

Trust Board Meeting in Public: Wednesday 14 July 2021

TB2021.50

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**Title:** OUH Constitution Review: Final Phase

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**Status:** For Decision

**History:** TB2021.06 and TB2021.17

**Board Lead:** Trust Chair

**Author:** Susan Polywka, Corporate Governance Consultant  
Eileen Walsh, Chief Assurance Officer

**Confidential:** No

**Key Purpose:** Strategy, Assurance

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## OUH Constitution Review: Final Phase

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### 1. Purpose

- 1.1. The Board and the Council of Governors have previously approved substantive amendments to the OUH Constitution, accepting recommendations made by a governor-led Working Group.
- 1.2. The final phase of what has been a comprehensive review of the OUH Constitution is now complete, and the final revised version of the Constitution (attached at **Appendix 1**) is presented for approval by the Board and the Council of Governors.
- 1.3. If approved by the Board and the Council of Governors at meetings held on 14 July 2021, then the fully revised version of the OUH Constitution will take immediate effect.
- 1.4. To the extent that any part of the fully revised Constitution is not approved, then current provision will continue to prevail.

### 2. Background

- 2.1. Review of the OUH Constitution commenced in September 2020. Upon completing the 1<sup>st</sup> Phase of its deliberations, the governor-led Constitution Review Working Group recommended amendments which were approved by the Board and Council of Governors on 13 January 2021.
- 2.2. Further amendments, reflecting the outcome of deliberations of the Working Group in the 2<sup>nd</sup> Phase of the review, were approved by the Board and Council of Governors in March 2021.

### 3. Final Phase of Review of OUH Constitution

- 3.1. In the Final Phase of the review, the OUH Constitution has been revised and amended to:
  - reflect the principles of gender-neutral terminology;
  - delete provisions which are now unnecessary or obsolete; and
  - update provision relating to communication and attendance at meetings where possible, to allow for advances in technology.
- 3.2. Members of the governor-led Working Group have had the opportunity to review all of the proposed amendments in detail, shown as fully tracked changes in the document circulated to them. Commentary is provided in the margin of the fully revised Constitution (attached at **Appendix 1**) to expand on issues that may be of particular note.

- 3.3. The full text of the revised OUH Constitution has been subjected to independent legal review, to ensure that it is fully compliant with all legal and regulatory requirements.

#### **4. Recommendations**

- 4.1. The Trust Board is asked to approve the fully revised OUH Constitution (at **Appendix 1**).