

Council of Governors: Summary Sheet

Title of Paper: Motion to amend the constitution

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

Action Required:	For Information	<input type="checkbox"/>	For Ratification	<input type="checkbox"/>	For a decision	<input checked="" type="checkbox"/>
	For Feedback	<input type="checkbox"/>	Vote required	<input checked="" type="checkbox"/>	For Receipt	<input type="checkbox"/>

To which duty does this refer:

Holding non-executive directors individually and collectively to account for the performance of the Board	<input checked="" type="checkbox"/>
Appointment, removal and deciding the terms of office of the Chair and non-executive directors	<input type="checkbox"/>
Determining the remuneration of the Chair and non-executive directors	<input type="checkbox"/>
Appointing or removing the Trust's auditor	<input type="checkbox"/>
Approving or not the appointment of the Trust's chief executive	<input type="checkbox"/>
Receiving the annual report and accounts and Auditor's report	<input type="checkbox"/>
Representing the interests of members and the public	<input checked="" type="checkbox"/>
Approving or not increases to non-NHS income of more than 5% of total income	<input type="checkbox"/>
Approving or not significant transactions including acquisitions, mergers, separations and dissolutions	<input type="checkbox"/>
Jointly approving changes to the Trust's constitution with the Board	<input checked="" type="checkbox"/>
Expressing a view on the Trust's operational (forward) plans	<input type="checkbox"/>
Consideration on the use of income from the provision of goods and services from sources other than the NHS in England	<input type="checkbox"/>
Monitoring the activities of the Trust to ensure that they are being conducted in a manner consistent with its terms of authorisation and the constitution	<input type="checkbox"/>
Monitoring the Trust's performance against its targets and strategic aims	<input type="checkbox"/>

How does this item support the functioning of the Council of Governors?

It is a statutory duty of the Council of Governors to approve any amendments to the constitution in conjunction with the Board of Directors

Author of Report: Cllr Adam Hurst

Designation: Appointed Governor (Sheffield City Council)

Date: April 2019

Council of Governors

Date: 25 April 2019

Subject: Motion to amend the constitution

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

Authors: Sam Stoddart, Deputy Board Secretary

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/assurance</i>	<i>Other (Please state below)</i>
x					

2. Summary

Cllr Adam Hurst, Appointed Governor has brought a motion in line with the requirements of the Council of Governors Standing Orders paragraph 3.6 which states:

“Notices of a motion – a governor desiring to move or amend a motion shall send a written notice thereof at least ten clear days before the meeting to the Chair or Company Secretary...”

The motion was presented to the Chair and Director of Corporate Governance (Board Secretary) on Friday 12 April 2019, 13 clear days before the meeting.

In addition, as the motion is seeking to amend a resolution passed within the preceding six calendar months, the motion complies with the requirements of paragraph 3.8 of the Council of Governors Standing Orders, namely:

“Motion to Rescind a Resolution – Notice of a motion to amend or rescind any resolution (or general substance of any resolution) which has been passed within the preceding six calendar months shall be in writing, be in accordance of Standing Order 3.6 and shall bear the signature of the Governor who gives it and also the signature of four other Governors.”

The motion is supported by Mark Gamsu, Appointed Governor, Sylvia Hartley, Public Governor, John Buston, Public Governor and Adam Butcher, Service User Governor.

3. Next Steps

Cllr Hurst will speak to the Council, outlining the reasons for the proposed constitutional amendment to increase the threshold for reappointment of NEDs from

having a positive appraisal to having an outstanding appraisal and reducing the percentage required to carry the recommendation from 75% to 60% of governors present and voting.

4. Required Actions

The Council of Governors is asked to vote to approve the proposal in its entirety. The vote will be carried if more than 50% of governors present vote in its favour, and the person presiding shall have a casting vote.

Any governors who choose to abstain from the vote will not be counted in the numbers.

In the event the motion is carried, the approval of the Board of Directors will be required to affect a change to the constitution.

5. Monitoring Arrangements

It is the responsibility of the Director of Corporate Governance (Board Secretary) to ensure that all business is carried out in accordance with constitutional requirements.

6. Contact Details

Margaret Saunders
Director of Corporate Governance (Board Secretary)
Email: Margaret.Saunders@shsc.nhs.uk

TAKE NOTICE THAT I, CLLR ADAM HURST, an Appointed Governor of Sheffield Health and Social Care NHS Foundation Trust's Council of Governors ('the Council') intend to propose a motion at the meeting of the Council to be held on 25th April 2019 to amend resolutions previously agreed by the Council on 26th July 2018 and 6th December 2018. In line with the constitutional requirements of paragraph 3.8 of the Council of Governors Standing Orders, this motion is supported by John Buston, Public Governor, Adam Butcher, Service User Governor, Mark Gamsu, Appointed Governor and Sylvia Hartley, Public Governor.

THAT: Paragraph 10.3.2 of the Council of Governors' Standing Orders be amended by the replacement of the word positive to outstanding in relation to appraisal performance, and paragraph 10.4 be amended by the replacement of three quarters to 60% in relation to approving reappointment of a Non-Executive Director.

TAKE FURTHER NOTICE THAT, if approved by the Council, the amended paragraph 10.3.2, will, in its entirety read as follows:

"on expiry of the Non-Executive Director's first term of appointment, the Committee shall consider whether to recommend to the Council of Governors to reappoint the Non-Executive Director. This recommendation can only be made if the Non-Executive Director has been subject to an outstanding appraisal. If the Council of Governors does not so appoint, if the individual does not wish to continue, or if the Committee does not consider the reappointment appropriate, then suitable new candidates will be identified in accordance with the procedure outlined in paragraph 10.3.1 above"

And paragraph 10.4 will, in its entirety, read as follows:

"The Council of Governors shall resolve in a general meeting to appoint such candidate or candidates (as the case may be) as it considers appropriate and in reaching its decision it shall have regard to the views of the Board of Directors and of the Committee as to the suitability of the available candidates, and to the proposals of the Trust as set out in standing order 10.5 below. Reappointment of an existing Non-Executive Director is subject to the approval of 60% of governors present and voting."

Cllr Adam Hurst
Appointment Governor

Supported by:

Mark Gamsu, Appointed Governor NHS Sheffield CCG
John Buston, Public NW Governor
Sylvia Hartley, Public NW Governor
Adam Butcher, Service User Governor