NHS
Harrogate and District
NHS Foundation Trust

COUNCIL OF GOVERNORS' MEETING

A meeting of the Harrogate and District NHS Foundation Trust Council of Governors will take place on Wednesday, 1 August 2018 in The Hatcher Room, next to Constance Green Hall, St. Aidan's Church of England High School, Oatlands Drive, Harrogate, HG2 8JR

Start: 5.45pm Finish: 8.00pm
(Private discussion for Governors and the Board will commence at 5.15pm)

		AGENDA		
Time	**Item No.**	**Item**	**Lead**	**Paper No.**
5.45	**1.0**	**Welcome and apologies for absence** *Welcome to the public and setting the context of the meeting*	Mrs Angela Schofield, Chairman	-
5.45	**2.0**	**Minutes of the meeting held on 2 May 2018** *To review and approve the minutes*	Mrs Angela Schofield, Chairman	2.0
5.50	**3.0**	**Matters arising and review of action log** *To provide updates on progress of actions*	Mrs Angela Schofield, Chairman	3.0
5.55	**4.0**	**Declarations of interest** *To declare any interests relevant to the agenda and to receive any changes to the register of interests*	Mrs Angela Schofield, Chairman	4.0
5.55	**5.0**	**Chairman's verbal update on key issues** *To receive the verbal update for consideration*	Mrs Angela Schofield, Chairman	-
6.05	**6.0**	**Governor Sub-Committee Reports** *To receive the reports for comment*	Mrs Angela Schofield, Chairman	
	6.1	**Governor Working Group - Volunteering and Education**	Mrs Pat Jones, Public Governor	6.1
	6.2	**Governor Working Group - Membership Development and Communications**	Ms Pamela Allen, Deputy Chair of Governors/ Public Governor	6.2
	6.3	**Patient and Public Involvement – Learning from Patient Experience Group**	Miss Sue Eddleston Public Governor	6.3
	6.4	**Update from the Deputy Chair of Governors on Non-Executive Director Appraisals** *To receive the verbal update for comment*	Ms Pamela Allen, Deputy Chair of Governors/ Public Governor	-

6.15	**7.0**	**HDFT Constitution Review including** **a) Constitution** **b) Constitution Working Group Terms of Reference** **c) Procedure for Management of Governor Conduct Concerns** **d) Remuneration, Nominations and Conduct Committee Terms of Reference** *To receive the report for comment and approval*	Mrs Angela Schofield, Chairman	 7.0a 7.0b 7.0c 7.0d
	7.1	**Governor Code of Conduct** *To receive the report for comment and approval*		7.1
	7.2	**Procedure for disagreements between Council of Governors and the Board** *To receive the report for comment and approval*		7.2
6.35	**8.0**	**Annual Report and Accounts 2017/18 (including the External Audit Assurance Report to the Council of Governors)** *To receive the reports for comment*	Mr Chris Thompson, Non-Executive Director Mr Rashpal Khangura, KPMG	 Presentation
6.45	**9.0**	**Audit Committee update on the External Auditor Performance** *To receive and respond to questions from the floor*	Mr Chris Thompson, Non-Executive Director/Audit Committee Chair	9.0
6.55 – 7.05pm – Break				
7.05	**10.0**	**Presentation – Update from the Freedom to Speak Up Guardian**	Dr Sylvia Wood, Deputy Director of Governance and Freedom to Speak Up Guardian	Presentation
7.20	**11.0**	**Chief Executive's Strategic and Operational Update, including Integrated Board Report** *To receive the update and report for comment*	Dr Ros Tolcher, Chief Executive	Presentation
7.35	**12.0**	**Question and Answer Session for members of the public and Governors** *To receive and respond to questions from the floor relating to the agenda*	Mrs Angela Schofield, Chairman	-
7.50	**13.0**	**Any other relevant business not included on the agenda** *By permission of the Chairman*	Mrs Angela Schofield, Chairman	-
7.55	**14.0**	**Member Evaluation**	Mrs Angela Schofield, Chairman	-
8.00	**15.0**	**Close of meeting**	Mrs Angela Schofield, Chairman	-

Date and time of next meeting –

Wednesday, 7 November 2018 at 5.45 pm (private meeting commences at 5.15 pm) – venue to be confirmed

Paper 2.0

Harrogate and District NHS Foundation Trust

Council of Governors' Meeting

Minutes of the public Council of Governors' meeting held on 2 May 2018 at 17:45 hrs at St. Aidan's Church of England High School, Oatlands Drive, Harrogate, HG2 8JR

Present:

Mrs Angela Schofield, Chairman
Ms Pamela Allen, Public Governor/Deputy Chair of Council of Governors
Dr Pam Bagley, Stakeholder Governor
Mrs Cath Clelland, Public Governor
Mrs Angie Colvin, Corporate Affairs and Membership Manager
Mr Jonathan Coulter, Finance Director/Deputy Chief Executive
Mrs Liz Dean, Public Governor
Miss Sue Eddleston, Public Governor
Mrs Emma Edgar, Staff Governor
Mrs Jill Foster, Chief Nurse
Mr Rob Harrison, Chief Operating Officer
Ms Carolyn Heaney, Stakeholder Governor
Mrs Pat Jones, Public Governor
Mrs Mikalie Lord, Staff Governor
Mrs Rosemary Marsh, Public Governor
Mr Andy Masters, Staff Governor
Mr David Plews, Deputy Director of Improvement and Transformation
Mrs Katherine Roberts, Company Secretary
Mrs Laura Robson, Non-Executive Director
Dr Daniel Scott, Staff Governor
Dr David Scullion, Medical Director
Mrs Maureen Taylor, Non-Executive Director
Mr Chris Thompson, Non-Executive Director
Dr Ros Tolcher, Chief Executive
Mr Ian Ward, Non-Executive Director
Mrs Lesley Webster, Non-Executive Director

In attendance:

8 members of the public

Mr Richard Chillery, Operational Director, Children's and County Wide Community Care Directorate
Ms Amanda Paley, Lancashire Teaching Hospital, Nye Bevan Programme

1. Welcome and apologies for absence

Mrs Schofield was delighted to see members of the public at the meeting and offered them a warm welcome. She hoped they would find the meeting interesting and informative and welcomed questions for Governors, or any member of the Board, in attendance. She asked that any questions for item 10.0 on the agenda to be submitted during the break.

She introduced Mr Plews who was attending on behalf of Mr Marshall and Ms Paley from Lancashire Teaching Hospital who was shadowing Mr Harrison as part of the Nye Bevan Programme.

Apologies were received from Mr Tony Doveston, Public Governor, Mrs Beth Finch, Stakeholder Governor, Dr Sheila Fisher, Public Governor, Cllr. Phil Ireland, Stakeholder Governor, County Councillor John Mann, Stakeholder Governor, Mr Phillip Marshall, Director of Workforce and Organisational Development, Mrs Zoe Metcalfe, Public Governor, Mr Steve Treece, Public Governor and, Dr Jim Woods, Stakeholder Governor.

2. Minutes of the last meeting, 3 February 2018

The minutes of the last meeting on 3 February were agreed as a true and accurate record subject to the following amendments requested by Mrs Clelland:

Page 8, 3rd paragraph would be amended to read –

Mrs Clelland expressed concerns regarding the timing of this matter; dealing with a pay increment for Mr Thompson before the new company had been set up and could demonstrate its benefits.

Page 9, penultimate paragraph would be amended to read –

Mrs Clelland made further comments regarding representation from a Trust Governor on the Harrogate Healthcare Facilities Management (HHFM) Board, workforce terms and conditions, and tax benefits.

It was noted that the creation of HHFM, and the transfer of assets and staff to the new company, would not be a significant or material transaction and did not therefore require approval by the Council of Governors. This had been confirmed following consideration of the Trust's Constitution, the Trust's legal advisers, and also by NHS Improvement.

3. Matters arising and review of action log

Item 1 – Mr Plews provided a further update on the Global Health Exchange Programme.

The Trust would soon be welcoming a further three nurses in May taking the programme workforce to a total of nine.

To date, the Trust had successfully supported four nurses to gain their Nursing and Midwifery Council (NMC) registration and was currently preparing two nurses for their objective structured clinical examination (OSCE), scheduled to take place in the coming weeks.

The programme continued to grow in strength and members of the theatres department had recently completed interviews via Skype, successfully appointing four theatre nurses. Conditional offers had been issued and members of the resourcing team were supporting the nurses to complete the required NMC processes before arriving in the UK later this year.

Following a recent visit by colleagues from Health Education England, during which members of the Trust were interviewed for a promotional video regarding the programme, the final edit was currently taking place before its official launch. The video would then be used to promote the programme and the Trust's involvement to NHS trusts throughout the UK and would be shown to nurses across the world to encourage them to consider the NHS as a place to work. A link to the video would be shared with Governors when it was available.

Finally, Mr Plews suggested that further updates would be provided to Governors by exception rather than at each meeting; this was agreed and the action would be marked as complete.

At this stage in the meeting, Mrs Schofield took a question from Mrs Dean, Public Governor:

'There have been news stories regarding visas and sponsorship licences being a problem for doctors. How is this affecting the Global Health Exchange Programme and the employment of other employees? Can you give assurance that staffing levels are being affected?'

Mr Plews confirmed the Trust was aware of these issues. The Trust had a Brexit communication plan drawn up however, clearly there were issues around immigration not related to Brexit. The Trust would continue to await formal announcements from the Government.

Dr Tolcher added that these issues were primarily impacting on medical staff however, NHS Employers had a strong voice and was lobbying to Government to put nurses on the exemption list.

Mrs Schofield thanked Mr Plews for his update.

There were no other matters arising.

ACTION:

- ***Share link to the Global Health Exchange Programme promotional video with Governors.***

4. Declaration of interests

Mrs Schofield relayed an additional declaration of interest from Mr Doveston to Paper 4.0 which had been circulated prior to the meeting. Mr Doveston had declared that he was now a Director of Oakdale Golf Club Limited with effect from Wednesday 14th March 2018.

It was noted Mr Coulter and Mr Thompson were directors of Harrogate Healthcare Facilities Management. No agenda items were planned which would present a conflict of interest. It was however agreed that Mr Coulter and Mr Thompson could participate fully in any items which included reference to Harrogate Healthcare Facilities Management.

5. Chairman's verbal update

Mrs Schofield paid tribute to Mr McLean who, having moved away from the area, had left the Trust at the end of April, for his enormous commitment as Non-Executive Director. New Non-Executive Director appointments were in progress including a replacement for Mr Ward who would be leaving the Trust at the end of September.

Council of Governors' Notice of Election would go live on 9 May and information sessions for people interested in the role of a Governor had been arranged for 9 and 14 May; further details were available in Ms Allen's report at item 6.2 on the agenda. A Stakeholder Governor from HHFM would also be progressed in line with the elections timetable however this was a separate process to the elections for public and staff Governors.

Mrs Schofield was delighted to welcome staff delivering the 0-19 Healthy Child Programme and other children's services in Stockton-on-Tees. Initial feedback received confirmed the staff were pleased to be part of the Trust.

Mrs Schofield thanked staff from the Infection, Prevention and Control team for their interesting and informative 'Medicine for Members' Event held at the beginning of April.

Moving on to the Trust's performance, which Dr Tolcher would be presenting in further detail later in the meeting, Mrs Schofield highlighted the excellent performance in 2017/18; one of the few Trusts in the country who had met all the required national targets. The Trust however, did not meet its financial control total and this would have an impact on the financial plan for 2018/19. The new Endoscopy Suite was due to open in late June and developments had commenced in the Emergency Department. Financial challenges remained and there continued to be risks associated with recruitment of medical, nursing and clinical staff.

Mrs Schofield stated she had been at the Trust now for six months and was extremely proud to be part of such an excellent organisation. She acknowledged the hard work and commitment of all the staff and thanked each and every one for their professional and enthusiastic approach.

Finally, Mrs Schofield highlighted one of the most enjoyable parts of her role; awarding staff with a 'Making a Difference Award' and 'Team of the Month' alongside

Dr Tolcher. Three such awards were given out the previous day demonstrating the incredible lengths staff go to in order to provide high quality care to patients and support for their colleagues.

There were no questions for Mrs Schofield.

6. Governor Sub-Committee Reports

Mrs Schofield moved on to clarify the role of the two formal sub committees and the Patient and Public Involvement, Learning from Patient Experience Group. She said how important it was for the general public to hear about the work of these sub-committees and thanked Governors for their commitment and involvement.

6.1 Volunteering and Education

The report from the Volunteering and Education Governor Working Group, chaired by Mrs Jones, had been circulated prior to the meeting and was taken as read.

Mrs Jones was delighted to confirm that the Trust had 608 active volunteers who gave so many hours to the hospital and services across the community. She also highlighted the work of the End of Life Support Volunteers; Governors had received a recent talk from one of the volunteers which was incredibly moving and she reiterated her thanks for their care and support.

There were no questions for Mrs Jones.

6.2 Membership Development and Communications

The report from the Membership Development and Communications Governor Working Group, chaired by Ms Allen, had been circulated prior to the meeting and was taken as read.

Ms Allen highlighted the forthcoming Council of Governors' Elections and promoted the information sessions being held for people interested in standing to be a Governor.

She also commented on the Annual Members' Meeting (AMM) scheduled to take place on 25 July.

Mrs Dean asked why there had been a change to the timing of the AMM which had been previously held in September; she commented that July was holiday season, the first week of school holidays, and felt this could impact on the number of attendees.

Mrs Schofield explained the AMM should be convened within a reasonable timescale after the end of the financial year but must not be before the Annual Report and Accounts had been laid before Parliament.

Ms Allen supported holding the AMM in July.

Dr Scott agreed with Mrs Dean's comments and asked the Chairman to avoid holding the AMM in school holidays.

Mrs Schofield asked for a general consensus from Governors and it was agreed to change the meeting back to September.

There were no questions for Ms Allen.

ACTION:

- ***Re-arrange AMM in September.***

6.3 Patient and Public Involvement – Learning from Patient Experience

The report from Miss Eddleston, on the last meeting of the Learning from Patient Experience Group, had been circulated prior to the meeting and was taken as read.

Miss Eddleston highlighted the successful recruitment event held on Saturday 3 February.

There were no questions for Miss Eddleston.

6.4 Annual Business Plan 2018/19-2019/20

Ms Allen summarised the Governor involvement in the annual Business Plan meetings led by Mrs Gillet, Deputy Director of Planning and Mr McKie, Deputy Director of Finance. The Group performs a key function on the Trust's annual business planning process; a requirement of the Health and Social Care Act 2012 that in preparing the Trust's forward plan, the Board of Directors must have regard to the views of the Council of Governors.

Recent meetings had been held on 19 February, 12 March and 30 April. Governors had received updates regarding the financial, operational performance and workforce elements of the draft plan. Governors were also briefed about other potential sources of income including information regarding plans to further develop the Trust's private patient income, although it was noted that this was below the level (i.e. 5% or more of the proportion of its total income in any financial year) at which the Governors would need to approve the plans. The Operational Plan 2018/19 was submitted to NHS Improvement on 30 April 2018.

There were no questions for Ms Allen and Mrs Schofield thanked Governors for attending the meetings.

7. Quality Priorities for 2018/19

The Quality Priorities report had been circulated prior to the meeting and was taken as read.

Mrs Foster outlined the purpose of the Quality Account, an integral part of the Annual Report and Account, which reflected both on the highest priorities of the Trust for the forthcoming year and reported on progress made in the past year.

Mrs Foster highlighted the importance of stakeholder engagement in producing the Quality Account and the priorities for improvement in 2018/19 would be:

- Ensuring effective learning from incidents, complaints and good practice.
- Reducing the morbidity and mortality related to sepsis.
- Improving the clinical model of care for acute services.
- Increasing patients and the public participation in the development of services.
- Promoting safer births, with a specific focus on reducing stillbirths.

Progress made on the first two priorities was being continued from last year and the fourth priority was an extension from last year, building on the excellent involvement with the Youth Forum.

There were no questions for Mrs Foster.

8. Presentation – Harrogate and District NHS Foundation Trust – the largest provider of Healthy Child Services in the Country

Mr Chillery provided an overview of the Trust's Healthy Child Services detailing existing and new contracts across North Yorkshire, Middlesbrough, Darlington, County Durham, Stockton-on-Tees, Gateshead and Sunderland.

He confirmed that a further 379 community based staff would be transferring to the Trust between April and July 2018 to deliver these new contracts to join the existing 1,432 community based workforce.

Mr Chillery outlined the latest commissioning guidance and acknowledged that staff were often working in deprived communities.

He referred to national outcomes; ensuring that every child had the best start in life, ready to learn at two, and ready for school at five. Research had shown that children undergo huge brain development as well as their social, emotional and cognitive development in the first two years of life and Health Visitors were focussed on collaborative wording to deliver this vision.

Mr Chillery explained how the Trust was becoming a key partner in strategic discussions and influence across these areas to deliver the core public health offer for all children.

Finally, Mr Chillery summarised the aims of the 0-19 programme; a suite of services provided by the Trust, with examples including:

- Helping parents develop and sustain a strong bond with children.
- Supporting parents in keeping children healthy and safe and reaching their full potential.
- Protecting children from serious disease, through screening and immunisation.

- Reducing childhood obesity by promoting healthy eating and physical activity.

Mr Chillery confirmed that providing Healthy Child Services across such a wide geographical area was a significant challenge but an exciting development for the Trust and he acknowledged the Youth Forum for their creative and passionate involvement in developing 'Our Hopes for Healthcare'; making healthcare accessible to children and young people. [1.]

Mrs Schofield opened up the floor for questions.

Mrs Marsh referred to the challenges and asked how community-based staff were made to feel part of the Trust.

Mr Chillery confirmed that he had received excellent feedback from staff and they were particularly delighted that the Chairman had paid them a visit. He expressed the importance of articulating the Trust as a community and acute provider of services.

Mrs Clelland asked if the Directorate's remit included mental health.

Mr Chillery confirmed that a tier 1 level of the 0-19 service offered some early intervention work, but more complex needs were signposted to the relevant services in the appropriate area.

Mrs Lennon, Chair of the Patient Voice Group (PVG) commented that the Group were currently working closely with the Children's and County Wide Community Care Directorate to listen to the voice of the child. They were going to Beamish in County Durham and visiting two local schools in North Yorkshire to talk to children, listen to what they thought about healthcare, and promote the 'Hopes for Healthcare' consultation.

There were no further questions for Mr Chillery.

Mrs Schofield thanked Mr Chillery for an informative and interesting presentation and commented that Governors would be keen to hear more about future developments. She confirmed the Board would be focussing on these services at a seminar in June.

Mr Chillery referred to the significant amount of key performance indicators associated with each service contract and how the data would provide the Board and the Council of Governors with further detailed information. He highlighted the positive relationship the Trust had with commissioners in each area and the Directorate was working hard to provide a high quality service.

Further details about children's services could be found on the Trust's website. [2.]

9. Chief Executive's Strategic and Operational Update, including Integrated Board Report (IBR) and Operational Plan 2018/19

Dr Tolcher presented the following headlines:

<u>Operational Performance in 2017/18</u>

Dr Tolcher highlighted that April marked the start of a new year; her timely presentation looked back over the previous 12 months and looked at plans for the coming year. She described the last 12 months as one to go down in history for the NHS as well as being exceptionally demanding for the Trust. More people than ever had been treated during this time and nationally it was becoming harder for the NHS to sustain high quality care and retain/recruit its workforce. She went on to thank all staff across the Trust and HHFM for their hard work over the last 12 months and thanked Governors and all volunteers for their continued support.

Taking a snapshot from the March 2018 Integrated Board Report (IBR), Dr Tolcher confirmed the good news that the Trust had achieved all of the key national standards for the full year 2017/18 however, it was becoming harder to meet the 4-hour A&E target and the 18 week referral to treatment standard. The slide in her presentation demonstrated how, in line with the rest of the country, the Trust was struggling to maintain these standards and the biggest area of concern was the non-elective demand, i.e. emergencies.

Referring to the Mr Chillery's presentation earlier, Dr Tolcher was delighted to highlight two areas from the IBR; children's services – 10-14 day new birth visit and 2.5 year review – both excellent performances from Children's Services.

Moving on to finance, Dr Tolcher highlighted that the Trust had reported a £1.1m surplus after receiving Sustainability and Transformation funding, which was £4.5m less than planned. While this was positive, bearing in mind not many Trusts had reported a surplus, it was important to understand that the underlying position was a loss of £2.4m which was very concerning. Dr Tolcher explained that the cash position remained a concern and there was a lot of work ongoing to carefully manage this position as this would have an impact on capital investment opportunities.

Dr Tolcher talked about other notable achievements for the Trust during the last 12 months including the 2017 NHS Staff Survey results; the scores of which remained in the upper quartile against similar organisations. She was pleased to report that, although there had been a significant increase in activity, there had been a 10% reduction in the number of complaints received. There had been a big reduction in C.Difficile cases; seven in 2017/18, of which a lapse in care contributed to the outcome in two. Other highlights included the opening of the new Sterile Services Suite, new contracts for Children's Services worth £16m, and the creation of HHFM. Three hundred and twenty colleagues had now transferred to HHFM including catering, porters and estates staff and their focus was to continue to deliver high quality services to the Trust.

Whilst there had been lots of positive achievements, Dr Tolcher did refer to the ongoing challenges for the future including the need to address was the adverse spending position and how acute hospital beds would be used. The Trust had relatively high rates of patients with longer lengths of stay (more than seven or 21 days), in particular patients aged over 85. Over the last 12 months, delayed transfers of care had been higher than the previous year despite a considerable effort in this area. The total number of falls had been similar to 2016/17 however, the number of falls causing harm had increased slightly to 21 cases; these were not all inpatient falls and included falls in the car park, so again this year this would be a key area of focus. Close monitoring of falls had shown a spike in one particular area in

November/December so targeted work, led by the Chief Nurse and the intervention of falls huddles, was starting to show improvements.

Dr Tolcher referred to the top scoring risks in April 2018 taken from the Board Assurance Framework and Trust Corporate Risk Registers. Both financial and operational risks were linked closely to the workforce and concerns remain around the ability to recruit medical, nursing and clinical staff. A new risk highlighted was the risk that critical infrastructure was not fit for purpose following a piece of work over the last 12 months to look at the future inpatient bed requirement based on historical trends, population growth, and workforce to meet such demands.

Planning for 2018/19

Dr Tolcher confirmed that the Board and the organisation's ambition would be to focus on:

- Having the right people.
- Delivering care in the right place.
- Enabling the right caseload.
- Right values and behaviours.

Dr Tolcher described the focus on the Trust continuing to be a great employer; "if we get it right for our people we get it right for our patients."

Summarising a number of plans, Dr Tolcher explained that in order to receive the additional incentive funding of £4m the Trust would need to 'balance the books' requiring a savings plan of £10.2m for 2018/19. Work was ongoing with the Trust's main commissioner, Harrogate and Rural District Clinical Commissioning Group (HaRD CCG), to deliver a new contract different to the previous payment by results system. It would also be a transitional year for adult community services in Harrogate following the end of the national vanguard; aimed to transform the way care is provided locally with GPs, community services, hospitals, mental health and social care staff working together to support people to remain independent, safe and well at home. There would also be the mobilisation of additional Children's Community services in Gateshead, Sunderland and Stockton.

Mrs Schofield thanked Dr Tolcher for her update and opened up questions from the floor.

Mr Crawley, member of the public, commented on Dr Tolcher's reference to future planning in relation to demographics and increased pressure on the Trust in achieving targets and bed capacity.

Mrs Edgar asked if Dr Tolcher would be able to explain the new contract arrangements at a future meeting; it was hoped this would be included in Dr Tolcher's presentation on 1 August.

Mrs Clelland confirmed that Dr Tolcher's presentation had addressed a question she had submitted on falls and she was pleased to hear that the falls huddles were improving the situation. She was still concerned however by the reported falls causing harm up by 34% and asked what measures were being taken to address what was causing such falls, including those in the hospital car park.

Mrs Clelland was also pleased to hear about positive engagement with staff however, she referred to the relatively high levels of sickness absence.

Dr Tolcher confirmed that sickness absences were monitored very closely and it was recognised that sickness throughout the NHS was higher than that in private business. She acknowledged the variety of reasons for staff being off sick and confirmed that the Trust continued to focus on a range of health and wellbeing measures to support staff to stay well and return to work. Overall the Trust performed relatively well regarding sickness absence compared to other organisations, but a spike in January 2018 was related to infectious diseases, respiratory illness and individual resilience. Dr Tolcher clarified that staff off work with diarrhoea and vomiting should not return to work until they were 48 hours clear of symptoms.

Mrs Foster thanked Mrs Clelland for her question about falls and was pleased to report that in the last four years there had been a 30% reduction in falls on a background of increasing capacity and a time when patients were at their most vulnerable. She did however state that the figure this year was disappointing and, following a route cause analysis, this showed that 13 out of 14 falls were unavoidable. There had been a number of initiatives introduced to promote a safe stay in hospital including a new information mat on the patient's bedside table. This including useful information such as visiting times, a uniform guide to who's who, and six simple steps to keep patients safe during their stay in hospital. Finally, Mrs Foster described how national falls reporting guidance had changed and fractured hips as a result of a fall, previously reported as moderate, would now be reported as severe. Mrs Foster wanted to bring this to the attention of Governors as this could appear to increase the number of severe falls.

Mrs Heaney commented on sustainability and transformation funding and the inability to invest. She asked Dr Tolcher to provide the implications of this.

Mr Coulter explained that last year the Trust had missed out on some of the sustainability and transformation funding to the tune of £2.5 - £3m. Some projects would be completing this year, including the upgrade in the Emergency Department, however there were other projects which required significant funds that the Trust could not commit to.

Dr Tolcher also added that tangible changes were occurring across the system in West Yorkshire and Harrogate including a range of clinical priority programmes such as stroke and vascular services. It was hoped that the transition to an Integrated Care System would take place in the next 12 months and a public announcement would be expected soon. She confirmed that huge progress was being made however, this was not particularly visible as yet at a patient level or with all staff. Another review in 12 months would enable the public to see how much has been achieved.

A member of the public asked for clarity on the services provided in the Endoscopy Suite. Mr Harrison confirmed that currently the Trust had two procedure rooms undertaking different types of scopes seven days per week. These rooms were fully utilised and, as national screening across the country continued to grow, the Trust developed a business case two years ago to extend these services. The new suite

would include five procedure rooms in total; three of which would be used upon opening the new suite and further rooms would be used in line with demand. The Endoscopy Suite would also be supported by the new Sterile Services Suite built last year which now provides much better space and environment and the ability to clean and process the scopes.

There were no further questions for Dr Tolcher.

ACTION:

- ***Include the new contract arrangements with HaRD CCG at the next public Council of Governors' meeting on 1 August.***

10. Question and Answer session for members of the public and Governors

Mrs Schofield moved to the tabled questions submitted prior to the meeting and during the break.

Mrs Jones, Public Governor, had submitted the following question:

"Harrogate and District NHS Foundation Trust work with many young people in the Youth Forum and also with the apprenticeships, might it be a good idea to co-op a young person on to our Council of Governors' so that they could attend our meetings as it would be interesting to hear their views and have their input?

Mrs Colvin confirmed that the excellent work of the Youth Forum was reported through the Governor Working Group, Membership Development and Communication; a sub-committee of the Council of Governors. The Youth Forum received an invitation to each public Council of Governors' meeting. She also clarified that any member of the Trust could nominate themselves to stand as a Governor in an election with a vacant seat where they reside. Elections were widely promoted to all members from the age of 16 and the general public across a variety of communication forums. The Trust currently had over 600 members aged between 16-21.

Dr Tolcher thanked Mrs Jones for her question and would welcome the Youth Forum having seats at the public Council of Governors' meeting. There was also going to be a review of the Constitution and this could be considered at the same time.

Mrs Clelland, Public Governor, had submitted the following questions:

"At the Governor meeting in August 2017, I think, we had a presentation describing a new initiative aimed at getting teams of staff communicating and working together better to reduce such as "falls resulting in harm". We were led to believe this would improve our performance and most importantly patient outcomes.

Our performance on falls has not improved but would seem to have worsened what conclusion should governors reach?"

Mrs Clelland felt that her question on the subject of falls had been suitably answered within the presentations and discussion already held in the meeting.

"Complaints – how many complaints relate to the café in reception area and what is the theme in those complaints?"

Mr Harrison confirmed that the Trust had received comments about the café, but no formal complaints. Unfortunately, there had been some staffing issues which had meant the café had closed at 3pm instead of 4pm over the period of time in question. A decision had been made not to leave agency staff running the café on their own without the support from HHFM staff who were responsible for the running of the café.

Mr Harrison was pleased to report that, following a discussion with the Managing Director of HHFM, recruitment for more staff was in progress and they were working on extending the café opening hours. Mr Harrison also clarified that due to the financial situation, this had impacted on the proposed upgrade to the café however, this was now for the HHFM Board to take forward as part of their contract to manage this service.

Mrs Clelland commented that she had observed the café being closed longer rather than closing early.

Mrs Schofield thanked Mr Harrison for his update and was pleased that work was in progress to improve such an important resource used by many people, both visitors and staff.

Mr Kenneth Crawley, member of the public, had submitted a lengthy detailed question regarding problems relating to transition from hospital to other care arrangements.

Mrs Schofield summarised Mr Crawley's question and highlighted key points. Mr Crawley confirmed he would be happy to await a written response outside of the meeting.

There were no further questions.

ACTION:

- ***Consider Youth Forum involvement at public Council of Governors' meetings and within Constitutional review.***
- ***Written response to be sent to Mr Crawley.***

11. Update on the Quality Committee

Mrs Webster provided a detailed update on the purpose and responsibilities of the Quality Committee; a committee accountable to the Board of Directors to oversee arrangements for quality governance, seek assurances on the delivery of high quality care, and regulatory compliance.

Supported by the Chief Nurse, Deputy Director of Governance and Company Secretary, Mrs Webster described how the work of the Quality Committee evolved each year. A Governor attended each meeting on a rota basis. The agenda was structured with six key headings including current concerns, quality reports, patient safety, patient experience, effective care and outcomes, and regulatory compliance and governance.

At each meeting the committee would review hot spots to identify current concerns. This would allow members to look at specific areas in more details and discuss issues which may affect quality such as the financial recovery plan.

The committee would also look at the integrated board report quality areas in fine detail, review progress of the Trust's quality priorities set out in the Quality Account and receive a wealth of external reports including clinical effectiveness and audit.

Mrs Webster encouraged people to read the Quality Account and acknowledged the tremendous effort by all staff towards the quality initiatives detailed in the report.

Finally, Mrs Webster confirmed the committee had recently undertaken an effectiveness survey which had highlighted a number of areas for improvement going forward and each member of the committee was aiming to become a bronze level Quality of Care Champion.

There were no questions for Mrs Webster.

Mrs Schofield thanked Mrs Webster for chairing the Quality Committee and everyone who attended such a busy and effective committee.

12. Any other relevant business not included on the agenda

There were no further items of business.

13. Member Evaluation

Mrs Schofield sought views about the meeting.

The general consensus was that the new layout was preferred however, not ideal for acoustics and a review of the public seating was required.

Mrs Edgar commented on the responsibility of Governors to hold Non-Executive Directors to account and requested increased involvement from Non-Executive Directors throughout the meeting. She also highlighted that Governors could use the Informal Governors' meeting forum to decide on questions and themes to raise with Non-Executive Directors at future public Council of Governors' meetings.

Mr Ward acknowledged Mrs Edgar's point and agreed that it would improve the experience of the meeting for Non-Executive Directors if they could be involved more by commenting or taking questions.

On reflection, Mrs Dean stated that questions for Non-Executive Directors often came out of discussion so she would prefer to hear from Non-Executive Directors first.

Mrs Clelland also added that Non-Executive Directors provide a brief for Governors in response to concerns or challenges via the Governor and Non-Executive Director meetings.

Mrs Webster felt it would be useful for Non-Executive Directors to add comment where appropriate to Executive Director's updates throughout the meeting.

Mrs Schofield thanked everyone for their comments and asked everyone to think of ways in which we all contribute to the discussion.

In response to a comment made by a member of the public about the earlier question regarding the café in the hospital reception area, Mrs Schofield confirmed that there would be a Stakeholder Governor to represent HHFM however, it was appropriate for Mr Harrison to respond as Executive Lead with responsibility for managing the contract with HHFM.

There were no further comments.

ACTION:

- ***Review public seating layout at future meetings.***
- ***Review structure of Council of Governors meeting re NED involvement.***

14. Close of meeting

Mrs Schofield closed the meeting. She thanked everyone for attending and confirmed the next meeting would take place on Wednesday, 1 August at 5.45 – 8.00pm

1. https://www.hdft.nhs.uk/about/council-of-governors/youth-forum/hopes-for-healthcare/
2. https://www.hdft.nhs.uk/services/childrens-services/

Harrogate and District NHS Foundation Trust

HDFT Council of Governor Meeting Actions Log – August 2018
Completed Actions

This document logs actions completed following agreement at Council of Governor meetings. Completed items will remain on the schedule for the following meeting and then removed.

Outstanding items for action are recorded on the 'outstanding actions' document.

Ref	Meeting Date	Item Description	Director/Manager Responsible	Date of completion	Confirm action complete
1	2 November 2016	Update on the Global Health Exchange Programme	Mr Phillip Marshall, Director of Workforce and Organisational Development	Updates provided 18 February, 3 May, 2 August, 1 November 2017, 3 February and 2 May 2018.	Complete
2	2 May 2018	Share link to the Global Health Exchange Programme promotional video with Governors	Angie Colvin, Corporate Affairs and Membership Manager	13 July 2018	Complete
3	2 May 2018	Re-arrange AMM in September	Angie Colvin, Corporate Affairs and Membership Manager		Complete

NHS
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HDFT Council of Governor Meeting Actions Log – Outstanding Actions

This document logs items agreed at Council of Governor meetings that require action following the meeting. Where necessary, items will be carried forward onto the Council of Governor agenda in the relevant agreed month. The Director/Manager responsible for the action will be asked to confirm completion of actions or give a progress update at the following Council of Governor meeting when they do not appear on a future agenda.

When items have been completed they will be marked as such and transferred to the completed actions schedule as evidence.

Ref	Meeting Date	Item Description	Director/Manager Responsible	Date due to go to Council of Governor meeting or when a confirmation of completion/progress update is required	Detail of progress
1	2 May 2018	Include new contract arrangements with HaRD CCG at next Council of Governors' meeting	Dr Ros Tolcher, Chief Executive	1 August 2018	
2	2 May 2018	Consider Youth Forum involvement at public Council of Governors' meetings and within Constitutional Review	Mrs Angela Schofield, Chairman	1 August 2018	
3	2 May 2018	Written response to be sent to Mr Crawley	Mrs Angela Schofield, Chairman	1 August 2018	
4	2 May 2018	Review public seating layout at future meetings	Mrs Angela Schofield, Chairman	1 August 2018	
5	2 May 2018	Review structure of Council of Governors' meeting re NED involvement	Mrs Angela Schofield, Chairman	1 August 2018	

Harrogate and District NHS Foundation Trust

COUNCIL OF GOVERNORS
DECLARATION OF INTERESTS

The following is the current register of the Council of Governors of Harrogate and District NHS Foundation Trust and their declared interests. The register is maintained by the Foundation Trust Office, and holds the original signed declaration forms. These are available for inspection by contacting the office on 01423 554489.

Name	Governor Status	Interests Declared	
Mrs Angela Schofield	Chairman	**A position of Authority in a charity or voluntary organisation in the field of health and social care**	Volunteer with Helping Older People (charity).
Ms Pamela Allen	Public elected	NONE	
Dr Pamela Bagley	Stakeholder	**Any connection with a voluntary or other organisation contracting for NHS services** **Any connection with an organisation, entity or company considering entering into or having entered into a financial arrangement with the NHS Foundation Trust, including but not limited to, lenders or banks**	Dean – Faculty of Health Studies, University of Bradford commissioned for Under Graduate and Post Graduate education of Health Service staff and future staff The Trust provides placements for University of Bradford students but this is financed through Health Education England
Mr Ian Barlow	Public elected	AWAITED	

Name	Governor Status	Interests Declared	
Mrs Cath Clelland MBE	Public elected	**Directorships, including non-executive directorships held in private companies or PLCs (with the exception of those of dormant companies)** **Ownership, part-ownership or directorship of private companies, business or consultancies likely or possibly seeking to do business with the NHS** **A position of Authority in a charity or voluntary organisation in the field of health and social care**	Owner/Director - Canny Consultants Ltd Non-Executive Director - York St John University, York Owner/Director - Canny Consultants Ltd Owner/Director – City Kipping Ltd (dormant) Non-Executive Director - York St John University, York – health and social care training
Mr Robert Cowans	Public elected	AWAITED	
Ms Clare Cressey	Stakeholder	AWAITED	
Mrs Liz Dean	Public elected	NONE	
Mr Tony Doveston	Public elected	**A position of Authority in a charity or voluntary organisation in the field of health and social care** **Directorships, including non-executive directorships held in private companies or PLCs (with the exception of those of dormant companies)**	Volunteer for Yorkshire Air Ambulance A Director of Oakdale Golf Club Limited
Miss Sue Eddleston	Public elected	NONE	
Mrs Emma Edgar	Staff elected	NONE	

Name	Governor Status	Interests Declared	
Dr Sheila Fisher	Public elected	**Directorships, including non-executive directorships held in private companies or PLCs (with the exception of those of dormant companies)** **A position of Authority in a charity or voluntary organisation in the field of health and social care**	Governor (by definition a Director) of Bolton School Ltd Chair, HRA Yorkshire & Humber Leeds (West) Research Ethics Committee member and Trial Steering/Management Group for NIHR funded studies (currently 3 studies)
Ms Carolyn Heaney	Stakeholder	**A position of Authority in a charity or voluntary organisation in the field of health and social care** **Other**	Previous Trustee of the MS Society. Volunteer member of its Policy Reference Group Independent Trustee of the ASDA Foundation. Community Governor of Rossett Academy School in Harrogate Employed by the Association of the British Pharmaceutical Industry (ABPI) as NHS Engagement Partner, North and Supporting NHS System Transformation and Medicines Optimisation Lead
Mrs Pat Jones	Public elected	NONE	
Mr Neil Lauber	Staff elected	NONE	
Mrs Mikalie Lord	Staff elected	NONE	
Cllr John Mann	Stakeholder	**Position of authority in a local council or Local Authority**	Harrogate Borough Council Councillor for Pannal North Yorkshire County Council for Harrogate Central
Mrs Rosemary Marsh	Public elected	NONE	

Name	Governor Status	Interests Declared	
Mr Andy Masters	Staff elected	NONE	
Cllr Samantha Mearns	Stakeholder	**Position of authority in a local council or Local Authority**	Councillor – Harrogate Borough Council
Mrs Zoe Metcalfe	Public elected	**Position of authority in a local council or Local Authority** **Position of authority in a charity or voluntary organisation in health and social care**	Conservative Harrogate Borough Councillor North Yorkshire County Councillor Trustee at Hollytree Foundation Charity
Dr Christopher Mitchell	Public elected	AWAITED	
Dr Daniel Scott	Staff elected	**Any connection with a voluntary or other organisation contracting for NHS services or commissioning NHS services** **Any connection with an organisation, entity or company considering entering into or having entered into a financial arrangement with the NHS Foundation Trust, including but not limited to, lenders or banks**	Spouse is CEO of Yorkshire Cancer Research Spouse is CEO of Yorkshire Cancer Research
Mr Steve Treece	Public elected	**Any connection with a voluntary or other organisation contracting for NHS services or commissioning NHS services**	Employee of NHS Digital

Harrogate and District
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Date of Meeting:	1 August 2018	**Agenda item:**	**Paper 6.1**
Report to:	Council of Governors		
Title:	Governor Working Group – Volunteering and Education		
Author(s):	Mrs Pat Jones, Public Governor		
Report Purpose:	**Decision** [ ] **Discussion/ Consultation** [ ] **Assurance** [ ] **Information** [✓]		
Executive Summary:	The Governor Working Group did not meet as scheduled on 3 July due to Governors attendance at the Celebration of Volunteering. This report therefore summarises the papers circulated to the Group for update and information The purpose of the Group is to monitor, promote, develop and support the Volunteer Programme, Work Experience and Education Liaison and relevant workforce issues.		

Volunteering update

The Trust currently has 606 active volunteers who work on an average a total of 2,000 hours a month. A breakdown of these volunteers show that 41% are under the age of 25 and 59% are over the age of 25 with 86% of volunteers providing support in the hospital and 14% across the community.

Volunteers Week was held the first week of June and the annual Celebration of Volunteers and Long Service Awards took place on 3 July; a huge thank you to all our volunteers who support Trust staff in delivering high quality patient care.

A pilot scheme is underway for activity volunteers on Oakdale and Wensleydale Wards. Their role includes visiting patients and engaging with them in activities such as playing board games and completing crosswords.

Work Experience

The Corporate Team have worked through around 220 applications for work experience in this year's academic year 2017/18. The number of consultant placements has almost doubled this year as more consultants and their teams have supported the programme; a fantastic achievement!

Work experience is now offered to students aged 16-18 in theatres and the Trust continues to receive an increase in requests from students outside of the local area.

Education Liaison

The Trust had a stand at the Harrogate Pride in Diversity event on 16 June to promote membership, careers, volunteering, work experience and the Youth Forum.

Clinical and non-clinical staff have been attending school careers fairs and speaking to students about the wide range of careers opportunities in healthcare.

Thank you to all staff who get involved by supporting the work experience and education programmes and provide young people with an insight into the NHS.

70 YEARS OF THE NHS 1948 - 2018

Harrogate and District NHS Foundation Trust

Date of Meeting:	1 August 2018	**Agenda item:**	**Paper 6.2**
Report to:	Council of Governors		
Title:	Governor Working Group – Membership Development and Communications		
Author(s):	Ms Pamela Allen, Public Governor		
Report Purpose:	**Decision** [ ] **Discussion/ Consultation** [ ] **Assurance** [ ] **Information** [✓]		
Executive Summary:	**This report summarises the items discussed at the last meeting of the Governor Working Group for Membership Development and Communications, held on 16 July 2018.** **The purpose of the group is to oversee the delivery of the Foundation Trust's Membership Development Strategy, including membership recruitment and engagement.** **Ms Allen will highlight the 2018 Annual Members' Meeting.**		

2018 Governor Election Results and Autumn Governor Elections

The elections closed at 5pm on Thursday 5 July 2018. The results are as follows:

Mr Ian Barlow was elected as **Public Governor for the Rest of England**.
Mr Neil Lauber was elected as **Staff Governor for the 'Other Clinical' Staff Class**.

Governors elected unopposed:

Mr Robert Cowans was elected unopposed as **Public Governor for Knaresborough and East District**
Mr Christopher Mitchell was elected unopposed as **Public Governor for Ripon and West District**.

Thank you to all the members who voted in the elections.

The next round of elections will be taking place in the autumn with key dates as follows:

- Notice of Election 12 October
- Deadline for receipt of nominations 30 October
- Issue of ballot packs 14 November
- Close of poll 7 December
- Results 10 December

There will be vacancies in the following areas:

Public Governors
- Harrogate and surrounding villages – two seats
- Knaresborough and East District – one seat

Staff Governor
- Medical Practitioners – one seat

If anyone is interested in finding out more about becoming a Governor, or would like to come along to one of the information sessions (to be arranged), please contact Angie Colvin, Corporate Affairs and Membership Manager on 01423 554489 or via email at angie.colvin@hdft.nhs.uk. Further details will be available on the Trust's website at: https://www.hdft.nhs.uk/about/council-of-governors/governor-elections/

Membership Newsletter

The next electronic membership newsletter is currently being prepared to be sent out to members in September. This will be available on the Trust's website at:
https://www.hdft.nhs.uk/about/membership/calendar/

Youth Forum Update

Members of the Youth Forum will be part of the presentation audience in the recruitment for a new Director of Workforce and Organisational Development. They have also been invited to talk to Harrogate and Rural District Clinical Commissioning Group about their 'Hopes for Healthcare'. The consultation on 'Hopes for Healthcare' has now closed and initial feedback is extremely positive. The Youth Forum will be coming in to the Trust over the summer to review the feedback in more detail.

Dates for your diary

Annual Members' Meeting, Monday 3 September in the Calder Room at The Pavilions, Great Yorkshire Showground, Harrogate, HG2 8NZ. The formal meeting will commence at 6pm and close at 8pm. Registration, refreshments, informative stands and networking will take place between 5-6pm. To register your interest in attending, please contact Angie Colvin, Corporate Affairs and Membership Manager in the Foundation Trust Office on 01423 554489 or via email at angie.colvin@hdft.nhs.uk. Further details will be available on the Trust's website at: https://www.hdft.nhs.uk/about/membership/calendar/.

The next **Board of Directors' Meeting** held in public will take place on Wednesday, 26 September in the Boardroom, Trust HQ, 3rd Floor, Harrogate District Hospital. The meetings usually commence at 9am. Full details can be found on the agenda available on the Trust's website a week prior to the meeting: https://www.hdft.nhs.uk/about/board-meeting/#upcoming-meetings.

The next **Medicine for Members' Event** is currently being arranged to take place in October. The topic is '**Nutrition and how this impacts on a patient's recovery'**. Further details and how to book will be published on the Trust website: https://www.hdft.nhs.uk/about/membership/calendar/

The next public **Council of Governors' Meeting** will be held on Wednesday, 7 November at 5.45 – 8.00pm – venue to be confirmed.

Membership Recruitment, Engagement and Development Strategy

Recruitment and engagement activity continue. Some examples from the last quarter include:

- Public Council of Governors' meeting in May
- Engagement with young people through the Youth Forum and Work Experience Programme.
- A stand at Harrogate's Pride in Diversity event in June
- Careers events at local schools
- Governor Elections

The Membership Development Strategy is being finalised and will be submitted to the Council of Governors for approval on 7 November.

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Date of Meeting:	1 August 2018	**Agenda item:**	**Paper 6.3**
Report to:	Council of Governors		
Title:	Patient and Public Involvement – Learning from Patient Experience Group		
Author(s):	Miss Sue Eddleston, Public Governor		
Report Purpose:	**Decision** [ ] **Discussion/ Consultation** [ ] **Assurance** [ ] **Information** [✓]		
Executive Summary:	**This report summarises the items discussed at the last meeting of the Learning from Patient Experience Group, held on 18 June 2018.** **The purpose of the group is to understand, monitor, challenge and seek to improve the quality of the experience of users of services provided by HDFT, both in hospital and in the community, taking into account the values of the NHS Constitution and the Trust's Values and Behaviours.** **Miss Eddleston will highlight the work of the Equality and Diversity Group.**		

Quality and Patient Experience reports

The latest Directorate key areas of note included:

Long Term & Unscheduled Care -

- An increase in complaints in April and May 2018 but over the 12 month period there had been a reduction in complaints.
- Fracture Incidents reduced in May 2018 with a total across the Trust totalling six.
- There were no grade 3 unstageable pressure ulcers reported.

Planned and Surgical Care -

- Showed an increase in number of Pressure Ulcers in April and May 2018, but slight decrease in reported incidents.
- Regular reviews are undertaken and information captured including 'you said, we did'; a positive message that the Trust is listening.

Children's and Countrywide Community Care -

- The Directorate is working on different ways to encourage responses on friends and family test for Community Services with the suggestion perhaps electronically instead of filling out a piece of paper in the presence of a health visitor.
- User feedback continues to be very positive.
- No Incidents reported from Middlesbrough.

Chief Nurse's report

The work with NHSI to improve provision of enhanced care was highlighted. Trust representatives have joined the launch of the initiative which will explore other methods of support.

Subgroup and External Group Reports

Equality and Diversity Group Update –

- Work was progressing on the internal patient appointments system, including gender fields.
- An initial assessment of portable hearing loops accessibility showed disappointing results; this was due to the hearing loops not always being in use and that some had not been portable appliance tested (PAT). This had now been rectified. Availability of a hearing loop in the Lecture Theatre is being looked into.
- The Trust celebrated National Deaf Awareness week in May 2018 including an informative stand in the main entrance area of the hospital.
- A recent audit had reported a close link with visual impairment and falls. The use of large print menus was being reviewed.
- Work is ongoing on the Trust's transgender policy and the Trust supported Harrogate Pride by having a stand at the event.

Patient Voice Group (PVG)

Positive visits had been made to the Antenatal department and the Women's Unit.

A visit to Ripon Minor Injuries Unit noted the following feedback:

- The people of Ripon valued their local hospital.
- No decoration had been done to the building for 10 years, but it was confirmed that the Trust did not own the building nor maintains it. It was acknowledged that any updates should involve both the Infection Prevention and Control team and dementia experts to seek out opinions prior to any work being carried out.
- Due to the size of the unit, there could be occasions when privacy was an issue.

PVG had been involved with a visit to Beamish, which was very positive. It was agreed that it was important to be able to include children's opinions within the community services and the Directorate would share some of the recent work from Stockton on Snapchat and Facebook.

Staff felt that feedback from PVG was useful.

Infection Prevention & Control Update

Feedback was going to be obtained from patients coming in for elective surgery who may have MRSA. The Trust would also contact the patient's GP with the results and rescreening could then be scheduled for certain conditions if applicable.

The Chief Nurse acknowledged this valuable piece of work which may help to lessen patient anxieties.

Harrogate and District NHS Foundation Trust

Date of Meeting:	1 August 2018	**Agenda item:**	7.0
Report to:	Council of Governors		
Title:	Review of the Trust's Constitution and related documents		
Sponsoring Director:	Mrs Angela Schofield, Chairman Dr Ros Tolcher, Chief Executive		
Author(s):	Mrs Katherine Roberts, Company Secretary		
Report Purpose:	**Decision** ✓ **Discussion/ Consultation** **Assurance** **Information**		
Executive Summary:	**Constitution Review** • A review of the Constitution has been completed by the Constitution Review Working Group. This Group consists of the Chairman, Chief Executive, four Governors (Pamela Allen, Liz Dean, Sheila Fisher and Rosemary Marsh), a Non-Executive Director (Maureen Taylor) and the Company Secretary. • The review highlighted a number of areas for recommended amendments to the Constitution. These are summarised in the table overleaf. • In addition the Working Group considered a proposal to include a new category of staff governor specifically from the Children's and County Wide Community Care Directorate, however it was determined that due to technical difficulties with the membership database it was not possible to enact this at the current time. • In line with the Code of Governance, the Working Group considered in detail a procedure for the management of Governor conduct concerns, this is presented to the Council of Governors for approval. • The Working Group considered the proposed amendments to the Constitution in detail on 23 May and 16 July 2018, and presents them to the Council for approval. • Amendments to the Constitution require approval by both the Board of Directors and the Council of Governors. The proposed changes were discussed and approved by the Trust Board on 25 July 2018. **Constitution Working Group Terms of Reference** • The Council approved the Constitution Working Group's Terms of Reference in February 2018. Unfortunately it was not possible to identify any staff or stakeholder governors to join the Working Group. • Some amendments are therefore proposed to the		

	Terms of Reference, clarifying that the Working Group will be formed of a minimum of three governors, but not specifying whether these must be public, staff or stakeholder governors. • The Council is invited to endorse the Constitution Working Group's existing governor membership, and note that these individuals will remain as members of the Working Group until the end of their term of office. The Working Group will reform when the Trust's constitution is next reviewed. • The existing governor members of the Working Group are Pamela Allen, Liz Dean, Sheila Fisher and Rosemary Marsh (all public governors). • The Working Group considered the terms of reference in detail on 16 July 2018, and presents them to the Council for approval. **Procedure for Management of Governor Conduct Concerns** • It is a requirement of the Code of Governance for Foundation Trusts (section B.6.6) that Trusts have a procedure for removal of Governors from the Council of Governors where behaviours or actions of Governors may be incompatible with the values and behaviours of the Trust. • In preparing the procedure presented for approval the Working Group drew on recommended practice from NHS Providers and from another Foundation Trust. • The Working Group considered the procedure in detail on 16 July 2018, and presents it to the Council for approval. **Remuneration, Nominations and Conduct Committee** • The Council is invited to approve terms of reference for the new Remuneration, Nominations and Conduct Committee. In line with proposed amendments to the Constitution, this committee will replace the Remuneration Committee and the Nominations Committee. • Five named governors (at least two of which will be public governors) will be appointed to the new Remuneration, Nominations and Conduct Committee. Expressions of interest will be invited from all Governors and a final proposal will be presented to the Council of Governors for approval at the next meeting of the Council in November 2018. • The Working Group considered the terms of reference in detail on 16 July 2018, and presents them to the Council for approval.

Related Trust Objectives					
To deliver high quality care	✓	To work with partners to deliver integrated care:	✓	To ensure clinical and financial sustainability:	✓

Key implications	
Risk Assessment:	None identified.
Legal / regulatory:	The Constitution, Standing Orders and Scheme of Reservation and Delegation form the core elements of the Trust's legal framework. Amendments to the Constitution require approval by both the Board of Directors and the Council of Governors.
Resource:	None identified.
Impact Assessment:	Not applicable.
Conflicts of Interest:	None identified.
Reference documents:	NHS Foundation Trust Code of Governance
Assurance:	• Amendments to the Constitution have been considered in detail and agreed by the Constitution Review Working Group and were discussed and approved by the Trust Board on 25 July 2018.

Action Required by the Council of Governors:

It is recommended that the Council of Governors:

- Notes the Constitution Working Group has considered all of the documents presented and recommends them to the Council of Governors for approval.
- Approves the proposed amendments to the Constitution and noting that they were approved by the Board of Directors on 25 July 2018.
- Approves the revised Terms of Reference for the Constitution Working Group.
- Approves the Procedure for Management of Governor Conduct Concerns.
- Approves the terms of reference of the Remuneration, Nominations and Conduct Committee.

Harrogate and District NHS Foundation Trust

Summary of proposed amendments to the Trust's Constitution July 2018

Area	Details	Section
Council of Governors	1) The Nominations Committee and the Remuneration Committee for the appointment of the Chairman / NEDs will be merged to form a single committee; the *Remuneration, Nominations and Conduct Committee.* 2) The organisations which are invited to appoint Stakeholder Governors were reviewed. As a result it is proposed that; • Harrogate and Rural District LMC is removed from the constitution. This follows a prolonged period during which the LMC were unable to identify an individual to appoint as a Governor. • The description of the voluntary and community sector should be broadened beyond Harrogate and Ripon. This will allow flexibility in engaging a Governor, for example from the Trust's wider delivery footprint beyond Harrogate and Ripon. 3) The quorum for Council of Governor meetings to be amended to one third, bringing it in line with other Foundation Trusts and reducing the risk that meetings will be inquorate. 4) In accordance with the Code of Governance for Foundation Trusts, new provisions have been added to address in more detail the procedure for the removal of Governors. This will be accompanied by a new Procedure for the Management of Governor Conduct Concerns. 5) Addition of the power for the Chairman to exclude people from meetings of the Council of Governors should they interfere with or prevent the conduct of a meeting.	16.2 11.2.3 Annex D - 2.1 11.9
Board of Directors	1) Additional provisions have been added which formalise the process for appointment of the Trust's Vice Chairman and the Senior Independent Director. 2) The Nominations Committee and the Remuneration Committee of the Non-Executive Directors will be merged to form a single committee; the *Remuneration and Nominations Committee.*	16.5 16.6
Membership	1) As a result of the General Data Protection Regulations the Constitution has been amended to clarify that staff must opt in to become Members of the Trust.	7.1.4

Miscellaneous	1) Additional references have been added to the Trust's Conflicts of Interest Policy (which replaced the Standards of Business Conduct Policy / Code). 2) Out of date NHS terminology has been updated, for example the Health and Social Care Information Centre is now called NHS Digital. 3) References to the 'Secretary' of the Trust have been updated to the 'Company Secretary'. 4) Throughout the Constitution references to the 'trust' has been amended to the 'Trust'. 5) A number of definitions which were missing have been added to the interpretations and definitions section.	11.12 & 16.10.5 5.3.1 17.1 - 1.3

Harrogate and District
NHS Foundation Trust

CONSTITUTION OF HARROGATE AND DISTRICT NHS FOUNDATION TRUST

(A PUBLIC BENEFIT CORPORATION)

Updated in line with the requirements of the Health and Social Care Act 2012

With effect from ~~28~~ TBC August~~February~~ 2018

Table of Contents

1. Interpretation and definitions

1.1. Unless otherwise stated, words or expressions contained in this constitution shall bear the same meaning as in the National Health Service Act 2006 as amended by the Health and Social Care Act 2012.

1.2. Words importing the masculine gender only shall include the feminine gender; words importing the singular shall include the plural and vice-versa.

1.3. In this constitution:

“the 2006 Act”	is the National Health Service Act 2006;
“the 2012 Act”	is the Health and Social Care Act 2012;
"Aaccounting Oofficer"	means the person who from time to time discharges the function specified in section 25(5) of Schedule 7 to the 2006 Act;
"Annual Members' Meeting"	is defined in paragraph 15 of this constitution;
“area of the ~~trust~~Trust”	means the areas specified in Annex A;
“Board of Directors”	means the Board of Directors as constituted in accordance with this constitution;
“CCGs”	means Clinical Commissioning Groups;
“Chairman”	means the individual appointed by the Council of Governors to provide leadership to and chair meetings of the Board of Directors and the Council of Governors;~~.~~
“Company Secretary”	means the individual appointed to perform the duties of the Secretary to the ~~trust~~Trust as defined in section 17 of this constitution;
“constitution”	means this constitution and all annexes to it;
“Council of Governors”	means the Council of Governors as constituted in accordance with this constitution;
“Deputy Chairman of	means the person appointed to preside over

Governors"	meetings of the Council of Governors in the absence of the Chairman and Vice Chairman.
"Director"	means a member of the Board of Directors;
"elected Governors"	means those Governors elected by the public constituencies and the classes within the staff constituency;
"financial year"	means each successive period of twelve months beginning with 1 April;
"Governor"	means a member of the Council of Governors and either being a Public Governor, Staff Governor or Stakeholder Governor;
"Licence"	means the ~~trust~~Trust's licence granted by Monitor under the 2012 Act;
"Medical Practitioners' Staff Class"	means the staff class of the staff staff constituency defined in paragraph 7.3.3 of this constitution;
"NHS Improvement" (formally known as Monitor)	is the body corporate known as Monitor, as provided by Section 61 of the 2012 Act;
"Nursing and Midwifery Staff Class"	means the staff class of the staff constituency defined in paragraph 7.3.2 of this constitution;
"Other Clinical Staff Class"	means the staff class of the staff constituency defined in paragraph 7.3.4 of this constitution;
"Non-Clinical Staff Class"	means the staff class of the staff constituency defined in paragraph 7.2.5 of this constitution;
"Local Authority Governor"	means a member of the Council of Governors appointed by one or more local authorities whose area includes the whole or part of the area of the ~~trust~~Trust;
"member"	means a member of the ~~trust~~Trust;
"the ~~trust~~Trust"	means Harrogate and District NHS Foundation Trust;

"Public Governor"	means a member of the Council of Governors elected by members of the public constituencies;
~~"Secretary"~~	~~means the secretary of the trust~~Trust ~~who could be known as the Company Secretary or any other person appointed to perform the duties of the Secretary;~~
"Senior Independent Director"	means the individual appointed by the Board to act as the Senior Independent Director in accordance with section 16.5 of the constitution;
"Staff Governor"	means a member of the Council of Governors elected by the members of the relevant class within the staff constituency;
"Stakeholder Governor"	means those members of the Council of Governors appointed by the appointing organisations;
"Vexatious Complainant"	a definition can be found within ~~on~~ the ~~Trust~~ Trust's Making Experiences Count Policy; ~~website at http://www.hdft.nhs.uk/about-us/statutory-information/~~
"Vice Chairman"	means the individual appointed by the Council of Governors, to chair in the absence of the Chairman, meetings of the Board of Directors and the Council of Governors.

2 Name

2.1 The name of the foundation ~~trust~~Trust is Harrogate and District NHS Foundation Trust (the ~~trust~~Trust).

3 Principal purpose

3.1 The principal purpose of the ~~trust~~Trust is the provision of goods and services for the purposes of the health service in England.

3.2 The ~~trust~~Trust does not fulfil its principal purpose unless, in each financial year, its total income from the provision of goods and services for the purposes of the health service in England is greater than its total

income from the provision of goods and services for any other purposes.

3.3 The ~~trust~~Trust may provide goods and services for any purposes related to:

3.3.1 the provision of services provided to individuals for or in connection with the prevention, diagnosis or treatment of illness, and

3.3.2 the promotion and protection of public health.

3.4 The ~~trust~~Trust may also carry out activities other than those mentioned in the above paragraph for the purpose of making additional income available in order better to carry on its principal purpose.

4 Powers

4.1 The powers of the ~~trust~~Trust are set out in the 2006 Act, subject to any restrictions in its Licence.

4.2 In particular it may:

4.2.1 acquire and dispose of property;

4.2.2 enter into contracts;

4.2.3 accept gifts of property (including property to be held on ~~trust~~Trust for the purposes of the ~~trust~~Trust or for any purposes relating to the health service); and,

4.2.4 employ staff.

4.3 Any power of the ~~trust~~Trust to pay remuneration and allowances to any person includes the power to make arrangements for providing, or securing the provision of, pensions or gratuities (including those payable by way of compensation for loss of employment or loss or reduction of pay).

4.4 The ~~trust~~Trust may borrow money for the purposes of or in connection with its functions subject to any restrictions imposed by NHS Improvement from time to time.

4.5 The ~~trust~~Trust may invest money (other than money held by it as ~~trust~~Trustee) for the purposes of or in connection with its functions subject to any guidance provided by NHS Improvement. The investment may include investment by:

4.5.1 forming, or participating in forming bodies corporate;

4.5.2 otherwise acquiring membership of bodies corporate.

4.6 The ~~trust~~Trust may give financial assistance (whether by way of loan, guarantee or otherwise) to any person for the purposes of or in connection with its functions.

4.7 The ~~trust~~Trust may raise charitable funds and in doing so, appeal for any contribution, donation, grant, gift money or property.

5 Commitments

5.1 The ~~trust~~Trust shall exercise its functions effectively, efficiently and economically.

5.2 Representative membership

5.2.1 The ~~trust~~Trust shall at all times endeavour to procure membership that, taken as a whole, is representative of those eligible for membership, and in deciding which areas are to be areas of the ~~trust~~Trust, have regard to the need for those eligible for such membership to be representative of those to whom the ~~trust~~Trust provides goods and services. The ~~trust~~Trust shall at all times have in place and pursue a Membership Development Strategy which shall be approved by the Council of Governors, and which shall be reviewed by them from time to time, and in any event, at least every three years.

5.2.2 The Council of Governors shall present to each Annual Members' Meeting:

5.2.2.1 a report on steps taken to procure that, taken as a whole, the actual membership of its constituencies is representative of those eligible for such membership;

5.2.2.2 the progress of a Membership Development Strategy; and,

5.2.2.3 any changes to the Membership Development Strategy.

5.3 Co-operation with external organisations

5.3.1 In exercising its functions the ~~trust~~Trust shall co-operate with other NHS bodies (as defined in Section 275 of the 2006 Act) including the National Institute for Health and Clinical Excellence, ~~and the Health and Social Care Information~~

~~Centre~~NHS Digital, Local Authorities, NHS Improvement, the Care Quality Commission and with other non-health organisations, both statutory and voluntary.

5.4 Respect for rights of people

5.4.1 In conducting its affairs, the ~~trust~~Trust shall respect the rights of members of the community it services, its employees and people dealing with the ~~trust~~Trust as set out in the Charter of Fundamental Rights of the European Union and the NHS Constitution.

5.5 Openness

5.5.1 In conducting its affairs, the ~~trust~~Trust shall have regard to the need to provide information to members and conduct its affairs in an open and accessible way.

6 Framework

6.1 The affairs of the ~~trust~~Trust are to be conducted by the Board of Directors, the Council of Governors and the members in accordance with this constitution. The members, the Council of Governors and the Board of Directors are to have the roles and responsibilities set out in this constitution.

7 Membership and constituencies

7.1 The members of the ~~trust~~Trust are those individuals whose names are entered in the membership database. Every member is either a member of one of the public constituencies or a member of one of the classes of the staff constituency. Subject to this constitution, membership is open to any individual who:

7.1.1 is 16 years of age and over; and

7.1.2 is entitled under this constitution to be a member of a public constituency or a member of the appropriate class within the staff constituency as applicable; and

7.1.3 if applying to be a member of a public constituency, has completed a public membership application form; or

7.1.4 if applying to be a member of a class within the staff constituency, chooses ~~not~~ to opt in~~out~~ to~~of~~ the staff membership scheme.

7.2 Public constituencies

7.2.1 There are six public constituencies covering the area of the ~~trust~~Trust as set out in Annex A. Membership of each of the public constituencies is open to individuals:

7.2.1.1 who live in an area of the ~~trust~~Trust;

7.2.1.2 who are not eligible to be members of the staff constituency;

7.2.1.3 who meet the criteria and have completed the application referred to in paragraph 7.1 above; and

7.2.1.4 who are not otherwise disqualified from membership under paragraph 8 of this constitution.

7.2.2 The minimum number of members in each of the public constituencies is:

200 in Harrogate and surrounding villages;

120 in Ripon and West District;

120 in Knaresborough and East District;

120 in Wetherby and Harewood including Otley and Yeadon, Adel and Wharfedale and Alwoodley Wards;

100 in the rest of North Yorkshire and York; and

50 in the Rest of England.

7.2.3 Those individuals who live in an area of the ~~trust~~Trust are referred to collectively as a public constituency.

7.3 Staff constituency

7.3.1 The staff constituency is to be divided into four classes of individuals as follows:

The Nursing and Midwifery Staff Class;

The Medical Practitioners' Staff Class;

The Other Clinical Staff Class; and

The Non-Clinical Staff Class.

The classes are collectively referred to as the staff constituency. In the case of employment covering a dual role, the primary appointment will determine the relevant class of the staff constituency.

7.3.2 The members of the Nursing and Midwifery Staff Class are individuals who are members of the staff constituency whose regulatory body falls within the remit of the Council for Healthcare Regulatory Excellence established by section 25 of the NHS Reform and Health Care Professions Act 2002 and who are registered with the Nursing and Midwifery Council, and unregistered nursing staff who are employed by the ~~trust~~Trust.

7.3.3 The members of the Medical Practitioners' Staff Class are individuals who are members of the staff constituency who are fully registered persons within the meaning of the Medical Act 1983 or the Dental Act 1984.

7.3.4 The members of the Other Clinical Staff Class are individuals who are members of the staff constituency (other than nurses or midwives referred to in paragraph 7.3.2 above) whose regulatory body falls within the remit of the Council for Healthcare Regulatory Excellence established by section 25 of the NHS Reform and Health Care Professions Act 2002, or are employed by the ~~trust~~Trust to carry out associated clinical duties to support clinical staff.

7.3.5 The members of the Non-Clinical Staff Class are individuals who are members of the staff constituency who do not come within paragraphs 7.3.2, 7.3.3 and 7.3.4 above.

7.3.6 Members of the staff constituency are to be individuals who:

7.3.6.1 are employed by the ~~trust~~Trust under a contract of employment which has no fixed term or a fixed term of at least 12 months; or,

7.3.6.2 have been continuously employed by the ~~trust~~Trust for at least 12 months; and,

7.3.6.3 are not disqualified from membership under paragraph 8 below; and,

7.3.6.4 have been invited by the ~~trust~~Trust to become a member of the relevant class of the staff

constituency and have ~~not~~ informed the ~~trust~~Trust they ~~do not~~ wish to be a member.

7.3.7 The minimum number of members in each class of the staff constituency is:

150 will be registered in the Nursing and Midwifery Staff Class;

15 in the Medical Practitioners' Staff Class;

50 in the Other Clinical Staff Class; and

100 in the Non-Clinical Staff Class.

7.3.8 A person who is eligible to be a member of one of the classes of the staff constituency may not become or continue as a member of the public constituencies and may not become or continue as a member of more than one staff class.

8 Disqualification from membership

8.1 A person may not be a member of the ~~trust~~Trust:

8.1.1 If, in the opinion of the Council of Governors after following proper procedures as required by the ~~trust~~Trust's S~~s~~tanding O~~o~~rders, there are reasonable grounds to believe that they are likely to act in a way detrimental to the interests of the ~~trust~~Trust;

8.1.2 If within the last five years they have perpetrated a serious incident of violence towards any of the ~~trust~~Trust's facilities, employees or volunteers in association with their employment as defined in the ~~trust~~Trust's Violence and Aggression Policy; or

8.1.3 If they are not eligible to be a member in accordance with paragraphs 7.2 and 7.3 of this constitution.

9 Termination of membership

9.1 A member shall cease to be a member if:

9.1.1 they resign by notice to the Foundation Trust Office;

9.1.2 they die;

9.1.3 they are disqualified from membership by paragraph 8;

9.1.4 being a member of a public constituency, they cease to fulfil the requirements of paragraph 7.2; or,

9.1.5 being a member of the staff constituency, they cease to fulfil the requirements of paragraph 7.3.

9.2 Upon ceasing to be a member, any benefits attaching to membership cease immediately.

10 The role of members

10.1 The role of members is to demonstrate their support to the ~~trust~~Trust and should they wish to, and be eligible, stand for election to be a Public Governor or Staff Governor on the Council of Governors.

10.2 To vote on whether to approve amendments to the constitution in relation to the powers and duties of the Council of Governors (or otherwise with respect to the role that the Council of Governors has as part of the ~~trust~~Trust) and to take such other part in the affairs of the ~~trust~~Trust as is provided in this constitution.

10.3 The surpluses or any profits of the ~~trust~~Trust are not to be distributed either directly or indirectly in any way at all among members of the ~~trust~~Trust.

10.4 Members will receive treatment by the ~~trust~~Trust on exactly the same basis as any other NHS patient.

11 The Council of Governors

11.1 The ~~trust~~Trust is to have a Council of Governors. It is to consist of elected Public and Staff Governors and appointed Stakeholder Governors.

11.2 The Council of Governors of the ~~trust~~Trust is to comprise:

11.2.1 Thirteen Public Governors, which must be more than half the total membership of the Council of Governors, are to be elected by the public constituencies as follows:

Area 1 – Harrogate and surrounding villages (five Governors);

Area 2 – Ripon and West District (two Governors);

Area 3 – Knaresborough and East District (two Governors);

Area 4 – Wetherby and Harewood wards and Alwoodley, Adel and Wharfedale and Otley and Yeadon wards (two Governors);

Area 5 – The Rest of North Yorkshire and York (one Governor); and

Area 6 – the Rest of England (one Governor).

11.2.2 Five Staff Governors from each of the following four staff classes are to be elected as follows:

Medical Practitioners' Staff Class (one Governor);

Nursing and Midwifery Staff Class (two Governors);

Other Clinical Staff Class (one Governor); and,

Non-Clinical Staff Class (one Governor).

11.2.3 Six~~even~~ appointed Stakeholder Governors from each of the following:

~~Local Medical Committee Governors to be appointed, one from each appointed by:~~

~~11.2.3.1 Harrogate and Rural District LMC (one Governor), and;~~

11.2.3.1~~2~~ Patient Experience Stakeholder Governor;

~~Local Authority Governors to be appointed, one from each appointed by:~~

11.2.3.2~~3~~ North Yorkshire County Council; ~~and,~~

11.2.3.3~~4~~ Harrogate Borough Council;~~.~~

11.2.3.4~~5~~ A Governor appointed by a local university or research institution;~~.~~

11.2.3.5~~6~~ A Voluntary Organisation Governor ~~appointed by the Council of Voluntary Services (Harrogate and Ripon)~~ appointed by a local voluntary organisation;~~.~~ and,

11.2.3.6~~7~~ A Governor appointed by Harrogate Healthcare Facilities Management Limited.

11.3 Composition of the Council of Governors, subject to the 2006 Act, shall seek to ensure that:

11.3.1 the interests of the community served by the ~~trust~~Trust are appropriately represented; and,

11.3.2 the level of representation of the public constituencies, the staff constituency and the appointed Stakeholder Governors strikes an appropriate balance having regard to their legitimate interest in the ~~trust~~Trust's affairs.

11.4 Elected Governors

11.4.1 Subject to the composition of the Council of Governors, members of the public constituencies may elect any of their number to be Public Governors for that constituency. Members of each of the classes in the staff constituency may elect any of their number to be Staff Governors for that class.

11.4.2 If contested, the elections will take place by secret ballot in accordance with the ~~trust~~Trust's election rules using the single transferable vote system.

11.4.3 The model election rules for the Council of Governors, which govern the elections for elected Governors, are set out in Annex B to this constitution. Any subsequent variation of the model election rules shall not constitute a variation of the terms of this constitution for the purposes of paragraph 27 of this constitution.

11.5 Appointed Stakeholder Governors

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

11.6 Council of Governors – tenure

11.6.1 Elected Governors:

11.6.1.1 shall normally hold office for a period of three years;

11.6.1.2 subject to the next sub-paragraph, are eligible for re-election after the end of that period;

11.6.1.3 may not hold office for more than nine years in total or three terms of office; and

11.6.1.4 An elected Governor who has fulfilled their term of office may not return as a Stakeholder

Governor without a break of one term (three years).

cease to be a Governor if they:

11.6.1.5 cease to hold office;

11.6.1.6 cease to be a member of the public constituency to which they were elected, or;

11.6.1.7 cease to be a member of the class of the staff constituency to which they were elected.

11.6.2 Appointed Stakeholder Governors:

11.6.2.1 shall normally hold office for a maximum period of three years commencing from the date of their appointment;

11.6.2.2 subject to the next sub-paragraph, are eligible for re-appointment after the end of that period;

11.6.2.3 may not hold office for longer than nine years in total or three terms of office; and

11.6.2.4 shall cease to hold office if the appointing organisation terminates their appointment.

11.7 Deputy Chairman of the Council of Governors

11.7.1 The Council of Governors shall elect a Deputy Chairman from amongst the elected Governors. The Deputy Chairman shall preside in the absence of the Chairman and Vice Chairman. The Council of Governors shall operate its own procedure for electing the Deputy Chairman.

11.8 Ineligibility to be a Governor

11.8.1 A person may not become a Governor of the Trust, and if already holding such office will immediately cease to do so if:

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;

11.8.1.2 they are a Director of the ~~trust~~Trust, or a G~~g~~overnor or D~~d~~irector of another NHS Foundation Trust;

11.8.1.3 they are a member who shares the same household as a member of the Board of Directors of the ~~trust~~Trust;

11.8.1.4 they have been adjudged bankrupt or their estate has been sequestrated and in either case they have not been discharged;

11.8.1.5 they have made a composition or arrangement with, or granted a trust deed for, their creditors and have not been discharged in respect of it;

11.8.1.6 they have within the preceding five years been convicted in the British Islands of any offence, and a sentence of imprisonment (whether suspended or not) for a period of three months or more (without the option of a fine) was imposed on them;

11.8.1.7 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~~Trust;

11.8.1.8 they are a person whose tenure of office as the Chairman or as a member or Director of a health service body has been terminated on the grounds that their appointment is not in the interests of the health service, for non-attendance at meetings, or for non-disclosure of a pecuniary interest;

11.8.1.9 they have had their name removed, by a direction under paragraph 10 of the National Health Service (Performers Lists) Regulations 2004 or Section 151 of the 2006 Act (or similar provision elsewhere), and has not subsequently had their name included in such a list;

11.8.1.10 they are not by reason of their health capable of properly performing tasks which are intrinsic to the office for which they are elected or appointed;

11.8.1.11 they are a vexatious complainant of the ~~trust~~Trust, as defined by ~~trust~~Trust policy;

11.8.1.12 they are a vexatious litigant of the ~~trust~~Trust as defined by ~~trust~~Trust policy;

11.8.1.13 they are a family relation or occupant of the same household of a person who is an existing Governor of the ~~trust~~Trust;

11.8.1.14 any amount properly owing to the ~~trust~~Trust by them remains outstanding without good cause;

11.8.1.15 they do not, or cease to, fulfil the eligibility requirements as set out in this constitution.

11.9 Termination of office and removal of Governors

11.9.1 A person holding office as a Governor shall immediately cease to do so if:

11.9.1.1 they resign by notice in writing to the Chairman;

11.9.1.2 they fail to attend half of the Council of Governor meetings in any financial year, unless the other Governors are satisfied that:

11.9.1.2.1 the absences were due to reasonable causes; and

11.9.1.2.2 they will start attending meetings of the ~~trust~~Trust again within such a period as the Council of Governors consider reasonable,

11.9.1.3 in the case of an elected Governor, they cease to be a member of the constituency or class of the constituency by whom they were elected.

11.9.1.4 in the case of an appointed Stakeholder Governor the appointing organisation terminates their appointment;

11.9.1.5 without good reason they have failed to undertake any training which the Council of Governors or ~~trust~~Trust requires Governors to undertake;

11.9.1.6 they have failed to sign and deliver to the Foundation Trust Office a statement in the form

required by the Council of Governors confirming acceptance of the code of conduct for Governors;

11.9.1.7 they refuse to sign the declaration form that they are a member of one of the public constituencies or one of the classes of the staff constituency as the case may be and are not prevented from being a member of the Council of Governors;

11.9.1.8 their name has been placed on a register of Schedule 1 offenders pursuant to the Sex Offences Act 2003 and/or the Children and Young Persons Act 1933 and the conviction is not spent under the Rehabilitation of Offenders Act 1974;

11.9.1.9 they are removed from the Council of Governors by a resolution approved by a majority of 75% (of the remaining Governors) at a quorate meeting of the Council of Governors ~~by two-thirds majority of the remaining Governors~~. The Governor would be permitted to address the Council of Governors in person if they wish to do so but must withdraw from the discussion, decision and voting on the resolution. The Council of Governors would consider a resolution to remove a Governor on the grounds that:

11.9.1.9.1 they have committed a serious breach of the code of conduct, or;

11.9.1.9.2 they have acted in a manner detrimental to the interests of the ~~trust~~Trust which would undermine public confidence; and,

11.9.1.9.3 the Council of Governors considers that it is not in the best interests of the ~~trust~~Trust for them to continue as a Governor.

11.9.2 Special Provisions relating to Termination of Governors' Tenure

11.9.2.1 Any complaint or concern made in respect of a Governor on any of the grounds set out in the Constitution shall be dealt with in line with the Procedure for Management of Governor Conduct Concerns.

11.9.2.2 At any time, the Chairman is authorised to take such interim measures as may be immediately required, including the exclusion of the Governor concerned from a meeting or suspension from duties, on the basis that such measures are necessary to:

11.9.2.2.1 Enable an effective investigation to be undertaken into any concern or complaint about a Governor;

11.9.2.2.2 Address or prevent any significant disruption to the effective operation of any part of the Trust;

11.9.2.2.3 Manage risk to the health or wellbeing of a Governor, employee, volunteer or patient of the Trust;

11.9.2.2.4 Protect the reputation of the Trust or safeguard public confidence in the Trust;

~~11.9.1.9.3~~11.9.2.2.5 Give effect to a proposal by the Council to impose a sanction on a Governor.

11.10 Vacancies amongst Governors

11.10.1 Where a vacancy arises on the Council of Governors for any reason other than expiry of term of office, the following provisions will apply:

11.10.1.1 where the vacancy arises amongst the appointed Stakeholder Governors, the Chairman shall request that the appointing organisation appoint a replacement to hold office for the remainder of the term of office;

11.10.1.2 where the vacancy arises amongst the elected Governors, the Council of Governors shall be at liberty either:

11.10.1.2.1 to call an election within six months, provided that the period of the vacancy exceeds six months; or,

11.10.1.2.2 to invite the next highest polling eligible candidate for that seat at the most recent election, who is willing to take office to fill the seat until the next annual election, at which time the seat will become vacant and subject to election for any un-expired period of the term of office.

11.10.1.3 If no-one is available under 11.10.1.2.2, and the vacancy is for three months or less, the seat will remain vacant until the next scheduled election.

11.11 Expenses and remuneration of Governors

11.11.1 The ~~trust~~Trust may pay travelling and other expenses to Governors at such rates as it decides.

11.11.2 Governors are not to receive remuneration.

11.11.3 The Chairman will agree separate arrangements with each appointing organisation in 11.2.3 to cover the reimbursement costs of the appointed Stakeholder Governor.

11.12 Disclosure of interests

11.12.1 Any Governor who has a material interest in a matter as defined in Annex E and below shall declare such interest to the Council of Governors and it shall be recorded in a register of interests. Further guidance is also available from the Trust's Conflicts of Interest Policy. The Governor in question:

11.12.1.1 shall not be present except with the permission of the Council of Governors in any discussion of the matter; and,

11.12.1.2 shall not vote on the issue (and if by inadvertence they do remain and vote, their vote shall not be counted).

11.12.2 Any Governor who fails to disclose any interest required to be disclosed under the preceding paragraph must permanently vacate their office if required to do so by a majority of the remaining Governors, in accordance with section 11.9.1.

11.12.3 A material interest, as defined in Annex E, is a matter of any interest held by a Governor, their spouse or partner, or member of their immediate family, in any firm or company or business which, in connection with the matter, is trading with the ~~trust~~Trust, or is likely to be considered as a potential trading partner with the ~~trust~~Trust. The exceptions which shall not be treated as material interests are as follows:

11.12.3.1 shares not exceeding 1% of the total shares in issue held in any company whose shares are listed on any public exchange;

11.12.3.2 an employment contract held by Staff Governors;

~~11.12.3.3 an employment contract with a Local Medical Committee;~~

11.12.3.~~3~~4 an employment contract with a Local Authority;

11.12.3.~~4~~5 an employment contract with an educational establishment (a university or research institute) and

11.12.3.~~5~~6 a contract held with a voluntary organisation.

11.12.4 An elected Governor may not vote at a meeting of the Council of Governors unless, before attending their first meeting, they have made a declaration in the form specified by the Council of Governors that they are a member of a public constituency or a member of the classes of the staff constituency and are not prevented from being a Governor of the Council of Governors. An elected Governor shall be deemed to have confirmed the declaration upon attending any subsequent meeting of the Council of Governors.

12 Roles and responsibilities of the Council of Governors

12.1 The general duties of the Council of Governors are:

12.1.1 to hold the Non-Executive Directors individually and collectively to account for the performance of the Board of Directors;

12.1.2 to represent the interests of the members of the ~~trust~~Trust as a whole and the interests of the public;

12.1.3 to appoint or remove the Chairman and the other Non-Executive Directors;

12.1.4 to approve an appointment (by the Non-Executive Directors) of the Chief Executive;

12.1.5 to appoint the Deputy Chairman of the Council of Governors;

12.1.6 to decide the remuneration and allowances, and the other terms and conditions of office, of the Chairman and Non-Executive Directors;

12.1.7 to appoint or remove the ~~trust~~Trust's external auditor selected from an approved list put forward by the Board of Directors;

12.1.8 to consider the annual accounts, any report of the external auditor on them and the annual report;

12.1.9 to provide their views to the Board of Directors when the Board of Directors is preparing the document containing information about the ~~trust~~Trust's forward planning;

12.1.10 to respond as appropriate when consulted by the Board of Directors in accordance with this constitution;

12.1.11 to undertake such functions as the Board of Directors shall from time to time request and which the Council of Governors shall agree;

12.1.12 to prepare, and from time to time to review, the Membership Development Strategy, its policy for the composition of the Council of Governors and of the Non-Executive Directors;

12.1.13 to require one or more Directors to attend a meeting of the Council of Governors for the purpose of obtaining information about the ~~trust~~Trust's performance of its functions or the Directors' performance of their duties (and deciding whether to propose a vote on the ~~trust~~Trust or Directors' performance);

12.1.14 to approve any merger, acquisition, separation or dissolution application in respect of the ~~trust~~Trust before the application is made to NHS Improvement and the entering into of any significant transactions;

12.1.15 to vote on whether to approve the referral of a question by a Governor to any panel appointed by NHS Improvement; and

12.1.16 to approve any proposals to increase by 5% or more of the ~~trust~~Trust's proportion of its total income in any financial year attributable to activities other than the provision of goods and services for the purposes of the health service in England. The proposal may be implemented only if more than half of the members of the Council of Governors of the ~~trust~~Trust voting approve its implementation.

12.2 The Council of Governors will conduct its business at meetings held in accordance with this constitution.

12.3 All Governors will adhere to the policies and procedures of the ~~trust~~Trust, acting in the best interest of the ~~trust~~Trust at all times.

12.4 The ~~trust~~Trust must take steps to secure that the Governors are equipped with the skills and knowledge they require in their capacity as such.

12.5 Any amendments to the constitution in relation to the powers or duties of the Council of Governors (or otherwise in respect of the role that the Council of Governors has as part of the ~~trust~~Trust) must be put to the vote of the members and approved at the Annual Members' Meeting in accordance with paragraphs 27.3 and 27.4 of this constitution.

13 Meetings of the Council of Governors

13.1 The Chairman of the ~~trust~~Trust, or in his absence, the Vice Chairman of the ~~trust~~Trust, or in exceptional circumstances in the absence of both the Chairman and Vice Chairman, the Deputy Chairman of the Council of Governors shall preside at a meeting of the Council of Governors.

13.2 Where a conflict of interest arises for the Chairman and Vice Chairman, the Deputy Chairman of the Council of Governors shall chair that element of the meeting. In the absence of the Deputy Chairman, the Governors shall elect from their members a Governor to chair that element of the meeting. In acting as the Chairman, a Governor shall have a casting vote on that issue.

13.3 Meetings of the Council of Governors are to be open to members of the public except in the following circumstances:

13.3.1 during the consideration of any material or discussion in relation to a named person employed by or proposed to be employed by the ~~trust~~Trust;

13.3.2 during the consideration of any material or discussion in relation to a named person who is, or has been, or is likely to become a patient of the ~~trust~~Trust, or a carer in relation to such a patient; and,

13.3.3 during the consideration of any matter which, by reason of its nature, the Council is satisfied should be dealt with on a confidential basis.

13.4 The Chairman may exclude any person present from a meeting of the Council of Governors if they are interfering or preventing proper conduct of a meeting. In addition the Chairman may exclude any person present from a meeting of the Council of Governors for a breach of the Standing Orders relating to the conduct of meetings.

13.5 For the purposes of obtaining information about the ~~trust~~Trust's performance of its functions, or the Directors' performance of their duties (and deciding whether to propose a vote on the ~~trust~~Trust's or Directors' performance), the Council of Governors may require one or more of the Directors to attend a meeting.

13.6~~5~~ The Council of Governors is to meet at least four times per year, three of which will be general meetings and one the Annual Members' Meeting.

13.7~~6~~ At an Annual Members' Meeting, within six months of the end of the financial year, the Council of Governors are to receive and consider the annual accounts, any report of the external auditor on them and the annual report, see 12.1.8.

13.8~~7~~ The Council of Governors is to adopt its own S~~s~~tanding O~~o~~rders for its practice and procedure, in particular for its procedure at meetings, and these shall be in accordance with Annex D.

13.9~~8~~ 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 vote at a meeting of the Council of Governors unless, within one month of election or appointment, he has made a declaration of eligibility in the form set out at Annex C stating which constituency or section he is a member of and is not prevented from being a member of the Council of Governors by paragraph 8 of Schedule 7 to the 2006 Act or under this constitution.

14 Council of Governors – referral to the Panel

14.1 In this paragraph, the Panel means a panel of persons appointed by NHS Improvement to which a governor of an NHS Foundation Trust may refer a question as to whether the ~~trust~~Trust has failed or is failing:

14.1.1 to act in accordance with its constitution; or

14.1.2 to act in accordance with provision made by or under Chapter 5 of the 2006 Act.

14.2 A Governor may refer a question to the Panel only if more than half of the members of the Council of Governors in attendance at a quorate meeting vote to~~ing~~ approve the referral.

15 Annual Members' Meeting

15.1 The ~~trust~~Trust is to hold an annual meeting of its members (Annual Members' Meeting) within six months of the end of each financial year. The Annual Members' Meeting shall be open to members of the public.

15.2 At the Annual Members' Meeting the Council of Governors shall present to the members (and in respect of presenting the documents referred to in sub-paragraphs 15.2.1 to 15.2.4, at least one member of the Board of Directors must be in attendance):

15.2.1 the annual accounts;

15.2.2 any report of the external auditor;

15.2.3 any report of any other external auditor of the ~~trust~~Trust's affairs;

15.2.4 the annual report;

15.2.5 forward planning information for the next financial year;

15.2.6 a report on steps taken to secure that (taken as a whole) the actual membership of its public constituencies is representative of those eligible for such membership;

15.2.7 the progress of the Membership Development Strategy;

15.2.8 subject to 15.5 below, any proposed changes to the constitution for the composition of the Council of Governors and of the Non-Executive Directors;

15.2.9 a report on the activities of the Remuneration, ~~and~~ Nominations and Conduct Committee within the previous year; and

15.2.10 the results of elections and appointment to the Council of Governors.

15.3 The Council of Governors will invite the external auditor to the Annual Members' Meeting.

15.4 Minutes of every Annual Members' Meeting, of every meeting of the Council of Governors and of every meeting of the Board of Directors are to be kept. Minutes of meetings will be taken at the next meeting and signed by the Chairman of that meeting. The signed minutes will be conclusive evidence of the events of the meeting.

15.5 Any amendments to the constitution in relation to the powers or duties of the Council of Governors (or otherwise in respect of the role that the Council of Governors has as part of the ~~trust~~Trust) must be put to the vote of the members and approved at the Annual Members' Meeting in accordance with paragraphs 27.3 and 27.4 of this constitution.

16 Board of Directors

16.1 The ~~trust~~Trust shall have a Board of Directors. It shall comprise of Executive and Non-Executive Directors.

16.1.1 Non-Executive Directors:

16.1.1.1 a Chairman, who is to be appointed by the Council of Governors; and,

16.1.1.2 a minimum of six Non-Executive Directors who are to be appointed by the Council of Governors.

16.1.2 Executive Directors:

16.1.2.1 a Chief Executive who is to be appointed by the Non-Executive Directors, subject to the approval of the Council of Governors;

16.1.2.2 the Chief Executive shall be the A~~a~~ccounting O~~o~~fficer;

16.1.2.3 a Finance Director;

16.1.2.4 a registered medical practitioner or a registered dentist (within the meaning of the Dentists' Act 1984);

16.1.2.5 a registered nurse or a registered midwife;

16.1.2.6 Two Executive Directors.

16.1.2.7 a Deputy Chief Executive who will be one of the above.

16.1.3 The Non-Executive Directors and Chief Executive will establish and set the Terms of Reference for a Remuneration and Nominations Committee for the appointment of Executive Directors. The committee should consist of the Chairman, the Chief Executive and other Non-Executive Directors. The removal of an Executive Director is subject to the application of the appropriate ~~trust~~Trust policies and procedures.

16.1.4 Only members of the public constituencies who are not disqualified by virtue of paragraph 11.8.1 are eligible for appointment as a Non-Executive Director.

16.2 Appointment and removal of Non-Executive Directors

16.2.1 Non-Executive Directors (including the Chairman) are to be appointed by the Council of Governors. Removal of the Chairman and other Non-Executive Directors shall require the approval of ~~three quarters~~75% of the members of the Council of Governors at a quorate meeting.

16.2.2 The Council of Governors will establish and set the terms of reference for a Remuneration, ~~and~~ Nominations and Conduct Committee. The Committee will normally be chaired by the Chairman. Where the Chairman has a conflict of interest, for example when the Committee is considering the Chairman's re-appointment or remuneration, the Committee will normally be chaired by the ~~a governor member of the committee~~Deputy Chairman of Governors.

~~16.2.2~~16.2.3 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.

~~16.2.3~~16.2.4 The Board of Directors will identify the skills, experience and knowledge required from time to time of any vacant post of Non-Executive Directors (including the Chairman). The Board of Directors will draw on advice from external sources as necessary.

~~16.2.4~~16.2.5 The Council of Governors will have responsibility for the handling of all further aspects of the recruitment process, including any appointment.

~~16.2.5~~16.2.6 The ~~trust~~Trust shall publicly advertise the posts to be filled where determined by the Remuneration, ~~and~~ Nominations and Conduct Committee on the basis of performance or when a Non-Executive Director is approaching their final term of office.

~~16.2.6~~16.2.7 A long list for consideration will be identified by the Remuneration, ~~and~~ Nominations and Conduct Committee. Only those candidates meeting the skills and experience agreed by the Board of Directors will be eligible for appointment.

~~16.2.7~~16.2.8 For the purpose of considering the appointment of Non-Executive Directors the interview panel will include the Chairman, three Governors, at least one of whom will be a Public Governor, an independent external assessor and the Chief Executive, acting in an ex-officio capacity. The Chief Executive and the independent external assessor ha~~ves~~ no vote.

~~16.2.8~~16.2.9 For the purpose of considering the appointment of the Chairman of the ~~trust~~Trust, the interview panel will include four Governors, two of whom will be Public Governors, an independent external assessor and the Chief Executive, acting in an ex-officio capacity. The Chief Executive and the independent external assessor ha~~ves~~ no vote.

16.3 Terms of office of Non-Executive Directors

16.3.1 The Chairman and the Non-Executive Directors are to be appointed for a period of office in accordance with the terms and conditions of office decided by the Council of Governors at a general meeting. Non-Executive Directors will serve a three year period and will not normally exceed a maximum of three terms of office except in exceptional circumstances.

16.3.2 Any terms beyond two terms (six years) should be subject to annual endorsement of the continued appointment by the Council of Governors.

16.4 Board of Directors – roles and responsibilities

16.4.1 The general duty of the Board of Directors, and of each Director individually, is to act with a view to promoting the

success of the ~~trust~~Trust so as to maximise the benefits for the members of the ~~trust~~Trust as a whole and for the public.

16.4.2 The business of the ~~trust~~Trust shall be managed by the Board of Directors who, subject to this constitution, shall exercise all the powers of the ~~trust~~Trust including:

16.4.2.1 to act as the critical decision making body of the ~~trust~~Trust and to be accountable for the subsequent risks and liabilities that rest with this responsibility;

16.4.2.2 to set the strategic direction of the ~~trust~~Trust within the overall limits detailed in the Licence by NHS Improvement;

16.4.2.3 to define its annual and longer-term objectives and agree plans to achieve them;

16.4.2.4 to oversee the delivery of its plan by monitoring performance against objectives and ensuring that corrective action is taken when necessary;

16.4.2.5 to ensure effective financial stewardship through value for money, financial control, financial planning and strategy;

16.4.2.6 to ensure high standards of corporate governance and personal behaviour are maintained in the conduct of business of the ~~trust~~Trust;

16.4.2.7 to ensure appropriate mechanisms for the appointment, appraisal and remuneration of staff;

16.4.2.8 to endeavour to ensure effective dialogue between the ~~trust~~Trust and the local community on its plans and performance and that these are responsive to the needs of the community; and,

16.4.2.9 to work collaboratively with the Council of Governors to ensure that each body understands their respective roles and responsibilities and develop practical ways of engaging and interacting with each other.

16.4.3 A third party dealing in good faith with the ~~trust~~Trust shall not be affected by any defect in the process by which Directors are appointed or any vacancy on the Board of Directors.

16.4.4 All Directors will adhere to the policies and procedures of the ~~trust~~Trust and shall act in the best interests of the ~~trust~~Trust at all times.

16.5 Appointment of the Vice Chairman and Senior Independent Director

16.5.1 For the purposes of enabling the proceedings of the ~~trust~~Trust to be conducted in the absence of the Chairman, the Council of Governors will appoint by simple majority, following a recommendation from the Chairman, a Non-Executive Director to be Vice Chairman for such a period, not exceeding the remainder of their term as a Non-Executive Director of the ~~trust~~Trust.

16.5.2 The Board of Directors, following a recommendation from the Chairman and in consultation with the Council of Governors, will appoint a Non-Executive Director to be Senior Independent Director for such a period, not exceeding the remainder of their term as a Non-Executive Director of the ~~trust~~Trust.

16.6 Remuneration and Nominations Committees

16.6.1 The Remuneration and Nominations Committee of Non-Executive Directors shall decide the terms and conditions of office, including remuneration and allowances, of the Executive Directors (including the Chief Executive). The Director of Workforce and Organisational Development shall be the s~~S~~ecretary to this Committee. The Chief Executive shall be in attendance at the request of the Committee. Neither the Director of Workforce and Organisational Development nor the Chief Executive shall be present to the discussion of their own remuneration.

16.6.2 The Remuneration, ~~and~~ Nominations and Conduct Committee of Governors shall recommend to the Council of Governors the terms and conditions of office, including remuneration and allowances, of the Non-Executive Directors, including the Chairman.

16.6.3 The remuneration for Directors is to be disclosed in the annual report.

16.7 Disqualification

16.7.1 A person may not become or continue as a Director of the ~~trust~~Trust if:

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 have been 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 which, if provided in England, would be a regulated activity;

16.7.1.4 they have been adjudged bankrupt or their estate has been sequestrated and in either case they have not been discharged;

16.1.7.5 they have made a composition or arrangement with, or granted a trust deed for, their creditors and have not been discharged in respect of it;

16.7.1.6 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;

16.7.1.7 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;

16.7.1.8 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;

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

16.7.1.10 they have within the preceding five years been convicted in the British Islands of any offence, and a sentence of imprisonment (whether

suspended or not) for a period of three months or more (without the option of a fine) was imposed on them;

16.7.1.11 any amount properly owing to the ~~trust~~Trust by them remains outstanding without good cause;

16.7.1.12 they are the subject of a disqualification order made under the Company Directors Disqualification Act 1986;

16.7.1.13 in the case of a Non-Executive Director, they are no longer a member of a public constituency;

16.7.1.14 they are a person whose tenure of office as a Chairman or as a member or Director of a health service body has been terminated on the grounds that their appointing is not in the interests of the health service, for non-attendance at meetings or for non-disclosure of a pecuniary interest;

16.7.1.15 they have had their name removed by a direction under paragraph 10 of the National Health Service (Performers Lists) Regulations 2004 or Section 151 of the 2006 Act (or similar provision elsewhere) and have not subsequently had their name included on such a list;

16.7.1.16 they have within the preceding two years been dismissed, for reasons considered to be inappropriate by the ~~trust~~Trust, from any paid employment with a health service body;

16.7.1.17 in the case of a Non-Executive Director they have without good reason failed to fulfil any training requirement established by the Board of Directors;

16.7.1.18 in the case of a Non-Executive Director they have failed to sign and deliver to the Company Secretary, a statement in the form required by the Board of Directors, confirming acceptance of the code of conduct for Directors.

16.8 Meetings of the Board of Directors

16.8.1 Meetings of the Board of Directors shall be open to members of the public unless the Board of Directors decides otherwise in relation to all or part of such meetings having regard to the confidential nature of the business to be transacted, publicity on which would be prejudicial to the public interest. The Chairman may exclude any member of the public and representatives of the press from any meeting or part of meeting of the Board of Directors if they are interfering with or preventing the proper conduct of the meeting.

16.8.2 Before holding a meeting, the Board of Directors must send a copy of the agenda of the meeting and a copy of the draft minutes of the previous meeting to the Council of Governors.

16.8.3 The Board of Directors shall meet at the direction of the Chairman. Standing Oorders govern the proceedings and business of meetings. The proceedings shall not however be invalidated by any vacancy of its membership, or defect in a Director's appointment.

16.9 Committees and delegation

16.9.1 The Board of Directors shall have a schedule of delegation. Any of the powers of the Board may be delegated, whether to a committee, group of Directors, or to an Executive Director, subject to the Board maintaining a list of powers reserved to itself.

16.9.2 The Board of Directors shall appoint an Audit Committee of Non-Executive Directors to monitor the exercise of the external auditor's functions and perform such monitoring, reviewing and other functions as the Board of Directors shall consider appropriate. The Audit Committee shall function pursuant to its terms of reference.

16.10 Conflicts of interest

16.10.1 The duties that a Director has by virtue of being a Director include in particular:

16.10.1.1 a duty to avoid a situation in which the Director has (or can have) a direct or indirect interest that conflicts (or possibly may conflict) with the interests of the ~~trust~~Trust;

16.10.1.2 a duty not to accept a benefit from a third party by reason of being a Director or doing (or not doing) anything in that capacity.

16.10.2 The duty referred to in sub-paragraph 16.10.1.1 of this constitution is not infringed if:

16.10.2.1 the situation cannot reasonably be regarded as likely to give rise to a conflict of interest; or

16.10.2.2 the matter has been authorised in accordance with this constitution.

16.10.3 The duty referred to in sub-paragraph 16.10.1.2 is not infringed if acceptance of the benefit cannot reasonably be regarded as likely to give rise to a conflict of interest.

16.10.4 In sub-paragraph 16.10.1.2 of this constitution. "third party" means a person other than:

16.10.4.1 the ~~trust~~Trust; or

16.10.4.2 a person acting on its behalf.

16.10.5 If a Director has in any way a direct or indirect interest in a proposed transaction or arrangement with the ~~trust~~Trust, which includes a relevant and material interest in a matter as defined in Annex E and at 16.10.10 below, the Director must declare the nature and extent of that interest to the other Directors and it shall be recorded at the earliest opportunity and before the next meeting of the Board of Directors in a register of interests. Further guidance is also available from the Trust's Conflicts of Interest Policy. The Director in question:

16.10.5.1 shall not be present except with the permission of the Board of Directors in any discussion of the matter; and,

16.10.5.1 shall not vote on the issue (and if by inadvertence they do remain and vote, their vote shall not be counted).

16.10.5.3 It shall be a disciplinary offence on the part of a Director wilfully to fail to disclose any interest required to be disclosed under the preceding paragraph.

16.10.6 Any declaration required by this paragraph 16.10 must be made before the ~~trust~~Trust enters into the transaction or arrangement.

16.10.7 If a declaration under this paragraph 16.10 proves to be, or becomes inaccurate or incomplete, a further declaration

must be made.

16.10.8 This paragraph 16.10 of the constitution does not require a declaration of an interest of which the Director is not aware or where the Director is not aware of the transaction or arrangement in question.

16.10.9 A Director need not declare an interest:

16.10.9.1 If it cannot reasonably be regarded as likely to give rise to a conflict of interest;

16.10.9.1 If, or to the extent that, the Directors are already aware of it;

16.10.9.2 If, or to the extent that, it concerns terms of the Director's appointment that have been or are to be considered:

16.10.9.2.1 By a meeting of the Board of Directors; or

16.10.9.2.2 By a committee of the Directors appointed for the purpose under this constitution.

16.10.10 A material interest in a matter, as defined in Annex E, is any interest held by a Director, their spouse or partner, or a member of immediate family, in any firm or company or business which in connection with the matter is trading with the ~~trust~~Trust or is likely to be considered as a potential trading partner with the ~~trust~~Trust. The exceptions which shall not be treated as material interests are as follows:

16.10.10.1 shares not exceeding 1% of the total shares in issue held in any company whose shares are listed on any public exchange; and,

16.10.10.2 an employment contract with an appointing organisation held by a Non-Executive Director.

16.11 Expenses

16.11.1 The ~~trust~~Trust may pay travelling and other expenses to Executive Directors and Non-Executive Directors at such rates as it decides.

17 Roles and responsibilities of the Company Secretary of the ~~trust~~Trust

17.1 The ~~trust~~Trust shall have a Company Secretary. The Company Secretary shall not be a member of the Council of Governors or the Chief Executive or the Finance Director. The ~~Secretary may be styled as the~~ Company Secretary's ~~whose~~ functions shall include responsibility for:

17.1.1 acting as s~~S~~ecretary to the Council of Governors and the Board of Directors and such committees as may from time to time be required by either the Board or Council;

17.1.2 summoning and attending all meetings of the Council of Governors and the Board of Directors and keeping the minutes of those meetings;

17.1.3 keeping the register of members and other registers required by this constitution to be kept;

17.1.4 publishing to members, in appropriate form, information about the ~~trust~~Trust's affairs; and

17.1.5 preparing and sending to NHS Improvement, and any other statutory body, all returns which are required to be made.

18 Registers

18.1 The ~~trust~~Trust is to have:

18.1.1 a register of members showing, in respect of each member, the constituency to which he belongs and, where there are classes within it, the class to which he belongs;

18.1.2 a register of the Council of Governors;

18.1.3 a register of interests of the Council of Governors;

18.1.4 a register of Directors; and

18.1.5 a register of interests of the Board of Directors.

18.2 The Foundation Trust Office shall remove from the register of members the name of any member who ceases to be entitled to be a member under the provisions of this constitution, ~~or opts out under the staff membership scheme,~~ and will add the name of anyone who applies to be and becomes a member.

18.3 The ~~trust~~Trust shall not make any part of its registers available for inspection by members of the public which shows details of any member of the ~~trust~~Trust, if the member so requests.

18.4 So far as the registers are required to be made available:

18.4.1 they are to be available for inspection free of charge at all reasonable times; and

18.4.2 a person who requests a copy of, or extract from, the registers is to be provided with a copy or extract.

18.5 If the person requesting a copy or extract is not a member of the ~~trust~~Trust, the ~~trust~~Trust may impose a reasonable charge for doing so.

19 Public documents

19.1 The following documents of the ~~trust~~Trust are to be available for inspection by members of the public at all reasonable times and shall be available on the ~~trust~~Trust's website, in line with the ~~trust~~Trust's Freedom of Information Policy:

19.1.1 a copy of the current constitution;

19.1.2 a copy of the latest annual accounts and of any report of the external auditor on them;

19.1.3 a copy of the report of any other external auditor of the ~~trust~~Trust's affairs appointed by the Council of Governors;

19.1.4 a copy of the latest annual report;

19.2 The ~~trust~~Trust shall also make the following documents relating to a special administration of the ~~trust~~Trust available for inspection by members of the public free of charge at all reasonable times:

19.2.1 a copy of any order made under section 65D (appointment of ~~trust~~Trust special administrator), 65J (power to extend time), 65KC (action following Secretary of State's rejection of final report), 65L (~~trust~~Trusts coming out of administration) or 65LA (~~trust~~Trusts to be dissolved) of the 2006 Act;

19.2.2 a copy of any report laid under section 65D (appointment of ~~trust~~Trust special administrator) of the 2006 Act;

19.2.3 a copy of any information published under section 65D (appointment of ~~trust~~Trust special administrator) of the 2006 Act;

19.2.4 a copy of any draft report published under section 65F (administrator's draft report) of the 2006 Act;

19.2.5 a copy of any statement provided under section 65F (administrator's draft report) of the 2006 Act;

19.2.6 a copy of any notice published under section 65F (administrator's draft report), 65G (consultation plan), 65H (consultation requirements), 65J (power to extend time), 65KA (NHS Improvement's decision), 65KB (Secretary of State's response to NHS Improvement's decision), 65KC (action following Secretary of State's rejection of final report) or 65KD (Secretary of State's response to re-submitted final report) of the 2006 Act;

19.2.7 a copy of any statement published or provided under section 65G (consultation plan) of the 2006 Act;

19.2.8 a copy of any final report published under section 65I (administrator's final report) of the 2006 Act;

19.2.9 a copy of any statement published under section 65J (power to extend time) or 65KC (action following Secretary of State's rejection of final report) of the 2006 Act; and,

19.2.10 a copy of any information published under section 65M (replacement of ~~trust~~Trust special administration) of the 2006 Act.

19.3 Any person who requests a copy of, or extract from any of the above documents, is to be provided with a copy. If the person requesting a copy or extract is not a member of the ~~trust~~Trust, the ~~trust~~Trust may impose a reasonable charge for doing so.

20 External auditor

20.1 The ~~trust~~Trust is to have an external auditor and is to provide the auditor with every facility and all information which he may reasonably require for the purposes of his functions under Schedule 10 to the 2006 and paragraph 23 of Schedule 7 to the 2006 Act.

20.2 A person may only be appointed as the external auditor if he (or in the case of a firm of each of its members) is a member of one or more of the bodies referred to in paragraph 23 (4) of Schedule 7 to the 2006 Act.

20.3 The Council of Governors at a general meeting shall appoint or remove the ~~trust~~Trust's external auditors.

20.4 The external auditor is to carry out his duties in accordance with Schedule 15 to the 2006 Act and in accordance with any directions

given by NHS Improvement on standards, procedures and techniques to be adopted.

20.5 The Board of Directors shall nominate a list of external auditors to be considered for appointment by the Council of Governors and may resolve that external auditors be appointment to review any other aspect of the ~~trust~~Trust's performance. Any such external auditors are to be appointed by the Council of Governors.

21 Accounts

21.1 The ~~trust~~Trust must keep proper accounts and proper records in relation to the accounts.

21.2 NHS Improvement may, with the approval of the Secretary of State, give directions to the ~~trust~~Trust as to the content and form of the accounts.

21.3 The accounts are to be audited by the ~~trust~~Trust's external auditor.

21.4 The ~~trust~~Trust shall prepare in respect of each financial year annual accounts in such form as NHS Improvement may with the approval of the Secretary of State direct.

21.5 The annual accounts, any report of the external auditor on them, and the annual report are to be presented and considered at a Council of Governors meeting. The ~~trust~~Trust may combine a meeting of the Council of Governors convened for the purposes of this paragraph with the Annual Members' Meeting.

21.6 The ~~trust~~Trust shall lay a copy of the annual accounts, and any report of the external auditor on them, before Parliament and send copies of those documents to NHS Improvement within such period as NHS Improvement may direct.

22 Annual reports, forward plans and non-NHS work

22.1 The ~~trust~~Trust is to prepare annual reports and send them to NHS Improvement.

22.2 The ~~trust~~Trust shall give information as to its forward planning in respect of each financial year to NHS Improvement. The document containing this information is to be prepared by the Directors, and in preparing the document, the Board of Directors must have regard to the views of the Council of Governors.

22.3 Each forward plan must include information about:

22.3.1 the activities other than the provision of goods and services for the purposes of the health service in England that the ~~trust~~Trust proposes to carry on; and.

22.3.2 the income it expects to receive from doing so.

22.4 Where a forward plan contains a proposal that the ~~trust~~Trust carry on an activity of a kind mentioned in sub-paragraph 22.3.1, the Council of Governors must:

22.4.1 determine whether it is satisfied that the carrying on of the activity will not to any significant extent interfere with the fulfilment by the ~~trust~~Trust of its principal purpose or the performance of its other functions; and

22.4.2 notify the Directors of the ~~trust~~Trust of its determination.

22.5 A ~~trust~~Trust which proposes to increase by 5% or more the proportion of its total income in any financial year attributable to activities other than the provision of goods and services for the purposes of the health service in England may implement the proposal only if more than half of the members of the Council of Governors of the ~~trust~~Trust voting approve its implementation.

23 Presentation of the annual accounts and reports to the Governors and members

23.1 The following documents are to be presented to the Council of Governors at a general meeting of the Council of Governors for consideration:

23.1.1 the annual accounts;

23.1.2 any report of the external auditor on them; and

23.1.3 the annual report.

23.2 The documents shall also be presented to the members of the ~~trust~~Trust at the Annual Members' Meeting with at least one member of the Board of Directors in attendance.

23.3 The ~~trust~~Trust may combine a meeting with the Council of Governors convened for the purposes of sub-paragraph 23.1 with the Annual Members' Meeting.

24 Indemnity

24.1 The Council of Governors and the Board of Directors and officers of the ~~trust~~Trust, acting honestly and in good faith, will be indemnified against personal liability incurred in the execution or purported execution of their functions, save where they have acted recklessly. Any costs arising in this way will be met by the ~~trust~~Trust. The ~~trust~~Trust may purchase and maintain insurance against this risk.

25 Execution of documents

25.1 The ~~trust~~Trust is to have a seal, but this is not to be affixed except under the authority of the Board of Directors.

25.2 A document purporting to be duly executed under the ~~trust~~Trust's seal, or to be signed on its behalf, is to be received in evidence and, unless the contrary is proved, taken to be so executed or signed.

26 Dispute resolution procedures

26.1 Other than where specified in the constitution or the S~~s~~tanding O~~o~~rders of the Council of Governors, questions of eligibility, procedure and administrative matters in relation to governorship or meetings of members or Governors shall be determined by the Company Secretary, with the right of appeal to a committee of the Council of Governors convened for the purpose of this, whose decision shall be final and binding except in the case of manifest error.

26.2 Other than where specified in the constitution or the S~~s~~tanding O~~o~~rders for the Board of Directors, questions of procedure and administrative matters in relation to directorship or meetings of Directors shall be determined by the Company Secretary, with the right of appeal to the Board of Directors convened for the purpose of this, whose decision shall be final and binding except in the case of manifest error.

27 Amendment of the constitution

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~~Trust voting approve the amendments; and,

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

27.2 Amendments made under paragraph 27.1 take effect as soon as the conditions in that paragraph are satisfied, but the amendment has no

effect in so far as the constitution would, as a results of the amendment, not accord with schedule 7 of the 2006 Act.

27.3 Where an amendment is made to the constitution in relation to the powers or duties of the Council of Governors, or otherwise with respect to the role that the Council of Governors has as part of the ~~trust~~Trust:

27.3.1 at least one member of the Council of Governors must attend the next Annual Members' Meeting and present the amendment; and,

27.3.2 the ~~trust~~Trust must give the members an opportunity to vote on whether they approve the amendment.

27.4 If more than half of the members voting approve the amendment, the amendment continues to have effect, otherwise it ceases to have effect and the ~~trust~~Trust must take such steps as are necessary as a result.

27.5 Amendments by the ~~trust~~Trust of its constitution are to be notified to NHS Improvement. For the avoidance of doubt, NHS Improvement's functions do not include a power or duty to determine whether or not the constitution as a result of the amendments accords with Schedule 7 of the 2006 Act.

28 Mergers etc. and significant transactions

28.1 The ~~trust~~Trust may only apply for a merger, acquisition, separation or dissolution with the approval of more than half of the members of the Council of Governors.

28.2 The ~~trust~~Trust may enter into a significant transaction only if more than half of the members of the Council of Governors of the ~~trust~~Trust voting approve entering into the transaction.

28.3 Significant transaction means a transaction which would not otherwise require the approval of the Council of Governors under paragraph 28.1 above which meets any one of the criteria below:

Assets:
The gross assets subject to the transaction are greater than 25% of the ~~trust~~Trust's existing gross assets.

Income:
The income attributable to the assets or the contract associated with the transaction is greater than 25% of the ~~trust~~Trust's overall income.

Consideration to total ~~trust~~Trust capital
The gross capital of the company or business being acquired/divested, is greater than 25% of the total capital of

the ~~trust~~Trust following completion, or the effects on the total capital of the ~~trust~~Trust resulting from a transaction.

28.4 For the purposes of this paragraph:

28.4.1 "gross assets" is the total of fixed assets and current assets;

28.4.2 "gross capital" is the market value of the target's shares and debt securities, plus the excess of current liabilities over current assets; and

28.4.3 "total capital" is the taxpayers' equity.

28.5 Material transaction means:

28.4.1 If a transaction meets the criteria above, but the details are greater than 10% of the assets, income or total capital of the ~~trust~~Trust, it is considered to be a material transaction. Material transactions do not require more than half of the Council of Governors to vote to approve entering into the transaction however, the ~~trust~~Trust would undertake consultation with the Council of Governors prior to entering into a material transaction.

29 Head office and website

29.1 The ~~trust~~Trust's head office is at:

29.1.1 Harrogate and District NHS Foundation Trust, Lancaster Park Road, Harrogate, HG2 7SX.

29.2 The ~~trust~~Trust maintains a website, the current address of which is:

29.2.1 www.hdft.nhs.uk

29.3 The ~~trust~~Trust will display its name on the outside of its head office and at every other place at which it carries on business, and on its business letters, notices, advertisements and other publications.

29.4 Changes to the address and website will require a change to the constitution and will need to be approved by the Board of Directors and Council of Governors.

Annex A

1 Area of the ~~trust~~Trust

Eligibility to become a public member will be available to people living within the defined catchment area of the ~~trust~~Trust. This includes residents from the following Local Authority electoral areas (as defined for the purposes of local government elections):

- Harrogate and surrounding villages
- Ripon and West District
- Knaresborough and East District
- Wetherby and Harewood
- Alwoodley
- Otley and Yeadon
- Adel and Wharfedale
- The Rest of North Yorkshire and York
- The Rest of England

Membership will remain valid whilst ever a person resides in the above catchment areas.

Public constituencies with minimum numbers as described in 7.2.2:

Public constituency area 1 – Harrogate and surrounding villages is defined by the following electoral wards of Harrogate District Council:

Killinghall, Ripley, Washburn and Harrogate (including: Stray, Hookstone, Rossett, Pannal, Harlow Moor, Saltergate, New Park, Low Harrogate, High Harrogate, Bilton, Woodfield, Granby and Starbeck).

Public constituency area 2 - Ripon and West District is defined by the following electoral wards of Harrogate District Council:

Pateley Bridge, Mashamshire, Kirkby Malzeard, Nidd Valley, Lower Nidderdale, Bishop Monkton, Wathvale and Ripon (including Spa, Minster and Moorside).

Public constituency area 3 – Knaresborough and East District is defined by the following electoral wards of Harrogate District Council:

Newby, Boroughbridge, Claro, Ouseburn, Ribston, Marston Moor, Spofforth with Lower Wharfedale and Knaresborough (including Scriven Park, East and King James).

Public constituency area 4 – Wetherby, and Harewood including Otley and Yeadon, Adel and Wharfedale and Alwoodley Wards are defined by the Wetherby and Harewood electoral Wards of Leeds City Council.

Public Constituency Area 5 – rest of North Yorkshire and York is defined as those areas not served by public constituency areas 1 – 3.

Public Constituency Area 6 – the rest of England is defined as those areas not served by public constituency areas 1 – 5.

2 Staff constituency as defined in 7.3.1, with minimum numbers as described in 7.3.7

The Nursing and Midwifery Staff Class;

The Medical Practitioners' Staff Class;

The Other Clinical Staff Class; and,

The Non-Clinical Staff Class.

Annex B

MODEL ELECTION RULES

PART 1: INTERPRETATION

1. Interpretation

1.1 In these rules, unless the context otherwise requires:

"*2006 Act*" means the National Health Service Act 2006;

"*corporation*" means the public benefit corporation subject to this constitution;

"*council of governors*" means the council of governors of the corporation;

"*declaration of identity*" has the meaning set out in rule 21.1;

"*election*" means an election by a constituency, or by a class within a constituency, to fill a vacancy among one or more posts on the council of governors;

"*e-voting*" means voting using either the internet, telephone or text message;

"*e-voting information*" has the meaning set out in rule 24.2;

"*ID declaration form*" has the meaning set out in Rule 21.1; "internet voting record" has the meaning set out in rule 26.4(d);

"*internet voting system*" means such computer hardware and software, data other equipment and services as may be provided by the returning officer for the purpose of enabling voters to cast their votes using the internet;

"*lead governor*" means the governor nominated by the corporation to fulfil the role described in Appendix B to The NHS Foundation Trust Code of Governance (NHS Improvement, December 2013) or any later version of such code.

"*list of eligible voters*" means the list referred to in rule 22.1, containing the information in rule 22.2;

"*method of polling*" means a method of casting a vote in a poll, which may be by post, internet, text message or telephone;

"*NHS Improvement*" means the corporate body known as NHS Improvement as provided by section 61 of the 2012 Act;

"*numerical voting code*" has the meaning set out in rule 64.2(b)

"*polling website*" has the meaning set out in rule 26.1;

"*postal voting information*" has the meaning set out in rule 24.1;

"*telephone short code"* means a short telephone number used for the

purposes of submitting a vote by text message;

"*telephone voting facility*" has the meaning set out in rule 26.2;

"*telephone voting record*" has the meaning set out in rule 26.5 (d);

"*text message voting facility*" has the meaning set out in rule 26.3;

"*text voting record*" has the meaning set out in rule 26.6 (d);

"*the telephone voting system*" means such telephone voting facility as may be provided by the returning officer for the purpose of enabling voters to cast their votes by telephone;

"*the text message voting system*" means such text messaging voting facility as may be provided by the returning officer for the purpose of enabling voters to cast their votes by text message;

"*voter ID number*" means a unique, randomly generated numeric identifier allocated to each voter by the Returning Officer for the purpose of e-voting,

"*voting information*" means postal voting information and/or e-voting information

1.2 Other expressions used in these rules and in Schedule 7 to the NHS Act 2006 have the same meaning in these rules as in that Schedule.

PART 2: TIMETABLE FOR ELECTIONS

2. Timetable

2.1 The proceedings at an election shall be conducted in accordance with the following timetable:

Proceeding	Time
Publication of notice of election	Not later than the fortieth day before the day of the close of the poll.
Final day for delivery of nomination forms to returning officer	Not later than the twenty eighth day before the day of the close of the poll.
Publication of statement of nominated candidates	Not later than the twenty seventh day before the day of the close of the poll.
Final day for delivery of notices of withdrawals by candidates from election	Not later than twenty fifth day before the day of the close of the poll.
Notice of the poll	Not later than the fifteenth day before the day of the close of the poll.
Close of the poll	By 5.00pm on the final day of the election.

3. Computation of time

3.1 In computing any period of time for the purposes of the timetable:

(a) a Saturday or Sunday;

(b) Christmas day, Good Friday, or a bank holiday, or

(c) a day appointed for public thanksgiving or mourning,

shall be disregarded, and any such day shall not be treated as a day for the purpose of any proceedings up to the completion of the poll, nor shall the returning officer be obliged to proceed with the counting of votes on such a day.

3.2 In this rule, "bank holiday" means a day which is a bank holiday under the Banking and Financial Dealings Act 1971 in England and Wales.

PART 3: RETURNING OFFICER

4. Returning Officer

4.1 Subject to rule 69, the returning officer for an election is to be appointed by the corporation.

4.2 Where two or more elections are to be held concurrently, the same returning officer may be appointed for all those elections.

5. Staff

5.1 Subject to rule 69, the returning officer may appoint and pay such staff, including such technical advisers, as he or she considers necessary for the purposes of the election.

6. Expenditure

6.1 The corporation is to pay the returning officer:

(a) any expenses incurred by that officer in the exercise of his or her functions under these rules,

(b) such remuneration and other expenses as the corporation may determine.

7. Duty of co-operation

7.1 The corporation is to co-operate with the returning officer in the exercise of his or her functions under these rules.

PART 4: STAGES COMMON TO CONTESTED AND UNCONTESTED ELECTIONS

8. Notice of election

8.1 The returning officer is to publish a notice of the election stating:

(a) the constituency, or class within a constituency, for which the election is being held,

(b) the number of members of the council of governors to be elected from that constituency, or class within that constituency,

(c) the details of any nomination committee that has been established by the corporation,

(d) the address and times at which nomination forms may be obtained;

(e) the address for return of nomination forms (including, where the return of nomination forms in an electronic format will be permitted, the e-mail address for such return) and the date and time by which they must be received by the returning officer,

(f) the date and time by which any notice of withdrawal must be received by the returning officer

(g) the contact details of the returning officer

(h) the date and time of the close of the poll in the event of a contest.

9. Nomination of candidates

9.1 Subject to rule 9.2, each candidate must nominate themselves on a single nomination form.

9.2 The returning officer:

(a) is to supply any member of the corporation with a nomination form, and

(b) is to prepare a nomination form for signature at the request of any member of the corporation,

but it is not necessary for a nomination to be on a form supplied by the returning officer and a nomination can, subject to rule 13, be in an electronic format.

10. Candidate's particulars

10.1 The nomination form must state the candidate's:

(a) full name,

(b) contact address in full (which should be a postal address although an e-mail address may also be provided for the purposes of electronic communication), and

(c) constituency, or class within a constituency, of which the candidate is a member.

11. Declaration of interests

11.1 The nomination form must state:

(a) any financial interest that the candidate has in the corporation, and

(b) whether the candidate is a member of a political party, and if so, which party,

and if the candidate has no such interests, the paper must include a statement to that effect.

12. Declaration of eligibility

12.1 The nomination form must include a declaration made by the candidate:

(a) that he or she is not prevented from being a member of the council of governors by paragraph 8 of Schedule 7 of the 2006 Act or by any provision of the constitution; and,

(b) for a member of the public or patient constituency, of the particulars of his or her qualification to vote as a member of that constituency, or class within that constituency, for which the election is being held.

13. Signature of candidate

13.1 The nomination form must be signed and dated by the candidate, in a manner prescribed by the returning officer, indicating that:

(a) they wish to stand as a candidate,

(b) their declaration of interests as required under rule 11, is true and correct, and

(c) their declaration of eligibility, as required under rule 12, is true and correct.

13.2 Where the return of nomination forms in an electronic format is permitted, the returning officer shall specify the particular signature formalities (if any) that will need to be complied with by the candidate.

14. Decisions as to the validity of nomination

14.1 Where a nomination form is received by the returning officer in accordance

with these rules, the candidate is deemed to stand for election unless and until the returning officer:

(a) decides that the candidate is not eligible to stand,

(b) decides that the nomination form is invalid,

(c) receives satisfactory proof that the candidate has died, or

(d) receives a written request by the candidate of their withdrawal from candidacy.

14.2 The returning officer is entitled to decide that a nomination form is invalid only on one of the following grounds:

(a) that the paper is not received on or before the final time and date for return of nomination forms, as specified in the notice of the election,

(b) that the paper does not contain the candidate's particulars, as required by rule 10;

(c) that the paper does not contain a declaration of the interests of the candidate, as required by rule 11,

(d) that the paper does not include a declaration of eligibility as required by rule 12, or

(e) that the paper is not signed and dated by the candidate, if required by rule 13.

14.3 The returning officer is to examine each nomination form as soon as is practicable after he or she has received it, and decide whether the candidate has been validly nominated.

14.4 Where the returning officer decides that a nomination is invalid, the returning officer must endorse this on the nomination form, stating the reasons for their decision.

14.5 The returning officer is to send notice of the decision as to whether a nomination is valid or invalid to the candidate at the contact address given in the candidate's nomination form. If an e-mail address has been given in the candidate's nomination form (in addition to the candidate's postal address), the returning officer may send notice of the decision to that address.

15. Publication of statement of candidates

15.1 The returning officer is to prepare and publish a statement showing the candidates who are standing for election.

15.2 The statement must show:

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

(b) the declared interests of each candidate standing,

as given in their nomination form.

15.3 The statement must list the candidates standing for election in alphabetical order by surname.

15.4 The returning officer must send a copy of the statement of candidates and copies of the nomination forms to the corporation as soon as is practicable after publishing the statement.

16. Inspection of statement of nominated candidates and nomination forms

16.1 The corporation is to make the statement of the candidates and the nomination forms supplied by the returning officer under rule 15.4 available for inspection by members of the corporation free of charge at all reasonable times.

16.2 If a member of the corporation requests a copy or extract of the statement of candidates or their nomination forms, the corporation is to provide that member with the copy or extract free of charge.

17. Withdrawal of candidates

17.1 A candidate may withdraw from election on or before the date and time for withdrawal by candidates, by providing to the returning officer a written notice of withdrawal which is signed by the candidate and attested by a witness.

18. Method of election

18.1 If the number of candidates remaining validly nominated for an election after any withdrawals under these rules is greater than the number of members to be elected to the council of governors, a poll is to be taken in accordance with Parts 5 and 6 of these rules.

18.2 If the number of candidates remaining validly nominated for an election after any withdrawals under these rules is equal to the number of members to be elected to the council of governors, those candidates are to be declared elected in accordance with Part 7 of these rules.

18.3 If the number of candidates remaining validly nominated for an election after any withdrawals under these rules is less than the number of members to be elected to be council of governors, then:

(a) the candidates who remain validly nominated are to be declared

elected in accordance with Part 7 of these rules, and

(b) the returning officer is to order a new election to fill any vacancy which remains unfilled, on a day appointed by him or her in consultation with the corporation.

19. Poll to be taken by ballot

19.1 The votes at the poll must be given by secret ballot.

19.2 The votes are to be counted and the result of the poll determined in accordance with Part 6 of these rules.

19.3 The corporation may decide that voters within a constituency or class within a constituency, may, subject to rule 19.4, cast their votes at the poll using such different methods of polling in any combination as the corporation may determine.

19.4 The corporation may decide that voters within a constituency or class within a constituency for whom an e-mail address is included in the list of eligible voters may only cast their votes at the poll using an e-voting method of polling.

19.5 Before the corporation decides, in accordance with rule 19.3 that one or more e-voting methods of polling will be made available for the purposes of the poll, the corporation must satisfy itself that:

(a) if internet voting is to be a method of polling, the internet voting system to be used for the purpose of the election is:

(i) configured in accordance with these rules; and

(ii) will create an accurate internet voting record in respect of any voter who casts his or her vote using the internet voting system;

(b) if telephone voting to be a method of polling, the telephone voting system to be used for the purpose of the election is:

(i) configured in accordance with these rules; and

(ii) will create an accurate telephone voting record in respect of any voter who casts his or her vote using the telephone voting system;

(c) if text message voting is to be a method of polling, the text message voting system to be used for the purpose of the election is:

(i) configured in accordance with these rules; and

(ii) will create an accurate text voting record in respect of any voter who casts his or her vote using the text message voting system.

20. The ballot paper

20.1 The ballot of each voter (other than a voter who casts his or her ballot by an e-voting method of polling) is to consist of a ballot paper with the persons remaining validly nominated for an election after any withdrawals under these rules, and no others, inserted in the paper.

20.2 Every ballot paper must specify:

(a) the name of the corporation,

(b) the constituency, or class within a constituency, for which the election is being held,

(c) the number of members of the council of governors to be elected from that constituency, or class within that constituency,

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

(e) instructions on how to vote by all available methods of polling, including the relevant voter's voter ID number if one or more e-voting methods of polling are available,

(f) if the ballot paper is to be returned by post, the address for its return and the date and time of the close of the poll, and

(g) the contact details of the returning officer.

20.3 Each ballot paper must have a unique identifier.

20.4 Each ballot paper must have features incorporated into it to prevent it from being reproduced.

21. The declaration of identity (public and patient constituencies)

21.1 The corporation shall require each voter who participates in an election for a public or patient constituency to make a declaration confirming:

(a) that the voter is the person:
(i) to whom the ballot paper was addressed, and/or

(ii) to whom the voter ID number contained within the e-voting information was allocated,

(b) that he or she has not marked or returned any other voting information in the election, and

(c) the particulars of his or her qualification to vote as a member of the constituency or class within the constituency for which the election is being held,

("declaration of identity")

and the corporation shall make such arrangements as it considers appropriate to facilitate the making and the return of a declaration of identity by each voter, whether by the completion of a paper form ("ID declaration form") or the use of an electronic method.

21.2 The voter must be required to return his or her declaration of identity with his or her ballot.

21.3 The voting information shall caution the voter that if the declaration of identity is not duly returned or is returned without having been made correctly, any vote cast by the voter may be declared invalid.

Action to be taken before the poll

22. List of eligible voters

22.1 The corporation is to provide the returning officer with a list of the members of the constituency or class within a constituency for which the election is being held who are eligible to vote by virtue of rule 27 as soon as is reasonably practicable after the final date for the delivery of notices of withdrawals by candidates from an election.

22.2 The list is to include, for each member:

(a) a postal address; and,

(b) the member's e-mail address, if this has been provided

to which his or her voting information may, subject to rule 22.3, be sent.

22.3 The corporation may decide that the e-voting information is to be sent only by e-mail to those members in the list of eligible voters for whom an e-mail address is included in that list.

23. Notice of poll

23.1 The returning officer is to publish a notice of the poll stating:

(a) the name of the corporation,

(b) the constituency, or class within a constituency, for which the election is being held,

(c) the number of members of the council of governors to be elected from that constituency, or class with that constituency,

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

(e) that the ballot papers for the election are to be issued and returned, if appropriate, by post,

(f) the methods of polling by which votes may be cast at the election by voters in a constituency or class within a constituency, as determined by the corporation in accordance with rule 19.3,

(g) the address for return of the ballot papers,

(h) the uniform resource locator (url) where, if internet voting is a method of polling, the polling website is located;

(i) the telephone number where, if telephone voting is a method of polling, the telephone voting facility is located,

(j) the telephone number or telephone short code where, if text message voting is a method of polling, the text message voting facility is located,

(k) the date and time of the close of the poll,

(l) the address and final dates for applications for replacement voting information, and

(m) the contact details of the returning officer.

24. Issue of voting information by returning officer

24.1 Subject to rule 24.3, as soon as is reasonably practicable on or after the publication of the notice of the poll, the returning officer is to send the following information by post to each member of the corporation named in the list of eligible voters:

(a) a ballot paper and ballot paper envelope,

(b) the ID declaration form (if required),

(c) information about each candidate standing for election, pursuant to rule 61 of these rules, and

(d) a covering envelope;

("postal voting information").

24.2 Subject to rules 24.3 and 24.4, as soon as is reasonably practicable on or after the publication of the notice of the poll, the returning officer is to send the following information by e-mail and/ or by post to each member of the corporation named in the list of eligible voters whom the corporation determines in accordance with rule 19.3 and/ or rule 19.4 may cast his or her vote by an e-voting method of polling:

(a) instructions on how to vote and how to make a declaration of identity (if required),

(b) the voter's voter ID number,

(c) information about each candidate standing for election, pursuant to rule 64 of these rules, or details of where this information is readily available on the internet or available in such other formats as the Returning Officer thinks appropriate, (d) contact details of the returning officer,

("e-voting information").

24.3 The corporation may determine that any member of the corporation shall:

(a) only be sent postal voting information; or

(b) only be sent e-voting information; or

(c) be sent both postal voting information and e-voting information;

for the purposes of the poll.

24.4 If the corporation determines, in accordance with rule 22.3, that the e-voting information is to be sent only by e-mail to those members in the list of eligible voters for whom an e-mail address is included in that list, then the returning officer shall only send that information by e-mail.

24.5 The voting information is to be sent to the postal address and/ or e-mail address for each member, as specified in the list of eligible voters.

25. Ballot paper envelope and covering envelope

25.1 The ballot paper envelope must have clear instructions to the voter printed on it, instructing the voter to seal the ballot paper inside the envelope once the ballot paper has been marked.

25.2 The covering envelope is to have:

(a) the address for return of the ballot paper printed on it, and

(b) pre-paid postage for return to that address.

25.3 There should be clear instructions, either printed on the covering envelope or elsewhere, instructing the voter to seal the following documents inside the covering envelope and return it to the returning officer –

(a) the completed ID declaration form if required, and

(b) the ballot paper envelope, with the ballot paper sealed inside it.

26. E-voting systems

26.1 If internet voting is a method of polling for the relevant election then the returning officer must provide a website for the purpose of voting over the internet (in these rules referred to as "the polling website").

26.2 If telephone voting is a method of polling for the relevant election then the returning officer must provide an automated telephone system for the purpose of voting by the use of a touch-tone telephone (in these rules referred to as “the telephone voting facility”).

26.3 If text message voting is a method of polling for the relevant election then the returning officer must provide an automated text messaging system for the purpose of voting by text message (in these rules referred to as “the text message voting facility”).

26.4 The returning officer shall ensure that the polling website and internet voting system provided will:

(a) require a voter to:

(i) enter his or her voter ID number; and

(ii) where the election is for a public or patient constituency, make a declaration of identity;

in order to be able to cast his or her vote;

(b) specify:

(i) the name of the corporation,

(ii) the constituency, or class within a constituency, for which the election is being held,

(iii) the number of members of the council of governors to be elected from that constituency, or class within that constituency,

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

(v) instructions on how to vote and how to make a declaration of identity,

(vi) the date and time of the close of the poll, and

(vii) the contact details of the returning officer;

(c) prevent a voter from voting for more candidates than he or she is entitled to at the election;

(d) create a record ("internet voting record") that is stored in the internet voting system in respect of each vote cast by a voter using the internet

that comprises of-

(i) the voter's voter ID number;

(ii) the voter's declaration of identity (where required);

(iii) the candidate or candidates for whom the voter has voted; and

(iv) the date and time of the voter's vote,

(e) if the voter's vote has been duly cast and recorded, provide the voter with confirmation of this; and

(f) prevent any voter from voting after the close of poll.

26.5 The returning officer shall ensure that the telephone voting facility and telephone voting system provided will:

(a) require a voter to

(i) enter his or her voter ID number in order to be able to cast his or her vote; and

(ii) where the election is for a public or patient constituency, make a declaration of identity;

(b) specify:

(i) the name of the corporation,

(ii) the constituency, or class within a constituency, for which the election is being held,

(iii) the number of members of the council of governors to be elected from that constituency, or class within that constituency,

(iv) instructions on how to vote and how to make a declaration of identity,

(v) the date and time of the close of the poll, and

(vi) the contact details of the returning officer;

(c) prevent a voter from voting for more candidates than he or she is entitled to at the election;

(d) create a record ("telephone voting record") that is stored in the telephone voting system in respect of each vote cast by a voter using the telephone that comprises of:

(i) the voter's voter ID number;

(ii) the voter's declaration of identity (where required);

(iii) the candidate or candidates for whom the voter has voted; and

(iv) the date and time of the voter's vote

(e) if the voter's vote has been duly cast and recorded, provide the voter

with confirmation of this;

(f) prevent any voter from voting after the close of poll.

26.6 The returning officer shall ensure that the text message voting facility and text messaging voting system provided will:

(a) require a voter to:

(i) provide his or her voter ID number; and

(ii) where the election is for a public or patient constituency, make a declaration of identity;

in order to be able to cast his or her vote;

(b) prevent a voter from voting for more candidates than he or she is entitled to at the election;

(d) create a record ("text voting record") that is stored in the text messaging voting system in respect of each vote cast by a voter by text message that comprises of:

(i) the voter's voter ID number;

(ii) the voter's declaration of identity (where required);

(ii) the candidate or candidates for whom the voter has voted; and

(iii) the date and time of the voter's vote

(e) if the voter's vote has been duly cast and recorded, provide the voter with confirmation of this;

(f) prevent any voter from voting after the close of poll.

The poll

27. Eligibility to vote

27.1 An individual who becomes a member of the corporation on or before the closing date for the receipt of nominations by candidates for the election, is eligible to vote in that election.

28. Voting by persons who require assistance

28.1 The returning officer is to put in place arrangements to enable requests for assistance to vote to be made.

28.2 Where the returning officer receives a request from a voter who requires assistance to vote, the returning officer is to make such arrangements as he or she considers necessary to enable that voter to vote.

29. Spoilt ballot papers and spoilt text message votes

29.1 If a voter has dealt with his or her ballot paper in such a manner that it cannot

be accepted as a ballot paper (referred to as a "spoilt ballot paper"), that voter may apply to the returning officer for a replacement ballot paper.

29.2 On receiving an application, the returning officer is to obtain the details of the unique identifier on the spoilt ballot paper, if he or she can obtain it.

29.3 The returning officer may not issue a replacement ballot paper for a spoilt ballot paper unless he or she:

(a) is satisfied as to the voter's identity; and

(b) has ensured that the completed ID declaration form, if required, has not been returned.

29.4 After issuing a replacement ballot paper for a spoilt ballot paper, the returning officer shall enter in a list ("the list of spoilt ballot papers"):

(a) the name of the voter, and

(b) the details of the unique identifier of the spoilt ballot paper (if that officer was able to obtain it), and

(c) the details of the unique identifier of the replacement ballot paper.

29.5 If a voter has dealt with his or her text message vote in such a manner that it cannot be accepted as a vote (referred to as a "spoilt text message vote"), that voter may apply to the returning officer for a replacement voter ID number.

29.6 On receiving an application, the returning officer is to obtain the details of the voter ID number on the spoilt text message vote, if he or she can obtain it.

29.7 The returning officer may not issue a replacement voter ID number in respect of a spoilt text message vote unless he or she is satisfied as to the voter's identity.

29.8 After issuing a replacement voter ID number in respect of a spoilt text message vote, the returning officer shall enter in a list ("the list of spoilt text message votes"):

(a) the name of the voter, and

(b) the details of the voter ID number on the spoilt text message vote (if that officer was able to obtain it), and

(c) the details of the replacement voter ID number issued to the voter.

30. Lost voting information

30.1 Where a voter has not received his or her voting information by the tenth day before the close of the poll, that voter may apply to the returning officer for replacement voting information.

30.2 The returning officer may not issue replacement voting information in respect of lost voting information unless he or she:

(a) is satisfied as to the voter's identity,

(b) has no reason to doubt that the voter did not receive the original voting information,

(c) has ensured that no declaration of identity, if required, has been returned.

30.3 After issuing replacement voting information in respect of lost voting information, the returning officer shall enter in a list ("the list of lost ballot documents"):

(a) the name of the voter

(b) the details of the unique identifier of the replacement ballot paper, if applicable, and

(c) the voter ID number of the voter.

31. Issue of replacement voting information

31.1 If a person applies for replacement voting information under rule 29 or 30 and a declaration of identity has already been received by the returning officer in the name of that voter, the returning officer may not issue replacement voting information unless, in addition to the requirements imposed by rule 29.3 or 30.2, he or she is also satisfied that that person has not already voted in the election, notwithstanding the fact that a declaration of identity if required has already been received by the returning officer in the name of that voter.

31.2 After issuing replacement voting information under this rule, the returning officer shall enter in a list ("the list of tendered voting information"):

(a) the name of the voter,

(b) the unique identifier of any replacement ballot paper issued under this rule;

(c) the voter ID number of the voter.

32. ID declaration form for replacement ballot papers (public and patient constituencies)

32.1 In respect of an election for a public or patient constituency an ID declaration form must be issued with each replacement ballot paper requiring the voter to make a declaration of identity.

Polling by internet, telephone or text

33. Procedure for remote voting by internet

33.1 To cast his or her vote using the internet, a voter will need to gain access to the polling website by keying in the url of the polling website provided in the voting information.

33.2 When prompted to do so, the voter will need to enter his or her voter ID number.

33.3 If the internet voting system authenticates the voter ID number, the system will give the voter access to the polling website for the election in which the voter is eligible to vote.

33.4 To cast his or her vote, the voter will need to key in a mark on the screen opposite the particulars of the candidate or candidates for whom he or she wishes to cast his or her vote.

33.5 The voter will not be able to access the internet voting system for an election once his or her vote at that election has been cast.

34. Voting procedure for remote voting by telephone

34.1 To cast his or her vote by telephone, the voter will need to gain access to the telephone voting facility by calling the designated telephone number provided in the voter information using a telephone with a touch-tone keypad.

34.2 When prompted to do so, the voter will need to enter his or her voter ID number using the keypad.

34.3 If the telephone voting facility authenticates the voter ID number, the voter will be prompted to vote in the election.

34.4 When prompted to do so the voter may then cast his or her vote by keying in the numerical voting code of the candidate or candidates, for whom he or she wishes to vote.

34.5 The voter will not be able to access the telephone voting facility for an election once his or her vote at that election has been cast.

35. Voting procedure for remote voting by text message

35.1 To cast his or her vote by text message the voter will need to gain access to the text message voting facility by sending a text message to the designated telephone number or telephone short code provided in the voter information.

35.2 The text message sent by the voter must contain his or her voter ID number and the numerical voting code for the candidate or candidates, for whom he or she wishes to vote.

35.3 The text message sent by the voter will need to be structured in accordance with the instructions on how to vote contained in the voter information, otherwise the vote will not be cast.

Procedure for receipt of envelopes, internet votes, telephone votes and text message votes

36. Receipt of voting documents

36.1 Where the returning officer receives:

(a) a covering envelope, or

(b) any other envelope containing an ID declaration form if required, a ballot paper envelope, or a ballot paper,

before the close of the poll, that officer is to open it as soon as is practicable; and rules 37 and 38 are to apply.

36.2 The returning officer may open any covering envelope or any ballot paper envelope for the purposes of rules 37 and 38, but must make arrangements to ensure that no person obtains or communicates information as to:

(a) the candidate for whom a voter has voted, or

(b) the unique identifier on a ballot paper.

36.3 The returning officer must make arrangements to ensure the safety and security of the ballot papers and other documents.

37. Validity of votes

37.1 A ballot paper shall not be taken to be duly returned unless the returning officer is satisfied that it has been received by the returning officer before the close of the poll, with an ID declaration form if required that has been correctly completed, signed and dated.

37.2 Where the returning officer is satisfied that rule 37.1 has been fulfilled, he or she is to:

(a) put the ID declaration form if required in a separate packet, and

(b) put the ballot paper aside for counting after the close of the poll.

37.3 Where the returning officer is not satisfied that rule 37.1 has been fulfilled, he or she is to:

(a) mark the ballot paper "disqualified",

(b) if there is an ID declaration form accompanying the ballot paper, mark it "disqualified" and attach it to the ballot paper,

(c) record the unique identifier on the ballot paper in a list of disqualified documents (the "list of disqualified documents"); and

(d) place the document or documents in a separate packet.

37.4 An internet, telephone or text message vote shall not be taken to be duly returned unless the returning officer is satisfied that the internet voting record, telephone voting record or text voting record (as applicable) has been received by the returning officer before the close of the poll, with a declaration of identity if required that has been correctly made.

37.5 Where the returning officer is satisfied that rule 37.4 has been fulfilled, he or she is to put the internet voting record, telephone voting record or text voting record (as applicable) aside for counting after the close of the poll.

37.6 Where the returning officer is not satisfied that rule 37.4 has been fulfilled, he or she is to:

(a) mark the internet voting record, telephone voting record or text voting record (as applicable) "disqualified",

(b) record the voter ID number on the internet voting record, telephone voting record or text voting record (as applicable) in the list of disqualified documents; and

(c) place the document or documents in a separate packet.

38. Declaration of identity but no ballot paper (public and patient constituency)[1]

38.1 Where the returning officer receives an ID declaration form if required but no ballot paper, the returning officer is to:

(a) mark the ID declaration form "disqualified",

(b) record the name of the voter in the list of disqualified documents, indicating that a declaration of identity was received from the voter without a ballot paper, and

(c) place the ID declaration form in a separate packet.

[1] It should not be possible, technically, to make a declaration of identity electronically without also submitting a vote.

39. De-duplication of votes

39.1 Where different methods of polling are being used in an election, the returning officer shall examine all votes cast to ascertain if a voter ID number has been used more than once to cast a vote in the election.

39.2 If the returning officer ascertains that a voter ID number has been used more than once to cast a vote in the election he or she shall:

(a) only accept as duly returned the first vote received that was cast using the relevant voter ID number; and

(b) mark as "disqualified" all other votes that were cast using the relevant voter ID number

39.3 Where a ballot paper is disqualified under this rule the returning officer shall:

(a) mark the ballot paper "disqualified",

(b) if there is an ID declaration form accompanying the ballot paper, mark it "disqualified" and attach it to the ballot paper,

(c) record the unique identifier and the voter ID number on the ballot paper in the list of disqualified documents;

(d) place the document or documents in a separate packet; and

(e) disregard the ballot paper when counting the votes in accordance with these rules.

39.4 Where an internet voting record, telephone voting record or text voting record is disqualified under this rule the returning officer shall:

(a) mark the internet voting record, telephone voting record or text voting record (as applicable) "disqualified",

(b) record the voter ID number on the internet voting record, telephone voting record or text voting record (as applicable) in the list of disqualified documents;

(c) place the internet voting record, telephone voting record or text voting record (as applicable) in a separate packet, and

(d) disregard the internet voting record, telephone voting record or text voting record (as applicable) when counting the votes in accordance with these rules.

40. Sealing of packets

40.1 As soon as is possible after the close of the poll and after the completion of the procedure under rules 37 and 38, the returning officer is to seal the

packets containing:

(a) the disqualified documents, together with the list of disqualified documents inside it,

(b) the ID declaration forms, if required,

(c) the list of spoilt ballot papers and the list of spoilt text message votes,

(d) the list of lost ballot documents,

(e) the list of eligible voters, and

(f) the list of tendered voting information

and ensure that complete electronic copies of the internet voting records, telephone voting records and text voting records created in accordance with rule 26 are held in a device suitable for the purpose of storage.

PART 6: COUNTING THE VOTES

STV41. Interpretation of Part 6

STV41.1 In Part 6 of these rules:

"ballot document" means a ballot paper, internet voting record, telephone voting record or text voting record.

"continuing candidate" means any candidate not deemed to be elected, and not excluded,

"count" means all the operations involved in counting of the first preferences recorded for candidates, the transfer of the surpluses of elected candidates, and the transfer of the votes of the excluded candidates,

"deemed to be elected" means deemed to be elected for the purposes of counting of votes but without prejudice to the declaration of the result of the poll,

"mark" means a figure, an identifiable written word, or a mark such as "X",

"non-transferable vote" means a ballot document:

(a) on which no second or subsequent preference is recorded for a continuing candidate,

or

(b) which is excluded by the returning officer under rule STV49,

"preference" as used in the following contexts has the meaning assigned below:

(a) "first preference" means the figure "1" or any mark or word which clearly indicates a first (or only) preference

(b) "next available preference" means a preference which is the second, or as the case may be, subsequent preference recorded in consecutive order for a continuing candidate (any candidate who is deemed to be elected or is excluded thereby being ignored); and

(c) in this context, a "second preference" is shown by the figure "2" or any mark or word which clearly indicates a second preference, and a third preference by the figure "3" or any mark or word which clearly indicates a third preference, and so on,

"quota" means the number calculated in accordance with rule STV46,

"surplus" means the number of votes by which the total number of votes for any candidate (whether first preference or transferred votes, or a

combination of both) exceeds the quota; but references in these rules to the transfer of the surplus means the transfer (at a transfer value) of all transferable ballot documents from the candidate who has the surplus,

"stage of the count" means:

(a) the determination of the first preference vote of each candidate,

(b) the transfer of a surplus of a candidate deemed to be elected, or

(c) the exclusion of one or more candidates at any given time,

"transferable vote" means a ballot document on which, following a first preference, a second or subsequent preference is recorded in consecutive numerical order for a continuing candidate,

"transferred vote" means a vote derived from a ballot document on which a second or subsequent preference is recorded for the candidate to whom that ballot document has been transferred, and

"transfer value" means the value of a transferred vote calculated in accordance with rules STV47.4 or STV47.7.

42. Arrangements for counting of the votes

42.1 The returning officer is to make arrangements for counting the votes as soon as is practicable after the close of the poll.

42.2 The returning officer may make arrangements for any votes to be counted using vote counting software where:

(a) the board of directors and the council of governors of the corporation have approved:

(i) the use of such software for the purpose of counting votes in the relevant election, and

(ii) a policy governing the use of such software, and

(b) the corporation and the returning officer are satisfied that the use of such software will produce an accurate result.

43. The count

43.1 The returning officer is to:

(a) count and record the number of:

(iii) ballot papers that have been returned; and

(iv) the number of internet voting records, telephone voting records and/or text voting records that have been created, and

(b) count the votes according to the provisions in this Part of the rules

and/or the provisions of any policy approved pursuant to rule 42.2(ii) where vote counting software is being used.

43.2 The returning officer, while counting and recording the number of ballot papers, internet voting records, telephone voting records and/or text voting records and counting the votes, must make arrangements to ensure that no person obtains or communicates information as to the unique identifier on a ballot paper or the voter ID number on an internet voting record, telephone voting record or text voting record.

43.3 The returning officer is to proceed continuously with counting the votes as far as is practicable.

STV44. Rejected ballot papers and rejected text voting records

STV44.1 Any ballot paper:

(a) which does not bear the features that have been incorporated into the other ballot papers to prevent them from being reproduced,

(b) on which the figure "1" standing alone is not placed so as to indicate a first preference for any candidate,

(c) on which anything is written or marked by which the voter can be identified except the unique identifier, or

(d) which is unmarked or rejected because of uncertainty,

shall be rejected and not counted, but the ballot paper shall not be rejected by reason only of carrying the words "one", "two", "three" and so on, or any other mark instead of a figure if, in the opinion of the returning officer, the word or mark clearly indicates a preference or preferences.

STV44.2 The returning officer is to endorse the word "rejected" on any ballot paper which under this rule is not to be counted.

STV44.3 Any text voting record:

(a) on which the figure "1" standing alone is not placed so as to indicate a first preference for any candidate,

(b) on which anything is written or marked by which the voter can be identified except the unique identifier, or

(c) which is unmarked or rejected because of uncertainty,

shall be rejected and not counted, but the text voting record shall not be rejected by reason only of carrying the words "one", "two", "three" and so on, or any other mark instead of a figure if, in the opinion of the returning officer, the word or mark clearly indicates a preference or preferences.

STV44.4 The returning officer is to endorse the word "rejected" on any text voting record which under this rule is not to be counted.

STV44.5 The returning officer is to draw up a statement showing the number of ballot papers rejected by him or her under each of the subparagraphs (a) to (d) of rule STV44.1 and the number of text voting records rejected by him or her under each of the sub-paragraphs (a) to (c) of rule STV44.3.

FPP44. Rejected ballot papers and rejected text voting records

FPP44.1 Any ballot paper:

(a) which does not bear the features that have been incorporated into the other ballot papers to prevent them from being reproduced,

(b) on which votes are given for more candidates than the voter is entitled to vote,

(c) on which anything is written or marked by which the voter can be identified except the unique identifier, or

(d) which is unmarked or rejected because of uncertainty,

shall, subject to rules FPP44.2 and FPP44.3, be rejected and not counted.

FPP44.2 Where the voter is entitled to vote for more than one candidate, a ballot paper is not to be rejected because of uncertainty in respect of any vote where no uncertainty arises, and that vote is to be counted.

FPP44.3 A ballot paper on which a vote is marked:

(a) elsewhere than in the proper place,

(b) otherwise than by means of a clear mark,

(c) by more than one mark,

is not to be rejected for such reason (either wholly or in respect of that vote) if an intention that the vote shall be for one or other of the candidates clearly appears, and the way the paper is marked does not itself identify the voter and it is not shown that he or she can be identified by it.

FPP44.4 The returning officer is to:

(a) endorse the word “rejected” on any ballot paper which under this rule is not to be counted, and

(b) in the case of a ballot paper on which any vote is counted under rules FPP44.2 and FPP 44.3, endorse the words “rejected in part” on the ballot paper and indicate which vote or votes have been counted.

FPP44.5 The returning officer is to draw up a statement showing the number of rejected ballot papers under the following headings:

(a) does not bear proper features that have been incorporated into the ballot paper,

(b) voting for more candidates than the voter is entitled to,

(c) writing or mark by which voter could be identified, and

(d) unmarked or rejected because of uncertainty,

and, where applicable, each heading must record the number of ballot papers rejected in part.

FPP44.6 Any text voting record:

(a) on which votes are given for more candidates than the voter is entitled to vote,

(b) on which anything is written or marked by which the voter can be identified except the voter ID number, or

(c) which is unmarked or rejected because of uncertainty,

shall, subject to rules FPP44.7 and FPP44.8, be rejected and not counted.

FPP44.7 Where the voter is entitled to vote for more than one candidate, a text voting record is not to be rejected because of uncertainty in respect of any vote where no uncertainty arises, and that vote is to be counted.

FPP448 A text voting record on which a vote is marked:

(a) otherwise than by means of a clear mark,

(b) by more than one mark,

is not to be rejected for such reason (either wholly or in respect of that vote) if an intention that the vote shall be for one or other of the candidates clearly appears, and the way the text voting record is marked does not itself identify the voter and it is not shown that he or she can be identified by it.

FPP44.9 The returning officer is to:

(a) endorse the word “rejected” on any text voting record which under this rule is not to be counted, and

(b) in the case of a text voting record on which any vote is counted under rules FPP44.7 and FPP 44.8, endorse the words “rejected in part” on the text voting record and indicate which vote or votes have been counted.

FPP44.10 The returning officer is to draw up a statement showing the number of rejected text voting records under the following headings:

(a) voting for more candidates than the voter is entitled to,

(b) writing or mark by which voter could be identified, and

(c) unmarked or rejected because of uncertainty,

and, where applicable, each heading must record the number of text voting records rejected in part.

STV45. First stage

STV45.1 The returning officer is to sort the ballot documents into parcels according to the candidates for whom the first preference votes are given.

STV45.2 The returning officer is to then count the number of first preference votes given on ballot documents for each candidate, and is to record those numbers.

STV45.3 The returning officer is to also ascertain and record the number of valid ballot documents.

STV46. The quota

STV46.1 The returning officer is to divide the number of valid ballot documents by a number exceeding by one the number of members to be elected.

STV46.2 The result, increased by one, of the division under rule STV46.1 (any fraction being disregarded) shall be the number of votes sufficient to secure the election of a candidate (in these rules referred to as "the quota").

STV46.3 At any stage of the count a candidate whose total votes equals or exceeds the quota shall be deemed to be elected, except that any election where there is only one vacancy a candidate shall not be deemed to be elected until the procedure set out in rules STV47.1 to STV47.3 has been complied with.

STV47. Transfer of votes

STV47.1 Where the number of first preference votes for any candidate exceeds the quota, the returning officer is to sort all the ballot documents on which first preference votes are given for that candidate into sub- parcels so that they are grouped:

(a) according to next available preference given on those ballot documents for any continuing candidate, or

(b) where no such preference is given, as the sub-parcel of non-transferable votes.

STV47.2 The returning officer is to count the number of ballot documents in each parcel referred to in rule STV47.1.

STV47.3 The returning officer is, in accordance with this rule and rule STV48, to transfer each sub-parcel of ballot documents referred to in rule STV47.1(a) to the candidate for whom the next available preference is given on those ballot documents.

STV47.4 The vote on each ballot document transferred under rule STV47.3 shall be at a value ("the transfer value") which:

(a) reduces the value of each vote transferred so that the total value of

all such votes does not exceed the surplus, and

(b) is calculated by dividing the surplus of the candidate from whom the votes are being transferred by the total number of the ballot documents on which those votes are given, the calculation being made to two decimal places (ignoring the remainder if any).

STV47.5 Where at the end of any stage of the count involving the transfer of ballot documents, the number of votes for any candidate exceeds the quota, the returning officer is to sort the ballot documents in the sub-parcel of transferred votes which was last received by that candidate into separate sub-parcels so that they are grouped:

(a) according to the next available preference given on those ballot documents for any continuing candidate, or

(b) where no such preference is given, as the sub-parcel of non-transferable votes.

STV47.6 The returning officer is, in accordance with this rule and rule STV48, to transfer each sub-parcel of ballot documents referred to in rule STV47.5(a) to the candidate for whom the next available preference is given on those ballot documents.

STV47.7 The vote on each ballot document transferred under rule STV47.6 shall be at:

(a) a transfer value calculated as set out in rule STV47.4(b), or

(b) at the value at which that vote was received by the candidate from whom it is now being transferred,

whichever is the less.

STV47.8 Each transfer of a surplus constitutes a stage in the count.

STV47.9 Subject to rule STV47.10, the returning officer shall proceed to transfer transferable ballot documents until no candidate who is deemed to be elected has a surplus or all the vacancies have been filled.

STV47.10 Transferable ballot documents shall not be liable to be transferred where any surplus or surpluses which, at a particular stage of the count, have not already been transferred, are:

(a) less than the difference between the total vote then credited to the continuing candidate with the lowest recorded vote and the vote of the candidate with the next lowest recorded vote, or

(b) less than the difference between the total votes of the two or more continuing candidates, credited at that stage of the count with the lowest recorded total numbers of votes and the candidate next above such candidates.

STV47.11 This rule does not apply at an election where there is only one vacancy.

STV48. Supplementary provisions on transfer

STV48.1 If, at any stage of the count, two or more candidates have surpluses, the transferable ballot documents of the candidate with the highest surplus shall be transferred first, and if:

(a) The surpluses determined in respect of two or more candidates are equal, the transferable ballot documents of the candidate who had the highest recorded vote at the earliest preceding stage at which they had unequal votes shall be transferred first, and

(b) the votes credited to two or more candidates were equal at all stages of the count, the returning officer shall decide between those candidates by lot, and the transferable ballot documents of the candidate on whom the lot falls shall be transferred first.

STV48.2 The returning officer shall, on each transfer of transferable ballot documents under rule STV47:

(a) record the total value of the votes transferred to each candidate,

(b) add that value to the previous total of votes recorded for each candidate and record the new total,

(c) record as non-transferable votes the difference between the surplus and the total transfer value of the transferred votes and add that difference to the previously recorded total of non-transferable votes, and

(d) compare:

(i) the total number of votes then recorded for all of the candidates, together with the total number of non-transferable votes, with

(ii) the recorded total of valid first preference votes.

STV48.3 All ballot documents transferred under rule STV47 or STV49 shall be clearly marked, either individually or as a sub-parcel, so as to indicate the transfer value recorded at that time to each vote on that ballot document or, as the case may be, all the ballot documents in that sub-parcel.

STV48.4 Where a ballot document is so marked that it is unclear to the returning officer at any stage of the count under rule STV47 or STV49 for which candidate the next preference is recorded, the returning officer shall treat any vote on that ballot document as a non-transferable vote; and votes on a ballot document shall be so treated where, for example, the names of two or more candidates (whether continuing candidates or not) are so marked that, in the opinion of the returning officer, the same order of preference is indicated or the numerical sequence is broken.

STV49. Exclusion of candidates

STV49.1 If:

(a) all transferable ballot documents which under the provisions of rule STV47 (including that rule as applied by rule STV49.11) and this rule are required to be transferred, have been transferred, and

(b) subject to rule STV50, one or more vacancies remain to be filled, the returning officer shall exclude from the election at that stage the candidate with the then lowest vote (or, where rule STV49.12 applies, the candidates with the then lowest votes).

STV9.2 The returning officer shall sort all the ballot documents on which first preference votes are given for the candidate or candidates excluded under rule STV49.1 into two sub-parcels so that they are grouped as:

(a) ballot documents on which a next available preference is given, and

(b) ballot documents on which no such preference is given (thereby including ballot documents on which preferences are given only for candidates who are deemed to be elected or are excluded).

STV49.3 The returning officer shall, in accordance with this rule and rule STV48, transfer each sub-parcel of ballot documents referred to in rule STV49.2 to the candidate for whom the next available preference is given on those ballot documents.

STV49.4 The exclusion of a candidate, or of two or more candidates together, constitutes a further stage of the count.

STV49.5 If, subject to rule STV50, one or more vacancies still remain to be filled, the returning officer shall then sort the transferable ballot documents, if any, which had been transferred to any candidate excluded under rule STV49.1 into sub- parcels according to their transfer value.

STV49.6 The returning officer shall transfer those ballot documents in the sub-parcel of transferable ballot documents with the highest transfer value to the continuing candidates in accordance with the next available preferences given on those ballot documents (thereby passing over candidates who are deemed to be elected or are excluded).

STV49.7 The vote on each transferable ballot document transferred under rule STV49.6 shall be at the value at which that vote was received by the candidate excluded under rule STV49.1.

STV49.8 Any ballot documents on which no next available preferences have been expressed shall be set aside as non-transferable votes.

STV49.9 After the returning officer has completed the transfer of the ballot documents in the sub-parcel of ballot documents with the highest transfer value he or she shall proceed to transfer in the same way the sub-parcel of ballot

documents with the next highest value and so on until he has dealt with each sub-parcel of a candidate excluded under rule STV49.1.

STV49.10 The returning officer shall after each stage of the count completed under this rule:

(a) record:

(i) the total value of votes, or

(ii) the total transfer value of votes transferred to each candidate,

(b) add that total to the previous total of votes recorded for each candidate and record the new total,

(c) record the value of non-transferable votes and add that value to the previous non-transferable votes total, and

(d) compare:

(i) the total number of votes then recorded for each candidate together with the total number of non-transferable votes, with

(ii) the recorded total of valid first preference votes.

STV49.11 If after a transfer of votes under any provision of this rule, a candidate has a surplus, that surplus shall be dealt with in accordance with rules STV47.5 to STV47.10 and rule STV48.

STV49.12 Where the total of the votes of the two or more lowest candidates, together with any surpluses not transferred, is less than the number of votes credited to the next lowest candidate, the returning officer shall in one operation exclude such two or more candidates.

STV49.13 If when a candidate has to be excluded under this rule, two or more candidates each have the same number of votes and are lowest:

(a) regard shall be had to the total number of votes credited to those candidates at the earliest stage of the count at which they had an unequal number of votes and the candidate with the lowest number of votes at that stage shall be excluded, and

(b) where the number of votes credited to those candidates was equal at all stages, the returning officer shall decide between the candidates by lot and the candidate on whom the lot falls shall be excluded.

STV50. Filling of last vacancies

STV50.1 Where the number of continuing candidates is equal to the number of vacancies remaining unfilled the continuing candidates shall thereupon be deemed to be elected.

STV50.2 Where only one vacancy remains unfilled and the votes of any one

continuing candidate are equal to or greater than the total of votes credited to other continuing candidates together with any surplus not transferred, the candidate shall thereupon be deemed to be elected.

STV50.3 Where the last vacancies can be filled under this rule, no further transfer of votes shall be made.

STV51. Order of election of candidates

STV51.1 The order in which candidates whose votes equal or exceed the quota are deemed to be elected shall be the order in which their respective surpluses were transferred, or would have been transferred but for rule STV47.10.

STV51.2 A candidate credited with a number of votes equal to, and not greater than, the quota shall, for the purposes of this rule, be regarded as having had the smallest surplus at the stage of the count at which he obtained the quota.

STV51.3 Where the surpluses of two or more candidates are equal and are not required to be transferred, regard shall be had to the total number of votes credited to such candidates at the earliest stage of the count at which they had an unequal number of votes and the surplus of the candidate who had the greatest number of votes at that stage shall be deemed to be the largest.

STV51.4 Where the number of votes credited to two or more candidates were equal at all stages of the count, the returning officer shall decide between them by lot and the candidate on whom the lot falls shall be deemed to have been elected first.

FPP51. Equality of votes

FPP51.1 Where, after the counting of votes is completed, an equality of votes is found to exist between any candidates and the addition of a vote would entitle any of those candidates to be declared elected, the returning officer is to decide between those candidates by a lot, and proceed as if the candidate on whom the lot falls had received an additional vote.

FPP52. Declaration of result for contested elections

FPP52.1 In a contested election, when the result of the poll has been ascertained, the returning officer is to:

(a) declare the candidate or candidates whom more votes have been given than for the other candidates, up to the number of vacancies to be filled on the council of governors from the constituency, or class within a constituency, for which the election is being held to be elected,

(b) give notice of the name of each candidate who he or she has declared elected:

(i) where the election is held under a proposed constitution pursuant to powers conferred on the [insert name] NHS Trust by section 33(4) of the 2006 Act, to the chairman of the NHS Trust, or

(ii) in any other case, to the chairman of the corporation; and

(c) give public notice of the name of each candidate whom he or she has declared elected.

FPP52.2 The returning officer is to make:

(a) the total number of votes given for each candidate (whether elected or not), and

(b) the number of rejected ballot papers under each of the headings in rule FPP44.5,

(c) the number of rejected text voting records under each of the headings in rule FPP44.10,

available on request.

STV52. Declaration of result for contested elections

STV52.1 In a contested election, when the result of the poll has been ascertained, the returning officer is to:

(a) declare the candidates who are deemed to be elected under Part 6 of these rules as elected,

(b) give notice of the name of each candidate who he or she has declared elected –

(i) where the election is held under a proposed constitution pursuant to powers conferred on the [insert name] NHS Trust by section 33(4) of the 2006 Act, to the chairman of the NHS Trust, or

(ii) in any other case, to the chairman of the corporation, and

(c) give public notice of the name of each candidate who he or she has declared elected.

STV52.2 The returning officer is to make:

(a) the number of first preference votes for each candidate whether elected or not,

(b) any transfer of votes,

(c) the total number of votes for each candidate at each stage of the count at which such transfer took place,

(d) the order in which the successful candidates were elected, and

(e) the number of rejected ballot papers under each of the headings in rule STV44.1,

(f) the number of rejected text voting records under each of the headings in rule STV44.3,

available on request.

53. Declaration of result for uncontested elections

53.1 In an uncontested election, the returning officer is to as soon as is practicable after final day for the delivery of notices of withdrawals by candidates from the election:

(a) declare the candidate or candidates remaining validly nominated to be elected,

(b) give notice of the name of each candidate who he or she has declared elected to the chairman of the corporation, and

(c) give public notice of the name of each candidate who he or she has declared elected.

PART 8: DISPOSAL OF DOCUMENTS

54. Sealing up of documents relating to the poll

54.1 On completion of the counting at a contested election, the returning officer is to seal up the following documents in separate packets:

(a) the counted ballot papers, internet voting records, telephone voting records and text voting records,

(b) the ballot papers and text voting records endorsed with "rejected in part",

(c) the rejected ballot papers and text voting records, and

(d) the statement of rejected ballot papers and the statement of rejected text voting records,

and ensure that complete electronic copies of the internet voting records, telephone voting records and text voting records created in accordance with rule 26 are held in a device suitable for the purpose of storage.

54.2 The returning officer must not open the sealed packets of:

(a) the disqualified documents, with the list of disqualified documents inside it,

(b) the list of spoilt ballot papers and the list of spoilt text message votes,

(c) the list of lost ballot documents, and

(d) the list of eligible voters,

or access the complete electronic copies of the internet voting records, telephone voting records and text voting records created in accordance with rule 26 and held in a device suitable for the purpose of storage.

54.3 The returning officer must endorse on each packet a description of:

(a) its contents,

(b) the date of the publication of notice of the election,

(c) the name of the corporation to which the election relates, and

(d) the constituency, or class within a constituency, to which the election relates.

55. Delivery of documents

55.1 Once the documents relating to the poll have been sealed up and endorsed pursuant to rule 56, the returning officer is to forward them to the chair of the corporation.

56. Forwarding of documents received after close of the poll

56.1 Where:

(a) any voting documents are received by the returning officer after the close of the poll, or

(b) any envelopes addressed to eligible voters are returned as undelivered too late to be resent, or

(c) any applications for replacement voting information are made too late to enable new voting information to be issued,

the returning officer is to put them in a separate packet, seal it up, and endorse and forward it to the chairman of the corporation.

57. Retention and public inspection of documents

57.1 The corporation is to retain the documents relating to an election that are forwarded to the chair by the returning officer under these rules for one year, and then, unless otherwise directed by the board of directors of the corporation, cause them to be destroyed.

57.2 With the exception of the documents listed in rule 58.1, the documents relating to an election that are held by the corporation shall be available for inspection by members of the public at all reasonable times.

57.3 A person may request a copy or extract from the documents relating to an election that are held by the corporation, and the corporation is to provide it, and may impose a reasonable charge for doing so.

58. Application for inspection of certain documents relating to an election

58.1 The corporation may not allow:

(a) the inspection of, or the opening of any sealed packet containing –

(i) any rejected ballot papers, including ballot papers rejected in part,

(ii) any rejected text voting records, including text voting records rejected in part,

(iii) any disqualified documents, or the list of disqualified documents,

(iv) any counted ballot papers, internet voting records, telephone voting records or text voting records, or

(v) the list of eligible voters, or

(b) access to or the inspection of the complete electronic copies of the internet voting records, telephone voting records and text voting records created in accordance with rule 26 and held in a device suitable for the purpose of storage,

by any person without the consent of the board of directors of the corporation.

58.2 A person may apply to the board of directors of the corporation to inspect any of the documents listed in rule 58.1, and the board of directors of the corporation may only consent to such inspection if it is satisfied that it is necessary for the purpose of questioning an election pursuant to Part 11.

58.3 The board of directors of the corporation's consent may be on any terms or conditions that it thinks necessary, including conditions as to –

(a) persons,

(b) time,

(c) place and mode of inspection,

(d) production or opening,

and the corporation must only make the documents available for inspection in accordance with those terms and conditions.

58.4 On an application to inspect any of the documents listed in rule 58.1 the board of directors of the corporation must:

(a) in giving its consent, and

(b) in making the documents available for inspection

ensure that the way in which the vote of any particular member has been given shall not be disclosed, until it has been established –

(i) that his or her vote was given, and

(ii) that NHS Improvement has declared that the vote was invalid.

PART 9: DEATH OF A CANDIDATE DURING A CONTESTED ELECTION

FPP59. Countermand or abandonment of poll on death of candidate

FPP59.1 If at a contested election, proof is given to the returning officer's satisfaction before the result of the election is declared that one of the persons named or to be named as a candidate has died, then the returning officer is to:

(a) countermand notice of the poll, or, if voting information has been issued, direct that the poll be abandoned within that constituency or class, and

(b) order a new election, on a date to be appointed by him or her in consultation with the corporation, within the period of 40 days, computed in accordance with rule 3 of these rules, beginning with the day that the poll was countermanded or abandoned.

FPP59.2 Where a new election is ordered under rule FPP59.1, no fresh nomination is necessary for any candidate who was validly nominated for the election where the poll was countermanded or abandoned but further candidates shall be invited for that constituency or class.

FPP59.3 Where a poll is abandoned under rule FPP59.1(a), rules FPP59.4 to FPP59.7 are to apply.

FPP59.4 The returning officer shall not take any step or further step to open envelopes or deal with their contents in accordance with rules 38 and 39, and is to make up separate sealed packets in accordance with rule 40.

FPP59.5 The returning officer is to:

(a) count and record the number of ballot papers, internet voting records, telephone voting records and text voting records that have been received,

(b) seal up the ballot papers, internet voting records, telephone voting records and text voting records into packets, along with the records of the number of ballot papers, internet voting records, telephone voting records and text voting records and

ensure that complete electronic copies of the internet voting records telephone voting records and text voting records created in accordance with rule 26 are held in a device suitable for the purpose of storage.

FPP59.6 The returning officer is to endorse on each packet a description of:

(a) its contents,

(b) the date of the publication of notice of the election,

(c) the name of the corporation to which the election relates, and

(d) the constituency, or class within a constituency, to which the election relates.

FPP59.7 Once the documents relating to the poll have been sealed up and endorsed pursuant to rules FPP59.4 to FPP59.6, the returning officer is to deliver them to the chairman of the corporation, and rules 57 and 58 are to apply.

STV59. Countermand or abandonment of poll on death of candidate

STV59.1 If, at a contested election, proof is given to the returning officer's satisfaction before the result of the election is declared that one of the persons named or to be named as a candidate has died, then the returning officer is to:

(a) publish a notice stating that the candidate has died, and

(b) proceed with the counting of the votes as if that candidate had been excluded from the count so that –

(i) ballot documents which only have a first preference recorded for the candidate that has died, and no preferences for any other candidates, are not to be counted, and

(ii) ballot documents which have preferences recorded for other candidates are to be counted according to the consecutive order of those preferences, passing over preferences marked for the candidate who has died.

STV59.2 The ballot documents which have preferences recorded for the candidate who has died are to be sealed with the other counted ballot documents pursuant to rule 54.1(a).

Election expenses

60. Election expenses

60.1 Any expenses incurred, or payments made, for the purposes of an election which contravene this Part are an electoral irregularity, which may only be questioned in an application made to NHS Improvement under Part 11 of these rules.

61. Expenses and payments by candidates

61.1 A candidate may not incur any expenses or make a payment (of whatever nature) for the purposes of an election, other than expenses or payments that relate to:

(a) personal expenses,

(b) travelling expenses, and expenses incurred while living away from home, and

(c) expenses for stationery, postage, telephone, internet(or any similar means of communication) and other petty expenses, to a limit of £100.

62. Election expenses incurred by other persons

62.1 No person may:

(a) incur any expenses or make a payment (of whatever nature) for the purposes of a candidate's election, whether on that candidate's behalf or otherwise, or

(b) give a candidate or his or her family any money or property (whether as a gift, donation, loan, or otherwise) to meet or contribute to expenses incurred by or on behalf of the candidate for the purposes of an election.

62.2 Nothing in this rule is to prevent the corporation from incurring such expenses, and making such payments, as it considers necessary pursuant to rules 63 and 64.

Publicity

63. Publicity about election by the corporation

63.1 The corporation may:

(a) compile and distribute such information about the candidates, and

(b) organise and hold such meetings to enable the candidates to speak and respond to questions,

as it considers necessary.

63.2 Any information provided by the corporation about the candidates, including information compiled by the corporation under rule 64, must be:

(a) objective, balanced and fair,

(b) equivalent in size and content for all candidates,

(c) compiled and distributed in consultation with all of the candidates standing for election, and

(d) must not seek to promote or procure the election of a specific candidate or candidates, at the expense of the electoral prospects of one or more other candidates.

63.3 Where the corporation proposes to hold a meeting to enable the candidates to speak, the corporation must ensure that all of the candidates are invited to attend, and in organising and holding such a meeting, the corporation must not seek to promote or procure the election of a specific candidate or candidates at the expense of the electoral prospects of one or more other candidates.

64. Information about candidates for inclusion with voting information

64.1 The corporation must compile information about the candidates standing for election, to be distributed by the returning officer pursuant to rule 24 of these rules.

64.2 The information must consist of:

(a) a statement submitted by the candidate of no more than 250 words,

(b) if voting by telephone or text message is a method of polling for the election, the numerical voting code allocated by the returning officer to each candidate, for the purpose of recording votes using the telephone voting facility or the text message voting facility ("numerical voting code"), and

(c) a photograph of the candidate.

65. Meaning of "for the purposes of an election"

65.1 In this Part, the phrase "for the purposes of an election" means with a view to, or otherwise in connection with, promoting or procuring a candidate's

election, including the prejudicing of another candidate's electoral prospects; and the phrase "for the purposes of a candidate's election" is to be construed accordingly.

65.2 The provision by any individual of his or her own services voluntarily, on his or her own time, and free of charge is not to be considered an expense for the purposes of this Part.

PART 11: QUESTIONING ELECTIONS AND THE CONSEQUENCE OF IRREGULARITIES

66. Application to question an election

66.1 An application alleging a breach of these rules, including an electoral irregularity under Part 10, may be made to NHS Improvement for the purpose of seeking a referral to the independent election arbitration panel (IEAP).

66.2 An application may only be made once the outcome of the election has been declared by the returning officer.

66.3 An application may only be made to NHS Improvement by:

(a) a person who voted at the election or who claimed to have had the right to vote, or

(b) a candidate, or a person claiming to have had a right to be elected at the election.

66.4 The application must:

(a) describe the alleged breach of the rules or electoral irregularity, and

(b) be in such a form as the independent panel may require.

66.5 The application must be presented in writing within 21 days of the declaration of the result of the election. NHS Improvement will refer the application to the independent election arbitration panel appointed by NHS Improvement.

66.6 If the independent election arbitration panel requests further information from the applicant, then that person must provide it as soon as is reasonably practicable.

66.7 NHS Improvement shall delegate the determination of an application to a person or panel of persons to be nominated for the purpose.

66.8 The determination by the IEAP shall be binding on and shall be given effect by the corporation, the applicant and the members of the constituency (or class within a constituency) including all the candidates for the election to which the application relates.

66.9 The IEAP may prescribe rules of procedure for the determination of an application including costs.

67. Secrecy

67.1 The following persons:

(a) the returning officer,

(b) the returning officer's staff,

must maintain and aid in maintaining the secrecy of the voting and the counting of the votes, and must not, except for some purpose authorised by law, communicate to any person any information as to:

(i) the name of any member of the corporation who has or has not been given voting information or who has or has not voted,

(ii) the unique identifier on any ballot paper,

(iii) the voter ID number allocated to any voter,

(iv) the candidate(s) for whom any member has voted.

67.2 No person may obtain or attempt to obtain information as to the candidate(s) for whom a voter is about to vote or has voted, or communicate such information to any person at any time, including the unique identifier on a ballot paper given to a voter or the voter ID number allocated to a voter.

67.3 The returning officer is to make such arrangements as he or she thinks fit to ensure that the individuals who are affected by this provision are aware of the duties it imposes.

68. Prohibition of disclosure of vote

68.1 No person who has voted at an election shall, in any legal or other proceedings to question the election, be required to state for whom he or she has voted.

69. Disqualification

69.1 A person may not be appointed as a returning officer, or as staff of the returning officer pursuant to these rules, if that person is:

(a) a member of the corporation,

(b) an employee of the corporation,

(c) a director of the corporation, or

(d) employed by or on behalf of a person who has been nominated for election.

70. Delay in postal service through industrial action or unforeseen event

70.1 If industrial action, or some other unforeseen event, results in a delay in:

(a) the delivery of the documents in rule 24, or

(b) the return of the ballot papers,

the returning officer may extend the time between the publication of the notice of the poll and the close of the poll by such period as he or she considers appropriate.

Annex C

Form of Declaration

Harrogate and District NHS Foundation Trust
Lancaster Park Road
Harrogate
HG2 7SX

Date:

Dear Sirs

Election or Nomination to the Office of Governor

I **……** confirm that I am a member of the ***staff constituency/public constituency/have been nominated by a partner organisation*** *[delete as appropriate],* and that I:

- am not a Director of the NHS Foundation Trust, or a governor of another NHS Foundation Trust;
- am not a public member who shares the same household as a member of the Board of Directors of the NHS Foundation Trust;
- have not 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;
- have not been adjudged bankrupt or my estate has been sequestrated and (in either case) I have not been discharged;
- have not made a composition or arrangement with, or granted a trust deed for, creditors and have not been discharged in respect of it;
- have not within the preceding 5 years been convicted in the British Islands of any offence where a sentence of imprisonment (whether suspended or not) for a period of not less than 3 months (without the option of a fine) was imposed;
- have not within the preceding two years been dismissed from any paid employment with a health for reasons considered to be inappropriate by this Trust;
- am not a person whose tenure of office as the chairman or as a member or director of a health service body has been terminated on the grounds that my appointment was not in the interests of the health service, for non-attendance at meetings, or for non-disclosure of a pecuniary interest;
- have not had my name removed by a direction under paragraph 10 of the National Health Service (Performers Lists) Regulations 2004 or Section 151 of the 2006 Act (or similar provisions elsewhere), and have not subsequently had my name included in such a list;
- am not able by reason of my health of properly performing tasks which are intrinsic to the office for which I am elected or appointed;
- have not had my name placed on a register of Schedule 1 offenders pursuant

to the Sex Offences Act 2003 and/ or the Children and Young Persons Act 1933 and the conviction is not spent under the Rehabilitation of Offenders Act 1974;

- am not a vexatious complainant of the NHS Foundation Trust, as defined by the Trust policy;
- am not a vexatious litigant of the NHS Foundation Trust, as defined by the Trust policy;
- am not a family relation or occupant of the same household of a person who is an existing Governor of the NHS Foundation Trust; and
- confirm any amount properly owing to the NHS Foundation Trust by me, if any, does not remain outstanding without good cause.

Yours faithfully

……
SIGNATURE

……
PRINTED NAME

……
DATE

Annex D

Council of Governors

Standing Orders

1. NOTICE

1.1 The Council of Governors is to meet at least three times in each financial year in addition to the Annual Members' Meeting. Save in the case of emergencies or the need to conduct urgent business, the Company Secretary shall give at least seven days written notice of the date and place of every meeting of the Council of Governors to all Governors.

1.2 Meetings of the Council of Governors will normally be called at the direction of the Chairman. A meeting may also be held if ten Governors give written notice to the Company Secretary specifying the business to be carried out. The Company Secretary shall send a written notice to all Governors as soon as possible after receipt of such a request. The Company Secretary shall issue notice of a meeting on at least seven but not more than twenty-eight days' notice to discuss the specified business.

1.3 Notice of the meetings of the Council of Governors is to be given:

1.3.1 by notice sent by post, or by electronic mail where the Governor has provided an email address for service, to all Governors;

1.3.2 by notice prominently displayed at the registered office and at all of the ~~trust~~Trust's places of business;

1.3.3 by notice on the ~~trust~~Trust's website;

1.3.4 by any other method approved by the Council of Governors at least seven clear days before the date of the meeting.

1.4 The notice must:

1.4.1 be given to the Council of Governors and the Board of Directors, and to the external auditors;

1.4.2 state whether the meeting is an Annual Members' Meeting or a Council of Governors meeting;

1.4.3 give the time, date and place of the meeting; and

1.4.4 indicate the business to be dealt with at the meeting

2. QUORUM

2.1 Before a Council of Governors meeting can do business there must be a quorum present. Except where these rules say otherwise, a quorum is one third of~~12~~ Governors in post and entitled to vote at the meeting, with the majority of Governors from the public constituencies.

2.2 If no quorum is present within half an hour of the time fixed for the start of the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Council of Governors determine and notice of the adjourned meeting shall be circulated to members of the Council of Governors. If a quorum is not present within half an hour of the time fixed for the start of the adjourned meeting, the number of Governors present during the meeting is to be a quorum.

3. CONDUCT OF MEETING

3.1 It is the responsibility of the Council of Governors, the Chairman of the meeting and the Company Secretary to ensure that at any meeting:

3.1.1 the issues to be decided are clearly explained;

3.1.2 sufficient information is provided to Governors to enable rational discussion to take place; and

3.1.3 where appropriate, experts in relevant fields or representatives of special interest groups are invited to address the meeting.

3.2 The Chairman of the Trust, or in their absence, the Vice Chairman of the Trust, or in exceptional circumstances in the absence of both the Chairman and Vice Chairman, the Deputy Chairman of the Council of Governors shall preside at a meeting of the Council of Governors.

Where a conflict of interest arises for the Chairman and Vice Chairman, the Deputy Chair of the Governors shall chair that element of the meeting. In these circumstances and in the absence of the Deputy Chairman, the Governors shall elect from their members, a Governor to chair that element of the meeting. In acting as the Chairman a Governor shall have a casting vote on that issue.

3.3 Where a Governor wishes to formally pose a question at the public Council of Governors meeting, they should supply this question in

writing to the Company Secretary no less than 24 hours prior to the meeting. If a query arises during the meeting that is not resolved through the discussions at the meeting, any questions to be formally posed should be supplied in writing to the Company Secretary or the Chairman.

4. VOTING

4.1 Subject to the constitution, a resolution put to the vote at a meeting of the Council of Governors shall, except where a poll is demanded or directed, be decided upon by a show of hands.

4.2 On a show of hands or on a poll, every Governor present is to have one vote. On a poll, votes may be given either personally or by proxy under arrangements laid down by the Council of Governors, and every Governor is to have one vote. In the case of an equality of votes the Chairman of the meeting is to have a casting vote, unless there is a conflict of interest as set out in 3.2. in which case the acting chairman will have both a primary and a casting vote.

4.3 Unless a poll is demanded, the result of any vote will be declared by the Chairman and entered in the minutes of the meeting. The minutes will be conclusive evidence of the result of the vote.

4.4 A poll may be directed by the Chairman or demanded either before or immediately after a vote by show of hands by not less than one-tenth of the Governor present at the meeting. A poll shall be taken immediately.

4.5 Subject to the following provisions of this paragraph, questions arising at a meeting of the Council of Governors shall be decided by a majority of votes.

4.5.1 no resolution of the Council of Governors shall be passed if all the Public Governors present unanimously oppose it.

4.5.2 the removal of the Chairman or another Non-Executive Director requires the approval of three-quarters of the full membership of the Council of Governors.

4.6 Save as set out in 4.2 the Chairman of the Council of Governors or Vice Chairman shall not have a vote at a meeting of the Council of Governors.

5 PERSONS ENTITLED TO ATTEND MEETINGS

5.1 All meetings of the Council of Governors are to be open to the public unless the Council of Governors decides otherwise in relation to all or part of a meeting for reasons of commercial confidentiality or on other proper grounds as set out in the constitution. The Chairman may exclude any member of the public from a meeting of the Council of Governors if they are interfering with or preventing the proper conduct of the meeting.

5.2 The Council of Governors may invite the Chief Executive or any other representatives of the Board of Directors, or a representative of the ~~trust~~Trust's external auditors or other advisors to attend a meeting of the Council of Governors.

5.3 The Chief Executive and any other Director shall have the right to attend any meeting of the Council of Governors provided that they shall not be present for any discussion of their individual relationship with the ~~trust~~Trust.

6. MEANS OF ATTENDANCE

6.1 The Council of Governors may agree that its Governors can participate in its meetings by telephone, video or computer link. Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting.

7. COMMITTEES

7.1 The Council of Governors may form advisory sub committees under written terms of reference to the Council of Governors which may include members of the Board of Directors and appropriate people (paid or unpaid) nominated by the Board of Directors and having relevant skills or experience. Those powers shall be exercised in accordance with any written instructions given by the Council of Governors. The Council of Governors will appoint the Chairman of any committee and shall specify the quorum. All acts and proceedings of any committee shall be reported to the Council of Governors.

7.2 The Council of Governors will establish a Remuneration, ~~and~~ Nominations and Conduct Committee for the purpose of making recommendations to the Council of Governors for the appointment of the Chairman and Non-Executive Directors. In addition this committee will consider

~~7.3 The Council of Governors will establish a remuneration committee for~~ the remuneration of the Chairman and Non-Executive Directors, and decisions will be taken at a meeting of the Council of Governors.

7.4 The Council of Governors may, through the Company Secretary, request that advisors assist them on any committee they appoint in carrying out their functions.

8. VALIDITY OF DECISIONS

8.1 Decisions taken in good faith at a meeting of the Council of Governors or of any committee shall be valid even if it is discovered subsequently that there was a defect in the calling of the meeting, or the appointment of the Council of Governors attending the meeting

Annex E

Pursuant to Section 20 of Schedule 7 of the 2006 Act, a register of Director's and Governors' interests must be kept by each NHS Foundation Trust.

1. Declaration of Interests By Directors and Governors

1.1. All existing Directors (including for the purposes of this document, Non-Executive Directors) and Governors should declare relevant and material interests. Any Directors or Governors appointed or elected subsequently should do so on appointment or election.

1.2. Interests which should be regarded as "relevant and material" and which, for the avoidance of doubt, should be included in the register, are:

(a) Directorships, including Non-Executive Directorships held in private companies or PLCs (with the exception of those of dormant companies).

(b) Ownership, part-ownership or directorship of private companies, business or consultancies likely or possibly seeking to do business with the NHS.

(c) Majority or controlling share holdings in organisations likely or possibly seeking to do business with the NHS.

(d) A position of Authority in a charity or voluntary organisation in the field of health and social care.

(e) A position of Authority in a local council or Local Authority, for example, a Councillor.

(f) Any connection with a voluntary or other organisation contracting for NHS services or commissioning NHS services.

(g) Any connection with an organisation, entity or company considering entering into or having entered into a financial arrangement with the ~~trust~~Trust, including but not limited to, lenders or banks.

1.3. If Directors or Governors have any doubt about the relevance or materiality of an interest, this should be discussed with the Chairman.

1.4. At the time the interests are declared, they should be recorded in the Board of Director minutes or Council of Governor minutes as appropriate. Any changes in interests should be officially declared at the next Board meeting or Council of Governors meeting as appropriate following the change occurring. It is the obligation of the Director or Governor to inform the Company Secretary of the ~~trust~~Trust in writing within 7 days of becoming aware of the existence of a relevant or material interest. The Company Secretary will amend the register upon receipt within 3 working days.

1.5. During the course of a Board of Director meeting or Council of Governor meeting, if a conflict of interest is established, the Directors or Governors concerned should withdraw from the meeting and play no part in the relevant discussion or decision. For the avoidance of doubt, this includes voting on such an issue where a conflict is established. If there is a dispute as to whether a conflict of interest does exist, the majority will resolve the issue with the Chairman having the casting vote.

1.6. There is no requirement for the interests of Directors' or Governors' spouses or partners to be declared.

2. Register of Interests

2.1. The details of Directors and Governors interests recorded in the register will be kept up to date by means of a monthly review of the register by the Company Secretary of the ~~trust~~Trust, during which any changes of interests declared during the preceding month will be incorporated.

2.2. Subject to contrary regulations being passed, the register will be available for inspection by the public free of charge. The Chairman will take reasonable steps to bring the existence of the Register to the attention of the local population and to publicise arrangements for viewing it. Copies or extracts of the register must be provided to members of the ~~trust~~Trust free of charge and within a reasonable time period of the request.

Harrogate and District NHS Foundation Trust

CONSTITUTION REVIEW WORKING GROUP

TERMS OF REFERENCE

1. Accountability

The Group is accountable to the Council of Governors of Harrogate and District NHS Foundation Trust.

2. Membership

The Group shall consist of:

- The Chairman
- Three Governors
- The Chief Executive
- One Non-Executive Director
- The Company Secretary

The Group may co-opt other members as required.

Administrative support shall be provided by the Corporate Affairs and Membership Manager.

3. Quorum

The quorum shall be five members including at least two Governors.

4. Frequency of Meetings

The Group will meet as and when required to consider proposed amendments to the Constitution.

5. Working Group Purpose

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 e.g. NHS Improvement, CQC;
- Changes due to inaccuracies or changes of title/organisation
- Any other matters agreed by the Group

6. Review of Terms of Reference

These Terms of Reference are to be reviewed at least biannually.

DRAFT FOR APPROVAL

Harrogate and District NHS Foundation Trust

Procedure for Management of Governor Conduct Concerns

Written complaint/allegation received, or a specific concern is identified by the Chairman.

↓

The Chairman, in consultation with the Deputy Chairman of Governors, attempts to resolve the issue informally with the Governor(s) in question. A written record would be maintained to confirm efforts made to resolve the issue and the outcome.

→ Issue resolved. **Matter closed.**

↓

If the desired outcome is not achieved, or it is not possible to reach a resolution, the Chair calls a meeting of the Remuneration, Nominations & Conduct Committee

↓

Remuneration, Nominations & Conduct Committee meets to consider if the complaint/allegation is a potential breach of the Governor Code of Conduct, Trust Constitution or Standing Orders.

→ Remuneration, Nominations & Conduct Committee concludes there has not been a breach.
Matter closed.

↓

Remuneration, Nominations & Conduct Committee concludes the complaint/allegation is a potential breach.

↓

The Governor(s) in question is/are informed in writing that there has been a complaint/allegation against them and the nature of that complaint/allegation. The Governor(s) will have a minimum of 14 days in which to provide a written response.

↓

All evidence relating to the complaint/allegation (including an initial statement from the Governor(s) in question) is collated by the Company Secretary and provided to members of the Remuneration, Nominations & Conduct Committee five working days before a meeting of the Committee.

↓

The Remuneration, Nominations & Conduct Committee meets to consider the complaint/allegation/concern and supporting evidence provided. The Committee decides whether or not the

→ The Remuneration, Nominations & Conduct Committee decides not to consider the issue further under these procedures.
Matter closed.

matter needs to be considered further under this procedure. The Governor(s) in question is/are permitted to address the Committee in person if they wish to do so; in addition they will have the right to be accompanied by a friend or representative of their choice.

↓

The Remuneration, Nominations & Conduct Committee decides to consider the matter further.

↓ ↘

Formal Route

The Remuneration, Nominations & Conduct Committee recommends to the Council of Governors that a formal charge should be considered. Recommendation (supported by a written report providing summary of the allegation and the supporting evidence considered by the Committee) presented to a quorate meeting of the Council of Governors who will vote on the charge in accordance with section 11.9.1.9 of the Trust's Constitution.

Informal Route

The Remuneration, Nominations & Conduct Committee determines the desired outcome in order to successfully resolve the issue informally. The Committee will identify two Committee members in addition to the Chairman to seek to achieve the outcome in discussion with Governor(s) in question.

Council of Governors upholds recommendation	**Council of Governors does <u>not</u> uphold recommendation**	**Outcome unsuccessful**	**Successful outcome reached**
↓	↓	↓	↓
Governor removed as a member of the Council of Governors.	Governor remains as a member of the Council of Governors.	Refer to Formal Route	Anonymous report presented to Council of Governors providing summary of allegation, resolution and any learning. **Matter closed.**
Matter closed	**Matter closed**		

Procedure approved *TBC* August 2018
Procedure to be reviewed in *TBC* August 2021

REMUNERATION, NOMINATIONS AND CONDUCT COMMITTEE OF THE COUNCIL OF GOVERNORS

1. Purpose

1.1 As laid down in the Constitution, the Council of Governors hereby resolves to establish a Committee of the Council of Governors to be known as the Remuneration, Nominations and Conduct Committee (the Committee).

1.2 The Committee which is directly accountable to the Council of Governors, is established for the purposes of:

- setting the remuneration of the Chair and other Non-Executive Directors.
- carrying out the duties of Governors with respect to the appointment, re-appointment, and removal of the Chair and other Non-Executive Directors.
- receiving reports from the Trust Chairman on issues of Governor conduct, eligibility and removal.

1.3 All procedural matters in respect of conduct of meetings shall follow the Constitution and Standing Orders of the Council of Governors, as far as possible.

2. Membership

2.1 The membership of the Committee shall be appointed by the Council of Governors and will consist of:

- The Chairman (subject to any conflict of interest, for example when the Committee is considering the Chairman's re-appointment or remuneration);
- A minimum of five Governors, at least two being public;

2.2 Governors shall be appointed to the Committee until their term of office as a Governor ends, or they choose to resign from the Committee, which shall be confirmed in writing to the Chair of the Committee.

2.3 In addition the following individuals will be in attendance at meetings of the Committee:

- The Chief Executive;
- The Senior Independent Non-Executive Director (subject to any conflicts of interest, for example when the Committee is considering NED re-appointment or remuneration);
- The Director of Workforce and Organisational Development;
- The Company Secretary; and,
- The Corporate Affairs and Membership Manager (minutes)

3. Chair of the Committee

3.1 The Committee will normally be chaired by the Chairman.

3.2 Where the Chairman has a conflict of interest, for example when the Committee is considering the Chairman's re-appointment or remuneration, the Committee will be chaired by the Deputy Chairman of Governors.

4. Quorum

4.1 A quorum is four of the members of the Committee.

5. Responsibilities of the Committee

5.1 Remuneration Matters

5.1.2 To recommend to the Council of Governors remuneration packages for the Non-Executive Directors and Chairman of the Trust in line with current market intelligence.

5.1.2 To judge where to position the Trust relative to other NHS Foundation Trusts and comparable companies in relation to remuneration levels.

5.1.3 To be sensitive to pay and employment conditions elsewhere in the Trust when determining any salary increase.

5.2 Nominations Matters

5.2.1 To recommend to the Council of Governors potential candidates for appointment as Chairman and/or Non-Executive Director.

5.2.2 To determine a formal, rigorous and transparent procedure for the selection of candidates for the office as Chairman or Non-Executive Director of the Trust, having regard to the views of the Board of Directors.

5.2.3 To regularly review the job description and person specification of the role of the Chairman and Non-Executive Directors, to ensure capabilities and competencies required by the roles remain appropriate and in line with development of the Trust. In this review the Committee will evaluate the balance of skills, diversity, knowledge and experience on the Board.

5.2.4 To establish an appointments panel for the purposes of managing the process for the appointment of a Chairman and/or Non-Executive Director. The Panel shall be comprised of a majority of Governors, the majority of which are Public Governors.

5.2.5 To have the freedom and support to appoint independent consultants to provide advice on the appointment of the Trust Chairman and Non-Executive Directors. In addition the Committee may use open advertising and/or the services of external advisers to facilitate the search.

5.2.6 To identify candidates who meet the *'Fit and Proper Persons Test'* as set out in the Provider Licence. In doing so, the Committee shall be at liberty to seek advice and assistance from persons other than members of the Committee or the Council of Governors.

5.2.7 On a regular systematic basis, to ensure a system is in place to monitor the performance of the Chairman and other Non-Executive Directors, and report the outcome of these reviews to the Council of Governors on an annual basis.

5.2.8 To ensure there is a formal and transparent procedure for the appraisal of the Trust Chairman and Non-Executive Directors' performance.

5.2.9 To give consideration to succession planning for Non-Executive Directors, taking into account the future challenges, risks and opportunities facing the Trust, and the skills and expertise required to meet them.

5.3 Governor Conduct Matters

5.3.1 To promote high standards of conduct by Governors and assist Governors to observe the Code of Conduct.

5.3.2 To review the Governor Code of Conduct annually and make relevant recommendations to the Council of Governors for approval.

5.3.3 To receive and consider reports from the Trust Chairman on issues of Governor conduct, eligibility and removal.

5.3.4 To provide recommendations (in accordance with the Procedure for Management of Governor Conduct Concerns) to the Council of Governors on issues of:

- Governor conduct, eligibility and removal; and,
- process for dealing with any reports of breaches of the Code of Conduct or Trust Constitution.

5.3.5 To receive reports on Governor attendance and provide relevant recommendations to the Council of Governors.

5.3.6 The Committee is authorised to investigate any activity within its terms of reference.

6. Support for the Committee

6.1 The Director of Workforce and Organisational Development will provide information and advice to the Committee to ensure compliance with best practice in remuneration and recruitment issues.

6.2 The Corporate Affairs and Membership Manager shall provide secretariat support to the Committee.

6.3 The Committee is authorised to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary. The costs of such advice must first be agreed with the Trust.

7. Frequency of meetings

7.1 As a minimum the Committee will meet on an annual basis. Additional meetings will be called on an ad-hoc basis as required.

8. Notice of meetings

8.1 Meetings of the Committee will be called at the request of the Chairman or the Council of Governors.

8.2 Details of each meeting including agenda and supporting papers will be forwarded to each member of the Committee five working days before the date of the meeting, save in an emergency.

9. Minutes of meetings

9.1 Minutes will be prepared of all meetings of the Committee, including the names of members present and others in attendance. These minutes will be circulated to all members of the Committee.

10. Reporting arrangements

10.1 The Committee shall report to the Council of Governors following every meeting, and where appropriate, present recommendations for approval to the Council of Governors.

11. Authority

11.1 The Committee is authorised to seek information and advice either within the Trust or externally on any matters within its terms of reference.

12. Review

12.1 These terms of reference will be reviewed annually and approved by the Council of Governors.

NHS
Harrogate and District
NHS Foundation Trust

Date of Meeting:	1 August 2018	**Agenda item:**	7.1
Report to:	Council of Governors		
Title:	Governor Code of Conduct		
Sponsoring Director:	Mrs Angela Schofield, Chairman Dr Ros Tolcher, Chief Executive		
Author(s):	Mrs Katherine Roberts, Company Secretary		
Report Purpose:	**Decision** ✓ **Discussion/ Consultation** ✓ **Assurance** **Information**		
Executive Summary:	• Before any Governor can join the Council of Governors they must sign the Trust's Governor Code of Conduct. • The Trust is required to 'comply or explain' with the Code of Governance for NHS Foundation Trusts. The Company Secretary prepares an annual assessment against the Code which is reported to the Audit Committee and is summarised in the Trust's Annual Report. During the review in May 2018 the Governor Code of Conduct was identified as in place, but due for review. • An updated version of the Code of Conduct is presented for comment and approval by the Council. It is based on the Trust's existing Governor Code of Conduct and best governance practice recommended by NHS Providers.		

Related Trust Objectives					
To deliver high quality care	✓	**To work with partners to deliver integrated care:**	✓	**To ensure clinical and financial sustainability:**	✓

Key implications	
Risk Assessment:	None identified.
Legal / regulatory:	The Trust is required to 'comply or explain' with the Code of Governance for NHS Foundation Trusts. The 'Governor Code of Conduct' is a key document in achieving compliance with the Code.
Resource:	None identified.
Impact Assessment:	Not applicable.
Conflicts of Interest:	None identified.
Reference documents:	NHS Foundation Trust Code of Governance: https://www.gov.uk/government/uploads/system/uploads/attachment_data/file/327068/CodeofGovernanceJuly2014.pdf
Assurance:	Not applicable, this matter is reserved to the Council of Governors.

Action Required by the Council of Governors:

It is recommended that the Council of Governors considers and approves the updated Governor Code of Conduct.

Harrogate and District NHS Foundation Trust
DRAFT FOR APPROVAL
Governor Code of Conduct

Introduction

The role of the NHS Foundation Trust Governor is a fundamental part of the governance of Foundation Trusts. While the role is entirely voluntary role, a clear and agreed Code of Conduct is an important part of that governance enabling public confidence and assurance.

The purpose of this code is to provide clear guidance on the standards of conduct and behaviour expected of all Governors. It seeks to outline the appropriate conduct for Governors of Harrogate and District NHS Foundation Trust ('the Trust'). It addresses both the requirements of office and of personal behaviour.

This code, with the Board Code of Conduct and the NHS constitution, forms part of the framework designed to promote the highest possible standards of conduct and behaviour within the Trust. The code is intended to operate in conjunction with the Trust's Constitution, Standing Orders and the Code of Governance for NHS Foundation Trusts. The code applies at all times when Governors are carrying out the business of the Trust or representing the Trust.

Undertaking & compliance

All Governors are required to give an undertaking that they will comply with the provisions of this code. In accordance with section 11.9.1.6 of the constitution a person elected or appointed as a Governor cannot join the Council of Governors until they have signed and delivered confirmation of their acceptance of this code.

Furthermore, failure to comply with the code may result in disciplinary action in accordance with agreed procedure, including the removal of the Governor in question from office.

Interpretation & concerns

Questions and concerns about the application of the code should be raised with the Company Secretary. The Chairman will be the final arbiter of interpretation of the code.

Principles of public life

The principles underpinning this code of conduct are drawn from the 'Seven Principles of Public Life' and are as follows:

- ***Selflessness*****:** Holders of public office should act solely in terms of the public interest: they should not do so in order to gain financial or other benefits for themselves, their family or their friends.
- ***Integrity*****:** Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.
- ***Objectivity*****:** In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

- ***Accountability*:** Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.
- ***Openness*:** Holders of public office should be as open as possible about all the decisions and actions they take: they should give reasons for their decisions and restrict information only when the wider public interest clearly demands.
- ***Honesty*:** Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
- ***Leadership*:** Holders of public office should promote and support these principles by leadership and example.

The Trust's vision & values

A guiding principle for the Trust is to put patients first; *'you matter most'*. Our values describe and define our culture. In everything we do, we aim to be:

- ***Respectful**:* We will treat people with respect. People using our services will be treated with dignity and compassion. We will listen to people and treat everyone fairly.
- ***Responsible**:* We will be responsible and accountable. We will be open and honest with people. We will ensure that we have the right skills for our work and that we keep these up-to-date. We will endeavor to make 'Every Contact Count' for promoting healthy lifestyles. We will take action when things go wrong. We will seek to learn and improve continuously.
- ***Passionate**:* We will maintain an unwavering focus on the quality of what we do. We will go the extra mile to deliver great care, to support each other and to lead the way in innovation. We will do the things we commit to doing and do them well.

The Council of Governors, directors' duties and liabilities

The general duties of the Council of Governors are to hold the Non-Executive Directors individually and collectively to account for the performance of the Board of Directors and represent the interests of the members of the Trust as a whole and the interests of the public. The role of Governors is set out in detail in the Trust's Constitution, Standing Orders, the Foundation Trust Code of Governance and is further addressed in NHS Improvement's guidance for Governors. In carrying out its work the Council of Governors needs to take account of and respect the statutory duties and liabilities of the Board of Directors and individual Directors.

Confidentiality

Governors must comply with the Trust's confidentiality policies and procedures. Governors must not disclose any confidential information, except in specified lawful circumstances, and must not seek to prevent a person from gaining access to information to which they are legally entitled.

Nothing said in this code precludes Governors from making a protected disclosure within the meaning of the Public Disclosure Act 1998. The Company Secretary or the Freedom to Speak Up Guardian should be consulted for guidance.

Fit and proper person

It is a condition of the Trust's licence that each Governor serving on the Council of Governors is a 'fit and proper person'. A person may not continue as a member of the council if they are:

(a) a person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged,
(b) a person who has made a composition or arrangement with, or granted a trust deed for, his creditors and has not been discharged in respect of it,
(c) a person who within the preceding five years has been convicted in the British Islands of any offence if a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine) was imposed on him/her,
(d) subject to an unexpired disqualification order made under the Company Directors' Disqualification Act 1986.

Governors must certify on appointment, and each year, that they are/remain a fit and proper person. If circumstances change so that a Governor can no longer be regarded as a fit and proper person or if it comes to light that a Governor is not a fit and proper person they are suspended from being a Governor with immediate effect pending confirmation and any appeal. Where it is confirmed that a Governor is no longer a fit and proper person their membership of the Council of Governors is terminated in accordance with the Constitution.

Conflicts of interest
Governors are required to comply with the Trust's Conflicts of Interest Policy. In particular Governors must avoid a situation in which they have a direct or indirect interest that conflicts or may conflict with the interests of the Trust. Governors must not accept a benefit from a third party by reason of being a Governor for doing (or not doing) anything in that capacity. Governors must not offer a benefit to a third party by reason of being a Governor for doing (or not doing) anything in that capacity.

Governors are required to declare the nature and extent of any interest at the earliest opportunity. If such a declaration proves to be, or becomes, inaccurate or incomplete, a further declaration must be made. It is then for the Chairman to advise whether it is necessary for the Governor to refrain from participating in discussion of the item or withdraw from the meeting. Failure to comply is likely to constitute a breach of this code.

Register of interests
Governors are required to register all relevant interests in the Trust's register of interests in accordance with the provisions of the Constitution and the Trust's Conflicts of Interest Policy. It is the responsibility of each Governor to provide an update to their register entry (within 7 days) if their interests change. A pro forma is available from the Corporate Affairs and Membership Manager or the Company Secretary. Failure to register a relevant interest in a timely manner may constitute a breach of this code.

Meetings
Governors have a responsibility to attend meetings of the Council of Governors and of any committees or working groups to which they are appointed. When this is not possible apologies should be submitted to the Corporate Affairs and Membership Manager in advance of the meeting. Persistent absence from Council of Governors meetings without good reason is likely to constitute a breach of this code.

Personal conduct
Governors are expected to adopt and promote the values of the Trust and the NHS. Moreover Governors are expected to conduct themselves in a manner that reflects positively on the Trust and not to conduct themselves in a manner that could reasonably

be regarded as bringing their office or the Trust into disrepute. Specifically, Governors must:

- Treat each other, Directors and Trust staff with respect; not breach the equality rights and not bully any person.
- Not seek to use their position improperly to confer an advantage or disadvantage on any person and must comply with the Trust's rules on the use of its resources.
- Up hold the seven principles of public life (see above).
- Be honest and act with integrity and probity at all times;
- Respect and treat with dignity and fairness, the public, service users, relatives, carers, NHS staff and partners in other agencies.
- Seek to ensure that fellow Governors are valued as colleagues and that judgements about colleagues are consistent, fair and unbiased and are properly founded;
- Accept responsibility for their actions.
- Show their commitment to working as a team member by working with colleagues in the NHS and wider community.
- Seek to ensure that the membership of the constituency they represent is properly informed and able to influence services.
- Seek to ensure that no one is discriminated against because of their religion, belief, race, colour, gender, marital status, disability, sexual orientation, age, social or economic status or national origin.
- Comply with the Standing Orders and Standing Financial Instructions of Harrogate and District NHS Foundation Trust.
- Respect the confidentiality of individual patients and comply with the confidentiality policies of the Trust.
- Not make, permit or knowingly allow to be made any untrue or misleading statement relating to their duties or the functions of the Trust.
- Seek to ensure that the best interests of the membership, general public, service users, stakeholders and staff are upheld in decision making and the decisions are not improperly influenced by gifts or inducements.
- Acknowledge that Harrogate and District NHS Foundation Trust is an apolitical organisation.
- Support and assist the Accountable Officer of the Trust in their responsibility to answer to the Independent Regulator, Commissioners and the public in terms of fully faithfully declaring and explaining the use of resources and the performance of the total NHS in putting national policy into practice and delivering targets.
- Must have regard to advice provided by the Chairman and Company Secretary pursuant to their duties.

It is essential that the conduct and behaviour of governors at all times supports the ethos and values of the Trust. Should there be any concern about the activities of a governor the nature of which might undermine public confidence then the Chairman's decision on that persons role will be final.

Training & development

The Trust is committed to providing appropriate training and development opportunities for Governors to enable them to carry out their role effectively. Governors are expected to undertake to participate in training and development opportunities that have been identified as appropriate for them. To that end Governors will participate in the appraisal process and any skills audit carried out by the Trust.

Reimbursement of Expenses
Governors do not receive payment for their role, however they receive reimbursement of any out of pocket expenses incurred as stated in the Trust's Constitution and in accordance with further guidance issued to Governors about reclaiming expenses.

Visits to Harrogate and District NHS Foundation Trust Premises or other services provided by the Trust
Where Governors wish to visit the premises or services of Harrogate and District NHS Foundation Trust in a formal capacity as opposed to individuals in a personal capacity, the Governor should make arrangements in advance.

Review and revision of the code
This code has been agreed by the Council of Governors in TBC August 2018. The Company Secretary, supported by the Remuneration, Nominations and Conduct Committee will lead an annual review of the code. It is for the Council of Governors to agree to any amendments or revisions to the code.

Declaration

I hereby confirm that I will adopt and comply with this Code of Conduct for Governors.

Signed: Name:

…… …….

Date: ……

Date of Meeting:	1 August 2018	**Agenda item:**	7.2
Report to:	Council of Governors		
Title:	Dispute Resolution Procedure for disputes between the Board of Directors and Council of Governors		
Sponsoring Director:	Mrs Angela Schofield, Chairman Dr Ros Tolcher, Chief Executive		
Author(s):	Mrs Katherine Roberts, Company Secretary		
Report Purpose:	**Decision** ✓ **Discussion/ Consultation** **Assurance** **Information**		
Executive Summary:	• The Trust is required to 'comply or explain' with the Code of Governance for NHS Foundation Trusts. The Company Secretary prepares an annual assessment against the Code which is reported to the Audit Committee and this is summarised in the Trust's Annual Report. • During the review in May 2018 the '*Dispute Resolution Procedure for disputes between the Board of Directors and Council of Governors'* was identified as in place, but due for review. • An updated version of the dispute resolution procedure was considered and approved by the Board of Directors on 25 July 2018. The procedure is presented to the Council of Governors for approval.		

Related Trust Objectives					
To deliver high quality care	✓	**To work with partners to deliver integrated care:**	✓	**To ensure clinical and financial sustainability:**	✓

Key implications	
Risk Assessment:	None identified.
Legal / regulatory:	The Trust is required to 'comply or explain' with the Code of Governance for NHS Foundation Trusts. The *Dispute Resolution Procedure for disputes between the Board of Directors and Council of Governors* is a key document in achieving compliance with the Code.
Resource:	None identified.
Impact Assessment:	Not applicable.
Conflicts of Interest:	None identified.
Reference documents:	NHS Foundation Trust Code of Governance: https://www.gov.uk/government/uploads/system/uploads/attachment_data/file/327068/CodeofGovernanceJuly2014.pdf
Assurance:	An updated version of the dispute resolution procedure was

	considered and approved by the Board of Directors on 25 July 2018. The procedure is presented to the Council of Governors for approval.

Action Required by the Council of Governors:

It is recommended that the Council of Governors:

- Notes the Board of Directors considered and approved the Dispute Resolution Procedure for disputes between the Board of Directors and Council of Governors on 25 July 2018.
- Approves the Dispute Resolution Procedure for disputes between the Board of Directors and Council of Governors.

Dispute Resolution Procedure for disputes between the Board of Directors and Council of Governors

1.0 Introduction

1.1 The Foundation Trust Code of Governance requires the Trust to hold a clear statement explaining how disagreements and disputes between the Council of Governors and the Board of Directors would be resolved.

1.2 The Board of Directors, through the Chairman and Chief Executive, promotes effective communications between the Council of Governors and the Board of Directors.

1.3 In all cases all members of the Board of Directors and the Council of Governors should attempt to negotiate a settlement in good faith.

2.0 Informal dispute resolution

2.1 Initially informal mechanisms would be pursued to resolve any disputes between the Board of Directors and the Council of Governors.

2.2 The matter would initially be referred to the Chairman of the Trust who would attempt to seek a resolution with the support of the Company Secretary.

2.3 In the event that this is not successful the Chairman would engage the support of the Senior Independent Director and the Deputy Chairman of Governors who would jointly attempt to resolve the dispute, discussing outcomes openly with the Board of Directors and Council of Governors to reach a joint solution.

3.0 Formal dispute resolution procedure

3.1 Where such a dispute, between the Board of Directors and the Council of Governors, is in relation to law, power or authority of one of the parties and cannot be resolved in accordance with the informal dispute resolution procedure referred to in section 2.0, the dispute may be referred to mediation in accordance with section 3.2.

3.2 The procedure for any such mediation shall be as follows:

3.2.1 A neutral person, being an accredited (with either the Law Society or the Civil Mediation Council) mediator, (the "Mediator") shall be chosen by agreement between the two parties. Alternatively, either party may within seven days from the date of the proposal to appoint a mediator, or within seven days of notice to any party that the chosen mediator is unable and unwilling to act, apply to the Centre for Dispute Resolution ("CEDR") to appoint a Mediator.

3.2.2 The parties shall within seven days of the appointment of the Mediator agree a timetable for the exchange of all relevant and necessary information and the procedure to be adopted for the mediation. If appropriate, the parties may at any stage seek from CEDR guidance on a suitable procedure.

3.2.3 All negotiations and proceedings in the mediation connected with the dispute shall be conducted in strict confidence and shall be without prejudice to the rights of the parties in any future proceedings.

3.2.4 All information (whether oral or in the form of documents, tapes, computer disks etc) produced for, during, or as a result of, the mediation will be without prejudice, privileged and not admissible as evidence or discoverable in any litigation or arbitration relating to the dispute. This does not apply to any information which would in any event have been admissible or discoverable in any such litigation or arbitration.

3.2.5 The Mediator's reasonable fees and other expenses of the mediation will be borne by the Foundation Trust. The Foundation Trust will bear the reasonable costs and expenses of the participation in the mediation.

3.2.6 If the parties reach agreement on the resolution of the dispute that agreement shall be reduced to writing and shall be binding upon the relevant parties.

3.2.7 For a period of ninety days from the date of the appointment of the Mediator, or such other period as the parties may agree, neither party may commence any proceedings in relation to the matters referred to the Mediator.

3.2.8 If the parties are unable to reach a settlement at the mediation and only if both parties so request and the Mediator agrees, the Mediator will produce for the parties a non-binding recommendation on terms of settlement. This will not attempt to anticipate what a court might order but will set out what the Mediator suggests are appropriate settlement terms in all of the circumstances. Such opinion shall be provided on a without prejudice basis.

3.2.9 Subject to Conditions 3.2.6 and 3.2.7, should either party decide to pursue the dispute in a court, the Foundation Trust shall not be liable for any of the costs or expenses in relation to such proceedings.

4.0 This procedure does not restrict a governor's right to act under Section 14 of the Constitution. Extract from the Harrogate and District NHS Foundation Trust Constitution:

14 Council of Governors – referral to the Panel

14.1 In this paragraph, the Panel means a panel of persons appointed by NHS Improvement to which a governor of an NHS Foundation Trust may refer a question as to whether the trust has failed or is failing:

14.1.1 to act in accordance with its constitution; or

14.1.2 to act in accordance with provision made by or under Chapter 5 of the 2006 Act.

14.2 A Governor may refer a question to the Panel only if more than half of the members of the Council of Governors voting approve the referral.

KPMG

External Audit – 2017/18

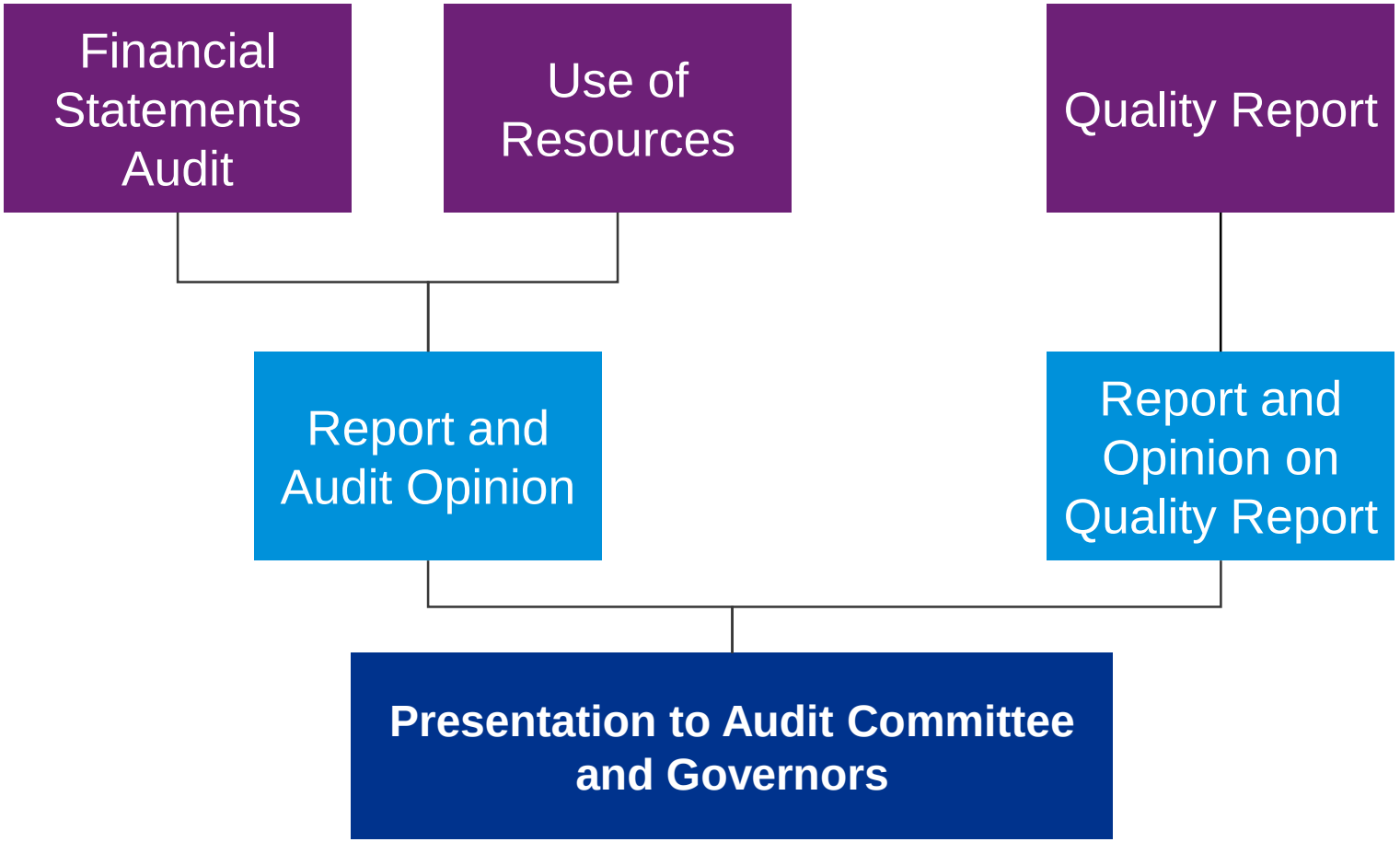
Harrogate and District NHS Foundation Trust

Presentation to the Council of Governors

—

1 August 2018

The Role of External Audit



Summary of audit outcomes

Financial Statements Audit

- Key areas of focus:
  - Valuation of Land & Buildings
  - Valuation of NHS income and Receivables
  - Accounting for and related disclosures as a result of implementing the Alternative Service Delivery Model ('HHFM')
- Clean, unqualified audit opinion issued
- 2 unadjusted audit differences with a total value of £2.137m - £2.252m relating to a potential understatement of depreciation and an overstatement of income receivable in relation to business rates
- Some minor presentational changes
- Annual Report and Annual Governance Statement consistent with financial statements and comply with the Group Accounting Manual

Summary of audit outcomes

Use of resources

- Assessed against three criteria:
  - Informed decision making
  - Sustainable resource deployment
  - Working with partners and third parties
- Key focus area:
  - Medium/long term financial sustainability
- No significant issues identified at year-end
- Unqualified Use of Resources opinion for 2017/18

Summary of audit outcomes

Quality Report

- The content of the Quality Report complies with the requirements set out within NHSI's guidance
- The content of the Quality Report is not inconsistent with other information sources as specified by NHSI
- Clean limited assurance opinion on the two mandated indicators tested:
  - 18 week indicator
  - A&E: 4 hour target
- One low priority recommendation raised in relation to A&E – 4 hour target during 16/17 is still 'live'
- One medium priority recommendation in relation to the 18 week indicator raised during 16/17 has been 'partially implemented'
- No indications that data for the local indicator is not produced in line with national guidance:
  - Emergency readmissions to hospital within 28 days

Harrogate and District NHS Foundation Trust

Date of Meeting:	1 August 2018	**Agenda item:**	9.0
Report to:	Council of Governors		
Title:	Audit Committee update on the External Auditor Performance		
Sponsoring Director:	Chris Thompson, Non-Executive Director/Chair of the Audit Committee		
Author(s):	Chris Thompson, Non-Executive Director/Chair of the Audit Committee		
Report Purpose:	**Decision**		**Discussion/ Consultation**		**Assurance**	✓	**Information**	
Executive Summary:	• The Audit Committee is responsible for evaluating the performance of the Foundation Trust's External and Internal Auditors each year. The performance of External Audit was considered by the Audit Committee at its meeting in May 2018, this assessment was undertaken following the completion of the 2017-18 external audit work. • The assessment incorporated the views of members of the Audit Committee, the Senior Finance Team, Governance team, Clinical Team and Internal Audit. • Overall, the External Auditors received an average rating of 4.50 in 2018 (the maximum possible score is 5.00), compared with last year's average rating of 4.60. This reflects a very creditable pattern of consistently higher scores over the last 5 years. • The conclusion of the Audit Committee was that whilst there was a very minor deterioration in the overall score from the previous year, the performance of the External Auditors had continued to be very good and no action points were identified as a result of the analysis.		

Related Trust Objectives					
To deliver high quality care	✓	**To work with partners to deliver integrated care:**	✓	**To ensure clinical and financial sustainability:**	✓

Key implications	
Risk Assessment:	None identified.
Legal / regulatory:	The Audit Committee is responsible for evaluating the performance of the Foundation Trust's External and Internal Auditors each year.
Resource:	None identified.
Impact Assessment:	Not applicable.
Conflicts of Interest:	None identified.
Reference documents:	None.

Assurance:	The performance of External Audit was considered by the Audit Committee at its meeting in May 2018.
Action Required by the Council of Governors:	
It is recommended that the Council of Governors note the content of the report.	

Report to the Council of Governors' meeting
1 August 2018

Evaluation of the performance of the External Auditors during 2017-18

1. Introduction

The role of a Foundation Trust External Auditor is outlined in the National Audit Office Code of Audit Practice, which has now been introduced to replace the previous Audit Code for NHS Foundation Trusts that had been published by Monitor. The legislation around the audit requirements for Foundation Trusts is set out Schedule 6 to the Local Audit and Accountability Act of 2014. Essentially the external auditor:

- Provides the Council of Governors with an independent opinion on the truth and fairness of the accounts;
- Reports to the Council of Governors if they have not been able to satisfy themselves that the Foundation Trust is using its resources economically, efficiently and effectively; and
- Provides the Council of Governors with independent assurance on the Foundation Trust's annual Quality Report.

In the GovernWell paper published by NHS Providers entitled "Appointing The External Auditor: A Guide For Governors", it is stated that the Audit Committee is responsible for evaluating the performance of the Foundation Trust's External and Internal Auditors each year. It supports the Council of Governors to determine and deliver the process for appointing the External Auditor every three to five years (depending on the length of contract used by the Foundation Trust). However, it is the Council of Governors who must meet and make the final decision on the appointment of the External Auditor.

In 2016, in accordance with the Constitution of Harrogate and District NHS Foundation Trust, the Governors' External Audit Panel recommended the appointment of KPMG as External Auditors for the Trust for a three year term of office commencing 1 December 2016, with an option to extend for a further two years, subject to satisfactory service and performance, which was to be reviewed on an annual basis. This proposal was endorsed by the Board of Directors at its meeting in October 2016 and was subsequently ratified by the Council of Governors at its November 2016 meeting.

2. Evaluation of performance during 2017-18

In accordance with best practice, the performance of External Audit is assessed on an annual basis and considered by the Audit Committee. The most recent assessment was undertaken following the completion of the 2017-18 external audit work and the outcomes of the assessment were considered by the Audit Committee at its meeting in May 2018. The assessment incorporated the views of members of the Audit Committee, the Senior Finance Team, Governance team, Clinical Team and Internal Audit. The outcomes from the evaluation are attached as appendices to this paper.

Overall, the External Auditors received an average rating of 4.50 in 2018 (the maximum possible score is 5.00), compared with last year's average rating of 4.60. This reflects a very creditable pattern of consistently higher scores over the last 5 years. The conclusion of the Committee was that whilst there was a very minor deterioration in the overall score from the previous year, the performance of the External Auditors had

continued to be very good and no action points were identified as a result of the analysis.

Mr Chris Thompson
Non-Executive Director and Audit Committee Chair

Harrogate and District
NHS Foundation Trust

External Audit Effectiveness Assessment 2017/18 (undertaken April 2018) - Draft for Discussion

Questions	Audit Committee Members			Client Management			Internal Audit	Total Score	Average Score
	1	2	3	1	2	3	1		
1. How assured are you as to the External Auditor's independence and objectivity?	5	5	5	5	5	4	4	33	4.7
2. How would you rate the External Auditor's knowledge of the organisation and the risks it faces?	5	4	5	5	4	5	4	32	4.6
3. How assured are you as to the embeddedness of External Audit's quality control procedures?	5	4	5	5	4	4	4	31	4.4
4. How would you rate the effectiveness of liaison between External and Internal Audit?	4	5	4	5	4	5	4	31	4.4
5. How would you rate the quality of the External Auditor's accounting / auditing judgements?	5	4	5	4	4	4	-	26	4.3
6. How would you rate the External Auditor's performance in relation to the timely resolution of issues?	5	4	5	4	-	4	4	26	4.3
7. How would you rate the External Auditor's communication / presentation of output?	5	4	5	5	4	4	4	31	4.4
8. How would you rate the working relationship between External Audit and management?	5	4	-	5	4	4	4	26	4.3
9. How would you rate the External Auditor's technical knowledge and expertise?	5	5	5	5	4	4	4	32	4.6
10. How would you rate the quality of the staffing of the audit team?	5	5	5	5	-	4	4	28	4.7

Comments: KPMG have provided a consistently good service

Score: 1=Low
5=High

External Audit Effectiveness Assessment 2017/18 (undertaken April 2017)
Draft for Discussion

Questions	KPMG Average Score Year 1 of Contract	KPMG Average Score Year 5 of Contract	KPMG Average Score Year 4 of Contract	KPMG Average Score Year 3 of Contract	KPMG Average Score Year 2 of Contract
1. How assured are you as to the External Auditor's independence and objectivity?	4.7	4.8	4.9	4.86	4.9
2. How would you rate the External Auditor's knowledge of the organisation and the risks it faces?	4.6	4.4	4.6	4.29	4.7
3. How assured are you as to the embeddedness of External Audit's quality control procedures?	4.4	4.6	4.46	4.67	4.4
4. How would you rate the effectiveness of liaison between External and Internal Audit?	4.4	4.3	4.07	4.13	3.8
5. How would you rate the quality of the External Auditor's accounting / auditing judgements?	4.3	4.5	4.5	4.5	4.8
6. How would you rate the External Auditor's performance in relation to the timely resolution of issues?	4.3	4.3	4.4	4.33	4.6
7. How would you rate the External Auditor's communication / presentation of output?	4.4	4.9	4.52	4.71	4.3
8. How would you rate the working relationship between External Audit and management?	4.3	4.4	4.4	4.57	4.6
9. How would you rate the External Auditor's technical knowledge and expertise?	4.6	4.7	4.82	4.71	4.7
10. How would you rate the quality of the staffing of the audit team?	4.7	4.7	4.36	4.57	4.7
Total Score	44.7	45.6	45.03	45.34	45.5
Overall Average Score	**4.5**	**4.6**	**4.50**	**4.53**	**4.55**

Harrogate and District NHS Foundation Trust

Integrated board report - June 2018

Key points this month

1. The Trust reported a deficit position of £869k in June, significantly behind the in month plan and control total plan. This results in a year to date position of £3.2m deficit. This is significantly behind the Trust's internal plan deficit for Quarter 1 of £631k.

2. Agency expenditure reduced in June but the year to date position remains high with 3.7% of pay expenditure relating to agency staffing.

3. Staff sickness absence has reduced for the fourth successive month and is now just above the local threshold of 3.9%.

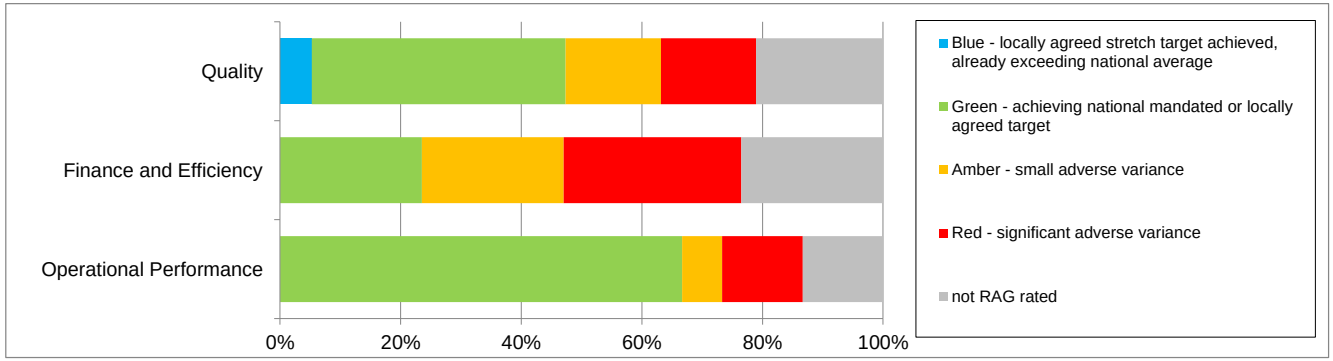
4. HDFT's performance against A&E 4-hour standard was below 95% in June and for Quarter 1 overall.

5. The Trust's 18 weeks performance remained below the 92% standard in June resulting in a overall performance for Quarter 1 of 90.8%.

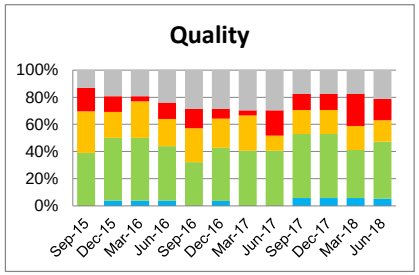
6. All cancer waiting times standards were achieved for Quarter 1, with the exception of the 2 week wait cancer waiting times standard for breast symptomatic patients which showed improvement in June but remained below the 93% standard for Quarter 1 overall.

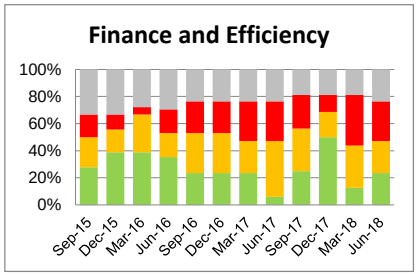
7. June's safety thermometer results showed that 96.1% of patient surveyed were harm free, a significant improvement on recent months. However the harm free percentage for the community teams remains below 95% at 94.0%.

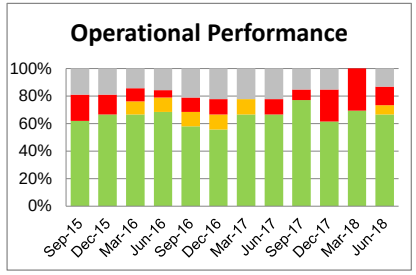
Summary of indicators - current month



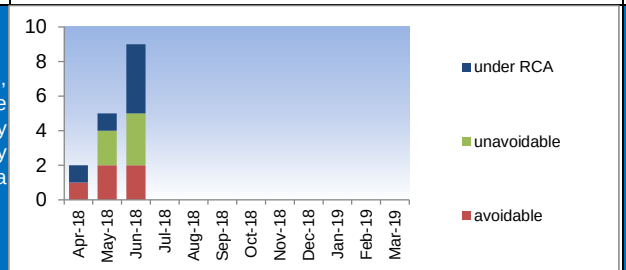
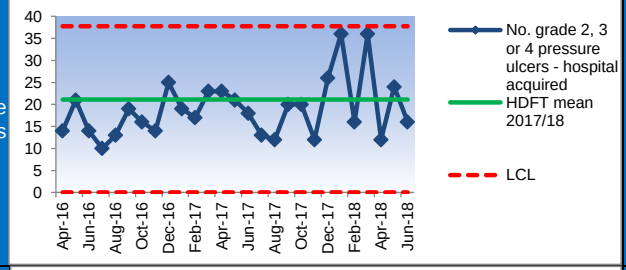
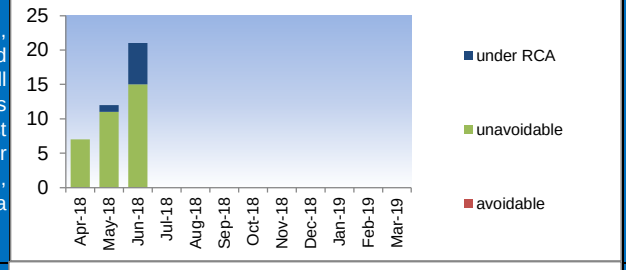
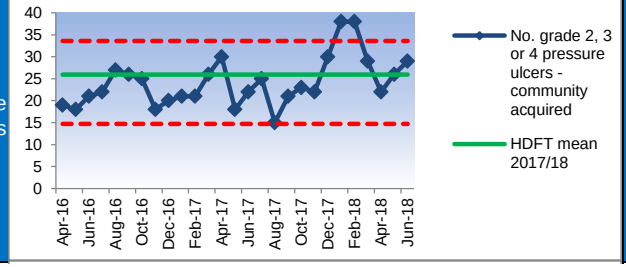
Summary of indicators - recent trends





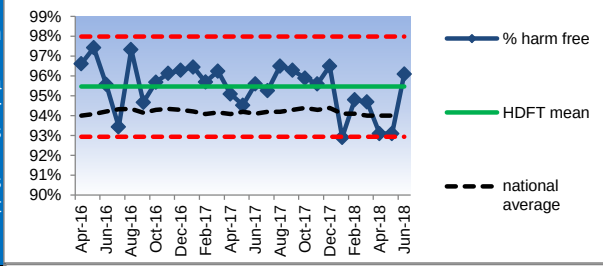
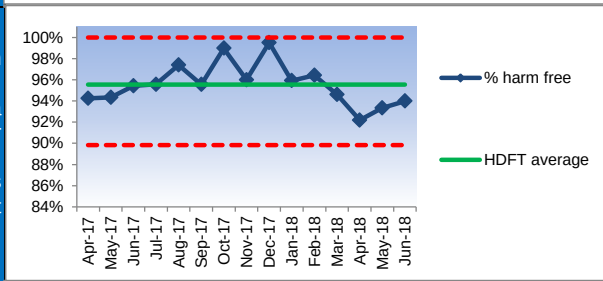
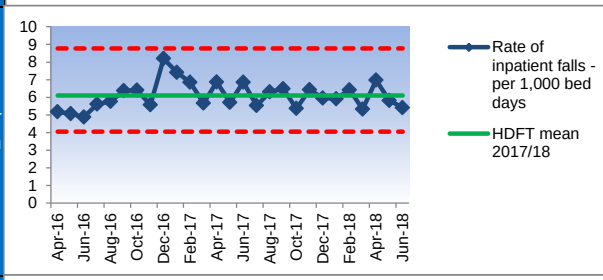
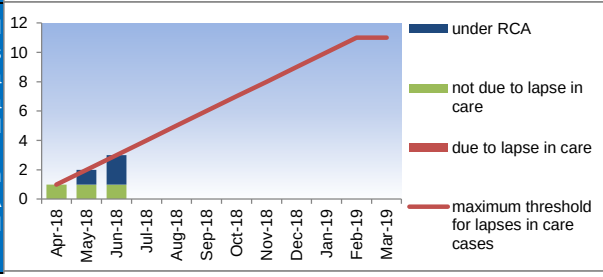


Quality - June 2018

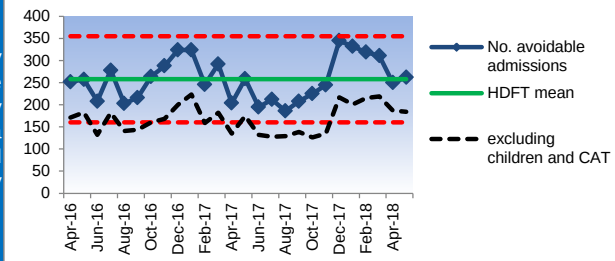
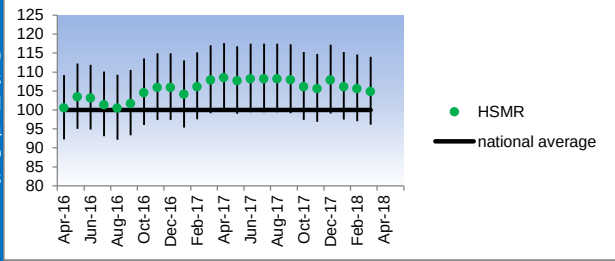
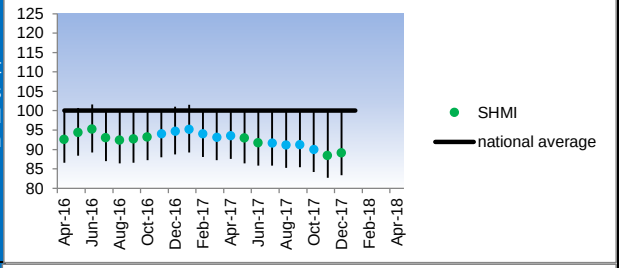
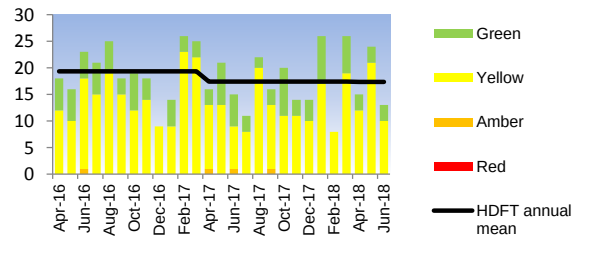
Indicator name / data quality assessment	Description	Trend chart	Interpretation
Pressure ulcers - hospital acquired	The chart shows the cumulative number of category 3, category 4 or unstageable hospital acquired pressure ulcers in 2018/19. The Trust has set a local trajectory for 2018/19 to reduce the number of avoidable category 3, category 4 or unstageable pressure ulcers. The data includes hospital teams only.		There were 4 hospital acquired unstageable or category 3 pressure ulcers reported in June, bringing the year to date total to 9. This compares to an average of 5 per month reported in 2017/18. For the 9 cases reported in 2018/19 to date, 2 have been assessed as avoidable, 3 as unavoidable and 4 are still under root cause analysis (RCA). No category 4 hospital acquired pressure ulcers have been reported in 2018/19 to date.
	The chart includes category 2, 3 and 4 and unstageable hospital acquired pressure ulcers. The data includes hospital teams only.		The number of hospital acquired category 2-4 (or unstageable) pressure ulcers reported in June was 16, a decrease on last month and below the average per month reported in 2017/18.
Pressure ulcers - community acquired	The chart shows the cumulative number of category 3, category 4 or unstageable community acquired pressure ulcers in 2018/19. This metric includes all pressure ulcers identified by community teams including pressure ulcers already present at the first point of contact. The Trust has set a local trajectory for 2018/19 to reduce the number of avoidable category 3, category 4 or unstageable pressure ulcers. The data includes community teams only.		There were 9 community acquired unstageable or category 3 pressure ulcers reported in June, compared to 5 last month. The average per month reported in 2017/18 was 12. For the 21 cases reported in 2018/19 to date, 0 have been assessed as avoidable, 15 as unavoidable and 6 are still under root cause analysis (RCA).
	The chart includes category 2, 3 and 4 and unstageable community acquired pressure ulcers. The data includes community teams only.		The number of community acquired category 2-4 (or unstageable) pressure ulcers reported in June was 29 cases, an increase on last month and above the average per month reported in 2017/18.

Quality - June 2018

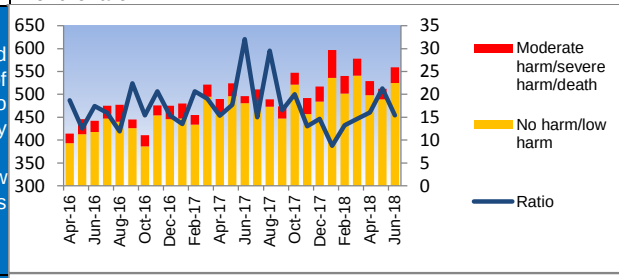
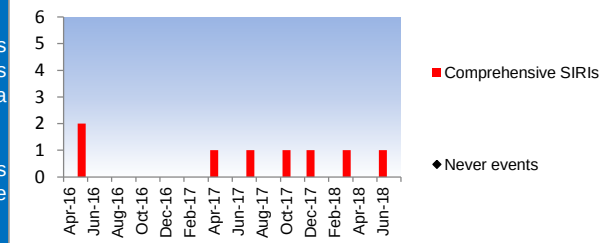
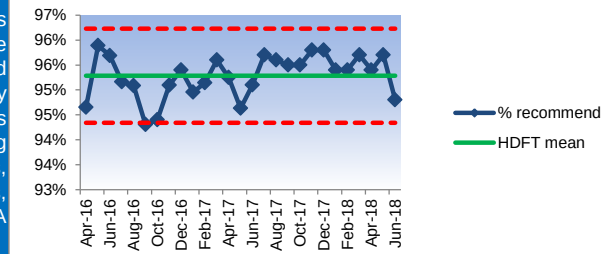
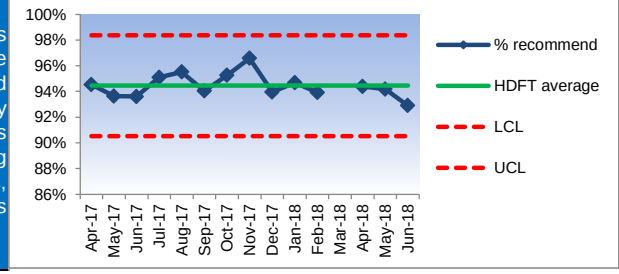
Harrogate and District NHS Foundation Trust

Indicator name / data quality assessment	Description	Trend chart	Interpretation
Safety Thermometer - harm free care ✓	Measures the percentage of patients receiving harm free care (defined as the absence of pressure ulcers, harm from a fall, urine infection in patients with a catheter and new VTE) in the Safety Thermometer audits conducted once a month. The data includes hospital and community teams. A high score is good. Whilst there is no nationally defined target for this measure, a score of 95% or above is considered best practice.		The harm free percentage for June was 96.1%, above 95% and a significant improvement on recent months.
Safety thermometer - harm free care - Community Care Teams ✓	Measures the percentage of patients receiving harm free care (defined as the absence of pressure ulcers, harm from a fall, urine infection in patients with a catheter and new VTE) in the Safety Thermometer audits conducted once a month. A high score is good. Whilst there is no nationally defined target for this measure, a score of 95% or above is considered best practice.		The harm free percentage for June was 94.0%, an improvement on last month but remaining below 95%. The majority of harms reported this month by the community teams relate to old pressure ulcer - these harms may have been acquired prior to the patient being first seen by the community teams, but are still reportable as harms based on the nationally defined reporting requirements.
Falls ✓	The number of inpatient falls expressed as a rate per 1,000 bed days. The data includes falls causing harm and those not causing harm. A low rate is good.		The rate of inpatient falls was 5.41 per 1,000 bed days in June, a further decrease and below the average HDFT rate for 2017/18. There was 1 fall resulting in a fracture in June (3 last month).
Infection control ✓	The chart shows the cumulative number of hospital apportioned C. difficile cases during 2018/19. HDFT's C. difficile trajectory for 2018/19 is 11 cases, a reduction of 1 on last year's trajectory. Cases where a lapse in care has been deemed to have occurred would count towards this. Hospital apportioned MRSA cases will be reported on an exception basis. HDFT has a trajectory of 0 MRSA cases for 2018/19. The last reported case of hospital acquired MRSA at HDFT was in Oct-12.		There was 1 case of hospital apportioned C. difficile reported in June, bringing the year to date total to 3. 1 of the 3 cases has had root cause analysis completed and agreed with HARD CCG. The outcome was that no lapse of care had occurred. 2 cases are still under root cause analysis. No hospital apportioned MRSA cases have been reported in 2018/19 to date.

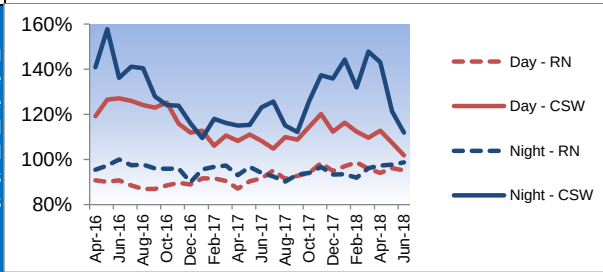
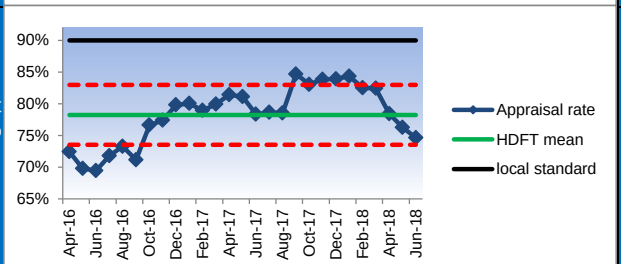
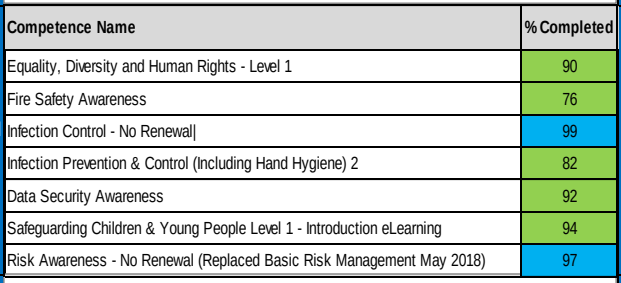
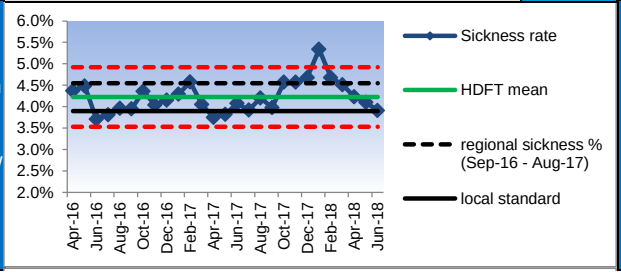
Quality - June 2018

Indicator name / data quality assessment	Description	Trend chart	Interpretation
Avoidable admissions ✓	The chart shows the number of avoidable emergency admissions to HDFT as per the national definition. The admissions included are those where the primary diagnosis of the patient does not normally require a hospital admission. Conditions include pneumonia and urinary tract infections in adults and respiratory conditions in children.		Provisional data indicates that there were 262 avoidable admissions in May, an increase on last month but remaining below previous months. However this month's figure is above the level reported in May last year (204). Adult avoidable admissions (excluding CAT attendances) remain in line with last month.
Mortality - HSMR ✓	The Hospital Standardised Mortality Ratio (HSMR) looks at the mortality rates for 56 common diagnosis groups that account for around 80% of in-hospital deaths and standardises against various criteria including age, sex and comorbidities. The measure also makes an adjustment for palliative care. A low figure is good.		HDFT's HSMR for the rolling 12 months ending March 2018 was 104.8, a decrease on last month and remaining within expected levels. At specialty level, 2 specialties have a higher than expected standardised mortality rate (Geriatric Medicine and Trauma & Orthopaedics).
Mortality - SHMI ✓	The Summary Hospital Mortality Index (SHMI) looks at the mortality rates for all diagnoses and standardises against various criteria including age, sex and comorbidities. The measure does not make an adjustment for palliative care. A low figure is good.		*There is no update of this data available this month due to a delay in the data being released by NHS Digital.* HDFT's SHMI increased to 89.1 for the rolling 12 months ending December 2017 but remains below expected levels. At specialty level, four specialties (Respiratory Medicine, Gastroenterology, Geriatric Medicine and one small volume surgical specialty) continue to have a standardised mortality rate above expected levels.
Complaints ✓	The number of complaints received by the Trust, shown by month of receipt of complaint. The criteria define the severity/grading of the complaint with green and yellow signifying less serious issues, amber signifying potentially significant issues and red for complaints related to serious adverse incidents. The data includes complaints relating to both hospital and community services.		13 complaints were received in June, a reduction on last month and below the average for 2017/18. No complaints were classified as amber or red this month. The complaints received this month are in relation to a number of different HDFT services.

Quality - June 2018

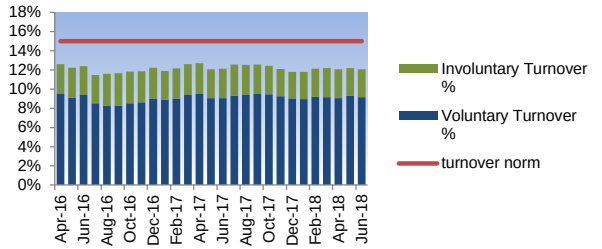
Indicator name / data quality assessment	Description	Trend chart	Interpretation
Incidents - all 	The chart shows the number of incidents reported within the Trust each month. It includes all categories of incidents, including those that were categorised as "no harm". The data includes hospital and community services. A large number of reported incidents but with a low proportion classified as causing significant harm is indicative of a good incident reporting culture		The latest published national data (for the period Apr - Sep 17) shows that Acute Trusts reported an average ratio of 44 no harm/low harm incidents for each incident classified as moderate harm, severe harm or death (a high ratio is better). HDFT's published ratio was 26, a minor improvement on the last publication but remaining in the bottom 25% of Trusts nationally. HDFT's latest local data gives a ratio of 15, a deterioration on this position. The focus going forward is to improve our incident reporting rate particularly encouraging staff to report no harm/ near miss incidents. Options to improve the Datix system to simplify the incident reporting process are being explored.
Incidents - SIRIs and never events 	The chart shows the number of Serious Incidents Requiring Investigation (SIRIs) and Never Events reported within the Trust each month. The data includes hospital and community services. Only comprehensive SIRIs are included in this indicator, as concise SIRIs are reported within the presure ulcer / falls indicators above.		There were 1 comprehensive SIRI reported in June. No Never Events were reported in 2017/18 or in 2018/19 to date.
Friends & Family Test (FFT) - Patients 	The Patient Friends and Family Test (FFT) gives patients and service users the opportunity to give feedback. They are asked whether they would recommend the service to friends and family if they required similar care or treatment. This indicator covers a number of hospital and community services including inpatients, day cases, outpatients, maternity services, the emergency department, some therapy services, district nursing, community podiatry and GP OOH. A high percentage is good.		94.8% of patients surveyed in June would recommend our services, a reduction on recent months but remaining above the latest published national average (93.7%). The inpatient, day case, outpatient and community sevice surveys all saw minor reductions in the % recommending. A&E and maternity services saw an increase in % recommending. Around 4,900 patients responded to the survey this month. The issue with the automated phone call surveys has now been resolved and the number of responses is in line with historical averages.
Friends & Family Test (FFT) - Adult community services 	The Patient Friends and Family Test (FFT) gives patients and service users the opportunity to give feedback. They are asked whether they would recommend the service to friends and family if they required similar care or treatment. This indicator covers a number of adult community services including specialist nursing teams, community care teams, community podiatry and GP OOH. A high percentage is good.		92.9% of patients surveyed in June would recommend our services, a reduction on recent months. 420 patients from adult community services responded to the survey this month. The data for March 2018 is not included as there were very few responses from community services due to an issue with the automated phone call surveys which was rectified in mid-April.

Quality - June 2018

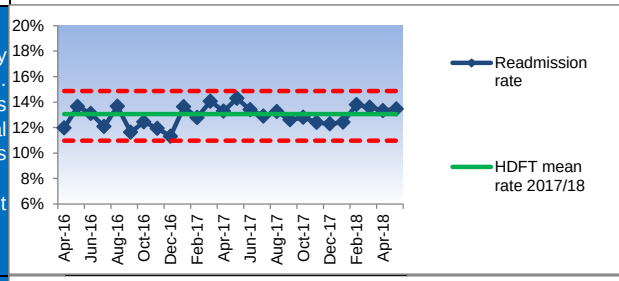
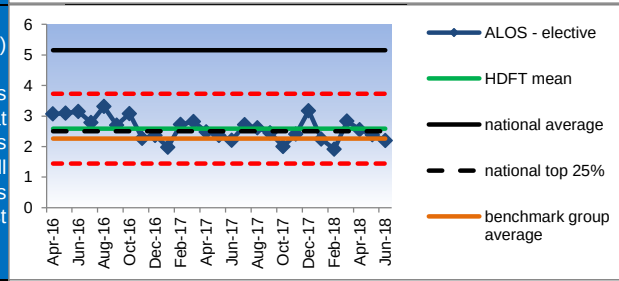
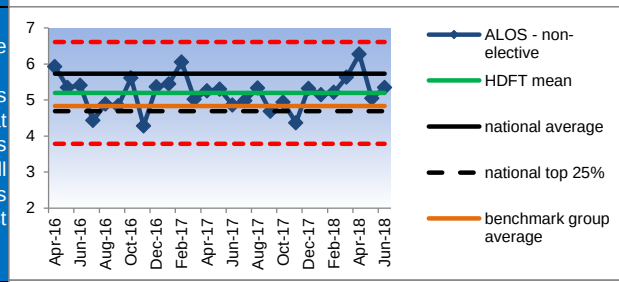
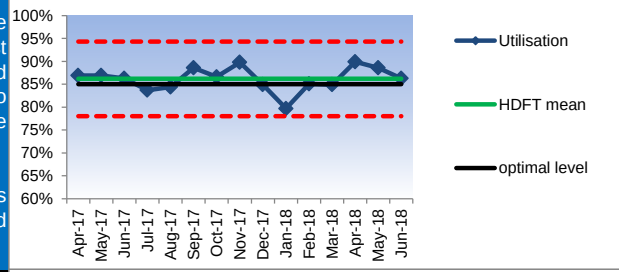
Indicator name / data quality assessment	Description	Trend chart	Interpretation
Safer staffing levels ✓	Trusts are required to publish information about staffing levels for registered nurses/midwives (RN) and care support workers (CSW) for each inpatient ward. The chart shows the overall fill rate at HDFT for RN and CSW for day and night shifts. The fill rate is calculated by comparing planned staffing with actual levels achieved. A ward level breakdown of this data is published on the Trust website.		Overall staffing compared to planned was at 102% in June, no change on last month and remaining above 100%. Care Support Worker staffing remains high compared to plan - this is reflective of the increased need for 1-1 care. Whilst safer staffing levels for registered nurses remains below 100%, the staffing level achieved still enables the delivery of safe care. Achieving safe staffing levels remains challenging and requires the increasing use of temporary staff through the nurse bank and agencies.
Staff appraisal rates ✓	The chart shows the staff appraisal rate over the most recent rolling 12 months. The Trusts aims to have 90% of staff appraised. A high percentage is good.		Appraisal compliance continued to fall during the appraisal period and has been reported at 74.66% in June. HR Business Partners are following up with all Directorates in month to ensure that plans are in place to deliver appraisals within the appraisal window.
Mandatory training rates ✓	The table shows the most recent training rates for all mandatory elements for substantive staff.		The data shown is for the end of June and excludes the Harrogate Healthcare Facilities Management (HHFM) staff who transferred into the new organisation on the 1st March 2018 and excludes Stockton staff who Tupe transferred in to the Trust on 1st April 2018. The overall training rate for mandatory elements for substantive staff is 90% and has decreased 1% since the last reporting cycle.
Sickness rates ✓	Staff sickness rate - includes short and long term sickness. The Trust has set a threshold of 3.9%. A low percentage is good.		Staff sickness absence continues to fall with June's data indicating 3.91% absence. Return to work compliance is increasing and is at 77% for the Trust. The Attendance Management lead continues to focus on those areas with higher level of sickness absence with specific focus on long term absences. A provisional position of June's data for sickness absence and labour turnover has been included in order to provide greater visibility of this data. June's data will be validated in August and on an on-going basis until we have assurance about reporting accuracy.

Competence Name	% Completed
Equality, Diversity and Human Rights - Level 1	90
Fire Safety Awareness	76
Infection Control - No Renewal|	99
Infection Prevention & Control (Including Hand Hygiene) 2	82
Data Security Awareness	92
Safeguarding Children & Young People Level 1 - Introduction eLearning	94
Risk Awareness - No Renewal (Replaced Basic Risk Management May 2018)	97

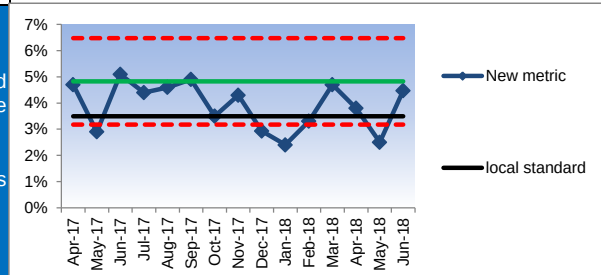
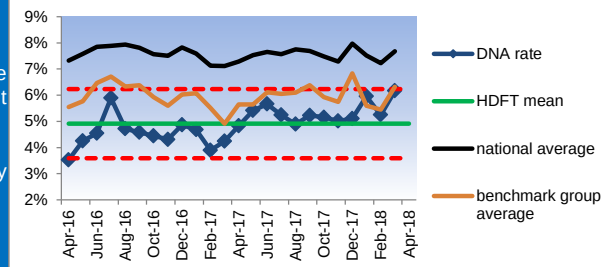
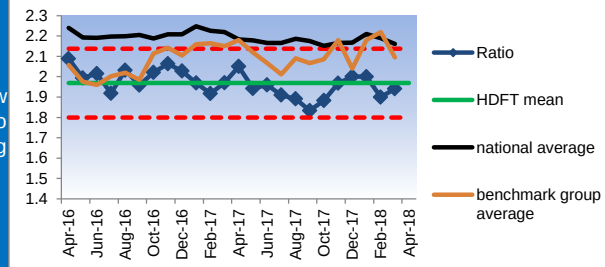
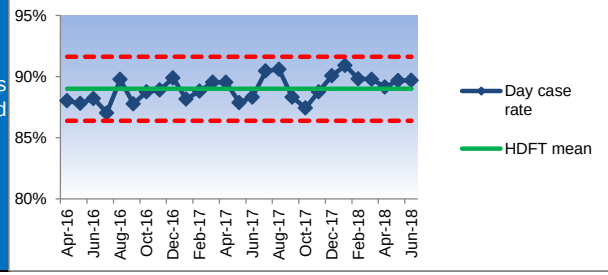
Quality - June 2018

Indicator name / data quality assessment	Description	Trend chart	Interpretation
Staff turnover rate 	The chart shows the staff turnover rate excluding trainee doctors, bank staff and staff on fixed term contracts. The turnover figures include both voluntary and involuntary turnover. Voluntary turnover is when an employee chooses to leave the Trust and involuntary turnover is when the employee unwillingly leaves the Trust. Data from the Times Top 100 Employers indicated a turnover rate norm of 15%, i.e. the level at which organisations should be concerned.		Labour turnover remains static at 12%. HR Business partners are reminding the managers of the importance of exit interview completion for identifying trends. A provisional position of June's data for sickness absence and labour turnover has been included in order to provide greater visibility of this data. June's data will be validated in August and on an on-going basis until we have assurance about reporting accuracy.

Finance and Efficiency - June 2018

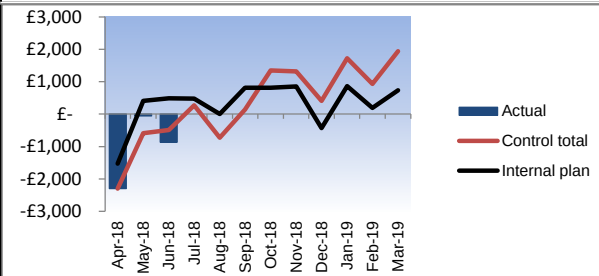
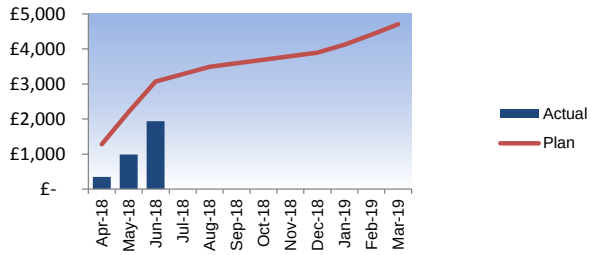
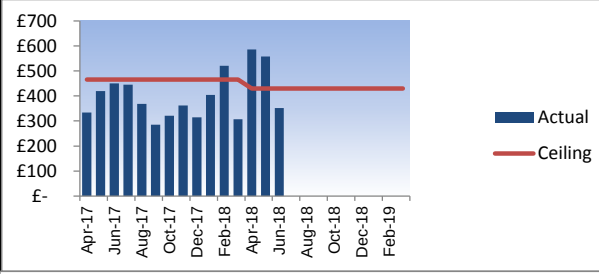
Indicator name / data quality assessment	Description	Trend chart	Interpretation
Readmissions 	% of patients readmitted to hospital as an emergency within 30 days of discharge (PbR exclusions applied). To ensure that we are not discharging patients inappropriately early and to assess our overall surgical success rates, we monitor the numbers of patients readmitted. A low number is good performance. This data is reported a month behind so that any recent readmissions are captured in the data.		The number of emergency readmissions in May (after PbR exclusions are applied) was 257. This equates to 13.5% when expressed as a percentage of all emergency admissions, a small increase on last month and remaining just above the HDFT average rate for 2017/18.
Length of stay - elective 	Average length of stay in days for elective (waiting list) patients. The data excludes day case patients. A shorter length of stay is preferable. When a patient is admitted to hospital, it is in the best interests of that patient to remain in hospital for as short a time as clinically appropriate – patients who recover quickly will need to stay in hospital for a shorter time. As well as being best practice clinically, it is also more cost effective if a patient has a shorter length of stay.		HDFT's average elective length of stay for June was 2.2 days. This is a decrease on last month and places HDFT in the top 25% of Trusts nationally in the most recently available benchmarking data. There is no update of the benchmarking data this month. Two months' worth of data will be published on HED next month.
Length of stay - non-elective 	Average length of stay in days for non-elective (emergency) patients. A shorter length of stay is preferable. When a patient is admitted to hospital, it is in the best interests of that patient to remain in hospital for as short a time as clinically appropriate – patients who recover quickly will need to stay in hospital for a shorter time. As well as being best practice clinically, it is also more cost effective if a patient has a shorter length of stay.		HDFT's average non-elective length of stay for June was 5.3 days, an increase on last month. The Trust remains in the middle 50% of Trusts nationally when compared to the most recently available benchmarking data. There is no update of the benchmarking data this month. Two months' worth of data will be published on HED next month.
Theatre utilisation 	The percentage of time utilised during elective theatre sessions (i.e. those planned in advance for waiting list patients). The utilisation calculation excludes cancelled sessions - operating lists that are planned not to go ahead due to annual leave, study leave or maintenance etc. A higher utilisation rate is good as it demonstrates effective use of resources. A utilisation rate of around 85% is often viewed as optimal.		Elective theatre utilisation was at 86.3% in June, remaining above the 85% optimal level. This utilisation only reflects the elective lists that took place as planned and does not factor in planned elective lists that were cancelled. A list cancellation metric is being incorporated into the new theatres dashboard and will be considered for inclusion in this report.

Finance and Efficiency - June 2018

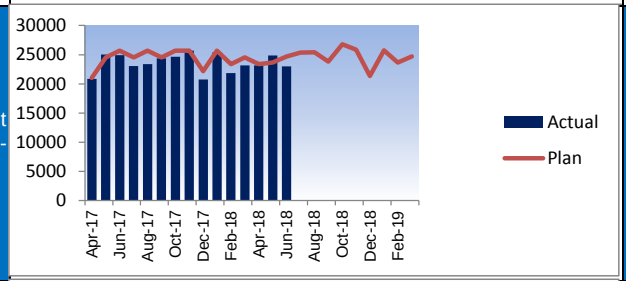
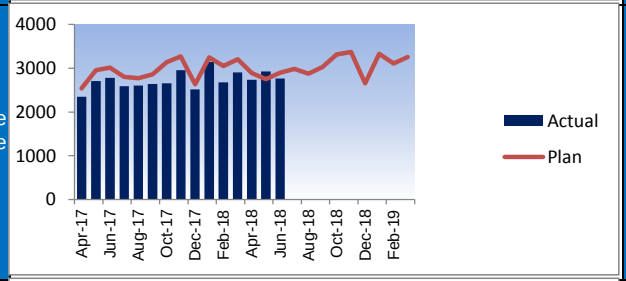
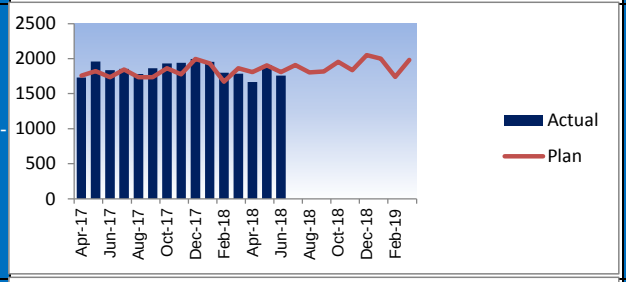
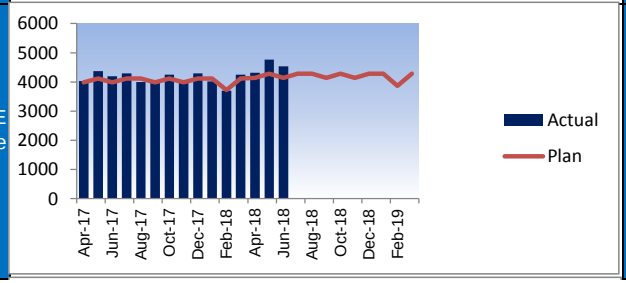
Indicator name / data quality assessment	Description	Trend chart	Interpretation
Delayed transfers of care ✓	The proportion of bed days lost due to being occupied by patients who are medically fit for discharge but are still in hospital. A low rate is preferable. The maximum threshold shown on the chart (3.5%) has been agreed with HARD CCG.		In June, 4.5% of bed days were lost due to delayed transfers of care, a deterioration on last month and above the local standard of 3.5%.
Outpatient DNA rate ✓	Percentage of new outpatient attendances where the patient does not attend their appointment, without notifying the trust in advance. A low percentage is good. Patient DNAs will usually result in an unused clinic slot.		*There is no update of this indicator this month. Two months' worth of data will be published on HED next month.* HDFT's DNA rate increased to 6.2% in March. This is in line with the benchmarked group of trusts and below the national average.
Outpatient new to follow up ratio ✓	The number of follow-up appointments per new appointment. A lower ratio is preferable. A high ratio could indicate that unnecessary follow ups are taking place.		*There is no update of this indicator this month. Two months' worth of data will be published on HED next month.* Reducing the number of follow ups is a major part of HARD CCG's financial recovery plan. HDFT's new to follow up ratio was 1.94 in March, an increase on last month but remaining below both the national and benchmark group average.
Day case rate ✓	The proportion of elective (waiting list) procedures carried out as a day case procedure, i.e. the patient did not stay overnight. A higher day case rate is preferable.		The day case rate was 89.7% in June, no change on last month and remaining above the average day case rate for 2017/18 (89.3%).

Finance and Efficiency - June 2018

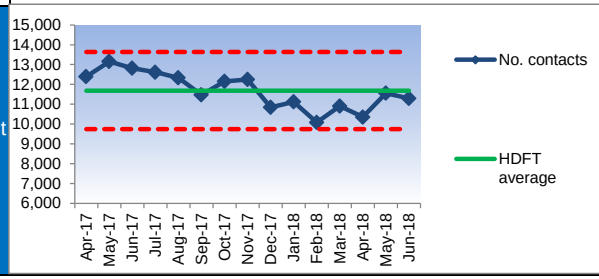
Harrogate and District NHS Foundation Trust

Indicator name / data quality assessment	Description	Trend chart	Interpretation
Surplus / deficit and variance to plan	Monthly Surplus/Deficit (£'000s). In some months, a deficit is planned for. This indicator reports positive or adverse variance against the planned position for the month.		The Trust reported a deficit position of £869k in June, significantly behind the in month plan and control total plan. This results in a year to date position of £3.2m deficit. This is significantly behind the Trust's internal plan deficit for Quarter 1 of £631k. Further analysis of this position can be found in the finance report.
NHS Improvement Single Oversight Framework - Use of Resource Metric	From 1st October 2016, NHS Improvement introduced the Single Oversight Framework. As part of this this, Use of Resource Metric was introduced to replace the previous Financial Sustainability Risk Rating. This is the product of five elements which are rated between 1 (best) to 4.	**Element** / **Plan** / **Actual** Capital Service Cover: 4 / 4 Liquidity: 1 / 1 I&E Margin: 4 / 4 I&E Variance From Plan: 1 / 1 Agency: 2 / 3 **Financial Sustainability Risk Rating: 3 / 3**	The Trust reported a 3 in June, in line with the planned risk rating. The current rate of agency spend is adding further risk here.
Capital spend	Cumulative Capital Expenditure by month (£'000s)		Capital expenditure continues to be behind plan, however, this is the result of phasing of larger schemes which are anticipated to be finalised soon.
Agency spend in relation to pay spend	Expenditure in relation to Agency staff on a monthly basis as a percentage of total pay bill. The Trust aims to have less than 3% of the total pay bill on agency staff.		Agency expenditure reduced in June compared to month 1 and 2, with spend equating to 2.63% of the overall pay bill. Although this is an improvement in month, the year to date position remains high with 3.7% of pay expenditure relating to agency staffing.

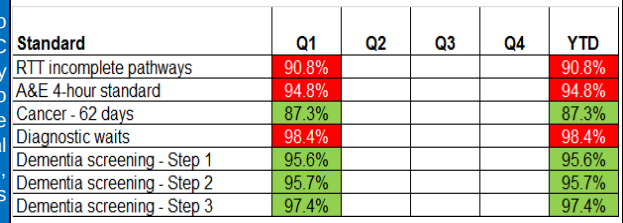
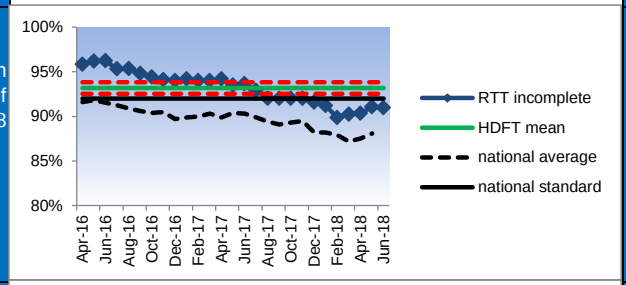
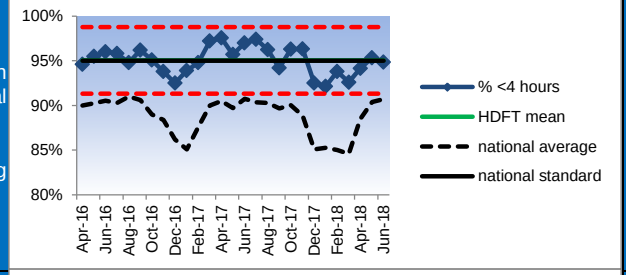
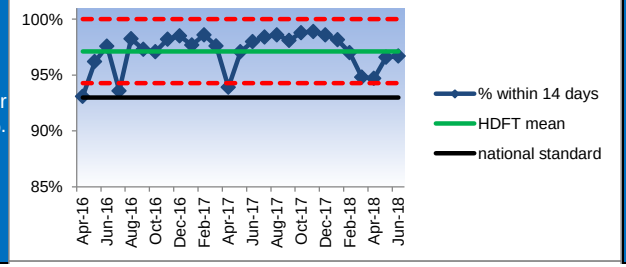
Finance and Efficiency - June 2018

Indicator name / data quality assessment	Description	Trend chart	Interpretation
Outpatient activity against plan	The chart shows the position against plan for outpatient activity. The data includes all outpatient attendances - new and follow-up, consultant and non-consultant led.		Outpatient activity was 6.7% below plan in June but is 2.1% above plan year to date. Further information is provided in the Chief Operating Officer's report to board. The phasing of this year's plan has now been reviewed and minor adjustments agreed with the Clinical Directorates.
Elective activity against plan	The chart shows the position against plan for elective activity. The data includes inpatient and day case elective admissions.		Elective activity was 4.4% below plan in June but is 0.3% above plan year to date. Further information is provided in the Chief Operating Officer's report to board. The phasing of this year's plan has now been reviewed and minor adjustments agreed with the Clinical Directorates.
Non-elective activity against plan	The chart shows the position against plan for non-elective activity (emergency admissions).		Non-elective activity was 2.6% below plan in June and is 3.7% below plan year to date.
A&E activity against plan	The chart shows the position against plan for A&E attendances at Harrogate Emergency Department. The data excludes planned follow-up attendances at A&E.		A&E attendances remain significantly above plan - by 9.5% in June. Work is continiuing to better understand the reasons for this increase, in discussion with HARD CCG.

Finance and Efficiency - June 2018

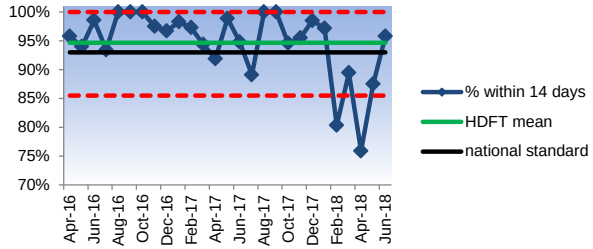
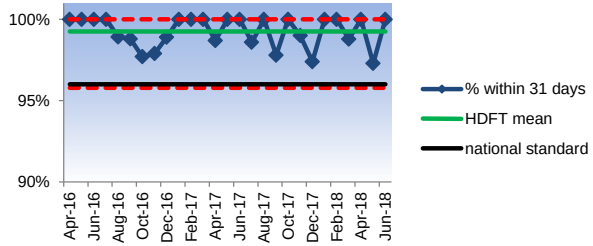
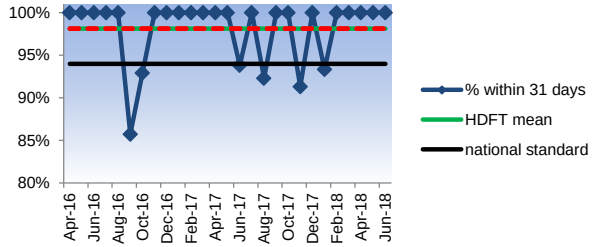
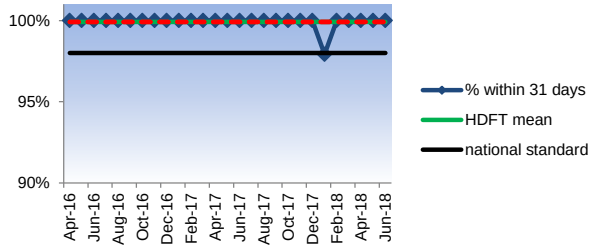
Indicator name / data quality assessment	Description	Trend chart	Interpretation
Community Care Teams - patient contacts 	The chart shows the number of face to face patient contacts for the community care teams.		There were 11,300 face to face patient contacts in June, a decrease on last month. During 2017/18, there were a number of restructures of the teams within these services and a reduction to baseline contracted establishment as the Vanguard work came to an end. This will have impacted upon the activity levels recorded over this period. Therefore caution should be exercised when reviewing the trend over time.

Operational Performance - June 2018

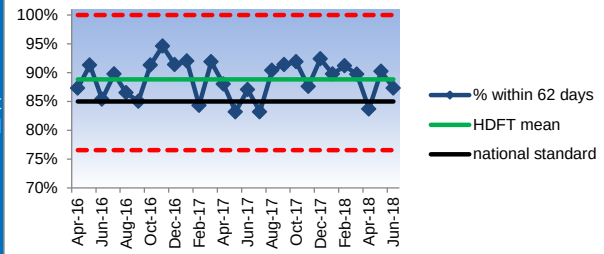
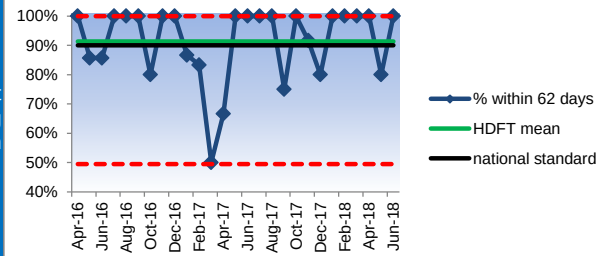
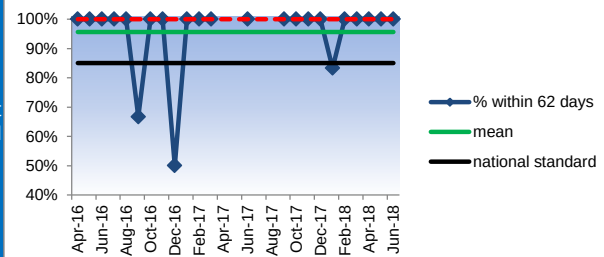
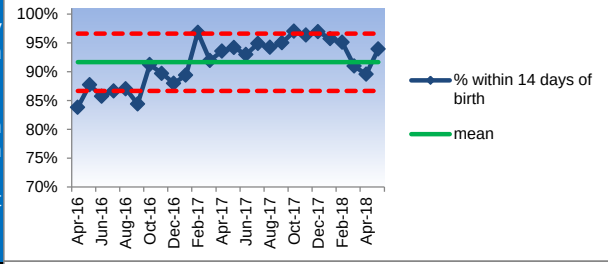
Indicator name / data quality assessment	Description	Trend chart	Interpretation
NHS Improvement Single Oversight Framework ✓	NHS Improvement use a variety of information to assess a Trust's governance risk rating, including CQC information, access and outcomes metrics, third party reports and quality governance metrics. The table to the right shows how the Trust is performing against the national performance standards in the "operational performance metrics" section. From 1st April 2018, dementia screening perfromance forms part of this assessment.		In Quarter 1, HDFT's performance was below the required level for 3 of the operational performance metrics - 18 weeks, the A&E 4-hour standard the 6-week diagnostic waiting times standard, as detailed below and in this month's Chief Operating Officer's report. Performance against the diagnostic waiting times standard deteriorated in June, following an improvement the previous month and it is disappointing that we did not achieve the 99% standard of patients waiting less than 6 weeks, as anticipated.
RTT Incomplete pathways performance ✓	Percentage of incomplete pathways waiting less than 18 weeks. The national standard is that 92% of incomplete pathways should be waiting less than 18 weeks. A high percentage is good.		Performance was at 91.0% in June, remaining below the minimum standard of 92%. The same two specialties (Trauma & Orthopaedics and Ophthalmology) remain below the 92% standard.
A&E 4 hour standard ✓	Percentage of patients spending less than 4 hours in Accident & Emergency (A&E). The operational standard is 95%. The data includes all A&E Departments, including Minor Injury Units (MIUs). A high percentage is good.		HDFT's Trust level performance for June was 94.9%, below the required 95% standard. This includes data for the Emergency Department at Harrogate and Ripon MIU. Performance for Harrogate ED was at 93.9% in June. The Trust is therefore below the required standard for Quarter 1 overall with a Trust level performance of 94.8%.
Cancer - 14 days maximum wait from urgent GP referral for suspected cancer referrals ✓	Percentage of urgent GP referrals for suspected cancer seen within 14 days. The operational standard is 93%. A high percentage is good.		Provisional performance for June was at 96.7%, remaining above the 93% standard.

Standard	Q1	Q2	Q3	Q4	YTD
RTT incomplete pathways	90.8%				90.8%
A&E 4-hour standard	94.8%				94.8%
Cancer - 62 days	87.3%				87.3%
Diagnostic waits	98.4%				98.4%
Dementia screening - Step 1	95.6%				95.6%
Dementia screening - Step 2	95.7%				95.7%
Dementia screening - Step 3	97.4%				97.4%

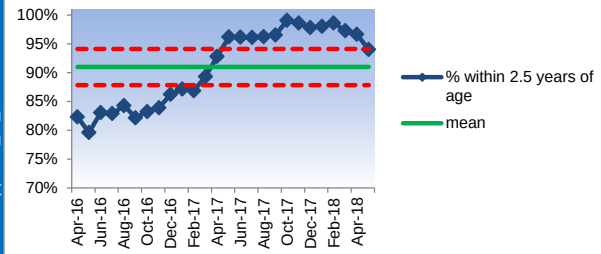
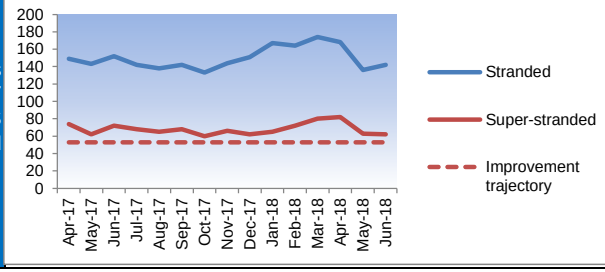
Operational Performance - June 2018

Indicator name / data quality assessment	Description	Trend chart	Interpretation
Cancer - 14 days maximum wait from GP referral for symptomatic breast patients ✓	Percentage of GP referrals for breast symptomatic patients seen within 14 days. The operational standard is 93%. A high percentage is good.		Provisional performance for June was at 95.8%, an improvement on recent months and above the 93% standard. However because of the low performance during April and May, the Trust will fail this standard for Quarter 1, with performance at 87.4% for the quarter overall. The Clinical Directorates continue to work together to manage the volume of referrals received and match this with appropriate clinic capacity.
Cancer - 31 days maximum wait from diagnosis to treatment for all cancers ✓	Percentage of cancer patients starting first treatment within 31 days of diagnosis. The operational standard is 96%. A high percentage is good.		Delivery at expected levels.
Cancer - 31 day wait for second or subsequent treatment: Surgery ✓	Percentage of cancer patients starting subsequent surgical treatment within 31 days. The operational standard is 94%. A high percentage is good.		Delivery at expected levels.
Cancer - 31 day wait for second or subsequent treatment: Anti-Cancer drug ✓	Percentage of cancer patients starting subsequent drug treatment within 31 days. The operational standard is 98%. A high percentage is good.		Delivery at expected levels.

Operational Performance - June 2018

Indicator name / data quality assessment	Description	Trend chart	Interpretation
Cancer - 62 day wait for first treatment from urgent GP referral to treatment ✓	Percentage of cancer patients starting first treatment within 62 days of urgent GP referral. The operational standard is 85%. A high percentage is good.		Provisional performance for June was above the required 85% standard at 87.3% with 8 accountable breaches. Of the 11 tumour sites, 4 had performance below 85% in June - head & neck (0.5 breach), lung (0.5), upper gastrointestinal (2.5) and urological (4.0). 2 patients waited over 104 days in June. The main reasons for the delays were patient choice and complex diagnositc pathways.
Cancer - 62 day wait for first treatment from consultant screening service referral ✓	Percentage of cancer patients starting first treatment within 62 days of referral from a consultant screening service. The operational standard is 90%. A high percentage is good.		Delivery at expected levels.
Cancer - 62 day wait for first treatment from consultant upgrade ✓	Percentage of cancer patients starting first treatment within 62 days of consultant upgrade. The operational standard is 85%. A high percentage is good.		Delivery at expected levels.
Children's Services - 10-14 day new birth visit ✓	The percentage of babies who had a new birth visit by the Health Visiting team within 14 days of birth. A high percentage is good. Data shown is for the 0-5 Health Visiting Service in North Yorkshire and the Healthy Child Programme in Darlington, Co. Durham, Middlesbrough and Stockton. A high percentage is good. The contract does not specify a required level.		In May, the validated performance position is that 94% of babies were recorded on Systmone as having had a new birth visit within 14 days of birth. The data is reported a month in arrears so that the validated position can be shared. The chart presents a combined performance position for all Children's Services contracts and includes data for Stockton from April 2018 onwards.

Operational Performance - June 2018

Indicator name / data quality assessment	Description	Trend chart	Interpretation
Children's Services - 2.5 year review ✓	The percentage of children who had a 2.5 year review. A high percentage is good. Data shown is for the 0-5 Health Visiting Service in North Yorkshire and the Healthy Child Programme in Darlington, Co. Durham, Middlesbrough and Stockton. A high percentage is good. The contract does not specify a required level.		In May, the validated performance position is that 94% of children were recorded on Systmone as having had a 2.5 year review. The data is reported a month in arrears so that the validated position can be shared. The chart presents a combined performance position for all Children's Services contracts and includes data for Stockton from April 2018 onwards.
OPEL level - Community Care Teams ✓	The OPEL (Operational Pressures Escalation Level) is a measure of operational pressure being experienced by the community care teams. A value of 1 to 4 is agreed each day, with 1 denoted the lowest level of operational pressure and 4 denoting the highest. The chart will show the average level reported by adult community services during the month.	**to be added**	The Trust has been using the OPEL measure for community services since November 2017. This has been shared within the Trust on operational reports each day. From the beginning of June, the information is being recorded and retained in a database so that we can start to track the trend over time. During June, the OPEL level was reported at 2 for 28 out of 30 days during the month.
Stranded patients ✓	This indicator shows the average number of patients that were in the hosptital with a length of stay of over 7 days (defined as stranded patients by NHS Improvement) or over 21 days (super-stranded patients). A low number is good.		The number of stranded and super-stranded patients at HDFT remained fairly static in June. However we are still identified as an outlier when compared to other local Trusts. NHS Improvement has set improvement trajectories for Trusts to reduce the number of super-stranded patients by around 25% by December 2018. HDFT's trajectory has been set at 53, which equates to a 27% improvement on the 2017/18 baseline position.

Data Quality - Exception Report

Harrogate and District NHS Foundation Trust

Report section	Indicator	Data quality rating	Further information
Quality	Pressure ulcers - community acquired - grades 2, 3 or 4	**Amber** 	The observed increase in reported cases over the last two years may be partly due to improvements in incident reporting during the period.
Quality	Friends & Family Test (FFT) - Adult Community Services	**Amber** 	The number of patients surveyed represents a small proportion of the community based contacts that we deliver in a year.
Finance and efficiency	Theatre utilisation	**Amber** 	This metric has been aligned with the new theatre utilisation dashboard from December 2017. Further metrics from the new dashboard are being considered for inclusion in this report from April 2018. The utilisation calculation excludes cancelled sessions - operating lists that are planned not to go ahead due to annual leave, study leave or maintenance etc. There are some known data quality issues with the utilisation data but it is anticipated that increased visibility of the data via the new dashboard will help to resolve these in the coming months.
Operational Performance	Community Care Teams - patient contacts	**Amber** 	During 2017/18, there were a number of restructures of the teams within these services and a reduction to baseline contracted establishment as the Vanguard work came to an end. This will have impacted upon the activity levels recorded over this period. Therefore caution should be exercised when reviewing the trend over time.
Operational Performance	OPEL level - Community Care Teams	**Amber** 	This indicator is in development.

NHS
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NHS Foundation Trust

Indicator traffic light criteria

Section	Indicator	Further detail	Traffic light criteria	Rationale/source of traffic light criteria
Quality	**Pressure ulcers - hospital acquired**	No. category 3 and category 4 avoidable hospital acquired pressure ulcers	tbc	tbc
Quality	**Pressure ulcers - community acquired**	No. category 3 and category 4 community acquired pressure ulcers	tbc	tbc
Quality	**Safety thermometer - harm free care**	% harm free	Blue if latest month >=97%, Green if >=95% but <97%, red if latest month <95%	National best practice guidance suggests that 95% is the standard that Trusts should achieve. In addition, HDFT have set a local stretch target of 97%.
Quality	**Safety thermometer - harm free care - community care teams**	% harm free		
Quality	**Falls**	IP falls per 1,000 bed days	Blue if YTD position is a reduction of >=50% of HDFT average for 2017/18, Green if YTD position is a reduction of between 20% and 50% of HDFT average for 2017/18, Amber if YTD position is a reduction of up to 20% of HDFT average for 2017/18, Red if YTD position is on or above HDFT average for 2017/18.	Locally agreed improvement trajectory based on comparison with HDFT performance last year.
Quality	**Infection control**	No. hospital acquired C.diff cases	Green if below trajectory YTD, Amber if above trajectory YTD, Red if above trajectory at end year or more than 10% above trajectory in year.	NHS England, NHS Improvement and contractual requirement
Quality	**Avoidable admissions**	The number of avoidable emergency admissions to HDFT as per the national definition.	tbc	tbc
Quality	**Mortality - HSMR**	Hospital Standardised Mortality Ratio (HSMR)	Blue = better than expected (95% confidence interval), Green = as expected, Amber = worse than expected (95% confidence interval), Red = worse than expected (99% confidence interval).	Comparison with national average performance.
Quality	**Mortality - SHMI**	Summary Hospital Mortality Index (SHMI)		
Quality	**Complaints**	No. complaints, split by criteria	Blue if no. complaints in latest month is below LCL, Green if below HDFT average for 2017/18, Amber if on or above HDFT average for 2017/18, Red if above UCL. In addition, Red if a new red rated complaint received in latest month.	Locally agreed improvement trajectory based on comparison with HDFT performance last year.
Quality	**Incidents - all**	Incidents split by grade (hosp and community)	Blue if latest month ratio places HDFT in the top 10% of acute trusts nationally, Green if in top 25%, Amber if within the middle 50%, Red if in bottom 25%	Comparison of HDFT performance against most recently published national average ratio of low to high incidents.
Quality	**Incidents - complrehensive SIRIs and never events**	The number of comprehensive SIRIs and the number of never events reported in the year to date. The indicator includes hospital and community data.	Green if none reported in current month; Red if 1 or more never event or comprehensive reported in the current month.	
Quality	**Friends & Family Test (FFT) - Patients**	% recommend, % not recommend - combined score for all services currently doing patient FFT	Green if latest month >= latest published national average, Red if < latest published national average.	Comparison with national average performance.
Quality	**Friends & Family Test (FFT) - Adult Community Services**	% recommend, % not recommend - combined score for all services currently doing patient FFT		
Quality	**Safer staffing levels**	RN and CSW - day and night overall fill rates at trust level	Green if latest month overall staffing >=100%, amber if between 95% and 100%, red if below 95%.	The Trusts aims for 100% staffing overall.
Quality	**Staff appraisal rate**	Latest position on no. staff who had an appraisal within the last 12 months	Annual rolling total - 90% green. Amber between 70% and 90%, red<70%.	Locally agreed target level based on historic local and NHS performance
Quality	**Mandatory training rate**	Latest position on the % staff trained for each mandatory training requirement	Blue if latest month >=95%; Green if latest month 75%-95% overall, amber if between 50% and 75%, red if below 50%.	Locally agreed target level - no national comparative information available until February 2016
Quality	**Staff sickness rate**	Staff sickness rate	Green if <3.9% , amber if between 3.9% and regional average, Red if > regional average.	HDFT Employment Policy requirement. Rates compared at a regional level also
Quality	**Staff turnover**	Staff turnover rate excluding trainee doctors, bank staff and staff on fixed term contracts.	Green if remaining static or decreasing, amber if increasing but below 15%, red if above 15%.	Based on evidence from Times Top 100 Employers
Finance and efficiency	**Readmissions**	No. emergency readmissions (following elective or non-elective admission) within 30 days.	Blue if latest month rate < LCL, Green if latest month rate < HDFT average for 2017/18, Amber if latest month rate > HDFT average for 2017/18 but below UCL, red if latest month rate > UCL.	Locally agreed improvement trajectory based on comparison with HDFT performance last year.
Finance and efficiency	**Length of stay - elective**	Average LOS for elective patients	Blue if latest month score places HDFT in the top 10% of acute trusts nationally, Green if in top 25%, Amber if within the middle 50%, Red if in bottom 25%.	Comparison with performance of other acute trusts.
Finance and efficiency	**Length of stay - non-elective**	Average LOS for non-elective patients		
Finance and efficiency	**Theatre utilisation**	% of theatre time utilised for elective operating sessions	Green = >=85%, Amber = between 75% and 85%, Red = <75%	A utilisation rate of around 85% is often viewed as optimal.
Finance and efficiency	**Delayed transfers of care**	% acute beds occupied by patients whose transfer is delayed - snapshot on last Thursday of the month.	Red if latest month >3.5%, Green <=3.5%	Contractual requirement

Section	Indicator	Further detail	Traffic light criteria	Rationale/source of traffic light criteria
Finance and efficiency	**Outpatient DNA rate**	% first OP appointments DNA'd		
Finance and efficiency	**Outpatient new to follow up ratio**	No. follow up appointments per new appointment.	Blue if latest month score places HDFT in the top 10% of acute trusts nationally, Green if in top 25%, Amber if within the middle 50%, Red if in bottom 25%.	
Finance and efficiency	**Day case rate**	% elective admissions that are day case		Comparison with performance of other acute trusts.
Finance and efficiency	**Surplus / deficit and variance to plan**	Monthly Surplus/Deficit (£'000s)	Green if on plan, amber <1% behind plan, red >1% behind plan	Locally agreed targets.
Finance and efficiency	**NHS Improvement Financial Performance Assessment**	An overall rating is calculated ranging from 4 (no concerns) to 1 (significant concerns). This indicator monitors our position against plan.	Green if rating =4 or 3 and in line with our planned rating, amber if rating = 3, 2 or 1 and not in line with our planned rating.	as defined by NHS Improvement
Finance and efficiency	**Capital spend**	Cumulative capital expenditure	Green if on plan or <10% below, amber if between 10% and 25% below plan, red if >25% below plan	Locally agreed targets.
Finance and efficiency	**Agency spend in relation to pay spend**	Expenditure in relation to Agency staff on a monthly basis (£'s).	Green if <1% of pay bill, amber if between 1% and 3% of pay bill, red if >3% of pay bill.	Locally agreed targets.
Finance and efficiency	**Outpatient activity against plan (new and follow up)**	Includes all outpatient attendances - new and follow-up, consultant and non-consultant led.		Locally agreed targets.
Finance and efficiency	**Elective activity against plan**	Includes inpatient and day case activity		Locally agreed targets.
Finance and efficiency	**Non-elective activity against plan**			Locally agreed targets.
Finance and efficiency	**Emergency Department attendances against plan**	Excludes planned followup attendances.	Green if on or above plan in month, amber if below plan by < 3%, red if below plan by > 3%.	Locally agreed targets.
Finance and efficiency	**Community Care Teams - patient contacts**	Face to face patient contacts	tbc	Locally agreed metric
Operational Performance	**NHS Improvement governance rating**	Trust performance on Monitor's risk assessment framework.	As per defined governance rating	as defined by NHS Improvement
Operational Performance	**RTT Incomplete pathways performance**	% incomplete pathways within 18 weeks	Green if latest month >=92%, Red if latest month <92%.	NHS England
Operational Performance	**A&E 4 hour standard**	% patients spending 4 hours or less in A&E.	Blue if latest month >=97%, Green if >=95% but <97%, amber if >= 90% but <95%, red if <90%.	NHS England, NHS Improvement and contractual requirement of 95% and a locally agreed stretch target of 97%.
Operational Performance	**Cancer - 14 days maximum wait from urgent GP referral for all urgent suspect cancer referrals**	% urgent GP referrals for suspected cancer seen within 14 days.	Green if latest month >=93%, Red if latest month <93%.	NHS England, NHS Improvement and contractual requirement
Operational Performance	**Cancer - 14 days maximum wait from GP referral for symptomatic breast patients**	% GP referrals for breast symptomatic patients seen within 14 days.	Green if latest month >=93%, Red if latest month <93%.	NHS England, NHS Improvement and contractual requirement
Operational Performance	**Cancer - 31 days maximum wait from diagnosis to treatment for all cancers**	% cancer patients starting first treatment within 31 days of diagnosis	Green if latest month >=96%, Red if latest month <96%.	NHS England, NHS Improvement and contractual requirement
Operational Performance	**Cancer - 31 day wait for second or subsequent treatment: Surgery**	% cancer patients starting subsequent surgical treatment within 31 days	Green if latest month >=94%, Red if latest month <94%.	NHS England, NHS Improvement and contractual requirement
Operational Performance	**Cancer - 31 day wait for second or subsequent treatment: Anti-Cancer drug**	% cancer patients starting subsequent anti-cancer drug treatment within 31 days	Green if latest month >=96%, Red if latest month <96%.	NHS England, NHS Improvement and contractual requirement
Operational Performance	**Cancer - 62 day wait for first treatment from urgent GP referral to treatment**	% cancer patients starting first treatment within 62 days of urgent GP referral	Green if latest month >=85%, Red if latest month <85%.	NHS England, NHS Improvement and contractual requirement
Operational Performance	**Cancer - 62 day wait for first treatment from consultant screening service referral**	% cancer patients starting first treatment within 62 days of referral from a consultant screening service	Green if latest month >=90%, Red if latest month <90%.	NHS England, NHS Improvement and contractual requirement
Operational Performance	**Cancer - 62 day wait for first treatment from consultant upgrade**	% cancer patients starting first treatment within 62 days of consultant upgrade	Green if latest month >=85%, Red if latest month <85%.	NHS England, NHS Improvement and contractual requirement
Operational Performance	**Children's Services - 10-14 day new birth visit**	% new born visit within 14 days of birth	Green if latest month >=90%, Amber if between 75% and 90%, Red if <75%.	Contractual requirement
Operational Performance	**Children's Services - 2.5 year review**	% children who had a 2 and a half year review	Green if latest month >=90%, Amber if between 75% and 90%, Red if <75%.	Contractual requirement
Operational Performance	**OPEL level - Community Care Teams**	OPEL (Operational Pressures Escalation Level) experienced by the community care teams	tbc	Locally agreed metric
Operational Performance	**Stranded patients**	Average number of stranded patients (LOS >7 days) and super-stranded patients (LOS >21 days).	tbc	as defined by NHS Improvement

Data quality assessment

Green	No known issues of data quality - High confidence in data
Amber	On-going minor data quality issue identified - improvements being made/ no major quality issues
Red	New data quality issue/on-going major data quality issue with no improvement as yet/ data confidence low/ figures not reportable

Harrogate and District NHS Foundation Trust

HARROGATE AND DISTRICT NHS FOUNDATION TRUST
GLOSSARY OF ABBREVIATIONS

A

A&E	*Accident and Emergency*
AfC / A4C	*Agenda for Change*
AHPs	*Allied Health Professionals*
AIC	*Aligned Incentive Contract*
AMM	*Annual Members' Meeting*
AMU	*Acute Medical Unit*
AQP	*Any Qualified Provider*

B

BAF	*Board Assurance Framework*
BME	*Black and Minority Ethnic*
BoD	*Board of Directors*

C

CATT	*Clinical Assessment, Triage and Treatment Ward*
C.Diff	*Clostridium difficile*
CCCC	*Children's and County Wide Community Care Directorate*
CCG	*Clinical Commissioning Group*
CCTs	*Community Care Teams*
CCU	*Coronary Care Unit*
CE / CEO	*Chief Executive Officer*
CEA	*Clinical Excellence Awards*
CEPOD	*Confidential Enquiry into Perioperative Death*
CIP	*Cost Improvement Plan*
CLAS	*Children Looked After and Safeguarding Reviews*
CNST	*Clinical Negligence Scheme for Trusts*
CoG	*Council of Governors*
COO	*Chief Operating Officer*
CORM	*Complaints and Risk Management*
CQC	*Care Quality Commission*
CQUIN	*Commissioning for Quality and Innovation*
CRR	*Corporate Risk Register*
CSW	*Care Support Worker*
CT	*Computerised Tomography*
CT DR	*Core trainee doctor*

D

Datix	*National Software Programme for Risk Management*
DBS	*Disclosure and Barring Service*

DNA	*Did not attend*
DoH	*Department of Health*
DoLS	*Deprivation of Liberty Safeguards*
Dr Foster	*Provides health information and NHS performance data to the public*
DSU	*Day Surgery Unit*
DToC	*Delayed Transfer of Care*

E

E&D	*Equality and Diversity*
eNEWS	*National Early Warning Score*
ENT	*Ear, Nose and Throat*
EoLC	*End of Life Care*
ERCP	*Endoscopic Retrograde Cholangiopancreatography*
ESR	*Electronic Staff Record*
EU	*European Union*
EWTD	*European Working Time Directive*

F

FAQ	*Frequently Asked Questions*
FFT	*Friends and Family Test*
FC	*Finance Committee*
FNP	*Family Nurse Partnership*
FOI	*Freedom of Information*
FT	*NHS Foundation Trusts*
FTSU	*Freedom to Speak Up*
FY DR	*Foundation Year doctor*

G

GIRFT	Get it Right First Time
GPOOH	GP Out of Hours
GWG MD&C	Governor Working Group – Membership Development and Communications
GWG V&E	Governor Working Group – Volunteering and Education

H

H@N	*Hospital at Night*
HaRD CCG	*Harrogate and Rural District Clinical Commissioning Group*
HaRCVS	*Harrogate and Ripon Centres for Voluntary Service*
HBC	*Harrogate Borough Council*
HCP	*Health and Care Partnership*
HDFT	*Harrogate and District NHS Foundation Trust*
HDU	*High Dependency Unit*
HED	*Hospital Episodic Data*
HEE	*Health Education England*
HFMA	*Healthcare Financial Management Association*
HHFM	*Harrogate Healthcare Facilities Management Ltd*
HR	*Human Resources*
HSIB	*Healthcare Safety Investigation Branch*
HSE	*Health & Safety Executive*

HSMR	*Hospital Standardised Mortality Ratios*

I

ICU or ITU	*Intensive Care Unit or Intensive Therapy Unit*
IG	*Information Governance*
IBR	*Integrated Board Report*
IT or IM&T	*Information Technology or Information Management & Technology*

K

KPI	*Key Performance Indicator*
KSF	*Knowledge & Skills Framework*

L

L&D	*Learning & Development*
LAS DR	*Locally acquired for service doctor*
LAT DR	*Locally acquired for training doctor*
LCFS	*Local Counter Fraud Specialist*
LEPs	*Local Education Providers*
LMC	*Local Medical Council*
LNC	*Local Negotiating Committee*
LoS	*Length of Stay*
LPEG	*Learning from Patient Experience Group*
LSCB	*Local Safeguarding Children Board*
LTUC	*Long Term and Unscheduled Care Directorate*
LWAB	*Local Workforce Action Board*

M

MAC	*Medical Advisory Committee*
MAPPA	*Multi-agency Public Protection Arrangements*
MARAC	*Multi Agency Risk Assessment Conference*
MASH	*Multi Agency Safeguarding Hub*
MDT	*Multi-Disciplinary Team*
Mortality rate	*The ratio of total deaths to total population in relation to area and time.*
MRI	*Magnetic Resonance Imaging*
MRSA	*Methicillin Resistant Staphylococcus Aureus*
MTI	*Medical Training Initiative*

N

NCEPOD	*NCEPOD (National Confidential Enquiry into Perioperative Death)*
NED	*Non-Executive Director*
NHSE	*National Health Service England*
NHSI	*NHS Improvement*
NHSR	*National Health Service Resolution*
NICE	*National Institute for Health & Clinical Excellence*
NMC	*Nursing and Midwifery Council*
NPSA	*National Patient Safety Agency*
NRLS	*The National Reporting and Learning System*
NVQ	*National Vocational Qualification*

NYCC *North Yorkshire County Council*

O

OD *Organisational Development*
ODG *Operational Delivery Group*
ODP *Operating Department Practitioner*
OPEL *Operational Pressures Escalation Levels*
OSCE *The Objective Structured Clinical Examination*

P

PACS *Picture Archiving and Communications System – the digital storage of x-rays*
PbR *Payment by Results*
PEAT *Patient Environment Action Team*
PET *Patient Experience Team*
PET SCAN *Position emission tomography scanning system*
PHSO *Parliamentary and Health Service Ombudsman*
PMO *Project Management Office*
PPU *Private Patient Unit*
PROM *Patient Recorded Outcomes Measures*
PSC *Planned and Surgical Care Directorate*
PST *Patient Safety Thermometer*
PSV *Patient Safety Visits*
PVG *Patient Voice Group*

Q

QC *Quality Committee*
QIA *Quality Impact Assessment*
QIPP *The Quality, Innovation, Productivity and Prevention Programme*
QPR *Quarterly Performance Review*

R

RCA *Route Cause Analysis*
RN *Registered Nurse*
RTT *Referral to Treatment. The current RTT Target is 18 weeks.*

S

SALT *Speech and Language Therapy*
SAS DR *Speciality and Associate specialist doctors*
SCBU *Special Care Baby Unit*
SHMI *Summary Hospital Mortality Indicator*
SHU *Sheffield Hallum University*
SI *Serious Incident*
SID *Senior Independent Director*
SIRI *Serious Incidents Requiring Investigation*
SLA *Service Level Agreement*
SMR *Standardised Mortality rate – see Mortality Rate*
SMT *Senior Management Team*

SPF	*Social Partnership Forum*
SpR	*Specialist Registrar – medical staff grade below consultant*
ST DR	*Specialist trainee doctors*
STEIS	*Strategic Executive Information System*
STP	*Sustainability and Transformation Plan/Partnerships*

T

TARN	*Trauma Audit Research Network*
TOR	*Terms of Reference*
TU	*Trade Union*
TUPE	*Transfer of Undertakings (Protection of Employment) Regulations 2006*

V

VC	*Vice Chairman*
VSM	*Vey Senior Manager*
VTE	*Venous Throboembolism*

W

WTE	*Whole Time Equivalent*
WY&H HCP	*West Yorkshire and Harrogate Health Care Partnership*
WYAAT	*West Yorkshire Association of Acute Trusts*

Y

YTD	*Year to Date*

Further information can be found at:
NHS Providers – Jargon Buster –
http://nhsproviders.org/programmes/governwell/information-and-guidance/jargon-buster

June 2018