

BOARD OF DIRECTORS MEETING (Open)

Date: 14 November 2018

Item Ref:

12

TITLE OF PAPER	Proposed amendment to the Trust Constitution
TO BE PRESENTED BY	Margaret Saunders, Director of Corporate Governance (Board Secretary)
ACTION REQUIRED	Approval is sought by a majority vote in accordance with paragraph 45 of the Trust's constitution

OUTCOME	To enact the change approval will be sought of the Council of Governors at its meeting of 6 December 2018
TIMETABLE FOR DECISION	14 November 2018
LINKS TO OTHER KEY REPORTS / DECISIONS	
STRATEGIC AIM: STRATEGIC OBJECTIVE: BAF RISK NUMBER: BAF RISK DESCRIPTION:	Value for Money We will improve the productivity and efficiency of our services A401ii Trust governance systems are not sufficiently embedded which may reduce the effective means by which executive directors can consistently and continually be held to account for the delivery of sound strategies, effective management of risk and the quality of service provided by the organisation.
LINKS TO NHS CONSTITUTION & OTHER RELEVANT FRAMEWORKS, RISK, OUTCOMES ETC	NHS Foundation Trust Code of Governance Trust's Constitution Provider Licence
IMPLICATIONS FOR SERVICE DELIVERY & FINANCIAL IMPACT	The Trust constitution must align to the model constitution issued in April 2013.
CONSIDERATION OF LEGAL ISSUES	The Trust is required under the terms of its authorisation to have a constitution which is subject to review at appropriate intervals.

Author of Report	Sam Stoddart
Designation	Deputy Board Secretary
Date of Report	5 November 2018



SUMMARY REPORT

Report to: BOARD OF DIRECTORS

Date: 14 November 2018

Subject: Proposed amendments to the Trust Constitution

Author: Sam Stoddart, Deputy Board Secretary

1. Purpose

<i>For Approval by vote</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					

The purpose of this paper is to request approval from the Board of Directors (BoD), by vote, to make one further amendment to the those amendments approved in September 2018 to the current [constitution](#) in order to align it with the model core constitution laid down by NHS Improvement.

2. Summary

Any amendments to the Trust constitution must be approved by both the CoG and BoD in the form of a majority vote in accordance with paragraph 45 of the Trust's [constitution](#).

Should votes be equal both for and against, in relation to CoG “the person presiding shall have a casting vote” as stipulated in paragraph 3.12 of Annex 7, CoG Standing Orders. In relation to BoD, “the Chair of the meeting shall have a second or casting vote” as stipulated in paragraph 3.22 of Annex 7, BoD Standing Orders.

2.1 Amendment - Board of Directors – qualification for appointment as a non-executive director – paragraph 25 (see Appendix 1)

To include a new paragraph at 25.3 to read

“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”

Existing paragraph 25.3 renumbered to 25.4

3. Next Steps

BoD is asked to approve this amendment to the constitution following which this, and previously approved amendments, approved at the BoD on 12 September 2018, will be presented to CoG at its meeting of 6 December 2018. Subject to approval NHS Improvement will be informed of the amendments and the revised constitution published on the Trust website.

4. Required Actions

BoD is asked by way of a majority vote to approve the amendments in line with the requirements of paragraph 45 of the Trust's [constitution](#).

5. Monitoring Arrangements

It is the responsibility of the Director of Corporate Governance (Board Secretary) to ensure that the Trust's Constitution is fit for purpose and regularly reviewed.

6. Contact Details

For further information, please contact:

Margaret Saunders

Director of Corporate Governance (Board Secretary)

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Summary of Amendments to the Trust's Constitution

Appendix 1

Page N°	Paragraph N°	Currently Reads	To be changed to	Reason
11	25.3	new	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	Included in the original core constitution but omitted when the Trust produced its first iteration of the constitution in 2008.
11	25.3	they are not disqualified by virtue of paragraph 31 below	to be renumbered to 25.4	