

COUNCIL OF GOVERNORS: 6 February 2016

Report Title: Proposed Amendments to the Constitution of Harrogate and District NHS Foundation Trust

Report From: Mrs Sandra Dodson, Chairman

Report Purpose: To discuss and approve the proposed amendments to the Constitution of Harrogate and District NHS Foundation Trust and ratify the Minutes of the Constitution Review Working Group, 7 December 2015 at Appendix A.

Introduction

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 4 February 2015. Since then there have been a number of changes both in the way the Trust operates and the regulations which it is required to observe. This paper details the amendments which are now proposed to ensure that the Constitution remains up to date and fit for purpose.

The Constitution Review Working Group considered these proposed amendments, in accordance with its Terms of Reference, at its meeting on 7 December 2015. The Constitution states:

27.1 No amendment shall be made to this constitution unless:

27.1.1 More than half of the members of the Council of Governors of the trust voting approve the amendments; and,

27.1.2 More than half of the members of the Board of Directors of the trust voting approve the amendments.

The proposed amendments are presented to the Council of Governors for discussion and approval as stated above. They will then be submitted for discussion and approval to the Trust's Board of Directors at its meeting on 24 February 2016.

The Proposed Amendments

1. The proposed amendments are as follows:

Section 1 re interpretation and definition of 'Secretary'. Following the recent appointment of a 'Company Secretary' the term 'Secretary' and

'Deputy Director of Corporate Affairs' would be replaced with 'Company Secretary' throughout the document.

2. Section 7.2 re public constituency boundaries. Following a detailed discussion regarding the Trust's public constituency boundaries at the meeting on 7 December 2015, and referred to in the minutes at Appendix A, it is proposed to increase the number of public constituencies to six, increasing the Council of Governors by one additional public Governor to represent the interests of a membership covering 'The Rest of England'. At section 7.2.2 the Constitution states the minimum number of members in each of the public constituencies and it was agreed that there should be a minimum of 50 members in the Rest of England. If approved, the Constitution would be amended where there is any reference to the public constituencies and their representative Governors, including sections 7.2, 11.2 and Annex A.

3. Section 15 re Annual Members' Meeting/Nominations Committee:

Paragraph 15.2.9 renumber to 15.2.10 and replace 15.2.9 to read:

'a report on the activities of the Nominations Committee within the previous year.'

4. Section 16.2 re Nominations Committee

Paragraph 16.2.2 now to read:

'The Council of Governors will establish and set the terms of reference for a Nominations Committee. That committee, chaired by a Governor, will recommend to the full Council of Governors no more than one individual per Non-Executive vacancy for appointment to the Board of Directors.'

5. In addition, the Constitution Review Working Group discussed the terminology of the Vice Chair with regards to a possible change of name to Deputy Chair. The Chairman proposed that the Board of Directors would retain a Vice Chairman as the Council of Governors had a Deputy Chairman and the Group agreed. The Constitution at section 16.5 will therefore not be amended.

The Council of Governors is recommended to **discuss and approve** the proposed amendments and ratify the minutes of the Constitution Review Working Group, 7 December 2015 at Appendix A.

Next steps

The proposed amendments will be submitted for discussion and approval to the Trust's Board of Directors at its meeting on 24 February 2016. If approved, the amended Constitution will be submitted to Monitor and the vacancy for a public Governor for The Rest of England will be included in the scheduled election in spring 2016.

Appendix A

Harrogate and District

NHS Foundation Trust

MINUTES OF THE HDFT CONSTITUTION REVIEW WORKING GROUP
Held on 7 December 2015 in the
Board Room, Trust HQ, 3rd Floor,
Harrogate District Hospital

Present: Mrs Sandra Dodson, Chairman (Chair)
 Mr Michael Armitage, Public Governor
 Mrs Angie Colvin, Corporate Affairs and Membership Manager
 Mr Andrew Forsyth, Interim Head of Corporate Affairs
 Mrs Pat Jones, Public Governor
 Mr Neil McLean, Non-Executive Director
 Mr Peter Pearson, Public Governor
 Mrs Joyce Purkis, Public Governor
 Dr. Ros Tolcher, Chief Executive
 Rev. Dr Mervyn Willshaw, Deputy Chair of Governors/Public Governor
 Mrs Fiona Wilson, Staff Governor

1. Welcome and apologies for absence

Mrs Dodson welcomed everyone and explained that the purpose of the meeting was to consider the proposed amendments to the Constitution. Mrs Dodson also confirmed that any amendments to the Constitution in relation to the powers or duties of the Council of Governors must be put to the vote of the members and approved at the Annual Members' Meeting, but on this occasion, the proposed amendments would not affect this requirement.

Apologies were received from Ms Pamela Allen, Public Governor, Mrs Cath Clelland, Public Governor, Mrs Sarah Crawshaw, Stakeholder Governor, Mrs Liz Dean, Public Governor, Cllr John Ennis, Stakeholder Governor, Mrs Jane Hare, Public Governor, Mr Rob Harrison, Chief Operating Officer, Mrs Jane Hedley, Public Governor, Mrs Sally Margerison, Staff Governor and Mr Phillip Marshall, Director of Workforce and Organisational Development.

2. Terms of Reference

The group reviewed the Terms of Reference and agreed them, subject to the following amendments:

2. Membership

Three public Governors
Delete Deputy Director of Corporate Affairs and replace with
Company Secretary

3. Quorum

The quorum shall be six members including at least three
Governors.

5. Group Purpose

To review the Constitution of the Trust for:

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

3. Proposed amendments to the Constitution

3.1 Section 1 re interpretation and definition of ‘Secretary’

Following the recent appointment of a ‘Company Secretary’ the Group agreed that the term ‘Secretary’ and ‘Deputy Director of Corporate Affairs’ would be replaced with ‘Company Secretary’ throughout the document.

3.2 Section 7.2 re public constituency boundaries

Mrs Dodson clarified the main purpose of the meeting was to review the Trust’s public constituency boundaries. Discussion had taken place throughout the year regarding Trust membership reflecting our service users and the Trust expanding services into Leeds and, more recently, outside North Yorkshire.

A recent review of the 444 Affiliates, (people who currently engage with the Trust but who were unable to become members due to age or residency outside the current public constituency boundaries) demonstrated that these people reside all over the country, in fact as far as China!

Mrs Dodson therefore proposed that, rather than define a further public constituency boundary, the Group consider an additional public Governor to represent the interests of 'The Rest of England'.

Mrs Colvin added that the Affiliates would be a target audience for the new Rest of England Governor, but that the Trust would actively promote using a variety of methods including the website and social media.

Mr McLean commented that he was a member of another Trust through a similar 'Rest of England' public constituency and felt that this method provided Trusts with a positive, outward looking approach to their membership.

The group discussed how a public Governor would represent the interests of a membership residing across the rest of England.

Dr Tolcher highlighted that from April 2016 the Trust had been awarded three major new contracts for Children's Services in Middlesbrough, Durham and Darlington and this would mean nearly 500 new community staff with family and friends who would be able to join the membership.

Rev. Dr Willshaw also raised the point that this would open up the opportunity for interested and skilled Non-Executive Director applicants.

Mr Forsyth was pleased that by expanding the public constituency boundaries, this would encourage a diverse membership.

The Group also discussed the option of reviewing the current public constituency boundaries but, following a detailed discussion, agreed to increase the number of public constituencies to six, and increase the Council of Governors by one additional public Governor to represent the interests of a membership covering 'The Rest of England'. The Constitution states at 7.2.2 the minimum number of members in each of the public constituencies and the Group agreed that there should be a minimum of 50 members in the Rest of England.

Further to Dr Tolcher's previous comments, Mrs Wilson enquired how an increase in approximately 500 staff would impact on the current number of Staff Governors.

Mrs Colvin confirmed that the current staff membership stood at 3,581, and summarised as follows:

- Medical Practitioners, one Staff Governor – 358 members
- Non-Clinical, one Staff Governor – 998 members
- Nursing and Midwifery, two Staff Governors – 1,414 members
- Other Clinical, one Staff Governor – 811 members.

As the majority of additional staff would fall within the Nursing and Midwifery Staff Class and, we currently had two Staff Governors to represent the interests of these members, the numbers across the four classes remained proportionate and the Group agreed there was not a requirement at this stage to review further.

3.3 Section 15 re Annual Members' Meeting/Nominations Committee

It had come to light that the Terms of Reference for the Nominations Committee for recruitment and re-appointment of Non-Executive Directors stated the following, but was not reflected in the Constitution at item 15:

10.2 The Chair will attend the Annual Members' Meeting to report on the activities of the Nominations Committee in the previous twelve months.

The Group agreed to insert the following statement in the Constitution at 15.2.9:

15.2.9 a report on the activities of the Nominations Committee within the previous year.

The current statement at 15.2.9 regarding the results of elections and appointment to the Council of Governors would be re-numbered as 15.2.10.

3.4 Section 16.2 re Nominations Committee

Mrs Dodson proposed an amendment to the Constitution at item 16.2.2 to specify that a Governor would chair the Nominations Committee and this would also be reflected in the Terms of Reference for the Nominations Committee for recruitment and re-appointment of Non-Executive Directors at an appropriate time. The Group agreed this proposal.

3.5 Section 16.5 re Vice Chairman

It had been highlighted that at a previous Council of Governor meeting in April 2014, discussions were underway regarding the

terminology of the Vice Chair with regards to changing the name to Deputy Chair.

Mrs Dodson confirmed she had undertaken some research which included looking at other Trusts and reviewing the Model Constitution. In order to retain clarity and close the loop on the outstanding item of discussion, Mrs Dodson proposed that the Board of Directors would retain a Vice Chairman and the Council of Governors would retain a Deputy Chairman. The Group agreed.

4. Any other business

There was no other business.

Mrs Dodson confirmed that next steps would include the proposals agreed by the Group to be submitted to the next Council of Governor meeting in February 2016 followed by the Board of Directors meeting in February 2016 with submission of the amended Constitution to Monitor and the inclusion of a public Governor for The Rest of England with the scheduled election in the spring.

Mrs Dodson thanked everyone for attending and closed the meeting.