

Governance Rationale

This document sets out the approach taken by the Trust to its proposed governance arrangements as an NHS Foundation Trust. It follows a template published by the Department of Health and Monitor (also referred to as the Model Core Constitution) and forms part of the Trust's application for authorisation as an NHS FT.

Issue	Details	Rationale
MEMBERSHIP		
Public membership		
<p>Definition of the public constituency(ies).</p>	<p>The Trust will have five constituencies based on Oxfordshire's District Council boundaries:</p> <ul style="list-style-type: none"> • Cherwell • Oxford City • South Oxfordshire • Vale of White Horse • West Oxfordshire <p>Two further constituencies cover the counties immediately surrounding Oxfordshire:</p> <ul style="list-style-type: none"> • Northamptonshire and Warwickshire • Berkshire, Buckinghamshire (including Milton Keynes), Gloucestershire and Wiltshire <p>Finally, there will be a constituency representing the rest of England and Wales.</p>	<p>The Board has considered where the Trust draws its patients from in proposing public constituencies. The five Oxfordshire constituencies along with that for Northamptonshire and Warwickshire represent the area for which the Trust operates local hospital services (in the latter case primarily through the Horton General Hospital in Banbury). For these areas and that of the other surrounding counties OUH also provides services on a regional basis, for example for major trauma and renal dialysis. For its most specialised services such as transplant and certain specialties within neurosciences, the Trust draws patients from across England and Wales.</p>
<p>How membership will reflect the full diversity of the potential community and be representative of the community served by the trust.</p>	<p>The Trust will at all times strive to have a membership that, taken as a whole, is representative of those eligible for membership. To this end, the trust shall have in place and pursue a membership strategy which shall be approved by the Council of Governors and shall be reviewed by them from time to time and at least every three years. The Council of Governors will present a report on the steps taken to achieve representative membership to each Annual Members' Meeting.</p> <p>The Trust has used a demographic breakdown of the local population, against which its membership is compared to identify areas of relative under- or over-representation.</p>	<p>The Trust is committed to ensuring that, so far as is reasonably possible, the diversity of the local communities it serves is reflected in the make-up of its membership.</p>

Issue	Details	Rationale
	Member recruitment activities have been focused on relatively under-represented groups.	
Plans to develop, maintain and grow the membership.	<p>The Trust identified a public membership target of 6,000 prior to first elections to the Council of Governors. This has been met. The target thereafter is to grow public membership to 12,300 public members over the first two years post-authorisation, with an expected balance of 9,800 members from Oxfordshire and 2,500 from other areas.</p> <p>It is recognised that natural churn requires ongoing membership recruitment, which will need to continue to focus on maintaining a public membership representative of the eligible population.</p> <p>The Trust intends as a minimum to send a quarterly newsletter advising on its activities. All members will be encouraged to take part in groups and events run by the Trust. Details of activities and areas of care which members are interested in are being collected as part of membership application.</p>	<p>The Trust has taken the view that over time its public membership should be at least the same number as its staff constituency and that a public membership base of 6,000 is the minimum it requires for effective involvement, engagement and feedback.</p> <p>The approach to the membership meets requirements in the Health and Social Care Act 2012.</p>
Any exclusions to membership that are to apply over and above the legal minimum.	<p>Members must be at least sixteen years of age on the date of their application to become a member. In addition individuals may not become or remain members if:</p> <ul style="list-style-type: none"> • They have demonstrated aggressive or violent behaviours at any hospital and have been asked to leave, removed or excluded in accordance with the relevant Trust policy • They have been confirmed as a 'vexatious complainant' in accordance with the Trust policy for handling complaints • They have been involved in an incident of violence against the Trust's hospitals, facilities, employees or registered volunteers • They have been removed as a member from another NHS Foundation Trust • They are deemed to have acted in a 	<p>Exclusions to membership are based on having members able to act independently and without recourse to supervision.</p> <p>The Trust also wishes to have members able to participate as equally as possible, without different 'tiers' of membership.</p> <p>As members must be at least 16 years old to stand for election as Governors the view has been taken that this should also be the minimum age for becoming a member of the Trust.</p> <p>Specific arrangements have been made to offer a voice for younger people.</p> <p>No maximum age is specified as legislation sets no maximum age for Governors.</p>

Issue	Details	Rationale
	manner contrary to the interests of the Trust	
Expected minimum number of members in the public constituency.	The minimum number of members that the Trust will seek to recruit will be 650. This is made up of 100 people for each Oxfordshire constituency and 50 in each of the other three.	This minimum is judged to be the smallest number of members from which viable elections could be run to form an effective Council of Governors. This meets the requirements of the Health and Social Care Act 2012.
Patient membership		
Will there be a patient or service user constituency?	No.	The Trust believes that by having a broad public constituency it will include potential members who are either patients or public. The Trust serves the community as a whole and feels that distinguishing between the two is not necessary. The administration of a further constituency would increase the cost burden and outweigh any benefits of a separate patient constituency.
If there is a patient or service user constituency, will it include carers?	Not applicable.	
If there is a patient or service user constituency, what are your plans for sub-division of the constituency?	Not applicable.	
If there is a patient or service user constituency, what are your plans to develop, maintain and grow the membership, what are the timescales and milestones for growth?	Not applicable.	
If there is a patient or service user constituency, are there any exclusions to membership that are to apply over any above the legal minimum?	Not applicable.	
If there is a patient or service user constituency, what is the expected minimum number of members in the public constituency?	Not applicable.	

Issue	Details	Rationale
Are there any plans to recruit patient or service user members on an opt-out basis?	No.	The Trust aims to have a membership which is actively engaged.
If you plan to use an opt-out system how will you communicate with patients and service users to ensure they are adequately informed?	Not applicable.	
Staff constituency		
Definition of the staff constituency.	<p>An individual employed by the Trust under a contract of employment with the trust may become a member of the trust provided that:</p> <ul style="list-style-type: none"> • They are employed by the trust under a contract of employment which has no fixed term or has a fixed term of at least 12 months; or • They have been continuously employed by the trust under a contract of employment for at least 12 months. <p>Individuals who exercise functions for the purposes of the Trust who:</p> <ul style="list-style-type: none"> • have a contract of employment with the University of Oxford within its Medical Sciences Division; or • are employed by a Private Finance Initiative provider to provide services at any of the Trust's premises, <p>may become members of the staff constituency provided such individuals have exercised these functions continuously for a period of at least 12 months.</p>	<p>Employees of the University of Oxford's Medical Sciences Division or the Trust's PFI partners have insights and experience which are aligned with those of staff members and are therefore appropriately included in these constituencies.</p>
Plans for sub-division of the constituency.	The staff constituency will be sub-divided into clinical and non-clinical groups for the purposes of electing governors.	This sub-division should enable the views of both clinical and non-clinical staff to be represented within the Council of Governors.

Issue	Details	Rationale
<p>Plans to develop, maintain and grow the membership. What are the timescales and milestones for growth? How membership will reflect the diversity of local staff.</p>	<p>The Trust has determined that the staff constituency will be operated in line with an 'opt out' approach. The Trust will therefore make all eligible staff members of the NHS Foundation Trust unless they specifically request not to be members. It is the intention of the Trust to minimise the numbers of staff withdrawing from membership by engaging with any such members to identify their reasons for wanting to withdraw.</p>	<p>As the Trust has adopted the 'opt out' mechanism for staff membership the staff constituency should represent staff demographics. Numbers of staff opting out will be kept under review to avoid groups of staff becoming 'disenfranchised.'</p>
<p>Expected minimum number of members in the staff constituency.</p>	<p>300 for each constituency.</p>	<p>Credible elections would be achievable with 300 staff members.</p> <p>With the Trust's use of the opt-out approach to staff membership, the total number of staff members far exceeds this minimum.</p>
<p>Are there any plans to recruit staff members on an opt-out basis? How will you communicate with staff to ensure they are adequately informed?</p>	<p>The Trust recruits staff members on an 'opt out' basis. By doing so it believes it is establishing an expectation within all staff that they have a part to play in the development of the Trust as a successful FT. The Trust intends to communicate with staff through means including:</p> <ul style="list-style-type: none"> • OUH News – the Trust's newsletter which carries messages on the Foundation Trust application and will continue to keep staff informed of developments • Team Brief – meetings and supporting documentation cascade messages coming from the discussions at the Trust Board. As key information is discussed it will form part of this briefing to staff • Induction – provides new starters with information about membership and how to get involved • Payslips – used where important information needs to reach all employees. • Workshops specifically arranged for staff members where appropriate (for instance to discuss becoming a staff governor) 	<p>The communications methods listed provide a comprehensive approach to communication with all members of staff. In addition the methods set out give members of staff multiple opportunities to be engaged in the running of the NHS Foundation Trust right from the start of their employment.</p> <p>The effectiveness of the communications will be monitored and staff will be asked to feedback on the quality, timeliness and effectiveness of the communications received in order to improve these for future activities.</p>

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Disqualification from membership		
Any exclusions that are to be applied for disqualification from membership	<p>Members must be at least sixteen years of age on the date of their application to become a member.</p> <p>In addition individuals may not become or remain members if:</p> <ul style="list-style-type: none"> • They have demonstrated aggressive or violent behaviours at any hospital and have been asked to leave, removed or excluded in accordance with the relevant Trust policy • They have been confirmed as a 'vexatious complainant' in accordance with the Trust policy for handling complaints • They have been involved in an incident of violence against the Trust's hospitals, facilities, employees or registered volunteers • They have been removed as a member from another NHS Foundation Trust • They are deemed to have acted in a manner contrary to the interests of the Trust 	<p>The Trust did not wish to have different tiers of membership with varying abilities to participate. As members must be 16 of age or older to stand as governors it was therefore felt that this should also be the threshold for becoming a member of the Trust.</p> <p>Exclusions to membership are based on having members able to act independently and without recourse to supervision and to display appropriate behaviours as expected of members of staff.</p>
Termination of membership		
Under what circumstances will you terminate membership, and how will you enforce it?	<p>A member shall cease to be a member on:</p> <ul style="list-style-type: none"> • death; • resignation by notice in writing to the Secretary; or • ceasing to fulfil the requirements of paragraphs 6, 7 or 8 of the Constitution (residence in the correct geographical constituency, membership of the appropriate staff group, none of the above exclusions applying) <p>In addition, a member may be expelled by a resolution approved by not less than two-thirds of the members of the Council of Governors present and voting at a meeting of the Council of Governors.</p> <p>The Council of Governors has power to consider any disputes as to membership (including termination) and therefore enforcement of these provisions and those relating to</p>	<p>The Register of Members will be reviewed regularly to identify any individual who is deceased. In addition a review of the staff register against the public register will be undertaken to ensure that members are not registered under both constituencies.</p> <p>The Trust will also use additional information held within the Trust to identify whether any member ceases to fulfil the eligibility requirements. This will include individuals who are identified as vexatious complainants by the Trust's complaints team and in line with the Trust's policy in this area.</p>

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	expulsion will be through the Secretary of the Trust and the Council of Governors.	
COUNCIL OF GOVERNORS		
The size, composition of the Council of Governors.	<p>The Trust proposes a Council of 29 Governors:</p> <ul style="list-style-type: none"> • 15 public governors (2 from each of the 8 public constituencies with the exception of the rest of England and Wales) • 6 staff governors (4 from the clinical constituency and 2 from the non-clinical) • 8 appointed governors <p>Appointed governors to represent the following are a legal requirement:</p> <ul style="list-style-type: none"> • Oxfordshire County Council • University of Oxford <p>The Trust has also chosen to have appointed governors representing the following:</p> <ul style="list-style-type: none"> • Oxford Brookes University • Oxfordshire Clinical Commissioning Group • Oxford Health NHS Foundation Trust • Specialised Commissioner (nominated by NHS England) • GP representative (nominated by the Oxfordshire Local Medical Committee) • Young people’s representative (nominated by OUH’s Young People’s Executive) 	<p>In deciding on the balance between elected governors from the public consistency and, staff governors and appointed governors the Trust has ensured compliance with the requirement for public governors to be in the majority.</p> <p>Clinical and non-clinical staff governors have been allocated in proportion to the overall ratio between these staff groups taking into account staff from partner organisations eligible for staff membership.</p> <p>Oxfordshire CCG is the Trust’s largest commissioner of local services but NHS England as commissioner of specialised services is now OUH’s largest commissioner by income overall. Both have therefore been asked to provide one governor.</p> <p>Oxfordshire County Council and the University of Oxford have both been asked to provide governors as legally required. The latter is an important partner through research and teaching. This also applies to Oxford Brookes University who have also been asked to provide a governor.</p> <p>This recognises the importance which the Trust places on these relationships and the role the Trust would like the educational partner to play in overseeing the operations of the Trust.</p> <p>Oxford Health NHS Foundation Trust is another key partner providing mental health and community services which need to interface effectively with OUH’s.</p> <p>Oxfordshire LMC has been invited to nominate a governor as it is agreed that GPs should be represented as providers of</p>

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		<p>primary care services as well as commissioners.</p> <p>Since there is an age limit of 16 years for governors whilst the trust provides a large range of paediatric services, it was agreed that there should be a younger people's representative on the Council.</p>
<p>How will you ensure the size of the Council of Governors is manageable?</p>	<p>Best practice advises that keeping the Council small and representative creates a successful and manageable Council. The proposed Council has 29 members.</p>	<p>The Trust has determined the size of the Council to ensure that a balance is maintained between governors representing an appropriate number of members without creating a Council which is too large to function effectively.</p> <p>The Board considered the size of the Council of Governors and had examples of existing NHS FTs reducing the numbers of Governors who form the Council to improve effectiveness.</p> <p>It is felt that this number should be both manageable and effective.</p>
<p>What part do you want the Council of Governors to play in the NHS foundation trust and how will you empower them?</p>	<p>The Council of Governors is expected to:</p> <ul style="list-style-type: none"> • hold the non-executive directors individually and collectively to account for the performance of the Board of Directors • represent the interests of the members of the trust as a whole and the interests of the public <p>The roles and responsibilities of Council of Governors are:</p> <ul style="list-style-type: none"> • to appoint or remove the chairman and the other non-executive directors • to decide the remuneration and allowances, and the other terms and conditions of office, of the non-executive directors • to appoint or remove the auditor • to approve (by a majority of the Council of Governors voting) an appointment (by the non-executive directors) of the Chief Executive (and Accounting Officer) • to consider the annual accounts, any report of the Auditor on them and the annual report 	<p>The Council of Governors will be empowered to carry out its statutory and other functions by incorporating these into the Constitution.</p> <p>It is also important that Governors remain engaged and understand what is expected of them. The Trust will provide members who indicate an interest in running for Governor with information on:</p> <ul style="list-style-type: none"> • The nature of the role • Responsibilities and commitments • The electoral process <p>Following elections, an induction programme will be provided for members of the Council of Governors including:</p> <ul style="list-style-type: none"> • Relevant skills and knowledge through the Foundation Trust Network programme • Local induction to the Trust and its services • Group development to assist the Council in establishing effective ways of working

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	<ul style="list-style-type: none"> • to approve any merger, acquisition, separation or dissolution application in respect of the trust before the application is made to Monitor and the entering into of any significant transactions • to determine issues in the forward plans regarding the proportion of the trust's activities and income relating to non-NHS income and implementation of the same 	
Public governors		
The process to be followed for nominating public governors and details of the election process.	<p>Members of each public constituency may elect any of their number who is eligible to be a Public Governor.</p> <p>Elections for Public Governors will be conducted in accordance with the Model Rules for Elections using the first past the post system. The Model Rules for Elections are published by the Department of Health and are reproduced in Annex 4 of the Constitution.</p> <p>The Trust has outsourced the management of its elections to an external provider who can provide independent oversight of the election process.</p>	The Trust has not deviated from the Model Rules for Elections.
Circumstances in which people are not eligible to be governors over and above the mandatory circumstances.	<p>In addition to the exclusions already stated for becoming a member of the Trust, a person may not become or continue as a governor of the Trust if:</p> <ul style="list-style-type: none"> • They have been adjudged bankrupt or their estate has been sequestrated and (in either case) has not been discharged • They have made a composition or arrangement with, or granted a trust deed for, their creditors and have not been discharged in respect of it • They have, within the preceding five years, 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 <p>Further provisions as to the circumstances in which an individual</p>	<p>The eligibility criteria are designed to ensure that governors are members who demonstrate the expected level of integrity and ethical standards expected by the Trust.</p> <p>Additional provisions are inserted to enable the Trust to attract governors who have the appropriate skills and experience and to ensure that conflicts of interest do not arise routinely.</p>

Issue	Details	Rationale
	may not become or continue as a member of the Council of Governors are set out in Annex 5 of the Constitution: Additional Provisions – Council of Governors.	
Patient governors (if applicable)		
The process to be followed for nominating patient governors and details of the election process. The explanation needs to include the specific circumstances in which people are not eligible to be governors over and above the mandatory circumstances.	Not applicable	
Staff governors		
The process to be followed for nominating staff governors and details of the election process.	<p>Members of each staff constituency may elect any of their number who is eligible to be a Staff Governor.</p> <p>Elections for Staff Governors will be conducted in accordance with the Model Rules for Elections using the first past the post system. The Model Rules for Elections are published by the Department of Health and are reproduced in Annex 4 of the Constitution.</p> <p>The Trust has outsourced the management of its elections to an external provider who can provide independent oversight of the election process.</p>	The Trust has used the Model Rules for Elections as a national standard for nominations and the conduct of elections.
Circumstances in which staff are not eligible to be governors over the mandatory circumstances.	These are identical to those for public governors.	Rationale as for public governors.

Issue	Details	Rationale
Primary care trust governors		
Primary care trust(s) that are eligible to appoint governor(s) are selected and details of the appointment process.	<p>The Chief Executive of Oxfordshire Clinical Commissioning Group may make an appointment of one governor. The appointment must be by notice in writing and signed by the Chief Executive and delivered to the Secretary of the Trust.</p> <p>Governors appointed by the CCG will be required to meet the eligibility criteria for all governors and are subject to the provisions relating to disqualification for governors.</p>	<p>Oxfordshire CCG, the successor body to Oxfordshire PCT, is no longer required to have a representative on the Council of Governors.</p> <p>However, the Trust has opted to retain such representation due to the significance of the relationship, particularly due to its importance in the redesign of local services.</p>
Local authority governors		
Local authority(ies) that are eligible to appoint governor(s) are selected and details of the appointment process.	<p>Oxfordshire County Council must make an appointment of one governor. The appointment must be by notice in writing and signed and delivered to the Secretary of the Trust.</p> <p>Governors appointed by the Local Authority will be required to meet the eligibility criteria for all governors and are subject to the provisions relating to disqualification for governors.</p>	<p>The local authority must identify a suitable governor to represent their organisation on the Council of Governors as stipulated in the Health and Social Care Act 2012.</p>
University governors		
Where applicable, the university(ies) that are eligible to appoint governor(s) are selected and details of the appointment process.	<p>The University of Oxford and Oxford Brookes University may each make an appointment of one governor. The appointments must be by notice in writing and signed and delivered to the Secretary of the Trust.</p> <p>Governors appointed by the universities will be required to meet the eligibility criteria for all governors and are subject to the provisions relating to disqualification for governors.</p>	<p>As a teaching hospital for medical students OUH is required to have a governor from the University of Oxford.</p> <p>Both universities are key partners as training institutions, the University of Oxford for medical staff and Oxford Brookes University for nursing staff and allied health professionals. OUH also shares research programmes with each organisation.</p>
Partnership governors		
Why those organisations were selected and the process for appointing them (e.g. colleges, voluntary organisations, etc.).	<p>Oxford Health NHS Foundation Trust, NHS England, Oxfordshire Local Medical Committee and OUH's Young People's Executive may each make an appointment of one governor. The appointments must be by notice in writing and signed and delivered to the Secretary of the Trust.</p> <p>Governors appointed by the universities will be required to meet the eligibility criteria for all governors</p>	<p>NHS England as commissioner of specialised services is OUH's largest commissioner by income overall.</p> <p>Oxford Health NHS Foundation Trust is a key partner, providing mental health and community services which need to interface effectively with OUH's.</p> <p>Oxfordshire LMC has been invited to nominate a governor in order to</p>

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	and are subject to the provisions relating to disqualification for governors.	provide a voice on the Council for GPs as providers of care to the Trust's local communities. Since there is a minimum age of 16 years for Governors and OUH provides many services for young people, it was agreed that there should be a voice on the Council for younger people.
Are you considering representatives of any organisation who will be allowed to attend board meetings in an official capacity (e.g. chair of neighbouring trust) but who will have no voting rights?	No.	Meetings of the Council of Governors will be held in public.
Terms of office		
Any cap on the total time served for each category of governor (whether elected or appointed) and for non-elected governors the term of office before new or re-appointment.	<p>The limits on the term of office are stipulated in Section 13 of the Constitution. Elected governors and appointed governors:</p> <ul style="list-style-type: none"> • may hold office for a period of 3 years • are eligible for re-election at the end of that period • may hold office for a maximum of 2 terms of office <p>This provides in most cases a maximum term of 6 years although this could be less if elected for an initial 2 year term or through a by-election.</p> <p>Elected governors cease to hold office if they cease to be a member of the constituency by which they were elected, or in the case of appointed governors cease to hold office if the sponsoring organisation withdraws its sponsorship of them by notice in writing to the Trust.</p>	Maximum tenure has been stipulated as six consecutive years, consisting of two three-year terms. This will ensure that whilst governors serve for a sufficient length of time to be effective in the role as a governor they do not spend too long as to lose independence. This will also ensure that the skills and experience of the Council can be refreshed on a regular basis to ensure the Council acts as effectively as possible.
Disqualification		
The provisions for the removal of governors that are intended to apply and any other additional reasons for exclusion.	<p>In addition to the exclusions already stated for becoming a member of the Trust, a person may not become or continue as a governor of the Trust if:</p> <ul style="list-style-type: none"> • They have been adjudged bankrupt or their estate has been sequestrated and (in either case) 	The provisions are inserted to ensure that the Trust attracts governors who have the appropriate skills and experience and to ensure that conflicts of interest do not arise routinely. The eligibility criteria are also designed

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	<p>has not been discharged</p> <ul style="list-style-type: none"> • They have made a composition or arrangement with, or granted a trust deed for, their creditors and have not been discharged in respect of it • They have, within the preceding five years, 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 <p>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 of the Constitution: Additional Provisions – Council of Governors.</p>	<p>to ensure that governors are members who demonstrate the expected level of integrity and ethical standards expected by the Trust.</p>
Termination as a governor		
<p>What conditions or requirements apply including the requirements of the Health and Social Care Act 2012.</p>	<p>A Council member may resign from office by giving notice in writing to the Head of Corporate Governance.</p> <p>If a governor fails to attend two (successive) meetings of the Council of Governors in any financial year, their tenure of office is to be immediately terminated by the Council of Governors unless the Council is satisfied that:</p> <ul style="list-style-type: none"> • the absences were due to reasonable cause; and • they will be able to attend meetings of the Council of Governors within such a period as the Council of Governors consider reasonable. <p>The Council of Governors may by a resolution approved by a majority of Council Members present and entitled to vote at a properly constituted meeting of the Council of Governors terminate a Council Member's tenure of office if for a reasonable cause it considers:</p> <ul style="list-style-type: none"> • they have failed to undertake any training which the Council of Governors requires all Council Members to undertake • they have committed a serious 	<p>The provisions are inserted to ensure that the Trust maintains a Council of Governors who show appropriate commitment to their role and to the values of the organisation.</p>

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	<p>breach of the Trust's Code of Conduct</p> <ul style="list-style-type: none"> • they have acted in a manner detrimental to the interests of the Trust 	
Vacancies		
<p>The process for handling vacancies in the Council of Governors.</p>	<p>Where a vacancy arises on the Council of Governors for any reason other than expiry of term of office, the following provisions will apply. The Council of Governors shall decide to:</p> <ul style="list-style-type: none"> • call an election within three months to fill the seat for the remainder of that term of office • invite the next highest polling (runner-up) candidate for that seat at the most recent election, who is willing to take office, to fill the seat until the next election, for the unexpired period of the term of office • leave the seat vacant until the next scheduled elections are held if the un-expired period of office is less than twelve months 	<p>The provisions provide the Trust with three options which allows flexibility in dealing with the vacancy and complies with the Health and Social Care Act 2012. In addition the ability to invite the next highest polling candidate ensures that costs are reduced by not requiring another election where this option is possible.</p>
<p>Roles and responsibilities of governors</p>		
<p>The process to appoint or remove the chair and other non-executive directors. This may not apply for the initial chief executive and non-executives.</p>	<p>This process is detailed in the Constitution paragraph 25.</p> <p>The Council of Governors at a general meeting of the Council will appoint or remove the Chairman of the Trust and the other non-executive directors. The appointment of the Chairman or any other non-executive directors shall be in accordance with Annex 8 of the Constitution.</p> <p>Removal of the Chairman or another non-executive director requires the approval of three-quarters of the members of the Council of Governors.</p>	<p>Model Core Constitution unchanged with details of the composition and functioning of the Nominations Committees provided in Annex 8.</p>
<p>The process to approve the appointment of the chief executive (may not apply for the initial chief executive).</p>	<p>This is outlined in paragraph 28 of the Constitution.</p> <p>The non-executive directors shall appoint or remove the Chief Executive.</p> <p>The appointment of the Chief Executive shall require the approval of the Council of Governors.</p>	<p>Model Core Constitution unchanged.</p>

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The process to decide the remuneration and allowances of non-executive directors.	This process is detailed in the Constitution paragraph 34. The Council of Governors at a general meeting of the Council of Governors will decide the remuneration and allowances, and the other terms and conditions of office, of the Chairman and the other non-executive directors.	Model Core Constitution unchanged.
Details of the relationship between the board of directors and the Council of Governors.	The Council of Governors will cooperate with the Board of Directors as far as possible in order to comply with the Regulatory Framework in all respects and in particular in relation to matters set out in the constitution. The Council will consider any working groups which it wishes to form to support its work where input from both the Council of Governors and Board of Directors would be of value and the Trust will work to support these. In the event of a dispute, arrangements are set out in Annex 8, Appendix 2 of the Constitution: Dispute resolution procedures.	It is important that the Board of Directors and Council of Governors develop a good working arrangement that still allows effective scrutiny. The Council will wish to consider how this is best established and will be offered appropriate support and guidance by the Trust in doing so.
Any other provisions about the Council of Governors. This should outline details of how the Council of Governors intends to maintain a dialogue with the staff and public membership.	This will be an area in which the Council of Governors will wish to establish its own good working practice and is not for the Trust's management to dictate. As above, the Trust will support the Council in developing and operating effective methods of dialogue with public and staff members.	The Governors are the conduit for the views of the members and therefore the Board intends to support the creation of working groups to collate these views and use them to shape the Trust's strategy and plans in a number of key areas.
Details on payment of travel and other expenses (but not remuneration) for governors.	The Trust may pay travelling and other expenses to members of the Council of Governors at rates determined by the Trust.	Payment of expenses should be such as not to provide inappropriate incentives for undertaking a voluntary role but so as to ensure that there is no deterrent for individuals to undertake the role on financial grounds.

Issue	Details	Rationale
Meetings		
Who will deputise in the chair's absence at the Council of Governors.	If the chairman is absent from the meeting or is absent temporarily on the grounds of a declared conflict of interest the deputy chairman or, in their absence, the senior independent director shall preside.	The deputy chairman deputises for the Chairman in relation to the Board of Directors and it is reasonable to expect this to continue in relation to the Council of Governors. Both individuals would have the appropriate experience to take on this role.
Any special reasons as to why meetings of the Council of Governors would not, on an exceptional basis, be open to the public.	All meetings of the Council of Governors will be held in public except under exceptional circumstances. The Council of Governors may resolve to exclude members of the public and representative of the press from any meeting or part of a meeting on the grounds that: <ul style="list-style-type: none"> • publicity would be prejudicial to the public interest having regard to the confidential nature of the business to be transacted; or • there are special reasons stated in the resolution and arising from the nature of the business of the proceedings. See Annex 6, paragraph 4.1 of the Constitution.	This is in line with best practice and allows the Trust to be open and accountable to all.
The frequency of meetings of the Council of Governors.	There will be no fewer than four meetings per year as outlined in Annex 6, paragraph 4.2 of the Constitution.	It has been determined that in order for the Council of Governors to effectively fulfil their duties meeting four times per year will be sufficient. In addition working groups will be created who will meet between Council meetings, therefore allowing the Governors to meet colleagues more frequently than just through the Council meetings.
The number of governors by type that must be present at any meeting of the Council of Governors.	No business shall be transacted at a meeting unless at least one third of the total number of Council Members entitled to vote are present at the meeting with the majority of Council Members from the Public Constituency. This is outlined in Annex 6, paragraph 4.15 of the Constitution.	The proposed numbers seek to ensure that both public and staff views will always be considered, whilst ensuring public governors remain in the majority as legally required.

Issue	Details	Rationale
<p>The wording of the declaration for governors to give the particulars of their qualification to vote as a member of the Council of Governors and for members to vote or to stand for election as a governor.</p>	<p>This is outlined in Annex 6 of the Constitution.</p> <p>The declaration will state:</p> <p>"I, the above named candidate, consent to my nomination and agree to stand for election to the Council of Governors in the constituency indicated in Section 1 of this form. I also declare that I am a member in that constituency.</p> <p>I, the above named candidate, hereby declare that I am not:</p> <ul style="list-style-type: none"> • a person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged; • 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; • a person who within the preceding 5 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 3 months (without the option of a fine) was imposed on him. <p>I confirm that to the best of my knowledge, the information provided on (or in connection with) this form is accurate."</p>	<p>This reflects the exclusions as outlined in the Constitution.</p>
Conflicts of interests of governors		
<p>Details of how conflicts of interest should be handled.</p>	<p>This is outlined in Annex 6 of the Constitution.</p> <p>The Regulatory Framework requires each Council Member to disclose to the other Council Members:</p> <ul style="list-style-type: none"> • any actual or potential interest, direct or indirect, which is relevant and material to the business of the Trust • any actual or potential pecuniary interest, direct or indirect, in any contract, proposed contract or other matter concerning the Trust • any actual or potential family interest, direct or indirect, of which the Council Member is aware 	<p>This represents established good practice in relation to managing conflicts of interest to ensure transparency and objectivity in deliberations and decision making.</p>

Issue	Details	Rationale
	<p>In addition, if a Council Member is present at a meeting of the Council of Governors and has an interest of any sort in any matter which is the subject of consideration, he or she shall at the meeting and as soon as practicable after its commencement disclose the fact and shall not vote on any question with respect to the matter.</p> <p>If a Council Member discloses an interest pursuant to the other Council Members, they shall not take part in the consideration or discussion of the matter or vote on any question with respect to it. At the time the interest is declared, it should be recorded in the meeting minutes.</p> <p>Any change in interests should be officially declared at the next relevant meeting following the change occurring.</p> <p>If a conflict of interest is established during the course of a meeting, the Council Member concerned should withdraw from the meeting and play no part in the relevant discussion or decision.</p>	
Committees and sub-committees		
<p>Any other provisions about committees that may be set up to advise the Council of Governors.</p>	<p>The Council will establish a Nominations & Remuneration Committee which will make recommendations to the full Council of Governors' on the appointment, suspension and removal of the Chairman and the Non-Executive Directors in order to support them in fulfilling the relevant statutory responsibilities.</p> <p>Other committees may be established by the Council as they see fit in order to support their agreed priorities. It is likely that these will include committees focussed on Membership Development and Patient Experience.</p>	<p>A Nominations and Remuneration Committee will be required for the Council to fulfil its statutory duties in relation to the appointment and remuneration of the Chair and non-executive directors.</p> <p>In relation to other committees it is important that the Council of Governors is able to establish its own priorities without their being dictated by the Trust's management, but the Trust will offer such support and guidance as is needed by the Council.</p>

Issue	Details	Rationale
<p>BOARD OF DIRECTORS</p> <p>The overall size and constitution of the board of directors including the numbers and roles of non-executive and executive directors.</p>	<p>The Board has the following membership:</p> <ul style="list-style-type: none"> • Chairman • Six Non-Executive Directors • Chief Executive • Chief Nurse • Director of Clinical Services • Director of Finance and Procurement • Medical Director 	<p>The Board is composed of 5 voting executive directors and 6 voting non-executive directors plus the Chairman.</p> <p>The Board is supported by one associate non-executive director and four non-voting executive directors to give it access to relevant expertise.</p>
<p>The eligibility criteria for non-executive director posts.</p>	<p>A person may be appointed as a non-executive director only if:</p> <ul style="list-style-type: none"> • they are a member of a Public Constituency, or • where any of the Trust’s hospitals includes a medical or dental school provided by a university, they exercise functions for the purposes of that university, and • they are not otherwise disqualified. <p>The following may not become or continue as a member of the Board of Directors:</p> <ul style="list-style-type: none"> • a person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged; • 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; or • 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. <p>This is outlined in paragraphs 24 and 30 of the Constitution.</p>	<p>Model Core Constitution unchanged.</p>

Issue	Details	Rationale
Terms of office		
Terms of office for the chair and non-executive directors.	<p>The Council of Governors at a general meeting of the Council of Governors shall decide the remuneration and allowances, and the other terms and conditions of office, of the chairman and the other non-executive directors. This is outlined in paragraph 34 of the Constitution.</p> <p>The appointment process for the Chairman and non-executive directors outlined in Annex 8, Appendix 4 of the Constitution and is via a Nominations Committee constituted as described there.</p> <p>Non-Executive Directors, including the chairman, shall be appointed by the Council of Governors for specified terms at intervals of no more than three years.</p> <p>No more than two terms of office may be served.</p>	<p>The proposed terms represent accepted good practice in balancing the need for directors to develop and establish themselves in their roles with that for fresh perspectives to be regularly introduced to the Board.</p>
Terms and conditions of the chief executive and executive directors.	<p>The Trust shall establish a committee of non-executive directors, to be known as the Remuneration and Appointments Committee, to decide the remuneration and allowances, and the other terms and conditions of office, of the Chief Executive and other executive directors.</p> <p>This is outlined in paragraph 34 of the Constitution.</p>	<p>Model Core Constitution unchanged.</p>
Disqualification		
Any exclusions to the board of directors over and above the legal minimum.	<p>The following may not become or continue as a member of the Board of Directors:</p> <ul style="list-style-type: none"> • a person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged; • 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; or • 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 	<p>Model Core Constitution unchanged.</p>

Issue	Details	Rationale
	<p>not less than three months (without the option of a fine) was imposed on them.</p> <p>This is outlined in paragraph 30 of the Constitution.</p>	
Roles and responsibilities		
<p>The process for a committee of non-executive directors to monitor, review and carry out other audit committee functions. Proposals for the audit committee's function are also required.</p>	<p>Paragraph 39 of the Constitution requires the Trust to have an Audit Committee which will agree terms of reference to perform monitoring and reviewing as appropriate.</p>	<p>Model Core Constitution unchanged. The current Terms of Reference for the Audit Committee follow best practice.</p>
<p>The process for the non-executive directors to appoint or remove the chief executive and for the committee of chief executive, chair and non-executive directors to appoint or remove other executive directors.</p>	<p>This is outlined in paragraph 28 of the Constitution.</p> <p>The non-executive directors shall appoint or remove the Chief Executive.</p> <p>The appointment of the Chief Executive shall require the approval of the Council of Governors.</p> <p>A committee consisting of the chairman, the Chief Executive and the other non-executive directors shall appoint or remove the other executive directors.</p>	<p>Model Core Constitution unchanged.</p>
<p>The process for a committee of non-executive directors to decide remuneration and allowances for executive directors and (if relevant) the provisions on remuneration and allowances that might be set out in the constitution, pending appointment of such a committee.</p>	<p>The Trust shall establish a committee of non-executive directors, to be known as the Remuneration and Appointments Committee, to decide the remuneration and allowances, and the other terms and conditions of office, of the Chief Executive and other executive directors.</p> <p>This is outlined in paragraph 34 of the Constitution.</p>	<p>Model Core Constitution unchanged.</p>
<p>The process for the directors to have regard to the views of the Council of Governors on the trust's forward planning.</p>	<p>Paragraph 41 of the Constitution requires the Board of Directors to have regard to the views of the Council of Governors in preparing the Trust's forward plan.</p> <p>The Trust will work with the Council throughout the planning cycle to ensure that the governors have the opportunity to comment on and influence the emerging themes and priorities. The Council of Governors</p>	<p>The Trust recognises the statutory duty of the Council of Governors to contribute to annual plans and wishes to ensure that this is exercised through active participation in the development of these plans to ensure that, via the governors, the views of the Trust's members and the wider public are taken into account.</p>

Issue	Details	Rationale
	may choose to coordinate these activities via the formation of a dedicated subcommittee.	
The process for the board of directors to present to the Council of Governors at a general meeting the annual accounts, any report of the auditor on them, and the annual report.	<p>Paragraph 42 of the Constitution states that the following documents are to be presented to the Council of Governors at a general meeting of the Council of Governors:</p> <ul style="list-style-type: none"> • The annual accounts • Any report of the auditor on the annual accounts. • The annual report <p>The Trust may combine a meeting of the Council of Governors convened for this purpose with the Annual Members' Meeting.</p>	Model Core Constitution unchanged.
Meetings of the board of directors		
Details of how meetings should take place including when meetings should take place in public or private.	<p>Meetings of the Board of Directors shall be open to members of the public. Members of the public may be excluded from a meeting for special reasons.</p> <p>Before holding a meeting, the Board of Directors must send a copy of the agenda of the meeting to the Council of Governors. As soon as practicable after holding a meeting, the Board of Directors must send a copy of the minutes of the meeting to the Council of Governors.</p> <p>This is outlined in paragraph 31 of the Constitution.</p>	As far as possible the Trust wishes the Board of Directors to carry out its business in public to ensure transparency and public accountability.
Conflicts of interests of directors		
Details of how conflicts of interest should be handled.	<p>These arrangements are set out in detail in paragraph 33 of the Constitution.</p> <p>If a director of the Trust has in any way a direct or indirect interest in a proposed transaction or arrangement with the Trust, the director must declare the nature and extent of that interest to the other directors.</p> <p>If a declaration under this paragraph provides to be, or becomes inaccurate, incomplete, a further declaration must be made.</p> <p>Any declaration required must be made before the Trust enters into the transaction or arrangement.</p>	Model Core Constitution unchanged.

Issue	Details	Rationale
	<p>This does not require a declaration of an interest of which the director is not aware or where the director is not aware of the transaction or arrangement in question.</p> <p>A director need not declare an interest:</p> <ul style="list-style-type: none"> • if it cannot reasonably be regarded as likely to give rise to a conflict of interest; • if the directors are already aware of it; • if it concerns terms of the director's appointment that have been or are to be considered by a meeting of the Board of Directors, or by a committee of the directors. <p>Annex 7: Standing Orders for the Practice and Procedure of the Board of Directors 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.</p>	
REGISTERS		
<p>How the register of members will be maintained including admission to and removal from the register.</p>	<p>Paragraph 35 of the Constitution states that the Trust will have 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.</p> <p>This register will be held in a database provided by a third party provider who, as part of their contract, will carry out regular data cleansing to remove members who are deceased or have moved away from their recorded constituency.</p>	<p>The Trust recognises the need for an accurate and up-to-date register of members to be maintained and believes that this is best achieved through a suitable database with data cleansing carried out by a specialist third party supplier.</p>
<p>How the register of members of the Council of Governors will be maintained including admission to and removal from the register.</p>	<p>A register of governors including interests will be maintained by the Head of Corporate Governance as outlined in Section 6 of Annex 6 of the Constitution.</p>	<p>Maintaining this register represents part of the role of the Head of Corporate Governance.</p>

Issue	Details	Rationale
<p>How the register of members of the Council of Governors' interests will be maintained including admission to and removal from the register.</p>	<p>The Head of Corporate Governance shall keep a Register of Interests of Council Members, which shall contain the names of each Member, whether he or she has declared any interest, and if so, the interest declared.</p> <p>These details will be kept up to date by means of an annual review of the Register of Interests in which any changes to interests declared during the preceding twelve months will be incorporated.</p> <p>The Register of Interests will be available to the public in accordance with the constitution and the Chief Executive will take reasonable steps to bring the existence of the Register of Interests to the attention of the local population.</p> <p>In establishing, maintaining and publicising the Register of Interests, the Trust shall comply with all guidance issued from time to time by Monitor.</p> <p>This is outlined in Section 6 of Annex 6 of the Constitution.</p>	<p>The approach described represents accepted good practice. Maintaining this register represents part of the role of the Head of Corporate Governance.</p>
<p>How the register of members of the board of directors' interests will be maintained including admission to and removal from the register.</p>	<p>Paragraph 20 of Annex 7 of the Constitution is clear that the rules outlined in Section 6 of Annex 6 also apply to the Board of Directors.</p> <p>The Head of Corporate Governance shall keep a Register of Interests of the Board of Directors, which shall contain the names of each Member, whether he or she has declared any interest, and if so, the interest declared.</p> <p>These details will be kept up to date by means of an annual review of the Register of Interests in which any changes to interests declared during the preceding twelve months will be incorporated.</p> <p>The Register of Interests will be available to the public in accordance with the constitution and the Chief Executive will take reasonable steps to bring the existence of the Register of Interests to the attention of the local population.</p> <p>In establishing, maintaining and</p>	<p>The approach described represents accepted good practice. Maintaining this register represent part of the role of the Head of Corporate Governance.</p>

Issue	Details	Rationale
	publicising the Register of Interests, the Trust shall comply with all guidance issued from time to time by Monitor.	
PUBLIC DOCUMENTS		
<p>How the trust will make provision for the public to receive the documents set out in the Health and Social Care Act 2012 and the charges that will apply (regulations may prescribe circumstances in which there is not to be public access to the register).</p>	<p>These arrangements are outlined in paragraph 37 of the Constitution.</p> <p>The Trust will make the following documents available for inspection by members of the public free of charge at all reasonable times:</p> <ul style="list-style-type: none"> • a copy of the current constitution; • a copy of the latest annual accounts and of any report of the auditor on them; and • a copy of the latest annual report. <p>These documents are all also available on the Trust's website.</p> <p>The Trust will also make the documents relating to a special administration of the Trust listed in paragraph 37 available for inspection by member of the public free of charge at all reasonable times</p> <p>Any person who requests a copy of or extract from any of the above documents is to be provided with a copy.</p> <p>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.</p>	<p>The provisions are in line with Freedom of Information Act requirements.</p>
AUDITOR		
<p>Details of the auditor's appointment and roles and responsibilities.</p>	<p>The Trust shall have an auditor. The Council of Governors shall appoint or remove the auditor at a general meeting of the Council of Governors. The accounts are to be audited by the Trust's auditor.</p>	<p>Model Core Constitution unchanged.</p>
ACCOUNTS		
<p>Details of process to make the accounts available.</p>	<p>The annual accounts will be presented to the Council of Governors at a general meeting of the Council of Governors and will also be presented to the members of the trust at the Annual Members' Meeting.</p> <p>The accounts are also available on the Trust's website.</p>	<p>Model Core Constitution unchanged.</p>

Issue	Details	Rationale
	As above the Trust will also make the annual accounts available for inspection by members of the public free of charge at all reasonable times.	
ANNUAL REPORTS AND FORWARD PLANS		
Details of process to make the annual report and forward plans available.	<p>The annual report will be presented to the Council of Governors at a general meeting of the Council of Governors and will also be presented to the members of the trust at the Annual Members' Meeting.</p> <p>The annual report is also available on the Trust's website.</p> <p>As above the Trust will also make the annual report available for inspection by members of the public free of charge at all reasonable times.</p>	Model Core Constitution unchanged.
INDEMNITY		
Details of any indemnity clause.	There is no specific indemnity clause within the proposed constitution.	
DISPUTE RESOLUTION PROCEDURES		
Detail of any dispute resolution procedures in the constitution. E.g. issues related to the constitution or other disputes such as contract.	<p>These are outlined in Annex 8, Appendix 2 of the Constitution.</p> <p>In the event of an unresolved dispute which arises out of this constitution between the Trust and:</p> <ol style="list-style-type: none"> a. a member; or b. any person aggrieved who has ceased to be a member within the six months prior to the date of the dispute; or c. any person bringing a claim under this constitution; or d. an office-holder of the trust; <p>the issue is to be submitted to an arbitrator agreed by the parties. The arbitrator's decision will be binding and conclusive on all parties.</p> <p>Any person bringing a dispute must, if required to do so, deposit with the trust a reasonable sum (not exceeding £250) to be determined by the Council of Governors and approved by the Head of Corporate Governance. The arbitrator will decide how the costs of arbitration will be paid and what should be done with the deposit.</p>	The approach described represents accepted good practice in relation to dispute resolution procedures.

Issue	Details	Rationale
	<p>In the event of dispute between the Council of Governors and the Board of Directors:</p> <ul style="list-style-type: none"> • In the first instance the Chairman on the advice of the Head of Corporate Governance, and such other advice as the Chairman may see fit to obtain, shall seek to resolve the dispute; • If the Chairman is unable to resolve the dispute he/she shall refer the dispute to the Head of Corporate Governance who shall appoint a joint special committee constituted as a committee of the Board of Directors and a committee of the Council of Governors, both comprising equal numbers, to consider the circumstances and to make recommendations to the Council of Governors and the Board of Directors with a view to resolving the dispute; • If the recommendations (if any) of the joint special committee are unsuccessful in resolving the dispute, the Chairman may refer the dispute to the Board of Directors who shall make the final decision. 	

Issue	Details	Rationale
AMENDING THE CONSTITUTION		
Details of the procedure for amending the constitution.	<p>Arrangements are outlined in Annex 8, Appendix 2 of the Constitution.</p> <p>The Trust may make amendments of its constitution only if:</p> <ul style="list-style-type: none"> • more than half of the members of the Council of Governors of the Trust voting approve the amendments, and • more than half of the members of the Board of Directors of the Trust voting approve the amendments. <p>Amendments take effect as soon these conditions are satisfied, but the amendment has no effect in so far as the constitution would, as a result of the amendment, not accord with the Health and Social Care Act 2012.</p> <p>Where an amendment is made to the constitution in relation to the powers or duties of the Council of Governors (or otherwise in respect to the role that the Council of Governors has as part of the trust):</p> <ul style="list-style-type: none"> • at least one member of the Council of Governors must attend the next Annual Members' Meeting and present the amendment; and • the Trust must give the members an opportunity to vote on whether they approve the amendment. <p>If more than half of the members voting approve the amendment, the amendment continues to have effect; otherwise, it ceases to have effect and the Trust must take such steps as are necessary as a result.</p> <p>Amendments by the Trust of its constitution are to be notified to Monitor.</p>	<p>The arrangements described represent accepted good practice and reflect the requirements of the 2012 Health and Social Care Act for amendments to be approved by the Council of Governors.</p>