OF GOVERNORS**

---

**GUY'S & ST THOMAS' NHS FOUNDATION TRUST**

---

1. A person shall not stand for election to the Council of Governors as a Public Governor or as a Patient Governor unless within the previous six months they have made a declaration in the form specified in this Annex 4:
  - 1.1 of the particulars of their qualification to vote as a Member of the Public Constituency;
  - 1.2 that they are not prevented from being a Governor by Paragraph 8 of Schedule 7 to the 2006 Act; and
  - 1.3 that they are not otherwise disqualified under paragraph [8.148.148.13](#).
2. An ~~elected~~-Elected Governor shall not vote at a meeting of the Council of Governors unless within the period since their election they have made a declaration in the form specified in this Annex 4.
3. Paragraph 8 of Schedule 7 to the 2006 Act provides that you may not become or continue as a Governor of the Trust if you have been:
  - 3.1 adjudged bankrupt or your estate has been sequestrated and, in either case you have not been discharged;
  - 3.2 you have made a composition or arrangement with, or entered into a Trust Deed for your creditors and you have not been discharged in respect of it; or
  - 3.3 you are a person who has in the preceding five years has been convicted in the British Islands of any offence for which 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 you;
4. There are other circumstances in which you may not become or continue as a Member of the Trust or a Governor. Before voting at a Council of Governor's meeting you should satisfy yourself as to your eligibility and that you are not disqualified. A copy of the Constitution can be obtained from the Trust Secretary.
5. If you are in any doubt as to your eligibility please contact the Trust Secretary.
6. Would you therefore please complete the information below and return it to the Trust in accordance with the instructions given in the final paragraph.
7. This document constitutes your formal declaration for the purposes of Section 60(3) of the 2006 Act.
8. **IT IS A CRIMINAL OFFENCE** if you make a declaration which you know to be false in some material respect or if you make such a declaration recklessly which is false in some material respect.
9. ***If you wish to vote at a meeting of the Council of Governors this form must be returned to the Trust Secretary after your election and before the vote in question.***

1. My Name	
2. My Address	
3. My Trust Membership Number	
4. The Membership Constituency of which I am a Member is as appears opposite <i>(insert full name of Membership Constituency of which you are a Member)</i>	
5. The details of why I am entitled to be a Member of that Class are as appears opposite <i>(insert details)</i>	
<p>6. I declare</p> <p>(a). that the above statements are correct to the best of my knowledge and belief and</p> <p>(b). I remain eligible to be a Member of the above Membership Constituency and am not otherwise disqualified from membership of the Trust</p> <p>(c). I am not prevented from being a Governor by Paragraph 8 of Schedule 7 to the National Health Service Act 2006</p>	
Signature	Date

Lawal, Kemi  
18/04/2024 16:10:44

---

## ANNEX 5:

### CODE OF CONDUCT FOR GOVERNORS

As a member of the Guy's and St Thomas' NHS Foundation Trust Council of Governors I will:

- Do right to all manner of people without fear or favour, affection or ill-will;
- Treat other Governors, Directors and Trust staff with respect and fairness at all times
- Uphold the Nolan principles of public life
- Act at all times in the best interests of the Trust and refrain from acting in a manner that could reasonably be regarded as bringing my office or the Trust into disrepute
- Actively support the values of the Trust in developing as a successful Foundation Trust; so as to maximise the benefits for the members and the public
- Act to support the directors with a view to promoting success of the Trust at all times
- Contribute to the work of the Council of Governors in order for it to fulfil its role and functions as defined in the Trust's constitution
- Recognise that the role of the Council of Governors is as part of the governance of the Trust and so the governors have no managerial role
- Respect the confidentiality of information received as a governor
- Adhere to the Trust's rules and policies, including the constitution, standing orders and standing financial instructions
- Regularly attend meetings of the Council of Governors, members' meetings and training events
- Conduct myself in a manner that reflects positively on the Foundation Trust, acting as an ambassador for the Trust

#### The Seven Principles of Public Life (Nolan)

##### Selflessness

Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

##### Integrity

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

##### Objectivity

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

---

### **Accountability**

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

### **Openness**

Holders of public office should be as open as possible about all the decisions and actions they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

### **Honesty**

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

### **Leadership**

Holders of public office should promote and support these principles by leadership and example.

These principles apply to all aspects of public life. The Nolan Committee has set them out here for the benefit of all who serve the public in any way.

Lawal, Kemi  
18/04/2024 16:10:44

---

**ANNEX 6:**  
**DISPUTE RESOLUTION PROCEDURE**

1. In the event of a dispute with:
  - (a) a Member or prospective Member in relation to matters of eligibility or disqualification; or
  - (b) a Governor or prospective Governor in relation to matters of eligibility, disqualification or termination of tenure,

the individual concerned shall be invited to an informal meeting with the Secretary or with one or more Directors to discuss the matters in dispute, any Director(s) to be determined by mutual agreement of the Secretary and the individual concerned. If not resolved, the dispute shall be referred to a panel consisting of the Chair, at least one ~~elected~~ Elected Governor and either the Secretary or at least one Director. The decision of that panel shall be final.

2. A dispute arising between the Council of Governors and the Board of Directors shall be referred to the joint consideration of a panel consisting of the Chair, the Chief Executive and two Governors nominated by the Council of Governors. The Chair shall not participate in the nomination of Governors to this panel. The panel shall use all reasonable endeavours to facilitate the resolution of the dispute.
3. In the event that a resolution is not reached under paragraph 2 of this Dispute Resolution Procedure the panel constituted pursuant to that paragraph shall consult the Council of Governors and Board of Directors to determine whether the matter should be referred to mediation, in which case, an external mediator shall be appointed by the Centre for Dispute Resolution or such other organisation as the panel shall agree.
4. Nothing in this Dispute Resolution Procedure shall preclude any party from referring any dispute to a court of competent jurisdiction in England and Wales, or a Governor from exercising their right under paragraph ~~8.16.38.16.38.15.3~~ of the Constitution.

Lawal, Kemi  
18/04/2024 16:10:44

**GUY'S AND ST THOMAS' NHS FOUNDATION TRUST**  
**COUNCIL OF GOVERNORS**  
**WEDNESDAY 24 APRIL 2024**

<b>Title:</b>	<b>Lead Governor and Deputy Lead Governor updated role descriptions</b>
<b>Paper author:</b>	<b>Edward Bradshaw, Director of Corporate Governance and Trust Secretary</b>
<b>Purpose of paper:</b>	To seek the Council of Governors' approval for the updated role descriptions for the Lead Governor and Deputy Lead Governor.
<b>Main strategic priority:</b>	All Trust Strategic Priorities
<b>Relevant BAF risk(s):</b>	<ul style="list-style-type: none"> <li>• N/a</li> </ul>
<b>Key issues summary:</b>	<ul style="list-style-type: none"> <li>• The Lead Governor acts as a key liaison point between the Trust and the Council of Governors to help ensure the smooth running of the Council of Governors business.</li> <li>• The process to appoint, reappoint and remove the Lead Governor has been removed from the Trust Constitution and significantly simplified. This has been added to the role description.</li> <li>• The post of Deputy Lead Governor has not been added to the Constitution, but has been documented for the first time.</li> <li>• The new conditions will apply going forward and supersede all existing arrangements.</li> </ul>
<b>Paper previously presented at:</b>	<ul style="list-style-type: none"> <li>• N/a – but the changes to the existing role description have been discussed with the governors' task and finish group that was established to review and propose changes to the Trust Constitution, and with the current Lead Governor.</li> </ul>
<b>Recommendation(s):</b>	<p>The COUNCIL OF GOVERNORS is asked to:</p> <ol style="list-style-type: none"> <li>1. <b>Approve</b> the updated role descriptions (Appendix 1).</li> </ol>



**GUY'S AND ST THOMAS' NHS FOUNDATION TRUST**

**COUNCIL OF GOVERNORS**

**WEDNESDAY 24 APRIL 2024**

**1. Overview**

- 1.1. The Lead Governor acts as a key liaison point between the Trust and the Council of Governors to help ensure the smooth running of the Council of Governors business. The Lead Governor is also required by the Trust's regulator (NHS England) as the main point of contact between governors and NHS England where communication via the Trust or Trust Chair may not be appropriate. The Lead Governor's main duties are set out in the Trust Constitution.
- 1.2. The Trust Constitution (version dated February 2022) contained what was regarded as a particularly complex process for the appointment and reappointment of the Lead Governor. This process has been simplified, streamlined and, in common with many other trusts, removed from the Constitution. Instead, the process is now set out in the Lead Governor's role description (Appendix 1).
- 1.3. The position of Deputy Lead Governor was established in March 2023, to support the Lead Governor in managing a large Council of Governors business. This position was not established in the Constitution, and it is the view of the governors Constitution task and finish group that it should not be added. The benefit of this is that the role can be changed far more easily, given the formality of the process needed to change the Constitution itself.

**2. Changes made**

- 2.1. Appendix 1 sets out the proposed updated Lead Governor role description and person specification. The additions made to the existing version of this are as follows:
  - Clarification – previously understood but never documented – that “the Deputy Lead Governor will stand in for the Lead Governor in times of their absence”;
  - A task for “Facilitating and supporting the establishment and maintenance of a diverse Council of Governors”
  - An appointment process that mirrors how the Trust runs other governor appointments, and how many other NHS trusts run their Lead Governor appointment process;
  - Establishment of a defined tenure (two years plus a further term of two years if re-elected);

- Details for how an election can be triggered during this tenure; and
- An annual 'appraisal' with the Trust Chair.

2.2. The role of the Deputy Lead Governor is also now formally documented, and the conditions of that role mirror those of the Lead Governor.

2.3. The Council of Governors is asked to note that, to ensure consistency with the changes that are being made to the Constitution – which are applicable immediately – so the changes to the Lead Governor and Deputy Lead Governor roles will apply going forward and supersede existing arrangements.

### 3. Recommendations

3.1. The Council of Governors is asked to **approve** the updated Lead Governor and Deputy Lead Governor role descriptions (Appendix 1).

Lawal, Kemi  
18/04/2024 16:10:44

## **Guy's and St Thomas' NHS Foundation Trust**

### **Lead Governor: role description, April 2024**

#### **Role description**

The Lead Governor acts as a key liaison point between the Trust and the Council of Governors to help ensure the smooth running of the Council of Governors business. The Lead Governor is also required by the Trust's regulator (NHS England) as the main point of contact between governors and NHS England where communication via the Trust or Trust Chair may not be appropriate.

The Lead Governor's main duties are set out in the Trust Constitution and are as follows:

- Facilitating communication between governors and members of the Board of Directors;
- Assisting the Chairman in settling the agenda for meetings of the Council of Governors and other meetings involving governors;
- Chairing the Council of Governors when required to do so by the Standing Orders;
- Contributing to the appraisal of the Chairman in such manner and to such extent as the person conducting the appraisal may see fit;
- Initiating proceedings to remove a governor where circumstances set out in the Constitution for removal have arisen;
- Liaising, as appropriate, with councils of governors for other NHS foundation trusts, and
- Such other duties as may be approved by the governors.

In practice, the duties above have evolved to include other tasks such as:

- Speaking on behalf of the Council of Governors at certain meetings or events, such as the Annual Public Meeting;
- Chairing governor-only meetings;
- Meeting regularly with the Trust Chair and Trust Secretary to maintain and improve the support provided to the Council of Governors;
- Acting as a point of contact for any governor wishing to raise matters with the Trust Chair in the event that a governor may not wish to do so directly;
- Leading the governors in fulfilling their statutory duties such as holding non-executive directors to account and communicating with the Trust's membership;
- Taking steps to review and improve the effectiveness of the Council of Governors;
- Facilitating and supporting the establishment and maintenance of a diverse Council of Governors;
- Consulting with governors and co-ordinating responses on issues relating to the Council of Governors and activities of governors; and
- Updating governors as appropriate on relevant matters taken up on their behalf.

Any governor wishing to be considered for this role will be required to relinquish other responsibilities such as chair of any working groups.

The role of Lead Governor has no enhanced voting rights or formal delegated powers from the Council of Governors.

The Deputy Lead Governor will stand in for the Lead Governor in times of their absence.

Lawyer, Nemi  
18/04/2024 16:10:44

### **Person specification**

To be able to fulfil this role effectively, the Lead Governor will have:

- The confidence of governor colleagues and members of the Board of Directors;
- The ability to influence and negotiate, and present well-reasoned arguments;
- Excellent interpersonal skills including listening skills and the ability to exercise good judgement, compassion and objectivity
- A willingness to set aside their own view in favour of finding a settled Assembly decision, and ensuring that individual issues are not taken forward as the Assembly view;
- The ability to ensure that the Council of Governors adheres to the Trust's values;
- The ability to challenge constructively;
- The ability to chair both large and small meetings effectively;
- An understanding of the Trust's constitution, the local, regional and wider NHS strategic landscape and the general aims and ambitions of the Trust;
- An understanding about the role of NHS England, the basis on which NHS England may take regulatory action and the Trust's relationship with NHS England;
- Sufficient time to dedicate to the role, in addition to other governor responsibilities.

### **Election process**

The following process will apply where there is a vacancy, or impending vacancy, for the Lead Governor role:

- Corporate Affairs will write to all governors asking for expressions of interest in the role.
- All nominees should send Corporate Affairs a short statement of up to 150 words about their suitability for the role. The submission deadline will be no fewer than two calendar weeks after the initial email.
- If there is only one nomination, the nominee for that position will be considered to have been elected without contest.
- If there is more than one nomination for either role, an election will take place.
- All governors will be sent the suitability statements received, and asked to submit their vote to Corporate Affairs via email. Governors will be given no fewer than two calendar weeks to vote.
- Each governor will have one vote.
- Nominees will not be allowed to vote for themselves.
- The nominee with the most votes would be considered to have been elected. Corporate Affairs will draw lots in the event of a tie.

### **Tenure**

The Lead Governor is elected for a term of two years, after which they are eligible to serve one final term of two years, subject to a full re-election process outlined above.

A new election can be triggered before the end of the Lead Governor's tenure if, at any stage, the Trust Secretary receives emails from 20% or more of the governors in post at that time to request an election is held.

The Lead Governor may resign from the office at any time by giving written notice to the Trust Secretary, and shall cease to hold the office immediately if they cease to be a governor.

### **Appraisal**

The Lead Governor will be subject to an annual high-level appraisal with the Trust Chair.

## **Guy's and St Thomas' NHS Foundation Trust**

### **Deputy Lead Governor: role overview, April 2024**

#### **The role**

The Deputy Lead Governor has no formal standing in the Trust's Constitution, but is a role that is common across many foundation trusts to provide support to the Lead Governor in the fulfilment of their duties.

The Deputy Lead Governor will stand in for the Lead Governor in times of their absence.

The role description, person specification, tenure and election process are the same as for the Lead Governor.

The Deputy Lead Governor will be subject to an annual high-level appraisal with the Lead Governor.

Lawal, Kemi  
18/04/2024 16:10:44

**GUY'S AND ST THOMAS' NHS FOUNDATION TRUST**  
**COUNCIL OF GOVERNORS**  
**WEDNESDAY 24 APRIL 2024**

<b>Title:</b>	<b>Lead Governor's Report</b>
<b>Paper author:</b>	<b>John Powell, Lead Governor</b>
<b>Purpose of paper:</b>	For information
<b>Main strategic priority:</b>	All Trust Strategic Priorities
<b>Relevant BAF risk(s):</b>	<ul style="list-style-type: none"> <li>• N/a</li> </ul>
<b>Key issues summary:</b>	<ul style="list-style-type: none"> <li>• A report from the Lead Governor to acknowledge what the Governors have achieved over the last three months and to outline plans for the next three months</li> </ul>
<b>Paper previously presented at:</b>	<ul style="list-style-type: none"> <li>• N/a</li> </ul>
<b>Recommendation(s):</b>	<p>The COUNCIL OF GOVERNORS is asked to:</p> <ol style="list-style-type: none"> <li>1. Note the report.</li> </ol>

Lawal, Kemi  
 18/04/2024 16:10:44

**GUY'S AND ST THOMAS' NHS FOUNDATION TRUST**  
**COUNCIL OF GOVERNORS**  
**WEDNESDAY 24 APRIL 2024**

1. My opening comments in my January 2024 Lead Governor's report continue to be very relevant to Trust operations as we enter the new financial year and face all the challenges that new budgeting presents. The spectre of industrial action, and its impact on waiting lists and fiscal planning, continues to hang over the Trust. The Council of Governors of course sympathises with the Board's consequent huge challenges in setting out the Trust's plans for 2024/25, but continues to focus on areas that can improve performance or learning.
2. It was encouraging to see a recognition of how important an issue patient 'did not attend' (DNA) rates are when the subject was discussed at the business planning meeting on 5 March. Addressing the issue positively will have a hugely beneficial impact on both patient care and waiting list management. This has been a valuable conversation already among governors anxious to identify root causes as to why patients miss appointments, along with how communication between hospital departments can be improved. MyChart has clearly had an impact already, but it is clear that there are other reasons. It seems most appropriate therefore that the governors' Quality and Engagement Working Group (QEWG) arrange a 'deep dive' into MyChart. Initial discussion has focused on the mode of e-communication between the Trust and patients. In the interests of continuing our interest in the Trust value of putting patients first, they intend to continue to focus on this issue going forward. I have to say that my recent experience with MyChart messaging has been far from clear, and it is not difficult to imagine some people becoming confused. The QEWG will hopefully be able to report on their initial discussions at the next Board and Council of Governors meeting.
3. Meanwhile I have to record my thanks to the Nominations Committee for navigating the tricky path that led to making recommendations to the Council regarding the Trust Chair's revised status following his resignation from Kings College Hospital NHS Foundation Trust. His revised commitment to this Trust will, I am sure, be of great benefit.
4. Whilst on the subject of the Nominations Committee, along with the recent review of our meetings framework, a need to look at the makeup of the Nominations Committee has also been proposed. As one of the biggest trusts in the UK we have only four members of this Committee – the equivalent of 9% of the Council. Many other trusts have 6 or more members – equal to around 15-20% of their Council of Governors. Such is the importance of the work of this Committee it is to be expanded to six, with expressions of interest having been invited for prospective new members.

5. Further improvements on how the Council discharges its duties is also being considered within a review of some parts of the Constitution. My thanks to the governors who have already spent some time in looking at this: Leah Mansfield, Margaret McEvoy and Alison Mould. Whilst it is likely that the relatively new appointment of a Deputy Lead Governor will not be formally incorporated – nor the associated ‘executive group’ – governor tenures are to be scrutinised and potentially expanded to a maximum three terms in office. Other proposals for change are also being made for a simplified Lead Governor election process, and rules relating to the role of patient carer governor.
6. My last two reports have mentioned our review of individual governors’ commitments to their role. In the past year a number of governors have missed three or more consecutive Council of Governor meetings and have been contacted to establish the reasons for their absence and to ascertain whether they wish to continue their commitment to the Trust in light of this difficulty with engaging with governor business. I am hopeful that this intervention will help improve governor engagement going forwards.
7. As we continue the election process for a number of new governors, several existing incumbents reach the conclusion of their current tenure, I was greatly encouraged by the attendance at the virtual governors’ awareness session held in February. Around 70 members joined the session, and my sense was that they gained a valuable insight into the role of a governor, and the commitment they would be expected to give if elected. My thanks to Peter Harrison and Placida Ojinnaka who were admirable presenters on the day.
8. The revised meetings structure for the Council of Governors that I referred to in my previous report has now bedded in, with two of our ‘Triangulation’ meetings with Non-Executive Directors having now taken place. The rationale behind merging the previous informal’ meetings with the ‘accountability’ forums was to ensure that governors are not over-committed in this new post-Covid world, particularly given the three working groups and many other interactions that governors have with the Trust. These triangulation meetings, together with attendance at the quarterly Board and Council of Governors meetings, help governors to discharge a sizeable chunk of our statutory responsibilities at the Trust, and a key objective in my final year as Lead Governor is to maximise governor attendance at both forums.

Lawal, Kemi  
18/04/2024 16:10:44



**GUY'S AND ST THOMAS' NHS FOUNDATION TRUST  
 QUALITY AND ENGAGEMENT WORKING GROUP  
 TUESDAY 16 JANUARY 2024**

<b>Title:</b>	<b>Council of Governors Quality and Engagement Working Group Meeting Notes, 16 Jan 2024</b>
<b>Governor Lead:</b>	<b>Leah Mansfield, Working Group Lead</b>
<b>Contact:</b>	<b>Andrea Carney &amp; Sarah Allen, Working Group Secretariat</b>
<b>Purpose:</b>	For information
<b>Strategic priority reference:</b>	TO TREAT AS MANY PATIENTS AS WE CAN, SAFELY
<b>Key Issues Summary:</b>	<p>A report on the Working Group's discussion of the following:</p> <ul style="list-style-type: none"> <li>• GSTT 20230 Strategy; Findings from our Patient and Public Engagement activities</li> <li>• Refreshing our Patient and Public Engagement Strategy and Governor participation</li> <li>• Quarterly reports for Patient Experience and Patient and Public Engagement</li> </ul> <p>For Information only:</p> <ul style="list-style-type: none"> <li>• Reports / updates from committees recently attended by Governors (brief verbal updates, as necessary)             <ul style="list-style-type: none"> <li>a) People, Culture and Education Committee, 6 December 2023.</li> </ul> </li> </ul>
<b>Recommendations:</b>	<p>The GROUP is asked to:</p> <ol style="list-style-type: none"> <li>1. Note the key discussion points at the Quality and Engagement Working Group meeting</li> </ol>

Lawal/Kemi  
 18/04/2024 16:10:44

**GUY'S AND ST THOMAS' NHS FOUNDATION TRUST  
QUALITY AND ENGAGEMENT WORKING GROUP**

**TUESDAY 16 JANUARY 2024**

**QUALITY AND ENGAGEMENT WORKING GROUP MEETING NOTES  
PRESENTED FOR INFORMATION**

**1. Introduction**

**1.1.** This paper provides notes from the Council of Governors Quality and Engagement Working Group (QEWG) meeting held online on Tuesday 16 January 2024.

This meeting was attended by: Sarah Allen (Head of Patient Experience), Victoria Borwick (Public Governor), Michael Bryan (Patient Governor), Andrea Carney (Head of Patient and Public Engagement), Elfy Chevretton (Staff Governor), John Clark (Public Governor), Marcia Da Costa (Public Governor), Anna Grinbergs-Saull (Patient and Public Engagement Specialist), Katherine Hamer (Public Governor), Peter Harrison (Public Governor), Leah Mansfield (QEWG Chair), Margaret McEvoy (Patient Governor), Roseline Nwaoba (Staff Governor), Placida Ojinnaka (Patient Governor), Elena Spiteri (Membership and Governance Co-ordinator), Mary Stirling (Patient Governor), Mark Tsagli (Patient Experience Specialist), Claire Wills (Staff Governor).

Apologies were received from: Sian Flynn, Alison Mould, David Phoenix.

**1.2.** Leah Mansfield, Chair of the Quality and Engagement Working Group welcomed attendees and opened the meeting.

Lawal, Kemi  
18/01/2024 16:10:44

## 2. **Agenda Item 2: Notes from the last meeting and matters arising**

2.1. The notes were approved as an accurate record of the last meeting held on 22 June 2023.

2.2. Matters arising – Terms of reference:

- Governors accepted the ToR while suggesting minor amendments shared with the Membership and Governance team

## 3. **Agenda item 3: GSTT 2030 Strategy: Findings from our Patient and Public Engagement activities**

3.1. The Trust Head of Patient & Public Engagement presented a report on the findings from a series of activities to involve patients and the public in the development of the Trust's new strategy (paper shared in advance):

- The Trust strategy team has been working to develop a new Trust strategy: GSTT2030. To ensure that patient and public views are reflected in the strategy, the PPE team delivered the following activities in Autumn 2023, involving 750 people:
  - A desk review of over 50 reports and findings from previous patient engagement and patient experience activities. This highlighted ten themes that had already been raised as important by patients.
  - An online survey, interviews and a workshop asking people to help prioritise these 10 themes.
- Key findings to note:
  - Waiting and access was rated as the highest priority. Detailed comments on this theme were about the number of patients affected and the impact of waiting on people's health and wellbeing, as well as the fact that this is an important issue for the NHS nationally.
  - There were no statistically significant differences between demographic groups in the way the themes were prioritised
  - Participants were asked to suggest any additional topics not covered by the ten themes. These included topics relating to workforce and funding as well as patient-specific topics and "getting the basics right".

Lawal, Kemi  
18/04/2024 16:10:44

### 3.2. Governors welcomed the report and its findings. The following points were raised during the discussion:

- Diversity and representation: The sample for the survey was boosted to overrepresent certain demographic groups and interviews were targeted to gather the views of patient groups less represented in survey responses. There will be work to do at the clinical service level during strategy implementation to ensure the needs of the diverse communities the Trust serves are met.
- Waiting and communication are often the top concerns for patients in patient surveys and other PPE programmes and this suggests they have not yet been adequately addressed. It is important to get the basics of switchboard-to-clinician and clinician-to-patient communication right.
- “Getting the basics right” will be a key patient priority to respond to. It will be important to strike a balance between delivering an ambitious strategy while ensuring that the Trust is getting the basics of patient care and experience right.
- Some of the issues identified in this work have been raised by patients for several years. Governors encourage the Trust to consider the response to these issues beyond the impact of the pandemic and recent industrial action.
- Patients have identified priorities and it is important to ensure that the Trust continues to monitor the impact of measures to address them. Governors are keen to ensure that the Trust is continually reminded of this work and to seek a commitment to address them.
- Governors will have an important role in ensuring that the Trust addresses these priorities and builds a strategy that responds to patient-public need.
- Governors suggested the following might be explored when addressing the patient priorities:
  - Review the way communication is managed by the Trust and how it can be improved.
  - Consider the impact of industrial action on patient priorities and strategy implementation.
  - Whether processes and protocols relating to patient care may affect the extent to which patient priorities can be addressed
  - Using MyChart and Epic to support better joined up care.

### 3.3. **Action:** Governors to review the full list of priorities and raise the findings from this work at meetings and committees they attend.

#### **4. Agenda Item 4: Refreshing our Patient and Public Engagement Strategy and Governor participation**

**4.1.** The Trust Head of PPE and PPE Specialist provided an update, noting that:

- The Current PPE strategy was developed for 2018-2021. Work to refresh the strategy was delayed by the pandemic and the introduction of EPIC. This presents the opportunity to develop a new PPE strategy now to respond to GSTT 2030.
- The PPE strategy will provide an overall framework for Trust's approach to PPE, and scope and direction for the way in which the PPE team resource is used.
- The PPE strategy will be reviewed and developed between January and May 2024 and is expected to be submitted to the Trust Board in July 2024.
- A multi-disciplinary strategy development group is being established to help shape the scope and overarching vision of the strategy. This group will include patient-public Governors and representatives from Healthwatch, South East London Integrated Care Board, Trust Clinical Groups, and other teams with whom the PPE team works such as the Patient Experience Team, the Equality Diversity and Inclusion team and Research and Development.
- The PPE team is developing further avenues for Governors to be involved in shaping the strategy. It is expected that the next QEWG meeting in March will provide an opportunity to discuss the strategy in more detail.

**4.2.** Governors welcomed the update and reiterated the importance of ensuring that the refreshed PPE strategy will feed into and complement the GSTT 2030 Strategy.

#### **5. Agenda Item 5: Patient Experience and Patient and Public Engagement updates**

**5.1. Item 5a:** The Head of Patient Experience presented the patient experience report, shared in advance of the meeting, noting:

- The Trust's performance in the National Urgent and Emergency Care Survey is among the best in London and compares well with the rest of the Shelford group. Strengths: patient privacy, confidence in staff, responding to requests, and support with pain. Areas to improve: time waiting in the department, overall length of visit, cleanliness, not feeling threatened by other patients, access to food and drink, support after leaving.
- National Adult Inpatient Survey strengths: time spent on waiting lists, explaining the need to move patients, taking patients' long-term considerations into account. Areas to improve: time spent waiting for a bed and getting enough to drink. This is being addressed by the Nutrition Steering Committee. In partnership with Kings College London, Voluntary Services are recruiting dietetic student volunteers to support mealtimes.
- National Cancer Patient Experience Survey strengths: provision of clear and comprehensive information about immunotherapy, talking about opportunities to join research. Areas to improve: administration, ease of contact, waiting times, patients getting the care needed from community and voluntary services.
- PALS concerns are rising. Themes include communications, appointment times and rescheduling.

Governor discussion of the report raised the following points:

- Issues related to waiting for drinks are being addressed by: a review of drinks rounds to ensure they are completed regularly enough, mealtime volunteers, and a review of materials and drinks containers used
- Nutrition guidance is designed to meet cultural and dietary needs and is now also being expanded to include new options.
- This report relates back to the patient priority to “get the basics right” – understanding what impacts patient experience and responding pragmatically.

**5.2. Item 5b:** The Head of Patient and Public Engagement presented the patient and public engagement report, shared in advance of the meeting, highlighting:

• NHS England launched a public consultation on proposals for children's cancer services in September 2023. This is now closed, and NHS England is reviewing submissions to inform a decision. We are awaiting details on when the decision will be communicated.

- The PPE team supported the Cancer and Surgery clinical group to create a podcast series by and for cancer patients hosted by broadcaster Julia Bradbury.
- The programme to develop a PPE process to support the three Trust charities (Guy's & St Thomas' Charity, Evelina London Children's Charity, and Guy's Cancer Charity) is now in its second year. The aim is to ensure that the patient voice is reflected in the grant making process and an approach will be piloted with two charities until December 2024.

**6. Agenda Item 6: Quality & Safety updates: update on quality priorities for 2023/24**

- Item not covered in the agenda. Written update to be provided after the meeting.

**6.1. Action:** Quality priorities update to be shared via the Corporate Governance team.

**7. Agenda Item 7: Reports / updates from committees recently attended by Governors**

**7.1. People, culture and education committee.**

- Progress has been made on training across the trust
- The Trust has seen an increase in apprenticeships, although many go on to employment elsewhere
- The committee will focus on equality, diversity and inclusion at a future meeting,
- Staff health and wellbeing is often raised, with staff feeding back that they can't take breaks to use the resources available. This reflects back to Governor discussions about getting the basics right

**8. Agenda Item: Any other business**

- None raised

**ACTIONS**

3.3	<b>GSTT2030 Patient Priorities:</b> Governors to review the full list of priorities and promote the topics at meetings/committees attended
6.1	<b>Quality and Safety:</b> Written report to be shared via the Corporate Governance Team.

Lawal, Kenji  
18/04/2024 16:10:44

**GUY'S AND ST THOMAS' NHS FOUNDATION TRUST  
QUALITY AND ENGAGEMENT WORKING GROUP  
TUESDAY 26 MARCH 2024**

<b>Title:</b>	<b>Council of Governors Quality and Engagement Working Group Meeting Notes, 26 March 2024</b>
<b>Governor Lead:</b>	<b>Leah Mansfield, Working Group Lead</b>
<b>Contact:</b>	<b>Andrea Carney &amp; Sarah Allen, Working Group Secretariat</b>

<b>Purpose:</b>	For information
<b>Strategic priority reference:</b>	TO TREAT AS MANY PATIENTS AS WE CAN, SAFELY
<b>Key Issues Summary:</b>	<p>A report on the Working Group's discussion of the following:</p> <ul style="list-style-type: none"> <li>• MyChart update: Progress, community engagement and digital inclusion</li> <li>• Quality &amp; Safety updates: update on quality priorities for 2023/24 and developing 2024-25 Quality Account priorities</li> <li>• Refreshing our Patient and Public Engagement Strategy and Governor participation: An update of progress</li> <li>• Quarterly reports for Patient Experience and Patient and Public Engagement</li> </ul> <p>For Information only:</p> <ul style="list-style-type: none"> <li>• Reports / updates from committees recently attended by Governors (brief verbal updates, as necessary)</li> </ul>
<b>Recommendations:</b>	<p>The GROUP is asked to:</p> <ol style="list-style-type: none"> <li>1. Note the key discussion points at the Quality and Engagement Working Group meeting</li> </ol>

Lawal, Kemi  
18/04/2024 10:10:44



**GUY'S AND ST THOMAS' NHS FOUNDATION TRUST**  
**QUALITY AND ENGAGEMENT WORKING GROUP**

**TUESDAY 26 MARCH 2024**

**QUALITY AND ENGAGEMENT WORKING GROUP MEETING NOTES**  
**PRESENTED FOR INFORMATION**

**1. Introduction**

- 1.1.** This paper provides notes from the Council of Governors Quality and Engagement Working Group (QEWG) meeting held online on Tuesday 26 March 2024.

This meeting was attended by: Serina Aboim (Staff Governor) Sarah Allen (Head of Patient Experience), Victoria Borwick (Public Governor), Michael Bryan (Patient Governor), Andrea Carney (Head of Patient and Public Engagement), Elfy Chevretton (Staff Governor), John Clark (Public Governor), Marcia Da Costa (Public Governor), Anna Grinbergs-Saull (Senior Patient and Public Engagement Manager), Katherine Hamer (Public Governor), Sian Flynn (Staff Governor), Peter Harrison (Public Governor), Jordan Abdi (Public Governor), Leah Mansfield (QEWG Chair), Margaret McEvoy (Patient Governor), Charles Martin (Head of Risk and Assurance), Roseline Nwaoba (Staff Governor), Placida Ojinnaka (Patient Governor), Elena Spiteri (Membership and Governance Co-ordinator), Mary Stirling (Patient Governor), Mark Tsagli (Patient Experience Specialist), Andrew Wilkinson (Programme Director, Ambulatory Transformation), Claire Wills (Staff Governor).

- 1.2.** Apologies were received from: Mary Stirling, Alison Mould, John Powell, Dave Phoenix.

- 1.3.** Leah Mansfield, Chair of the Quality and Engagement Working Group welcomed attendees and opened the meeting.

## 2. Agenda Item 2: Notes from the last meeting and matters arising

2.1. The notes were approved as an accurate record of the last meeting held on 18<sup>th</sup> January 2023.

- Matters arising – none.

## 3. Agenda item 3: MyChart update: Progress, community engagement and digital inclusion

3.1. The Head of Patient Experience and the Programme Director - Ambulatory Transformation leading on MyChart provided an update on the Trust's patient portal (MyChart) for the new electronic patient record system. The following points were noted:

- Over 265,000 patients have been registered from both Kings and GSTT to use this:
  - About 3,000 users under 18 years.
  - Over 32,000 patients over the age of 70, including a 102-year-old patient.
  - About 200,000 patient results were released automatically within 31 days, saving on administration, postage, and print costs.
  - 1 new user every minute since going live.
  - Over 312,000 patients submitted pre-appointment information making consultations more effective and over 4000 pre-appointment questionnaires completed and freeing consultants time to engage with patients.
- A dedicated telephone and email helpline (MyChart Helpdesk) - The helpdesk provides support for patients signing up for new accounts, resetting usernames and passwords, and providing orientation to information in MyChart.
  - Over 7000 enquiries received since going live.
- MyChart Digital Volunteer Co-ordinator role. Coordinator responsible for recruiting volunteers to provide in-person support in clinics. The team also supports on various tasks such as downloading the app to patient phones, setting up accounts, and providing orientation to information available on MyChart or signposting them to other sources of support.

Lawal, Kemi  
18/04/2024 16:10:44

- About 800 patients have been supported with various aspects of MyChart including information and account setup.
- Funding received from NHS England to support various aspects of the deployment of MyChart.
  - The funding will be used to provide questionnaires to help patients with a wide range of services in their care journey.
  - The funds have also been used for additional promotional materials (posters, leaflets) both in the hospital and in the community.
  - The team has also commissioned external outreach support for patients including digital drop-in sessions to raise awareness and help patients navigate MyChart.
  - As part of evaluating effectiveness, patient experience reports will also be provided to understand the impact on the community and what to improve.

### 3.2. Governors welcomed the presentation and during the discussion, raised the following points:

- Concern about the level of support available for older patients struggling with accessing MyChart. In response, the Head of Patient Experience reminded the group about the availability of a wide range of support for those who could not use this. Patients can opt out of MyChart and continue to receive hospital communication such as letters in paper and appointment reminders to their mobile phone as they did before MyChart (Epic) was introduced.
- To understand whether there are KPIs to monitor responsiveness to emails based on the significant number of ongoing queries raised with MyChart. Capacity challenges have meant the Team is prioritising urgent requests, but responding to queries as quickly as possible. The team is recruiting to vacant positions.
- Concern about the lack of information about appointment locations in patient letters / communications transmitted through MyChart. Patients are struggling to determine the correct location of appointments.
  - Consider reintroducing the wayfinding support programme to help patients get to the right locations quickly. The Head of Patient Experience responded that she would

Lawal, Kemi  
18/04/2024 16:10:44

share this feedback with the Voluntary Services Team to consider reviewing wayfinding support from volunteers and introducing additional help points.

#### 4. **Agenda Item 4: Quality & Safety updates: update on quality priorities for 2023/24 and developing 2024-25 Quality Account priorities**

##### 4.1. The Head of Quality and Assurance presented highlights of the Trust's Quality priorities for the year on Patient Safety, Clinical Effectiveness, and Patient Experience:

The Head of Quality and Assurance noted progress against 2023-24 priorities:

- **Patient Safety** - Patient Safety and Incidence Reporting Framework (PSIRF) is currently in place and embedded in the Trust. This was delivered ahead of schedule.
- The new patient safety incident report system (RADAR) went live on the 5<sup>th</sup> of March, providing an integrated incidence reporting system across all Trust sites including community services.
- **Clinical Effectiveness** – as part of reassessing the Trust against the new CQC quality statements the team have designed a quality assessment tool which was rolled out at the beginning of the year;
  - The team also launched the national Maternity Early Warning System (MEWS) tool, along with Epic. MEWS is the default early warning score chart for maternity areas.
  - Developing a new Sepsis Model to align with national guidance on monitoring and responding to sepsis in light of Martha's rule. The pathway is now embedded in Epic, and the team is also piloting a Sepsis trolley for staff to ensure they have all the medication they need immediately to respond to sepsis alerts.
- **Patient Experience Priority**
  - 'Call if Concerned' service was rolled out Trust-wide in March 2023, and all calls continue to be responded to within 6 hours which includes the team having been to the ward to resolve concerns.
  - It was agreed at the Trust Risk & Assurance Committee in January 2024 that the 'Contacting Us' improvement work should be carried forward as a quality priority for the

Lawal, Kemi  
18/04/2024 16:10:44

new financial year (2024/25) with renewed focus and oversight aligned with Epic and the MyChart optimization.

- Draft quality priorities for 2024-25 - ensuring speciality-specific checks are embedded and can be adapted in line with Local Safety Standards for Invasive Procedures (LocSSIPs), and aligned where appropriate with the Epic health record system.
- It is planned that success will be measured by monitoring harm associated with surgical safety checklist-related incidents This will be shared and best practice embedded to support multidisciplinary teams to improve the surgical safety checklist elements of National Safety Standards for Invasive Procedures (NatSSIPs 2).
- The Trust is also planning to implement Martha's Rule to ensure that patients, families, carers and staff have round-the-clock access to a rapid review from a separate care team if they have a concern.
- Another key aim is to develop and embed processes to ensure that requested results are reported, reviewed, and responded to on the new health record system (Epic).
- Continue to focus to improving patients' experiences through improved communications and contacting us at the Trust.
- Next steps:
  - Confirm the objectives and success measures for each quality priority in quarter one.
  - Approval by the Trust Board.
  - Publish the quality priorities in the 2024/25 Quality Account for June 2024.

Governors welcomed the presentation and thanked the Lead.

Lawal, Kemi  
18/04/2024 16:10:44

**5. Agenda Item 5: Refreshing our Patient and Public Engagement (PPE) Strategy and Governor Participation: An update of progress**

The Senior Patient and Public Engagement Manager shared an update on the progress of refreshing the Trust PPE strategy to align with the Trust strategy (GSTT2030), noting:

- The PPE Strategy Development Group, including Governors, clinical and corporate service team representation, and external partners has been set up to support this piece of work.
- The group met for the first time in March to review the existing PPE strategy's aims and objectives and identify what the new strategy should focus on.
- The key themes highlighted from the discussion include: building a culture of involvement, partnerships, equality, and diversity and inclusion, and impact. It is expected that the next steps from this will be to narrow down the areas identified to inform the detailed aims and objectives of the strategy.
- The PPE team is exploring additional ways to involve Governors in this work and will be sharing information in due course.

**6. Agenda Item 6: Patient and public engagement updates (papers attached)**

**6.1. Item 6a: The Head of Patient Experience gave highlights of the Quarterly Patient Experience report that was circulated with papers in advance of the meeting:**

- National Maternity 2023 Survey – Overall, the Trust's performance continues to improve with statistically significant improvements since 2022 in areas such as mental health support, confidence in staff, and partners staying as long as they wanted. The survey sample was boosted for the first time to understand the experiences of women from minority backgrounds.
- There is a decline in survey feedback received from outpatients and day cases due to unanticipated work in specialty changes following the introduction of Epic. The process is expected to be resumed in a phased way.

21% increase in PALS contacts at Guy's and St Thomas' sites from Quarter 1 to Quarter 2 driven up by queries on MyChart. The PALS number was erroneously added to the listed contacts for Switchboard which also drove calls to PALS up. This has since been rectified.

Lawal, Kemi  
18/04/2024 16:00:44

- Acting on feedback – All Clinical Groups now have patient experience committees set up and have patient improvement initiatives underway.

Governors welcomed the updates and shared their keenness to see improvements in the experiences of women, particularly from black and minority backgrounds.

**6.2** Item 6b: The Head of Patient and Public Engagement presented the patient and public engagement report, which was circulated in advance of the meeting.

- ‘Now What’ Cancer Podcast - The podcast explores the impact of a cancer diagnosis on various stages of treatment. It was co-developed with GSTT cancer patients, funded by the Guy’s Cancer Charity, and hosted by BBC presenter Julia Bradbury. This is now available and can be accessed by various mainstream platforms.
- The PPE team is working with colleagues in the Transplant, Renal, and Urology services to support continued patient participation in the new renal dialysis unit which is scheduled to be open in Brixton in 2024.
- Evelina London has focused on service user engagement activities in the development of the 5-year strategy for maternity services.
- At a public meeting on 14 March 2024, NHS England (NHSE) selected Evelina London Children's Hospital as the future location for very specialist cancer treatment services for children and young patients living in south London and much of southeast England. The decision followed an extensive public consultation led by NHSE.

Governors thanked the Lead for the update and noted their support for the Trust and Evelina London on the outcome of NHSE’s consultation on children’s specialist cancer care. They expressed their appreciation and acknowledged the hard work of all staff involved.

Lawal, Gerny  
18/04/2024 16:00:44



**7. Agenda Item 7: Reports/updates from committees recently attended by Governors**

**7.1. People, culture and education committee.**

- Governor representative in attendance updated on the following discussions which was covered at the committee meeting; review of the staff survey results, review overall metrics on vacancies, sickness levels, pay gaps, health and well-being programmes, an update on Trust values, anti-racism statement and freedom to speed up toolkit. It is expected that detailed notes will be shared with Governors later.

**7.2. End-of-life committee**

- The group received survey results on Trust performance in patient and family experience. The regular sharing of a patient story at this meeting was mentioned as a useful opportunity to gain insight into patients' experiences and was highly recommended to be used at other committee groups.

**8. Agenda Item: Any other business**

- None raised.

**ACTIONS**

<b>Governor questions submitted post-meeting;</b>	
<b>3.1</b>	MyChart- have there been challenges with using the App with assistive technology?
<b>3.1</b>	Migration of patient data, when is this expected to happen?
<b>4.1</b>	PSIRF- To understand if there is uptake for training on safety investigation work. HSSIB have some courses.
<b>6.1</b>	Maternity experiences- suggestion to work alongside MBRRACE in relation to improve experiences of black and minority women.

Lawal, Kemi  
18/04/2024 16:10:44



**GUY'S AND ST THOMAS' NHS FOUNDATION TRUST  
STRATEGY, TRANSFORMATION & PARTNERSHIPS WORKING GROUP  
TUESDAY 06 FEBRUARY 2024**

<b>Title:</b>	<b>Strategy, Transformation and Partnership Working Group (STPWG)</b>
<b>Responsible executive:</b>	<b>Leah Mansfield, Patient Governor</b>
<b>Paper author:</b>	<b>Jed Nightingale, Strategy Business Support Manager</b>
<b>Purpose of paper:</b>	For information
<b>Main strategic priority:</b>	All
<b>Key issues summary:</b>	<p>A report on the Working Group's discussion on the following:</p> <ul style="list-style-type: none"> <li>• An update on Trust values refresh programme including overview of the process, progress to date, and next steps</li> <li>• An overview of Trust research and development, including annual priorities and long-term strategy</li> </ul>
<b>Paper previously presented at:</b>	None
<b>Recommendation(s):</b>	<p>The COUNCIL OF GOVERNORS is asked to:</p> <ol style="list-style-type: none"> <li>1. Note the key discussion points at the Strategy, Transformation and Partnership Working Group (STPWG)</li> </ol>

Lawal, Kemi  
18/04/2024 16:10:44

**GUY'S AND ST THOMAS' NHS FOUNDATION TRUST**  
**STRATEGY, TRANSFORMATION & PARTNERSHIPS WORKING GROUP**  
**TUESDAY 06 FEBRUARY 2024**

**Governors in attendance:** Leah Mansfield (Chair), Victoria Borwick, Margaret McEvoy, Placida Ojinnaka, Peter Harrison, John Clark, Roseline Nwaoba, Claire Wills, Mary Stirling, Elfy Chevretton

**Trust staff in attendance:** Emma Saunders, Elizabeth Hubbard, Jed Nightingale, Elena Spiteri, Nicholas Hart (item 4), Kate Blake (item 4), Claire Harrison (item 4), Hendrika Bream Santer, Pav Pannoosami

**Apologies:** Sarah Addenbrooke, Alison Mould, John Powell, Lawrence Tallon, Jackie Parrott, Felicity Harvey, Raksa Tupprasoot

**1. Welcome, introduction and apologies**

1.1. The Chair welcomed everyone to the Strategy, Transformation and Partnership Working Group. Apologies were noted.

**2. Declaration of Interest**

2.1. There were no declarations of interest.

**3. Previous meeting report and matters arising**

3.1. The Equality, Diversity and Inclusion (EDI) improvement plan under point 3.1 from the previous meeting minutes has not been shared. Jed Nightingale to follow up with Trust EDI team.

3.2. The minutes of the previous meeting of the Group, held on the 3<sup>rd</sup> October 2023, were approved as a true record.

**4. Research and Development at Guy's and St Thomas' NHS Foundation Trust – starting the conversation**

4.1. Presentation slides were circulated prior to the meeting.

- 4.2. Kate Blake, Director of Research and Development, Claire Harrison, Deputy Chief Medical Officer (Research, Data and Analytics), and Nick Hart, Director of Research Delivery presented on the value of research at Guy's and St Thomas' NHS Foundation Trust (GSTT), an overview of the Trust's research portfolio and infrastructure, the Trust's strategic framework for research, priorities for 2024 and case studies of research at the Trust.
- 4.3. Kate Blake described that Trusts that are more research active have been shown to benefit from the 'research effect' and provide a better care experience, deliver improved outcomes for patients, and enhanced recruitment and retention of staff. There are additional benefits for patients, such as early access to potential new treatments and drugs, as well as for the Trust, including economic, cultural, and reputational benefits.
- 4.4. The GSTT portfolio of research covers all types of research, including interventional and observational. Out of 220 Trusts, GSTT has the second largest number of open National Institute of Health Research (NIHR) trials and ninth largest number of patients recruited to NIHR studies in the past year. GSTT has one of the most clinically diverse portfolios nationally. The Trust has approximately 700 investigators, and is focused on encouraging and supporting a diverse, multi-professional research workforce. The Trust has a central research and development directorate to support across research strategy, governance and compliance, workforce, training, operations and delivery. The Trust also hosts the South London Clinical Research Network, established by NIHR, to support research in Trusts across South London.
- 4.5. The Trust has significant facilities and infrastructure to deliver research. This includes our NIHR Clinical Research Facility (CRF), which has five sites: Phase 1 Unit at Guy's, Evelina London, Cardiometabolic Unit at Royal Brompton, Precision Medicine Unit at St Thomas', and Imaging Unit at St Thomas'. There is also a new Clinical Research Facility at Harefield, which opened in 2023.
- 4.6. The Trust R&D strategic framework sets out eight Trust-wide 'pillars' around delivering benefits for patients, supporting our research workforce, and partnerships. There are also four strategic pillars linked to clinical group research strategies, which are being developed at the moment.
- 4.7. Research priorities for 2024 include investment in staff, enhancing Trust research communications, delivering clinical group research strategies, driving the experimental medicine agenda through the King's Health Partners Centre for Translational Medicine, enhancing research management services, exploring opportunities with Epic for clinical data research, and supporting establishment of the NIHR HealthTech Research Centre.

4.8. Nick Hart presented on research into chronic obstructive pulmonary disease (COPD) and Claire Harrison presented on research into myeloproliferative neoplasms (MPN). The Trust's research with partners has led to improvements in clinical practice, benefiting patients across the UK and internationally.

**Action:** Slides to be re-circulated to the group with case study examples included.

4.9. The Group welcomed the update and thanked presenters for the really interesting discussion and slides. The following was discussed:

- Staff are able to pitch ideas for research as part of call outs for projects from the Centre for Translational Medicine.
- The Trust, including the Centre for Improvement, Technology and Innovation and the central R&D directorate, work with partners such as King's College London on health technology research, including AI. Work is ongoing to harnessing the benefits of EPIC to improve data collection.
- Funding for research comes from a number of sources, including the NIHR, industry, charity grants, and university grants.
- Ethical approval for research is done by the national Health Research Authority (HRA), which conducts regulatory review of all studies undertaken in NHS.
- Research accountability to improve health of the nation falls the Secretary of State for Health and Social Care. The NIHR is funded by the Department of Health and Social Care to fund, enable and deliver research to improve people's health and wellbeing and promote economic growth, while the HRA is an arm's length body that provides unified national health research governance.

## 5. Shaping our new Trust values

5.1. Presentation slides were circulated prior to the meeting.

5.2. Pav Pannoosami, Deputy Director of Organisational Development (OD) and Talent and Hendrika Bream Santer, Senior OD Consultant, introduced a presentation on the process to develop new Trust values, summary feedback to date, and next steps.

5.3. The Trust is developing new Trust values, aligned to the process to develop a new Trust strategy to 2030. Our Trust values are the principles that set out how we approach everything we do. Our strategy set out what we will do, and the Trust values are part of how we work. The Trust currently has 2 sets of values because Guy's and St Thomas' and Royal Brompton and Harefield each had their own set before the merger in February 2021.

- 5.4. The process to refresh the values began with the discovery phase of staff engagement, which included workshops and online sessions. Almost 1,300 colleagues across the Trust participated and 628 people submitted suggested values. Suggestions largely aligned to the following themes: respect, patients, integrity, inclusion, staff, improvement and innovation, community, communication, compassion, kindness and excellence.
- 5.5. Pav Pannoosami and Hendrika Bream Santer and the group discussed the following:
- **What are your thoughts on the responses gathered?**
    - Most of the suggested values are focused around behaviours towards patients as opposed to environment of care or patient experience
    - The best values will be the ones that can inform decisions we make as well as the interactions we have. This is set out in the Trust values and behaviours framework and embedding the values.
    - The current Trust strapline 'we care' resonated with the group.
  - **What principles would you propose we keep in mind as we develop the set of values?**
    - Values should be simple, relatable, and easy to communicate. Both sets of current values meet this.
    - Phrases might be better because it can be difficult to sum up a concept in one word.
  - **What proposals do you have for a new set of values?**
    - Patients place the most importance on positive health outcomes and being supported with their illness, which should be reflected in the values.
    - Values need to speak to all staff, at every level in every part of the Trust, including those in non-clinical roles
    - Values need to be representative of the communities that we serve
- 5.6. The OD team testing and refining new values ready for a launch alongside the new Trust strategy. A new values and behaviours framework will be developed to support embedding the new values into ways of working.

**Action:** Hendrika Santer-Bream to follow up by email about gathering further suggestions for new values from the governors with help from Elena Spiteri.

## 6. Comments on committees/meetings attended

- 6.1. Eily Chevretton raised a question around high intensity theatre (HIT) lists and current workings of theatres. It was suggested this may be a future item for a Board and/or governors' meeting. Leah Mansfield and Victoria Borwick are attending a meeting on the 7th February where they hope to raise this issue.

**Action:** Elfy Chevretton to email Leah Mansfield information and questions to ask chair of 7<sup>th</sup> February meeting.

**7. Any other business**

- 7.1. Leah Mansfield raised that an email had been circulated by Claire Wills concerning charities work. Claire Wills informed the group that this contained a roundup of activity done just before Christmas, giving thanks to funding received for the charities. These activities brought joy to patients and staff and also helped communicate a positive charity culture.

*The next Strategy, Transformation and Partnership Working Group meeting will be held on Tuesday 7<sup>th</sup> May 2024 at 5:30pm-7pm.*

Lawal, Kemi  
18/04/2024 16:10:44