

**PUBLIC MEETING OF THE
BOARD OF GOVERNORS**

Tuesday 12 April 2011

**6pm at Meridian Hall, East Court, College Lane
East Grinstead, West Sussex RH19 3LT**

Public meeting of the Board of Governors

Tuesday 12 April, 18.00, Meridian Hall, East Court, East Grinstead

Tea, coffee and biscuits and an opportunity to meet members of the Board of Governors from 17.30

AGENDA: PART 1 (PUBLIC MEETING)			
No.	Agenda item	Time	Papers
STANDING ITEMS			
17-11	Welcome, apologies and declarations of interest Peter Griffiths, Chairman	18.00	-
18-11	Draft minutes of the meeting held on 22 February 2011 (for approval) Peter Griffiths, Chairman	18.05	Enc.
19-11	Matters arising and actions pending from the previous meeting Peter Griffiths, Chairman		-
PRESENTATION			
20-11	Draft annual plan 2011/12, including response to the Board of Governors suggestions towards the Annual Plan for 11/12 Richard Hathaway, Director of Finance and Commerce	18.10	Enc.
REPORTS FROM THE BOARD OF DIRECTORS			
21-11	Report from the Chief Executive (update) Adrian Bull, Chief Executive	18.30	Enc.
22-11	Site re-development (update) Heather Bunce, Programme Director	18.45	Verbal
23-11	Infection prevention and control (update) Amanda Parker, Director of Nursing & Quality	18.55	Enc.
24-11	Patient experience report (Q4 2010/11) Amanda Parker, Director of Nursing & Quality	19.05	Enc.
GOVERNANCE			
25-11	Revised Constitution and Draft Governors' Governance Handbook Bernard Atkinson, Vice Chair of the Board of Governors	19.15	Enc.
26-11	Public and staff governor elections (update) Margaret Godfrey, Interim Company Secretary	19.30	Enc.
27-11	Foundation trust membership (update) Margaret Godfrey, Interim Company Secretary	19.35	Enc.
REPORTS FROM THE SENIOR SUB-COMMITTEES OF THE BOARD OF GOVERNORS			
28-11	Report from the Vice Chairman (update) Bernard Atkinson, Vice Chairman and Chairman, Governor Steering Group	19.40	Enc.

29-11	Report from the Governor Representative (update) Ian Stewart, Public Governor and Governor Representative	19.45	Enc.
30-11	Report from the Appointments Committee (update) Caroline Hitchcock, Public Governor and Chair, Appointments Committee	19.50	Enc.
ANY OTHER BUSINESS			
31-11	By application to the Chairman Peter Griffiths, Chairman	19.55	-
QUESTIONS FROM THE PUBLIC			
32-11	To receive any questions or comments from members of the public Peter Griffiths, Chairman	20.00	-
33-11	To consider a motion to exclude members of the public, non executive directors and executive directors in order to discuss confidential business Peter Griffiths, Chairman	20.15	-
DATE OF THE NEXT MEETINGS			
Public meetings of the Board of Governors: Tuesday 19 July 2011, 14.00, Meridian Hall, East Court Tuesday 18 October 2011, 18.00, Meridian Hall, East Court Tuesday 17 January 2012, 14.00, Meridian Hall, East Court			
Annual General Meeting: Thursday 28 July, 18:00, Jubilee Community Centre, East Grinstead			

Members of the Board of Governors	
Bernard Atkinson	Public Governor
Len Barlow	Public Governor
Stuart Barnett	Public Governor
Gill Baxter	Public Governor
Edward Belsey	Public Governor
John Bowers	Public Governor
Pat Brigden	Public Governor
Mabel Cunningham	Staff Governor
Peter Evans	Stakeholder Governor
Adrian Fuchs	Public Governor
Brian Goode	Public Governor
Peter Harper	Public Governor
Bill Hatton	Public Governor
Caroline Hitchcock	Public Governor

Sue Hull	Public Governor
Valerie King	Public Governor
Carol Lehan	Staff Governor
Moira McMillan	Public Governor
Shirley Mitchell	Public Governor
Christian Petersen	Staff Governor
Andrew Robertson	Stakeholder Governor
Chris Rolley	Stakeholder Governor
Manya Sheldon	Public Governor
Ian Stewart	Public Governor
Alan Thomas	Public Governor
Paul Trevethick	Stakeholder Governor
Invited attendees	
Adrian Bull	Chief Executive
Jeremy Beech	Non Executive Director
Heather Bunce	Programme Director
Claire Charman	Engagement Coordinator (Secretariat)
Pauline Farrell	Head of Human Resources
Margaret Godfrey	Interim Company Secretary
Richard Hathaway	Director of Finance and Commerce
Ken Lavery	Medical Director
Renny Leach	Non Executive Director
Amanda Parker	Director of Nursing and Quality
Hugh Ure	Non Executive Director
Shena Winning	Non Executive Director

Document:	Minutes	
Meeting:	Board of Governors 22 February 2011 14:00 – 16:30 The Parish Halls, De La Warr Road, East Grinstead	
Present:	Peter Griffiths	Chairman
	Bernard Atkinson	Public Governor and Vice Chairman
Stakeholder Governors	Andrew Robertson	League of Friends
	Chris Rolley	East Grinstead Town Council [in part]
	Paul Trevethick	NHS West Sussex
Staff Governors:	Mabel Cunningham	Christian Petersen
	Carol Lehan	
Public Governors:	Len Barlow	Sue Hull
	Stuart Barnett	Valerie King
	Edward Belsey	Shirley Mitchell
	John Bowers	Moira McMillan
	Pat Brigden	Manya Sheldon
	Adrian Fuchs	Ian Stewart
	Brian Goode	Alan Thomas
	Caroline Hitchcock	
In attendance:	Jeremy Beech	Non Executive Director
	Adrian Bull	Chief Executive
	Heather Bunce	Programme Director
	Claire Charman	Engagement Coordinator / secretariat
	Kathleen Dalby	Company Secretary and Head of Corporate Affairs
	Richard Hathaway	Director of Finance and Commerce
	Ken Lavery	Medical Director
	Renny Leach	Non Executive Director
Amanda Parker	Director of Nursing & Quality	
Members of public:	4	

Not present	Stuart Barnett	Public Governor
	Gill Baxter	Public Governor
	Peter Evans	Stakeholder Governor – Local Authority Head of HR
	Pauline Farrell	
	Peter Harper	Public Governor
	Bill Hatton	Public Governor
	Hugh Ure	Non Executive Director, Deputy Chairman and Senior Independent Director (SID)
	Shena Winning	Non Executive Director

STANDING ITEMS

01-11	WELCOME, APOLOGIES AND DECLARATIONS OF INTEREST The Chairman welcomed everyone to the meeting, particularly to SH who has been unable to attend recently, and to the four members of the public, who would also be attending the evening open event for people who have expressed an interest in standing for election as Governor this year.
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	<p>Apologies were received from Stuart Barnett, Gill Baxter, Peter Harper, Bill Hatton, Pauline Farrell, Andrew Robertson, Hugh Ure and Shena Winning.</p> <p>The Chairman advised that since the last meeting public governors, Peter Dingemans and Gill Brack, had stood down for personal reasons. PG thanked them for their contribution during their time in the role and wished them well.</p> <p>There were no declarations of interest.</p>
02-11	<p>MINUTES OF MEETING HELD ON 12 October 2010 The Board of Governors APPROVED: the minutes of the meeting held on 12 October 2010 as a correct record.</p>
03-11	<p>MATTERS ARISING FROM THE DRAFT MINUTES There were no matters arising.</p>
PRESENTATION	
04-11	<p>NATIONAL CANCER SURVEY, NATIONAL INPATIENT SURVEY AND ADDITIONAL WARD EXIT/OUTPATIENT QUESTIONNAIRES AP presented the results of the patient experience surveys and explained that the Picker inpatient results compare us to the 75 other Trust's Picker survey, however in May 2011 the Care Quality Commission will publish the results for all NHS trusts.</p> <p><u>Highlights:</u></p> <ul style="list-style-type: none"> • Confidence in Doctors • Care and treatment • Cleanliness • Improved Privacy and Dignity - AP highlighted that this had been a target nationally and additional funding had been awarded to make improvements, AP was pleased to note the improved scores in light of these changes. <p><u>Actions for improvements to be made:</u></p> <ul style="list-style-type: none"> • Improve written information, in particularly for cancer patients. • Emotional support for day case and outpatient cancer patients. • Waiting times. <p>Actions will be included in the trust wide Patient Experience Action Plan which is reported to the trust management team, Public Engagement Committee and Board of Governors.</p> <p><u>Questions:</u> It was suggested that visitors and relatives should also be given the opportunity to complete a questionnaire. AP advised that relatives are welcome to complete the ward exit questionnaires if they are present at the time of discharge from the ward and advised that comment cards are available across the trust for anyone to complete.</p> <p>EB noted that when visiting the outpatient departments and helping with the outpatient survey programme, patients who had been delayed had not been advised as to how long the wait was likely to be. He suggested that closer working with the clinicians could keep patients better informed.</p>

REPORTS FROM THE BOARD OF DIRECTORS

05-11 REPORT FROM THE CHIEF EXECUTIVE

Adrian Bull highlighted the following from his report:

Maxillofacial laboratory waiting times – AB noted a significant improvement in the number of weeks patients have to wait for their prosthetic appointments, due to a number of initiatives undertaken by the department, along with Divisional Manager, Mike Bennett. Whilst the trust is aware that any delay is not ideal improvements are being made and it is only a small minority of cases that are delayed.

Trauma Cases – AB noted that since the introduction of the Trauma Coordinator roles improvements have been made in the management of these cases. The trust has aimed for trauma patients to be seen by a Consultant within 24 hours where the decision can be made as to whether surgery is required. In some cases the decision not to treat has to be made and this is sometimes more difficult for a junior doctor than a decision to treat. Metrics have improved and the great majority of patients are having their surgery carried out within 24 hours.

Electronic Trauma Board – Progress is being made towards implementation of an electronic board which will enable theatre and ward staff to keep up-to-date with progress in theatre and any delays that may have been incurred. This information should also enable the ward staff to communicate approximate timings to the patients.

Operational report – The trust is on track with its targets. However, meeting the 31 day cancer target is sometimes challenging with skin cancer referrals to some spoke sites.

Finance – Richard Hathaway updated the Board of Governors on the trusts financial position. Despite challenges in obtaining payments from some Primary Care Trusts, the trusts position is on track and it is hoped the trust will achieve a Financial Risk Rating (FRR) of 4 again this year.

Human Resources

Staff survey results – The early annual staff survey results show the trust to be performing well when compared to other trusts. AB noted that there were some lower scores when comparing to previous years. However, due to the recent strategic review and robust programme to reduce running costs, this was not surprising. AB is grateful to the staff for the high quality of care given to the patients despite these changes, as the high satisfaction scores in patient surveys suggest.

Staff Assist Programme – QVH are able to provide a fuller Employee Assistance Programme and have appointed CiC to deliver this service which provides confidential information, support and counselling services to our staff.

Culture and Values – AB noted that a piece of work was underway, led by PF, to review and develop proposals for organisational values and future culture.

Medical Director report – KML highlighted that he will take on the role of the Re-validation Responsible Officer ensuring medical staff receive 360 degree appraisals. 2012 will be a trial year with full reporting beginning in 2013. He noted that QVH attracts good quality trainees. AB re-iterated the importance of maintaining QVH as a centre for

training and research as the relationship to the overall quality of the care we provide.

Discussion

As part of the discussion around the current NHS changes and challenges, the Board of Governors took the opportunity to ask about the local progress around moving to GP Consortia and also to raise concerns about the potential affect these changes could have on QVH and its' patients. Within this discussion the following points were raised:

AB gave a summary of some of the changes already happening locally where PCTs are already beginning to be brought together in a single cluster, for example, West Sussex, Brighton and Hove, Hastings and Rother and South Downs and Weald.

Local initiatives are being taken by GPs, with East Grinstead, Crawley and Horsham forming a North Association Structure and East Surrey Doctors forming an East Surrey Consortia.

PT noted that West Sussex was nationally recognised to be 'ahead', as existing Practice Based Commissioning (PBC) groups are already well established through groups of GPs working well together.

In answer to some of these concerns PT was able to reassure the governors that some positive steps have been established to ensure that hospitals are included in some of these discussions and subsequent decisions. A Programme Board has been established in order to align the ambitions of the trust to the budget available. Working together to achieve the best outcome possible. However, this is set against a context to reduce internal PCT spending by 40% with PCTs being disbanded in 2013.

AB agreed that whilst some initiatives are underway it is important for the governors to be aware of some of the challenges to QVH referrals. QVH is not the same as a DGH (District General Hospital) and it has a wide catchment area serving Kent, Surrey and Sussex. This needs to be recognised by the lead commissioner to ensure that changes to local budgets do not undermine the provision of tertiary services at QVH. KML supported AB by emphasising the importance of QVH being recognised as a tertiary referral centre to ensure specialist services are not de-stabilised.

With the rationale for QVH to provide support to the wider area and work hard to provide evidence of patient outcomes, AB gave the example of Dupytren's Contracture which is a progressive condition to the hands, affecting many people. This procedure will no longer be routinely funded by some local PCTs unless the patient wins an appeal. However, the clinicians would argue that a delay in treatment for this procedure could incur further costs later on. Many patients referred to QVH with this condition have already been treated by a non-specialist orthopaedic surgeon, previously. Yet had the patient seen a specialist in the first instance they may have needed just one course of treatment. Therefore, by promoting QVH as a specialist centre for this condition this may be a more cost effective approach overall and of greater benefit to the patient.

The BoG also wondered how patient choice would fit in with the new arrangements, as some governors were aware of people being told that they could not be referred to QVH. AB confirmed that the Health Minister was committed to the NHS Constitution of which patient choice is a commitment. Unfortunately, at present, contractual arrangements prevent patients having a full choice. QVH will challenge any particular cases that come to light and continue to promote its services to the local GPs and the public.

	<p>The Chairman closed the debate with an agreement that this was an important topic which will be re-visited in the future and agreed that marketing for QVH would be critical in future. He explained that it is difficult for commissioners to compare without evidence of outcomes. On a national level there are two concerns about the health reforms 1. The shift to GPs of £80million and 2, the concern that prematurely commissioners have moved to price over quality. The transitional phase will be very difficult and it is very important that there is accountability and clarity about who is responsible for commissioning through each stage of the reform.</p> <p>The Board of Governors NOTED: the contents of the report</p>
06-11	<p>INFECTION PREVENTION AND CONTROL AP presented the quarter three DIPC (Director of Infection Prevention and Control) report and highlighted the following:</p> <p>There have been 2 cases of MRSA. Both cases were some distance apart and therefore not connected and both were in complex patients. They were reported as Serious Untoward Incidents (SUIs) which is the usual procedure for MRSA cases. A Root Cause Analysis was undertaken for both cases and actions arising from that have been noted and will be followed-up at Infection Control meetings.</p> <p>The 2011/12 maximum allowable limits have been set at 1 MRSA and 5 <i>C.difficile</i></p> <p>The Board of Governors NOTED: the contents of the report</p>
07-11	<p>PATIENT EXPERIENCE (QTRs 2 and 3 2010/11) As agreed at the last Board of Governors meeting, KD presented the subsequent patient experience reports. KD pointed out that the quarter three report the overview section of the report had been removed, pending some discussion about the most sensitive way to deliver this information, particularly when reporting such small numbers.</p> <p>AP also noted that where the Ombudsman had been asked to investigate a complaint but had found that we had already investigated in a satisfactory and AP felt this was a good reflection of our complaints handling process.</p> <p>The Board of Governors NOTED: the contents of the report.</p>
08-11	<p>SITE RE-DEVELOPMENT HB gave a short presentation regarding the new theatre block including the subsequent changes to affected departments:</p> <p>The Business Case will go the board in April regarding the theatre block and OPD2. The plan includes footprints for future development. For example a changing room will be designed in the footprint of what could become an operating theatre in the future if required and then a changing room could be re-built elsewhere.</p> <p>The calendar year Health records will move off-site to local premises which will still be managed by QVH staff.</p> <p>OPD2 will be relocated adjacent to the Maxillofacial Unit and the Estates offices will be given up to make way for this. Ideally OPD1 would be combined with OPD2 but space may not allow this.</p>

	The Board of Governors NOTED: the contents of the report.
REPORTS FROM THE SENIOR SUB-COMMITTEES OF THE BOARD OF GOVERNORS	
09-11	<p>REPORT FROM THE VICE-CHAIRMAN (update) INCORPORATING A REPORT FROM THE GOVERNORS STEERING GROUP BA presented the report and discussed the following topics:</p> <p><u>Future meetings of the Board of Governors</u> - BA explained that the next BoG in April would be the last formal meeting for several governors. However, a forum meeting will be held in May and will incorporate a social part to allow governors to say their farewells. The forum meeting will be an opportunity to re-visit the background of change ready for new governors to take forward. Peter Griffiths has been invited to this forum meeting in his capacity as Chairman of the FTN (Foundation Trust Network).</p> <p><u>Annual plan</u> - BA thanked governors for their contribution to the Annual Pan.</p> <p><u>Portfolios</u> – BA thanked members of the GSG for their contribution as lead of the following portfolios:</p> <ul style="list-style-type: none"> • Shirley Mitchell - Ethos and Reputation • Alan Thomas - FTGA • Manya Sheldon - PEAT inspections • Ian Stewart and Carol Lehan - Patient Experience • Gill Baxter - Continuous learning and mentorship • John Bowers - Membership <p>BA reminded governors to report back, via the Governor Monthly Update, on any activity they undertake on behalf of the Governors such as committees, away days etc.</p> <p><u>Elections</u> – BA advised that the elections would be held for governors to join committees between now and the April Board of Governors.</p> <p>The Board of Governors NOTED: the contents of the report.</p>
10-11	<p>REPORT FROM THE GOVERNOR REPRESENTATIVE (update) Ian Stewart presented his report and noted the following:</p> <ul style="list-style-type: none"> • Challenges with the changing NHS climate will make it a competitive market and even more important for QVH to market itself and not rely solely on referrals coming in. Results from patient surveys prove that QVH has a great story to tell. • The GSG heard from Ed Pickles, Clinical Director for Clinical Audit and Outcomes recently where bringing together evidence of patient outcomes following surgery is of great importance. • Christian Petersen, Information Analyst and Staff Governor, is working on a database to collect data from the outpatient surveys which will allow easy reporting and comparisons to be made. • Plans are in place for information screens to be put in waiting rooms which will enable staff to keep patients informed of delays and other relevant information.

11-11	<p>REPORT FROM THE APPOINTMENTS COMMITTEE</p> <p>CH presented the report from the Appointment Committee, highlighting the annual work plan:</p> <ul style="list-style-type: none"> • Appraisal process for NEDs and the Chairman • NED recruitment and remuneration • Internal recruitment to BoG committees • Review of Terms of Reference, job descriptions and feedback from the Vice Chairman and Governor Representative <p>Procedures have been streamlined and meetings arranged in a timeframe appropriate to the Board of Governors meetings.</p> <p>More detail will be discussed in Part 2 of the meeting.</p> <p>The Board of Governors NOTED: the contents of the report</p>
GOVERNANCE	
12-11	<p>PUBLIC AND STAFF GOVERNOR ELECTIONS (UPDATE)</p> <p>KD presented the report and summarised the plans that have been put in place to prepare for a large number of governor vacancies this year. The take-up for the open events for people interested in standing for governor has been good, with five people in January, ten in February and another four for the March event. However, people can still put their names forward without attending these events.</p> <p>KD explained the proposed timeline for the elections which should give a clear month between the election results and newly elected governors taking up post.</p> <p>The Board of Governors NOTED: the contents of the report.</p>
13-11	<p>FOUNDATION TRUST MEMBERSHIP (UPDATE)</p> <p>KD presented the report and noted the following:</p> <p>Membership levels remain fairly stable with a slight dip in numbers due to returned mailing following circulation of the last edition of QVHNews. The trust aims to maintain its membership at around 10-10,500 members and will recruit if necessary.</p> <p>A demographic breakdown, using the ACORN classification, has been included. KD advised that members are also asked to state their ethnicity, however this is optional and members are not obliged to complete this information.</p> <p>The Board of Governors NOTED: the contents of the report.</p>
ANY OTHER BUSINESS	
14-11	<p>KD noted that she will be on maternity leave until January 2012. Margaret Godfrey, Interim Company Secretary, will be covering the company secretary role for two days per week, providing support to both Boards. KD's other responsibilities as Head of Corporate Affairs will be shared amongst the Corporate Affairs and Senior Management teams, as appropriate, with the support of a Corporate Communications Consultant.</p>
QUESTIONS FROM THE PUBLIC	
15-11	<p>There were no questions from the public. However, one member noted his appreciation for the discussion regarding the new commissioning arrangements and said that it had been well explained to members of the public that may not be familiar with the situation.</p>

DATE OF THE NEXT MEETING	
	The Board of Governors noted the date of their next meeting, which would be Tuesday, 12 April 2011 at 6.00pm. To be held at Meridian Hall, East Court
CLOSE	
	The Board of Governors considered a motion to exclude the public, executive and non-executive directors from the remainder of the meeting in order that it might discuss confidential matters. This was agreed and the members of the public and directors were thanked for their attendance and asked to leave the meeting.
	The Chairman closed Part 1 of the meeting.

Chairman:..... Date:.....

Report to:	Board of Governors
Meeting date:	12 April 2011
Agenda item reference no:	20-11
Author:	Richard Hathaway, Director of Finance and Commerce
Date of report:	24 March 2011

QVH-FT Governors suggestions towards the Annual Plan for 11/12

This paper builds on the list of suggestions for the Annual Plan provided by the Governors and provides a short response (*in italics*) to each issue highlighting how and where it will be reflected in Trust plans.

Bernard Atkinson wrote:

The suggestions listed below have been provided by governors from their individual perspectives. Order in the list does not imply any priority but is purely incidental.

The governors expect the AP11/12 to cover everything pertinent to the functioning of the hospital over the next year and its trajectory into the future. This obviously includes finance, the theatre build, critical refurbishment, commitment to patients, specialities offered now and in the future etc.etc. Furthermore the governors expect the AP to be a working document which is subsequently converted into QVH internal 'targets' whose achievement is monitored throughout the year by the Boards.

1. Outline which elements of the 10/11 plan have been achieved and identify those elements not achieved and why.
A summary progress report will be included in the Business Plan, Annual Report or Quality Accounts as appropriate.
2. The financial aspects of the plan need to be clear on how the new theatres are to be financed and paid for, how those assets judged to be putting the hospital at risk are to be brought off the 'critical list' and paid for, and what in-roads will be made as regards backlog maintenance.
The Full Business case is in hand and a summary will be included in the business plan. An update on the Estate strategy and essential backlog maintenance will set out the progress on the other areas highlighted.
3. The security, variability and potential for enhancement of all income streams need to be addressed.
The Business Plan includes an assessment of key risks including commissioning issues and potential mitigating actions. It also recognises the importance of promoting QVH services and the need to invest in "business intelligence" to ensure a full understanding of current market position and opportunities. The newly appointed Head of Commerce will lead on this work through the year.
4. A commitment should be given to allow no further deterioration in the hospital's assets.
The Business Plan will include a section on the estate strategy. The Trust continues to invest significant sums in the estate and to make progress in improving the position. However all investment must be affordable and represent good value for money in the context of the overall estate strategy.
5. Explain the intentions as regards Jubilee Ward both for the coming year and for the years to come.

The Trust has spent considerable time and effort working with commissioners and other Trusts seeking an acceptable resolution to the Jubilee ward situation. Regrettably no workable solution has yet been agreed and the intention remains to give notice of closure. This will be covered in the Business Plan

6. Against the background of GP commissioning, the example of the arrangements which have been developed in Cockermouth in Cumbria, that some EG GPs are showing renewed interest in moving, as are some EG charitable organisations, and the difficulties with Jubilee Ward, it would appear timely to re-explore the Health Campus concept on the QVH site.
The Trust does not consider this a viable concept. The Trust's strategic objectives clearly state the intention to focus on specialist services. There is no evidence of commissioner support for a Health Campus concept at a time they are seeking to reduce expenditure.
7. The possibilities of providing services, for example financial services, to GP commissioners should be explored.
This is not feasible as we lack capacity in Finance to establish and host a shared service and do not have the expertise in primary care.
8. Describe the present phase of the 'streamlining agenda' and what it will achieve for both patients and costs.
This will be covered in the Service Line plans section of the Business Plan. Streamlining is primarily about improving patient flows rather than direct cost savings but will lead to increased efficiency.
9. Demonstrate how QVH intends to achieve a more geographically distributed membership.
Not really part of Business Planning but certainly opportunity for further discussion through GSG
10. Demonstrate how car-parking will be enhanced. *Improvements to car parking are already in capital programme which will be summarised in the plan.*
11. Show a more creative approach to patient friendly flow and waiting times in the OPDs.
This will be covered in the Service Line Plans and also as part of quality accounts.
12. Commit to driving down prosthetic waiting times
Yes – this will be part of operational priorities/streamlining.
13. Show how 'spoke' services will be enhanced in terms of services, patient throughput and profitability.
The Trust has already significantly improved the reporting of spoke site activity and has appointed a spoke site co-ordinator to drive patient throughput and profitability. The Business Plan recognises the continued importance of this work and the need to develop markets further.
14. Show how QVH will 'get ahead of the game' now, in anticipation of the soon to be changed funding and commissioning arrangements.
Commissioning risks will be covered in the Business Plan
15. Demonstrate how QVH will take action as a consequence of the removal of the 'patient cap' to enhance profitability and how the relationship with McIndoe will develop.

The Board will be developing a strategy for private patient activity and the relationship with MSC

16. Commit to the development of a wide variety of future partnerships.
Not entirely clear on expectations here but QVH will continue to develop partnerships as part of strategic development
17. Develop robust internal mechanisms for continuously developing the hospital's future strategy so as to avoid always functioning in 'reactive mode'.
The Board continues to review strategic objectives although this is not specifically detailed in business plan. Any potential improvements identified by the Governors are open for discussion at GSG. It is also not clear that the Trust is "always in reactive mode".
18. There needs to be a commitment to executing the additional processes required to enable QVH to attain a higher level of compliance with the new standards recently set by the NHSLA in relation to patient and staff safety and care.
NHSLA level 2 will be considered in the planning round.
19. Presently the 'good news story' about QVH patient outcomes is underexploited. The challenge is to capitalise on what is presently both available and accessible, not to wait for yet more information and clarification. In present circumstances progressing this matter, in some form, is vital to the strategic future of QVH.
It is acknowledged that the Trust needs to invest in promoting its services and quality of clinical outcomes to patients and commissioners. The most cost effective means of achieving this objective require further analysis but the Business Plan recognises the importance of the issue.

Recommendation

The Board of Governors is asked to **NOTE** the contents of this report.

Report to:
Meeting date:
Agenda item reference no:
Author:
Date of report:

Board of Governors
12 April 2011
21-11
Adrian Bull
April 2011

REPORT FROM THE BOARD OF DIRECTORS

1. Quality, Safety Risk, DIPC

1.1. Infection Control

Quarter 4	New this quarter	Year to date (Target)
MRSA bacteraemia	0	2 (1)
<i>C.diff</i>	1	6 (4)

During quarter four there have been no patients identified as having MRSA bacteraemia and one case of *clostridium difficile* was identified. This was a one off case in a patient on appropriate antibiotics for a significant infection. Immediate action was taken as required to protect both patients and staff and there have been no secondary cases.

1.2. Emergency Planning

During the Easter period, when planned electrical work is being undertaken, the work to allow essential services to continue will constitute a 'live' business continuity exercise and so support compliance with the Civil Contingencies Act and CQC standards.

1.3. Risk Management

1.3.1. During quarter four there has been one declared SUI. Two patients undergoing cataract surgery developed recognised complications to their surgery. As this was two patients during the same operating list it was considered unusual and a full investigation is being undertaken.

1.3.2. During quarter four there have been significant changes to the risk management processes within the trust consisting of:

- A combined risk management and incident reporting policy, providing more detailed information on local and corporate risks, closure of risks and the escalation process for incidents.
- Introduction of Datix web-based functions for risk register and Care Quality Commission standards. This will enable local ownership by managers allowing the risk team to provide more support. It will also ensure better follow up of actions relating to risks, incidents, and complaints, as well as those required for CQC compliance
- A central electronic library has been established to hold minutes from key governance meetings – a CQC governance requirement.

2. Operational Developments

2.1. Trauma

In March a paper summarising the work of the Trauma group over the last twelve months was presented to the Trust Board. This paper provided updates on the following key areas:

- Implementation of the trauma coordinator role
- Development of a Trauma Board
- Improve quality of information taken at time of referral
- Theatre start time punctuality
- Establishing an adjudicator for list prioritisation (as and when required)
- Maximising available trauma capacity: seasonal variation, using elective spare capacity and tackling overruns
- Review of service for 'outlier' trauma cases
- Establishing dedicated trauma cover in Maxillofacial surgery
- Development of monthly KPI dashboard to monitor progress

In addition a summary of the achievements of the group against key metrics were also presented showing significant improvement in a number of areas (see table below)

Metric	Target	Current performance
Time of Injury to admission	Average within 48hrs	Average 21hrs
Time of referral from outlier to admission	To be agreed once baseline established	Mechanism for collection under development
Time from Admission to surgery	Within 24hrs	89% of all patients* 9hrs average
Number and type of referrals	N/A	On average total of 90 referrals per week
Start time of trauma list	08.30am	Average 45 min delay
Trauma list utilisation	Theatre 1– 80% Spare elective capacity used	68.8% (on average) Between 15 -30%
Number of patients who have been starved but then cancelled	Zero	0 – 4 patients

Circa 10% will require delay for clinical reasons

The Trauma management group priorities for the next 12 months include the following, many of which are already well underway:

- Substantive recruitment to the trauma co-ordinator role by merging with the OON and Night matron team (as outlined in the current staff consultation)
- Electronic trauma board
- Continued work on reducing delays to start times for trauma sessions
- Review and streamlining of the outlier service.

2.2. Pre-assessment

The pre-assessment steering group have now agreed a finalised pathway and associated policy for patients to be seen on the same day as their outpatient appointment when listed for surgery at QVH. This new process is due to be

launched on the 4th April and has been communicated throughout the Trust. In addition to this the group has revised the paperwork, developed guidelines for pre-operative investigations and streamlined the admission process on the day of surgery. To support these changes a dashboard is being developed with key metrics and this will be available from May.

Two nurses have been booked into a course later this year to undertake physical examination thus enabling SHO's to be freed from duties in pre-assessment to attend wards and dressing clinics. The day surgery guidelines are being revised along with the anaesthetists to increase the number of day cases that are undertaken within the unit thus improving patient flow whilst Ryecroft is closed.

As part of the wider site master estates plan it is proposed that the existing pre-assessment clinics will be collocated together nearer outpatients. This will further help the aim of ensuring that all patients are pre-assessed in the same way across the Trust at a central location. In the next few months the focus of the group will shift towards streamlining the process for patients seen in OPD at spoke sites but who have their surgery at QVH.

2.3. Financial Performance and Operational Performance

A summary of the Trust's financial performance to 28th February is shown in the table below.

	Plan YTD (£m)	Actual YTD (£m)	Balance to Plan	Year End Plan	Year End Forecast
Turnover	50.2	50.7	4.8	£55.5m	£56.0m
EBITDA	3.2	4.4	(0.2)	£4.2m	£5.6m
Surplus / (Deficit)	(0.1)	1.3	(1.0)	£0.3m	£2.0m
Cash Balance	3.9	4.6	(1.6)	£3.0m	£6.6m
Financial Risk Rating	4	4	-	4	5
Private Patient Income (%)	0.8%	0.7%	0.1%	0.8%	0.7%

The Month 11 financial performance was a surplus of £0.2m against a planned loss of £0.2m. The Trust is £1.4m ahead of plan at 28th February, driven by increased activity with below plan spend on pay, capital charges and transformation costs.

The Trust will exceed its revised forecast for the year, mainly because it is expected that 100% achievement of Contracting for Quality Initiative (CQUIN) targets will be confirmed in March, along with increased activity for the month which has the largest number of working days in the year. The level of commissioning challenges is also lower than previously estimated although further challenges are expected. The forecast outturn has therefore been increased to a £2.7m surplus before restructuring costs (£2m surplus overall). This will deliver an increase in Financial Risk Rating to 5.

Service lines continued to show recovery of the December shortfall, which was due to snow, although below plan activity is still an issue in Plastics.

PCTs have settled invoices and the debtor position at the end of February has improved. Another £2.5m of outstanding debtors have been settled by Kent PCTs in the first week of March. Contract escalation and credit control processes are being strengthened for 2011/12.

The improved overall cash position has led to a significant improvement in the number of invoices being paid promptly (over 90% of non NHS invoices were paid within target guidelines in February)

2.4. Operational Performance

The Trust was assigned an Amber-Red governance risk rating by Monitor in Q3. This reflected the Trust's failure to meet the 31-day wait for first treatment cancer target in the 3rd quarter, the *C-difficile* target and the MRSA screening target.

31-day wait for first treatment cancer target

Over the third quarter the Trust achieved 95.9% of patients receiving first definitive treatment for cancer within 31 days of a decision to admit. The target is 96%. 6 patients out of 145 breached this target. The reasons for this were recorded as patient's choice, patients unwell, and admin errors resulting in patients' treatments not being fast-tracked.

This issue particularly relates to squamous cell skin cancers, in which the diagnosis is confirmed by histology after the lesion has been fully excised. Frequently this will mean confirming a cancer after first definitive treatment. The current construction of the indicator requires that those patients who had a negative histology, regardless of whether they were treated within 31-days as if they had cancer, are excluded from the calculation.

Actions to prevent these breaches are being taken. They include detailed route cause analysis of breaches identifying trends, process mapping the pathway, devising a Trust policy for cancer supported by training for those involved in the pathway, reviewing the MDT co-ordinator role, reviewing processes with other referring Trusts to reduce delays, streamlining the data collection process and streamlining the histology processes.

MRSA Screening

The Trust achieved 94.2% of elective cases screened. The target is 100%. Please see the Quality and Risk Report for detail on MRSA screening.

C-Difficile

As reported previously the Trust has reported 5 C-difficile cases YTD against a target of 4. Because the Trust exceeded the annual limit in Q2 Monitor will record this as a breach for every subsequent quarter. A 6th case was reported in March (see above).

3. Business Planning

The contract negotiation process continues and the PCTs' activity plans are slowly being received. A summary of key points for the Business Plan will be presented to the Board of Governors and the final plan is due to the Board of Directors in April.

4. People Issues

- 4.1. As part of continued work to improve efficiency and reduce costs, the Trust is undertaking a further rationalisation of the organisational structure. This will involve a further reduction of approximately 10 posts. The Trust's proposals for this rationalisation and associated redundancies were put out for consultation with staff on 28 February 2011. We are once again following a structured change management process and will handle this difficult period as sensitively and fairly as possible.

4.2. The full CQC weighted staff survey report was published in March. There are three comparitors for the results:

- QVH is significantly above average when compared to all other NHS acute organisations
- QVH is broadly comparable to the 20 other specialist acute Trusts in England,
- There is a deterioration in some areas compared to previous QVH results.

A summary of the findings will be produced and circulated, and each department will be responsible for devising and monitoring an action plan to address the key issues.

4.3. The work on organisational culture and values is coming to the end of the first phase. One to one interviews and focus groups have been held and discussions with at various team meetings have also taken place. Conclusions from phase one will be drawn together and phase two, where the identified organizational values will be rolled out, will be designed and implemented later in the year.

4.4. There are a number of key changes to terms and conditions underway at the moment and the HR team is handling any consultation requirements and communicating with affected staff. These include:

- The removal of the default retirement age;
- Changes to the on call arrangements, as per the national Agenda for Change agreement;
- Changes to Recruitment and Retention allowances, as per the national Agenda for Change agreement.

5. Estates/Capital

5.1. Site Redevelopment: Theatre New Build

The first draft of the business case, due before the Board of Directors in April is now complete.

5.2. Theatres

A proposed design has now been produced and is awaiting sign off by key stakeholders. It has been agreed that Theatres 8, 9 and 10 will remain following completion of the new build. These will be used to accommodate both day surgery and inpatients.

5.3. Reprovision of services

- Health Records
Following a quantitative and qualitative analysis a town centre site has now been identified. A Health Records User Group will be established to manage the relocation. Planning for the 'Scan on Demand' facility is now underway.
- Outpatient Department 2
Early plans have been drafted showing OPDs 1 and 2 as a combined department. Initial costs indicate this will be over budget and therefore a revision of the scope is currently underway.
- Centre for Sight
Relocation of this area is required to make way for new Theatres. Solutions for both clinical and non-clinical functions are currently underway.

- Estates

This department is required to make way for new OPD function and will relocate to the area previously occupied by the former Crèche during late summer 2011.

5.4. Planning

A successful meeting with Mid Sussex District Council planners, took place in early March. The Trust has been assured that full planning for the Theatre Rebuild will be granted provided the Reserved Matters are satisfactorily addressed.

5.5. Estates Capital Programme

The capital programme is on budget and plan. Significant works include the following:

- A-Wing electrical systems upgrade

Extensive essential electrical works are being undertaken to improve the infrastructure resilience of American Wing which includes the main theatre block, outpatients and radiography. This work will require significant electrical shutdowns across the hospital and has been planned for the Easter Weekend to minimise disruption and inconvenience for patients.

- Peanut refurbishment is well underway.

- Burns Theatre Refurbishment

Funding shortfall resulted in Programme slippage; now reprogrammed for April 2011 to align with theatre availability, electrical shutdown and resources. Architect design approved by clinical users and is with contractors for final pricing. A full business case is to be presented for sign off.

6. Recommendation

6.1. The Board of Governors is requested to note the content of this report.

Report to:	Board of Governors
Meeting date:	12 April 2011
Agenda item reference no:	23-11
Author:	Amanda Parker, Director of Nursing & Quality and Director of Infection Prevention and Control (DIPC)
Date of report:	1 April 2011

Infection prevention and control (update)

1. The Quarterly DIPC report for the period January to March 2011 is attached for information.
2. The Board of Governors is asked to **NOTE** the report.

INFECTION PREVENTION & CONTROL

Quarterly DIPC Report

January to March 2011

Mandatory Surveillance		
	New this quarter	Year to date (Target)
MRSA bacteraemia	0	2 (1)
GRE bacteraemia	0	0
<i>C.diff</i>	1	6 (4)
MSSA bacteraemia	0	0

MRSA surveillance

MRSA Positive Patients – Jan and Feb only (March figures not yet available):

(Infected and Colonised)

Ward	Jubilee	RT	Rycroft	MD	Burns	EBAC	PAC	Peanut	OPD	MIU	DSU	Total
Total	1	1	0	3	0	1	5	1	3	1	2	18
Positive on admission		1		2		1	4		3	1	2	14
Previously positive				1			1					2
Hospital acquired	1											1
Unknown								1				1

Outbreaks of Infection

January - There were no outbreaks during the month.

February - There were no outbreaks during the month.

March – *C.diff* in Burns – patient admitted 7 March on Piperacillin/Tazobactam and Metronidazole from K&S Hospital for plastic surgery for Fournier’s gangrene. Antibiotics stopped 13 March; diarrhoea started 22 March. Toxin positive on specimen from that day and tested that day. All management as per Trust policy and no secondary cases reported.

Audit Results

January:

Hand Hygiene – Trust-wide audit in January – overall result 96% compliance (doctors 93%, nurses 99%, other staff 96%).

Saving Lives: on-going – results to be collated in June 2011.

Trust wide PEAT – annual trust-wide audit. Non-clinical mini-PEATs – cashier’s office, switchboard, radio QV and Maud Barclay.

February:

Hand Hygiene – four areas on special measures; audits completed and results fed back.

Mini-PEAT: areas visited: Pharmacy. Non-clinical areas: eye bank and A Wing lecture theatre.

Isolation room audit – to ensure that rooms are allocated appropriately. Concluded that this is the case. Education required on displaying signs on inside and outside of doors.

Blood culture audit – 33 completed forms were sent to the lab (July-Dec 2010) but a total of 92 cultures were taken. 85% of audits were 100% compliant (all answers “yes” or “n/a”). Blood culture policy being reviewed and audits to continue quarterly.

March:

Hand Hygiene – Trust-wide audit – results not yet collated.

Mini PEAT – Burns Centre. Non-clinical areas: medical records, library, old porters lodge.

New or Updated Policies

No policies ratified during the quarter. Policies currently being updated, to be taken to ICC for ratification in June if approved:

- Personal protective equipment
- Safe handling and disposal of laundry
- Taking blood cultures
- Management of central venous catheters
- Spillage of blood or body fluid

- Mandatory reporting of infections
- Aseptic technique.

Estates Issues

Burns treatment room (theatre) Air handling units fitted; air sampling done, results within normal limits. Further works to be completed, followed by further air sampling.
Peanut / Burns rehab project – ongoing – Peanut decanted into Rycroft during January.
Leak in room in AWT – not a patient area. Contractor reviewed and problem solved.
New theatre build – plans currently being discussed.

Compliance

Ventilation in theatres (other than 1-4) – risk register item 110 (08.11.05) Action plan in place
Jubilee – infection control risk – risk register 421 – rated 8 – isolation strategy implemented.
Lack of hand wash basins – risk register item 422, rated 6 – portable sinks in situ until works complete.
Carpets in clinical areas – put on risk register item 479 rated 6, on-going replacement programme.
No handwashing sinks in Rehab – installed during March. Was put on risk register item 467 rated 4 – now closed.
No hopper in MIU – risk assessment carried out.

Report to:	Board of Governors
Meeting date:	12 April 2011
Agenda item reference no:	24-11
Author:	Amanda Parker, Director of Nursing and Quality
Date of report:	4 April 2011

Patient experience: Q4 2010-11

1. The Patient Experience report for the period January to March 2011 is attached for information.
2. The Board of Governors is asked to **NOTE** the report.

Patient experience quarterly report: Q4 (January to March) 2010/11

1. Overview

1.1. The usual overview section of the patient experience monthly report has been removed for this quarter pending further discussion of its development.

2. Patient Advice and Liaison Service (PALS)

2.1. PALS provide patients with information about the NHS and help them with other health-related enquiries. The service helps to resolve concerns or problems while patients are using NHS services. PALS also provide information about the NHS complaints procedure and how to get independent help if a patient is considering making a complaint.

2.2. PALS received 132 enquiries during quarter 4. Fifteen enquiries were initial complaints and two were referred to the formal complaints procedure at the time of contact.

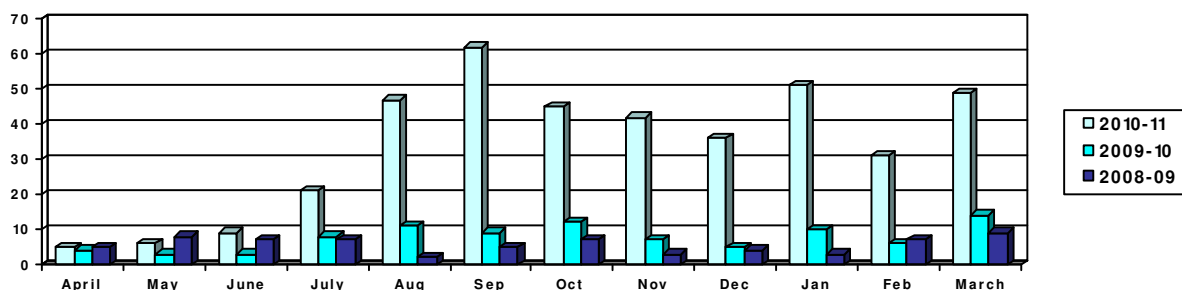
2.3. The key themes of these enquiries are listed in the chart below and are taken from the QVH Datix database which is used to formally log and monitor PALS enquiries.

	Advice & Info	Initial complaint	Feedback	Issue for resolution	Total
Access to internal services	17	0	0	0	17
Access to Queen Victoria services	9	2	0	0	11
Access to QVH information	1	0	0	0	1
Admin and clerical error	0	1	1	0	2
Admission - delayed	1	0	0	0	1
Aids & Appliances	1	0	0	0	1
Appointment - delayed	1	1	0	0	2
Cancel appt - by patient	1	0	0	0	1
Cancelled appointment	0	1	0	1	2
Choice of appointment	1	0	0	0	1
Choose & Book	1	0	0	2	3
Clinical care - nursing	1	0	0	0	1
Waiting time in clinic	0	1	0	0	1
Clinical care - medical	28	2	0	2	32
Clinical care - therapy	1	0	0	1	2
Communication with patient	5	1	0	1	7
Cancelled Operation	0	1	0	1	2
Diagnostics - delayed	0	2	0	0	2
Medicines	0	0	0	1	1
Environment	0	0	0	1	1
Inadequate information provided	0	0	0	1	1
QVH Literature	2	0	0	0	2
Parking	0	1	0	0	1
Health Records - access	6	1	0	1	8
Request for information	24	0	0	1	25

Communicating results	1	1	0	0	2
Transport	1	0	0	0	1
Website	1	0	0	0	1
Totals:	103	15	1	13	132

* 'Issues for resolution' is used to describe enquiries which PALS help to clarify by talking with patients to work through their concerns, identify the nature of the problem and work out options to resolve it. Issues for resolution are most often resolved by listening, providing relevant information or by liaising with trust staff on behalf of the patient.

2.4. The following chart shows how PALS activity to date compares with activity during the two previous financial years.



3. Complaints

3.1. 17 formal complaints were received during quarter 4 of 2010/11.

3.2. The trust aims to respond to all formal complaints within 25 working days. Of the complaints received during quarter 4, 3 were responded to within 25 working days. 10 complaints did not meet this timeframe and an alternative timeline for the responses was agreed in advance with the complainant. 2 complaints still require responses but will be responded to within 25 working days. 1 case is on hold as the patient is due to be reviewed and the clinician wishes to discuss the patients concerns at the consultation which the patient is agreeable with. And we are awaiting the patients consent prior to responding to the remaining complaint.

3.3. Complaints received during the quarter included the following themes and issues:

- Delay in treatment.
- Concerns over psychological assessment.
- Delay between consultation and treatment being provided.
- Attitude of nursing staff.
- Attitude of clinician.
- Delay informing of pathology results.
- Delay in arranging mammogram.
- Incorrect patient's details within health records.

- Failure to advise patients of consultants long term sick arrangements until day of surgery.
- Standard and means of cleaning patients side room.
- Concerns about overall treatment provided.
- Cancellation on day of scheduled surgery due to unavailability of clinician.
- Discharged from admission prior to agreed date resulting intra-operative complications
- Intra-operative complications during surgery

3.4. 22 formal complaints were closed during quarter 4. Of these, the following are examples of actions taken by the trust as a result of the investigations.

- Secretarial staff updated regarding PCT's who will fund for breast reduction mammograms.
- It has been identified that there are some administrative issues with getting documentation from our spoke sites.
- Currently work in progress to alert staff of the extreme importance of having accurate and up-to-date patient information and of making patients aware of their requirement to inform the hospital when their personal information changes or is found to be inaccurate.
- It is important for the continuity of patient's care, that communication, in particular good clear documentation is recorded within the health records and this will be reiterated to an individual clinician.
- En-suite facilities on the wards have been added to the cleaning audit, to make certain that all rooms are thoroughly cleaned.
- Internal communications issues regarding the booking of patient transport. A review of the transport booking process is currently being undertaken to improve this service.
- Poor outcome of initial otoplasty procedure resulting in further procedure. Full apology given. Treating experienced clinician confirmed that he had under-corrected, which resulted in patient undergoing further operation and has since updated themselves on this procedure.
- A small ex-gratia payment was offered to a patient following pain endured during tooth extraction which was done under local anaesthetic rather than sedation.
- A goodwill gesture of vouchers were sent to a patient who travelled several miles during the adverse weather and waited in clinic to be informed that clinician would not be attending.

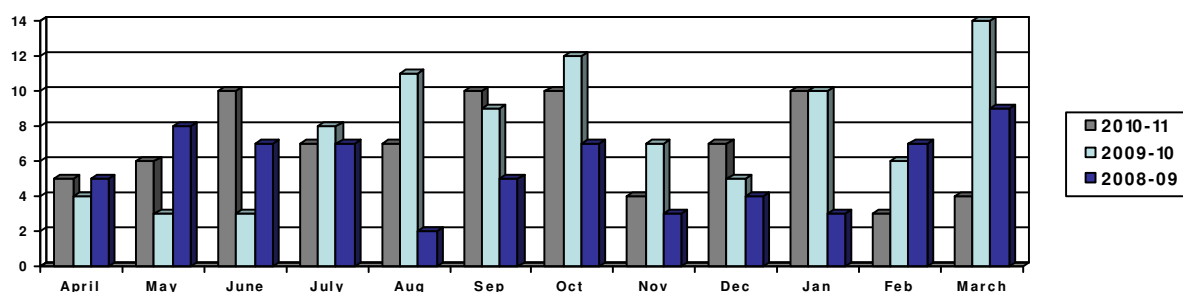
3.5. If a complainant remains unhappy with the outcome of the Trust's investigation, they can ask the Parliamentary and Health Service Ombudsman to investigate. During quarter 4, no QVH cases were referred to the Ombudsman. Of the one case that was already under review, the Ombudsman has made recommendations and submitted their final report.

3.6. Meetings with Complainants

During quarter 4 one formal complaint meeting was held with a complainant. The complaint was initially brought by the patient who sadly died and the matter was therefore taken up on his behalf by his partner. The case related the clinical care provided by one of the multidisciplinary teams and the attitude of one of the clinicians.

The meeting was held at Maidstone Hospital and the attendees consisted of the complainant, their ICAS representative, clinician from QVH, clinician from Maidstone Hospital, clinician from Medway Maritime Hospital and clinical nurse specialist at Medway Maritime Hospital. The meeting was chaired by the PALS and Complaints Manager from QVH. The meeting was recorded at the request of the complainant and with the agreement of the attendees. A copy of the recording was provided to the ICAS representative. Recordings can be helpful in a complaints meeting as they are true account of the meeting and there can be no argument afterwards about what was said. The complainant appreciated the efforts that we had to gone to organise this meeting and was happy with the outcome.

3.7. The following chart shows how complaints activity to date compares with activity during the two previous financial years.



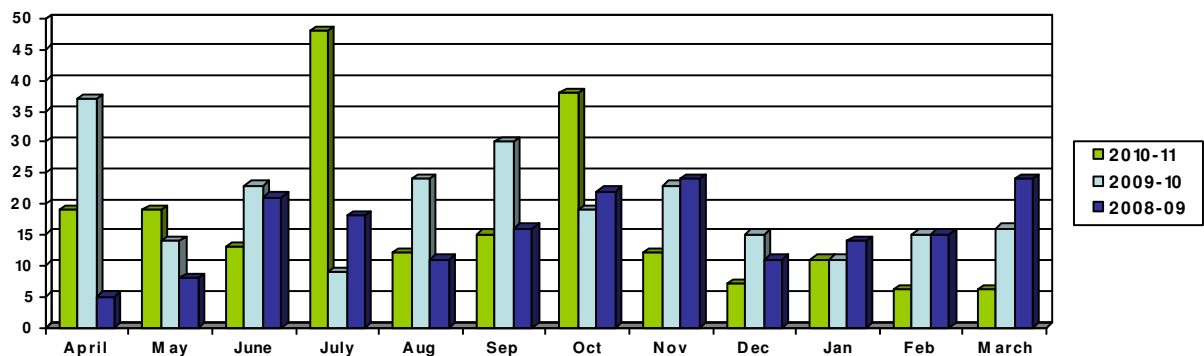
4. Compliments

4.1. 23 formal letters / e-mails / online comments (submitted to the NHS Choices national website) of appreciation were forwarded to the PALS and Complaints Manager during quarter 4. Feedback included:

- *'I would like to say a Big Thank You for all the extra special meals that you have made for me. I have cerebral palsy and often find some foods difficult to eat but you have managed to cater for some of my favourites.'*
- *'It is unfortunately all too common to have need to complain about the current state of the NHS and services provided, therefore, I really felt I should write in praise of your staff and hospital.'*
- *'The staff are always courteous, efficient and friendly and it is all spotlessly clean and tidy. This is how hospitals should be run and should be the norm, not the exception.'*
- *'I would like to take the opportunity in expressing how thankful and grateful I am to have been treated so well at this hospital. I do hope that all staff are recognised for how wonderful they are.'*
- *'From the moment I arrived to the moment I left everyone was extremely helpful, pleasant and caring. This made a huge difference to my stay in the unit. The NHS has had much bad press from the media lately, some of which may be true, but from my experience certainly does not apply to the Queen Vic.'*

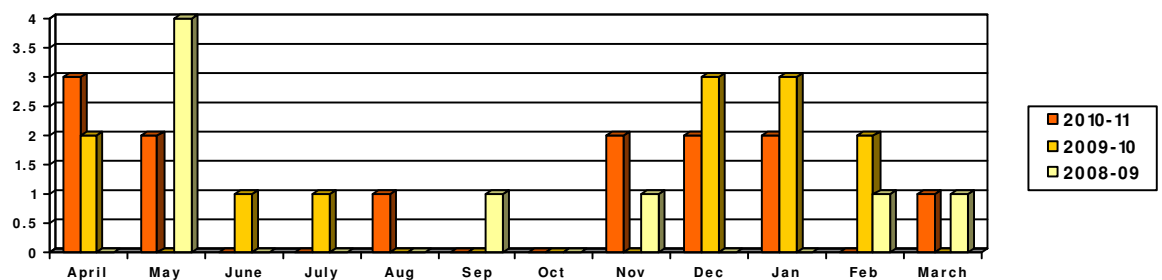
We believe that this represents only a fraction of the compliments received across the trust. All staff are reminded on a regular basis to copy compliments to the PALS & Complaints Manager for logging and formal acknowledgment.

4.2. The following chart shows how compliments received during quarters 4 of 2010/11 compare with those received during the two previous financial years.



5. Legal

5.1. Three new litigation cases were received by the trust in March 2011 and, overall, there are 22 open cases.



The above chart shows how many legal claims we received during quarter 4 of 2010/11 compare with those received during the two previous financial years.

5.2. Inquests

An inquest into the death of a QVH patient who died in 2008 was held over 4 days in February 2011.

Outcome:

The evidence of the staff from Queen Victoria Hospital was heard over the first two days with the remaining days heard evidence from several clinical and nursing staff from the hospital were the patient died.

The Coroner gave a Narrative Verdict (factual statement setting out the circumstances of the death).

Having given the verdict the Coroner made the following recommendations and learning points that came out of the hearing:

- Improve communication and information from the clinicians to patients.
- Improve communication and recording of discussions with patients relatives.
- Referral letters are dated and are clinically correct and that the appropriate level of medical staff write the letters.

Action plan:

- Consent forms specific to head and neck patients being drafted and shortly due to be piloted. *(actioned)*
- In-patient nursing care plan records to be redesigned to incorporate a section noting discussions had with a patient's family. *(actioned)*
- The importance that referral letters are dated and are clinically correct has been discussed at departmental level and will become part of the Standard Operating Procedures. *(actioned)*

6. Patient experience feedback

6.1. Surveys

6.1.1. Inpatient Experience questionnaires

6.1.1.1. The ward exit survey has been updated (from 1 Jan) and is now in A5 booklet format. Additional questions have been added to incorporate other aspects of patients' experience and bringing in more of the national survey questions, asking about the care of the anaesthetic team and pain control in theatre and recovery and also how they found the choice and quality of food.

6.1.1.2. Thanks to a real push from the staff on the Canadian Wing there have been a much higher number of patient surveys completed this quarter. Of the 331 forms completed 81% of patients scored QVH 5/5 and 17% scored 4/5 with the remaining 2% scoring 3/5.

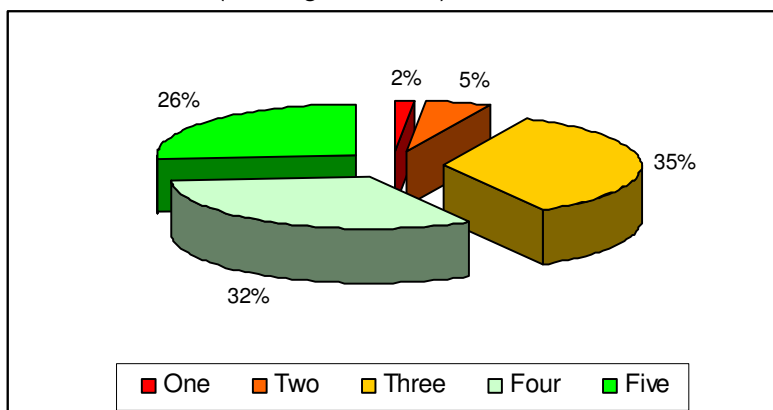
Of the 312 out of the 313 patients who answered the question said they would recommend QVH to others. Around half of the patients who completed a questionnaire chose to add additional comments which are included in the general comments analysis in 6.2.1.

6.1.1.3. The following chart offers a snapshot of some of the inpatient experience questionnaire results. As part of the changes to the questionnaire the general question about the attitude of staff, has been broken down into four specific parts. The scores for each aspect have been very positive.

Patient information is being monitored, as part of our Patient Experience Action Plan, in order to see where there are gaps, in many cases the patients who have not received leaflets are trauma patients. However, the bedside guides are available for any patients who have not been able to read the inpatient booklets. Two questions have been added about food and the results are also reflected below.

	Received a Pre-admission booklet	Received a specific leaflet about condition	Staff took a genuine interest	Staff treated you with courtesy & respect	Respected your right to Privacy & Dignity	Staff were kind & compassionate	Were you given an adequate choice of food?
Yes	276	222	339	344	344	343	291
No	44	72	1	1	0	0	36

The following chart represents how patients score the quality of the food on a scale 1 to 5 (5 being excellent).



6.1.2. Outpatient surveys

6.1.2.1. Christian Petersen, Information Analyst and Staff Governor, has created a database for the analysis of this data. This will be a useful tool for reporting, particularly to the PCT. 288 forms have been completed since surveying began in August 2010.

6.1.2.2. During Qtr 4 the governors made three visits to the hospital outpatient areas, whilst concentrating their visit to the Corneo Plastic Unit. Six comments are included in the analysis in 6.2.1.

6.1.3. National Inpatient Survey 2010

6.1.3.1. The Trust received the full report following the National Inpatient Survey carried out in 2010, on our behalf by the Picker Institute. When compared to the 75 other Trusts also surveyed by Picker, QVH scored significantly better than average in 70 out of 88 questions (25 of which

were top scores).

6.1.3.2. Top scores included:

- Rating of care was good/excellent 96%
- Doctors and nurses worked well together 95%
- Always had confidence and trust in doctors 91%
- Room or ward was very/fairly clean 98%
- Toilets and bathrooms were very/fairly clean 97%
- Hand-wash gels visible and available for patient and visitors to use 90%
- Always enough privacy when being examined or treated 95%
- Risks and benefits of surgery clearly explained 86%

6.1.3.3. Improvements since last since the 2009 Inpatient Survey

	<u>2009</u>	<u>2010</u>
• Admission process not at all or fairly organised	23%	15%
• Shared sleeping area with opposite sex	7%	3%
• Patients in more than one ward, sharing sleeping area with opposite sex	14%	4%
• patients using bath or shower area who shared it with opposite sex	15%	9%
• Not always enough privacy when being examined or treated	6%	3%
• Discharge: was delayed	22%	16%

6.1.3.4. Suggestions for improvement

- Improve written information for patients about their condition or treatment
- Improve discharge information for cancer patients
- Emotional support for cancer outpatients or day cases
- Ensuring inpatients are asked to give views on quality of care
- Improve information and communication for patients whose discharge is delayed for 1 hour or longer
- Continue to ensure copies of letters are sent to patients

6.2 Other data

6.2.1 General comments analysis

The chart below shows which feedback methods have been used.

Comment Card	19
Discharge Questionnaire	168
Main Entrance / general comments	5
NHS Choices	4
Outpatient Survey	43

239 verbatim comments were recorded in this quarter and assigned to the relative categories, as positive (☺) and less positive (☹).

	☺	☹		☺	☹
General remarks	80	0	Organisation/efficiency	4	1
Before appointment	2	7	Friends/family	1	1
Waiting time	0	11	Other pts visitors	0	1
Staff	132	5	Cleanliness/Hygiene	11	2
Communication	13	7	Environment/facilities	6	11
Care & Treatment	59	2	Parking	0	9
Ops/procedures	2	3	Food	3	18
Medication/tests	0	4	Discharge	0	1
Safety	1	0	Other	0	2

6.2.2 Governor tours

Shirley Mitchell visited the Jubilee Centre and Peanut Ward (in its temporary location of Rycroft Ward) in February. Staff and patients both made very positive comments and there were no particular concerns raised around security, cleanliness or clutter. Although it was felt the patient facilities, including the condition of department fabric, in both wards were not entirely fit for purpose. Shirley Mitchell is keen for the governors to help with trust with the work it is undertaking around 'Culture and Ethos'.

Corporate Affairs Team – April 2011

Report to:	Board of Governors
Meeting date:	12 April 2011
Agenda item reference no:	25-11
Author:	Bernard Atkinson, Vice-Chair of the Board of Governors
Date of report:	12 April 2011

REVISED CONSTITUTION

1. The report contains the revised Constitution for approval by the Board of Governors prior to submission to Monitor. Amendments from the previous version of the Constitution are highlighted using "Track Changes" for ease of reference. The main change relates to a reduction in the numbers of public Governors from 24 to 20.
2. The proposed change regarding Governors' lengths of term at s. 8.8.1 has been referred to Monitor's legal team and has been deemed to be acceptable in principle. This does not, of course, pre-empt Monitor's final decision on the proposed changes.
3. The revised Constitution is accompanied by a Governance Handbook for Governors that sets out the Trust's governance structure and provides an accessible and user-friendly explanation of this and the role of each Board, of Directors and Governors, and information regarding the Trust's Mission, Vision, Values and strategic objectives. The Board should note that the Governance Handbook does not have legal or constitutional status and will not require to be submitted to Monitor for approval along with the revised Constitution.
4. The Board of Directors reviewed and commented on the revised Constitution and Governance Handbook at its meeting on 24 March. Comments made by Directors have been included in the documents presented to Governors today.
5. The Board is asked to review and approve the proposed amendments to the Constitution and agree that the revised Constitution is submitted to Monitor.
6. The Board is also asked to review and adopt the Governance Handbook for Governors.

Constitution

Amendments agreed by three quarters of the full
Board of Governors on 12 April 2011 (t.b.c.)

Deleted: 31 July 2008

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Constitution

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Section 1

Constitution

In this constitution, references to sections are to relevant provisions of the Health and Social Care (Community Health and Standards) Act 2003, consolidated in the NHS Act 2006

- Unless the contrary intention appears or the context otherwise requires, words or expressions contained in this constitution bear the same meaning as in the 2003 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.
- This Constitution reflects the requirements within The NHS Foundation Trust Code of Governance published by the Independent Regulator (Monitor) in October 2006.

1 Definitions

1.1 In this constitution:

The 2003 Act means the Health and Social Care (Community Health and Standards) Act 2003.

The 1977 Act means the National Health Service Act 1977.

Area of the Trust means the area consisting of all the areas specified in Annex 1 as an area for a Public constituency.

Board of Directors means the Board of Directors as constituted in accordance with this constitution.

Board of Governors means the Board of Governors as constituted in accordance with this constitution.

Director means a Director on the Board of Directors.

Financial year means: (a) the period beginning with the date on which the Trust is authorised and ending with the next 31 March; and (b) each successive period of 12 months beginning with 1 April.

Full Board means the whole Board excluding any vacancies

Governor means a member of the Board of Governors

'His' and 'he' should be read as meaning his/her and he/she throughout the document

Independent Regulator means the regulator for the purposes of Part I of the 2003 Act.

Local Authority Governor means a member of the Board 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.

Other Partnership Governors means a member of the Board of Governors appointed by a Partnership organisation other than a Primary Care Trust, specified in paragraph 8.3

PCT Governor means a member of the Board of Governors appointed by a Primary Care Trust for which the Trust provides goods or services (see Annex 5)

Public Governor means a member of the Board 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, currently the Head of Corporate Affairs supported by the Membership and Engagement Manager.

Staff Governor means a member of the Board of Governors elected by the members of the staff constituency.

The Trust means the Queen Victoria Hospital NHS Foundation Trust.

2 Name

The name of this Trust is "Queen Victoria Hospital NHS Foundation Trust".

3 Principal purpose

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

4 Other purposes

- 4.1 The purpose of the Trust (as required by the 2003 Act) is to provide goods and services for purposes related to the provision of health care in accordance with its statutory duties and the terms of the Independent Regulator's authorization.
- 4.2 The Trust may also carry on activities other than those mentioned above subject to any restrictions in the Independent Regulator's authorisation. These activities must be for the purpose of making additional income available in order to carry on the Trust's principal purpose better.
- 4.3 The Trust will operate for the public benefit and aspire to the highest standards of public service, including respect for the rights of individuals and the environment. The Trust will operate effectively, efficiently and economically and invest any surpluses in its future.
- 4.4 The Trust will, as appropriate, involve itself in education, training and research activities, in furtherance of its principal purpose.

5 Powers

- 5.1 The Trust has all the powers of an NHS Foundation Trust set out in the 2003 Act, subject to the terms of its authorisation.

6 Framework

- 6.1 The Trust is a public benefit corporation that is accountable to its members, through its Board of Governors to whom the Board of Directors will report. In addition the Trust will report to the Independent Regulator and be subject to inspection by, amongst others, the Care Quality Commission.
- 6.2 In addition to this constitution, and its annexes, the Board of Directors, in consultation with the Board of Governors for a) and b), will adopt:
- (a) Standing Orders governing the business of the Trust.
 - (b) Codes of Conduct and Values.
 - (c) Internal policies and procedures.

Deleted: . the Healthcare Commission or a successor organisation

7 Members

- 7.1 The Trust has two membership constituencies, namely:
- (a) a Public constituency; and
 - (b) a Staff constituency.
- 7.2 **Public constituency**
- 7.2.1 Members of the Trust who are members of the Public constituency are to be individuals:
- (a) who live in the area of the Trust, (the area of the Trust is specified in Annex 1); and
 - (b) who are not eligible to become a member of the Staff constituency and are not otherwise disqualified for membership under paragraph 7.4; and

- (c) who are over eighteen years of age. (Anyone under the age of 18 who wishes to become a member will be an affiliate member which means that they will be sent information only and will not be eligible to vote.)
- (d) who have each made an application for membership to the Trust.

7.2.2 The minimum number of Members required for the Public constituency is to be 200 (two hundred)

7.3 **Staff constituency**

7.3.1 Members of the Trust who are members of the Staff constituency are to be individuals:

- (a) who are employed under a contract of employment by the Trust; or
- (b) who are not so employed but who nevertheless exercise functions for the purposes of the Trust; and
- (c) who satisfy the minimum duration requirements set out in paragraph 3(3) of Schedule 1 to the 2003 Act, that is to say:
 - (i) in the case of individuals described at (a) above:
 - (aa) who are employed by the Trust under a contract of employment which has no fixed term or a fixed term of at least 12 months, or
 - (bb) who have been continuously employed by the Trust for at least 12 months.
 - (ii) in the case of individuals described at (b) above, who have exercised the functions for the purposes of the Trust for at least 12 months; and
- (d) who are not disqualified for membership under paragraph 7.4 below; and
- (e) who :
 - (i) have each made an application for membership to the Trust, or
 - (ii) have been invited by the Trust to become a member of that constituency and have not informed the Trust that they do not wish to do so.
- (f) who are over eighteen years of age.

7.3.2 The minimum number of Members required for the staff constituency is to be 50 (fifty).

7.3.2 A person who is eligible to be a member of the Staff constituency (see paragraph 7.3.1. above) may not become or continue as a member of any constituency other than the Staff constituency.

7.4 **Disqualification for Membership**

7.4.1 A person may not be a Member of the Trust:

- (a) where they have been declared, by the Board of Governors , to be a vexatious complainant under the terms of the Trust's policy; or
- (b) where they fail to agree to abide by the values of the Trust's principles, as referred to in paragraph 6.2.

7.4.2 It is the responsibility of Members to ensure their eligibility and not the Trust, but if the Trust is on notice that a Member may be disqualified from membership, they shall carry out all reasonable enquiries to establish if this is the case.

7.5 **Termination of membership**

7.5.1 A Member shall cease to be a Member if he:

- (a) resigns by notice to the-Secretary;
- (b) ceases to fulfill the requirements of paragraph 7.2.1 or 7.3.1;
- (c) is disqualified under 7.4.1.

7.6 **Voting at Governor elections**

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

8 Board of Governors

8.1 The Trust has a Board of Governors. It shall comprise Public Governors, Staff Governors, PCT Governors, Local Authority Governors and other Partnership Governors

8.2 The Board of Governors of the Trust is to include:

- (a) ~~20 (twenty)~~ Public Governors;
- (b) 3 (three) Staff Governors;

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And ~~7~~ stakeholder governors made up as follows:

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- (c) 2 (two) PCT Governors;
- (d) 1 (one) Local Authority Governors
- (e) 4 (four) other Partnership Governors

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University Governors ¶

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8.2.1 The aggregate number of members of Public Governors is to be more than half the total membership of the Board.

8.2.2 The Chief Executive and other Directors may be invited to attend and to speak at all meetings of the Board of Governors.

8.3 The organisations specified as partnership organisations that may appoint a Member of the Board of Governors are:

- (a) The League of Friends;
- (b) Brighton and Sussex University Hospitals NHS Trust
- (c) East Grinstead Town Council.
- (d) The University of Brighton and the University of Sussex in co-operation with the Brighton and Sussex Medical School

Deleted: (a) . The Guinea Pig Club

8.4 Public Governors

8.4.1 Members of the Public constituency may elect any of their number to be a Public Governor.

8.4.2 If contested, the election must be by secret ballot.

8.4.3 The Election Scheme, including the specified forms of and periods for declarations to be made by candidates standing for office and members as a condition of voting and the process if the election is uncontested, is set out in Annex 3.

8.4.4 A person may not stand for election to the Board as a Public Governor unless, within the period specified in Annex 3, he has made a declaration in the form specified in that Part of that Annex of his qualification to vote as a member of the Public constituency for which the election is being held and is not prevented from being a member of the Board by paragraph 8 to Schedule 1 of the 2003 Act or paragraph 8.12 below (disqualification). It is an offence to knowingly or recklessly make a declaration under section 36 of the 2003 Act which is false in a material particular.

8.4.5 Paragraph 7.6.1 (voting at governor elections) applies.

8.5 Staff Governors

8.5.1 Members of the Staff constituency may elect any of their number to be a Staff Governor.

8.5.2 If contested, the election must be by secret ballot.

8.5.3 The Election Scheme, including the process if the election is uncontested, is set out in Annex 3.

8.6 PCT Governors

8.6.1 The West Sussex Primary Care Trust and West Kent Primary Care Trust shall both appoint a member of the Primary Care Trust to act as its Primary Care Governor.

8.6.2 Should West Sussex Primary Care Trust or West Kent Primary Care Trust not appoint a representative to act as its Primary Care Governor, then for each vacancy, an appointment may be made by one of the PCTs listed in Annex 5 or in the case of a second appointment, jointly by the PCTs listed. In exercising this function both PCT Governors will have regard to the needs of other PCTs in the Trust's constituency area listed in Annex 5.

8.7 Local Authority Governors

8.7.1 West Sussex County Council is entitled to appoint one Local Authority Governor. In exercising this function the Local Authority Governor will have regard to the needs of other Local Authorities listed in Annex 4.

8.8 Terms of office

8.8.1 All Governors:

- (a) may hold office for a period of three years;
- (b) are eligible for re-election at the end of that period;
- (c) may not hold office for longer than six years consecutively, but can apply for re-election for a further three year term after a one year break from office.
- (d) During periods of transition in the Board of Governors, for example when the size of the Board of Governors is being reduced through an election process (s. 20.3), on application to the Appointments Committee and subject to satisfactory performance appraisal by the Chairman, a Governor coming to the end of a six-year term may stand for re-election for one further year, giving seven consecutive years service to the Trust, to ensure a degree of continuity in Governors is retained during the transition period.

8.8.2 Governors shall cease to hold office if they

- (a) cease to be a member of the Public constituency;
- (b) cease to be a member of the Staff constituency;
- (c) the sponsoring Primary Care Trust withdraws its sponsorship of them
- (d) the Local Authority withdraws its sponsorship of them
- (e) the University withdraws its sponsorship of them
- (f) the stakeholder organisation withdraws its sponsorship of them
- (g) fail to attend a formal Board of Governors meeting over a period of one calendar year

8.9 Termination of tenure

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

8.9.2 If a Governor fails to attend any meeting of the Board of Governors, for a period of one year/three consecutive meetings (whichever is the shorter) his tenure of office is to be immediately terminated unless the other Governors are satisfied that:

- (a) the absence was due to a reasonable cause; and
- (b) he will be able to start attending meetings of the Trust again within such a period as they consider reasonable.

8.10 **Disqualification**

8.10.1 A person may not become or continue as a Governor of the Trust (appointed or elected) if:

- (a) in the case of a Staff Governor or Public Governor he ceases to be a member of the constituency he represents;
- (b) in the case of a PCT Governor, Local Authority Governor, University Governor or other Partnership Governor, the sponsoring PCT, Local Authority, university or organisation withdraw their sponsorship of him;
- (c) he has been adjudged bankrupt or his estate has been sequestrated and in either case he has not been discharged;
- (d) he has made a composition or arrangement with, or granted a Trust deed for, his creditors and has not been discharged in respect of it;
- (e) he has within the preceding five years been convicted in the British Islands of any offence, and a sentence of imprisonment (whether suspended or not) for a period of three months or more (without the option of a fine) was imposed on him;
- (f) he has within the preceding two years been dismissed, otherwise than by reason of redundancy, from any paid employment with a health service body;
- (g) he is a person whose tenure of office as the Chairman or as a member or director of a health service body has been terminated on the grounds that his appointment is not in the interests of the health service, for non attendance at meetings, or for non-disclosure of a pecuniary interest;
- (h) he is an Executive or Non-executive Director of the Trust, or a Governor, Non-executive Director, Chairman, Chief Executive officer of another NHS Foundation Trust;
- (i) he has had his name removed, by a direction under section 46 of the 1977 Act from any list prepared under Part II of that Act, and has not subsequently had his name included in such a list;
- (j) he is incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs;
- (k) he has been declared, by the Board of Governors, to be a vexatious complainant;
- (l) he has failed to agree to abide by the values of the Trust's principles as referred to in paragraph 6.2; or
- (m) he is under eighteen years of age.

8.10.2 Where a person has been elected or appointed to be a Governor and he becomes disqualified for appointment under paragraph 8.10.1, he shall notify the Secretary in writing of such disqualification. If it comes to the notice of the Secretary to the Trust at the time of his appointment or later that the Governor is so disqualified, he shall immediately declare that the person in question is disqualified and notify him in writing to that effect. Upon receipt of any such notification, that person's tenure of office, if any, shall be terminated and he shall cease to act as a Governor.

8.11 **Vacancies**

8.11.1 Where membership of the Board of Governors ceases for one of the reasons set out in paragraph 8.9 or paragraph 8.10, Public and Staff Governors shall be replaced by by-elections, in accordance with the relevant Electoral Scheme set out in Annex 3, and PCT Governors and Local Authority Governors, are to be replaced in accordance with the processes agreed pursuant to paragraphs 8.6 to 8.7.

8.12 **Roles and responsibilities of Governors**

8.12.1 The roles and responsibilities of the Governors are:

- (a) at a General Meeting:

- (i) to appoint or remove the Chairman and the other Non-executive Directors taking into account the view of the Board of Directors on the qualifications, skills and experience required for each position. The removal of a Chairman or Non-executive Director requires the approval of three-quarters of the members of the Board of Governors;
 - (ii) to decide the remuneration and allowances, and the other terms and conditions of office, of the Chairman and Non-executive Directors;
 - (iii) appoint or remove the Trust's external auditor;
 - (iv) to be presented with the annual accounts, any report of the auditor on them and the annual report;
- (b) to approve by a majority of the Board of Governors voting an appointment (by the Non-executive Directors) of the Chief Executive of the Trust appointed in pursuance of paragraph 19(6) of Schedule 1 to the 2003 Act;
 - (c) to give the views of the Board of Governors to directors for the purposes of the preparation (by the directors) of the document containing information as to the Trust's forward planning in respect of each financial year to be given to the independent Regulator;
 - (d) to consider the annual accounts, any report of the auditor on them and the annual report;
 - (e) to respond as appropriate when consulted by the directors;
 - (f) to consider the best way of fulfilling its duty to consult and involve patients and the wider public

8.13 Expenses

- 8.13.1 The Trust may pay travelling and other expenses to Governors at such rates as published Trust policy indicates. These are to be published in the annual report.
- 8.13.2 The remuneration and allowances for Non-executive Directors set by the Governors are also to be published in the annual report.

8.14 Remuneration

- 8.14.1 Governors are not to receive remuneration.

8.15 Meetings

- 8.15.1 The Chairman of the Trust or, in his absence, the Deputy Chairman, as set out in paragraph 9.6, is to preside at meetings of the Board of Governors
- 8.15.2 Meetings of the Board of Governors are to be open to members of the public except in the following circumstances:
 - (a) where there has been a vote by a majority of Governors due to the sensitive or confidential nature of the discussion, or;
 - (b) where discussion is to include information relating to employees, former employees or applicants, occupiers or former occupiers of accommodation provided by or at the expense of the Trust, recipients or former recipients of services and information relating to the financial or business affairs of any particular person.
 - (c) where the Board of Governors resolves that in the interests of public order the meeting should be adjourned (for the period to be specified) to enable the Board to complete business without the presence of the public.
- 8.15.3 The Board of Governors is to meet at least three times per year.
- 8.15.4 At a general meeting, within nine months of the financial year-end the Board of Governors are to receive and consider the annual accounts, any report of the auditor on them, and the annual report.

8.15.5 The Board of Governors is to adopt standing orders for its practice and procedure, in particular for its procedure at meetings (including general meetings), but these shall be in accordance with Annex 2.

8.15.6 A Governor elected to the Board by the Public constituency or the Staff constituency may not vote at a meeting of the Board unless, within the previous year, he has made a declaration in the form specified at paragraph 8.15.7 stating which constituency he is a member of and is not prevented from being a member of the Board by paragraph 8 of Schedule 1 to the 2003 Act or under this constitution.

8.15.7 The form referred to in paragraph 8.15.6 is "I confirm that, to the best of my knowledge, I am a member of the Public or the Staff constituency (delete as appropriate) and eligible to be a Governor in line with the requirements of the constitution, standing orders and paragraph 8 of Schedule 1 to the 2003 Act."

8.15.8 In the case of an equality of votes at a meeting, the Chair (or Deputy Chair or other as determined in Annex 2) shall have a casting vote.

8.16 **Committees and sub-committees**

8.16.1 The Board of Governors may appoint committees or groups consisting of its members to assist it in carrying out its functions, but may not delegate any of its powers or functions to them. A committee appointed under this paragraph may appoint its own working groups

8.16.2 These committees or groups may include directors or officers of the Trust and/or outside advisers to help them in their tasks.

8.16.3 The following committees will be established as the standing committees of the Board of Governors, with their its composition and terms of reference as set out in standing orders from time to time:

(a) The Governors Steering Group

(b) Appointments Committee.

8.17 **Governors Steering Group (GSG)**

8.17.1 The purpose of the Governors Steering Group is to:

- (i) support and facilitate the work of the Board of Governors and make recommendations to them on any aspects of its work
- (ii) facilitate communication between the Board of Governors and Board of Directors
- (iii) provide advice and support to the Chairman in his leadership role as Chairman of the Board and the Board of Directors
- (iv) advise the Chairman on the agenda and preparations for the Board meetings
- (v) consider and prepare for any items that governors wish to raise for consideration at Governor meetings
- (vi) oversee the training, development and mentoring of Governors
- (vii) review Board of Directors' activity and performance outside Governor meetings
- (viii) initiate appropriate reviews and reports on matters within the remit of the Board of Governors seek assurance on any risks identified by Governors to the Trust failing to meet its key strategic objectives or any non compliance with its Terms of Authorisation
- (ix) actively engage the Governors in adding value to the Trust

8.17.2 The GSG will have authority to form working groups to facilitate the work of the Group and to support any recommendations it may make to the Board of Governors.

The GSG will meet monthly or as it feels necessary to fulfil its obligations to the Board of Governors

8.17.3 The Group will be elected by the Governors and shall consist of no more than ~~nine members, and include one Staff Governor, the Vice-Chairman of the Board of Governors, the Chairman of the Appointments Committee~~ and the Governor Representative on the Board of Directors ~~amongst the designated membership~~. The Chairman of the Board of Governors and the Chief Executive will be ex officio members with additional executive officers attending as the GSG considers appropriate.

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8.17.4 In this capacity, the Chairman and Chief Executive will be invited to attend GSG meetings at a point on the agenda which will enable the GSG to discuss issues independently of the Chairman and Chief Executive.

8.17.5 The Group will report to the Board of Governors at each Board meeting, and more often if it feels necessary.

8.18 Appointments Committee

8.18.1 The role of the Appointments Committee is to make recommendations to the BofG concerning:

- the appointments and appraisals of the Chairman and Non-Executive Directors;
- the terms, conditions and remuneration of the NEDs;
- the role of the Vice-Chairman of the BofG; and the most appropriate governor to serve as Governor Representative.

8.18.2 The committee is made up of 5 public governors, one staff governor, and at least one stakeholder governor; the Chairman of the Trust is an ex-officio member

8.18.3 Elections to the Committee take place annually to coincide with the GSG elections.

8.18.4 The Committee elects its own Chairman and Vice-Chairman annually.

8.19 Governor Representative

8.19.1 With approval from the Chairman and the Board of Directors, the Board of Governors may appoint a Governor Representative to sit on the Board of Directors to facilitate communication and engagement between the Board of Directors and Board of Governors. Although an observer at the Board of Directors with no voting right, the Governor Representative may participate in discussion.

8.19.2 The Governor Representative will:

- (i) Attend all Board of Director meetings as the Board of Governors' representative and provide a report to the Board of Governors
- (ii) Act as the link between the Board of Directors and the Board of Governors ensuring effective communication and decision making
- (iii) Work with the Chairman in developing the Board of Governors' governance arrangements
- (iv) Actively protect and enhance the hospital's reputation

8.19.3 Because the Board of Directors is held in private, the Governor Representative will be included in confidential discussion and it is essential that confidentiality is maintained where appropriate.

8.20 Conflicts of interest of Governors

If a Governor has a pecuniary interest, whether direct or indirect, in any contract, proposed contract or other matter which is under consideration by the Board, he shall disclose that to the rest of the Board as soon as he is aware of it. The Board of Governors shall adopt Standing Orders specifying the arrangements for excluding Governors from discussion or consideration of the contract or other matter, as appropriate.

8.20.1 Interests which should be regarded as “relevant and material” and which, for the guidance of doubt, should be included in the register, are:

- (a) Directorships, including non-executive directorships held in private companies or PLCs (with the exception of those of dormant companies).
- (b) Ownership, part-ownership or directorship of private companies, business or consultancies likely or possibly seeking to do business with the NHS.
- (c) Majority or controlling share holdings in organisations likely or possibly seeking to do business with the NHS.
- (d) A position of Authority in a charity or voluntary organisation in the field of health and social care.
- (e) Any connection with a voluntary or other organisation contracting for NHS services or commissioning NHS services.
- (f) To the extent not covered above, any connection with an organisation, entity or company considering entering into or having entered into a financial arrangement with the NHS Foundation Trust, including but not limited to, lenders or banks.

8.21 Vice-Chairman

8.21.1 Annually the Chairman of the Trust recommends to the BofG, via the Appointments Committee, a public governor to take on the role of Vice-Chairman of the BofG. The key elements of the role involve:

- providing advice to individual governors as required;
- supporting governors in progressing governor business;
- representing governors externally as necessary;
- providing advice to the Chairman of the Trust on governor matters;
- working with the Chairman in developing BofG Governance arrangements;
- chairing the BofG when the Chairman and Deputy Chairman cannot attend or it is inappropriate eg when appointment matters are considered in Part2; and
- being the normal chair of the Governors steering Group.

8.22 Conduct

The conduct of those participating in meetings (and generally as a representative of the Trust) is expected to be exemplary and Codes of Conduct and Values adopted by the Board of Directors on behalf of the Trust shall equally apply to members of the Board of Governors. It is the responsibility of the Chairman and Vice-Chairman to mediate in such matters, which include the effectiveness of individual governors, particularly those with defined roles. In the event that such mediation fails, the Chairman and the Vice-Chairman have the responsibility of taking the matter to the Governors’ Steering Group for discussion and possible recommendation to the Board of Governors that the person concerned be no longer eligible to continue to serve in a defined role or indeed as a Governor.

9 Board of Directors

9.1 The Trust is to have a Board of Directors. It is to consist of Executive and Non-executive Directors, at least half of which, excluding the Chairman, should comprise Non-executive Directors determined by the Board to be independent.

9.2 The Board of Directors is to include:

- (a) the following Non-executive Directors:
 - (i) a Chairman;
 - (ii) up to 5 (five) Non-executive Directors.
- (b) the following Executive Directors:

- (i) a Chief Executive (and accounting officer);
- (ii) a Finance Director;
- (iii) Up to 3 (three) Executive Directors.

- 9.3 Of the above five Executive Directors, one of whom is to be a registered medical practitioner or a registered dentist (within the meaning of the Dentists Act 1984) and another of whom is to be a registered nurse or registered midwife.
- 9.3.1 Subject to paragraph 9.3.2 only a member of the Public constituency is eligible for appointment as a Non-executive Director, or exercises functions on behalf of a university providing a medical or dental school to a hospital of the Trust.
- 9.3.2 Paragraph 9.3.1 above does not apply to the appointment of any initial Non-executive Director in pursuance of paragraph 19 of Schedule 1 to the 2003 Act.
- 9.4 Non-executive Directors are to be appointed in accordance with a process of open competition outlined as follows:
- Specifications will be drawn up and approved by the Appointments Committee of the Board of Governors that will set out the professional and personal qualities needed. A process of open competition will be carried out that involves advertising for the vacancy, shortlisting against the specification and interviewing candidates by a panel that will include the Chairman and at least one Public Governor. Recommendations for appointment will be taken to the next general meeting of the Board of Governors for formal appointment.
- 9.5 The validity of any act of the Trust is not affected by any vacancy among the directors or by any defect in the appointment of any director. In the case of an equality of votes at a meeting, the Chair (Deputy Chair as may be) shall have a casting vote.
- 9.6 Deputy Chairman will be appointed by the Board of Directors from amongst the Non-executive Directors to cover any period of absence of the appointed Chairman.
- 9.7 A Senior Independent Director will be appointed by the Board of Directors after consultation with the Board of Governors.
- 9.8 A Governor Representative will be invited to attend the Board of Directors meetings (see 8.20).
- 9.9 **Terms of office**
- 9.9.1 The Chairman and the Non-executive Directors are to be appointed for a period of office in accordance with the terms and conditions of office decided by the Board of Governors at a general meeting.
- 9.9.2 The Chief Executive (and accounting officer), Finance Director and Executive Directors, shall hold offices for a period in accordance with the terms and conditions of office decided by the Nomination and Remuneration Committee.
- 9.10 **Disqualification**
- 9.10.1 A person may not be a Director of the Trust if:
- (a) he has been adjudged bankrupt or his estate has been sequestrated and in either case he has not been discharged;
 - (b) he has made a composition or arrangement with, or granted a Trust deed for, his creditors and has not been discharged in respect of it;

- (c) he has within the preceding five years been convicted in the British Islands of any offence, and a sentence of imprisonment (whether suspended or not) for a period of three months or more (without the option of a fine) was imposed on him;
- (d) in the case of a Non-executive Director, he no longer satisfies paragraph 9.3.1 (if applicable) (e) he is a person whose tenure of office as a Chairman or as a member or director of a health service body has been terminated on the grounds that his appointment is not in the interests of public service, for non-attendance at meetings, or for non-disclosure of a pecuniary interest;
- (f) he has had his name removed, by a direction under section 46 of the 1977 Act from any list prepared under Part II of that Act, and has not subsequently had his name included on such a list;
- (g) he has within the preceding two years been dismissed, otherwise than by reason of redundancy, from any paid employment with a health service body.

9.11 Roles and responsibilities

- 9.11.1 The powers of the Trust are to be exercisable by the Board of Directors on its behalf.
- 9.11.2 Any of those powers may be delegated to a committee of Directors or to an Executive Director.
- 9.11.3 A committee of Non-executive Directors established as an audit committee is to review the establishment of an effective system of internal control and risk management, and monitor, review and carry out such other functions as are appropriate.
- 9.11.4 It is for the Non-executive Directors (subject to the approval of the Board of Governors to appoint or remove the Chief Executive (and accounting officer).
- 9.11.5 It is for a committee consisting of the Chairman, the Chief Executive (and accounting officer) and the other Non-executive Directors to appoint or remove the Executive Directors.
- 9.11.6 The Trust is to establish a committee of Non-executive Directors to decide the remuneration and allowances, and the other terms and conditions of office, of the Executive Directors.
- 9.11.7 The Directors, having regard to the views of the Board of Governors are to prepare the information as to the Trust's forward planning in respect of each financial year to be given to the Independent Regulator.
- 9.11.8 The Directors are to present to the Board of Governors at a general meeting the annual accounts, any report of the auditor on them, and the annual report.
- 9.11.9 The functions of the Trust under sub-paragraphs (a) and (b) of paragraph 15.6 below are delegated to the Chief Executive as accounting officer.

10 Meetings of Directors

- 10.1 The Board of Directors, in consultation with the Board of Governors, will adopt Standing Orders covering the proceedings and business of its meetings. These are to include setting a quorum for meetings, both of Executive and Non-executive Directors. The proceedings shall not however be invalidated by any vacancy of its membership, or defect in a Director's appointment.

11 Conflicts of interests of Directors

- 11.1 If a Director has a pecuniary interest, whether direct or indirect, in any contract, proposed contract or other matter which is under consideration by either Board, he shall disclose that to the rest of the Board as soon as he is aware of it. The Board of Directors, in consultation with the Board of Governors, shall adopt Standing Orders specifying the arrangements for excluding Directors from discussion or consideration of the contract or other matter, as appropriate.

- 11.2 Interests which should be regarded as “relevant and material” and which, for the guidance of doubt, should be included in the register, are:
- (a) Directorships, including non-executive directorships held in private companies or PLCs (with the exception of those of dormant companies).
 - (b) Ownership, part-ownership or directorship of private companies, business or consultancies likely or possibly seeking to do business with the NHS.
 - (c) Majority or controlling share holdings in organisations likely or possibly seeking to do business with the NHS.
 - (d) A position of Authority in a charity or voluntary organisation in the field of health and social care.
 - (e) Any connection with a voluntary or other organisation contracting for NHS services or commissioning NHS services.
 - (f) To the extent not covered above, any connection with an organisation, entity or company considering entering into or having entered into a financial arrangement with the NHS Foundation Trust, including but not limited to, lenders or banks.

12 Registers

12.1 The Trust is to have:

- (a) a register of Members showing, in respect of each Member, the constituency to which he belongs;
- (b) a register of members of the Board of Governors;
- (c) a register of interests of the Board of Governors;
- (d) a register of Directors;
- (e) a register of interests of the Directors.

12.2 The register of members will contain the member's name and reference number, as well as the constituency that he belongs to. Further information will be collected by the Secretary that will not be part of a public document and will enable the Trust to contact the member and keep the minimum information needed. This will include :

- (i) Title, forename and surname
- (ii) Postal address
- (iii) E-mail and telephone number
- (iv) Constituency
- (v) Ethnicity and gender
- (vi) Date of entry into membership
- (vii) Latest review of status Registers will be updated upon receipt of notification by the Secretary from a member of either their application for membership or their resignation. Once a year, with effect from 1 April of the financial year, the Secretary will review the membership against such records of eligibility and update the register for those who no longer meet the eligibility criteria.

- 12.3 Registers of Directors and Governors will contain details of the name of the Director/Governor, their title or constituency represented and date of appointment or removal/resignation.
- 12.4 Registers of Interest will contain the full name of the Director or Governor and their title or constituency. Details of the interest will be set out, in line with the requirements of standing orders in operation at the time, as well as any action taken (if any).
- 12.5 The Trust shall send to the Independent Regulator a list of the persons who were first elected or appointed as

- (a) the members of the Board of Governors
- (b) the directors

and subsequent changes.

13 Public documents

13.1 The following documents of the Trust are to be available for inspection by members of the public free of charge at all reasonable times:

- (a) a copy of the current constitution;
- (b) a copy of the current authorisation;
- (c) a copy of the latest annual accounts and of any report of the auditor on them;
- (d) a copy of the latest annual report;
- (e) a copy of the latest information as to its forward planning;
- (f) a copy of any notice given under section 23 of the 2003 Act (regulators notice to failing NHS Foundation Trust).

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

13.3 The registers mentioned in the paragraph 12.1 above are also to be made available for inspection by members of the public, except in circumstances prescribed by regulations made under the 2003 Act; and, so far as those registers are required to be available:

- (a) They are to be available free of charge at all reasonable times,
- (b) A person who requests it is to be provided with a copy of or extract from them.
- (c) Details of a member, if he so requests, may be excluded from any copy or extract provided.

13.4 If the person requesting a copy or extract is not a Member of the Trust, the Trust may impose a reasonable charge for providing the copy or extract.

14 Auditor

14.1 The Trust is to have an auditor and is to provide the auditor with every facility and all information which he may reasonably require for the purposes of his functions under Part 1 of the 2003 Act.

14.2 A person may only be appointed auditor if he (or in the case of a firm each of its members) is a member of one or more of the bodies referred to in paragraph 23(4) of Schedule 1 to the 2003 Act.

14.3 Appointment of the Auditor by the Board of Governors is covered in paragraph 8.12.1, and monitoring of the auditors functions by a committee of Non-executive Directors is covered in paragraph 9.11.3.

14.4 An officer of the Audit Commission may be appointed with the agreement of the Commission.

14.5 The Auditor is to carry out his duties in accordance with Schedule 5 to the 2003 Act and in accordance with any directions given by the Independent Regulator on standards, procedures and techniques to be adopted.

15 Accounts

- 15.1 The Trust is to keep accounts in such form as the Independent Regulator may with the approval of the Treasury direct.
- 15.2 The accounts are to be audited by the Trust's auditor.
- 15.3 The following documents will be made available to the Comptroller and Auditor General for examination at his request:
- (a) the accounts, including those accounts kept by Trustees;
 - (b) any records relating to them; and
 - (c) any report of the auditor on them.
- 15.4 The Trust (through its Chief Executive and accounting officer) is to prepare in respect of each financial year annual accounts in such form as the Independent Regulator may with the approval of the Treasury direct.
- 15.5 In preparing its annual accounts, the Trust is to comply with any directions given by the Independent Regulator with the approval of the Treasury as to:
- (a) the methods and principles according to which the accounts are to be prepared;
 - (b) the information to be given in the accounts.
- 15.6 The Trust must:
- (a) lay a copy of the annual accounts, and any report of the auditor on them, before Parliament and
 - (b) once it has done so, send copies of those documents to the Independent Regulator

16 Annual reports and forward plans

- 16.1 The Trust is to prepare annual reports and send them to the Independent Regulator.
- 16.2 The reports are to give:
- (a) information on any steps taken by the Trust to secure that (taken as a whole) the actual Membership of its Public constituency is representative of those eligible for such membership; and
 - (b) any other information the Independent Regulator requires.
- 16.3 The Trust is to comply with any decision the Independent Regulator makes as to:
- (a) the form of the reports;
 - (b) when the reports are to be sent to it;
 - (c) the periods to which the reports are to relate.
- 16.4 The Trust is to give information as to its forward planning in respect of each financial year to the Independent Regulator. This information is to be prepared by the Directors, who must have regard to the views of the Board of Governors (paragraph 9.11.7 above).

17 Indemnity

- 17.1 Members of the Board of Governors and Board of Directors who act honestly and in good faith will not have to meet out of their personal resources any personal civil liability which is incurred in the execution or purported execution of their Board functions, save where they have acted recklessly. Any costs arising in this way will be met by the Trust.

18 Instruments etc.

- 18.1 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.
- 18.2 The Trust is to have a seal, but this is not to be affixed except under the authority of the Board of Directors.

19 Dispute resolution procedures

- 19.1 The Trust will establish dispute resolution procedures. These are to be approved by the Board of Directors.
- 19.2 Every unresolved dispute which arises out of this constitution between the Trust and:
- (a) a member; or
 - (b) any person aggrieved who has ceased to be a member within the six months prior to the date of the dispute; or
 - (c) any person bringing a claim under this constitution; or
 - (d) an office-holder of the Trust is to be submitted to an arbitrator agreed by the parties or in the absence of agreement to be nominated by the Trust's Chairman. The arbitrator's decision will be binding and conclusive on all parties.
- 19.3 Any person bringing a dispute must, if required to do so, deposit with the Trust a reasonable sum (not exceeding £250) to be determined by the Membership Secretary. The arbitrator will decide how the costs of the arbitration will be paid and what should be done with the deposit.

20 Amendment of the constitution

- 20.1 The Trust may make amendments to this Constitution with the approval of the Independent Regulator.
- 20.2 No proposals for amendment of this Constitution will be put to the Independent Regulator unless it has been approved by three quarters of the full Board of Governors.
- 20.3 **Transitional Arrangements**
Amendments to the Constitution may require transitory arrangements, particularly if the Board of Governors proposes a reduction in the number of Governors and the reduction is being managed through the election process; with fewer governors being elected.
- 20.4 Should this be the case, the constitution must be updated as soon as is practicable to reflect the reduced membership. Any such transitory arrangement must only last for a maximum of three months.

21 Dissolution of the Trust

- 21.1 The Trust may not be dissolved except by order of the Secretary of State for Health, in accordance with the NHS Act 2006.

SECTION 2 ANNEXES

ANNEX 1 PUBLIC CONSTITUENCY OF THE TRUST

The area of the Trust that is regarded as the Public Constituency is defined as being all the population covered by the local electoral areas of Kent, Surrey, East and West Sussex.

ANNEX 2 PRACTICE AND PROCEDURE FOR MEETINGS

1 Meetings of the Board of Governors

- 1.1 Calling Meetings: Ordinary meetings of the Board shall be held at such times and places as the Board may determine.
- 1.2 The Chairman of the Trust may call a meeting of the Board at any time. If the Chairman refuses to call a meeting after a requisition for that purpose, signed by at least one-third of the whole number of ~~g~~ Governors, has been presented to him/her, or if, without so refusing, the Chairman does not call a meeting within seven days after such requisition has been presented to him at the Trust's Headquarters, such one third or more Governors may forthwith call a meeting.
- 1.3 Notice of Meetings: Before each meeting of the Board, a notice of the meeting, specifying the business proposed to be transacted at it, and signed by the Chairman or by an officer authorized by the Chairman to sign on his behalf shall be delivered to every Governor, or sent by post to the usual place of residence of such Governor, so as to be available to him at least three clear days before the meeting.
- 1.4 Want of service of the notice on any Governor shall not affect the validity of a meeting.
- 1.5 In the case of a meeting called by Governors in default of the Chairman, the notice shall be signed by those Governors and no business shall be transacted at the meeting other than that specified in the notice.
- 1.6 Agendas will be sent to Governors six days before the meeting and supporting papers, whenever possible, shall accompany the agenda, but will certainly be despatched no later than three clear days before the meeting, save in emergency. Failure to serve such a notice on more than three Governors will invalidate the meeting. A notice shall be presumed to have been served one day after posting.
- 1.7 Before each meeting of the Board a public notice of the time and place of the meeting, and the public part of the agenda, shall be displayed at the Trust's office at least three clear days before the meeting.
- 1.8 Chairman of Meeting: At any meeting of the Board, the Chairman of the Board, if present, shall preside. If the Chairman is absent from the meeting the Deputy-Chairman shall preside. If the

Chairman and Deputy Chairman are absent another Non-executive Director as the Governors present shall choose shall preside.

- 1.9 If the Chairman is absent temporarily on the grounds of a declared conflict of interest the Deputy Chairman, if present, shall preside. If the Chairman and Deputy Chairman are absent, or are disqualified from participating, such Governor from the Public constituency as the Governors present shall choose by majority vote shall preside.
- 1.10 Chairman's Ruling: Statements of Governors made at meetings of the Board shall be relevant to the matter under discussion at the material time and the decision of the Chairman of the meeting on questions of order, relevancy, regularity and any other matters shall be final.
- 1.11 Voting: Every question at a meeting shall be determined by a majority of the votes of the Governors present, qualified to vote on the issue and voting on the question unless the constitution requires otherwise,. In the case of the number of votes for and against a motion being equal, the Chairman of the meeting, or the person presiding over that issue if the Chairman is absent, shall have a casting vote.
- 1.12 All questions put to the vote shall, at the discretion of the Chairman of the meeting, be determined by oral expression or by a show of hands. A paper ballot may also be used if a majority of the Governors present so request.
- 1.13 If at least one-third of the Governors present so request, the voting (other than by paper ballot) on any question may be recorded to show how each member present voted or abstained.
- 1.14 If a member so requests, his/her vote shall be recorded by name upon any vote (other than by paper ballot).
- 1.15 In no circumstances may an absent member vote by proxy. Absence is defined as being absent at the time of the vote.
- 1.16 A person attending the Board to represent a Governor during a period of incapacity or temporary absence without formal appointment as a Governor may not exercise the voting rights of the Governor. A person's status when attending a meeting shall be recorded in the minutes.
- 1.17 Record of Attendance: The names of the Chairman and Governors present at the meeting shall be recorded in the minutes.
- 1.18 Quorum: No business shall be transacted at a meeting unless at least one-third of the whole number of the Governors, (including at least one appointed Governor and one elected Governor with the Public Governors in the majority) are present.
- 1.19 An officer in attendance but without formal voting status may not count towards the quorum.
- 1.20 If the Chairman or Governor has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of the declaration of a conflict of interest (see Standing Order 6 or 7) he shall no longer count towards the quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business.
- 1.21 Behaviour at meetings (and generally as a representative of the Trust) is expected to be exemplary and codes of conduct and values adopted by the Board of Directors on behalf of the Trust shall equally apply to the Board of Governors.

2 Committees

- 2.1 The Standing Orders of the Trust, as far as they are applicable, shall apply with appropriate alteration to meetings of any committees established by the Trust. In which case the term "Chairman" is to be read as a reference to the Chairman of the committee as the context permits, and the term "member" is to be read as a reference to a member of the committee also as the context permits.
- 2.2 Each such committee shall have such terms of reference and powers and be subject to such conditions (as to reporting back to the Board), as the Board shall decide and shall be in accordance with any legislation and regulation or direction issued by the Secretary of State or Independent Regulator. Such terms of reference shall have effect as if incorporated into the Standing Orders.

ANNEX 3 Board of Governors ELECTORAL RULES AND REGULATIONS

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1. Interpretation

Part 2 Timetable for election

2. Timetable
3. Computation of time

Part 3 Returning Officer

4. Returning Officer
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9. Nomination of candidates
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Part 1 Interpretation

1. Interpretation

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

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

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

“the regulator” means the Independent Regulator for NHS foundation trusts; and

“the 2003 Act” means the Health and Social Care (Community Health and Standards) Act 2003

“the 2006 Act” means the National Health Service Act 2006.

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

Part 2 Timetable for election

2. Timetable

The proceedings at an election shall be conducted in accordance with the following timetable.

Proceeding	Time
Publication of notice of election	Not later than the fortieth day before the day of the close of the poll.
Final day for delivery of nomination papers to returning Officer	Not later than the twenty eighth day before the day of the close of the poll.
Publication of statement of nominated candidates.	Not later than the twenty seventh day before the day of the close of the poll.
Final day for delivery of notices of withdrawals by candidates from election	Not later than twenty fifth day before the day of the close of the poll.
Notice of the poll	Not later than the fifteenth day before the day
Close of the poll.	Close of the poll by 12 noon on the final day of the election.

3. Computation of time

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

(a) a Saturday or Sunday;

(b) Christmas day, Good Friday, or a bank holiday, or

(c) a day appointed for public thanksgiving or mourning,

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

(2) In this rule, “bank holiday” means a day which is a bank holiday under the Banking and Financial Dealings Act 1971 in England and Wales.

Part 3 Returning Officer

4. **Returning Officer**
 - (1) Subject to rule 57, the returning Officer for an election is to be appointed by the corporation.
 - (2) Where two or more elections are to be held concurrently, the same returning Officer may be appointed for all those elections.
5. **Staff**

Subject to rule 58, the returning Officer may appoint and pay such staff, including such technical advisers, as he or she considers necessary for the purposes of the election.
6. **Expenditure**

The corporation is to pay the returning Officer –

 - (a) any expenses incurred by that Officer in the exercise of his or her functions under these rules,
 - (b) such remuneration and other expenses as the corporation may determine.
7. **Duty of co-operation**

The corporation is to co-operate with the returning Officer in the exercise of his or her functions under these rules.

Part 4 Stages Common to Contested and Uncontested Elections

8. **Notice of election**

The returning Officer is to publish a notice of the election stating –

 - (a) the constituency, or class within a constituency, for which the election is being held,
 - (b) the number of members of the Board 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 papers may be obtained;
 - (e) the address for return of nomination papers and the date and time by which they must be received by the returning Officer,
 - (f) the contact details of the returning Officer, and
 - (g) the date and time of the close of the poll in the event of a contest.
9. **Nomination of candidates**
 - (1) Each candidate must nominate themselves on a single nomination paper.
 - (2) The returning officer-
 - (a) is to supply any member of the corporation with a nomination paper, and
 - (b) is to prepare a nomination paper for signature at the request of any member of the corporation, but it is not necessary for a nomination to be on a form supplied by the returning officer.
10. **Candidate's particulars**
 - (1) The nomination paper must state the candidate's -
 - (a) full name,
 - (b) contact address in full, and
 - (c) constituency of which the candidate is a member.
11. **Subscription of nomination paper**

- (1) The nomination paper must be subscribed by at least two supporters.
 - (2) Each supporter must –
 - (a) be a member of the same constituency to which the candidate belongs and
 - (b) state his or her constituency on the nomination paper.
 - (3) A member of the corporation must not subscribe more than one nomination paper
 - (4) If a member of the corporation subscribes more than one nomination paper in contravention of paragraph (3), then the second and any further subscriptions received by the returning officer are invalid.
 - (5) Where a member of the corporation subscribes a nomination paper, and the candidate nominated in the paper dies or withdraws before the paper is received by the returning officer, then nothing in paragraphs (3) or (4) prevents that member from subscribing the nomination paper of another candidate.
- 12. Declaration of interests**
The nomination paper must state –
 - (a) any financial interest that the candidate has in the corporation, and
 - (b) whether the candidate is a member of a political party, and if so, which party, and if the candidate has no such interests, the paper must include a statement to that effect.
- 13. Declaration of eligibility**
The nomination paper must include a declaration made by the candidate –
 - (a) that he or she is not prevented from being a member of the Board of Governors by paragraph 8 of Schedule 7 of the 2006 Act or by any provision of the constitution; and,
 - (b) for a member of the public constituency, of the particulars of his or her qualification to vote as a member of that constituency, or class within that constituency, for which the election is being held.
- 14. Signature of candidate**
The nomination paper must be signed and dated by the candidate, indicating that –
 - (a) they wish to stand as a candidate,
 - (b) their declaration of interests as required under rule 12, is true and correct, and
 - (c) their declaration of eligibility, as required under rule 13, is true and correct.
- 15. Decisions as to the validity of nomination**
 - (1) Where a nomination paper is received by the returning officer in accordance with these rules, the candidate is deemed to stand for election unless and until the returning officer –
 - (a) decides that the candidate is not eligible to stand,
 - (b) decides that the nomination paper 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.
 - (2) The returning Officer is entitled to decide that a nomination paper is invalid only on one of the following grounds –
 - (a) that the paper is not received on or before the final time and date for return of nomination papers, as specified in the notice of the election,
 - (b) that the paper does not contain the candidate's particulars, as required by rule 10;
 - (c) that the paper does not contain a declaration of the interests of the candidate, as required by rule 12,
 - (d) that the paper does not include a declaration of eligibility as required by rule 13, or
 - (e) that the paper is not signed and dated by the candidate, as required by rule 14.

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

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

(5) The returning Officer is to send notice of the decision as to whether a nomination is valid or invalid to the candidate at the contact address given in the candidate's nomination paper.

16. Publication of statement of candidates

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

(2) The statement must show –

(a) the name, contact address, and constituency or class within a constituency of each candidate standing, and

(b) the declared interests of each candidate standing, as given in their nomination paper.

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

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

17. Inspection of statement of nominated candidates and nomination papers

(1) The corporation is to make the statements of the candidates and the nomination papers supplied by the returning Officer under rule 16(4) available for inspection by members of the public free of charge at all reasonable times.

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

18. Withdrawal of candidates

A candidate may withdraw from election on or before the date and time for withdrawal by candidates, by providing to the returning officer a written notice of withdrawal which is signed by the candidate and attested by a witness.

19. Method of election

(1) If the number of candidates remaining validly nominated for an election after any withdrawals under these rules is greater than the number of members to be elected to the board of governors, a poll is to be taken in accordance with Parts 5 and 6 of these rules.

(2) If the number of candidates remaining validly nominated for an election after any withdrawals under these rules is equal to the number of members to be elected to the board of governors, those candidates are to be declared elected in accordance with Part 7 of these rules.

(3) If the number of candidates remaining validly nominated for an election after any withdrawals under these rules is less than the number of members to be elected to be board 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

20. Poll to be taken by ballot

- (1) The votes at the poll must be given by secret ballot.
- (2) The votes are to be counted and the result of the poll determined in accordance with Part 6 of these rules.

21. The ballot paper

(1) The ballot of each voter is to consist of a ballot paper with the persons remaining validly nominated for an election after any withdrawals under these rules, and no others, inserted in the paper.

(2) Every ballot paper must specify –

- (a) the name of the corporation,
- (b) the constituency, or class within a constituency, for which the election is being held,
- (c) the number of members of the board 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,
- (f) if the ballot paper is to be returned by post, the address for its return and the date and time of the close of the poll, and
- (g) the contact details of the returning officer.

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

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

22. The declaration of identity (public constituency)

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

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

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

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

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

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

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

Action to be taken before the poll

23. List of eligible voters

(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 26 as soon as is reasonably practicable after the final date for the delivery of notices of withdrawals by candidates from an election.

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

24. Notice of poll

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 board 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 address for return of the ballot papers, and the date and time of the close of the poll,
- (g) the address and final dates for applications for replacement ballot papers, and
- (h) the contact details of the returning officer.

25. Issue of voting documents by Returning Officer

(1) As soon as is reasonably practicable on or after the publication of the notice of the poll, the Returning Officer is to send the following documents to each member of the corporation named in the list of eligible voters—

- (a) a ballot paper and ballot paper envelope,
- (b) a declaration of identity (if required),
- (c) information about each candidate standing for election, pursuant to rule 52 of these rules, and
- (d) a covering envelope.

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

26. Ballot paper envelope and covering envelope

(1) The ballot paper envelope must have clear instructions to the voter printed on it, instructing the voter to seal the ballot paper inside the envelope once the ballot paper has been marked.

(2) The covering envelope is to have —

- (a) the address for return of the ballot paper printed on it, and
- (b) pre-paid postage for return to that address.

(3) There should be clear instructions, either printed on the covering envelope or elsewhere, instructing the voter to seal the following documents inside the covering envelope and return it to the returning officer —

- (a) the completed declaration of identity, and
- (b) the ballot paper envelope, with the ballot paper sealed inside it.

The poll

27. Eligibility to vote

An individual who becomes a member of the corporation on or before the closing date for the receipt of nominations by candidates for the election, is eligible to vote in that election.

28. Voting by persons who require assistance

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

(2) Where the returning officer receives a request from a voter who requires assistance to vote, the returning officer is to make such arrangements as he or she considers necessary to enable that voter to vote.

29. Spoilt ballot papers

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

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

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

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

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

- (a) the name of the voter, and
- (b) the details of the unique identifier of the spoilt ballot paper (if that officer was able to obtain it), and
- (c) the details of the unique identifier of the replacement ballot paper.

30. Lost ballot papers

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

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

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

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

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

31. Issue of replacement ballot paper

(1) If a person applies for a replacement ballot paper 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 a replacement ballot paper unless, in addition to the requirements imposed 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.

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

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

32. **Declaration of identity for replacement ballot papers (public and patient constituencies)**
- (1) In respect of an election for a public or patient constituency a declaration of identity must be issued with each replacement ballot paper.
- (2) The declaration of identity is to include a declaration –
- (a) that the voter has not voted in the election with any ballot paper other than the ballot paper being returned with the declaration, and
 - (b) of the particulars of that member's qualification to vote as a member of the public or patient constituency, or class within a constituency, for which the election is being held.
- (3) The declaration of identity is to include space for –
- (a) the name of the voter,
 - (b) the address of the voter,
 - (c) the voter's signature, and
 - (d) the date that the declaration was made by the voter.
- (4) The voter must be required to return the declaration of identity together with the ballot paper.
- (5) The declaration of identity must caution the voter that if it is not returned with the ballot paper, or if it is returned without being correctly completed, the replacement ballot paper may be declared invalid.

Procedure for receipt of envelopes

33. **Receipt of voting documents**
- (1) Where the returning Officer receives a –
- (a) covering envelope, or
 - (b) any other envelope containing a declaration of identity if required, a ballot paper envelope, or a ballot paper, before the close of the poll, that officer is to open it as soon as is practicable; and rules 34 and 35 are to apply.
- (2) The returning officer may open any ballot paper envelope for the purposes of rules 34 and 35, but must make arrangements to ensure that no person obtains or communicates information as to
- (a) the candidate for whom a voter has voted, or
 - (b) the unique identifier on a ballot paper.
- (3) The returning officer must make arrangements to ensure the safety and security of the ballot papers and other documents.
34. **Validity of ballot paper**
- (1) A ballot paper shall not be taken to be duly returned unless the returning officer is satisfied that it has been received by the returning officer before the close of the poll, with a declaration of identity if required that has been correctly completed, signed, and dated.
- (2) Where the returning officer is satisfied that paragraph (1) has been fulfilled, he or she is to –
- (a) put the declaration of identity if required in a separate packet, and
 - (b) put the ballot paper aside for counting after the close of the poll.
- (3) Where the returning officer is not satisfied that paragraph (1) has been fulfilled, he or she is to
- (a) mark the ballot paper "disqualified",
 - (b) if there is a declaration of identity accompanying the ballot paper, mark it as "disqualified" and attach it the ballot paper,

- (c) record the unique identifier on the ballot paper in a list (the "list of disqualified documents"); and
- (d) place the document or documents in a separate packet.

35. Declaration of identity but no ballot paper (public and patient constituency)

Where the returning officer receives a declaration of identity if required but no ballot paper, the returning officer is to –

- (a) mark the declaration of identity "disqualified",
- (b) record the name of the voter in the list of disqualified documents, indicating that a declaration of identity was received from the voter without a ballot paper; and
- (c) place the declaration of identity in a separate packet.

36. Sealing of packets

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

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

Part 6 - Counting the votes

37. Arrangements for counting of the votes

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

38. The count

(1) The returning officer is to –

- (a) count and record the number of ballot papers that have been returned, and
- (b) count the votes according to the provisions in this Part of the rules.

(2) The returning officer, while counting and recording the number of ballot papers and counting the votes, must make arrangements to ensure that no person obtains or communicates information as to the unique identifier on a ballot paper.

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

39. Rejected ballot papers

(1) Any ballot paper –

- (a) which does not bear the features that have been incorporated into the other ballot papers to prevent them from being reproduced,
- (b) on which votes are given for more candidates than the voter is entitled to vote,
- (c) on which anything is written or marked by which the voter can be identified except the unique identifier, or
- (d) which is unmarked or rejected because of uncertainty, shall, subject to paragraphs (2) and (3) below, be rejected and not counted.

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

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

(a) elsewhere than in the proper place,
(b) otherwise than by means of a clear mark,
(c) by more than one mark,
is not to be rejected for such reason (either wholly or in respect of that vote) if an intention that the vote shall be for one or other of the candidates clearly appears, and the way the paper is marked does not itself identify the voter and it is not shown that he or she can be identified by it.

(4) The returning officer is to:

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

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

(a) does not bear proper features that have been incorporated into the ballot paper,
(b) voting for more candidates than the voter is entitled to,
(c) writing or mark by which voter could be identified, and
(d) unmarked or rejected because of uncertainty,
and, where applicable, each heading must record the number of ballot papers rejected in part.

40. Equality of votes

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

Part 7 – Final proceedings in contested and uncontested elections

41. Declaration of result for contested elections

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

(a) declare the candidate or candidates whom more votes have been given than for the other candidates, up to the number of vacancies to be filled on the board of governors from the constituency, or class within a constituency, for which the election is being held to be elected,
(b) give notice of the name of each candidate who he or she has declared elected–
(i) where the election is held under a proposed constitution pursuant to powers conferred on the Queen Victoria Hospital NHS Foundation Trust by section 4(4) of the 2003 Act, to the chairman of the NHS Trust, or
(ii) in any other case, to the chairman of the corporation; and
(c) give public notice of the name of each candidate whom he or she has declared elected.

(2) The returning officer is to make –

(a) the total number of votes given for each candidate (whether elected or not), and
(b) the number of rejected ballot papers under each of the headings in rule 39(5), available on request.

42. Declaration of result for uncontested elections

In an uncontested election, the returning officer is to as soon as is practicable after final day for the delivery of notices of withdrawals by candidates from the election –

(a) declare the candidate or candidates remaining validly nominated to be elected,

- (b) give notice of the name of each candidate who he or she has declared elected to the chairman of the corporation, and
- (c) give public notice of the name of each candidate who he or she has declared elected.

Part 8 – Disposal of documents

43. Sealing up of documents relating to the poll

(1) On completion of the counting at a contested election, the returning officer is to seal up the following documents in separate packets –

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

(2) The returning officer must not open the sealed packets of –

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

(3) The returning officer must endorse on each packet a description of –

- (a) its contents,
- (b) the date of the publication of notice of the election,
- (c) the name of the corporation to which the election relates, and
- (d) the constituency, or class within a constituency, to which the election relates.

44. Delivery of documents

Once the documents relating to the poll have been sealed up and endorsed pursuant to rule 50, the returning officer is to forward them to the chair of the corporation.

45. Forwarding of documents received after close of the poll

Where –

- (a) any voting documents are received by the returning officer after the close of the poll, or
- (b) any envelopes addressed to eligible voters are returned as undelivered too late to be resent, or
- (c) any applications for replacement ballot papers are made too late to enable new ballot papers to be issued, the returning officer is to put them in a separate packet, seal it up, and endorse and forward it to the chairman of the corporation.

46. Retention and public inspection of documents

(1) The corporation is to retain the documents relating to an election that are forwarded to the chair by the returning officer under these rules for one year, and then, unless otherwise directed by the regulator, cause them to be destroyed.

(2) With the exception of the documents listed in rule 47(1), the documents relating to an election that are held by the corporation shall be available for inspection by members of the public at all reasonable times.

(3) A person may request a copy or extract from the documents relating to an election that are held by the corporation, and the corporation is to provide it, and may impose a reasonable charge for doing so.

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

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

- (a) any rejected ballot papers, including ballot papers rejected in part,
- (b) any disqualified documents, or the list of disqualified documents,
- (c) any counted ballot papers,
- (d) any declarations of identity, or
- (e) the list of eligible voters, by any person without the consent of the Regulator.

(2) A person may apply to the Regulator to inspect any of the documents listed in (1), and the Regulator may only consent to such inspection if it is satisfied that it is necessary for the purpose of questioning an election pursuant to Part 11

(3) The Regulator's consent may be on any terms or conditions that it thinks necessary, including conditions as to –

- (a) persons,
- (b) time,
- (c) place and mode of inspection,
- (d) production or opening, and the corporation must only make the documents available for inspection in accordance with those terms and conditions.

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

- (a) in giving its consent, the regulator, and
- (b) and making the documents available for inspection, the corporation, must ensure that the way in which the vote of any particular member has been given shall not be disclosed, until it has been established –
 - (i) that his or her vote was given, and
 - (ii) that the regulator has declared that the vote was invalid.

Part 9 – Death of a candidate during a contested election

48. Countermand or abandonment of poll on death of candidate

(1) If, at a contested election, proof is given to the returning Officer's satisfaction before the result of the election is declared that one of the persons named or to be named as a candidate has died, then the returning Officer is to

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

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

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

(4) The returning officer shall not take any step or further step to open envelopes or deal with their contents in accordance with rules 34 and 35, and is to make up separate sealed packets in accordance with rule 36.

(5) The returning officer is to –

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

(6) The returning Officer is to endorse on each packet a description of –

- (a) its contents,
- (b) the date of the publication of notice of the election,
- (c) the name of the corporation to which the election relates, and
- (d) the constituency, or class within a constituency, to which the election relates.

(7) Once the documents relating to the poll have been sealed up and endorsed pursuant to paragraphs (4) to (6), the returning Officer is to deliver them to the chairman of the corporation, and rules 46 and 47 are to apply.

Part 10 – Election expenses and publicity

Election expenses

49. Election expenses

Any expenses incurred, or payments made, for the purposes of an election which contravene this Part are an electoral irregularity, which may only be questioned in an application to the regulator under Part 11 of these rules.

50. Expenses and payments by candidates

A candidate may not incur any expenses or make a payment (of whatever nature) for the purposes of an election, other than expenses or payments that relate to –

- (a) personal expenses,
- (b) traveling 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.

51. Election expenses incurred by other persons

(1) No person may –

- (a) incur any expenses or make a payment (of whatever nature) for the purposes of a candidate's election, whether on that candidate's behalf or otherwise, or
- (b) give a candidate or his or her family any money or property (whether as a gift, donation, loan, or otherwise) to meet or contribute to expenses incurred by or on behalf of the candidate for the purposes of an election.

(2) Nothing in this rule is to prevent the corporation from incurring such expenses, and making such payments, as it considers necessary pursuant to rules 52 and 53.

Publicity

52. Publicity about election by the corporation

(1) The corporation may –

- (a) compile and distribute such information about the candidates, and
- (b) organise and hold such meetings to enable the candidates to speak and respond to questions, as it considers necessary.

(2) Any information provided by the corporation about the candidates, including information compiled by the corporation under rule 53, must be –

- (a) objective, balanced and fair,
- (b) equivalent in size and content for all candidates,
- (c) compiled and distributed in consultation with all of the candidates standing for election, and
- (d) must not seek to promote or procure the election of a specific candidate or candidates, at the expense of the electoral prospects of one or more other candidates.

(3) Where the corporation proposes to hold a meeting to enable the candidates to speak, the corporation must ensure that all of the candidates are invited to attend, and in organising and holding such a meeting, the corporation must not seek to promote or procure the election of a specific candidate or candidates at the expense of the electoral prospects of one or more other candidates.

53. Information about candidates for inclusion with voting documents

(1) The corporation must compile information about the candidates standing for election, to be distributed by the returning officer pursuant to rule 25 of these rules.

(2) The information must consist of –

- (a) a statement submitted by the candidate of no more than 250 words.

54. Meaning of “for the purposes of an election”

(1) In this Part, the phrase “for the purposes of an election” means with a view to, or otherwise in connection with, promoting or procuring a candidate’s election, including the prejudicing of another candidate’s electoral prospects; and the phrase “for the purposes of a candidate’s election” is to be construed accordingly.

(2) The provision by any individual of his or her own services voluntarily, on his or her own time, and free of charge is not to be considered an expense for the purposes of this Part.

Part 11 – Questioning elections and the consequence of irregularities

55. Application to question an election

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

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

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

- (a) a person who voted at the election or who claimed to have had the right to vote, or
- (b) a candidate, or a person claiming to have had a right to be elected at the election.

(4) The application must –

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

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

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

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

(8) The determination by the person or persons nominated in accordance with Rule 55(7) 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.

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

Part 12 – Miscellaneous

56. **Secrecy**

(1) The following persons –

- (a) the returning officer,
- (b) the returning officer's staff, must maintain and aid in maintaining the secrecy of the voting and the counting of the votes, and must not, except for some purpose authorised by law, communicate to any person any information as to –
 - (i) the name of any member of the corporation who has or has not been given a ballot paper or who has or has not voted,
 - (ii) the unique identifier on any ballot paper,
 - (iii) the candidate(s) for whom any member has voted.

(2) No person may obtain or attempt to obtain information as to the candidate(s) for whom a voter is about to vote or has voted, or communicate such information to any person at any time, including the unique identifier on a ballot paper given to a voter.

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

57. **Prohibition of disclosure of vote**

No person who has voted at an election shall, in any legal or other proceedings to question the election, be required to state for whom he or she has voted.

58. **Disqualification**

A person may not be appointed as a returning officer, or as staff of the returning officer pursuant to these rules, if that person is –

- (a) a member of the corporation,
- (b) an employee of the corporation,
- (c) a director of the corporation, or
- (d) employed by or on behalf of a person who has been nominated for election.

59. **Delay in postal service through industrial action or unforeseen event**

If industrial action, or some other unforeseen event, results in a delay in –

- (a) the delivery of the documents in rule 25, or
- (b) the return of the ballot papers and declarations of identity, the returning officer may extend the time between the publication of the notice of the poll and the close of the poll, with the agreement of the Regulator.

ANNEX 4 LIST OF LOCAL AUTHORITIES AUTHORISED FOR THE PURPOSES OF APPOINTING LOCAL AUTHORITY GOVERNORS

- Kent County Council
- Medway Council
- East Sussex County Council
- Brighton and Hove City Council
- West Sussex County Council
- Surrey County Council

Together with all district or borough councils within the Trust's area.

ANNEX 5 LIST OF PRIMARY CARE TRUSTS AUTHORISED FOR THE PURPOSES OF APPOINTING PRIMARY CARE TRUST GOVERNORS

- Brighton & Hove City Primary Care Trust
- East Sussex Downs and Weald Primary Care Trust
- Eastern and Coastal Kent Primary Care Trust
- Hasting and Rother Primary Care Trust
- Medway Primary Care Trust
- Surrey Primary Care Trust
- West Kent Primary Care Trust
- West Sussex Primary Care Trust

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Governance Procedures

Prepared for the BofG and BoD
March 2011

Summary

QVH became a Foundation Trust in July 2004. Since then the Trust's Governance arrangements have evolved continually, as governors and directors working together have adjusted their approaches to meet the needs of a successful specialist hospital that also provides medical services to the local community.

These guide-lines for the current QVH Governance Procedures, together with the attendant Constitution conforms completely to the guidance of the Independent Regulator and embodies the structures and principles by which the Trust is governed. The corresponding responsibilities and accountabilities are identified, as are the mechanisms developed to engage members and the wider public.

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Section 1: Governance

1. QVH-FT

1.1 Purpose

To provide specialist reconstructive surgery and expert rehabilitation services for the South of England. To provide first class community medical services for the local population.

1.2 Mission

To be a national and international reference centre for reconstructive surgery, therapy, and rehabilitation services. To be recognized locally for the high quality of its community medical services.

1.3 Vision

To be a centre of excellence, through a fully resourced and expert medical team of leading clinical specialists, for specialist reconstructive and rehabilitation services which are offered through a network of facilities across the South of England and centered on East Grinstead. To be a primary provider of direct and extended medical and diagnostic services for the local population.

2. Commitment

The Trust operates for the public benefit and aspires to the highest standards of public service, including the rights of individuals and the environment. It is committed to operating effectively, efficiently and economically and to creating surpluses sufficient to ensure appropriate future investment.

Specifically the Trust is committed to:

- being a centre of excellence in all its clinical services by providing expert treatment that is effective, safe and personal to each patient;
- maintaining a strong ethos of professionalism and a culture of caring amongst its staff;
- maintaining the highest level of clinical and financial performance as defined and assessed by the Care Quality Commission and Monitor, and to meeting all national priorities and targets;
- delivering a first class patient experience not only in terms of clinical and medical care, but also in terms of patient consideration, support and dignity;
- supporting research and development and to be continually innovating as regards patient care;
- ensuring that the hospital environment both at East Grinstead and in all the other facilities it uses are as good as any in its class;
- creating strong partnerships and strategic alliances in the regional health economies, whilst improving awareness of the hospital's services among commissioners and referring clinicians; and to
- ensuring opportunity, development, and fulfillment for all employees.

3. FT Status

- 3.1 The Trust has all the powers of an NHS Foundation Trust set out in the Health and Social Care (Community Health and Standards) Act 2003 and consolidated in the NHS Act 2006, subject to the Terms of its Authorisation.

The full Terms are to be found at;

<http://www.monitor-nhsft.gov.uk/home/about-nhs-foundation-trusts/nhs-foundation-trust-directory/queen-victoria-hospital-nhs-foundati>

4. Framework

- 4.1 The Trust is a public benefit corporation that is accountable to its members and the public at large, through its Board of Governors to whom the Board of Directors report. In addition the Trust reports to the Independent Regulator and is subject to inspection by, amongst others, the Care Quality Commission.
- 4.2 The 'two Board System' is at the core of Foundation Trust governance. The Board of Governors has both an advisory role and statutory responsibilities and overwhelmingly comprises elected members. The Board of Directors is a unitary board comprising appointed Executive and Non-Executive who are together responsible for the functioning of the trust and its future direction.
- 4.3 The members provide an interested and knowledgeable cohort who elect governors and who are expected to be representative of the views and needs of the populations of Kent, Surrey and Sussex.
- 4.4 In support of this Constitution, and its annexes, the Board of Directors and the Board of Governors have adopted Joint Standing Orders (approved 2007) governing the business of the Trust; Codes of Conduct and Values; and internal policies and procedures.
- 4.5 The Trust is led by the Chairman, a Non Executive Director, with the responsibility of guiding the Trust and chairing both the Board of Governors and the Board of Directors. The Chairman is aided in this role, regarding the members and governors, by the Vice-Chairman of the Board of Governors and by the Chief Executive regarding the Board of Directors. The Trust Secretary is responsible for all matters in relation to members and governors. In the context of QVH the Trust Secretary, while acting as the 'conscience' of the Trust also carries out the internal role of Head of Communications.
- 4.6 Responsibility for the Governance methodology of QVH-FT and therefore the Constitution and Governance Procedures lies jointly with the Board of Governors and the Board of Directors and conforms to the guidance principles set out by the Independent Regulator.
- 4.7 The Board of Governors meets formally four times a year in public (see Section 7.11) to carry out its Statutory Responsibilities which include holding the directors to account for their stewardship of the Trust. Additionally the governors meet informally as a Governors' Forum two or three times a year (see Section 7.4).
- 4.8 The Board of Directors meets typically monthly in private, with the agreement of the Board of Governors, to set the Trust's strategic direction and examine its operational performance. A Governor Representative (see Section 7.15) attends all meetings of the Board of Directors. The Annual Report and Accounts are presented at a public meeting of the Trust, namely the AGM, after they have been approved at a formal meeting of the Board of Governors and presented to Parliament.

5. Principles of QVH-FT Governance

- 5.1 The purpose of Governance is to establish and nurture the vision and aspirations of QVH-FT. This is achieved by the coherent and integrated working of the Board of Governors and Board of Directors, each fulfilling their mutually dependent roles effectively. This partnership between the two Boards infers that the governors represent the community at large i.e. the 'owners', while the directors run the enterprise.
- 5.2 The Foundation Trust system of Governance is underpinned by 'responsibility' and 'accountability'.
- 5.3 There are three levels of internal QVH Governance:
- A Clinical Cabinet, which is responsible for day to day clinical performance;
 - Executive Directors, who are responsible for directing the affairs of the Trust and Non- Executive Directors, who are responsible for ensuring that the Executive Directors operate effectively and with probity; and
 - Governors, to whom both the Executive and Non- Executive Directors are responsible for their collective stewardship of the Trust.
- 5.4 Specifically the governors have the responsibility for holding the directors to account for QVH performance. This includes meeting the Terms of Authorization set by the Independent Regulator; meeting the requirements of the Care Quality Commission; clinical excellence and patient care; meeting national targets; good financial management; and for the development of forward plans.
- 5.5 In turn the governors are accountable to the members for their own stewardship of the Governance system and are tasked also with giving assistance to the Trust in the engagement of members.
- 5.6 To discharge these responsibilities and accountabilities inevitably requires a network of formal and informal interactions between the Board of Directors and the Board of Governors, which in turn requires a good degree of knowledge, experience, understanding and commitment on the part of governors.
- 5.7 Clearly to be effective governors need:
- to be well informed;
 - to be committed and involved;
 - to make available their special interests and knowledge;
 - to ensure a wide range of communication routes exist between the Trust, the members, and the community at large;
 - to act as the representatives of the members and the community at large in relation to all aspects of QVH activity; and
 - to be influential as regards present QVH practices and the shaping of future plans.
- 5.8 When creating NHS-FTs Parliament was clear that there had to be both a strong local voice and a strong regulator to ensure that Trust Boards were held to account, patients received the highest quality of care, and taxpayers received the best value for money.
- 5.9 In QVH terms it is appropriate to identify three overarching themes as the 'local' targets of Governance, namely;
- to ensure that QVH, excellent hospital that it is, continues on an ever-improving trajectory;
 - to ensure that failures, as occasionally occur within the hospital service, do not occur at QVH; and

- to ensure and demonstrate to members and the wider public that QVH is well-run for the benefit of patients.

5.10 Key to the achievement of these themes is transparency. This is achieved by holding in public a minimum of four meetings of the Board of Governors each year in addition to the AGM. These arrangements provide a very effective mechanism for the Chairman, the Chief Executive and other directors to describe, and indeed to be questioned by governors, members and the general public, on every aspect of their detailed stewardship of the Trust. The public BofG meetings also provide a proven route for members and the general public to interact with the directors and governors informally, which facilitates access to additional information and the expression of concerns which require clarification and possibly exploration.

6. Members

6.1 Membership

The residents of Kent, Surrey and Sussex, who have an interest in the activities of QVH-FT, have a permanent invitation to become members. The benefits to the Trust of a significant membership lie in the fact that:

- it is from the membership that public and staff governors are elected;
- governors are responsible to members for the discharge of their duties; and
- the Trust has an informed cohort from the local population to which it can refer major aspects of its forward plans. A recent example of the latter concerned plans for the redevelopment of the East Grinstead site.

6.2 Constituencies

The Trust has two membership constituencies, namely a Public Constituency and a Staff Constituency.

6.3 Public Constituency

Members of the Public Constituency must live either in Kent, Surrey or Sussex and be over eighteen years of age, and have made an application to become a member.

6.4 Staff Constituency

6.4.1 Members of the Staff Constituency must be employed by, or exercise functions on behalf of the Trust, and have done either of these for over twelve months, they must be over eighteen and must have made an application to become a member.

6.4.2 A person who is eligible to be a member of the Staff Constituency may not be a member of the Public Constituency.

6.5 Ineligibility for Membership

A person may not be a Member of the Trust if declared by the Board of Governors to be a vexatious complainant under the terms of the Trust's policy, or fail to agree to abide by the Trust's principles.

6.6 Termination of Membership

A member ceases to be a member if they resign by giving notice to the Trust Secretary; cease to fulfill the requirements of membership; or become otherwise ineligible.

6.7 Voting at Governor Elections

A person may not vote at an election for a governor unless within the specified period they have made a declaration, on the specified form, stating the particulars of their qualification to vote as a member of the appropriate Constituency.

6.8 Engagement with Members

The Trust Secretary leads membership engagement activities. The latter are extensive, though proportionate to the size of the Trust, and encompass such matters as a periodic Members' Newsletter, invitations to Clinical Seminars and Open Days, consultation on major developments such as the hospital redevelopment etc. The governors aid this process by encouraging members to attend Board of Governor meetings, by their availability for consultation by members, by the recruiting of members, and by promoting QVH among the wider community.

7. Board of Governors (BofG)

PART A: Role and Responsibilities

7.1 The Statutory Responsibilities of the Board are executed at formal meetings and the Board cannot delegate responsibility. However, to aid the Board with its deliberations, a system of practical structures has been developed to carry out the work necessary to both inform and advise the Board regarding these responsibilities. These structures include the Governor Representative on the Board of Directors, the Governors' Steering Group together with its working parties, and the Appointments Committee.

The Statutory Responsibilities are:

- (i) to appoint, re-appoint or remove the Chairman and the other Non Executive Directors taking into account the view of the Board of Directors on the qualifications, skills and experience, and effectiveness required for each position. The appointment or removal of the Chairman or a Non Executive Director requires the approval of a majority of the full membership of the BofG. Outline procedures covering this responsibility are given in Annex 5.1.
- (ii) to decide the remuneration and allowances, and the other terms and conditions of office, of the Chairman and Non Executive Directors; this requires a majority of the full membership of the BofG. Outline procedures covering this responsibility are given in Annex 5.2.
- (iii) to appoint, re-appoint or remove the Trust's external auditor; this requires a majority of the full membership of the BofG. Outline procedures covering this responsibility are given in Annex 5.3.
- (iv) to hold the Board of Directors to account for their stewardship of the Trust on behalf of members. Outline procedures covering this responsibility are given in Annex 5.4.
- (v) to discuss and approve the Annual Report and Accounts and the report of the external auditor on them. Outline procedures covering this responsibility are given in Annex 5.5.
- (vi) to discuss and approve by a majority of the full membership of the BofG on the appointment (by the Non Executive Directors) of the Chief Executive of the Trust. Outline procedures for this responsibility are given in Annex 5.6.
- (vii) to provide the views of the BofG to the directors for the purposes of the preparation of the Trust's forward plans in respect of each financial year. Outline procedures for this responsibility are given in Annex 5.7.

- (viii) to respond as appropriate when consulted by the directors (see Section 7.13 Governors Steering Group); and
- (viii) to work with the Trust to develop a wide range of procedures to inform, consult and involve patients, members and the wider public in the activities of the Trust.

In short it is the collective responsibility of governors, acting together, to ensure that these responsibilities are realised efficaciously.

Part B: Organisation of the Board

7.2 Membership

7.2.1 The BofG consists of 20 public governors; 3 staff governors; and 8 stakeholder governors. The stakeholder governors comprise 2 PCT governors; a Local Authority governor; 2 University governors; and 3 other partnership governors. The partnership organizations that may appoint a governor are: The League of Friends; Brighton and Sussex University Hospitals NHS Trust; and East Grinstead Town Council.

7.2.2 The number of public governors is more than half the membership of the Board.

7.3 Vice Chairman

7.3.1 Annually the Chairman of the Trust recommends to the BofG, via the Appointments Committee, a public governor to take on the role of Vice-Chairman of the BofG. The key elements of the role involve;

- providing advice to individual governors as required;
- supporting governors in progressing governor business;
- representing the governors externally as necessary;
- providing advice to the Chairman of the Trust on governor matters;
- working with the Chairman in developing BofG Governance arrangements;
- chairing the BofG when the Chairman or Deputy Chairman cannot attend or it is inappropriate (see Section 7.11); and
- normally chairing the Governors Steering Group (GSG, see Section 7.13).

7.4 Meetings

7.4.1 Formal meetings are held in public at various locations and an outline of the protocol is given in Annex 1.

7.4.2 The Chief Executive and other directors are expected to attend. Specifically the Chief Executive is required to give a report on behalf of the BoD which includes patient safety, while the Director of Nursing and Quality is required to give an Infection Status Report. The other directors, both Executive and Non Executive, are expected to contribute as appropriate.

7.4.3 In addition to formal meetings of the BofG, all governors meet, from time to time as a Governors` Forum, to debate among themselves issues of perceived importance to members, to governors and to the Trust at large. Such meetings are chaired by either the Chairman of the Trust or Vice-Chairman of the BofG as appropriate.

7.5 Election and Appointment of Governors

7.5.1 Members of both the Public Constituency and the Staff Constituency may elect any of their number to be a governor, and if contested, the election must be by secret ballot. The Election Scheme is outlined in Annex 2.

7.5.2 NHS West Sussex and NHS West Kent may both appoint a member of the Primary Care Trust to act as their representative. Should either Primary Care Trust not appoint a representative, then an appointment may be made by one of the PCTs listed in Annex 3. West Sussex County Council is entitled to appoint a Local Authority Governor and in exercising this function must have regard to the needs of the other Local Authorities listed in Annex 4.

7.6 Period of Office

- 7.6.1 All governors are elected to hold office for three years; they are eligible for re-election at the end of that period for a further three years; and subsequently may present themselves for re-election after a break of one year.
- 7.6.2 Governors shall cease to hold office if they cease to be a member of the appropriate Constituency; or the PCT, Local Authority, University or partner organisation withdraws its sponsorship

7.7 Termination of Tenure

7.7.1 A governor may resign from office at any time by giving notice in writing to the Trust Secretary. If a governor fails to attend the formal meetings of the BofG during a twelve month period or three consecutive meetings (whichever is the shorter) their tenure of office is immediately terminated, unless the other governors are satisfied that the absence was due to a reasonable cause and that the person concerned is able to start to attend again within such a period as the governors consider reasonable.

7.8 Ineligibility

- 7.8.1 A person may not become or continue as a governor (appointed or elected) if:
- they have been adjudged bankrupt or their estate has been sequestrated and in either case they have not been discharged;
 - they have made a composition or arrangement with, or granted a Trust deed for, their creditors and have not been discharged in respect of it;
 - they have within the preceding five years been convicted in the British Isles of any offence, and a sentence of imprisonment (whether suspended or not) for a period of three months or more (without the option of a fine) was imposed on them;
 - they have within the preceding two years been dismissed, otherwise than by reason of redundancy, from any paid employment with a health service body;
 - they are a person whose tenure of office as the Chairman, Director or as a Member of a health service body has been terminated on the grounds that their appointment is not in the interests of the health service, for non attendance at meetings, or for non-disclosure of a pecuniary interest;
 - they are an Executive or Non Executive Director of the Trust, or a governor, Non Executive Director, Chairman, Chief Executive officer of another NHS Foundation Trust;
 - they have had their name removed, by a direction under section 46 of the 1977 Act from any list prepared under Part II of that Act, and have not subsequently had their name included in such a list; or
 - they are incapable by reason of mental disorder, illness or injury of managing and administering their property and affairs.
- 7.8.2 Where a person has been elected or appointed to be a governor and they become ineligible, they shall notify the Trust Secretary in writing. If it comes to the notice of the Trust Secretary that a governor is ineligible, the person in question is immediately declared ineligible and notified in writing to that effect. Upon receipt of any such notification, that person's tenure of office is terminated and they cease to be a governor.

7.9 Vacancies

7.9.1 Public and staff governors are replaced either by a by-election or at the next annual elections, as decided by the BofG with due regard to cost, timing and the balance of the various categories of governor.

7.9.2 Stakeholder governors are replaced by their sponsoring organization.

7.10 Remuneration and Expenses

7.10.1 Governors do not receive any remuneration and are committed to minimizing their financial burden on the Trust. However, when necessary, governors may claim travelling and other expenses at such rates as Trust policy indicates. The latter is published in the Annual Report.

7.10.2 The remuneration and allowances set by the governors for Non Executive Directors are published in the Annual Report.

Part C: Board Procedures

7.11 Conduct of Meetings

7.11.1 The Chairman of the Trust or, in his absence the Deputy-Chairman, presides at meetings of the BofG. In their absence or when it is inappropriate the Vice-Chairman presides.

7.11.2 The Board meets formally four times a year i.e. necessarily in February, April and July because of the specific business to be conducted, with a further meeting in November. Members of the public are welcomed to BofG meetings except when there is sensitive or confidential information to be discussed as decided by a majority of the full Board. In the event of the latter that part of the meeting is characterised as Part 2 and is chaired by the Vice-Chairman (see Annex 1).

7.11.3 The general business proceeds providing at least half of the governors are present. The voting majorities relate to the full membership of the BofG, whether present or not.

7.11.4 At a formal meeting in early July each year, before the Trust AGM in late July, the BofG receives and considers the Annual Report and Accounts, together with the report of the External Auditor on them. It also receives a recommendation from the Chairman of the Audit Committee of the Trust regarding the appointment/re-appointment of the Auditors.

7.11.5 In the event of a balanced vote the Chairman of the meeting has a casting vote.

7.11.6 If a governor has an interest pecuniary or otherwise, whether direct or indirect, in any matter which is under consideration by the Board, they shall disclose that to the rest of the Board as soon as they are aware of it and exclude themselves from the meeting unless the Board decides otherwise.

7.12 Groups and Committees

The standing groups and committees of the BofG are the Governors Steering Group and the Appointments Committee. These have a predominately elected membership and their composition is set out in their Terms of Reference as required by the Standing Orders (approved 2007). They include Directors, both Executive and Non Executive, who in turn are expected to be full and effective participants. The governors are, of course, mindful to minimize the work-load placed by them on the directors.

7.13 Governors Steering Group (GSG)

7.13.1 The purpose of the Governors Steering Group is to:

- support and facilitate the work of the BofG;

- facilitate communication between the BofG and the BoD;
- provide advice and support to the Chairman in his leadership role as Chairman of the BofG and the BoD;
- advise the Chairman and Vice-Chairman on the agenda and preparations for the Board meetings;
- consider and prepare items that governors suggest would benefit from discussion at BofG meetings;
- prepare topics for BofG discussion and/or approval at the request of Directors;
- oversee the training, development and mentoring of governors;
- review BoD activity and performance;
- initiate appropriate reviews and reports on matters within the remit of the BofG and seek assurance on any risks identified by governors to the Trust failing to meet its key strategic objectives or any non-compliance with its Terms of Authorisation; and
- actively engage governors in adding value to the Trust.

7.13.2 The GSG has the authority to form short term working groups to facilitate its work and to support any recommendations it may make to the BofG.

7.13.3 The Group is elected annually in March by the governors and consists of no more than nine members, including the Vice-Chairman, the Chairman of the Appointments Committee, one Staff Governor, and the Governor Representative on the BoD. The Chairman of the BofG and the Chief Executive are ex-officio members with additional executive officers attending as appropriate.

7.13.4 As ex-officio members the Chairman and Chief Executive are invited to attend GSG meetings at a point on the agenda which enables the GSG to discuss issues independently of the Chairman and Chief Executive.

7.13.5 The Group receives the Performance, Finance, Quality and Risk, and Human Resource papers of the BoD in confidence to facilitate discussion with the Chief Executive and other Directors on their stewardship of QVH-FT.

7.13.6 The Group reports to each formal meeting of the BofG and in the Governors Monthly Update (GMU).

7.13.7 The Vice-Chairman of the BofG normally acts as Chairman of the GSG.

7.13.8 An outline of GSG procedures is given in Annex 5.8.

7.14 Appointments Committee

7.14.1 The role of the Appointments Committee is to make recommendations to the BofG concerning:

- the appointment and annual appraisals of the Chairman and Non Executive Directors;
- the terms, conditions and remuneration of the NEDs;
- the role of the Vice-Chairman of the BofG; and
- the most appropriate governor to serve as Governor Representative.

7.14.2 The Committee is made up of 5 public governors, one staff governor, and at least one stakeholder governor; the Chairman of the Trust is an ex-officio member.

7.14.3 Elections to the Committee take place annually in March to coincide with GSG elections.

7.14.4 The Committee elects its own Chairman and Vice-Chairman annually.

7.15 Governor Representative (GR)

7.15.1 With approval from the Chairman and the BoD, the BofG appoints a Governor Representative to sit on the BoD to facilitate communication and engagement between the Boards. Although an

observer at the BoD with no voting rights, the GR is expected to participate fully in discussion and to bring governor matters to the attention of the BoD.

7.15.2 The GR:

- attends all BoD meetings as the BofG representative and provides a report to governors both through formal meetings of the BofG and through the Governors Monthly Update (GMU);
- acts as a link between the BoD and the BofG; and
- actively projects, protects and enhances the Trust's reputation.

7.15.3 BoD meetings are held in private and consequently the GR is included in confidential discussions. Thus, in the interests of good Governance, there is an obligation to maintain confidentiality where appropriate.

7.15.4 Annually in March governors are invited to nominate themselves to serve as GR, should they so wish. It is the task of the Appointments Committee in consultation with the Chairman of the Trust and the Vice-Chairman of the BofG, to recommend for consideration by the BofG, a public governor to take on the role of Governor Representative.

8. Board of Directors (BoD)

PART A: Role and Responsibilities

8.1 The powers of the Trust are exercised by the BoD as set out in the Joint Board Standing Orders (approved 2007). The Board functions as a corporate decision-making body. The Executive and Non Executive members of the Board are full and equal members and their role is to consider the key strategic and managerial issues facing the Trust in carrying out its statutory duties and other functions.

Elements in the exercising of these powers include the fact that:

- any of these powers may be delegated to a committee of Directors or Executive Directors;
- a committee of Non Executive Directors, established as an Audit Committee, ensures an effective system of internal control and risk management;
- it is for the Non Executive Directors (subject to the approval of the BofG) to appoint or remove the Chief Executive (and accounting officer);
- it is for a committee consisting of the Chairman, the Chief Executive (and accounting officer) and the other Non Executive Directors to appoint or remove the Executive Directors having regard to the views of the BofG;
- it is for a committee of Non Executive Directors to decide the remuneration and allowances, and the other terms and conditions of office, of the Executive Directors;
- in a timely manner the Directors, having regard to the views of the BofG (see Annex 5.7), prepare information as to the Trust's forward planning in respect of each financial year and which is to be presented subsequently to the Independent Regulator;
- in a timely manner the Directors present to the BofG at a formal meeting in early July each year, the Annual Report and Accounts, and the report of the External Auditor on them (see Annex 5.5); and
- the Directors are responsible to the BofG for their stewardship of the Trust (see Section 7A).

Part B: Organisation of the Board

8.2 Membership

- 8.2.1 The Board consists of at least four Executive Directors with a majority of Non Executive Directors including the Chairman.
- 8.2.2 The BoD comprises: a Non Executive Chairman and other Non Executive Directors; together with, at least as Executive Directors, a Chief Executive (and accounting officer), a Finance Director; a Medical Director, and a Director of Nursing.
- 8.2.3 Of the above Executive Directors, one must be a registered medical practitioner or a registered dentist (within the meaning of the Dentists Act 1984) and another must be a registered nurse or registered midwife.
- 8.2.4 Only members of the Public Constituency are eligible for appointment as NEDs.
- 8.2.5 Non Executive Directors are appointed in accordance with the following protocol:

Specifications are drawn up and approved by the Appointments Committee of the BofG that set out the professional and personal qualities needed. A process of open competition is carried out that involves advertising the vacancy, short-listing against the specification and interviewing candidates by a panel that includes the Chairman, Chief Executive, Chairman of the Appointments Committee and at least two other public governors. Recommendations for appointment are then taken to the next formal meeting of the BofG.
- 8.2.6 The validity of any act of the Trust is not affected by any vacancy among the Directors or by any defect in the appointment of any Director. In the case of an equality of votes at a meeting, the Chairman (Deputy Chairman as may be) has a casting vote.
- 8.2.7 A Deputy Chairman is appointed by the BoD, from amongst the Non Executive Directors.
- 8.2.8 Senior staff attend BoD meetings as needed.
- 8.2.9 The Governor Representative (GR) is invited to attend the meetings of the BoD.
- 8.2.10 The Senior Independent Director (SID) is appointed by the BoD from among the cohort of Non Executive Directors after consultation with the BofG.

8.3 Period of Office

- 8.3.1 The Chairman and the Non Executive Directors are each appointed for a period of office recommended by the Appointments Committee and approved at a formal meeting of the BofG.
- 8.3.2 The Chief Executive (and accounting officer), Finance Director and Executive Directors, hold their offices for a period in accordance with the terms and conditions of office decided by the Nomination and Remuneration Committee of the BoD.

8.4 Ineligibility

A person may not be a Director (Executive or Non Executive) of the Trust if:

- they have been adjudged bankrupt or their estate has been sequestrated and in either case they have not been discharged;
- they have made a composition or arrangement with, or granted a Trust deed for, their creditors and have not been discharged in respect of it;

- they have, within the preceding five years been convicted in the British Isles of any offence, and a sentence of imprisonment (whether suspended or not) for a period of three months or more (without the option of a fine) imposed on them;
- they are a person whose tenure of office as a Chairman or as a member or director of a health service body has been terminated on the grounds that his appointment is not in the interests of public service, for non-attendance at meetings, or for non-disclosure of a pecuniary interest;
- they have had their name removed, by a direction under section 46 of the 1977 Act from any list prepared under Part II of that Act, and has not subsequently had their name included on such a list; or
- they have within the preceding two years been dismissed, otherwise than by reason of redundancy, from any paid employment with a health service body.

Part C: Board Procedures

8.5 Meetings

The Standing Orders of the Joint Boards (approved 2007) includes a quorum of both of Executive and Non Executive Directors. However the proceedings are not invalidated by the existence of any vacancy or defect in a director's appointment.

In addition to the formal meetings of the BoD, the Board holds informal Forum meetings which provide for presentations on and discussions of any area of QVH activity either current or perceived.

8.6 Committees

There are four standing committees of the BoD as detailed in the Standing Orders (approved 2007) plus the Clinical Cabinet. These and all other committees of the Board function under Terms of Reference generated by the appropriate committee and approved by the Board.

8.6.1 *Clinical Cabinet*

8.6.2 *Audit Committee*

This comprises Non Executive Directors only, with other Directors and senior staff, typically the Director of Finance, Director of Nursing and Quality, and Chief Executive `in attendance` as appropriate.

8.6.3 *Charitable Fund Committee*

This comprises Non Executive and Executive Directors, with the Trust Secretary `in attendance`. Its role is as corporate trustee of any charitable or non-charitable funds held in trust. These funds are administered in accordance with the statutory, legal and best practice requirements of the Charity Commission, the Independent Regulator and the Secretary of State for Health.

8.6.4 *Nomination and Remuneration Committee*

This comprises Non Executive Directors and the Chief Executive, with the Head of Human Resources and Trust Secretary `in attendance`.

8.6.5 *Quality and Risk Committee*

This comprises Non Executive and Executive Directors.

8.7 Conflicts of Interest

- 8.7.1 If a director(executive or non-executive) has a pecuniary interest, whether direct or indirect, in any contract, proposed contract or other matter which is under consideration by either Board, they shall disclose that to the rest of the Board as soon as they are aware of it. The BoD, in consultation with the BofG, adopts Standing Orders specifying the arrangements for excluding directors from discussion or consideration of a contract or any other matter.
- 8.7.2 Interests which are regarded as “relevant and material” and which should be included in a Register are:
- Directorships, including non-executive directorships held in private companies or PLCs (with the exception of those of dormant companies);
 - ownership, part-ownership or directorship of private companies, business or consultancies likely or possibly seeking to do business with the NHS;
 - majority or controlling share holdings in organisations likely or possibly seeking to do business with the NHS;
 - a position of authority in a charity or voluntary organisation in the field of health and social care;
 - any connection with a voluntary or other organisation contracting for NHS services or commissioning NHS services; and
 - any connection with an organisation, entity or company considering entering into or having entered into a financial arrangement with the Trust, including lenders or banks.

8.8 Accounts

- 8.8.1 The financial year commences on the 1st of April.
- 8.8.2 The Trust keeps accounts in such form as the Independent Regulator may, with the approval of the Treasury, direct.
- 8.8.3 The accounts are audited by the Trust’s external auditor.
- 8.8.4 The following documents are made available to the Comptroller and Auditor General for examination on request: the accounts (including those accounts kept by Trustees); any records relating to the accounts; and any report by the Auditor on the accounts.
- 8.8.5 The Trust (through its Chief Executive and accounting officer) prepares, in respect of each financial year, annual accounts in such form as the Independent Regulator may, with the approval of the Treasury, direct.
- 8.8.6 In preparing its annual accounts, the Trust complies with any directions given by the Independent Regulator, with the approval of the Treasury, as to the methods and principles according to which the accounts are to be prepared and the information to be given.
- 8.8.7 The Trust must lay a copy of the Annual Accounts and the report of the External Auditor on them, before Parliament and then send copies to the Independent Regulator.

8.9 External Auditor

- 8.9.1 The Trust has an external auditor and provides the auditor with every facility and all information which may reasonably be required for the purposes of auditing functions under Part 1 of the 2003 Act.

- 8.9.2 A person may only be appointed auditor if they (or in the case of a firm, each of its members) is a member of one or more of the bodies referred to in paragraph 23(4) of Schedule 1 to the 2003 Act.
- 8.9.3 The position of auditor is considered by the BofG at a formal meeting in early July each year, on the recommendation of the Chairman of the Audit Committee, and formally appointed at the subsequent AGM.
- 8.9.4 An officer of the Audit Commission may be appointed with the agreement of the Commission.
- 8.9.5 The duties of the auditor must be carried out in accordance with Schedule 5 to the 2003 Act and in accordance with any directions given by the Independent Regulator on the standards, procedures and techniques to be adopted.

8.10 Annual Report and Forward Plans

- 8.10.1 The Trust prepares an Annual Report, which is sent to the Independent Regulator.

The report includes:

- information on steps taken by the Trust to ensure that (taken as a whole) the Membership of its Public Constituency is representative of those eligible for such membership; and
- any other information the Independent Regulator requires.

- 8.10.2 The Trust complies with any decision the Independent Regulator makes as to the form of the report; when the report is to be sent; and the period to which the report relates.

- 8.10.3 The Trust gives information as to its forward planning in respect of each financial year to the Independent Regulator. This information is prepared by the directors, who must have regard to the views of the BofG.

9. General Matters

9.1 Indemnity

Members of the BofG and BoD who act honestly and in good faith will not have to meet out of their personal resources any personal civil liability which is incurred in the execution or purported execution of their Board functions, save where they have acted recklessly. Any costs arising in this way will be met by the Trust.

9.2 Amendment of the Constitution

- 9.2.1 The Trust may make amendments to this Constitution with the approval of the Independent Regulator. However no proposals for amendment will be put to the Independent Regulator unless they have been approved by three quarters of the full Board of Governors.

- 9.2.2 On occasion amendments may require transitory arrangements e.g. if the BofG proposes a change in the number of governors to be managed through the election process.

9.3 Dissolution of the Trust

The Trust may not be dissolved except by order of the Secretary of State for Health, in accordance with the NHS Act 2006.

Section 2: Annexes

1: Meetings of the Board of Governors

- 1.1 Ordinary meetings of the Board are held at such times and places as the Board determines – but at least four times a year.
- 1.2 The Chairman of the Trust or the Vice-Chairman of the Board (a public governor) may call a meeting at any time.
- 1.3 Before each meeting of the Board, a notice of the meeting, specifying the business to be transacted, and signed by the Chairman or by an officer authorized by the Chairman to sign, is delivered to every governor, or sent by post to the usual place of residence of such governor, so as to be available at least six clear days before the meeting. Notice is also to be found on the QVH-FT website together with all documents.
- 1.4 Want of service of the notice on any governor does not affect the validity of a meeting.
- 1.5 Before each meeting of the Board, notice of the time and place of the meeting is publicised and the public part of the agenda identified.
- 1.6 At the public part of the Board meeting, designated Part 1, the Chairman of the Trust, or in his absence the Deputy Chairman, presides. If the Chairman and Deputy Chairman are absent from the meeting the Vice-Chairman of the Board (a public governor) presides. In the event that there is sensitive or confidential business to consider, usually related to appointments, and designated Part 2 the Vice-Chairman presides.
- 1.7 If the Chairman is absent temporarily on the grounds of a declared conflict of interest the Deputy Chairman or Vice-Chairman presides.
- 1.8 Statements by governors made at meetings of the Board must be relevant to the matter under discussion at the material time and the decision of the Chairman of the meeting on questions of order, relevancy, regularity and any other matters is final.
- 1.9 Every question at a meeting is determined by a majority of the votes of the full membership of the BofG qualified to vote on the issue. In the case of the votes for and against being equal, the Chairman of the meeting has a casting vote.
- 1.10 All resolutions are put to the vote at the discretion of the Chairman of the meeting and determined by oral expression or by a show of hands. A paper ballot is used if a majority of the governors present so request.
- 1.11 If at least a majority of the governors present so request, the voting (other than by paper ballot) on any question is recorded to show how each member present voted or abstained.
- 1.12 If a governor so requests their vote is recorded.
- 1.13 In no circumstances may an absent governor vote by proxy.
- 1.14 A governor may not appoint a substitute during a period of incapacity or temporary absence.
- 1.15 The names of the Chairman of the meeting and governors present are recorded in the minutes.
- 1.16 No business is transacted at a meeting unless at least half of the full complement of governors are present, with the public governors in the majority.

- 1.17 An officer in attendance but without formal voting status is not counted towards the quorum.
- 1.18 If the Chairman or any governor has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of the declaration of a conflict of interest they do not count towards the quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on the matter, that matter is not to be discussed further or voted upon at that meeting. Such a position is recorded in the minutes of the meeting. The meeting then proceeds to the next business.
- 1.19 The behavior of those participating in meetings (and generally as a representative of the Trust) is expected to be exemplary and Codes of Conduct and Values adopted by the BoD on behalf of the Trust shall equally apply to the BofG. It is the responsibility of the Chairman and Vice-Chairman to adjudicate in such matters. In the event that such mediation fails the Chairman and Vice-Chairman have the responsibility of taking the matter to the GSG for discussion and possible recommendation to the BofG that the person concerned be declared ineligible to serve as a governor.

2: Outline Procedures for the Election of Governors in May/June each year (full details are available from the Trust Secretary)

2.1 Returning Officer

The Returning Officer for an election is appointed by the Trust.

2.2 Notice of election

The Returning Officer produces a notice of the election which is brought to the attention of the Trust Membership. This identifies the constituency for which the election is being held, and the number of governors to be elected.

2.3 Nomination of candidates

Each candidate must nominate themselves on a single nomination paper provided by the Returning Officer. The nomination paper must state the candidate's full name, address in full, and the constituency of which the candidate is a member. Additionally the nomination paper must be subscribed by at least two supporters, with each being a member of the same constituency to which the candidate belongs and stating their constituency on the nomination paper.

The nomination paper must identify any financial interest that the candidate has in the Trust and whether the candidate is a member of a political party, and if so, which party, and the particulars of their qualification to vote as a member of the constituency, for which the election is being held. Finally the nomination paper must be signed and dated by the candidate, indicating that they wish to stand as a candidate, that their declaration of interests is true and correct, and that their declaration of eligibility, is true and correct.

As part of the nomination process the candidate is expected to provide a brief advocacy of their candidature, highlighting the skills and experience they would bring to the BofG.

2.4 Validity of nomination

It is the responsibility of the Returning Officer to decide on the validity of the nomination on grounds of eligibility, validity of the nomination paper, and meeting the timeline.

2.5 The Poll

The votes at the poll are given in a secret ballot.

2.6 Eligible voters

The Trust provides the Returning Officer with a list of the members of the constituency for which the election is being held, and who are eligible to vote. The list includes, for each member, a mailing address where their ballot paper is to be sent.

Any individual, who becomes a member of the Trust on or before the closing date for receipt of nominations by candidates for the election, is eligible to vote in that election.

2.7 Counting the votes

The Returning Officer is responsible for counting the votes as soon as is practicable after the close of the poll.

2.8 Declaration of election results

In a contested election, when the result of the poll has been ascertained, the Returning Officer declares the candidates for whom more votes have been given than for the other candidates, up to the number of vacancies to be filled from the constituency for which the election is being held, to be elected. The Returning Officer makes the total number of votes given for each candidate (whether elected or not) available on request.

In an uncontested election the Returning Officer, as soon as is practicable, declares the candidates validly nominated to be elected,

2.9 Election expenses

A candidate may not incur any expenses or make a payment (of whatever nature) for the purposes of an election.

2.10 Fairness

The Trust will not seek, promote or procure the election of a specific candidate or candidates at the expense of the electoral prospects of one or more other candidates.

3: Primary Care Trusts invited to appoint Governors

Brighton & Hove City PCT; East Sussex Downs and Weald PCT; Eastern and Coastal Kent PCT; Hastings and Rother PCT; Medway PCT; NHS West Kent; NHS West Sussex; and Surrey PCT.

4: Local Authorities invited to appoint a Governor to represent them

Kent County Council; Medway Council; East Sussex County Council; Brighton and Hove City Council; West Sussex County Council; Surrey County Council; together with all district or borough councils within the Trust's area.

5: Outline of Procedures developed to aid the BOD and BofG

The procedures outlined below have resulted from the years of evolution of the QVH-FT Governance System. It is anticipated that these procedures will continue to evolve as circumstances change yet it is believed that they provide the foundations on which the ever better and more effective systems of the future will be based.

5.1 Appointment, re-appointment and removal of the Chairman and other NEDs.

The Appointments Committee has been delegated by the BofG to develop and refine processes, to be approved by the BofG, for these tasks. The Committee makes recommendations both to facilitate the processes and the outcomes. The BofG has not delegated its authority and responsibility for the final decisions.

5.2 Remuneration and Terms and Conditions of Office of NEDs.

The Appointments Committee has been delegated by the BofG to develop and refine processes, to be approved by the BofG, for these tasks. The Committee makes recommendations both to facilitate the processes and the outcomes, taking external advice as appropriate. The BofG has not delegated its authority and responsibility for the final decisions and considers these matters at a formal meeting each year.

5.3 Appointment, re-appointment and removal of the Trust's External Auditors.

At a formal BofG meeting in early July each year the Chairman of the Audit Committee brings a recommendation to the BofG for decision as to the appointment, reappointment or removal of the Auditors.

5.4 Holding the Directors to account for their Stewardship of the Trust.

A matrix of mechanisms has been developed to aid the BofG with the task of assessing and influencing the performance of QVH-FT. The elements in this process which have been found particularly beneficial include:

- a GR on the BoD;
- regular GSG discussions with the Chief Executive on the monthly BoD Reports;
- presentations by the Chairman, Chief Executive and Director of Infection, Prevention and Control at formal BofG meetings in the presence of the public;
- informal meetings with Directors on topics as they arise;
- periodic GSG discussions with NEDs;
- a Care Quality Commission working group;
- an Annual Report and Accounts working group;
- a Patient Experience working group;
- frequent formal and informal access to all areas of the hospital, services, and environment;
- interaction with staff;
- staff governors as an active part of the governor community;
- direct access to the Chairman and Directors;
- the development of a governor/director `dash-board` indicator of performance across all sectors; and
- governor representation on a range of QVH-FT committees e.g. the Quality and Risk Committee.

5.5 Discussion and Approval of the Annual Report and Accounts

The Annual Report and Accounts are presented to the BofG by the Chief Executive at a formal meeting of the BofG in early July each year. At this stage, not having been presented to Parliament, they are not public documents and consequently they are presented to governors immediately following a public meeting of the BofG, ie in Part 2.;

5.6 Discussion and Approval of the Appointment of the Chief Executive.

Governors participate in the selection process by attending presentations by the candidates; by a small group of governors meeting the candidates individually; and by discussing the candidates with the Chairman of the Trust. The appointment is ultimately made by the NEDs with a senior governor e.g. the Vice-Chairman, the Chairman of the Appointments Committee, or GR, in attendance. Finally the details of the candidate selected are presented to the BofG for confirmation.

5.7 Preparation of Governor Views on Forward Plans.

Each January the Vice-Chairman solicits suggestions from the governors for consideration for inclusion in the Annual Plan. These suggestions are collated and passed to the Chief Executive.. Ultimately the Annual Plan is discussed at a formal meeting of the BofG in February.

5.8. Governor Steering Group (GSG) Procedures.

The public governors on the GSG take responsibility for a range of portfolios, typically – overall supervision of the working groups ; interaction between the Boards; Patient Experience; the Membership Task Force; the Foundation Trust Governors Association; and Hospital Redevelopment. The working groups cover the Care Quality Commission; the Annual Report and Accounts; and other areas as they arise. From time to time governors and/or directors raise matters for development by the GSG. Notes on GSG meetings and a report on discussions with the Chief Executive and directors are included in the Governors Monthly Update. Overall the GSG is responsible for facilitating governor `business`.

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Report to:	Board of Governors
Meeting date:	12 April 2011
Agenda item reference no:	26-11
Author:	Margaret Godfrey, Interim Company Secretary
Date of report:	12 April 2011

Public and Staff Governor Elections 2011 (update)

1. On 30 June 2011, QVH will complete its seventh year as a Foundation Trust. Under the terms of the present Constitution of the Trust, governors may serve for a maximum of 7 years, although it is proposed that this is reduced to 6 consecutive years in the revised Constitution also on the agenda for today's meeting. 6 public governors¹ and 1 stakeholder governor² will have served 7 years on 30 June 2011 at which date they will stand down. Another 8 public governors³ and 2 staff governors⁴ will reach the end of their current terms of office on the same date but will be eligible to stand for re-election should they wish.
2. The Board of Governors agreed to a series of activities, to be lead by the Corporate Affairs team with support from governors, to encourage, coach and support those members who have expressed an interest in standing for election and to achieve a range of nominations sufficient to trigger a full membership ballot.
3. These activities included:
 - 3.1. The winter edition of QVH news (the trust's bi-annual newsletter for foundation trust members and the general public) was issued in December and included a prominent double-page spread focusing on the role of governors, the importance of the 2011 elections and the nomination and election process. It included an open invitation to trust members and members of the general public to register to attend an open event to learn more about the role of governors and the nomination and election process.
 - 3.2. All 120+ members who expressed an interest in standing for election received an email or letter from the Company Secretary inviting them to attend one of the open events for potential candidates.
 - 3.3. Three open events were held on 17 January, 22 February and 10 March, which were well-attended by interested candidates who heard a series of presentations from the Chairman, Director of Finance and Commerce, Company Secretary, Vice-Chairman of the Board of Governors and Engagement Coordinator. Each attendee also received a pack of information for further reading including publications by QVH, Monitor and the Foundation Trust Governors Association. The events were also attended by several existing governors who provided a personal perspective on the role and their experiences.
 - 3.4. The Vice-Chairman of the Board of Governors wrote to the Chairs of local Rotary Clubs to generally promote membership of the Trust and to highlight the

¹ Bernard Atkinson; Len Barlow; Stuart Barnett; Bill Hatton; Caroline Hitchcock and Shirley Mitchell.

² Chris Rolley, East Grinstead Town Council.

³ Gill Baxter; John Bowers; Peter Dingemans; Adrian Fuchs; Peter Harper; Sue Hull; Valerie King and Ian Stewart.

⁴ Mabel Cunningham and Carol Lehan.

forthcoming nomination and election process.

4. To facilitate the conduct of the elections and ensure independence, the Trust appointed Electoral Reform Services (an independent election scrutineer) to act as its Returning Officer. This is in line with the Trust's Constituion and Election Rules.
5. The notice of election was published on 1 April 2011 and the deadline for receipt of nominations is 15 April. The full timetable for the nomination and election process is as follows:

Milestone	Deadline
Notice of Election published and nomination forms made available.	Friday 1 April 2011
Deadline for receipt of nominations.	Friday 15 April 2011
Summary of nominated candidates published (subject to validation).	Monday 18 April 2011
Final date for candidate withdrawal.	Thursday 21 April 2011
Notice of Poll published.	Friday 6 May 2011
Voting packs dispatched to members.	Monday 9 May 2011
Closing date for election.	Friday 27 May 2011
Election results available.	Tuesday 31 May 2011

6. The May edition of QVH news will contain an update on the elections and a reminder to members to use their votes. Newly elected Governors will be provided with an induction programme, details of which will be shared with Governors as they become available, and will be in post in time to attend the Board of Governors meeting on 19 July 2011.
7. The Board of Governors is asked to **NOTE** the contents of this report.

Report to:	Board of Governors
Meeting date:	12 April 2011
Agenda item reference no:	27-11
Author:	Margaret Godfrey, Interim Company Secretary
Date of report:	12 April 2011

Foundation Trust Membership (as at 4 April 2011)

1. Membership numbers

- 1.1. Public membership is stable at 10,345 compared to 10,353 at the time of the last meeting of the Board of Governors on 22 February 2011. This is in line with the Trust's current strategy not to proactively recruit further members (see s. 2.5 below).
- 1.2. Staff membership stands at 810 compared to the Trust headcount of 903 (as at mid-January 2011).

2. Membership profile

- 2.1. The table below summarises the current profile of public membership. Changes since the last report to the Board of Governors are minimal in all cases.

Age	Public members		Movement*	Population comparison**	
	No.	%		No.	%
0-16 [not eligible]	0	0	⇔	574,166	15.1
17-21 [eligible aged 18+]	27	0.3	↓	732,813	12
22+	4,035	39	↓	3,647,011	59.6
Not stated	6,283	60.7	↓	n/a	n/a
Gender	No.	%		No.	%
Male	4,319	41.8	⇔	2,094,370	48.5
Female	5,086	49.2	↓	2,219,610	51.5
Not stated	940	9	↑	n/a	n/a
Ethnicity	No.	%		No.	%
White categories	2,511	24.3	↑	3,972,750	96.2
Mixed categories	10	0.1	⇔	41,374	1
Asian categories	30	0.3	⇔	69,232	1.7
Black categories	14	0.1	⇔	18,074	0.4
Other categories	12	0.1	⇔	29,915	0.7
Not stated	7,768	75.1	↓	n/a	n/a
Socio-economic group	No.	%		No.	%
ABC1	6,595	63.7	⇔	1,570,730	62
C2	1,733	16.7	⇔	434,006	17.1
D	1,584	15.3	⇔	421,888	16.6
E	441	4.3	⇔	108,416	4.3

* Since the last report to the Board of Governors, February 2011

** Population figures as supplied by Membership Engagement Services

- 2.2. The data continues to demonstrate that the Trust's membership base is broadly consistent with the population of Kent, Surrey and Sussex in gender and socio-economic categories but appears to be less consistent in age and ethnicity categories. Age and ethnicity data includes a high percentage of "Not stated" responses, so it is not possible to draw meaningful conclusions from the data available in these

categories.

- 2.3. The table below shows the socio-economic profile of the QVH membership base using ACORN ('A Classification Of Residential Neighbourhoods'), rather than the Office of National Statistics, categories. ACORN is a 'geodemographic' (combining geographical and demographics analysis) classification of British social classes and is usually used to measure and target consumers and characteristics. The demographic profile is based on the 2001 census (which provides about 30% of the data) and ongoing research covering the UK's 46 million adults and 23 million households.

Socio-economic group	No.	%	No.	%
Wealthy achievers	5,155	49.8	1,378,815	40
Urban prosperity	452	4.4	444,187	10.3
Comfortably off	3,188	30.9	1,424,171	33
Moderate means	777	7.5	544,600	12.6
Hard pressed	708	6.9	483,843	11.2
Not available	65	0.6	38,364	0.9

- 2.4. Again, the data shows broad consistency with the population of Kent, Surrey and Sussex though there is the potential to increase membership among both 'moderate means' and 'hard pressed' households in the region. Potential to re-balance the membership in the 'wealthy achievers' and 'urban prosperity' categories is likely to be more difficult to achieve since the categories are close in definition.
- 2.5. As Monitor continues to encourage FTs to focus on the quality of engagement with members rather than member figures, QVH is not actively promoting membership on a large scale. Instead, we aim to maintain our membership figures at 10,000+ and are promoting member engagement with the forthcoming election process. In addition, we aim to continue to improve the content and balance of the Trust newsletter *QVH News*.

3. Membership data and management

- 3.1. The Corporate Affairs team continue to find the membership database service provided by Membership Engagement Services (MES) a significant improvement on the previous service in terms of both function and value for money. Since the data revalidation exercise was completed, Claire Charman has begun to make more use of the wide-range of additional functions that the MES database offers.

4. Membership communications

- 4.1. The spring/summer edition of QVH news (the trust's bi-annual newsletter for foundation trust members and the general public) is being prepared and will be issued by email to all members for whom we have been provided with an email address and a single copy posted to each remaining membership household. It will contain an update on the forthcoming Governor elections and a reminder to members to use their votes.

5. Membership taskforce

- 5.1. The Board of Governors' Membership Taskforce has not met since the last meeting of the Board, but continues its work.

6. Recommendation

- 6.1. The Board of Governors is asked to **NOTE** the contents of this report.

Report to:	Board of Governors
Meeting date:	12 April 2011
Agenda item reference no:	28-11
Author:	Bernard Atkinson, Public Governor and Vice-Chairman of the Board of Governors
Date of report:	25 March 2011

Report from the Vice-Chairman of the Board of Governors

- 1. The Current State of Development of the Foundation Trust Two Board System at QVH as Required by Monitor the Independent Regulator**
 - 1.1. Governors are well aware that the 'two Board System' is at the core of Foundation Trust governance. The Board of Governors has both an advisory role and statutory responsibilities and overwhelmingly comprises elected members. The Board of Directors is a unitary board comprising appointed Executive and Non-Executive Directors who are together responsible for the functioning of the Trust and its future direction. These Boards operate under the Terms of Authorisation provided by Monitor and a Constitution approved by Monitor. In principle an FT has increased independence and responsibilities as compared to the previous regime of NHS Trusts.
 - 1.2. It is worth recalling that QVH governors represent the whole population of the three counties of Kent, Surrey and Sussex, but are elected on behalf of this population by QVH members who are a cohort of people interested in and knowledgeable about QVH. It is also worth noting that QVH is a small hospital, dedicated to reconstructive surgery, but which also carries out a modest amount of community service through a Minor Injuries Unit and a community ward. A consequence of this hospital profile is that it results in governors having meaningful consultation with members and the population at large on community based issues, but such consultation presents some difficulties when addressing the speciality dimension. However there is a clear need to consult on patient experience issues 'across the piece' and keep all informed of the forward trajectory of the hospital.
 - 1.3. For governors to carry out their duties both advisory and statutory they need collectively and individually to acquire knowledge, which requires both interest and commitment. This knowledge has been shown by governors at QVH to accumulate over time by interaction with staff, with patients, and with the physical facilities, all of which requires individual governors to take initiatives in line with their personal interests. However a most important facet involving the usefulness of governors resides with the Chairman who has a duty to ensure that the Directors, both Executive and Non-Executive, are openly committed to involving governors in all aspects of the hospital's development and in providing the means for the enhancement of their knowledge.
 - 1.4. A particularly challenging issue would occur where there was a material disagreement between the Boards on a substantive matter. The protocols for resolving such a matter are not self-evident in the FT governance system. However with mutual trust and respect between the Boards, with thorough understanding of their respective roles, with ensuring that governors are fully and deeply informed on all matters, it is believed that such a situation will never arise at QVH – the possibility does however call for eternal vigilance.

- 1.5. QVH governors are unashamedly focused on patients and meeting their needs for speciality reconstructive surgery and community services, however they have found that this is a more complex ambition than they initially envisaged. While it starts with the quality of care and the patient pathway, it is clear that the assessment of surgical and clinical outcomes is fraught with difficulty and there is often a tendency to identify the patient experience with the 'hotel services' element of that experience. Indeed governors have found one cannot have good outcomes and experiences without good organisation and committed staff of high quality functioning in a 'fit for purpose' environment – all of which demands a financially sound hospital.
- 1.6. In order to bring together the 'needs' of QVH and the statutory responsibility of governors to 'hold to account and challenge' the BofG created a dashboard of six Themes to guide its contribution to QVH Governance on behalf of patients, members and the community at large, namely:
- Finance
 - Redevelopment
 - Patient Experience
 - Performance (internal and external)
 - Clinical Excellence, and
 - Ethos and Reputation.
- 1.7. Against the above background it is, perhaps, useful to reflect on the nature of a number of the corporate-level contributions that the governors have made to QVH over the years, for example:
- Acceptance of the resignation, even after it was withdrawn, of the previous Chairman, in the interests of the hospital;
 - Recruiting and appointing the present Chairman, who has served the hospital well;
 - Recruiting and appointing the present NEDs as appropriate to the FT environment;
 - Involvement in the appointment of the present Chief Executive and the Head of Corporate Affairs, who have added much needed momentum to QVH activities;
 - Exercising pressure wherever and whenever possible to encourage the BoD to 'grasp the nettle' and address the issue of redeveloping the hospital when there was a clear reluctance to do so;
 - Encouraging the BoD to develop a clear 'vision' for the future of the hospital that staff, patients, governors, members and the community at large can relate to;
 - Promoting the concept of 'leadership' which has resulted in a leadership training programme for all senior staff;
 - Developing a multiplicity of avenues for staff/governor/patient interaction eg hospital visits, surveys of physical facilities, out-patient experience surveys;
 - Participation in the hospital's systems eg BoD, Quality and Risk committee, re-development project group, and patient information group;
 - Providing commentaries of governor suggestions for incorporation into the Annual Plan for each year;
 - Through a series of BofG forums governors have debated with the senior management the prospective QVH forward strategy and

provided a governors' commentary, which was presented by the Vice-Chairman at a meeting of the BoD convened to consider the matter. Thus the governors contributed significantly to the recent 'go-it alone' decision;

- Developing the QVH governors governance system; and
- Taking the lead in creating a Constitution which meets the needs of QVH.

- 1.8. The QVH Governors Governance System will always be work-in-progress with the particular challenge as how to pass experience along to future generations of elected volunteer governors, especially those unused to functioning in a self-administered structured environment. The current answer to this dilemma has been the QVH Constitution which attempts to explain the structural processes developed and to act as a governors' handbook.
- 1.9. The underpinning element of the QVH governance processes lies in the support, respect and confidence which have developed between the Boards over the years. This has required time and been materially facilitated by governors having as much access as possible to directors' meetings, particularly the BoD, and directors having as much access as possible to governors' meetings, particularly the BofG and the Governors Steering Group. The development of the Vice-Chairman and Governor Representative roles, greatly encouraged by the Chairman of the FT, has been vital in this regard. Indeed governors are appreciative of the leadership provided by both the Chairman and Chief Executive which has led to a situation where issues, sometimes difficult, can be explored openly in the interests of the hospital and not only harmoniously but often with humour.

2. Recommendation

- 2.1. The Board of Governors is asked to **NOTE** the contents of this report.

Report to:	Board of Governors
Meeting date:	12 April 2011
Agenda item reference no:	29-11
Author:	Ian Stewart, Public Governor and Governor Representative
Date of report:	2 April 2011

Report from the Governor Representative

1. Board of Directors

- 1.1. Since my last report for the February Board of Governors meeting there have been two Board of Directors meetings which I have reported on within the Governors Monthly Updates. These meetings have covered normal business but, being the final two months of the operational year, have concentrated on reviewing how the trust has performed during 2010/11 and planning how it will perform in 2011/12.
- 1.2. The Trust's performance during 2010/11 has been very good. In financial terms it is forecast that there will be a surplus of £2.0m against a planned surplus, at the start of the year, of £0.3m. Whilst it is acknowledged that the plan set for the year was prudent this is a great result which reflects on the hard work being put in throughout the hospital to hit and exceed targets in terms of workflow and quality. It is expected that the Trust will meet all its Commissioning for Quality and Innovation (CQUIN) targets agreed with the Primary Care Trusts. The CQUIN measures link a proportion of the Trust's income to the achievement of local quality improvement goals and some £0.75m of QVH's revenue has been safeguarded by meeting these targets. In addition the Trust has been able to work more efficiently in many areas and ensure that more patients are treated for the same level of resources within the Trust. There are only two poorly performing areas of the hospital, Plastics and Jubilee. Plastics are significantly down on their plan for the year. This is due to lack of referrals of the more complex cases, particularly from the East Kent area. The reasons for this reduction are not understood and are being investigated. The loss being made on the operation of Jubilee has been a problem for the last few years. A lot of effort has been put into trying to turn this into at least a break even service for QVH but the structure of the tariff arrangements and the referrals made to the ward from commissioners do not allow a financially acceptable plan. Accordingly notice has been given that QVH will be closing Jubilee with effect from 1/4/2012.
- 1.3. The plan for 2011/12 is still in the process of being finalised. This is not helped by the lack of activity plans from the PCTs, with the exception of NHS West Sussex. QVH is having to take the lead and make proposals to the PCTs. More may be clear by the time of the BoG meeting. The Board of Directors meeting in March considered in detail the draft business plan. This initial draft is based on our own figures in the absence of any firm plans from our commissioners. It forecasts a surplus for the year of £0.94m but obviously is very much still in the formative stages. Whatever the eventual figure there is little doubt that next year will be a difficult one with downward pressure on income and upward pressure on costs.

2. Recommendation

- 2.1. The Board of Governors is asked to **NOTE** the contents of this report.

Report to:	Board of Governors
Meeting date:	12 April 2011
Agenda item reference no:	30-11
Author:	Caroline Hitchcock, Public Governor and Chair of Appointments Committee
Date of report:	25 March 2011

Report from the Appointments Committee

- The Board of Governors Appointments Committee has met once on 21 March 2011 since the last public meeting of the Board of Governors. The next Appointments Committee meeting is due early June.

The Appointments Committee members will meet informally at an Appointments forum meeting in May to discuss NED recruitment.

- The formal Committee meeting was chaired by Caroline Hitchcock and in attendance were:

Committee members	In attendance
<ul style="list-style-type: none"> Mabel Cunningham, Staff Governor Adrian Fuchs, Public Governor Bill Hatton, Public Governor Caroline Hitchcock, Public Governor (Chair) Shirley Mitchell (Vice Chair), Public Governor Valerie King, Public Governor Chris Rolley, Stakeholder Governor - part 	<ul style="list-style-type: none"> Peter Griffiths, Chairman - part Claire Charman, Engagement Coordinator – full (minuting secretary) Margaret Godfrey, Interim Company Secretary – full (governance advisor) Bernard Atkinson, Vice Chairman & Public Governor Ian Stewart, Governor Representative & Public Governor Moira McMillan, Public Governor

- The agenda for the formal meeting comprised the following items
 - Confirmation of timeline for NED and Chairman appraisals.
 - An update regarding NED recruitment for 2011.
 - Report from the Vice Chairman regarding his contribution over the last year.
 - Report from the Governor Representative regarding his contribution over the last year.
 - Annual review of the job descriptions for the positions of Deputy Chairman, Senior Independent Director, Vice Chairman and Governor Representative.
 - Nomination and recommendation for Governor Representative role July 2011 – June 2012.
 - Annual internal elections for governor sub-committees (Governor Steering Group and Appointments Committee).
 - Annual review of the Terms of Reference for the Appointments Committee.
- A summary of the considerations and decisions / recommendations made by the Appointments Committee is as follows:
 - The annual appraisal process for the NEDs and Chairman will begin shortly in keeping with the change to move these to the end of the financial year.

- A recommendation will be made to the Board of Governors to agree that an offer of appointment be made to a NED candidate who has already attended for interview with the post being effective from September 2011 when there will be a NED vacancy.
 - The Vice Chairman and Governor Representative both gave full and satisfactory accounts of their activities over the past twelve months in their respective roles. On behalf of the Board of Governors, the Chair of the Appointments Committee thanked them both for their contributions and commitment to their roles in the last year. The Trust Chairman also commented about their valuable and significant contributions.
 - The role profiles and specifications for the following roles were reviewed and discussed: Deputy Chairman, Senior Independent Director, Vice Chairman and Governor Representative. Some amendments were made and the Committee agreed for CH, BA & IS to review the job descriptions of the Vice Chairman and Governor Representative with a view to maintaining consistency with the format of the documents. CH will look at developing a similar document for a Non-Executive Director. The post of Deputy Chairman will be reviewed and CH, BA & IS will assist the Trust Chairman with this task by canvassing opinion amongst the governing body.
 - A recommendation will be made to reappoint the current Governor Representative to the same role for a further term of office following the recent internal election process.
 - The results of the recent internal Governor elections will be confirmed during the course of the Board of Governor formal meeting.
 - The Terms of Reference for the Appointments Committee was reviewed and fully discussed. Amendments will be made to update the current document and provide a fuller description of the purpose of the Committee in keeping with the NHS Foundation Trust Code of Governance. MG has already prepared a new document and it was agreed that CH and MG would review this and re-issue a final version for consideration and agreement.
5. A full briefing will be provided verbally at the meeting by the Committee Chair and minuted for the public record.
6. The Board of Governors is asked to **NOTE** the content of this report.