

BOARD OF DIRECTORS MEETING (Open)

Date: 12 July 2017

Item Ref:

09

TITLE OF PAPER	Annual review of Sheffield Health and Social Care NHS Foundation Trust's Constitution and supporting documents
TO BE PRESENTED BY	Margaret Saunders, Director of Corporate Governance (Board Secretary)
ACTION REQUIRED	To review, discuss and approve the proposed changes to the Constitution and supporting documents.
OUTCOME	Approval of an updated version of Sheffield Health and Social Care NHS Foundation Trust's Constitution and supporting documents which will form an integral part of the Trust's corporate governance framework
TIMETABLE FOR DECISION	This paper will be presented at a number of meetings, as detailed in the governance framework, in July and August 2017 and will then be presented to Board for final approval September 2017
LINKS TO OTHER KEY REPORTS / DECISIONS	Compliance with the Trust's Constitution and in support of the Annual Governance Statement and Head of Internal Audit Opinion
LINKS TO OTHER RELEVANT FRAMEWORKS BAF, RISK, OUTCOMES	Board Assurance Framework and Provider Licence
IMPLICATIONS FOR SERVICE DELIVERY AND FINANCIAL IMPACT	The Constitution and supporting documents will underpin a robust corporate governance and financial system
CONSIDERATION OF LEGAL ISSUES	Compliance with the National Health Service Act 2006 as amended by the Health and Social Care Act 2012

Author of Report	Jill Dentith
Designation	Management Consultant
Date of Report	16 June 2017

SUMMARY REPORT

Report to: Board of Directors

Date: 12 July 2017

Subject: Annual review of Sheffield Health and Social Care NHS Foundation Trust's Constitution and Supporting Documents

Presented by: Margaret Saunders, Director of Corporate Governance (Board Secretary)

Author: Jill Dentith, Management Consultant

1. Purpose

<i>For Approval</i>	<i>For a collective decision</i>	<i>To report progress</i>	<i>To seek input from</i>	<i>For information</i>	<i>Other (please state below)</i>
X					

2. Summary

This paper details proposed changes to the Sheffield Health and Social Care NHS Foundation Trust's Constitution and seeks approval for those proposed changes through due process via the Trust's corporate governance structure.

It is designed as one document which will be presented at a number of the Trust's governance groups, committees and Board. Group, committee and Board members should review discuss and approve the sections relevant to their remit.

2.1 The Constitution and Supporting Documents

The Constitution is made up of several parts as detailed below:

- Constitution – the main body of the document
- Annex 1 – The Public Constituency
- Annex 2 – The Staff Constituency
- Annex 3 – The Service User and Carers' Constituency
- Annex 4 – Composition of Council of Governors
- Annex 5 – Model Rules for Elections
- Annex 6 – Additional Provisions – Council of Governors

- Annex 7 – Council of Governors Standing Orders
- Annex 8 – Board of Directors Standing Orders
- Standing Financial Instructions
- Scheme of Reservation and Delegation
- Annex 9 - Further Provision

Finally, although not part of the Constitution, but directly linked, the Delegation of Budgetary Authority.

2.2 Approval Process

Each element of the Constitution and supporting documents is required to be reviewed annually and proposed changes discussed and approved through a range of groups, committees and Board.

The Constitution (Section 45 – Amendment of the Constitution) states:

“45.1 The Trust may make amendments of its constitution only if:

45.1.1 more than half of the members of the Council of Governors of the Trust voting approve the amendments, and

45.1.2 more than half of the members of the Board of Directors of the Trust voting approve the amendments.

The above requirements must be adhered to subject to the proposed changes to the Constitution and supporting documents.

Due to timing the Constitution and supporting documents were presented to Executive Directors Group (EDG) on 6 July and Audit Committee 11 July 2017. This will be followed by CoG on 14 July and the Finance and Investment Committee (FIC) on 24 July 2017. If FIC identify any further minor amendments post Council of Governors (CoG) and if the proposed changes identified by FIC are deemed to be significant then a further paper will be presented to the October CoG and the final amendments presented to November Board 2017.

2.3 Supporting information

Attached are the following supporting documents:

- Appendix A – Authorisation Requirements for Approval of Changes to Governance Documents (overview). This table details the approval process that each section of the Constitution has to go through prior to presentation for final approval
- Appendix B – this is a table of proposed changes to the Trust’s Constitution and supporting documents.

Amended and tracked changed versions of all these documents are available on request from the Director of Corporate Governance (Board Secretary). They are also available to view in a separate folder on the Committee’s shared google drive.

3 Next Steps

As detailed above the Constitution CoG and Board members must vote on the changes to the constitution.

Subject to CoG and Board approval the Constitution and supporting documents will be amended accordingly.

The PA to the Chief Executive and the Executive Director of Finance will hold the master copy of the Constitution and supporting documents.

The Director of Corporate Governance (Board Secretary) will ensure that the approved versions of the Constitution and supporting documents are uploaded onto the Trust's intranet and internet and will advise NHS Improvement of the changes and supply them with copies of updated documents as necessary.

4 Actions

Board are recommended to:

- note the Authorisation Requirements table at Appendix A
- review and discuss the table of proposed changes at Appendix B, excluding the Delegation of Budgetary Authority; and
- approve, by voting on, the proposed changes.

5 Monitoring Arrangements

The Director of Corporate Governance (Board Secretary) will liaise with the Executive Director of Finance to ensure that the Constitution and supporting documents are reviewed on an annual basis and any proposed changes taken due process as detailed above.

6 Contact Details

Margaret Saunders, Director of Corporate Governance (Board Secretary)

Document	Lead Director	EDG (prior to FIC and/or AC)	Finance & Investment Committee	Audit Committee	EDG (prior to CoG and/or Board)	Council of Governors	Board	NHS Improvement	Update Master Copy (Word & pdf Version)	Update SHSC Website
Constitution (not including Annex 1 – 9) Section 45 of the Constitution - d Constitution - amendment	Director of Corporate Governance	Depending on the proposed change present to EDG prior to submission to Audit Committee	Amendments to Constitution not required to be presented to FIC as per FIC ToR.	“Review on behalf of the Board the operation of, and proposed changes to the Constitution ...” as per AC ToR.	Any proposed changes should be discussed by EDG prior to presentation at CoG or Board.	Constitution: 45.1.1 “more than half of the members of CoG of the Trust voting approve the amendment” and 45.1.2 Constitution: 45.3 and 45.4 cover amendments made to the Constitution in relation to powers and duties of CoG. These then have to go to AMM for <u>members</u> approval. This requires more than half of the members voting to approve.	Constitution: 45.1.2 “more than half of the members of the Board of Directors of the Trust voting to approve the amendments”.	Constitution: 45.5 “Amendments by the Trust of its Constitution are to be notified to Monitor (now NHSi). For the avoidance of doubt Monitor’s functions do not include a power or duty to determine whether or not the Constitution, as a review of the amendments, accord with Section 7 of the 2006 Act”.		
Document	Lead Director	EDG (prior to FIC and/or AC)	Finance & Investment Committee	Audit Committee	EDG (prior to CoG and/or Board)	Council of Governors	Board	NHS Improvement	Update Master Copy (Word & pdf Version)	Update SHSC Website
Annex 1 The Public Constituency	Director of Corporate Governance	Depending on the proposed change present to EDG prior to submission to Audit Committee	Amendments to Constitution not required to be presented to FIC as per FIC ToR.	“Review on behalf of the Board the operation of, and proposed changes to the Constitution ...” as per AC ToR.	Any proposed changes should be discussed by EDG prior to presentation at CoG or Board.	Constitution: 45.1.1 “more than half of the members of CoG of the Trust voting approve the amendment” and 45.1.2 Constitution: 45.3 and 45.4 cover amendments made to the Constitution in relation to powers and duties of CoG. These then have to go to AMM for <u>members</u> approval. This requires more than half of the members voting to approve.	Constitution: 45.1.2 “more than half of the members of the Board of Directors of the Trust voting to approve the amendments”.	Constitution: 45.5 “Amendments by the Trust of its Constitution are to be notified to Monitor (now NHSi). For the avoidance of doubt Monitor’s functions do not include a power or duty to determine whether or not the Constitution, as a review of the amendments, accord with Section 7 of the 2006 Act”.		
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Annex 2 The Staff Constituency	Director of Corporate Governance	Depending on the proposed change present to EDG prior to submission to Audit Committee	Amendments to Constitution not required to be presented to FIC as per FIC ToR.	“Review on behalf of the Board the operation of, and proposed changes to the Constitution ...” as per AC ToR.	Any proposed changes should be discussed by EDG prior to presentation at CoG or Board.	Constitution: 45.1.1 “more than half of the members of CoG of the Trust voting approve the amendment” and 45.1.2 Constitution: 45.3 and 45.4 cover amendments made to the Constitution in relation to powers and duties of CoG. These then have to go to AMM for <u>members</u> approval. This requires more than half of the members voting to approve.	Constitution: 45.1.2 “more than half of the members of the Board of Directors of the Trust voting to approve the amendments”.	Constitution: 45.5 “Amendments by the Trust of its Constitution are to be notified to Monitor (now NHSi). For the avoidance of doubt Monitor’s functions do not include a power or duty to determine whether or not the Constitution, as a review of the amendments, accord with Section 7 of the 2006 Act”.		

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Annex 3 The Service User & Carers' Constituency	Director of Corporate Governance	Depending on the proposed change present to EDG prior to submission to Audit Committee	Amendments to Constitution not required to be presented to FIC as per FIC ToR.	"Review on behalf of the Board the operation of, and proposed changes to the Constitution ..." as per AC ToR.	Any proposed changes should be discussed by EDG prior to presentation at CoG or Board.	Constitution: 45.1.1 "more than half of the members of CoG of the Trust voting approve the amendment" and 45.1.2 Constitution: 45.3 and 45.4 cover amendments made to the Constitution in relation to powers and duties of CoG. These then have to go to AMM for <u>members'</u> approval. This requires more than half of the members voting to approve.	Constitution: 45.1.2 "more than half of the members of the Board of Directors of the Trust voting to approve the amendments".	Constitution: 45.5 "Amendments by the Trust of its Constitution are to be <u>notified</u> to Monitor (now NHSi). For the avoidance of doubt Monitor's functions do not include a power or duty to determine whether or not the Constitution, as a review of the amendments, accord with Section 7 of the 2006 Act".		
Annex 4 Composition of Council of Governors	Director of Corporate Governance	Depending on the proposed change present to EDG prior to submission to Audit Committee	Amendments to Constitution not required to be presented to FIC as per FIC ToR.	"Review on behalf of the Board the operation of, and proposed changes to the Constitution ..." as per AC ToR.	Any proposed changes should be discussed by EDG prior to presentation at CoG or Board.	Constitution: 45.1.1 "more than half of the members of CoG of the Trust voting approve the amendment" and 45.1.2 Constitution: 45.3 and 45.4 cover amendments made to the Constitution in relation to powers and duties of CoG. These then have to go to AMM for <u>members'</u> approval. This requires more than half of the members voting to approve.	Constitution: 45.1.2 "more than half of the members of the Board of Directors of the Trust voting to approve the amendments".	Constitution: 45.5 "Amendments by the Trust of its Constitution are to be <u>notified</u> to Monitor (now NHSi). For the avoidance of doubt Monitor's functions do not include a power or duty to determine whether or not the Constitution, as a review of the amendments, accord with Section 7 of the 2006 Act".		
Annex 5 Model Rules for Elections	Director of Corporate Governance	Depending on the proposed change present to EDG prior to submission to Audit Committee	Amendments to Constitution not required to be presented to FIC as per FIC ToR.	"Review on behalf of the Board the operation of, and proposed changes to the Constitution ..." as per AC ToR.	Any proposed changes should be discussed by EDG prior to presentation at CoG or Board.	Constitution: 45.1.1 "more than half of the members of CoG of the Trust voting approve the amendment" and 45.1.2 Constitution: 45.3 and 45.4 cover amendments made to the Constitution in relation to powers and duties of CoG. These then have to go to AMM for <u>members'</u> approval. This requires more than half of the members voting to approve.	Constitution: 45.1.2 "more than half of the members of the Board of Directors of the Trust voting to approve the amendments".	Constitution: 45.5 "Amendments by the Trust of its Constitution are to be <u>notified</u> to Monitor (now NHSi). For the avoidance of doubt Monitor's functions do not include a power or duty to determine whether or not the Constitution, as a review of the amendments, accord with Section 7 of the 2006 Act".		

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Annex 6 Additional Provisions – Council of Governors	Director of Corporate Governance	Depending on the proposed change present to EDG prior to submission to Audit Committee	Amendments to Constitution not required to be presented to FIC as per FIC ToR.	“Review on behalf of the Board the operation of, and proposed changes to the Constitution ...” as per AC ToR.	Any proposed changes should be discussed by EDG prior to presentation at CoG or Board.	Constitution: 45.1.1 “more than half of the members of CoG of the Trust voting approve the amendment” and 45.1.2 Constitution: 45.3 and 45.4 cover amendments made to the Constitution in relation to powers and duties of CoG. These then have to go to AMM for <u>members</u> ’ approval. This requires more than half of the members voting to approve.	Constitution: 45.1.2 “more than half of the members of the Board of Directors of the Trust voting to approve the amendments”.	Constitution: 45.5 “Amendments by the Trust of its Constitution are to be <u>notified</u> to Monitor (now NHSi). For the avoidance of doubt Monitor’s functions do not include a power or duty to determine whether or not the Constitution, as a review of the amendments, accord with Section 7 of the 2006 Act”.		
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Annex 7 Council of Governors – Standing Orders Section 18 of Constitution and Annex 7 – Standing Orders – Council of Governors Section 3.24 – Variation and Amendment of Standing Orders	Director of Corporate Governance	Prior to FIC and/or AC depending on proposed changes.	No role re CoG Standing Orders.	Monitor compliance with SO per ToR. Review on behalf of the Board as per ToR. However, does not specify if it is CoG SO or Board SO or both.	Any proposed changes should be discussed by EDG prior to presentation at CoG.	Annex 7 Section 3.24 “These so shall be amended only if:- 3.24.1 the variation proposed does not contravene a statutory provision, the Terms of Authorisation or the Constitution; and 3.24.2 unless presented by the Chair or the Chief Executive a notice of motion under SO 3.6 has been given; 3.24.3 at least two thirds of the Governors are present, including one Staff Governor, one Public Governor and one Service User and Carers Governor; and 3.24.4 no fewer than half the Governors vote in favour of amendment; and Subject always to the fact that no change should be made without prior consent of the Independent Regulator having first been obtained.”	No role for Board in CoG SO.	Annex 7 Section 3.2.4 – last paragraph says: “... subject always to the fact that no change should be made without the prior consent of the Independent Regulator having first been obtained.” Note: this is different to the Constitution (above).		

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<p>Annex 8 Board of Directors Standing Orders</p> <p>Section 33 of Constitution and Annex 8 – Standing Orders – Board of Directors</p> <p>Section 3.37 – Variation and Amendment of Standing Orders</p>	Director of Corporate Governance	Prior to FIC and/or AC depending proposed changes.	<p>“Review of the Trust’s Standing Orders and where appropriate make recommendations..... to AC for ratification by the Board” as per FIC ToR.</p>	<p>Monitor compliance with SO as per ToR.</p> <p>Review on behalf of the Board as per ToR, however, does not specify if its CoG SO or Board SO or both.</p>	Any proposed changes should be discussed by EDG prior to presentation at Board.	No role for CoG in Board SOs.	<p>Annex 8 Section 3.37 “These so shall be amended only if:</p> <p>3.37.1 a notice of motion under SO 3.16 has been given; and</p> <p>3.37.2 no fewer than half the total of the Trust’s Non-Executive Directors vote in favour of amendments; and</p> <p>3.37.3 at least two-thirds of the Board of Directors are present; and</p> <p>3.37.4 the variation proposed does not constitute any applicable statutory provision on direction, the Constitution or the Terms of Authorisation, and</p> <p>Subject always to the fact that no change shall be made without the prior consent of the Independent Regulator having first been obtained.</p>	<p>Annex 8 Section 3.37 last paragraph says “... subject always to the fact that no change shall be made without the prior consent of the Independent Regulator having first been obtained.”</p> <p>Note this is different to Constitution (above).</p>		
Document	Lead Director	EDG (prior to FIC and/or AC)	Finance & Investment Committee	Audit Committee	EDG (prior to CoG and/or Board)	Council of Governors	Board	NHS Improvement	Update Master Copy (Word & pdf Version)	Update SHSC Website
Standing Financial Instructions (SFIs)	Executive Director of Finance	Prior to FIC and/or AC depends on proposed changes.	<p>“Review of the Trust’s Standing Financial Instructions and where appropriate make recommendations to AC for ratification by the Board” as per FIC ToR.</p>	<p>Monitor compliance with SFI as per ToR.</p> <p>Review on behalf of Board as per ToR.</p>	Any proposed change should be discussed by EDG prior to presentation at Board.	No role for CoG in SFIs.	<p>Annex 8 – SO for Board Section 14.2 states “Documents having the standing of Standing Orders, Standing Financial Instructions and Reservation of Powers to the Board and Delegation of Powers shall have effect as if incorporated into Standing Orders.”</p> <p>There are no specific references to approval process for SFIs.</p>			

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Scheme of Reservation & Delegation <i>(This includes the Mental Health Act Scheme of Reservation & Delegation which is added to the end of the main section)</i>	Director of Corporate Governance	Prior to AC depending on proposed changes.	A role to comply with Scheme of Reservation & Delegation but no duty re review as per ToR.	Review the Scheme of Delegation as per ToR.	Annex 8 Section 4.7 states "The Chief Executive shall prepare a Scheme of Delegation identifying proposals ... considered and approved by the Board" CEO to produce and update Scheme and in turn share with EDG prior to Board.	No role for CoG in Scheme of Reservation & Delegation	Annex 8 – SO Board of Directors – Statutory Framework (page 81) states "The Trust Board will draw up a scheme of decisions reserved to the Board" Annex 8 Section 4.7 states Board approval required.			
Document	Lead Director	EDG (prior to FIC and/or AC)	Finance & Investment Committee	Audit Committee	EDG (prior to CoG and/or Board)	Council of Governors	Board	NHS Improvement	Update Master Copy (Word & pdf Version)	Update SHSC Website
Annex 9 Further Provisions	Director of Corporate Governance	Depending on the proposed change present to EDG prior to submission to Audit Committee	Amendments to Constitution not required to be presented to FIC as per FIC ToR.	"Review on behalf of the Board the operation of, and proposed changes to the Constitution ..." as per AC ToR.	Any proposed changes should be discussed by EDG prior to presentation at CoG or Board.	Constitution: 45.1.1 "more than half of the members of CoG of the Trust voting approve the amendment" and 45.1.2 Constitution: 45.3 and 45.4 cover amendments made to the Constitution in relation to powers and duties of CoG. These then have to go to AMM for <u>members'</u> approval. This requires more than half of the members voting to approve.	Constitution: 45.1.2 "more than half of the members of the Board of Directors of the Trust voting to approve the amendments".	Constitution: 45.5 "Amendments by the Trust of its Constitution are to be notified to Monitor (now NHSi). For the avoidance of doubt Monitor's functions do not include a power or duty to determine whether or not the Constitution, as a review of the amendments, accord with Section 7 of the 2006 Act".		
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Delegation of Budgetary Authority	Executive Director of Finance		Only reference in the ToR relates to "approve capital business cases in accordance with the Trust's Detailed Scheme of Delegation (DSoD).	Not referenced specifically.	?No details but suggest Director of Finance reviews and discusses with Chief Executive and takes to EDG to approve.?	No role for CoG.	No role for Board specified in documentation re approval of changes to the Budgetary Authority.			

NOTE: Also suggest a tracker with dates and version numbers used to monitor progress using template as above.

Key:

- EDG – Executive Directors' Group
- FIC - Finance & Investment Committee
- AC - Audit Committee
- CoG - Council of Governors
- NHSi - NHS Improvement
- ToR - Terms of Reference
- SO - Standing Orders
- SFIs - Standing Financial Instructions

Summary of proposed amendments to the Sheffield Health and Social Care NHS FT Constitution and supporting documents

Document	Paragraph reference no.	Proposed changes	Reason for proposed change
All	Various		<p>The documents have been updated in relation to formatting, nomenclature and to ensure consistency when reading across from one section to others including corrections to references to other section numbers where necessary.</p> <p>Any reference to Monitor updated.</p>
Constitution	20	Remove “pecuniary, personal or family interest” and replace with “financial, non-financial professional, non-financial personal or indirect interest”	To ensure consistency with new NHS England (NHS E) and NHS Improvement (NHS I) guidance on Managing Conflicts of Interests in the NHS
Constitution	27	Remove reference to “initial” within this section.	Refers to original establishment of NHS FT.
Constitution	34	<p>Add 34.5 “if a Director has a financial, non-financial professional, non-financial personal or indirect interest, whether that interest is actual or potential and whether that interest is direct or indirect, in any proposed contract or other matter which is under consideration or is to be considered by the Board, the Director shall disclose that interest to the members of the Board of Directors as soon as they become aware of it. “</p> <p>And amend Section 34.6 to “The Standing Orders for the Board of Directors shall make</p>	To ensure consistency with new NHS England (NHS E) and NHS Improvement (NHS I) guidance on Managing Conflicts of Interests in the NHS

Document	Paragraph reference no.	Proposed changes	Reason for proposed change
		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.”	
Constitution	40	Remove reference to Audit & Assurance Committee	Ensure consistency with Trust Board Committee titles.
Annex 1		No change	
Annex 2		No Change	
Annex 3		No Change	
Annex 4		No Change	
Annex 5		Remove reference to Monitor	Refer to NHS Improvement
Annex 6	2	Remove this section	Remove section 2 “Transitional Provision” as no longer required, however, keep section number in and state “Section not used” to ensure numbering and referencing not compromised
Annex 6	4	Title of this section to read “Termination or Suspension of Tenure”	Added “suspension” in the title as the text, previously approved by COG and Board, describes process for both termination and suspension of Governors
Annex 6	4	Include return of all Trust property and ID badge.	
Annex 7	2.7.5	Change 2.7.5 to “On occasions when the Chair declares a financial, non-financial professional, non-financial personal or indirect interest that prevents them from taking part in the consideration or discussion of a matter before the Council of Governors.”	To ensure consistency with new NHS England (NHS E) and NHS Improvement (NHS I) guidance on Managing Conflicts of Interests in the NHS

Document	Paragraph reference no.	Proposed changes	Reason for proposed change
Annex 7	2.9.5	Change 2.9.5 to “on occasions when the Chair and Vice Chair declare a financial, non-financial professional, non-financial personal or indirect interest that prevents them from taking part in the consideration or discussion of a matter before the Council of Governors.”	To ensure consistency with new NHS England (NHS E) and NHS Improvement (NHS I) guidance on Managing Conflicts of Interests in the NHS
Annex 7	3.27	Change 3.27 to “A Governor who has declared a non-financial professional, non-financial personal or indirect interest in any matter may participate in the discussion and consideration of the matter but may not vote in respect of it: in these circumstances the Governor will count towards the quorum of the meeting. If a Governor has declared a financial interest in any matter, the Governor must leave the meeting room, and will not count towards the quorum of the meeting, during the consideration, discussion and voting on the matter. If a quorum is then not available for the discussion and/or the passing or a resolution on any matter, that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business.”	To ensure consistency with new NHS England (NHS E) and NHS Improvement (NHS I) guidance on Managing Conflicts of Interests in the NHS
Annex 7	5	Remove any reference in this section from “pecuniary, non-pecuniary, personal or family interest” and replace with “financial, non-	To ensure consistency with new NHS England (NHS E) and NHS Improvement (NHS I) guidance on Managing Conflicts of Interests in the NHS

Document	Paragraph reference no.	Proposed changes	Reason for proposed change
		financial professional, non-financial personal or indirect interest” as necessary.	
Annex 7	6.2	Change 6.2 to “Interest of Governors in Contracts – if it comes to the knowledge of a Governor that a contract in which they have any financial interest not being a contract to which they are themselves a party, has been, or is proposed to be, entered into by the Trust they shall, at once, give notice in writing to the Company Secretary of the fact that they are interested therein. In the case of married persons or persons living together as partners or any other indirect interest, the interest of one partner shall, if known to the other, be deemed to be also the interest of that partner.”	To ensure consistency with new NHS England (NHS E) and NHS Improvement (NHS I) guidance on Managing Conflicts of Interests in the NHS
Annex 8	1	Remove reference to Quality Assurance Committee (QAC)	Reference to QAC not required in this section as details of QAC and its Terms of Reference are made in later sections of the document
Annex 8	4.4	Remove reference to “its sub-committees”	Remove this reference as the Board does not have any sub-committees
Annex 8	5.8	Remove some text and refer to Terms of Reference	To ensure consistency with the section re Audit Committee and Remuneration and Nomination Committee take out details of the roles and responsibilities of QAC, FIC and WODC and refer to Terms of Reference

Annex 8	5.9	Change 5.9 to “The Board have delegated authority to the Executive Directors Group (EDG) to ratify all policies and policy amendments with the exception of those policies which have strategic content. Policies with strategic content will be referred by EDG to the Board for final approval. Details of the delegated powers are included in the Scheme of Reservation and Delegation.”	To update this section to ensure compliance with the delegation as agreed by Board at its April 2017 meeting
Annex 8	6, 7 and 8	Various changes to ensure compliance with new guidance	To ensure consistency with new NHS England (NHS E) and NHS Improvement (NHS I) guidance on Managing Conflicts of Interests in the NHS
Annex 8	9.18	Moved detail of delegated limits to SO Appendix A.	
SFI	3 & 10	Remove reference to Prudential Borrowing Limit	No longer relevant
SFI	8.1(4)	Change this section to “The Committee shall report in writing to the Board the basis for its decisions. The Board receive decisions of the Remuneration and Nominations Committee appointed in accordance with the Regulatory Framework to appoint, appraise, discipline and dismiss Executive Directors (subject to SO 2.6).Minutes of the Board's meetings should record such decisions.”	This section has been amended to cross reference with the Scheme of Reservation and Delegation
SFI	8.3	Amend wording to provide clarity on basis of which engagement of staff can be made	Provide clarity.

SFI	15	Change reference from Deputy Chief Executive to Executive Director of Finance	To reflect current Executive responsibilities
SFI	18	Add in reference to new guidance	To ensure consistency with new NHS England (NHS E) and NHS Improvement (NHS I) guidance on Managing Conflicts of Interests in the NHS
Scheme of Res and Del	Introduction	Change “Deputy Chief Executive” to “Director of Corporate Governance”	To reflect change of roles and responsibilities as part of Executive review in 2016/17
Scheme of Res and Del	1 Reservation of powers to the Board – section re policies AND section “Decisions / Duties Delegated by the Board”	Now reads “ Policy Determination 1. The Board have delegated authority to the Executive Directors Group (EDG) to ratify all policies and policy amendments with the exception of those policies which have strategic content. Policies with strategic content will be referred by EDG to the Board for final approval. These policies so adopted will be listed and kept on the Trust’s web site for reference (SO 5.9)”	This section now cross reference with Section 5.9 of the Standing Orders
	Section 1	Direct Operational Decisions: (4) Include narrative “above £1m”	To agree with current level of responsibility
Scheme of Res and Del	Section 3	(13) – (15) change delegated body from the Board to Chief Executive	Chief Executive as Accountable Officer has this responsibility
Scheme of Res and Del	Section 5 (8.1)	Changes made to ensure consistency with new guidance	To ensure consistency with new NHS England (NHS E) and NHS Improvement (NHS I) guidance on Managing Conflicts of Interests in the NHS
Scheme o Res and Del	Section 5 (9.18)	Change delegated body from Chief Executive to Officers	Consistent with delegated limits
Scheme of Res and Del	Section 6 (2.1(3))	Change delegated body from Chair to Chair of Audit Committee	
Scheme of Res	Section 6	Proposed changes to the details re	To ensure consistency with Standing

and Del	(8.1(1) and 8.1(2))	Remuneration and Nomination Committee	Orders
Scheme of Res and Del	Section 7 (14)	Change from £25 to £50	To ensure consistency with new NHS England (NHS E) and NHS Improvement (NHS I) guidance on Managing Conflicts of Interests in the NHS
Scheme of Res and Dele	Section 7 (39)	Remove reference to “Chair”	To ensure consistency with SO
Annex 9	1.1.6	Added in section re Disclosure and Baring Service	To ensure consistency with SO for COG
Annex 9	5.1.2	Take out “pecuniary” and replace with “financial”	To ensure consistency with new NHS England (NHS E) and NHS Improvement (NHS I) guidance on Managing Conflicts of Interests in the NHS
Annex 9	5.1.4	Take out “Criminal Records Bureau” and replace with “Disclosure and Baring Service”	To update re replacement requirements
Delegation of Budgets	Section 14.4	Remove reference to OVIC and reference business planning process	OVIC no longer exists

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