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The Newcastle upon Tyne Hospitals

NHS Foundation Trust

COUNCIL OF GOVERNORS' MEETING

Thursday 19 September 2019 in Function Rooms 137 and 138, Education Centre,
Freeman Hospital, Newcastle upon Tyne
Start time 1:30pm

Agenda				
Item		Lead	Paper	Timing
Business Items				
1	Apologies for Absence and Declarations of Interest	Chairman	Verbal	13.30 – 13.40
2(i)	Minutes of the Meeting held on 16 May 2019 and Matters Arising	Chairman	Attached	
2(ii)	Matters Arising from the Informal Governors Meeting	Working Group Chairs	Verbal	
3	Meeting Action Log	Chairman	Attached	
4	Chairman's Report	Chairman	Attached	13.40 – 13.50
5	Chief Executive's Report	Medical Director	Verbal	13.50 – 14.00
6	Strategy & Branding Update	Assistant CE	Verbal	14.00 – 14.05
7	Nominations Committee Update	Committee Chair	Attached	14.05 – 14.20
8	Governor Elections 2019 Update	Trust Secretary	Verbal	14.20 – 14.25
9	Trust Constitution Update	Trust Secretary	Attached	14.25 – 14.40
Reports from Governor Working Groups				
10(i)	Quality of Patient Experience Working Group Report	Working Group Chair	Attached	14.40 – 14.45
10(ii)	Business Development Working Group Report	Working Group Chair	Attached	14.45 – 14.50
10(iii)	Community Engagement and Membership Working Group Report	Working Group Chair	Attached	14.50 – 14.55

	Quality and Patient Safety			
11	Integrated Quality Report	Deputy Chief Nurse	Attached	14.55 – 15.00
	Performance & Delivery			
12	2019/20 Month 4 Finance Report	Finance Director	Attached	15.00 – 15.10
	Items to Receive			
13(i)	Update from Committee Chairs and Any Other Business, including: i) Charity Review Update	Committee Chairs	Verbal	15.10 – 15.15
13(ii)	Date and Time of Next Meeting: a) Thursday 21 November 2019 in Function Room 137 and 138, Freeman Hospital at 1:30pm Annual Members Meeting: Friday 27 September 2019 in the CRB Education Centre, RVI at 10am.	Chairman	Verbal	

Following a short break for refreshments a private Corporate Governance Update will be provided by the Assistant Chief Executive and Trust Secretary to the Council of Governors.

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COUNCIL OF GOVERNORS

DRAFT MINUTES OF MEETING HELD ON 16 MAY 2019

- Present:** Professor Sir J Burn, Trust Chairman (Chair)
Dame J Daniel, Chief Executive
Public Governors (Constituency 1 – see below)
Public Governors (Constituency 2 – see below)
Public Governors (Constituency 3 – see below)
Staff Governors (see below)
Appointed Governors (see below)
- In Attendance:** Mr J Jowett, Non-Executive Director
Professor D Burn, Non-Executive Director
Professor K McCourt, Non-Executive Director
Ms M Cushlow, Executive Chief Nurse
Mrs K Simpson, Interim Director of Business and Development
Mr M Wilson, Chief Operating Officer *[from 3.18pm]*
Mrs K Jupp, Trust Secretary
Mrs M Gray, Deputy Chief Operating Officer
Mr G Quinn, Assistant Director of Finance
Ms L Hall, Deputy Director of Quality and Effectiveness
Dr I Pedley, Consultant Clinical Oncologist and Assistant Medical Director
- Observers:** Ms J Baker, Non-Executive Director *(from 1st July 2019)*
Mr D Black, Member of the Public
- Secretary:** Mrs F Darville, Deputy Trust Secretary (Minutes)

Minutes of this meeting are written as per the order in which items were discussed, not as per the agenda, to reflect quoracy.

19/12 BUSINESS ITEMS

i) Apologies for Absence and Declarations of Interest

Apologies were **received** from Governors Mrs C Errington, Mr P Richardson, Mr D Thompson, Dr M Saunders and Miss R Draper.

Further apologies were **received** from Mrs A Dragone, Finance Director (Mr G Quinn deputising), Mr A Welch, Medical Director (Dr I Pedley deputising), Mrs A O'Brien, Director of Quality and Effectiveness (Ms L Hall deputising), Mrs D Fawcett, Director of

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Human Resources, Mrs C Docking, Director of Communications and Engagement, and Non-Executive Directors Mr E Weir, Mr S Morgan, Mr D Stout and Mr K Godfrey.

The Chairman welcomed Ms Jill Baker who had been appointed as a Trust Non-Executive Director, with effect from 1 July 2019, and who would be observing the meeting today. Ms Baker introduced herself and summarised her work experience, noting in particular her current role as a Director at the Lloyds Bank Foundation Charity, and previous projects she had undertaken to assist vulnerable people and reduce inequalities.

The Chairman extended his thanks on behalf of the Board of Directors and the Trust to those Governors who were leaving their seats as Governors after the conclusion of the latest round of elections, being Dr Phil Laws (Staff Governor for Medical and Dental), Mrs Victoria Mitchinson (Staff Governor for Allied Health Professionals) and Mr Paul Richardson (Public Governor for Northumberland, Tyne and Wear, excluding Newcastle). Particular thanks were paid to Mrs Eleanor Houlston (Staff Governor for Volunteers) who would be ending her tenure as Governor after 9 years' service. All Governors were thanked for their dedication and commitment to the role.

There were no additional declarations of interest made at this time.

It was resolved: (i) to **note** the apologies and (ii) that no further interests had been **declared**.

ii) Minutes of the Meeting held on 21 March 2019 and Matters Arising

The minutes of the meeting were **agreed** as an accurate record and there were no matters arising.

Dr Murthy advised of his recent attendance at an NHS Providers Governor Focus 2019 event, noting that the presentations were available online for dissemination to the wider Council. The Deputy Trust Secretary agreed to circulate the link to the presentations to all Trust Governors [**ACTION01**].

Dr Murthy asked that the current process for booking tickets for Governor travel be reviewed to ensure the most cost efficient travel options were being utilised. The Trust Secretary agreed to feedback the comments raised by Dr Murthy [**ACTION02**].

It was resolved: to (i) **accept** the minutes of the previous meeting.

a. Trust Charity Review

The Trust Secretary presented the update on behalf of the Director of Communications and Engagement, highlighting that it provided an update on the status of the Charity Review exercise, as requested at a previous Council meeting.

Tarnside Consultancy had been procured to undertake a review of the Trust Charity which would include a strategy workshop with key stakeholders and a review of fundraising.

Dr Murthy commented that there would be a benefit to including representation from the Council of Governors as part of the review and the wider management of the Trust's charity. The Chairman agreed stating that Governors would provide a useful contribution and would consider channels of engagement going forward.

It was resolved: to **receive** the update.

iii) **Matters Arising from the Informal Governors Meeting**

Dr Valentine **provided** an update detailing the salient points raised during the informal meeting, being:

- The content of the Governor induction programme was discussed and a suggestion was made to consider reviewing the content of the programme in light of the changes in both the internal and external environment over the previous year. The Trust Secretary confirmed that the induction programme was reviewed annually prior to the next round of Governor inductions.
- It was recommended that the recent Estates Strategy presentation delivered by the Director of Estates to the Business and Development working group would be beneficial for delivery to the full Council of Governors either at a future Governor training session or a Governor Workshop. The Trust Secretary agreed to schedule [**ACTION03**].
- Governors discussed attendance at specific national and local meetings, training opportunities and networking events for Governors. The Trust Secretary confirmed that she would continue to circulate to Governors any specific Governor national and local meetings/events that she was made aware of via email.
- Provision of Governor meeting papers was discussed with some concerns noted regarding the use of plastic packaging. The Deputy Trust Secretary confirmed she would seek clarity over the plastic packaging used and advised that further consultation with Governors would be undertaken on the distribution of meeting papers due to the Trusts move to become 'paperlite'. The Trust Secretary added that she was liaising with the Trust IT department regarding the historic action on Governor email accounts [**ACTION04**].
- It was suggested that further integration with the Trust's Junior Doctor contingent would be beneficial and suggestions to improve engagement were welcomed.

In relation to email addresses for Trust Governors, Mrs Yanez suggested that NHS.net email accounts may be beneficial and Mr Warner advised that use of a generic Governor email address for queries from staff or the public be explored. The Trust Secretary confirmed that some generic email accounts had historically been created and these were being reviewed with the Trust IT Department.

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Governors were reminded to contact the Deputy Trust Secretary with any further potential topics to be covered in the private Governors workshop to be held in July 2019.

Governors highlighted that access to Trust Wi-Fi, the number of electric charging points in meeting rooms and the use of the Trust website required consideration as part of the transition to 'paperlite'.

It was resolved: to (i) **receive** the update from the Informal Governors Meeting, (ii) for the Deputy Trust Secretary contact Governors to ascertain the preferred method of receipt of Governor documentation.

iv) Meeting Action Log

The progress in relation to the actions listed was noted.

The Deputy Trust Secretary advised of the following:

- Action 37: Following consultation with the Young Persons Advisory Group (YPAG), a meeting had been scheduled with the Directorate Manager of Children's Services to ascertain the scale of the matter with a view to providing an update at the September meeting of the Council.
- Action 68: A photographer would be in attendance at the July Governor workshop to take photographs of Governors to accompany profiles on the Trust's website to improve visibility.
- Action 73: It was advised that the Charlie Bear for Cancer Care charity had agreed to assist in the redevelopment of outside space for cancer patients and further updates on progress would be received by the Council in due course.

In relation to the overdue action on the log - Action 45 pertaining to Governor Disclosure and Barring Service (DBS) checks – the Deputy Trust Secretary advised that the outstanding Governor would be providing the necessary documentation today to progress their application.

It was resolved: to (i) **receive** the action log and note the progress.

vi) Chief Executive's Report

The Chief Executive provided a verbal report and noted the following points:

- Collaboration with the Trust's partners in system working across the region continued, with the Trust strengthening its partnerships with Northumbria Healthcare NHS Foundation Trust and Gateshead Health NHS Foundation Trust. A specific focus had been placed on considering the allocation of funds and contracting arrangements.
- The Trust had ended the financial year 2018/19 in a strong position despite the challenges in delivering a significant Cost Improvement Programme (CIP), with the vast majority of Trust targets being achieved. The Trust had achieved the 4 hour

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waiting time target for the year, despite a marked increase in patient growth and acuity which further strengthened the achievement.

By achieving the agreed Control Total and delivering the 4 hour waiting time target, the Trust received additional Provider Sustainability Funding (PSF) from NHS Improvement (NHSI). Staff would be consulted in the coming weeks to consider how the additional PSF could be best utilised to benefit patients and the services the Trust provides.

- In relation to the publication of the results of the CQC inspection, it was anticipated that an announcement would be made in the last week of May 2019. Briefings would be circulated as soon as possible to Staff and Governors.
- The Trust was in the process of recruiting a Director of Enterprise and Business Development, to fill the vacant Director of Business and Development post. The title for the post had been broadened to include 'Enterprise' to assist the Trust in creating a pipeline of developments to generate income from external parties. Interviews and focus groups were scheduled for the 11th June.

[The Chief Executive left the meeting at 14:06.]

It was resolved: to receive the report.

v) Chairman's Report

The Trust Chairman provided a verbal report and highlighted the following areas to note:

- The Chairman advised of the lecture tour he had undertaken in New Zealand, Singapore and the United States, noting how the Trust could learn from international colleagues in raising charitable funds through for example building 'sponsors'. Governors discussed the importance of fundraising, particularly utilising large regional events such as the Great North Run.
- The Trust continued to develop its Governance structure with assistance from the Good Governance Institute (GGI). This had allowed the organisation to both streamline and modernise the way in which it seeks and gains assurance and has re-focused Board and Committee agendas to concentrate on strategic matters. The Chairman outlined the new Committee Structure, explaining how all were chaired by Non-Executive Directors, supported by an Executive Director lead.
- The Chairman led a meeting at the Centre for Chairs and Non-Executive Directors across the region to focus on the future of system and collaborative working, through the creation of alliances, partnerships and networks. The difficulties in developing more integrated working arrangements due to a lack of statutory 'flexibility' was noted.

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- Lord Prior, chair of NHS England (NHSE) visited the region and spent a day in the Trust visiting the Emergency Department (ED), the Special Care Baby Unit (SCBU), the Catheterisation Lab at the Freeman Hospital and the Northern Centre for Cancer Care (NCCC). The importance of capital investment in ageing buildings with restricted space was discussed during the visit. Lord Prior also met a patient receiving the innovative new CAR-T cell therapy treatment.

The Deputy Trust Secretary advised that Dr Tobias Menne, Consultant Haematologist and Dr Geoff Shenton, Consultant Paediatric Oncologist, would be attending the Members Event in June 2019 to discuss the Trust's delivery of CAR-T cell therapy.

Professor Burn advised that he had been notified by Professor Volker Straub, Honorary Consultant Clinical Geneticist, that today a patient with spinal muscular atrophy type 1 was successfully administered with systemic gene therapy using a viral vector infusion. He advised that this was a further example of the Trust delivering cutting edge therapies.

Dr Murthy requested further clarity on the governance arrangements regarding the creation of Integrated Care Systems. The Chairman advised that such arrangements were under development.

The Executive Chief Nurse advised that in cases where a substantial change was proposed to the provision of a service or services, then a wider public consultation would take place.

It was resolved: to **receive** the report.

vii) Nominations Committee Update

Mr Stewart-David provided the update, noting that the Committee had not met since the last meeting of the Council.

As mentioned previously, Ms Baker will commence formally as a Non-Executive Director on 1 July 2019.

It was advised that the next meeting of the Committee would discuss Governor membership to ensure ongoing quoracy; as well as Non-Executive Director succession planning. Mr Stewart-David concluded that individual meetings with Non-Executive Directors would be scheduled for the coming weeks to discuss roles within the revised Committee structure.

It was resolved: to **receive** the report.

viii) Governor Elections 2019

The Trust Secretary presented the report, noting the following points:

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- Governors were reminded that the closing date for ballot papers to be received in the elections was 31 May, with 10 Governorships being up for election this year.
- It was advised that the appointed Governor from Newcastle City Council, Councillor Marion Williams, was unsuccessful in retaining her seat in the recent local elections and therefore a new appointed Governor would be sought. This would be determined at a City Council meeting on 22 May.
- There were no nominations for the vacant Staff seats in Medical and Dental and Volunteers. The Governors were advised that either the seats could be held over as vacant until the 2020 elections or the election could be rerun this year following a communications campaign to raise the profile of the elections with those specific staff groups across the Trust.
- Regarding the charity appointed Governor, it was advised that the Newcastle Council for Voluntary Service (NCVS) were no longer able to facilitate the offer to assist with the process. Therefore, Governors were asked to consider any additions to the suggested charities associated with the Trust as outlined in the report and make them known to the Trust Secretary by 30th May 2019 prior to communications being sent out to invite offers of interest.
- It was advised that a small number of queries had been received regarding the issuing of the election papers and these queries would be resolved as soon as possible with the Trust elections provider.

Governors **agreed** that the election process for the Medical and Dental and the Volunteer Staff seats be re-run following an awareness raising campaign rather than waiting until 2020 for the next round of elections.

A discussion ensued regarding whether staff should 'opt out' rather than 'opt in' to Trust membership. Mr Cranston advised that the next meeting of the Community Engagement and Membership Working Group would include a discussion on membership levels.

The Deputy Trust Secretary advised that a membership stall would be included within the 'Summertime Special' summer event to be held in July which would allow staff the opportunity to sign up as members and asked that Governors assist with the management of the stall. The Deputy Trust Secretary agreed to contact Governors with the information **[ACTION05]**.

The Chairman agreed to draft an email to be sent to new members of staff to highlight the importance of membership **[ACTION06]**. Ms Colvin-Laws advised that a 'first day kit' was currently under development for new starters to provide further organisational information in addition to that shared at induction. A message from the Chairman could be included in this.

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In relation to the election process, the Trust Secretary advised that the method of voting (either by post or email) was determined by an individual's agreed communication preferences.

It was resolved: to (i) **receive** the report, (ii) that the election process for the staff seats in Medical and Dental and Volunteers be **re-run** following an awareness raising campaign, (iii) that Governors **propose** any additions to the list of charities outlined in the paper for up to two weeks following the meeting of the Council and (iv) that the Chairman draft an introductory email to new starters to include detail around membership.

It was resolved: to **receive** the report.

19/13 REPORTS FROM GOVERNOR WORKING GROUPS

i) Quality of Patient Experience Working Group Report

Dr Lucraft presented the report with the following points to note:

- Governors expressed their gratitude to Mrs Houlston, a long standing member of the working group, whose term of office was scheduled to end on 31st May. It was advised that four members of the working group were also up for re-election in this election round.
- Visits to Wards 1a and 1b (RVI), Ward 37 (RVI) and Wards 24 and 24a (FH) were noted with overwhelmingly positive observations. Potential improvements were noted as:
 - Ward 1a – the parent's room was sparsely furnished.
 - Ward 1b – would benefit from tracking within the bays.
 - Ward 37 – would benefit from a relative's room, to which Dr Laws advised that there was a relative's room however this was situated in a link corridor between the Burns Unit and Intensive Care Unit (ICU).
- A visit to the SCBU was described noting that since the inception of the Unit in 1993, survival rates of premature babies had improved exponentially thus putting further pressure on the space currently in use. The Unit was noted to be well supported by the Tiny Lives Fund.
- It was noted that Dr Lucraft attended the Clinical Effectiveness, Audit and Guidelines Committee (CEAG) where Trust successful involvement in the Care at End of Life Audit and Prostate Cancer Audit was discussed.

The Assistant Medical Director advised in relation to discussion around End of Life Care, the Trust was in receipt of a generous anonymous donation that would be utilised to provide improved relatives room facilities for those visiting patients receiving palliative care. It was proposed that the area would be open for use during summer 2019.

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In relation to feedback regarding dissatisfaction with menu choices provided on Ward 1a (RVI), Mrs Houlston advised that the Catering Manager had been notified and would be investigating the matter as there had been no previous notification of such issues.

It was resolved: to **receive** the report.

ii) Business Development Working Group Report

Dr Valentine provided the following points to note:

- The April meeting of the group had been cancelled due to the Easter break.
- As mentioned earlier, at a previous meeting, a presentation from the Director of Estates was positively received providing further detail into the Estates strategy.
- Some members of the working group recently attended the Safeguarding Training held at Newcastle Civic Centre.
- A presentation from the Interim Director of Business and Development had been received at the May meeting to provide further insight into Service Improvement and the Trust's work with McKinsey and Company on the Sustainability Programme.
- It was advised that the group would be working toward better engagement with Trust Non-Executive Directors. Dr Valentine expressed the group's desire to become involved with the Trust's Audit Committee given the group's role in assisting with the procurement of the external auditors.

The Chairman advised that in the revised Committee structure, there was provision for Governor attendance at Committee meetings going forward. The Trust Secretary advised that Governor attendance at such meetings would be discussed during the Governor workshop in July.

Dr Valentine queried the current funding status of the proposed relocation of Cardiothoracic services from the Freeman to the RVI. The Chairman advised that the matter was yet to be resolved as national capital funding had not yet been secured.

It was resolved: to (i) **receive** the report.

iii) Community Engagement and Membership Working Group Report

Mr Cranston provided the following points to note:

- The group discussed the plans to refresh the Trust's website and noted that a number of actions to increase membership had been agreed but had been delayed whilst the new website was procured.

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- At the next meeting, the group would discuss their terms of reference and membership levels.
- Two additional Governors have joined the group since the last meeting of the Council. Their contribution had been warmly received.
- It was suggested that a future Members Event topic be scheduled to provide further insight into partnership working across an Integrated Care System (ICS).

The Deputy Trust Secretary advised that the Members Event in September would celebrate the Trust's links to the Armed Forces with presentations from Katie Watson, Trust Chaplain, and Dr Rachel Hawes, Consultant Anaesthetist. Further Professor K McCourt, Non-Executive Director, would also be in attendance to discuss her role as an Honorary Colonel.

Miss Colvin-Laws highlighted that the group had also discussed whether the membership age should be lowered to 16 from 18 years old as the Trust currently employed staff from the age of 16. The Trust Secretary advised that constitutional amendments were required to allow for a change in membership age.

It was resolved: to receive the report.

19/14 QUALITY AND PATIENT SAFETY

i) Integrated Quality Report

The Executive Chief Nurse presented the report highlighting the following areas:

- In relation to Healthcare Associated Infections (HCAIs), the data presented an improving picture with the Trust cognisant that there was further progress to be made. Additionally, further positive progress had been made with falls, with a rate of 5.5 falls per 1000 occupied bed days maintained, and 38 Wards had achieved a 20% reduction in Pressure Ulcers.
- The rate of incident reporting had increased in the staff survey results which was indicative of the Trust's safety awareness culture.
- The ongoing utility of the Friends and Family test would be considered in the coming year to ensure that it remains a useful barometer for the Trust.
- The report detailed improvements made in relation to Safeguarding, particularly with Deprivation of Liberty Safeguards (DoLS). Progress in relation to the Trust's compliance with mandatory training for counter-terrorism PREVENT training had been made with the Trust working towards the 85% completion rate, however the numbers trained was still lower than desired.

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- The report detailed the Trust's 2019/20 quality priorities in the Quality Account.

The Assistant Medical Director advised that in relation to Trust involvement in national audits, Newcastle Hospitals was rated the best in the North East for its two year mortality results for the bowel cancer audit. In addition, work continued to ensure that appropriate documentation was completed for Do Not Attempt Cardio Pulmonary Resuscitation (DNACPR) as part of the recommendations arising from the national audit for care at the end of life.

Regarding pressure ulcers, Dr Murthy queried what support was being given across the Trust to assist in continuing improvement. The Executive Chief Nurse advised that a business case requesting investment to create a consistent approach across the Trust had been submitted.

The Council discussed detail around complaints particularly those that had been defined as 'misleading information'. Dr Hammond suggested that some could be attributed to failures in systems and procedures to which the Executive Chief Nurse advised that the Trust would soon be implementing a revised appointment booking system which would assist in providing more consistent processes and approaches to appointment bookings.

The Chairman advised that going forwards an acknowledgement would be sent from his office to any complaint addressed directly to him before it was subsequently dealt with through the Trusts complaints process.

It was resolved: to receive the report.

19/15 PERFORMANCE AND DELIVERY

i) 2018/19 Month 12 Finance Report

The Assistant Finance Director presented the Month 12 finance report:

- The year-end figures presented in the report demonstrate a £24.3m surplus. This was achieved following an initial surplus of £127k prior to receipt of Provider Sustainability Funding (PSF).
- PSF was allocated to the Trust following the achievement of the Control Total and the 95% 4hour Accident and Emergency target.
- The Trust maintained a strong cash position at £94.7m, however this was put into context that it would equate to around one month's payroll for the organisation.
- The Trust spent £34.8m on its Capital Programme which was higher than estimated. This was due to costs relating to IT and Trust infrastructure.
- The Trust finished the year with a financial risk rating of 1.

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- The Cost Improvement Programme (CIP) for the year proved a challenge to deliver and would continue to test the organisation in 2019/20. The Trust would continue its partnership with McKinsey and Company to assist in the delivery of its sustainability and improvement plan going forward.

The Council commended the Finance Department in achieving a surplus given the challenging financial landscape.

It was resolved: to receive the report.

19/16 ITEMS TO RECEIVE

i) Update from Committee Chairs and Any Other Business

[The Chief Operating Officer joined the meeting.]

Mr Jowett, Non-Executive Director, presented a verbal report regarding the newly established People Committee following its inaugural meeting in April 2019:

- It was noted that the creation of a People Committee was relatively uncommon within the NHS however the Board had agreed that such a Committee gives the Trust a unique view on its employees, and will provide assurance to the Board that people related issues are being addressed appropriately.
- The Committee would consider matters related to:
 - People related strategy and policies.
 - Leadership development.
 - People related risks, particularly around recruitment and retention.
 - Organisational structure.
 - Education and Training.
 - Leadership Walkabouts.
 - Key issues affecting staff and the communications around these issues.
- The Committee agreed that the Terms of Reference would remain flexible to allow the Committee to adapt its agenda to changes in the internal and external environment.

Mrs Perfitt queried the Committees membership to which Mr Jowett advised it was still under review and would likely change over the course of the initial meetings. It was noted that in addition to Mr Jowett, Professor McCourt and Mr Godfrey would attend from the Non-Executive Directors. The Director of HR would be the Executive Lead for the Committee and would be supported by staff from Human Resources who would attend the quarterly meetings. The Director of Communications and Engagement and the Chief Operating Officer were also current members.

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It was noted that a representative from the Council would be sourced to observe future meetings in addition to reports being made available through the public session of the Board of Directors.

It was resolved: to **receive** the updates.

ii) **Date and Time of Next Meeting**

The next formal meeting was confirmed as **Thursday 19 September 2019** in Function Rooms 137 and 138, Education Centre, Freeman Hospital.

A Private Council of Governor and Non-Executive Director workshop would be held on **Thursday 18 July 2019** in Function Rooms 137 and 138, Education Centre, Freeman Hospital.

There being no further business the meeting closed at 3:36pm.

GOVERNORS' ATTENDANCE 16 MAY 2019

A	Mr Derrick Bailey	Y
2	Mr Graham Blacker	Y
3	Mr Paul Briggs	Y
2	Mr Terrance Coleman	Y
S	Miss Dani Colvin-Laws	Y
2	Mr Steven Cranston	Y
1	Miss Ruth Draper	Apologies
2	Mrs Carole Errington	Apologies
A	Professor A Fisher [Newcastle University]	Y
1	Mr David Forrester	Y
S	Mrs Barbara Goodfellow	N
1	Dr Vanessa Hammond	Y
2	Ms Catherine Heslop	Y
S	Mrs Eleanor Houlston	Y
1	Mr Bill Ions	Y
S	Dr Phil Laws	Y
2	Dr Helen Lucraft	Y
2	Mr Matthew McCallum	Y
1	Mrs Jean McCalman	Y
S	Mrs Victoria Mitchinson	N
3	Dr Lakkur Murthy	Y
1	Mrs Susan Nelson	Y
2	Mrs Carole Perfitt	Y
2	Mr Paul Richardson	Apologies
3	Dr Michael Saunders	Apologies
1	Mr David Stewart-David	Y
2	Mr Derek Thompson	Apologies
1	Dr Eric Valentine	Y
3	Mr Michael Warner	Y
A	Professor Andrew Wathey	Y
A	Councillor Marion Williams	N
2	Mr Fred Wyres	N
1	Mrs Pam Yanez	Y
A	Vacant (Charity)	N/A
S	Estates and Ancillary	N/A

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Council of Governors Meetings Actions

Agenda item: 3

Log Number	Action No	Minute Ref	Meeting date where action arose	ACTIONS	Responsibility	Notes	Status
45	ACTION01	18/36 Statutory Business iv) Chairman's Report	19th July 2018	Council of Governors agreed with the proposal for all current, existing and future Governors to have DBS checks. Mrs Jupp agreed to action.	K Jupp/ F Darville	<p><u>11/09/18</u> - Action in progress. HR to attend prior to September meeting to assist with documentation required for check to be undertaken.</p> <p><u>20/09/18</u> - HR attended prior to the CoG to assist Governors with applying for DBS clearance. Further sessions will be arranged to ensure all Governors have completed the necessary checks.</p> <p><u>09/11/18</u> - This action is still in progress as the remaining Governors undergo the relevant checks.</p> <p><u>05/12/18</u> - As of this date, there are two Governors who are required to complete their DBS checks.</p> <p><u>07/01/19</u> - Further reminders have been sent to those Governors that have yet to complete the DBS approval process.</p> <p><u>12/02/19</u> - There were still two Governors that require completion. One had been submitted but no response received as yet and the other was yet to be commenced.</p> <p><u>07/03/19</u> - There is only one Governor who needs to complete the process. A reminder has been sent out this week with the offer to complete the process in advance of the March meeting.</p> <p><u>05/04/19</u> - As the remaining Governor was not present at the last meeting, further communication has been made to attempt to resolve the matter.</p> <p><u>02/05/19</u> - Further contact has been made with the outstanding Governor to complete the process.</p> <p><u>16/05/19</u> - Proof of Identification obtained and forwarded to HR.</p> <p><u>31/05/19</u> - Final Governor completed DBS checks. Action closed.</p>	

Log Number	Action No	Minute Ref	Meeting date where action arose	ACTIONS	Responsibility	Notes	Status
37	ACTION 1	18/27 Minutes of Meeting held on 27th March 2018, Matters Arising and Action Log (i) ACTION14	17th May 2018	Mrs Perfitt asked whether a contribution could be sought from the associated charities to fund the extension to free TV usage in Childrens Wards to which Mr Bedlington explained that the charity did provide a number of 10% discount cards for patients. Mrs Perfitt agreed to discuss the matter further via the Quality of Patient Experience Working Group.	F Darville	<p><u>09/11/18</u> - Mrs Perfitt noted that this was not a Governors' matter and it was agreed to remove this from the Council's action log and progress through Executive action.</p> <p><u>07/01/19</u> - Action reinstated to track progress. Matter discussed at a Trust Executive Team meeting in December 2018 and agreed to consider running a survey for patients following a review of the contract. An update will be given at the next meeting of the Council.</p> <p><u>17/01/19</u> - It was advised at the meeting that the contract was currently under review.</p> <p><u>15/03/19</u> - Following discussion with the Head of Patient Experience, the Deputy Trust Secretary to attend the Young Persons Advisory Group to discuss TV provision.</p> <p><u>27/03/19</u> - YPAG to survey attendees at meeting on 9th May to gauge response and provide clarity as to situation within the directorate. A response will be provided at the May meeting of the Council.</p> <p><u>08/05/19</u> - Meeting between Dep. Trust Secretary, Childrens Services Directorate Manager and Lead for the Young Person's Advisory Committee to take place mid June with a presentation to take place at the September Council meeting to resolve action.</p> <p><u>22/08/19</u> - Following meeting with Children's Services, it was noted that there had been no complaints regarding provision of TV on Childrens Wards. It was advised that there were a number of tablets, DVDs and games consoles available for Children. The Directorate also advised that a host of activities were provided such as:</p> <ul style="list-style-type: none"> - Play Specialists - Clown Doctors - Bedtime Story initiatives - 15 school teachers. <p>The Wi-Fi network was to be upgraded and a satisfaction survey would be carried out following this. The QPE group were invited to attend the service. Action now closed.</p>	

Log Number	Action No	Minute Ref	Meeting date where action arose	ACTIONS	Responsibility	Notes	Status
67	ACTION02	19/01 Business Items iii) Matters Arising from the Informal Governors Meeting	17th January 2019	It was suggested that a mentoring scheme be established to align new Governors to existing Governors following the induction process to provide a further information sharing and support mechanism. The Trust Secretary agreed to consider mentoring options during the Governor Elections process for 2019 [ACTION02] .	K Jupp	<u>14/03/19</u> - Governors election process due to commence in April 2019 therefore Trust Secretary to meet with the Trust Nominations Committee Chair during April to discuss the matter further. <u>10/05/19</u> - Meeting scheduled for Monday 13 May 2019 between K Jupp & David Stewart-David to discuss requirements. <u>12/09/19</u> - Email to gather expressions of interest sent to all Governors. Responses are being collated with an update to be provided during the private Corporate Governance update session for Governors at the September 2019 meeting.	
68	ACTION03	19/01 Business Items iii) Matters Arising from the Informal Governors Meeting	17th January 2019	Members of the group requested that the profile of Trust Governors be raised via promotion on the website and other platforms. The Deputy Trust Secretary agreed to discuss with the Trust Communications Team [ACTION03] .	F Darville	<u>14/03/19</u> - Meeting scheduled for the 15th of April with the Trust Communications Team to discuss strategies for raising profile of Trust Governors. Update to be provided during the Trust Secretary update for Governors on 21st March 2019. <u>08/05/19</u> - Photographs of Governors to accompany profiles to be taken during the July Governors workshop. <u>06/08/19</u> - Photos taken at July Workshop - photos for those unable to attend are being collated. <u>22/08/19</u> - There are a small number of photographs to collate prior to inclusion on the Trust website. A quote has been requested for the production of posters and banner stands and photos are to be included in the Annual Report.	
73	ACTION08	19/02 Reports from Governor Working Groups i) Quality of Patient Experience Working Group Report	17th January 2019	Dr Pedley stated that as co-chair of the Charlie Bear Foundation, he would take this forward as an area that the charity may consider funding regarding the courtyard usage [ACTION08] .	I Pedley	<u>12/02/19</u> - Update requested. <u>12/03/19</u> - Matter to be discussed at the next Charlie Bear meeting scheduled for the 5th of April. <u>08/05/19</u> - Update requested. <u>16/05/19</u> - It was advised that the Charlie Bear for Cancer Care charity had agreed to assist in the redevelopment of outside space for cancer patients. Action closed.	

Log Number	Action No	Minute Ref	Meeting date where action arose	ACTIONS	Responsibility	Notes	Status
76	ACTION11	19/04 STRATEGY i) Governor Working Group Review	17th January 2019	The paper outlined actions to be completed, which include a revision of the Terms of Reference. The Deputy Trust Secretary agreed to follow up responses from each working group and collate opinion to further inform the Trust wide governance review [ACTION11] .	F Darville	<u>12/03/19</u> - Terms of References have been discussed at 2 of the 3 working groups - CEM to discuss at the April meeting of the group. Following feedback of all comments, amendments will be considered collectively in light of the wider Trust governance review and will be discussed at the Governor workshop in July 2019. <u>06/08/19</u> - Discussed as part of the July Governors workshop. Review ongoing as part of Constitution and Governance review.	
80	ACTION04	19/08 Reports from Governor Working Groups i) Quality of Patient Experience Working Group	21st March 2019	Mr Ions described his visit to Ward 19 (FH), which cared for Orthopaedic patients and noted the efficient way in which staff cared for patients. It was recommended that a review be undertaken to consider the replacement of toilet doors, which were difficult to use, and the removal of three shower trays, which impeded access. Mr Ions requested that the matter be raised with the Director of Estates to which the Deputy Trust Secretary agreed to facilitate [ACTION04] .	F Darville	<u>10/05/19</u> - Matter has been raised with the Director of Estates. Issue has been progressed within the Estates department and will be progressed by Gavin Evans, Deputy Director of Estates. <u>10/06/19</u> - The door closers have been removed from the toilet doors. Due to the construction of the area, conversion of the showers to walk in wet rooms will involve a significant building work therefore the Ward have been asked to complete and submit a Business Case which is being awaited.	
81	ACTION05	19/08 Reports from Governor Working Groups i) Quality of Patient Experience Working Group	21st March 2019	Mrs Yanez requested that further work be undertaken in attempt to resolve issues in relation to parking and the ambulance service for patients on kidney dialysis. The Interim Director of Business and Development advised that discussions were ongoing in this regard and would seek a status update from Ms Melanie Cunningham, Trust Wide Patient Flow Manager, and report back to the Council [ACTION05] .	K Simpson	<u>10/05/19</u> - Update to be provided at the May meeting of the Council. <u>15/05/19</u> - It was advised that the Deputy Finance Director and the Assistant Director for Contracting and Performance have agreed with the CCG that these patients can have a taxi booked directly through the Trusts booking system rather than using NEAS. Feedback provided to Mrs Yanez.	

Log Number	Action No	Minute Ref	Meeting date where action arose	ACTIONS	Responsibility	Notes	Status
82	ACTION06	19/11 Items to Receive i) Any Other Business	21st March 2019	The Trust Secretary advised that work was underway to review and update the Trust's Constitution. An initial piece of work to assess potential amendments required had been undertaken by DAC Beachcroft and the Trust Secretary advised that Governors interested in being involved with the review process would be contacted in due course. The Deputy Trust Secretary agreed to contact Governors once the process for the review had been finalised [ACTION06].	F Darville	<u>08/05/19</u> - Action on hold whilst finalisation of governance structure work. <u>11/06/19</u> - The Trust has procured the services of law firm DAC Beachcroft to undertake a three part review of the Trust's Constitution which will involve a presentation at the July CoG workshop. <u>06/08/19</u> - Detailed Workshop session scheduled for 8th August at DAC Beachcroft offices. Paper to be brought to September Governors meeting. <u>22/08/19</u> - Paper on agenda for September meeting.	
84	ACTION01	19/12 Business Items ii) ii) Minutes of the Meeting held on 21 March 2019 and Matters Arising	16th May 2019	Dr Murthy advised of his recent attendance at an NHS Providers Governor Focus 2019 event, noting that the presentations were available online for dissemination to the wider Council. The Deputy Trust Secretary agreed to circulate the link to the presentations to all Trust Governors [ACTION01].	F Darville	<u>21/05/19</u> - Presentations shared.	
85	ACTION02	19/12 Business Items ii) ii) Minutes of the Meeting held on 21 March 2019 and Matters Arising	16th May 2019	Dr Murthy asked that the current process for booking tickets for Governor travel be reviewed to ensure the most cost efficient travel options were being utilised. The Trust Secretary agreed to feedback the comments raised by Dr Murthy [ACTION02].	K Jupp	<u>06/08/19</u> - Comments raised by Dr Murthy fed back to Supplies and Procurement 07.08.19. Procurement were unable to see the link Dr Murthy had sent through but were confident that the difference in cost would have been due to booking a standard open ticket rather than a standard single return. An open ticket is sometimes booked on a journey from London so if the event finishes early/late the person can board any train. It is not Trust Policy to book First Class Tickets.	
86	ACTION03	19/12 Business Items iii) Matters Arising from the Informal Governors Meeting	16th May 2019	It was recommended that the recent Estates Strategy presentation delivered by the Director of Estates to the Business and Development working group would be beneficial for delivery to the full Council of Governors either at a future Governor training session or a Governor Workshop. The Trust Secretary agreed to schedule [ACTION03].	K Jupp	<u>06/08/19</u> - Rob Smith to attend January 2020 Council of Governors meeting.	

Log Number	Action No	Minute Ref	Meeting date where action arose	ACTIONS	Responsibility	Notes	Status
87	ACTION04	19/12 Business Items iii) Matters Arising from the Informal Governors Meeting	16th May 2019	Provision of Governor meeting papers was discussed with some concerns noted regarding the use of plastic packaging. The Deputy Trust Secretary confirmed she would seek clarity over the plastic packaging used and advised that further consultation with Governors would be undertaken on the distribution of meeting papers due to the Trusts move to become 'paperlite'. The Trust Secretary added that she was liaising with the Trust IT department regarding the historic action on Governor email accounts [ACTION04] .	F Darville	<u>20/05/19</u> - An email to Governors was sent out on the 17th of May detailing that the plastic packaging used was fully recyclable and Governors were asked to state their preference for receipt of papers going forward. Regarding Governor email accounts, the Trust Secretary agreed to update as part of the Corporate Governance update session at the September meeting.	
88	ACTION05	19/12 Business Items viii) Governor Elections 2019	16th May 2019	The Deputy Trust Secretary advised that a membership stall would be included within the 'Summertime Special' summer event to be held in July which would allow staff the opportunity to sign up as members and asked that Governors assist with the management of the stall. The Deputy Trust Secretary agreed to contact Governors with the information [ACTION05] .	F Darville	<u>11/06/19</u> - Email sent to Governors to request volunteers.	
89	ACTION06	19/12 Business Items viii) Governor Elections 2019	16th May 2019	The Chairman agreed to draft an email to be sent to new members of staff to highlight the importance of membership [ACTION06] . Ms Colvin-Laws advised that a 'first day kit' was currently under development for new starters to provide further organisational information in addition to that shared at induction. A message from the Chairman could be included in this.	Prof Sir John Burn	<u>11/06/19</u> - Email in draft. To be shared and approved by the Chairman. <u>22/08/19</u> - Chairman message included in 'First Day Kit'.	

Key:

Red = No update/Not started
Amber = In progress
Green = Completed

Future Presentation Topics:
Car Parking - TBC

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COUNCIL OF GOVERNORS

Date of meeting	19 th September 2019		
Title	Chairman's Report		
Report of	Sir John Burn, Chairman		
Prepared by	Kelly Jupp, Trust Secretary		
Status of Report	Public	Private	Internal
	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Purpose of Report	For Decision	For Assurance	For Information
	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Summary	The content of this report outlines a summary of Chairman activity and key areas of focus since the previous Council meeting.		
Recommendations	The Council of Governors are asked to note the contents of the report.		
Links to Corporate Objectives	<ul style="list-style-type: none"> • Putting patients first and providing care of the highest standard focusing on safety and quality. • Maintaining sound financial management to ensure the ongoing development and success of our organisation. • Enhancing our reputation as one of the country's top, first class teaching hospitals, promoting a culture of excellence in all that we do. 		
Links to Strategy and Clinical Risks	NA		
Impact	Tick yes or no as appropriate	Yes	No
	Quality and Safety		x
	Legal		x
	Financial		x
	Human Resources		x
	Equality and Diversity		x
	Engagement and communication	x	
	Sustainability		x
	If yes, please give additional information: Provides an update on key matters.		
Reports previously considered by	Previous reports presented at each meeting.		

CHAIRMAN'S REPORT

As summer slips into memory our focus is now on the Annual Members' Meeting and further progress for our hospitals in the coming year. At an organisational level, we will continue to work with our Trust Governors to better align the governor working groups to the revised Trust Board Committee structure. This will enable more streamlined communication channels between our Board members and Governors.

Rather than holding a formal Governors meeting in July, we agreed to hold a more informal joint workshop for Trust Governors and Board members. During the workshop, we discussed a number of important areas, including the refreshed Trust Strategy, governance structure changes and the Trust Constitution review. Feedback from the workshop was very positive.

An important meeting of the Nominations Committee compared its structure with counterparts in other Trusts and recognised that we were an outlier in terms of chairmanship and composition. Committee members therefore agreed to recommend some changes to the membership of the Committee as outlined in agenda item 7. I also completed the appraisal of the Non-Executive Directors, and in turn I myself was appraised, with the appraisals undertaken being reported back in detail to the Committee, there being no concerns.

Dame Jackie has asked me to join the discussions around our need for further capital investment to deliver our Estates Strategy. In addition to the very welcome contribution from the Government to allow us to move our paediatric cardiology team to the Royal Victoria Infirmary (RVI), we also need to address the pressing need to expand facilities alongside the Leazes Wing. We hope to report more on this later in the year.

I was delighted to take part in the well-attended Pride Event on 20th July and have now joined the LGBTQ Allies group organised by our Chief Operating Officer, Martin Wilson.

The senior LGBTQ Allies group has been established as part of one of our Trust Values "We are inclusive – Everyone is welcome here", and is another visible way on top of the roll out of NHS Rainbow Badges and lanyards, of showing the leadership and support that we can all bring to making the Trust a great place to be a patient and to work.

A Channel 4 team made a major piece for the news around our decision to be the first NHS organisation to declare a Climate Emergency. This aligned us with our partners in the City and Greater Manchester Health and Social Care Partnership have now followed our lead.

Visitors to the Trust in recent months have included the new Mayor of North of Tyne, Jamie Driscoll and our NHSI/E North East and Yorkshire Regional Director Richard Barker.

I was privileged to attend the opening and closing events of the amazing World Transplant Games on behalf of the Trust and meet with some of the 1,500 inspiring athletes. This joyous occasion wonderfully supported by our staff was followed by the Great North Run

Agenda item 4

where I attended the opening event including being able to send off the 150 staff members in the NHS Blue Wave doing the 5 kilometre run in Gateshead. I really enjoyed running with the team and have decided to aim for being part of the half marathon team next year after more than a decade in running “retirement”. My decision was also inspired, of course, by our irrepressible Chief Executive who I met at the finish line in South Shields after her triumphant first completion of the course, raising money for the Great North Children’s Hospital.

Congratulations to all our staff and volunteers who took part. I hope we can achieve an even bigger turnout next year to celebrate the 40th Great North Run and test out our ambition to raise the profile of our Charity even further, with increased fundraising for the benefit of our patients.

Report of Professor Sir John Burn
Chairman
10th September 2019

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COUNCIL OF GOVERNORS

Date of meeting	19 th September 2019		
Title	Nominations Committee Update		
Report of	David Stewart-David, Nominations Committee Chair		
Prepared by	Kelly Jupp, Trust Secretary		
Status of Report	Public	Private	Internal
	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Purpose of Report	For Decision	For Assurance	For Information
	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Summary	The content of this report outlines a summary of the Nominations Committee business since the previous Council meeting held in May 2019 for information and requires a number of decisions to be made by the Council of Governors.		
Recommendations	<p>The Council of Governors are asked to:</p> <ul style="list-style-type: none"> i) Approve the renewal of Mr Jowett's second term of office for three years from 1st November 2019. ii) Support the exploration of the creation of Associate NED roles through the work being undertaken by DAC Beachcroft as part of the Constitution review and update exercise. iii) Endorse the continuation of Dr Saunders' as a Committee member until the 31st May 2020. iv) Approve the updated Terms of Reference as attached in Appendix C. v) Note that an updated NED succession policy and an updated NED expenses policy will be brought back to a future Council meeting for approval. vi) Endorse the Chairman and NED objectives as outlined in Appendix B. 		
Links to Strategic Goals	Putting patients first and providing care of the highest standard focusing on safety and quality.		
Risks identified	No direct risk identified.		
Impact	Tick yes or no as appropriate	Yes	No
	Quality and Safety		X
	Legal	X	
	Financial		X
	Human Resources		X
	Equality and Diversity		X
	Engagement and communication	X	
	If yes, please give additional information: Routine update to communicate to Council members.		
Reports previously considered by	Regular report.		

NOMINATIONS COMMITTEE UPDATE

1. COMMITTEE MEETINGS

The Committee met on the 15th August 2019 and considered the following key items that are set out in further detail in the sections below:

- Non-Executive Director Terms of Office and Associate Non-Executive Directors;
- The Committee Terms of Reference, including Committee membership and succession planning; and
- Non-Executive Director succession planning and expenses policy.

2. NON-EXECUTIVE DIRECTOR TERMS OF OFFICE & THE INSIGHT PROGRAMME

Mr J Jowett was appointed on 1st November 2016 and therefore Mr Jowett's first three year term of office is due to end on 31st October 2019. The Committee considered:

- i) the positive annual appraisal of Mr Jowett, which was undertaken by the Trust Chairman;
- ii) the current Trust related activities which Mr Jowett undertakes, including chairing of the People Committee, membership of other Trust Committees and chairing of Consultant Appointment Panels; and
- iii) the skills and experience of Mr Jowett, in relation to the Board skills collectively.

Further it was agreed that Mr Jowett will attend the Committee meeting in October.

The Committee **recommend** that the Council of Governors approve the renewal of Mr Jowett's term of office for three years from 1st November 2019.

Mr E Weir was appointed on 1st October 2010 and therefore his term of office will end on 30th September 2019, after serving 9 years as a Trust Non-Executive Director. Committee members extended their gratitude to Mr Weir for his time and dedication as a Trust NED.

The Trust Chairman recently agreed that the Trust participate in the Gatenby Sanderson 'Insight Programme'. This is a new programme being run in the North East to increase the pool of quality Non-Executive Director (NED) candidates from under-represented areas, by:

- i. Identifying and selecting potential NED candidates;
- ii. Providing a central induction event (24th July 2019) to introduce the NHS to candidates;
- iii. Giving participants the opportunity to experience 'life as a Non-Executive Director' in a mix of NHS Trusts by shadowing an existing NED;
- iv. Mentoring and developing participants' skills with the support of experienced NEDs and Chairs; and
- v. Equipping participants with guidance, networks and testimonials that support future applications.

Agenda item: 7

Once selected onto the Programme, participants are attached to two Trusts in succession, in each case under the sponsorship of the Trust Chair. The first placement is for six months commencing in September 2019 and the second for three months after the first placement ends.

The desired outcome from the programme is that this will identify potential future Trust NEDs and create a diverse pipeline of NEDs in the North East.

3. ASSOCIATE NON-EXECUTIVE DIRECTOR (NED) POSTS

The Committee has discussed previously whether to convert the current Newcastle University and Newcastle City Council appointed NED posts to 'Associate' NED posts. The Trust Chairman and Chief Executive are both supportive of this direction of travel, which is common in many other Foundation Trusts. Further, the creation of Associate NEDs supports the desire to continue to work closely with partner organisations and would enable the recruitment of a further substantive Non-Executive Director post.

Associate NEDs are often from partner organisations who are non-voting and are not remunerated for this post and in return, their time commitment is not expected to be as high as voting/remunerated NEDs.

The Committee agreed to support the exploration of the creation of Associate NED roles through the work being undertaken by DAC Beachcroft as part of the Trust Constitution review and update exercise.

4. COMMITTEE TERMS OF REFERENCE AND MEMBERSHIP

The Committee Terms of Reference were reviewed in detail and updated to reflect the following amendments:

- Conversion into the new standard Trust template for Committee Terms of Reference. This resulted in new sections (and associated narrative) being included for:
 - Constitution of the Committee;
 - Authority of the Committee; and
 - Administration.
- Succession Planning – an amendment to include 'consider the balance between the need for continuity and the need to progressively refresh the Board when re-appointing/commencing new appointments.'
- Recruitment process – further wording included to reference that the recruitment process considers 'candidates from a wide range of backgrounds and assess applicants on merit against objective criteria' and includes provision for utilisation of open advertising and/or the services of external providers to facilitate the search for candidates.
- Inclusions to highlight confidentiality requirements.
- Former Section 3 - Reference to investigate expanded to include 'or appoint investigators to investigate'.

Agenda item: 7

- Minor amendments were made to aid clarity regarding attendance at meetings, meeting quorum, meeting planning and reporting, Committee secretariat support, training and chairmanship arrangements.

The Committee membership was discussed in detail, particularly given that the Trust has previously experienced difficulties with quorum levels. A comparison of Committee membership was undertaken with other Trusts (based on publically available information obtained through a generic web search and through discussions with other Trust Secretaries). The comparison table has been included in Appendix A of this report for information.

The comparison highlighted that the Trust Committee membership was an outlier in terms of composition, with the Chairmanship of the Committee generally being the Trust Chairman, with no Executive Directors or Non-Executive Directors as permanent Committee members and more often than not, a Staff Governor was included as a Committee member.

The Committee therefore agreed the following changes to its membership (as reflected in the proposed terms of reference):

- That the Trust Chairman be appointed as Chair of the Nominations Committee;
- That the Designated Public Governor be the Vice Chair of the Committee;
- That the Executive and Non-Executive Directors no longer be formal Committee members.
- That one Staff Governor and one more Public Governor be included as a Committee member.
- That in the absence of the Chair, the Committee Vice-Chair shall chair the meeting. Further, the Committee Vice Chair will also Chair the meeting when there is a potential conflict of interest involving the Trust Chair.

As Mr F Wyres has not been able to attend a Committee meeting since September 2018, the Committee agreed that a new Committee member be identified. The matter has been discussed with Mr Wyres.

Mr D Stewart-David joined the Committee in January 2017 and therefore re-appointment to the Committee will be considered at the November 2019 Council meeting.

Dr M Saunders joined the Committee in September 2015 and has indicated that he intends to leave the Committee membership in May 2020 when his term of office ends. Dr Saunders provides strong cumulative knowledge and expertise in relation to the Committee and brings the benefit of continuity in terms of a strong understanding of the Trust and the NHS. It is therefore recommended that Dr Saunders continue as a Committee member until May 2020.

The Terms of Reference refer to Governors serving on the Committee for three years, followed by extension with approval by the Council up to a total of a further 6 years.

Committee members agreed that quarterly meetings will be scheduled going forwards to aid with diary planning, noting that the frequency of meetings as specified in the terms of reference is a minimum of two meetings per year.

Agenda item: 7

Regarding Governor membership of the Committee the following is evident:

- i) There is currently one immediate vacancy for a Public Governor to replace Mr Wyres' membership of the Committee.
- ii) If the terms of reference are approved, one Public Governor and one Staff Governor seat will be available on the Committee at the time of approval. The Trust Secretary would then write out to Staff Governors for expressions of interest in joining the Committee.
- iii) Further a Committee vacancy will arise when Dr Saunders' (Public Governor) term of office ends in May 2020.

The Trust Secretary previously contacted Public Governors earlier in the year to ask for expressions of interest from Governors in joining the Committee. Three expressions of interest were received from Dr L Murthy, Mrs C Heslop and Mrs P Yanez. It is therefore proposed that as there will potentially be three seats available on the Committee, that the three Public Governors who expressed an interest in joining the Committee be utilised to fill the Public Governor seats as they arise i.e. one immediately, one if the updated ToR are approved and one in May 2020.

The proposed updated Terms of Reference are included in Appendix C.

5. NON-EXECUTIVE DIRECTOR (NED) EXPENSES POLICY

At the Audit Committee meeting on 22nd May 2019, it was identified that the expenses policy for NEDs required review. The Trust Secretary agreed to review and update the Trust Policy and bring back to the next Committee meeting.

6. NED APPRAISALS

All NED appraisal meetings have now been undertaken with positive performance noted. The Committee discussed the appraisal reports from the Trust Chairman and Senior Independent Director.

The proposed Chair and NED objectives are included in Appendix B to this report.

7. ACTIONS AND RECOMMENDATIONS

The Committee agreed that the Trust Secretary work with the Committee Chair to establish a schedule of business and meeting dates for the year ahead. The schedule of business will include specific items with regard to:

- i) NED succession planning and the overarching NED succession policy will be updated for presentation to the Committee in October; and
- ii) NED expenses policy for presentation to the Committee in October.

The Council are asked to:

Agenda item: 7

- i) Approve the renewal of Mr Jowett's second term of office for three years from 1st November 2019.
- ii) Support the exploration of the creation of Associate NED roles through the work being undertaken by DAC Beachcroft as part of the Constitution review and update exercise.
- iii) Endorse the continuation of Dr Saunders' as a Committee member until the 31st May 2020.
- iv) Approve the updated Terms of Reference as attached in Appendix C.
- v) Note that an updated NED succession policy and an updated NED expenses policy be brought back to a future Council meeting for approval.
- vi) Endorse the Chairman and NED objectives as outlined in Appendix B.

Report of Mr David Stewart-David
Committee Chair
6th September 2019

Appendix A

	Newcastle Hospitals	Oxford University Hospitals NHS FT	University Hospitals Birmingham NHS FT	Northumberland, Tyne & Wear NHS FT	Royal Devon & Exeter NHS FT	Northumbria Healthcare NHS FT	Sheffield Health & Social Care NHS FT
Chair:	Public Governor (DSD)	Chairman (or the SID when discussing Chair matters)	Chairman or Governor Vice Chairman	Trust Chair	Chairman (or in his absence or when Chair matters are being discussed then it would be the Lead Governor)	Chairman (or an independent NED when discussing Chairman appraisal etc)	Trust Chair (or the Lead Governor when discussing Chair matters)
Members:	3 Public Governors Finance Director SID University NED (non-voting) Total = 6	Lead Governor 2 Public Governors 1 Staff Governor 1 Appointed Governor Total = 5	Governor Vice Chairman 1 Governor from the Public/Patient Governors 1 Staff Governor 1 Stakeholder Governor Total = 4	2 Public Governors* 2 Service user Governors* 1 Appointed Governor* 1 Staff Governor* 1 any other Governor* Total = 7 <i>N.B. Members re-appointment subject to review every 3 years</i> <i>Public or Service User Governor to be appointed as VC</i>	Lead Governor 8 Governors (appointed for 3 years, extended by ballot of CoG): - 2 from each Public Constituency (total 6) - 1 Staff Governor - 1 Appointed Governor Total = 9	Lead Governor Public Governors* Staff Governors* Co-opted Governors*	Lead Governor (VC of the Committee) 1 Service User Governor 1 Carer Governor 2 Public Governors 1 Staff Governor 1 Young Service User/Carer Governor 1 Appointed Governor Total = 8

	Newcastle Hospitals	Oxford University Hospitals NHS FT	University Hospitals Birmingham NHS FT	Northumberland, Tyne & Wear NHS FT	Royal Devon & Exeter NHS FT	Northumbria Healthcare NHS FT	Sheffield Health & Social Care NHS FT
Other attendees:	Chairman Trust Secretary	Chief Executive (by invitation) Trust Board Secretary Director of Workforce (by invitation) Chief Executive (by invitation)	Chief Executive Foundation Secretary	Board Secretary Chief Executive and Director of Workforce may be invited to attend at the discretion of the Committee	Chief Executive and external advisors invited to attend as and when appropriate FT Secretary	Chief Executive Executive Director of HR Co. Secretary Others invited to attend where appropriate	SID (if Chair conflicted) Board Secretary Chief Executive (invited to attend) Director of HR (invited to attend)
Quorum:	4, of which 3 Public Governors	3, of which 2 Public Governors	3 members	4 members	4 – split as: The Chairman or Lead Governor 3 Governors	5 – split as: The Chairperson or Vice Chair 3 Public Governors 1 Staff Governor	4 members
Meeting frequency:	At least twice a year	At least twice in each financial year	Annually in June	At least annually	At least annually – 2 meetings per year will ordinarily scheduled	4 x per year	At least annually

*As nominated by the Council of Governors

Appendix B

PROPOSED NON-EXECUTIVE DIRECTOR OBJECTIVES 2019/2020

1. CORPORATE OBJECTIVES

The proposed common corporate objectives are as follows:

- i) To support the Trust-wide vision and values and ensure that significant progress is made in delivering the Strategic Objectives;
- ii) To exercise appropriate challenge at Board meetings and question whether Executive Directors are providing adequate, appropriate and timely information to the Trust Board; and
- iii) To ensure that the Trust takes steps to appoint the very best clinicians.

2. PERSONAL OBJECTIVES

The proposed objectives for each NED/Chairman are as follows (in alphabetical order).

Ms Jill Baker

Ms Baker joined the Trust in July 2019. The Nominations Committee has not yet had the opportunity to discuss the outcome of the objective setting meeting and therefore this will be considered by the Committee at their next meeting in October 2019. An update will be provided for the November 2019 Council meeting.

Professor David Burn

Professor D Burns appraisal meeting was scheduled on 28th August 2019 therefore the Nominations Committee has not yet had the opportunity to discuss the outcome of the appraisal meeting and to review the draft objectives for Professor D Burn. This will be considered by the Committee at their next meeting in October 2019 and therefore an update provided for the November 2019 Council meeting.

Professor Sir John Burn

Sir John has been in post as Chairman since December 2017. Proposed objectives for 2019/20 are:

1. Continue to maintain a close working relationship with the Trust CEO.
2. Leading and Chairing the Board of Directors:
 - A. Consolidate new Board Committee structure.
 - B. Maintain close working relationships with individual NEDs.
3. Leading and Chairing Council of Governors:
 - A. Refresh constitution, working group structure and terms of reference.

4. Continue regular visit schedule to all parts of organisation:
 - A. Develop a programme of announced visits in conjunction with other NEDs.
5. Reputation and Influence:
 - A. Represent the Trust and develop partnerships at appropriate regional, national and international meetings, including:
 - i) Member of Industrial Strategy Group.
 - ii) Member of restructured Health, Wealth and Wellbeing Board.
 - B. Maintain National networks of influence.
 - C. Build key partnerships:
 - i) Acute Providers Alliance.
 - ii) Key Chairs meeting organised by CCG.
 - iii) FT Chairs meetings.
 - D. Explore Capital investment opportunities.
6. Facilitate restructuring of Charity organisation in the Trust.
7. Maintain watching brief on the National Genomics Service and NUTH contribution as a Genomic Laboratory provider.
8. Promote development of hotel accommodation if this is practical and cost effective.

Mr Keith A Godfrey

1. It was agreed that Mr Godfrey continue as Senior Independent Director (SID) during the coming 12 months while the new Board structure is fully embedded.
2. Continue to Chair the Charitable Funds Committee and assist in its evolution to becoming more proactive in fundraising.
3. Remain a member of both Quality and People Committees, and continue to attend the Nominations Committee and Appointments and Remuneration Committee as needed.
4. Act as a sounding board for senior clinical staff.
5. Continue to support the Executive Team in their work and appraise the Chair on an annual basis.

Mr Godfrey was appointed as the Trust's Senior Independent Director in November 2018. Mr Godfrey chairs the Charitable Funds Committee and is a member of the Nominations Committee, the Appointments and Remuneration Committee, the People Committee and the Quality Committee.

Mr Jonathan Jowett

1. Continue to act as mentor to the Trust Secretary.
2. Bring forward proposals for the development of the Governors role in Business & Development.
3. Chair the People Committee and monitor its progress including bringing forward any recommendations on adjustments to its terms of reference as necessary.
4. Continue as Vice Chair of the Audit Committee.
5. Contribute to the restructuring of the Charitable Funds Committee operations as part of the evolution of the Trust's approach to charitable fund raising.

Following the Trust Governance Review, Mr Jowett chairs the People Committee and is a member of Charitable Funds Committee, the Audit Committee and the Appointments and Remuneration Committee.

Professor Kath McCourt CBE FRCN

1. Lead the Quality Committee and ensure its terms of reference are fit for purpose.
2. Maintain active involvement with other Board Committees as before.
3. Continue to contribute to the Complaints management activities.
4. Continue to support Trust engagement with the Armed Forces.
5. Engage with the Executive Team in developing the Trust response to the Year of the Nurse.

Professor McCourt chairs the Quality Committee and is a member of Audit, People and Appointments and Remuneration Committees.

Mr Steven Morgan

Mr Morgan commenced in post in October 2018.

1. Chair the Finance and Investment Committee and ensure its integration into the broader corporate structure.
2. Engage as a mentor with the Director of Estates, especially in areas of large scale project management.
3. Work with the new Executive Director of Enterprise and Business Development to contribute to the programme in this new area of activity.
4. Act as an ambassador in contacts with the North Cumbria NHS FT.
5. Work with the Executive Team to ensure “risk” is coherently addressed in the new structure.
6. Engage in more walkabouts with the Chair and/or independently to gain a deeper understanding of the organisation.

Mr Morgan is the Chair of the Finance and Investment Committee and is a member of Audit Committee.

Mr David Stout

1. Continue to chair the Audit Committee and seek to integrate the input from the chairs of the Quality, People and Finance & Investment Committees into the audit cycle.
2. Ensure that the full range of risk is included in the Audit Committee oversight while ensuring appropriate distance is maintained between the audit responsibilities and the other board committees.
3. Pending endorsement at the Board and Annual Members’ Meeting, in his capacity as Audit Chair meet annually in the spring with the Chairs of the Governor Committees to provide an in depth review of the Trust position.

Agenda item 7

Mr Stout chairs the Audit Committee and is a member of the Finance and Investment Committee.

Mr Ewen Weir

Mr Weir has now completed the 9 year maximum term of office and is due to complete his term of office at the end of September 2019. No objectives have therefore been set for 2019/20.

Mr Weir is a member of the Finance & Investment Committee.

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Terms of Reference – Nominations Committee

1. Constitution of the Committee [NEW SECTION]

The Nominations Committee is a formal Committee established by the Council of Governors to make recommendations to the Council of Governors on the appointment and remuneration of the Chair and Non-Executive Directors of the Trust and on plans for their succession.

2. Purpose and function

2.1 The purpose and function of the Committee is to gain assurance, on behalf of the Council of Governors:

i) ~~In compliance with that~~ the requirements of the Foundation Trust Constitution are adhered to in regards to the recruitment of the Trust Chair and Non-Executive Directors; and ~~to~~ ensure

ii) that appropriate mechanisms are put in place to specify, search for, select for interview, interview and recommend formally to the Council of Governors candidates for the posts of Trust Chairman and Non-Executive Directors, as the need arises.

2.2 The Committee is authorised by the Trust Council of Governors to investigate, or appoint investigators to investigate, any activity within its terms of reference.

2.3 The Nominations Committee is authorised by the Trust's Council of Governors to instruct professional advisors and request the attendance of individuals and authorities from outside of the Trust with relevant experience and expertise if it considers this necessary for or expedient to the exercise its functions.

3. Authority [NEW SECTION]

The Committee is:

3.1 A formal Committee of the Trust Council of Governors, and has no executive powers, other than those specifically delegated in these Terms of Reference.

3.2 Authorised by the Council of Governors to investigate any activity within its Terms of Reference, to seek any information it requires from any officer of the Trust, and to invite any employee to provide information by request at a meeting of the Committee to support its work, as and when required.

3.3 Authorised by the Council of Governors to secure the attendance of individuals and authorities from outside the Trust with relevant experience and expertise if it considers this necessary for the exercise of its functions, including whatever professional advice it requires (as advised by the Trust Secretary and / or Director of Human Resources).

Appendix C

- 3.4 The Committee shall have the power to establish, in exceptional circumstances, sub-committees and / or task and finish groups for the purpose of addressing specific tasks or areas of responsibility, if approved by the Council of Governors. In accordance with the Trust's Standing Orders, the Committee may not delegate powers to a sub-committee or task and finish group unless expressly authorised by the Trust Council of Governors.
- 3.5 The Terms of Reference, including the reporting procedures of any sub-committees or task and finish groups, must be approved by the Trust Council of Governors and reviewed on an annual basis.

4. Membership and quorum

Membership

- 4.01 The Committee will comprise:

~~Voting Members:~~

- ~~• The Trust Chair (to be appointed as Chair of the Committee)~~
- ~~• The Designated Public Governor (as Vice Chair of the Committee)~~
- ~~• Four Public Governors (one to be appointed from amongst their number as Chair of the Committee)~~
- ~~• One Staff Governor~~
-
- ~~• The Finance Director (or a nominated Executive Director in their absence)~~
- ~~• Trust Senior Independent Director (SID), (or a nominated Non-Executive Director in their absence)~~
- ~~•~~

~~Non-Voting Members:~~

~~University Representative [Newcastle]~~

- 4.02 The ~~Trust Chairman and the~~ Trust Vice Chairman may also attend in a non-voting capacity.
- 4.03 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chief Executive and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.
- 4.04 The Trust Secretary and Human Resources Department will be available to provide support as and when necessary.
- 4.05 Conditions of membership:
- i) Governors shall be in the voting majority at any meeting of the Committee.
 - ii) Governors shall serve a term of up to three years (dependent upon the remaining term of their Governorship), after which the Council of Governors shall consider whether re-appointment be granted (subject to condition (iv) below).
 - iii) Governors who have already served on the Committee may stand again.

Appendix C

- iv) No Governor may serve more than three consecutive terms.
- v) Should there be more applications than vacancies on the Committee; the Trust Secretary shall conduct a secret ballot of all Public Governors or Staff Governors (as appropriate) to determine which applicants shall be appointed to the Committee.
- vi) The Trust Secretary or approved substitute shall act as Secretary to the Committee. Meetings of the Committee shall be arranged by the Secretary of the Committee at the request of the Chairman of the Committee.

- 4.06 A member of the Committee shall not disclose any matter to a third party if the Council of Governors or Committee resolves that it is confidential.
- 4.07 Members are able to attend Committee meetings in person, by telephone, or by other electronic means. Members in attendance by electronic means will count towards the quorum.
- 4.08 —An attendance record shall be held for each meeting and an annual register of attendance will be included in the annual report of the Committee.
- 4.09 In the absence of the Chair, the Committee Vice-Chair shall chair the meeting. Further the Committee Vice Chair will also Chair the meeting when there is a potential conflict of interest involving the Trust Chair.
- 4.10 Members are expected to attend all meetings and will be required to provide an explanation to the Chair of the Committee if they fail to attend more than two meetings in a financial year.
- 4.11 The Trust Secretary, or their designated deputy, shall act as the Committee Secretary. The Trust Secretary, or a suitable alternative agreed in advance with the Chair of the Committee, shall attend all meetings of the Committee.
- 4.12 All members of the Committee shall receive training and development support before joining the Committee and on a continuing basis to ensure their effectiveness as members.

Quorum

- 4.13 A minimum four members are required to be present for the meeting to be quorate, two ~~three~~ of which being Public Governors, one being the Trust Chair or SID and one being the Vice Chair of the Committee.
- 4.14 A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions delegated to the Committee.

5. Duties

Appendix C

- 5.01 The Committee shall, taking into account the composition of the Board and the likely needs of the Trust at the relevant time, prepare selection criteria for the Non-Executive Directors and Trust Chairman.
- 5.02 To draw up or review as necessary the job description and person specification for the following posts, as they fall vacant:
- Non- Executive Directors, including where required a person with a Finance background, who shall then also Chair the Audit Committee of the Board.
 - The Chairman and Vice Chairman.
- 5.03 To develop a search strategy to identify potential candidates who are strong matches to the applicable person specification and to publicly advertise the posts to be filled.
- 5.04 To develop an appointments structure which a) abides by the principles set out in Monitor's Code of Governance and b) will allow a shortlist of candidates for each post to be recommended to the Council of Governors for approval. The Committee will ensure that any recruitment process considers candidates from a wide range of backgrounds and will assess applicants on merit against objective criteria.
- Further the Committee will utilise open advertising and/or the services of external providers to facilitate the search for candidates for appointment.
- 5.05 Annually review the structure, size and composition (including the skills, knowledge and experience) required of the Trust Board and make recommendations with regard to any changes.
- 5.06 Give full consideration to succession planning for Chairman and Non-Executive Directors in the course of its work, taking into account the challenges and opportunities facing the Trust, and what skills and expertise are therefore needed on the Board in the future. Further to consider the balance between the need for continuity and the need to progressively refresh the Board when re-appointing/commencing new appointments.
- 5.07 Keep under review the Non-Executive leadership needs of the organisation with a view to ensuring the continued ability and sustainability of the organisation.
- 5.08 Ensure that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment and committee service.
- 5.09 Ensure that an annual appraisal exercise is conducted for the Trust Chairman and Non-Executive Directors.
- 5.10 To recommend remuneration arrangements and related terms and conditions for the Trust Chairman and Non-Executive Directors.
- 5.11 Ensure that the Chairman and other Non-Executive Directors are recommended to conduct an initial term of office of three years (subject to satisfactory annual appraisal by the

Committee) and may be recommended for reappointment for a second term of three years, subject to satisfactory annual appraisal. Any further extensions to terms of office should be subject to a comprehensive review taking into account the principles detailed within the Monitor Code of Governance.

5.12 The Committee will set an annual plan for its work and will comply with Monitor's "Code of Governance" and Monitor's "Your statutory duties: a reference guide for NHS FT governors."

6. Reporting and accountability

6.1 The Nomination Committee will be accountable directly to the Trust Council of Governors.

6.2 The minutes of all the Nomination Committee meetings shall be formally recorded and confidentially stored by the Trust Secretary. The Committee Chairman shall report to the Council of Governors on its proceedings after each meeting on all matters within its duties and responsibilities.

6.3 Any changes to these terms of reference must be approved by the Committee meeting in quorum.

6.4 The Committee shall make a statement in the Annual Report about its activities and the process used to make appointments.

The Committee shall report to the Council of Governors annually on its work in support of the Annual Report. The Annual Report shall also set out clearly how the Committee is discharging its responsibilities.

6.5 The Annual Committee Report shall include an assessment of compliance with the Committee's Terms of Reference and a review of the effectiveness of the committee.

7. Committee Administration

Frequency of meetings

7.1 The Committee will meet at least twice a year and as necessary to fulfil these terms of reference.

Responsibility of members and attendees

7.2 Members of the Committee have a responsibility to:

- i) ~~attend at least 75% of meetings, having~~ read all papers beforehand;
- ii) disseminating information as appropriate;
- iii) identify agenda items, for consideration by the Chair at least 12 days before the meeting;
- iv) prepare and submit papers for a meeting, at least 5 days before the meeting;
- v) if unable to attend, send their apologies to the Trust Secretary prior to the meeting; and
- vi) when matters are discussed in confidence at the meeting, to maintain such confidences.

Declarations of interest

- 7.3 The Chair will ask at the beginning of each meeting whether any member has an interest about any item on the meeting agenda. If a member has a direct or indirect conflict with an issue on the agenda which may impact on his or her ability to be objective, it should be declared at the meeting and recorded in the minutes. On the basis of the interest declared, the Committee will make a decision as to whether it is appropriate or not for this member to remain involved in considering the agenda item in question.

Review

- 7.4 The Terms of Reference will be reviewed at a frequency of no less than every two years to ensure efficient performance of the Committee's work. The Committee will produce a report to the Trust Council of Governors annually setting out the work of the Committee, key risks and actions taken, combined with a self-assessment of the Committee's effectiveness.

Administration [NEW SECTION]

- 7.5 The agenda will be set in advance by the Chair, with the Trust Secretary, reflecting an integrated cycle of meetings and business, which is agreed each year to ensure it fulfils its duties and responsibilities in an open and transparent manner.
- 7.6 Notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be made available to each member of the Committee, no less than five working days before the date of the meeting in electronic form. Supporting papers shall be made available no later than three working days before the date of the meeting.
- 7.7 Committee papers shall include an outline of their purpose and key points, in line with the Trust's Committee protocol, and make clear what actions are expected of the Committee.
- 7.8 The Chair shall establish, at the beginning of each meeting, the existence of any conflicts of interest and ensure that these are recorded in the minutes accordingly.
- 7.9 The Committee Secretary shall minute the proceedings of all Committee meetings, including recording the names of those present, in attendance and absent. Draft minutes of Committee meetings shall be made available promptly to all members of the Committee.

Procedural control statement: 22 August 2019

Approved by: Council of Governors on [TBA]

Review date: [TBA]

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The Newcastle upon Tyne Hospitals
NHS Foundation Trust

COUNCIL OF GOVERNORS

Date of meeting	19 th September 2019		
Title	Trust Constitution Update		
Report of	Kelly Jupp, Trust Secretary		
Prepared by	Kelly Jupp, Trust Secretary		
Status of Report	Public	Private	Internal
	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Purpose of Report	For Decision	For Assurance	For Information
	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Summary	The content of this report outlines a summary of the work undertaken in reviewing the Trust Constitution.		
Recommendations	The Council of Governors are asked to consider and approve the proposed changes to the Trust Constitution as attached in Appendix A.		
Links to Strategic Goals	Putting patients first and providing care of the highest standard focusing on safety and quality.		
Risks identified	No direct risk identified.		
Impact	Tick yes or no as appropriate	Yes	No
	Quality and Safety		X
	Legal	X	
	Financial		X
	Human Resources		X
	Equality and Diversity		X
	Engagement and communication	X	
	If yes, please give additional information: The Trust Constitution is a legal document and any changes must be approved by the Trust Council of Governors and Trust Board, prior to final approval at the Trust Annual Members Meeting.		
Reports previously considered by	The Trust Constitution has been a matter of discussion for the Council of Governors following identification of review. This report highlights the culmination of the initial review process in collaboration with DACB.		

TRUST CONSTITUTION UPDATE

1. INTRODUCTION

The Trust Constitution was first produced in May 2006 and specific sections have been reviewed and updated since that time; however, a full review of the Constitution was deemed timely given the change in the governance structure arrangements.

DAC Beachcroft LLP (“DACB”) were commissioned to undertake a wholesale review of the Trust Constitution and make recommendations in order to update, clarify and simplify it.

As part of this exercise, DACB have prepared a table of amendments highlighting elements of the Trust’s Constitution which required updating to comply with law as well as updates which would reflect best practice. This table formed the basis of discussions with a Council of Governors (“CoG”) working group at a meeting on 8 August 2019.

Following the working group meeting, DACB have produced a paper to highlight the key proposed amendments to the Trust’s Constitution which will require approval by both the Council of Governors and the Trust Board of Directors in accordance with the NHS Act 2006. This paper has been circulated privately to Trust Governors and Board members and the proposed amended Constitution is attached in Appendix A of this document.

2. WORKING GROUP MEETING – 8 AUGUST 2019

The Working Group met and considered a number of matters including:

1. The current age limit for members;
2. The Constituency composition;
3. Legislative updates and consequential updates to definitions;
4. The tenure of Governors and Non-Executive Directors;
5. Appointed Non-Executive Directors and
6. The definition of ‘significant transactions’.

3. RECOMMENDATIONS AND NEXT STEPS

The Council are asked to consider and approve the proposed changes to the Trust Constitution as attached in Appendix A.

The Trust Board of Directors are scheduled to meet on 26th September 2019 and will also consider the proposed updated Constitution.

Subject to approval from both the Trust Governors and Board of Directors, the updated Constitution would require final approval at the Trust Annual Members Meeting on 27th September 2019.

Report of Kelly Jupp, Trust Secretary
13th September 2019

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The Newcastle upon Tyne Hospitals
NHS Foundation Trust

NHS FOUNDATION TRUST

CONSTITUTION

[September 2019]

DRAFT

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**THE NEWCASTLE UPON TYNE
HOSPITALS NHS FOUNDATION TRUST
(A PUBLIC BENEFIT CORPORATION)**

Unless the contrary intention appears or the context otherwise requires, words or expressions contained in this constitution bear the same meaning as in the 2006 Act. References in this constitution to legislation include all amendments, replacements, or re-enactments made.

References to legislation include all regulations, statutory guidance or directions. Headings are for ease of reference only and are not to affect interpretation.

Words importing the masculine gender only shall include the feminine gender; words importing the singular shall include the plural and vice-versa.

1. INTERPRETATION AND DEFINITIONS

1.1 In this constitution:-

“2006 Act”	means the National Health Service Act 2006;
“2012 Act”	means the Health and Social Care Act 2012;
“Accounting Officer”	means the person who from time to time discharges the functions specified in paragraph 25(5) of Schedule 7 to the 2006 Act;
“Annual” Members’ Meeting”	has the meaning set out in paragraph 9;
“Board of Directors”	means the Board of Directors as constituted in accordance with this Constitution and the 2006 Act;
“Chair”	means the person appointed by the Council of Governors under Schedule 7 paragraph 17(1) of the 2006 Act to be the Chair of the Trust;
“Class”	means the division of a Membership Constituency by reference to the description of individuals eligible to be Members of it;
“Council of Governors”	means the Council of Governors as constituted in accordance with this Constitution;
“Deputy Chair”	means the Non-Executive Director appointed by the Council of Governors to exercise the Chair’s functions if the Chair is absent for any reason;
“Director”	means a director on the Board of Directors;
“Financial Year”	means any period of twelve months beginning on 1st April;
“Governor”	Means an individual who has been elected to the position of governor in accordance with the provisions of this Constitution;
“Governor Code of Conduct”	means the code of conduct for Governors as adopted by the Trust from time to time;
“Health Service Body”	has the meaning given in Section 9(4) of the 2006 Act;
“Lead Governor”	means the Governor elected by the Council of Governors as Lead Governor in accordance with paragraph 3 of Annex 5;

“Local Authority Governor”	means a member of the Council of Governors appointed by one or more local authorities whose area includes the whole or part of an area specified in Annex 1 as an area for a public constituency;
"Member"	means a Member of the Trust;
“Membership Constituency(ies)”	means (1) the Public Constituency; and/or (2) the Staff Constituency;
“Monitor” or the “regulator”	means the corporate body known as Monitor, as provided by Section 61 of the 2012 Act, which as of 1 April 2017 is part of NHS Improvement;
“NHS Foundation Trust Code of Governance”	means the code of governance for NHS Foundation Trusts published by Monitor;
“Public Constituency”	means the constituency of the Trust constituted in accordance with paragraph 7.1;
“Public Governor”	means a member of the Council of Governors elected by the members of the Public Constituency;
"Secretary"	means the Secretary of the Trust or any other person appointed to perform the duties of the Secretary of the Trust, including a Joint, Assistant or Deputy Secretary under this Constitution;
“Senior Independent Director”	shall have the meaning ascribed in the NHS Foundation Trust Code of Governance;
“Significant Transaction”	has the meaning ascribed in paragraph 42;
“Staff Constituency”	means the constituency of the Trust constituted in accordance with paragraph 7.2;
“Staff Governor”	means a member of the Council of Governors elected by the members of the Staff Constituency;
“Trust”	means The Newcastle upon Tyne Hospitals NHS Foundation Trust;
“University Governor”	means a member of the Council of Governors appointed by a university providing a medical or dental school to a hospital of the Trust or in relation to nursing provision.

2. NAME

2.1 The name of this Trust is “The Newcastle upon Tyne Hospitals NHS Foundation Trust”.

3. PRINCIPAL PURPOSE

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

3.2 The Trust does not fulfil its principal purpose unless, in each Financial Year, its total income from the provision of goods and services for the purposes of the health service in England is greater than its total income from the provision of goods and services for any other purposes.

3.3 The Trust may provide goods and services for any purposes related to:

3.3.1 the provision of services provided to individuals for or in connection with the prevention, diagnosis or treatment of illness; and

3.3.2 the promotion and protection of public health.

3.4 The Trust may also carry on activities other than those mentioned in the above paragraph for the purpose of making additional income available in order better to carry on its principal purpose.

4. **POWERS**

4.1 The Trust is to have all the powers of an NHS Foundation Trust set out in the 2006 Act.

4.2 All the powers of the Trust shall be exercised by the Board of Directors on behalf of the Trust.

4.3 Any of these powers may be delegated to a committee of Directors or to an Executive Director.

5. **FRAMEWORK**

5.1 The Trust shall have two (2) 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.

6. **MEMBERSHIP AND CONSTITUENCIES**

6.1 The Trust is to have two (2) Membership Constituencies:

6.1.1 the Public Constituency constituted in accordance with paragraph 7.1; and

6.1.2 the Staff Constituency constituted in accordance with paragraph 7.2;

6.2 An individual may become a Member by application to the Trust using the process advertised by the Trust.

7. **APPLICATION FOR MEMBERSHIP**

7.1 **Public Constituency**

7.1.1 Members of the Trust who are members of a Public Constituency listed in column 1 of Annex 1 are to be individuals:

(a) who live in the area specified for the relevant Class in the corresponding entry in column 2 of Annex 1;

- (b) who are not eligible to become a member of the Staff Constituency and are not members of any other Membership Constituency; and
- (c) are not disqualified from membership under paragraph 8.

7.1.2 The minimum number of members in each Class of the Public Constituency is specified in Annex 1.

7.2 Staff Constituency

7.2.1 An individual who is employed by the Trust under a contract of employment with the Trust may become or continue as a Member provided:

- (a) that they:
 - (i) are employed by the Trust under a contract of employment which has no fixed term or has a fixed term of at least 12 months;
 - (ii) have been continuously employed under a contract of employment with the Trust for at least 12 months; or
 - (iii) work on behalf of a voluntary organisation within the meaning of the 2006 Act or are registered volunteers at the Trust and in either case have continuously exercised functions for the Trust for at least 12 months and whose place of work is at the Trust and who are acknowledged in writing by the Trust as being eligible for Membership in accordance with this paragraph 7.2; and
- (b) that they are not disqualified from Membership pursuant to paragraph 8; and
- (c) that they have made an application to the Trust for Membership of the appropriate Class within the Staff Constituency.

7.2.2 For the purposes of this paragraph 7, Chapter 1 of Part XIV of the Employment Rights Act 1996 (Continuous Employment) shall apply when determining whether an individual has been continuously employed by the Trust or has continuously exercised functions for the Trust.

7.2.3 The Staff Constituency shall be divided into the following Classes:

- (a) the Medical and Dental Staff Class;
- (b) the Nursing and Midwifery and related Staff Class;
- (c) the Health Professionals Council and related Staff Class;
- (d) the Administrative & Clerical, Management and Hospital Chaplains Staff Class;

- (e) the Ancillary and Estates Staff Class; and
- (f) the Volunteers Staff Class.

each description of individuals being specified within Annex 2 and being referred to as a Class within the Staff Constituency.

7.2.4 A person who is eligible to be a member of the Staff Constituency in accordance with this Constitution may not become or continue as a member of any other Constituency.

7.2.5 The minimum number of members in each Class of the Staff Constituency is specified in Annex 2.

8. **RESTRICTION ON MEMBERSHIP**

8.1 An individual who is a member of a Constituency, or of a Class within a Constituency, may not while Membership of that Constituency or Class continues, be a member of any other Constituency or Class.

8.2 An individual who satisfies the criteria for Membership of the Staff Constituency may not become or continue as a member of any Constituency other than the Staff Constituency.

8.3 An individual must be at least 16 years old to become a Member.

8.4 Further provisions as to the circumstances in which an individual may not become or continue as a Member are set out in Annex 7.

9. **ANNUAL MEMBERS' MEETING**

9.1 The Trust shall hold an annual meeting of its members ("Annual Members' Meeting"). The Annual Members' Meeting shall be open to members of the public.

10. **COUNCIL OF GOVERNORS – COMPOSITION**

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

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

10.3 The members of the Council of Governors, other than the Appointed members, shall be chosen by election by their Constituency or, where there are Classes within a Constituency, by their Class within that Constituency. The number of Governors to be elected by each Constituency, or, where appropriate, by each Class of each Constituency, is specified in Annex 3.

11. **COUNCIL OF GOVERNORS – ELECTION OF GOVERNORS**

11.1 Elections for elected members of the Council of Governors shall be conducted in accordance with the Model Election Rules.

11.2 The Model Election Rules, as published from time to time by NHS Providers, form part of this Constitution. The Model Election Rules current at the date of this Constitution are attached at Annex .

11.3 A subsequent variation of the Model Election Rules shall not constitute a variation of the terms of this Constitution for the purposes of paragraph 41 of this Constitution (Amendment of the Constitution).

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

12. COUNCIL OF GOVERNORS – TENURE

12.1 Elected Governors

12.1.1 An Elected Governor may hold office for a term of up to 3 years.

12.1.2 An Elected Governor shall cease to hold office if they cease to be a Member of the Constituency or Class by which they were elected.

12.1.3 An Elected Governor shall be eligible for re-election at the end of their term provided that no governor shall hold office for more than a period of 9 years in aggregate.

12.2 Appointed Governors

12.2.1 An Appointed Governor may hold office for a term of up to 3 years.

12.2.2 An Appointed Governor shall cease to hold office if the appointing organisation withdraws its sponsorship of them.

12.2.3 An Appointed Governor shall be eligible for re-appointment at the end of their term provided that no Governor shall hold office for more than a period of 9 years in aggregate.

13. COUNCIL OF GOVERNORS – DISQUALIFICATION AND REMOVAL

13.1 The following may not become or continue as a member of the Council of Governors:

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

13.1.2 a person in relation to whom a moratorium period under a debt relief order applies (under Part 7A of the Insolvency Act 1986);

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

13.1.4 a person who within the preceding five years has been convicted in the British Islands of any offence if a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine) was imposed on them.

13.2 Governors must be at least 16 years of age at the date that their term of office commences.

13.3 Further provisions as to the circumstances in which an individual may not become or continue as a member of the Council of Governors are set out in Annex 5.

14. COUNCIL OF GOVERNORS – DUTIES OF GOVERNORS

- 14.1 The general duties of the Council of Governors are:
 - 14.1.1 to hold the Non-Executive Directors individually and collectively to account for the performance of the Board of Directors, and
 - 14.1.2 to represent the interests of the Members as a whole and the interests of the public.
- 14.2 The Trust must take steps to secure that the Governors are equipped with the skills and knowledge they require in their capacity as such.

15. COUNCIL OF GOVERNORS – MEETINGS OF GOVERNORS

- 15.1 The Chair of the Trust (i.e. the Chair of the Board of Directors, appointed in accordance with the provisions of paragraph 23 below) or, in their absence the Senior Independent Director, shall preside at meetings of the Council of Governors.
- 15.2 Meetings of the Council of Governors shall be open to members of the public. Members of the public may be excluded from a meeting for special reasons.
- 15.3 Further provisions as to the exclusion of members of the public are set out in the Council of Governors Standing Orders.
- 15.4 The provisions of this paragraph shall be without prejudice to the power of the Council of Governors, as exercised by the Chair or other Governors, to exclude, suppress or prevent disorderly conduct or other misconduct at a meeting.
- 15.5 For the purposes of obtaining information about the Trust's performance of its functions or the Directors' performance of their duties, the Council of Governors may require one or more of the Directors to attend a meeting.

16. COUNCIL OF GOVERNORS – STANDING ORDERS

- 16.1 The Council of Governors, in consultation with the Board of Directors, shall adopt Standing Orders.
- 16.2 The Standing Orders shall specify the arrangements for excluding Governors from discussion or consideration of any contract, proposed contract or other matter, as appropriate.

17. COUNCIL OF GOVERNORS – CONFLICTS OF INTEREST OF GOVERNORS

- 17.1 If a Governor has a pecuniary, personal or family interest, whether that interest is actual or potential and whether that interest is direct or indirect, in any proposed contract or other matter which is under consideration or is to be considered by the Council of Governors, the Governor shall disclose that interest to the members of the Council of Governors as soon as he becomes aware of it. The Standing Orders for the Council of Governors shall make provision for the disclosure of interests and arrangements for the exclusion of a Governor declaring any interest from any discussion or consideration of the matter in respect of which an interest has been disclosed.

18. COUNCIL OF GOVERNORS – EXPENSES

- 18.1 The Trust may pay travelling and other reasonable expenses to members of the Council of Governors at rates determined by the Trust.

19. COUNCIL OF GOVERNORS – FURTHER PROVISIONS

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

20. BOARD OF DIRECTORS – COMPOSITION

20.1 The Trust is to have a Board of Directors, which shall comprise both Executive and Non-Executive Directors.

20.2 The Board of Directors is to comprise:

20.2.1 a Non-Executive Chair

20.2.2 a minimum of 7 to a maximum of 9 other Non-Executive Directors; and

20.2.3 6 Executive Directors.

20.3 One of the Executive Directors shall be the Chief Executive (who shall also be the Accounting Officer).

20.4 One of the Executive Directors shall be the Finance Director.

20.5 One of the Executive Directors is to be a registered medical practitioner or a registered dentist (within the meaning of the Dentists Act 1984).

20.6 One of the Executive Directors is to be a registered nurse or a registered midwife.

21. BOARD OF DIRECTORS – GENERAL DUTY

21.1 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.

21.2 In exercising their duties, the Board of Directors shall have due regard to the NHS Foundation Trust Code of Governance.

22. BOARD OF DIRECTORS – QUALIFICATION FOR APPOINTMENT AS A NON-EXECUTIVE DIRECTOR

22.1 A person may be appointed as a Non-Executive Director only if:

22.1.1 they are a member of the Public Constituency; or

22.1.2 where any of the Trust's hospitals includes a medical or dental school provided by a university, they exercise functions for the purposes of that university; and

22.1.3 they are not disqualified by virtue of paragraph 27 below or Annex 6.

23. BOARD OF DIRECTORS – APPOINTMENT AND REMOVAL OF CHAIR AND OTHER NON-EXECUTIVE DIRECTORS

- 23.1 The Council of Governors at a general meeting of the Council of Governors shall appoint or remove the Chair of the Trust and the other Non-Executive Directors.
- 23.2 Removal of the Chair or another Non-Executive Director shall require the approval of three-quarters of the members of the Council of Governors.
- 23.3 Non-Executive Directors shall be appointed by a duly authorised Nominations Committee.
- 23.4 The maximum tenure for any Non-Executive Director (including the Chair) shall be 9 years in aggregate.

24. BOARD OF DIRECTORS – APPOINTMENT OF SENIOR INDEPENDENT DIRECTOR

- 24.1 The Board of Directors shall appoint one of the independent Non-Executive Directors to be the Senior Independent Director in consultation with the Council of Governors, for such a period not exceeding the remainder of their term as a Non-Executive Director, as they may specify on appointing them.
- 24.2 The Senior Independent Director will be available to Governors if they have concerns that the Chair is unable to resolve.

25. BOARD OF DIRECTORS – APPOINTMENT OF DEPUTY CHAIR

- 25.1 The Council of Governors at a general meeting of the Council of Governors shall appoint one of the Non-Executive Directors as a Deputy Chair.
- 25.2 Any Director so appointed may at any time resign from the office of Deputy Chair by giving notice in writing to the Chair. The Council of Governors may thereupon appoint another Non-Executive Director as Deputy Chair in accordance with this Constitution.

26. BOARD OF DIRECTORS – APPOINTMENT AND REMOVAL OF THE CHIEF EXECUTIVE AND OTHER EXECUTIVE DIRECTORS

- 26.1 The Non-Executive Directors shall appoint or remove the Chief Executive.
- 26.2 The appointment of the Chief Executive shall require the approval of the Council of Governors.
- 26.3 A committee consisting of the Chair, the Chief Executive and the other Non-Executive Directors shall appoint or remove the other Executive Directors.

27. BOARD OF DIRECTORS – DISQUALIFICATION

- 27.1 The following may not become or continue as a member of the Board of Directors:
 - 27.1.1 a person who has been adjudged bankrupt or whose estate has been sequestered and (in either case) has not been discharged;
 - 27.1.2 a person in relation to whom a moratorium period under a debt relief order applied (under Part 7A of the Insolvency Act 1986);
 - 27.1.3 a person who has made a composition or arrangement with, or granted a trust deed for, his creditors and has not been discharged in respect of it; or

27.1.4 a person who within the preceding five years has been convicted in the British Islands of any offence if a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine) was imposed on them.

27.2 Further provisions as to the circumstances in which a person may not become or continue as a member of the Board of Directors are set out in Annex 6.

28. BOARD OF DIRECTORS – MEETINGS

28.1 Meetings of the Board of Directors shall be open to members of the public. Members of the public may be excluded from a meeting for special reasons.

28.2 Before holding a meeting, the Board of Directors must send a copy of the agenda of the meeting to the Council of Governors. As soon as practicable after holding a meeting, the Board of Directors must send a copy of the minutes of the meeting to the Council of Governors.

29. BOARD OF DIRECTORS – STANDING ORDERS

29.1 The Board of Directors shall adopt Standing Orders for the practice and procedure of the Board of Directors.

29.2 The Standing Orders shall specify the arrangements for excluding Directors from discussion or consideration of any contract, proposed contract or other matter, as appropriate.

30. BOARD OF DIRECTORS – CONFLICTS OF INTEREST OF DIRECTORS

30.1 The duties that a Director of the Trust has by virtue of being a Director include in particular:

30.1.1 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.

30.1.2 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.

30.2 The duty referred to in paragraph 30.1.1 is not infringed if:

30.2.1 the situation cannot reasonably be regarded as likely to give rise to a conflict of interest, or

30.2.2 the matter has been authorised in accordance with this Constitution.

30.3 The duty referred to in paragraph 30.1.2 is not infringed if acceptance of the benefit cannot reasonably be regarded as likely to give rise to a conflict of interest.

30.4 In paragraph 30.1.2, “third party” means a person other than:

30.4.1 the Trust, or

30.4.2 a person acting on its behalf.

- 30.5 If a Director of the Trust has in any way a direct or indirect interest in a proposed transaction or arrangement with the Trust, the Director must declare the nature and extent of that interest to the other Directors.
- 30.6 If a declaration under this paragraph proves to be, or becomes, inaccurate or incomplete, a further declaration must be made.
- 30.7 Any declaration required by this paragraph must be made before the Trust enters into the transaction or arrangement.
- 30.8 This paragraph does not require a declaration of an interest of which the Director is not aware or where the Director is not aware of the transaction or arrangement in question.
- 30.9 A Director need not declare an interest:
- 30.9.1 if it cannot reasonably be regarded as likely to give rise to a conflict of interest;
 - 30.9.2 if, or to the extent that, the Directors are already aware of it;
 - 30.9.3 if, or to the extent that, it concerns terms of the Director's appointment that have been or are to be considered:
 - (a) by a meeting of the Board of Directors; or
 - (b) by a committee of the Directors appointed for the purpose under this Constitution.

31. BOARD OF DIRECTORS – REMUNERATION AND TERMS OF OFFICE

- 31.1 The Council of Governors at a general meeting of the Council of Governors shall decide the remuneration and allowances, and the other terms and conditions of office, of the Chair and the other Non-Executive Directors.
- 31.2 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 Chief Executive and other Executive Directors.

32. REGISTERS

- 32.1 The Trust shall have:
- 32.1.1 a Register of Members showing, in respect of each Member, the Constituency to which they belong and, where there are Classes within it, the Class to which they belong;
 - 32.1.2 a Register of Members of the Council of Governors;
 - 32.1.3 a Register of Interests of Governors;
 - 32.1.4 a Register of Directors; and
 - 32.1.5 a Register of Interests of the Directors.

33. REGISTERS – INSPECTION AND COPIES

- 33.1 The Trust shall make the registers specified in paragraph 32 available for inspection by members of the public, except in the circumstances set out below or as otherwise prescribed by regulations.
- 33.2 The Trust shall not make any part of its registers available for inspection by members of the public which shows details of any Member, if they so request.
- 33.3 So far as the registers are required to be made available:
 - 33.3.1 they are to be available for inspection free of charge at all reasonable times; and
 - 33.3.2 a person who requests a copy of or extract from the registers is to be provided with a copy or extract.
- 33.4 If the person requesting a copy or extract is not a Member, the Trust may impose a reasonable charge for doing so.

34. DOCUMENTS AVAILABLE FOR PUBLIC INSPECTION

- 34.1 The Trust shall make the following documents available for inspection by members of the public free of charge at all reasonable times:
 - 34.1.1 a copy of the current constitution;
 - 34.1.2 a copy of the latest annual accounts and of any report of the auditor on them; and
 - 34.1.3 a copy of the latest annual report;
- 34.2 The Trust shall also make the following documents relating to a special administration of the Trust available for inspection by members of the public free of charge at all reasonable times:
 - 34.2.1 a copy of any order made under section 65D (appointment of trust special administrator), 65J (power to extend time), 65KC (action following Secretary of State's rejection of final report), 65L (trusts coming out of administration) or 65LA (trusts to be dissolved) of the 2006 Act;
 - 34.2.2 a copy of any report laid under section 65D (appointment of trust special administrator) of the 2006 Act;
 - 34.2.3 a copy of any information published under section 65D (appointment of Trust special administrator) of the 2006 Act;
 - 34.2.4 a copy of any draft report published under section 65F (administrator's draft report) of the 2006 Act;
 - 34.2.5 a copy of any statement provided under section 65F (administrator's draft report) of the 2006 Act;
 - 34.2.6 a copy of any notice published under section 65F (administrator's draft report), 65G (consultation plan), 65H (consultation requirements), 65J (power to extend time), 65KA Monitor's decision), 65KB (Secretary of State's response to Monitor's decision), 65KC (action following Secretary of State's rejection of final report) or 65KD

(Secretary of State's response to re-submitted final report) of the 2006 Act;

- 34.2.7 a copy of any statement published or provided under section 65G (consultation plan) of the 2006 Act;
 - 34.2.8 a copy of any final report published under section 65I (administrator's final report);
 - 34.2.9 a copy of any statement published under section 65J (power to extend time) or 65KC (action following Secretary of State's rejection of final report) of the 2006 Act; and
 - 34.2.10 a copy of any information published under section 65M (replacement of trust special administrator) of the 2006 Act.
- 34.3 Any person who requests a copy of or extract from any of the above documents is to be provided with a copy.
- 34.4 If the person requesting a copy or extract is not a Member, the Trust may impose a reasonable charge for doing so.

35. AUDITOR

- 35.1 The Trust shall have an auditor.
- 35.2 The Council of Governors shall appoint or remove the auditor at a general meeting of the Council of Governors.
- 35.3 A person may only be appointed as the auditor if they (or, in the case of a firm, each of its members) are a member of one or more of the bodies referred to in paragraph 23(4) of Schedule 7 to the 2006 Act.
- 35.4 The auditor is to carry out their duties in accordance with Schedule 10 to the 2006 Act.

36. AUDIT COMMITTEE

- 36.1 The Trust shall establish a committee of Non-Executive Directors as an Audit Committee to perform such monitoring, reviewing and other functions as are appropriate.

37. ACCOUNTS

- 37.1 The Trust must keep proper accounts and proper records in relation to the accounts.
- 37.2 The accounts are to be audited by the Trust's auditor.
- 37.3 The Trust shall prepare in respect of each financial year annual accounts in such form as Monitor may with the approval of the Secretary of State direct.
- 37.4 The functions of the Trust with respect to the preparation of the annual accounts shall be delegated to the Accounting Officer.
- 37.5 In preparing its annual accounts, the Accounting Officer shall cause the Trust to comply with any directions given by Monitor with the approval of the Secretary of State as to:

37.5.1 the methods and principles according to which the accounts are to be prepared;

37.5.2 the content and form of the accounts,

and shall be responsible for the functions of the Trust as set out in paragraph 25 of Schedule 7 to the 2006 Act.

37.6 The Accounting Officer shall cause the Trust to:

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

37.6.2 once it has done so, send copies of those documents to Monitor within such a period as Monitor may direct.

37.7 The following documents will be made available to the Comptroller and Auditor General for examination at their request:

37.7.1 the accounts;

37.7.2 any records relating to them; and

37.7.3 any report of the auditor on them.

38. **ANNUAL REPORTS AND FORWARD PLANS**

38.1 The Trust shall prepare an Annual Report and send it to Monitor.

38.2 The annual reports are to give:

38.2.1 information on any steps taken by the Trust to secure that (taken as a whole) the actual membership of the Public Constituency and of the Classes of the Staff Constituency is representative of those eligible for such Membership; and

38.2.2 any other information which Monitor requires.

38.3 The document containing the information with respect to forward planning (referred to above) shall be prepared by the Directors.

38.4 In preparing the document, the Directors shall have regard to the views of the Council of Governors.

38.5 Each forward plan must include information about:

38.5.1 the activities other than the provision of goods and services for the purpose of the health service in England that the Trust proposes to carry on; and

38.5.2 the income it expects to receive from doing so.

38.6 Where a forward plan contains a proposal that the Trust carry on an activity of a kind mentioned in paragraph 38.5.1 the Council of Governors must:

38.6.1 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 its principal purpose or the performance of its functions; and

38.6.2 notify the Directors of the Trust and its determination.

38.7 A Trust which proposes to increase by 5% or more the proportion of its total income in any Financial Year attributable to activities other than the provision of goods and services for the purpose of the health service in England may implement the proposal only if more than half of the members of the Council of Governors of the Trust voting approve its implementation.

39. PRESENTATION OF THE ANNUAL ACCOUNTS AND REPORTS TO THE GOVERNORS AND MEMBERS

39.1 The following documents are to be presented to the Council of Governors at a general meeting of the Council of Governors:

39.1.1 the annual accounts;

39.1.2 any report of the auditor on them; and

39.1.3 the annual report.

39.2 The documents shall also be presented to the Members of the Trust at the Annual Members' Meeting by at least one member of the Board of Directors in attendance.

39.3 The Trust may combine a meeting of the Council of Governors convened for the purpose of paragraph 39.2 with the Annual Members' Meeting.

40. INSTRUMENTS

40.1 The Trust shall have a seal.

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

40.3 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.

41. AMENDMENTS OF THE CONSTITUTION

41.1 The Trust may make amendments to this Constitution only if:

41.1.1 more than half of the members of the Council of Governors voting approve the amendments, and

41.1.2 more than half of the members of the Board of Directors voting approve the amendments.

41.2 Amendments made under paragraph 41.1 take effect as soon as the conditions in that paragraph are satisfied, but the amendment has no effect in so far as this Constitution would, as a result of the amendment, not accord with Schedule 7 of the 2006 Act.

- 41.3 Where an amendment is made to this Constitution in relation 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):
- 41.3.1 at least one member of the Council of Governors must attend the next Annual Members' Meeting and present the amendment; and
- 41.3.2 the Trust must give the members an opportunity to vote on whether they approve the amendment.
- 41.4 If more than half of the members voting approve the amendment, the amendment continues to have effect; otherwise, it ceases to have effect and the Trust must take such steps as are necessary as a result.
- 41.5 Amendments by the Trust to this Constitution are to be notified to Monitor. For the avoidance of doubt, Monitor's functions do not include a power or duty to determine whether or not the constitution, as a result of the amendments, accords with Schedule 7 of the 2006 Act.

42. **MERGERS ETC. AND SIGNIFICANT TRANSACTIONS**

- 42.1 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.
- 42.2 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.
- 42.3 In paragraph, the following words have the following meanings:
- 42.3.1 "Significant Transaction" means a transaction which meets any one of the tests below:
- (a) the total asset test; or
 - (b) the total income test; or
 - (c) the capital test (relating to acquisitions or divestments); or
 - (d) the subsidiary test.
- 42.3.2 The total asset test is met if the assets which are the subject of the transaction exceed 25% of the total assets of the Trust.
- 42.3.3 The total income test is met if, following the completion of the relevant transaction, the total income of the Trust will increase or decrease by more than 25%.
- 42.3.4 The capital test is met if the gross capital of the company or business being acquired or divested represents more than 25% of the capital of the trust following completion (where "gross capital" is the market value of the relevant company or business's shares and debt securities, plus the excess of current liabilities over current assets, and the Trust's total taxpayers' equity).
- 42.3.5 The subsidiary test is met if the Trust is required to report the formation of, or material change to, a subsidiary of the Trust to NHS Improvement. To avoid doubt, the Trust is not required to engage

with the Council of Governors with respect to material changes to its subsidiaries until such time as such changes become reportable to NHS Improvement.

The term “subsidiary” shall have the meaning ascribed by NHS Improvement, which is as follows: *“subsidiary” means a separate, distinct legal entity for the purposes of taxation, regulation and liability owned or partly owned by a provider. “Subsidiary” includes companies limited by shares or companies limited by guarantee, limited liability partnerships and community interest companies. For clarity, ‘subsidiary’ includes joint ventures falling within the definition above.*

42.3.6 For the purposes of calculating the tests in this paragraph 42.3 figures used for the Trust assets, total income and taxpayers’ equity must be the figures shown in the latest published audited consolidated accounts.

42.4 A transaction:

42.4.1 excludes a transaction in the ordinary course of business (including the renewal, extension or entering into an agreement in respect of healthcare services carried out by the Trust);

42.4.2 excludes any agreement or changes to healthcare services carried out by the Trust following a reconfiguration of services led by the commissioners of such services;

42.4.3 excludes any grant of public dividend capital or the entering into of a working capital facility or other loan, which does not involve the acquisition or disposal of any fixed asset of the Trust.

42.5 The Trust may enter into Material Transactions provided that it has sought the views of the Council of Governors. A “Material Transaction” for the purposes of this paragraph 42.5 shall mean a transaction which meets one of the following tests:

42.5.1 the total asset test; or

42.5.2 the total income test; or

42.5.3 the capital test (relating to acquisitions or divestments).

where the definitions set out in paragraph 42.3 will apply, except that instead of the threshold being 25% it shall be “greater than 10%”.

Annex 1

Public Constituency

The Public Constituency shall be divided into the following Classes:

Name	Areas	Governors	Minimum Number of members
Newcastle upon Tyne	All electoral areas within the Newcastle upon Tyne area	9	820
Northumberland and Tyne and Wear excluding Newcastle upon Tyne	All electoral areas within Northumberland and Tyne and Wear area excluding those areas within Newcastle upon Tyne	11	910
North East	All electoral areas within County Durham, Cumbria, Darlington, Tees Valley and Sunderland, and the rest of England	4	270
Total		24	2,000

Annex 2

Staff Constituency

The Staff Constituency shall be divided into the following Classes:

Name	Eligibility	Governors	Minimum Number of members
Medical and Dental	As set out below.	1	50
Nursing and Midwifery	As set out below.	2	100
Health Professionals Council	As set out below.	1	50
Administrative & Clerical, Management and Hospital Chaplains	As set out below.	1	50
Ancillary and Estates	As set out below.	1	50
Volunteers	As set out below.	1	30
Total		7	330

1. The members of the Medical and Dental Staff Class are fully registered medical practitioners within the meaning of the Medical Act 1983 or dentists within the meaning of the Dentists Act 1984 and who are otherwise fully authorised and licensed to practise in England and Wales or who are otherwise designated by the Trust from time to time as eligible to be members of this Staff Class, having regard to the usual definitions applicable at that time for persons carrying on the professions of medical practitioner or dentist, and who are employed by the Trust in that capacity at the date of their application and who at all times remain employed by the Trust in that capacity. Such individuals are not eligible for Membership of any other Staff Class.
2. The members of the Nursing and Midwifery and related Staff Class are individuals who are registered under the Nurses, Midwives and Health Visitors Act 1997 and who are otherwise fully authorised and licensed to practise in England and Wales or are otherwise designated by the Trust from time to time as eligible to be members of this Staff Class, having regard to the usual definitions applicable at that time for persons carrying on the profession of registered nurse or registered midwife, and who are employed by the Trust in that capacity at the date of their application and who at all times remain employed by the Trust in that capacity. Such individuals are not eligible for Membership of any other Staff Class.
3. The members of the Health Professionals Council and related Staff Class are individuals who are members of the Staff Constituency who are not fully registered persons within the meaning of the Medicines Act 1956, but whose regulatory body falls within the remit of the Council for the Regulation of Health Care Professions established by section 25 of the NHS Reform and Health Care Professions Act 2002 and who are not registered with the Nursing and Midwifery Council, and who are employed by the Trust in that capacity at the date of their application, and who at all times remain employed by the Trust in that capacity. Such individuals are not eligible for Membership of any other Staff Class. Also included within this group are non-professionally registered staff groups.

4. The members of the Administrative & Clerical, Management and Hospital Chaplains Staff Class are individuals who are members of the Staff Constituency who do not come within sections 1, 2 or 3 of this Annex 2 and are designated by the Trust as administrative & clerical, management staff or hospital chaplains, and who at all times remain employed by the Trust in that capacity. Such individuals are not eligible for Membership of any other Staff Class.
5. The members of the Ancillary and Estates Staff Class are individuals who are who are members of the Staff Constituency and are designated by Trust as ancillary and estates staff, and who at all times remain employed by the Trust in that capacity. Such individuals are not eligible for Membership of any other Staff Class.
6. The members of the Volunteers Staff Class are individuals who are who are members of the Staff Constituency who are eligible for Membership pursuant to paragraph 7.2.1(a)(iii) of this Constitution.
7. The minimum number of members required for the Staff Constituency is to be 1,730.

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Annex 3
Composition of Council of Governors

Constituency	Number of seats on the Council of Governors
Elected Governors	
Public constituency	24
Newcastle upon Tyne	9
Northumberland and Tyne and Wear excluding Newcastle upon Tyne	11
North East	4
Staff constituency	7
Medical and Dental	1
Nursing and Midwifery	2
Health Professionals Council	1
Administrative & Clerical, Management and Hospital Chaplains	1
Ancillary and Estates	1
Volunteers	1
Appointed Governors	
Newcastle City Council	1
Newcastle University	1
Northumbria University	1
Advising on the Patient Experience (APEX)	1
Community/Charity	1
Total	34

Annex 4

Model Election Rules 2014

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3. Computation of time

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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 Council of Governors 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.

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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) a Saturday or Sunday;
- (b) Christmas day, Good Friday, or a bank holiday, or
- (c) a day appointed for public thanksgiving or mourning,

shall be disregarded, and any such day shall not be treated as a day for the purpose of any proceedings up to the completion of the poll, nor shall the returning officer be obliged to proceed with the counting of votes on such a day.

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

- 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:
 - (a) any expenses incurred by that officer in the exercise of his or her functions under these rules,
 - (b) such remuneration and other expenses as the corporation may determine.

7. Duty of co-operation

- 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:
- (a) the constituency, or class within a constituency, for which the election is being held,
 - (b) the number of members of the Council of Governors to be elected from that constituency, or class within that constituency,
 - (c) the details of any nomination committee that has been established by the corporation,
 - (d) the address and times at which nomination forms may be obtained;
 - (e) 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,
 - (f) the date and time by which any notice of withdrawal must be received by the returning officer
 - (g) the contact details of the returning officer
 - (h) 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:

- (a) is to supply any member of the corporation with a nomination form, and
- (b) 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:
- (a) full name,
 - (b) 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
 - (c) constituency, or class within a constituency, of which the candidate is a member.

11. Declaration of interests

11.1 The nomination form must state any financial interest that the candidate has in the corporation. 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 form 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 form does not contain the candidate's particulars, as required by rule 10;

- (c) that the form does not contain a declaration of the interests of the candidate, as required by rule 11,
- (d) that the form does not include a declaration of eligibility as required by rule 12, or
- (e) that the form 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:
 - (i) configured in accordance with these rules; and
 - (ii) 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:
 - (i) configured in accordance with these rules; and
 - (ii) 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,
- (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);
 - (iii) the candidate or candidates for whom the voter has voted; and
 - (iv) 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 spoiled 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 as outlined in paragraph 21.

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)¹

- 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
 - (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,

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

- (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

41. Interpretation of Part 6

41.1 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:

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

or

(b) which is excluded by the returning officer under rule 49,

“*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 46,

“*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 47.4 or 47.7.

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.

44. Rejected ballot papers and rejected text voting records

44.1 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.

44.2 The returning officer is to endorse the word “rejected” on any ballot paper which under this rule is not to be counted.

44.3 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.

44.4 The returning officer is to endorse the word “rejected” on any text voting record which under this rule is not to be counted.

44.5 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 44.1 and the number of text voting records rejected by him or her under each of the sub-paragraphs (a) to (c) of rule 44.3.

45. First stage

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

45.2 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.

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

46. The quota

- 46.1 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.
- 46.2 The result, increased by one, of the division under rule 46.1 (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”).
- 46.3 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 47.1 to 47.3 has been complied with.

47. Transfer of votes

- 47.1 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.
- 47.2 The returning officer is to count the number of ballot documents in each parcel referred to in rule 47.1.
- 47.3 The returning officer is, in accordance with this rule and rule 48, to transfer each sub-parcel of ballot documents referred to in rule 47.1(a) to the candidate for whom the next available preference is given on those ballot documents.
- 47.4 The vote on each ballot document transferred under rule 47.3 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).
- 47.5 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.

- 47.6 The returning officer is, in accordance with this rule and rule 48, to transfer each sub-parcel of ballot documents referred to in rule 47.5(a) to the candidate for whom the next available preference is given on those ballot documents.
- 47.7 The vote on each ballot document transferred under rule 47.6 shall be at:
- (a) a transfer value calculated as set out in rule 47.4(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.
- 47.8 Each transfer of a surplus constitutes a stage in the count.
- 47.9 Subject to rule 47.10, 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.
- 47.10 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.
- 47.11 This rule does not apply at an election where there is only one vacancy.

48. Supplementary provisions on transfer

- 48.1 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.
- 48.2 The returning officer shall, on each transfer of transferable ballot documents under rule 47:
- (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.

48.3 All ballot documents transferred under rule 47 or 49 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.

48.4 Where a ballot document is so marked that it is unclear to the returning officer at any stage of the count under rule 47 or 49 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.

49. Exclusion of candidates

- 49.1 If:
- (a) all transferable ballot documents which under the provisions of rule 47 (including that rule as applied by rule 49.11) and this rule are required to be transferred, have been transferred, and
 - (b) subject to rule 50, 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 49.12 applies, the candidates with the then lowest votes).

49.2 The returning officer shall sort all the ballot documents on which first preference votes are given for the candidate or candidates excluded under rule 49.1 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).

49.3 The returning officer shall, in accordance with this rule and rule 48, transfer each sub-parcel of ballot documents referred to in rule 49.2 to the candidate for whom the next available preference is given on those ballot documents.

49.4 The exclusion of a candidate, or of two or more candidates together, constitutes a further stage of the count.

- 49.5 If, subject to rule 50, 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 49.1 into sub- parcels according to their transfer value.
- 49.6 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).
- 49.7 The vote on each transferable ballot document transferred under rule 49.6 shall be at the value at which that vote was received by the candidate excluded under rule 49.1.
- 49.8 Any ballot documents on which no next available preferences have been expressed shall be set aside as non-transferable votes.
- 49.9 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 49.1.
- 49.10 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.
- 49.11 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 47.5 to 47.10 and rule 48.
- 49.12 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.
- 49.13 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.

50. Filling of last vacancies

- 50.1 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.
- 50.2 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.
- 50.3 Where the last vacancies can be filled under this rule, no further transfer of votes shall be made.

51. Order of election of candidates

- 51.1 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 47.10.
- 51.2 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.
- 51.3 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.
- 51.4 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.

PART 7: FINAL PROCEEDINGS IN CONTESTED AND UNCONTESTED ELECTIONS

52. Declaration of result for contested elections

52.1 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 Great Ormond Street Hospital for Children NHS Foundation Trust by section 33(4) of the 2006 Act, to the Chair of the NHS Foundation Trust, or
 - (ii) in any other case, to the Chair of the corporation, and
- (c) give public notice of the name of each candidate who he or she has declared elected.

52.2 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 44.1,
- (f) the number of rejected text voting records under each of the headings in rule 44.3,

available on request.

53. Declaration of result for uncontested elections

53.1 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 Chair 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 spoiled ballot papers and the list of spoiled 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 Chair 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:
 - (i) any rejected ballot papers, including ballot papers rejected in part,
 - (ii) any rejected text voting records, including text voting records rejected in part,
 - (iii) any disqualified documents, or the list of disqualified documents,
 - (iv) any counted ballot papers, internet voting records, telephone voting records or text voting records, or
 - (v) the list of eligible voters, or
- (b) 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

59. Countermand or abandonment of poll on death of candidate

- 59.1 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.
- 59.2 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, and
- (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”).

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.

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Annex 5

Additional Provisions – Council of Governors

1. Elected Governors

- 1.1 A Member of the Public Constituency may not vote at an election for a public Governor unless at the time of voting they have made and returned a declaration in the form specified in Annex 4, paragraph 21, that they are qualified to vote as a Member of the relevant Class/are of the Public Constituency.
- 1.2 A Member of the Patient and Carer Constituency may not vote at an election for a patient and carer Governor unless at the time of voting they have made and returned a declaration in the form specified in Annex 4, paragraph 21, that they are qualified to vote as a member of the Patient and Carer Constituency.

2. Appointed Governors

- 2.1 The Trust Secretary, having consulted the Chair and the relevant organisation who is eligible to appoint Governors, are to adopt a process for agreeing with each relevant organisation the appointment of the Governor appointed by it.

For the purposes of this paragraph 2 of this Annex 5 “relevant organisation” shall mean any local authority, university or other partnership organisation who is eligible to appoint a Governor to the Council of Governors.

3. Lead Governor

- 3.1 The Council of Governors shall elect one of the elected Governors as the Lead Governor in accordance with the conditions of appointment set out in the Lead Governor role description approved by the Council of Governors.
- 3.2 The Lead Governor shall have the responsibilities, and perform the tasks, set out in the Lead Governor role description.

4. Further provisions as to eligibility to be a Governor

- 4.1 In addition to paragraph 13 of this Constitution, a person may not become or continue as a Governor if:
- 4.1.1 they are not a Member;
 - 4.1.2 in the case of a public Governor, or patient and carer Governor, or staff Governor they cease to be a Member of the Constituency or Class from which they were elected;
 - 4.1.3 in the case of an appointed Governor, if the organisation which appointed them terminates that appointment;
 - 4.1.4 they have been required to notify the police of their name and address as a result of being convicted or cautioned under the Sexual Offences Act 2003 or other applicable legislation or their name appears a Barred List as defined in the Safeguarding Vulnerable Groups Act 2006;
 - 4.1.5 they (or an organisation which they were a director of) have been found guilty of an offence under the Modern Slavery Act 2015;

- 4.1.6 they (or an organisation which they were a director of) have been found guilty of an offence under the Bribery Act 2010 or any other applicable law relating to fraud, financial crime or terrorist financing;
- 4.1.7 they are the spouse, partner, parent, child of, or occupant of the same household as a Director or a member of the Council of Governors;
- 4.1.8 they are a member of a local authority's Overview and Scrutiny Committee covering health matters;
- 4.1.9 they are a Director;
- 4.1.10 they are a Governor, Non-Executive Director (including the chair) or, Executive Director (including the chief executive officer) of another Health Service Body, unless they are appointed by an appointing organisation which is a Health Service Body or the Chair agrees to them becoming, or continuing as, a Governor of the Trust in exceptional circumstances;
- 4.1.11 they have within the preceding two years been dismissed, otherwise than by reason of redundancy or ill health, from any paid employment with a Health Service Body;
- 4.1.12 they are a person whose tenure of office as a 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 NHS, for non-attendance at meetings, or for non-disclosure of a pecuniary interest;
- 4.1.13 they have previously been removed as a Governor pursuant to paragraph 5 of this Annex 5;
- 4.1.14 they have previously been removed by as a Governor from another NHS Foundation Trust by resolution of the Council of Governors of that NHS Foundation Trust;
- 4.1.15 they have failed to sign and deliver to the Trust Secretary a statement in the form required by the Trust Secretary confirming acceptance of the Code of Conduct for Governors or any required non-disclosure agreement;
- 4.1.16 they lack capacity within the meaning of the Mental Capacity Act 2005 to carry out all the duties and responsibilities of a Governor;

- 4.1.17 they are the subject of a disqualification order made under the Company Directors Disqualification Act 1986;
 - 4.1.18 they have had their name removed from a list maintained under regulations pursuant to sections 91 (Persons performing primary medical services), 106 (Persons performing primary dental services), 123 (Persons performing primary ophthalmic services), or 146 (Persons performing local pharmaceutical services) of the 2006 Act, or the equivalent lists maintained by Local Health Boards in Wales under the National Health Service (Wales) Act 2006, and they have not subsequently had their name included in such a list;
 - 4.1.19 they are deemed a vexatious or persistent complainant or litigant against the Trust without reasonable cause; or
 - 4.1.20 they have failed to repay (without good cause) any amount of monies properly owed to the Trust.
- 4.2 All non-staff candidates for election to the Council of Governors and prospective appointees to the Council of Governors will undergo Disclosure and Barring Service checks. The Chair will after taking appropriate advice determine instances in which criminal records will preclude election or appointment to the Council of Governors.
- 4.3 A person holding office as a Governor shall immediately cease to do so if:
- 4.3.1 they resign by notice in writing to the Trust Secretary;
 - 4.3.2 they become disqualified from office under paragraph 13 of this Constitution or under paragraph 4.1 of this Annex 5;
 - 4.3.3 they fail to attend two meetings of the Council of Governors in a period of one financial year unless the Lead Governor, Chair and Trust Secretary are satisfied that:
 - 4.3.3.1 the absence was due to a reasonable cause; and
 - 4.3.3.2 they will be able to start attending meetings of the Trust again within such a period as they consider reasonable.
 - 4.3.4 they have refused to undertake any training which the Council of Governors requires all Governors to undertake unless the Lead Governor, Chair and Trust Secretary are satisfied that the refusal was due to a reasonable cause; or
 - 4.3.5 they are removed from the Council of Governors by a resolution passed under paragraph 5 below.
- 4.4 For the purposes of 4.3.3.1 and 4.3.4:
- 4.4.1 an absence will ordinarily be considered to be due to a reasonable cause if it is due to:
 - 4.4.1.1 a conflict with work or personal commitments in circumstances where the Trust has changed the date of the meeting of the Council of Governors at short notice;

- 4.4.1.2 ill health (provided that the Governor in question, or someone on their behalf, has advised the Trust Secretary of such circumstances as soon as reasonably practicable); or
- 4.4.1.3 a personal or family emergency.
- 4.4.2 For the avoidance of doubt, work commitments will not be considered a reasonable cause unless the Trust has changed the date of the meeting of the Council of Governors at short notice.
- 4.4.3 Instances of ill health will be reviewed on a case-by-case basis in consultation between the Lead Governor, Trust Secretary, the Chair and the affected Governor with a view of acting in the best interests of the Trust.
- 4.5 Where a Governor becomes disqualified for appointment under this paragraph 4 or paragraph 13 of this Constitution, they shall notify the Trust Secretary in writing without delay upon becoming aware the grounds for disqualification. Any failure to notify the Trust Secretary of grounds for disqualification pursuant to this paragraph 4.5 shall result in such individual becoming ineligible to become a Governor at any future point.
- 4.6 If it comes to the notice of the Trust Secretary that at the time of their appointment or later a Governor is disqualified, they shall immediately declare that the person in question is disqualified and notify them in writing to that effect.

5. Removal of Governor from office

- 5.1 A Governor may be removed from the Council of Governors by a resolution approved at a meeting of the Council of Governors by not less than three-quarters of the Governors present and voting on the grounds that:
 - 5.1.1 they have committed a serious breach of the Governor Code of Conduct; or
 - 5.1.2 they have acted in a manner detrimental to the interests of the Trust or otherwise bring the Trust into disrepute; or
 - 5.1.3 the Council of Governors consider that it is not in the best interests of the Trust for them to continue as a Governor, for example because:
 - 5.1.3.1 the individual's continuation as a Governor would likely prejudice the ability of the Trust to fulfil its principle purpose or discharge its duties and functions;
 - 5.1.3.2 the individual's continuation as a Governor would likely prejudice the Trust's work with other persons or body within whom it is engaged or may be engaged in the provision of goods and services;
 - 5.1.3.3 the individual's continuation as a Governor would be likely to adversely affect public confidence in the goods and services provided by the Trust;
 - 5.1.3.4 it would not be in the best interests of the Council of Governors for the individual to continue as a Governor / the individual has caused or is likely to cause

prejudice to the proper conduct of the Council of Governors affairs; or

5.1.3.5 the individual has failed to comply with the values and principles of the NHS, the Trust or this Constitution.

5.2 The Council of Governors will agree a process for investigating complaints against Governors which may lead to a removal of a Governor under this paragraph 5.

6. Vacancies amongst Governors

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

Appointed Governors

6.2 Where the vacancy arises amongst the appointed Governors, the Trust Secretary shall request that the appointing organisation appoints a replacement to hold office for the remainder of the term of office or to commence a new term of office.

Elected Governors

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

6.3.1 to call an election within three months to fill the seat for the remainder of that term of office;

6.3.2 to call an election to fill the seat for a new term of office;

6.3.3 to invite the next highest polling candidate for that seat at the most recent election, who is willing to take office, to fill the seat until the next annual election, at which time the seat will fall vacant and subject to election for any unexpired period of the term of office;

6.3.4 to invite the next highest polling candidate for that seat at the most recent election, who is willing to take office, to fill the seat until the next annual election, at which time the seat will fall vacant and subject to election for a new term of office; or

6.3.5 if the unexpired period of the term of office is less than twelve months, to leave the seat vacant until the next elections are held.

6.4 All decisions taken in good faith at a meeting of the Council of Governors or of any committee shall be valid even if it is discovered subsequently that there was a defect in the calling of the meeting, or in the appointment or election of the Governors attending the meeting.

7. Maximum Tenure

7.1 A Governor may not serve on the Council of Governors for more than 9 years in aggregate during their lifetime. For the avoidance of doubt, this covers all Constituencies such that once a Governor has served for 9 years in any one Constituency or across a mixture of several Constituencies they are no longer eligible to stand for election in any Constituency or be appointed to the Council of Governors.

Annex 6

Additional Provisions – Board of Directors

1. Disqualification of Directors

- 1.1 In addition to paragraph 27 of this Constitution, a person may not become or continue as a Director if:
- 1.1.1 they have been required to notify the police of their name and address as a result of being convicted or cautioned under the Sexual Offences Act 2003 or other applicable legislation or their name appears a Barred List as defined in the Safeguarding Vulnerable Groups Act 2006;
 - 1.1.2 they (or an organisation which they were a director of) have been found guilty of an offence under the Modern Slavery Act 2015;
 - 1.1.3 they (or an organisation which they were a director of) have been found guilty of an offence under the Bribery Act 2010 or any other applicable law relating to fraud, financial crime or terrorist financing;
 - 1.1.4 they are the spouse, partner, parent, child of, or occupant of the same household as a Director or a member of Council of Governors;
 - 1.1.5 they are a member of a local authority's Overview and Scrutiny Committee covering health matters;
 - 1.1.6 they are a Governor of the Trust;
 - 1.1.7 they are a Governor, Non-Executive Director (including the Chair) or, executive Director (including the chief executive officer) of another Health Service Body, unless:
 - 1.1.7.1 in the case of an executive Director other than the Chief Executive, the Chair, following consultation with the Chief Executive;
 - 1.1.7.2 in the case of the Chief Executive, the Chair, following consultation with the Board of Directors;
 - 1.1.7.3 in the case of a Non-Executive Director other than the Chair, the Chair following consultation with the Council of Governors; or
 - 1.1.7.4 in the case of the Chair, the Senior Independent Director, following consultation with the Board of Directors and the Council of Governors,

agrees to them becoming, or continuing as, a Director;
 - 1.1.8 they are a person whose tenure of office as a 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 NHS, for non-attendance at meetings, or for non-disclosure of a pecuniary interest;

- 1.1.9 in the case of a Non-Executive Director, they have refused, without reasonable cause, to fulfil any training requirement established by the Board of Directors;
 - 1.1.10 they lack capacity within the meaning of the Mental Capacity Act 2005 to carry out all the duties and responsibilities of a Director;
 - 1.1.11 they are the subject of a disqualification order made under the Company Directors Disqualification Act 1986;
 - 1.1.12 they have had their name removed from a list maintained under regulations pursuant to sections 91 (Persons performing primary medical services), 106 (Persons performing primary dental services), 123 (Persons performing primary ophthalmic services), or 146 (Persons performing local pharmaceutical services) of the 2006 Act, or the equivalent lists maintained by Local Health Boards in Wales under the National Health Service (Wales) Act 2006, and they have not subsequently had their name included in such a list;
 - 1.1.13 they are deemed a vexatious or persistent complainant or litigant against the Trust without reasonable cause;
 - 1.1.14 they have failed to repay (without good cause) any amount of monies properly owed to the Trust; or
 - 1.1.15 they fail to satisfy the fit and proper persons requirements for Directors as detailed in Regulation 5 of The Health and Social Care Act 2008 (Regulated Activities) Regulations 2014, as may be amended from time to time.
- 1.2 Where a Director becomes disqualified for appointment under paragraph 1 of this Annex or paragraph 27 of this Constitution, they shall notify the Trust Secretary in writing of such disqualification.
- 1.3 If it comes to the notice of the Trust Secretary that at the time of their appointment or later the Director is so disqualified, they shall immediately declare that the Director in question is disqualified and notify them in writing to that effect.
- 1.4 Where a Director is disqualified his or her tenure of office shall automatically terminate and they shall cease to hold office with immediate effect.

2. Expenses

- 2.1 The Trust may reimburse executive Directors travelling and other costs and expenses incurred in carrying out their duties at such rates as the Appointments and Remuneration Committee decides. These are to be disclosed in the annual report.

Annex 7

Further Provisions – Members

1. Restriction on membership

1.1 In addition to paragraph 8 of this Constitution, the following restrictions on Membership apply:

1.1.1 The following will not be eligible to become or continue a Member:

1.1.1.1 they have been required to notify the police of their name and address as a result of being convicted or cautioned under the Sexual Offences Act 2003 or other applicable legislation or their name appears a Barred List as defined in the Safeguarding Vulnerable Groups Act 2006;

1.1.1.2 an individual who exhibits inappropriate conduct (as agreed by a majority of the Governors present and voting at a meeting of the Council of Governors), including those who have been identified as the perpetrators of a serious incident involving violence, assault or harassment against Trust staff; and/or

1.1.1.3 a person who is deemed a vexatious or persistent complainant or litigant against the Trust without reasonable cause (as agreed by a majority of the Governors present and voting at a meeting of the Council of Governors).

2. Termination of Membership

2.1 A Member shall cease to be a Member if:

2.1.1 they resign by notice in writing to the Trust Secretary;

2.1.2 they cease to be eligible to continue to as a Member under paragraph 1.1.1 of this Annex 7 or paragraph 8 of this Constitution;

2.1.3 they are expelled from Membership under paragraph 1.1 of this Annex 7; or

2.1.4 they die.

COUNCIL OF GOVERNORS

Date of meeting	19 September 2019		
Title	Quality of Patient Experience (QPE) Working Group Report		
Report of	Carole Errington, Chair of Group		
Prepared by	Fay Darville, Deputy Trust Secretary		
Status of Report	Public	Private	Internal
	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Purpose of Report	For Decision	For Assurance	For Information
	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Summary	The content of this report outlines the activities undertaken by the working group including ward visits made and meetings and presentations attended since the previous Council meeting.		
Recommendations	The Council of Governors are asked to receive the report.		
Links to Corporate Objectives	<ul style="list-style-type: none"> Putting patients first and providing care of the highest standard focusing on safety and quality. Working in partnership to deliver fully integrated care and promoting healthy lifestyles to the people of Newcastle. Enhancing the reputation as one of the country's top, first class teaching hospitals, promoting a culture of excellence in all that we do. 		
Links to Strategy and Clinical Risks	NA		
Impact	Tick yes or no as appropriate	Yes	No
	Quality and Safety		X
	Legal		X
	Financial		X
	Human Resources		X
	Equality and Diversity		X
	Engagement and communication	X	
	Sustainability		X
	If yes, please give additional information: Ward visits undertaken allow Governors to engage with staff and patients to ascertain what works well and what could be improved.		
Reports previously considered by	Regular reports on the work of this Working Group are provided to the Council of Governors.		

QUALITY OF PATIENT EXPERIENCE WORKING GROUP REPORT

1. WARDS AND DEPARTMENTS VISITED

1.1. Ward 36 (FH)

Mrs Houlston and Mrs McCalman visited Ward 36 (FH), an Outpatient ward split into two units: one for those receiving Chemotherapy and the other, a Supportive Therapy Unit (STU) where around 40 patients receive blood transfusions and various other treatments.

Part of the STU houses six beds to accommodate patients who become unwell during their treatment. Patients can be transferred for an overnight stay if required as the day unit operated between the hours of 8am and 7pm. Both units are Nurse led services where staff are very dedicated.

Nurses on the ward are responsible for ensuring patients that are suspected of having Neutropenic Sepsis are treated accordingly. Training is a vital part of the ward's culture. Staff attend a two-day chemotherapy course and complete in-house documentation. The new Systemic Anti-Cancer Treatment (SACT) passport enables them to take the qualification with them to other hospitals. A new post for an Immunotherapy Specialist Nurse has recently been advertised in view of the increasing number of cases where immunotherapy is utilised.

There is an Acute Oncology Service (AOS) team and emergency/alert number that all patients receiving SACT are given at time of their pre-assessment prior to beginning any treatment. This number can be utilised 24 hours a day, 7 days a week for advice if patients have been unwell due to their treatment. A community clinic based in Cramlington provides out-patient care for patients. The unit caters for out of area patients and the support from Daft as a Brush is considered vital in the effective running of the service. All the families spoken to praised the dedicated staff.

1.2. Ward 17 (FH)

Mrs McCalman and Mrs Houlston visited Ward 17 (FH), a Care of the Elderly Ward.

Following the relocation of the Cherryburn Unit into Ward 9 in 2018, the patients and staff of Ward 9 were moved into Ward 17. The ward was principally a rehabilitation ward with some acute cases however; the balance has changed from rehabilitation to mixed cases including dementia. Appropriate dementia signage is in use around the ward.

Because of the nature of the patients and their illnesses, there is a high risk of falls and as such, additional help is sought so that such patients can be closely observed and supported.

A number of patients are admitted from Care and Nursing Homes. The ward does not have any volunteers working on a regular basis and it was noted that this should be considered to assist easing pressure on staff.

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The Ward had been refurbished prior to the transfer and some difficulties had arisen which have since been rectified.

In Ward 9, there had been overhead tracking in place to assist with the safe moving and lifting of patients. Ward 17 did not have this facility and it was noted that this would have been an advantageous addition during the refurbishment.

Each bay has a joint shower room and toilet. There is only one additional separate toilet available to patients should the 'bay' facility be in use. There is no specific room for rehabilitation activities or assessments, but the ward does seem to have good access to the specialist services of Physiotherapists, Occupational Therapists (OTs) and Speech and Language Therapists to support the patients in readiness for discharge.

The new white board was in use however it was noted that occasional challenges had arisen in the use of the observation board and it was felt that for both areas, some technical training may be useful to remedy difficulties on a timelier basis. Discharge is often complex and requires input from many organisations.

All patients and their visitors were full of praise for the staff on the ward, for their care and consideration and for the respect and dignity shown to the patients.

Recommendations for Ward 17(FH)

- Overhead tracking would be beneficial to assist with moving and lifting patients as had been available in Ward 9.
- Additional separate toilet facilities would greatly improve pressure on the bay bathroom spaces.
- Technical training for some staff to enable speedy correction of white board and observation board issues would be beneficial.
- A volunteer could be engaged to help with some of the routine tasks on the ward.

1.3 Ward 16 (FH)

Mrs Houlston and Mrs McCalman visited Ward 16 (FH), which cares for patients with gastric and liver conditions, as well as those suffering from issues associated with substance misuse.

Mrs Houlston carried out a survey over six months of the ward when she first became a Governor in 2010. Although staff members had changed since her previous visit, they were all dedicated and caring. On occasion, issues occurred during discharge and it was noted that a dedicated resource had been put in place to manage the system.

Ward 16 won an 'Excellence in Patient Care Award' in 2017. Patients were very happy with their care in this excellently run ward.

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1.4. Ward 35 (RVI)

Mrs McCalman and Dr Lucraft visited Ward 35 (RVI), the Special Care Baby Unit (SCBU). The unit provides a regional service for very sick neonates, caring for an average of 800 babies per year.

Parents have open visiting hours and while siblings are permitted to visit, no other children can visit to reduce the risk of infection.

The ward is staffed by nurses who may be adult or paediatric trained, but all undergo the long and specific training on the ward to prepare them for work in the SCBU. Health Care Assistants have a supporting role and are vital to the functioning of the ward by, for example, ensuring that all equipment is readily available and in its correct location.

The infection rate on the unit is very low and the survival rate for children born at 24 weeks is 70%, much higher than when the unit was first opened more than 20 years ago.

All areas of the ward appear congested due to the amount of equipment and number of adults, both parents and nurses, required to be with the babies. The space for comfort and movement is limited. The other space around the ward available to both parents and staff is very restricted, especially considering the large numbers of people involved.

For parents, there is a small day room which was being redecorated at the time of visit. In addition, there is a small room where parents can make drinks and snacks with a microwave and toaster to be provided shortly. It was advised that the room was too small to meet the needs of so many parents, especially as many of them will be on the ward for most of their waking hours for a sustained period of time. There is nowhere for parents to make themselves a meal adding to the cost of having a child in hospital.

At Crawford House, additional facilities were provided to account for those families attending from out of area. There is always both senior and junior medical cover on the unit and all medical and nursing staff cover 24 hours a day, maintaining the same staffing levels night and day.

The 'Tiny Lives' Charity funds:

- A Clinical Psychologist to support families whilst they are on the Unit and afterwards when the families are at home.
- One full-time and one part time Social Worker to give help with applications for necessary benefits during and after time on the Unit. These Social Workers also liaise with their colleagues in other local authority areas and other support organisations.
- Provide gift bags of books and toys for siblings and comfort bags for parents.

The SCBU provides excellent care for very sick babies from Newcastle and the wider region. The Unit is short of space and appears congested in every area. 20 years ago, very few babies born before 28 weeks gestation would survive. Now babies born at 24 weeks gestation have a 70% chance of survival but may require care on the SCBU for many weeks. This success contributes to ever increasing pressures on the limited space within the SCBU.

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Additional ward space is essential to allow better facilities for parents and staff, and to ensure that the needs of all these tiny babies are fully met in the future.

1.5 Ward 30 (RVI)

Mrs McCalman and Dr Lucraft visited Ward 30, a busy acute medical ward in the Leazes Wing, RVI which admits patients, predicted to require short admissions, mainly from the Assessment Unit.

A range of medical specialties are treated on the ward including respiratory disease, toxicology, diabetes mellitus and general medicine.

Staff pictures on display are not current and the associated page on the website requires updating.

The Nurses' station is spacious and is in the centre of the ward where an electronic board and a white board are displayed. Daily MDT meetings are held, attended by all essential staff. There is no Dayroom for patients but due to rapid turnover, this is not perceived as essential.

The ward has a dedicated prescribing pharmacist who ensures that discharge medication is correctly prescribed and are electronically tracked to the point of "waiting for collection". The pharmacy porter delivers them which can cause delay depending on route taken.

The ward was spotlessly clean which was confirmed by a score of 100% for ward cleanliness on the "How are we doing board". Hand hygiene also scored 100% and satisfaction of Friends and Family with the care given scored 98%.

Most of the patients spoken to said the staff were very kind and caring but one thought some of the staff appeared "stern". The food was regarded as "good" but one man on a high protein diet felt the breakfasts were carbohydrate based and not really suitable for him. He also felt portion sizes should vary according to need. The cost of TV was noted as expensive.

Ward 30 (RVI) is a welcoming, efficient, busy ward with rapid patient turnover. The patients advised that they were generally very happy with their care.

Recommendations for Ward 30 (RVI):

- Staff pictures on display and the associated website is out of date and should be reviewed and updated.
- More information on the whereabouts of discharge drugs on the electronic tracking system would reduce discharge delays and avoid unnecessary staff trips to pharmacy. It would improve efficiency if the tracking system gave information following "waiting for collection" to include "with porter" and "delivered to ward".

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1.6. Renal Outpatients (FH)

Mrs Errington visited the department which attends to 400-450 patients each week with any degree of kidney failure needing intervention. The unit does not see patients currently undergoing dialysis. The Unit has a wide catchment area with patients coming from throughout the region and even Scotland.

The staff on reception are an integral part of the team. They have many years of service within the Unit and this is a great advantage to both patients and staff. They are very friendly and polite and have a great rapport with the patients.

The doors leading into the unit are very heavy causing difficulties for patients using wheelchairs. The seating in the waiting area and consulting rooms are uncomfortable with hard wooden backs and no arms, making it difficult for elderly or poorly patients to get into a standing position. The Sister advised that an application had been made for charitable funding to replace these with more suitable, comfortable chairs.

Toilets are sited in the waiting area but there is not a dementia friendly toilet. There is a large disabled toilet in the unit. There is a TV in the waiting area and a Self-Service point which, despite encouragement from staff, is not utilised fully as patients prefer to deal with the excellent reception staff.

A “What do you Think” station is also not used despite encouragement from the staff. Every year an independent body carries out a very successful audit of the patients, who are enthusiastic about taking part. The results go to the team who take the results very seriously.

There is large, light and airy Phlebotomy Room. There is a Resource Room used by Nurse Educators. It is also used by a recently established group clinic where a doctor can see 9-10 patients together. Feedback from the patients has been very positive.

There is a bid in to alter some Consulting rooms to benefit both patients and staff. The Peritoneal Dialysis Room within the Unit is staffed by a separate team. The Clean Utility room is very tidy and the Sister advised that all staff take the cleanliness of the environment seriously.

Very sick patients often attend clinic and the lack of a room with piped oxygen makes isolating them very difficult. Only the well-equipped Day Unit has piped oxygen but as it is always in use, cannot be used to isolate the extremely ill. Unfortunately, the Day unit does not have facilities for continuous monitoring. The computer system is old and requires review. A very busy Trust-wide Ambulatory Blood Pressure Monitoring service is held within the unit but the equipment is at least 15 years old and requires replacement. There is a regularly updated, but old, computer system in use.

Both patients spoken to were very complimentary about the staff and the unit.

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The Renal Outpatients Unit is staffed by a caring and patient centred team. It was very clean and tidy despite the lack of space which is a real issue for this extremely busy out-patient department. Sister Statt is passionate about the patients, her team and the unit.

Recommendations for Renal Outpatients (FH):

- The Trust should support the Sister in her bid for the charitable funding of new chairs and the alteration of some rooms.
- The heavy doors to the unit require review to put wheelchair access pads in to allow for safe entry.
- Unused equipment in the waiting area could be removed and the space utilised more effectively.
- One of the waiting area toilets needs to be Dementia friendly.
- Consideration should be given to updating the equipment in the Blood Pressure Service.
- The Computer System needs to be evaluated.

1.7 Ward 1B (RVI)

Dr Hammond and Mrs Nelson visited Ward 1b (RVI), a regional facility for patients with Neurological conditions caused by trauma or complex chronic conditions, in addition to paediatric patients who have had surgery for brain tumours requiring rehabilitation.

The ward has a sensory room with relaxing lighting and soft furnishing; this facility is very popular. The music therapist visits the ward every week and we were able to observe a patient having music therapy in the sensory room.

There is a physical therapy room used by the Physiotherapist and Occupational Therapist (OT). We observed a child being encouraged to move and focus using messy play with paints. The therapy is intensive and takes 2 staff to work with each child. The OT was setting up a robot used to encourage children who have a Hemiplegia to move the affected side. All Therapy staff endeavor to make the therapy fun.

The ward has Wi-Fi but as with other wards, would like the TV service to finish later in the evening. A PAT dog (Bella) visits the ward every week and is very popular with children, their parents and staff.

The ward has access to a Speech and Language Therapist, and limited psychology and educational support from the Bridges School which is on site.

There are no recommendations for the ward other than support for Sister Cairns to rearrange the bay to install overhead tracking. This would improve facilities but would reduce the number of beds.

2 UPDATE ON COMMITTEE MEETINGS ATTENDED

2.1 Patient, Carer and Public Involvement Group

Ruth Draper attended the meeting which discussed the following matters:

A National Inpatient Survey published in February 2019 was discussed. One of the key issues identified in the survey was the very emotive issue of hospital food and senior staff responsible for the Trust's Catering and Nutritional policies and services were invited to the meeting. Compared to the last survey, hospital food was one of the least improved areas, and compared to the average of all Trusts using the Picker Institute, the bottom five scores included two about the rating of food and being offered a choice.

However, the really important issue of food allergies and how these are recorded is something that is taken very seriously. Care has already been taken to ensure that hospital food does not include the 14 most common allergens. Food allergy questions are asked upon admission and recorded. It is planned to have digital recording of allergies soon. This should help to eliminate the issue of patients being given the menu choices of a previous patient who has just been discharged. Lists of ingredients are to be made available 24 hours a day, and packaged food, such as sandwiches, already have this information on the packs. If necessary, bespoke menus can be made available. It was suggested that this may be something that QPE members could assist with in their future Ward Visits as conversations already took place between members and patients about food as well as other issues.

2.2 Food Tasting

Mrs Houlston and McCalman attended a Food tasting session in the Coffee Shop, Freeman Hospital with the Link Nurse Group. They were very pleased with the overall standard of the food and noted the immense variety. The patients they talked to really enjoyed the food and were happy with the choices given. Mrs Houlston noted that the food had improved significantly over the last nine years she has been involved with Food Tasting.

2.3 Clinical Effectiveness, Audit and Guidelines Committee

Dr Lucraft the May 2019 meeting of this group.

National Clinical audits were discussed. Oesophagogastric cancer results were excellent compared with national averages. Directorate annual reports on Women's Services included elective caesarean section rate, neonatal mortality rate, and fertility centre. Also discussed were perioperative and critical care services and urology.

2.4 Patient Experience Steering Group

It was advised that there had been no meeting of the group since the last Council of Governor meeting.

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3 PRESENTATIONS / VISITS

It was noted that the anticipated speaker for the May meeting was unable to attend and the June speaker will join the September meeting.

3.1 Newcastle Surgical Skills Centre

In July 2019, five of the QPE Governors visited the Newcastle Surgical Skills Centre and were shown around by Lorraine Waugh, Business Manager, and Professor Alan Horgan, Consultant Surgeon.

It is globally recognised as a centre of excellence for surgical skills training. When it opened in 2007, it was very small and there were 4 operating tables and very few personnel. At present, there are 9 tables and 217 courses per year. Medical students, GPs, Doctors, Consultants and Professors come to this gold standard facility to learn.

Assessment and Accreditation achieved by students and a report on their progress made. The QPE Governors were immensely impressed by both the facility and the staff.

Carole Errington
Chair of the QPE Working Group
10 September 2019

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COUNCIL OF GOVERNORS

Date of meeting	19 September 2019		
Title	Business Development (BD) Working Group Report		
Report of	Dr Eric Valentine, Chair of Group		
Prepared by	Fay Darville, Deputy Trust Secretary		
Status of Report	Public	Private	Internal
	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Purpose of Report	For Decision	For Assurance	For Information
	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Summary	The content of this report outlines the activities undertaken by the working group since the last meeting of the Council.		
Recommendations	The Council of Governors are asked to receive the report.		
Links to Corporate Objectives	<ul style="list-style-type: none"> Putting patients first and providing care of the highest standard focusing on safety and quality. Enhancing the reputation as one of the country's top, first class teaching hospitals, promoting a culture of excellence in all that we do. Maintaining sound financial management to ensure the ongoing development and success of our organisation 		
Links to Strategy and Clinical Risks	NA		
Impact	Tick yes or no as appropriate	Yes	No
	Quality and Safety		X
	Legal		X
	Financial	X	
	Human Resources		X
	Equality and Diversity		X
	Engagement and communication		X
	Sustainability		X
	If yes, please give additional information: Working group discusses matters pertinent to Trust business & development activities.		
Reports previously considered by	Regular reports on the work of this Working Group are provided to the Council of Governors.		

BUSINESS & DEVELOPMENT WORKING GROUP REPORT

1. INTRODUCTION

This report details the activities of the Business Development Working Group since the last meeting of the Council.

2. TRUST CONSTITUTION

Members of the group participated in the Trust Constitution Workshop held at the offices of DAC Beachcroft in Newcastle on 29 July 2019. The outcomes of this process will be reported under agenda item 9.

3. PLANNING REQUIREMENTS UPDATE

The group received a briefing from Nicola Bruce, Assistant Director for Business Strategy & Planning on 18 July 2019 to provide an update on planning requirements and how these relate to the Trust Strategy and Annual Plan.

The following key points were noted:

- At the time of the meeting there was not anticipated to be any national funding available this year to move Paediatric Cardiothoracic services. The requirement for Paediatric Congenital Heart services to be co-located within the Great North Children's Hospital has been delayed whilst funding options were considered. It was advised that this would still be required going forward.
- This year's Capital Plan (approx. £50m) is very ambitious and includes a significant backlog maintenance programme, in addition to new investment plans.
- Cumbria and North East have been approved as a Stage 3 Integrated Care System (ICS); however clarity regarding potential funding was required.
- Each year, the centre provides a template for the Annual Operational Plan, the timescale for which varies each year. This year it was February with a very short timescale for completion. No feedback has been received yet. This is not published and is 'Commercial – in confidence'. It contains sections on Activity, Finance, Performance, CQUIN and Workforce and is used to set the Financial Plan. Historically, Governors have not seen this but have been briefed on it, which has acted as sign off. The Assistant Director for Business Strategy & Planning agreed to provide the Working Group Chair with a sequence of planning steps, with the requirements at each point and will alert the Group when the Governors need to provide comment/input.
- The long-term Care Plan was issued in January and set the scene for providers in areas such as workforce planning, health inequalities and prevention targets, care quality and outcomes. In June, the implementation framework was published which

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builds on the long-term plan and asks ICSs to set out their 5-year strategies to deliver the long-term plan by November – as a system, not as individual organisations. At Integrated Care Partnership (ICP) level, collaborative working will help us to deliver outcomes. There are 4 ICPs within our ICS – North, Central, South and North Cumbria. We are part of the ‘North’ ICP, together with Northumberland, Tyne and Wear and Gateshead. The ICPs are currently working to aggregate plans to ICS level by September. The Assistant Director for Business Strategy & Planning agreed to contact the Group at an appropriate time for comment on plans (likely to be October), when ICS planning will also be clearer.

4. REPORT ON GOVERNOR BUSINESS AND DEVELOPMENT GROUP VISIT TO NEWCASTLE SPECIALS – NHS PHARMACY PRODUCTION AND CONTROL UNIT

On 25 July and 6 August, two small groups of members of the BD group visited the Newcastle Specials at the Royal Victoria Infirmary (RVI) site. Yan Hunter-Blair (Assistant Director of Pharmacy: Production and Preparation) gave a detailed description of the context, structure and activities of the Unit.

This was followed by a visit to the production facilities.

Newcastle Specials is a Medicines and Healthcare Products Regulatory Agency (MHRA) licensed pharmacy production and quality control unit operating under MS and MIA (IMP) (Manufacturer’s licence) and WDA (Wholesale Distribution Authorisation (for medicines for human use).

The Unit provides the following services:

- Deliver quality assured manufactured medicines and pharmaceutical products to exacting patient requirements for both Newcastle Hospitals’ patients and external customers (NHS, commercial pharma and community pharmacy).
- Operate from a purpose-built production unit at the RVI. In-house Quality Control Laboratory.
- Prepare bespoke Chemotherapy from patient prescriptions at smaller aseptic suite housed within the Northern Centre for Cancer Care, Freeman Hospital.

The activities have expanded rapidly over the last 5 years and the unit makes a positive contribute to the organisations financial position.

The governors were impressed by the important and vital services which the Unit provides and by the personnel and quality of the activities. It is apparent to the members of the BD group that the Unit deserves significant support in its future growth and that a continuing conversation should be sustained in understanding the Unit’s requirements to maintain and develop its important contribution to the Trust’s needs.

Dr Eric Valentine
Chair of the BD Working Group
11 September 2019

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The Newcastle upon Tyne Hospitals
NHS Foundation Trust

COUNCIL OF GOVERNORS

Date of meeting	19 September 2019		
Title	Community Engagement and Membership (CEM) Working Group Report		
Report of	Steven Cranston, Acting Chair of CEM		
Prepared by	Fay Darville, Deputy Trust Secretary		
Status of Report	Public	Private	Internal
	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Purpose of Report	For Decision	For Assurance	For Information
	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Summary	The content of this report outlines the activities of the CEM Working Group.		
Recommendations	The Council of Governors are asked (i) to receive the report and (ii) endorse Steven Cranston as Chair and Judy Carrick as Vice Chair of the Working Group		
Links to Corporate Objectives	Enhancing the reputation as one of the country's top first class teaching hospitals, promoting a culture of excellence in all that we do		
Links to Strategy and Clinical Risks	NA		
Impact	Tick yes or no as appropriate	Yes	No
	Quality and Safety		X
	Legal		X
	Financial		X
	Human Resources		X
	Equality and Diversity		X
	Engagement and communication	X	
	Sustainability		X
	If yes, please give additional information: Working Group promotes the Trust to its Members and the wider population.		
Reports previously considered by	Regular Reports are received from the Working Group at each meeting of the Council of Governors.		

COMMUNITY ENGAGEMENT AND MEMBERSHIP WORKING GROUP REPORT

1. INTRODUCTION

This report outlines the activities of the Community Engagement and Membership (CEM) Working Group since the last meeting of the Council.

2. GROUP CHAIR ARRANGEMENTS

Following the resignation of Mr Derek Thompson (Public Governor and Chair of the CEM Working Group) in June 2019, the group discussed the requirement for a new chair to be appointed.

At the meeting on 21 August 2019, it was decided that Steven Cranston serve as the Chair of the working group. In addition, to ensure parity with other Working Groups, it was agreed that Judy Carrick act as Vice Chair.

The Council are asked to endorse these appointments.

3. MEETING UPDATE

3.1. Membership Strategy

The meeting held on 21 August 2019 considered a previously documented strategy for membership recruitment and retention, drafted in 2017. The draft detailed the main aims and member targets.

The main areas of the strategy were considered, noting in particular those areas where opportunities for improvement could be found:

[Extract from draft proposal]

- Grow Trust Membership to circa 10,000 members.
- Maintain a stable membership that is representative of the population served by the Trust.
- Effective communication and engagement with members.

It was noted that membership had declined and the demography of current membership did not accurately represent all parts of the population served by the Trust. Young people and those from BAME backgrounds were highlighted as areas of particular focus. This would involve an amendment to the Trust Constitution to reduce the minimum age of membership from 18.

The associated documentation (such as membership forms and an overview of member benefits) required review to provide greater clarity and to include all benefits.

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It was agreed that while this was a useful basis for a revised strategy, the benefits of membership would be revised and refined by the group.

3.2. Communication Channels

The group discussed ongoing utilisation of social media rather than costly traditional communication methods.

It was advised that the June Members Event predominantly utilised email to advertise the event with only a small number of letters sent out.

The group also discussed the development of the Trust website, including increasing the presence of Governors.

3.3 Future Events

The Working Group discussed the upcoming Members Event on 12 September to highlight Trust links to the Armed Forces.

The September event proceeded as scheduled with overwhelmingly positive feedback being received – extracts from the feedback forms (as they were written) are shown below for information:

- *Thought provoking and inspirational*
- *Great assets to the Trust – an excellent example of human qualities*
- *Excellent speakers and presenters*
- *Inspirational talks / two very inspiring women*
- *Superwoman in a different guise*
- *Fascinating – we are so lucky to have such individuals within NuTH*
- *I could have listened to her for hours*
- *I have been blown away tonight*
- *Channels emotion effectively*

It was agreed that the Member Event offer for 2020 and beyond required further review with the following items noted:

- The potential for four ‘main’ Member Events, the themes of which would be strategically planned with a survey to go out to all members to gauge opinion on past events (drivers for attending/not attending, suggestions for topics etc.).
- The potential for a series of smaller ‘taster events’ to be focussed around specific themes and held within a directorate and held at different locations/times more suitable for the target audience.

3.4 Staff Induction

It was noted that Staff Induction would be a useful forum for Governors to interact with new staff members and to introduce Trust membership and the benefits of becoming a member. It was proposed that Governors could attend the ‘market place’ session of induction on a weekly basis.

4. RECOMMENDATIONS

The Council of Governors are asked to receive the report and endorse the appointment of Steven Cranston and Judy Carrick as Chair and Vice Chair of the working group.

**Report of Steven Cranston
Chair of CEM
11 September 2019**

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Integrated Quality Report



Quality and Performance: Healthcare Associated Infections

MSSA Bacteraemia (no National objective)

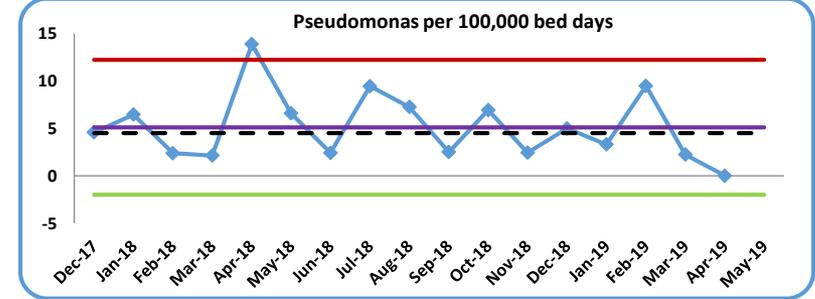
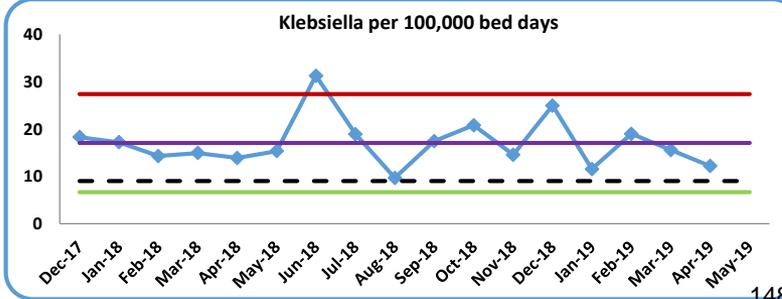
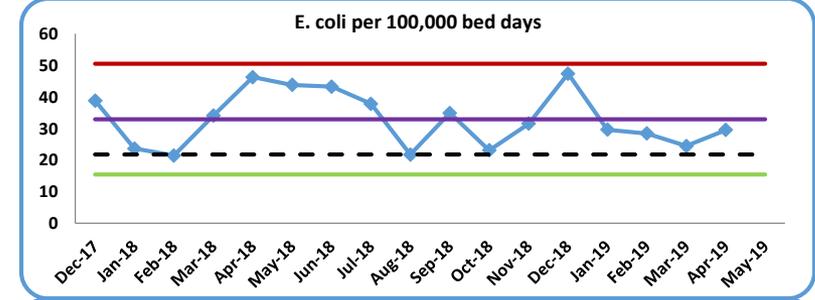
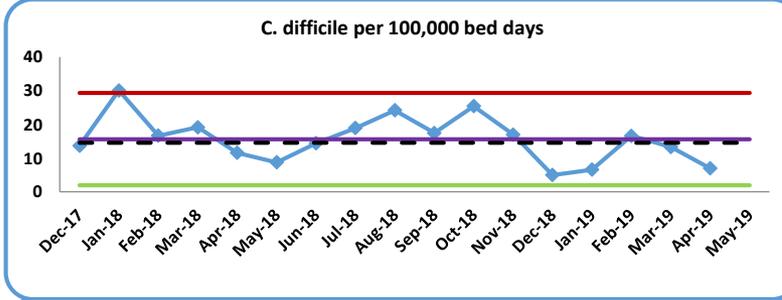
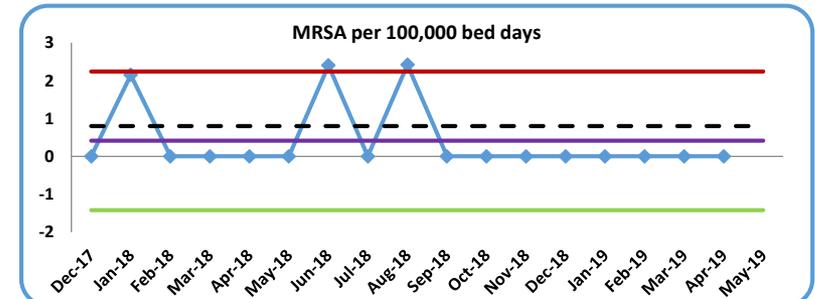
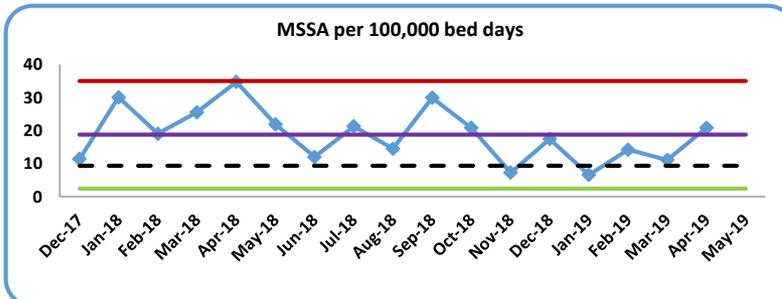
In May, Cancer Services & Clinical Haematology had 3 bacteraemia cases; Surgical Services had 2 bacteraemia cases. Cardiothoracic Services, ePOD, Medicine, Peri-operative & Critical Care and Urology had 1 case each.

MRSA Bacteraemia (Objective: zero tolerance)

As at the end of May 2019 the Trust has been free of MRSA bacteraemias for 9 months (287 days).

C. difficile (Objective: ≤ 113)

The cumulative C. difficile rate per 100,000 bed days in May 2019 is 16.46 which is below the objective for this year of 24.9 or less.

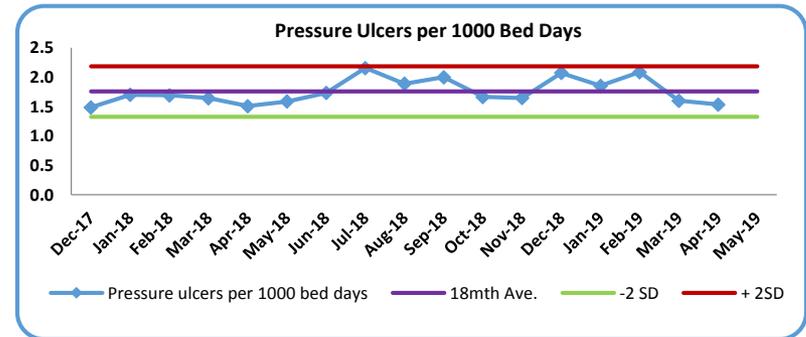
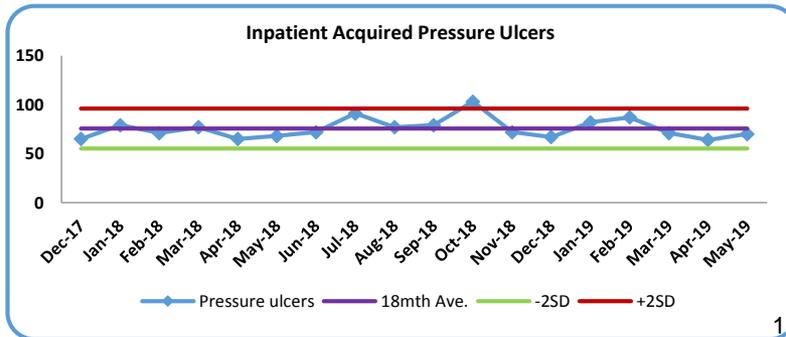
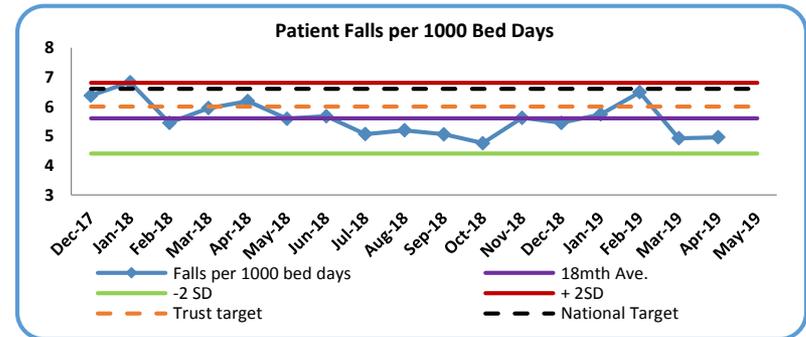
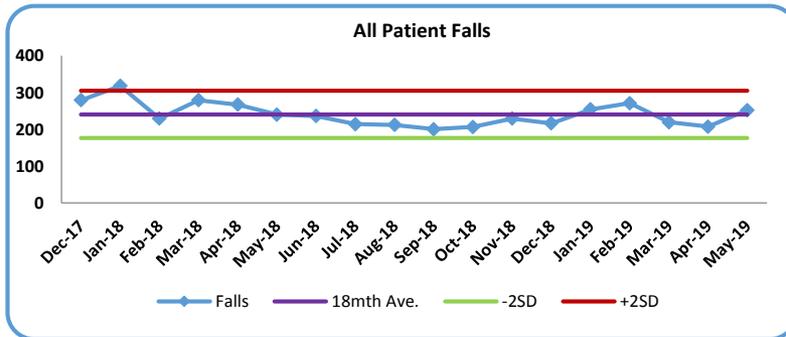


Quality and Performance: Harm Free Care

There was a statistically significant reduction in the total number of falls and falls rate between May and December 2018 but this was not sustained during January and February 2019. This shows seasonal variation which would be expected during the winter months and increased acuity of patients.

The incidence of Pressure Ulcer (PU) in acute care remains below the average of 78 incidents per month reported in 2018/19. PU prevention remains a Quality Account priority for 2019/20 because a significant reduction has not yet been achieved. However, since October 2018 there has been a reduction in levels of variation which suggests that a change is in process. The highest incidence in terms of category of PU is still category II pressure damage. Out of the 70 incidents reported in May, 64 were category II, five were graded as category III PU and there was one graded as category IV. The category III and IV PU's are undergoing a Root Cause Analysis (RCA) investigation and the key learning will be discussed with the ward teams/directorates and at the PU Taskforce Group. The aim for the Clinical Improvement Lead for Falls and PU is to coordinate a joint approach to harm reduction from falls and PU. Currently the specialist teams do not have the capacity to target all of the areas that need support, or training and education around quality improvement methodology to reduce PU and falls. Work with local ward teams is therefore a crucial measure to ensure continued improvement.

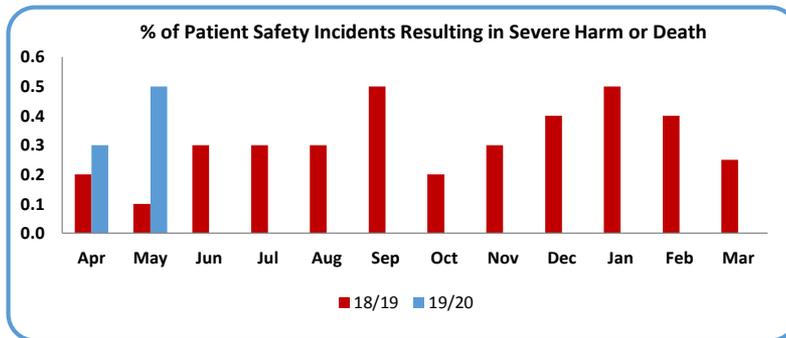
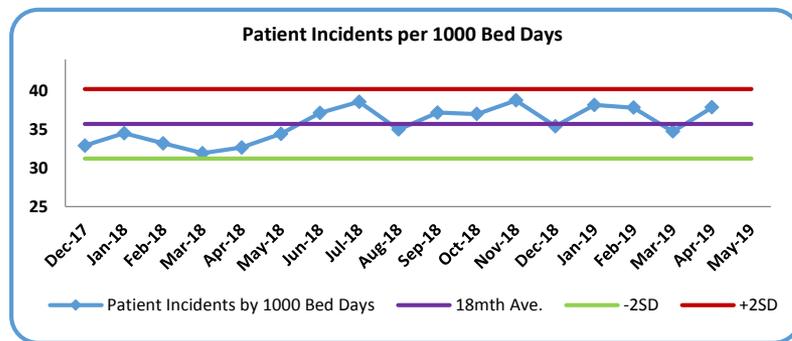
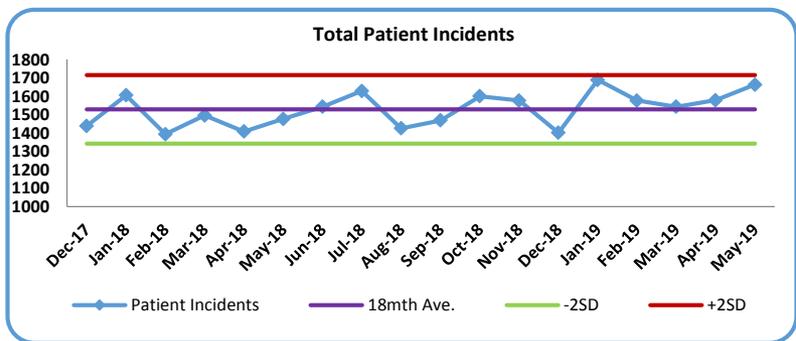
The priority remains to reduce hospital acquired pressure damage across the organisation and there are plans in place to review the current processes around skin inspection, assessment of risk, and the way training and education is delivered. However, all of these initiatives require time to develop and additional resources are being scoped to be able to deliver this plan of improvement.



Quality and Performance: Incident Reporting

The percentage of incidents that resulted in severe harm or death reported in May 2019 is 0.5%. Nationally we report fewer incidents that result in severe harm or death than other similar providers.

This data is subject to change in future reports as severity grading is modified following investigation.



Quality and Performance: Serious Incidents & Never Events

Duty of Candour (DoC) applies to patient safety incidents that occur when providing care and treatment that results in moderate harm, severe harm or death. It is a statutory requirement for the Trust to be open and transparent ensuring that patients/their families are informed about patient safety incidents that affect them, receive appropriate apologies, are kept informed of investigations and are supported to deal with the consequences. In May there were *20 cases reported as SIs. The Duty of Candour process was initiated in all cases.

* There were 11 PU cases reported in May. The process for reviewing and validating the grading has been amended to enable more timely identification of reportable PU's. Therefore, this data includes a combination of cases which occurred in the preceding months, in addition to newly identified pressure ulcers.

General

11 Pressure Ulcers - DoC in progress.

Two delayed treatment cases - DoC in progress.

One delayed diagnosis - DoC in progress.

One fall resulting in harm - DoC in progress.

Two '**Each Baby Counts' reportable cases - DoC in progress in one case, DoC commenced by other hospital trust in other case.

Two unexpected deaths - DoC completed in one case, in progress in the other.

One mis-diagnosis case - DoC in progress.

** Incidents involving babies are reported as SIs in line with the agreement of a regional 'trigger list' within the Northern Maternity Clinical Network group. This agreement is that all cases reported to the Royal College of Obstetrics & Gynaecology (RCOG) as fulfilling the criteria for the 'Each Baby Counts' national quality-improvement initiative should (by default) be notified as Serious Incidents, acknowledging the potential for de-escalation if it becomes clear during the investigation that there is good reason to do so.

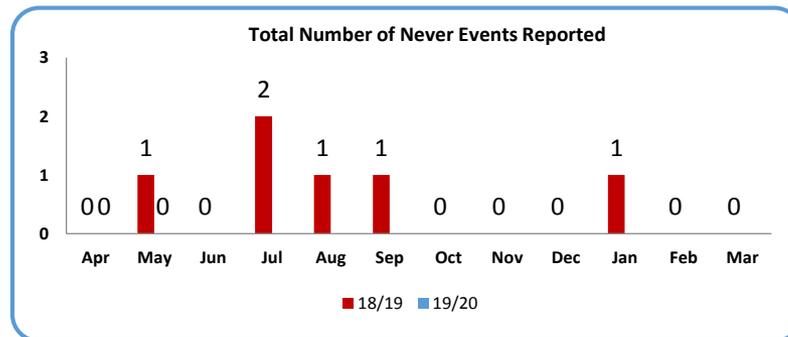
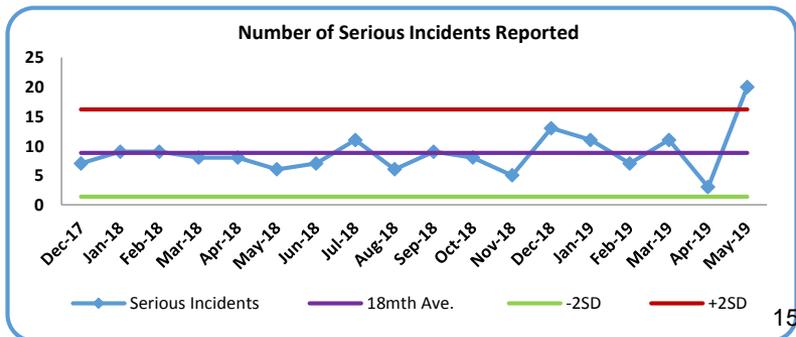
The trigger list includes the following:

All babies at 37+0 weeks onwards with Intrapartum stillbirth.

Early neonatal death (i.e. at days 0-6 from any cause other than congenital anomalies).

Severe brain injury diagnosed in the first 7 days of life, when the baby was diagnosed with grade III HIE, or was therapeutically cooled.

Has decreased ventral tone AND was comatose AND had seizures of any kind.



Quality and Performance: Serious Incident Lessons Learned

Learning from SIs & NE (January 2019 - March 2019)

The following outlines key learning from completed SI investigations to date; any outstanding learning from Quarter 4 will be shared once investigations have been completed. This data excludes information on falls, pressure ulcers and reports subsequently de-registered.

Delayed treatment

Processes for post-operative venous thromboembolism (VTE) prophylaxis including prescription, handover and medication reviews, have been reviewed to ensure timely administration.

Delay in referral

Local patient referral pathways strengthened to ensure timely referral to outside organisations.

Healthcare Acquired Infection resulting in death

Updates to the Trusts electronic observation system to include NEWS escalation times via GDE work.

Agreed formalised process with trigger lists for timely referral for Infectious Diseases Team review.

Information governance breach

Local arrangements in place to ensure better access to confidential waste for staff

Never Event

Re-enforced the standard for line insertion practice and use of checklist to ensure robust practice across the Trust.

Roll-out of a Trust-wide dedicated line insertion service is underway to standardise training and practice to ensure consistency is maintained across all services.

Delayed GP letters

Local IT 'testing of new systems' process improved to ensure this is more robust and timely identification of errors.

Complication of treatment

Rationalise programming options and review screen visuals on syringe drivers to reduce risk of misinterpretation/human error.

Agreed local arrangements in place for standardised monitoring of patients.

Complication of treatment

Software on digital X-ray machines reviewed on all units to ensure robust image selection and projection processes are in place to prevent incorrect selection.

Policy for best practice standards developed for staff.

Unexpected death

Rationalising to one type of drug protocol to be reviewed, for use throughout the Trust.

Method for requesting and monitoring separate blood levels to be reviewed to ensure clearer in patient electronic flowsheets.

Local arrangements in place to ensure robust storage and version control of protocols.

Learning from SIs (October 2018 - December 2018)

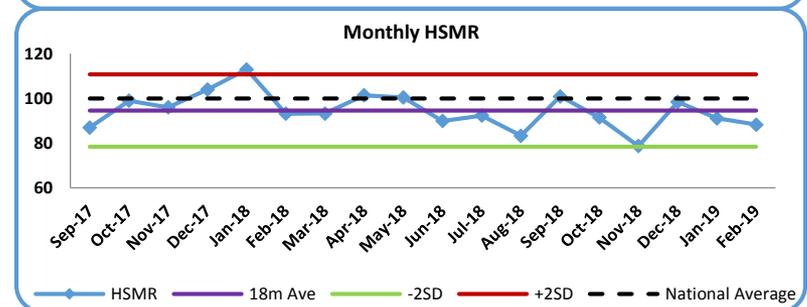
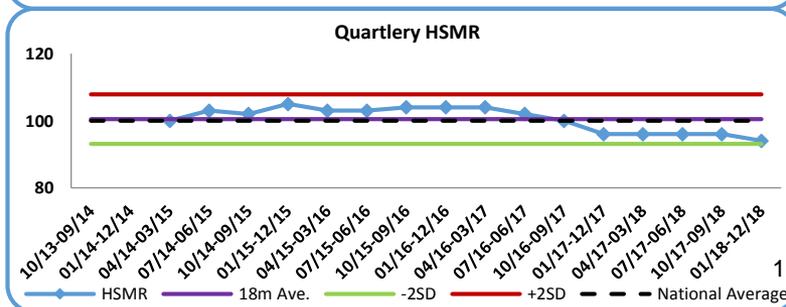
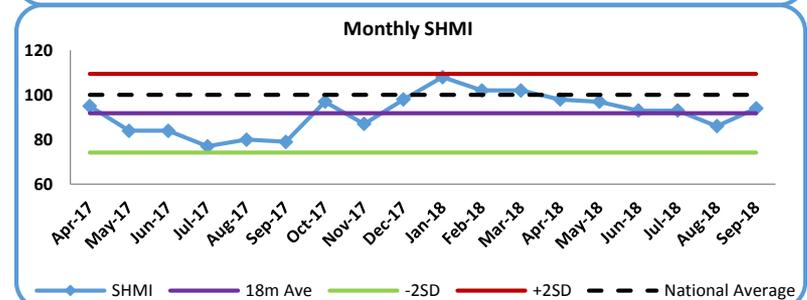
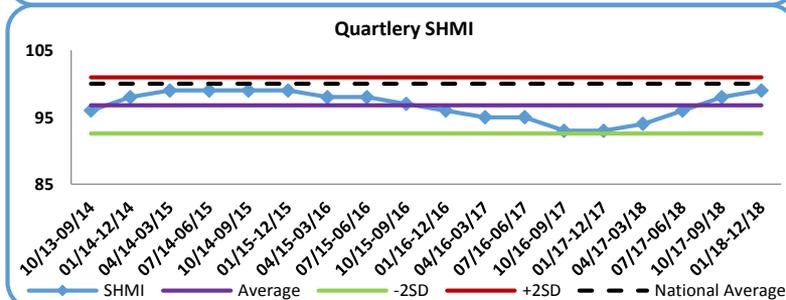
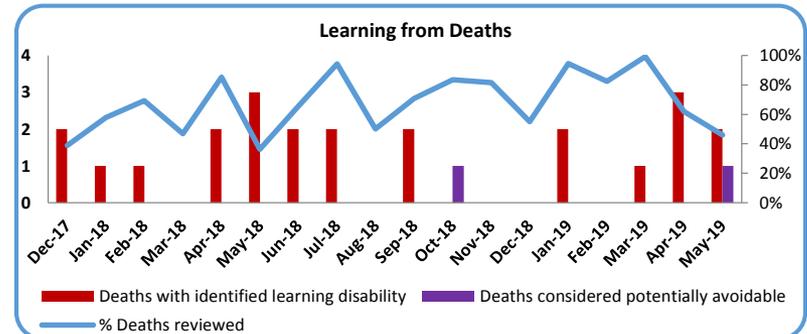
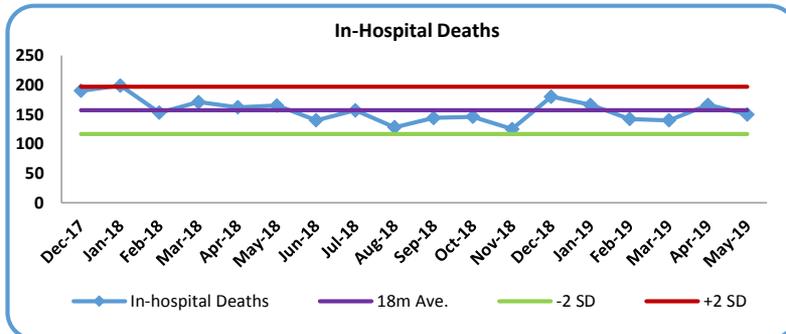
The following outlines the key learning from the SI investigation which was incomplete at the time of the April 2019 report.

Unexpected death

Local protocols are agreed for high-risk injured patients awaiting definitive diagnosis.

Quality and Performance: Mortality Indicators

In May 2019, 150 deaths were recorded within the Trust and 69 patients received a full in-depth review. The variation between monthly reviews can be explained by some specialities reviewing deaths bi-monthly or quarterly. Two patients were identified as having a learning disability and one death was recorded as being potentially avoidable >HOGAN 5. This patient death is currently undergoing an SI investigation. The most recent published SHMI results show that the Trust has scored 99 for the months Jan 18 - Dec 2018 which is higher than the previous quarter. However, this still remains lower than the national average and is within the 'as expected category'. The HMSR for Feb 2019 is lower than the national average and continues to be within expected limits. However, this number may rise slightly as the percentage of discharges coded increases.



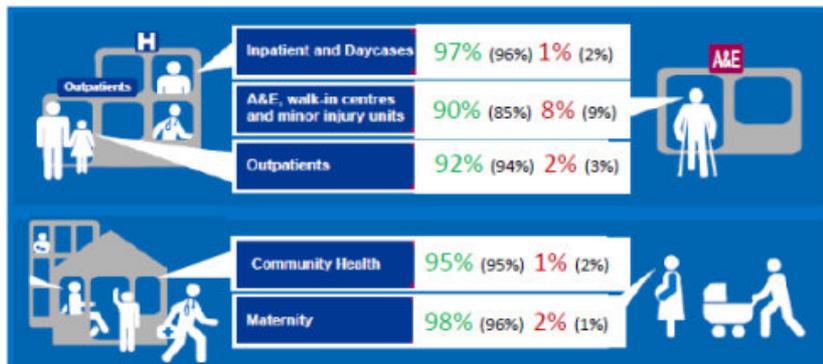
Quality and Performance: FFT and Complaints

NHS
The Newcastle upon Tyne Hospitals
NHS Foundation Trust

The NHS Friends and Family Test

Take 2 minutes ... See how we did in April 2019

We got 3,686 responses to the Friends and Family Test in April 2019. The following numbers show the proportion of people that would recommend or not recommend these services to a friend or family member if they needed similar care or treatment. (National results are shown in brackets in black font.)



If you have used one of our services, please complete the survey given to you by staff or visit www.ftpnewcastle.co.uk to leave your feedback online.

Thank you

Healthcare at its very best - with a personal touch

Complaints

The Trust is receiving on average 56 new formal complaints per month, which is considerably higher than the 45 per month average for the last full year. This averages at approximately 14 complaints per week and is higher than last year's figures, at just over 10 per week.

All aspects of clinical treatment remains the highest subject area of complaints at 78% of all the subjects Trust wide. Communication and Attitude of staff combined make the next largest subject area, followed by Appointments, delays / cancellations for Outpatients and Inpatients.

COUNCIL OF GOVERNORS

Date of meeting	19 th September 2019		
Title	2019/20 Month 4 Financial Report		
Report of	Angela Dragone, Finance Director		
Prepared by	Finance Department		
Status of Report	Public	Private	Internal
	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Purpose of Report	For Decision	For Assurance	For Information
	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Summary	The content of this report outlines a summary of the Trust financial position at Month 4.		
Recommendations	The Council of Governors are asked to receive the report for information.		
Links to Strategic Goals	Maintaining sound financial management to ensure the ongoing development and success of our organisation.		
Risks identified	Achievement of the Control Total is dependent on a large number of factors but in particular the Cost Improvement Programme, the application of all aspects of the contract including data challenges, and the continual risk of uncontrolled cost pressures.		
Impact	Tick yes or no as appropriate	Yes	No
	Quality and Safety		X
	Legal		X
	Financial	X	
	Human Resources		X
	Equality and Diversity		X
	Engagement and communication		X
Reports previously considered by	Standing agenda item.		

2019/20 MONTH 4 FINANCIAL REPORT

1. INTRODUCTION

This paper summarises the financial position of the Trust for the period ending 31st July 2019.

2. CONSOLIDATED RESULTS

At Month 4 the Trust has delivered an Income and Expenditure surplus of £3.9 million and is £1 million ahead of Plan summaries as follows -

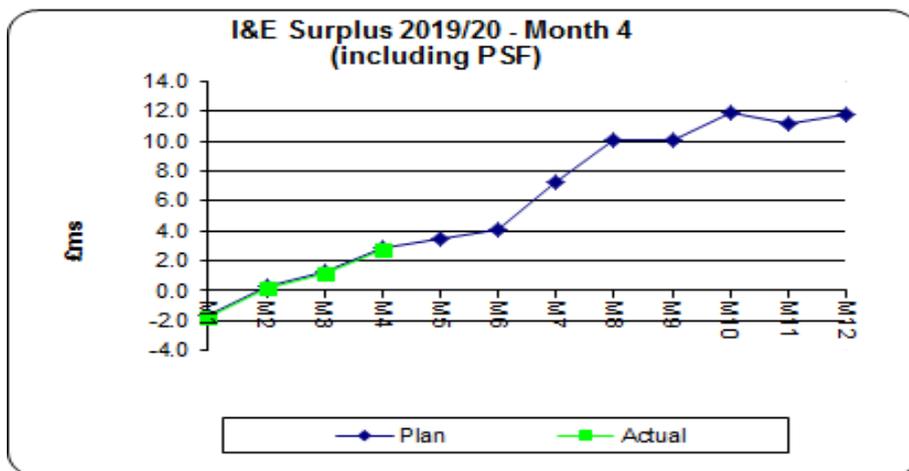
Table 1: Key Financial Performance Indicators - Overall Financial Position

	Annual Plan £'000	Month 4 Plan £'000	Month 4 Actual £'000	Month 4 Variance £'000
Income	1,100,358	363,391	372,061	8,670
Expenditure	1,083,454	360,496	368,149	7,653
I&E Position (exc impairment)	11,773	2,895	3,912	1,017
Closing Cash	92,059	112,098	109,917	(2,181)
Capital Programme	49,872	11,551	11,257	(294)

Key issues to note are:

- i) Operating income for the period ending 31st July 2019 is £372.1 million, £8.7 million ahead of Plan.
- ii) Total operating expenditure for the period to Month 4 is £368.1 million, £7.7 million more than Plan.
- iii) The Trust reports an Income & Expenditure surplus of £3.9 million at Month 4, £1 million ahead of Plan. The main reason for the positive variance against Plan is that the Trust has received additional £1.2 million Provider Sustainability Funding in 2019/20 that relates to performance in the previous year.

The Income & Expenditure profile as the year progresses is as follows:-



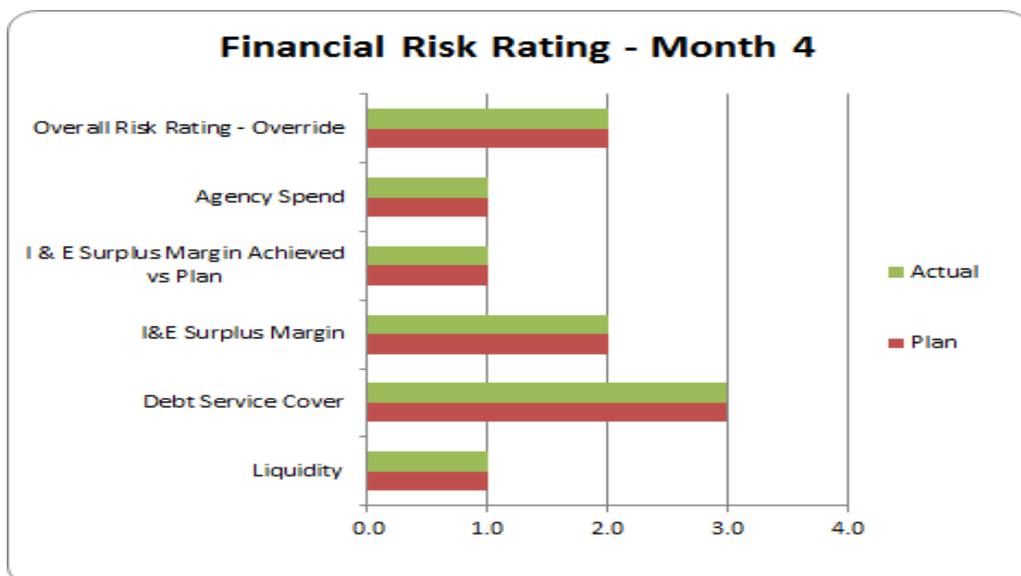
- iv) To date the Trust realised £3.7 million of savings from its cost improvement programme.
- v) The Capital Expenditure to 31st July 2019 was £11.3 million and is close to Plan.
- vi) The Cash balance at 31st July 2019 was marginally behind Plan but there are no liquidity issues to report.

3. FINANCIAL RISK RATING

The NHS Improvement Use of Resources (UoR) metric considers five aspects of performance; liquidity and ability to service debt from revenue, underlying performance, variance from the Trust’s Plan and agency expenditure compared to Plan.

The metrics consolidate into a single Risk Rating which rates an organisation on a scale of 1 to 4, where ‘1’ reflects a low Financial Risk and ‘4’ reflects a Trust with high financial risk.

Based on these metrics the Trust would attain an overall Risk Rating of ‘2’ which is consistent with Plan. The profile is as follows:



4. SUSTAINABLE IMPROVEMENT PROGRAMME

The on-site phase of McKinsey & Co support into the Trust's sustainable improvement programme has now ended and officers within the Trust are taking forward implementation of a range of initiatives.

The present programme identifies recurrent in-year savings of £16 million. This is £16 million below the £32 million target, and the balance will be met by non-recurrent initiatives. The £16 million recurrent savings in 2019/20 will automatically generate additional full year effect recurrent savings in 2020/21 of £9 million.

5. RECOMMENDATION

To receive the overall financial position for the period up to 31st July 2019.

**Report of Mrs Angela Dragone
Finance Director
12th September 2019**

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