

Hampshire Hospitals NHS Foundation Trust

Constitution

Version 2 - March 2024

Hampshire Hospitals NHS Foundation Trust Constitution

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1. Interpretation and definitions

Unless otherwise stated, words or expressions contained in this constitution shall bear the same meaning as in the National Health Service Act 2006 as amended by the Health and Social Care Act 2012

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

the 2006 Act is the National Health Service Act 2006.

the 2012 Act is the Health and Social Care Act 2012.

the **Accounting Officer** is the person who from time to time discharges the functions specified in paragraph 25(5) of Schedule 7 to the 2006 Act.

Annual Members Meeting is defined in paragraph 13 of the Constitution.

Chairman is the Non-Executive Director appointed by the Council of Governors to lead the Board.

Chief Executive Officer means the chief executive officer of the Trust from time to time in post.

Chief Financial Officer means the chief financial officer of the Trust from time to time in post.

Company Secretary means the secretary of the Trust from time to time in post.

Constitution means this constitution and all annexes to it.

Constituency means the Public Constituency and/or the Staff Constituency.

Council of Governors means the council of Governors constituted in accordance with this Constitution, and as is defined in the 2006 Act.

Governor means a person elected or appointed to the Council of Governors in accordance with the terms of the Constitution.

Members means those persons who are registered, on application, as members of one of the Constituencies.

Monitor is the body corporate identified in, as provided by Section 61 of the 2012 Act or such other organisation fulfilling those duties from time to time .

Special Reasons shall mean any circumstance in which an experienced chairman of a board of directors might reasonably consider that is necessary to exclude members of the public from a public meeting. This may include, but shall not be limited to, circumstances where the actions of attendees have created significant disruption jeopardising the ability to continue the meeting or causing concerns as to the safety or wellbeing of meeting attendees, or where the meeting content contains confidential information which could not reasonable be discussed in a public forum.

Trust means Hampshire Hospitals NHS Foundation Trust.

2. Name

The name of the foundation trust is Hampshire Hospitals NHS Foundation Trust (the Trust).

3. Principal purpose

- 3.1** The principal purpose of the trust is the provision of goods and services for the purposes of the health service in England.
- 3.2** The trust does not fulfil its principal purpose unless, in each financial year, its total income from the provision of goods and services for the purposes of the health service in England is greater than its total income from the provision of goods and services for any other purposes.
- 3.3** The trust may provide goods and services for any purposes related to—
 - 3.3.1** the provision of services provided to individuals for or in connection with the prevention, diagnosis or treatment of illness, and
 - 3.3.2** the promotion and protection of public health.
- 3.4** The trust may also carry on activities other than those mentioned in the above paragraph for the purpose of making additional income available in order better to carry on its principal purpose.

4. Powers

- 4.1** The powers of the trust are set out in the 2006 Act.
- 4.2** All the powers of the trust shall be exercised by the Board of Directors on behalf of the trust.
- 4.3** Any of these powers may be delegated to a committee of directors or to an executive director.

5. Membership and constituencies

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

- 5.1** a public constituency
- 5.2** a staff constituency

6. Application for membership

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

7. Public Constituency

- 7.1** An individual who lives in an area specified in Annex 1 as an area for a public constituency may become or continue as a member of the trust.
- 7.2** Those individuals who live in an area specified for a public constituency are referred to collectively as a Public Constituency.
- 7.3** The minimum number of members in each Public Constituency is specified in Annex 1.

8. Staff Constituency

- 8.1** An individual who is employed by the trust under a contract of employment with the trust may become or continue as a member of the trust provided:
 - 8.1.1** They are employed by the trust under a contract of employment which has no fixed term or has a fixed term of at least 12 months; or
 - 8.1.2** he has been continuously employed by the trust under a contract of employment for at least 12 months.
- 8.2** Individuals who exercise functions for the purposes of the trust, otherwise than under a contract of employment with the trust, may become or continue as members of the staff constituency provided such individuals have exercised these functions continuously for a period of at least 12 months.
- 8.3** Those individuals who are eligible for membership of the trust by reason of the previous provisions are referred to collectively as the Staff Constituency.

- 8.4** The Staff Constituency shall be divided into five descriptions of individuals who are eligible for membership of the Staff Constituency, each description of individuals being specified within Annex 2 and being referred to as a class within the Staff Constituency.
- 8.5** The minimum number of members in each class of the Staff Constituency is specified in Annex 2.

9. Automatic membership by default – staff

- 9.1** An individual who is:
- 9.1.1** eligible to become a member of the Staff Constituency, and
 - 9.1.2** invited by the trust to become a member of the Staff Constituency and a member of the appropriate class within the Staff Constituency,

shall become a member of the trust as a member of the Staff Constituency and appropriate class within the Staff Constituency without an application being made, unless they inform the trust that they do not wish to do so.

Restriction on membership

- 9.2** An individual who is a member of a constituency, or of a class within a constituency, may not while membership of that constituency or class continues, be a member of any other constituency or class.
- 9.3** An individual who satisfies the criteria for membership of the Staff Constituency may not become or continue as a member of any constituency other than the Staff Constituency.
- 9.4** An individual must be at least 16 years old to become a member of the trust.
- 9.5** Further provisions as to the circumstances in which an individual may not become or continue as a member of the trust are set out in Annex 9 – Further Provisions.

10. Annual Members' Meeting

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

Further provisions about the Annual Members' Meeting are set out in Annex 10 – Annual Members' Meeting.

11. Council of Governors – composition

- 11.1 The trust is to have a Council of Governors, which shall comprise both elected and appointed governors.
- 11.2 The composition of the Council of Governors is specified in Annex 4.
- 11.3 The members of the Council of Governors, other than the appointed members, shall be chosen by election by their constituency or, where there are classes within a constituency, by their class within that constituency. The number of governors to be elected by each constituency, or, where appropriate, by each class of each constituency, is specified in Annex 4.

12. Council of Governors – election of governors

- 12.1 Elections for elected members of the Council of Governors shall be conducted in accordance with the Model Election Rules.
- 12.2 The Model Election Rules as published from time to time by the Department of Health form part of this constitution. The Model Election Rules current at the date of the trust's Authorisation are attached at Annex 5.
- 12.3 A subsequent variation of the Model Election Rules by the Department of Health shall not constitute a variation of the terms of this constitution for the purposes of paragraph 42 of the constitution (amendment of the constitution).
- 12.4 An election, if contested, shall be by secret ballot.

13. Council of Governors - tenure

- 13.1 An elected governor may hold office for a period of up to 3 years.
- 13.2 An elected governor shall cease to hold office if they cease to be a member of the constituency or class by which they were elected.
- 13.3 An elected governor shall be eligible for re-election at the end of their term.
- 13.4 An appointed governor may hold office for a period of up to 9 years.
- 13.5 An appointed governor shall cease to hold office if the appointing organisation withdraws its sponsorship of them.

- 13.6** Subject to para 13.4 above, an appointed governor shall be eligible for re-appointment at the end of their term.

14. Council of Governors – disqualification and removal

- 14.1** The following may not become or continue as a member of the Council of Governors:
- 14.1.1** a person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged;
 - 14.1.2** a person who has made a composition or arrangement with, or granted a trust deed for, their creditors and has not been discharged in respect of it;
 - 14.1.3** a person who within the preceding five years has been convicted in the British Islands of any offence if a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine) was imposed on them.
- 14.2** Governors must be at least 16 years of age at the date they are nominated for election or appointment.
- 14.3** Further provisions as to the circumstances in which an individual may not become or continue as a member of the Council of Governors are set out in Annex 6.
- 14.4** Where a person has been elected or appointed to be a Governor and they become disqualified from office under clause 14 or annex 6 of this Constitution, they shall notify the Company Secretary in writing of such disqualification within 14 days. The Trust will then immediately declare them disqualified and shall notify the person in writing.

15. Council of Governors – duties of governors

- 15.1** The general duties of the Council of Governors are –
- 15.1.1** to hold the non-executive directors individually and collectively to account for the performance of the Board of Directors, and
 - 15.1.2** to represent the interests of the members of the trust as a whole and the interests of the public.
- 15.2** The Trust must take steps to ensure that the governors are equipped with the skills and knowledge they require in their capacity as such.

16. Council of Governors – meetings of governors

- 16.1** The Chairman of the trust (i.e. the Chairman of the Board of Directors, appointed in accordance with the provisions of paragraph 25.1 below) or, in their absence, the Deputy Chairman (appointed in accordance with the provisions of paragraph 26 below)], shall preside at meetings of the Council of Governors.
- 16.2** Meetings of the Council of Governors shall be open to members of the public. Members of the public may be excluded from a meeting for Special Reasons.
- 16.3** For the purposes of obtaining information about the trust's performance of its functions or the directors' performance of their duties (and deciding whether to propose a vote on the Trust's or directors' performance), the Council of Governors may require one or more of the directors to attend a meeting.

17. Council of Governors – standing orders

The standing orders for the practice and procedure of the Council of Governors are attached at Annex 7.

18. Council of Governors – referral to the Panel

- 18.1** In this paragraph, the Panel means a panel of persons appointed by Monitor to which a governor of an NHS foundation trust may refer a question as to whether the trust has failed or is failing—
- 18.1.1** to act in accordance with its constitution, or
 - 18.1.2** to act in accordance with provision made by or under Chapter 5 of the 2006 Act.
- 18.2** A governor may refer a question to the Panel only if more than half of the members of the Council of Governors voting approve the referral.

19. Council of Governors - conflicts of interest of governors

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

20. Council of Governors – travel expenses

The trust may pay travelling and other expenses to members of the Council of Governors at rates determined by the trust.

21. Council of Governors – further provisions

Further provisions with respect to the Council of Governors are set out in Annex 6.

22. Board of Directors – composition

22.1 The trust is to have a Board of Directors, which shall comprise both executive and non-executive directors.

22.2 The Board of Directors is to comprise:

22.2.1 a non-executive Chairman

22.2.2 other non-executive directors; and

22.2.3 executive directors.

Provided always that the number of Non-Executive Directors shall at all times exceed the number of Executive Directors.

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

22.4 The Chief Executive shall be the Accounting Officer

22.5 One of the executive directors shall be the finance director

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

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

22.8 The Board may also appoint Associate Non-Executive Directors who shall be appointed on terms consistent with those of Non-Executive Directors and whom shall be entitled to attend and speak at Meetings of the Board, but whom shall not be entitled to vote on matters for decision, and whose attendance shall not count towards the quorum of the meeting.

23. Board of Directors – general duty

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

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

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

- 24.1** they are a member of a Public Constituency, or
- 24.2** they are not disqualified by virtue of paragraph 28 below.

25. Board of Directors – appointment and removal of chairman and other non-executive directors

- 25.1** The Council of Governors at a general meeting of the Council of Governors shall appoint or remove the chairman of the trust and the other non-executive directors.
- 25.2** In support of their responsibilities in 25.1 above, the Council of Governors shall form a committee to consider the appointment of Non-Executive Directors and make recommendations to the Council of Governors as to the appointment of Non-Executive Directors.
- 25.3** The committee referred to in 25.2 above shall, as a minimum comprise of three Members of the Council of Governors and two Directors of the Board, including the Chair of the Board who shall be the chair of the committee.
- 25.4** The committee referred to in 25.2 shall refer to the Board to identify role description, experience and personal skills required for the Non-Executive Director (or Chair person) and shall recommend an appointment from a selection of candidates identified by the Board of Directors.
- 25.5** Removal of the chairman or another non-executive director shall require the approval of three-quarters of the members of the Council of Governors.

26. Board of Directors – appointment of deputy chairman

The Council of Governors at a general meeting of the Council of Governors shall appoint one of the non-executive directors as a deputy chairman.

27. Board of Directors - appointment and removal of the Chief Executive and other executive directors

- 27.1 The non-executive directors shall appoint or remove the Chief Executive.
- 27.2 The appointment of the Chief Executive shall require the approval of the Council of Governors.
- 27.3 A committee consisting of the Chairman, the Chief Executive and the other non-executive directors shall appoint or remove the other executive directors.

28. Board of Directors – disqualification

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

- 28.1 a person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged.
- 28.2 a person who has made a composition or arrangement with, or granted a trust deed for, their creditors and has not been discharged in respect of it.
- 28.3 a person who within the preceding five years has been convicted in the British Islands of any offence if a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine) was imposed on them.

29. Board of Directors – meetings

- 29.1 Meetings of the Board of Directors shall be open to members of the public. Members of the public may be excluded from a meeting for Special Reasons.
- 29.2 Before holding a meeting, the Board of Directors must send a copy of the agenda of the meeting to the Council of Governors. As soon as practicable after holding a meeting, the Board of Directors must send a copy of the minutes of the meeting to the Council of Governors.

30. Board of Directors – standing orders

The standing orders for the practice and procedure of the Board of Directors are attached at Annex 8.

31. Board of Directors - conflicts of interest of directors

- 31.1** The duties that a director of the trust has by virtue of being a director include in particular –
- 31.1.1** A duty to avoid a situation in which the director has (or can have) a direct or indirect interest that conflicts (or possibly may conflict) with the interests of the trust.
 - 31.1.2** A duty not to accept a benefit from a third party by reason of being a director or doing (or not doing) anything in that capacity.
- 31.2** The duty referred to in sub-paragraph 31.1.1 is not infringed if –
- 31.2.1** The situation cannot reasonably be regarded as likely to give rise to a conflict of interest, or
 - 31.2.2** The matter has been authorized in accordance with the constitution.
- 31.3** The duty referred to in sub-paragraph 31.1.2 is not infringed if acceptance of the benefit cannot reasonably be regarded as likely to give rise to a conflict of interest.
- 31.4** In sub-paragraph 31.1.2, “third party” means a person other than –
- 31.4.1** The trust, or
 - 31.4.2** A person acting on its behalf.
- 31.5** If a director of the trust has in any way a direct or indirect interest in a proposed transaction or arrangement with the trust, the director must declare the nature and extent of that interest to the other directors.
- 31.6** If a declaration under this paragraph proves to be, or becomes, inaccurate, incomplete, a further declaration must be made.
- 31.7** Any declaration required by this paragraph must be made before the trust enters into the transaction or arrangement.
- 31.8** This paragraph does not require a declaration of an interest of which the director is not aware or where the director is not aware of the transaction or arrangement in question.
- 31.9** A director need not declare an interest –
- 31.9.1** If it cannot reasonably be regarded as likely to give rise to a conflict of interest;
 - 31.9.2** If, or to the extent that, the directors are already aware of

it;

31.9.3 If, or to the extent that, it concerns terms of the director's appointment that have been or are to be considered –

31.9.3.1 By a meeting of the Board of Directors, or

31.9.3.2 By a committee of the directors appointed for the purpose under the constitution.

32. Board of Directors – remuneration and terms of office

32.1 The Council of Governors at a general meeting of the Council of Governors shall decide the remuneration and allowances, and the other terms and conditions of office, of the Chairman and the other non-executive directors.

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

33. Registers

The trust shall have:

33.1 a register of members showing, in respect of each member, the constituency to which they belong and, where there are classes within it, the class to which they belong;

33.2 a register of members of the Council of Governors;

33.3 a register of interests of governors;

33.4 a register of directors; and

33.5 a register of interests of the directors.

34. Registers – inspection and copies

34.1 The trust shall make the registers specified in paragraph 33 above available for inspection by members of the public, except in the circumstances set out below or as otherwise prescribed by regulations.

34.2 The trust shall not make any part of its registers available for inspection by members of the public which shows details of any member of the trust, if the member so requests.

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

- 34.3.1** they are to be available for inspection free of charge at all reasonable times; and
 - 34.3.2** a person who requests a copy of or extract from the registers is to be provided with a copy or extract.
- 34.4** If the person requesting a copy or extract is not a member of the trust, the trust may impose a reasonable charge for doing so.

35. Documents available for public inspection

- 35.1** The trust shall make the following documents available for inspection by members of the public free of charge at all reasonable times:
- 35.1.1** a copy of the current constitution,
 - 35.1.2** a copy of the latest annual accounts and of any report of the auditor on them, and
 - 35.1.3** a copy of the latest annual report.
- 35.2** The trust shall also make the following documents relating to a special administration of the trust available for inspection by members of the public free of charge at all reasonable times:
- 35.2.1** a copy of any order made under section 65D (appointment of trust special administrator), 65J (power to extend time), 65KC (action following Secretary of State's rejection of final report), 65L (trusts coming out of administration) or 65LA (trusts to be dissolved) of the 2006 Act.
 - 35.2.2** a copy of any report laid under section 65D (appointment of trust special administrator) of the 2006 Act.
 - 35.2.3** a copy of any information published under section 65D (appointment of trust special administrator) of the 2006 Act.
 - 35.2.4** a copy of any draft report published under section 65F (administrator's draft report) of the 2006 Act.
 - 35.2.5** a copy of any statement provided under section 65F (administrator's draft report) of the 2006 Act.
 - 35.2.6** a copy of any notice published under section 65F (administrator's draft report), 65G (consultation plan), 65H (consultation requirements), 65J (power to extend time), 65KA (Monitor's decision), 65KB (Secretary of State's response to Monitor's decision), 65KC (action following Secretary of State's rejection of final report) or

65KD (Secretary of State's response to re-submitted final report) of the 2006 Act.

- 35.2.7 a copy of any statement published or provided under section 65G (consultation plan) of the 2006 Act.
- 35.2.8 a copy of any final report published under section 65I (administrator's final report),
- 35.2.9 a copy of any statement published under section 65J (power to extend time) or 65KC (action following Secretary of State's rejection of final report) of the 2006 Act.
- 35.2.10 a copy of any information published under section 65M (replacement of trust special administrator) of the 2006 Act.

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

35.4 If the person requesting a copy or extract is not a member of the trust, the trust may impose a reasonable charge for doing so.

36. Auditor

36.1 The trust shall have an auditor.

36.2 The Council of Governors shall appoint or remove the auditor at a general meeting of the Council of Governors.

37. Audit committee

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

38. Accounts

38.1 The Trust must keep proper accounts and proper records in relation to the accounts.

38.2 Monitor may with the approval of the Secretary of State give directions to the Trust as to the content and form of its accounts.

38.3 The accounts are to be audited by the trust's auditor.

38.4 The trust shall prepare in respect of each financial year annual accounts in such form as Monitor may with the approval of the

Secretary of State direct.

- 38.5** The functions of the trust with respect to the preparation of the annual accounts shall be delegated to the Accounting Officer.

39. Annual report, forward plans and non-NHS work

- 39.1** The trust shall prepare an Annual Report and send it to Monitor.
- 39.2** The trust shall give information as to its forward planning in respect of each financial year to Monitor.
- 39.3** The document containing the information with respect to forward planning (referred to above) shall be prepared by the directors.
- 39.4** In preparing the document, the directors shall have regard to the views of the Council of Governors.
- 39.5** Each forward plan must include information about –
- 39.5.1** the activities other than the provision of goods and services for the purposes of the health service in England that the trust proposes to carry on, and
 - 39.5.2** the income it expects to receive from doing so.
- 39.6** Where a forward plan contains a proposal that the trust carry on an activity of a kind mentioned in sub-paragraph 39.5.1 the Council of Governors must –
- 39.6.1** determine whether it is satisfied that the carrying on of the activity will not to any significant extent interfere with the fulfilment by the trust of its principal purpose or the performance of its other functions, and
 - 39.6.2** notify the directors of the trust of its determination.
- 39.7** A trust which proposes to increase by 5% or more the proportion of its total income in any financial year attributable to activities other than the provision of goods and services for the purposes of the health service in England may implement the proposal only if more than half of the members of the council of governors of the trust voting approve its implementation.

40. Presentation of the annual accounts and reports to the governors and members

- 40.1** The following documents are to be presented to the Council of

Governors at a general meeting of the Council of Governors:

- 40.1.1** the annual accounts
 - 40.1.2** any report of the auditor on them
 - 40.1.3** the annual report.
- 40.2** The documents shall also be presented to the members of the Trust at the Annual Members' Meeting by at least one member of the Board of Directors in attendance.
- 40.3** The Trust may combine a meeting of the Council of Governors convened for the purposes of sub-paragraph 40.1 with the Annual Members' Meeting.

41. Instruments

- 41.1** The trust shall have a seal.
- 41.2** The seal shall not be affixed except under the authority of the Board of Directors.

42. Amendment of the constitution

- 42.1** The trust may make amendments of its constitution only if –
 - 42.1.1** More than half of the members of the Council of Governors of the trust voting approve the amendments, and
 - 42.1.2** More than half of the members of the Board of Directors of the trust voting approve the amendments.
- 42.2** Amendments made under paragraph 42.1 take effect as soon as the conditions in that paragraph are satisfied, but the amendment has no effect in so far as the constitution would, as a result of the amendment, not accord with schedule 7 of the 2006 Act.
- 42.3** Where an amendment is made to the constitution in relation the powers or duties of the Council of Governors (or otherwise with respect to the role that the Council of Governors has as part of the trust) –
 - 42.3.1** At least one member of the Council of Governors must attend the next Annual Members' Meeting and present the amendment, and
 - 42.3.2** The trust must give the members an opportunity to vote on

whether they approve the amendment.

If more than half of the members voting approve the amendment, the amendment continues to have effect; otherwise, it ceases to have effect and the trust must take such steps as are necessary as a result.

- 42.4** Amendments by the trust of its constitution are to be notified to Monitor. For the avoidance of doubt, Monitor's functions do not include a power or duty to determine whether or not the constitution, as a result of the amendments, accords with Schedule 7 of the 2006 Act.

43. Mergers etc. and significant transactions

- 43.1** The trust may only apply for a merger, acquisition, separation or dissolution with the approval of more than half of the members of the council of governors.
- 43.2** The trust may enter into a significant transaction only if more than half of the members of the Council of Governors of the Trust voting approve entering into the transaction.
- 43.3** "Significant transaction" means [means a transaction with a value equal to or exceeding 25 % of the (a) income or (b) assets of the Trust].

ANNEX 1 – THE PUBLIC CONSTITUENCIES

The four areas of the public constituencies will be as set out below:

Name of Public Constituency	Area (Defined by Electoral Division)	Minimum Number of Members	Number of Elected Governors
North Hampshire and West Berkshire	All those electoral wards within: <ul style="list-style-type: none"> • Basingstoke and Deane Borough Council • Hart District Council The following wards in West Berkshire: <ul style="list-style-type: none"> • Aldermaston, • Clay Hill • Cold Ash • Falkland • Greenham • Kintbury • Mortimer • Northcroft • St Johns • Thatcham Central • Thatcham North • Thatcham South, & • Crookham 	150	5
Mid and East Hampshire	All those electoral wards within: <ul style="list-style-type: none"> • Winchester City Council • East Hampshire District Council 	150	5
West and South Hampshire	All those electoral wards within: <ul style="list-style-type: none"> • Test Valley Borough Council • Eastleigh Borough Council 	100	4
Rest of England and Wales		25	1
Totals		425	15

ANNEX 2 – THE STAFF CONSTITUENCY

Class Name	Staff Description	Minimum Number of Members	Number of Governors
Medical and Dental Staff Practitioners	Medical and Dental Staff	40	1
Nursing and Midwifery	Nursing and Midwifery Staff including Healthcare Assistants	40	1
Other Healthcare Professionals	To include: <ul style="list-style-type: none"> • All therapists • Dieticians • Pharmacists • Biomedical • Scientists • Optometrists • Orthoptists • Orthotists and, • Any other related Allied Health Professional 	20	1
Administration, Clerical and Managerial Staff	Administration and Managerial Staff	30	1
Support Staff	Facilities and Estates Staff	25	1
Total		155	5



ANNEX 3 – THE PATIENTS’ CONSTITUENCY

[NOT USED]

ANNEX 4 – COMPOSITION OF COUNCIL OF GOVERNORS

Public Elected Governors (15)	Role
5 Governors elected from the NORTH HAMPSHIRE and WEST BERKSHIRE area Constituency	To represent the public who are resident in this catchment area
5 Governors elected from the MID and EAST HAMPSHIRE area Constituency	To represent the public who are resident in this catchment area.
4 Governors elected from the WEST and SOUTH HAMPSHIRE area Constituency	To represent the public who are resident in this catchment area.
1 Governor for the REST OF ENGLAND AND WALES	To represent the public who are resident in this catchment area.
Staff Elected Governors (5)	Role
1 Governor elected from the MEDICAL AND DENTAL STAFF PRACTITIONERS class	To assist the NHS Foundation Trust in developing its services and ensuring that there is active engagement from those individuals delivering services.
1 Governor elected from the NURSING AND MIDWIFERY class	To assist the NHS Foundation Trust in developing its services and ensuring that there is active engagement from those individuals delivering services.
1 Governor elected from the OTHER HEALTHCARE PROFESSIONALS class	To assist the NHS Foundation Trust in developing its services and ensuring that there is active engagement from those individuals delivering services.
1 Governor elected from the ADMINISTRATION, CLERICAL, AND MANAGERIAL STAFF class	To assist the NHS Foundation Trust in developing its services and ensuring that there is active engagement from those individuals delivering services.
1 Governor elected from the SUPPORT STAFF class	To assist the NHS Foundation Trust in developing its services and ensuring that there is active engagement from those individuals delivering services.

Appointed Governors (6)	Role
1 Governor appointed by HAMPSHIRE COUNTY COUNCIL	To assist the NHS Foundation Trust in developing healthcare in partnership with a key 23 local authority partner
1 Governor appointed by the UNIVERSITY OF WINCHESTER	To ensure that the views of education and training are fully represented in developing health services and that support is provided for the ongoing development of Trust staff
1 Governor appointed to champion the views of OLDER PEOPLE appointed by HAMPSHIRE COUNTY COUNCIL	To represent this patient group.
1 Governor appointed to champion the views of YOUNG PEOPLE appointed by HAMPSHIRE COUNTY COUNCIL	To represent this patient group
1 Governor appointed to champion the views of PEOPLE WITH A DISABILITY appointed by HAMPSHIRE COUNTY COUNCIL	To represent this patient group

ANNEX 5 –THE MODEL ELECTION RULES

ELECTION RULES FOR HAMPSHIRE HOSPITALS NHS FOUNDATION TRUST

The following election rules are the model election which Trust are required to follow. Changes to these rules may be made from time to time and the amended rules shall be adopted by the trust upon publication.

These rules follow the Single Transferable Vote processes rather than the First Past the Post process. Either process may be adopted within the Model Election Rules and the Trust has Elected to follow the Single Transferable Vote Process.

Model Election Rules 2014

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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 council of governors;

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

“the 2006 Act” means the NHS Act 2006

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

Part 2 – Timetable for election

2. Timetable

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

Proceeding	Time
Publication of notice of election	Not later than the fortieth day before the day of the close of the poll.
Final day for delivery of nomination papers to returning officer	Not later than the twenty eighth day before the day of the close of the poll.
Publication of statement of nominated candidates	Not later than the twenty seventh day before the day of the close of the poll.
Final day for delivery of notices of withdrawals by candidates from election	Not later than twenty fifth day before the day of the close of the poll.
Notice of the poll	Not later than the fifteenth day before the day of the close of the poll.
Close of the poll	By 5.00pm on the final day of the election.

3. Computation of time

- (1) In computing any period of time for the purposes of the timetable -
 - (a) a Saturday or Sunday;
 - (b) Christmas day, Good Friday, or a bank holiday, or
 - (c) a day appointed for public thanksgiving or mourning,

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

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

Part 3 – Returning officer

4. Returning officer

- (1) Subject to rule 64, the returning officer for an election is to be appointed by the corporation.
- (2) Where two or more elections are to be held concurrently, the same returning officer may be appointed for all those elections.

5. Staff

Subject to rule 64, the returning officer may appoint and pay such staff, including such technical advisers, as they consider 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 their 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 their function 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 council of governors to be elected from that constituency, or class within that constituency,
- (c) the details of any nomination committee that has been established by the corporation,
- (d) the address and times at which nomination papers may be obtained;
- (e) the address for return of nomination papers and the date and time by which they must be received by the returning officer,
- (f) the date and time by which any notice of withdrawal must be received by the returning officer
- (g) the contact details of the returning officer, and
- (h) the date and time of the close of the poll in the event of a contest.

9. Nomination of candidates

- (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, or class within a constituency, of which the candidate is a member.
- (d) a statement in support of the application upto 250 words

11. Declaration of interests

The nomination paper must state –

- (a) any financial interest that the candidate has in the corporation, and
- (b) whether the candidate is a member of a political party, and if so, which party,

and if the candidate has no such interests, the paper must include a statement to that effect.

12. Declaration of eligibility

The nomination paper must include a declaration made by the candidate–

- (a) that they are not prevented from being a member of the council of governors by paragraph 8 of Schedule 7 of the 2006 Act or by any provision of the constitution; and,
- (b) for a member of the public or patient constituency, of the particulars of their qualification to vote as a member of that constituency, or class within that constituency, for which the election is being held.

13. Signature of candidate

The nomination paper must be signed and dated by the candidate, indicating that:

- (a) they wish to stand as a candidate,
- (b) their declaration of interests as required under rule 11, is true and correct, and
- (c) their declaration of eligibility, as required under rule 12, is true and correct.

14. Decisions as to the validity of nomination

- (1) Where a nomination paper is received by the returning officer in accordance with these rules, the candidate is deemed to stand for election unless and until the returning officer-

- (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 11,
 - (d) that the paper does not include a declaration of eligibility as required by rule 12, or
 - (e) that the paper is not signed and dated by the candidate, as required by rule 13.
- (3) The returning officer is to examine each nomination paper as soon as is practicable after they have received it, and decide whether the candidate has been validly nominated.
- (4) Where the returning officer decides that a nomination is invalid, the returning officer must endorse this on the nomination paper, stating the reasons for their decision.
- (5) The returning officer is to send notice of the decision as to whether a nomination is valid or invalid to the candidate at the contact address given in the candidate's nomination paper.

15. Publication of statement of nominated 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.

16. Inspection of statement of nominated candidates and nomination papers

- (1) The corporation is to make the statements of the candidates and the nomination papers supplied by the returning officer under rule 15(4) available for inspection by members of the public free of charge at all reasonable times.
- (2) If a person requests a copy or extract of the statements of candidates or their nomination papers, the corporation is to provide that person with the copy or extract free of charge.

17. Withdrawal of candidates

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

18. Method of election

- (1) If the number of candidates remaining validly nominated for an election after any withdrawals under these rules is greater than the number of members to be elected to the council of governors, a poll is to be taken in accordance with Parts 5 and 6 of these rules.
- (2) If the number of candidates remaining validly nominated for an election after any withdrawals under these rules is equal to the number of members to be elected to the council of governors, those candidates are to be declared elected in accordance with Part 7 of these rules.
- (3) If the number of candidates remaining validly nominated for an election after any withdrawals under these rules is less than the number of members to be elected to be council of governors, then –
 - (a) the candidates who remain validly nominated are to be declared elected in accordance with Part 7 of these rules, and
 - (b) the returning officer is to order a new election to fill any vacancy

which remains unfilled, on a day appointed by them in consultation with the corporation.

Part 5 – Contested elections

19. Poll to be taken by ballot

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

20. The ballot paper

- (1) The ballot of each voter (other than a voter who casts their ballot by an e-voting method of polling) is to consist of a ballot paper with the persons remaining validly nominated for an election after any withdrawals under these rules, and no others, inserted in the paper.
- (2) Every ballot paper must specify –
 - (a) the name of the corporation,
 - (b) the constituency, or class within a constituency, for which the election is being held,

- (c) the number of members of the council of governors to be elected from that constituency, or class within that constituency,
 - (d) the names and other particulars of the candidates standing for election, with the details and order being the same as in the statement of nominated candidates,
 - (e) instructions on how to vote, by all available methods of polling, including the relevant voter's vote ID number if one or more e-voting methods of polling are available,
 - (f) if the ballot paper is to be returned by post, the address for its return and the date and time of the close of the poll, and
 - (g) the contact details of the returning officer.
- (3) Each ballot paper must have a unique identifier.
- (4) Each ballot paper must have features incorporated into it to prevent it from being reproduced.

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

- (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

22. 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 27 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) a mailing address; and
 - (b) the member's e-mail address, if this has been provided to which their voting information may, subject to rule 22.3 be sent
- (3) The corporation may decide that the e-voting information is to be sent only by e-mail to those members in the list of eligible voters for whom an e-mail address is included in that list.

23. Notice of poll

The returning officer is to publish a notice of the poll stating—

- (a) the name of the corporation,
- (b) the constituency, or class within a constituency, for which the election is being held,
- (c) the number of members of the council of governors to be elected from that constituency, or class with that constituency,
- (d) the names, contact addresses, and other particulars of the candidates standing for election, with the details and order being the same as in the statement of nominated candidates,
- (e) that the ballot papers for the election are to be issued and returned, if appropriate, by post,

- (f) the methods of polling by which votes may be cast at the election by voters in a constituency or class with a constituency, as determined by the corporation in accordance with rule 19.3,
- (g) the address for return of the ballot papers, and the date and time of the close of the poll,
- (h) the uniform resource locator (url) where, if internet voting is a method of polling, the polling website is located
- (i) the address and final dates for applications for replacement ballot papers, and
- (j) the address for return of the ballot papers, and the date and time of the close of the poll, and
- (k) the contact details of the returning officer.

24. Issue of voting documents by returning officer

- (1) As soon as is reasonably practicable on or after the publication of the notice of the poll, the returning officer is to send the following documents to each member of the corporation named in the list of eligible voters—
 - (a) ballot paper and ballot paper envelope,
 - (b) declaration of identity (if required),
 - (c) information about each candidate standing for election, pursuant to rule 59 of these rules, and
 - (d) a covering envelope.

(“postal voting information”)

- (2) Subject to rules 24.3 and 24.4, as soon as is reasonably practicable on or after the publication of the notice of the poll, the returning officer is to send the following information by e-mail and / or by post to each member of the corporation named in the list of eligible voters whom the corporation determines in accordance with rule 19.3 and/ or rule 19.4 may cast their vote by an e-voting method of polling:
 - (a) instructions on how to vote and how to make a declaration of identity (if required),
 - (b) the voter’s voter ID number

- (c) information about each candidate standing for election, pursuant to rule 64 of these rules, or details of where this information is readily available on the internet or available in such other formats as the Returning Officer thinks appropriate,
- (d) contact details of the returning officer,

("e-voting information)

- (3) The corporation may determine that any member of the corporation shall:
 - (a) only be sent postal voting information; or
 - (b) only be sent e-voting information; or
 - (c) be sent both postal voting information and e-voting information; for the purposes of the poll.
- (4) If the corporation determines, in accordance with rule 22.3, that the e-voting information is to be sent only by e-mail to those members in the list of eligible voters for whom an e-mail address is included in that list, then the returning officer shall only send that information by e-mail.
- (5) The voting information is to be sent to the postal address and/ or e-mail address for each member, as specified in the list of eligible voters.

25. Ballot paper envelope and covering envelope

- (1) The ballot paper envelope must have clear instructions to the voter printed on it, instructing the voter to seal the ballot paper inside the envelope once the ballot paper has been marked.
- (2) The covering envelope is to have –
 - (a) the address for return of the ballot paper printed on it, and
 - (b) pre-paid postage for return to that address.
- (3) There should be clear instructions, either printed on the covering envelope or elsewhere, instructing the voter to seal the following documents inside the covering envelope and return it to the returning officer –
 - (a) the completed declaration of identity if required, and
 - (b) the ballot paper envelope, with the ballot paper sealed inside it.

26. E-voting systems

- (1) If internet voting is a method of polling for the relevant election then the returning officer must provide a website for the purpose of voting over the internet (in these rules referred to as "the polling website").
- (2) The returning officer shall ensure that the polling website and internet voting system provided will:
 - (a) require a voter to:
 - (i) enter their voter ID number; and
 - (ii) where the election is for a public or patient constituency, make a declaration of identity;

in order to be able to cast their vote;

- (b) specify:
 - (i) the name of the corporation,
 - (ii) the constituency, or class within a constituency, for which the election is being held,
 - (iii) the number of members of the council of governors to be elected from that constituency, or class within that constituency,
 - (iv) the names and other particulars of the candidates standing for election, with the details and order being the same as in the statement of nominated candidates,
 - (v) instructions on how to vote and how to make a declaration of identity,
 - (vi) the date and time of the close of the poll, and
 - (vii) the contact details of the returning officer;
- (c) prevent a voter from voting for more candidates than they are entitled to at the election;
- (d) create a record ("internet voting record") that is stored in the internet voting system in respect of each vote cast by a voter using the internet that comprises of-
 - (i) the voter's voter ID number;
 - (ii) the voter's declaration of identity (where required);
 - (iii) the candidate or candidates for whom the voter has

- voted; and
- (iv) the date and time of the voter's vote,
- (e) if the voter's vote has been duly cast and recorded, provide the voter with confirmation of this; and
- (f) prevent any voter from voting after the close of poll

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 they consider necessary to enable that voter to vote.

29. Spoilt ballot papers

- (1) If a voter has dealt with their 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 they can obtain it.
- (3) The returning officer may not issue a replacement ballot paper for a spoilt ballot paper unless they –
 - (a) are satisfied as to the voter's identity, and
 - (b) have 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 information

- (1) Where a voter has not received their voting information by the fourth day before the close of the poll, that voter may apply to the returning officer for a replacement voting information.
- (2) The returning officer may not issue a replacement ballot paper for lost voting information unless they –
 - (a) are satisfied as to the voter's identity,
 - (b) have no reason to doubt that the voter did not receive the original voting information, and
 - (c) have ensured that the declaration of identity if required has not been returned.
- (3) After issuing a replacement voting information in respect of lost voting information, the returning officer shall enter in a list ("the list of lost ballot documents") –
 - (a) the name of the voter, and
 - (b) the details of the unique identifier of the replacement ballot paper, if applicable
 - (c) the voter ID number of the voter.

31. Issue of replacement voting information

- (1) If a person applies for a replacement voting information under rule 29 or 30 and a declaration of identity has already been received by the returning officer in the name of that voter, the returning officer may not issue a replacement voting information unless, in addition to the requirements imposed rule 29(3) or 30(2), they are 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 voting information under this rule, the returning officer shall enter in a list ("the list of voting information") –
 - (a) the name of the voter, and
 - (b) the details of the unique identifier of the replacement ballot paper issued under this rule.
 - (c) the voter ID number of the voter

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.

Polling by internet

33. Procedure for remote voting by internet

- (1) To cast their vote using the internet, a voter will need to gain access to the polling website by keying in the 'URL' of the polling website provided in the voting information.
- (2) When prompted to do so, the voter will need to enter their voter ID number,
- (3) If the internet voting system authenticates the voter ID number, the system will give the voter access to the polling website for the election in which the voter is eligible to vote.

- (4) To cast their vote, the voter will need to key in a mark on the screen opposite the particulars of the candidate or candidates for whom they wish to cast their vote,
- (5) The voter will not be able to access the internet voting system for an election once their vote at that election has been cast.

Procedure for receipt of envelopes

34. 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 35 and 36 are to apply.
- (2) The returning officer may open any ballot paper envelope for the purposes of rules 35 and 36, 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.

35. 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, they are 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, they are 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.
- (4) An internet vote shall not be taken to be duly returned unless the returning officer is satisfied that the internet voting record has been received by the returning officer before the close of the poll, with a declaration of identity if required that has been correctly made.
- (5) Where the returning officer is satisfied that rule xxx has been fulfilled, they are to:
- (a) mark the internet voting record “disqualified”.
 - (b) record the voter ID number on the internet voting record, in the list of disqualified documents; and
 - (c) place the document or documents in a separate packet.

36. 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.

37. De-duplication of votes

- (1) Where different methods of polling are being used in an election, the returning officer shall examine all votes cast to ascertain if a voter ID number has been used more than once to cast a vote in the election.
- (2) If the returning officer ascertains that a voter ID number has been used more than once to cast a vote in the election they shall:

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

38. Sealing of packets

As soon as is possible after the close of the poll and after the completion of the procedure under rules 35 and 36, the returning officer is to seal the packets containing—

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

Part 6 - Counting the votes

39. 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.

40. The count

- (1) The returning officer is to –
 - (a) count and record the number of ballot papers that have been returned,
 - (b) the number of internet voting records that have been created and
 - (c) 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 internet votes 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.

41. 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



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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 they 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.

42. 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

43. Declaration of result for contested elections

- (1) In a contested election, when the result of the poll has been ascertained, the returning officer is to –
 - (a) declare the candidate or candidates whom more votes have been given than for the other candidates, up to the number of vacancies to be filled on the council of governors from the constituency, 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 they have declared elected–
 - (i) where the election is held under a proposed constitution pursuant to powers conferred on the Western Sussex Hospitals NHS Trust by section 33(4) of the 2006 Act, to the chairman of the NHS Trust, or
 - (ii) in any other case, to the chairman of the corporation; and
 - (c) give public notice of the name of each candidate whom they have 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.



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44. 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 they have declared elected to the chairman of the corporation, and
- (c) give public notice of the name of each candidate who they have declared elected.

Part 8 – Disposal of documents

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

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

- (2) The returning officer must not open the sealed packets of –
 - (d) the disqualified documents, with the list of disqualified documents inside it,
 - (e) the declarations of identity,
 - (f) the list of spoilt ballot papers,
 - (g) the list of lost ballot papers,
 - (h) the list of eligible voters, and

- (i) the list of tendered ballot papers.

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

- (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.

46. Delivery of documents

Once the documents relating to the poll have been sealed up and endorsed pursuant to rule 45 the returning officer is to forward them to the chair of the corporation.

47. 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.

48. Retention and public inspection of documents

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

- (2) With the exception of the documents listed in rule 53(1), the documents relating to an election that are held by the corporation shall be available for inspection by members of the public at all reasonable times.
- (3) A person may request a copy or extract from the documents relating to an election that are held by the corporation, and the corporation is to provide it, and may impose a reasonable charge for doing so.

49. Application for inspection of certain documents relating to an election

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

50. 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 them 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 33 and 34, and is to make up separate sealed packets in accordance with rule 35.
- (5) The returning officer is to –
 - (a) count and record the number of ballot papers that have been received, and
 - (b) seal up the ballot papers into packets, along with the records of the number of ballot papers.
- (6) The returning officer is to endorse on each packet a description of –
 - (a) its contents,
 - (b) the date of the publication of notice of the election,
 - (c) the name of the corporation to which the election relates, and
 - (d) the constituency, 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 52 and 53 are to apply.

Part 10 – Election expenses and publicity Election expenses

51. 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.

52. Expenses and payments by candidates

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

- (a) personal expenses,

- (b) travelling expenses, and expenses incurred while living away from home, and
- (c) expenses for stationery, postage, telephone, internet (or any similar means of communication) and other petty expenses, to a limit of £100.

53. 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 their family any money or property (whether as a gift, donation, loan, or otherwise) to meet or contribute to expenses incurred by or on behalf of the candidate for the purposes of an election.
- (2) Nothing in this rule is to prevent the corporation from incurring such expenses, and making such payments, as it considers necessary pursuant to rules 58 and 59.

Publicity

54. Publicity about election by the corporation

- (1) The corporation may –
 - (a) compile and distribute such information about the candidates, and
 - (b) organise and hold such meetings to enable the candidates to speak and respond to questions,

as it considers necessary.

- (2) Any information provided by the corporation about the candidates, including information compiled by the corporation under rule 59, must be –
 - (a) objective, balanced and fair,
 - (b) equivalent in size and content for all candidates,

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

55. Information about candidates for inclusion with voting documents

- (1) The corporation must compile information about the candidates standing for election, to be distributed by the returning officer pursuant to rule 24 of these rules.
- (2) The information must consist of –
 - (a) a statement submitted by the candidate of no more than 250 words, and
 - (b) a photograph of the candidate.

56. 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 their own services voluntarily, on their 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

57. 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.
 - (a) The Regulator shall delegate the determination of an application to a person or persons to be nominated for the

purpose of the Regulator.

- (b) The determination by the person or persons nominated in accordance with Rule 61(7) shall be binding on and shall be given effect by the corporation, the applicant and the members of the constituency (or class within a constituency) including all the candidates for the election to which the application relates.
- (c) The Regulator may prescribe rules of procedure for the determination of an application including costs.

Part 12 – Miscellaneous

58. 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 they think fit to ensure that the individuals who are affected by this provision are aware of the duties it imposes.

59. 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 they have voted.

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

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

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

- (a) the delivery of the documents in rule 24, or
- (b) the return of the ballot papers and declarations of identity,

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

ANNEX 6 – ADDITIONAL PROVISIONS – COUNCIL OF GOVERNORS

1. Eligibility

1.1 A person may become a Governor if they meet the following criteria:

- 1.1.1 Are of at least 16 years of age at the date they are nominated for election or appointment;
- 1.1.2 Are a member of the Public or Staff Constituencies identified in Annexes 1 and 2 of this Constitution or appointed to represent a specific group as described in Annex 4 (an appointed governor); and
- 1.1.3 They are not otherwise disqualified from becoming a Governor in accordance with Paragraph 2 of this Annex 6 (below).

2. Disqualification from Membership of Council of Governors

2.1 A person shall be disqualified from becoming a member of the Council of Governors if:

- 2.1.1 they cease to be a member of one of the constituencies identified in 1.1.2 above.
- 2.1.2 They are an Executive Director or Non-Executive Director of the Trust, or a governor or director of another Foundation Trust or any other Health Service Body, unless such Foundation Trust or Health Service Body is an appointing organisation which is appointing them under this Constitution;
- 2.1.3 they have within the preceding two years been dismissed, otherwise than by reason of redundancy or ill health, from any paid employment with a Health Service Body;
- 2.1.4 they are a person whose tenure of office as the chair or as a member or director of a Health Service Body has been terminated on the grounds that their appointment is not in the interest of the health service;
- 2.1.5 they are a person who has previously been removed as a governor of the Trust or any other foundation trust;
- 2.1.6 they are a person who has previously been removed as a governor of the Trust or any other foundation trust;
- 2.1.7 they are a member of the Board of Directors of the Trust or the Board of another Health Service Body;

- 2.1.8 they have within the preceding five years has been convicted in the British Islands of any offence if a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine) was imposed on them.
- 2.1.9 They have an actual or perceived conflict of interest which is of which significance that, in the opinion of the Chair, it would interfere with the ability of the individual to perform significant elements of the role of a Governor; or
- 2.1.10 they have failed or refused to sign and deliver to the Company Secretary a statement in the form required by the Council of Governors confirming acceptance of the Trust's Code of Conduct for Governors as may be adopted from time to time.

3. Termination of office and removal from the Council of Governors

- 3.1 A Governor may resign from that office by giving notice in writing to the Company Secretary specifying the effective date of such resignation.
- 3.2 If a Governor fails to attend two successive meetings of the Council of Governors in any financial year, their tenure of office is to be immediately terminated by the Council of Governors unless the Council of Governors are satisfied that:
 - 3.2.1 the absences were due to reasonable causes; and
 - 3.2.2 they will be able to start attending meetings of the Council of Governors within such a period as they consider reasonable.
- 3.3 The Council of Governors may, by a resolution approved by half of the Governors voting at a meeting of the Council of Governors, terminate a Governor's tenure of office if for reasonable cause it considers:
 - 3.3.1 They have failed to undertake any training which the Council of Governors requires all Governors to undertake;

3.3.2 They have committed a serious breach of the Trust's Code of Conduct,
or

3.3.3 They have acted in a manner detrimental to the interests of the Trust.

4. Vacancies amongst Governors

4.1 Where the vacancy arises amongst the appointed Governors, the Company Secretary shall request that the appointing organisation appoints a replacement.

4.2 Where the vacancy arises amongst the elected Governors, the Council of Governors shall at its discretion either:

4.2.1 call an election in accordance with the Model Rules of Election within three months to fill the seat for the remainder of that term of office, or

4.2.2 invite the next highest polling candidate for that seat at the last election, who is willing to take office, to fill the seat for any unexpired period of the term of office.

5. Voting at Public Governor Elections

5.1 A Governor may not vote at a public election for an elected Governor unless they are a member of the Public Constituency for which the election is being held and they have notified the Chair of their intent to vote in this election.

6. Remuneration

6.1 Governors of the Trust are not, by law, allowed to be paid for their work. The Trust will, however, meet travel, subsistence and out of pocket expenses incurred in carrying out duties as a member of the Council of Governors

7. Roles and Responsibilities

7.1 In addition to the duties described in paragraph 16 of the constitution, the Council of Governors shall:

- 7.1.1 form a rounded view of the public at large in the performance of their role;
and
- 7.1.2 consider the consequences of the decisions of the Council of Governors on other partners within the Integrated Care System and the public at large.

7.2 The roles and responsibilities of Council of Governors are:

- 7.2.1 subject to paragraph 25 of this Constitution, to appoint or remove the Chair and the other non-executive directors;
- 7.2.2 to decide the remuneration and allowances, and the other terms and conditions of office, of the non-executive directors;
- 7.2.3 to appoint or remove the auditor;
- 7.2.4 to require one or more Directors to attend a meeting for the purpose of obtaining information about the Trust's performance of its functions or the Directors' performance of their duties (and deciding whether to propose a vote on the Trust's or the Directors' performance);
- 7.2.5 to consider resolutions to remove a member of the Trust
- 7.2.6 to consider resolutions to remove a governor;
- 7.2.7 to approve (by a majority of the Council of Governors voting) an appointment (by the non-executive directors) of the Chief Executive (and Accounting Officer);
- 7.2.8 to consider the annual accounts, any report of the Auditor on them and the annual report;
- 7.2.9 to approve any merger, acquisition, separation or dissolution application in respect of the trust before the application is made to Monitor and the entering into of any significant transactions;

7.2.10 to respond as appropriate when consulted by the directors;

7.2.11 to approve amendments to the constitution pursuant to paragraph 42 of the Constitution;

7.2.12 to appoint the deputy Chair; and

7.2.13 to determine issues in the forward plans regarding the proportion of the Trust's activities and income relating to non-NHS income and implementation of the same pursuant to paragraph 43 of the Constitution.

7.3 The Council of Governors also has the specific role and function of:

7.3.1 providing views to the Board of Directors on the strategic direction and annual plan of the Trust;

7.3.2 developing the Trust's membership;

7.3.3 representing the interests of the members;



ANNEX 7 – STANDING ORDERS FOR THE PRACTICE AND PROCEDURE OF THE COUNCIL OF GOVERNORS

FOREWORD

Hampshire Hospitals NHS Foundation Trust is a Public Benefit Corporation established under the Health and Social Care (Community Health and Standards) Act 2003.

The principal places of business of the Trust are the Basingstoke and North Hampshire Hospital, the Andover War Memorial Hospital, and the Royal Hampshire County Hospital in Winchester.

These standing orders are for the regulation of the Trust's Council of Governors' proceedings and business.

1. INTERPRETATION

- 1.1. Save as permitted by law, the Chairman shall be the final authority on the interpretation of standing orders (on which they shall be advised by the Chief Executive Officer and the Company Secretary).
- 1.2. In these standing orders unless otherwise specified, defined terms shall have the same meaning as in the Constitution.

“**Committee**” shall mean a committee of the Council of Governors;

2. GENERAL INFORMATION

- 2.1. The purpose of the Council of Governors standing orders is to ensure that the highest standards of corporate governance and conduct are applied to all meetings of the Council of Governors and associated deliberations.
- 2.2. All business shall be conducted in the name of the Trust.

3. COMPOSITION OF THE COUNCIL OF GOVERNORS

- 3.1. The composition of the Council of Governors shall be, in accordance with clause 11 of the Constitution and Annex 4.
- 3.2. Appointment and removal of the Chairman shall be made by the Governors in accordance with clause 25 of the Constitution.

4. MEETINGS OF THE COUNCIL OF GOVERNORS

4.1. Meetings held in Public

- 4.1.1 Meetings of the Council of Governors shall be held up to four times in each financial year at times and places that the Council of Governors may determine.

- 4.1.2 Meetings of the Council of Governors shall be open to members of the public.
- 4.1.3 The right of attendance referred to above carries no right to ask questions or otherwise participate in the meeting.
- 4.1.4 Nothing in these standing orders shall require the Council of Governors to allow members of the public or representative of the press to record proceedings in any manner whatsoever, other than writing, or to make oral report of proceedings as they take place without prior agreement of the Council of Governors.
- 4.1.5 In the event that the public and press are admitted to all or part of a Council meeting pursuant to paragraph 4.1.2 above, the Chairman shall give such directions as they think fit with regard to the arrangements for meetings and accommodation of the public and representatives of the press such as to ensure that the Trust's business shall be conducted without interruption and disruption and, the public and/or press may be required to withdraw from a meeting of the Council of Governors at any time and for any reason whatsoever.
- 4.1.6 Nothing in these standing orders shall be construed as permitting the introduction by the public, or press representatives, of recording, transmitting, video or similar apparatus into meetings.
- 4.1.7 The Chairman may exclude any member of the public from a meeting of the Council of Governors if they are interfering with or preventing the proper conduct of the meeting.

4.2 **Calling Meetings**

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

4.3 **Notice of Meetings**

- 4.3.1 Before each meeting of the Council of Governors, a notice of the meeting, specifying the business proposed to be transacted at it, and sent by the Chairman or by an officer of the Trust authorised by the Chairman to do so on their behalf shall be delivered to every Governor, or sent by post to the usual place of residence of such Governor.
- 4.3.2 Save in the case of emergencies or the need to conduct urgent business, such notice shall be made available to members of the Council of Governors at least five Clear Days before the meeting.

- 4.3.3 Lack of service of the notice on any Governor shall not affect the validity of a meeting unless the failure to serve such a notice affected more than three quarters of Governors.
- 4.3.4 A notice will be presumed to have been served at the time at which the notice would be delivered in the ordinary course of the post.
- 4.3.5 Notwithstanding the above requirement for notice, the Chairman may waive notice on written receipt of the agreement of at least fifty percent of Governors.
- 4.3.6 In the case of a meeting called by Governors in default of the Chairman, the notice shall be signed by those Governors calling the meeting and no business shall be transacted at the meeting other than that specified in the notice.

4.4 **Setting the Agenda**

- 4.4.1 The Council of Governors may determine that certain matters shall appear on every agenda for a meeting of the Council and shall be addressed prior to any other business being conducted.
- 4.4.2 A Governor desiring a matter to be included on an agenda shall make their request in writing to the Chairman at least ten Clear Days before the meeting. Requests made less than ten days before a meeting may be included on the agenda at the discretion of the Chairman.

4.5 **Notices of Motions**

- 4.5.1 A Governor of the Trust desiring to move or amend a Motion shall send a written notice thereof at least ten Clear Days before the meeting to the Chairman, who shall insert in the agenda for the meeting. All notices so received are subject to the notice given being permissible under the appropriate regulations. This paragraph shall not prevent any Motion being moved during the meeting, without notice, on any business mentioned on the agenda subject to section 4.3.6 of these standing orders.
- 4.5.2 A Motion or amendment, once moved and seconded, may be withdrawn by the proposer with the concurrence of the seconder and the consent of the Chairman.
- 4.5.3 Notice of Motion to amend or rescind any resolution (or the general substance of any resolution), which has been passed within the preceding six calendar months, shall bear the signature of the Governors who give it and also the signature of four other Governors. When any such Motion has been disposed of by the Council of Governors it shall not be competent for any members of the Council of Governor, other than the Chairman, to propose a Motion to the same effect within six months.
- 4.5.4 The mover of a Motion shall have a right of reply at the close of any discussion on the Motion or any amendment thereto.

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

- (a) An amendment to the Motion.
- (b) The adjournment of the discussion or the meeting.
- (c) The appointment of an ad hoc committee to deal with a specific item of business.
- (d) That the meeting proceeds to the next item of business.
- (e) That the Motion be now put.

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

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

4.6 **Emergency Motions**

Subject to the agreement of the Chairman, and subject also to the provision of paragraph 4.5, a Governor may give written notice of an emergency motion after the issue of the notice of meeting and agenda, up to one hour before the time fixed for the meeting. The notice shall state the grounds of urgency. If in order, it shall be declared to the Council of Governors at the commencement of the business of the meeting as an additional item included in the agenda. The Chairman's decision to include the item shall be final.

4.7 **Chairman's Ruling**

The decision of the chairman of the meeting on questions of order, relevancy and regularity (including procedure on handling motions) and their interpretation of the Trust's standing orders at the meeting shall be final.

4.8 **Voting**

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

4.8.2 All decisions put to the vote shall, at the discretion of the chairman of the meeting, be determined by oral expression or by a show of hands. A paper ballot may also be used if a majority of the Governors present so requests.

- 4.8.3 If at least one-third of the Governors present so requests, the voting (other than by paper ballot) on any question may be recorded to show how each Governor present voted or abstained.
- 4.8.4 If a Governor so requests, their vote shall be recorded by name upon any vote (other than by paper ballot).
- 4.8.5 In no circumstances may an absent Governor vote by proxy. Absence is defined as being absent at the time of the vote.
- 4.8.6 Save where specifically provided in the Constitution or in the 2006 Act that decisions are to be made at a meeting, a resolution in writing, approved by a majority of the Governors who would have been entitled to vote upon it, will be just as valid and effective as if it had been passed at a meeting duly convened and held.

4.9 Suspension of Standing Orders

- 4.9.1 Except where this would contravene any statutory provision, any one or more of these standing orders may be suspended at any meeting, provided that at least two-thirds of members of the Council of Governors are present and that a majority of those present vote in favour of the suspension.
- 4.9.2 A decision to suspend standing orders shall be recorded in the minutes of the meeting.
- 4.9.3 A separate record of matters discussed during the suspension of standing orders shall be made and shall be available to the Directors and Governors.
- 4.9.4 No formal business may be transacted while standing orders are suspended.
- 4.9.5 The Audit Committee shall review every decision to suspend standing orders.

4.10 Variation and Amendment of standing orders

These standing orders shall be amended only if:

- 4.10.1 a notice of Motion has been given;
- 4.10.2 no fewer than half the total of the Governors voting approve the amendment; and
- 4.10.3 the variation proposed does not contravene a statutory provision.

4.11 Record of Attendance

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

4.12 Minutes

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

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

4.12.3 Minutes shall be circulated in accordance with the Governors wishes. The minutes of the meeting shall be made available to the public except for minutes relating to business conducted when members of the public are excluded under the terms of Section 4.1 of these standing orders.

4.13 Quorum

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

4.13.2 If a Governor has been disqualified from participating in the discussion on any matter or from voting on any resolution by reason of the declaration of a conflict of interest they shall no longer count towards the quorum. If a quorum is then not available for the discussion 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 to be transacted.

5 ARRANGEMENTS FOR THE EXERCISE OF FUNCTIONS BY DELEGATION

5.1 Emergency Powers

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

5.2 Delegation to Committees

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

6 COMMITTEES

6.1 The Council of Governors may appoint Committees consisting wholly of persons who are Governors, save for the nomination committee for Non-Executive Directors

which shall include two directors in accordance with clause 25 the Constitution. Non-Governors may attend such Committees if appropriate under the Committee's terms of reference but they shall have no vote.

- 6.2 These standing orders, as far as they are applicable, shall apply with appropriate alteration to meetings of any Committees or sub-Committees so established by the Council of Governors.
- 6.3 Each such Committee or sub-Committee shall have such terms of reference and powers and be subject to such conditions as the Council of Governors shall decide. Such terms of reference shall have effect as if incorporated into these standing orders.
- 6.4 Committees may not delegate their powers to a sub-Committee unless expressly authorised by the Council of Governors.
- 6.5 The Council of Governors shall approve the membership of all Committees or sub-Committees that it has formally constituted.

7. CONFIDENTIALITY

- 7.1 A member of the Council of Governors or an attendee on a Committee of the Council of Governors shall not disclose a matter dealt with by, or brought before, the Council of Governors without its permission or until the Committee shall have reported to the Council or shall otherwise have concluded on that matter.
- 7.2 A Governor or a non-Governor in attendance at a Committee shall not disclose any matter dealt with by, the Committee, notwithstanding that the matter has been reported or action has been concluded, if the Council of Governors or Committee resolves that it is confidential.

8. DECLARATION OF INTERESTS AND REGISTER OF INTERESTS

- 8.1 Governors are required to comply with the Trust's standards of business conduct and to declare any interests including Relevant and Material Interests, Pecuniary Interests or Family Interest, whether that interest is direct or indirect, in any proposed contract or other matter which is under consideration or to be considered by the Council of Governors.
- 8.2 The responsibility for declaring an interest is solely that of the Governor concerned and shall be declared to the Company Secretary:
 - 8.2.1 within 28 days of election or appointment; or

- 8.2.2 if arising later, within seven days of the Governor becoming aware of the interest.
- 8.3 If a Governor has any doubt about the relevance of an interest, they should discuss it with the Chairman or the Company Secretary who shall advise whether or not the interest constitutes a conflict.
- 8.4 At the time Governors' interests are declared, they should be recorded in the Council of Governors minutes and entered on the Register of Governors' Interests maintained by the Company Secretary. Any changes in interests should be declared by the Governor at the next meeting of the Council of Governors following the change occurring.
- 8.5 Governors' directorships of companies likely or possibly seeking to do business with the Health Service should be published in the Trust's annual report.
- 8.6 During the course of a meeting of the Council of Governors, if a conflict of interest is established, the Governor concerned shall, unless two thirds of those Governors present agree otherwise, withdraw from the meeting and play no part in the relevant discussion or decision.
- 8.7 **Register of Interests**
- 8.7.1 The Company Secretary will ensure that a Register of Governors' Interests is established to record formally declarations of interests of Governors.
- 8.7.2 Details of the Register will be kept up to date and reviewed annually.

9. COMPLIANCE

- 9.1 All Governors of the Council shall comply with the code and standards of business conduct set by the Trust from time to time for the guidance of all staff employed by the Trust.
- 9.2 All Governors shall comply with Standing Financial Instructions prepared by the Chief Financial Officer and approved by the Board from time to time for the guidance of all staff employed by the Trust.

ANNEX 8 – STANDING ORDERS FOR THE PRACTICE AND PROCEDURE OF THE BOARD OF DIRECTORS

1. INTERPRETATION AND DEFINITIONS FOR STANDING ORDERS

- 1.1 Save as otherwise permitted by law, at any meeting the Chairman shall be the final authority on the interpretation of these standing orders (on which they should be advised by the Chief Executive Officer or Company Secretary).
- 1.2 Unless otherwise specified defined terms shall have the same meaning as set in the Constitution.
- 1.3 Throughout these standing orders, if not inconsistent with the context:
 - "Committee" means a committee or sub-committee of the Board
- 1.4 All references in these standing orders to the masculine gender shall be read as equally applicable to the feminine gender and vice versa.

2. INTRODUCTION

2.1 Statutory Framework

- 2.1.1 The Trust is a public benefit corporation which was established under the 2003 Act on 1 December 2006, subject to its Constitution and Licence.
- 2.1.2 The principal places of business of the Trust are the Basingstoke and North Hampshire Hospital, the Royal Hampshire County Hospital, Winchester and the Andover War Memorial Hospital.
- 2.1.3 The powers of the Trust are set out in the 2006 Act subject to any restrictions in its Licence.
- 2.1.4 The Constitution requires the Board to adopt standing orders for the regulation of its proceedings and business. The Trust must also adopt Standing Financial Instructions as an integral part of standing orders setting out the responsibility of individuals.
- 2.1.5 The Trust will also be bound by such other statute, legal provisions or guidance from Monitor which governs the conduct of its affairs.

2.2 Delegation of Powers

- 2.2.1 The powers of the Trust shall be exercised by the Board on behalf of the Trust.
- 2.2.2 Any of those powers may be delegated to a Committee or to an officer. The standing orders set out the detail of these arrangements. Pursuant to clause 6 of these standing orders, the Board is given powers to "make

arrangements for the exercise, on behalf of the Board of any of their functions by a Committee, sub-Committee or joint Committee, or by an officer of the Trust, under such restrictions and conditions as the Board thinks fit.

3. THE BOARD

3.1 Composition of the Board

The composition of the Board shall be as set out in clause 22.2 of the Constitution.

3.2 Appointment of Chairman and Directors

3.2.1 The Chairman and Non-Executive Directors are appointed by the Council of Governors in accordance with clause 25 of the Constitution.

3.2.2 The Chief Executive Officer and Executive Directors will be appointed or removed in accordance with clause 27 of the Constitution.

3.2.3 The Executive Directors other than the Chief Executive Officer will be appointed by a committee whose members shall be the Chairman, the Non-Executive Directors and the Chief Executive Officer.

3.3 Terms of Office of the Chairman and Directors

The provisions governing the period of tenure of office of the Chairman and Directors and for the termination or suspension of office of the Chairman and Directors are set out in the Constitution and these standing orders.

3.4 Joint Directors

3.4.1 Where more than one person is appointed jointly to the office of Director those persons shall become appointed as a Director jointly and shall count as one person.

3.4.2 Where the office of a Director is shared jointly by more than one person:

- (a) either or both of those persons may attend or take part in meetings of the Board;
- (b) if both are present at a meeting they should cast one vote if they agree;
- (c) in the case of disagreements no vote should be cast;
- (d) the presence of either or both of those persons should count as the presence of one person for the purposes of determining whether a quorum is present.

3.5 Role of Directors

The Board functions as a corporate decision making body and Non-Executive and Executive Directors are full and equal Board members. Their role as members of the Board will be to consider the key strategic and managerial issues facing the Trust in carrying out its statutory and other functions. In exercising these functions, the Board will consider guidance from the Monitor's Code of Governance as amended from time to time.

3.5.1 Executive Directors

Executive Directors shall exercise their authority within the terms of these standing orders, the Standing Financial Instructions and the Scheme of Delegation.

3.5.2 Chief Executive Officer

The Chief Executive Officer shall be responsible for the overall performance of the Trust. They are the Accounting Officer and shall be responsible for ensuring the discharge of obligations under any financial directions.

3.5.3 Chief Financial Officer

The Chief Financial Officer shall be responsible for the provision of financial advice to the Trust and for the supervision of financial control and accounting systems. They shall be responsible along with the Chief Executive Officer for ensuring the discharge of obligations under any relevant financial directions.

3.5.4 Chief Medical Officer

The Chief Medical Officer shall be responsible for professional leadership of medical clinicians across the Trust and for all matters related to the delivery of medical services to the highest possible standard for patients and service users.

3.5.5 Chief Nursing Officer

The Chief Nursing Officer shall be responsible for professional leadership of nurses, midwives and other healthcare professional across the Trust and for all matters related to the delivery of nursing, midwifery or therapy services to the highest possible standard for patients and service users.

3.5.6 Non-Executive Directors

The Non-Executive Directors shall not be granted nor shall they seek to exercise any individual executive powers on behalf of the Trust. They may however exercise collective authority when acting as Directors of or when chairing a committee of the Trust which has delegated powers.

3.5.7 Chairman

- (a) The Chairman shall be responsible for the operation of the Board and chair all Board meetings when present. The Chairman has certain delegated executive powers. The Chairman must comply with the terms of appointment and with these standing orders.
- (b) The Chairman shall work in close harmony with the Chief Executive Officer and shall ensure that key and appropriate issues are discussed by the Board in a timely manner with all the necessary information and advice being made available to the Board to inform the debate and ultimate resolutions.

3.5.8 Senior Independent Director

- (a) The Senior Independent Director will be required to be available to Members and Governors if they have concerns which contact through the normal channels of the Executive Directors or the Chairman has failed to resolve or for which such contact is inappropriate.
- (b) The Senior Independent Director shall also lead and carry out, in conjunction with the other Non-Executive Directors and the Council of Governors, an annual appraisal of the performance of the Chairman.

3.6 Corporate role of the Board

3.6.1 All business conducted by the Trust shall be conducted in the name of the Trust.

3.6.2 All funds received in Trust shall be held in the name of the Trust as corporate trustee.

3.7 Schedule of Matters reserved to the Board and Scheme of Delegation

3.7.1 The Board has resolved that certain powers and decisions may only be exercised by the Board in formal session. These powers and decisions are set out in the Scheme of Delegation and shall have effect as if incorporated into the standing orders. Those powers which it has delegated to officers and other bodies are contained in the Scheme of Delegation.

3.7.2 Lead Roles for Directors

The Chairman will ensure that the designation of lead roles as set out in any statutory or other guidance will be made in accordance with that guidance or statutory requirement (e.g. appointing a Lead Director with responsibilities for Infection Control or Child Protection Services etc.).

4. MEETINGS OF THE TRUST

4.1 Calling meetings

- 4.1.1 Ordinary meetings of the Board shall be held at regular intervals at such times and places as the Board may determine.
- 4.1.2 The Chairman may call a meeting of the Board at any time.
- 4.1.3 One third or more Directors may requisition a meeting in writing. If the Chairman refuses, or fails, to call a meeting within seven days of a requisition being presented, the Directors signing the requisition may forthwith call a meeting.

4.2 Meetings Held in Public

- 4.2.1 Meetings of the Board shall be open to members of the public.
- 4.2.2 The right of attendance referred to above carries no right to ask questions or otherwise participate in the meeting.
- 4.2.3 in certain circumstances, members of the public can be excluded from a meeting for Special Reasons.
- 4.2.4 A public notice of the time and place of public meetings shall be published on the trust website.
- 4.2.5 In the event that the public and press are admitted to all or part of a Board meeting pursuant to paragraph 4.2.1 above, the Chairman or the person chairing the meeting shall give such directions as they think fit with regard to the arrangements for meetings and accommodation of the public and representatives of the press such as to ensure that the Trust's business shall be conducted without interruption and disruption and, the public and/or press may be required to withdraw from a Board meeting at any time and for any reason whatsoever.
- 4.2.6 Nothing in these standing orders shall be construed as permitting the introduction by the public, or press representatives, of recording, transmitting, video or similar apparatus into meetings of the Trust.
- 4.2.7 The Chairman may exclude any member of the public from a meeting of the Board if they are interfering with or preventing the proper conduct of the meeting.

4.3 Notice of Meetings and the Business to be transacted

- 4.3.1 Before each meeting of the Board a written notice specifying the business proposed to be transacted shall be delivered to every Director, or sent by post to the usual place of residence of each Director, so as to be available to Directors at least three Clear Days before the meeting. The notice shall be sent by the Chairman or by an officer authorised to do so on their behalf.

Failure to serve such a notice on any Director shall not affect the validity of a meeting.

4.3.2 In the case of a meeting called by Directors in default of the Chairman calling the meeting, the notice shall be signed by those Directors.

4.3.3 No business shall be transacted at the meeting other than that specified on the agenda or emergency Motions allowed under paragraph 4.7.

4.2.4 A Director desiring a matter to be included on an agenda shall make their request in writing to the Chairman at least ten (10) Clear Days before the meeting. The request should state whether the item of business is proposed to be transacted in the presence of the public and should include appropriate supporting information. Requests made less than 10 days before a meeting may be included on the agenda at the discretion of the Chairman.

4.4 Agenda and Supporting Papers

4.4.1 The Agenda will be sent to Directors three (3) Clear Days before the meeting and supporting papers, whenever possible, shall accompany the agenda, but will certainly be dispatched no later than three Clear Days before the meeting, save in emergency.

4.4.2 Governors are entitled to receive a copy of the Agenda before the meeting.

4.5 Petitions

Where a petition has been received by the Trust the Chairman shall include the petition as an item for the agenda of the next Board meeting.

4.6 Notice of Motion

4.6.1 Subject to the provision of paragraph 4.8 and 4.9 a Director of the Board wishing to move a Motion shall send a written notice to the Company Secretary who will ensure that it is brought to the immediate attention of the Chairman.

4.6.2 The notice shall be delivered at least 10 Clear Days before the meeting. The Chairman shall include in the agenda for the meeting all notices so received that are in order and permissible under governing regulations. This standing order shall not prevent any Motion being withdrawn or moved without notice on any business mentioned on the agenda for the meeting.

4.7 Emergency Motions

Subject to the agreement of the Chairman, and subject also to the provision of paragraph 4.8, a Director may give written notice of an emergency Motion after the issue of the notice of meeting and agenda, up to one hour before the time fixed for the meeting. The notice shall state the grounds of urgency. If in order, it shall be declared to the Board at the commencement of the business of the meeting as an

additional item included in the agenda. The Chairman's decision to include the item shall be final.

4.8 Motions: Procedure at and during a meeting

4.8.1 A Motion may be proposed by the chairman of the meeting or any Director present. It must also be seconded by another Director.

4.8.2 Contents of Motions

The Chairman may exclude from the debate at their discretion any such Motion of which notice was not given on the notice summoning the meeting other than a Motion relating to:

- (a) the reception of a report;
- (b) consideration of any item of business before the Board;
- (c) the accuracy of minutes;
- (d) that the Board proceed to next business;
- (e) that the Board adjourn;
- (f) that the question be now put.

4.8.3 Amendments to Motions

- (a) A Motion for amendment shall not be discussed unless it has been proposed and seconded.
- (b) Amendments to Motions shall be moved relevant to the Motion, and shall not have the effect of negating the Motion before the Board.
- (c) If there are a number of amendments, they shall be considered one at a time. When a Motion has been amended, the amended Motion shall become the substantive Motion before the meeting, upon which any further amendment may be moved.

4.8.4 Rights of reply to Motions

(a) Amendments

The mover of an amendment may reply to the debate on their amendment immediately prior to the mover of the original Motion, who shall have the right of reply at the close of debate on the amendment, but may not otherwise speak on it.

(b) Substantive/original Motion

The Director who proposed the substantive Motion shall have a right of reply at the close of any debate on the Motion.

4.8.5 Withdrawing a Motion

A Motion, or an amendment to a Motion, may be withdrawn.

4.8.6 Motions once under debate

- (a) When a Motion is under debate, no Motion may be moved other than:
- an amendment to the Motion;
 - the adjournment of the discussion, or the meeting;
 - that the meeting proceed to the next business;
 - that the question should be now put;
 - the appointment of an 'ad hoc' committee to deal with a specific item of business; and
 - that a Director be not further heard.
- (b) In those cases where the Motion is either that the meeting proceeds to the 'next business' or 'that the question be now put' in the interests of objectivity these should only be put forward by a Director who has not taken part in the debate and who is eligible to vote.
- (c) If a Motion to proceed to the next business or that the question be now put, is carried, the Chairman should give the mover of the substantive Motion under debate a right of reply, if not already exercised. The matter should then be put to the vote.

4.9 Motion to Rescind a Resolution

4.9.1 Notice of Motion to rescind any resolution (or the general substance of any resolution) which has been passed within the preceding six calendar months shall bear the signature of the Director who gives it and also the signature of three other Directors, and before considering any such Motion of which notice shall have been given, the Board may refer the matter to any appropriate Committee or the Chief Executive Officer for recommendation.

4.9.2 When any such Motion has been dealt with by the Board it shall not be competent for any Director other than the Chairman to propose a Motion to the same effect within six months. This paragraph shall not apply to Motions moved in pursuance of a report or recommendations of a Committee or the Chief Executive Officer.

4.10 Chairman of meeting

At any meeting of the Board the Chairman, if present, shall preside. If the Chairman is absent, the Senior Independent Director, or if absent any such Non-Executive Director as the Directors present choose shall preside.

4.11 Chairman's ruling

The decision of the chairman of the meeting on questions of order, relevancy and regularity (including procedure on handling Motions) and their interpretation of the standing orders and Standing Financial Instructions, at the meeting, shall be final.

4.12 Quorum

4.12.1 No business shall be transacted at a meeting unless at least one-third of the whole number of Directors (including at least one Executive Director and one Non-Executive Director) is present and the number of Non-Executive Directors exceeds the numbers of Executive Directors.

4.12.2 An officer in attendance for an Executive Director but without formal acting up status may not count towards the quorum.

4.12.3 If the Chairman or a Director has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of a declaration of a conflict of interest, that person shall no longer count towards the quorum. If a quorum is then not available for the discussion 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.

4.13 Voting

4.13.1 Save as provided in paragraphs 4.14 and 4.15, every question put to a vote at a meeting shall be determined by a majority of the votes of Directors present and voting on the question. In the case of an equal vote, the person chairing the meeting shall have a second, and casting vote.

4.13.2 At the discretion of the Chairman all questions put to the vote shall be determined by oral expression or by a show of hands, unless the Chairman directs otherwise, or it is proposed, seconded and carried that a vote be taken by paper ballot.

4.13.3 If at least one third of the Directors present so request, the voting on any question may be recorded so as to show how each Director present voted or did not vote (except when conducted by paper ballot).

4.13.4 If a Director so requests, their vote shall be recorded by name.

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

4.13.6 A manager who has been formally appointed by the Board to act up for a Director during a period of incapacity or temporarily to fill a Director vacancy shall be entitled to exercise the voting rights of the Director.

4.13.7 A manager attending the Board meeting to represent a Director during a period of incapacity or temporary absence without formal acting up status may not exercise the voting rights of the Director. An officer's status when attending a meeting shall be recorded in the minutes.

4.14 Suspension of Standing Orders

4.14.1 Except where this would contravene any provision in the Constitution, the Licence, any statutory provision, any direction made by Monitor, or the rules relating to quorum, any one or more of the standing orders may be suspended at any meeting, provided that at least two-thirds of the whole number of the Directors are present (including at least one Executive Director and one Non-Executive Director) and that at least two-thirds of those Directors present signify their agreement to such suspension. The reason for the suspension shall be recorded in the Trust Board's minutes.

4.14.2 A separate record of matters discussed during the suspension of standing orders shall be made and shall be available to the Chairman and Directors.

4.14.3 No formal business may be transacted while standing orders are suspended.

4.14.4 The Audit Committee shall review every decision to suspend standing orders.

4.15 Variation and amendment of Standing Orders

These Standing Orders shall not be varied except in the following circumstances:

4.15.1 upon a notice of Motion under paragraph 4.8;

4.15.2 upon a recommendation of the Chairman or Chief Executive Officer included on the agenda for the meeting;

4.15.3 providing that two thirds of the Board Directors are present at the meeting where the variation or amendment is being discussed;

4.15.4 providing that a majority of the Directors present vote in favour of the amendment; and

4.15.5 providing that any variation or amendment does not contravene a statutory provision or direction made by Monitor.

4.16 Record of Attendance

The names of the Directors present at the meeting shall be recorded.

4.17 Minutes

- (a) The minutes of the proceedings of a meeting shall be drawn up and submitted for agreement at the next ensuing meeting where they shall be signed by the person presiding at it.
- (b) No discussion shall take place upon the minutes except upon their accuracy or where the Chairman considers discussion appropriate.
- (c) As soon as practicable after holding a meeting, the Board must send a copy of the minutes to the members of the Council of Governors.

5. APPOINTMENT OF TRUST COMMITTEES AND SUB COMMITTEES

5.1 Appointment of Committees

5.1.1 Subject to the Constitution, the Trust Board may appoint Committees of the Board consisting wholly or partly of Directors or wholly of persons who are not Directors of the Trust.

5.1.2 The Board shall determine the membership and terms of reference of Committees and sub-Committees and shall if it requires to, receive and consider reports of such Committees.

5.2 Applicability of Standing Orders and Standing Financial Instructions to Committees

The standing orders and Standing Financial Instructions of the Trust, as far as they are applicable, shall as appropriate apply to meetings and any Committees established by the Trust.

5.3 Terms of Reference

Each such Committee shall have such terms of reference and powers and be subject to such conditions, as the Board shall decide and shall be in accordance with any legislation and regulation or direction issued by Monitor. Such terms of reference shall have effect as if incorporated into the standing orders.

5.4 Delegation of powers by Committees to Sub-Committees

Where Committees are authorised to establish sub-Committees they may not delegate executive powers to the sub-Committee unless expressly authorised by the Board.

5.5 Approval of Appointments to Committees

The Board shall approve the appointments to each of the Committees which it has formally constituted.

5.6 Appointments for Statutory functions

Where the Board is required to appoint persons to a Committee and/or to undertake statutory functions as required by Monitor, and where such appointments are to operate independently of the Board such appointment shall be made in accordance with the regulations and directions made Monitor.

5.7 Committees established by the Board

The Committees and sub-Committees established by the Board are:

5.7.1 Audit Committee

- (a) As laid down in the Constitution and the 2006 Act, a committee of Non-Executive Directors will be established to provide the Board with an independent and objective review of its financial systems, financial information and compliance with laws, guidance, and regulations governing the NHS.
- (b) The Committee shall comprise a minimum of three Non-Executive Directors of which at least one must have significant, recent and relevant financial experience.

5.7.2 Remuneration Committee for Executive Directors

As laid down in the Constitution, a Committee of Non-Executive Directors will be established to decide the remuneration and allowances of the Executive Directors.

5.7.3 Nomination Committee for Executive Directors

As laid down in the Constitution, a Committee comprising the Trust's Non-Executive Directors and Chief Executive Officer will be established to review the appointment and re-appointment of the Executive Directors.

5.7.4 Other Committees

The Board may also establish such other committees as required to discharge the Trust's responsibilities.

- 5.8 Where the Trust is required to appoint persons to a Committee and/or to undertake statutory functions or those functions required by Monitor and where such appointments are to operate independently of the Trust such appointment shall be made in accordance with any guidance by Monitor.

6. ARRANGEMENTS FOR THE EXERCISE OF TRUST FUNCTIONS BY DELEGATION

6.1 Delegation of Functions to Committees, Officers or other bodies

Subject to the Constitution and the Licence and such guidance as may be given by the Monitor, the Board may make arrangements for the exercise, on behalf of the

Board, of any of its functions by a Committee, sub-Committee appointed by virtue of paragraph 5, or by an officer of the Trust, or by another body as defined in paragraph 6.3, 6.4 and 6.5 below, in each case subject to such restrictions and conditions as the Trust thinks fit.

6.2 Emergency Powers and urgent decisions

The powers which the Board has reserved to itself within these standing orders may in emergency or for an urgent decision be exercised by the Chief Executive Officer and the Chairman. The exercise of such powers by the Chief Executive Officer and Chairman shall be reported to the next formal meeting of the Board for formal ratification.

6.3 Delegation to Committees

The Board shall agree from time to time to the delegation of executive powers to be exercised by other Committees or sub-Committees, or joint-committees which it has formally constituted in accordance with the Constitution and 2006 Act. The Constitution and terms of reference of these Committees or sub-committees and their specific executive powers shall be approved by the Board in respect of its sub-Committees.

6.4 Delegation to Officers

6.4.1 Those functions of the Trust which have not been retained as reserved by the Board or delegated to other Committee or sub-Committee shall be exercised on behalf of the Trust by the Chief Executive Officer. The Chief Executive Officer shall determine which functions they will perform personally and shall nominate officers to undertake the remaining functions for which they will still retain accountability to the Trust.

6.4.2 The Chief Executive Officer shall prepare a Scheme of Delegation identifying their proposals which shall be considered and approved by the Board. The Chief Executive Officer may periodically propose amendment to the Scheme of Delegation which shall be considered and approved by the Board.

6.4.3 Nothing in the Scheme of Delegation shall impair the discharge of the direct accountability to the Board of the Chief Financial Officer to provide information and advise the Board in accordance with the Constitution, Licence and any statutory requirements, or provisions required by Monitor.

6.5 Schedule of Matters Reserved to the Trust and Scheme of Delegation of powers

The arrangements made by the Board as set out in the Scheme of Delegation shall have effect as if incorporated in these standing orders.

6.6 Duty to report non-compliance with standing orders and Standing Financial Instructions

If for any reason these standing orders are not complied with, full details of the non-compliance and any justification for non-compliance and the circumstances around the non-compliance, shall be reported to the next formal meeting of the Board for action or ratification. All Directors and employees of the Trust have a duty to disclose any non-compliance with these standing orders to the Chief Executive Officer as soon as possible.

7. OVERLAP WITH OTHER TRUST POLICY STATEMENTS/PROCEDURES, REGULATIONS AND THE STANDING FINANCIAL INSTRUCTIONS

7.1 Policy statements: general principles

The Board will from time to time agree and approve policy statements or procedures which will apply to all or specific groups of staff employed by the Trust. The decisions to approve such policies and procedures will be recorded in an appropriate Board minute and will be deemed where appropriate to be an integral part of the Trust's Standing Financial Instructions.

7.2 Specific Policy statements

Notwithstanding the application of paragraph 7.1 above, these standing orders and the Standing Financial Instructions must be read in conjunction with the following policy statements:

7.2.1 the Standards of Business Policy and Conflicts of Interest Policy for Trust employees; and

7.2.2 the employees Disciplinary and Appeals Procedures adopted by the Trust.

both of which shall have effect as if incorporated in these standing orders.

7.3 Standing Financial Instructions

Standing Financial Instructions adopted by the Trust Board in accordance with financial regulations shall have effect as if incorporated in these standing orders.

7.4 Specific guidance

Notwithstanding the application of paragraph 7.1 above, these standing orders and the Standing Financial Instructions must be read in conjunction with any statute, statutory instrument, statutory guidance or guidance issued by Monitor or such other regulatory or supervisory body as may choose to issue from time to time.

8. DUTIES AND OBLIGATIONS OF DIRECTORS UNDER THESE STANDING ORDERS

Directors of the Trust, by virtue of being directors of a public benefit corporation must comply with the following duties;

8.1 Promotion of the success of the Trust.

The general duty of the Board and of each Director individually is to act with a view to promoting the success of the Trust so as to maximise the benefit for the Members as a whole and the public; and

8.2 Not to accept a benefit from a third party by reason of being a Director, of doing (or not doing) anything in that capacity, unless acceptance cannot reasonably be regarded as likely to give rise to a conflict of interest.

8.3 Avoidance of Conflicts of Interest

8.3.1 Directors have a duty to avoid a situation in which they have (or can have) a direct or indirect interest, including any Pecuniary Interest, Relevant and Material Interest or Family Interest, that conflicts (or possibly may conflict) with the interests of the Trust, unless the matter cannot reasonably be regarded as giving rise to a conflict of interest or the matter has been authorised in accordance with the Constitution.

8.3.2 The responsibility for declaring an interest is solely that of the Director concerned and shall be declared to the Company Secretary:

- (a) within 28 days of appointment; or
- (b) if arising later, within seven days of the Director becoming aware of the interest.

If a declaration made this paragraph 8.3.2 proves to be or becomes inaccurate or incomplete, a further declaration must be made by the Director concerned

8.3.3 Directors shall not accept a benefit from a third party by reason of being a Director, (or not doing) anything in that capacity, unless acceptance cannot reasonably be regarded as likely to give rise to a conflict of interest.

8.3.4 A Director need not declare an interest;

- (a) if it cannot be reasonably be regarded as likely to give rise to a conflict of interest.
- (b) If, or to the extent that, the Directors are already aware of it; or
- (c) If, or to the extent that, it concerns terms of the Directors appointment that have been or are to be considered by a meeting of the Board.

8.3.5 Advice on Interests

If Board Directors have any doubt about the relevance of an interest, this should be discussed with the Chairman or with the Company Secretary.

8.3.6 Recording of Interests in Trust Board minutes

At the time Directors' interests are declared, they should be recorded in the Board minutes. Any changes in interests should be declared at the next Board meeting following the change occurring and recorded in the minutes of that meeting.

8.3.7 Publication of declared interests in annual report

Directors' directorships of companies likely or possibly seeking to do business with the Health Service should be published in the Trust's annual report. The information should be kept up to date for inclusion in succeeding annual reports.

8.3.8 Conflicts of interest which arise during the course of a meeting

During the course of a Board meeting, if a conflict of interest is established, the Director concerned should withdraw from the meeting and play no part in the relevant discussion or decision.

8.3.9 Register of Interests

- (a) The Company Secretary will create and maintain a Register of Directors' Interests to record formally declarations of interests of Board or Committee Directors. In particular the register will include details of all directorships and other Relevant and Material, Pecuniary or Family Interests which have been declared by both Executive and Non-Executive Directors.
- (b) These details will be kept up to date by means of an annual review of the Register in which any changes to interests declared during the preceding twelve months will be incorporated.
- (c) The Register will be available to the public and the Chief Executive Officer will take reasonable steps to bring the existence of the Register to the attention of local residents and to publicise arrangements for viewing it.

8.3.10 Exclusion of Chairman and Directors in proceedings on account of Pecuniary Interest, Relevant or Material Interest or Family Interest

- (a) Subject to the following provisions of these standing orders, if the Chairman or a Director has any Pecuniary, Family or Relevant or Material Interest, direct or indirect, in any contract, proposed contract or other matter and is present at a meeting of the Board at which the contract or other matter is the subject of consideration, they shall at the meeting and as soon as practicable after its commencement disclose the fact and shall not take part in the consideration or discussion of the contract or other matter or vote on any question with respect to it.

- (b) The Board may exclude the Chairman or a Director from a meeting of the Board while any contract, proposed contract or other matter in which they have a Pecuniary Interest, Family or Material or Relevant Interest is under consideration, or while any remuneration, compensation or allowance payable to the Chairman or a Director is under consideration.
- (c) These standing orders apply to a Committee or sub-Committee as they apply to the Board.

8.4 Constitutional Amendments

In accordance with section 42 of the Constitution, Directors may, approve amendments to the Constitution providing that a majority of Directors present and entitled to vote at a quorate meeting of the Board do so.

9. CUSTODY OF SEAL, SEALING OF DOCUMENTS AND SIGNATURE OF DOCUMENTS

9.1 Custody of Seal

The common seal of the Trust shall be kept by the Company Secretary in a secure place.

9.2 Sealing of Documents

Where it is necessary that a document shall be sealed, the seal shall be affixed in the presence of two Directors or a Director and the Company Secretary and shall be attested by them.

9.3 Register of Sealing

The Company Secretary shall keep a register in which they shall enter a record of the sealing of every document.

9.4 Signature of documents

Signing off of documents shall be made in accordance with the limits of authority set out in the Scheme of Delegation and Standard Financial Instructions except:

- 9.4.1 Where any document will be a necessary step in legal proceedings on behalf of the Trust, it shall, unless any enactment otherwise requires or authorises, be signed by the Chief Executive Officer or, in their absence, any Director, and
- 9.4.2 In land transactions, the main or principal documents effecting the transfer (e.g. sale and purchase agreement, lease, contracts for construction works and main warranty agreements or any document which is required to be executed as a deed), shall only be signed by a Director and/or the Company Secretary as required

ANNEX 9 – FURTHER PROVISIONS

1. RESTRICTIONS ON, AND DISQUALIFICATION, FROM MEMBERSHIP

- 1.1 A person may not become a Member of the Trust if within the last five years:
- 1.1.1 they have received a notice under the Trust's Zero Tolerance Procedure for Care of Patients who are violent or abusive, or
 - 1.1.2 they have been involved in a serious incident of violence at any of the Trust's hospitals or facilities or against any of the Trust's employees, or registered volunteers.
- 1.2 A person may not become a Member of the Trust if they are under 16 years of age.
- 1.3 Where the Trust is on notice that a Member may be disqualified from membership, or may no longer be eligible to be a Member they shall give the Member 14 days written notice to show cause why their name should not be removed from the register of Members. On receipt of any such information supplied by the Member or failure by a Member to submit such information within 14 days, the Company Secretary may, if they consider it appropriate, remove the Member from the register of Members. In the event of any dispute the Company Secretary shall refer the matter to the Council of Governors to determine.
- 1.4 It is the responsibility of each Member to ensure their eligibility at all times and not the responsibility of the Trust to do so on their behalf. All Members of the Trust shall be under a duty to notify the Company Secretary of any change in their particulars which may affect their eligibility as a Member.

2. TERMINATION OF MEMBERSHIP

A Member shall cease to be a Member if:

- 2.1 They die;
- 2.2 they resign by notice to the Trust;
- 2.3 they cease to be entitled under this Constitution to be a Member of the public Constituency or of any of the classes of the staff Constituency;
- 2.4 They are disqualified from being a Member under this Constitution or is expelled as a Member; or
- 2.5 if it appears to the Company Secretary that they no longer wishes to be a Member of the Trust, and after enquiries made in accordance with a process approved by the Council of Governors, they fail to establish that they wish to continue to be a Member of the Trust.

3. EXPULSION BY THE COUNCIL OF GOVERNORS

- 3.1 A Member may be expelled by a resolution of the Council of Governors. The procedure in paragraphs 3.2 to 3.4 is to be adopted.
- 3.2 A Member may complain to the Company Secretary that another Member has acted in a way detrimental to the interests of the Trust.
- 3.3 If a complaint is made, the Council of Governors may itself consider the complaint having taken such steps as it considers appropriate to ensure the Member in question has their point of view heard and may either:
- 3.3.1 dismiss the complaint and take no further action; or
 - 3.3.2 arrange for a resolution to expel the Member complained of to be considered at the next meeting of the Council of Governors.
- 3.4 If a resolution to expel a Member is to be considered at a meeting of the Council of Governors, details of the complaint must be sent to the Member complained of not less than one calendar month before the meeting with an invitation to answer the complaint and attend the meeting.
- 3.5 At the meeting the Council of Governors the Governors will consider evidence in support of the complaint and such evidence as the Member complained of may wish to place before them.
- 3.6 If the Member complained of fails to attend the meeting without due cause the meeting may proceed in their absence.
- 3.7 A person expelled from membership will cease to be a Member upon the declaration by the Chairman of the meeting that the resolution to expel them is carried.
- 3.8 No person who has been expelled from membership is to be re-admitted except by a resolution carried by the votes of two-thirds of the Members of the Council of Governors present and voting at a meeting of the Council of Governors.

ANNEX 10 – ANNUAL MEMBERS MEETING

1. The Trust shall hold an Annual General Meeting for all Members within six months of the end of the financial year.
2. Annual General Meetings shall be open to all Members, members of the Council of Governors and members of the Board, together with representatives of the Trust's Auditors, and to members of the public. The Trust may invite representatives of the media and any experts or advisors whose attendance they consider to be in the best interests of the Trust to attend any such meeting.
3. The Board (or at least one member thereof) shall present to the members at the Annual General Meeting:
 - a. the annual accounts;
 - b. any report of the Auditor on them;
 - c. the annual report.
4. The Trust shall give notice of all Annual General meeting:
 - a. by notice prominently displayed at the Trust's headquarters and at all of the Trust's hospitals;
 - b. by notice on the Trust's website; and
 - c. stating the time, date, place of the meeting, and the business to be dealt with at the meeting at least 14 working days before the date of the relevant meeting.

An accidental omission to give notice of an Annual General Meeting or to send, supply or make available any document or information relating to the meeting, or the non-receipt of any such notice, document or information by a person entitled to receive any such notice, document or information shall not invalidate the proceedings at that meeting.

5. The Chair, or in their absence the Senior Independent Director shall preside at the Annual General Meetings of the Trust. If neither the Chairman nor the Senior Independent Director is present, the Governors present shall chose one of the Non-Executive Directors to act as chairman of the meeting.
6. The quorum for an Annual General Meeting shall be 4 (four) Members present and entitled to vote. If a quorum is not present within thirty minutes from the time appointed for the meeting, the meeting shall stand adjourned for a minimum of seven days until such time as the Board determines.

7. The Chairman may, with the consent of an Annual General Meeting at which a quorum is present (and shall, if so directed by the meeting), adjourn a members' meeting from time to time and from place to place or for an indefinite period.
8. A resolution put to the vote of a members' meeting shall be decided on a show of hands.
9. No business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.
10. If the Board, in its absolute discretion, considers that it is impractical or unreasonable for any reason to hold an Annual General Meeting at the time, date or place specified in the notice calling that meeting, it may move and/or postpone the Annual General Meeting to another time, date and/or place.
11. In the case of an Annual General Meeting being adjourned or postponed for 14 days or more, at least seven working days' notice shall be given specifying the time and place of the adjourned members' meeting and the general nature of the business to be transacted.
12. The Board may make any arrangement and impose any restriction it considers appropriate to ensure the security of an Annual General Meeting.
13. Any approval to speak at a members' meeting must be given by the Chairman. Speeches must be directed to the matter, Motion, or question under discussion or to a point of order. Unless in the opinion of the Chairman it would not be appropriate or desirable to time limit speeches on any topic to be discussed having regard to its nature, complexity or importance, no proposal, speech or any reply may exceed three minutes. In the interests of time, the Chairman may, in their absolute discretion, limit the number of replies, questions or speeches which are heard at any one members' meeting.
14. A person who has already spoken on a matter at an Annual General Meeting may not speak again at that meeting in respect of the same matter except (i) in exercise of a right of reply, or (ii) on a point of order.
15. The Board shall cause minutes to be made and kept, in writing, of all proceedings at members' meetings.