



**SALISBURY NHS FOUNDATION TRUST  
CONSTITUTION**



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## Annex:



**1 Interpretation and definitions**  
**1.1**

### 5.1.2 A staff constituency

## 6 Application for Membership

- 6.1** An individual who is eligible to become a member of the Trust shall become a member on his application to the Trust to become a member or by being invited by the Trust to become a member of the staff constituency in accordance with paragraph 9.

## 7 Public Constituencies

- 7.1** The public constituencies are the areas specified in Annex 1 and individuals living within them may become members of the Trust.
- 7.2** The individuals who live in the areas so specified are referred to collectively as a Public Constituency.
- 7.3** An individual who ceases to live in the areas specified in Annex 1 shall cease to be a member of the Trust. A member who moves from one such area to another shall continue to be a member but shall have a right to vote in any election of governors in accordance with the new area.
- 7.4** The minimum number of members in each Public Constituency is specified in Annex 1, and if the number of members does not equal or exceed the minimum the area shall not be treated as a Public Constituency for the purpose of electing governors.

## 8 Staff Constituencies

- 8.1** An individual who is employed by the Trust under a contract of employment with the Trust may become or continue as a member of the Trust provided:
- 8.1.1** he is 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
  - 8.1.2** he has been continuously employed by the Trust under a contract of employment for at least 12 months.
- 8.2** Individuals who exercise functions for the purposes of the Trust other than under a contract of employment with the Trust, may become or continue as members of the staff constituency provided that they have exercised these functions continuously for a period of at least 12 months.
- 8.3** Individuals eligible for membership of the Trust under this paragraph are referred to collectively as the Staff Constituency.
- 8.4** The Staff Constituency shall be divided into 5 classes of individuals as set out in Annex 2
- 8.5** The minimum number of members in each class of the Staff Constituency is specified in Annex 2, and if the number of members in a class does not equal or exceed the minimum number that class shall not be treated as a class for the purpose of electing governors.

## 9 Automatic Membership by default – Staff

- 9.1** An individual who is:
- 9.1.1** Eligible under paragraph 8.1 to become a member of the Staff Constituency, and
  - 9.1.2** invited by the Trust to become a member of the Staff Constituency, shall become a member of the Staff Constituency and in the appropriate staff class without an application being made, unless they inform the Trust that they do not wish to do so.

## 10 Patients' Constituency

There is no Patients' Constituency

## 11 Restrictions on Membership

- 11.1 An individual, who is a member of a constituency, or of a class within a constituency, may not while such membership continues be a member of any other constituency or class.
- 11.2 An individual who satisfies the criteria for membership of the Staff Constituency may not become or continue as a member of any other constituency.
- 11.3 An individual must be at least 16 years old to become a member of the Trust.
- 11.4 An individual may not become or remain a member of the Trust if they have been convicted of any offence involving violent, threatening or abusive behaviour on Trust property or in connection with receiving services from the Trust.
- 11.5 A member of the Trust shall inform the Secretary of the Trust of any circumstances threateni TJE

**15 Council of Governors - Tenure**

**15.1** Subject to 14.5 and 15.4 (e) 123 m233ETBT10 g0 G[(156(1 754.06 Tm11.984(141.7j))220106 TBT1



- 16.6** In the event of a notice being given under sub-paragraph 16.3 which states that the governor is not resigning, or where no such notice is received but circumstances as to a governor's ability to remain a governor (other than those set out in paragraphs 16.3 and 16.4 above) come to the notice of the Trust, the issue shall be considered by the other governors at a meeting and if 75% of the remaining Council of Governors consider that the governor is disqualified from continuing as a governor, he shall cease to be a governor.
- 16.7** A governor shall not exercise any function as a governor (including attending any meeting of the Council as a governor) if he has not signed and delivered to the Secretary a statement in the form required by the Council confirming that he accepts the Code of Conduct.
- 16.8** If a governor who is an employee of the Trust is suspended as an employee as a part of a disciplinary process, the Chairman of the Trust may suspend the governor from acting as a governor while the governor remains suspended as an employee.

## **17 Council of Governors – Duties of Governors, Equipping Governors, Lead Governor and Deputy Lead Governor**

- 17.1** The general duties of the Council of Governors are–
- 17.1.1** to hold the non-executive directors individually and collectively to account for the performance of the Board of Directors, and
  - 17.1.2** to represent the interests of the members of the Trust as a whole and the interests of the public.
- 17.2** The Trust must take steps to secure that the governors are equipped with the skills and with the knowledge that they require in their capacity as governors.
- 17.3** The governors shall choose a Lead Governor and a Deputy Lead Governor as set out in the Council's standing orders. The Lead Governor and the Deputy Lead Governor shall have the functions set out in the standing orders.

## **18 Council of Governors – Meetings of Governors**

- 18.1** The Chairman of the Trust, that is the Chairman of the Board of Directors, or in his

- 18.6** For the purpose of obtaining information about the Trust's performance of its functions or the directors performance of their duties (and deciding whether to propose a vote on the Trust's or directors' performance), the Council of Governors may require one or more of the directors to attend a meeting.
- 18.7** The Council of Governors will establish statutory committees to carry out such functions as are required by law and to carry out such functions as the Council specifies.
- 18.8** The Council of Governors will establish working groups to carry out such functions as the Council specifies.

## **19 Council of Governors – Standing Orders**

- 19.1** The Council of Governors shall adopt standing orders for the practice and procedure of the Council. Those in force as at the date of the adoption of this constitution are set out in Annex 7. They may be amended as provided in them.

## **20 Council of Governors – Referral to the Panel**

- 20.1** In this paragraph the Panel means a panel of persons appointed by NHS Improvement to which a governor of an NHS foundation trust may refer a question as to whether the trust has failed or is failing –
  - 20.1.1** to act in accordance with its constitution, or
  - 20.1.2** to act in accordance with provision made by or under Chapter 5 of





**32.2** The Trust shall establish a committee of non-executive directors to decide the remuneration and allowances, and the other terms of office, of the Chief Executive and the other executive directors.

**32.3** The Chairman and other non-executive directors may be appointed for initial terms of up to 4 years, which may be renewed by the Council for a further term of up to 4 years, and may be renewed thereafter for such term, if any, as will bring the total length of service to 8 years. Where a director has served 8 years, his appointment may be renewed for a further year provided that exceptional circumstances exist in relation to the director.

### 33 Registers

**33.1** The Trust shall have a register of members, showing in respect of each member, the constituency to which the member belongs and, where there are classes within it, the class to which he belongs.

**33.2** a register of members of the Council of Governors;

**33.3** a register of interests of Governors;

**33.4** a register of interests of directors;

**33.5** and a register of directors.

### 34 Registers – Inspection and Copies

**34.1** The Trust shall make the registers specified in paragraph 33 above available for inspection by members of the public, except in the circumstances set out in the next sub-paragraph or as otherwise prescribed by regulation 17(u).

- 35.2.5** A copy of any statement provided under section 65F (administrator's draft report) of the 2006 Act;
  - 35.2.6** A copy of any notice published under section 65F (administrator's draft report), 65G (consultation plan), 65H (consultation requirements), 65J (power to extend time), 65KA (Monitor's decision), 65KB (Secretary of State's response to Monitor's decision), 65KC (action following Secretary of State's rejection of final report) or 65KD (Secretary of State's response to re-submitted final report) of the 2006 Act;
  - 35.2.7** A copy of any statement published or provided under section 65G (consultation plan) of the 2006 Act;
  - 35.2.8** A copy of any final report published under section 65I (administrator's final report) of the 2006 Act;
  - 35.2.9** A copy of any statement published under section 65J (power to extend time), or 65KC (action following Secretary of State's rejection of final report) of the 2006 Act;
  - 35.2.10** A copy of any information published under section 65M (replacement of trust special administrator) of the 2006 Act.
- 35.3** Any person who requests a copy or extract from any of the above documents is to be provided with a copy.
- 35.4** If the person requesting an extract or copy is not a member of the Trust, the Trust may impose a reasonable charge for doing so.

## **36 Auditor**

- 36.1** The Trust shall have an auditor.
- 36.2** The Council of Governors shall appoint or remove the auditor at a general meeting of the Council.
- 36.3** The auditor must be qualified to act as auditor in accordance with paragraph 23 of schedule 7 to the 2006 Act.
- 36.4** The auditor shall comply with schedule 10 of the 2006 Act and shall have the rights and powers there set out.
- 36.5** The Trust shall provide the auditor with every facility and all information which he may reasonably require for the purpose of his functions.

## **37 Audit Committee**

- 37.1** The Trust shall establish a committee of non-executive directors as an audit committee to perform such monitoring, reviewing and other functions as are appropriate.

## **38 Accounts**

- 38.1** The Trust must keep proper accounts in such form as NHS Improvement may with the approval of the Treasury direct and proper records in relation to those accounts.
- 38.2** NHS Improvement may, with the approval of the Secretary of State for Health, give directions to the Trust as to the content and form of its accounts.
- 38.3** The accounts are to be audited by the Trust's auditor.
- 38.4** The following documents will be made available to the Comptroller and Auditor General for examination at his request:
  - 38.4.1** the accounts;
  - 38.4.2** the records relating to them; and
  - 38.4.3** any report of the Auditor on them
- 38.5** The Trust (through its Chief Executive and accounting officer) is to prepare in respect of each Financial Year annual accounts in such form as NHS Improvement may with the approval of the Secretary of State for Health direct.
- 38.6** NHS Improvement may with the approval of the Secretary of State for Health direct the Trust:

- 38.6.1** to prepare accounts in respect of such period or periods as may be specified in the direction; and/or
  - 38.6.2** that any accounts prepared by it by virtue of sub-paragraph 38.6.1 above are to be audited in accordance with such requirements as may be specified in the direction.
- 38.7** In preparing its annual accounts or in preparing any accounts by virtue of sub-paragraph 44.6.1 above, the Trust is to comply with any directions given by Monitor with the approval of the Secretary of State for Health as to:
  - 38.7.1** the methods and principles according to which the annual accounts are to be prepared; and/or
  - 38.7.2** the content and form of the annual accounts
- 38.8** The Trust must –
  - 38.8.1** lay a copy of the annual accounts, and any report of the Auditor on them, before Parliament; and
  - 38.8.2** send copies of the annual accounts, and any report of the Auditor on them to NHS Improvement within such a period as NHS Improvement may direct
- 38.9** The Trust must send a copy of any accounts prepared by virtue of paragraph 38.6 above and a copy of any report of the Auditor to NHS Improvement within such a period as NHS Improvement may direct.
- 38.10** The functions of the Trust referred to in this paragraph 38 shall be delegated to the accounting officer.

### **39 Annual Report, Forward Plans and Non-NHS work**

- 39.1** The Trust shall prepare an annual report and send it to NHS Improvement.
- 39.2** The annual report must give:
  - 39.2.1** information on any steps taken by the Trust to secure that (taken as a whole) the actual membership of any public constituency and of the patients' constituency is representative of those eligible for membership
  - 39.2.2** information on any occasions in the period to which the report relates on which the council of governors exercised its power to require one or more of the directors to attend a meeting as provided by paragraph 18.5 hereof
  - 39.2.3** information on the corporation's policy on pay and on the work of the committee established under paragraph 32(2) hereof and such other procedures as the corporation has on pay
  - 39.2.4** information on the remuneration of the directors and on the expenses of the governors and the directors
  - 39.2.5** any other information that NHS Improvement or requires
- 39.3**





**43.2** The Trust may only enter a significant transaction only if more than half of the

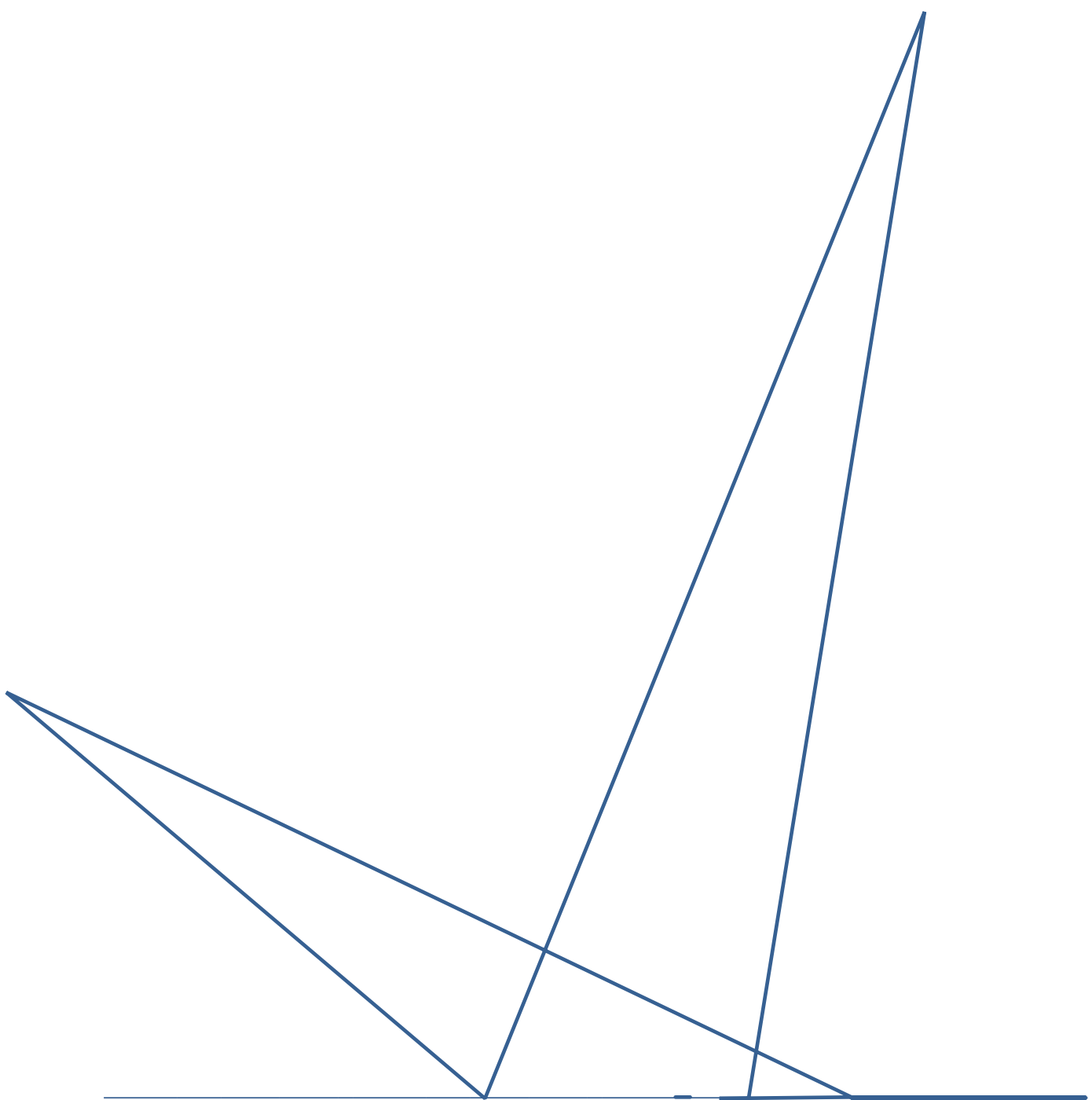
- 45.2** If the Chairman is unable to do so, he shall appoint a committee consisting of an equal number of directors and governors to consider the matter and to make recommendations to the Board and Council with a view to resolving the dispute.
- 45.3** If the dispute is not resolved, the Chairman may refer the dispute to an external mediator appointed by the Centre for Dispute Resolution, or by such other organisation as he considers appropriate.



New Forest	<p>The following electoral wards within New Forest District Council:</p> <p>Downlands &amp; Forest  Fordingbridge  Forest North West  Ringwood East &amp; Sopley  Ringwood North  Ringwood South</p>
Salisbury City	<p>The following electoral wards formerly covered by Salisbury District Council:</p> <p>Salisbury Bemerton  Salisbury Fisherton &amp; Bemerton Village  Salisbury Harnham  Salisbury St. Edmund's &amp; Milford  Salisbury St. Francis &amp; Stratford  Salisbury St. Marks &amp; Bishopdown  Salisbury St. Martin's &amp; Cathedral  Salisbury St. Paul's</p>
South Wiltshire Rural	<p>The following electoral wards</p> <p>Alderbury &amp; Whiteparish  Amesbury East  Amesbury West  Bourne &amp; Woodford Valley  Bulford, Allington &amp; Figcheldean  Downton &amp; Ebbel Valley  Durrington &amp; Larkhill  Ethandune  Fovant &amp; Chalke Valley  Laverstock, Ford &amp; Old Sarum  Mere  Nadder &amp; East Knoyle  Redlynch &amp; Landford  Till &amp; Wylde Valley  Tisbury  Warminster Broadway  Warminster Copheap &amp; Wylde  Warminster East  Warminster West  Warminster Without  Westbury East  Westbury North  Westbury West  Wilton &amp; Lower Wylde Valley  Winterslow</p>







## **ANNEX 5 - THE MODEL ELECTION RULES**

[See paragraph 14]

### **PART 1: INTERPRETNER**





## **PART 12: MISCELLANEOUS**

- 67. Secrecy
- 68. Prohibition of disclosure of vote
- 69. Disqualification
- 70. Delay in postal service through induBT1o[(u9(i)4(al)6( )-acti(po)nay)13( )-orrv fhr9n hon

“ means a short telephone number used for the purposes of submitting a vote by text message;

“*telephone voting facility*” has the meaning set out in rule 26.2;

“*telephone voting record*” has the meaning set out in rule 26.5 (d);

“*text message voting facility*” has the meaning set out in rule 26.3;

“*text voting record*” has the meaning set out in rule 26.6 (d);

“*the telephone voting system*” means such telephone voting facility as may be provided by the returning officer for the purpose of enabling voters to cast their votes by telephone;

“*the text message voting system*” means such text messaging voting facility as may be provided by the returning officer for the purpose of enabling voters to cast their votes by text message;

“*voter ID number*” means a unique, randomly generated numeric identifier allocated to each voter by the Returning Officer for the purpose of e-voting,

“*voting information*” means postal voting information and/or e-voting information

**1.2** Other expressions used in these rules and in Schedule 7 to the NHS Act 2006



- (e) the address for return of nomination forms (including, where the return of nomination forms in an electronic format will be permitted, the e-mail address for such return) and the date and time by which they must be received by the returning officer,
- (f) the date and time by which any notice of withdrawal must be received by the returning officer
- (g) the contact details of the returning officer
- (h) the date and time of the close of the poll in the event of a contest.

## **9. Nomination of candidates**

**9.1** Subject to rule 9.2, each candidate must nominate themselves on a single nomination form.

**9.2** The returning officer:

- (a) is to supply any member of the corporation with a nomination form, and
  - (b) is to prepare a nomination form for signature at the request of any member of the corporation,
- but it is not necessary for a nomination to be on a form supplied by the returning officer and a nomination can, subject to rule 13, be in an electronic format.

## **10. Candidate's particulars**

**10.1** The nomination form must state the candidate's:

- (a) full name,
- (b) contact address in full (which should be a postal address although an e-mail address may also be provided for the purposes of electronic communication), and
- (c) constituency, or class within a constituency, of which the candidate is a member.

## **11. Declaration of interests**

**11.1** The nomination form must state:

- (a) any financial interest that the candidate has in the corporation, and
  - (b) whether the candidate is a member of a political party, and if so, which party,
- and if the candidate has no such interests, the paper must include a statement to that effect.

## **12. Declaration of eligibility**

**12.1** The nomination form must include a declaration made by the candidate:

- (a) that he or she is not prevented from being a member of the council of governors by paragraph 8 of Schedule 7 of the 2006 Act or by any provision of the constitution; and,
- (b) for a member of the public or patient constituency, of the particulars of his or her qualification to vote as a member of that constituency, or class within that constituency, for which the election is being held.

## **13. Signature of candidate**

**13.1**



publishing the statement.

## **16. Inspection of statement of nominated candidates and nomination forms**

- 16.1** The corporation is to make the statement of the candidates and the nomination forms supplied by the returning officer under rule 15.4 available for inspection by

- (i) configured in accordance with these rules; and
  - (ii) will create an accurate internet voting record in respect of any voter who casts his or her vote using the internet voting system;
- (b) if



and the corporation shall make such arrangements as it considers appropriate

## 24. Issue of voting information by returning officer

- 24.1** Subject to rule 24.3, as soon as is reasonably practicable on or after the publication of the notice of the poll, the returning officer is to send the following information by post to each member of the corporation named in the list of eligible voters:
- (a) a ballot paper and ballot paper envelope,
  - (b) the ID declaration form (if required),
  - (c) information about each candidate standing for election, pursuant to rule 61 of these rules, and
  - (d) a covering envelope;  
("postal voting information").
- 24.2** Subject to rules 24.3 and 24.4, as soon as is reasonably practicable on or after the publication of the notice of the poll, the returning officer is to send the following information by e-mail and/ or by post to each member of the corporation named in the list of eligible voters whom the corporation determines in accordance with rule 19.3 and/ or rule 19.4 may cast his or her vote by an e-voting method of polling:
- (a) instructions on how to vote and how to make a declaration of identity (if required),
  - (b) the voter's voter ID number,
  - (c) information about each candidate standing for election, pursuant to rule 64 of these rules, or details of where this information is readily available on the internet or available in such other formats as the Returning Officer thinks appropriate,
  - (d) contact details of the returning officer,  
("e-voting information").
- 24.3** The corporation may determine that any member of the corporation shall:
- (a) only be sent postal voting information; or
  - (b) only be sent e-voting information; or
  - (c) be sent both postal voting information and e-voting information;  
for the purposes of the poll.
- 24.4** If the corporation determines, in accordance with rule 22.3, that the e-voting information is to be sent only by e-mail to those members in the list of eligible voters for whom an e-mail address is included in that list, then the returning officer shall only send that information by e-mail.
- 24.5** The voting information is to be sent to the postal address and/ or e-mail address for each member, as specified in the list of eligible voters.

## 25. Ballot paper envelope and covering envelope

- 25.1** The ballot paper envelope must have clear instructions to the voter printed on it, instructing the voter to seal the ballot paper inside the envelope once the ballot paper has been marked.
- 25.2** The covering envelope is to have:
- (a) the address for return of the ballot paper printed on it, and

- 26.1** If internet voting is a method of polling for the relevant election then the returning officer must provide a website for the purpose of voting over the internet (in these rules referred to as "the polling website").
- 26.2** If telephone voting is a method of polling for the relevant election then the returning officer must provide an automated telephone system for the purpose of voting by the use of a touch-tone telephone (in these rules referred to as "the telephone voting facility").
- 26.3** If text message voting is a method of polling for the relevant election then the returning officer must provide an automated text messaging system for the purpose of voting by text message (in these rules referred to as "the text message voting facility").
- 26.4** The returning officer shall ensure that the polling website and internet voting system provided will:
- (a) require a voter to:
    - (i) enter his or her voter ID number; and
    - (ii) where the election is for a public or patient constituency, make a declaration of identity;
 in order to be able to cast his or her vote;
  - (b) specify:
    - (i) the name of the corporation,
    - (ii) the constituency, or class within a constituency, for which the election is being held,
    - (iii) the number of members of the council of governors to be elected from that constituency, or class within that constituency,
    - (iv) the names and other particulars of the candidates standing for election, with the details and order being the same as in the statement of nominated candidates,
    - (v) instructions on how to vote and how to make a declaration of identity,
    - (vi) the date and time of the close of the poll, and
    - (vii) the contact details of the returning officer;
  - (c) prevent a voter from voting for more candidates than he or she is entitled to at the election;
  - (d) create a record

- (iv) instructions on how to vote and how to make a declaration of identity,
  - (v) the date and time of the close of the poll, and
  - (vi) the contact details of the returning officer;
  - (c) prevent a voter from voting for more candidates than he or she is entitled to at the election;
  - (d) create a record ("telephone voting record") that is stored in the telephone voting system in respect of each vote cast by a voter using the telephone that comprises of:
    - (i) the voter's voter ID number;
    - (ii) the voter's declaration of identity (where required);
    - (iii) the candidate or candidates for whom the voter has voted; and
    - (iv) the date and time of the voter's vote
  - (e) if the voter's vote has been duly cast and recorded, provide the voter with confirmation of this;
  - (f) prevent any voter from voting after the close of poll.
- 26.6** The returning officer shall ensure that the text message voting facility and text messaging voting system provided will:
- (a) require a voter to:
    - (i) provide his or her voter ID number; and
    - (ii) where the election is for a public or patient constituency, make a declaration of identity;
 in order to be able to cast his or her vote;
  - (b) prevent a voter from voting for more candidates than he or she is entitled to at the election;
  - (c) create a record ("text voting record") that is stored in the text messaging voting system in respect of each vote cast by a voter by text message that comprises of:
    - (i) the voter's voter ID number;
    - (ii) the voter's declaration of identity (where required);
    - (iii) the candidate or candidates for whom the voter has voted; and
    - (iii) the date and time of the voter's vote
  - (d) if the voter's vote has been duly cast and recorded, provide the voter with confirmation of this;
  - (e) prevent any voter from voting after the close of poll.

## ***The poll***

### **27. Eligibility to vote**

- 27.1** An individual who becomes a member of the corporation on or before the closing date for the receipt of nominations by candidates for the election, is eligible to vote in that election.

### **28. Voting by persons who require assistance**

- 28.1** The returning officer is to put in place arrangements to enable requests for assistance to vote to be made.
- 28.2** Where the returning officer receives a request from a voter who requires assistance to vote, the returning officer is to make such arrangements as he or she considers necessary to enable that voter to vote.

### **29. Spoilt ballot papers and spoilt text message votes**

- 29.1** If a voter has dealt with his or her ballot paper in such a manner that it cannot be accepted as a ballot paper (referred to as a "spoilt ballot paper"), that voter may

apply to the returning officer for a replacement ballot paper.

**29.2** On receiving an application, the returning officer is to obtain the details of the unique identifier on the spoiled ballot paper, if he or she can obtain it.

**29.3** The returning officer may not issue a replacement ballot paper fo19.48 45.23 l-4(h)13(e)13( )] T.

notwithstanding the fact that a declaration of identity if required has already been received by the returning officer in the name of that voter.

- 31.2** After issuing replacement voting information under this rule, the returning officer shall enter in a list (“the list of tendered voting information”):
- (a) the name of the voter,
  - (b) the unique identifier of any replacement ballot paper issued under this rule;
  - (c) the voter ID number of the voter.

### **32.ID declaration form for replacement ballot papers (public and patient constituencies)**

- 32.1** In respect of an election for a public or patient constituency an ID declaration form must be issued with each replacement ballot paper requiring the voter to make a declaration of identity.

*Polling by internet, telephone or text*

### **33.Procedure for remote voting by internet**

- 33.1** To cast his or her vote using the internet, a voter wiBTd21

wishes to vote.

- 35.3** The text message sent by the voter will need to be structured in accordance with the instructions on how to vote contained in the voter information, otherwise the vote will not be cast.

*Procedure for receipt of envelopes, internet votes, telephone votes and text message votes*

### **36. Receipt of voting documents**

**36.1** Where the returning officer receives:

- (a) a covering envelope, or
  - (b)** any other envelope containing an ID declaration form if required, a ballot paper envelope, or a ballot paper,
- before the close of the poll, that officer is to open it as soon as is practicable; and rules 37 and 38 are to apply.







except the unique identifier, or  
(d) which is unmarked or rejected because of uncertainty,  
shall, subject to rules FPP44.2 and FPP44.3, be rejected and not counted.

**FPP44.2** Where the voter is entitled to vote for more than one candidate, a ballot paper is not to be rejected because of uncertainty in respect of any vote where no uncertainty arises, and that vote is to be counted.

**FPP44.3** A ballot paper on which a vote is marked:

**FPP44.10** The returning officer is to draw up a statement showing the number of rejected text voting records under the following headings:

- (a) voting for more candidates than the voter is entitled to,
- (b) writing or mark by which voter could be identified, and
- (c) unmarked or rejected because of uncertainty,

and, where applicable, each heading must record the number of text voting records rejected in part.

**[PARAGRAPHS 45-50 NOT USED]**

- (c) give public notice of the name of each candidate who he or she has declared elected.

## PART 8: DISPOSAL OF DOCUMENTS

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### 54. Sealing up of documents relating to the poll

- 54.1** On completion of the counting at a contested election, the returning officer is to seal up the following documents in separate packets:
- (a) the counted ballot papers, internet voting records, telephone voting records and text voting records,
  - (b) the ballot papers and text voting records endorsed with “rejected in part”,
  - (c) the rejected ballot papers and text voting records, and
  - (d) the statement of rejected ballot papers and the statement of rejected text voting records,
- and ensure that complete electronic copies of the internet voting records, telephone voting records and text voting records created in accordance with rule 26 are held in a device suitable for the purpose of storage.
- 54.2** The returning officer must not open the sealed packets of:
- (a) the disqualified documents, with the list of disqualified documents inside it,
  - (b) the list of spoiled ballot papers and the list of spoiled text message votes,
  - (c) the list of lost ballot documents, and
  - (d) the list of eligible voters,
- or access the complete electronic copies of the internet voting records, telephone voting records and text voting records created in accordance with rule 26 and held in a device suitable for the purpose of storage.
- 54.3** The returning officer must endorse on each packet a description of:
- (a) its contents,
  - (b) the date of the publication of notice of the election,
  - (c) the name of the corporation to which the election relates, and
  - (d) the constituency, or class within a constituency, to which the election relates.

### 55. Delivery of documents

- 55.1** Once the documents relating to the poll have been sealed up and endorsed pu

forwarded to the chair by the returning officer under these rules for one year, and then, unless otherwise directed by the board of directors of the corporation, cause them to be destroyed.

**57.2** With the exception of the documents listed in rule 58.1, the documents relating to an election that are held by the corporation shall be available for inspection by members of the public at all reasonable times.

**57.3** A person may request a copy or extract from the documents relating to an election that are held by the corporation, and the corporation is to provide it, and may impose a reasonable charge for doing so.

## **58. Application for inspection of certain documents relating to an election**

**58.1** The corporation may not allow:

- (a) the inspection of, or the opening of any sealed packet containing –
  - (i) any rejected ballot papers, including ballot papers rejected in part,
  - (ii) any rejected text voting records, including text voting records rejected in part,
  - (iii) any disqualified documents, or the list of disqualified documents,
  - (iv) any counted ballot papers, internet voting records, telephone voting records or text voting records, or
  - (v) the list of eligible voters, or
- (b) access to or the inspection of the complete electronic copies of the internet voting records, telephone voting records and text voting records created in accordance with rule 26 and held in a device suitable for the purpose of storage,

by any person without the consent of the board of directors of the corporation.

**58.2** A person may apply to the board of directors of the corporation to inspect any of the documents listed in rule 58.1, and the board of directors of the corporation may only consent to such inspection if it is satisfied that it is necessary for the purpose of questioning an election pursuant to Part 11.

**58.3** The board of directors of the corporation's consent may be on any terms or conditions that it thinks necessary, including conditions as to –

- (a) persons,
- (b) time,
- (c) place and mode of inspection,
- (d) production or opening,

and the corporation must only make the documents available for inspection in accordance with those terms and conditions.

**58.4** On an application to inspect any of the documents listed in rule 58.1 the board of directors of the corporation must:

- (a) in giving its consent, and
  - (b) in making the documents available for inspection
- ensure that the way in which the vote of any particular member has been given shall not be disclosed, until it has been established –
- (i) that his or her vote was given, and
  - (ii) that Monitor has declared that the vote was invalid.

## **PART 9: DEATH OF A CANDIDATE DURING A CONTESTED ELECTION**

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### **FPP59. Countermand or abandonment of poll on death of candidate**

**FPP59.1** G56(f)-14(o)13(r)-3( )-4(do5(T)38n)3( )-4(m)5(T)38nT

- (a) countermand notice of the poll, or, if voting information has been issued, direct that the poll be abandoned within that constituency or class, and
- (b) order a new election, on a date to be appointed by him or her in consultation with the corporation, within the period of 40 days, computed

- (c) expenses for stationery, postage, telephone, internet (or any similar means of communication) and other petty expenses, to a limit of £100.

## **62. Election expenses incurred by other persons**

### **62.1** No person may:

- (a) incur any expenses or make a payment (of whatever nature) for the purposes of a candidate's election, whether on that candidate's behalf or otherwise, or
- (b) give a candidate or his or her family any money or property (whether as a gift, donation, loan, or otherwise) to meet or contribute to expenses incurred by or on behalf of the candidate for the purposes of an election.

### **62.2** Nothing in this rule is to prevent the corporation from incurring such expenses, and making such payments, as it considers necessary pursuant to rules 63 and 64.

## *Publicity*

## **63. Publicity about election by the corporation**

### **63.1** The corporation may:

- (a) compile and distribute such information about the candidates, and
  - (b) organise and hold such meetings to enable the candidates to speak and respond to questions,
- as it considers necessary.

### **63.2** Any information provided by the corporation about the candidates, including information compiled by the corporation under rule 64, must be:

- (a) objective, balanced and fair,
- (b) equivalent in size and content for all candidates,
- (c) compiled and distributed in consultation with all of the candidates standing for election, and
- (d) must not seek to promote or procure the election of a specific candidate or candidates, at the expense of the electoral prospects of one or more other candidates.

### **63.3** Where the corporation proposes to hold a meeting to enable the candidates to speak, the corporation must ensure that all of the candidates are invited to attend, and in organising and holding such a meeting, the corporation must not seek to promote or procure the election of a specific candidate or candidates at the expense of the electoral prospects of one or more other candidates.

## **64. Information about candidates for inclusion with voting information**

### **64.1** The corporation must compile information about the candidates standing for election, to be distributed by the returning officer pursuant to rule 24 of these rules.

### **64.2** The information must consist of:

- (a) a statement submitted by the candidate of no more than 250 words,
- (b) if voting by telephone or text message is a method of polling for the election, the numerical voting code allocated by the returning officer to each candidate, for the purpose of recording votes using the telephone voting facility or the text message voting facility ("numerical voting code"), and
- (c) a photograph of the candidate.

## **65. Meaning of "for the purposes of an election"**

- 65.1** In this Part, the phrase “for the purposes of an election” means with a view to, or otherwise in connection with, promoting or procuring a candidate’s election, including the prejudicing of another candidate’s electoral prospects; and the phrase “for the purposes of a candidate’s election” is to be construed accordingly.
- 65.2** The provision by any individual of his or her own services voluntarily, on his or her own time, and free of charge is not to be considered an expense for the



- (ii) the unique identifier on any ballot paper,
- (iii) the voter ID number allocated to any voter,
- (iv) the candidate(s) for whom any member has voted.

**67.2** No person may obtain or attempt to obtain information as to the candidate(s) for whom a voter is about to vote or has voted, or communicate such information to any person at any time, including the unique identifier on a ballot paper given to a voter or the voter ID number allocated to a voter.

**67.3** The returning officer is to make such arrangements as he or she thinks fit to ensure that the individuals who are affected by this provision are aware of the duties it imposes.

## **68. Prohibition of disclosure of vote**

**68.1** No person who has voted at an election shall, in any legal or other proceedings to question the election, be required to state for whom he or she has voted.

## **69. Disqualification**

**69.1** A person may not be appointed as a returning officer, or as staff of the returning officer pursuant to these rules, if that person is:

- (a) a member of the corporation,
- (b) an employee of the corporation,
- (c) a director of the corporation, or
- (d) employed by or on behalf of a person who has been nominated for election.

## **70. Delay in postal service through industrial action or unforeseen event**

**70.1** If industrial action, or some other unforeseen event, results in a delay in:

- (a) the delivery of the documents in rule 24, or
- (b) the return of the ballot papers,

the returning officer shall, if possible, take such steps as are reasonable to ensure that the election is held in accordance with the provisions of these rules.





## 1. Introduction

- 1.1 Paragraph 14 of Schedule 7 to the National Health Service Act 2006 provides that the constitution of an NHS foundation trust must make provision for the practice and procedure of the Council of Governors. The Council made such provision in its standing orders adopted in 2006. Paragraph 3.13 of those orders provided that they might be amended as there set out. At a meeting of the Council on 25 February 2013 in accordance with paragraph 3.13, these standing orders as set out herein were adopted in substitution of those orders.

## 2.

vote is taken.

**4.6** During the consideration of a motion a governor may move:

**4.6.1** an amendment to the motion;

**4.6.2** that the consideration of motion be adjourned to a subsequent meeting;

the law and the Constitution permit, but otherwise the power of any committee is limited to making recommendations to the Council.

**10.3** The powers of the Council shall be exercised in general meeting.

**10.4** The Council shall approve the membership of committees, sub-committees and working groups, and may appoint persons with specialised knowledge or expertise useful to the committee on such terms as the Council may determine.

**10.5** Meetings of the Council's committees, sub-committees and working groups shall be private. Their proceedings shall remain confidential until reported in public to a meeting of the Council.

## **11. Nominations Committee**

**11.1** Paragraph 27 of the Constitution provides for the appointment and removal of the Chairman of the Trust and the other non-executive directors by the Council. Paragraph 27.3 provides that the Council's standing orders shall provide for there to be a Nominations Committee or Committees to put forward persons for the Council to consider for appointment.

**11.2**



- 14.3 Agendas and minutes and information relating to those parts of meetings of the Board of Directors, or of meetings of the Council, which are not open to the public, are confidential.
- 14.4 The proceedings of committees and working groups which take place in private are confidential until reported to the Council at a meeting open to the public.
- 14.5 A governor should keep confidential any information which may come into his possession concerning a patient, a person associated with a patient, or a member of staff or a person associated with a member of staff, unless the information has entered the public domain.
- 14.6 Any matter which the Council has resolved shall be treated as confidential shall be so treated.

## 15. Expenses

- 15.1 Paragraph 22 of the Constitution provides that the Trust shall on application pay travelling and other expenses of governors incurred for the purpose of his duties at rates to be decided by the Trust.
- 15.2 Payment shall



Governor.

- 16.10** In the event that a Deputy Lead Governor does not secure the approval of the Governors to become Lead Governor, the Secretary shall immediately initiate the process of choosing a new Lead Governor by the process set out in paragraphs 16.4 to 16.7.
- 16.11** In the event that the Lead Governor does not secure approval for a second year, the person chosen as Deputy shall become Lead Governor.
- 16.12** Where a need arises to choose a Lead Governor or a Deputy Lead Governor In any circumstances not covered above, the Secretary shall take such steps as may be necessary following the principles set out in so far as applicable to the situation.
- 16.13** Where the Lead Governor is a staff governor, in any situation where the Lead Governor's position as an employee of the Trust gives rise to a position of potential conflict or embarrassment, the Deputy Lead shall act as Lead until the next meeting of the Council, when the situation shall be considered and a decision made as to how it shall be handled.

## **17. Lead Governor and Deputy Lead Governor – Roles**

- 17.1** The role of the Lead Governor is:
  - 17.1.1** to chair meetings of the Council which cannot for any reason be chaired by the Chairman or the Deputy Chairman;
  - 17.1.2** to consult routinely with the governors regarding the planning and preparation of the agendas for Council meetings and work programme, and to agree them with the Chairman;
  - 17.1.3** to commun0 g47.1.1

## **19. Directors' Attendance**

**19.1** Paragraph 18.6 of the Constitution provides that the Council may require the attendance of one or more of the directors to attend a meeting for the purposes set out in the paragraph, which include the purpose of obtaining information about the Trust's performance of its functions.

**19.2** The attendance of a director pursuant to paragraph 18.6 of the Constitution shall be obtained by request of the Lead Governor made to the Chairman. The Lead Governor may make a request at his discretion but shall make one if 5 governors sign a notice requiring the attendance of a named director or directors stating the reason why the request is made.

## **20. Forward Plan**

**20.1** Paragraph 39.5 of the Constitution provides that in preparing the Trust's forward plan the directors must have regard to the views of the governors, and that the directors shall provide the governors with information appropriate for them to be able to form





# **ANNEX 8 - STANDING ORDERS FOR THE PRACTICE AND PROCEDURE OF THE BOARD OF DIRECTORS**

(see paragraph 30)

## **1. INTERPRETATIONS AND DEFINITIONS**

### **1.1**















#### **4.9 Overriding Standing Orders**

If for any reason these Standing Orders are not complied with, full details of the non-compliance and any justification for non-compliance and the circumstances around the non-compliance, shall be reported to the next formal meeting of the Board for action or ratification. All Directors of the Board and staff have a duty to disclose any non-compliance with these Standing Orders to the Chief Executive as soon as possible.

### **5. COMMITTEES**

#### **5.1 Appointment of Committees**

Subject to the Constitution, (and to any guidance issued by the Department of Health applicable to Foundation Trusts or as may be given by NHS Improvement), the Board of Directors may appoint committees of the Trust

#### **5.2 Applicability of Standing Orders and Standing Financial Instructions to committees**

The Standing Orders and Standing Financial Instructions of the Trust, as far as they are applicable, shall apply with appropriate alteration to meetings of any committees established by the Trust. In which case the term “Chair” is to be read as a reference to the Chair of the committee as the context permits, and the term “member” is to be read as a reference to a member of the committee also as the context permits. (There is no requirement to hold meetings of committees established by the Trust in public).

#### **5.3 Terms of Reference**

which they are a director. All existing Board Directors should declare such interests. Any Board Directors appointed subsequently should do so on appointment.

**6.2 Interests which should be regarded as "relevant and material" are:**

- 6.2.1** directorships, including non-executive directorships held in private companies or public limited companies (with the exception of those of dormant companies);
- 6.2.2** ownership or part-ownership of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS;
- 6.2.3** majority or controlling shareholdings in organisations likely or possibly seeking to do business with the NHS;
- 6.2.4** a position of trust in a charity or voluntary organisation in the field of health and social care;
- 6.2.5** any connection with a voluntary or other organisation contracting for NHS services;
- 6.2.6** any connection with an organisation, entity or company considering entering into or having entered into a financial arrangement with the Trust including but not limited



candidate's ability, experience or character for submission to the Trust.

**7.4.3** Informal discussions outside appointments panels or committees, whether solicited or unsolicited, should be declared to the panel or committee.

## **7.5 Relatives of Directors or Officers**

**7.5.1** Candidates for any staff appointment under the Trust shall, when making application, disclose in writing to the Trust whether they are related to any Director or the holder of any office under the Trust. Failure to disclose such a relationship shall disqualify a candidate and, if appointed, render him liable to instant dismissal.

**7.5.2** The Chair and every Director and Officer of the Trust shall disclose to the Chief Executive any relationship between himself and a candidate of whose candidature that Director or Officer is aware. It shall be the duty of the Chief Executive to report to the Board any such disclosure made.

**7.5.3** On appointment, Directors (and prior to acceptance of an appointment in the case of Executive Directors) should disclose to the Board whether they are related to any other Director or holder of any office in the Trust.

## **8 CUSTODY OF SEAL, SEALING OF DOCUMENTS AND SIGNATURE OF DOCUMENTS**

### **8.1 Custody of Seal**

The Common Seal of the Trust shall be kept by the Chief Executive or designated Officer in a secure place.

### **8.2 Sealing of Documents**

**8.2.1** The seal of the Trust shall not be fixed to any documents unless the sealing has been authorised by a resolution of the Board or of a committee thereof, or where the Board has delegated its powers. Where it is necessary that a document be sealed, the seal shall be affixed in the presence of two Directors; OR, one Director and the Trust Secretary; OR two senior managers (not being from the originating department) duly authorised by the Chief Executive, and shall be attested by them.

## **ANNEX 9 – Additional Provisions - Directors – DISQUALIFICATION**

(See Paragraph 28)

The following may not be appointed or continue as a director:

1. A person who is the subject of a sexual offences order under the Sexual Offences Act 2003 or any subsequent legislation.
2. A person who is disqualified from being a company director under the law of England and/or Wales.
3. A person who is a governor of the Trust, or a governor, director, chairman or chief executive of another NHS Foundation trust or NHS trust. However, a non-executive director (other than the chairman) may be a non-executive director or a governor of another NHS Foundation trust or NHS trust, save where there is a real risk of conflict of interest arising as a result of the two directorships or directorship and governorship.
4. A person whose physical or mental wellbeing is such that their ability to act as a director of the Trust is materially affected.
5. A person who occupies the same household as an existing director of the Trust or a governor.