

**Council of Governors Meeting: Wednesday 21 October 2015**  
**CoG2015.06**

<b>Title</b>	<b>Constitution for Oxford University Hospitals NHS Foundation Trust</b>
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<b>Purpose</b>	For decision.
<b>History</b>	A draft of this paper was presented as Appendix A of CoG2015.04 Preparation for the Inaugural Meeting of the Council of Governors after Authorisation as a Foundation Trust on 21 July 2015.

## Constitution for Oxford University Hospitals NHS Foundation Trust

### 1. Purpose

- 1.1. The Council of Governors is required to formally approve the Trust's Constitution at its first meeting following authorisation as a foundation trust.
- 1.2. This paper outlines the process that has been undertaken to develop the Trust's constitution and presents this for approval.

### 2. Development of Trust Constitution

- 2.1. The Constitution for Oxford University Hospitals NHS Foundation Trust is based on the national Model Constitution.
- 2.2. Following public consultation on the Trust's strategy and proposed governance arrangements during 2012, a number of changes were made to the draft Constitution. These related in particular to the composition of the Council of Governors, and are outlined in the Trust's Integrated Business Plan.
- 2.3. The Constitution was initially approved by the Trust Board on 1 November 2012.
- 2.4. A number of further revisions were made to the Constitution subsequently, including those requested following assessment of its content by Monitor. Changes following Monitor's assessment included:
  - Clarifying that the Council of Governors may only exercise its powers and take decisions at a properly constituted meeting;
  - Clarifying that the Council of Governors may not delegate powers to committees or sub-committees;
  - Clarifying that, where governors have a non-pecuniary interest in a matter under discussion, the Chair will decide whether they may take part in the discussion, although no governors with any type of declared interest may vote on that matter; and
  - Allowing for an independent person to chair a joint special committee in the event of a dispute between the Council of Governors and the Board of Directors.
- 2.5. The current document was agreed by the Board of Directors on 11 March 2015.

### 3. Approval of constitution

- 3.1. The Constitution must be approved by the Council of Governors at its first formal meeting following authorisation as a foundation trust.
- 3.2. Changes may be made to the Constitution in the future if agreed by the Council of Governors and the Board of Directors. In each case more than half of the members voting must approve the amendments.

### 4. Recommendation

- 4.1. The Council of Governors is asked to **approve** the Constitution for Oxford University Hospitals NHS Foundation Trust.