

Cover Sheet

Trust Board Meeting in Public: Wednesday 13 January 2021

TB2021.06

Title: OUH Constitution Review

Status: For Decision

History: Review of the OUH Constitution commenced in September 2020. The 1st Phase of the review is now complete, and recommended amendments to the Constitution are submitted for consideration. Subject to approval of the Board and Council of Governors, these amendments to the Constitution will take immediate effect.

Board Lead: Trust Chair

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Confidential: No

Key Purpose: Strategy, Assurance

Executive Summary

1. This paper presents the outcome of the 1st Phase of deliberations undertaken by the OUH Constitution Review Working Groupⁱ, chaired by the Chair of the Governors' *Patient Experience, Membership and Quality Committee*.
2. Based on this 1st Phase of deliberations, the Working Group has recommended some amendments to the Constitution, for consideration and approval by the Board and the Council of Governors.
3. The full text of the proposed amendments, as provided in **Appendices 1 to 3 attached**, has been subjected to independent legal review, to confirm that the revised provisions do not contravene any legal or regulatory requirements.
4. The Board and the Council of Governors have been kept abreast of the issues under consideration by the Working Group in the 1st Phase of the review. The Council of Governors received a report on progress at its meeting on 2 November 2020, and this was followed up by a survey of all Governors' views on the specific issue of Governors' tenure. Members of the Board had the opportunity to consider emerging recommendations at the Board Seminar held on 25 November 2020.
5. In embarking upon a systematic, comparative review of the Constitution, the overarching aim has been to ensure that OUH has a Constitution that supports its strategic objectivesⁱⁱ; promoting effective leadership, and serving the best interests of patients and the public.
6. Pursuing a two-phased approach to the review, the 1st Phase has focussed on issues which could have a bearing on the conduct of governor elections, rescheduled for early 2021. The 2nd Phase, which is already underway, will focus on other issues identified for review, as outlined in section 6.2 of this paper.
7. While the amendments proposed in the 1st Phase of the review could have an impact on the upcoming governor elections, equally so will existing provision. If the proposed amendments are approved, they will take immediate effect. If the proposed amendments are not approved, existing provision will continue to prevail.
8. The Board and the Council of Governors are asked to make a decision as to whether or not to accept the recommended amendments that have emerged from the 1st Phase of the review.
9. Any further amendments proposed to the Constitution, following the conclusion of deliberations in the 2nd Phase, will also be subjected to independent legal review and will be submitted for formal approval of the Board and Council of Governors.
10. It is intended that the whole of the Constitution will be amended to reflect the principles of gender-neutral draftingⁱⁱⁱ.

Recommendations

11. The Trust Board is now asked to consider and approve the recommended amendments to the OUH Constitution in relation to:

- Composition of the Council of Governors (full text of the revised provision is provided at **Appendix 1**);
- Governors' tenure (full text of revised provision is provided at **Appendix 2**);
and
- Eligibility to be a Governor (full text of revised provision is provided at **Appendix 3**).

OUH Constitution Review

1. Purpose

- 1.1. This paper outlines recommended amendments proposed to the OUH Constitution, the full text of which is provided in **Appendices 1 to 3, attached**.
- 1.2. If approved by the Board and the Council of Governors, these amendments will take immediate effect.
- 1.3. If recommended amendments are not approved, then current provision will continue to prevail.

2. Background

- 2.1. The overarching aim in undertaking a review of the OUH Constitution is to ensure that the Trust has a Constitution that supports its strategic objectives; promoting effective leadership, and serving the best interests of patients and the public.
- 2.2. The amendments now proposed are the result of the 1st Phase of detailed deliberations undertaken by the Working Group, and the text of the revised provision has been subjected to independent legal review, to confirm that it does not contravene any legal or regulatory requirements.

3. Composition of the Council of Governors

- 3.1. Under current provision, there are 29 'seats' on the OUH Council of Governors. Fifteen Governors are elected from eight public constituencies (five of which are within Oxfordshire). Six Governors are elected by staff (four 'clinical', two 'non-clinical'), and eight Governors are appointed by specified organisations (including two required by statute to be appointed by the University of Oxford and by Oxfordshire County Council).
- 3.2. In terms of its size and make-up, the current composition of the OUH Council of Governors is broadly comparable to that of 15 other foundation trusts reviewed. It is slightly smaller than many others (the largest of those reviewed having 47, with the average size being 33, and the median 30).
- 3.3. The Working Group has had regard to the **underlying principle** that the trust (through the Council of Governors) should be well-linked to the right constituencies, to provide a platform from which the Trust can be effective in serving the interests of patients, and the whole of the population which might have need of its services.

- 3.4. The Working Group recommends that there should be enhanced representation of patients who come from outside Oxfordshire, to reflect the extent of tertiary work undertaken at OUH.
- 3.5. Consideration was given to increasing the number of governors elected by the *Rest of England & Wales [RoE&W]* constituency from one to two, but - with a current membership of around 523 individuals, and reported difficulties in sustaining engagement with a significant proportion of those members – the preferred option was to explore instead the scope for electing an additional governor from the constituency of Buckinghamshire, Berkshire, Gloucestershire and Wiltshire [BBGW], which has a current membership of 1063 individuals.
- 3.6. The Working Group recommends that an additional governor should be elected from the constituency of BBGW, with the existing constituency boundary to remain un-changed, given that any formal division of BBGW runs the risk of:
 - Fragmenting current membership, which could undermine levels of engagement;
 - Potentially disqualifying current elected governors; and
 - Incurring additional expense associated with reconfiguration of the membership database and with running an election in an additional constituency.
- 3.7. Though some reservations were expressed about an increase in the size of Council, ultimately it was concluded that a small increase in size would not of itself render Council unwieldy; and that it was necessary to ensure that the trust is well-linked to the communities it serves.
- 3.8. Having regard to the importance of ensuring effective engagement with stakeholders, the Working Group reviewed the organisations currently specified as entitled to appoint a Governor to the OUH Council, beyond those required by statute.
- 3.9. The Working Group recommends that provision should be made in due course for there to be representation from the Buckinghamshire, Oxfordshire and Berkshire West Integrated Care System (BOB ICS), provided that no member of the OUH Board would be eligible to be appointed as the representative of the BOB ICS.
- 3.10. **in relation to composition of the Council of Governors, the Working Group recommends** (see full revised text proposed at **Appendix 1**) that:
 - the number of governors to be elected by the public constituency of BBGW is increased from 2 to 3, increasing the total number of public governors from 15 to 16; and

- the number of staff elected governors will remain unchanged at 6 (4 clinical, 2 non-clinical); and
 - the number of appointed governors may be increased from 8 to 9.
- 3.11. These changes increase the upper limit on the overall size of Council from 29 to 31 (with public elected governors always to remain in the majority, as is required by law).

4. Governors' tenure

- 4.1. By statute, an elected governor's term of office is limited to 3 years, and under current provision in the OUH Constitution an elected governor may not serve more than a total of 6 years in aggregate.
- 4.2. Provision made by the other 15 trusts reviewed varies; dividing fairly evenly between those who stipulate that an elected governor's service should not exceed 6 consecutive years, and those that allow 3 terms of up to 3 years each which may be served consecutively.
- 4.3. The Working Group has had regard to the **underlying principle** that an effective Council of Governors is likely to be one in which the length of tenure allowed strikes an appropriate balance between the benefits of experience and the need to preserve objectivity and independence, taking into account also the need to ensure that Council will be progressively refreshed.
- 4.4. Regard has also been paid to a briefing document circulated recently^{iv} by NHS Providers. This suggests that, when striking the balance between the need for refreshment and the advantages of experience, consideration should be given specifically to the bearing that length of tenure may have on Governors' ability to discharge their key statutory duties which are: to represent the interests of members and of the public; and to hold NEDs to account.
- 4.5. Overall, NHS Providers conclude that a sensible limit should be set on the time Governors can serve. It suggests that, given that "the vast majority of people need to learn the governor role from scratch", 3 consecutive terms of up to 3 years each would generally represent a sensible limit.
- 4.6. All Governors have had the opportunity to respond to a survey of their views on what limit should be set on an elected governor's tenure. The response rate (of 74%) was high, but the outcome was inconclusive. Opinions appeared to be divided fairly evenly between the options.
- 4.7. Members of the Board had the opportunity to consider the options at their Seminar held on 25 November 2020, and placed confidence in the Working Group to balance the benefits of experience against the need to

preserve objectivity and independence, and ensure that Council will be progressively refreshed.

4.8. Following detailed deliberations, the **Working Group recommends** that in **relation to governors' tenure** (see full revised text proposed at **Appendix 2**):

- An **elected governor's** tenure will be limited to no more than 3 terms of up to 3 years each, subject to re-election, and subject to no elected governor serving more than 9 years in aggregate (additional terms may be consecutive); and
- At the discretion of the Chair (to be exercised following consultation with governors as appropriate), an **appointed governor** may be eligible for reappointment to a 3rd term provided that s/he will not serve more than 9 years in total.

5. Eligibility to be a Governor

5.1. The OUH Constitution includes the universally adopted provision made in the *Model Core Constitution* which disqualifies an individual from becoming or continuing as a governor if she or he:

- Is subject to an un-discharged bankruptcy order; or
- Is subject to an un-discharged arrangement with creditors; or
- Has been convicted of an offence within the preceding 5 years and sentenced to 3 months' imprisonment or more (suspended or not).

5.2. In common with most other trusts, OUH made further provisions as to the circumstances in which an individual may not become or continue as a governor. These are set out in Annex 5 to the Constitution and include being a member of the OUH board, or a member of a Health Oversight and Scrutiny Committee [HOSC].

5.3. The Working Group has had regard to the **underlying principle** that – aside from that which is regarded as rendering an individual as “unfit” to become or continue as a governor – criteria for eligibility should exclude those in a role which might inherently give rise to a conflict of interest which could prevent the proper exercise of a governor's duties.

5.4. Following detailed deliberations, the **Working Group recommends** that in **relation to eligibility to be a governor** (see full revised text proposed at **Appendix 3**):

- Amongst the existing exclusions that will remain in force, an individual will not be eligible to be a governor of OUH if:
 - she or he is a member of the OUH Board; nor if

- she or he is a member of HOSC; and
- An elected governor of another FT will not be eligible to be a governor of OUH; and
- An individual who is an appointed governor at another foundation trust may be appointed as a governor at OUH, and may stand for election; in either case, subject to there being no material conflict of interest (as will be determined by the Chair, in consultation with governors as appropriate).

6. Conclusion

- 6.1. The Working Group has concluded its careful and detailed deliberations of the issues raised in the 1st Phase of the OUH Constitution Review, so that the Board and the Council of Governors can consider recommendations to amend provisions that will have a bearing on the conduct of upcoming governor elections.
- 6.2. The 2nd Phase of the review is already underway, and will be focussing on other issues identified for review including:
- Managing conflicts of interest at the Board;
 - Thresholds for ‘significant transactions’ and increase in ‘non-NHS activity’, above which Governors’ approval should be required;
 - Grounds for termination of a Governor’s tenure;
 - Governors’ powers to re-appoint Non-Executive Directors [NEDs];
 - Support of Governors’ powers in relation to remuneration and appointment of NEDs.

7. Recommendations

- 7.1. The Trust Board is now asked to consider and approve the recommended amendments to the OUH Constitution in relation to:
- Composition of the Council of Governors (full text of the revised provision is provided at **Appendix 1**);
 - Governors’ tenure (full text of revised provision is provided at **Appendix 2**); and
 - Eligibility to be a Governor (full text of revised provision is provided at **Appendix 3**).

ⁱ Membership of the OUH Constitution Review Group comprises all members of the Governors' *Patient Experience, Membership and Quality Committee*, as well as the Lead Governor and the other Governor for the area served by the Vale of White Horse District Council, the Trust Chair, Trust Vice-Chair and the Chief of Assurance.

ⁱⁱ See OUH Draft Strategic Framework [here](#)

ⁱⁱⁱ See Guide to Gender-Neutral Drafting produced by the Office of the Parliamentary Counsel and Government Legal Department found [here](#)

^{iv} NHS Providers' Briefing found [here](#)

Review of the OUH Constitution

Amendments to the OUH Constitution have been proposed following deliberations by the Constitution Review Working Group, membership of which comprises all members of the Governors' Patient Experience, Membership and Quality Committee, the Lead Governor and another public elected Governor (Vale of White Horse), as well as the Trust Chair, Vice-Chair and Chief of Assurance.

Council of Governors - composition

Current provision relating to the composition of the Council of Governors is found at section 11 of the Constitution with further details specified at Annex 3: Composition of Council of Governors.

Following deliberations of the Constitution Review Working Group, it is proposed that section 11 and Annex 3 be abrogated in their entirety and replaced with full text of the revised provision that is provided **below**, with amendments **highlighted**.

This amended provision is subject to approval by the Council of Governors and the Board, as set out in paragraph 44 of the Constitution, reflecting section 37 of the 2006 Act.

14. Council of Governors – composition

- 14.1. The trust is to have a Council of Governors, which shall comprise both elected and appointed Governors.
- 14.2. The composition of the Council of Governors is specified in Annex 3: Composition of Council of Governors.
- 14.3. The members of the Council of Governors, other than the appointed members, shall be chosen by election by their constituency or, where there are classes within a constituency, by their class within that constituency. The number of governors to be elected by each constituency, or, where appropriate, by each class of each constituency, is specified in Annex 3.

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Annex 3: Composition of Council of Governors

1. The Composition of the Council of Governors is as shown.
2. Appointed Governors as required by statute shall be from:
 - 2.1. Oxfordshire County Council, whose area includes the whole or part of an area being an area for a Public Constituency.
 - 2.2. University of Oxford¹
3. Other Governors are to be appointed by the following organisations, specified for the purposes of paragraph 9(7) of Schedule 7 to the NHS Act 2006:
 - 3.1. Oxford Brookes University;
 - 3.2. Oxford Health NHS Foundation Trust;
 - 3.3. Oxfordshire Clinical Commissioning Group or any future body that takes on the commissioning functions of the Clinical Commissioning Group;

¹ On the basis that the University of Oxford provides a medical or dental school at the trust's hospital. Paragraph 9(6) of Schedule 7 to the 2006 Act.

- 3.4. Oxfordshire Local Medical Committee;
- 3.5. NHS England (Specialised Commissioning); and
- 3.6. Young People's Executive (YiPpEe), with the nominated Governor to be at least 16 years old.
4. One further governor may be appointed by another organisation, subject to that organisation being specified by the trust for the purposes of paragraph 9(7) of Schedule 7 to the NHS Act 2006; and
- 4.1. If another organisation is to be so specified by the trust for the purposes of paragraph 9(7) of Schedule 7 to the NHS Act 2006, this should be recorded by addendum or amendment to the constitution which will be subject to approval by the Council of Governors and by the Board (as set out in paragraph 44 of the Constitution, reflecting section 37 of the 2006 Act).
5. The table below shows the constituencies, classes and bodies which may elect or appoint members of the Council of Governors and the number of governors that may be elected or appointed by each.

	Seats	
Public constituency (elected):	15 16	
Area served by Cherwell District Council		2
Area served by Oxford City Council		2
Area served by South Oxfordshire District Council		2
Area served by Vale of White Horse District Council		2
Area served by West Oxfordshire District Council		2
Buckinghamshire, Berkshire, Gloucestershire and Wiltshire		2 3
Northamptonshire and Warwickshire		2
Rest of England and Wales		1
Staff constituency (elected):	6	
Clinical staff		4
Non-clinical staff		2
Appointed Governors required by statute:	2	
Oxfordshire County Council		1
University of Oxford		1
Other appointed Governors:	6 7	
Oxford Brookes University		1
Oxford Health NHS FT		1
Oxfordshire Clinical Commissioning Group or any future body that takes on its commissioning functions		1
Oxfordshire Local Medical Committee		1
Specialist Commissioner (nominated by NHS Commissioning Board)		1
Young person (nominated by Young People's Executive)		1
Up to 1 other organisation that may be specified for the purposes of paragraph 9(7) of Schedule 7 to the NHS Act 2006; to be recorded by addendum to the constitution, subject to approval of the Council of Governors and the Board		1
Total	29 31	

Review of the OUH Constitution

Amendments to the OUH Constitution have been proposed following deliberations by the Constitution Review Working Group, membership of which comprises all members of the Governors' Patient Experience, Membership and Quality Committee, the Lead Governor and another public elected Governor (Vale of White Horse), as well as the Trust Chair, Vice-Chair and Chief of Assurance.

Council of Governors - tenure

Current provision relating to the tenure of Governors is found at section 13 of the Constitution with further details specified in relation to "Initial (first) Governors' Term of Office" at section 6 of Annex 5: Additional Provisions - Council of Governors.

Following deliberations of the Constitution Review Working Group, it is proposed that section 13 be abrogated in its entirety and replaced with full text of the revised provision that is provided **below**, with amendments **highlighted**.

Further, it is proposed that the provisions of section 6, Annex 5 be deleted (as redundant).

This amended provision is subject to approval by the Council of Governors and the Board.

13. Council of Governors – tenure

- 13.1. Subject to the provisions in Annex 5: Additional Provisions – Council of Governors **and in accordance with paragraph 10 of Schedule 7 to the NHS Act 2006** an elected governor may hold a term of office of up to 3 years.
- 13.2. An elected governor shall cease to hold office if **they** ceases to be a member of the constituency or class by which **they were** elected.
- 13.3. **Subject to paragraph 13.7** an elected governor shall be eligible for re-election at the end of **their** term.
- 13.4. An appointed governor may hold office for a period of up to 3 years.
- 13.5. An appointed governor shall cease to hold office if the appointing organisation withdraws its sponsorship of **them**.
- 13.6. **Subject to paragraph 13.7** an appointed governor shall be eligible for re-appointment at the end of **their** term.
- 13.7. No governor shall serve as a governor for more than ~~two~~ **three** terms of office of up to 3 years each **and no governor shall serve for more than nine years in total (whether by consecutive or non-consecutive terms).**

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Annex 5: Additional Provisions – Council of Governors

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~~6. Initial (first) Governors' Term of Office~~

~~6.1 The Public Constituency~~

~~Notwithstanding the provisions of paragraph 13 of the constitution, for the initial governors elected by a Public Constituency of the trust, the following will apply:~~

- ~~a) The governor for each of the District Council Areas within Oxfordshire (areas 1-5 in Annex 1) who receives the most votes in the initial election will retire at the expiry of three years from the date of their election. The other governor for each of these areas will retire at the expiry of two years from the date of their election;~~
- ~~b) The governor for each of the Buckinghamshire, Berkshire, Gloucestershire & Wiltshire and Northamptonshire and Warwickshire areas (areas 6 and 7 in Annex 1) who receives the most votes in the initial election will retire at the expiry of three years from the date of their election and the remaining members from these areas will retire at the expiry of two years from the date of their election.~~
- ~~c) The governor for the Rest of England and Wales (area 8 in Annex 1) will serve three years from the date of election.~~

~~6.2 The Staff Constituency~~

~~— Notwithstanding the provisions of paragraph 13 of the constitution, of the initial staff members to be elected by the Staff Constituency and appropriate class within the Staff Constituency of the trust on its establishment, the following will apply:~~

- ~~(a) The Non-Clinical staff class member who receives the most votes at the initial election will retire at the expiry of three years from the date of their election;~~
- ~~(b) The two governors representing the Clinical Staff Class who receive most votes at the initial election will retire at the expiry of three years from the date of their election; and~~
- ~~(c) The remaining elected Non-Clinical staff class member will retire at the expiry of two years from the date of their election; and~~
- ~~(d) The remaining two elected Clinical staff class members will retire at the expiry of two years from the date of their election.~~

Review of the OUH Constitution

Amendments to the OUH Constitution have been proposed following deliberations by the Constitution Review Working Group, membership of which comprises all members of the Governors' Patient Experience, Membership and Quality Committee, the Lead Governor and another public elected Governor (Vale of White Horse), as well as the Trust Chair, Vice-Chair and Chief of Assurance.

Eligibility to be a governor

Current provision determining the eligibility of an individual to become or continue to be a member of the OUH Council of Governors is found at section 14 of the Constitution with further provisions set out at Annex 5, section 1.

Following deliberations of the Constitution Review Working Group, it is proposed that these sections be abrogated in their entirety and replaced with full text of the revised provision that is provided **below**, with amendments **highlighted**.

This amended provision is subject to approval by the Council of Governors and the Board.

14. Council of Governors – disqualification and removal

- 14.1. The following may not become or continue as a member of the Council of Governors:
- 14.1.1. a person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged;
 - 14.1.2. a person who has made a composition or arrangement with, or granted a trust deed for, **their** creditors and has not been discharged in respect of it;
 - 14.1.3. a person who within the preceding five years has been convicted in the British Islands of any offence if a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine) was imposed on **them**.
 - 14.1.4. a person in relation to whom a moratorium period under a debt relief order applies (under Part 7A of the Insolvency Act 1986).
- 14.2. Governors must be at least 16 years of age at the date they are nominated for election or appointment.
- 14.3. Further provisions as to the circumstances in which an individual may not become or continue as a member of the Council of Governors are set out in Annex 5: Additional Provisions – Council of Governors, where details are also provided of how membership of the Council of Governors may be terminated.

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Annex 5: Additional Provisions – Council of Governors

1. Eligibility to be a governor

- 1.1. Governors must be at least 16 years of age at the date they are nominated for election or appointment.

- 1.2. A person may not become or continue as a governor of the trust if:
- 1.2.1. in the case of an individual who is a member of the Public Constituency, they cease to live in the area of the Public Constituency of which they are a member;
 - 1.2.2. in the case of a member of a staff class of the Staff Constituency, they no longer meets the eligibility requirements of paragraph 8 of the constitution and of Annex 2;
 - 1.2.3. in the case of an appointed governor, the appointing organisation withdraws their sponsorship of them;
 - 1.2.4. they have within the preceding two years been dismissed, otherwise than by reason of redundancy or ill health, from any paid employment with a Health Service Body (which shall have the meaning ascribed to it in section 9(4) of the 2006 Act);
 - 1.2.5. they are a person whose tenure of office as the chair or as a member or director of a Health Service Body has been terminated on the grounds that their appointment is not in the interest of the health service;
 - 1.2.6. they are a person who has previously been removed as a governor of this trust or any other foundation trust;
 - 1.2.7. they are a member of the trust board;
 - 1.2.8. they are an executive director, non-executive director, chair, or chief executive officer of another Health Service Body, or a body corporate whose business involves the provision of health care services, unless they are appointed to represent that body as one of the trust's partner organisations; in such instances regard shall be given to any circumstances which may give rise to potential conflicts of interest to such a degree as to interfere with the person's proper exercise of their duties as a governor of this trust. Any doubt or question as to what constitutes a material conflict of interest for the purposes of this paragraph should be referred to the Chair of the trust whose decision on the matter will be final. In coming to their decision on the matter, it is expected that the Chair will confer with governors as appropriate;
 - 1.2.9. they are an elected governor of another Health Service Body;
 - 1.2.10. they are an appointed governor of another Health Service Body unless
 - 1.2.10.1. that other Health Service Body is one of the Trust's partner organisations, they are appointed to represent that partner organisation and, having regard to any circumstances which may give rise to potential conflicts of interest to such a degree as to interfere with the person's proper exercise of their duties as a governor of this trust, there is not found to be a material conflict of interest. Any doubt or question as to what constitutes a material conflict of interest for the purposes of this paragraph should be referred to the Chair of the trust whose decision on the matter will be final. In coming to their decision on the matter, it is expected that the Chair will confer with governors as appropriate; or
 - 1.2.10.2. they wish to stand for election as a governor of the trust by a public constituency and, having regard to any circumstances which may give rise to potential conflicts of interest to such a degree as to interfere with the person's proper exercise of their duties as a governor of this trust, there is not found to be a material conflict of interest. Any doubt or question as to what constitutes a material conflict of interest for the purposes of this paragraph should be referred to the Chair of the trust

whose decision on the matter will be final. In coming to their decision on the matter, it is expected that the Chair will confer with governors as appropriate;

- 1.2.11. they have had their name removed from a list maintained under regulations pursuant to sections 91, 106, 123, or 146 of the 2006 Act, or the equivalent lists maintained by Local Health Boards in Wales under the National Health Service (Wales) Act 2006, and they have not subsequently had their name included in such a list;
 - 1.2.12. they are incapable by reason of mental disorder, illness or injury of managing and administering their property and affairs;
 - 1.2.13. they have refused without reasonable cause to undertake any training which the trust and/ or Council of Governors requires all governors to undertake;
 - 1.2.14. they are a member of a local authority Health Overview and Scrutiny Committee;
 - 1.2.15. they are the subject of a Sex Offenders Order and/or their name is included in the Sex Offenders Register;
 - 1.2.16. they are an occupant of the same household and/or they are an immediate family member of a governor or of a member of the trust board;
 - 1.2.17. they have failed to repay (without good cause) any amount of monies properly owed to the trust; or
 - 1.2.18. they have failed to sign and deliver to the Head of Corporate Governance a statement in the form required by the trust confirming acceptance of the Council of Governors' Code of Conduct.
- 1.3. Where a person has been elected or appointed to be a governor and they becomes disqualified from office under paragraph 14 of the constitution or paragraph 1.2 of this Annex, they shall notify the Trust Secretary in writing of such disqualification. If it comes to the notice of the Head of Corporate Governance at the time of taking office or later that the governor is so disqualified, the Head of Corporate Governance shall immediately declare that the person in question is disqualified and notify them in writing to that effect. Upon dispatch of any such notification, that person's tenure of office, if any, shall be terminated and they shall cease to act as a governor.