

MINUTES OF THE HDFT CONSTITUTION REVIEW WORKING GROUP
Held on 19 January 2015 in the
Discussion Room, Strayside Education Centre, 3rd Floor,
Harrogate District Hospital

Present: Mrs Dodson, Chairman (Chair)
Ms Pamela Allen, Public Governor
Dr Sally Blackburn, Public Governor
Mrs Colvin, Corporate Affairs and Membership Manager
Mr Jonathan Coulter, Deputy Chief Executive
Mr Andrew Forsyth, Interim Head of Corporate Affairs
Mrs Jane Hedley, Public Governor
Mr Phillip Marshall, Director of Workforce and
Organisational Development
Mr Peter Pearson, Public Governor
Mrs Joyce Purkis, Public Governor

1. Welcome

Mrs Dodson welcomed everyone and explained that the purpose of the meeting was to consider the amendments to the Constitution¹ as detailed in the paper, attached at appendix 1.

2. Terms of Reference

The group discussed the updated Terms of Reference and agreed them, subject to further amendments at item 5 which now reads as follows:

5. Group Purpose

5.1 To review the Constitution of the Trust for:

- Statutory changes to the Constitution arising from the Health and Social Care Act 2012 and any other legislation;
- General changes to the Constitution required by regulatory bodies eg Monitor, CQC;
- Changes due to inaccuracies or changes of title/organisation;
- Any other matters agreed by the Group.

¹<http://www.hdft.nhs.uk/about-us/statutory-information/>

5.2 Propose amendments to the Council of Governors for approval.

3. Amendments to the Constitution

The group worked through the proposed amendments detailed in the paper, attached at appendix 1.

3.1 Section 11 re Stakeholder Governor

Following discussion, the group agreed with the proposed changes as specified in the paper subject to further amendments as follows:

Paragraph 11.2.3.2 to be amended to 'Patient Experience Stakeholder Governor, not Paragraph 11.2.3.3 as stated in the paper.

Paragraph 11.5.1 would now read:

'The organisations set out in 11.2.3 shall, on request, furnish the trust with the names of Governors appointed to serve and be responsible for replacement as necessary.'

3.2 Section 11 re Vacancies amongst Governors

Following discussion, the group agreed with the proposed change to paragraph 11.10.1.2.1 and this would now read as follows:

'to call an election within six months, provided that the period of the vacancy exceeds six months.'

In addition to the proposed changes stated in the paper, the group discussed paragraph 11.12.3 – 11.12.3.6 and agreed to make further amendments as follows:

Paragraph 11.12.3.4 would now read:

'an employment contact with a Local Authority.'

Paragraph 11.12.3.5 would now read:

'an employment contract with an educational establishment (a university or research institute).'

3.3 Model Election Rules

Mrs Colvin advised the group that the new Model Election Rules were updated and published in August 2014 by the Foundation Trust Network (now known as NHS Providers) in partnership with Lancashire Teaching Hospitals NHS Foundation Trust. The

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new rules allow members to vote for Foundation Trust Governors using e-voting.

The group agreed to replace the current Annex B Model Election Rules with the new Model Election Rules as published, subject to the following amendments to reflect HDFT requirements:

Paragraph 15.2, (a), delete 'contact address (which shall be the candidate's postal address).' Paragraph 15.2 (a) would now read:

(a) the name and constituency or class within a constituency of each candidate standing, and

Paragraph 23.1, (d), delete 'contact addresses, and other particulars'. Paragraph 23.1 (d) would now read:

(d) the names of the candidates standing for election, with the details and order being the same as in the statement of nominated candidates.

3.4 Section 16 Board of Directors

Following discussion, the group agreed with the proposed changes as specified in the paper subject to further amendments as follows:

Paragraph 16.7.1.2 to read:

'they do not have the qualifications, competence, skills and experience which are intrinsic for the work for which they are to be appointed, or have been appointed.'

Paragraph 16.1.7.7 – Mrs Dodson asked for clarification of the moratorium period referred to in this paragraph.

Action: Mr Marshall

3.5 Annex C Form of Declaration

The group agreed with the proposed revised version of Annex C.

3.6 Table of Contents

The group agreed with the proposed amendment to the Table of Contents.

¹<http://www.hdft.nhs.uk/about-us/statutory-information/>

4. Any other business

Mrs Dodson clarified, as the amendments discussed at the meeting did not refer to the powers or duties of the Council of Governors, there was no need to put them to a vote of the members for approval at the next Annual Members' Meeting (paragraph 27.3 of the Constitution refers).

Mrs Dodson thanked everyone for their valuable input and confirmed that the amendments to the Constitution would now be presented to the Board of Directors on 28 January for information and approval before going to the Council of Governors on 4 February for ratification.

There was no other business.

¹<http://www.hdft.nhs.uk/about-us/statutory-information/>

PROPOSED CHANGES TO THE CONSTITUTION OF HARROGATE AND DISTRICT NHS FOUNDATION TRUST

Introduction

1. The Constitution of HDFT was updated in line with the requirements of the Health and Social Care Act 2012 and brought into effect on 1 April 2013. It was subsequently updated with minor changes to the current version dated 1 January 2014 (attached at Annex A). Since then there have been a number of changes in the way the Trust operates and the regulations which it is required to observe. This paper details the amendments which are now required to ensure that the Constitution remains up to date and fit for purpose.
2. The Constitution Review Working Group will consider these proposed amendments, in accordance with its Terms of Reference. The proposed amended Constitution will then be submitted for approval to the Trust's Board of Directors at its meeting on 28 January 2015. Approval by the Board requires more than half of the Board of Directors to vote in favour of the amendments.
3. If the proposed amended Constitution is approved by the Board of Directors then it will be presented for approval by the Trust's Council of Governors at its meeting on 4 February 2015. Approval by the Council of Governors requires more than half of the Council of Governors to vote in favour of the amendments.

The Proposed Amendments

4. The proposed amendments to the main document are as follows:

Paragraph 11.2.3 Amend LMC to read 'Local Medical Committee'

Paragraph 11.2.3.3 Delete 'North Leeds LMC (One Governor)'

Insert 'Patient Experience Stakeholder Governor'

Paragraph 11.5.1 Delete in toto

Insert 'The organisations set out in 11.2.3 will be requested to furnish the trust with the names of Governors appointed to serve and be responsible for replacement as necessary'

Paragraph 11.8.1.1 Renumber 11.8.1.2

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Insert new paragraph 11.8.1.1 'they have been responsible for, been privy to, contributed to or facilitated any serious misconduct or mismanagement (whether unlawful or not) in the course of carrying out regulated activity or providing a service elsewhere which, if provided in England, would be a regulated activity'

Paragraphs 11.8.1.2 to 11.8.1.5 Renumber to 11.8.1.3 to 11.8.1.6

Paragraph 11.8.1.6 Delete in toto

Insert 'they have within the preceding two years been dismissed from any paid employment with a health service body for reasons considered to be inappropriate by this trust' and renumber to 11.8.1.7

Paragraphs 11.8.1.7 and 11.8.1.8 Renumber to 11.8.1.8 and 11.8.1.9

Paragraph 11.8.1.9 Delete in toto

Insert ' they are not by reason of their health of properly performing tasks which are intrinsic to the office for which they are elected or appointed' and renumber 11.8.1.10

Paragraphs 11.8.1.10 to 11.8.1.14 renumber to 11.8.1.11 to 11.8.1.15

Paragraph 11.9.1.8 Line 3 Delete 'Offenders Act 1977'

Insert 'Offences Act 2003'

Paragraph 11.10.1.2 Delete 'within three months'

Insert 'within six months'

Paragraph 13.8 Delete Lines 1 and 2

Insert ' A Governor, whether elected to the Council of Governors by a public constituency, elected by one of the classes of the staff constituency or nominated as a stakeholder Governor, may not'

Paragraph 16.1.3 First line Delete 'The appointment of Executive Directors is for a committee consisting '

Insert 'The Non-Executive Directors and Chief Executive will establish and set the terms of reference for a Nominations Committee for the appointment of Executive Directors. The committee should consist'

Last line Delete 'trust's disciplinary procedures.'

Insert 'application of the appropriate trust policies and procedures.'

Paragraph 16.6.1 Line 4 Delete 'Human Resources'

Insert ' Workforce and Organisational Development'

¹<http://www.hdft.nhs.uk/about-us/statutory-information/>

Paragraph 16.7.1 Insert new '16.7.1.1 they are not of good character

16.7.1.2 they do not have the qualifications, competence, skills and experience which are intrinsic for the work for which they are to be appointed, or appointed

16.7.1.3 they have been responsible for, been privy to, contributed to or facilitated any serious misconduct or mismanagement (whether unlawful or not) in the course of carrying out a regulated activity or providing a service elsewhere which, if provided in England, would be a regulated activity'

Paragraphs 16.1.7.1 and 16.1.7.2 renumber 16.1.7.4 and 16.1.7.5

Insert new Paragraphs 16.1.7.6 'they are the subject of a bankruptcy restriction order or an interim bankruptcy restriction order or an order to like effect made in Scotland or Northern Ireland

16.1.7.7 they are a person to whom a moratorium period under a debt relief order applied under Part VIIA (debt relief order) of the Insolvency Act 1986

16.1.7.8 they are included on the children's barred list or the adults' barred list maintained under section 2 of the Safeguarding Vulnerable Groups Act 2006, or in any corresponding list maintained under an equivalent enactment in force in Scotland or Northern Ireland

16.1.7.9 they are prohibited from holding the relevant office or position or from carrying on the regulated activity, by or under enactment'

Renumber 16.7.1.3 to 16.1.7.8 to 16.1.7.10 to 16.1.7.15

Paragraph 16.1.7.9 Line 2 Delete 'otherwise....health'

Insert after body 'for reasons considered to be inappropriate by the trust' and renumber 16.1.7.16

Renumber 16.1.7.10 to 16.1.7.17

Paragraph 16.1.7.11 Line 2 Delete 'Head'

Insert 'Deputy Director' and renumber 16.1.7.18

Paragraph 16.1.7.12 Delete in toto

Renumber 16.1.7.13 to 16.1.7.19

5. It is proposed to replace the current Annex B 'Model Election Rules' with an updated set of Model Election Rules which have been developed by NHS Providers (formerly the Foundation Trust Network) and slightly amended to reflect HDFT requirements. They are attached as at Annex B to this paper.

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6. It is proposed to replace the current Annex C with a revised version which has been amended to include Governors nominated by a partner organisation and to be consistent with the proposed changes to the Constitution. This is attached at Annex C to this paper.

7. Finally, it is proposed to amend the Table of Contents to ensure that the Annexes are named, as follows:

Annex A Area of the trust

Annex B Model Election Rules

Annex C Form of Declaration

Annex D Council of Governors Standing Orders

Annex E Declaration of Interests by Directors and Governors

8. The Constitution Review Working Group is recommended to discuss and approve each of these proposed amendments and **recommend approval** to the Trust's Board of Directors.

Annex A: HDFT Constitution January 2014

Annex B: Model Election Rules

Annex C: Revised Annex C to Constitution

12 January 2015

¹<http://www.hdft.nhs.uk/about-us/statutory-information/>