

Trust Board meeting: Thursday 1 November 2012
TB2012.99

Title	Foundation Trust update including Outcome of Public Consultation and the Draft Constitution.
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Status	For decision on recommendations resulting from public consultation and on the Draft constitution for OUH to operate as an NHS Foundation Trust.
History	Paper TB2012.65 (May 2012) set out an updated timetable for the Trust's Foundation Trust application. The FT update is a regular report to the Board.

Board Lead(s)	Andrew Stevens, Director of Planning and Information			
Key purpose	Strategy	Assurance	Policy	Performance

Summary

1	Progress is outlined against the Foundation Trust application timetable agreed in May 2012. The Board is asked to note progress and that OUH remains on time with its FT application.
2	<p>Public consultation on the Trust's vision and proposed governance arrangements has provided clear support for both. A number of suggestions have been made and recommendations are made that:</p> <ul style="list-style-type: none"> a) the 'surrounding counties' four-Governor public constituency is replaced with two constituencies each electing two Governors, one for Warwickshire and Northamptonshire and the other for Gloucestershire, Wiltshire, Berkshire and Buckinghamshire. b) the Oxfordshire public constituencies are not changed as there is no consensus as to what would constitute a 'fairer' distribution. c) PFI staff be eligible to join as members of the non-clinical staff constituency on an opt-in basis, for reasons of practicality in terms of the different payrolls. d) Retention of Employment (ROE) staff be eligible to join as members of the non-clinical staff constituency on an opt-in basis consistent with PFI staff. e) the split of clinical and non-clinical staff Governors be changed from 5:1 to 4:2. f) site-specific staff Governors are not created, on the basis that it is committed to delivering services across all four sites on a fully integrated basis and that some staff work across multiple sites. g) the Trust invites Oxfordshire Local Medical Committee to nominate a Governor. h) in light of the existing arrangements with the University of Oxford, the Trust does not increase the representation of the University of Oxford on the Council of Governors. i) no Governor is added specifically to speak for older people or people with long-term conditions, as the existing proposal of a young people's governor is because those under 16 are excluded from membership and therefore becoming Governors, whereas there is no upper age limit. j) support is put in place for the Governor nominated by the Young People's Executive, that deputising arrangements and a proposed term of office of two years are agreed, that materials for the Council of Governors are easily comprehensible and that in due course, the Council of Governors is asked to consider holding its meetings in the evening. k) all relevant literature makes clear the trust's commitment to high-quality local acute services as well as specialist services.
3	The draft Constitution for use by OUH as an NHS Foundation Trust has been updated to take account of the Health and Social Care Act 2012 and advice has been received on it from the Trust's solicitors. The Board is asked to agree :

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| | <ul style="list-style-type: none">a) arrangements for the University of Oxford to nominate a representative to be a non-executive director (paragraph 2.4 of the Constitution);b) that the definition of significant transactions which require the approval of the Council of Governors (paragraph 45.3 of the draft Constitution) matches that provided in Monitor's <i>Compliance Framework 2012/13</i> and as amended;c) to assign Volunteers to the non-clinical staff class (Annex 2 and paragraph 8.3 of the Constitution); andd) to adopt the resulting draft Constitution for submission to NHS South of England, subject to any amendments resulting from the public consultation. |
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FT update

1. As part of the process agreed in May 2012 (Paper TB2012.65), six main areas of development work have taken place to prepare the Trust's application to operate as an NHS Foundation Trust (FT). These are:
 - 1.1. Public consultation on the Trust's vision and proposed governance arrangements.
 - 1.2. Development of an associated draft Constitution, taking account of the introduction of the Health and Social Care Act 2012.
 - 1.3. Development of an updated Integrated Business Plan and supporting strategies for the period 2013/14 – 2017/18.
 - 1.4. Historical Due Diligence, carried out on behalf of the Department of Health and Monitor.
 - 1.5. External review of the Trust's performance against the Department of Health's Board Governance Assurance Framework.
 - 1.6. External review of the Trust's performance against Monitor's Quality Governance Framework.
2. As part of the process required by the Department of Health's 2012 *Single Operating Model* for FT applications, a Readiness Review meeting was held with NHS South of England on 10 September which confirmed that the Trust should proceed to its existing timetable for its application.
3. External review reports have been received and are to be considered by the Board in private session prior to its making a decision on whether the Trust's FT application is ready to proceed for assessment by NHS South of England.
4. The Trust's FT Programme Board continues to monitor progress against an action plan which itself has been informed by the external reviews. Unusually, and as a result of the introduction of the *Single Operating Model* at the particular point it took place as part of OUH's application process, the three external assessments took place simultaneously. Whilst this has been complex, it allows the Trust to use three independent assessments of its governance, systems and processes at a particular point in time to inform its actions.
5. The NHS Trust Development Agency (TDA) has begun operating and Dr Stephen Dunn has been identified as the TDA's lead Director for South of England, and therefore for OUH's application.
6. The Board is asked to **note** progress and that the Trust remains on time with its FT application.

Response to *Be part of our future: Foundation Trust public consultation*

7. OUH has carried out formal public consultation with the communities it serves, with stakeholder organisations and with its staff as part of its preparation to apply for authorisation to operate as an NHS Foundation Trust.
8. Public consultation took place from Monday 25 June 2012 to Friday 12 October 2012 on the Trust's vision and proposed governance arrangements as a foundation trust.
9. This paper reports on the consultation activities undertaken and the responses received and makes recommendations resulting from them.
10. Detailed information about consultees and responses is available in a series of appendices to this paper which include a summary of work done by the Trust to involve identified 'hard-to-reach' groups and an analysis of the diversity of respondents where known.

Who was consulted?

Public consultation

11. OUH held 16 public consultation events across Oxfordshire and one in Brackley, Northamptonshire (to reflect the local population of South Northamptonshire's use of the Horton General Hospital). A consultation meeting also took place with the Trust's patient panel.
12. Events were held in venues that were chosen to be accessible and easily reached by public transport as well as providing nearby parking. Meetings were generally held in the early evening, but in Oxford and Banbury a second event was held in the afternoon to offer an alternative time. The towns were chosen to offer a good geographical spread to maximise the opportunity for members of the public to be able to attend.

Date	Event/ Town	Venue	Time	Number attending
20 June	Patient Panel	John Radcliffe Hospital, Oxford	1-3pm	30
27 June	Abingdon	Abingdon Guildhall	6-7.30pm	19
3 July	Faringdon	Corn Exchange, Faringdon	6-7.30pm	19
6 July	Oxford	Kassam Stadium, Oxford	2-3.30pm	10
12 July	Wantage	Civic Hall, Wantage	6-7.30pm	6
19 July	Didcot	Civic Hall, Didcot	6-7.30pm	4
24 July	Banbury	St Mary's Church, Banbury	2-3.30pm	20

Date	Event/ Town	Venue	Time	Number attending
31 July	Chipping Norton	Town Hall, Chipping Norton	6-7.30pm	23
9 August	Witney	Langdale Hall, Witney	6-7.30pm	26
14 August	Wallingford	George Hotel, Wallingford	6-7.30pm	13
23 August	Bicester	John Paul II Centre, Bicester	6-7.30pm	21
30 August	Thame	Thame Barns Centre, Thame	6-7.30pm	27
5 September	Henley	D:two, Baptist Church, Henley	6-7.30pm	3
11 September	Kidlington	Baptist Church, Kidlington	6-7.30pm	21
13 September	Brackley	Crown Hotel, Brackley	6-7.30pm	8
18 September	Burford	Warwick Hall, Burford	6-7.30pm	11
20 September	Banbury	St Mary's Church, Banbury	6-7.30pm	20
27 September	Oxford (AGM)	Town Hall, Oxford	6-7.30pm	105
TOTAL	18 events			396

13. These public meetings were widely advertised in local media and to local businesses, community groups and organisations, town and parish councils as well as through public libraries, GP practices and the Trust's website. Details of meetings were also advertised to the Trust's members and key stakeholders, with reminders sent before each meeting to those likely to have a local interest in that particular meeting.

Staff consultation

14. Members of staff were invited to attend public events and two dedicated meetings took place on each hospital site to provide an opportunity to hear the proposals, ask questions and give views. All departments were offered the opportunity to have a speaker at their team meetings to give a presentation and take questions and comments and some took up this offer.
15. A feedback questionnaire was set up on the staff intranet and this was publicised to staff as another way to give feedback. The Trust's existing communication channels including 'global' emails, Team Brief, OUH News, OUH intranet site, divisional team meetings and monthly divisional cascades, joint staff side and medical staff committee and staff induction sessions as well as open staff sessions were used to inform staff and encourage colleagues to find out more and to respond to the consultation. Numbers attending staff consultation meetings were as follows.

Date	Meeting	Number attending
4 July	Joint Staff Consultation and Negotiating Committee (JSCNC)	15
17 July	Senior managers' meeting, John Radcliffe Hospital	28
23 July	All staff briefing, John Radcliffe Hospital	59
27 July	All staff briefing, Nuffield Orthopaedic Centre	20
30 July	All staff briefing, Churchill Hospital	5
31 July	All staff briefing, Horton General Hospital	14
29 August	Haemophilia & Thrombosis Clinic, Churchill Hospital	13
5 September	Genito-Urinary Medicine Clinic, Churchill Hospital	12
5 September	Clinical Genetics, Churchill Hospital	10
19 September	All staff briefing, Nuffield Orthopaedic Centre	32
20 September	Dermatology nursing staff	9
24 September	All staff briefing, John Radcliffe Hospital	23
25 September	All staff briefing, Churchill Hospital	13
26 September	All staff briefing, Horton General Hospital	9
16 October	Dermatology Department	24
TOTAL	15 events	286

Distribution of the consultation document and questionnaires

16. The Trust wrote to its members, both staff and public, inviting them to view the consultation document, to attend a meeting and to give their feedback. It also wrote to a large group of key stakeholders that included all neighbouring acute health trusts, commissioners, partner health trusts, University of Oxford, Oxford Brookes University, YiPpEe (the Young People's Executive), Oxfordshire Health Overview and Scrutiny Committee, local MPs, Oxfordshire County Council, the district and town councils in Oxfordshire, local voluntary groups and charities who support the Trust, local resident groups, patient panel members and groups, the Trust's auditors and local community groups.
17. The Trust published the consultation document online with an online questionnaire as well as publicising consultation events on the OUH.nhs.uk website and via letter and email to stakeholders and members.
18. Nearly 5,000 copies of the consultation document and questionnaires were distributed to GP practices in Oxfordshire, to public libraries and to partner organisations; were made available in the Trust's hospitals; and were supplied at

each of the public events, with copies being left at each venue. Over 1,600 viewings of the consultation document also took place via the Trust's website.

Location	Number of consultation document copies
72 GP surgeries across Oxfordshire	800
John Radcliffe Hospital outpatient clinics and public areas	800
Churchill Hospital outpatient clinics and public areas	500
Horton General Hospital outpatient clinics and public areas	500
Nuffield Orthopaedic Centre outpatient clinics and public areas	500
Public libraries across Oxfordshire	500
Distribution at public consultation events and copies left in each venue afterwards	600
Distribution at staff consultation events	300
Distribution to key stakeholders	150
Distribution to members of the public and members on request	20
Viewing of online document on Trust website	1,662
TOTAL	6,292

Consultation with organisations invited to nominate Governors

19. The Trust proposed that seven bodies be invited to nominate a Governor as part of its Council of Governors: Oxfordshire Clinical Commissioning Group; Oxfordshire County Council; the NHS Commissioning Board on behalf of specialist commissioners; Oxford Brookes University; Oxford Health NHS Foundation Trust; the University of Oxford and the Trust's Young People's Executive (YiPpEe).
20. The Trust regularly meets at the most senior as well as at operational level with all of these bodies, but specific meetings between executive and non-executive directors at OUH and their counterparts in these organisations were held to formally discuss the Foundation Trust application and the Trust's invitation to each organisation to nominate. Their responses are summarised below.

Written responses

21. The Trust received 255 written, email and online responses to its consultation in addition to feedback from the public meetings.

Type of response	Number received
Completed questionnaires from members of the public	65
Completed questionnaires from members of staff	54
Letters/emails from key stakeholders	14
Letters/emails from members of the public	7
Completed online questionnaires	103
Intranet questionnaires completed by members of staff	21
Total	255

22. Responses have been summarised as follows.

Stakeholder	General view	Summary of response
Bicester Town Council	Supportive	Bicester Town Council supports the proposals for Foundation Trust status in general terms as long as it delivers the aims and objectives as stated in the consultation document.
Buckinghamshire and Oxfordshire PCT Cluster	Supportive	Support the application. Need for further joint work to specify in more detail the future for local services. Have not yet reviewed the feasibility of the financial model. Recognise the improvements in performance but want assurance regarding sustainability and governance processes around quality.
Carillion	Supportive	Support application and proposals. Seek clarification on how PFI staff and Retention of Employment (ROE) staff (who are staff seconded to the PFI partner but who remain employees of the Trust) will be accounted for in the membership. Request that all should be considered staff members and ROE/PFI staff treated on an equal basis.

Stakeholder	General view	Summary of response
Cherwell District Council	Supportive	<p>Pleased with proposed Oxfordshire arrangements for members and governors. Suggest that surrounding counties constituency need to better reflect the patient flow into the Horton from Warwickshire and Northamptonshire as a local hospital as opposed to other surrounding counties use of OUH's hospitals as specialist centres. Specifically the Council asks that the Board consider allocating one each of the surrounding county governor positions for Warwickshire and Northamptonshire.</p> <p>Welcomed the principles of clear, effective and local accountability and the Trust's core values. The Council suggests that when elected, Governors may wish to be involved in the Community Partnership Network. It reiterates its commitment to Independent Review Panel recommendations on the Horton General Hospital and welcomes OUH's support for them.</p>
Community Partnership Network	Supportive	<p>Generally supportive of the vision and proposals, particularly welcoming of the opportunities to put patient needs at the heart of all the Trust does. Two specific suggestions:</p> <ul style="list-style-type: none"> • That the Board consider allocating one each of the surrounding county governor positions for Warwickshire and Northamptonshire. • Make staff constituencies geographical so that at least one in six of the staff governors works at the Horton General Hospital.
Oxfordshire Local Medical Committee	<i>Points made in meeting on 13 September</i>	<p>Keen support for strengthened engagement between the Trust and GPs.</p> <p>Need to continue to improve local acute services.</p> <p>Request to nominate a Governor.</p>
NHS Commissioning Board on behalf of Specialist Commissioners	Supportive	<p>Consider that this will be a welcome development for the Trust, recognising its position and achievements as a major provider of tertiary healthcare regionally, nationally and internationally.</p>
NHS South of England	Supportive	<p>The approach being taken by the trust is recognised and appropriate.</p>

Stakeholder	General view	Summary of response
Northampton General Hospital NHS Trust	Supportive	Support all governance proposals. Question regarding clinical networks that has been addressed.
Oxford Brookes University	Supportive	<p>Welcome the opportunity to take up a seat on the Council of Governors.</p> <p>Whilst the document is clearly set out, could have been more about patient benefit and more about relationship with Oxford Brookes, an important partner for the Trust.</p>
Oxfordshire Clinical Commissioning Group (OCCG)	Supportive	<p>Support the application. Support responses from Oxfordshire County Council and Buckinghamshire and Oxfordshire PCT Cluster. Recognise OUH's commitment to partnership working and underline the need for that to be further strengthened in future. Points made on:</p> <ul style="list-style-type: none"> • Sustaining high quality services • Maintaining partnership working over delayed transfers of care • Welcome for joint working on financial challenges • More work to be done on strategic alignment across Oxfordshire's health economy • Understand intention to increase the delivery of tertiary services and seek further reassurance on 'district general' services • Wish to put in place new arrangements to increase Trust's clinical engagement with GPs further to existing contacts
Oxfordshire County Council	Supportive	Strongly support principles. Recognise that the application allows for greater patient involvement and that the Trust has reiterated its commitment to delivering excellent local acute services as locally as possible and the importance of working in partnership.
Oxford Health NHS FT	Supportive	Pleased to support OUH's application. Welcome the Trust's on-going commitment to working in partnership and the opportunity to have a seat on the Council of Governors.

Stakeholder	General view	Summary of response
Oxfordshire Joint Health Overview and Scrutiny Committee	Supportive	Supportive of specific proposals and application. Raised some concerns over the Trust's PFI commitments. The Committee reiterated its commitment to prioritising the provision of District General Hospital services for the people of Oxfordshire (including at the Horton General Hospital) as well as specialist services.
Andrew Smith MP	Supportive	Supportive of vision and governance proposals. Suggested inclusion of a stakeholder member for older people, perhaps appointed by Age UK.
South Central Ambulance Service (SCAS)	Supportive	Valued relationship with OUH. SCAS very much shares OUH's assessment of the benefits of FT status. Look forward to continuing to develop successful partnership working.
Southampton, Hampshire, Isle of Wight & Portsmouth (SHIP) PCT Cluster	Supportive	This development will clearly strengthen the regional health economy and the increased member and patient involvement will help you achieve your aspirations for the highest standards of service delivery and quality outcome.
University of Oxford	Supportive	Strongly support all proposals and would like the Trust to consider appointing at least one more stakeholder governor from the University of Oxford.
Young People's Executive (YiPpEe)	Supportive	Support 16 as a minimum age for members. Support YiPpEe nominating a Governor. Specific recommendations for this Governor: <ul style="list-style-type: none"> • Communicate via properly-moderated social networking sites • Term of office should be two years • Provide staff support to attend meetings with governor • No meetings during Monday-Friday 9-5pm in order not to disrupt education • Allow YiPpEe to send a deputy of their choice (rather than a named deputy) in order to maximise the chance of having a presence.

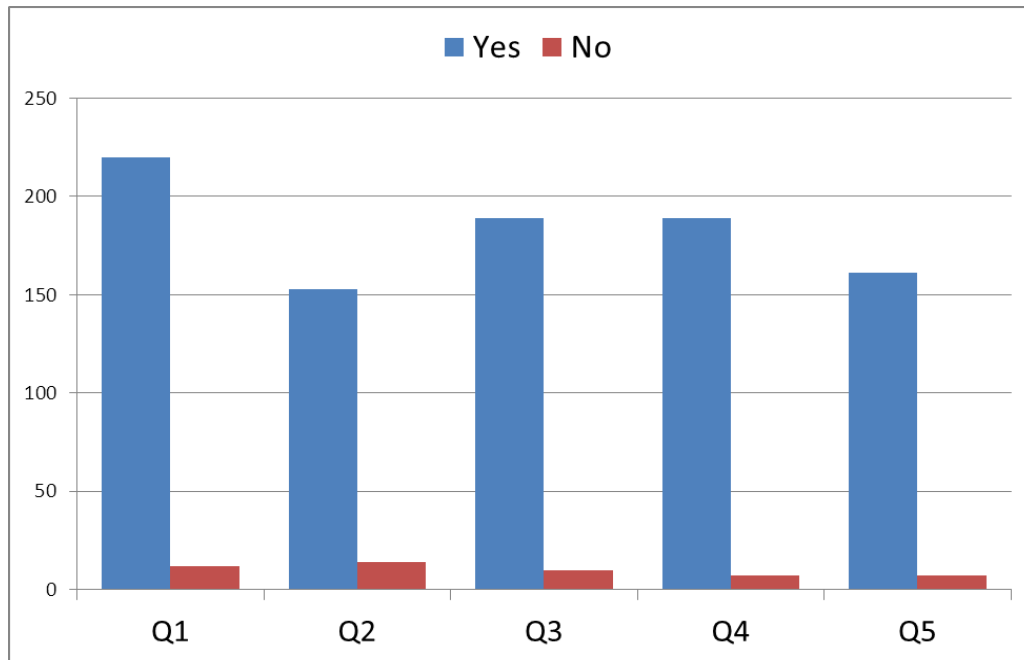
Responses given in questionnaires (printed and online)

23. Responses via questionnaires are shown below.

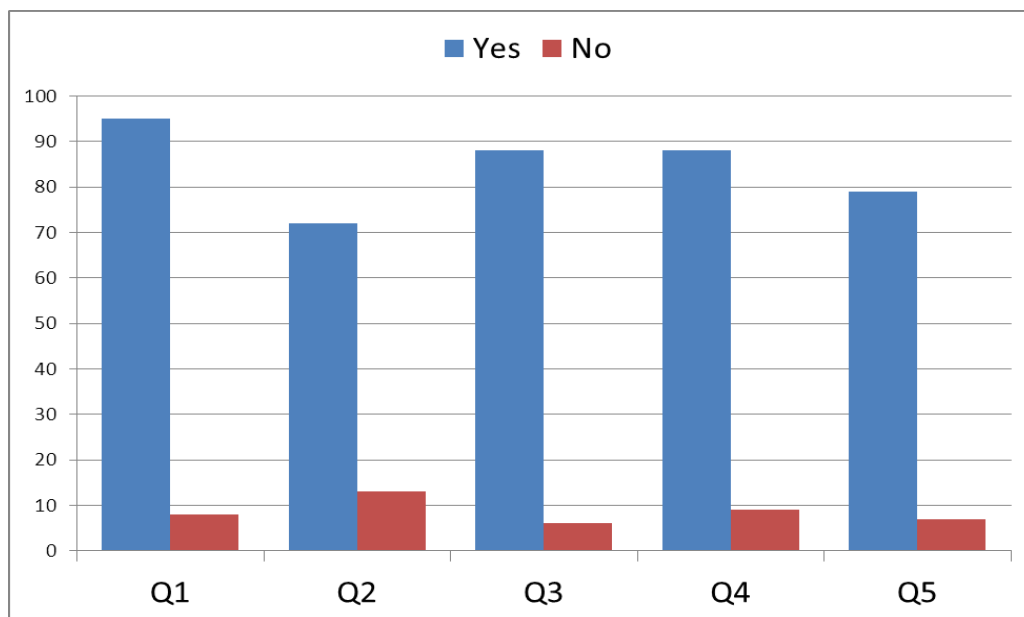
<p>Voting by the public via ballots at public meetings and public questionnaires.</p> <p>Total attendance at public meetings: 396</p> <p>Online questionnaire: 103</p>	Supportive	<p>1 Do you support the proposals for public constituencies? Yes 220 No 12</p> <p>2 Do you support the proposed staff constituencies? Yes 153 No 14</p> <p>3 Do you support the proposals for appointed governors? Yes 189 No 10</p> <p>4 Do you support the proposals for the membership age, including having a young people's governor nominated by YiPpEe? Yes 189 No 7</p> <p>5 Do you support the Trust's vision for the future as outlined in our consultation document? Yes 161 No 7</p>
<p>Voting by staff in written questionnaires and ballots at meetings</p>	Supportive	<p>1 Do you support the proposals for public constituencies? Yes 95 No 8</p> <p>2 Do you support the proposed staff constituencies? Yes 72 No 13</p> <p>3 Do you support the proposals for appointed governors? Yes 88 No 6</p> <p>4 Do you support the proposals for the membership age, including having a young people's governor nominated by YiPpEe? Yes 88 No 9</p> <p>5 Do you support the Trust's vision for the future as outlined in our consultation document? Yes 79 No 7</p>

24. Responses are shown in chart form below to the consultation’s five questions:
- Question 1: Do you support the proposals for public constituencies?
 - Question 2: Do you support the proposed staff constituencies?
 - Question 3: Do you support the proposals for appointed governors?
 - Question 4: Do you support the proposals for the membership age, including having a young people’s governor nominated by YiPpEe?
 - Question 5: Do you support the Trust’s vision for the future as outlined in our consultation document?

Public response



Staff response



Summary of recommendations following the consultation

25. A large majority of responses from the public, the Trust's staff and its key stakeholders were supportive of the Trust's vision for the future and of proposals for governance as a foundation trust.
26. Nevertheless, suggestions were made that the Board is asked to consider.

Public constituency

27. A number of suggestions were made about changing the public 'constituencies' (in fact, 'classes' within the Trust's public constituency) but none had wide support.
28. The suggestion raised most frequently was that the 'doughnut' constituency of surrounding counties might be looked at again with a view to re-organising the representation. There were differing views as to how and why this could and should be carried out.
29. There were a number of representations that Northamptonshire and Warwickshire should have greater representation than other surrounding counties as many people in those counties receive local acute services through the Horton General Hospital as well as receiving specialist services from the Trust.
 - 29.1. *Recommendation:* that the Board consider replacing the 'surrounding counties' public constituency electing four Governors with two constituencies each electing two Governors: one for Warwickshire and Northamptonshire and the other for Gloucestershire, Wiltshire, Berkshire and Buckinghamshire.
30. Another concern raised on a number of occasions was the equal division of governors across district council areas in Oxfordshire.
 - 30.1. *Recommendation:* that the Oxfordshire public constituencies are not changed as there is no consensus as to what would constitute a 'fairer' distribution.

Staff constituency

31. Although the Trust's proposals were strongly supported, there were a number of concerns raised about the split between clinical and non-clinical staff. There were suggestions about different ways of creating staff constituencies, but no consensus an alternative.
32. PFI partner Carillion made representations that its staff should be able to become members of the staff constituency and reminded the Trust about staff under Retention of Employment.

Recommendations:

 - 32.1. that PFI staff be eligible to join as members of the non-clinical staff constituency on an opt-in basis, for reasons of practicality in terms of the different payrolls.
 - 32.2. that Retention of Employment (ROE) staff be eligible to join as members of the non-clinical staff constituency on an opt-in basis consistent with PFI staff.
33. The original staff constituency split was based on actual numbers of clinical and non-clinical staff, but with the addition of PFI and ROE staff, the split is no longer valid.

- 33.1. *Recommendation:* that the split of clinical to non-clinical staff Governors be changed from 5:1 to 4:2.
34. The Community Partnership Network recommended that the Trust adjust its staff constituencies to make them site-specific so that the Horton General Hospital had a specific representative.
- 34.1. *Recommendation:* that site-specific staff Governors are not created, on the basis that it is committed to delivering services across all four sites on a fully integrated basis and that some staff members work across multiple sites.

Nominated Governors

35. Representations were made about stakeholder appointments but there was little consensus on specific alternatives.
36. Oxfordshire Local Medical Committee (LMC) proposed that, as the representative body for GPs in Oxfordshire, it nominate a Governor to the Trust's Council of Governors in addition to the nominee of the Oxfordshire Clinical Commissioning Group. An additional GP representative was a suggestion that was raised quite frequently at public consultation meetings as an issue that the Trust should look at.
- 36.1. *Recommendation:* that the Trust invites Oxfordshire Local Medical Committee to nominate a Governor.
37. The University of Oxford suggested that it should have an additional representative on the Council of Governors. The University of Oxford already has strong joint working arrangements, representation on the Board of Directors and a place on the Council of Governors.
- 37.1. *Recommendation:* in light of the existing arrangements with the University of Oxford (acknowledged by the University in its response), the Trust does not increase the representation of the University of Oxford on the Council of Governors.
38. The Trust's recommendation that there should be a young person nominated by YiPpEe on the Council of Governors was strongly supported by all groups of respondents. However, a number of respondents including Andrew Smith MP also suggested that the Trust should consider having an older person or someone with a long term illness to reflect the number of patients in our hospitals who fall into these groups.
- 38.1. *Recommendation:* that no Governor is added specifically to speak for older people or people with long-term conditions, as the existing proposal of a young people's governor is because those under 16 are excluded from membership and therefore becoming Governors, whereas there is no upper age limit.

Membership age of 16 and young person's governor

39. Support for 16 as a minimum age and the idea of a Governor nominated by the Young People's Executive (YiPpEe) was nearly unanimous from all respondents and was supported by YiPpEe. YiPpEe made some specific recommendations in order to support their governor to take an active role. They asked if they could communicate

via Facebook and online; that the term of office for the YiPpEe nominee should be 2 years; that the Trust provide staff support to attend meetings with their governor; that there should not be meetings during the working day (Mon-Friday 9-5pm) in order not to further disrupt their education; and they asked to be allowed to deputise – to allow any YiPpEe member over 16 to be able to attend in order to maximise the chance of having a presence.

- 39.1. *Recommendation:* that support is put in place for the Governor nominated by the Young People's Executive, that deputising arrangements and a proposed term of office of two years are agreed, that materials for the Council of Governors are easily comprehensible and that in due course, the Council of Governors is asked to consider holding its meetings in the evening.

Trust's vision

40. There was clear support for the Trust's vision.
41. A number of respondents, including a number of key stakeholders, wanted to see more emphasis on delivering excellent local services in the way that the vision was presented.
- 41.1. *Recommendation:* that all relevant literature makes clear the trust's commitment to high-quality local acute services as well as specialist services.

Draft Constitution

42. A draft Constitution has been developed for use by OUH as an NHS Foundation Trust.
43. Once reviewed by the SHA, Department of Health and Monitor, the Constitution will be adopted by the Trust's Council of Governors.
44. The Trust's solicitors have reviewed the draft against latest legislation and updated it to take account of changes made in the Health and Social Care Act 2012, particularly to the roles and responsibilities of the Council of Governors.
45. Many provisions of the 2012 Act are not due to come into force until April 2013, but on the basis that the Trust anticipates being authorised to operate as an FT after this date, the draft Constitution now includes them.
46. The draft highlights additions or amendments made to the current national model Constitution for FTs.
47. The draft is based on the proposals made as part of the public consultation. Specific highlights are also shown in the draft Constitution to indicate the changes needed if recommendations are agreed as made at paragraphs 27-41 above.

Recommendations:

48. The Board is asked to **agree**:

- 48.1. arrangements for the University of Oxford to nominate a representative to be a non-executive director (paragraph 2.4 of the draft Constitution);
- 48.2. that the definition of significant transactions which require the approval of the Council of Governors (paragraph 45.3 of the draft Constitution) matches that provided in Monitor's *Compliance Framework 2012/13*¹ and as amended. The latest (March 2012) version of the Compliance Framework defines as 'significant' transactions which meet any one of three criteria:
 - 48.2.1. >25% of the gross assets subject to a transaction, divided by the gross assets of the foundation trust;
 - 48.2.2. >25% of the income attributable to the assets or the contract associated with a transaction, divided by the income of the FT;
 - 48.2.3. >25% of the gross capital of the company or business being acquired/divested, divided by the total capital of the FT following completion, or the effects on the total capital of the FT resulting from a transaction.
- 48.3. to assign Volunteers to the non-clinical staff class (Annex 2 and paragraph 8.3 of the Constitution); and
- 48.4. to **adopt** the resulting draft Constitution for submission to NHS South of England, subject to any amendments resulting from the public consultation.

Andrew Stevens, Director of Planning and Information
Jonathan Horbury, Foundation Trust Programme Director
23 October, 2012

¹ Monitor, March 2012, p67. Available at www.monitor-nhsft.gov.uk