

**AUTHORISATION**

**of**

**NORTHAMPTONSHIRE HEALTHCARE NHS FOUNDATION TRUST**

**(pursuant to section 35 of the National Health Service Act 2006)**



Signature: .....

A handwritten signature in black ink, appearing to read 'William May', written over a dotted line.

**1 May 2009**

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## **PART 1 Authorisation**

1. Monitor (“Monitor”), the Independent Regulator of NHS Foundation Trusts, in exercise of the powers conferred by section 35 of the National Health Service 2006 (“**the Act**”) and all other powers exercisable by Monitor, hereby authorises Northamptonshire Healthcare NHS Trust to become an NHS Foundation Trust (“**the Trust**”), subject to the Conditions set out in Part 3 hereof.
2. This Authorisation shall come into force on 1 May 2009.
3. Subject to the provisions of sections 54 and 55 of the Act, this Authorisation shall be of unlimited duration.
4. This Authorisation is not assignable.
5. Monitor may vary the Conditions of this Authorisation.

## **PART 2 Interpretation and construction**

1. Words and expressions used in the Authorisation shall be construed as if they were in an Act of Parliament and the Interpretation Act 1978 applied to them.
2. Any reference to an enactment shall include any re-enactment thereof or amendment thereto.
3. Words and expressions defined in the Act shall have the same meaning when used in this Authorisation.
4. Unless otherwise specified, any reference to a numbered Condition (with or without a suffix letter) or Schedule is a reference to the Condition or Schedule bearing that number in this Authorisation.
5. In construing the provisions of this Authorisation, the heading or title of any Part, Condition or Schedule shall be disregarded.
6. Where any obligation of the Trust is required to be performed by a specified date or within a specified period, and where the Trust has failed so to perform, such obligation shall continue to be binding and enforceable after the specified date or after the expiry of the specified period.

7. In this Authorisation:

“ancillary services” means services which support the provision of the mandatory goods and services listed in Schedule 2.

“property” is land and buildings owned or leased by the Trust.

“the Board of Directors” means the Board of Directors of the Trust.

“the provision of goods and services for purposes related to the provision of health care” includes the provision of social care services.

“high security psychiatric services” has the same meaning as in section 4 of the Act.

## **PART 3 Conditions**

### **1. Principal Purpose**

The principal purpose of the Trust is the provision of goods and services for the purposes of the health service in England. This does not preclude the provision of cross-border services to other parts of the United Kingdom.

### **2. General duty**

The Trust shall exercise its functions effectively, efficiently and economically.

### **3. Constitution**

- (1) The Trust may make amendments to its constitution with the approval of Monitor.
- (2) The constitution, incorporating any amendments which may be made thereto, is annexed at Schedule 1.

### **4. Compliance and enforcement**

- (1) The Trust shall comply with:
  - any requirements imposed on it under the Act or any other enactment;
  - the Conditions of this Authorisation;
  - the terms of its constitution;
  - if applicable, directions issued by the Secretary of State with respect to safety and security in connection with the provision of high security psychiatric services; and
  - the terms of its contracts with bodies which commission the Trust to provide goods and services (including education and training, accommodation and other facilities) for the purposes of the health service in England.
- (2) The Trust shall comply with any guidance issued by Monitor, unless Monitor has agreed with the Trust that, in the particular circumstances, the Trust is not required to comply.
- (3) A failure to comply may result in Monitor taking enforcement action under sections 52, 53 or 54 of the Act.

### **5. Governance**

- (1) The Trust shall ensure the existence of appropriate arrangements to provide representative and comprehensive governance in accordance with the Act and to maintain the organisational capacity necessary to deliver the mandatory goods and services referred to in Condition 7(1) and listed in Schedule 2 and

the mandatory education and training referred to in Condition 7(2) and listed in Schedule 3.

- (2) The Trust shall comply with the principles of best practice applicable to corporate governance in the NHS/health sector, with any relevant code of practice and with any guidance which may be issued by Monitor.

#### 6. Health care and other standards

- (1) The Trust shall put and keep in place and comply with arrangements for the purpose of monitoring and improving the quality of health care provided by and for the Trust.
- (2) The Trust shall comply with statements of standards in relation to the provision of health care published by the Secretary of State under section 46 of the Health and Social Care (Community Health and Standards) Act 2003, as currently set out in the Department of Health publication Health and Social Care Standards and Planning Framework (July 2004) as may be amended from time to time.
- (3) If applicable, the Trust shall comply with any statements of standards with respect to social care services which the Secretary of State may issue from time to time.
- (4) If applicable, the Trust shall comply with any statements of standards with respect to security and risk management which the Secretary of State may issue from time to time.

#### 7. Mandatory Services

- (1) The Trust is required to provide for the purposes of the health service in England the goods and services listed in Schedule 2 in the volumes or amounts specified therein ("**mandatory goods and services**") which goods and services in the volumes or amounts specified are to be provided pursuant to a legally binding contract or contracts between the Trust and one or more of the commissioning bodies, or on the understanding that the Trust and the relevant commissioning body or bodies will conclude a legally binding contract or contracts for the provision of said goods and services in the volumes or amounts specified within 12 months of the date on which this authorisation comes into force. This requirement includes an obligation to provide any ancillary services, accommodation and other facilities related to said goods and services and which are generally accepted to be required for the effective, efficient and economic provision of said goods and services in the volumes or amounts specified.
- (2) The Trust is required to provide education and training to third parties for the purposes of the health service in England listed in Schedule 3 in the volumes or amounts specified therein ("**mandatory education and training**"), which are to be provided pursuant to a legally binding contract or contracts between the Trust and one or more of the commissioning bodies, or on the understanding that the Trust and the relevant commissioning body or bodies will conclude a legally binding contract or contracts for the provision of said education and training in the volumes or amounts specified within 12 months of the date on which this authorisation comes into force.

- (3) Monitor reserves the right to vary the goods and services and the volumes or amounts thereof which the Trust is required to provide in terms of Condition 7(1) and the education and training to third parties and the volumes or amounts thereof which the Trust is required to provide in terms of Condition 7(2), in particular in order to ensure the continuity of local service provision and the fulfilment of local health needs as they may vary from time to time.
- (4) The Board of Directors of the Trust shall regularly review and shall at all times maintain and ensure the capacity and capability of the Trust to provide the mandatory goods and services referred to in Condition 7(1) and listed in Schedule 2.

8. Authorised Services

- (1) The Trust is authorised to provide goods and services (including education and training, accommodation and other facilities) for purposes related to the provision of health care, subject to written confirmation to Monitor by the Board of Directors that the Board of Directors is satisfied that the Trust has the capacity and the capability to provide said goods and services and that the provision of said goods and services will not inhibit the provision by the Trust of the mandatory goods and services referred to in Condition 7(1) and listed in Schedule 2.
- (2) Monitor reserves the right to refuse to authorise specific goods and services in circumstances where Monitor is not satisfied that the Board of Directors has a proper basis for the written confirmation referred to in Condition 8(1).
- (3) The Trust shall establish and maintain an up to date register of the goods and services referred to in Condition 8(1). With respect to education and training, only education and training provided to third parties shall be included in the register. Accommodation and other facilities do not require to be included in the register of goods and services.
- (4) The Trust shall make the register of goods and services available for public inspection on payment of such reasonable fee, if any, as the Trust may determine.
- (5) The Trust is authorised to carry out research in connection with the provision of health care, subject to written confirmation to Monitor by the Board of Directors that the Board of Directors is satisfied that the Trust has the capacity and the capability to provide said research, that all relevant authorisations with respect to the carrying out of said research have been secured, that the said research will be carried out in accordance with the generally accepted ethical standards and that the said research will not inhibit the provision by the Trust of the mandatory goods and services referred to in Condition 7(1) and listed in Schedule 2.
- (6) Monitor reserves the right to refuse to authorise research in circumstances where Monitor is not satisfied that the Board of Directors has a proper basis for the written confirmation referred to in Condition 8(5).
- (7) The Trust is authorised to make facilities and staff available for the purposes of education, training or research carried on by others.

- (8) Any activities undertaken by the Trust, other than the provision of goods and services for purposes related to the provision of health care, shall be subject to any restrictions which may be imposed by Monitor in terms of section 43(3) of the Act.

9. Protection of property

- (1) Property needed for the purposes of providing any of the mandatory goods and services referred to in Condition 7(1) and listed in Schedule 2 (including the ancillary services, accommodation and other facilities related thereto) and the mandatory training and education referred to in Condition 7(2) and listed in Schedule 3 is protected.
- (2) The Trust may not dispose any protected property without the approval of Monitor.
- (3) The Trust shall establish and maintain an asset register in respect of protected property, in accordance with guidance to be issued by Monitor.
- (4) The Trust shall make the asset register available for public inspection on payment of such reasonable fee, if any, as the Trust may determine.

10. Private health care

The proportion of total income of the Trust in any financial year derived from private charges shall not be greater than the percentage set out in Schedule 4.

11. Limit on borrowing

- (1) The total amount of the Trust's borrowing is subject to the limit set out in Schedule 5 and the principles set out in the Prudential Borrowing Code for NHS Foundation Trusts.
- (2) The limit is subject to annual review by Monitor.

12. Financial viability

The Trust shall at all times remain a going concern as defined by relevant accounting standards in force from time to time.

13. Dividend payments on Public Dividend Capital

The Trust shall be required to pay annually to the Department of Health a dividend on its Public Dividend Capital at a rate to be determined from time to time by the Secretary of State.

14. Information

The Trust shall disclose to Monitor and directly to any third parties as may be specified by the Secretary of State the information, if any, specified in Schedule 6 as may be varied from time to time and such other information as Monitor may from time to time require.

15. Entry and inspection of premises



The Trust shall allow Monitor, any member, officer or member of staff of Monitor, and any agent acting on behalf of Monitor, to enter and inspect premises owned or controlled by the Trust.

16. Fees

The Trust shall pay to Monitor such reasonable annual fee, if any, as may be determined by Monitor.

17. Representative membership

The Trust shall continue to take such reasonable steps (as may be required by Monitor, by such date or within such period as may be specified by Monitor), to secure that (taken as a whole) the actual membership of any public constituency and (if there is one) the patients' constituency is representative of those eligible for such membership.

18. Co-operation with other bodies

(1) The Trust shall co-operate with Primary Care Trusts, Strategic Health Authorities, Special Health Authorities, the Commission for Health Care Audit and Inspection, NHS foundation trusts, other NHS trusts and other health authorities and organisations in accordance with the Act and any future guidance to be published by Monitor.

(2) The Trust shall co-operate with the Commission for Social Care Inspection, the Mental Health Act Commissioners, the National Oversight Group for High Security Hospitals and such other bodies (as may be specified in any future guidance to be published by Monitor) which have a remit covering activities related to the provision of mental healthcare services.

(3) The Trust shall co-operate with local authorities in the exercise of its own functions and in the exercise by the local authorities of their respective functions.

19. Emergency planning

The Trust shall assist the relevant authorities with, and participate in, local and national emergency planning and provision.

20. Information technology

The Trust shall participate in the national programme for information technology, in accordance with any guidance issued by Monitor.

21. Audit committee

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

(2) The Board of Directors shall satisfy itself that at least one member of the audit committee has recent and relevant financial experience.

22. Audit

- (1) The Audit Code for NHS Foundation Trusts (“the Audit Code”) contains the directions of Monitor under paragraph 24(5) of Schedule 7 to the Act with respect to the standards, procedures and techniques to be adopted by the auditor.
- (2) The Trust shall comply with the Audit Code.
- (3) The auditor shall comply with the Audit Code.

23. Public interest reporting

The Trust shall forward a report to Monitor within thirty days (or such shorter period as Monitor may specify) of the auditor issuing a public interest report in terms of Schedule 10 paragraph 3 of the Act. The report shall include details of the Trust’s response to the issues raised within the public interest report.

24. Notification

The Trust shall deal with Monitor in an open and co-operative manner and shall promptly notify Monitor of anything relating to the Trust of which Monitor would reasonably expect prompt notice, including, without prejudice to the foregoing generality, any anticipated failure or anticipated prospect of failure on the part of the Trust to meet its obligations under this authorisation or any financial or performance thresholds which Monitor may specify from time to time.

25. Information given to Parliament and to Members of Parliament

In addition to any statutory requirements, the Chairman, Chief Executive or any other person giving information to Parliament or to a Member of Parliament on behalf of a Trust shall ensure that they comply with the standards expected of Ministers of the Crown with regard to openness of dealings, the giving of accurate and truthful information and the correction of any inadvertent error at the earliest opportunity. Any question submitted to the Trust by a Member of Parliament shall be responded to by the Trust within the same timescale as that expected of Ministers with respect to Parliamentary questions.

26. Co-operation and Competition Panel

The Co-operation and Competition Panel (CCP) will advise Monitor on issues involving the Principles and Rules for Co-operation and Competition and NHS foundation trusts. In response to that advice, Monitor may issue directions to the Trust. The Trust shall comply with any such directions issued by Monitor

**AUTHORISATION OF NORTHAMPTONSHIRE HEALTHCARE NHS FOUNDATION  
TRUST**

**Schedule 1**

The Constitution (and Annexures)

# **Northamptonshire Healthcare NHS Foundation Trust Constitution**

# Northamptonshire Healthcare NHS Foundation Trust Constitution

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## 1. Interpretation and definitions

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

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.

**Constitution** means this constitution and all annexes to it.

**Monitor** is the Independent Regulator of NHS Foundation Trusts, as provided by Section 31 of the 2006 Act.

**terms of Authorisation** are the terms of authorisation issued by Monitor under Section 35 of the 2006 Act.

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.

## 2. Name

The name of the foundation trust is Northamptonshire Healthcare NHS Foundation Trust (the trust).

## 3. Principal purpose

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

## 4. Powers

- 4.1 The powers of the trust are set out in the 2006 Act, subject to any restrictions in the terms of Authorisation.
- 4.2 The powers of the trust shall be exercised by the Board of Directors on behalf of the trust.
- 4.3 Subject to paragraph 4.4 below, any of these powers may be delegated to a committee of directors or to an executive director.
- 4.4 Where the trust is exercising functions of the managers pursuant to Section 23 of the Mental Health Act 1983 (as amended), those functions may be exercised by any three or more persons authorised by the Board of Directors, each of whom must be neither an executive director of the trust nor an employee of the trust.

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## **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 and
- 5.3 a patients' 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 as an area for any public constituency are referred to collectively as the Public Constituency.
- 7.3 The minimum number of members in each area for the 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 he is employed by the trust under a contract of employment which has no fixed term or has a fixed term of at least 12 months; or
  - 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. **Patients' Constituency**

- 9.1 An individual who has, within the period specified below, attended any of the trust's hospitals as either a patient or as the carer of a patient may become a member of the trust.
- 9.2 The period referred to above shall be the period of 10 years immediately preceding the date of an application by the patient or carer to become a member of the trust.
- 9.3 Those individuals who are eligible for membership of the trust by reason of the previous provisions are referred to collectively as the Patients' Constituency.
- 9.4 The Patients' Constituency shall be divided into 3 descriptions of individuals who are eligible for membership of the Patients' Constituency, each description of individuals being specified within Annex 3 and being referred to as a class within the Patients' Constituency.
- 9.5 An individual providing care in pursuance of a contract (including a contract of employment) with a voluntary organisation, or as a volunteer for a voluntary organisation, does not come within the category of those who qualify for membership of the Patient Constituency.
- 9.6 The minimum number of members in each class of the Patients' Constituency is specified in Annex 3.

## 10. **Restriction on membership**

- 10.1 An individual who is a member of a constituency, or of a class within a constituency, may not while membership of that constituency or class continues, be a member of any other constituency or class.

**10.2** An individual who satisfies the criteria for membership of the Staff Constituency may not become or continue as a member of any constituency other than the Staff Constituency.

**10.3** 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.

## **11. Board of Governors – composition**

**11.1** The trust is to have a Board of Governors, which shall comprise both elected and appointed governors.

**11.2** The composition of the Board of Governors is specified in Annex 4.

**11.3** The members of the Board 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. Board of Governors – election of governors**

**12.1** Elections for elected members of the Board of Governors shall be conducted in accordance with the Model Rules for Elections.

**12.2** The Model Rules for Elections, as published from time to time by the Department of Health, form part of this constitution. The Model Rules for Elections current at the date of authorisation are attached at Annex 5.

**12.3** A subsequent variation of the Model Rules for Elections by the Department of Health shall not constitute a variation of the terms of this constitution for the purposes of paragraph 41 (Amendment of the constitution). For the avoidance of doubt, the trust cannot amend the Model Rules for Elections.

## **13. Board 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 he ceases to be a member of the constituency or class by which he was elected.

**13.3** An elected governor shall be eligible for re-election at the end of his term.

**13.4** In the trust's first governor elections the terms of office for elected governors will be split between three and two year terms as outlined in Annex 6.

**13.5** An appointed governor may hold office for a period of up to 3 years.

**13.6** An appointed governor shall cease to hold office if the appointing organisation withdraws its sponsorship of him.

**13.7** An appointed governor shall be eligible for re-appointment at the end of his term.

#### **14. Board of Governors – disqualification and removal**

**14.1** The following may not become or continue as a member of the Board of Governors:

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

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

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

**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 Board of Governors are set out in Annex 6.

**14.4** The process for the removal of Governors is set out in Annex 6.

#### **15. Board of Governors – meetings of governors**

**15.1** The Chairman of the trust (i.e. the Chairman of the Board of Directors, appointed in accordance with the provisions of paragraph 22.1 or paragraph 23.1 below) or, in his absence, the Deputy Chairman (appointed in accordance with the provisions of paragraph 24 below), shall preside at meetings of the Board of Governors.

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

**16. Board of Governors – standing orders**

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

**17. Board 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 Board of Governors, the governor shall disclose that interest to the members of the Board of Governors as soon as he becomes aware of it. The Standing Orders for the Board of Governors shall make provision for the disclosure of interests and arrangements for the exclusion of a governor declaring any interest from any discussion or consideration of the matter in respect of which an interest has been disclosed.

**18. Board of Governors – travel expenses**

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

**19. Board of Governors – further provisions**

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

**20. Board of Directors – composition**

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

**20.2** The Board of Directors is to comprise:

**20.2.1** a non-executive Chairman

**20.2.2** 6 other non-executive directors; and

**20.2.3** 4 executive directors.

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

**20.4** The Chief Executive shall be the Accounting Officer.

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

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

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

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

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

**21.1** he is a member of the Public Constituency, or

**21.2** he is a member of the Patients' Constituency, and

**21.3** he is not disqualified by virtue of paragraph 27 below.

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

**22.1** The Board of Governors at a general meeting of the Board of Governors shall appoint or remove the chairman of the trust and the other non-executive directors.

**22.2** Removal of the chairman or another non-executive director shall require the approval of three-quarters of the members of the Board of Governors.

**22.3** The initial chairman and the initial non-executive directors are to be appointed in accordance with paragraph 23 below.

**23. Board of Directors – appointment of initial chairman and initial other non-executive directors**

**23.1** The Board of Governors shall appoint the chairman of the applicant NHS Trust as the initial chairman of the trust if he wishes to be appointed.

**23.2** The power of the Board of Governors to appoint the other non-executive directors of the trust is to be exercised, so far as possible, by appointing as the initial non-executive directors of the trust any of the non-executive directors of the applicant NHS Trust (other than the Chairman) who wish to be appointed.

**23.3** The criteria for qualification for appointment as a non-executive director set out in paragraph 21 above (other than disqualification by virtue of paragraph 27 below) do not apply to the appointment of the

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initial chairman and the initial other non-executive directors in accordance with the procedures set out in this paragraph.

- 23.4** An individual appointed as the initial chairman or as an initial non-executive director in accordance with the provisions of this paragraph shall be appointed for the unexpired period of his term of office as Chairman or (as the case may be) non-executive director of the applicant NHS Trust; but if, on appointment, that period is less than 12 months, he shall be appointed for 12 months.

**24. Board of Directors – appointment of deputy chairman**

**24.1** The Board of Governors at a general meeting or otherwise of the Board of Governors shall appoint one of the non-executive directors as a deputy chairman giving due consideration to the views of the Board of Directors, for such period, not exceeding his term of office as a non-executive director, as the Board of Governors may specify on appointing him.

**24.2** Any non-executive director so appointed under paragraph 24.1 above may at any time resign from the office of deputy chairman by giving notice in writing to the trust secretary. The Board of Governors may thereupon appoint another non-executive director as deputy chairman in accordance with paragraph 24.1 above.

**24.3** If the chairman is unable to discharge his functions as chairman of the trust, the deputy chairman will be the "acting chairman" of the trust until such time as the chairman is able to discharge his functions as chairman of the trust, or a new chairman of the trust is appointed by the Board of Governors in accordance with paragraph 22 above.

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

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

**25.2** The appointment of the Chief Executive shall require the approval of the Board of Governors.

**25.3** The initial Chief Executive is to be appointed in accordance with paragraph 26 below.

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

**26. Board of Directors – appointment and removal of initial Chief Executive**

**26.1** The non-executive directors shall appoint the chief officer of the applicant NHS Trust as the initial Chief Executive of the trust, if he wishes to be appointed.

**26.2** The appointment of the chief officer of the applicant NHS trust as the initial Chief Executive of the trust shall not require the approval of the Board of Governors.

**27. Board of Directors – disqualification**

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

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

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

**27.3** 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 him.

**28. Board of Directors – standing orders**

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

**29. Board of Directors - conflicts of interest of directors**

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

**30. Board of Directors – remuneration and terms of office**

**30.1** The Board of Governors at a general meeting of the Board 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.

**30.2** 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.

### **31. Registers**

The trust shall have:

**31.1** a register of members showing, in respect of each member, the constituency to which he belongs and, where there are classes within it, the class to which he belongs;

**31.2** a register of members of the Board of Governors;

**31.3** a register of interests of governors;

**31.4** a register of directors; and

**31.5** a register of interests of the directors.

### **32. Admission to and removal from the registers**

**32.1** The trust secretary will be responsible for making arrangements for additions and removals from the registers.

**32.2** The registers will be updated and presented annually to the trust Board of Directors.

### **33. Registers – inspection and copies**

**33.1** The trust shall make the registers specified in paragraph 31 above available for inspection by members of the public, except in the circumstances set out below or as otherwise prescribed by regulations.

**33.2** The trust shall not make any part of its registers available for inspection by members of the public which shows details of –

**33.2.1** any member of the Patients' Constituency; or

**33.2.2** any other member of the trust, if he so requests.

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

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

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

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

**34. Documents available for public inspection**

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

**34.1.1** a copy of the current constitution;

**34.1.2** a copy of the current authorisation;

**34.1.3** a copy of the latest annual accounts and of any report of the auditor on them;

**34.1.4** a copy of the latest annual report;

**34.1.5** a copy of the latest information as to its forward planning; and

**34.1.6** a copy of any notice given under section 52 of the 2006 Act.

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

**34.3** 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. Auditor**

**35.1** The trust shall have an auditor.

**35.2** The Board of Governors shall appoint or remove the auditor at a general meeting of the Board of Governors.

**36. 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.

### **37. Accounts**

**37.1** The trust shall keep accounts in such form as Monitor may with the approval of HM Treasury direct.

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

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

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

### **38. Annual report and forward plans**

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

**38.2** The trust shall give information as to its forward planning in respect of each financial year to Monitor.

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

**38.4** In preparing the document, the directors shall have regard to the views of the Board of Governors.

### **39. Meeting of Board of Governors to consider annual accounts and reports**

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

**39.1** the annual accounts

**39.2** any report of the auditor on them

**39.3** the annual report.

### **40. Instruments**

**40.1** The trust shall have a seal.

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

#### **41. Amendment of the constitution**

Amendments by the trust of its constitution are to be made with the approval of Monitor. For the avoidance of doubt, any amendments to the annexes attached to this constitution must also be approved by Monitor.

## ANNEX 1 – THE PUBLIC CONSTITUENCY

(Paragraphs 7.1 and 7.3)

Name of Constituency	Area	Minimum Number of Members
Corby	The electoral ward areas comprising the area covered by Corby Borough Council and, for the avoidance of doubt, comprising any successor authority of Corby Borough Council	20
Daventry	The electoral ward areas comprising the area covered by Daventry District Council and, for the avoidance of doubt, any successor authority of Daventry District Council	20
East Northamptonshire	The electoral ward areas comprising the area covered by East Northamptonshire District Council and, for the avoidance of doubt, any successor authority of East Northamptonshire District Council	20
Kettering	The electoral ward areas comprising the area covered by Kettering Borough Council and, for the avoidance of doubt, any successor authority of Kettering Borough Council	20
Northampton	The electoral ward areas comprising the area covered by Northampton Borough Council and, for the avoidance of doubt, any successor organisation of Northampton Borough Council	40

South Northamptonshire	The electoral ward areas comprising the area covered by South Northamptonshire District Council and, for the avoidance of doubt, any successor authority of South Northamptonshire District Council	20
Wellingborough	The electoral ward areas comprising the area covered by the Borough Council of Wellingborough and, for the avoidance of doubt, any successor authority of the Borough Council of Wellingborough	20

## ANNEX 2 – THE STAFF CONSTITUENCY

(Paragraphs 8.4 and 8.5)

<b>Classes within the Staff Constituency</b>	<b>Minimum number of members in each class</b>
Doctor	20
Nursing (Registered and unregistered nurses)	20
Social Care staff	20
Other Clinical staff	20
Non Clinical staff	20

## ANNEX 3 – THE PATIENTS’ CONSTITUENCY

(Paragraphs 9.4 and 9.6)

<b>Classes within the Patients' Constituency</b>	<b>Minimum number of members in each class</b>
Adult service users	30
Carers	20
Young service users	10

The age range for young service user members is 12 to 18. To be a young service user governor, a member would need to be between 16 and 18 when elected. A young service user governor would be able to complete their full term of office as a governor even if they go beyond 18 years of age, so long as they were between 16 and 18 when elected.

## ANNEX 4 – COMPOSITION OF BOARD OF GOVERNORS

(Paragraphs 11.2 and 11.3)

Constituency	Class	Number of governors to be elected
Public – 8	Corby	1
	Daventry	1
	East Northamptonshire	1
	Kettering	1
	Northampton	2
	South Northamptonshire	1
	Wellingborough	1
Patients - 11	Adult service users	6
	Carers	4
	Young service users	1
Staff - 5	Doctor	1
	Nursing	1
	Social Care staff	1
	Other Clinical staff	1
	Non Clinical staff	1
Total		24

Appointed Governors	Number of Governor seats
Northamptonshire Primary Care Trust	1
Northamptonshire County Council	1
Borough and District Councils in Northamptonshire	1
University of Northampton	1
Leicester University	1
Criminal Justice Partnership	1
Northamptonshire Race Equality Council	1
Children and Young People – Northamptonshire Council for Voluntary Youth Services	1
Older People – Alzheimer’s Societies of Northamptonshire	1
Mental Health – Service User Reference Group	1
Learning Disability – Parents in Partnership	1
Total	11



## ANNEX 5 –THE MODEL ELECTION RULES

(Paragraph 12.2)

# Northamptonshire Healthcare NHS foundation trusts (Board of Governors) Model Election Rules

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*Part 1 - Interpretation*

- 1. Interpretation** – (1) In these rules, unless the context otherwise requires -  
“corporation” means the public benefit corporation subject to this constitution;

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

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

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

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

### *Part 2 – Timetable for election*

**2. Timetable** - The proceedings at an election shall be conducted in accordance with the following timetable.

<b>Proceeding</b>	<b>Time</b>
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 he or she considers necessary for the purposes of the election.

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

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

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

*Part 4 - Stages Common to Contested and Uncontested Elections*

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

- (a) the constituency, or class within a constituency, for which the election is being held,
- (b) the number of members of the board of governors to be elected from that constituency, or class within that constituency,
- (c) the details of any nomination committee that has been established by the corporation,
- (d) the address and times at which nomination papers may be obtained;
- (e) the address for return of nomination papers and the date and time by which they must be received by the returning officer,
- (f) the 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.

**11. Declaration of interests –** The nomination paper must state –

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

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

**12. Declaration of eligibility –** The nomination paper must include a declaration made by the candidate–

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

**13. Signature of candidate –** 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 -

- 1. 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,
- 2. that the paper does not contain the candidate's particulars, as required by rule 10;
- 3. that the paper does not contain a declaration of the interests of the candidate, as required by rule 11,
- 4. that the paper does not include a declaration of eligibility as required by rule 12, or
- 5. that the paper is not signed and dated by the candidate, as required by rule 13.

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

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

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

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

(2) The statement must show –

- (a) the name, contact address, and constituency 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 board of governors, a poll is to be taken in accordance with Parts 5 and 6 of these rules.

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

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

- (a) the candidates who remain validly nominated are to be declared elected in accordance with Part 7 of these rules, and
- (b) the returning officer is to order a new election to fill any vacancy which remains unfilled, on a day appointed by him or her in consultation with the corporation.

#### *Part 5 – Contested elections*



**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.

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

(2) Every ballot paper must specify –

- (a) the name of the corporation,
- (b) the constituency, or class within a constituency, for which the election is being held,
- (c) the number of members of the board of governors to be elected from that constituency, or class within that constituency,
- (d) the names and other particulars of the candidates standing for election, with the details and order being the same as in the statement of nominated candidates,
- (e) instructions on how to vote,
- (f) if the ballot paper is to be returned by post, the address for its return and the date and time of the close of the poll, and
- (g) the contact details of the returning officer.

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

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

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

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

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

- (a) the name of the corporation,
- (b) the constituency, or class within a constituency, for which the election is being held,
- (c) the number of members of the board of governors to be elected from that constituency, or class with that constituency,
- (d) the names, contact addresses, and other particulars of the candidates standing for election, with the details and order being the same as in the statement of nominated candidates,
- (e) that the ballot papers for the election are to be issued and returned, if appropriate, by post,
- (f) the address for return of the ballot papers, and the date and time of the close of the poll,
- (g) the address and final dates for applications for replacement ballot papers, and
- (h) the contact details of the returning officer.

**24. Issue of voting documents by returning officer** – (1) As soon as is reasonably practicable on or after the publication of the notice of the poll, the returning officer is to send the following documents to each member of the corporation named in the list of eligible voters–

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

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

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

(2) The covering envelope is to have –

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

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

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

### *The poll*

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

**27. Voting by persons who require assistance** – (1) The returning officer is to put in place arrangements to enable requests for assistance to vote to be made.

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

**28. Spoilt ballot papers** (1) – If a voter has dealt with his or her ballot paper in such a manner that it cannot be accepted as a ballot paper (referred to a “spoilt

ballot paper”), that voter may apply to the returning officer for a replacement ballot paper.

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

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

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

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

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

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

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

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

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

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

**30. Issue of replacement ballot paper**– (1) If a person applies for a replacement ballot paper under rule 28 or 29 and a declaration of identity has already been received by the returning officer in the name of that voter, the returning officer may not issue a replacement ballot paper unless, in addition to the requirements imposed rule 28(3) or 29(2), he or she is also satisfied that that

person has not already voted in the election, notwithstanding the fact that a declaration of identity if required has already been received by the returning officer in the name of that voter.

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

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

**31. Declaration of identity for replacement ballot papers (public and patient constituencies) –** (1) In respect of an election for a public or patient constituency a declaration of identity must be issued with each replacement ballot paper.

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

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

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

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

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

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

*Procedure for receipt of envelopes*

**32. Receipt of voting documents –** (1) Where the returning officer receives a –

- (a) covering envelope, or

- (b) any other envelope containing a declaration of identity if required, a ballot paper envelope, or a ballot paper,

before the close of the poll, that officer is to open it as soon as is practicable; and rules 33 and 34 are to apply.

(2) The returning officer may open any ballot paper envelope for the purposes of rules 33 and 34, but must make arrangements to ensure that no person obtains or communicates information as to –

- (a) the candidate for whom a voter has voted, or
- (b) the unique identifier on a ballot paper.

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

**33. Validity of ballot paper** – (1) A ballot paper shall not be taken to be duly returned unless the returning officer is satisfied that it has been received by the returning officer before the close of the poll, with a declaration of identity if required that has been correctly completed, signed, and dated.

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

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

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

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

**34. Declaration of identity but no ballot paper (public 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.

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

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

*Part 6 - Counting the votes*

**stv36. Interpretation of Part 6** – In Part 6 of these rules –

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

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

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

“mark” means a figure, an identifiable written word, or a mark such as “X”,

“non-transferable vote” means a ballot paper –

- (a) on which no second or subsequent preference is recorded for a continuing candidate, or
- (b) which is excluded by the returning officer under rule stv44(4) below,

“preference” as used in the following contexts has the meaning assigned below–

- (a) “first preference” means the figure “1” or any mark or word which clearly indicates a first (or only) preference,

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

"quota" means the number calculated in accordance with rule stv41 below,

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

"stage of the count" means –

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

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

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

"transfer value" means the value of a transferred vote calculated in accordance with paragraph (4) or (7) of rule stv42 below.

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

**38. The count** – (1) The returning officer is to –

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

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

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

**Stv39. 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 the figure “1” standing alone is not placed so as to indicate a first preference for any candidate,
- (c) on which anything is written or marked by which the voter can be identified except the unique identifier, or
- (d) which is unmarked or rejected because of uncertainty,

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

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

(3) The returning officer is to draw up a statement showing the number of ballot papers rejected by him or her under each of the subparagraphs (a) to (d) of paragraph (1).

**stv40. First stage –** (1) The returning officer is to sort the ballot papers into parcels according to the candidates for whom the first preference votes are given.

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

(3) The returning officer is to also ascertain and record the number of valid ballot papers.

**stv41. The quota –** (1) The returning officer is to divide the number of valid ballot papers by a number exceeding by one the number of members to be elected.

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

(3) At any stage of the count a candidate whose total votes equals or exceeds the quota shall be deemed to be elected, except that any election where there is only one vacancy a candidate shall not be deemed to be elected until the procedure set out in paragraphs (1) to (3) of rule stv44 has been complied with.

**stv42. Transfer of votes** – (1) Where the number of first preference votes for any candidate exceeds the quota, the returning officer is to sort all the ballot papers on which first preference votes are given for that candidate into sub-parcels so that they are grouped –

- (a) according to next available preference given on those papers for any continuing candidate, or
- (b) where no such preference is given, as the sub-parcel of non-transferable votes.

(2) The returning officer is to count the number of ballot papers in each parcel referred to in paragraph (1) above.

(3) The returning officer is, in accordance with this rule and rule stv43 below, to transfer each sub-parcel of ballot papers referred to in paragraph (1)(a) to the candidate for whom the next available preference is given on those papers.

(4) The vote on each ballot paper transferred under paragraph (3) above shall be at a value (“the transfer value”) which –

- (a) reduces the value of each vote transferred so that the total value of all such votes does not exceed the surplus, and
- (b) is calculated by dividing the surplus of the candidate from whom the votes are being transferred by the total number of the ballot papers on which those votes are given, the calculation being made to two decimal places (ignoring the remainder if any).

(5) Where at the end of any stage of the count involving the transfer of ballot papers, the number of votes for any candidate exceeds the quota, the returning officer is to sort the ballot papers in the sub-parcel of transferred votes which was last received by that candidate into separate sub-parcels so that they are grouped –

- (a) according to the next available preference given on those papers for any continuing candidate, or
- (b) where no such preference is given, as the sub-parcel of non-transferable votes.

(6) The returning officer is, in accordance with this rule and rule stv43 below, to transfer each sub-parcel of ballot papers referred to in paragraph (5)(a) to the candidate for whom the next available preference is given on those papers.

(7) The vote on each ballot paper transferred under paragraph (6) shall be at –

- (a) a transfer value calculated as set out in paragraph (4)(b) above, or

- (b) at the value at which that vote was received by the candidate from whom it is now being transferred,

whichever is the less.

(8) Each transfer of a surplus constitutes a stage in the count.

(9) Subject to paragraph (10), the returning officer shall proceed to transfer transferable papers until no candidate who is deemed to be elected has a surplus or all the vacancies have been filled.

(10) Transferable papers shall not be liable to be transferred where any surplus or surpluses which, at a particular stage of the count, have not already been transferred, are –

- (a) less than the difference between the total vote then credited to the continuing candidate with the lowest recorded vote and the vote of the candidate with the next lowest recorded vote, or
- (b) less than the difference between the total votes of the two or more continuing candidates, credited at that stage of the count with the lowest recorded total numbers of votes and the candidate next above such candidates.

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

**stv43. Supplementary provisions on transfer** – (1) If, at any stage of the count, two or more candidates have surpluses, the transferable papers of the candidate with the highest surplus shall be transferred first, and if –

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

(2) The returning officer shall, on each transfer of transferable papers under rule stv42 above –

- (a) record the total value of the votes transferred to each candidate,
- (b) add that value to the previous total of votes recorded for each candidate and record the new total,
- (c) record as non-transferable votes the difference between the surplus and the total transfer value of the transferred votes and add that

difference to the previously recorded total of non-transferable votes, and

- (d) compare—
  - (i) the total number of votes then recorded for all of the candidates, together with the total number of non-transferable votes, with
  - (ii) the recorded total of valid first preference votes.

(3) All ballot papers transferred under rule stv42 or stv44 shall be clearly marked, either individually or as a sub-parcel, so as to indicate the transfer value recorded at that time to each vote on that paper or, as the case may be, all the papers in that sub-parcel.

(4) Where a ballot paper is so marked that it is unclear to the returning officer at any stage of the count under rule stv42 or stv44 for which candidate the next preference is recorded, the returning officer shall treat any vote on that ballot paper as a non-transferable vote; and votes on a ballot paper shall be so treated where, for example, the names of two or more candidates (whether continuing candidates or not) are so marked that, in the opinion of the returning officer, the same order of preference is indicated or the numerical sequence is broken.

**stv44. Exclusion of candidates – (1) If—**

- (a) all transferable papers which under the provisions of rule stv42 above (including that rule as applied by paragraph (11) below) and this rule are required to be transferred, have been transferred, and
- (b) subject to rule stv45 below, one or more vacancies remain to be filled,

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

(2) The returning officer shall sort all the ballot papers on which first preference votes are given for the candidate or candidates excluded under paragraph (1) above into two sub-parcels so that they are grouped as—

- (a) ballot papers on which a next available preference is given, and
- (b) ballot papers on which no such preference is given (thereby including ballot papers on which preferences are given only for candidates who are deemed to be elected or are excluded).

(3) The returning officer shall, in accordance with this rule and rule stv43 above, transfer each sub-parcel of ballot papers referred to in paragraph (2)(a) above to the candidate for whom the next available preference is given on those papers.

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

(5) If, subject to rule stv45 below, one or more vacancies still remain to be filled, the returning officer shall then sort the transferable papers, if any, which had been transferred to any candidate excluded under paragraph (1) above into sub-parcels according to their transfer value.

(6) The returning officer shall transfer those papers in the sub-parcel of transferable papers with the highest transfer value to the continuing candidates in accordance with the next available preferences given on those papers (thereby passing over candidates who are deemed to be elected or are excluded).

(7) The vote on each transferable paper transferred under paragraph (6) above shall be at the value at which that vote was received by the candidate excluded under paragraph (1) above.

(8) Any papers on which no next available preferences have been expressed shall be set aside as non-transferable votes.

(9) After the returning officer has completed the transfer of the ballot papers in the sub-parcel of ballot papers with the highest transfer value he or she shall proceed to transfer in the same way the sub-parcel of ballot papers with the next highest value and so on until he has dealt with each sub-parcel of a candidate excluded under paragraph (1) above.

(10) The returning officer shall after each stage of the count completed under this rule—

- (a) record –
  - (i) the total value of votes, or
  - (ii) the total transfer value of votes transferred to each candidate,
- (b) add that total to the previous total of votes recorded for each candidate and record the new total,
- (c) record the value of non-transferable votes and add that value to the previous non-transferable votes total, and
- (d) compare—
  - (i) the total number of votes then recorded for each candidate together with the total number of non-transferable votes, with
  - (ii) the recorded total of valid first preference votes.

(11) If after a transfer of votes under any provision of this rule, a candidate has a surplus, that surplus shall be dealt with in accordance with paragraphs (5) to (10) of rule stv42 and rule stv43.

(12) Where the total of the votes of the two or more lowest candidates, together with any surpluses not transferred, is less than the number of votes credited to the

next lowest candidate, the returning officer shall in one operation exclude such two or more candidates.

(13) If when a candidate has to be excluded under this rule, two or more candidates each have the same number of votes and are lowest—

- (a) regard shall be had to the total number of votes credited to those candidates at the earliest stage of the count at which they had an unequal number of votes and the candidate with the lowest number of votes at that stage shall be excluded, and
- (b) where the number of votes credited to those candidates was equal at all stages, the returning officer shall decide between the candidates by lot and the candidate on whom the lot falls shall be excluded.

**stv45. Filling of last vacancies** – (1) Where the number of continuing candidates is equal to the number of vacancies remaining unfilled the continuing candidates shall thereupon be deemed to be elected.

(2) Where only one vacancy remains unfilled and the votes of any one continuing candidate are equal to or greater than the total of votes credited to other continuing candidates together with any surplus not transferred, the candidate shall thereupon be deemed to be elected.

(3) Where the last vacancies can be filled under this rule, no further transfer of votes shall be made.

**stv46. Order of election of candidates** – (1) The order in which candidates whose votes equal or exceed the quota are deemed to be elected shall be the order in which their respective surpluses were transferred, or would have been transferred but for rule stv42(10) above.

(2) A candidate credited with a number of votes equal to, and not greater than, the quota shall, for the purposes of this rule, be regarded as having had the smallest surplus at the stage of the count at which he obtained the quota.

(3) Where the surpluses of two or more candidates are equal and are not required to be transferred, regard shall be had to the total number of votes credited to such candidates at the earliest stage of the count at which they had an unequal number of votes and the surplus of the candidate who had the greatest number of votes at that stage shall be deemed to be the largest.

(4) Where the number of votes credited to two or more candidates were equal at all stages of the count, the returning officer shall decide between them by lot and the candidate on whom the lot falls shall be deemed to have been elected first.

*Part 7 – Final proceedings in contested and uncontested elections*

**stv47. 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 candidates who are deemed to be elected under Part 6 of these rules as elected,
- (b) give notice of the name of each candidate who he or she has declared elected –
  - (i) where the election is held under a proposed constitution pursuant to powers conferred on the Northamptonshire Healthcare NHS Trust by section 33 of the 2006 Act, to the chairman of the NHS Trust, or
  - (ii) in any other case, to the chairman of the corporation, and
- (c) give public notice of the name of each candidate who he or she has declared elected.

(2) The returning officer is to make –

- (a) the number of first preference votes for each candidate whether elected or not,
- (b) any transfer of votes,
- (c) the total number of votes for each candidate at each stage of the count at which such transfer took place,
- (d) the order in which the successful candidates were elected, and
- (e) the number of rejected ballot papers under each of the headings in rule stv39(1),

available on request.

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

- (a) declare the candidate or candidates remaining validly nominated to be elected,
- (b) give notice of the name of each candidate who he or she has declared elected to the chairman of the corporation, and
- (c) give public notice of the name of each candidate who he or she has declared elected.

*Part 8 – Disposal of documents*

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

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

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

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

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

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

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

**51. 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.



**52. 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.

**53. Application for inspection of certain documents relating to an election –** (1) The corporation may not allow the inspection of, or the opening of any sealed packet containing –

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

by any person without the consent of the Regulator.

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

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

- (a) persons,
- (b) time,
- (c) place and mode of inspection,
- (d) production or opening,

and the corporation must only make the documents available for inspection in accordance with those terms and conditions.

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

- (a) in giving its consent, the regulator, and

- (b) and making the documents available for inspection, the corporation,

must ensure that the way in which the vote of any particular member has been given shall not be disclosed, until it has been established –

- (i) that his or her vote was given, and
- (ii) that the regulator has declared that the vote was invalid.

*Part 9 – Death of a candidate during a contested election*

**stv54. 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) publish a notice stating that the candidate has died, and
- (b) proceed with the counting of the votes as if that candidate had been excluded from the count so that –
  - (i) ballot papers which only have a first preference recorded for the candidate that has died, and no preferences for any other candidates, are not to be counted, and
  - (ii) ballot papers which have preferences recorded for other candidates are to be counted according to the consecutive order of those preferences, passing over preferences marked for the candidate who has died.

(2) The ballot papers which have preferences recorded for the candidate who has died are to be sealed with the other counted ballot papers pursuant to rule 49(1)(a).

*Part 10 – Election expenses and publicity*

*Election expenses*

**55. 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.

**56 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.

**57. Election expenses incurred by other persons** – (1) No person may -

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

(2) Nothing in this rule is to prevent the corporation from incurring such expenses, and making such payments, as it considers necessary pursuant to rules 58 and 59.

*Publicity*

**58. 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.

**59. 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 200 words, and
- (b) a photograph of the candidate.

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

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

*Part 11 – Questioning elections and the consequence of irregularities*

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

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

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

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

(4) The application must –

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

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

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

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

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

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

#### *Part 12 – Miscellaneous*

**62. Secrecy** – (1) The following persons –

- (a) the returning officer,
- (b) the returning officer's staff,

must maintain and aid in maintaining the secrecy of the voting and the counting of the votes, and must not, except for some purpose authorised by law, communicate to any person any information as to –

- (i) the name of any member of the corporation who has or has not been given a ballot paper or who has or has not voted,
- (ii) the unique identifier on any ballot paper,
- (iii) the candidate(s) for whom any member has voted.

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

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

**63. Prohibition of disclosure of vote** – No person who has voted at an election shall, in any legal or other proceedings to question the election, be required to state for whom he or she has voted.

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

- (a) a member of the corporation,
- (b) an employee of the corporation,

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

**65. 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 – BOARD OF GOVERNORS

(Paragraph 14.3)

### 1 Termination of Tenure

- 1.1 A governor may resign from that office at any time during the term of that office by giving notice in writing to the trust secretary.
- 1.2 If a governor fails to attend any meeting of the Board of Governors for a consecutive period of twelve months or alternatively for three successive meetings of the Board of Governors, his tenure of office will be reviewed by the Governance sub committee with a view to taking action through the Governors' Code of Conduct.
- 1.3 The Board of Governors may by a resolution agreed by two thirds of the Board of Governors terminate a governors' tenure of office if for reasonable cause it considers that:
  - 1.3.1 he is disqualified from becoming or continuing as a governor under this constitution; or
  - 1.3.2 he has knowingly or recklessly made a false declaration for any purpose provided for under this constitution; or
  - 1.3.3 his continuing as a governor would or would be likely to:
    - 1.3.3.1 prejudice the ability of the trust to fulfill its principal purpose or other of its purposes under this constitution, or otherwise to discharge its duties and functions; or
    - 1.3.3.2 harm the trust's work with other persons or bodies with whom it is engaged or may be engaged in the provisions of goods and services; or
    - 1.3.3.3 adversely affect public confidence in the goods or services provided by the trust; or
  - 1.3.4 he has been given the opportunity but not signed the Governors Code of Conduct; or
  - 1.3.5 he breaches the Governors Code of Conduct; or
  - 1.3.6 he otherwise brings the trust into disrepute either in acting as a governor or in their wider life.

### 2. A person may not become or continue as a governor if:

- 2.1 he is an executive or non-executive director of the trust,
- 2.2 in the case of an elected governor he ceases to be a member of the constituency or the class of a constituency by which he was elected;
- 2.3 in the case of an appointed governor the appointing organisation withdraws its sponsorship of him;

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- 2.4 Monitor has exercised its powers to remove that person as a governor of the trust or has suspended him from office or has disqualified him from holding office as a governor of the trust for a specified period or Monitor has exercised any of those powers in relation to the person concerned at any other time whether in relation to the trust or some other NHS Foundation Trust;
- 2.5 he has failed or refused to confirm in writing that he will abide by any Code of Conduct for governors which the trust shall have published from time to time.

The provisions of paragraph 2 of this annex 6 apply to both elected and appointed governors and to those seeking election or appointment.

### **3. Vacancies**

- 3.1 Where a governor's term of office ceases for one of the reasons set out in paragraph 13 or this Annex 6, elected governors shall be replaced in accordance with paragraphs 3.2 to 3.4 of this annex 6 below.
- 3.2 Where an elected member of the Board of Governors ceases to hold office during his term of office the trust shall offer the candidate who secured the second highest number of first preference votes in the last election for the constituency (or class of constituency, as the case may be) in which the vacancy has arisen the opportunity to assume the vacant office for the unexpired balance of the governor's term of office. If that candidate does not accept to fill the vacancy it will then be offered to that candidate who secured the next highest number of first preference votes until the vacancy is filled.
- 3.3 If no reserve candidate is available or willing to fill the vacancy, an election will then be held in accordance with the Model Rules of Election save that if an election is due to be held within 9 months of the vacancy having arisen the office will stand vacant until the next scheduled election unless by so doing this causes the aggregate number of governors who are public and patient governors be less than half the total membership of the Board of Governors. In that event an election will be held in accordance with the Model Rules of Election as soon as reasonably practicable.
- 3.4 The returning officer under the Model Rules of Election shall maintain a record of votes cast at each election under the Model Rules of Election for the above purposes and the returning officer shall conduct or shall oversee the conducting of the process set out in paragraphs 3.2 and 3.3 of this annex 6 above.



- 3.5 No proceedings of a Board of Governors meeting shall be invalidated by any vacancy in its membership or any defect in the appointment or election of any governor.

#### **4. Roles and Responsibilities of the Board of Governors**

- 4.1 The general responsibilities of the Board of Governors shall be:
- 4.1.1 to support the Board of Directors in setting the longer-term vision for the trust, to influence proposals to make changes to services and to act in a way that is consistent with NHS principles and values and the terms of the trust's authorisation;
  - 4.1.2 to engage in dialogue with and provide advice to the Board of Directors with regard to the trust's future vision and strategy and to act as a source of ideas about how the trust can provide its services in ways that meet the needs of the community it serves;
  - 4.1.3 to review annually the extent to which the trust is meeting its objective of delivering high quality services; and
  - 4.1.4 to work with the Board of Directors on such other matters for the benefit of the trust as may be agreed between them.
  - 4.1.5 to exercise other functions at the request of the Board of Directors
  - 4.1.6 to be consulted by the Board of Directors of the trust regarding the information to be given to Monitor as to the trust's forward planning in respect of each financial year and to give their views to the Board of Directors for the purposes of the preparation by the Board of Directors of any document containing such information which is to be given to Monitor;
  - 4.1.7 to respond as appropriate when consulted by the Board of Directors; and
  - 4.1.8 to exercise such other powers and to discharge such other duties as may be conferred on the Board of Governors under this constitution
- 4.2 The Board of Governors shall meet in full four times each financial year including one Annual General Meeting.
- 4.3 At a general meeting each year the Board of Governors shall receive from the Board of Directors in accordance with paragraph 38 of this

constitution and shall then consider the trust's annual accounts, any report of the auditor on them and the trust's annual report.

4.4 A governor elected to the Board of Governors by the Public Constituency or the Patients' Constituency may not vote at a meeting of the Board of Governors unless within the previous 12 months he has made a declaration stating the constituency of which he is a governor and that he is not prevented from being a governor by section 60 of the 2006 Act or otherwise under this constitution and that he will at all times abide by the trust's Code of Conduct for governors as set out at Annex 6 or as may be otherwise adopted by the trust from time to time.

4.5 The form referred to in paragraph 4.4 of this Annex 6 shall be in such form as will comply with all relevant requirements of the 2006 Act and this constitution and will be as determined by the trust from time to time.

## 5. Terms of Office of Initial Board of Governors

5.1 Notwithstanding the prior provisions of this constitution, those governors who are elected to the Initial Board of Governors shall hold office initially for those periods set out in Table 1 of this Annex 6 below. Those elected governors who secure the greatest number of votes in their constituency or class (as the case may be) shall serve for three years and those securing fewer votes in their constituency or class shall serve for two years. The terms of office will be reviewed after the first set of re-elections.

**Table 1**

Constituency	Governors who shall serve 2 years	Governors who shall serve 3 years
Public	4	4
Adult service users	3	3
Young service user	0	1
Carers	2	2
Staff	2	3
Total	11	13

## **ANNEX 7 – STANDING ORDERS FOR THE PRACTICE AND PROCEDURE OF THE BOARD OF GOVERNORS**

(Paragraph 16)

### **Northamptonshire Healthcare NHS Foundation Trust**

#### **1. Authority**

These Standing Orders shall be agreed at the first meeting of the Board of Governors following the authorisation of NHT as a Foundation Trust.

Subsequent amendments will be made in accordance with the constitution.

#### **2. Frequency of meetings of the Board of Governors**

The Board of Governors will meet in full at least four times a year. These meetings will normally be held in March, June, September and December each year. The meeting in September will be the Annual General Meeting.

The Board of Governors will also meet in the first month following authorisation if that date falls outside of the three monthly cycle of meetings outlined above.

#### **3. Timing and duration of meetings of the Board of Governors**

The Board of Governors meetings shall be held between Monday and Friday. Meetings will not normally last more than three hours.

#### **4. Calling meetings of the Board of Governors**

The Chairman may call a meeting of the Board of Governors at any time.

#### **5. Governors calling an Extra-ordinary Meeting of the Board of Governors**

If the Chairman refuses to call a meeting after a requisition for that purpose, signed by at least ten of the Board of Governors, has been presented to him/her, or does not call a meeting within seven days of such a requisition, the Governors may call a meeting themselves. The trust Secretary shall call a meeting within seven days on behalf of the governors.

#### **6. Notice of meetings of the Board of Governors**

The trust Secretary shall publish the dates, times and locations of Board of Governor meetings at least six months in advance. Other, or emergency, Board of Governor meetings may be called with at least 14 days' notice.

The agenda and supporting papers for a Board of Governors meeting, signed off by the Chairman, or another member of the trust Board of Directors, will be circulated to every Governor to arrive at least seven days in advance of the meeting.

A public notice of every Board of Governors meeting will be posted prominently on the trust website at least seven days in advance of the meeting.

The normal schedule of Board of Governor meetings with their timings and locations will be circulated to all members as part of the member newsletter.

## **7. Setting the agenda**

The Chairman shall agree with an appropriate sub group of Governors any standard items to appear on every Board of Governor meeting agenda. The Chairman will also work with this group to agree an annual schedule of reports to be brought to the Board of Governor meetings.

The Chairman will decide with the trust Secretary the items to be added to a Board of Governor meeting agenda.

Draft minutes of the previous Board of Governor meeting will be circulated with the agenda for approval as a specified regular agenda item. This will be followed on the agenda by an item called Matters arising from the previous minutes.

Each agenda will include an item called Any Other Business. Governors intending to raise items under Any Other Business must provide the Chairman with two days notice ahead of the meeting. The Chairman will decide if an item of Any Other Business will be given discussion time at that particular meeting and the length of time for that discussion.

A Governor desiring an item to be placed on the agenda must outline the item in writing to the Chairman and trust Secretary at least 21 days ahead of the meeting unless the meeting has been called outside of the normal cycle. The placing of agenda items on the agenda will not be unreasonably refused.

## **8. Attending the meetings**

All Governors are expected to attend the four main Board of Governor meetings each year. Any Governor unable to attend a Board of Governor meeting should send their apologies to the trust Secretary. The constitution outlines the process for dealing with consecutive and persistent non-attendance without good reason.

## **9. Notice of questions**

Governors may ask the Chairman, or through the Chairman ask another Governor, Director or any other presenter of an item at a Board of Governors meeting questions directly relating to a matter on the agenda. Where possible, notice of

substantive questions should be given to the Chairman and to the Governor, Director or other presenter to whom the questions is to be posed.

Questions to the Chairman, other Governors, trust Directors or any other presenter at a Board of Governors meeting on matters not on the agenda but falling within the powers, duties or role of the Board of Governors should be submitted at least two days in advance to the trust Secretary. The only exception to this rule is for urgent matters which are defined as a matter which will adversely affect the trust within the next seven days.

The Chairman will have the final decision as to whether a question is appropriate and as to how much, if any, time is given to that question.

## **10. Notice of motions**

A Governor wishing to move a motion shall send a written notice at least 21 days ahead of the meeting to the trust Secretary unless the meeting has been called outside of the normal cycle. The written notice of every motion shall be signed by at least two Governors. Motions must relate to matters for which the Board of Governors has a responsibility. Motions will be added to the meeting agenda in the order received.

## **11. Non Governor attendance at Board of Governor meetings**

The Board of Governors will invite the Chief Executive of the trust, the Senior Independent Director, trust Secretary and Foundation Trust office staff to attend all of their meetings. Other trust Directors and members of trust staff will be expected to attend when invited.

## **12. Admission of the public and press**

Board of Governor meetings will be held in public except in exceptional circumstances. Members of the trust, members of the public and the Press may attend Board of Governor meetings in an observation role.

Members of the trust, members of the public and the Press shall be required to withdraw from the meeting upon the Board of Governors resolving:

“That members of the trust, members of the public and the Press be excluded from the remainder of the meeting due to the confidential nature of business to be transacted.”

## **13. Chairing the meetings**

The Chairman of the trust's Board of Directors will also chair the Board of Governors. If the Chairman of the trust is absent from the meeting then the deputy chairman of the trust will deputise.

If the Chairman is absent from a meeting temporarily on the grounds of a declared interest the deputy chairman, if present, shall preside. If the Chairman and deputy chairman are absent or disqualified from participating, a Non Executive Director of the trust, as chosen by the Governors, shall preside.

#### **14. Conduct of meetings**

The decision of the Chairman of the meeting on questions of order, relevance, regularity, appropriateness and any other matters shall be observed at the meeting.

Approval to speak will be given by the Chairman. Speeches and questions must relate to the item under consideration or a point of order and be limited to a maximum of five minutes. In the interests of time, the Chairman may limit the number of contributions and length of response.

All speakers must state their name and role before speaking to ensure accuracy of the minutes.

#### **15. Voting at meetings**

When an issue or question at a Board of Governors meeting requires a vote each governor will have one vote.

A question or issue that goes to a vote can be decided by a show of hands or oral expression unless a majority of the Governors present request a paper ballot.

#### **16. Record of attendance**

The names of the Governors and other present at each Board of Governors meeting will be recorded in the minutes.

A record of attendance at Board of Governor meetings by Governors will be made available to members and the public via the trust website and Annual Report.

#### **17. Minutes of meetings**

The minutes of a Board of Governors meeting will be recorded and circulated in draft form at least seven days in advance of the subsequent Board of Governors meeting. A regular agenda item will consider the accuracy of the minutes of the previous Board of Governor meeting. No discussion will take place on the minutes other than on their accuracy. Once agreed as accurate, or with agreed amendments, the Chair of the meeting will sign them as an accurate record. The minutes of the public elements of each Board of Governor meeting, once signed as accurate, will be posted on the trusts website.

## **18. Quorum**

No formal business shall be transacted at a meeting of the Board of Governors unless at least 12 Governors are present including a majority of public, service user and carer governors in total.

If a Governor has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of the declaration of a conflict of interest, he/she shall no longer count towards the quorum. If a quorum is not then available for the discussion or passing of a resolution on any matter, that matter may not be discussed further or voted upon at the meeting.

## **19. Appointment of committees**

The Board of Governors are required to establish a Nominations Committee and a Remuneration Committee.

The Board of Governors can also establish other formal committees and working groups. The Foundation Trust application refers to the Board of Governors establishing a committee to oversee membership and the NHT Membership Strategy. These Standing Orders also refer to a group of governors working with the Chairman of the trust to agree an annual schedule of reports to be brought to the Board of Governors.

The Standing Orders of the Board of Governors, as far as they are appropriate, shall apply to any committees of the Board of Governors.

Each committee shall have terms of reference and powers and be subject to conditions determined by the full Board of Governors.

The full Board of Governors will approve the appointments to each committee it has constituted.

Each sub-committee shall elect its own Chair.

Sub-committees will normally only make recommendations and provide advice to the full Board of Governors unless the full Board has specifically delegated powers to the sub-group.

## **20. Nominations Committee**

The Board of Governors will establish a Nomination Committee which is responsible for the identification and nomination of Non-Executive Directors including the consideration of reappointments of Non Executive Directors.

The Board of Governors Nomination Committee should work with the Board of Directors Nomination Committee to review the structure, size and composition of the Board of Directors and make recommendations for change where appropriate. The

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Nomination Committees should give full consideration to succession planning, taking into account the challenges and opportunities facing the NHS Foundation Trust and the skills and expertise required on the Board of Directors.

The Board of Governors Nomination Committee will be made of the Chair of the trust, two elected governors, one nominated governor and the Chair of another Foundation Trust.

This Nomination Committee must seek and give regard to the views of the Board of Directors when considering nominations for the appointment of a new Non Executive Director.

The role of the Nomination Committee will include defining the role, necessary capabilities, time commitment, preparing a job specification and short listing candidates. The Nominations Committee will nominate candidates to take up Non Executive posts to the full Board of Governors.

## **21. Remuneration Committee**

A committee of the full Board of Governors will consider the remuneration of Non Executive Directors including the Chairman. A separate Remuneration Committee of Non Executive Directors will be responsible for the remuneration of Executive Directors.

The Board of Governors Remuneration Committee is required to market test the remuneration of the Chairman and Non Executive Directors at least every three years drawing on external advice. The Code of Governance also outlines expectations that this committee will market test Non Executive remuneration when they intend to make any large change to that remuneration.

The Remuneration Committee of the Board of Governors will be made up of three elected and two appointed governors. The Remuneration Committee will appoint its own Chair. The Remuneration Committee can co-opt up to two independent members.

## **22. Declaration of interests**

The constitution requires Governors to declare all interests which they have which would be considered relevant and material to the Board of Governors.

Interests which should be regarded as relevant and material include:

- Directorships, including non-executive Directorships held in private companies
- Ownership or part ownership of a private company, business or consultancy
- A shareholding in a company or other body that may seek to do business with the trust
- A position of authority in a charity or voluntary or community organisation, paid or unpaid



- Any connection with a charity, voluntary or community organisation contracting for trust services
- Any body having or likely to have a financial relationship with the trust

The above list of potential interests applies to the Governor, their partner, and to their immediate family (parent, spouse, child or sibling).

If a Governor has any doubt about the relevance of an interest then they should discuss it with the trust Secretary.

A Governor who will have a conflict of interest with an item on the agenda of a Board of Governors meeting or sub committee meeting, should notify the Chairman in advance. The conflict of interest should be declared at the start of the meeting. When the agenda item is reached the governor concerned should withdraw from the meeting and play no part in the relevant discussion or decision if they have declared a prejudicial interest.

Interests that are declared as personal but not prejudicial will be noted but will not necessarily necessitate withdrawal from the relevant discussion and decisions. Prejudicial interests are those that a member of the public with knowledge of the relevant facts would reasonably regard as so significant that it is likely to prejudice the governor's judgement of the public interest and/or interests of the trust. If a governor declares an interest that they deem to be prejudicial then they will be required to withdraw from the related discussion and decisions.

During the course of a meeting, if a prejudicial conflict arises, the governor concerned should withdraw from the meeting and play no part in the relevant discussion or decision.

### **23. Register of interests**

To participate in Board of Governors meetings, a Governor must have made a declaration of interests. The declaration must be updated every year and added to during the year if a new interest arises.

### **24. Board of Governors - Code of Conduct**

A Code of Conduct will be agreed by the first Board of Governors meeting. This code will outline expected conduct and behaviour for all governors (elected and appointed) and the sanctions to be used by the Board of Governors in the event of non-compliance. The Board of Governors will implement its own Code of Conduct.

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

(Paragraph 28)

**NORTHAMPTONSHIRE  
HEALTHCARE NHS  
FOUNDATION TRUST**

**STANDING ORDERS**

## **CONTENTS**

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## **STANDING ORDERS - FOREWORD**

NHS Foundation Trusts need to agree Standing Orders (SOs) for the regulation of their proceedings and business.

Standing Orders and delegated powers, together with Standing Financial Instructions, provide a regulatory framework for the business conduct of the NHS Foundation Trust. They fulfill the dual role of protecting the Corporation's interests and protecting staff from any possible accusation that they have acted less than properly. This is provided of course that staff have followed the correct procedures outlined in the relevant document.

The Standing Orders and Standing Financial Instructions provide a comprehensive business framework. All executive and Non Executive Directors and all members of staff, including staff seconded into the NHS Foundation Trust, should be aware of the existence of these documents and, where necessary, be familiar with the detailed provisions.

## **1 INTRODUCTION**

### **1.1 Regulatory Framework**

- 1.1.1 The Northamptonshire Healthcare NHS Foundation Trust (the Corporation) is a statutory body which became a public benefit corporation on 1 May 2009 following its authorisation as an NHS Foundation Trust by the Independent Regulator of NHS Foundation Trusts (Independent Regulator) pursuant to National Health Service Act 2006.
- 1.1.2 The Corporate Headquarters of the Corporation is Sudborough House, St Mary's Hospital, London Road, Kettering, Northamptonshire NN15 7PW.
- 1.1.3 NHS Foundation Trusts are governed by Acts of Parliament, mainly the 2006 Act, by their constitutions and by the terms of their authorisation granted by the Independent Regulator (the Regulatory Framework).
- 1.1.4 The functions of the Corporation are conferred by the Regulatory Framework.
- 1.1.5 The Regulatory Framework requires the Board of Directors of the Corporation to adopt Standing Orders for the regulation of its proceedings and business.
- 1.1.6 Standing Orders shall be subject to annual review by the Corporation through the Audit Committee.
- 1.1.7 As a statutory body, the Corporation has specific powers to contract in its own name.
- 1.1.8 The Corporation has a common law duty as a bailee for patients' property held by the Corporation on behalf of patients.

## **2 INTERPRETATION**

### **2.1 Purpose and Terminology**

- 2.1.1 Save as permitted by law and subject to the Constitution, at any meeting the Trust Secretary shall be the final authority on the interpretation of Standing Orders, with a right of appeal to the Board of Directors, whose decision shall be final and binding except in case of manifest error.
- 2.1.2 Any expression to which a meaning is given in the 2006 Act or regulations made under it, shall have the same meaning in this interpretation and in addition:

**2.1.2.1 "Accounting Officer"** means the Corporation's Officer to whom the Constitution delegates some of the Corporation's functions in

relation to accounts. For this Corporation, it shall be the Chief Executive.

**2.1.2.2 "Board of Governors"** means the Board of Governors of the Corporation as constituted by the Constitution.

**2.1.2.3 "Board of Directors"** and (unless the context otherwise requires) **"Board"** means the Chairman, Executive and Non Executive Directors of the Corporation collectively as a body.

**2.1.2.4 "Budget"** means a resource, expressed in financial terms, proposed by the Corporation for the purpose of carrying out, for a specific period, any or all of the functions of the Corporation.

**2.1.2.5 "Chairman of the Board (or Corporation)"** is the person appointed by the Board of Governors to lead the Board of Directors and to ensure that it successfully discharges its overall responsibility for the Corporation as a whole. The expression "the Chairman of the Corporation" shall be deemed to include the Deputy Chairman of the Corporation if the Chairman is absent from the meeting or is otherwise unavailable.

**2.1.2.6 "Chief Executive"** means the chief executive officer of the Corporation.

**2.1.2.7 "Governance Committee"** means a committee whose functions are concerned with the arrangements for the purpose of monitoring and improving the quality of healthcare for which the Corporation has responsibility.

**2.1.2.8 "Commissioning"** means the process for determining the need for and for obtaining the supply of healthcare and related services by the Corporation within available resources.

**2.1.2.9 "Committee"** means a Committee of the Board of Directors.

**2.1.2.10 "Constitution"** means the constitution of the Corporation.

**2.1.2.11 "Committee members"** means Directors formally appointed by the Board to sit on or to chair specific committees.

**2.1.2.12 "Contracting and procuring"** means the systems for obtaining the supply of goods, materials, manufactured items, services, building and engineering services, works of construction and maintenance and for disposal of surplus and obsolete assets.

**2.1.2.13 "Deputy Chairman"** means the Non Executive Director appointed from amongst the Non Executive Directors as Deputy

Chairman by the Board of Governors in accordance with paragraph 24 of the Constitution to take on the Chairman's duties if the Chairman is absent for any reason.

**2.1.2.14 "Director of Finance"** means the Chief Financial Officer of the Corporation.

**2.1.2.15 "Executive Director"** means a member of the Board of Directors who holds an executive office of the Corporation.

**2.1.2.16 "Member of the Board"** means an Executive or Non Executive Director (member of the Board in relation to the Board of Directors includes its Chairman).

**2.1.2.17 "Nominated Officer"** means an officer charged with the responsibility for discharging specific tasks within Standing Orders and Standing Financial Instructions.

**2.1.2.18 "Non Executive Director"** means a member of the Board of Directors who does not hold an executive office of the Corporation.

**2.1.2.19 "Officer"** means an employee of the Corporation or any other person holding a paid appointment or office with the Corporation. (This includes all employees or agents of the Corporation, including medical and nursing staff and consultants practising upon the Corporation's premises and shall be deemed to include employees of third parties contracted to the Corporation when acting on behalf of the Corporation).

**2.1.2.20 "SFIs"** means Standing Financial Instructions. The Standing Financial Instructions shall have the same effect as if they were incorporated in Standing Orders.

**2.1.2.21 "SOs"** means Standing Orders.

**2.1.2.22 "Trust Secretary"** means a person who may be appointed to act independently of the Board to provide advice on corporate governance issues to the Board and the Chairman and monitor the Corporation's compliance with the Regulatory Framework and these Standing Orders.

**2.1.2.23 "Funds Held on Trust"** means those funds which the Corporation holds at its date of incorporation, receives on distribution by statutory instrument or chooses subsequently to accept. Such funds may or may not be charitable funds.

**2.1.2.24** “**Legal Advisor**” means the properly qualified person appointed by the Corporation to provide legal advice.

**2.1.2.25** “**Motion**” means a formal proposition to be discussed and voted on during the course of a meeting.

**2.1.2.26** Wherever the title Chief Executive, Director of Finance, or other nominated employee is used in these Standing Orders, it shall be deemed to include such other Director or employees who have been duly authorised to represent them.

## **2.2 Compliance**

2.2.1 It is the duty of the Chairman to ensure that the Chief Executive, Non Executive Directors, Executive Directors and other employees of the Corporation are aware of and comply with these Standing Orders.

2.2.2 Failure to comply with Standing Orders and Standing Financial Instructions could result in a disciplinary action or dismissal.

## **2.3 Disclosure**

2.3.1 The Chairman, Non Executive Directors, Executive Directors and other employees of the Corporation may not, without the express permission of the relevant Director, disclose to a person not employed by the Corporation or quote in public any document which is marked ‘Confidential’. Breach of this could be considered as gross misconduct.

2.3.2 Candidates for appointment to an office under the Corporation are required at the time of their application to declare relationships with Directors (to include senior members of clinical and managerial staff as stated in Section 10.4 of these Standing Orders).

## **2.4 Openness**

2.4.1 It is the aim of the Corporation in accordance with the Freedom of Information Act 2000 to ensure that the public:

- have access to available information about the services provided by the Corporation, the cost of those services, quality standards and performance against targets;
- are provided with explanations about proposed service changes and have an opportunity to influence decisions on such changes;
- are aware of the reasons for decisions and actions affecting their own treatment;
- know what information is available and where they can obtain it.



## **2.5 Financial Limits and Thresholds**

2.5.1 Details of financial limits and thresholds arising from Standing Orders and Standing Financial Instructions are contained in the Corporation's Scheme of Delegation. These limits and thresholds shall be reviewed annually and may be formally amended periodically by the Chief Executive and considered and approved by the Audit Committee.

## **3 THE CORPORATION AND THE BOARD OF DIRECTORS**

### **3.1 Business**

3.1.1 All business shall be conducted in the name of the Corporation.

3.1.2 All funds received in trust (i.e. donations, legacies etc.) shall be in the name of the Corporation as corporate trustee. The Corporation can act as a corporate trustee and in this latter role it is accountable to the Charity Commission for those funds deemed to be charitable. As the Corporation's charity fund balances are currently less than £350,000, it does not require a separate charitable fund. The Corporation's charity funds are managed on its behalf by Northamptonshire Primary Care Trust (PCT). In relation to funds held on trust, powers exercised by the Corporation as corporate trustee shall be exercised separately and distinctly from those powers exercised as a Corporation.

3.1.3 The Corporation has resolved that certain powers and decisions may only be exercised or made by the Board in formal session. These powers and decisions are set out in "Reservation of Powers to the Board" and have effect as if incorporated into the Standing Orders.

### **3.2 Composition of the Board**

3.2.1 The composition of the Board will be in accordance with the Constitution.

3.2.2 The Board will comprise the Chairman of the Corporation, six independent Non Executive Directors and four Executive Directors to include:

the Chief Executive  
the Director of Finance  
the Nurse Director  
the Medical Director

### **3.3 Appointment of the Chairman and other Non Executive Directors**

3.3.1 The Chairman and the other Non Executive Directors are appointed by the Board of Governors.

### **3.4 Appointment of the Executive Directors**

3.4.1 The Chief Executive is appointed by the Non Executive Directors, subject to the approval of the Board of Governors. The other Executive Directors are appointed by a Committee consisting of the Chairman, the other Non Executive Directors and the Chief Executive.

### **3.5 Terms of Office of the Chairman and other Members of the Board**

3.5.1 The regulations setting out the period of tenure of office of the Chairman and other members of the Board and for the termination or suspension of office of the Chairman and other members of the Board are contained in the Constitution of the Corporation.

**3.6 Not used.**

### **3.7 Senior Independent Director**

3.7.1 **Appointment and Powers of Senior Independent Director.** The Board of Directors, in consultation with the Board of Governors, should appoint one of the independent Non Executive Directors to be the Senior Independent Director, for such period, not exceeding the remainder of his/her term as a member of the Board, as they may specify on appointing him/her. The Senior Independent Director shall perform the role set out in the Corporation's "Senior Independent Director Job Description", as amended from time to time by resolution of the Board. The Senior Independent Director may also hold the role of Deputy Chairman.

3.7.2 Any member of the Board so appointed may at any time resign from the office of Senior Independent Director by giving notice in writing to the Chairman. The Board of Directors, in consultation with the Board of Governors, may thereupon appoint another independent Non Executive Director member of the Board as Senior Independent Director in accordance with the provisions of Standing Order 3.7.1.

## **4 MEETINGS OF THE BOARD**

### **4.1 Calling Meetings**

4.1.1 Ordinary meetings of the Board shall be held at such times and places as the Board may determine.

4.1.2 The Chairman of the Corporation may call a meeting of the Board at any time. If the Chairman refuses to call a meeting after a requisition for that purpose, signed by at least one-third of the whole number of members of the Board, has been presented to him/her, or if, without so refusing, the Chairman does not call a meeting within seven days after such requisition

has been presented to him/her, at the Corporation's Headquarters, such one third or more members of the Board may forthwith call a meeting.

## **4.2 Notice of Meetings**

- 4.2.1 Before each Board or Annual Public Meeting of the Corporation, a notice of the meeting, specifying the business proposed to be transacted at it, and signed by the Chairman or by an officer of the Corporation authorised by the Chairman to sign on his/her behalf shall be delivered to every member of the Board, or sent by post to the usual place of residence of such member of the Board, so as to be available to him/her at least three clear days before the meeting.
- 4.2.2 Lack of service of the notice on any member of the Board shall not affect the validity of a meeting.
- 4.2.3 In the case of a meeting called by members of the Board in default of the Chairman, the notice shall be signed by those members of the Board and no business shall be transacted at the meeting other than that specified in the notice.
- 4.2.4 Failure to serve a notice on more than three Directors shall invalidate the meeting. A notice shall be presumed to have been served at the time at which the notice would be delivered in the ordinary course of the post.
- 4.2.5 Agenda shall be sent to members five days before the meeting and supporting papers, whenever possible, shall accompany the agenda, but shall certainly be dispatched no later than three clear days before the meeting, save in emergency. Failure to serve such a notice on more than three members shall invalidate the meeting. A notice shall be presumed to have been served one day after posting.
- 4.2.6 A public notice of the time and place of the meeting, and the public part of the agenda shall be displayed on the Corporation's public website [www.northamptonshire.nhs.uk/NHT](http://www.northamptonshire.nhs.uk/NHT) at least three clear days before the meeting.

## **4.3 Setting the Agenda**

- 4.3.1 The Board shall determine that certain matters shall appear on every agenda for a meeting and shall be addressed prior to any other business being conducted.
- 4.3.2 A member of the Board desiring a matter to be included on an agenda shall make his/her request in writing to the Chairman at least seven clear days before the meeting. Requests made less than seven days before a meeting may be included on the agenda at the discretion of the Chairman.

4.3.3 No business may be transacted at any meeting which is not specified in the notice of that meeting unless the Chairman agrees that the item should be considered a matter of urgency and this is stated in the minutes.

#### **4.4 Petitions**

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

#### **4.5 Chairman of Meeting**

4.5.1 At any meeting of the Board, the Chairman of the Board, if present, shall preside. If the Chairman is absent from the meeting the Deputy Chairman, if there is one and he/she is present, shall preside. If the Chairman and Deputy Chairman are absent, such Non Executive Director as the members of the Board present shall choose shall preside.

4.5.2 If the Chairman is absent from a meeting temporarily on the grounds of a declared conflict of interest the Deputy Chairman, if present, shall preside. If the Chairman and Deputy Chairman are absent, or are disqualified from participating, such Non Executive Director as the Directors present shall choose shall preside.

#### **4.6 Public Meetings**

4.6.1 **Annual Public Meeting** - the Corporation shall publicise and hold an annual public meeting.

4.6.2 **Board Meetings** - the Corporation shall hold Board Meetings in public on a regular basis.

#### **4.7 Motions and Amendments**

4.7.1 **Notices of Motion** - A member of the Board desiring to move or amend a motion shall send a written notice thereof at least seven clear days before the meeting to the Chairman, who shall insert in the agenda for the meeting all notices so received subject to the notice being permissible under the appropriate regulations. This paragraph shall not prevent any motion being moved during the meeting, on any business mentioned on the agenda.

4.7.2 **Withdrawal of Motion or Amendments** - A motion or amendment once moved and seconded may be withdrawn by the proposer with the concurrence of the seconder and the consent of the Chairman.

4.7.3 **Motion to Rescind a Resolution** - Notice of motion to amend or rescind any resolution (or the general substance of any resolution) which has been

passed within the preceding six calendar months shall bear the signature of the member of the Board who gives it and also the signature of four other Board members. When any such motion has been disposed of by the Board, it shall not be competent for any member other than the Chairman to propose a motion to the same effect within six months, however the Chairman may do so if he/she considers it appropriate.

- 4.7.4 **Motions** - The mover of a motion shall have the right of reply at the close of any discussion on the motion or any amendment thereto.
- 4.7.5 When a motion is under discussion or immediately prior to discussion it is open to a Director to move:  
An amendment to the motion.  
The adjournment of the discussion or the meeting.  
That the meeting proceed to the next business.\*  
The appointment of an ad hoc committee to deal with a specific item of business.  
That the motion be now put.\*
- 4.7.6 In the case of sub-paragraphs denoted by (\*) above (to ensure objectivity) motions may only be put by a member of the Board who has not previously taken part in the debate and be eligible to vote.
- 4.7.7 No amendment to the motion may be admitted if, in the opinion of the Chairman of the meeting, the amendment negates the substance of the motion.

#### **4.8 Admission of Public and Press**

- 4.8.1 The public and representatives of the press shall be afforded facilities to attend all formal meetings of the Board but shall be required to withdraw upon the Board resolving:  
  
"that representatives of the press and other members of the public be excluded from the remainder of the meeting having regard to the confidential nature of the business to be transacted, publicity on which would be prejudicial to the public interest".
- 4.8.2 The Chairman (or Deputy Chairman) shall give such directions as he/she thinks fit in regard to the arrangements for meetings and accommodation of the public and representatives of the press such as to ensure that the Board's business shall be conducted without interruption and disruption and, without prejudice to the power to exclude on the grounds of the confidential nature of the business to be transacted, the public shall be required to withdraw upon the Board resolving as follows

“that in the interest of public order the meeting adjourn for (the period to be specified) to enable the Board to complete business without the presence of the public”.

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

#### **4.9 Chairman’s Ruling**

- 4.9.1 Statements of members of the Board made at meetings of the Corporation shall be relevant to the matter under discussion at the material time and the decision of the Chairman of the meeting on question of order, relevancy, regularity and any other matters shall be observed at the meeting. His/her interpretation of Standing Orders shall be final. In this interpretation, he/she shall be advised by the Trust Secretary and in the case of Standing Financial Instructions by the Director of Finance

#### **4.10 Voting**

- 4.10.1 Every question at a meeting requiring a resolution which cannot be obtained with consensus shall be determined by a majority of the votes of the members present and voting on the question and, in the case of any equality of votes, the person presiding shall have a second and casting vote.
- 4.10.2 All questions put to the vote shall, at the discretion of the Chairman of the meeting, be determined by oral expression or by a show of hands. A paper ballot may also be used if a majority of the members of the Board present so request.
- 4.10.3 If at least one-third of the members of the Board present so request, the voting (other than by paper ballot) on any question may be recorded to show how each member of the Board present voted or abstained.
- 4.10.4 If a member of the Board so requests, his/her vote may be recorded by name upon any vote (other than by paper ballot).
- 4.10.5 In no circumstances may an absent member of the Board vote by proxy. Absence is defined as being absent at the time of the vote.

#### **4.11 Minutes**

- 4.11.1 The minutes of the proceedings of a meeting shall be drawn up and submitted for agreement at the next meeting where the person presiding at it shall sign them.

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

4.11.3 Minutes shall be circulated in accordance with members' wishes. Where providing a record of a meeting held in public the minutes shall be made available to the public

#### **4.12 Suspension of Standing Orders**

4.12.1 Except where this would contravene any statutory provision or any guidance issued by the Independent Regulator, any one or more of the Standing Orders may be suspended at any meeting, provided that at least two-thirds of the Board are present, including one Executive Director and one Non Executive Director, and that a majority of those present vote in favour of suspension. Standing Order 9.5 provides that officers so delegated to authorise expenditure by the Chief Executive may waive formal tendering procedures in certain prescribed situations, with the Chief Executive reporting the fact of the waiver to the Board in a formal meeting.

4.12.2 A decision to suspend Standing Orders together with the reason for the suspension shall be recorded in the minutes of the meeting.

4.12.3 A separate record of matters discussed during the suspension of Standing Orders shall be made and shall be available to the Directors.

4.12.4 No formal business may be transacted while Standing Orders are suspended.

4.12.5 The Audit Committee shall review every decision to suspend Standing Orders.

#### **4.13 Variation and Amendment of Standing Orders**

4.13.1 These Standing Orders may be amended only if:

- a notice of motion under Standing Order 4.6 has been given;
- no fewer than half the total of the Corporation's Non Executive Directors vote in favour of amendment and at least two-thirds of the members are present;
- the variation proposed does not contravene a statutory provision or direction made by the Independent Regulator.

#### **4.14 Record of Attendance**

4.14.1 The names of the Chairman and members of the Board present at the meeting shall be recorded in the minutes.

## **4.15 Quorum**

- 4.15.1 No business shall be transacted at a meeting of the Corporation unless at least one-third of the whole number of the members of the Board is present including at least one Executive Director and one Non Executive Director.
- 4.15.2 An officer in attendance for an Executive Director may not count towards the quorum.
- 4.15.3 If a member of the Board has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of the declaration of a conflict of interest (see Standing Order 7 or 8) he/she shall no longer count towards the quorum. If the quorum is then not available for the discussion and / or the passing of a resolution on any matter, that matter may not be discussed further or voted upon at the meeting. Such a position shall be recorded in the minutes of the meeting. The meeting shall then proceed to the next business. The above requirement for at least one Executive Director to form part of the quorum shall not apply where the Executive Directors are excluded from a meeting (for example when the Board considers the advice of the Remuneration Committee).

## **5 ARRANGEMENTS FOR THE EXERCISE OF FUNCTIONS BY DELEGATION**

### **5.1 Introduction**

Subject to the Regulatory Framework, the Board may make arrangements for the exercise, on its behalf, of any of its functions by a committee or sub-committee, appointed by virtue of Standing Order 6.1 or 6.2 below or by the Chairman or a Director or an employee of the Corporation in each case subject to such restrictions and conditions as the Board thinks fit. Where functions are delegated this means that although the performance of the function is delegated to another committee, sub-committee or officer, the Board retains the responsibility for the service.

### **5.2 Emergency Powers**

The powers which the Board has retained to itself within these Standing Orders (Standing Order 3.5) may in emergency be exercised by the Chief Executive and the Chairman having consulted at least two Non Executive Directors. The exercise of such powers by the Chief Executive and the Chairman shall be reported to the next formal meeting of the Board.



### **5.3 Delegation to Committees**

The Board shall agree from time to time to the delegation of Executive powers to be exercised by committees or sub-committees, which it has formally constituted. The Board shall approve the Constitution and terms of reference of these committees, or sub-committees, and their specific executive powers shall be approved by the Board.

### **5.4 Delegation to Employees**

Those functions of the Corporation which have not been retained as reserved by the Board or delegated to an Executive committee or sub-committee shall be exercised on behalf of the Board by the Chief Executive. The Chief Executive shall determine which functions he/she shall perform personally and shall nominate employees to undertake the remaining functions for which he/she shall still retain accountability to the Board.

**5.4.1** The Chief Executive shall prepare a Scheme of Delegation identifying his/her proposals, which shall be considered and approved by the Board, subject to any amendment, agreed during the discussion. The Chief Executive may periodically propose amendment to the Scheme of Delegation, which shall be considered and approved by the Audit Committee as indicated above.

**5.4.2** Nothing in the Scheme of Delegation shall impair the discharge of the direct accountability to the Board of the Director of Finance or other Executive Directors to provide information and advise the Board in accordance with any statutory requirements.

**5.4.3** The arrangements made by the Board as set out in the "Reservation of Powers to the Board and Delegation of Powers" shall have effect as if incorporated in these Standing Orders.

### **5.5 Overriding of Standing Orders**

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 members of the Board and staff have a duty to disclose any non-compliance with these Standing Orders to the Trust Secretary as soon as possible.

## **6 COMMITTEES AND SUB COMMITTEES**

### **6.1 Appointment of Committees and Sub Committees**

**6.1.1** The Board may appoint committees of the Board, consisting of one or more members of the Board.

- 6.1.2 A committee appointed under this regulation may appoint sub-committees consisting wholly or partly of members of the committee.
- 6.1.3 As a minimum, the Corporation shall appoint an Audit Committee, Remuneration and Terms of Service Committee and Nominations Committee, the Terms of Reference and meeting arrangements of which shall be agreed by the Board. The Corporation will establish other interim Committees as appropriate.
- 6.1.4 The Standing Orders of the Corporation, as far as applicable, shall apply with appropriate alteration to meetings of any committees or sub-committee established by the Board. In which case the term 'Chairman' is to be read as a reference to the Chairman of the Committee as the context permits and the term 'member of the Board' is to be read as a reference to a member of the Committee also as the context permits.
- 6.1.5 Each such committee or sub-committee shall have such terms of reference and powers and be subject to such conditions (as to report back to the Board), as the Board shall decide and shall be in accordance with the Regulatory Framework. Such terms of reference shall have effect as if incorporated into the Standing Orders.
- 6.1.6 Committees may not delegate their Executive powers to a sub-committee unless expressly authorised by the Board.
- 6.1.7 The Board shall approve the appointments to each of the committees that it has formally constituted.
- 6.1.8 Where the Board is required to appoint persons to undertake statutory functions and, where such appointments are to operate independently of the Board, such appointment shall be made in accordance with applicable statute and regulations and with guidance issued by the Independent Regulator.
- 6.1.9 A member of a committee shall not disclose a matter dealt with by, or brought before the committee, without its permission until the committee has reported to the Board or otherwise concluded on that matter. It is accepted that there shall be circumstances requiring urgent action and where delay would not be in the Corporation's interests. Such circumstances shall be recorded.
- 6.1.10 A Director of the Corporation or a member of a committee shall not disclose any matter reported to the Board or otherwise dealt with by the committee, notwithstanding that the matter has been reported or action has been concluded, if the Board or committee has resolved that it is confidential.

## **7 DECLARATIONS OF INTEREST AND REGISTER OF INTEREST**

### **7.1 Declaration of Interests**

7.1.1 The Regulatory Framework requires Board members to declare interests which are relevant and material to the Board of which they are a member. All existing Board members should declare such interests. Any Board members appointed subsequently should do so on appointment.

7.1.2 Interests which should be regarded as “relevant and material” are to be interpreted in accordance with guidance issued by the Independent Regulator and include:

- a) Directorships, including Non Executive Directorship held in private companies or PLCs (with the exception of those of dormant companies);
- b) Ownership or part-ownership of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS;
- c) Majority or controlling shareholders in organisations likely or possibly seeking to do business with the NHS;
- d) A position of trust or authority in a charity or voluntary organisation in the field of health and social care.
- e) Any connection with a voluntary or other organisation contracting for NHS services;
- f) To the extent not covered above, any connection with an organisation, entity or company considering entering into or having entered into a financial arrangement with the corporation including but not limited to, lenders or banks;
- g) Any other commercial interest in the decision before the meeting.

7.1.3 If Board members have any doubt about the relevance or materiality of an interest, this should be discussed with the Chairman. Financial reporting standard number 8 (issued by the Accounting Standards Board) specifies that influence rather than the immediacy of the relationship is more important in assessing the relevance of an interest. The interests of partners in professional partnerships including General Practitioners should also be considered.

7.1.4 At the time Board members’ 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.

7.1.5 Board members’ Directorship of companies likely or possibly seeking to do business with the NHS should be published in the Corporation’s Annual Report. The information should be kept up to date for inclusion in succeeding annual reports.

- 7.1.6 During the course of a Board meeting, if a conflict of interest is established, the member of the Board concerned should withdraw from the meeting and play no part in the relevant discussion or decision.
- 7.1.7 There is no requirement for the interests of Board members' spouses or partners to be declared. (Note however that Standing Order 8 which is based on the Membership and Procedure Regulations require that the pecuniary interest of Directors' spouses, if living together, in contracts should be declared). Therefore, the interests of Board members' spouses and cohabiting partners should also be regarded as relevant.

## **7.2 Register of Interests**

- 7.2.1 The Trust Secretary shall ensure that a Register of Interests is established to record formally declarations of interests of Board members. In particular the Register shall include details of all Directorships and other relevant and material interests which have been declared by both Executive and Non-Executive Board members, as defined in Standing Order 7.1.2. In addition, the same arrangements should be made for senior managers accountable to Directors and Clinical Directors/Clinical Leads. Registers should also be maintained for gifts and hospitality received.
- 7.2.2 These details shall 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 shall be incorporated.
- 7.2.3 The Register shall be available, to the public on request in the offices of the Corporation and the Chairman shall take reasonable steps to bring the existence of the Register to the attention of the local population and to publicise arrangements for viewing it.

## **8 DISABILITY OF DIRECTORS IN PROCEEDINGS ON ACCOUNT OF PECUNIARY INTEREST**

- 8.1 Subject to the following provisions of this Standing Order, if the Chairman or another member of the Board has any pecuniary interest, direct or indirect, in any contract, proposed contract or other matter and is present at the meeting of the Corporation at which the contract or other matter is the subject of consideration, he/she 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. The Board may exclude the Chairman or another member of the Board from a meeting of the Board while any contract, proposed contract or other matter in which he/she has a pecuniary interest is under consideration;

8.2 Any remuneration, compensation or allowances payable to the Chairman or a member of the Board shall not be treated as a pecuniary interest for the purpose of this Standing Order.

8.3 For the purpose of this Standing Order, the Chairman or other member of the Board shall be treated, subject to Standing Order 8.1 and Standing Order 8.2, as having indirectly a pecuniary interest in a contract, proposed contract or other matter, if:

- a) he/she, or a nominee of his/hers, is a Director of a company or other body, not being a public body, with which the contract was made or is proposed to be made or which has a direct pecuniary interest in the other matter under consideration; or
- b) he/she is a partner of, or is in the employment of a person, or company with whom the contract was made or is proposed to be made or who has a direct pecuniary interest in the other matter under consideration;

and in the case of married persons living together the interest of one spouse shall, if known to the other, be deemed for the purposes of these Standing Orders to be also an interest of the other.

8.4 The Chairman or a member of the Board shall not be treated as having a pecuniary interest in any contract, proposed contract or other matter by reason only:

- a) of his/her membership of a company or other body, if he/she has no beneficial interest in any securities of that company or other body;
- b) of an interest in any company, body or person with which he/she is connected as mentioned in Standing Order 8.1 above which is so remote or insignificant that it cannot reasonably be regarded as likely to influence a member of the Board in the consideration or discussion of or in voting on, any question with respect to that contract or matter.

8.5 Where the Chairman or a member of the Board:

- a) has an indirect pecuniary interest in a contract, proposed contract or other matter by reason only of a beneficial interest in securities of a company or other body; and
- b) the total nominal value of those securities does not exceed £5,000 or one-hundredth of the total nominal value of the issue share capital of the company or body, whichever is the less, and
- c) if the share capital is of more than one class, the total nominal value of shares of any one class in which he/she has a beneficial interest does not exceed one-hundredth of the total issued of the total issued share capital of that class

this Standing Order shall not prohibit him/her from taking part in the consideration or discussion of the contract or other matter or from voting

on any question with respect to it without prejudice however to his/her duty to disclose his/her interest.

- 8.6 Standing Order 8 applies to a committee or sub-committee of the Corporation as it applies to the Board and applies to any member of any such committee or sub-committee (whether or not he/she is also a member of any Committee or Sub Committee) as it applies to a member of the Board.

## **9 STANDARDS OF BUSINESS CONDUCT**

### **9.1 Policy**

- 9.1.1 Staff shall comply with the Corporation's Policy on the Standards of Business Conduct.

### **9.2 Interest of Employees in Contracts**

- 9.2.1 If it comes to the knowledge of a member or an officer of the Corporation that a contract in which he/she has a pecuniary interest not being a contract to which he/she is himself a party, has been, or is proposed to be, entered into by the Corporation he/she shall, at once, give notice in writing to the Trust Secretary of the fact that he/she is interested therein. In the case of married persons (or persons living together as partners) the interest of one partner shall, if known to the other, be deemed to be also the interest of that partner.

- 9.2.2 An employee shall also declare to the Trust Secretary any other employment or business or other relationship of his/hers, or of a cohabiting spouse, that conflicts, or might reasonably be predicted could conflict with the interests of the Corporation.

### **9.3 Canvassing of and Recommendation by Members of the Board in Relation to Appointments**

- 9.3.1 Canvassing of Directors or Governors of the Corporation or of any Committee of the Corporation directly or indirectly for any appointment under the Corporation shall disqualify the candidate for such appointment. The contents of this paragraph of the Standing Order shall be included in application forms or otherwise brought to the attention of candidates.

- 9.3.2 A member of the Board shall not solicit for any person any appointment under the Corporation or recommend any person for such appointment: but this paragraph of this Standing Order shall not preclude a member of the Board from giving written testimonial of a candidate's ability, experience or character for submission to the Corporation.

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

#### **9.4 Relationships with members of the Board or officers**

9.4.1 Candidates for any staff appointment under the Corporation shall, when making application, disclose in writing to the Corporation whether they are related to any Director or the holder of any office under the Corporation. Failure to disclose such a relationship shall disqualify a candidate and, if appointed, render him/her liable to instant dismissal.

9.4.2 The Chairman and every member of the Board and officer of the Corporation shall disclose to the Trust Secretary any relationship, to include personal friendship, with a candidate of whose candidature that Director or officer is aware. It shall be the duty of the Trust Secretary to report to the Board any such disclosure made.

9.4.3 On appointment, employees (and prior to acceptance of an appointment in the case of Board members) must disclose to the Corporation whether they are related to any other Director or holder of any office under the Corporation.

9.4.4 Where the relationship of an employee or another Director to a Director of the Corporation is disclosed, the Standing Order headed 'Disability of Chairman and members of the Board in Proceedings on Account of Pecuniary Interest' (Standing Order 8) shall apply.

#### **9.5 Acceptance of Gifts or Hospitality**

9.5.1 The Prevention of Corruption Acts 1906 and 1916 makes it unlawful for an employee to solicit or accept fees, gifts, hospitality or consideration of any kind for doing or not doing anything in their official capacity or showing favour or disfavour to any person in their official capacity.

9.5.2 Small gifts, subject to declaration to and approval by the Chief Executive may be accepted; everything else should be declined. Breach of the provisions of these Acts may render individuals liable to prosecution and/or loss of employment and superannuation rights in the NHS.

9.5.3 Reasonable reciprocal hospitality is acceptable as part of a normal business relationship but shall not influence or be seen to influence any business decision.

9.5.4 Any offer of an inducement (including hospitality/gifts, fees etc.) should accordingly be reported, by the person to whom it is made, or by any person having knowledge of such, to a senior Officer, and to the Director of Finance.

9.5.5 Having regard to the above, hospitality shall only be given or accepted where it is on a scale appropriate to the circumstances, reasonably incidental to the occasion and not extravagant, and where it is apparent that no cause could reasonably arise for adverse criticism from whatever source. Decisions regarding hospitality shall only be capable of being justified publicly and all hospitality, given or accepted, shall be authorised together with required explanations.

## **9.6 Commercial Sponsorship**

9.6.1 Attendance at relevant conference/courses is acceptable provided the employee seeks and obtains permission in advance from their Senior Officer, and is reported for inclusion in the Hospitality Register.

9.6.2 Where inspection of equipment at manufacturer's premises is proposed, consideration should be given to meeting the costs of travelling to avoid any potential doubt as to the integrity of a purchasing decision.

9.6.3 Sponsorship of posts is not permitted unless it is made abundantly clear to the company concerned that such sponsorship shall have no effect on purchasing decisions

9.6.4 Linked deals, i.e. sponsorship linked to purchase of particular products are not permitted.

## **9.7 Personal Use of Corporation Contracts**

9.7.1 Individual staff members shall not seek or accept preferential rates or benefits in kind for private transactions carried out with companies with which the Corporation has official dealings.

## **9.8 Underlying Principles**

9.8.1 The principles which underpin the Standards of Business Conduct in the NHS are that employees shall:

- a) be impartial and honest in the conduct of the official business
- b) use the public funds to the best advantage of the NHS, always ensuring value for money ensure the interest of patients remains paramount.

9.8.2 The aim is to protect staff from being placed in a position where work may conflict with external business and removes any possible allegations of favouritism.



## **10 CUSTODY OF SEAL AND SEALING OF DOCUMENTS**

### **10.1 Custody of Seal and Register of Seals**

The Common Seal and Register of Seals of the Corporation shall be kept by the Chief Executive in a secure place.

### **10.2 Sealing of Documents**

10.2.1 The Seal of the Corporation shall not be fixed to any documents unless the sealing has been authorised by a resolution of the Board or of a committee, thereof or where the Board has delegated its powers.

10.2.2 The sealing shall be undertaken by the Director of Finance (or an individual nominated by him/her) and approved by the Board.

10.2.3 The seal shall be affixed in the presence of and attested by the Chief Executive or such nominated Board Director on his/her behalf. The use of the seal shall be reported to the Corporation's Audit Committee.

### **10.3 Register of Sealing**

10.3.1 An entry of every sealing shall be made and numbered consecutively in a book provided for that purpose and shall be signed by the persons who shall have approved and authorised the document and those who attested the seal.

Note: An appropriate form of attestation of documents would be "The Common Seal of the Northamptonshire Healthcare NHS Foundation Trust was hereunto affixed in the presence of ....."

10.3.2 The seal must be affixed in the case of:

- Land and property transactions, and
- Contracts for financial transactions requiring the seal of a corporate body

In all other cases the seal is not required to be used.

## **11 SIGNATURE OF DOCUMENTS**

11.1 Where the signature of any document shall be a necessary step in legal proceedings involving the Corporation, it shall be signed by the Chief Executive, unless any enactment otherwise requires or authorises, or the Board shall have given the necessary authority to some other person for the purpose of such proceedings.

11.2 The Chief Executive or nominated employees shall be authorised, by resolution of the Board, to sign on behalf of the Corporation any agreement or other document (not required to be executed as a deed) the subject matter of which has been approved by the Board or committee or Sub-committee to which the Board has delegated appropriate authority.

## **12 MISCELLANEOUS**

### **12.1 Standing Orders to be given to Directors and Employees**

It is the duty of the Chief Executive to ensure that existing Directors and employees and all new appointees are notified of and understand responsibilities within Standing Orders and Standing Financial Instructions.

### **12.2 Documents having the standing of Standing Orders**

Standing Financial Instructions and Reservation of Powers to the Board and Delegation of Powers shall have the effect as if incorporated into Standing Orders but, for the avoidance of doubt, neither the Standing Financial Instructions nor the Reservation of Powers to the Board and Delegation of Powers form part of this Constitution.

### **12.3 Review of Standing Orders**

Standing Orders shall be reviewed annually by the Corporation. The requirement for review extends to all documents having the effect as if incorporated in Standing Orders.

### **12.4 Conflicts with the Standing Orders**

Where there is a conflict between the Standing Orders and other Corporation procedures and or Standing Financial Instructions then the interpretation to be used is that contained in the Standing Orders.

## **ANNEX 9 – FURTHER PROVISIONS**

### **Restrictions on Membership - Further provisions**

An applicant must be aged 12 or over to be eligible to become a member of the trust.

### **Removal of a member**

A person shall cease to be a member if:

- they resign in writing
- they die
- they cease to be entitled under this constitution to be a member of the public, patient or staff constituency
- if two thirds of the governors present at a general meeting of the Board of Governors vote to withdraw membership.

### **Amending the constitution**

The trust can make amendments to this constitution with the approval of the Independent Regulator. Proposals to amend the constitution can be made to Monitor with the agreement of a majority of the Board of Directors and two thirds of the governors present at a general meeting of the Board of Governors.

### **Resolution of disputes**

The following process will be used to resolve formal disagreements between the Board of Governors and the Board of Directors:

- both Boards will review the disputed issue at their next formal meeting, inviting relevant representatives from the other Board to join the discussions with a view to resolution without recourse to the remainder of this dispute resolution process.
- If a resolution is not forthcoming, then the issue will be referred to a Dispute Resolution Group made up of the Chairman of the trust, the Deputy Chair of the trust, the Senior Independent Director, the Chief Executive, three representatives from the Board of Governors, at least two of which must come from the majority public and service user/carer constituencies, and an independent member who will be the Chair of another Foundation Trust.
- If the Dispute Resolution Group is unable to resolve the dispute via dialogue then the dispute will move to a vote of those present at the meeting. The issue will then be decided by the majority vote and will be binding on both Boards.

## **Indemnity**

Members of the Board of Governors and Board of Directors who act honestly and in good faith will not have to meet out of their personal resources any personal civil liability which is incurred in the execution of their Board functions, other than where they have acted recklessly, perversely or negligently. Any costs arising beyond the exceptions outlined above, will be met by the trust.

**AUTHORISATION OF NORTHAMPTONSHIRE HEALTHCARE NHS FOUNDATION  
TRUST**

**Schedule 2**

Mandatory Goods and Services

Location: Northamptonshire Healthcare NHS Foundation Trust

Care Group: All

Code	Specialty	CMHT - caseload Community Contact	Assertive Outreach Team Caseload	CLDT - referrals Community Contact	Prison Inreach Caseload	Community interventions Courses	Community Forensic Community Contact	Community interventions Courses	Court diversion Teams	Crisis resolution Caseload	Crisis resolution team Teams	Day Care Attendances	Early Intervention team Caseload	Eating Disorder Community Contact	Inpatient Admissions	Inpatient Occupied BD Occupied Bed Days	Inpatient - organic Teams	Inpatient - mixed Attendances	Low Secure Bed Days	Medium Secure Tests	Inpatient - mixed Beds	PICU Occupied Bed Days
700	Learning disability (previously known as mental handicap)	-	-	15,617	-	-	-	-	-	-	-	-	-	-	-	8,072	-	65	-	-	65	-
710	Mental illness	83,341	210	-	100	1,050	-	1,050	-	1,061	-	-	229	3,469	-	41,418	-	-	-	-	-	4,344
711	Child and adolescent psychiatry	12,878	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
712	Forensic psychiatry	-	-	-	-	-	3,620	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
713	Psychotherapy	1,869	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
715	Old age psychiatry	36,117	-	-	-	-	-	-	-	-	-	15,564	-	-	-	25,310	-	-	-	-	-	-
420	Other - sexual health	33,505	-	-	-	576	-	576	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Total</b>		<b>167,710</b>	<b>210</b>	<b>15,617</b>	<b>100</b>	<b>1,626</b>	<b>3,620</b>	<b>1,626</b>	<b>-</b>	<b>1,061</b>	<b>-</b>	<b>15,564</b>	<b>229</b>	<b>3,469</b>	<b>-</b>	<b>74,800</b>	<b>-</b>	<b>65</b>	<b>-</b>	<b>-</b>	<b>65</b>	<b>4,344</b>

**AUTHORISATION OF NORTHAMPTONSHIRE HEALTHCARE NHS FOUNDATION  
TRUST**

**Schedule 3**

Mandatory Education and Training

**Mandatory Education and Training Services**

Commissioning body	Educational body	Contract Length (Years)	Expiry date of contract	Student group	Type of training	Number of Students	Contract Value (£000s)
NHS East Midlands	Leicester University	1 Year	31-Mar-09	CT1 CT2 CT3 ST4 - 6 FY1 FY2 GPVT	Provision of postgraduate medical training & education to doctors in training employed in educationally approved posts within the Trust Provision of postgraduate medical training & education to doctors in training employed in educationally approved posts within the Trust Provision of postgraduate medical training & education to doctors in training employed in educationally approved posts within the Trust Provision of postgraduate medical training & education to doctors in training employed in educationally approved posts within the Trust	3 3 3 4 2 1 6	572
NHS East Midlands	Northampton University	1 year rolling	Annual rolling	HCA 2nd Reg OT CSP Facilitator		17 4 4 1 1	279



**AUTHORISATION OF NORTHAMPTONSHIRE HEALTHCARE NHS FOUNDATION  
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**Schedule 4**

Private Health Care

**AUTHORISATION OF NORTHAMPTONSHIRE HEALTHCARE NHS FOUNDATION  
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**PRIVATE HEALTH CARE**

In 2002/03 the proportion of the total patient income derived from private health charges was 0.01%.

Pursuant to section 44 of the Act and Condition 10 of this Authorisation the proportion of total income of the Trust in any financial year derived from private charges shall not be greater than 0.01%.

**DEFINITION:**

Private patient income

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Total patient  
related income

**AUTHORISATION OF NORTHAMPTONSHIRE HEALTHCARE NHS FOUNDATION  
TRUST**

**Schedule 5**

Limit on Borrowing

**AUTHORISATION OF NORTHAMPTONSHIRE HEALTHCARE NHS FOUNDATION  
TRUST**

**PRUDENTIAL BORROWING LIMIT**

Pursuant to section 46 of the Act and the Prudential Borrowing Code, the Prudential Borrowing Limit for the year 2009/10 is the sum of the following:

- (i) Maximum cumulative long term borrowing (Tier 2): £48 million;
- and
- (ii) Approved working capital facility: not to exceed £8 million.

**AUTHORISATION OF NORTHAMPTONSHIRE HEALTHCARE NHS FOUNDATION  
TRUST**

**Schedule 6**

**Information**

Full details of the information which the Trust shall disclose to Monitor directly and to any third parties as may be specified by the Secretary of State and as may be varied from time to time are set out on Monitor's website at [www.monitor-nhsft.gov.uk](http://www.monitor-nhsft.gov.uk).